



# GENERAL BYLAWS

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OFFICIAL I 2022

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**CANADA NOT-FOR-PROFIT CORPORATIONS ACT  
BYLAWS  
OF  
ONTARIO TECH STUDENT UNION  
(10182214 CANADA ASSOCIATION, UOIT STUDENT UNION)**

**1. INTERPRETATION**

**1.1 Definitions**

In the Bylaws and the Articles of the Corporation, unless the context otherwise requires:

- 1.1.1 **“ACADEMIC GOOD STANDING”**  
refers to a student of OTU who has a cumulative grade point average of 2.0 or higher and who is not under academic suspension;
- 1.1.2 **“ACT”**  
means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c. 23, as amended from time to time, and includes the regulations made under the Act, and includes every statute or regulation that may be substituted therefor and, in the case of a substitution, any references in the Bylaws to provisions of the Act or regulations thereunder will be read as references to the substituted provisions therefor in the new statute, statutes, or regulations, as the case may be;
- 1.1.3 **“ARTICLES”**  
means original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- 1.1.4 **“BOARD”**  
means the Directors acting as authorized by the Act, the Articles and the Bylaws in managing or supervising the management of the affairs of the Corporation and exercising the powers of the Corporation;
- 1.1.5 **“BOARD OFFICERS”**  
means the Chair of the Board, Vice-Chair of the Board and such other officers of the Board as may be established in accordance with section 10.1;
- 1.1.6 **“BOARD RESOLUTION”**  
means:  
(i) a resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those Directors who, being entitled to do so, vote in person or by Electronic Means at such meeting, or  
(ii) a resolution that has been submitted to all Directors and consented to in writing by all the Directors who would have been entitled to vote on the resolution in person at a meeting of the Board;
- 1.1.7 **“BYLAWS”**  
means these General Bylaws and all other Bylaws of the Corporation from time to time in force and effect;
- 1.1.8 **“CAMPUS”**  
means any lands and premises on which the classes and other activities of OTU are carried out;
- 1.1.9 **“CHAIR OF THE BOARD” OR “CHAIR”**  
means the Person elected as chairperson of the Board of the Student Union in accordance with the Bylaws;

- 1.1.10 **“CORPORATION”**  
means the Student Union;
- 1.1.11 **“CORPORATIONS CANADA”**  
means the federal agency responsible for the administration of the Act;
- 1.1.12 **“DIRECTOR OF CORPORATIONS CANADA”**  
means the director of Corporations Canada as appointed in accordance with the Act;
- 1.1.13 **“DIRECTORS”**  
means those Persons who have become directors of the Corporation in accordance with the Bylaws and have not ceased to be directors;
- 1.1.14 **“ELECTRONIC MEANS”**  
means any system or combination of systems, including but not limited to telephonic, electronic, radio, computer or web-based technology or communication facility, that:
- (i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
  - (ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- 1.1.15 **“EXECUTIVES”**  
means the President, the Vice-President of Student Affairs, the Vice-President of Student Life, and such other Executive positions, if any, as may be established in accordance with section 11.1, which positions collectively may be referred as the **“EXECUTIVE”** or the **“EXECUTIVE COMMITTEE”**;
- 1.1.16 **“FACULTY”**  
means the following groups of academic programs at OTU:
- (i) business and information technology,
  - (ii) education,
  - (iii) engineering and applied science,
  - (iv) health sciences,
  - (v) science,
  - (vi) social science and humanities, and
  - (vii) graduate studies;
- 1.1.17 **“IN-CAMERA”**  
refers to a meeting of the Board (or portion thereof) at which only Directors and specifically and expressly invited guests are entitled to attend;
- 1.1.18 **“INCOME TAX ACT”**  
means the Income Tax Act, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- 1.1.19 **“INCORPORATORS”**  
means the applicants for incorporation who signed the articles of incorporation;
- 1.1.20 **“MEETING OF MEMBERS”**  
means the annual general meeting of the Corporation and any special general meetings of the Corporation;

- 1.1.21 **“MEMBERS”**  
means the Incorporators and those Persons who have subsequently become members of the Corporation in accordance with the Bylaws and, in either case, have not ceased to be members;
- 1.1.22 **“MEMBERSHIP YEAR”**  
means the period of approximately one year, consisting of a fall, winter and summer semester of OTU;
- 1.1.23 **“MUTATIS MUTANDIS”**  
means with the necessary changes having been made to ensure that the language makes sense in the context;
- 1.1.24 **“ORDINARY RESOLUTION”**  
means:  
(i) a resolution passed by a simple majority of the votes cast by those Members who, being entitled to do so, vote in person or, if provided for by the Corporation, by Electronic Means at a Meeting of Members, or  
(ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a Meeting of Members, and a resolution so consented to is deemed to be an Ordinary Resolution passed at a Meeting of Members;
- 1.1.25 **“ORGANIZATION”**  
means an association, corporation, partnership, society or other entity;
- 1.1.26 **“PERSON”**  
means an individual;
- 1.1.27 **“PRESIDENT”**  
means the Person elected and currently serving as president on the Executive of the Student Union in accordance with the Bylaws;
- 1.1.28 **“PROPOSAL”**  
means a notice in writing of a matter that a Member proposes to raise at an annual general meeting; described in section 180 of the Act who is appointed in accordance with the Bylaws;
- 1.1.29 **“PUBLIC ACCOUNTANT”**  
means a Person or Organization with the qualifications described in section 180 of the Act who is appointed in accordance with the Bylaws;
- 1.1.30 **“REFERENDUM”**  
means a vote of the Members entitled to vote by secret ballot conducted by mail, Electronic Means, or a combination of both mail and Electronic Means, in the discretion of the Board;
- 1.1.31 **“REGISTERED ADDRESS”**  
of a Member or Director means the address of that Person as recorded in the Corporation’s register of Members or register of Directors, as may be applicable;
- 1.1.32 **“REGISTERED OFFICE”**  
means the address of the Corporation as filed from time to time with Corporations Canada;
- 1.1.33 **“SPECIAL RESOLUTION”**  
means:  
(i) a resolution passed by a majority of not less than two thirds (2/3) of the votes of those Members who, being entitled to do so, vote in person or, if determined by the Corporation, by Electronic Means at a Meeting of Members;

1. of which the period of notice required by the Bylaws has been given, and which notice includes the text of the resolution, or
  2. if every Member entitled to attend and vote at the meeting waives notice of the meeting, at a Meeting of Members of which less than the required period of notice has been given, or
- (ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a Meeting of Members, and a resolution so consented to is deemed to be a Special Resolution passed at a Meeting of Members;

1.1.34 **“STUDENT UNION”**  
means 10182214 Canada Association, UOIT Student Union, doing business as Ontario Tech Student Union;

1.1.35 **“OTU”**  
means the University of Ontario Tech University;

1.1.36 **“VICE-CHAIR OF THE BOARD” OR “VICE-CHAIR”**  
means the Person elected and currently serving as vice-chairperson of the Board of the Student Union in accordance with the Bylaws;

1.1.37 **“VICE-PRESIDENT OF DOWNTOWN”**  
means the Person elected and currently serving as vice-president of downtown on the Executive of the Student Union in accordance with the Bylaws;

1.1.38 **“VICE-PRESIDENT OF STUDENT AFFAIRS”**  
means the Person elected and currently serving as vice-president of student affairs on the Executive of the Student Union in accordance with the Bylaws; and

1.1.39 **“VICE-PRESIDENT OF STUDENT LIFE”**  
means the Person elected and currently serving as vice-president of student life on the Executive of the Student Union in accordance with the Bylaws.

## 1.2 ***Canada Not-for-profit Corporations Definitions***

The definitions in the Act from time to time apply to the Bylaws and in the event of any contradiction between the definitions in the Bylaws and those in the Act, the definitions in the Act will prevail to the extent of the contradiction.

## 1.3 **Rules of Interpretation**

In the Bylaws:

- 1.3.1 words importing the plural form include the singular and vice-versa;
- 1.3.2 any words importing any gender include all other genders; and
- 1.3.3 the invalidity or unenforceability of any provision of the Bylaws will not affect the validity or enforceability of any other provision of the Bylaws.

## 2. **MEMBERSHIP**

### 2.1 **Admission to Membership**

Subject to the Articles and these Bylaws, membership in the Student Union shall be composed of and restricted to: the Incorporators; and those Persons who are subsequently admitted Members in accordance with these Bylaws.

### 2.2 **Classes of Membership**

In accordance with the Articles, there are two classes of Members in the Student Union, called Full Time Voting Members, and Part Time Non-Voting Members.

### **2.3 Initial Members**

The Incorporators are automatically Full Time Voting Members and will continue as such until the conclusion of the first annual general meeting of the Student Union.

