

BYLAWS
OF
THE FAST-NU ALUMNI CANADA
(“ASSOCIATION”)

PREFACE

The Association represents the interests of all Alumni to the University, and encourages and assists with Alumni engagement in Canada and works with other Alumni chapters around the world.

The FAST-NU Alumni Canada (FANAC) is governed by a volunteer Board of Directors. Members of the association voluntarily participate in Alumni activities and freely give their time and energy as a positive expression of their commitment to their alma mater. These bylaws set out the purpose, mandate, goals, membership and governance requirements for the Association.

ARTICLE 1

GENERAL PROVISIONS

1.1 Definitions

In this by-law, unless the context otherwise requires:

- a. “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
- b. "Alumni" includes Alumnae;

- c. “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association
- d. “By-law” means this by-law of the Association as amended and which are, from time to time, in force and effect
- e. “Board” means the board of directors of the Association
- f. “Conflict of Interest” means work (paid or unpaid), activity, or relationship that creates an actual or potential Conflict of Interest between someone on the Board (or a Board Member) and their work on the Board
- g. “Director” means a member of the board
- h. “Executive Committee” means a committee composed of the Association’s president, the board of directors and chairs of the board’s standing committees representing the Alumni Association
- i. “Meeting of members” includes an annual meeting of members or a special meeting of members
- j. “Member” means an individual admitted into membership of the Association per section 2.4 of these by-laws
- k. “President” means President of the Board
- l. “Special resolution” means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution; and
- m. “University” means the FAST-National University of Computer and Emerging Sciences Pakistan (FAST-NU)

1.2 Fiscal year-end

The fiscal year is defined to be one year starting on August 1st and ending on July 31st.

1.3 Contracts, documents or any instruments

Contracts, documents or any instruments requiring the signature of the Association shall be signed by any two (2) members of the executive committee and all contracts, documents and instruments so signed shall be binding upon the Association without any further authorization or formality. The board shall have power from time to time by resolution to appoint an officer of the University to sign specific contracts, documents and instruments on behalf of the Association.

1.4 Meeting and Governing Rules of the Association

The rules contained within the latest edition of Robert's Rules of Order shall govern this Association including all the meeting proceedings, except where a contrary intention is expressed in this by-law or the Act.

1.5 Action without a Meeting

Any action required or permitted to be taken by the Board of Directors or a working committee thereof may be taken without a meeting if written consent to perform such action is signed by majority directors of the board or all members of the committee as the case may be. Such consent shall have the same effect as a unanimous vote of the directors or the members of such committee. The written consent can be provided by any conventional or digital medium including email and messaging apps used by the board and committee members.

1.6 Communications with members

- a. Governing documents of the Association shall be made available in English, by electronic means and on request.
- b. In this by-law and all other documents of the Association hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa and references to persons shall include firms and corporations.

ARTICLE 2

BOARD STRUCTURE AND MEMBERSHIP

2.1 Memorandum of agreement

The Association operates under a memorandum of agreement between it and the University.

2.2 Role of the board

The board is responsible for managing the affairs of the Association on behalf of its members.

2.3 Composition of the board

The board is composed of the number of directors specified in article 3.

2.4 Membership

Subject to the articles, there shall be two (2) categories of members in the Association.

- a. Regular
- b. Voting

2.4.1 Regular Members

A person becomes a regular member for the year when they meet condition a(i) or a(ii) along with condition b listed below:

- a. i. A person who has completed their degree or received an honorary degree from the university
- ii. A former student who has spent at least a year at the university
- b. A person whose country of residence is/was Canada in the given year

All former students or graduates defined in a(i) and a(ii) who are Canadian residents and are in full agreement with the purpose of the Association shall be eligible to become regular members.

2.4.2 Voting Members

A regular member becomes a voting member of the Association for the calendar year if he/she meets all of the following conditions.

