

THE UNIVERSITY OF TORONTO ALUMNI ASSOCIATION

BY-LAW NO. 2008-1

being a by-law relating generally to the transaction of the business and affairs of the Corporation.

PREAMBLE

The University of Toronto Alumni Association, herein referred to as "UTAA" and also sometimes as "the Corporation", was incorporated by Letters Patent dated 20th April, 1921 under the name of The Alumni Federation of the University of Toronto, which name was changed by Supplementary Letters Patent dated 11th January, 1949 to The University of Toronto Alumni Association.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law and as a special resolution of UTAA, as follows:

DEFINITIONS

1. In this by-law and in all other by-laws of UTAA hereafter passed, unless the context otherwise requires,

- (a) "alumni/ae" means persons who have been registered as students of the University and have received degrees or post-secondary diplomas or post-secondary certificates from the University, or persons who have completed one year of full-time studies, or the equivalent thereof as determined by the Governing Council, towards such a degree, diploma or certificate and are no longer registered at the University;
- (b) "alumni governor" means an alumnus/a elected to and holding office as a member of the Governing Council pursuant to clause (g) of subsection 2(2) of the University of Toronto Act, 1971 as amended, or any successor clause;
- (c) "annual general meeting" means a meeting held annually to which all members are invited and at which they are entitled to vote;

- (d) “board of directors” or “board” means those persons who manage the business and affairs of UTAA;
- (e) “College of Electors” means the body established by the Governing Council to elect the alumni members of the Governing Council and the Chancellor of the University;
- (f) “constituency” means a college, faculty, school, institute or other academic division of the University so designated by the Governing Council;
- (g) “Corporations Act” means the Corporations Act of Ontario as amended from time to time and any Act that may be substituted therefor;
- (h) “Council of Presidents” means a body composed of the Presidents of each Constituency Alumni Group, the directors of UTAA and the alumni governors of the Governing Council, whose primary functions are to exchange information among the alumni leadership and to receive information from the University;
- (i) “directors” means those individuals who compose the board;
- (j) “*ex officio*” means holding office by virtue of an office or position in the University;
- (k) “fiscal year” means the financial year of UTAA, from May 1 to the next ensuing April 30;
- (l) “Governing Council” means The Governing Council of the University (having the government, management and control of the University and University College, and of the property, revenues, business and affairs thereof, and the powers and duties of The Governors of the University of Toronto and of the Senate of the University under The University of Toronto Act, 1947 as amended);
- (m) “Honorary Directors” means individuals appointed under clause 18 hereof;

- (n) "Letters Patent" means the Letters Patent incorporating the Corporation and any Supplementary Letters Patent;
- (o) "members" means the alumni/ae, and any other persons then serving as ex officio directors who are not already members;
- (p) "President's International Alumni Council" or "PIAC" means a nationally and internationally representative group of alumni selected by the President of the University in order to provide informal counsel to the University's senior leadership on issues of concern to the University, or its successor body;
- (q) "University" means the University of Toronto;
- (r) "University employees" means the current members of the teaching staff and administrative staff of the University, University College, the constituent colleges and the federated universities; and
- (s) "Vice-President and Chief Advancement Officer" means the senior member of the University's administration who is responsible for development and alumni affairs.

HEAD OFFICE

2. The head office of UTAA shall be at the University, in the City of Toronto, in the Province of Ontario, and at such place therein as the board of directors may from time to time determine in consultation with the University.

FISCAL YEAR END

3. The fiscal year of the Corporation shall terminate on the 30th day of April in each year or on such other date as the Board may from time to time by resolution determine.

BOARD OF DIRECTORS

4. Subject to the provisions of any special resolution (as defined in the Corporations Act) changing the number of directors, the affairs of the Corporation shall be managed by a Board composed of:

- (a) twelve (12) directors, elected in accordance with section 5;
- (b) two (2) *ex officio* directors, being those persons holding the following offices:
 - (i) Vice-President and Chief Advancement Officer; and
 - (ii) Chairman of PIAC.

