



**DURHAM
COLLEGE
STUDENT
ASSOCIATION**

DURHAM COLLEGE STUDENT ASSOCIATION

POLICIES OF DURHAM COLLEGE STUDENT ASSOCIATION, 2022

CHAPTER A-2

**ELECTED OFFICER SEATING, RESIGNATION AND
VACANCY POLICY**

OFFICIAL CONSOLIDATION

Current as of

May 1, 2022

NOTES ON OFFICIAL CONSOLIDATION

This consolidation is current as of May 1, 2022.

The notes that appeared in the left or right margins are now in boldface text directly above the provisions to which they relate. They form no part of the enactment, but are inserted for convenience of reference only.

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DURHAM COLLEGE STUDENTS ASSOCIATION (*hereinafter the “Corporation”*)

ELECTED OFFICER SEATING, RESIGNATION AND VACANCY POLICY (*the “Policy”*)

Definition

1. In this policy:
 - a. “Elected Officer” means a Director of the Corporation or the Executive Chairperson.

Procedures upon seating

2. Upon the Certificate of Election being received by the Secretary of the Board stating an election of a member, the Secretary of the Board shall attain all necessary information required for the add that member to the Register of Directors and Officers.
3. Before taking a seat on the Board, a board member shall make before the Secretary of the Board or another person duly authorised the declaration of office in the form approved.
4. Upon the declaration of office being made in the form approved, the Secretary of the Board shall issue a certification of installation and give a copy of that certificate to the Elected Officer.
5. In the event of a member elected during a by-election, the member will be introduced and seated during the course of a board meeting after making the declaration and being installed.
6. The Secretary of the Board shall prepare a commission for the Managing Director, Deputy Chairperson, and members of the standing committee and a certificate of election for members of external committee in the form approved.

Procedure upon resignation

7. Any Elected Officer shall resign in accordance with the applicable section of the By-Laws to the Secretary of the Board, in the form as contained in the appendix or another similar form.

8. Upon receiving the resignation of an Elected Officer, the Secretary of the Board shall issue notice for Directors of the Corporation in the form and manner provided by this policy and shall inform the Officers of the Corporation of the resignation, and shall inform the Board of this resignation at the next meeting.

Acting Executive Chairperson

9. In the event of the death, resignation, suspension, inability, or removal of the Executive Chairperson:
 - a. The Deputy Chairperson shall become the Acting Chairperson, until the election a new Chairperson, or in the case of an inability, the inability no longer exists; and
 - b. The Deputy Chairperson shall receive the remuneration of the Executive Chairperson during such vacancy on inability.

10. For the purpose of section 9, inability shall be determined as follows:
 - a. by a letter addressed by the Secretary of the Board to that effect signed by the Chairperson; or
 - b. by a letter to the Secretary of the Board signed by any two of:
 - i. the General Manager;
 - ii. the Managing Director;
 - iii. the Deputy Chairperson;
 - iv. members of the Standing Committee which are not the General Manager, Managing Director or Deputy Chairperson; or
 - v. the Corporation's Solicitor.

11. A resolution under section 10(b) shall be reported to the Board of Directors, and if there is any dispute if an inability exists it shall be determined by a resolution of the Board of Directors.

12. The Chairperson shall resume the duties of the Office of Chairperson upon either of:
 - a. A letter to the Secretary of the Board that no such an inability exists signed by the Chairperson, if the inability is declared under section 10 (a);
 - b. A letter to the Secretary of the Board that no such inability exists signed by those officers mentioned in section 5(b), if the inability is declared under section 10 (b); or
 - c. A resolution of the Board of Directors stating that no such an inability exists.

Acting Managing Director

13. In the event of the death, resignation, suspension, inability, or removal of the Managing Director:
 - a. The Deputy Chairperson shall become the Acting Managing Director, until the Board elects a new Managing Director, or the inability no longer exists; and
 - b. The Deputy Chairperson shall receive the remuneration of the Managing Director during such vacancy.

14. For the purpose of section 13, inability shall be determined as follows:
 - a. by a letter addressed by the Secretary of the Board to that effect signed by the Managing Director; or
 - b. by a letter to the Secretary of the Board signed by any two of:
 - i. the General Manager;
 - ii. the Executive Chairperson;
 - iii. the Deputy Chairperson;
 - iv. members of the Standing Committee which are not the General Manager, Executive Chairperson or Deputy Chairperson; or
 - v. the Corporation's Solicitor.

