

**By-Laws of
ODTU Alumni Association of Canada
[as revised & approved by 2nd General Assembly
held on Jan. 20, 2019]**

1 Name and type

Established on May 25, 2017 as a Federal not-for-profit corporation in accordance with the Canada Not-For-Profit Corporations Act S.C. 2009, c.23, the Association is named 'ODTU Alumni Association of Canada'.

ODTU means the Middle East Technical University in Ankara Turkey and its satellite institutions.

The name of the Association will be abbreviated as 'ODTU Alumni Canada' or 'OAAC'.

The registered office of the Association is in Ontario. Initial registered office address is 39 York Ridge Road, Toronto, Ontario M2P 1R8.

The official marks of the Association are:



Official representatives in the provinces of Canada will use the corporate marks provided to them by the Board. These are attached in Appendix A.

2 Objectives

OAAC exists 'To empower ODTU Alumni in Canada' and envisions achieving this 'By making ODTU Alumni stronger, together.'

- A. To create and maintain a platform of dialogue among ODTU graduates living in Canada as well as interaction between ODTU and the ODTU graduates living in Canada.
- B. To enhance ODTU corporate reputation by publicizing the scientific and academic achievements of ODTU as well as individual success stories of its graduates.

- C. Informing ODTU graduates living in Canada of the news and matters relating to ODTU and its graduates elsewhere in the world.
- D. Support and help groups or individuals organizing events to promote the reputation of ODTU and hence creating wider interest in ODTU as a world-renown institution of higher education.
- E. To raise funds with support of its own members for 1) OAAC activities described in the constitution and/or By-Laws 2) Contributing to scholarship funds administered by ODTU 3) Providing scholarship funds to ODTU students and graduates studying in Canada.
- F. Carry out activities to raise awareness regarding the contributions of the ODTU graduates living in Canada to Canada.
- G. Unless approved otherwise by the General Assembly, the Association's activities will be restricted to the above objectives stated in its Constitution and these By-Laws.

3. Membership

Membership in the Association shall be limited to the following persons so long as they are domiciled in Canada and are current with their dues:

- All graduates who have obtained a degree from ODTU
- Faculty members of ODTU currently on leave for academic studies
- Retired faculty or administrative members of ODTU
- Honorary graduates of ODTU

In addition, the following may be invited to membership (as 'Associate Members') in the Association by a resolution of the Board of Directors (the "Board"):

- Former students of ODTU and
- Persons deemed necessary or important to enhance the objectives of the Association.

OAAC will have the following classes of membership:

- Regular member
- Honorary member
- Associate member.

Regular members are those initially listed in the four bullets above.

Honorary members are those who contribute substantial funds to the Bursary Pool of the Association and are granted membership by a resolution of the Board.

Associate members are those who are not alumni of ODTU but desire a membership in the Association and are granted such a status by a resolution of the Board.

Honorary members and Associate members shall have no right to vote at the General Assembly nor will they have any standing for elections to the Board.

The Board may -by a resolution- reduce the dues of a member to 'student level' when that member applies in writing and explains adequately to the Board, his/her need for such reduction.

The membership due will be determined by the General Assembly.

The Association will support equality and good relations among all members without regard to their race, ethnicity, gender, disability, sexual orientation, religion and belief, age or socio-economic background.

4 Termination of Membership

Membership will be terminated when:

- A Member opts out of membership by giving written notice to the Secretary General of the Association
- A resolution is passed by a majority vote of the Board resolving that a Member, whose continued membership is or likely to be harmful to the interests of the Association.

5 Founding Board

The following ODTU graduates formed the Founding Board of the Association at the time of its registration.

- Berker ADIGUZEL
- G. Berna ARICIBASI
- S. Zeynep LULEC
- Haluk MESCI
- Yalcin SUER

The Founding Board was initially charged with establishing / widening the roster of membership as promptly as possible so that the first General Assembly of the Association can be held for electing the governing bodies of the Association.

The Founding Board was dissolved per the founding By-Laws [and elected to continue as the first ever Board] upon election by the first General Assembly.

6 Meetings of the Association

There shall be an Annual General Assembly of the Association open to all members who have duly paid their annual membership dues for the purposes of approving an Annual Report and Budget and electing the governing bodies of the Association described in these By-Laws.