5. Each elected director shall, at the time of his or her election or appointment or within ten days thereafter and throughout his or her term of office, be an alumnus/a of the University.

Election of Directors

6. Subject to the provisions of the Corporations Act, directors, other than *ex officio* directors, shall be elected by the members entitled to vote and shall retire in rotation. The term of office for an elected director shall be two years.

Terms of Directors

7. A director, if otherwise qualified, is eligible for election for three (3) consecutive full two-year terms, and thereafter is not eligible for re-election until a period of three (3) years has elapsed from the date of retirement of such director.

PROVIDED however that this section 7 shall not apply so as to prevent any person who is elected as the President or the President-Elect to continue to serve as a director for the remainder of the traditional cycle, if any, of service in such offices then in progress up to a maximum of nine (9) consecutive years as a director.

Powers of Directors

8. The directors of the Corporation may administer the business and affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as herein otherwise provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Letters Patent or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, moveable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

9. Every director and officer of UTAA, in exercising his or her powers and discharging his or her duties, shall (a) act honestly and in good faith with a view to the best interests of UTAA; and (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Quorum

10. The smallest whole number that is not less than fifty per cent (50%) of the voting directors shall constitute a quorum for the transaction of business at any meeting of the board.

Vacancies

11. Where there is a vacancy or vacancies in the board of directors, the remaining directors may exercise all the powers of the board so long as a quorum of the board remains in office. Vacancies on the board, however caused, may be filled for the unexpired term of the outgoing director(s) by the directors from among the members, so long as a quorum of the directors remains in office; otherwise, the vacancies shall be filled at the next annual general meeting. If there is not a quorum of directors in office,

the remaining directors shall forthwith call a special meeting of the members for the purpose of filling the vacancy or vacancies. If the number of directors is increased between elections, a vacancy or vacancies in the number of the authorized increase shall thereby be deemed to have occurred and may be filled in the manner above provided.

Notice of Meetings

12. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent in writing to the meeting being held in their absence. Directors' meetings may be formally called by the President or President-Elect or by the Secretary on the direction in writing of two directors. Notice of such meetings shall be delivered, sent by electronic mail or facsimile or given orally by telephone to each director not less than three days before the meeting is to take place or shall be mailed to each director not less than five days before the meeting is to take place. Where notice is given by electronic means or by facsimile, confirmation of receipt shall be requested. The declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The board of directors may by resolution appoint a day or days in any month or months for regular meetings, at an hour to be named, and of such regular meeting no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual general meeting. The directors may consider or transact any business, either special or general, at any meeting of the board.

Meeting Protocols

13. The board shall hold at least one meeting in each fiscal year.

14. Questions arising at any meeting of the directors shall be decided by a majority of votes unless otherwise required by the provisions of the Corporations Act, the Letters Patent or the by-laws of UTAA. In the case of an equality of votes, the motion shall be deemed to have been lost.

15. All votes at any meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Removal

16. The members of UTAA may, by resolution passed by a least two-thirds of the votes cast at a meeting of the members of which notice specifying the intention to pass such resolution has been given, remove any elected director before the expiration of his or her term of office and may, by a majority of the votes cast at that meeting, elect any qualified member to fill the vacancy thereby created, for the remainder of the term of the removed director.

Remuneration of Directors and Officers

17. The directors and officers of UTAA shall receive no remuneration for acting as such but may be reimbursed by UTAA for reasonable and actual expenses properly incurred and disbursements properly made in connection with the performance of their duties, if duly approved by an officer having delegated authority from the board to do so.

HONORARY DIRECTORS

18. The board of directors may from time to time appoint Honorary Directors in such number and for such term of office as the board may determine. An Honorary Director shall not be entitled to receive notice of or to attend or vote at meetings of the board and shall have no power or authority over the business and affairs of the Corporation.

