



DURHAM COLLEGE STUDENT ASSOCIATION BY-LAW NO. 1

(hereinafter referred to as the “By-Laws”)

1. GENERAL

Name

1.1 The official name of this organization is “Durham College Student Association.” hereinafter referred to as the “Corporation.”

Head Office

1.2 The head office of the Corporation will be in the City of Oshawa, in the Province of Ontario, and at such locations as may be determined from time to time by the Board.

Purpose

1.3. The Purposes of the Corporation are those identified in the Articles of Incorporation, as amended from time to time.

2. DEFINITIONS & INTERPRETATIONS

Definitions

2.1. In these By-Laws:

(a) “**Act**” shall mean the *Canada Not-for-profit Corporations Act, SC 2009, c 23*, as same may be amended, modified or replaced from time to time;

(b) “**Ad Hoc Committee**” means a committee created by the Board that is not the Management Committee, Standing Committee or the Elections Committee;

(c) “**Special General Meeting**” means a meeting of the Members at which Special Business is conducted;

(d) “**Annual General Meeting**” means an annual meeting of the Members at which

no Special Business is conducted;

(e) “**Articles of Incorporation**” means the letters patent for the Corporation as same may be amended or replaced from time to time;

(f) “**Corporation**” shall mean the “Durham College Student Association”;

(g) “**Board**” means the Board of Directors of the Corporation, as described in Section 6;

(h) “**Board Observers**” means the individuals listed in Section 6.7(a);

(i) “**Chairperson**” means the Chairperson of the Corporation, as described in Section 8;

(j) “**Collective Agreement**” is the current collective agreement entered into by the Corporation with the trade-union representing the full-time employees of the Corporation;

(k) “**Committee**” means either any Committee, including an Ad-Hoc Committee, as the context requires;

(l) “**College**” means Durham College of Applied Arts and Technology;

(m) “**CRO**” or “**Chief Returning Officer**” means the Chief Returning Officer of the Corporation described in Section 13;

(n) “**Compulsory Ancillary Fee Protocol**” means the Compulsory Ancillary Fee Protocol dated August 2017;

(o) “**Days**” shall mean calendar days and shall not include any public holidays, as defined in the Collective Agreement;

(p) “**Director**” means a member of the Board;

(q) “**Elections and Referenda Policy**” means the Policy of the same name established by the Board;

(r) “**Elections Committee**” means the committee described at section 12.6;

(s) “**External Director**” means a Director, as set out in section 6.8;

(t) “**External Student Organization**” means an organization with the purpose of representing post-secondary students and/or post-secondary student associations at the provincial, national or international level and that requires post-secondary

student associations to become members of the said external student organization;

(u) “**Financial Controller**” means the Financial Controller of the Corporation;

(v) “**Full-time student**” means an individual registered as a Post-Secondary Full-Time student at Durham College;

(w) “**General Manager**” means the General Manager of the Corporation;

(x) “**Member**” means a member of the Corporation, as set out in Section 3.1;

(y) “**Managing Director**” means the Director appointed from within the Board of Directors, as described at section 11.

(z) “**Ordinary Resolution**” means, with respect to a decision by the Board or Members, a resolution passed by at least a majority (50% +1) of the individuals present and entitled to vote;

(aa) “**Policy**” means a policy established by the Board pursuant to Section 20;

(ab) “**Policy Manual**” means the policy manual described in Section 20.5;

(ac) “**Properties**” means all properties and businesses of the Corporation;

(ad) “**Proposal**” has the meaning given to it in Section 5.7(a);

(ae) “**Secretary**” means the Secretary of the Board appointed under section 7.10.

(af) “**Request for Proposal**” means a document that solicits a proposal, often made through a bidding process, by the Corporation in procurement of a commodity, service, or valuable asset, to potential suppliers to submit business;

(ag) “**Special Business**” has the meaning given to it in Section 5.2(c);

(ah) “**Special Meeting**” means a meeting of the Members at which Special Business is conducted;

(ai) “**Special Resolution**” means, with respect to a decision by the Board or the Members, a resolution passed by at least two-thirds (2/3) majority of the individuals present and entitled to vote; and

(aj) “**Standing Committee**” means the committee listed in Section 12.8;

(ak) “**Management Committee**” means the group described at section 10; however, this group shall not be deemed to Directors.

(al) “**Meeting**” means any regular, special or other meeting of the Members, the Board, or a committee where a quorum of members is present and the members discuss or otherwise deal with any matter in a way that materially advances the business or decision making of the membership and the Board, or Committee;

(am) “**Good Academic Standing**” means that registration in a program of study with the College and has a cumulative grade point average of at least 2.0.

Number and Gender of Words

2.2 Unless the context requires otherwise, all pronouns and possessive adjectives used in these By-Laws, or any other official documents of the Corporation, shall refer to person of all gender identities, and all singular and plural meanings.

3. MEMBERSHIP

Members

3.1 (a) All Members, regardless of Member Class, shall be individuals registered as Full-time students with the College.

(b) Individuals shall cease to be Members, regardless of Member Class, when they cease to meet the requirements of Section 3.1(a).

(c) For the purpose of these By-laws, only Full-time students shall be Members and no other student registered at the College shall be considered a Member, except if a Referendum is passed in accordance with the Elections and Referenda Policy and any other Ministerial protocols.

(d) An External Director is exempt from being a Member.

(e) Notwithstanding section 3.1 (a), a Member of the Corporation who:

(i) is fulfilling a term of office as a Director; and

(ii) completes their program of study or takes a Leave of Absence from their program of study during their term of office as a Director;

shall not cease being a Member until they complete term of office for which they were elected. However, a member who is a member by virtue of this section, shall not be eligible to run as a candidate for a position either as a Director or Executive Office in an election which takes place while they are a member solely by virtue of this subsection.

(f) the maximum amount of time which a director may be a member by virtue of subsection (e) is five months after they cease to be a full-time student.

(g) For the greater certainty, a regularly scheduled break in the instruction is not a Leave of Absence in accordance with subsection (e), and a Member of the Corporation who is a Director or Executive Officer shall remain a Member of the Corporation during a regularly scheduled break in the instruction.

(h) For the purposes of subsection (e) and subject to subsection (g), the term "Leave of Absence" means a period of time where a student has decided not take a full time course load but intends to return to a full time course load in same program at a later date.

Responsibilities of Members

3.2 Members shall have the following responsibilities:

(a) to pay the fees set out in Section 4;

(b) to respect the objects of the Corporation as they are specified in Section 1.3 of these By-Laws; and

(c) to abide by these By-Laws and by any policies passed in accordance with these By-Laws.

Member Classes

3.3 (a) The voting rights of Members in each member class shall be defined in the Articles of Incorporation.

(b) The conditions for each Membership Class follows:

(i) The Class A members shall be enrolled in the Faculty of Business at Durham College.

(ii) The Class B members shall be enrolled in the Faculty of Health Sciences at Durham College.

(iii) The Class C members shall be enrolled in the Faculty of Media, Art and Design at Durham College.

(iv) The Class D members shall be enrolled in the Faculty of Skilled Trades, and Apprenticeship at Durham College.

(v) The Class E members shall be enrolled in the Faculty of Science

and Engineering Technology at Durham College.

(vi) The Class F members shall be enrolled in the Faculty of Hospitality and Horticulture at Durham College.

(viii) The Class G members shall be enrolled in the Faculty of Social and Community Services at Durham College.

(ix) The Class H members shall be enrolled in the Faculty of Liberal Studies at Durham College. (Corrected AGM 2023)

(c) In the event a Member changes their program of study, that Member may transfer to the relevant Member Class.

(d) Any Member ceasing to be a Member, in accordance with subsection 3.1(b), shall cease to be a Member of their Member class.

4. FEES

Membership Fee

4.1 (a) Purpose of the Membership Fee. The Membership Fee is the fee collected by the College on behalf of the Corporation, used to execute the operations and governance procedures of the Corporation.

(b) Approval of the Membership Fee. Any membership fee or other fees payable by the Members to the Corporation shall be set, amended or repealed by a majority vote of the Members in a referendum held in accordance with the Elections and Referenda Policy and Compulsory Ancillary Fee Protocol.

