

The Continuing Education and Training Association of British Columbia (CETABC) OPERATIONAL FRAMEWORK

(as adopted at the May 15th, 2014 Annual General Meeting)

PREAMBLE

Since the establishment of the Continuing Education and Training Association of British Columbia (CETABC), the Association has been establishing greater presence in the continuing education, contract training, and workforce training and development in the Province on behalf of its member institutions.

PURPOSE AND OBJECTIVES

1. The name of the Association is the **Continuing Education and Training Association of British Columbia** (CETABC).
2. Purpose of the Association - **CETABC** is a professional association of continuing education and contract training deans and directors, and other professional practitioners from BC public colleges, universities, and institutes, that together engages in and acts on issues and initiatives of mutual interest in support of lifelong learning.
3. The objects of the Association are:
 - (1) To work proactively with government, industry, and non-governmental organizations to advance lifelong learning, continuing education and contract training services in educational institutions, the workplace, and the community;
 - (2) To act as strong voice at the institutional, provincial, and national levels on lifelong learning and training priorities by sharing resources, knowledge, research data, and expertise;
 - (3) To act as a resource in seeking out and developing collaborative responses to program development and revenue generation opportunities;
 - (4) To provide a network of relationships that represent an extensive collective repository of knowledge, experience, and expertise to provide professional advice in supporting members to operate their continuing education and contract training units successfully within their individual institution;
 - (5) To identify and offer developmental opportunities to strengthen the overall capacity of the members and their personnel; and
 - (6) To do all such things as are incidental or conducive to the attainments of any of the above objects or for the necessary or proper operation of the said Association.
4. The operations of the Association are to be chiefly carried on in the Province of British Columbia.
5. In the event of winding up or dissolution of the Association, funds and assets of the Association remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations concerned with and promoting the same purposes of this Association, as may be determined by the members of the Association at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provisions. This clause is unalterable.

OPERATIONAL FRAMEWORK

Registered Office

1. The office of the Association shall be at the same location as the President in the Province of British Columbia, or at such other place in the said Province as the Board of Directors may from time to time decide.

Members

2. Each and every public post-secondary institution (university, college, or institute) in British Columbia may be a member of CETABC and have one designated representative and one alternate representative who are senior Continuing Education and/or Contract Training Administrators representing their institution on CETABC. From time to time as circumstances may require a member representative may designate an alternate from his or her institution to act on his/her behalf, including attendance at meetings. It is understood that the alternate will have the all of the privileges and responsibilities of the member including the right to vote.
3. Membership in this Association shall consist only of institutions who:
 - (1) meet the requirements set forth in Clause 2;
 - (2) are members in good standing; and

(3) are accepted by the Board of Directors.

4. A member in good standing is one who has paid the annual membership dues for the year in full. The amount is determined and approved from time to time by a majority vote of the membership but no more frequently than once each year as presented at a duly called general members' meeting.

5. The membership of the Association shall be not less than five in number and shall be subscribers to these guidelines.

6. Application for membership in the Association shall be made in writing to the Secretary on a form and signed by the applicant. Upon the application being approved by the Board of Directors, the applicant shall be admitted to membership in the Association upon payment of the annual dues for the year in which such applicant has been admitted.

7. The membership year, coinciding with the fiscal year of the Association, shall commence on the 1st day of April in each year and shall terminate on the 31st day of March in the following year.

8. A member shall automatically cease to be such member upon failure to pay the annual dues within 30 days of billing, or upon the expiration of thirty (30) days written notice to the Association of the institution's desire to resign such membership.

9. If any member who conducts himself or herself in such a manner as in the opinion of the Board to become undesirable or unsatisfactory, the Board may suspend such member from the privileges of the Association, and such suspension shall become final fourteen (14) days thereafter unless within such period an Extraordinary General Meeting of the Association is called and such meeting to be held within sixteen (16) days thereafter, and at such meeting a majority of the active members present vote in favour of reinstating such member so suspended. Any member remaining suspended for such period of thirty (30) days, and not being reinstated as above mentioned within such period, shall cease to be a member of the Association.

Meetings of Members

10. The Annual General Meeting of the Association shall be held at such time and place during the month of May as may be determined by the Board.

11. At the Annual General Meeting of the Association:

- (1) the reports of the Executive Officers and Committee Chairs of the preceding year shall be received and dealt with;
- (2) the Financial Report for the Association shall be presented and approved by the membership;
- (3) the Board for the ensuing year shall be elected; and
- (4) such other business shall be disposed of as shall be presented to such meeting.

