

DURHAM COLLEGE STUDENTS INC.
BY-LAW NO. 1
(hereinafter referred to as the “By-Laws”)

TABLE OF CONTENTS & REVISION TABLE

	Page Number
1. GENERAL	1
2. DEFINITIONS & INTERPRETATIONS	1
3. MEMBERSHIP	2
4. FEES	4
5. MEMBERS’ MEETINGS	5
6. BOARD OF DIRECTORS	9
7. BOARD MEETINGS	11
8. CHAIRPERSON	13
9. EXECUTIVE OFFICERS	14
10. EXECUTIVE COMMITTEE	16
11. EXECUTIVE COMMITTEE MEETINGS	19
12. COMMITTEES OF THE CORPORATION	22
13. CHIEF RETURNING OFFICER	25
14. STAFF POSITIONS AND PERSONNEL POLICIES	26
15. CONFLICTS OF INTEREST & BETWEEN GOVERNING DOCUMENTS	27
16. RECORD KEEPING DISCLOSURE OF INFORMATION	28
17. FINANCIAL MATTERS	29
18. DISCIPLINING DIRECTORS & EXECUTIVE OFFICERS	31
19. ELECTIONS AND REFERENDA	31
20. POLICIES OF THE CORPORATION	32
21. INSURANCE POLICIES	33
22. REQUEST FOR PROPOSAL	33
23. AMENDMENTS TO THE BY-LAWS	33
24. INTERIM PROVISIONS	34
25. EFFECTIVE DATE	37

By-Laws First Confirmed by the Members	By-Laws First Confirmed by the Directors	Date of Last Amendment Approved by the Directors	Date of Last Amendment Approved by the Members
	July 13, 2017	July 19, 2018	

1. GENERAL

1.1 Name. The official name of this organization is “Durham College Students Inc.” hereinafter referred to as the “Corporation.”

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

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

2. DEFINITIONS & INTERPRETATIONS

2.1 Definitions. In these By-Laws:

- (a) “Act” shall mean the Canada Not-for-profit Corporations Act, SC 2009, c 23, as same may be amended, modified or replaced from time to time;
- (b) “Ad Hoc Committee” means a committee created by the Board pursuant to Section 12.2 that is not a Standing Committee;
- (c) “Annual and Special General Meeting” means an annual meeting of the Members at which Special Business is also conducted ;
- (d) “Annual General Meeting” means an annual meeting of the Members at which no Special Business is conducted;
- (e) “Articles of Incorporation” means the letters patent for the Corporation as same may be amended or replaced from time to time;
- (f) “Corporation” shall mean the “Durham College Student’s Corporation”;
- (g) “Board” means the Board of Directors of the Corporation, as described in Section 6;
- (h) “Board Observers” means the individuals listed in Section 6.7(a);
- (i) “By-Laws Committee” means the Standing Committee described in Section 12.8(e);
- (j) “Chair” means either the Executive Officer selected to conduct the meetings of the Executive Committee pursuant to Section 11.7 or a Chair selected to conduct the meetings of a Committee pursuant to section;
- (k) “Chairperson” means the Chairperson of the Corporation, as described in Section 8;
- (l) “Collective Agreement” has the meaning given to it in Section 14.4;
- (m) “Committee” means either a Standing Committee or an Ad-Hoc Committee, or both, as the context requires;
- (n) “College” means Durham College of Applied Arts and Technology;
- (o) “CRO” or “Chief Returning Officer” means the Chief Returning Officer of the Corporation described in Section 13;
- (p) “Compulsory Ancillary Fee Protocol” means the Compulsory Ancillary Fee Protocol dated August 2017;