At the conclusion of the first annual general meeting, each Incorporator will immediately cease to be a Full Time Voting Member by virtue of being an Incorporator, provided that an Bylaws.

### **2.4 Eligibility for Full Time Voting Membership**

A Person is eligible for Full Time Voting membership if that Person is a registered full-time student at OTU.

### **2.5 Admission of Full Time Voting Members**

Prior to the first annual general meeting, on a date to be set by Board Resolution, every Person who is, on that date, eligible for Full Time Voting membership in accordance with section 2.4 will automatically and without further act become a Full Time Voting Member and each such Person will continue as a Full Time Voting Member until ceasing in accordance with section 2.15 or 2.14 of the Bylaws in exceptional circumstances.

Thereafter, every Person who subsequently becomes eligible for Full Time Voting membership in accordance with section 2.4 will automatically and without further act become a Full Time Voting Member and each such Person will continue as a Full Time Voting Member until ceasing in accordance with section 2.15 or 2.14 of the Bylaws in exceptional circumstances.

### **2.6 Eligibility and Admission of Part Time Non-Voting Membership**

A Person is eligible for Part Time Non-Voting membership if that Person is:

- 2.6.1 a student at OTU;
- 2.6.2 not eligible for Full Time Voting membership; and
- 2.6.3 has paid the applicable membership fee, if any.

The Executive may, in its sole discretion, admit eligible Persons as Part Time Non-Voting Members in accordance with such policies and procedures as the Board may establish from time to time and each such Person will continue as a Part Time Non-Voting Member until ceasing in accordance with section 2.9 of the Bylaws.

### **2.7 Membership not Transferable**

Membership in the Student Union is not transferable by a Member.

### **2.8 Re-Designation of Member**

The Student Union shall automatically re-designate a Member to the other class of membership if the Member ceases to qualify for the current class of membership and is eligible for the other class of membership.

### **2.9 Rights of Membership**

In addition to the rights conferred by the Act, a Member in good standing shall have the following rights and privileges of membership, by class:

#### **2.9.1 Full Time Voting Members**

- 2.9.1.1 to receive notice of, and to attend, all Meetings of Members;
- 2.9.1.2 to make or second motions at Meetings of Members and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- 2.9.1.3 except as may be prohibited by the Act, to exercise a vote on matters for determination at Meetings of Members, by referenda or otherwise for decision by the Members entitled to vote;
- 2.9.1.4 subject to section 8.8, to attend and be heard at meetings of the Board;
- 2.9.1.5 may nominate qualified Persons for election as Director, in accordance with the Bylaws;

- 2.9.1.6 may be nominated, if qualified in accordance with these Bylaws, for election as Director;
- 2.9.1.7 may serve on committees of the Student Union, as invited; and
- 2.9.1.8 may participate in such programs, benefit plans and initiatives of the Student Union, in accordance with such criteria as may be determined from time to time.

**2.9.2 Part Time Non-Voting Members**

- 2.9.2.1 where specifically required by the Act, to receive notice of, and to attend, Meetings of Members for the current Membership Year;
- 2.9.2.2 where specifically required by the Act, to exercise a vote on matters for determination at Meetings of the Members or otherwise for decision by the Members entitled to vote;
- 2.9.2.3 may serve on committees of the Student Union, as invited; and
- 2.9.2.4 may participate in such programs, benefit plans and initiatives of the Student Union, in accordance with such criteria as may be determined from time to time.

The Board may grant further rights and privileges to Members by regulation or policy approved by Board Resolution.

**2.10 Member Proposals**

A Member entitled to vote at an annual general meeting may submit, in accordance with the Act, a Proposal to the Student Union and may, subject to the Act, discuss at the annual general meeting any matter with respect to which a Proposal has been submitted.

**2.11 Obligations of Membership**

Each Member of the Student Union has the following obligations:

- 2.11.1 to pay the appropriate Membership Fees determined in accordance with section 2.12;
- 2.11.2 to respect the purposes, goals and objectives set out in the Articles;
- 2.11.3 to comply with the Bylaws and applicable regulations, policies and procedures adopted by the Student Union from time to time; and
- 2.11.4 to respect and not act contrary to any legal agreement adopted by the Student Union.

**2.12 Annual Membership Fees**

Annual membership fees shall be determined by Ordinary Resolution conducted by Referendum or at the annual general meeting, as determined by the Board. Annual membership fees may differ between Full Time Voting Members and Part Time Non-Voting Members.

Once fixed by Ordinary Resolution, annual membership fees will continue in the same amount unless increased by Ordinary Resolution.

Membership fees shall be payable to, and collected from all Members by, OTU on behalf of the Student Union.

**2.13 Standing of Members**

All Members shall be considered in good standing except:

- 2.13.1 Members for whom the applicable annual membership fees have not been paid and any such Member is not in good standing so long as the fees remain unpaid; and
- 2.13.2 Members that have been suspended by OTU.

**2.14 Expulsion of Member**

Following an appropriate investigation or review of alleged misconduct, the Board may, by Board Resolution, expel a Member for conduct which, in the reasonable opinion of the Board:

- 2.14.1 is contrary to section 2.11;
- 2.14.2 is improper or unbecoming for a Member; or
- 2.14.3 is likely to endanger the integrity or reputation of the Student Union.

Notice of a Board Resolution to expel a Member will be accompanied by a brief statement of reasons for the proposed expulsion.

The Member who is the subject of the proposed expulsion will be provided an opportunity to respond to the statement of reasons at or before the time the Board Resolution is considered by the Directors.

### **2.15 Cessation of Membership**

A Person will immediately and automatically cease to be a Member:

- 2.15.1 upon ceasing to be eligible in accordance with the Bylaws;
- 2.15.2 upon that Person's expulsion in accordance with section 2.14; or
- 2.15.3 upon that Person's death.

### **2.16 Termination of a Member's Rights**

The rights of a Member, including any rights in the property of the Corporation, cease on the occurrence of any of the events described in section 2.9.

A Member is not entitled to a refund of any fees previously collected as a result of cessation of membership.

## **3. MEETINGS OF MEMBERS**

### **3.1 Time and Place of Meeting of Members**

Subject to the Act and the Bylaws, each Meeting of Members will be held at such times, and at a place in Canada, as the Board determines.

### **3.2 Annual General Meetings**

Subject to the Act, the first annual general meeting of the Corporation will be held not more than 18 months after the date of incorporation. Thereafter, an annual general meeting will be held at least once in every calendar year and not more than 15 months after the holding of the preceding annual general meeting, but no later than 6 months after the end of the Corporation's preceding financial year.

### **3.3 Business at Annual General Meeting**

The following business shall be conducted at each annual general meeting:

- 3.3.1 the adoption of an agenda;
- 3.3.2 the approval of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting;
- 3.3.3 the presentation of reports from the Board;
- 3.3.4 presentation of the annual financial statements of the Student Union and the report of the auditor thereon;
- 3.3.5 the appointment of Public Accountants for the fiscal year;
- 3.3.6 the election of Directors, as necessary;
- 3.3.7 consideration of any Members' proposals submitted in accordance with the Act; and
- 3.3.8 such other business, if any, required by the Act or at law to be considered at an annual general meeting.

The annual general meeting may include other business as determined by the Board in its discretion.

### **3.4 Special General Meeting**

Every Meeting of Members other than the annual general meeting is a special general meeting.

### **3.5 Calling of Special General Meeting**

The Board may, whenever it thinks fit, call a special general meeting by providing notice in accordance with the Act and the Bylaws. The Board shall call a special general meeting on receiving a valid requisition in accordance with the Act.

### **3.6 Notice of Meeting of Members**

Subject to the Act, the Student Union will give notice of a Meeting of Members to each Member entitled to vote at that meeting by one or more of the following means:

- 3.6.1 by affixing the notice, no later than 30 days before the day on which the meeting is to be held, to a notice board on which information regarding the Student Union's activities is regularly posted and that is located in a place frequented by Members;
- 3.6.2 by publication at least once in a publication of the Student Union that is sent to members who have opted-in or subscribed, during the period which is not less than 21 and not more than 60 days before the day on which the meeting is to be held; or
- 3.6.3 communicated by any other Method deemed appropriate by the Board.

The OTSU will request that Ontario Tech send notice by mass email to Members. The OTSU will be responsible for the content of the message. However, Ontario Tech will be in control of distributing the communication. The OTSU will not be responsible for failed delivery.

### **3.7 Contents of Notice**

Notice of a Meeting of Members will state the day and the hour of the meeting, and will specify the address at which the meeting will be held, except that in the case of a Meeting of Members conducted entirely by Electronic Means, the notice need not specify an address but will provide instructions on how Members may participate in the meeting.