The Annual General Assembly will be held regularly once in every calendar year. In the event a quorum cannot be achieved, the General Assembly may be delayed until such time as a quorum can be achieved.

An Extraordinary General Assembly can be held if 2/3 (two thirds) of the existing dues-paid members sign a petition requesting the same.

Further meetings of the Association shall be called at the discretion of the Board.

7 Governing Bodies of the Association

The Board will:

- manage the operations of the Association in line with its Mission and Vision
- represent the Association in external matters and liaise with ODTU
- resolve membership matters (membership, termination etc.)
- appoint representative(s) of the Association in the Provinces of Canada from members living in that Province
- appoint committees in support of the Mission and Vision of the Association
- prepare and enforce guidelines for the representatives and committees.

The quorum in the meetings of the Board shall be no less than half of the members of such a Board and no decision of such a Board will be taken by no less than four (4) affirmative votes if the Board is comprised of seven (7) members and five (5) affirmative votes if the Board is comprised of nine (9) members. If the Board is comprised of eight (8) members, the vote of the Chair will take precedence.

The Board will be comprised of no less than 7 and no more than 9 members. The Board will have as a minimum a Chair, a Secretary General, a Treasurer and 4 members. Division of labour will be decided at the first meeting of the newly elected Board.

The cheques of the Association will require two signatures by the Chair and the Treasurer.

In the case of resignation of the majority of Board members in any given term, an extraordinary General Assembly will be called by the Advisory Group and or Audit Committee, so that elections for the new Board can be held.

The Advisory Group will provide non-executive guidance, in the overall development and effectiveness of the Association and will comprise of two (2) members elected by the Annual General Assembly plus the Chair of the Board from immediate previous term. This clause is applicable only when a new Board is elected.)

The Chair of the current Board will chair the Advisory Group.

The period of office for members of the Advisory Group will range from one to three years in the first instance and renewable for a further term not exceeding an additional three years.

The Advisory Group will hold at least two meetings per year and hold further meetings as required.

The Audit Committee, comprised of two members elected by the General Assembly, will audit:

- a) The bookkeeping for revenues and expenses of the Association
- b) The record keeping of decisions of the Board

to ensure that the preceding documents for the financial year are kept properly. Committee will report the results to the General Assembly at its next meeting.

The financial year of the Association will be the Calendar year.

The Audit Committee should have routine audits e.g. at least every three months.

No remuneration will be paid to any member of the Association for the work he / she does for the Association.

8 Representation on the ODTU Bodies

Upon invitation by the University, the Executive Board may resolve to designate who will represent the Association in ODTU Alumni Associations convention / meetings. The travel and accommodation expenses of the representative will be undertaken by the Association.

9 Groups and Networks

The Association may establish by a resolution of the Board or the General Assembly specialist groups, task forces or networks to promote the Association's objectives, for specific periods of time.

Such groups will report to the Board.

The Board will approve group name, plan and timetable of action, budget if needed. Each group will self-administer its activities. Any budget to be deployed will be administered by the Treasurer of the Board.

10 Amendment of the Articles of Incorporation

Amendments to the Constitution of the Association shall be made only with the approval of the Annual General Assembly or an extraordinary General Assembly convened for this purpose pursuant to Article 11 below.

11 Dissolution

The General Assembly shall have the sole authority regarding the dissolution of the Association.

In the case of dissolution all assets of the Association will be sold and donated to the ODTU Bursary Fund.

12 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, committee members or volunteers of the Association arising out of or related to the By-Laws, or out of any aspect of the operations of the Association is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, committee members, or volunteers of the Association as set out in the By-Laws or the Act, and as an alternative to such person instituting legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

The number of mediators may be reduced from three to one or two upon agreement of the parties.

If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Association is situated unless otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

Annex A

Regulation for proceedings at the Annual General Assembly of the Association

1. Notice / Call for the Annual General Assembly

Members will be notified of the date, agenda and venue of the Annual General Assembly 4 weeks before the meeting via digital means.

Members who will not be able to attend may be represented by other Members with a Proxy via a form provided by the Board. Each Member can represent one other Member and not more.

When appropriate and possible the Annual General Assembly will be streamed for others not attending.

2. Chair of the Annual General Assembly

The Chair of the Board will be the Chair at the General Assembly. In the event the Chair of the Board is not available, then the General Assembly will elect the Chair as the first order of business.