(c) Compulsory Ancillary Fee Protocol and the Operational Agreement. The method of collection, amount and agreement details with the College shall be set out in the effective Compulsory Ancillary Fee Protocol and the effective Operational Agreement between the College and the Corporation.

(d) Fee Amount. shall be determined by the Compulsory Ancillary Fee Protocol and posted on the Corporation's website.

(e) Excluded Programs. The Membership Fee does not include any amounts for any program facilitated by the College.

Other Fees

- 4.2 (a) The Corporation may, from time to time, facilitate the transfer of fees that are used to fund programs that serve the purposes of the Corporation and that benefit its Members.
- (b) Any fee levied on a Member must be duly approved by a referendum in accordance with the Elections and Referenda Policy and the Compulsory Ancillary Fee Protocol.
- (c) The other fees currently facilitated by the Corporation for the benefit of its Members are the following:
- (i) the health and dental plan fees;
 - (ii) the student center fee;
 - (iii) the riot radio fee.
- (d) The fee amounts at subsection 4.2 (c) shall be determined by the Compulsory Ancillary Fee Protocol and posted on the Corporation's website.

Third Party Fees

- 4.3 (a) If applicable, the Corporation shall collect on behalf of a provincial External Student Organization a per student per semester membership fee as set by the By-Laws of this provincial Corporation.
- (b) If applicable, the Corporation shall collect on behalf of a national External Student Organization a per student per semester membership fee as set by the By-Laws of this national Corporation.
- (c) The General Manager shall be responsible for insuring that remittances to External Student Organizations are made in accordance with the Corporation's agreements with such External Student Organizations.
- (d) The Corporation may not enter into a contract, join, or collect fee for an External Student Organization if that External Student Organization:
- (i) has by-laws, policies, procedures in place which would limit the rights of the membership under these By-laws to terminate the membership in the External Student Organization, unless that External Student Organization has policies that are subservient to these by-laws and only impose procedural conditions in terms of notice and fairness;

(ii) claims that the External Student Organization's by-laws supersede the by-laws of the Corporation;

(iii) makes a claim that it has the right to appoint officers to supervise the process of joining or leaving the External Student Organization, and that officer is subservient to CRO appointed under these By-laws;

(vi) that limits the number of members which can leave the External Student Organization within a sixty-month period of time;

(v) that claims that the Corporation becomes an internal operation or local of the External Student Organization;

(iv) that claims that the fees collected for the External Student Organization cannot appear on the financial statements of the Corporation; and

(iiv) is primarily focused on university students.

(e) Before joining any External Student Organization 30 days-notice shall be given by the Board to the membership by posting a request for comments on the website. The Board shall receive the comments and consider the comments before passing a resolution which would grant membership in such an External Student Organization.

(f) Notwithstanding subsection (e), a referendum shall be called to join any organization whose membership would require an additional fee to be collected.

(g) Notwithstanding section 23 and any other provision in these by-laws, the requirements of subsection (d) may only be amended by a special resolution put forward by the Board at each of two consecutive Members' Meetings, held at least eight months apart.

5. MEMBERS' MEETINGS

Member Rights and Responsibilities at Members' Meetings

5.1 (a) All Members of the Corporation shall be entitled to attend, and speak at, meetings of the Members of the Corporation.

(b) Only Members shall be entitled to move, second and vote on resolutions at a meeting of the Members of the Corporation.

(c) Notwithstanding anything to the contrary in the Act, Members must be present in person to participate at a meeting of the Members of the Corporation.

(d) People who are not Members of the Corporation may be excluded at a meeting of the Members of the Corporation by an Ordinary Resolution of the Members.

(e) Members may be exempt from the requirements in section 5.1 (c), by voting on resolutions at advanced polls provided by the Corporation.

Types of Meetings

5.2 (a) There shall be two types of meetings of the Members:

(i) Annual General Meetings; and

(ii) Special Meetings.

(b) The following business will be conducted at each Annual General Meeting:

(i) consideration of the financial statements;

(ii) consideration of the audit report, if any;

(iii) reappointment of the incumbent auditor, as applicable; and

(iv) if needed, reading into the record the results of the election of Directors (provided that such elections will be held in accordance with the Elections and Referenda Policy), and all other business will be deemed to be "Special Business".

(c) Special Business may also be conducted at an Annual General Meeting (in which case it shall be an Annual and Special General Meeting) or at a Special Meeting, provided that the notice of the meeting:

(i) states the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the Special Business; and

(ii) states the text of any Special Resolution to be submitted to the meeting.

Location and Time of Meetings

5.3 (a) Members meetings shall be called by the Chairperson of the Corporation and, subject to Section 5.3(b), shall be held at such time, on such day in each year and in such place (provided such place is in the Province of Ontario) as the Board may determine.

(b) The Corporation shall hold an Annual General Meeting in the fall semester, provided that the Annual General Meeting may be adjourned to the spring semester.

(c) The Corporation may hold a Members' Meeting by a mix of electronic means and in person meetings, in such the way as determined by the Board at the time the meeting is called.

(d) The Corporation shall hold advanced polls for Members to vote on proposed resolutions in order to give those unable to attend the meeting, because of academic obligations or otherwise, the opportunity to participate.

(e) Individuals who are not Members of the Corporation may be excluded at a meeting of the Members of the Corporation by an Ordinary Resolution of the Members.

(f) The general elections held in the Winter semester of every year shall be deemed a Members' Meeting for the purpose of electing Directors.

Requisitioning Meetings

- 5.4 (a) Members may requisition a meeting by a delivering a written requisition that:
- (i) is signed by at least 10% of the Members of the Corporation;
 - (ii) states the business to be transacted at the meeting; and
 - (iii) is delivered to the Chair and to the registered office of the Corporation.
- (b) Upon receipt of the requisition, the Board shall call forthwith a Special Meeting for the transaction of the business stated in the requisition, provided that the Board shall not be required to call a meeting where the requisition pertains to matters described in Section 5.7(d).

Notice of Meetings

- 5.5 (a) Notice of the time and place of a meeting of members shall be given to each Member entitled to vote at the meeting by the following means:
- (i) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
 - (ii) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

(b) In addition, a notice of a meeting, including the agenda showing business to be transacted, shall be advertised around campus using such means as the Board may determine at least one week in advance of the meeting.

(c) No minor immaterial error or omission in giving the notice of any meetings of the Members shall invalidate such meeting.

Agenda

5.6 The Secretary, in consultation with the Chairperson, shall be responsible for preparing the agenda for each meeting. The second item, after a call to order, on any agenda shall be ratification of the agenda.

Member Proposals

5.7 (a) Members representing at least 5% of the total membership entitled to vote at a meeting of the Members, as evidenced by a written requisition signed by such Members, may give the Board notice of any matter that such Members intend to raise at an upcoming meeting of the Members, including the wording of a resolution to be moved at the meeting and a statement of not more than 1,000 words with respect to the matter referred to in the proposed resolution.

(b) The Corporation will include the Proposal on the agenda for the meeting and will circulate a copy of the Proposal to all Members entitled to attend the meeting with the notice of the meeting; provided that where it is not practicable to send the Proposal at the same time as the notice of the meeting is sent, the Proposal shall be sent as soon as practicable thereafter.

(c) The Directors are not bound under this section to give notice of any Proposal that is delivered less than 10 days (or such longer period as may be set out in the Act) prior to the meeting.

(d) The Directors are not bound under this section to give notice of any Proposal where:

(i) it clearly appears that the primary purpose of the Proposal is to enforce a personal claim or redress a personal grievance against the Corporation or its Directors, Officers, or Members;

(ii) it clearly appears that the Proposal does not relate in a significant way to the activities or affairs of the Corporation;

(iii) substantially the same Proposal was submitted to Members in a notice of a meeting of the Members held not more than two years before the receipt of the Proposal and the Members that requisitioned the similar Proposal

failed to present the Proposal at the meeting or the Proposal was defeated;
or

(iv) the rights conferred by this section are being abused to secure publicity.

(e) If the Corporation refuses to provide notice of the Proposal, it shall, within 10 days after the day on which it receives the Proposal, notify the Members submitting the proposal of its refusal to provide notice of the Proposal and of the reasons for the refusal.

Quorum

5.8 (a) Quorum in the case of a meeting shall be equal to 1% of all Members entitled to vote on the business being transacted.

