

PROVINCE OF ALBERTA SOCIETIES ACT 2000
RULES AND REGULATIONS OF
SOCIETY FOR LEARNING ANALYTICS RESEARCH
INCORPORATED

1. NAME

The name of the Society shall be SOCIETY FOR LEARNING ANALYTICS RESEARCH INCORPORATED (referred to as “SoLAR”).

2. DEFINITIONS

“Society” means the Society for Learning Analytics Research (SoLAR)

“Ballot” means print or electronic forms.

“Book” or “books” includes any register or other record of information and any accounts or accounting records,
however compiled, recorded or stored including electronically, and also includes any document;

“Committee” means a committee appointed by the Executive of the Society.

“Board” means the Members elected to manage the Society.

“Education” means schools, universities, community colleges, institutions of technical and further education in the public service, industry and commerce.

“Member” means a Member of the Society.

“Month” means a calendar month.

“Publication” means paper-based and /or electronic journals and newsletters.

“Proxy” means the authority to act for another.

“Rules” mean the Rules of the Society for Learning Analytics Research Incorporated as stated in this document.

“Special Resolution” means:

- I. a resolution passed

- A. at a general meeting of which not less than 30 days' notice specifying the intention to propose the resolution has been duly given, and
 - B. by the vote of not less than 67% of those members in attendance who, if entitled to do so, vote in person, electronically or by proxy, or
- II. a resolution proposed and passed as a special resolution at a general meeting of which less than 30 days' notice has been given, if 67% of the minimum quorum of all members entitled to attend and vote at the general meeting so agree.

“The Act” means the SOCIETIES ACT of Province of Alberta 2000.

“Vote” means in person, by electronic ballot, or by proxy.

“Written” includes print, email or electronic messaging where a history is maintained.

Words importing the singular include the plural and his, her and it shall include bodies corporate.

SECTION A: OBJECTIVES AND POWERS

3. OBJECTIVES

The purposes for which the Society is established are to:

- (a) convene an annual conference and make all necessary decisions and do all things necessary to facilitate the annual conference including but not limited to appointing a convenor to manage the annual conference;
- (b) facilitate publications and make all necessary decisions and do all things necessary to facilitate such publications including but not limited to appointing a Management Committee, one or more editors (if necessary), and the setting of guidelines and conditions under which the journal is to operate;
- (c) assist and advance the study, development, application, and implementation of learning analytics in education;
- (d) maintain a professional Society of those engaged in research and application of learning analytics and foster their professional interests and facilitate their professional development;
- (e) provide a forum for those interested in learning analytics;

(f) facilitate improvement of ethical professional practice in the use of learning analytics in education;

(g) promote and encourage research and evaluation related to learning analytics ; and

(h) promote co-operation and liaison with other groups and organizations which have complimentary purposes and activities.

4. POWERS

The Society has the following powers as conferred by Section 17 of the Act:

(a) acquire and take by purchase, donation, devise or otherwise all kinds of real estate and personal property, and may sell, exchange, mortgage, lease, let, improve and develop it, and may erect and maintain any necessary buildings.

(b) Funds and property of the society shall be used and dealt with for its legitimate objects only and in accordance with its bylaws.

(c) For the purpose of carrying out its objects, the society may borrow or raise or secure by payment of money in any manner it thinks fit, and in particular by the issue of debentures.

(d) The power of the society under subsection 4(c) shall be exercised only under the authority of the bylaws of the society and in no case shall debentures be issued without the sanction of a special resolution of the society.

SECTION B: THE RULES AND BY-LAWS

5. EFFECT OF RULES

(a) The Rules of the Society must not contain any provision that is contrary to the Act.

6. ALTERATION OF THE RULES

An alteration to a Rule may be made by a Special Resolution of the Society.

7. BY-LAWS

- (a) The By-laws of the Society must not contain any provision that is contrary to or inconsistent with the Act or the Rules of the Society.
- (b) The Society shall have the power to pass, alter, or rescind By-laws providing for the due management and regulation of the Society.
- (c) Any proposal to accept, alter or rescind By-laws must be passed by Special Resolution.
- (d) By-laws made under the previous rule shall be entered in a book which shall be kept for the inspection of Members and such by-law will be available and circulated to the Society Membership.