- a. Completes a registration form with all required information (once at the time of joining)
- b. Pays their yearly membership dues
- c. Donates a minimum of CAD 50 towards one of the programs of FAST-NU Alumni Canada

Annual membership dues shall be CAD 20 per calendar year. Annual membership dues may be changed from time to time by the Board of Directors.

Each voting member shall be entitled to receive notice of, attend and vote at all meetings of members of the Association, and each such voting member shall be entitled to one (1) vote at any such meeting.

2.5 Termination of membership

- a. Membership in the Association is terminated when:
 - i. the member dies;
 - ii. the member resigns by delivering a written resignation to the president of the board, in which case such resignation shall be effective on the date specified in the resignation;
 - iii. the member is expelled per section 2.6 below or is otherwise terminated under the articles or by-laws; or
 - iv. The Association is liquidated or dissolved under the Act.
- b. Subject to the articles, upon any termination of membership, the rights of the member, including any rights to the property of the Association, automatically cease to exist.

2.6 Discipline of members

- a. The board shall have authority to suspend or expel any member from the Association on any one or more of the following grounds:
 - i. violating any provision of the articles, by-laws, or written policies of the Association;
 - ii. carrying out any conduct which may be detrimental to the Association as determined by the board at its sole discretion;
 - iii. for any other reason that the board at its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Association.
- b. If the board determines that a member should be expelled or suspended from membership in the Association, the president, or such other officer as may be

designated by the board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20)-day period. If no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Association. If written submissions are received per this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

ARTICLE 3

MANDATE AND RESPONSIBILITIES OF THE BOARD

3.1 The Mandate of the Board

The board shall all be members and shall:

- a. set the direction of the Association and may exercise all other powers and undertake other actions as the Association is authorized by its by-law and articles;
- b. work with the Alumni Relations Office / Officers of the University to engage its members to promote and support the University as an internationally renowned centre of academic excellence;
- c. meet in person or by other means:

- i. not less than three times a year at the call of the president, who shall give at least 14 days' written notice, unless two thirds (2/3) of the board agrees to waive this notice period or, by resolution, set a notice period of fewer than 14 days; or
 - ii. within 30 days of the president's receiving a written request from at least two thirds (2/3) of the board; and
- d. fill any vacancy on the board, by majority vote, as per the provisions of the Act.

3.2 Composition of the Board

a. Number of Board Members

The Board shall consist of between 5 and 9 Directors, comprised of the following:

- i. 7 members drawn from the membership of the voting members, duly elected by the voting members during the election process; and
- ii. At the Board's discretion, and to meet emerging needs of the Board, up to two additional members (either regular or voting) may be appointed to the Board and such members shall hold the position of Director until the next Annual General Meeting.

b. Code of Conduct

Every Board Member shall comply by all of the following:

- i. Be committed to the mission of the Association
- ii. Act in a manner consistent with the mission and vision of the Association
- iii. Focus efforts on the mission of the Association
- iv. Accept responsibility to work as a productive, cooperating member of the Board

- v. Declare Conflicts of Interest in accordance with definition and 3.2(f)
- vi. Support in a positive manner all actions taken by the Board even when one is in a minority position on such actions
- vii. Maintain Board confidentiality
- viii. Be accountable to the “moral ownership” with the rest of the Board Members for the competent, conscientious, and effective accomplishment of the obligations of the Board
- ix. Attend meetings consistently, prepare for meetings, and participate fully to achieve the vision and mission of the Association
- x. Attend alumni-related functions, and participate regularly in alumni activities and events
- xi. Focus on the mission and vision of the Association and not the daily operation and management which is the responsibility of the University staff.

c. Election and Term

- i. Directors are nominated by any members and elected by the voting members via the voting process finalized by the nomination/election committee unless they are appointed by the sitting board members in accordance with section 3.2 (a)(ii) and 3.2 (d).
- ii. A Director shall be elected for a term of no more than 2 years. No Director may be elected for more than 6 consecutive years unless otherwise recommended to the members for approval at the Annual General Meeting. However, after an

absence of two (2) years such person shall again be eligible for re-election for successive terms.