(b) A quorum, as defined by the By-Laws shall be present for any business to be conducted at a meeting. All business transacted in the absence of quorum is null and void.

(c) If quorum is not present at a Members meeting, or if quorum is lost during a meeting, the Chairperson shall, after waiting a reasonable amount of time for quorum to be established or re-established, adjourn the meeting.

(d) If a Members' Meeting is held in accordance with section 5.3 (c) or if Members choose to exercise their right to vote in accordance with section 5.1 (e), quorum is calculated only by those members who vote in the electronic system and not those who are present at any in person session.

Conduct of Meeting

5.9 (a) The rules contained in *Robert's Rules of Order Newly Revised (12th Edition)* shall govern all Members meetings, to the extent that they are not inconsistent with the By-Laws and the policies of the Corporation.

(b) Every Members meeting shall be presided over by the Chairperson (or such other chairperson as the Board may appoint under these By-Laws) who shall adjudicate all questions concerning the conduct of the meeting.

(c) Minutes shall be taken and will be made available in the Corporation's office as soon as reasonably practicable after the meeting, provided that such minutes will be clearly marked as "Draft (subject to ratification at next Members meeting)" until they are ratified at the next Members meeting.

Decision-making

- 5.10 (a) All decisions of the Members shall be made in the form of resolutions duly recorded in the minutes.
- (b) Any vote taken at a Members meeting shall be voted on by the Members who are present at the meeting or those who choose to participate in accordance with sections 5.3(c) or 5.3(d).
- (c) Section 5.10 (b) shall not apply if the Members Meeting is held in accordance with section 5.3 (c) 5.3 (d).
- (d) Unless otherwise provided in these By-Laws or the Act, motions must be approved by Ordinary Resolution of the Members. Where a vote is tied, the motion fails.
- (e) Voting shall be by a show of hands. unless the Members meeting is held in accordance with section 5.3(c) and 5.3(d).
- (f) The Chairperson is not entitled to a second or deciding vote.
- (g) Members shall vote collectively, regardless of Member Class, on resolutions affecting the Corporation, except when Members from a particular Member Class must vote on a resolution affecting their Member Class.

Absentee Voting

- 5.11 (a) No Member may assign proxy to another Member to vote or participate on behalf of a Member at any Meeting of the Members.
- (b) The Corporation shall not collect, count and report the results of any vote by proxy cast at any Meeting of the Members.
- (c) If a Members meeting is held in accordance with section 5.3 (c) or 5.3(d), a vote by electronic means is not a vote by proxy.
- (d) Members that choose to exercise their vote in accordance with section 5.1
- (e) shall not be deemed to have voted by proxy.

Representatives at Other Meetings

- 5.11 (a) The Corporation shall send a minimum of two (2) delegates at all general meetings of a provincial students' association to which it belongs. Such delegates shall be chosen by way of resolution of the Board.

(b) The Corporation shall send a minimum of two (2) delegates at all general meetings of a national students' association to which it belongs. Such delegates shall be chosen by way of resolution of the Board.

6. BOARD OF DIRECTORS

Election

6.1 The Directors shall be elected by the Members by way of an election held in accordance with the Articles of Incorporation, Section 19 and the Elections and Referenda Policy.

Powers of the Board

6.2 The Board shall manage the affairs and activities of the Corporation.

Responsibilities of Directors

6.3 Every Director in exercising his or her powers and discharging his or her duties to the Corporation shall:

- (a) act honestly and in good faith with a view to the best interests of the Corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Delegation

6.4 Directors may not delegate any of their powers, duties and functions, except to the extent permitted by law and by these By-Laws.

Composition and Size of the Board

6.5 (a) *The members of the Board, each a Director, shall be:*

- (i) one (1) Director elected by Class A Members.
- (ii) one (1) Director elected by Class B Members.
- (iii) one (1) Director elected by Class C Members.
- (iv) two (2) Director elected by Class H, D and E Members.
- (v) one (1) Director elected by Class F Members.
- (vi) one (1) Director elected by Class G Members.
- (viii) one (1) External Director appointed by the Board. (amended AGM 2025)

- (b) The following are non-voting members of the Board by virtue of their office:
 - (i) the Chairperson;

(ii) the General Manager; and

(iii) the Financial Controller

(iv) the Managing Director, after their term as a director has expired but whose term as the Managing Director has not expired.

The non-voting members have the right to attend all Board meetings, and to have a full voice at all such meetings but shall not vote.

Disqualification

6.6 The following are disqualified from being a Director of the Corporation and, if already a Director, will be deemed to vacate the office upon becoming disqualified:

(a) a person who is not a Member of the class which they were elected by;

(b) a person who is under 18 years old;

(c) a person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;

(d) a person who has been found to be incapable by any court in Canada or elsewhere;

(e) a person who has the status of bankrupt;

(f) is not in good standing with the College, academic or otherwise; or

(g) a person who has been convicted of an indictable offence within the past five years under the Criminal Code for which an absolute or conditional discharge, a pardon or a record suspension has not been granted, or a record of offence for any offence regarding property, public order, contracts or trade, sexual offences, or against the person under the Criminal Code for which an absolute or conditional discharge, a pardon or a record suspension has not been granted.

Board Observers

6.7 (a) Board Observers shall include:

(i) the administrative staff of the Corporation;

(ii) one representative from the union of the Corporation's unionized employees, if any.;

(iii) two representative(s) from the College, which may be either or both a

College alumnus or faculty member; and

(iii) others who are granted observer status by the Board at the beginning of a given Board meeting.

(b) Board Observers shall not have voting rights and shall only be granted speaking rights at the discretion of the Chairperson. Board Observers shall not have the right to remain present for 'in-camera' sessions of the Board except with the approval of the Chairperson, but never when such sessions pertain to the remuneration of such Board Observers.

(c) Board Observers shall be exempt from the disqualification under subsection 6.6 (a).

External Directors

6.8 (a) In the month of May of each year, the Directors shall appoint an External Director to the Board.

(b) The Directors shall invite candidates from outside the Corporation's membership to demonstrate interest in becoming an External Director.

(c) To qualify for the External Director position, the candidate must be a College alumnus and must be in good standing with the College.

(d) Preference for the appointment of the External Director shall be given to a College alumnus that is a local business person or public servant.

(e) Candidates may apply to the External Director position by sending a resume to the Directors, demonstrating their qualifications and association to the Corporation.

(f) The Board members shall review every application for the External Director position and create a shortlist of candidates.

(g) The Board may decide to delegate the task of creating a shortlist of candidates for the External Director position to a group of Board members.

(h) The Board members shall vote on the selection of the External Director candidate by way of Resolution.

(i) An External Director shall be exempt from the disqualification under subsection 6.6 (a).

(j) The External Director shall not be a member of the Corporation at the time of appointment and for the duration of their term of office. (amended 2023 AGM)

Term of Directors and Removal of Directors

- 6.9 (a) (i) The term of office of the Directors shall be one year, beginning on May 1 and ending on April 30 the following year, provided that a Director shall continue to hold office until a successor is duly elected pursuant to the By-Laws, and unless the Director is disqualified under these By-Laws from being a Director or is otherwise removed or resigns in accordance with these By-Laws.
- (ii) Notwithstanding subsection (i) should a Director be absent for more than three (3) consecutive Board of Directors' meetings without being authorized to do so by a resolution of the Board of Directors, then that Director shall be deemed to have resigned from their office.
- (b) A Director may only be removed by:
- (i) an Ordinary Resolution passed by the class of Members at a meeting of the Members desirous to remove its elected Director;
 - (ii) an order from a Court;
- (c) In the event that Director wishes to resign before the completion of their mandate, they must inform the Secretary in writing at the earliest opportunity.
- (d) Should a Director not able to resign in person, then that Director's Legal Counsel, duly licensed under the Law Society Act, and acting on that Director's direction may resign on their behalf.
- (e) The Board may call a Members' meeting to propose the removal of a Director that is absent from three (3) or more consecutive meetings of the Board, without valid reason.
- (f) Should a candidate for a Director position who has been elected:
- (i) not attend all training sessions organized for the new Board members; and
 - (ii) be absent from the first Board Meeting after the Board has been duly composed; or
 - (iii) not attend two Board Meetings after the Board has been duly composed, if there has not been any Board training sessions,
- then the Board may call a Members' meeting to propose the removal of that candidate Director.

