The Ottawa Association
for
The Advancement of Learning

LETTERS PATENT
and
BY-LAWS

Founded at Ottawa, Canada
1942
Incorporated, 1943
By the Honourable
HARRY CORWIN NIXON
Provincial Secretary

To all to whom these presents shall come greeting

WHEREAS The Companies Act provides that with the exceptions therein mentioned the Lieutenant-Governor may by Letters Patent create and constitute bodies corporate and politic for any of the purposes to which the authority of the Legislature of Ontario extends;

AND WHEREAS by the said Act it is further provided that the Provincial Secretary may under the Seal of his office have, use, exercise, and enjoy any power, right, or authority conferred by the said Act on the Lieutenant-Governor;

AND WHEREAS by their Petition in that behalf the persons herein mentioned have prayed for Letters Patent constituting them a body corporate and politic for the due carrying out of the undertaking hereinafter set forth;

AND WHEREAS it has been made to appear that the said persons have complied with the conditions precedent to the grant of the desired Letters Patent and that the said undertaking is within the scope of the said Act;

NOW THEREFORE know ye that under the authority of the hereinbefore in part recited Act I do by these Letters Patent constitute the Persons hereinafter named that is to say: HENRY MARSHALL TORY and NORMAN FRANK WILSON, Gentlemen, and HARRY STEVENSON SOUTHAM, Publisher, all of the Village of Rockcliffe Park, in the County of Carleton and Province of Ontario; HUGH LLEWELLYN KEENLEYSIDE, JOHN EVERETT ROBBINS and PHYLLIS GREGORY TURNER, Civil Servants, WILLIAM MCNAUGHTON CONNOR, Manufacturer, CHARLES GARDNER COWAN, Managing Director, McGEORGE EASSON, School Inspector, CLARENCE CECIL GIBSON, Solicitor, OLIVER MOWAT BIGGAR, Barrister, and WILLIAM CRAVEN MACARNEY, Dentist, all of the City of Ottawa, in the said County of Carleton; WILLIAM FRASER HADLEY, of the City of Hull, in the Province of Quebec, Gentleman; and FRANK GERARD PATTEN, of the Township of Nepean, in the said County of Carleton, Secretary-treasurer; and any
others who have become subscribers to the memorandum of agreement of the Corporation, and persons who hereafter become members thereof, a corporation without share capital under the name of

THE OTTAWA ASSOCIATION FOR THE ADVANCEMENT OF LEARNING

for the following purposes and objects, that is to say:
(a) To promote learning in any or all of its branches;
(b) To organize and establish a non-sectarian college of higher learning in the said City of Ottawa;
(c) To organize and establish an Institute of Public Administration; and
(d) To promote the intellectual, social, moral and physical welfare of its students, graduates, teaching staff and others interested in the Association, and of the community in which it operates;

THE HEAD OFFICE of the Corporation to be situated at the said City of Ottawa; and

THE FIRST DIRECTORS of the Corporation to be HENRY MARSHALL TORY, HUGH LLEWELLYN KEENLEYSIDE, WILLIAM MCNAUGHTON CONNOR, JOHN EVERETT ROBBINS, CHARLES GARDINER COWAN, McGRGOR EAISON, CLARENCE CECIL GIBSON, WILLIAM FRASER HADLEY, OLIVER MOWAT BIGGAR, WILLIAM CRAVEN MACARTNEY, FRANK GERARD PATTEN, HARRY STEVENSON SOUTHAM, PHYLLIS GREGORY TURNER and NORMAN FRANK WILSON, hereinbefore mentioned;

AND IT IS HEREBY ORDAINED AND DECLARED THAT:

1. The subscribers to the Memorandum of Agreement of the Corporation shall be the first members and the Corporation shall consist of the subscribers and of those who shall hereafter be duly elected as members of the Corporation in accordance with the by-laws and regulations from time to time in force;

2. The interest of a member in the Corporation shall not be transferable, and shall lapse and cease to exist upon the death of such member or when such member shall cease to be a member by resignation or otherwise in accordance with the by-laws and regulations from time to time in force;
3. The directors of the Corporation shall constitute the Committee of Management of the Corporation;

4. The directors may, from time to time, make by-laws and regulations, not contrary to law or any provision of the Letters Patent, Supplementary Letters Patent, if any, or the Companies Act, and, from time to time, amend, vary or repeal the same, respecting:
   
   (a) the admission of members and the election or appointment of directors, trustees and officers;
   