ELECTRONIC MEETINGS

19. If all the members of the board or of any committee thereof (as the case may be) consent, a meeting of the board or of any committee thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons

participating in the meeting to communicate with each other simultaneously and instantaneously, and a person participating in such meeting by such means is deemed to be present at the meeting. The Chairman of any such meeting shall be responsible for establishing procedures designed to ensure that security issues and time-zone considerations concerning the meeting are adequately addressed and shall ensure that the Secretary of the meeting establishes that a quorum is participating in accordance with the by-laws and records the votes taken.

CONFLICT OF INTEREST

20. (a) A director who is in any way directly or indirectly interested in a proposed contract or a contract or a proposed transaction or a transaction with UTAA shall declare his or her interest at a meeting of the directors of UTAA.

(b) In the case of a proposed contract or proposed transaction, the declaration required by this clause shall be made at the meeting of the directors at which the question of entering into the contract or transaction is first taken into consideration or, if the director is not at the date of that meeting interested in the proposed contract or transaction, at the next meeting of the directors held after he or she becomes so interested, and, in a case where the director becomes interested in a contract or transaction after it is made, the declaration shall be made at the first meeting of the directors held after he or she becomes so interested.

(c) For the purposes of this clause, a general notice given to the board by a director to the effect that he or she is a shareholder of or otherwise interested in any other company, or is a member of a specified firm and is to be regarded as interested in any contract or transaction made with such other company or firm, shall be deemed to be a sufficient declaration of interest in relation to a contract or transaction so made, but no such notice is effective unless it is given at a meeting of the directors or the director takes reasonable steps to ensure that it is brought up and read at the next meeting of the directors after it is given.

- (d) If a director has made a declaration of his or her interest in a proposed contract or contract or a proposed transaction or transaction in compliance with this clause and has not voted in respect of the contract, the director is not accountable to UTAA or to any of its members or creditors for any profit realized from the contract or transaction, and the contract or transaction is not voidable by reason only of the director holding that office or of the fiduciary relationship established thereby.
- (e) Despite anything in this clause, a director is not accountable to UTAA or to any of its members or creditors for any profit realized from such contract and the contract is not by reason only of the director's interest therein voidable if it is confirmed by at least a majority of the votes cast at a meeting of the members duly called for that purpose and if the director's interest in the contract is declared in the notice calling the meeting.

OFFICERS

21. The board of directors, annually or oftener as may be required, shall elect or appoint the following officers: (a) Immediate Past President; (b) President; (c) President-Elect; (d) Treasurer; (e) Secretary; and (f) Vice-President, University Governance.
22. The board may also appoint such other officers as it may from time to time determine by resolution and may prescribe their powers, function and duties.
23. Except for the President and the President-Elect, no person shall hold more than one office.

Elected Officers

24. The President and the President-Elect shall be elected by the board of directors from among its number at the first meeting of the board after the annual election of directors; provided that in default of such election, the then incumbents, being members of the board, shall hold office until their successors are duly elected. The other officers of the Corporation may but need not be members of the board.

Duties of the President

25. The President shall, when present, preside as Chairman at all meetings of the members, the Council of Presidents and the board of directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President and the Secretary, or other officers or directors appointed by the board for the purpose, shall sign all by-laws. The President shall be a member *ex officio* of all committees. The President shall perform such other duties as may from time to time be determined by the board.

Absence or incapacity of President or other Officers

26. During the absence or incapacity of the President, the President's duties and powers may be exercised by the President-Elect and if the President-Elect or such other director as the board may from time to time appoint for the purpose, exercises any such duty or power, the absence or incapacity of the President shall be presumed with reference thereto. The President-Elect shall chair the Nominating Committee.

27. In the case of the absence or inability to act of any other officer, or for any reason that the directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being.