3. Quorum

The quorum for the General Assembly shall be not less than 20 members present including the proxies. No business shall be transacted in the absence of a quorum.

4. Voting

In any meeting, a motion needs to be regularly made and seconded for it to be considered.

All regular motions other than a motion under Article 22 or 27 of this Annex A shall be decided by a majority of the members of the General Assembly present and voting. Voting shall be by show of hands unless the General Assembly decided by vote of two-thirds of the members present to vote by ballot. In the event of an equality of votes, the Chair shall have in addition to an original vote a second or casting vote. This casting vote may be used whether or not the Chair has used his original vote.

The number of members voting for and against a motion shall be recorded in the minutes. The name of any member voting for or against the motion or abstaining from voting shall, on the request of that member, be recorded in the minutes.

In the case of meetings held by conference call, voting shall be by a roll-call instead of by a show of hands.

Unless it is described hereunder, the Robert's Rules will be applicable in any of the meetings of the Association.

5. Business for Meetings

Any member of an Association may propose items for the agenda by sending them in writing to the Secretary General. Notice of matters originating from other bodies or persons must be received by the Secretary General, in writing, not less than ten working days before the meeting at which they are to be discussed, so that they may be included on the agenda paper. Papers for discussion at the General Assembly shall be confined to those circulated by the Chair or Secretary General.

Where possible, at least forty-eight hours' notice shall be given to the Chair or Secretary General of any urgent matter which a member wishes to raise under 'any other business'. The Chair shall have the right to rule whether any such item submitted shall be excluded from the agenda or dealt with under 'any other business'.

6. Minutes

Minutes of the Association shall be made available to all members of the Association. Questions as to the accuracy of the record of a meeting shall be made to the Secretary General at least two working days before the date of the meeting at which the minutes are to be confirmed. Questions shall be directed only towards the accuracy of the record and shall not re-open the discussion of the item recorded. After the confirmation of the minutes, amended if necessary, they shall be signed by the Chair.

7. Confidentiality

All agenda, reports and other documents, and all proceedings of and discussion at the General Assembly shall be treated as confidential unless and until disclosed in the legitimate course of business and by the decision of the Board.

8. Order of Business

The order in which the business of a meeting shall be conducted shall be that of the agenda circulated with the notice convening the meeting except on the ruling of the Chair as a matter of urgency or with the regular motions at the General Assembly.

Adjourned business shall take precedence over other business except, at an ordinary meeting, for the confirmation of the minutes of the previous meeting. Adjourned business shall include business deferred from or not dealt with at a previous meeting or not transacted because no quorum was present.

9. Matters raised during a Meeting

There shall be no vote, and no decision reached, on any substantial item, unless such item has appeared on the circulated agenda or has been accepted by the Chair as urgent business.

10. Speeches

All speeches shall be directed to the Chair. A member shall direct his or her speech to the matter under discussion. Any member may formally move or second any motion and reserve his or her speech until a later period in the debate.

It shall be competent for any member with the consent of the Chair to move that any member who has spoken too long or too often be not further heard, and the motion, if seconded, shall be put and determined without discussion.

Those present at any Association by invitation may be allowed to speak in accordance with this Clause but shall not be entitled to move or second any motion or amendment or vote on any matter before the meeting.

11. Personal Explanation

Members wishing to raise a point of personal explanation shall first obtain the permission of the Chair, and shall do so at the earliest possible occasion. A point of personal explanation shall be confined to some material part of a former speech by the member at the General Assembly which may appear to have been misunderstood in the present debate or to some statement or act wrongly attributed to him or her but in making such explanation he or she must confine his or her remarks strictly to that point and must not refer to matters not strictly necessary for the purpose nor endeavour to elaborate a former speech by new arguments or reply to other members.

12. Motions

The first proposition on any particular subject shall be known as the original motion, unless revised by another motion. Every motion shall be moved and seconded by members actually present at the meeting before they can be discussed, and, wherever possible, should be set forth in writing. It is permissible for a member to make his or her speech first and conclude with a motion. When an amending motion is moved and seconded no further motion shall be discussed until the first motion is disposed of.