   (b) the time and place of holding and the calling of meetings of members, trustees and directors, and the requirements as to proxies and the procedure at and the conduct of such meetings;
   
   (c) the payment of officers and employees; and
   
   (d) the control, management and conduct of the affairs of the Corporation;

5. Every by-law and regulation and every repeal, amendment, modification or variation thereof, unless in the meantime confirmed at a general meeting duly called for that purpose, shall have force only until the next annual meeting of the Corporation, and in default of confirmation thereat shall from that time cease to have force, and in that case no new by-law or regulation to the same or the like effect or re-enactment thereof shall have any force until confirmed at a general meeting of the Corporation; and

6. Such by-laws, regulations, amendments, modifications and variations shall replace, exclude and modify the regulations set out in Form 4 in the Schedule to The Companies Act, save that in any matters covered by such Form 4 and not provided for in the Corporation's by-laws, regulations or amendments, the regulations and provisions of the said Form 4 shall apply and be in force, but all such matters which, after the passing of the Corporation's first by-laws and regulations, may be left to be governed by such Form 4, may be varied, amended, excluded or modified by any by-laws or regulations;

AND IT IS HEREBY FURTHER ORDEIANED AND DECLARED that the said Corporation shall be carried on without the purpose of gain for its members, and that any profits or other accretions to the Corporation shall be used in promoting its objects.

GIVEN under my hand and Seal of office at the City of Toronto in the said province of Ontario this — nineteenth — day of — June — in the year of Our Lord one thousand nine hundred and forty-three.

H. C. Nixon,
Provincial Secretary.
THE OTTAWA ASSOCIATION FOR THE
ADVANCEMENT OF LEARNING

BY-LAWS

1. Any person of good moral character may become a member of the Association or otherwise admitted to interest or participation in the activities of the Association upon approval and election by the Board of Governors. The membership of the Association shall consist of those persons who shall have been so elected and who shall contribute to the support of the Association. Continuance of membership shall be subject to approval by the Board of Governors.

2. The interest of a member in the Association shall not be transferable, and shall lapse and cease to exist when such member shall cease to be a member of the Association, by death, by resignation, or by retirement as hereinafter provided.

3. The Directors of the Association shall constitute the Committee of Management of the Association, and shall be known as Governors, and the Board of Governors shall consist of 21 members. In acknowledgment of its interest and assistance in the organization and establishment of the Association, The Ottawa Young Men's Christian Association shall have the right to name and to be represented by four members on the Board of Governors at all times.

4. The first Board of Governors shall be elected at the organization meeting of the Association in three groups of seven. The first group shall hold office until the first annual meeting after the organization meeting or until their successors are elected. The second group shall hold office until the second annual meeting after the organization meeting or until their successors are elected. The third group shall hold office until the third annual meeting after the organization meeting or until their successors are elected. At each annual meeting of the Association after the organization meeting the Association shall elect seven members to the Board of Governors who shall hold office for three years, or until their successors are elected. Retiring members of the Board of Governors shall be eligible for re-election. Seven members of the Board of Governors shall constitute a quorum.

5. The Board of Governors shall have power to fill any vacancy on the Board for any unexpired term. The Governors at their first meeting following the organization meeting and after each subsequent annual meeting shall elect from their number a Chairman and a Vice-Chairman and such other officers as shall be deemed neces-
sary. The Chairman of the Board of Governors shall also be the Chairman of the Association.

6. The Board of Governors at their first meeting following the organization meeting after each subsequent annual meeting, shall appoint the Chairman and two other persons, any two of whom shall be the officers to sign all instruments and documents on behalf of the Association authorized by the Board of Governors.

7. The Board of Governors shall meet at least six times in each Association year as the Governors shall arrange, and may act notwithstanding any vacancy on the Board. Three Governors may at any time summon a meeting of the Governors.

8. All obligations and expenditures on behalf of the Association shall be entered into or undertaken only upon resolution by the Board of Governors.

9. An Annual Meeting of the Association shall be held in the month of June in each year, and of such Annual Meetings, and of all special meetings, written notice shall be mailed to each member five days in advance thereof. Special meetings of the Association may be called by the Chairman, or shall be called by the Chairman upon written request of three members, or may be called by five members. In the case of special business, notice thereof shall be given in the notice calling the meeting. Fifteen members shall constitute a quorum at any Annual Meeting or special meeting of the Association. Non receipt of notice by any member of any Annual or special meeting shall not invalidate the proceedings of such meeting.