15. A resolution under section 14(b) shall be reported to the Board of Directors, and if there is any dispute if an inability exists it shall be determined by a resolution of the Board of Directors.

16. The Chairperson shall resume the duties of the Office of Chairperson upon either of:
 - c. A letter to the Secretary of the Board that no such an inability exists signed by the Chairperson, if the inability is declared under section 14(a);
 - d. A letter to the Secretary of the Board that no such inability exists signed by those officers mentioned in section 9(b), if the inability is declared under section 14 (b); or
 - e. A resolution of the Board of Directors stating that no such an inability exists.

Acting Deputy Chairperson

17. In the event of the death, resignation, suspension, inability, or removal of the Deputy Chairperson, the Chairperson may request another member perform the duties Deputy Chairperson until the vacancy no longer exists or another Deputy Chairperson is appointed under the By-Laws or the inability no longer exists.

The Alternative Contact for Vacant Board of Directors during a Vacancy

18. During a vacancy in the officer of Board of Directors, the Executive Chairperson or designate shall be the contact listed for students to contact during such vacancy.

19. Further, the Board may determine the date, time, and manner of filling such vacancies or may decide not to fill such vacancies, in accordance with the by-laws.

General

20. If notice is received that a vacancy is about to occur upon a date or time, or thing occurring, then the Secretary of the Board may arrange for the election to occur before the date or time where the vacancy becomes effective.

21. A variation in the procedures as contained in this policy does not invalidate the act.

Appendix

Declaration of office

I, ... , having been elected to the office of ... do hereby solemnly and sincerely promise and affirm that:

- (a) I consent to act as a director of Durham College Student Association;
- (b) I will truly, faithfully, and impartially exercise this office to the best of my abilities in accordance with the By-Laws of Durham College Student Association and I will not receive any payment or reward or promise of a payment or a reward for the exercise of this office in a biased, corrupt, or otherwise improper manner;
- (c) I will disclose any conflicts of interest, direct or indirect, in accordance with the by-laws;
- (d) in all things to be treated, debated or resolved at the board, I will faithfully, honestly, and truly declare my mind and opinion;
- (e) I shall keep secret all matters committed and revealed to me as a member of the Board of Directors which are not public knowledge, and which are dealt with in a closed session of the Board of Directors or the committees thereof.

Declared before the Secretary of the Board at ... Ontario, located in the traditional territory of the People, this ... day of ...,

[signature]
Executive Officer

Witness:
[signature]
Secretary of the Board

Certificate of Office

DURHAM COLLEGE STUDENT ASSOCIATION CERTIFICATE OF OFFICE AND INSTALLATION AS A DIRECTOR

BE IT MADE KNOWN UNTO ALL PEOPLE, I, ..., Secretary of the Board of Directors of Durham College Students Association do hereby certify that, an election was held in accordance with the by-laws and policies of Durham College Students Association on ... , and that at the said election the membership did duly and lawfully elect: ... to the office of ... And that the ... did make before me the Declaration of Office in the form established on... , and have entered into the duties of their office on...

GIVEN UNDER MY HAND AND SEAL at ... Ontario, located in the traditional territory of the People, this ... day of ..., .., and of the Corporation the

[signature]
Secretary of the Board

[seal]

Seating of a Member

Secretary of the Board:

Chairperson, I have the honour to present to you Member of the Board of Director for, who has been duly elected, made the declaration, been installed into their office, and now claims the right to take their seat at this Board of Directors.

Chairperson:

Let the member now take their seat.

Commission for Managing Director

DURHAM COLLEGE STUDENT ASSOCIATION.

[Executive Chairperson]

BY THE BOARD OF DIRECTORS of the Durham College Student Association

To Our trusty and well-beloved ... of ... Director for Class ... of the Membership and all others to whom these presences shall come or shall concern; greeting;

WHEREAS, the Board of Directors having elected you to the office of Managing Director of Durham College Student Association to a term starting of

THEREFORE WE, reposing especial Trust and Confidence in your Integrity, Prudence and Ability do by appoint you did Constitute and Appoint you to be the Managing Director of Durham College Student Association

AND WE DO authorize, empower, and command you to execute and fulfill the duties of that Office according to the by-laws of the Corporation, and to have and to hold the office with all the powers and privileges thereunto of right appertaining during the pleasure of the Board of Directors of Durham College Student Association in accordance with the by-laws.