12. General meetings of the Association may be called at any time by the President, or shall be called on the requisition in writing stating the purpose of the meeting and the requisitionists so requesting the meeting, of at least 50% of the membership of the Association.

13. Every general members meeting other than the annual general meeting is an extraordinary general meeting of the membership. Generally, at least one of the general meeting of the members will be held annually for the purpose of planning CETABC program priorities and evaluating Association accomplishments and project outcomes.

14. Notice of a general meeting shall be provided in writing or electronically to the members fifteen (15) working days in advance and shall specify the place, the day, and the hour of the meeting. The notice calling any such meeting shall specify the business to be brought before such meeting.

15. The members of the Association present at a duly called general members meeting shall form a quorum.

16. At every meeting, every resolution shall be decided by a show of hands, unless a ballot vote is requested by any member present. In case there shall be an equality of votes, the Chair at such meeting shall be entitled to a deciding vote in addition to the vote to which he may be entitled as a member. A declaration by the Chair that a resolution has been carried by a sufficient majority, or lost, as the case may be, and an entry to that effect in the Minutes of the Association or, in case of a ballot vote, the report of the scrutineers committee shall be conclusive evidence of the fact, without proof of the number of votes recorded in favour of, or against such resolution.

17. Only members in good standing may vote at meetings.

Directors and Executive Officers of the Board

18. The Board of Directors shall be comprised of a minimum of five (5) and a maximum of nine (9) Directors, who shall govern the affairs of the Association on behalf of the members.

19. The Board shall consist of:

- President
- Vice-President
- Treasurer
- Secretary
- Up to four (4) At Large Directors
- Immediate Past President.

20. The positions of President, Vice-President, Treasurer, and Secretary shall be determined and selected by the Board from the number of Directors elected or appointed at the Annual General Meeting. The President, Vice-President, Treasurer, Secretary, and Immediate Past President shall form the Executive Officers of the Association.

21. The Immediate Past President shall hold office so long as he or she remains in fact the Immediate Past President, and /or remains in the employ of his or her institution.

22. A Director shall be elected or appointed to a two (2) year term by the members at the Annual General Meeting. Directors' terms shall be staggered such that half of the Directors shall be entitled to retire from the Board or stand for re-election at each Annual General Meeting. For the purposes of implementing this staggered term provision, the Executive Officers now sitting shall be deemed as having completed one year of their two year term. At Large Directors and / or New Directors will be elected or appointed to the full two (2) years terms going forward. At the next Annual General Meeting (in 2015), all Executive Offices will open for election or appointment.

23. The Directors shall have power to fill from time to time, and at any time, any vacancy that may arise in the Board of Directors. A Director so appointed shall hold office as a Director until the next Annual General Meeting at which time he or she may stand for election or appointment to the Board.

24. The appointment or election of members to the Board shall consider institutional size, regional diversity, and type of institution being reflected in its composition to the extent that is applicable and practicable.

25. Except for the position of Immediate Past President, Directors shall be eligible to stand for a maximum of two (2) terms of two (2) years for a maximum of 4 years at which time the Director will have to stand down from the Board of Directors for a minimum of one (1) year, at which he or she will be eligible to stand again for election or appointment to the Board of Directors. A Director shall, before the expiration of their first two (2) year term, declare their interest in standing for re-election or appointment to the Nominating Committee.

26. Notwithstanding the reimbursement of legitimate expenses incurred in the conduct of approved Association business, members of the Board or member of the Association shall not receive remuneration or other financial benefits for their services to the CETABC, regardless of the type of service performed.

Power of Directors

27. The business of the Association shall be managed by the Directors in such manner as they shall think most expedient, and they may:

- (1) pay all expenses incurred in connection with the conduct of the affairs of the Association;
- (2) appoint from the members such standing and special committees as they may deem expedient;
- (3) empower committees to exercise all such powers of the Association as delegated by the Board as a whole.

28. The duties of the Executive Officers shall be:

- (1) The President shall preside at all meetings of the Association and of the Board; and as the chief executive officer of the Association, shall supervise the other Directors in the execution of their duties;
- (2) The vice-president shall carry out the duties of the president during his or her absence;
- (3) The secretary shall issue notices of meetings of the Association and the Board; keep minutes of all meetings; have custody of the records and documents of the Association except those of the Treasurer; and maintain the register of members;
- (4) The treasurer shall develop the annual financial plan, keep such financial records as are necessary; and render financial statements to the members when required.

