

**Articles of Association of the
CANADIAN ASSOCIATION OF RESEARCH ADMINISTRATORS/ASSOCIATION CANADIENNE DES
ADMINISTRATRICES ET DES ADMINISTRATEURS DE RECHERCHE (the "Association")**

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The parties hereto, a group of individuals with interests in research administration and management, hereby join together to form an association for the purposes outlined hereafter.

I. NAME

The name of the Association shall be: "CANADIAN ASSOCIATION OF RESEARCH ADMINISTRATORS," ("ASSOCIATION CANADIENNE DES ADMINISTRATRICES ET DES ADMINISTRATEURS DE RECHERCHE").

II. MISSION

The mission of the Association is to be the authoritative body of knowledge and expertise on research administration and management in Canada.

III. PURPOSE

The purposes of the Association are:

1. to foster research administration and management expertise in Canada by facilitating a strong and vibrant community;
2. to provide and facilitate robust career and professional development programs and services for members; and
3. to enable synthesis and dissemination of information/knowledge on research administration and management with a view to developing individual and organizational excellence.

IV. PRINCIPAL OFFICE

The principal office of the Association shall be located at the decision of the Executive Committee.

V. EXECUTIVE COMMITTEE

The first officers and Executive Committee members of the Association and the manner of their election, together with the committee structure of the Association, shall be set forth in the Bylaws of the Association, and the first officers and Executive Committee members of the Association shall be elected at the next Annual Meeting of the Association by the Members present and voting. The Executive Committee of the Board shall consist of the President, Vice-President, Treasurer and Past President during the latter's term.

The Board shall manage and direct the business and affairs of the Association. The number, qualifications, term of office, method of appointment or election, powers, authority, and duties of the Executive Committee of the Association, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the express provisions of these Articles of Association shall be as specified in the Bylaws.

VI. MEMBERSHIP

Any individual engaged in the administration of research in a Canadian university, college, other post-secondary institution, an academic hospital, a not-for-profit or non-profit, university-owned foundation or corporation, or any organization wholly organized and administered by or affiliated with a university or is employed by a not-for-profit or non-profit or public agency or organization whose programmes of research support include universities, other post-secondary institutions or other institutes affiliated with universities or is interested in research administration and management is eligible to be a Member of the Association.

VII. ANNUAL MEETING

There shall be an Annual Meeting of the Association as outlined in the attached Bylaws.

VIII. AMENDMENT OF ARTICLES

These Articles of Association may be amended at any Annual Meeting by the Membership. The procedure for such amendment shall be as follows. The proposed amendment, signed in support by five members of the Association shall be transmitted to the Treasurer of the Association for distribution to the membership at least two months prior to an Annual Meeting. At the subsequent Annual Meeting, if two-thirds of the Members of the Association present shall pass an affirmative ballot, the amendment shall be declared effective.

IX. DISSOLUTION OF THE ASSOCIATION

The Association may be dissolved by a vote of the Membership at any time, subject to the rules set forth for amendment above.

X. SIGNATORIES TO THE ARTICLES

The President and Vice-President of the Association shall be the signatories hereto.

XI. BYLAWS

Bylaws will be confirmed at the next Annual Meeting following the date of these Articles and they may be amended or repealed in the manner provided for in such Bylaws. Those Bylaws and any amendments to them will be binding upon the Association and all of its Members.

In witness whereof the terms herein are agreed to by the parties who have hereunto affixed their hands and seals this 2nd day of May, 2016.

Angela Jones

Treasurer

James Chardler

President Oct 4 2016

**BYLAWS OF THE
CANADIAN ASSOCIATION OF RESEARCH ADMINISTRATORS/
ASSOCIATION CANADIENNE DES ADMINISTRATRICES ET DES ADMINISTRATEURS DE RECHERCHE**

BYLAW I:	Membership
BYLAW II:	Officers and Committees
BYLAW III:	Elections
BYLAW IV:	Meetings
BYLAW V:	Membership Dues
BYLAW VI:	Communications
BYLAW VI:	Amendments
BYLAW VII:	Dissolution

I. MEMBERSHIP

Membership shall be requested by individual application to the Association and is subject to the approval of the Executive Committee described in provision II, below.

