

# Statutes and By-Laws of APOP

Association for the Educational Application of Computer Technology at the Post-Secondary Level

## 1. Name, Offices, Letters Patent, Logo

### 1.1. Name

The Association is identified in English as the ASSOCIATION for the EDUCATIONAL APPLICATION of COMPUTER TECHNOLOGY at the POST-SECONDARY LEVEL. It is also identified by its French-language acronym: APOP.

### 1.2. Association Offices

The Offices of the Association are in the Province of Québec, at a location designated by the Board of Directors.

### 1.3. Letters Patent

APOP is a corporate entity incorporated under Part III of the Companies Act, by Letters Patent granted by the Minister of Financial Institutions and Cooperatives of the Government of Québec on October 3, 1995.

### 1.4. Logo

The Logo of the Association is the one for which the description and usage are contained in the appended Book of Specifications.

## 2. General

### 2.1. Generic use of the masculine form

Where the masculine form is used generically in this document to designate people or functions, it is in no way intended to suggest the sex of the people so referred to.

### 2.2. Definitions

- a) Association: Association for the Educational Application of Computer Technology at the Post-Secondary Level.
- b) Constitution: Letters Patent that determine the legal form of the Association.
- c) Statutes: all the articles that together define the Association and govern its overall mode of operation
- d) By-laws: structured set of rules that define actions and behaviour required within the Association, in regard to particular issues.
- e) IT: Information and Communication Technologies.

### 2.3. Powers of the Association

The Association exercises all the powers granted it under its Constitution, notably:

- a) The pursuit of the purposes for which it was established; these purposes are described in the Article entitled: Mission of the Association;
- b) The purchase, rental or acquisition by other means, and holding, using, selling, exchanging or otherwise making use of moveable and immovable assets required to achieve the purposes identified in its Mission;
- c) Provision to Association members and their guests of a range of services that embody the aims of the Association.

## 3. Nature of the Association

APOP is a voluntary association of people interested in the educational applications of computers and technologies. Members join the Association and participate in its activities because of their interest in pedagogy and the ways digital technologies can be used in colleges and universities.

#### **4. Mission of the Association**

The Association works to:

- 4.1. Promote, to its members and to the broader educational community, the integration of information and communication technologies as constituting pedagogical and educational resources;
- 4.2. Meet needs for training and information relating to the integration of IT for teaching and learning in the colleges and across the entire education system;
- 4.3. Bring together members of post-secondary staff groups - faculty, professionals, support staff and managers, as well as other people interested in the development and academic integration of computers and technologies in post-secondary institutions.

#### **5. Members**

##### **5.1. Eligibility**

Any physical or moral person (represented by a designated physical person), interested in the educational application of computer-based technologies in the post-secondary system, is eligible to become a member of the Association.

##### **5.2. Conditions for Membership**

To be a member in good standing of the Association, a person must have paid his or her annual membership fee within the prescribed deadlines.

##### **5.3. Member Rights**

Members have the right:

- a) To attend all regular or special meetings of the General Assembly of the Association and to participate in discussions;
- b) To vote during meetings of the General Assembly;
- c) To run for election for the different functions within the Association;
- d) To receive the summary documentation and publications of the Association included in the membership fee;
- e) To avail themselves of the services offered by the Association to its members;
- f) To consult any minutes of meetings, accounting ledger or correspondence of the Association, while respecting the requirements of all Access to information legislation.

##### **5.4. Membership Fees**

- a) Membership fees for the Association are charged on an annual basis and can be paid at any time during the academic year. Annual membership fees give members the right to services for one year.
- b) The General Assembly sets the amount of annual membership fees on the recommendation of the Board of Directors.

##### **5.5. Loss of Membership Status**

Membership status is lost and a person is no longer a member of the Association when:

- a) The member sends a written resignation to the Secretary of the Association;
- b) The member has caused serious harm to the Association and has been suspended or excluded from the Association, following a resolution of the Board of Directors.