In Testimony whereof I have caused these Letters to be made Patent and caused our common seal to be affixed. WITNESS the Trusty and Well Beloved, ..., Executive Chairperson and Chief Elected Officer of Durham College Student Association.

GIVEN UNDER MY HAND AND SEAL at ... Ontario, located in the traditional territory of the People, this ... day of ..., .., and of the Corporation the

[signature]

[seal]

Secretary of the Board

Commission for Deputy Chairperson

DURHAM COLLEGE STUDENT ASSOCIATION.

[Executive Chairperson]

BY THE BOARD OF DIRECTORS of the Durham College Student Association

To Our trusty and well-beloved ... of ... Director for Class ... of the Membership and all others to whom these presences shall come or shall concern; greeting;

WHEREAS, the Board of Directors having elected you to the office of Deputy Chairperson of Durham College Student Association to a term starting of

THEREFORE WE, reposing especial Trust and Confidence in your Integrity, Prudence and Ability do by appoint you did Constitute and Appoint you to be the Deputy Chairperson of Durham College Student Association

AND WE DO authorize, empower, and command you to execute and fulfill the duties of that Office according to the by-laws of the Corporation, and to have and to hold the office with all the powers and privileges thereunto of right appertaining during the pleasure of the Board of Directors of Durham College Student Association in accordance with the by-laws.

In Testimony whereof I have caused these Letters to be made Patent and caused our common seal to be affixed. WITNESS the Trusty and Well Beloved, ..., Executive Chairperson and Chief Elected Officer of Durham College Student Association.

GIVEN UNDER MY HAND AND SEAL at ... Ontario, located in the traditional territory of the People, this ... day of ..., .., and of the Corporation the

[signature]

[seal]

Secretary of the Board

Commission for Acting Deputy Chairperson

DURHAM COLLEGE STUDENT ASSOCIATION.

[Executive Chairperson]

We, ..., Executive Chairperson and Chief Elected Officer of Durham College Student Association.

To Our trusty and well-beloved ... of ... Director for Class ... of the Membership and all others to whom these presences shall come or shall concern; greeting;

WHEREAS, the Board of Directors having elected ... to the office of Deputy Chairperson of Durham College Student Association.

AND WHEREAS, due to the inability of both ourselves and our Deputy Chair to act on ... day there is a need to appoint a member to be Acting Deputy Chairperson;

THEREFORE WE, reposing especial Trust and Confidence in your Integrity, Prudence and Ability do by appoint you did Constitute and Appoint you to be the Acting Deputy Chairperson of Durham College Student Association on ... date, to act on our behalf.

AND WE DO authorize, empower, and command you to execute and fulfill the duties of that Office according to the by-laws of the Corporation, and subject to the conditions prescribed.

In Testimony whereof We have caused these Letters to be made Patent and caused our common seal to be affixed. WITNESS the Trusty and Well Beloved, ..., Executive Chairperson and Chief Elected Officer of Durham College Student Association.

GIVEN UNDER OUR HAND AND SEAL at ... Ontario, located in the traditional territory of the People, this ... day of ..., .., and of the Corporation the

[signature]

[seal]

Secretary of the Board

Commission for members of the Standing Committee

DURHAM COLLEGE STUDENT ASSOCIATION.

[Executive Chairperson]

BY THE BOARD OF DIRECTORS of the Durham College Student Association

To Our trusty and well-beloved ... of ... Director for Class ... of the Membership and all others to whom these presences shall come or shall concern; greeting;

WHEREAS, the Board of Directors having elected you to the sit on the Standing Committee of Durham College Student Association to a term starting of

THEREFORE WE, reposing especial Trust and Confidence in your Integrity, Prudence and Ability do by appoint you did Constitute and Appoint you to be the a member of the standing Committee of Durham College Students Association

AND WE DO authorize, empower, and command you to execute and fulfill the duties of that Office according to the by-laws of the Corporation, and to have and to hold the office with all the powers and privileges thereunto of right appertaining during the pleasure of the Board of Directors of Durham College Student Association in accordance with the by-laws.