SECTION C: MEMBERSHIP

8. MEMBERSHIP

- (a) Members of the Society are an organization or individual who subscribes to the objects of the Society and who is approved for membership by the Executive.
- (b) Any person or organization when applying for membership shall do so in writing in the manner specified by the Society unless otherwise determined.
- (c) The Executive may determine that membership will be open at the Annual General Meeting and any person or organization may join at that meeting.
- (d) Upon the acceptance of the application by the Executive and upon payment of the first annual membership fee the applicant shall be a full Member of the Society.
- (e) A Member must take reasonable steps to support the objects of the Society, perform any functions assigned by the Rules or the By-laws of the Society with reasonable care and diligence, attend all meetings whenever practicable, and undertake such tasks and discharge such other obligations of membership as may be reasonably required by the Society. A Member must refrain from conduct detrimental to the interest of the Society.
- (f) Members, both persons and organizations shall be classified as one of the following:

(i) Ordinary Member being a Member who pays the prescribed individual membership fee;

(ii) Student Member being a Member who is a registered full time student at an educational institution and who pays the prescribed student's membership fee;

(iii)

Institutional Member being a Member from an educational organization who pays the prescribed membership fee and a specified number of its employees.

(iv) Corporate Organizational Member being a Member from a non-educational organization who pays the prescribed corporate membership fee and a specified number of its employees.

(v) Founding Member being an organization who paid Founding Membership fee in full.

(g) Only Ordinary, Student, Institutional and Corporate Members are Financial Members in the year that fees have been paid.

(h) Founding Members are Financial members only for three years upon payment of Founding Membership fees.

9. RIGHT OF INSPECTION

Each Member of the Society will have the right of inspection of the Society's records and books.

10. VOTING/DECISION MAKING

(a) Subject to the Act and these Rules, each financial member of the Society who is present at a meeting of the Society is entitled to one vote, and no more than one vote.

(b) A Member of the Society who has any direct or indirect pecuniary interest in a contract, or a proposed contract with the Society, must disclose the nature and extent of his or her interest to the Executive as soon as he or she becomes aware of his or her interest and at the next Meeting of the Society and must not take part in any decision with respect to that contract.

(c) A Member of the Society who has any direct or indirect interest with an organization or individual, must disclose the nature and extent of his or her interest to the Executive as soon as

he or she becomes aware of his or her interest and at the next Meeting of the Society and must not take part in any decision with respect to that organization or individual.

(d) A Member may vote by proxy.

11. TERMINATION OF MEMBERSHIP

(a) The membership of any person may be terminated by resignation or expulsion.

(b) Any Member may resign from the Society at any time by written notice to the Secretary. Such resignation shall take effect at the time when the notice is received by the Secretary, unless a later date is specified in the notice in which case it shall take effect on that later date. Regardless of the resignation date, no refund of membership fees paid will be granted.

(c) Expulsion of a member shall be considered by the Executive if the Member behaves in a manner considered to be injurious or prejudicial to the objects or interests of the Society. Regardless of the expulsion date, no refund of membership fees paid will be granted.

(d) The Secretary shall notify in writing the Member(s) concerned at least 14 days before consideration of the expulsion. The notification shall include the reasons for the consideration and advice as to the rights of the Member pursuant to this clause.

(e) The Member concerned shall be given a full and fair opportunity to present their case before any resolution is made to terminate or suspend membership.

(f) The Member shall have the right to appeal a decision of the Executive that terminates their membership. The appeal shall be made in writing in accordance with the relevant By-law.

12. APPEALS AND CONFLICT RESOLUTION

(a) A member, including a member of the Executive, aggrieved by a decision of the Society, including a decision of the Executive, has a right of appeal to the Appeals Committee. The Society shall constitute an Appeals Committee on an ad hoc basis as necessary consisting of three Members with no conflict of interest in the case.

(b) On receiving written notice of the dispute and intention to appeal, the President shall convene an appeals committee comprising a Chair and two other Society members which may be members of the Executive.

(c) The Committee shall be established as soon as is reasonably possible after the dispute has been drawn to the attention of the Executive through receipt of the written notice.