13. Substantive Motions

If an amending motion be carried, it displaces the original motion and itself becomes the substantive motion, whereupon any further amending motion relating to any portion of the substantive motion may be moved, provided that it is consistent with the business and has not been covered by a motion which has been previously rejected. After the vote on each succeeding amending motion has been taken, the surviving proposition shall be put to the vote as the substantive motion, and if carried shall then become a resolution of the meeting.

14. Right of Reply

The mover of an original motion shall, if no amending motion be moved, have the right of reply to close the debate upon such motion. When an amending motion is moved the mover shall be entitled to speak thereon, and at the close of the debate on such amending motion may reply to the discussion, but shall introduce no new matter. The question shall then be put to the vote immediately, and under no circumstances shall any further discussion be allowed once the question has been put by the Chair. The mover of an amending motion shall be entitled to a right of reply, immediately before the mover of the original motion.

15. Withdrawals or Additions

No motion which has been accepted by the Chair shall be withdrawn without the consent of the General Assembly. Neither shall any addendum or rider be added to a motion which has once been accepted by the Chair without such consent.

16. Closing Debate

The motions 'that the meeting proceed to next business', or 'that the question be now put', may be moved and seconded at any time during the debate. No speeches shall be allowed on such motions. In the event of the second of these motions being carried, the mover of the original motion, and, if the motion is an amendment, the mover of the amendment, shall have the right of reply in accordance with Clause 14, before the vote on that motion is taken. Should either of the motions mentioned in this Clause be defeated, fifteen minutes shall elapse before it can be accepted again by the Chair, unless he or she rules that the circumstances have materially altered in the meantime.

17. Rescinding a Resolution

No resolution may be rescinded or amended at the General Assembly at which it is passed. No resolution which on the ruling of the Chair involves issues of finance or major policy shall be rescinded at the General Assembly unless every member eligible to attend has been notified in writing of the motion to affect such rescission.

18. Adjournment

Any member who has not already spoken during the debate or the Chair may move or second the adjournment of the matter under discussion, or of the meeting, but must confine his remarks to that matter and must not discuss any other matter. The mover of the motion upon which the adjournment has been moved, and, if the question be an amending motion, the mover of that amending motion, shall be allowed the right of reply on the question of the adjournment, but such reply shall not prejudice the mover's right of reply on his or her own motion. In the event of the motion for the adjournment not being carried, fifteen minutes shall elapse before it can be accepted again by the Chair, unless he or she rules that the circumstances have materially altered in the meantime.

19. Notice of Meetings

No meeting shall be summoned unless a notice specifying the time and place of the meeting has been circulated to all members where practicable. The want of service of a notice to any member shall not affect the validity of a meeting. Where it has not been possible to give notice of an adjourned meeting to all members no new business shall be transacted at the adjourned meeting.

Notice of meetings shall be given by the Secretary General to the members via digital means.

20. Disorderly Conduct

If at a meeting of the General Assembly any member, on the ruling of the Chair notified to the meeting, acts contrary to the Constitution or By-Laws by persistently disregarding the ruling of the Chair or by wilfully obstructing the business of the General Assembly, the Chair or any other member may move 'That the member named be not further heard' and the motion if seconded shall be put and determined without discussion.

If the member named continues this misconduct after a motion under the foregoing paragraph has been carried the Chair shall: either move 'That the member named do leave the meeting' in which case the motion shall be put and determined without being seconded or discussed; or adjourn the meeting for such period as he shall in his discretion consider expedient. A member named to leave the meeting shall thereupon be expelled from the room and shall not be allowed to enter again until an apology satisfactory to the Chair is given.

In the event of general disturbance which on the ruling of the Chair renders the due and orderly dispatch of business impracticable, the Chair in addition to any other power vested in him or her may, without the question being put, adjourn the meeting for such period as he or she shall in his or her discretion consider expedient.

21. Reserved Business:

The Chair of the General Assembly shall have the right to decide that any matter shall be one of reserved business whether or not such matter is covered by the Definition of Reserved Business as set out in the Appendix to the By-Laws and the Chair's ruling on matters of reserved business shall be final. Wherever possible business will be dealt with under Annex A unless one of the exceptions in the Appendix applies.

Clause 22 shall not apply to the interpretation of this Clause.

22. Chair's Ruling

The ruling of the Chair as to the construction or application of any of these motions or on points of personal explanation or of order shall be final, unless it has been challenged by the motion of any member seconded by another member. Such a motion shall be

successful only if passed by at least two-thirds of the members of the General Assembly present and voting.