Notice of a Meeting of Members will:

- 3.7.1 specify all the business to be transacted at the meeting in sufficient detail to permit a Member to form a reasoned judgment on the business;
- 3.7.2 include proxy form;
- 3.7.3 include the text of any Special Resolution to be considered at the meeting;
- 3.7.4 include a copy of the financial reporting described in section 172(1) of the Act; and
- 3.7.5 include notice of a Proposal received by the Members in accordance with the Act, if any.

### **3.8 Entitlement to Notice of Meeting of Members**

Notices of a Meeting of Members will be given to:

- 3.8.1 every Member entitled to vote at the meeting who is shown on the register of members as a Member at:
  - (i) the close of business on the day immediately preceding the day on which the notice is given; or
  - (ii) the close of business on such day as may be fixed by the Directors in accordance with the Act;
- 3.8.2 each Director; and
- 3.8.3 the Public Accountant, if any is appointed.

No other Person or Organization is entitled to receive notice of a Meeting of Members.

### **3.9 Waiver or Reduction of Notice Period**

Members entitled to notice of a Meeting of Members may waive or reduce the notice period for a particular Meeting of Members in writing. The attendance of a Member at a Meeting of Members will constitute waiver of notice of the

meeting, except where such Member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

### **3.10 Omission of Notice**

The accidental omission to give notice of a Meeting of Members to, or the non-receipt of notice by, any Member entitled to receive notice does not invalidate proceedings at that meeting.

## **4. PROCEEDINGS AT MEETINGS OF MEMBERS**

### **4.1 Attendance at Meetings of Members**

The following Persons are entitled to attend any Meeting of Members:

- 4.1.1 each Full Time Voting Member;
- 4.1.2 each Part Time Non-Voting Member that has been provided notice, if any;
- 4.1.3 each Director;
- 4.1.4 the Public Accountant; and
- 4.1.5 employees of the Student Union.

No other Person is entitled to attend a Meeting of Members, but the Board may invite a Person or Persons to attend a Meeting of Members as non-voting advisors, presenters, observers or guests.

### **4.2 Quorum**

A quorum for a Meeting of Members is one-hundred (100) Full Time Voting Members in good standing, present in Person or by permitted Electronic Means, if any. Full time Voting Members represented by proxy shall be counted towards quorum.

### **4.3 Requirement of Quorum**

No business, other than the recess, adjournment or termination of the meeting, will be conducted at a Meeting of Members at a time when a quorum is not present.

If at any time during a Meeting of Members there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### **4.4 Lack of Quorum**

If within 60 minutes from the time appointed for a Meeting of Members a quorum is not present, the meeting will be terminated and, if convened on the requisition of Full Time Voting Members, will not be reconvened except by renewed requisition in accordance with the Act, but if convened other than by requisition of the Members, may be re-convened by the Board in their discretion.

### **4.5 Participation in a Meeting by Electronic Means**

The Board, in its sole discretion, may determine that any Meeting of Members will be held entirely, or in part, by Electronic Means in accordance with the Act.

Any Person entitled to attend a Meeting of Members may, in accordance with the Act, participate in the meeting using such Electronic Means as the Corporation arranges for such meeting. Any Person participating in a Meeting of Members by arranged Electronic Means is deemed for all purposes to be present at such meeting.

### **4.6 Arrangement and Notice of Electronic Means**

For every Meeting of Members where the Board has determined to allow participation by Electronic Means, the Corporation must:

- 4.6.1 arrange for the provision of Electronic Means for use at the meeting, which Electronic Means must permit communication and voting in accordance with the Act;
- 4.6.2 notify all parties entitled to attend the Meeting of Members of the availability (or requirement, as the case may be) of participating by Electronic Means, with instructions to enable them to do so; and
- 4.6.3 permit:
  - (i) any Member to attend, participate and vote, in accordance with the Act, by the arranged Electronic Means; and
  - (ii) any other Person that is entitled or invited to attend the Meeting of Members to attend and participate by the arranged Electronic Means.

#### **4.7 Chair**

The Chair (or, in the absence or inability of the Chair, the Vice-Chair) will, subject to a Board Resolution appointing another Person, preside as chairperson at all Meetings of Members; but if at any Meeting of Members the Chair, Vice-Chair and such alternate Person appointed by a Board Resolution, if any, is not present within 15 minutes after the time appointed for the meeting or requests not to chair that meeting, the Directors present may choose a Director to preside as chairperson at that meeting.

#### **4.8 Alternate Chair**

If a Person presiding as chairperson of a Meeting of Members wishes to step down as chairperson for all or part of that meeting, that Person may designate an alternate chairperson for such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Members present at such meeting, the designated alternate may preside as chairperson.

#### **4.9 Chairperson to Determine Procedure**

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a General Meeting, the Person presiding as chairperson will have the authority to interpret and apply such rules of order as the meeting has adopted, if any, and determine matters in accordance with those rules, as well as the Act and these Bylaws.

#### **4.10 Adjournment**

A Meeting of Members may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

#### **4.11 Notice of Adjournment**

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 31 days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

## **5. DECISIONS OF MEMBERS**

### **5.1 Ordinary Resolution Sufficient**

Any issue at a Meeting of Members which is not required by the Bylaws or the Act to be decided by a Special Resolution will be decided by an Ordinary Resolution.

### **5.2 Entitlement to Vote**

Each Full Time Voting Member in good standing is entitled to one (1) vote on each matter for determination by Referendum or at a Meeting of Members.

Except to the extent required by the Act, Part Time Non-Voting Members are not entitled to a vote on matters for determination by the Members.

No other Person or Organization is entitled to a vote on a matter for determination by the Members.

### **5.3 Voting Method at Meeting of Members**

Voting at a Meeting of Members will be by one or more of the following methods, at the discretion of the Board:

- 5.3.1 show of hands;
- 5.3.2 voice vote;
- 5.3.3 roll-call vote; and
- 5.3.4 ballot vote (whether at the meeting, or in advance, and whether by paper or by Electronic Means), provided that, at the request of any Member entitled to vote at the meeting, a secret vote by ballot will be required.

### **5.4 Electronic Voting**

If the Corporation has determined to hold a Meeting of Members in such a manner as to facilitate participation, either wholly or in part, by Electronic Means, any Member participating in the meeting by Electronic Means and entitled to vote at the meeting may vote using the Electronic Means arranged provided by the Corporation, which Electronic Means meets the following criteria:

- 5.4.1 the identity of the voter can be authenticated;
- 5.4.2 the votes can be gathered in a manner that permits their subsequent verification; and
- 5.4.3 the tallied votes can be presented anonymously, in such a way as to be impossible to identify how an individual Member voted.

### **5.5 Voting by Chair**

If the Person presiding as chairperson of a General Meeting is a Member, then that Person may, in their sole discretion, cast a vote on any motion or resolution under consideration at the same time as voting occurs by all Members. A Person presiding as chairperson who is not a Member has no vote.

The Person presiding as chairperson of a General Meeting does not have a deciding vote in the event of a tie. A motion of resolution that is tied is defeated.

### **5.6 Proxy Voting by Members**

Proxy voting by Members is permitted at Meetings of Members, subject to the Act and the following rules:

- 5.6.1 a Full Time Voting Member may, by form of proxy, appoint another Full Time Voting Member to be the first Full Time Voting Member's Proxy Holder and to attend and act at a specified Meeting of Members on the first Full Time Voting Member's behalf;
- 5.6.2 a form of proxy appointing a Proxy Holder must:
  - (i) be in a form approved by the Board; and
  - (ii) be signed and dated by both the Member and the Proxy; or it is void and of no effect;
- 5.6.3 a form of proxy must state the specific meeting at which the Proxy Holder is authorized to act on behalf of the Member, provided that if a form of proxy does not state the Meeting of Members at which it is to have effect, the authority of the Proxy Holder is deemed to be for the next Meeting of Members held on or after the date indicated on the form of proxy;
- 5.6.4 a Full Time Voting Member may not be Proxy Holder for more than one (1) other Full Time Voting Member at any given Meeting of Members. The Student Union will not register more than one form of proxy for each Proxy Holder. The proxy form will be determined by the Board and distributed with Notice of the Meeting. Proxy forms must be submitted 5 business days prior to the meeting; and
- 5.6.5 only Full Time Voting Members attending physically in person at a Meeting of Members may act as Proxy Holder. A Full Time Voting Member participating via Electronic Means may not be a Proxy Holder for another Member.

## 5.7 Referendum

The Board may, in its discretion, determine to conduct a vote on any matter for determination by the Members (or a class thereof) by Referendum of those Members entitled to vote.

The Board shall determine whether ballots on a Referendum may be cast by mail, Electronic Means or both.

The Board shall provide notice of a Referendum to every Member entitled to vote on the matters included in the Referendum, which notice shall include:

- 5.7.1 the text of each Ordinary Resolution and each Special Resolution to be voted on;
- 5.7.2 the means by which Members entitled to vote may cast their ballots; and
- 5.7.3 the deadline for receiving ballots to be counted.

