



## BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of The  
**Canadian Assessment *for* Learning Network** (the  
"Corporation")

### Contents

1	Name.....	2
2	Definitions.....	2
3	Purpose of CAfLN .....	2
4	Membership.....	2
4.1	Classes of Membership.....	2
4.2	Application for Membership.....	3
4.3	Membership Dues.....	3
4.4	Termination of Membership.....	3
4.5	Rights of Membership.....	3
4.6	Membership Records.....	3
5	The Board.....	3
5.1	Board Elections .....	4
5.2	Board Members .....	4
5.3	Conflict of Interest .....	4
6	CAfLN Meetings.....	4
6.1	Board Meetings.....	4
6.2	Annual General Meeting.....	5
6.3	Minutes of CAfLN Meetings.....	5

7	The Annual Symposium .....	5
8	Financial Activities.....	5
8.1	Bank Accounts.....	5
8.2	Financial Records .....	5
8.3	Contracted Work.....	6

## 1 Name

The name of the corporation is The Canadian Assessment for Learning Network, hereafter called CAfLN.

## 2 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- “Act” means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- “Board” means the elected and appointed CAfLN members acting as the Board of the Corporation

## 3 Purpose of CAfLN

The Canadian Assessment *for* Learning Network (CAfLN) is a member-led, non-profit organization that connects people across Canada who are interested in the use of assessment for learning and the development of related policies and research in education.

## 4 Membership

- The term of membership of a General member shall be annual, subject to renewal in accordance with the policies of the Corporation.

### 4.1 Classes of Membership

The following are the classes of membership of CAFLN:

- **Members** are individuals who have paid their annual membership fees
- **Students** are members who are currently enrolled in pre-service or graduate study and have paid annual membership fees
- **Institutional members** who have been identified to be CAfLN members by institutions with a membership

## **4.2 Application for Membership**

- Prospective members can apply for membership by completing and submitting the membership form on the CAFLN website.
- Once the application for membership and payment of fees have been received, the applicant's name is entered in the Register of Members and the applicant becomes a Member who is entitled to exercise the rights and benefits of CAFLN membership.

## **4.3 Membership Dues**

- Dues for members are set by resolution of the board and shall be effective when set, subject to ratification by the membership at the next annual meeting of the members provided that the failure to obtain ratification shall not invalidate the dues set by the board.

## **4.4 Termination of Membership**

- A Member may discontinue membership at any time
- If a Member's annual membership fee is unpaid within 120 days from the due date of payment, membership shall cease.

## **4.5 Rights of Membership**

Members of CAFLN may:

- attend, speak and vote at the Annual General Meeting
- stand for election as President-Elect or Secretary/Treasurer
- nominate eligible Members for election as President Elect, Secretary/Treasurer
- vote in the election of CAFLN Board Members
- participate in members-only forums and meetings
- receive and participate in membership benefits as are determined by the Board

## **4.6 Membership Records**

- CAFLN must keep and maintain a Register of Members that is updated, at minimum, annually.
- The Register of Members should as a minimum contain the name and contact details
- The Register of Members is available for inspection free of charge by any Member but may not be used for communication with members for purposes unrelated to CAFLN

## **5 The Board**

- The CAFLN Board is made up of 4 elected members and the chairs of all CAFLN Committees
- The elected officers make up the Executive Committee and include the President, Past

President, President-Elect and Secretary/Treasurer.

- Board members serve a 2-year term.
- In the initial election, the president-elect will be elected for 2 years and the secretary/treasurer for one year. Thereafter, each will be elected for a two year term, to ensure continuity. The first President and Past-President will be appointed by the founding Board of Directors.

## **5.1 Board Elections**

- The Past President and two members of CAFLN form the Nominating Committee
- The election will be advertised on the CAFLN website four months before the Annual General Meeting when new Board members take up office.
- A nomination will require the signature of at least two (2) paid-up members and a signed statement from the nominee indicating a willingness to serve in the office. A short (approx. 300 word) statement detailing their experience and commitment to CAFLN must also be included in the nomination.
- If necessary, an election will be organized two months before the Annual General Meeting. Only members in good standing have the right to vote.
- The Nominating Committee will report the results of the election at the Annual General Meeting.

## **5.2 Board Members**

- The Chairs of the CAFLN standing committees and Ad Hoc Committees sit as voting members of the Board of Directors. Chairs of Standing and Ad Hoc Committees are appointed by the Executive Committee. Each committee chair may establish sub-committees.
- Members must have paid their membership fees to be appointed to the Board.
- The Board may co-opt other CAFLN members to sit on the Board as non-voting members.

## **5.3 Conflict of Interest**

When situations arise where there is a conflict between the best interests of CAFLN and the self-interest of a board member in any item being discussed by the Board, the Board Member must declare to the Board and give notice to the Board Members of the nature of the Board Member's interest and, at the discretion of the President, refrain from discussion and voting.

# **6 CAFLN Meetings**

## **6.1 Board Meetings**

- CAFLN Board meetings are held at least three times a year. Others may be scheduled when required. One meeting should occur at the CAFLN symposium. The other meetings may be face-to-face or electronic, as determined by the President.

- On occasion, the CAfLN Executive (the President, President-elect, Secretary/Treasurer, Past President) may hold meetings to conduct routine CAfLN business and to plan for upcoming Board Meetings and the AGM.
- Meetings will be conducted according to Roberts Rules of Order.

## **6.2 Annual General Meeting**

- The Annual General Meeting of CAfLN is held during the Annual CAfLN Symposium
- Notice will be given to the members not less than 21 days in advance of the meeting.
- A notice of the Annual General Meeting must specify the place, day and hour of the meeting and the general nature of the business to be transacted at the meeting.

## **6.3 Minutes of CAfLN Meetings**

- The Board must ensure that minutes of all Board Meetings, Committee Meetings, the AGM and Executive Meetings, whether face-to-face or using electronic devices, are duly recorded in a proper manner.
- Any member of CAfLN is entitled to be given a copy of the minutes of a Board meeting after review and approval by the Board at the next Board meeting.

## **7 The Annual Symposium**

- CAfLN will organise an annual CAfLN Members Symposium
- CAfLN will invite local organisers to co-sponsor and co-plan a CAfLN Assessment for Learning Conference reflecting local interests in AfL to coincide with the CAfLN Members Symposium (before or after) utilizing CAfLN members as resources.

## **8 Financial Activities**

### **8.1 Bank Accounts**

- The CAfLN bank account is managed by the Secretary/Treasurer at the direction of the CAfLN Board
- The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

### **8.2 Financial Records**

- The financial year of CAfLN is from November 1 to October 31
- Proper books and financial records must be kept and maintained showing correctly the financial and other records of CAfLN. The Board (through the Treasurer) must ensure the relevant

accounting and auditing requirements of the Act are duly complied with and that the required reports are made available to Members.

- A financial report will be presented at each CAfLN AGM.
- CAfLN will publish a notice to its members stating that the annual financial statements and documents are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

### **8.3 Contracted Work**

- CAfLN is a member-led volunteer organization. However, at times it may be necessary to hire personnel for special projects. All paid work will be done on a contract basis with contracts approved by the Board.

DRAFT August 2013