(d) The Committee shall hear the dispute within 10 days of its establishment and will deliver its decision within 7 days of the completion of its hearing.

(e) The decision of the committee shall be final.

(f) In exercising its powers of adjudication, the rules of natural justice will be observed.

SECTION D: MANAGEMENT OF THE SOCIETY

13. MANAGEMENT

(a) The Management of the Society shall be vested in the Executive.

(b) The Executive shall be comprised of a President, President Elect, Vice President, Secretary and Treasurer and up to seven Executive Members all of whom shall be Members of the Society.

(c) The Executive shall have the power to appoint such officers as are required to carry out the objectives of the society and may delegate any of its powers to such officers.

(d) The Executive has the power to co-opt up to three additional Members.

(i) Should the Executive add additional members to the Executive, the Executive reserves the right to move back to the original number of Executive members (five office bearers and seven members) after the additional members retire, resign and/or the position is no longer deemed necessary.

(e) The President, one Vice-President, Secretary and 3 Executive Members will be elected in one year and President-Elect, Treasurer, and 4 Executive Members will be elected the following year.

(f) Each member of the Executive may serve for a term of two years before becoming eligible for re-election.

(g) Each member of the Executive may only serve up to two consecutive terms. Exceptions to this rule are only in the case of the President and President-Elect positions when their terms overlap.

(i) The term of office of each elected Member of the Executive shall commence at the conclusion of the Meeting at which the Executive Member is elected.

(h) If a Member of the Executive:
 (i) is unable or fails to perform his or her duties satisfactorily or
 (ii) acts in a way which is contrary to the objectives of the Society or
 (iii) by his or her actions brings the Society into disrepute, the Executive may declare the position vacant.

(i) The Secretary shall notify in writing the Member of the Executive concerned at least 14 days before such consideration. The notification shall include the reasons for the consideration and advice as to the rights of the Member pursuant to this clause.

(j) The Member concerned shall be given a full and fair opportunity to present her/his case before any resolution is made to terminate membership of the Executive.

(k) The Member of the Executive shall have the right to appeal the decision of the Executive. The appeal shall be made in writing in accordance with the relevant By-law.

(l) When a casual vacancy arises in the office of President, President-Elect, Vice President, Secretary or Treasurer, the Executive shall elect from the remaining Members of the Executive a new President, President-Elect, Vice President, Secretary or Treasurer.

(m) Casual or other vacancies on the Executive may be filled by the Executive from the general membership.

(n) Any casual vacancy filled pursuant to the sections above will remain in force until the next Annual General Meeting.

14. EXECUTIVE MEETINGS

(a) The Executive shall meet regularly to conduct the business of the Society but not less than six times each calendar year.

(b) The Executive shall meet to decide on matters of policy, general business, tabling of reports from any Committee and any other matter that requires the Executive's decision making powers.

(c) The quorum shall be seven members.

(d) Notice of meetings shall be given at the previous Executive meeting or by the Secretary in writing not less than seven days, prior to the date of the meeting, to all Executive members or in an emergency, by such other notice as shall be ratified by the Executive.

(e) All meetings of the Executive shall be closed meetings with minutes of all meetings being available for members, upon request.

(f) All members of the Executive have the right to vote at Executive meetings plus any legislation put to the Executive shall be carried by a majority of votes. In the event of equality of votes, the President shall have a casting vote in addition to a deliberative vote.

(g) No business of the Society shall be transacted at any Executive meeting unless a quorum is present at the time the meeting proceeds to business, and the quorum shall be present from the beginning to the end of any Executive meeting.

(h) If, within 30 minutes from the time appointed for a meeting, a quorum is not present, the meeting shall not take place; and it shall be adjourned to a later date and all Members of the Executive shall be given not less than five days written notice of the place, time and day of the adjourned meeting, and the agenda.

(i) Any Members of the Society have a pecuniary interest in any business arising must declare her/his interest and either leave the meeting or abstain from voting.