A. Members

Any individual engaged in the administration of research in a Canadian university, college, other post-secondary institution, an academic hospital, a not-for-profit or non-profit, university-owned foundation or corporation, or any organization wholly organized and administered by or affiliated with a university or is employed by a not-for-profit or non-profit or public agency or organization whose programmes of research support include universities, other post-secondary institutions or other institutes affiliated with universities or is a professional in related field or is interested in research administration and management is eligible for membership.

II. OFFICERS AND COMMITTEES

A. Officers of the Association

The Association shall be governed by the following officers, each of whom shall be a Member of the Association. The officers shall have the overall responsibility for management of the work of the Association.

1. *President*

The President shall be the Chief Executive Officer of the Association, with the power to call meetings, to appoint committees in consultation with the Executive Committee, and generally to direct the overall activities of the organization, including the organization of the Annual National Conference. The term of the office of President shall be three years (with the possibility of renewal) beginning at the close of the Annual Meeting. In the event that the office of President shall be vacated by resignation or death, the Executive Committee shall appoint the Vice-President or a Past President to serve the remainder of the term in that office.

2. *Vice-President*

The Vice-President shall be the Chief Executive Officer of the Association after the President and shall assist the President in such ways as the latter may direct in the conduct of the affairs of the Association including the development of the program for the Annual National Conference. In the absence of the President, the Vice-President shall conduct meetings and perform the other duties of the President. The term of office shall be for three years, with the possibility for renewal.

Normally, to be appointed by the Executive Committee to succeed to the Presidency, the incumbent must have held the post of Vice-President for at least one year. In the event that the office of the President shall have been vacated and filled by the Vice-President during a term of office, he/she shall, other provisions to the contrary notwithstanding, be elected to the office of the Presidency for the succeeding full term.

3. *Treasurer*

The Treasurer shall be charged with the collection of dues, fees or other charges and the maintenance of Association. The Treasurer shall prepare monthly financial statements for review by the Executive Committee. The Treasurer shall produce financial statements for the fiscal year and present in professional form to the membership at its Annual Meeting.

The term of office of the Treasurer shall be three years and shall begin at the close of the Annual Meeting. The Treasurer may be elected for no more than three consecutive terms.

4. *Past President*

The Past President shall assist the President in such ways as the latter may direct in the conduct of the affairs of the Association.

The term of office of the Past President shall be one year and shall begin at the close of the Annual Meeting.

5. *Members at Large*

Six Members at Large shall be charged with coordinating specific portfolios aligned with their strengths, interests and the overall goals of the Association. Each Member at Large shall achieve performance goals mandated by the Executive Committee and these goals shall be reviewed annually.

The term of office of Members at Large shall be three years, beginning at the close of the Annual Meeting.

B. *Standing Committees*

The Association shall have various Standing Committees as decided by the Board.

1. *Board*

The Board shall consist of ten or more Members in good standing of the Association plus one representative from each of the tri-council agencies and the Canada Foundation for Innovation

who shall be non-voting members. The Board shall consist of the elected roles of President, Vice-President, Treasurer, elected at the Annual Meeting; the Past President, and six additional appointed Members (Members at Large), with due consideration at such election being given to fields of interest, geographic location and specialization. The Board shall meet bi-monthly and at such other times as shall be deemed necessary at the discretion of the Executive Committee. The President shall also be required to call a meeting of the Board, whenever three members of it, in writing, request such a meeting. The Board additionally may on occasion invite those persons whom it deems desirable to attend Board meetings, to provide input on issues facing the Association. These invitees will be non-voting.