(g) A Member who is elected or appointed to hold office as a Director is not a Director, and is deemed not to have been elected or appointed to hold office as a Director, unless they have consented to hold office as a Director in writing 30 days after the day on which the election or appointment took place.

(h) In the event that a Member has accepted the role of Director in accordance with subsection 6.9 (g), the Board shall hold a Meeting of the Members and propose an Ordinary Resolution to remove the Director elect in question as a Director of the Corporation for violating any of the provisions at subsection (f).

(i) In the event that a Member has not accepted the role of Director in accordance with subsection 6.9 (g), the Board may remove the Director elect in question for violating any of the provisions in subsection (f).

(j) Notwithstanding any of the provisions at subsection (f), the Board may extend the timeframe 30 days if there is a valid reason to do so.

Vacancies

6.10 A vacancy on the Board shall be filled by either a by-election in accordance with the Elections and Referendum Policy. In the interim, the remaining Directors on the Board shall be recognized as the Board with quorum requirements reduced accordingly.

Attendance at College

6.11 (a) Directors shall be a full-time student of the College and a Member of the Corporation at the time of their Election.

(b) Directors may not be enrolled in at another academic institution, other than College, during the term of their office.

(c) Directors that are registered in pre-approved courses from other institutions that specifically provide credit towards a College certificate or diploma for their declared program of study are exempt from subsection 6.11 (b) above.

7. BOARD MEETINGS

Participation

7.1 (a) Personal attendance at all Board meetings convened pursuant to this Section 7 is mandatory, save for just and proper cause, for all Directors.

(b) No Director may assign proxy to another Director.

(c) Directors are required to keep themselves informed of any and all upcoming meetings of the Board.

(d) Directors shall provide the Chairperson with their complete mailing addresses, email address and home and work telephone numbers upon taking up their duties.

Location and Time of Meetings

7.2 (a) Meetings of the Board may be convened:

(i) at the call of the Chairperson or by five (5) or more Directors, by submitting a written request to the Chairperson; or

(ii) At regular monthly intervals unless otherwise determined by the Board of Directors.

(b) Despite Sections 7.2(a), a meeting shall be deemed to be properly convened if:

(i) all Directors are present and consent to a meeting being held; or

(ii) all absent Directors consent to a meeting being held in their absence.

Notice

7.3 (a) Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Corporation not less than 7 days before the time when the meeting is to be held by one of the following methods:

(i) delivered personally to the latest address as shown in the last notice that was sent by the Corporation in accordance with Section 128 of the Act (Notice of directors) or 134 of the Act (Notice of change of directors);

(ii) mailed by prepaid ordinary mail to the director's address as set out in (a);

(iii) by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or

(iv) by an electronic document in accordance with Section 17 of the Act.

(b) Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-Laws otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

Agenda

7.4. The Secretary, in consultation with the Chairperson, shall be responsible for preparing the agenda for each Board meeting. The second item, after a call to order, on any agenda shall be ratification of the agenda.

Quorum

7.5. (a) A quorum in the case of a meeting of the Board shall constitute 50% of all Directors.

(b) Quorum shall be present for any business to be conducted at a Board meeting. All business transacted in the absence of quorum is null and void.

(c) If quorum is not present at a meeting of Board, or if quorum is lost during a meeting, the Chairperson shall, after waiting a reasonable amount of time for quorum to be established or re-established, adjourn the meeting.

(d) If quorum is not present and urgent decisions are required, the Chairperson shall call a new meeting subject to the required notice periods in Section 7.3(a).

(e) Minutes shall be taken and retained at the Corporation's offices.

Conduct of Meetings

7.6 (a) The rules contained in *Robert's Rules of Order Newly Revised (12th Edition)* shall govern all Board meetings, to the extent that they are not inconsistent with the By-Laws and the policies of the Corporation.

(b) Every Board meeting shall be presided over by the Chairperson who shall adjudicate all questions concerning the conduct of the meeting.

(c) If the Chairperson and the Deputy Chairperson are absent from the Board meeting, then the Directors present at the Board Meeting will elect by Ordinary Resolution a person to preside over that meeting.

Decision-making

- 7.7 (a) All decisions of the Board shall be made in the form of resolutions duly recorded in the minutes.
- (b) Any vote taken at a Board meeting shall be voted on solely by the Directors who are present at the meeting.
- (c) Unless otherwise provided in these By-Laws or the Act, motions must be approved by Ordinary Resolution of the Directors.
- (d) Voting shall be by a show of hands at all Board meetings, except in respect to the appointment of the Managing Director and the appointment of the CRO in which case a secret ballot shall be taken.
- (e) All Directors, except where precluded under Section 15, shall have the right to one vote at meetings of the Board.
- (f) Any decision required to be made by the Board by way of an Ordinary Resolution or Special Resolution may be made by way of a resolution in writing signed by all the Directors.

Secret Ballot

7.8 Where a secret ballot is required, the Board shall ensure that the ballot is conducted in a manner that ensures confidentiality.

Tie Vote

- 7.9. (a) In the event of a tie at the Board of Directors on a vote which is (i) a final disposition of a matter; and (ii) not regarding the position of the Chair, the Chair shall break the tie in any manner which the chair considers proper.
- (b) In the event of a tie at the Board of Directors on a matter which is not the final disposition of a matter, the Chair shall break the tie in a manner which the chair believes would allow the Board the opportunity for further debate and exploration on the matter.
- (c) in the event of a tie at the Board of Directors on a matter which is regarding the position of the Chair, the motion has failed. (amended 2023 AGM)

Secretary of the Board

7.10 The Board shall hire and appoint, by Ordinary Resolution, a Secretary in an offer of employment or as part of the duties of an existing employee. The Secretary shall have the following duties and responsibilities in addition to those described in their employment agreement:

- (a) record, without note or comment, all resolutions, decisions and other proceedings of the Board;
- (b) if required by any Director present at a vote, to record the name and vote of every Director voting on any matter or question;
- (c) keep the originals or copies of all by-laws and of all minutes of the proceedings of the Board and forward these documents to the Corporation's solicitor;
- (d) any additional functions the Board may deem necessary.

8. CHAIRPERSON

Accountability

8.1. The Chairperson will be offered an employment agreement after fulfilling the requirements set out in section 8.5 and will be directly accountable to the Board of Directors in the employment context.

Term of Office and Removal

- 8.2. (a) The term of office of the Chairperson shall be from May 1 to April 30, unless the Chairperson is removed by the Board, the Members at a Members' Meeting or is otherwise disqualified under these By-Laws.
- (b) A Chairperson may only be removed:
- i) by a Special Resolution passed by the Members at a meeting of the Members; or
 - ii) by a Resolution passed by the Directors and in accordance with the Chairperson's Employment Agreement.

Role and duties

8.3 The Chairperson shall be offered an employment agreement detailing the extent of their duties and the terms of their employment with the Corporation. In addition to the terms described in their employment agreement, the Chairperson shall:

- (a) preside over Board meetings and Members' meetings, in particular by:
 - (i) applying *Robert's Rules of Order Newly Revised (12th Edition)* at meetings and informing Members and Directors of appropriate procedures when necessary; and
 - (ii) interpreting the By-Laws as they pertain to the conduct of meetings;
- (b) act as the representative of the Corporation both within and outside the College, and in conjunction and subject to limits as the Board of Directors shall appoint;
- (c) uphold, promote and further the interests of the Corporation;
- (d) maintain a file specifically related to their portfolio that will be useful to their successors to the position;
- (e) co-ordinate those committees for which they are the Chair;
- (f) have a working knowledge of the Corporation's By-Laws and policies;
- (g) abide by all policies of the Corporation, as determined by the Board; and
- (h) promote public involvement in the Corporation activities;
- (i) participate in and foster activities that enhance the economic, social and environmental well-being of the Corporation and its Members;
- (j) provide leadership, information and recommendations to the Board regarding the finances, programs and services of the Corporation.
- (k) Foster relationship with and gain knowledge of the processes of the College to better advise and inform the Board of Directors on the processes of the College.
- (l) present a brief report at every Board meeting and a final report on their activities at the Annual General Meeting (once adopted, this final report will be retained by the Corporation).