15. OFFICE BEARERS

(a) All members of the Executive, shall be elected by Members when the term comes up for election and/or re-election and confirmed at the Annual General Meeting shall be members at large and/or student member. Executive Committee Members may be assigned portfolios such as:

- (i) Membership
- (j) Governance
- (k) Fundraising
- (l) Communications/Website
- (m) Journal and other Publications
- (n) Events
- (o) Conference
- (p) Special Interest Groups
- (q) Inclusion

(b) The office bearers of the Society shall be the President, President-Elect, Vice President, Secretary and Treasurer, who shall be elected by Executive Members once elected by general membership.

15.1 PRESIDENT

(a) The President or any two other Members of the Executive shall have the power to call a meeting of the Executive.

(b) The President shall chair all meetings of the Society including Annual General Meetings of the Society except that in the absence of the President or at the request of the President or of a majority of a Meeting, another Member may be elected as Chair for that Meeting.

(c) The President shall have the prime responsibility for the due observance of these Rules and of any By-laws made hereunder and of all resolutions, decisions and statements of policy and practice made in accordance with these Rules.

(d) The President shall present the Annual Report of the Society to the Annual General Meeting.

(e) The President shall have such other powers, functions and duties as the Executive may delegate or prescribe.

(f) The President, together with a Vice President and the Secretary, shall prepare the agenda for all General Meetings and Special General Meetings of the Society.

15.2 PRESIDENT-ELECT

(a) The President-Elect shall assume the role of President following the completion of his or her term.

(b) The President-Elect shall have such other powers, functions and duties as the President or Executive may delegate or prescribe.

(c) The President-Elect shall assume the role of President in times when the president is unable to carry out their role.

(d) In the absence of the President, the President-Elect shall chair any meetings.

15.3 VICE PRESIDENT

- (a) The Vice President shall have such other powers, functions and duties as the President or Executive may delegate or prescribe.
- (b) The Vice President shall assume the role of President in times when the President or President-Elect is unable to carry out their role.
- (c) In the absence of the President and President-Elect, the Vice-President shall chair any meetings.

15.4 SECRETARY

As Per Section 13 clause c, the following duties can be delegated to the Executive Manager and/or Event and Management Coordinator:

- (a) To conduct the correspondence of the Society.
- (b) To have the custody of all records and documents.
- (c) To keep full and accurate minutes of all proceedings of the Society.
- (d) To maintain a membership register comprising the names and email addresses of all current Members of the Society.
- (e) To update all Society documents when changes occur, e.g. to the Rules or By-laws.
- (f) To keep, update and have approved by the Society, job descriptions for all office holders.
- (g) To establish a filing system to keep the historical records of the Society in good and accessible order.
- (h) To ensure that all Members receive copies of new operating procedures.
- (i) To maintain a correspondence register for the Society.
- (j) Circulate the Agendas and notices of Meetings to all Members within the required period.
- (k) To do such things as directed by the Executive or prescribed by the By-laws

15.5 TREASURER

As Per Section 13 clause c, the following duties can be delegated to Executive Manager.

(a) To receive and bank all monies for the Society and account for the same.

The Treasurer's receipt will be sufficient discharge in respect of any payments made to the Society.

(b) To make all payments under the order of the Executive.

(c) To keep an account of all monies received and disbursed in a book open to the inspection by the Members of the Society at any meeting thereof.

(d) To prepare a written statement showing the progress and the financial position of the Society for each Executive meeting.

(e) To prepare an annual budget for the Society.

(f) To prepare and compile the annual financial statements of the 1st September of each year in accordance with the approved accounting standards and to present audited accounts at the Society's Annual General Meeting.

(g) To do such things as directed by the Executive or prescribed by the By-laws.

16. COMMITTEES

(a) The Executive may from time to time appoint from the Members of the Society such committees as it may deem necessary and may delegate or refer to them such of the powers and duties as the Executive may determine.

(b) Each committee appointed under sub-clause 4 (a) will report its proceedings to the Executive and will conduct its business in accordance with the directions of the Executive.

(c) Examples of Committees requiring Chairs and/or Convenors are Conference; Membership; Promotion/Advertising; Fundraising; or Events.

17. POWER TO CO-OPT

The Executive shall have the power and obligation to co-opt Members to the Executive being any person or persons from its own membership or such other group, co-operative, Society or body as may in the opinion of the Executive be necessary to ensure that the Society has adequate

expertise and representation to ensure that the Society's objects and activities can be properly carried out.