23. Frequency of Consideration of Business

Any matter which have been decided twice by the General Assembly (whether or not under delegated authority) in the same way shall not be again submitted for consideration, and this Clause shall not be evaded by the substitution of a motion differently worded but in principle the same, provided that nothing in this article shall be taken to prevent any such matter being further raised or dealt with by the Board considered it to be a matter of importance.

24. Special Meetings

All meetings other than those notified shall be called Special Meetings and may be convened by the Chair of the Board. Notice of Special Meetings shall be given to all members not less than seven working days after receipt of the request by the Secretary General and such meetings shall be held within ten working days after the issue of such notice.

25. Declaration of Interest

If any member of an Association has any personal pecuniary interest, direct or indirect, in any contract, proposed contract, or other matter, that member shall disclose the existence of that interest to the General Assembly or the Board as the case may be and shall withdraw from the meeting while the contract, proposed contract, or other matter is under consideration unless the contract, proposed contract or other matter is under consideration as part of the report of another meeting of the General Assembly and is not itself the subject of debate.

26. Suspension of this Regulation

Any member of the General Assembly may, for any item or items of business, move the suspension of any Article or Articles, except Articles 1, 2, 3, and 4, and the motion, on being seconded, shall be put forthwith without amendment or discussion. Such a motion shall be successful only if passed by at least two-thirds of the members of the General Assembly present and voting.

27. Chair's Action

Whilst the presumption is that all matters that require a decision of the General Assembly will be brought before it within its annual cycle of meetings, it is possible to have urgent non-contentious business considered between meetings by the Chair. The Secretary General is responsible for submitting a report at the next meeting of the General Assembly concerning action taken on its behalf.

28. Alternates

Where a member has been appointed ex-officio (i.e. is a member of an Association by virtue of their post) s/he is not permitted to send another person in their place to attend a meeting if they are unable to attend.

29. Variation or Revocation of this Regulation

This Regulation shall not be amended, added to or rescinded unless notice shall first have been given to the Association as a substantive item on the agenda paper for the meeting of the next General Assembly and such notice shall state the terms of any proposed variation or revocation of this Regulation.

Appendix A
Official Marks of Provincial Representatives



ODTU
ALUMNI ASSOCIATION
OF CANADA
ALBERTA



ODTU
ALUMNI ASSOCIATION
OF CANADA
BRITISH COLUMBIA



ODTU
ALUMNI ASSOCIATION
OF CANADA
MANITOBA



ODTU
ALUMNI ASSOCIATION
OF CANADA
NEW BRUNSWICK



ODTU
ALUMNI ASSOCIATION
OF CANADA
**NEW FOUNDLAND &
LABRADOR**



ODTU
ALUMNI ASSOCIATION
OF CANADA
**NORTHWEST
TERRITORIES**



ODTU
ALUMNI ASSOCIATION
OF CANADA
NOVA SCOTIA



ODTU
ALUMNI ASSOCIATION
OF CANADA
ONTARIO



ODTU
ALUMNI ASSOCIATION
OF CANADA
PRINCE EDWARD ISLAND



ODTU
ALUMNI ASSOCIATION
OF CANADA
QUEBEC



ODTU
ALUMNI ASSOCIATION
OF CANADA
SASKATCHEWAN



ODTU
ALUMNI ASSOCIATION
OF CANADA
YUKON

Appendix B

Reserved Business

Definition of Reserved Business:

“Reserved Business” means any business which

(i) includes “personal data” protected by the provisions of the Data Protection Act* 1998

or

(ii) could be exempt from disclosure under Part II of the Freedom of Information Act 2000 and in the opinion of the Chair of the Board, should be treated as reserved business.

Examples of Reserved Business

- Information relating to any individual member.
- Information which is likely to reveal the identity of an individual member.
- Information relating to any negotiations with organisations and persons outside the Association, except with the prior agreement of the bodies concerned.
- Information relating to any action taken or to be taken in connection with investigations and proceedings carried out by the Association.
- Strategic, operational and management matters in the course of formulation.

**The Data Protection Act 1998 defines “personal data” as data which relate to an individual who can be identified from that data and includes any expression of opinion about the individual and any indication of the intentions of the University in respect of the individual.*