Executive Officer

8.4 The Chairperson shall be deemed an Executive Officer.

Election

8.5 The Chairperson shall be elected by the Members during the general elections in the Winter semester.

Eligibility

8.6 The Chairperson must be a Member of the Corporation at the time of their election and for the duration of their term of office.

Remuneration

8.7 (a) The Chairperson position shall be part-time, up to 25 hours a week, except from:

(i) the first day in May until the Second Friday in May;

(ii) the third Monday in August to the second Friday in September and

(iii) the first day of operations in January to the second Friday in January where the position will be 37.5 hours a week.

(b) The Chairperson shall be paid vacation and other leave as outlined in the Non Union Manager and Corporate Officers Renumeration Policy. (amended 2023 AGM)

Time Commitment

8.8 The Chairperson position shall be full-time, up to 40 hours a week, from May 1st to September 15th of every year and shall be part-time, up to 20 hours a week, from September 15th to April 30th of every year.

Ceasing to Hold Office

8.9 The Chairperson shall cease to hold office when they resign or when section 8.2(b) is enacted.

Discipline

8.10 The Board may discipline the Chairperson in accordance with section 18.

Decision to Remove the Chairperson

8.11 The Board shall consult with the Corporation's solicitor before utilizing section 8.2(b) and 18.

Vacancies

8.12 If a vacancy occurs, as a result of the action set out in 8.8 or otherwise, the Board

shall have the discretion to hire or appoint a Member or non-member to become the Chairperson.

Deputy Chairperson

8.13 The Board shall immediately after the appointment of the Managing Director appoint a Deputy Chairperson, the Deputy Chairperson shall:

- (a) be an associate of the Chairperson in the affairs of the Corporation, upon the request of the Chairperson;
- (b) In the absence of the Chairperson, or at the Chairperson's request, the Deputy Chairperson shall be chairperson of the Board.
- (c) The Deputy Chairperson shall continue in office until (i) removed by special resolution of the Board of Directors; (ii) the April 30th of each year.

9. SENIOR MANAGERS

Positions

9.1 The Senior Managers of the Corporation are:

- (a) the General Manager; and
- (b) the Financial Controller.

Eligibility Requirements

9.2 The following are requirements to become a Senior Manager:

- (a) General Manager. The General Manager shall be hired by the Board and shall have an employment agreement describing the terms of their employment. Moreover, the Senior Managers Policy shall describe the terms of the General Manager's office.
- (b) Financial Controller. The Financial Controller shall be hired by the Board and shall have an employment agreement describing the terms of their employment. Moreover, the Senior Managers Policy shall describe the terms of the Financial Controller's office.

Vacancies

9.3 Vacancies occurring for the General Manager and Financial Controller offices shall be filled using the Selection and Recruitment Policy.

General Manager

9.6 The General Manager shall have the following duties:

- (i) Exercising general control and management of the affairs of the Corporation for the purpose of efficient and effective operations of the Corporation.
- (ii) Recommending a course of action or policy to the or the Board regarding the general control and management of the Corporation;
- (iii) Managing all staffing and human resource affairs of the Corporation;
- (iv) overseeing the strategic direction of all staff of the Corporation.
- (v) Act as the point of contact with all staff of the Corporation;
- (vi) Act as the point of contact with Uniform Local 222 for all labour relations, including but not limited, to grievances and collective agreement bargaining;
- (vii) Give instructions to the Corporation's legal counsel on all legal matters of the Corporation;
- (viii) Execute all agreements between the Corporation and third parties;
- (ix) Manage the Management Committee, in order to accomplish their goals and duties;
- (x) Facilitate Board meetings and meetings; (xi) Overseeing the Corporation's Health Plan; and
- (xii) Facilitate training for the Board and the Chairperson.

Financial Controller

9.5 The Financial Controller shall have the following duties:

- (i) Facilitating the entirety of the Corporation's finances;
- (ii) Developing budgets for the Corporation;
- (iii) Monitoring the financial procedures of the Corporation, as outlined in the Financial Administration Policy;

- (iv) Managing the Corporation's procurement practices as outlined in the Financial Administration Policy;
- (v) Facilitating payroll for the Corporation;
- (vi) Facilitating expenditures for the Corporation;
- (vii) Coordinating with the others on common projects;
- (viii) Advising the Board on the appointment of an auditor for the Corporation;
- (ix) Reporting to the Board;
- (x) Attend Finance Committee meetings to help make determinations at such meetings;
- (xi) Recording the agreements between the Corporation and third parties; and
- (xii) Any other duty assigned to the Financial Controller in their employment agreement, the Senior Manager Policy and/or the Financial Administration Policy.

10. MANAGEMENT COMMITTEE

Composition

10.1 Members of the Management Committee shall be:

- (a) the Chairperson;
- (b) the General Manager; and
- (c) the Financial Controller.

Powers of the Management Committee

10.2 (a) Subject to Section 10.2(c), the Management Committee shall have the following powers:

- (i) To act in place of the Board in dealing with financial business with respect to matters involving amounts less than \$50,000, except in circumstances which, in the opinion of the majority of the Management Committee, warrant the calling of a special meeting of Board;

(ii) To act in place of the Board in dealing with other routine business of the Corporation, except the following circumstances, which warrants a determination by the Board:

(a) Entering into any binding agreement for a duration of more than six (6) month and/or an amount of \$50,000.00;

(b) Any other financial obligations mentioned in the Financial Administration Policy; (c) Determining the positions of the Corporation regarding the Operating Agreement with the College

(iii) To act in the place of the Board in entering into binding agreement of up to the amount of \$75,000 where the Board:

(i) anticipated the expense; and

(ii) authorized the Management Committee to enter into agreement.

(iv) Such other powers as may be specifically delegated by the Board by way of Special Resolution. (Amended 2022 AGM)

(b) The signing authority of the Management Committee shall be as set out in Section 17.2.

(c) Notwithstanding anything to the contrary herein, the Board may not delegate to the Management Committee the powers to:

(i) submit to the Members any question or matter requiring the approval of the Members;

(ii) fill a vacancy among the Directors or in the position of auditor or of a person appointed to conduct a review engagement of the corporation;

(iii) appoint additional Directors;

(iv) issue debt obligations except as authorized by the Directors;

(v) approve any financial statements or the budget;

(vi) adopt, amend or repeal by-laws; or

(vii) establish contributions to be made, or dues to be paid, by Members.

Responsibilities of the Management Committee

10.3 (a) The Management Committee shall be responsible for:

- (i) administering the day-to-day affairs of the Corporation in accordance with the applicable policies of the Corporation at Article 20 and the direction dictated by the Board;
- (ii) implementing and abiding by the policies of the Corporation;
- (iii) upholding the By-Laws of the Corporation;
- (iv) monitoring the actions of Committees of the Board;
- (v) distributing among themselves the responsibilities of any Management Committee Member who is temporarily unable to act;
- (vi) coordinating the actions of each Management Committee Member;
- (vii) implementing any and all decisions of the Board;
- (viii) reporting to each meeting of the Board and acting accordance with any decisions of the Board; and
- (ix) performing such other functions as the Board may determine.

Spent provision

10.4 Spent Provision

Designation

10.5 The Management Committee shall be considered a committee of the Board, but the members of the Management Committee shall not be deemed Directors.

Decision-Making and Record-Keeping

10.6. Management Committee decisions shall be made by consensus and shall be recorded in writing, with the option of being done by email. Consensus shall be when all Senior Managers agree. Any matter that cannot be reached by consensus must be taken to a vote at the Board.

Meetings

10.7 The Management Committee may meet at their discretion at the request of any of its members or by the Board.

11. MANAGING DIRECTOR

Accountability

11.1 The Managing Director shall be accountable directly to the Board of Directors.

Term of Office

11.2 The Managing Director shall be from June 1 to May 31, unless the Managing Director is removed by the Board, the Members at a Members' Meeting or is otherwise disqualified under these By-Laws.

Role and duties

11.3 The Managing Director shall:

- (a) approve the expenses of the Senior Managers;
- (b) provide information to the Board of Directors about staff and Senior Managers and liaise between the Board and the Senior Managers when necessary;
- (c) together with the Chairperson and the Financial Controller prepare the annual budget of the Corporation;
- (d) provide leadership to the Standing Committee;
- (e) other duties as assigned by the Board of Directors.