- (q) "Days" shall mean calendar days and shall not include any public holidays, as defined in the Collective Agreement.
- (r) "Director" means a member of the Board;
- (s) "Elections and Referenda Policy" means the Policy of the same name established by the Board pursuant to Section 20.3(a)(i);
- (t) "Executive Committee" means the Executive Committee of the Corporation, as described in Section 10;
- (u) "Executive Officer" means a member of the Executive Committee;
- (v) "External Director" means a Director, as set out in section 6.8;
- (w) "External Student Organization" means an organization with the purpose of representing post-secondary students and/or post-secondary student associations at the provincial, national or international level and that requires post-secondary student associations to become members of the said external student organization;
- (x) "Finance Committee" means the Standing Committee described in Section 12.8(b);
- (y) "Financial Controller" means the Financial Controller of the Corporation;
- (z) "Full-time student" means an individual registered as a Post-Secondary Full-Time student at Durham College;
- (aa) "General Manager" means the General Manager of the Corporation;
- (ab) "Member" means a member of the Corporation, as set out in Section 3.1;
- (ac) "Ordinary Resolution" means, with respect to a decision by the Board, Executive Committee or Members, a resolution passed by at least a majority (50% +1) of the individuals present and entitled to vote;
- (ab) "Policy" means a policy established by the Board pursuant to Section 20;
- (ac) "Policy Manual" means the policy manual described in Section 20.5;
- (ad) "Properties" means all properties and businesses of the Corporation;
- (ae) "Proposal" has the meaning given to it in Section 5.7(a);
- (af) "Properties" means all properties and businesses of the Corporation;
- (ag) "Secretary of the Board" shall mean an individual appointed by Ordinary Resolution by the Board at the first Meeting of the Board in any given year.
- (ah) "Request for Proposal" means a document that solicits a proposal, often made through a bidding process, by the Corporation in procurement of a commodity, service, or valuable asset, to potential suppliers to submit business;
- (aj) "Special Business" has the meaning given to it in Section 5.2(c);
- (ak) "Special Meeting" means a meeting of the Members at which Special Business is conducted;

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

(am) "Standing Committee" means a committee listed in Section 12.8;

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

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

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

3. MEMBERSHIP

3.1 Members.

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

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

(c) A Member, duly elected as a Director or Executive Officer, may be exempt from ceasing to become a Member, in accordance with subsection 3.1 (b), if such Member ceases to be a Full-time student during their term in office, as a duly elected Director or Executive Officer.

(d) A Member that qualifies for the exemption under section 3.1 (c) shall cease to be a Member once their respective term of office, either as a duly elected Director or Executive Officer, is complete.

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

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

3.2 Responsibilities of Members. Members shall have the following responsibilities:

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

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

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

3.3 Member Classes.

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

(b) The conditions for each Membership Class follows:

(i) The Class A members shall be enrolled in the School of Health and Community Services at Durham College.

(ii) The Class B members shall be enrolled in the School of Justice and Emergency Services at Durham College.

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

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

(v) The Class E members shall be enrolled in the School of Science and Engineering Technology at Durham College.

(vi) The Class F members shall be enrolled in the Center for Food at Durham College.

(viii) The Class G members shall be enrolled in the School of Business, IT and Management at Durham College.

(ix) The Class H members shall be enrolled in the School of Interdisciplinary Studies at Durham College.

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

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

4. FEES

4.1 Membership Fee.

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

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

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

effective Compulsory Ancillary Fee Protocol and the effective Operational Agreement between the College and the Corporation.

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

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

4.2 Other Fees

(a) The Corporation may, from time to time, facilitate the transfer of fees that are used to fund programs that serve the purposes of the Corporation and that benefit its Members.

(b) Any fee levied on a Member must be duly approved by a referendum in accordance with the Elections and Referenda Policy and the Compulsory Ancillary Fee Protocol.

(c) The other fees currently facilitated by the Corporation for the benefit of its Members are the following:

(i) the health and dental plan fees;

(ii) the student center fee;

(iii) the riot radio fee;

(d) The fee amounts at subsection 4.2 (c) shall be determined by the Compulsory Ancillary Fee Protocol and posted on the Corporation's website.

4.3 Third Party Fees.

(a) If applicable, the Corporation shall collect on behalf of a provincial External Student Organization a per student per semester membership fee as set by the By-Laws of this provincial Corporation.