Duties of the Secretary

28. The Secretary shall serve as the primary contact with the Division of University Advancement of the University regarding administrative and clerical matters relating to UTAA and is the custodian of the seal of the Corporation, if any, and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation. He or she shall perform such other duties as may from time to time be determined by the board.

Duties of the Treasurer

29. The Treasurer shall:

- a. see to the keeping of full and accurate accounts of all receipts and disbursements of UTAA in proper books of account and ensure that all moneys or other valuable effects in the name and to the credit of UTAA are deposited in a Canadian chartered bank or trust company;
- b. disburse the funds of UTAA under the direction of the board of directors taking proper vouchers thereof and render to the board at the regular meetings thereof whenever required, an account of all transactions as Treasurer, and of the financial position of UTAA;
- c. prepare the annual budget for submission to the board of directors; and
- d. perform such other duties as may from time to time be determined by the board.

Duties of the Vice-President, University Governance

30. The Vice-President, University Governance is a member of the College of Electors and shall be its Chairman. He or she shall take office as of July 1st in each year and shall perform other such duties as may from time to time be determined by the board.

NOMINATING COMMITTEE

Composition

31. There shall be a Nominating Committee of UTAA composed of:

- a. the President-Elect, who shall chair the Committee;
- b. the Vice-President and Chief Advancement Officer of the University or his or her designate, in a non voting capacity;
- c. the Chairman of PIAC or his or her designate; and
- d. one alumnus/at large, one representative of the Council of Presidents and one alumni governor, to be appointed by the board.

Duties

32. The Nominating Committee shall recommend to each annual general meeting of the members a slate of those individuals it proposes as candidates for election as directors. No member of the Committee shall be on the proposed slate except for the President, the President-Elect, the Vice-President and Chief Advancement Officer or his or her successor or designate and the Chairman of PIAC or his or her successor or designate.

33. The Committee shall make its proposed slate of nominees available at the head office of UTAA at least fourteen days prior to the annual general meeting. Nominations for election to the board of directors other than those proposed by the Nominating Committee must be received at the head office of UTAA at least seven days prior to the annual general meeting, accompanied by the names, addresses and signatures of the nominator, seconder and ten members and the written consent of the candidate. The nominator and the seconder must be alumni/ae.

OTHER COMMITTEES

34. The board may from time to time constitute and appoint such other committees and advisory councils as it may determine, to assist the directors in managing the business and affairs of UTAA and in carrying out its objects. The persons appointed to any such committee or council may be directors or membership-at-large or others, and the board may from time to time remove a member or members of any such committee or council and fill any vacancy or vacancies in the committee or council, and the members of any such committee or council shall continue in office until removed or until their successors are appointed by the board. The board may define and limit the powers of any such committee or council and unless otherwise expressly provided by the board, the role of any such committee or council shall be advisory to the board and it shall have no decision making power or authority to act for or on behalf of UTAA or to commit or bind it to any course of action. The board may, however, delegate authority to any such committee in terms to be expressed in a resolution of the board. Such committees or councils may meet for the transaction of business, adjourn and otherwise

regulate their meetings as they see fit, subject to any regulations or restrictions imposed from time to time by the directors. Any such committee or council may invite such officers, directors, membership-at-large and University employees and such consultants and professional advisers as it may see fit from time to time to attend at its meetings and to assist thereat in the discussion and consideration of the business and affairs of UTAA. The Chairman of any such committee or council shall be appointed by the board and the President of UTAA shall be a member *ex officio* of each such committee or council.

35. A majority of the members of each committee and advisory council shall constitute a quorum for the transaction of business at any meeting thereof.

36. Each committee and council shall submit to the board of directors such information and reports as the board may from time to time request.

MEMBERS

37. The interest of a member of UTAA is not transferable and lapses and ceases to exist upon his or her death or when the member ceases to be a member by resignation or withdrawal or by the termination of his or her membership or when the term of his or her membership expires and is not renewed, or otherwise in accordance with the by-laws of UTAA.