In Testimony whereof I have caused these Letters to be made Patent and caused our common seal to be affixed. WITNESS the Trusty and Well Beloved, ..., Executive Chairperson and Chief Elected Officer of Durham College Student Association.

GIVEN UNDER MY HAND AND SEAL at ... Ontario, located in the traditional territory of the ... People, this ... day of ..., ..., and of the Corporation the

[signature]

[seal]

Secretary of the Board

Certificate of Election for External Committee

DURHAM COLLEGE STUDENT ASSOCIATION.

CERTIFICATE OF APPOINTMENT TO ...

To all whom these presences may come or shall in anywise concern; greeting;

I, ... , Secretary of the Board of Durham College Student Association, do hereby certify that meeting ... on the ... day of ..., in the year two-thousand and twenty... , the Board of Directors of Durham College Student Association, did appoint, in accordance with the by-laws and by the terms of resolution ... : ... , ... whose email address is ... @.....ca; to the of Durham College of Applied Arts and Technology.

GIVEN UNDER MY HAND AND SEAL at ... Ontario, located in the traditional territory of the ... People, this ... day of ..., ..., and of the Corporation the

[signature]

[seal]

Secretary of the Board

Letter of Resignation to the Secretary of the Board

To the Secretary of the Board of Directors;

I,, having been elected to the (Office of Director for Class....) or (Executive Chairperson) do here by resign my office effective midnight on (or otherwise as required).

Given under my hand this ... day of ...,

[Signature of Board member]

Notice of Resignation

To the Officers and Directors of the Corporation;

I, ..., Secretary of the Board of Directors for Durham College Student Association hereby inform you that I have received the resignation of ... for the office of Effective and in accordance with the by-laws.

Given under my hand and seal this ... day of ...,

[Secretary of the Board]

Notice of other vacancy

To the Officers and Directors of the Corporation;

I, ..., Secretary of the Board of Directors for Durham College Student Association hereby inform you that that I have received the notice of vacancy for the office of Effective and in accordance with the by-laws.

Given under my hand and seal this ... day of ...,

[Secretary of the Board]

Letter of Inability (self)

To the Secretary of the Board of Directors;

I,, having been elected to the (Executive Chairperson) or (Managing Director) do here by declare that I am unable to fulfill the duties of my office effective... .

Given under my hand this ... day of ...,

[Signature]

Letter of Inability (declared)

To the Secretary of the Board of Directors;

I,, having examined the facts and circumstances of the inability of ... to fulfill the duties of ..., hereby declare that I believe that ... is unable to fulfill the duties of ... because of the following facts:

1. [state fact].

Given under my hand this ... day of ...,

[Signature]

Report of the Board of Directors

To the Officers and Directors of the Corporation;

I, ..., Secretary of the Board of Directors for Durham College Student Association hereby inform you that that I have received a letter from ... and ... stating than in ability to fulfill the duties of their office exists.

[I have also received a statement from ... that they disagree whether an inability exists. I therefore call a board meeting to be held ... at to resolve if an inability exists.]

Given under my hand and seal this ... day of ...,

[Secretary of the Board]

Letter of nullifying declaration of Inability (self)

To the Secretary of the Board of Directors;

I,, having been elected to the (Executive Chairperson) or (Managing Director) do here by declare that I am able to resume the duties of my office effective... .

Given under my hand this ... day of ...,

[Elected Officer]

Letter of nullifying declaration of Inability (declared)

To the Secretary of the Board of Directors;

I,, having examined the facts and circumstances of the inability of ... to fulfill the duties of ..., hereby declare that I believe that ... is able to fulfill the duties of

Given under my hand this ... day of ...,

[designation maker]

Letter of nullifying declaration of Inability (board determination)

To the Officers and Directors of the Corporation;

I, ..., Secretary of the Board of Directors for Durham College Student Association hereby inform you that the Board of Directors has determined (that an inability exists) or (that an inability no longer exists) of ... duly elected to the office of ...

Given under my hand and seal this ... day of ...,

[Secretary of the Board]