##### **5.6. Right of Appeal**

- a) A member who has been suspended or excluded from the Association by the Board of Directors can appeal this decision to the General Assembly in a written application addressed to the Secretary of the Association within thirty (30) days of receiving the written notice of suspension or exclusion. In these circumstances, the suspension or exclusion shall take effect only once the General Assembly has made its decision; the member shall continue to enjoy his regular rights and privileges until the decision of the General Assembly.
- b) Any suspension or exclusion of a member shall take effect within thirty (30) days of the notice to this effect by the Board of Directors, if the member decides not to appeal the decision.

- c) Any member who has been suspended or excluded loses his right to the benefits and advantages of Association membership, as of the date of the suspension or exclusion, and no part of the person's membership fee shall be refunded to him.

## **6. General Assembly**

### **6.1. Composition**

The General Assembly is made up of all members in good standing.

### **6.2. Powers**

- a) The General Assembly is the paramount authority.
- b) The General Assembly has sole jurisdiction over the approval of, and amendments to, the Statutes of the Association.
- c) The General Assembly has the authority to give due consideration to any issue relating to the mission of the Association and to take any steps it may judge appropriate on such issues, whether at the request of the Board of Directors or on its own initiative.
- d) The General Assembly elects the members of the Board of Directors.
- e) The General Assembly shall establish any committee or subcommittee it deems appropriate and determine its responsibilities.

### **6.3. Regular Meeting**

The General Assembly shall meet in a regular meeting at least once a year, on the recommendation of Board of Directors.

#### 6.3.1. Location and dates

The location and dates of the meeting are set by the Board of Directors.

#### 6.3.2. Notice of Meeting

- a) Notification of the meeting of the General Assembly is sent by the Secretary of the Association and must reach members by E-mail and be posted on the Association website at least 30 days before the meeting is scheduled to take place.
- b) The Notice must specify the location, date, and time the meeting of the General Assembly is to take place and include a proposed Agenda.

#### 6.3.3. Agenda of the Meeting

The proposed Agenda shall include:

- a) Presentation of the Annual Report of the Board of Directors;
- b) Presentation of the Budget Statements and Financial Forecasts;
- c) Elections to the Board of Directors;
- d) Any item the Board of Directors is required or wishes to refer to the General Assembly.

#### 6.3.4. Documentation for the Meeting

Documents pertaining to the General Assembly must be sent by E-mail to the members and posted on the Association website at least 15 days before the meeting takes place.

### **6.4. Quorum**

The quorum of the meeting of the General Assembly is made up of the members present at the General Assembly at the start of the meeting.

### **6.5. Adjournment**

Any meeting of the General Assembly may be adjourned to a later time and date by the members present, with no notification other than the verbal notice given at the time of the adjournment. The adjourned meeting must however take place within a period of seventy-two (72) hours.

### **6.6. Special Meeting**

A Special Meeting of the General Assembly can be called by the Board of Directors or at the written request of at least thirty (30) members. The Special Meeting must take place within thirty (30) days of the reception of the request and must be convened by the Secretary of the Association by E-mail and on the Association website. The Agenda of a Special Meeting may not be modified.

## **7. Board of Directors and Executive Committee**

### **7.1. Composition**

#### **7.1.1. Board of Directors**

The Board of Directors is made up of seventeen (17) members elected during the General Assembly. A minimum of ten (10) members is required for the Board of Directors to be recognized as such. The distribution of the members of the Board shall be as follows:

##### **7.1.1.1. Representation and Geographic Distribution of Members**

Eleven (11) representatives from Cégeps, Colleges and Universities, distributed as follows:

- **Île de Montréal and Montréal Nord** : (3) three representatives
- **Montréal Sud** : (1) one representative
- **Québec and environs** : (2) two representatives
- **Centre du Québec** : (1) one representative
- **Estrie – Beauce** : (1) one representative
- **Abitibi-Témiscamingue – Outaouais** : (1) one representative
- **Saguenay – Lac-Saint-Jean** : (1) one representative
- **Bas-Saint-Laurent – Gaspésie – Côte Nord** : (1) one representative  
(a list of Colleges by region can be found in the attached By-law No. 1)

Six (6) representatives from any geographic area.