## 6. BOARD OF DIRECTORS

### 6.1 First Directors

The first Directors of the Student Union are those Persons who were listed as Directors on the incorporation of the Student Union, and such Persons will continue as Directors for an initial term that expires at the conclusion of the first Meeting of Members.

The first Directors may, if qualified in accordance with these Bylaws, be re-elected at that meeting for further terms.

### 6.2 Composition of Board

Following the first Meeting of Members, the Board shall be composed, to the extent possible, of one (1) Director from each Faculty for a total of not less than four (4) and not more than seven (7) Directors.

Except as provided for in the Act, the Articles or the Bylaws, each Director shall be elected by the Full Time Voting Members in accordance with the Act and the Bylaws.

Notwithstanding that the Board is intended, to the extent possible, to be composed of one (1) Director from each Faculty, each Director is required to represent, and to serve the best interests of, the Student Union as a whole, and not only the faculty to which that Director belongs.

During any period where the Corporation is a soliciting corporation under the Act, at least two (2) of the Directors must not be officers or employees of the Corporation or its affiliates.

Vacancy process outlined in section 6.9.

### 6.3 Invalidation of Acts

No act or proceeding of the Board is invalid by reason only of there being less than the required number of Directors in office.

### 6.4 Qualifications of Directors

A Person may not be nominated, elected, appointed or otherwise serve (or continue to serve) as a Director if that Person:

- 6.4.1 is less than 18 years of age;
- 6.4.2 is not a Full Time Voting Member in good standing;
- 6.4.3 has been declared incapable by a court in Canada or in another country; or
- 6.4.4 currently has the status of a bankrupt.

In addition to the foregoing, a Person may not be nominated, elected or appointed unless that Person is in Academic Good Standing; however, a Director who is already serving and who ceases to be in Academic Good Standing may continue for the remainder of the term currently being served.

## **6.5 Term of Office**

The term of office of Directors will normally be two (2) years. However the Directors may by resolution determine that some or all vacant Directors' positions will have a term of less than two (2) years, the length of such term to be determined by the Directors in their discretion.

Subject to section 13.5, and unless otherwise required by the Act or the Bylaws, terms of office for Directors will commence on May 1 of each year and continue until May 1 in the year in which the term expires, unless the Person ceases to be a Director in accordance with section 6.10.

## **6.6 Consecutive Terms**

A Director who remains qualified in accordance with section 6.4 may be elected for consecutive terms, to a maximum of 2 terms equivalent to four years.

## **6.7 Discipline of Director**

The Board shall have the right to manage its own affairs, including the right to discipline Directors for misconduct following a reasonable investigation or review. Grounds for disciplinary action of a Director include, but are not limited to, the following:

- 6.7.1 failure to carry out duties to a reasonable standard;
- 6.7.2 poor attendance or engagement at meetings of the Board;
- 6.7.3 failure to disclose significant or obvious conflicts of interest;
- 6.7.4 breach of confidentiality;
- 6.7.5 just cause;
- 6.7.6 fraud or other deceptive conduct;
- 6.7.7 theft, embezzlement or misuse of the Student Union's property or funds; or
- 6.7.8 unreasonable mistreatment of OTSU staff or abuse of power.

Disciplinary action against a Director (or Directors, as the case may be) shall be decided by Board Resolution, on a case-by-case basis at a duly called, *in-camera* meeting of the Board. Notice of the meeting must include a brief description of the alleged misconduct and the reasons for proposing disciplinary action. Each Director subject to proposed discipline shall be provided an opportunity to speak prior to the Board Resolution being voted on.

Meetings of the Board which intend to discuss disciplinary action against a Director must include a full investigative report provided to each Director by a third-party investigator appointed by the Board.

## **6.8 Removal of Director and Election of Replacement**

The Members may remove a Director before the expiration of such Director's term of office by Ordinary Resolution passed at a special general meeting and may at that same meeting elect a replacement Director by Ordinary Resolution to serve for the remainder of the removed Director's term.

If a vacancy created by the removal of a Director is not filled at the special general meeting at which the Director was removed then, subject to the Act, the remaining Directors may fill the vacancy in accordance with section 6.9.

## **6.9 Filling Vacancy Among Directors**

Subject to the Act and section 13.9, the remaining Directors may fill any vacancy or vacancies arising on the Board, including a vacancy arising as a result of the election of fewer than the maximum number of Directors as set out in section 6.2, by Board Resolution appointing a Person qualified in accordance with sections 6.2 and 6.4. A Person appointed to fill a vacancy will hold office for the remainder of the term vacated by that Person's predecessor.

## **6.10 Ceasing to be a Director**

A Person will cease to be a Director:

- 6.10.1 upon the date which is the later of the date of delivering a resignation for that Person in writing to the President or to the Registered Office and the effective date of the resignation stated therein;
- 6.10.2 upon ceasing to be qualified pursuant to section 6.4;
- 6.10.3 upon that Person's removal in accordance with section 6.8; or
- 6.10.4 upon that Person's death.

#### **6.11 Remuneration of Directors and Reimbursement of Expenses**

Directors may receive remuneration from the Student Union in accordance with such policies as may be established by the Board. A Director may, in addition to remuneration received, be reimbursed for all expenses necessarily and reasonably incurred by that Director while engaged in the affairs of the Student Union.

## **7. DUTIES, POWERS AND RESPONSIBILITIES OF THE BOARD**

### **7.1 Role of the Board**

Subject to the Act, the Articles and the Bylaws, the Board shall supervise the Executive and oversee the management of the activities and affairs of the Student Union.

### **7.2 Duties of Directors**

Pursuant to the Act, every Director will:

- 7.2.1 act honestly and in good faith with a view to the best interests of the Student Union;
- 7.2.2 exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- 7.2.3 comply with the Act, the Articles and the Bylaws.

### **7.3 Responsibilities and Powers of Directors**

The Board may exercise all such powers and do all such acts and things as the Corporation may exercise and do, and which are not by the Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members, but nevertheless subject to the provisions of:

- 7.3.1 all laws affecting the Corporation; and
- 7.3.2 the Articles and the Bylaws.

In particular, but in no way limiting the generality of the foregoing, the Board is empowered and responsible to:

- 7.3.3 supervise the Executive and oversee the management of the activities and affairs of the Student Union in all things;
- 7.3.4 approve the purchase, lease or acquisition, or sale, exchange or disposal of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, tangible or intangible, or
- 7.3.5 any right or interest therein owned for such consideration and upon such terms and conditions as the Board may deem advisable;
- 7.3.6 authorize all major expenditures on behalf of the Student Union and to delegate, by Board Resolution, to Executive the right to make and authorize such lesser expenditures on such terms and conditions, as it deems appropriate;
- 7.3.7 establish committees to exercise any function of the Student Union;
- 7.3.8 approve the annual operating budget of the Student Union;
- 7.3.9 inspect any document or record and audit any program, facility or activity conducted or funded by the Student Union; and

- 7.3.10 establish, adopt and amend such rules, regulations, policies or procedures relating to the affairs of the Student Union as the Board deems expedient, provided that no rule, regulation, policy or procedure is valid to the extent that it is inconsistent with the Act, the Articles or the Bylaws.

## **8. MEETINGS OF THE BOARD**

### **8.1 Calling of Meetings**

Meetings of the Board may be held at any place on Campus, or approved electronic means, and at any time determined by the Board.

### **8.2 Regular Meetings**

The Board may decide to hold regularly scheduled meetings to take place at dates, times and places set in advance by the Board. Once the schedule for regular meetings is determined and notice of same given to all Directors, no further notice of those meetings is required to be provided to a Director unless:

- 8.2.1 that Director was not in office at the time notice of regular meetings was provided; or
- 8.2.2 the date, time or place of a regular meeting has been altered.

### **8.3 Ad Hoc Meetings**

The Board may hold an ad hoc meeting in any of the following circumstances:

- 8.3.1 at the call of the Chair;
- 8.3.2 at the call of the President; or
- 8.3.3 by request of any two (2) or more Directors.

### **8.4 Notice**

Notice of a meeting of the Board must specify any matters referred to in section 138(2) of the Act that is to be dealt with in the meeting.

At least seven (7) days' notice of each meeting of the Board will be sent to each Director, provided that an error or accidental omission to give notice of a meeting of the Board to, or the non-receipt of notice by, any Director does not invalidate proceedings at that meeting.

However, no formal notice will be necessary in any of the following circumstances:

- 8.4.1 immediately following an annual general meeting of the Student Union;
- 8.4.2 if all Directors were present at the preceding meeting when the time and place of the meeting were determined; or
- 8.4.3 if all Directors are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Chair or Secretary.