38. A member may at any time resign and withdraw from membership in UTAA by resignation in writing addressed and delivered to the President or the Secretary.

39. There shall be no membership fees payable by any member.

MEETINGS OF MEMBERS

40. The annual general and any other meeting of the members shall be held at the University, at such place, on such day and at such time as the directors may determine.

41. The directors may at any time call a special general meeting of the members, to be held at such time and place as they may determine, for the transaction of any business

the general nature of which is specified in the notice calling the meeting.

Notice of annual and special meetings

42. Notice of the time and place of every annual or special general meeting of the members shall be given by publishing the same:

- a. at least once a week for two consecutive weeks next preceding the day of the meeting in a newspaper circulated in the municipality or municipalities in which the majority of the members reside, as shown by their addresses last recorded on the books of UTAA;
- b. in the issue of the University of Toronto Magazine or its successor publication published next preceding the day of the meeting; or
- c. on either the University's or the Corporation's website, as applicable.

Business at annual general meetings

43. At every annual general meeting of the members, in addition to any other business which may be transacted, the report of the directors on the affairs of UTAA for the previous year, the financial statements for the previous fiscal year and the report of the auditors thereon and the report of the Nominating Committee shall be presented, directors shall be elected and auditors shall be appointed for the ensuing year.

Quorum

44. At any annual or special general meeting of the members, ten members present in person shall constitute a quorum for the transaction of business.

Voting and Proxies

45. At all meetings of the members, each member shall be entitled to one vote and may vote in person or may, by means of a proxy, appoint a person who need not be a member, as his or her nominee to attend, act and vote at the meeting on his or her behalf, to the extent and with the power conferred by the proxy.

46. The directors may prescribe the form of instrument for the appointment of a proxy and conditions governing the use thereof. In order to be valid, the instrument must be (i) in writing, signed by the member or by his or her attorney authorized in writing; (ii) contain the date thereof and the appointment and name of the nominee, with provision as to any restrictions or instructions as to the manner in which the proxy is to be voted; (iii) be deposited either at the head office of UTAA or with the Secretary not less than 48 hours, excluding Saturdays, Sundays and legal holidays, preceding the meeting or any adjournment thereof.

47. At all meetings of the members, every question shall be decided by a majority of the votes of the members present in person or represented by proxy, unless otherwise required by the provisions of the Corporations Act, the Letters Patent or the by-laws of UTAA. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member or proxy. Upon a show of hands, every member present in person or represented by proxy as aforesaid shall have one vote and unless a poll be demanded, a declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority or not carried or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour for or against such resolution. The demand for a poll may be withdrawn but if a poll be demanded and not withdrawn, the question shall be decided by a majority of the votes cast by the members present in person or represented by proxy as aforesaid, and such vote shall be taken in such manner as the Chairman of the meeting directs, and the result of such poll shall be deemed to be the decision of the meeting upon the matter in question. In case of an equality of votes at any meeting, whether upon a show of hands or at a poll, the motion shall be deemed to have been lost.

EXECUTION OF DOCUMENTS

48. Contracts, agreements, instruments and engagements on behalf of UTAA may be entered into on its behalf and shall be signed by either (i) the President and the President-Elect acting together, or (ii) either one of them together with either the

Secretary or the Treasurer, and the Secretary shall affix the seal of the Corporation, if any, to such instruments as require the same; provided that the board may at any time by resolution direct the manner in which and the person or persons by whom any particular instrument, contract or obligation, or any class of instruments, contracts or obligations of UTAA may or shall be executed.

Either (i) the President and the President-Elect acting together, or (ii) either one of them together with either the Secretary or the Treasurer may vote or transfer any and all shares, bonds or other securities from time to time standing in the name of UTAA in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of UTAA transfers of shares, bonds or other securities from time to time transferred to UTAA, and may affix the corporate seal, if any, to any such transfers or acceptances of transfer, and may make, execute and deliver under the corporate seal, if any, any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation; provided that the board may at any time by resolution direct the manner in which and the person or persons by whom any particular vote, transfer, acceptance, appointment or other instrument affecting or related to any such shares, bonds, or other securities may or shall be cast, made or executed.