SECTION E: MEETINGS OF THE SOCIETY

18. MEETINGS OF THE SOCIETY

(a) At meetings of the Executive, Annual General Meetings and any Special General Meetings of the Society the guidelines as set out in the Rules and By-laws of the Society are to be used as to how meetings will be conducted.

In addition to the meetings of the Executive there shall be two other types of meetings.

- (i) An Annual General Meeting and
- (ii) Special General Meetings

(b) Only financial members shall be eligible to vote at Annual General Meetings or Special General Meetings.

(c) Resolutions of the above meetings will be tabled at the subsequent meeting of the Executive as decisions of that Meeting.

(d) The Annual General Meeting of the Society shall be held on the any day of the annual conference at a time and place to be determined by the Executive. A minimum of 1 month's notice of the date of any General Meeting shall be given. In the event that the Annual General Meeting cannot be held at the conference, the Executive shall nominate an alternate time to hold the Annual General meeting.

(e) The business of the Annual General Meeting shall be to:

- (i) Confirm the minutes of the preceding Annual General Meeting.
- (ii) Receive the President's report for the year since the last Annual General Meeting which summarizes the activities of the Executive for the year.
- (iii) Receive the Treasurer's report and the audited financial statements for the previous financial year, and approve the budget for the following year.
- (iii) Elect Executive Members as required.
- (iv) Announce the commencement of the term of elected Members.
- (v) Appoint an auditor for the next financial year.
- (vii) Approve and alter the Rules and By-laws.
- (viii) Conduct any other business placed on the agenda before the commencement of the meeting.

(f) A Special General Meeting shall be called by the Secretary and held within one month of receipt of a directive from the Executive or a written request from 25 financial Members or 5% of all the financial Members of the Society, whichever shall be the greater specifying the business to be conducted at the meeting.

(i) Written notice at which a special resolution is to be proposed shall be given at least 30 days prior to the date of the Special General Meeting and shall be distributed to all Society Members, displayed at the premises occupied by the Society and otherwise publicized as appropriate.

(ii) A quorum at any Annual General Meeting or Special General Meeting shall be 25 financial members or 25% of the total financial membership of the Society, whichever shall be the less.

(iii) No business shall be transacted at any meeting of the Society unless a quorum is present at the time the meeting proceeds with the proposed business and quorum shall be present from the beginning to the end of any meeting.

(v) If, within 30 minutes from the time appointed for a meeting, a quorum is not present, then, the doors shall be closed and all members present shall constitute a quorum for that meeting.

SECTION F: FINANCE, PROPERTY AND AUDIT

19. FINANCE

(a) All monies received shall be deposited into the Society's bank account at such bank as shall be determined from time to time by the Executive.

(b) The Society may borrow money from such banks or financial institutions and in such amounts as shall be approved from time to time by the Executive but the Society must not allow its borrowings at a particular time to exceed, in total, an amount equal to the current market value of all of its assets.

(c) The current market value of the property of the Society shall be the capital value determined by the Valuer-General of Canada.

(d) Cheques, withdrawal forms, or electronic fund transfers shall be signed by any two of the President, President-Elect, Vice President, Treasurer, Secretary or Officer of the Executive who has been appointed a duly authorized signatory by the Executive.

(e) The financial year of the Society shall be from 1 September in any year to the following 31 August.

20. ACCOUNTS

(a) The Executive must, as soon as practicable after the end of a financial year, ensure that financial statements are prepared and audited in respect of that financial year.

(b) If the Society is a Prescribed Society it must provide the Authority with a copy of the audited financial statements of the Society in accordance with the Regulations and the auditors report (together with accompanying material) in relation to the audit, on or before 30 September immediately following the financial year to which they relate.

21. AUDITOR

(a) An Auditor will be appointed by the Executive.

(b) The auditor will have the powers and duties required of him or her under the Act.

(c) The auditor is eligible for re-appointment from year to year.

(d) The Society will require the auditor to report in writing thereon to the Society at the next Annual General Meeting after the accounts have been audited in accordance with the provisions of the Act and the Regulations.

(i) whether he/she obtained the information required by him/her.