### **8.5 Notice of Motions**

Any Director wishing to submit a substantive issue for discussion or decision by the Board must provide a written description to the Chair at least 1 week before the meeting is scheduled to commence, provided that a Director may submit a substantive issue for discussion or decision by the Board on less than 72 hours' notice if a majority of Directors agree to waive this requirement.

### **8.6 Additional Materials for Board Meetings**

The agenda for a meeting of the Board shall be circulated to each Director at least 24 hours before the meeting commences, and shall include a description of all the substantive business anticipated for that meeting.

### **8.7 Open and *In-Camera* Meetings**

A meeting of the Board may be open or *in-camera*, as determined by the Board. The Board may determine in an open meeting to go *in-camera* at any time by Board Resolution.

#### **8.8 Attendance at Open Meetings**

Every Director is entitled to attend each meeting of the Board.

Each Executive is entitled to attend open meetings of the Board as a non-voting advisor, but are not entitled to attend *in-camera* meetings (or *in-camera* portions of open meetings).

Members of the Student Union are invited to attend all open meetings of the Board, but are not entitled to attend *in-camera* meetings (or *in-camera* portions of meetings) and Members present may be asked to leave an open meeting at any time by Board Resolution.

No other Person or Organization is entitled to attend an open meeting of the Board, but the Board may regularly or from time to time invite any Person or Persons to attend one or more open meetings of the Board (or portions thereof) as non-voting advisors or guests.

#### **8.9 Attendance at *In-Camera* Meetings**

Every Director is entitled to attend each *in-camera* meeting of the Board.

No other Person or Organization is entitled to attend an *in-camera* meeting of the Board, but the Board may by express invitation authorized by Board Resolution or unanimous consent of those Directors present, invite any Person or Persons to attend or remain an *in-camera* meeting of the Board (or an *in-camera* portion of an open meeting) as non-voting advisors or guests.

#### **8.10 Quorum**

A majority of the number of Directors currently in office will constitute a quorum for a meeting of the Board, and, despite any vacancy among the Directors, a quorum of directors may exercise all the powers of the Board.

#### **8.11 Chairperson at Board Meetings**

The Chair (or, in the absence or inability of the Chair, the Vice-Chair) will, subject to a Board Resolution appointing another Person, preside as chairperson at all meetings of the Board. If at any Board meeting the Chair, Vice-Chair and such alternate Person appointed by Board Resolution, if any, is not present within 15 minutes after the time appointed for the meeting, or requests that that Person not chair that meeting, the Directors present may choose one of their number to preside as chairperson at that meeting.

#### **8.12 Alternate Chair**

If the Person presiding as chairperson of a meeting of the Board wishes to step down as chairperson for all or part of that meeting, that Person may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, that Person may preside as chairperson.

#### **8.13 Chairperson to Determine Procedure**

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a meeting of the Board, the Person presiding as chairperson will have the authority to interpret and apply such rules of order as the meeting has adopted, if any, and determine matters in accordance with those rules, as well as the Act, the Articles and the Bylaws.

#### **8.14 Director Conflict of Interest**

A Director who has, or may have, an interest in any material contract or transaction, whether made or proposed, with the Corporation:

- 8.14.1 will promptly and fully disclose the nature and extent of that Person's interest in writing and in accordance with the Act;
- 8.14.2 will be counted in the quorum, if present, at any meeting of the Board at which the contract or transaction is considered;

- 8.14.3 is not entitled to vote on the contract or transaction unless permitted by the Act; and
- 8.14.4 will absent themselves from any meeting (or portion thereof) at which the contract or transaction is discussed, unless requested by the Board to remain for a time prior to the vote to provide relevant information.

## **9. DECISION MAKING BY BOARD**

### **9.1 Board Resolutions**

Unless the Act, the Articles or the Bylaws require otherwise, every issue for determination by the Board (whether at a meeting or otherwise) will be decided by a Board Resolution.

### **9.2 Electronic Participation**

One or more Directors may, in accordance with the Act, and if all of the Directors consent, participate in a meeting of Directors or of a committee of Directors by Electronic Means. A Director so participating in a meeting is deemed to be present at that meeting.

### **9.3 Procedure for Voting**

Voting where all participating Directors are present in person will be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one Director, a secret vote by written ballot will be required.

Where one or more Directors is participating by Electronic Means, voting will be by Electronic Means, in accordance with the Act, or by a combination of Electronic Means and roll-call vote.

### **9.4 Resolution in Writing**

A Board Resolution in writing, signed (including electronic signatures) by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors, is as valid and effectual as if it had been passed at a duly called and constituted meeting of the Board. Such Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with the minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

## **10. BOARD OFFICERS**

### **10.1 Composition of Board Officers**

The Board Officers of the Board of the Student Union are the Chair of the Board and Vice-Chair of the Board, together with such other offices, if any, as the Board, in its discretion, may create.

The Board may, by Board Resolution, create and remove such other officers positions on the Board as it deems necessary and determine the duties, responsibilities and term, if any, of all Board Officers.

### **10.2 Election of Board Officers**

At a meeting of the Board following incorporation of the Corporation and at the first meeting of the Board after May 1 of each year, the Board will appoint, or if necessary elect, the Board Officers. All Board Officers must be Directors and the offices of Chair and Vice-Chair may not be held by the same Person.

Board Officers will hold office until the first meeting of the Board held after the next following annual general meeting.

### **10.3 Removal of Board Officers**

A Person may be removed as a Board Officer by Board Resolution.

#### **10.4 Replacement**

Should the Chair or any other officer for any reason not be able to complete that Person's term, the Board will remove such officer from that Person's office and will elect a replacement without delay.

#### **10.5 Duties of Chair of the Board**

The Chair of the Board will supervise the Directors and Board Officers in the execution of their duties and will preside at all meetings of the Student Union and of the Board, unless otherwise determined by the Board.

#### **10.6 Duties of Vice-Chair of the Board**

The Vice-Chair of the Board will assist the Chair in the performance of that Person's duties and will, in the absence of the Chair, perform those duties. The Vice-Chair will also perform such additional duties as may be assigned by the Board or determined by Board Resolution.

### **11. EXECUTIVE**

#### **11.1 Composition of Executive**

The Executive is composed of the President, the Vice-President of Student Affairs, the Vice-President of Student Services and the Vice-President of Downtown, each of whom are elected annually by Ordinary Resolution of the Full Time Voting Members, together with such other offices, if any, as the Board, in its discretion, may create.

The Board may, by Board Resolution, create and remove such other Executive positions as it deems necessary and determine the duties, responsibilities and term, if any, of all Executives, provided that they are not contrary to the Act, the Articles or the Bylaws.

#### **11.2 First Executives**

The first Executives are those Persons confirmed by the order of the Ontario Superior Court of Justice (commercial list) dated April 12, 2017, each of whom shall hold his respective office for an initial term that expires at 12:01am on May 1, 2018.

The first Executives may, if qualified in accordance with these Bylaws, be re-elected for further terms to commence following the expiry of the initial term.

#### **11.3 Qualifications for Executive**

A Person may not be nominated, elected, appointed or otherwise serve (or continue to serve) as an Executive if that Person:

- 11.3.1 is less than 18 years of age;
- 11.3.2 has been declared incapable by a court in Canada or in another country; or
- 11.3.3 currently has the status of a bankrupt.

In addition to the foregoing, a Person may not be nominated, elected (or re-elected) or appointed unless that Person:

- 11.3.4 is currently either:
  - (i) a Full Time Voting Member in good standing; or
  - (ii) an Executive; and
- 11.3.5 is in Academic Good Standing;

however, an Executive who is already serving and who afterward ceases to be in Academic Good Standing may continue for the remainder of the term currently being served.

#### **11.4 Terms for Executive**

The term of office of Executives will be one (1) year, commencing May 1 of each year and continuing until May 1 in the following year, unless the Person ceases to be an Executive in accordance with section 11.7.

A Person who remains qualified in accordance with section 11.1 may be elected for up to (but no more than) two (2) consecutive terms as an Executive.

#### **11.5 Discipline of Executive**

The Board shall have the right to discipline one or more Executives for misconduct, following a reasonable investigation or review. Grounds for disciplinary action of an Executive include, but are not limited to, the following:

- 11.5.1 failure to carry-out duties to a reasonable standard;
- 11.5.2 poor attendance or engagement at meetings of the Board;
- 11.5.3 failure to disclose significant or obvious personal or other interests that are reasonably perceived by the Board as interfering (or having the potential to interfere) with that Executive's ability to carry out the duties for such position;
- 11.5.4 breach of confidentiality;
- 11.5.5 just cause;
- 11.5.6 fraud or other deceptive conduct; or
- 11.5.7 theft, embezzlement or misuse of the Student Union's property or funds.