Appointment

11.4 The Managing Director shall be a duly elected Director and shall be appointed by the Board at the first Board Meeting.

Eligibility

11.5 The Managing Director must be a Director at the time of their appointment and for the duration of their term of office.

Remuneration

11.6 (a) The Managing Director shall receive such compensation, the amount of which shall be set by a resolution of the Board.

(b) The Managing Director shall not receive any monetary or in-kind benefits other than the compensation referred to in Section 11.7(a) without the consent of the Board. This shall not affect the use of Corporation facilities and funds reasonably associated with the carrying out of their duties.

Time Commitment

11.7 The Managing Director position shall be part-time, up to 15 hours a month, from June 1st to May 31th of every year. (amended by the board, not confirmed by the membership)

Ceasing to Hold Office

11.8 The Managing Director shall cease to hold office when they resign or when section 11.9 is enacted.

Removal of the Managing Director

11.9 The Board may remove a Managing Director by a $\frac{3}{4}$ majority vote at a Board meeting if:

- (a) the Managing Director does not comply with the Act, the Articles of Incorporation or any by-law or resolution of the Corporation;
- (b) the Board is of the opinion that the Managing Director is incapable of performing their functions because of sickness or absence; or
- (c) the Board believe that the removal of the Managing Director is in the best interest of the Corporation.

The Managing Director's position as a duly elected Director will not be affected by the removal provisions above. A Director may only be removed from their position in accordance with section

6.9. The Managing Director office becomes vacant if the Managing Director is no longer a director of the corporation by resignation or removal under these by-laws, but not expiry of their term of office.

Discipline

11.10 The Board may discipline the Managing Director in accordance with section 18.

Decision to Remove the Managing Director

11.11 The Board shall consult with the Corporation's solicitor before utilizing section 11.10 and 18.

Vacancies

11.12 If a vacancy occurs, as a result of the action set out in 8.8 or otherwise, the Board shall have the discretion to hire or appoint a Member or non-member to become the Chairperson.

12. STANDING COMMITTEE, ELECTION COMMITTEE AND AD-HOC COMMITTEES

Purpose

12.1 The Committees used to assist the Board and staff of the Corporation in governing the Corporation and to give Members the opportunity to participate in the affairs of the Corporation.

12.2 Deleted

12.3 Deleted

Authority of the Committees

12.4 Any decision of any Committee must be approved by the Board before it has any force or effect. All decisions of such Committees shall be cast in the form of recommendations and presented to the Board, with a report, for approval.

General

12.5 (a) Each Committee shall obtain, as is reasonable, input on projects within its mandate from Members of the Corporation and, where appropriate, from outside sources.

(b) In the event of the failure of a voting member of a Committee to attend two meetings during their term either in person, the Chair of the Committee shall remind the member in writing of their duty to attend Committee meetings. If, after notice has been given, a subsequent meeting be missed by the member, the Chair may, at the discretion of the other members of the Committee, remove the member from the committee.

Composition

12.6 (a) The Standing Committee shall be composed of:

- (i) The Managing Director as the Chair;
- (ii) at least three Directors appointed by the Board;
- (iii) the Chairperson, Deputy Chairperson, and General Manager.

(b) The Elections Committee shall be composed as set forth in Elections Policy.

Quorum

12.6 (a) In any Committee of the Corporation with a composition not exceeding 3 members, all voting members must be present in person for business to be transacted.

(b) In any Committee of the Corporation with a composition exceeding 3 members, a majority of one-half plus one must be present in person for business to be transacted.

(c) All business transacted in the absence of quorum is null and void.

Conduct of Meetings

12.7 (a) The rules contained in Robert's Rules of Order Newly Revised (12th Edition) shall govern all Committee meetings, to the extent that they are not inconsistent with the By-Laws and Policies of the Corporation.

(b) Every Committee meeting shall be presided over by the Managing Director of the Committee who shall adjudicate all questions concerning the conduct of the meeting.

The Standing Committee Responsibilities

12.8 The Standing Committee shall be the general committee of the Board of Directors and shall be responsible for:

- (a) reviewing the finances of the corporation including the budget, financial statements, and the audit;
- (b) reviewing the services of the corporation, including proposals for new services and realignment of services;
- (c) review and recommend changes to any by-laws and policies of the Corporation;

- (d) Providing forums for substantial policy discussion of the finances, services and policies of the Corporation;
- (e) Making policy recommendations to the Board; and
- (f) other items which the Board may ask the Committee to review.

Elections Committee

12.9 The Elections Committee is responsible for the duties as contained in the Elections Policy.

13. CHIEF RETURNING OFFICER

Appointment

13.1 The Elections Committee shall appoint a Chief Returning Officer to preside over elections, by-elections and referenda of the Corporation, provided that such appointment must be ratified by an Ordinary Resolution of the Board.

Eligibility Requirements

13.2 The CRO may be a Member, non-Member or an outside organization.

Term of Office

13.3 The term of office of the CRO shall be determined by the Elections Committee for any given year.

Role

- 13.4 (a) The powers and duties of the CRO shall be set out in the Elections and Referenda Policy.
- (b) The CRO shall report to the Elections Committee. Appeals of decisions of the CRO may be made to the Elections Committee in accordance with the Elections and Referenda Policy.
- (c) The CRO may delegate any of his or her powers, duties and functions as she or he sees fit to deputy returning officers or elections staff, provided that such people are not Directors nor do they hold an office as the Chairperson or staff position within the Corporation.

Remuneration

13.5 The CRO shall receive compensation as set by the Elections Policy.

Vacancy

13.6 In the case of a vacancy of the CRO, the Elections Committee may appoint a new CRO as soon as reasonably possible in all cases, but in no later than 10 days after a vacancy that occurs during an election, provided that such appointment shall be ratified by the Board.

Ceasing to Hold Office

13.7 In the event that a CRO wishes to resign before the completion of their mandate, they must inform the Elections Committee in writing at the earliest opportunity.

Removal of the Chief Returning Officer

13.8 The Board or the Members, at a Board Meeting or a Meeting of the Members, may remove a CRO by a Special Resolution if:

- (a) the CRO does not comply with the Act, the Articles of Incorporation or any By-Law or resolution of the Corporation; or
- (b) the CRO is incapable of performing their functions because of sickness or absence.

14. STAFF POSITIONS AND PERSONNEL POLICIES

Role of Employee, staff and volunteers

14.1 It is the role of the employees, staff, and volunteers of the Corporation to:

- (a) carryout the programs, services, and activities of the Corporation in accordance with the policies and decisions of the Management Committee and the Board;
- (b) undertake research and provide advice to the Management Committee and Board; and
- (c) to carry out all other duties under the By-laws, and policies of the Corporation.

Staffing Decisions

14.2 (a) The General Manager shall determine the Corporation's requirements and create and approve such paid and volunteer positions as are deemed necessary, subject to complying with the approved budget of the Corporation and Board

approval.

(b) To fill new or existing positions, the General Manager can create an ad-hoc hiring committee of any composition, as long as it is consistent with any applicable collective agreement).

(c) Each employment position created by the Corporation must have terms of reference and an explicit job description prepared by the General Manager.

(d) All employees, or prospective employees, shall be in good standing with the College.

Collective Agreement

14.3 (a) This Section 14 shall be subject to the Collective Agreement involving the Corporation, if any.

(b) The Corporation will act in a manner consistent with the Collective Agreement, if applicable, when dealing with employees and employee issues.

15. CONFLICTS OF INTEREST & CONFLICTS BETWEEN GOVERNING DOCUMENTS

Conflict of interest - generally

15.1 A conflict of interest arises when a Director or a Management Committee member:

(a) has an interest in a contract to which the Corporation is a party;

(b) is a director or an officer of, or has a material interest in, any person or organization who is a party to a material contract or transaction with the Corporation; or

(c) is a director or officer of another student union at any other academic institution.

Procedures upon declaring a conflict

15.2 If any Director or Management Committee member is faced with a situation where an existing or potential conflict of interest, that member:

(a) shall, prior to any consideration of the matter at the meeting, disclose the interest and the general nature thereof;

(b) shall not take part in the discussion of, or vote on any question in respect of the matter;

(c) shall not attempt in any way whether before, during or after a Meeting to influence the voting on any such question.