##### **7.1.1.2. Unfilled Positions**

In a situation where one or more Director positions are not filled on the basis of the distribution described above, the General Assembly may subsequently proceed to freely elect other members.

#### **7.1.2. Executive Committee**

The Executive Committee is made up of seven (7) members of the Board of Directors. They exercise the following functions:

- President
- Vice President
- Secretary
- Treasurer
- Three Councillors

### **7.2. Powers**

In its capacity as the Association's governing body, and respecting any directives of the General Assembly, the Board of Directors manages the Association and fulfils its responsibilities without any monetary compensation. Under the authority of the Board of Directors, the Executive Committee takes any steps it deems necessary to fulfill its mandate.

### **7.3. Mandate**

7.3.1. The Mandate of the Board of Directors primarily entails:

- a) Ensuring the implementation of policies and priorities set by the General Assembly;
- b) Reviewing and evaluating the activities of the Association and submitting an Annual Report to the General Assembly;
- c) Recommending to the General Assembly the creation or abolition of committees of the Association;
- d) Creating or abolishing its own committees;

- e) Defining the mandates of representatives of the Board of Directors on different committees, approving committee work plans, assessing the work accomplished and reporting back to the General Assembly on this assessment;
- f) Deciding on the collaboration of the Association with any other organization whose activities are compatible with the mission of the Association;
- g) If required, designating representatives of the Association to work with other organizations requesting APOP participation, and determining their mandate;
- h) Creating or participating in the creation of organizations that have as their goal the academic development and use of computer-based and new technologies;
- i) Confirming the establishment of administrative and project-related responsibilities.

7.3.2. The Mandate of the Executive Committee primarily entails:

- a) Ensuring that priorities set by the General Assembly are implemented;
- b) Drawing up the annual work plan, presenting it to the Board of Directors and planning for its implementation;
- c) Defining the duties of the different categories of staff and having these descriptions confirmed by the Board;
- d) Proposing the hiring of staff for the Association, subsequent to the work done by the Human Resources Committee;
- e) Working with Association committees and any other committee group seen as contributing to achieving the mission of the Association, and reporting back to the Board on this collaboration.

#### 7.4. Elections

- a) Members of the Board of Directors are elected by the General Assembly for a renewable term of two years.
- b) A maximum of half the number of Board of Director positions (plus 1 if there is an odd number) shall be replaced annually.
- c) Members of the Executive Committee are elected from among members of the Board of Directors for a renewable term of one year.
- d) The distribution method for positions to be filled for even-numbered years is:

▪ <b>Île de Montréal and Montréal Nord: three (3) representatives</b>	1 renewal
▪ Montréal Sud: one (1) representative	
▪ <b>Québec and environs: two (2) representatives</b>	1 renewal
▪ Centre du Québec: one (1) representative	
▪ <b>Estrie — Beauce: one (1) representative</b>	1 renewal
▪ Abitibi-Témiscamingue — Outaouais: one (1) representative	
▪ <b>Saguenay — Lac-St-Jean: one (1) representative</b>	1 renewal
▪ Bas-St-Laurent — Gaspésie — Côte Nord: one (1) representative	
<b>Six (6) representatives from any geographic area:</b>	3 renewals

and for odd-numbered years is:

▪ <b>Île de Montréal and Montréal Nord: three (3) representatives</b>	1 renewal
▪ <b>Montréal Sud: one (1) representative</b>	1 renewal
▪ Québec and environs: two (2) representatives	
▪ <b>Centre du Québec: one (1) representative</b>	1 renewal
▪ Estrie — Beauce: one (1) representative	
▪ <b>Abitibi-Témiscamingue — Outaouais: one (1) representative</b>	1 renewal
▪ Saguenay — Lac-St-Jean: one (1) representative	
▪ <b>Bas-St-Laurent — Gaspésie — Côte Nord: one (1) representative</b>	1 renewal
<b>Six (6) representatives from any geographic area:</b>	3 renewals