29. In the absence of the secretary from a meeting the Directors may appoint another person to act as secretary.
30. The Directors may, from time to time at their discretion, recommend raising funds by special levy for initiatives approved by a 75% majority of the membership, for the purpose of accomplishing the goals of the Association.
31. The Directors may pay wages and expenses as they may think fit, provided that a majority of all the Directors vote in favour of such expenditures.
32. All acts done by the Directors shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any of them, or that they, or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be an Officers.
33. The Directors shall have the custody and control of the property and assets of the Association, and operate under the approved financial plan. They may make discretionary expenditures in keeping with the goals of CETABC or in response to issues that may arise that are seen as reasonable exceptions to the approved budget. In such case the members will be informed of the expenditure in a timely way.

Proceedings of the Directors

34. The Directors may meet for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit. Except in the event of an emergency, 5 working days notice of any meeting shall be given by the President or the Secretary.
35. The quorum of every meeting of the Directors shall be fifty percent plus one (50% + 1) of the number of Directors then holding office.
36. Every question at a meeting of the Board shall be determined by a majority of the votes of the Directors present, every Director having one (1) vote. In case of an equality of votes at any such meeting the President shall have a second or deciding vote.
37. A nominating committee of not less than two (2) Directors shall be appointed by the President, subject to approval of the Board, not less than thirty (30) days prior to the annual general meeting for the purpose of recommending Directors of the Association, and a Nominating Committee so appointed shall recommend a slate of Directors at each annual general meeting of the Association.
38. A resolution determined on without any meetings of the Board and evidenced in writing under the hands of the entire Board shall be as valid and effectual as a resolution passed at a meeting of the Board.
39. The President, or in his absence the Vice-President, shall preside as Chair at every meeting of the Association and of the Board. If neither the President nor the Vice-President be present at the time of holding any meetings or declines to take the chair, then one of the Directors present at the meeting shall be elected as Chair to preside at such meeting.
40. Minutes shall be made and kept to record:
(1) All appointments of Directors made by the membership;
(2) All resolutions and proceedings at all meetings of the Association and of the Board; and
Such minutes of any such meeting shall be signed by the Chairman and Secretary after each meeting.
41. The Association may from time to time and at all times indemnify and save harmless every Director and servant of the Association, and his and their heirs, executors and administrators and estate and effect respectively, from and against all losses, costs, charges and expenses whatsoever (including travelling expenses) in any way incurred or sustained by him, for, or by reason of, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him, in, about or in relation to the proper discharge of his duties, and the membership shall pay or retain the same out of the funds of the Association. If any Director of the Association is guilty of actual fraud, willful negligence, or dishonesty whereby the Association incurs any loss or damages, such Director shall be liable to recoup the same to the Association. Except as aforesaid, no Director of the Association shall be liable to the Association for any loss, damage, costs or expenses that may happen to, or be incurred by the Association in consequence of any act, omission or default by such Director while purporting to act as such.

Committees

42. The Board may establish and appoint committees from time to time to assist in the work of the organization. Such committees so established and appointed, shall have defined terms of reference and scope of authority, and shall include at least one Director who will act as liaison between the committee and the Board.

Financial Matters

43. The financial institution of the Association shall be the financial institution at which the Treasurer's institution maintains its accounts.

44. All cheques, notes, drafts, and other negotiable instruments shall be signed, executed or endorsed by such person or persons and in such manner as may be determined upon from time to time by the Board.

45. The Board shall cause full and true accounts to be kept of all the commercial, financial, and other affairs, transactions and engagements of the Association and of all such things as shall be requisite to exhibit the true financial condition of the Association.

46. The books and accounts of the Association shall be reported at every Board meeting and shall be presented at each annual general meeting of the Association a written report showing the state and condition of the affairs of the Association accompanied by a balance-sheet, a summary of the assets and liabilities, and a statement of the income and expenditure of the Association, made up from the date of the last preceding statement.

Notices

47. Notice of all meetings of the Association shall be well and sufficiently given if given personally or by written notice mailed postage prepaid to the members of the Association addressed to their last known address, or by written email notification thereof specifying the general nature of the business of the meeting fifteen (15) business days prior to the holding of such meeting.

Amendments

48. No part of this Operational Framework shall be repealed or amended unless a written notice of the intention to propose such amendment shall have been given to all members, at least (15) business days prior to the meeting at which the same is to be presented, and three-fourths (75%) of the voting members present at the meeting at which such proposed amendment is considered shall approve the same with or without such modifications or alterations as may be thought best.

Decision-Making

49. Decisions coming before the Board, committees, or meetings of members shall be decided, to the greatest extent possible, by consensus. In instances where consensus is not possible, matters shall be decided by parliamentary procedure derived from "Robert's Rules of Order".