Disciplinary action against an Executive (or Executives, as the case may be) shall be decided by Board Resolution, on a case-by-case basis at a duly called, *in-camera* meeting of the Board. Notice of the meeting must include a brief description of the alleged misconduct and the reasons for proposing disciplinary action. Each Executive subject to proposed discipline shall be provided an opportunity to speak prior to the Board Resolution being voted on.

#### **11.6 Removal of Executive**

An Executive may be removed from office prior to the expiry of that Executive's term of office by either:

- 11.6.1 a Special Resolution, for any reason; or
- 11.6.2 a Board Resolution, for one or more of the reasons referred to in section 11.5.

#### **11.7 Vacancy in Executive**

A vacancy in an Executive position as the result of a removal under section 11.6 may be filled by Ordinary Resolution of the Full Time Voting Members to elect a qualified Person as a replacement, which election may be conducted by Referendum or at a Meeting of Members.

A vacancy in an Executive position in any other circumstances, including failure to elect an Executive or the circumstances set out in section 11.8, may be filled, at the discretion of the Board, by Board Resolution appointing a qualified Person.

A Person elected or appointed to fill a vacancy in an Executive position will hold office for the remaining term of the vacated position, unless sooner ceasing in accordance with the Bylaws.

#### **11.8 Cessation of Executive**

A Person will cease to be an Executive:

- 11.8.1 upon the date which is the later of the date of delivering a resignation for that Person in writing to the Chair or to the Registered Office and the effective date of the resignation stated therein;
- 11.8.2 upon ceasing to be qualified in accordance with section 11.1;
- 11.8.3 upon that Person's removal in accordance with section 11.5; or
- 11.8.4 upon that Person's death.

#### **11.9 Remuneration of Executive**

Executives shall receive remuneration from the Student Union in accordance with the policies established by the

Board. An Executive shall, in addition to remuneration received, be reimbursed for all expenses necessarily and reasonably incurred by that Executive while engaged in the affairs of the Student Union.

#### **11.10 Meetings of Executive**

The Executive shall meet regularly, at such times and places, and on such notice, as the Executives determine appropriate, and meetings of the Executive will be governed mutatis mutandis by the rules set out in the Bylaws governing meetings of the Board.

Quorum for a meeting of the Executive is three (3) Executives.

One or more Directors may, on providing reasonable notice to the President, attend a meeting of the Executive as observers.

No other Person or Organization is entitled to attend a meeting of the Executive, but the Executive may invite any Person or Persons to attend one or more meetings of the Executive (or portions thereof) as non-voting advisors or guests.

#### **11.11 Executive Decision Making**

Formal decisions of the Executive shall be made by vote, requiring a majority of the Executives to approve a decision, or by a resolution in writing signed by each of the Executives.

## **12. DUTIES, POWERS AND RESPONSIBILITIES OF EXECUTIVE**

### **12.1 Role of Executives**

The Executives are the senior management of the Student Union, responsible to manage the activities and affairs of the Student Union on a full-time, ongoing basis.

The Executives are not Directors of the Student Union and do not have the authority of the Board. The Executives are accountable to the Board to carry out the duties and responsibilities imposed by the Bylaws and such policies as may be established by the Board.

### **12.2 Duties of Executives**

Each Executive will:

- 12.2.1 act honestly and in good faith with a view to the best interests of the Student Union;
- 12.2.2 exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- 12.2.3 comply with the Act, the Articles and the Bylaws.

### **12.3 Responsibilities and Powers of Executive**

Subject to the Bylaws and such policies as may be established by the Board, the Executives shall manage the activities and affairs of the Student Union.

In particular, but in no way limiting the generality of the foregoing, the Executive is empowered and responsible:

- 12.3.1 subject to any restrictions established by the Board, to make or cause to be made, and execute on behalf of the Student Union, any kind of contract which the Student Union may lawfully enter into;
- 12.3.2 to hire and supervise a executive director for the Student Association;
- 12.3.3 to exercise general supervision over all the disbursements of the members monies to all members' organizations and generally exercise supervision over financial operations;
- 12.3.4 to make, authorize and further delegate such all such expenditures as have been delegated by the Board;
- 12.3.5 to establish such working groups or task forces as they deem necessary from time to time;

- 12.3.6 to develop and implement such rules, regulations, policies and procedures as are required to fulfill their responsibilities, provided that any such rules, regulations policies and procedures are invalid to the extent they are inconsistent with the Act, the Articles, the Bylaws and the rules, regulations, policies and procedures established by the Board; and
- 12.3.7 to appoint such agents and engage such employees as it may deem necessary and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board from time to time;

#### **12.4 Duties of President**

The President shall:

- 12.4.1 serve as the chief executive and official spokesperson of the Student Union to the general public and OTU;
- 12.4.2 serve as a chief liaison between all students of OTU and its administration;
- 12.4.3 supervise the Vice-Presidents and other Executives (if any) in the execution of their duties;
- 12.4.4 serve as primary liaison between the Executive and the Board, and between the
- 12.4.5 Executive and the executive director and other staff of the Student Union;
- 12.4.6 be a signing officer of the Corporation;
- 12.4.7 attend and act as chairperson for meetings of the Executive;
- 12.4.8 attend all meetings of the Board except where required or asked to be absent;
- 12.4.9 be an ex-officio member of every working group and task force created by the
- 12.4.10 Executive, save and except elections or where there is a conflict of interest;
- 12.4.11 train and advise the incoming President; and
- 12.4.12 carry out such other duties as may be assigned by the Board.

#### **12.5 Duties of Vice-President of Student Affairs**

The Vice-President of Student Affairs shall:

- 12.5.1 encourage the implementation of initiatives, projects, and campaigns of the Student Union within Ontario Tech to enhance the student experience;
- 12.5.2 support OTU students by advocating to OTU on their behalf with respect to student concerns, and sitting on OTU committees;
- 12.5.3 work with the Student Union personnel to oversee advocacy, student rights services, and consult with students to ensure that their needs are being met;
- 12.5.4 work with the Student Union personnel to oversee advocacy and student rights services and consult with students to ensure that their needs are being met;
- 12.5.5 attend all meetings of the Board, except were required to be absent, and attend all meetings of the Executive;
- 12.5.6 train and advise the incoming Vice-President of Student Affairs; and
- 12.5.7 carry out such other duties as may be assigned by the President or the Board.

#### **12.6 Duties of Vice-President of Student Life**

The Vice-President of Student Life shall:

- 12.6.1 contribute to the strategic direction of services offered by the Student Union that enhances the Ontario Tech student experience;
- 12.6.2 advocate and collaborate with the OTU's representatives to promote and advance the services offered to students;
- 12.6.3 work with the Student Union personnel to oversee the administration of various clubs and societies and the student health plan, and to consult with students to ensure that their needs are being met;

- 12.6.4 attend all committee meetings as required and approved by the Board, and task force meetings as required by the Executive;
- 12.6.5 attend all meetings of the Board, except were required to be absent, and attend all meetings of the Executive;
- 12.6.6 train and advise the incoming Vice-President of Student Life; and
- 12.6.7 carry out such other duties as may be assigned by the President or the Board.

### **12.7 Duties of Vice-President of Downtown**

- 12.7.1 serve as a chief liaison between the Student Union and the student population attending at the downtown Campus;
- 12.7.2 liaise with the Vice-President of Student Affairs to bring forth issues concerning downtown Campus;
- 12.7.3 work with the Vice-President of Student Life and relevant Student Union personnel to contribute to the strategic direction of planning activities at the downtown Campus;
- 12.7.4 assist with gathering student feedback at the downtown Campus as needed;
- 12.7.5 liaise with Vice-President of Student Affairs to encourage the implementation of the initiatives, projects, and campaigns of the Student Union within the downtown Campus;
- 12.7.6 attend all committee meetings as required and approved by the Board, and task force meetings as required by the Executive;
- 12.7.7 attend all meetings of the Board, except were required to be absent, and attend all meetings of the Executive;
- 12.7.8 train and advise the incoming Vice-President of Downtown; and
- 12.7.9 carry out such other duties as may be assigned by the President or the Board.

## **13. NOMINATION, ELECTION AND APPOINTMENT OF DIRECTORS AND EXECUTIVES**

### **13.1 Nominations for Directors**

Nominations for the election of Directors and Executives must be made in accordance with these Bylaws, and such policies and procedures as are established by the Board from time to time.

### **13.2 Nomination Rules**

All nominations are subject to the following rules:

- 13.2.1 all nominees must be Full Time Voting Members in good standing and qualified in accordance with section 6.4 to be nominated and must remain in good standing and qualified throughout the nomination and election period in order to stand for election;
- 13.2.2 all nominations must be made in writing, in a form approved by the Student Union and the nomination form must be signed by:
  - (i) the Full Time Voting Member or Executive nominated; and
  - (ii) at least 50 Full Time Voting Members in good standing, in the case of a Director at large; or
  - (iii) at least 100 Full Time Voting Members in good standing, in the case of an Executive.
- 13.2.3 nominations shall only be accepted for positions that are currently vacant, or will become vacant at the conclusion of the current election cycle;
- 13.2.4 nominations must be submitted in advance of an election, in accordance with such deadlines as may be established by the Board; and
- 13.2.5 nominations are not permitted from the floor at a General Meeting.