- iii. Any recommendation to extend the term of a Director beyond 6 years would only occur in exceptional circumstances including where it is in the best interest of the alumni association or to further advance the proper succession and transition of the leadership and President positions.
- iv. Where circumstances require it, the term of the President may be extended by the Board for one year.

d. Casual Vacancies

Directors will advise the President as soon as possible of any known or anticipated circumstances that would result in the Director being absent from two or more Board meetings in a calendar year. If a member is absent from two or more Board meetings in a calendar year, the President may request that a substitute be appointed for the duration of the absence or may declare the Director's position vacant and, if desirable, ask that a replacement be appointed for the balance of the Director's term or a different term. Appointments under this provision will be conducted under the regular appointment process for that Director pursuant to section 3.2 (a).

e. Resignation and Removal

- i. A Director may resign by delivering a written notice to the President;
- ii. The Board shall have the right to remove any Board Member, on a two-thirds (2/3) majority vote, for conduct unbecoming or prejudicial to the aims or

reputation of the Association or the University or for failing or being unable to carry out the duties of the position for which he or she was elected or appointed.

- iii. For purposes of Board assessment of termination, each Board member shall have the right to exercise one (1) vote. Voting may be conducted by electronic facilities or in person or any combination thereof.
- iv. Any Board Member who is absent for 50% or more meetings each year may be removed from the Board pursuant to section 3.2 (g), but shall have at least thirty (30) days' notice and full opportunity to explain his/her actions in person before a final vote is taken by the Board.

f. Conflict of Interest

- a. If a Board Member declares a Conflict of Interest pursuant to 3.2(b)(v). That Board Member shall recuse him or herself from the meeting and shall not participate in any discussion or decision on the subject matter of conflict.
- b. If the Board determines the existence of a Conflict of Interest that has not been declared by the Board Member, the conflict will be drawn to the attention of the Board Member. If the Board Member does not follow the action specified in 3.2 (f)(i), the Board will convene a Committee of Review, pursuant to 4.1 to review the Conflict of Interest and make a ruling. This Committee of Review may propose either a temporary or permanent suspension of responsibilities of a Board Member found to be in conflict.

g. Absenteeism

A Board member shall be considered for termination according to section 3.2(e) of the By-laws where:

- i. The member has three (3) consecutive unexcused absences, without sufficient prior written notification, from Board meetings in a year; or
- ii. The member has three (3) consecutive written notified absences from Board meetings in a year.

In the event of either of the excess absences in paragraphs (i) or (ii) above, cause for removal will be assessed by the Board in accordance with the procedures described in the By-Laws.

- iii. A majority of the votes cast by the Board members shall determine the question of termination due to absenteeism.

h. Remuneration

Board Members shall serve as such without remuneration and no Board Member will profit directly or indirectly from their position as such, provided that Board Members are entitled to reasonable out of pocket expenses incurred in the exercise of their duties.

3.3 Meetings of the Board and Documentation

- a. Directors shall receive copies of the minutes of board meetings, minutes and/or reports from all standing committees of the board once they are available. Minutes shall also be available upon request.

- b. Directors shall see that all necessary books and records of the Association, in accordance with all rules of the Association or by any applicable statute or law, are regularly and properly kept.
- c. A majority of the number of directors from time to time constitutes a quorum of any meeting of the board. For the purpose
 - i. of a vote at a board meeting, such a majority must include either the President or Vice-President.
 - ii. of determining quorum, a director may be present in person or by teleconference or by other electronic means.