(ii) whether in the opinion of the auditor the accounts are properly prepared so as to give a true and fair view of income and expenditure of the Society for the relevant financial year, and so as to give a true and fair view of the assets and liabilities of the Society, and the general state of affairs of the Society, as at the end of that financial year.

22. INCOME AND PROPERTY OF THE SOCIETY

(a) The income and property of the Society, however derived, shall be applied solely towards the promotion of the objects and purposes of the Society and no portion thereof shall be paid or transferred directly or indirectly by dividend, bonus or otherwise to any Member of the Society.

(b) Nothing in the above position of this section shall prevent the payment in good faith to a Member of the Society of:

- (i) reasonable remuneration of a Member of the Society for work done by the Member for or on behalf of the Society;
- (ii) any payments or dispositions that are incidental to activities carried on by the Society in accordance or consistently with its objects; or
- (iii) reimbursement of any expenses incurred by the Society paid by a member.

SECTION G: MISCELLANEOUS

23. BRANCH SOCIETIES

(a) The society may establish and maintain one or more branch societies in accordance with Clause 31 of the Act.

(b) A branch society shall have the powers, not exceeding the powers of the society, that the society may from time to time confer.

(c) When a society establishes a branch society, it shall send immediately to the Secretary a notice setting out

- a. The date on which the branch society was authorized,
- b. The title, locality and powers of the society, and
- c. Any other information the Registrar requires,

And the society shall likewise notify the Registrar when a branch ceases to exist.

24. SEAL OF THE SOCIETY

(a) The Society shall have a common seal upon which its corporate name shall appear in legible characters.

(b) The seal shall not be used without the express authorization of the Executive, and every use of the seal shall be recorded in the minute book of the Society. The affixing of the seal shall be witnessed by the President.

25. WINDING UP

The manner in which the Society may be wound up is as follows:

- (a) Voluntarily:
 - (i) the Society passes a special resolution.
 - (ii) that the Society is unable to pay its debts.

26. DISTRIBUTION OF ASSETS UPON WINDING UP

If at the completion of a winding up of the Society there remain any surplus assets, such surplus assets will be used as directed by a Special General meeting.

27. AFFILIATION

The Executive may:

- (a) Make application for affiliation with such organizations and Societies whose objects are consistent with those of the Society and as the Executive from time to time thinks fit.
- (b) Elect representative(s) to attend meetings of such organizations and Societies aforesaid.
- (c) Invite representative(s) from such organizations and Societies aforesaid to attend any meetings of the Executive or of the Society.

28. CIRCUMSTANCES NOT PROVIDED FOR

- (a) If any circumstances arise as to which these Rules are:
 - (i) silent
 - (ii) incapable of taking effect, or
 - (iii) incapable of being implemented according to their strict provision

the Executive will have the power to determine what action may be taken to best give effect to the objects of the Society and to ensure its efficient administration.

- (b) Every act of the Executive taken in good faith under this clause will be as valid and effectual as if specifically authorize by these Rules.

BY-LAWS

A. ELECTION PROCESS FOR EXECUTIVE

1. Nominations and Elections:

- (a) Elections shall be by ballot prior to the AGM. Results will be announced at the Annual General Meeting (AGM).
- (b) The candidates to be elected to the Executive at any election shall be the candidates receiving the largest number of votes.
- (c) Only financial members may vote.
- (d) Each new Executive shall appoint a Returning Officer.
- (e) In the event that the number of nominations is less than or equal to the number of vacancies to be filled for a position, all Nominees for the position shall be appointed and any further vacancies shall be filled by co-option.
- (f) In the event that the number of nominations is more than the number of vacancies to be filled for a position, then all financial members shall be entitled to vote for the positions and the candidate with the greatest number of votes shall be appointed to the position.
- (g) Nominations must be made in writing to the Returning Officer by the due date.
- (h) In the event of tied votes for the final vacancy for any position the person elected shall be determined by lot by the Returning Officer.
- (i) In the event of elections of under Clause 13(d) becoming unevenly spread across odd and even years, then those Executive members gaining the greatest amount of votes shall be elected for a term of two years and the other members shall be elected for a term of one year.
- (j) In the event that the Executive would like to add additional executive members, a special election can be called to serve a certain purpose. During this special election, all procedures remain the same.