10. The business and order thereof at Annual Meetings of the Association shall be:
   (a) Minutes of previous Annual Meeting and any special meetings.
   (b) Reports of Secretary and Treasurer.
   (c) Reports of committees who are to report at annual meetings.
   (d) Communications.
   (e) Election of Governors.
   (f) General business.
   (g) Adjournment.

11. If within one half hour from the time appointed for any meeting of the Association a quorum of members is not present, the meeting if convened by other than the Chairman, shall be dissolved. In any other case the Chairman may dissolve the meeting or may adjourn it as he may deem best, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the
meeting from which the adjournment took place. Due notice of any adjourned meeting shall be mailed to each member and if within one half hour from the time appointed for any such adjourned meeting of the Association a quorum of members is not present, then the meeting may be proceeded with and the business for which it was called may be regularly transacted notwithstanding.

12. At any general meeting, unless a poll is demanded, a declaration by the Chairman that a resolution has been carried, and an entry to that effect in the minutes of proceedings of the Association shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

13. If a poll is demanded, the same shall be taken in such manner as the Chairman directs, and the result shall be deemed to be the resolution of the Association in general meeting.

14. Every member shall have one vote which must be exercised personally. All questions arising at any meetings of the Association or the Board of Governors shall be decided by a majority of votes. In case of equality of votes the Chairman shall have a second or casting vote.

15. A resolution signed by all the Governors shall be as valid and effectual as if it had been passed at a general meeting of the Governors duly called and constituted.

16. No Governor shall vacate his office by reason of his being a shareholder or member of any Corporation which has entered into any contract with or done any work for the Association of which he is a Governor, but he shall not vote in respect of such contract of work, and if he votes his vote shall not be counted.

17. The Association in general meeting, by a resolution, of which notice has been given in the notice calling the meeting may retire any person from membership in the Association or may remove any Governor before the expiration of his period of office, and may, by resolution, appoint another person in his stead; the person so appointed shall hold office during such time as the Governor in whose place he was appointed would have held the same if he had not been removed.

18. The Governors, by resolution duly entered, may delegate any of their powers to committees consisting of such member or members of the Association as they may appoint, and any such committees shall have power to act within the terms of the appointment.

19. All acts of the Governors or of a committee of Governors, or by any person acting as a Governor, notwithstanding that it is after-
wards discovered that there was some defect in the appointment of any such Governor or person so acting, or that they, or any of them, were disqualified, shall be as valid as if every such person had been duly appointed and was qualified to be a Governor.

20. The interests and activities of the Association shall be open to men and women on equal terms.

21. The fiscal year of the Association shall begin on the 1st day of July in each calendar year.

22. (1) The Governors may from time to time borrow money from such Bank as the Board of Governors may select upon the credit of the Association; limit or increase the amount to be borrowed; hypothecate, mortgage or pledge the real or personal property of the Association, or both, and give promises and agreements to give security to secure any money borrowed for the purposes of the Association; also, may give additional security at any time for any money borrowed or remaining due by the Association.

(2) The Governors may from time to time authorize any governor or governors, officer or officers, employee of the Association, or other person or persons, whether connected with the Association or not, to make arrangements with reference to the money borrowed or to be borrowed as aforesaid, and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any money borrowed or remaining due by the Association as the Governors of the Association may authorize, and generally to manage, transact and settle the banking business of the Association.

(3) The Governors may also from time to time authorize any governor or governors, officer or officers, employee of the Association, or other person or persons, whether connected with the Association or not, to sign, execute and give on behalf of the Association all documents, agreements and promises necessary or desirable for the purposes aforesaid and to draw, make, accept, endorse, execute and issue cheques, promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments, and the same and all renewals thereof or substitutions therefor so signed shall be binding upon the Association.

(4) The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purpose of the Association possessed by its Governors or Officers independently of a Borrowing By-law.
(5) The borrowing of money from time to time heretofore under the authority of the Governors and the giving of securities therefor under Section 88 of The Bank Act, or otherwise, are hereby ratified and confirmed.

(6) This By-law shall continue in force until a By-law repealing the same shall have been validly passed and confirmed and a copy thereof duly certified under the Seal of the Association delivered to the Bank selected as above, 22 (1), and receipt thereof acknowledged by it, and meantime all of the powers and authorities hereby conferred shall continue in force.

23. The Association shall at each annual meeting appoint an auditor or auditors to hold office until the next annual meeting.

24. These By-laws may be altered or amended by a vote of two-thirds of the Governors present at any regular meeting of the Board of Governors provided due notice of such proposed alteration or amendment shall have been given five days in advance of such meeting.