3.4 Responsibilities

- a. Directors shall:
 - i. perform duties that the board may assign to him or her from time to time; and
 - ii. elect a president, a VP Corporate Governance and committee chairs following the annual meeting of members.
- b. The president shall:
 - i. convene and chair meetings of the board, the executive committee and meetings of members;
 - ii. participate in any committees of the board as requested;
 - iii. represent the Association and act as its spokesperson;
 - iv. perform the duties that the board may assign to him or her from time to time or delegate such duties to another member of the executive committee should he or she not be available; and

- v. oversee a wide-ranging set of administrative duties, including preparing and chairing meetings for which he or she is responsible.
- c. The vice-president, corporate governance shall:
 - i. perform the duties that the president may assign from time to time or delegate such duties should he or she not be available; and
 - ii. oversee a wide-ranging set of administrative duties, including preparing and chairing meetings for which he or she is responsible.
- d. Committee chairs shall:
 - i. provide regular updates to the executive committee;
 - ii. perform the duties that the board may assign from time to time or delegate such duties should the president or vice-president not be available; and
 - iii. oversee a wide-ranging set of administrative duties, including preparing and chairing meetings for which he or she is responsible.

ARTICLE 4

COMMITTEES AND WORKING GROUPS

4.1 Types of Committees

The Board may establish or disband, by resolution standing committees including, but not limited to

- a. Nominating Committee
- b. Committee of Review
- c. Constitution Committee
- d. Governance Committee

- e. Finance and Performance Committee
- f. Alumni of Distinction Committee; and/or
- g. Strategic Marketing Committee

4.2 Ad hoc committees

To support its work, the Board may, by resolution, establish additional standing or ad-hoc committees with such responsibilities, authorities, membership and operational rules as it considers appropriate. The Board may also, by resolution, dissolve any committee.

4.3 Mandate

The Board may delegate to a committee any of the Board's powers, duties or functions, except the power to make bylaws, on such conditions, if any, set out in the establishing resolution or any subsequent resolution. The Board may also, by resolution, alter or revoke the delegation of any of its powers, duties and functions under this provision. General rules and procedures of committees and working groups are listed below.

- a. Except where otherwise specified in these bylaws, the responsibilities, authorities, membership and operation of a Board Committee shall be set out in terms of reference approved by the Board.
- b. Committees shall report their activities and decisions to the Board at such times and manner as required by the Board.
- c. At least two Board members shall sit on committees of the Board, and at least one of whom will serve as chair.
- d. Not all members of Board committees shall be members of the Board.

4.4 Representatives to the Board of Governors of the University

As per the University's Governance Framework, the Association may nominate one or more of its directors to the Board of Governors.

ARTICLE 5

MEETINGS

5.1 Annual General Meeting (AGM)

- a. The Annual General Meeting will be held once per calendar year at a time and place as selected by the Board to receive the annual and other reports, ratify new members, and conduct any other business brought before the meeting. The Annual General Meeting shall be chaired by the current President or a designated Vice-President.
- b. Notice of the annual general meeting shall be in writing by publication on the alumni association website or delivered via other digital channels at least 21 days in advance of the Annual General Meeting. The notice will state the place, date and time of the meeting and any business.
- c. The main purpose of the Annual General Meeting will be to deal with the following matters:
 - i. Adoption of the minutes of the previous Annual General Meeting;
 - ii. Review Association's financial statements;
 - iii. Annual Report from the President;
 - iv. Any other matter specified in the notice convening the meeting.
- d. The Annual General Meeting will be open to all members of the association. A quorum for the Annual General Meeting shall be fifteen members (board + voting members).