### **13.3 Rules Regarding Candidacy for Election**

A Person can only stand for election to one (1) Director or Executive position in a given election of the Student Union.

A Person who is currently in the middle of that Person's term as a Director or Executive and who wishes to run for another position that would commence office prior to the expiry of that Person's current term must first resign that Person's current position in order to run.

#### **13.4 Timing of Election**

Directors will normally be elected at an election conducted during the winter semester. The dates of the nomination and election period shall be recommended by the election committee and approved by the Board. Notice of the nomination and election periods shall be provided to all Full Time Voting members by notice in accordance with section 19.1 and by posting notice on the Student Union's website accessible by student at least 28 days prior to the start of the nominations period.

#### **13.5 First Election**

The first election of Directors and Executives will be held in the fall semester of 2017. Directors elected in that election will take office at the conclusion of the first Meeting of Members.

Of the Directors elected in the first election, the four (4) candidates who receive the four highest vote totals will each be elected to a two (2) year term, to expire May 1, 2020, unless sooner ceasing. The remaining candidates who are elected will each be elected to a one (1) year term, to expire May 1, 2019, unless sooner ceasing.

Executives elected will take office at 12:01am on May 1, 2018 and hold office for one year unless sooner ceasing.

#### **13.6 Combined Election Ballot**

In elections where there is a single qualified nominee for a particular Director or Executive position, the nominated candidates for all such positions may, in the discretion of the Board, be elected by single vote or ballot to be approved by Ordinary Resolution of the Class A Members.

#### **13.7 Election by Secret Ballot**

In elections where the number of qualified nominees for a Director position exceeds the number of vacancies in that position, election for each such position will be by secret ballot and the following rules will apply to any election by secret ballot:

- 13.7.1 ballots will be provided or otherwise made accessible to all Members participating in the meeting, and only to those Members;
- 13.7.2 each ballot will include the name of each candidate for election and the number of vacancies to be filled;
- 13.7.3 no Member will vote for more Directors than the number of vacant positions. Any ballot on which more names are voted for than there are vacant positions will be deemed to be spoiled and will be of no effect;
- 13.7.4 ballots will be counted following the close of voting by scrutineers appointed by the Chief Executive Officer;
- 13.7.5 candidates will be deemed to be elected in order of those candidates receiving the most votes, provided that a candidate must be elected by the threshold required for an Ordinary Resolution; and
- 13.7.6 in the event of a tie between two or more eligible candidates for the final vacant position, a run-off election will be held to determine the final position.

#### **13.8 Election of Less than Required Number of Directors**

Notwithstanding the foregoing Bylaws, if there has been a failure to elect the minimum number of Directors required by the Articles or the Bylaws, the Directors then in office will without delay call a special general meeting to fill the vacancy or vacancies, as the case may be.

#### **13.9 Appointing Additional Directors**

The Directors may, in accordance with the Act, appoint additional Directors to hold office until the close of the next annual general meeting, provided that the total number of Directors may not exceed fifteen (15) at any time.

### **13.10 Nomination and Election Policies**

The Board may establish, by Board Resolution from time to time, such additional policies and procedures related to the nomination, election and appointment of Directors as it determines necessary or prudent for the Student Union, provided that no such policy and procedure is valid to the extent that it is contrary to the Act, the Articles or these Bylaws.

## **14. COMMITTEES**

### **14.1 Standing and Special Committees**

The Board may, from time to time, create such standing and special committees as it deems necessary, provided that each such committee will include at least one Director and, in the case of an audit committee, at least three Directors, a majority of whom are not officers.

Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Board Resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee will automatically be dissolved.

### **14.2 Delegation to Committees**

Subject to the Act, The Board may delegate any of its powers to committees.

### **14.3 Terms of Reference and Rules**

In the event the Board decides to create a committee, it must establish Terms of Reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the Terms of Reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

### **14.4 Meetings**

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed *mutatis mutandis* by the rules set out in the Bylaws governing proceedings of the Board.

### **14.5 Dissolution of Committees**

A committee may be dissolved by Board Resolution.

## **15. INDEMNIFICATION**

### **15.1 Indemnification of Directors and Officers**

Subject to the provisions of the Act and the Bylaws, the Corporation will indemnify and hold harmless every present or former Director or officer of the Corporation against all costs, charges and expenses reasonably incurred in connection with any claim, action, suit or proceeding to which that Person may be made a party by reason of being or having been a Director or officer of the Corporation.

### **15.2 Advancement of Expenses**

To the extent permitted by the Act, all costs, charges and expenses incurred by a Director or officer with respect to any claim, action, suit or proceeding may be advanced by the Corporation prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that the recipient is entitled to indemnification hereunder.

### **15.3 Exception to Indemnification**

The Corporation may not indemnify a present or former Director or officer if that Person

- 15.3.1 failed to act honestly and in good faith with a view to the best interests of the Corporation;
- 15.3.2 acted outside of the scope of that Person's duties as a Director or officer, respectively, unless such Director or officer reasonably believed that that Person was acting within the scope of that Person's duties; or
- 15.3.3 in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had no reasonable grounds for believing that the conduct was lawful.

### **15.4 Approval of Court and Term of Indemnification**

Notwithstanding the foregoing, the Corporation may apply to the court for approval to indemnify or advance funds to a Person referred to in 15.3.

### **15.5 Indemnification not Invalidated by Non-Compliance**

The failure of a Director or officer of the Corporation to comply with the provisions of the Act, or of the Articles or the Bylaws, will not invalidate any indemnity to which that Person is entitled under the Act and this part.

### **15.6 Purchase of Insurance**

The Corporation may purchase and maintain insurance for the benefit of any or all Directors, officers, and other individuals who act at the Corporation's request, against personal liability incurred by any such Person as a Director, officer, or individual who acts at the Corporation's request.

## **16. EXECUTION OF INSTRUMENTS**

### **16.1 No Seal**

The Corporation may adopt a seal in such form as approved by Board Resolution from time to time, but will not use a seal for the execution of documents.

### **16.2 Execution of Instruments**

Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed as follows:

- 16.2.1 by the President, together with the Chair of the Board;
- 16.2.2 where the Chair of the Board is unavailable, by the President, together with another Executive or Officer;
- 16.2.3 where the President is unavailable, by a Vice-President, together with the Chair of the Board; or
- 16.2.4 where none of the Executives are available, by the Chair of the Board and Vice-Chair of the Board,

and all contracts, documents and instruments in writing so signed will be binding upon the Corporation without any further authorization or formality.

The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

## **17. FINANCIAL MATTERS**

### **17.1 Financial Year**

The financial year of the Student Union shall be from May 1 of each year until April 30 of the following year, unless otherwise set by Board Resolution subsequent to the coming into force of these Bylaws.

### **17.2 Signing Officers**

The signing officers of the Student Union shall be the President, Vice-President of Student Affairs, Vice-President of Student Life and such other Persons, if any, appointed by Board Resolution.

### **17.3 Investment Powers and Standard of Care**

The Board may invest the property of the Corporation in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Corporation.

### **17.4 Investment Advice**

The Directors may obtain advice with respect to the investment of the property of the Corporation and may rely on such advice if a prudent investor would rely upon the advice under comparable circumstances.

### **17.5 Delegation of Investment Authority to Agent**

The Directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Corporation's property that a prudent investor might delegate in accordance with ordinary business practice.

### **17.6 Borrowing Powers of Directors**

In order to carry out the purposes of the Corporation, the Board may, on behalf of and in the name of the Corporation:

17.6.1 borrow money on the credit of the Corporation;

17.6.2 issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;

17.6.3 give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

17.6.4 mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

## **18. PUBLIC ACCOUNTANT**

### **18.1 Appointment of Public Accountant**

The Members will, by Ordinary Resolution at each annual general meeting, appoint a Public Accountant to hold office until the close of the next annual general meeting.

### **18.2 First Public Accountant**

The Directors may, by Board Resolution, appoint a Public Accountant prior to the first annual general meeting of the Corporation, and the Public Accountant so appointed will hold office until the first annual general meeting of the Corporation.

### **18.3 Failure to Appoint**

If no appointment is made at an annual general meeting, the incumbent Public Accountant is deemed to continue in office until a successor is appointed by Ordinary Resolution.

### **18.4 Notice of Appointment and Removal**

A Public Accountant will be promptly informed in writing of his, her or its appointment or removal.