#### 7.5. Vacancies

- a) The position of a Director falls vacant if the person in that position resigns or is no longer able to carry out his responsibilities.
- b) When a position on the Board of Directors or the Executive Committee falls vacant, both these bodies shall proceed within thirty (30) days to appoint a replacement Director, whose term of office shall end at the time of the next General Assembly. The person concerned can stand for election on that occasion.
- c) When more than two vacancies occur in the course of a given year, the Board of Directors shall convene a Special Meeting of the General Assembly for the purpose of filling the vacant positions, unless a meeting of the Assembly is already scheduled to take place within a period of ninety (90) days.

## **7.6. Taking up Responsibilities**

Members of the new Board of Directors take up their responsibilities at a meeting of the Board that must take place within ninety (90) days of the meeting of the General Assembly at which they were elected. The election of the members of the Executive Committee and the constitution of this latter committee takes place at that same meeting.

## **7.7. Responsibilities of the Directors**

### **7.7.1. President**

*The President:*

- a) Is the official representative of the Association;
- b) Chairs the meetings and directs the discussions of the Board of Directors;
- c) Has regular voting rights;
- d) Countersigns minutes of meetings with the Secretary;
- e) Presents an Annual Report to the General Assembly on the activities of the Association;
- f) Performs all the duties corresponding to his or her function and any other duties delegated to him or her by the General Assembly or the Board of Directors.

### **7.7.2. Vice President**

*The Vice President:*

- a) Supports the President in his or her duties, and replaces the President, as required;
- b) Performs all the duties corresponding to his or her function and any other duties delegated to him or her by the General Assembly or the Board of Directors.

### **7.7.3. Secretary**

*The Secretary:*

- a) Keeps the records and the seal of the Association;
- b) Acts as Secretary during meetings of the General Assembly, the Board of Directors and the Executive Committee;
- c) Prepares and signs the minutes of the General Assembly, forwards them to the members of the Association and posts them on the Association website;
- d) Prepares and signs the minutes of meetings of the Board of Directors and the Executive Committee and forwards them by E-mail to the Directors;
- e) Sends notices of meetings and other notices to the Directors and the members of the Association;
- f) Maintains an up-to-date list of members of the Association in the data base;
- g) Carries out the responsibilities assigned to him or her by the President, the Board of Directors or the Executive Committee.

### **7.7.4. Treasurer**

*The Treasurer:*

- a) Is responsible for the use of the monies and financial holdings of the Association, and for keeping the books and documents relating to the financial operations of the Association;
- b) Upon request by the Board of Directors or the Executive Committee, presents a report on his or her activities and provides the required statements;
- c) Maintains up-to-date financial records for the Association;

- d) Makes full deposits of all revenues of the Association in a financial institution designated by the Board of Directors, in an account in the name of the Association;
- e) Has responsibility for all the assets of the Association;
- f) Presents the Annual Financial Report to the General Assembly;
- g) Prepares annual budget forecasts;
- h) Signs, jointly with the President or another person designated by the Executive Committee, all cheques and other similar documents.

#### Councillors

Councillors play a role in coordinating and working with the committees of the Association and perform the duties arising from this role or any others assigned to them by the Board of Directors:

- a) Preparation of work plans
- b) Management of budgets
- c) Supervision of the different stages of implementation
- d) Working with the committee
- e) Communications and liaison with the Executive Committee and the Board
- f) Preparation of the Annual Report of the committee
- g) Management of the transition, if needed

### 7.8. APOP staff

#### 7.8.1. Duties

Staff perform the functions of Director, Project Officer, Executive Secretary, Webmaster, etc.

#### 7.8.2. Status

They are salaried and/or contractual employees of the Association.

#### 7.8.3. Hiring of Staff

The Human Resources Committee, acting on the basis of a mandate delegated by the Board of Directors, has the responsibility for the hiring, evaluation and supervision of the various categories of staff.