(d) Where the meeting referred to in subsection (c) is not open to the public, in addition to complying with the requirements of that subsection, the Director or Management Committee Member shall forthwith leave the Meeting or the part of the Meeting during which the matter is under consideration. The declaration of interest shall be public, even if the declaration was made in closed session.

(e) when the Member has administrative duties regarding the affairs of the Corporation and has a conflict of interest, then the Management Committee shall designate another member of the Management Committee to perform their functions and duties.

(f) the disclosure shall be recorded in the minutes of the Meeting at which the declaration occurred, and shall be recorded in the registry kept by the Secretary in the form prescribed.

Failure to Disclose

15.3 Failure to disclose a potential conflict of interest constitutes grounds for the disciplinary procedures described in the By-laws.

Conflicts between governing documents

15.4 (a) In the event of a conflict between the *Robert's Rules of Order Newly Revised (12th Edition)* and these By-Laws, these By-Laws shall govern;

(b) In the event of a conflict between these By-Laws and the Articles of Incorporation; the Articles of Incorporation shall govern; and

(c) In the event of a conflict between the Articles of Incorporation and the Act, the Act shall govern.

16. RECORD KEEPING DISCLOSURE OF INFORMATION

Records

16.1 The Corporation shall prepare and maintain records containing:

(a) the Corporation's Articles of Incorporation and By-Laws, and amendments to them;

- (b) the minutes of meetings of the Members and of any committee of Members;
- (c) the resolutions of the Members and of any committee of Members;
- (d) the minutes of meetings of the Directors and of any committee of Directors;
- (e) the resolutions of the Directors and of any committee of Directors;
- (f) a register of Directors;
- (g) a register of Officers;
- (h) accounting records adequate to enable the Directors to ascertain the financial position of the Corporation with reasonable accuracy on a quarterly basis; and
- (i) the conflict of interest registry described in section 15.2;
- (j) any other records required by law.

Inspection by Directors

- 16.2 (a) The records described in Section 16.1 must be open to inspection by the Directors during the Corporation's regular office hours.
- (b) The Corporation will, at the request of any Director, provide the Director with any extract of the records described in Section 16.1 free of charge.

Inspection by Members, etc.

- 16.3 (a) A Member, a Member's legal representative and a creditor of the Corporation may examine the records referred to in Sections 16.1(a), 16.1(b), 16.1(c), 16.1(f) and 16.1(g) during the Corporation's regular office hours.
- (b) In addition to the records set out in Section 16.3(a), a Member, a Member's solicitor or legal representative may examine the records referred to in Section 16.1(d) and 18.1(e) during the Corporation's regular office hours.
- (c) A Member of the Corporation, and a Member's solicitor or legal representative on the Member's behalf, is entitled on request and free of charge to one copy of any record of the Corporation that they are entitled to inspect.
- (d) A creditor of the Corporation exercising the rights set out in Section 16.3(a) must pay a reasonable fee in order to obtain an extract or copy from those records.

Confidentiality

16.4 Every Management Committee Member and Director will be required to sign a confidentiality agreement in the form approved by the Board by Ordinary Resolution.

17. FINANCIAL MATTERS

Fiscal Year

17.1 The fiscal year of the Corporation shall be from the first day of May of any given year to the thirtieth day of April of the following year.

Signing Authority

17.2 Signing authority shall be as follows or as otherwise determined by the Board:

(a) all cheques, other bills of exchange and notes of indebtedness issued by the Corporation shall be signed by the Chairperson and Financial Controller, the General Manager and the Financial Controller, or the General Manager and the Chairperson;

(b) the Chairperson and the Financial Controller, the General Manager and the Financial Controller, or the General Manager and the Chairperson are required to sign for any withdrawal of funds from the Corporation's account;

(c) the General Manager and the Financial Controller are required to sign any loan agreements; and

(d) the General Manager shall sign all contracts on behalf of the Corporation, unless otherwise determined by the Board.

Approval of Expenses

17.3 Ordinary expenses included in an approved budget of the Corporation do not require additional approval by the Board or Management Committee. Any deviation from the budget or any material expenditure not contemplated shall be dealt with in accordance with the Financial Administration Policy.

Banking

17.4 (a) All monies of the Corporation shall be deposited to the credit of the Corporation in such bank or other financial institution as the Board may determine.

(b) The General Manager, a senior manager authorised by the General Manager and the Financial Controller are authorized to conduct the banking business of the Corporation in accordance with these By-Laws.

Financial Reports

17.5 The Auditor shall present a financial report to all Members of the Corporation at the Annual General Meeting.

Budget

17.6 (a) The Financial Controller, in consultation with the Finance Committee, shall prepare an annual budget for the Corporation and submit it to the Board for approval.

(b) The Chairperson shall present the approved budget for the coming fiscal year at the Annual General Meeting. However, the budget is not subject to any additional approval or ratification by the Members.

(c) If, for any reason, the Board has not approved a budget before the commencement of a fiscal year, the Board may authorize that expenditures may be made and liabilities may be incurred on the basis of the budget for the previous financial year, until the new budget is approved.

(d) Any expenditures made under Section 17.6(c) shall be reported to the Board at each and every Board meeting until the approval of said budget.

(e) The Corporation shall abide by the reserve provisions in the Financial Administration Policy to ensure that the staff payroll and the operational costs of the Corporation are covered in its entirety.

Auditors

17.7 An independent external auditor as appointed at the Annual General Meeting shall prepare a statement of the Corporation's financial position for the preceding year. This report shall be presented to the Board in the fall term and to the Members at the Annual General Meeting.

Dedicated Funds

17.8 The Corporation may maintain dedicated funds for prescribed purposes. In the event that a dedicated fund is created, the Board shall pass a policy prescribing the purpose and use of any such fund.

Indemnity

- 17.9 (a) Every Director, the Chairperson or any Senior Manager undertaking any action or liability on behalf of the Corporation, either within the scope of their office or with express authority of the Corporation, shall be indemnified and saved harmless out of the funds of the Corporation from and against:
- (i) any and all costs, charges, damages and expenses sustained or incurred in relation to the affairs of the Corporation; and
 - (ii) with respect to any action, suit or proceeding brought against her for any act or thing done or permitted by her in the execution of her duties, unless such costs, charges, damages or expenses are occasioned by her own wilful neglect or default.
- (b) The indemnity described above in Section 17.9(a) shall only be available to an individual if:
- (i) he or she acted honestly and in good faith with a view to the best interests of the Corporation; and
 - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

External Partnerships

- 17.10 (a) The funds held by the Corporation is for the benefit of the Members of the Corporation
- (b) The General Manager, in consultation with the Management Committee or Board may enter into a contract for a joint service, event, or program only if that service, event, or program is to benefit the membership.
- (c) In making a decision under subsection (b), the General Manager or the Board must consider and have regards to all the circumstances of the service, event, or program, and the level of participation by the membership of the Corporation in that service, event, or program.
- (d) Any contract for a joint service, event, or program must:
- (i) not be for longer than a 12 months duration;
 - (ii) have review mechanism in it to ensure that the Corporation's members are receiving benefit from the joint, service, event, or program;
 - (iii) have a complaint mechanism which reports to the appropriate structure of the Corporation.

Changes to Directors compensation

17.11 Any change to the compensation for Board Members, Managing Directors, the Chairperson shall take effect May 1 on the year following the year which has been approved, unless such change is approved by the membership at a membership meeting.

18. DISCIPLINING DIRECTORS & CHAIRPERSON

Grounds

18.1 The Corporation shall have the right to discipline its Directors and Chairperson. Grounds for disciplinary action are as follows:

- (a) poor attendance at meetings;
 - (b) theft, fraud, or embezzlement of funds;
 - (c) failure to disclose a significant or obvious conflict of interest;
 - (d) breach of confidentiality;
 - (e) misuse of Corporation property;
 - (f) negligent misconduct related to the operations or finances of the Corporation;
- and
- (g) failure to perform their duties as specified in the Corporation By-Laws.