### **18.5 Removal and Replacement of Public Accountant**

The Members may, by Ordinary Resolution at a special general meeting, remove a Public Accountant from office, except where such Public Accountant is appointed by the court in accordance with the Act.

A vacancy created by the removal of the Corporation's Public Accountant may be filled by Ordinary Resolution at the special general meeting at which the prior Public Accountant was removed, provided that, if not so filled at that meeting, the vacancy will be filled by Board Resolution following the meeting.

## **18.6 Ceasing to Hold Office**

A Public Accountant will cease to hold office:

- 18.6.1 upon the date which is the later of the date of delivering his, her or its resignation in writing to the Registered Office and the effective date of the resignation stated thereon;
- 18.6.2 upon that Person's death or, in the case of an Organization, dissolution;
- 18.6.3 upon his, her or its removal in accordance with section 18.5; or
- 18.6.4 upon the date a replacement Public Accountant is appointed in accordance with the Act and the Bylaws.

## **18.7 Filling Vacancy**

Where a vacancy in the office of Public Accountant occurs for a reason other than removal in accordance with section 18.5, a replacement Public Accountant will be appointed without delay by Board Resolution to fill the vacancy, and such replacement Public Accountant will hold office until the close of the next annual general meeting.

## **18.8 Replacement to Request Statement from Incumbent**

The Corporation will not appoint a Public Accountant to replace a prior Public Accountant who has resigned, been removed or whose term has expired or is about to expire, and no Public Accountant will accept or consent to an appointment in such circumstances, until the proposed Public Accountant has requested from the previous Public Accountant a written statement of the circumstances and reasons, in the previous Public Accountant's opinion, for his, her or its replacement.

Subject to the Act, if a written statement is not received from the previous Public Accountant within 15 days of the request by the proposed Public Accountant, the Corporation may appoint the proposed Public Accountant and the proposed Public Accountant may accept the appointment as Public Accountant to the Corporation.

## **18.9 Attendance at Meetings of Members**

The Public Accountant for the Corporation is entitled to attend any Meeting of Members at the expense of the Corporation and to speak on matters related to his, her or its duties as Public Accountant.

If requested by a Member or Director in accordance with the Act, the Public Accountant will attend a Meeting of Members at the expense of the Corporation and answer questions relating to his, her or its duties.

## **18.10 Review of Financial Statements**

The Public Accountant will conduct an annual audit engagement in accordance with the Act.

## **18.11 Report to Members**

After conducting the review required by section 18.10, the Public Accountant will report to the Members in the manner required by the Act.

# **19. NOTICE**

## **19.1 Method of Giving Notice**

Except as otherwise provided in the Act or the Bylaws, a notice may be given to a Member, a Director or the Public Accountant by any one or more of the following methods:

- 19.1.1 by personal delivery; or
- 19.1.2 by courier or prepaid mail addressed to such Member or Director's Registered Address; or
- 19.1.3 by telephone; or
- 19.1.4 where the Member, Director or Public Accountant, as the case may be, has provided an email address or facsimile number to the Corporation and has consented in writing to receive notices by one of these methods, by electronic mail or facsimile, as the case may be.

## **19.2 When Notice Deemed to have been Received**

A notice sent by courier or prepaid mail or delivered personally will be deemed to have been received at the time it would be delivered in the ordinary course of mail.

In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received.

Any notice delivered by electronic mail will be deemed to have been received on the day following the day on which it was sent to the electronic mail address that the Member has designated for the purpose of receiving notices.

## **19.3 Days to be Counted in Notice**

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

# **20. MISCELLANEOUS**

## **20.1 Registered Office**

In accordance with the Articles, the Registered Office of the Corporation will be in the Province of Ontario, at such address as may be determined by the Directors from time to time by Board Resolution.

## **20.2 Access to Records**

The documents and records of the Student Union, including the books of account, the minutes of Meetings of Members and meetings of the Board will be open to the examination of the Directors (and, with the exception of minutes of *in-camera* meetings or portions of meetings of the Board, to the Executives) at reasonable times and the Corporation will provide extracts or copies to a requesting Director or Executive free of charge.

A Member of the Student Union or a creditor of the Corporation may, in accordance with the Act and upon reasonable notice to the Student Union, examine the following documents and records of the Student Union during its normal business hours:

- 20.2.1 the Articles and the Bylaws, including any amendments thereto;
- 20.2.2 the minutes of all Meetings of Members and the minutes of any committees of Members;
- 20.2.3 the resolutions of Members and any committees of Members;
- 20.2.4 the debt obligation register, if any;
- 20.2.5 the register of directors;
- 20.2.6 the register of officers; and
- 20.2.7 in the case of a Member only:
  - (i) the register of Members;
  - (ii) the agendas and minutes of open Board meetings and Executive meetings, but not those relating to *in-camera* meetings (or *in-camera* portions of meetings);
  - (iii) the annual financial statements, and auditors report thereon; and
  - (iv) the annual operating budget approved by the Board.

No Member or creditor is entitled or has the right to examine any other document or record of the Student Union. However a Member may request access to other documents or records and the Board may, in its sole discretion, provide access to one or more of the requested documents or records, in whole or in part, with or without redactions, as the Board sees fit.

A Member or creditor of the Corporation may, on providing reasonable notice to the Corporation and upon payment of a reasonable fee, request copies or extracts of any of the documents or records which a Member or creditor, as the case may be, is entitled to examine and the Corporation will provide such extracts or copies, provided that the Corporation is entitled to redact such extracts or copies to the extent necessary to protect personal information and comply with applicable privacy laws.

### **20.3 Rules Governing Notice, Board Resolutions and Ordinary Resolutions**

The rules governing when notice is deemed to have been given set out in the Bylaws will apply mutatis mutandis to determine when a Board Resolution will be deemed to have been submitted to all of the Directors and when an Ordinary Resolution will be deemed to have been submitted to all of the Members.

### **20.4 Right to become Member of other Corporation**

The Student Union will have the right to affiliate with, subscribe to, become a member of, and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Corporation's purposes.

Notwithstanding the foregoing, the Student Union may not affiliate with, subscribe to or become a member of any other association, corporation, federation, organization or society where such affiliation, subscription or membership will have the effect of placing the articles or bylaws of such organization in precedence over the Bylaws of the Student Union.

## **21. BYLAWS**

### **21.1 Entitlement of Members to copy of Articles and Bylaws**

On being admitted to membership, each Member is entitled to, and upon request the Board will provide that Member with, a copy of the Articles and Bylaws of the Student Union.

### **21.2 Amendment and Repeal of Bylaws by Directors**

Subject to the Act, the Articles and the Bylaws, the Board may make, amend or repeal any Bylaws to regulate the activities or affairs of the Corporation. Any such By-Law, amendment or repeal must be effective from the date of the resolution of Directors until the next Meeting of Members, where it may be confirmed, rejected or amended by the Members by Ordinary Resolution.

If the Bylaw, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The Bylaw, amendment or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

This section does not apply to a Bylaw that requires a Special Resolution of the Members according to subsection 197(1) of the Act.

### **21.3 Special Resolution Required**

In accordance with section 197 of the Act, the Board may not make, amend or repeal any Bylaws where the enactment, amendment or repeal would have any of the following effects:

- 21.3.1 changing the conditions for membership in the Corporation; or
- 21.3.2 changing or removing any designation, rights or conditions or any class, category or group of Members; or
- 21.3.3 dividing any existing class, category or group of Members into two or more classes categories or groups or fixing the rights of such classes, categories or groups; or
- 21.3.4 adding, changing or removing a provision respecting the transfer of membership; or
- 21.3.5 changing the manner of giving notice to members entitled to vote at a Meeting of Members; or
- 21.3.6 changing the method of absentee or electronic voting by Members; or
- 21.3.7 changing or altering any provision of the Articles.

A provision of the Bylaws respecting matters described above may be made, amended or repealed by Special Resolution.

**21.4 Changes to be Filed**

The Corporation will file any amendment or addition to the Bylaws, including any repealed provision of the Bylaws, with the Director of Corporations Canada within 12 months of the date the Special Resolution authorizing the alteration was passed.

The Corporation will promptly file any amendment or addition to the Articles, including the repeal of any provision of the Articles, with the Director of Corporations Canada in the prescribed form.

**21.5 Effective Date**

Any amendment, addition to or repeal of the Bylaws is effective as of the later of:

21.5.1 the date when the Special Resolution authorizing the alteration was passed; or

21.5.2 such later date that may be set out in writing in the Special Resolution authorizing the alteration.

Any amendment, addition to or repeal of the Articles is effective as of the date set out in the certificate of amendment issued by the Director of Corporations Canada.

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ADOPTED BY THE MEMBERS OCTOBER 23RD, 2019  
AMENDED AT THE 2022 ANNUAL GENERAL MEETING