### 8. Meetings

The Board of Directors meets in a physical location three (3) times in the course of a year. Meetings of the Board are called at the request of the President or of three Directors. The quorum for each meeting is made up of the majority of Board members.

The Executive Committee meets at the request of the President or of three Directors. The quorum for each meeting is made up of the majority of members of the Committee.

### 9. Convening of Meetings

- 9.1. Meetings of the Board of Directors must be convened by prior notice, giving the location, date, time and agenda of each such meeting.
- 9.2. Notice of a meeting of the Board of Directors must be communicated at least ten (10) days in advance.
- 9.3. Meetings of the Executive Committee must be convened by prior notice, giving the location, date, time and agenda of each such meeting.
- 9.4. Notice of a meeting of the Executive Committee must be communicated at least five (5) days in advance.
- 9.5. Any meeting may take place without prior notice, provided that all the members of the Board of Directors or of the Executive Committee, as the case may be, waive their right to the prior notice and to the number of days advance notice is required.

### 10. Remuneration of Directors

- 10.1. Directors shall not receive monetary compensation for carrying out their duties. However, on the recommendation of the Executive Committee, the Board of Directors may, by resolution, release one or more Directors from particular professional responsibilities so they may carry out specific mandates.
- 10.2. Moreover, the Board of Directors and the Executive Committee may, by resolution, make decisions about reimbursing to their members any costs and expenses incurred in carrying out activities arising from their responsibilities.

## 11. Financial Affairs

### 11.1. Financing of the Association

- a) The Executive Committee establishes the annual budget of the Association.
- b) The Association is financed by:
  - Membership fees;
  - Funding grants to the Association by governments, colleges or any other organizations;
  - Payment by all those who participate in or use the activities and services of the Association;
  - Grants, gifts or bequests from any person or organization.

### 11.2. Instruments of Commerce

All cheques, notes, bills of exchange, contracts and other negotiable instruments in the name of the Association must be signed, drawn, accepted or endorsed by the Treasurer and the President or another person specifically designated by resolution of the Executive Committee.

### 11.3. Financial Year

The financial year covers the period between August 1 and July 31

### 11.4. Financial Report

A summary balance sheet and statement of the financial position of the Association shall be prepared by the Treasurer and presented at each meeting of the Board of Directors.

### 11.5. Audit

- a) At each annual meeting, the General Assembly shall appoint an Auditor who will act in this capacity until the Assembly's subsequent annual meeting. If an Auditor is not appointed, the Board of Directors has the responsibility for making an appointment. The Board of Directors is empowered to deal with any unforeseen vacancy in the position of Auditor.
- b) The level of remuneration to be paid to the Auditor shall be established by the Board of Directors.

## 12. Rules of Order

Rules of order, as defined in Québec's Morin Code (*Code de procédures Morin*) are applied to all deliberations of the Association, unless otherwise specified in these Statutes.

## 13. Changes to the Statutes

Any changes or amendments to these Statutes fall under the sole jurisdiction of the General Assembly. In the interest of achieving consensus, the approval of any changes or amendments must respect the following rules:

- 13.1. The proposed changes or amendments must be submitted to the Secretary of the Association who in turn must submit them for review by the Board of Directors at least sixty (60) days before the meeting of the General Assembly that is to take a decision about them;
- 13.2. After their review by the Board of Directors, the proposed changes or amendments and the results of the review by the Board must be sent in their entirety to the members of the Association, together with a notice of motion that has been filed at least fifteen (15) days before the date of the meeting of the General Assembly where they are to be debated;
- 13.3. Approval of the proposed changes or amendments requires the support of at least two thirds (2/3) of the members in good standing present at the meeting.

## 14. Dissolution of the Association



- 14.1. The dissolution must obtain the support of at least two thirds (2/3) of the members in good standing present at the Special Meeting of the General Assembly to which they were convened to consider the issue.
- 14.2. The quorum for this Special Meeting of the General Assembly shall be twenty (20) members in good standing or a number equivalent to twenty percent (20 %) of the number on the list of members in good standing.
- 14.3. In virtue of these Statutes, it is expressly provided that, should the dissolution or liquidation of the Association occur, all its remaining assets, after any outstanding debts have been paid, shall be turned over to one or more corporations designated by the General Assembly, on the basis of their having similar goals.