Sanctions

- 18.2 (a) Upon committing one of the above grounds for disciplinary action, the Board shall meet to determine whether a meeting of the Members shall be called in order to sanction the Director or Chairperson.
- (b) The Board may impose any of the following sanctions:
- (i) provide a verbal or written reprimand; and
 - (ii) call a meeting of the Members for the purposes of considering a resolution to remove a Director in accordance with these By-Laws.
- (c) The Director will be entitled to make representations at a meeting of the Board called for the purposes of imposing sanctions.
- (d) The Director or will be entitled to give the Corporation a statement giving reasons for opposing their removal if a meeting of the Members is called for that purpose. If the Director provides a statement, the statement shall be circulated with

the notice of meeting sent with respect to the meeting to consider the removal of the Director, or as soon as possible thereafter if it is not practical to circulate the statement with the notice.

Suspension

18.3 Should a Director or Executive Officer be charged with an offence under the Criminal Code during their term in office, then that Director's capacity to exercise powers and duties under their respective office shall be suspended and they shall be placed on a leave of absence.

Standing with the College

18.4 Should a Director fall out of good standing with the College during their term in office, then that Director's capacity to exercise powers and duties under their respective office shall be suspended until a further determination by the Board can be made.

Conviction of Criminal Offence

18.5 Upon conviction of an offence under the Criminal Code the office of a Director or Chairperson shall become vacant.

Termination by the Board

18.6 Should the Board of Directors determine that any Senior Managers or the Chairperson is in breach of their employment agreement or the Bylaws of the Corporation the Board of Directors shall:

- a) terminate that person's employment agreement with the Corporation;
- b) suspend that person on terms to be determined by the Board of Directors; or
- c) issue a written reprimand to that person.

A Senior Manager and Chairperson that receives a letter from the Board of Directors pursuant to a) or b) shall be deemed to have resigned from their office.

19. ELECTIONS AND REFERENDA

Policy

19.1 The Corporation shall follow the rules and procedures facilitating the general election or by-elections of the Corporation described in the Elections and Referenda Policy.

Attributes of the Policy

19.2 In addition, any elections or referendum held by the Corporation shall have the following attributes:

(a) Where Members are entitled to vote in an election or referendum that must be held under these By-Laws and the Articles of Incorporation, such voting will be conducted by secret ballot and in accordance with the Elections and Referenda Policy.

(b) The CRO is responsible for the elections of the Directors and the Chairperson.

(c) Notwithstanding anything to the contrary in these By-Laws or in the Act, such elections or referenda may be held at a time other than during a duly-called Members meeting and the results of the secret ballot will have the same effect as a vote in person at a Members meeting when such results are read into the record at a duly called Members meeting, provided that quorum will be deemed to be established if the number of ballots cast meets the quorum requirement of Section 5.8(a).

(d) The Board shall ensure that the secret ballot is conducted in a manner that ensures confidentiality while still maintaining the integrity of the voting process. The Corporation shall abide by the voting procedures for elections and referenda prescribed in the Elections and Referenda Policy.

Elections Policy

19.3 The Corporation will comply with the Elections and Referenda Policy and, to the extent of any inconsistency between these By-Laws and the Elections and Referenda Policy, this By-Law will prevail.

20. POLICIES OF THE CORPORATION

General Description

20.1 (a) Policies established in accordance with Section 20.2 are the official policies of the Corporation, and they stand until revoked as per Section 20.2.

(b) Policies may set out:

(i) operational details of certain aspects of the Corporation; or

(ii) official positions of the Corporation.

Establishment of Policies

20.2 (a) Policy proposals may be submitted to the Corporation by any Member, Director or Board Committee and will be subject to review by the Board.

(b) Policies may be enacted, amended or repealed by a Special Resolution of the Board.

(c) A Policy may be repealed by a Special Resolution of the Members at a Members meeting. A motion to repeal a Policy shall constitute Special Business and is subject to the applicable provisions of these By-Laws.

Required Policies

20.3 (a) The Board shall establish and approve the following Policies:

- (i) An Elections and Referenda Policy;
- (ii) An Executive Remuneration Policy;
- (iii) A Senior Manager Policy;
- (iv) An Accessibility Policy;
- (v) An Internet and Social Media Policy;
- (vi) A Harassment Policy;
- (vii) A Violence Prevention Policy;
- (viii) A Recruitment and Selection Policy;
- (x) A Health and Safety Policy;
- (xi) A Progressive Discipline Policy;
- (xii) A Privacy Policy;
- (xiii) A Services Policy;
- (xiv) A Financial Administration Policy;
- (xv) A Policy for any dedicated fund established under these By-Laws.

Binding Nature

20.4 Policies are binding on Corporation staff, Members, Directors and Senior Manager and the Chairperson.

Policy Manual

22.5 All policies of the Corporation shall be compiled in a Policy Manual, to be updated regularly and kept in the Corporation office. The Corporation's Policy Manual shall be provided to any Member of the Corporation upon written request.

21. INSURANCE POLICIES

Insurance

21.1 The Corporation shall at all times maintain a Commercial and General Liability insurance policy with an aggregate limit of \$5 million dollars.

Additionally Insured

21.2 The Corporation shall add the College as an additional insured party to its Commercial and General Liability insurance policy.

Value of Policy

21.3 The Corporation shall at all times maintain a directors and officers insurance policy with an aggregate limit of limit of \$2 million dollars.

Multimedia Insurance

21.4 The Corporation shall at all times maintain a multimedia insurance policy.

Crime insurance

21.5 The Corporation shall at all times maintain crime insurance policy.

22. REQUEST FOR PROPOSALS

Purchasing

22.1 The Corporation shall ensure that its purchasing policies are consistent with the requirements of the Broader Public Sector Procurement and Expense Directives, Binding Policies and other directives of the Government of Ontario governing public institutions.

Request for quotes

22.2 The Corporation shall obtain no less than three (3) written quotes prior to deciding to purchasing goods or services with a value of five thousand dollars (\$5,000) and up to

but not including one hundred thousand dollars (\$100,000), excluding any applicable taxes.

Request for proposals

22.3 The Corporation shall conduct a Request for Proposal process for purchases of goods or services of one hundred thousand dollars (\$100,000) or more.

23. AMENDMENTS AND OTHER CHANGES TO THE BY-LAWS

Amendments to the By-laws

23.1 The Members may at the Annual General Meeting or a Special Meeting of the Members, by Special Resolution make, amend or repeal a by-law not contrary to the Act or to the Articles of Incorporation that regulate the activities or affairs of the Corporation.

Member Proposal

23.2 A Member entitled to vote at a meeting of the Members may make a Proposal in accordance with Section 5.7 to make, amend or repeal a by-law in accordance with this Section 23, provided that such proposal must be confirmed by the Members in accordance with this Section 23.

Amendments by the Board

23.3 The Board may by Special Resolution make, amend or repeal a by-law not contrary to the Act or to the Articles of Incorporation that regulate the activities or affairs of the Corporation.

Approval by the Members

23.4 A by-law addition, amendment or repeal at subsection 23.3 is effective from the date of the resolution of the Board. If the by-law addition, amendment or repeal is confirmed, or confirmed as amended, by the Members it remains effective in the form in which it was confirmed.

Subsequent Resolution

23.5 If a by-law addition, an amendment or a repeal ceases to have effect, a subsequent resolution of the Board that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the Members.

Corrections

23.7 The Board, upon recommendation of the Secretary or the By-Laws committee may:

- (a) correct spelling, punctuation or grammatical errors, or errors that are clerical, typographical or similar nature;
- (b) alter the style or presentation of the text or graphics to be consistent with the editorial or drafting practices of the Corporation or to improve electronic or print presentation;
- (c) make such minor changes as may be required to ensure a consistent form of expression;
- (d) replace a form of reference to an Act, regulation, or a provision or other portion of an act with a different form of reference in accordance with drafting practices;
- (e) replace a description of a date or time with the actual date or time;
- (f) when the name, title, location or address of a body, office, person, place or thing has been altered, change references to the name, title, location or address to reflect the alteration, if the body, office, person, place or thing continues under the new name or title or at the new location or address;
- (g) correct errors in the numbering of provisions or other portions of an Act or regulation and make any changes in cross-references that are required as a result;
- (h) if a provision of a transitional nature incorporate it as a provision of the relevant consolidated by-law and make any other changes that are required as a result;
- (i) make a correction, if it is patent both that an error has been made and what the correction should be.