BANKING ARRANGEMENTS

49. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of UTAA shall be signed by either (i) the President and the President-Elect acting together, or (ii) either one of them together with either the Secretary or the Treasurer and in such manner as shall from time to time be determined by resolution of the board and any one of such officers or agents may alone endorse notes and drafts for collection on account of UTAA through its bankers, and endorse notes and cheques for deposit with UTAA's bankers for the credit of UTAA, or the same may be endorsed "for collection" or "for deposit" with the bankers of UTAA by using its rubber stamp for the purpose. Either (i) the President and

the President-Elect acting together, or (ii) either one of them together with either the Secretary or the Treasurer may arrange, settle, balance and certify all books and accounts between UTAA and its bankers and may receive all paid cheques and vouchers and sign all bank forms or settlement of balances and release or verification slips.

BOOKS AND RECORDS

50. The board shall see that all necessary books and records of UTAA required by its by-laws or by any applicable statute or law are regularly and properly kept. The President shall be responsible for ensuring that all records or copies thereof are transferred to the central files of UTAA maintained in the University's Division of University Advancement or its successor division.

SAFEKEEPING OF SECURITIES

51. The securities of UTAA shall be deposited for safekeeping with one or more chartered banks, trust companies or other financial institutions located in Canada to be selected by the board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of UTAA, and in such manner as shall from time to time be determined by resolution of the board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the board of directors shall be fully protected in acting in accordance with the directions of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

AUDITORS

52. One or more auditors shall be appointed at each annual general meeting of the members and when appointed, shall hold office until the next annual meeting or until their successors are appointed, unless previously removed by resolution of the members in general meeting. The remuneration of the auditors may be fixed by the members at the annual general meeting, and if not so fixed, such remuneration shall be fixed by the board.

53. No one who is a director, officer or employee of UTAA or a University employee shall be eligible to be appointed or act as auditor.

54. The auditors shall have access at all reasonable time to the books and accounts of UTAA and all receipts and vouchers relating thereto, and shall conduct an audit thereof and make an annual report to the general members upon the balance sheet.

NOTICES

55. Except as provided in clause 42 hereof, any notice, communication or other document to be given to a member, director, officer, committee member or auditor of UTAA, unless otherwise expressly provided in the by-laws of UTAA, shall be sufficiently given if delivered to his or her most recent address as recorded in the books of UTAA, or if mailed by prepaid ordinary or airmail in a sealed envelope addressed to him or her at such address, or if sent by any means of wire or wireless or any other form of transmitted, electronic or recorded communication. The Secretary may change the address on the books of UTAA of any such person in accordance with any information believed by him or her to be reliable. A notice, communication or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; and a notice, communication or document so mailed shall be deemed to have been given when deposited in a post office or public letter-box; and a notice, communication or document sent by any means of wire or wireless or any other form of transmitted electronic or recorded communication shall be deemed to have been given on the business day following its dispatch.

56. In computing the date when notice must be given under any provision of the Letters Patent or by-laws of UTAA requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be included and the date of the meeting or other event shall be excluded.

57. No error or omission in the giving of notice of any annual or special meeting of the members or of any meeting of the board, or of any adjourned meeting, shall invalidate such meeting or invalidate or make void any proceedings taken or had thereat, and any

member or director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

58. The accidental omission to give notice to any person or the non-receipt of any notice, or any error or irregularity in any notice not affecting the substance thereof shall not invalidate any action or proceedings taken at any meeting held pursuant to such notice or otherwise founded thereon.

59. Any person may waive any notice required to be given under any provision of the Corporations Act, the Letters Patent or the by-laws of UTAA, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

Adjournments

60. Any meeting of the members or of the board may be adjourned at any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment, and such adjournment may be made notwithstanding that no quorum be present.