**15. Effective Date of the Present Statutes**

The present Statutes replace all others previously in effect. They will come into force on the date of their adoption by the General Assembly.

# By-Laws

## 1. By-law respecting the distribution of Colleges by region (Adopted: 2002 Annual General Assembly)

### ÎLE DE MONTRÉAL AND MONTRÉAL NORD (3)

- Collège Ahuntsic
- Cégep André-Laurendeau
- Collège Bois-de-Boulogne
- Dawson College
- John Abbott College
- Collège Lionel-Groulx
- Collège de Maisonneuve
- Collège Montmorency
- Collège de Rosemont
- Cégep de Saint-Jérôme
- Cégep de Saint-Laurent
- Vanier College
- Cégep du Vieux Montréal
- Cégep Marie-Victorin
- Cégep Gérald-Godin

### SUD DE MONTRÉAL (1)

- Champlain Regional College – Campus de Saint-Lambert
- Collège Édouard-Montpetit
- Cégep Saint-Jean-sur-Richelieu
- Collège de Valleyfield

### QUÉBEC AND ENVIRONS; (2)

- Champlain Regional College – Campus de St. Lawrence
- Collège François-Xavier-Garneau
- Cégep Lévis-Lauzon
- Cégep de Limoilou
- Cégep de Limoilou – Campus de Charlesbourg
- Cégep de Sainte-Foy

### CENTRE DU QUÉBEC (1)

- Cégep de Drummondville
- Collège de Shawinigan
- Cégep de Trois-Rivières
- Cégep de Victoriaville
- Cégep régional de Lanaudière
- Cégep de Sorel-Tracy
- Cégep de Saint-Hyacinthe

**ESTRIE – BEAUCE (1)**

- Cégep de Granby-Haute Yamaska
- Collège de Sherbrooke
- Cégep Beauce-Appalaches
- Collège de la région de l'Amiante
- Champlain Regional College – Campus de Lennoxville

**ABITIBI-TÉMISCAMINGUE – OUTAOUAIS (1)**

- Cégep de l'Abitibi-Témiscamingue
- Cégep de l'Outaouais
- Heritage College

**SAGUENAY – LAC-SAINT-JEAN (1)**

- Collège d'Alma
- Cégep de Chicoutimi
- Cégep de Jonquière
- Cégep de Saint-Félicien

**BAS-SAINT-LAURENT – GASPÉSIE – CÔTE NORD (1)**

- Cégep de la Gaspésie et des Îles
- Cégep de Matane
- Cégep de Rimouski
- Cégep de Rivière-du-Loup
- Cégep de La Pocatière
- Cégep de Baie-Comeau
- Cégep de Sept-Îles

**2. By-law respecting the hiring of staff for project-related mandates (Adopted: 2002 Annual General Assembly)**

- 2.1. On the recommendation of the Board of Directors, the Executive Committee has the responsibility for ensuring that project mandates are implemented, supervised and evaluated.
- 2.2. To meet the requirements of a project mandate, the Executive Committee launches a recruitment competition, with posting to last at least five working days.
- 2.3. The information relating to this competition must initially be conveyed as a privileged communication sent to the members of APOP, using one or several of the following channels: electronic mail (mailing list), posting on the APOP website, a mailing by regular post, or publication in the appropriate media.
- 2.4. The information to be provided should include: the project title, a summary description of duties, the qualifications required, projected salary and the start and end dates of the hiring contract.
- 2.5. A selection committee is established. The committee assesses the applications received, using whatever methods it deems necessary and relevant (interviews, evaluations, psychometric tests, etc.) and makes its recommendation to the Executive Committee.
- 2.6. The person selected is contacted and must sign a contract with APOP.
- 2.7. The name of the person selected is communicated to the Board of Directors in the "Information" section of the agenda.