In the event quorum is not met, the Board can still proceed to meet and carry out any relevant business

5.2 Board of Directors Meetings

- a. The Board of Directors should meet at least four times per year. Meetings are open to the members of the Alumni Association. The quorum required to conduct business is a majority (more than 50%) of the officers.
- b. Upon request by the President, the VP Operations and Communications or other designated Director shall mail, e-mail or deliver a notice of each Board meeting to each Director at least seven days before the Board meeting. This notice shall state the place, date, time and purpose of the meeting. The accidental omission to send notice of any meeting to, or the non-receipt of any notice by, any Director shall not invalidate any proceedings at a meeting.
- c. Agendas for Board meetings shall be formulated by the President, in consultation with the Vice-President/s.
- d. A Director intending to introduce a new matter at a meeting shall give written notice of the matter and any materials for the Board's consideration, to the President at least two days in advance of the meeting at which the matter is intended to be introduced. Notwithstanding the paragraph above, a matter may be introduced to a meeting of the Board without the specified notice having been given and without it having been included in the agenda if the matter is communicated in advance to the President, and its introduction to the meeting is approved by the President.

- e. Generally, meeting materials will be provided to Board members electronically at least seven days in advance of the meeting. However, meeting materials may be provided to Directors at any time before or during the meeting.
- f. If the President is unable to attend a Board meeting, a VP or Director nominated by the President shall act as chair for that meeting.
- g. If none of the President, the VP or the designated chair is present within ten minutes of the time fixed for the commencement of the meeting, the Directors present at the meeting may, by a duly passed motion, appoint a member to act as chair of the meeting.
- h. A simple majority of Directors (50% plus 1) shall constitute a quorum for the transaction of business at any meeting of a Board. For a vote at a board meeting, such a majority must include either the President or Vice-President. If a quorum for a Board meeting is not present within ten minutes of the time fixed for the commencement of the meeting, the chair of the meeting may adjourn the meeting or cancel the meeting.
- i. A meeting adjourned for lack of quorum may be adjourned to a date and time that is not less than one day after the date of the original meeting and the number of Board members in attendance at the re-convened meeting shall constitute a quorum for that meeting and may transact the business for which the meeting was originally called.
- j. The President will:
 - i. Preside at all meetings of the Board, including the Annual General Meeting;
 - ii. Be an ex-officio member of all committees of the Board;
 - iii. Provide leadership and management of the Board;
 - iv. Represent the Board in communications with the University;

- v. Deliver the Annual Report on behalf of the Alumni Association at the Annual General Meeting;
 - vi. Act for the Board in urgent situations as necessary; and
 - vii. Be the only person authorized to speak for the Board.
- k. One of the Vice-Presidents will perform the duties of the President in his absence.
- l. At the sole discretion of the President, Board meetings may be held in person or utilizing telephonic, electronic or other communication facilities that permit all participants to communicate adequately with each other during the meeting.
- m. The President, or in his or her absence, the acting chair of a meeting, shall be responsible for the orderly conduct of the meeting. Meetings shall be conducted per all applicable laws and these bylaws or, where applicable laws or these bylaws are silent on the matter, as determined by a ruling of the chair of the meeting.
- n. Only Board members may move, second and vote on motions. Motions will be decided by a show of hands, a roll call (voice), consensus, or otherwise in such a manner that clearly evidences a member's vote and is accepted by the chair of the meeting. Voting by proxy is not allowed. An affirmative vote of a majority of the members' presents, or consent without objection, is required to pass a motion. The chair of the meeting does not have a second or casting vote.
- o. Resolutions in writing may be circulated for approval via electronic mail. A resolution of the Board consented to in writing by a majority of the Directors, whether by signed document or electronic mail, shall have the same force and effect as if it had been passed at a Board meeting duly called and held. Such resolution may be in two or more counterparts which together are deemed to constitute one resolution in writing. A

- resolution passed in this manner is effective on the date stated in the resolution or, if a date is not stated, on the latest date stated on any counterpart or the latest date on which the required number of affirmative votes is communicated to the Chair.
- p. Guests may be invited to attend and speak at a meeting of a Board with the approval of the Chair given in advance of the meeting or, in the sole discretion of the chair of the meeting during the meeting.

5.3 Standing or Ad-hoc Committee Meetings

The Special or Ad-hoc Committees should meet whenever needed. Meetings are open to the members of the alumni association. The quorum required to conduct business is a majority (more than 50%) of the members of the committee.