The Board shall have the following functions:

- a) providing oversight as to the operations of the Association, and direction to its Executive Director;
- b) preparing for, planning, organizing and holding of the meetings of the Association, to which the Committee may invite those persons whom it deems desirable;
- c) filling vacancies in its own ranks or the offices of the Association between annual elections; and
- d) approving applications for membership which have been received by the Association.

2. *Special Committees*

The Association shall have such ad hoc committees as may be needed from time to time, to be created and appointed by the President with the consent of a majority of the members of the Board.

The Association shall have a committee created and appointed by the Executive Committee, to manage the hiring and compensation of the Executive Director. The Executive Director shall report to the President of the Association.

III. ELECTIONS

The Nominating Committee shall certify to the Treasurer of the Association, at least one month before the Annual Meeting in each year, a slate of one or more candidates for each of the Executive Committee offices to be filled by election in that year. The nomination of the Vice-President to be President shall be certified by the Nominating Committee to the Treasurer for inclusion on the slate.

In the event that the incumbent Vice-President shall not wish to serve in the office of President in the succeeding term, he/she shall so certify to the Nominating Committee, which then shall name one or two candidates for President to be included on the slate.

Any ten Members of the Association may present a nominating petition for any open office to the Treasurer of the Association up to seven days before the Annual Meeting and the Treasurer shall include such nomination or nominations on the slate.

The President may, upon receipt of a slate of candidates in which only one candidate for each of the offices to be filled by election, has been recommended by the Nominating Committee, and having received no further nominations, either in writing, or verbally from Members present at the Annual Meeting of the Association, request that the slate of candidates recommended by the Nominating Committee be approved unanimously by the Members, without a vote by ballot. In the event that some of the offices have more than one candidate recommended by the Nominating Committee and/or from the Members at the Annual Meeting, the President may make the same request to have the Members approve the candidates for offices that are uncontested, without a vote by ballot.

With regard to Executive Committee roles for which there are multiple candidates, voting by the Members will take place by ballot in relation to those offices and the ballots will be counted by the retiring President and the person or persons elected/certified to the President of the Association, who shall have responsibility for notifying the winners of their election and assisting them in undertaking their functions in the affairs of the Association. The results of the election shall be announced at the Annual Meeting of the Association, and the new officers shall assume office at the close of that meeting.

IV. MEETINGS

The meetings of the Association shall be held at such times and places as may be determined by the President with the consent of the Board. Three months' advance written notice of the time and location such meetings shall be given to the Membership. There shall be at least one general meeting of the Association each year, which shall be designated as the Annual National Conference of the Membership which shall be held between the 1st day of February and the 30th day of June in each year.

The Annual Meeting of the Association shall be held in conjunction with the Annual National Conference and fifty members shall constitute a quorum for the transaction of business.

Special meetings may be called by the President at his/her discretion. Upon due petition by ten Members, the President shall be required to call a special meeting of the Association. Fifty members shall constitute a quorum for the transaction of business at such special meetings.

V. DUES

Dues shall be assessed, as needed on recommendation of the Board with the approval of the Membership.

VI. COMMUNICATIONS

The Executive Committee shall ensure there are appropriate mechanisms for communications to and among the Members on topics of interest.

VII. AMENDMENTS

The Bylaws may be amended at any Annual Meeting by the Membership. The procedure for such amendment shall be as follows: the proposed amendment, signed in support by five members of the Association, shall be transmitted to the Treasurer of the Association for distribution to the Membership at least two months prior to an Annual Meeting. At the subsequent Annual Meeting, if two-thirds of the Members of the Association present and voting shall cast an affirmative ballot, the amendment shall be declared effective.

VIII. DISSOLUTION

If the Association is dissolved in accordance with the Articles of Association, the Executive Committee shall dispose of such papers, records and other such materials as may be on hand at such time, in any manner which seems to it appropriate.

For additional information, please contact the Treasurer of the Association.