INDEMNITIES TO DIRECTORS AND OTHERS

61. Every director or officer of UTAA or other person who has undertaken or is about to undertake any liability on behalf of UTAA, and his or her heirs, executors, administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of UTAA from and against:

- a. all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or

her in or about the execution of the duties of his or her office;
and

- b. all other costs, charges and expenses which he or she sustains
or incurs on or about or in relation to the affairs thereof,

except such costs, charges or expenses as are occasioned by his or her own wilful neglect or wilful default.

62. No director or officer for the time being of UTAA shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for any loss, damage or expense happening to UTAA through the insufficiency or deficiency of title to any property acquired by, for or on behalf of UTAA, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to UTAA shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects of UTAA shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to UTAA, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her own wilful neglect or wilful default. The directors and officers for the time being of UTAA shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of UTAA except such as shall have been submitted to and authorized or approved by the board or by an officer or officers of UTAA duly authorized by or under this by-law.

INSURANCE

63. UTAA may purchase and maintain insurance for the benefit of any person referred to in clause 61 hereof against any liability incurred by him or for her in his or her capacity (i) as a director or officer of UTAA; and (ii) as a director or officer of any other

body corporate where he or she acts or has acted in that capacity at the request of UTAA, except where the liability relates to his or her failure to act honestly and in good faith and with a view to the best interest of UTAA or the other body corporate, as the case may be.

BORROWING POWERS

64. Subject to the prior approval of at least two-thirds of the members, to be expressed by a resolution passed at a general meeting thereof duly called for that purpose, the directors of UTAA may from time to time:

- a. borrow money upon the credit of UTAA;
- b. limit or increase the amount to be borrowed;
- c. issue debentures or other securities of UTAA.
- d. pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- e. secure any such debentures, or other securities, or any other present or future borrowing or liability of UTAA, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of UTAA, and the undertaking and rights of UTAA.

The directors may delegate these borrowing powers to such officers or directors of UTAA to such extent and in such manner as may be determined by resolution of the board.

Nothing herein limits or restricts the borrowing of money by UTAA on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of UTAA.

DISSOLUTION

65. Upon dissolution of the Corporation and after the payment of all its debts and liabilities, its remaining property shall be distributed or disposed of to one or more institutions, organizations or trusts, whether or not incorporated, that have objects and/or carry on activities for the benefit of the alumni/ae of the University similar to those of UTAA, as determined by resolution of the members.

ENACTMENT AND AMENDMENT OF BY-LAWS

66. The board of directors may enact by-laws or repeal, amend, alter or add to the by-laws or any of them, provided that no such enactment, repeal, amendment, alteration or addition shall be enforced or acted upon until duly sanctioned and confirmed by at least two-thirds of the votes cast at a general or special meeting of the members of UTAA duly called for the purpose of considering the same. Notice of any proposed enactment or repeal of or amendment, alteration or addition to the by-laws shall first be given in writing to the directors at least five days before the day of the meeting at which it is proposed to enact the same.

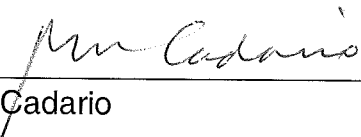
REPEAL

67 All previous By-laws of UTAA are hereby repealed without prejudice to any right, privilege, obligation or liability heretofore acquired, accrued, accruing or incurred or any action heretofore taken thereunder, and No.1 is re-assigned to this By-law.


EFFECTIVE DATE

68. This By-Law shall come into force when enacted by the Board in accordance with the Act.

ENACTED as a By-Law of the Name of Corporation and sealed with the corporate seal this 9th day of April, 2008.




Paul Cadario
President




Lorraine McLachlan
Secretary

CONFIRMED by the Members in accordance with the Corporations Act on the 25th day of June, 2008.



Paul Cadario
President



Lorraine McLachlan
Secretary