5.4 Special General Meeting

- a. A special meeting of the members of the Alumni Association may be called by the President of the Board or by two-thirds (2/3rd) of the Board of Directors.
- b. Special meetings may also be called by a written petition signed by 51% of the voting members.
- c. Notice of the special general meeting shall be in writing by publication on the alumni association website or delivered via other digital channels at least 21 days in advance of the Special General Meeting. The notice will state the place, date and time of the meeting and any business.

ARTICLE 6

VOTING AND ELECTIONS

6.1 Voting

- a. Each member present at the annual or special meeting of members shall have the right to exercise one (1) vote. There shall be no voting by proxy.
- b. A majority of the votes cast by the members present at the annual meeting of members shall determine the question except where the vote or consent of a greater number of members is required by this by-law, the articles or the Act.

6.2 Elections

a. Eligibility

A nominee to the position of Board Director, at the time of application for the nomination, must be a Voting Member of the Association in good standing as determined by the current Board.

b. Nominations

- i. Notice of nominations for Board Director shall be communicated to the Association membership sixty (60) days in advance of the election.
- ii. Nominations from the Association membership shall be received by the Board, thirty (30) days in advance of the election.
- iii. During the Nomination process, the current Board or nomination/election committee may review and disallow any nominee who is deemed to have a

Conflict of Interest according to section 3.2(b) or doesn't fulfil the criteria of a voting member.

c. Nominating Committee

The Nominating Committee shall make recommendations regarding election procedures which will be approved by the Board. The Nominating Committee will also be responsible for conducting elections.

d. Election Voting

- i. Pursuant to Section 3.2 (a), 3.2(c) and 6.1, voting members will elect the board of directors via the voting process finalized by the nomination/election committee.
- ii. Membership voting shall be restricted to positions of Board Directors only. The President, Vice-president and other positions shall be elected by the Board.

e. Ballots and Leadership Election

- i. A ballot shall be cast for each position for which two or more nominees have been nominated. The nomination committee or the outgoing board may facilitate this process.
- ii. Before the casting of the ballot, each nominee will have the opportunity to make a presentation to the Board for the position to which they have been nominated. If there is only one nominee for an Executive position, the nominee shall be acclaimed to the position and no ballot shall be cast.

ARTICLE 7

BY-LAWS INTERPRETATION AND AMENDMENTS

7.1 Amendments to the by-laws

- a. This by-law may be repealed or amended but must remain consistent with the Association's articles and the Act.
- b. Any amendment to this Constitution shall be submitted by way of notice of motion in writing signed by a mover and seconder, who shall be Alumni of the Association. Such notice shall be filed with the Board at least thirty (30) days before such meeting. Any amendment must be brought duly forward for a vote at the Annual General Meeting or Special General Meeting.
- c. In accordance with the articles and subject to the Act, any by-law or amendment or repeal of a by-law shall require confirmation by the majority of the voting members
- d. Any such by-law, amendment or repeal shall be effective from the date of the special resolution of the members confirming such by-law, amendment or repeal. A board resolution shall not be required to make, amend or repeal any by-law which is made pursuant to subsection 197(1) of the Act.

7.2 Interpretation of by-laws

The rules of interpretation contained in the Act apply, with all necessary changes, to the interpretation of the bylaws of the Association. The majority of the terms are defined in the By-laws and the Act. Where definitions conflict between the By-laws and the Act, the definition in the Act shall prevail.

ARTICLE 8

EFFECTIVE DATE

This by-law shall take effect upon the issuance of a Certificate of Continuance of the Association by the federal government under the Act and the approval of the by-law by special resolution of the voting members.

Prepared by: FAST-NU Alumni Canada Incorporation and Bylaws Committee, February 11, 2021

Approved by: FAST-NU Alumni Canada Board of Directors, March 5, 2021

Approved at 2021 FAST-NU Alumni Canada Annual General Meeting, To Be Held