(b) If applicable, the Corporation shall collect on behalf of a national External Student Organization a per student per semester membership fee as set by the By-Laws of this national Corporation.

(c) The President shall be responsible for insuring that remittances to External Student Organizations are made in accordance with the Corporation's agreements with such External Student Organizations.

(d) The Corporation may not enter into a contract, join, or collect fee for an External Student Organization if that External Student Organization:

- (i) has by-laws, policies, procedures in place which would limit the rights of the membership under these By-laws to terminate the membership in the External Student Organization, unless that External Student Organization has policies that are subservient to these by-laws and only impose procedural conditions in terms of notice and fairness;
- (ii) claims that the External Student Organization's by-laws supersede the by-laws of the Corporation;
- (iii) makes a claim that it has the right to appoint officers to supervise the process of joining or leaving the External Student Organization, and that officer is subservient to CRO appointed under these By-laws;
- (vi) that limits the number of members which can leave the External Student Organization within a sixty month period of time;
- (v) that claims that the Corporation becomes an internal operation or local of the External Student Organization;
- (iv) that claims that the fees collected for the External Student Organization cannot appear on the financial statements of the Corporation; and
- (iiv) is primarily focused on university students.

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

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

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

5. MEMBERS' MEETINGS

5.1 Member Rights and Responsibilities at Members' Meetings.

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

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

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

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

5.2 Types of Meetings.

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

(i) Annual General Meetings; and

(ii) Special Meetings.

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

(i) consideration of the financial statements;

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

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

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

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

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

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

5.3 Location and Time of Meetings.

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

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

5.4 Requisitioning Meetings

(a) Members may requisition a meeting by a delivering a written requisition that:

(i) is signed by at least 10% of the Members of the Corporation;

(ii) states the business to be transacted at the meeting; and

(iii) is delivered to the Chair and to the registered office of the Corporation.

(b) Upon receipt of the requisition, the Board shall call forthwith a Special Meeting for the transaction of the business stated in the requisition, provided that the Board shall not be required to call a meeting where the requisition pertains to matters described in Section 5.7(d).

5.5 Notice of Meetings.

(a) Notice of the time and place of a meeting of members shall be given to each Member entitled to vote at the meeting by the following means:

(i) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or

(ii) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

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

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

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

5.7 Member Proposals.

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

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

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

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

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

Directors, Officers, or Members;

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

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

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

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

5.8 Quorum.

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

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

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

5.9 Conduct of Meeting.

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

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

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

5.10 Decision-making.

(a) All decisions of the Members shall be made in the form of resolutions duly recorded in the minutes.

(b) Any vote taken at a Members meeting shall be voted on solely by the Members who are present at the meeting.

(c) Unless otherwise provided in these By-Laws or the Act, motions must be approved by Ordinary Resolution of the Members. Where a vote is tied, the motion fails.

- (d) Voting shall be by a show of hands.
- (e) The Chairperson is not entitled to a second or deciding vote.
- (f) Members shall vote collectively, regardless of Member Class, on resolutions affecting the Corporation, except when Members from a particular Member Class must vote on a resolution affecting their Member Class.

5.11 Absentee Voting

- (a) No Member may assign proxy to another Member to vote or participate on behalf of a Member at any Meeting of the Members.
- (b) The Corporation shall not collect, count and report the results of any vote by proxy cast at any Meeting of the Members.

5.12 Representatives at Other Meetings.

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

6. BOARD OF DIRECTORS

6.1 Election. The Directors shall be elected by the Members by way of an election held in accordance with the Articles of Incorporation, Section 19 and the Elections and Referenda Policy, with the results of such election to be read into the record at the Annual General Meeting (as reconvened in the spring semester), or as otherwise agreed upon by the Board.

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

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

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

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

6.5 Composition and Size of the Board.

- (a) The members of the Board, each a Director, shall be:
 - (i) one (1) Director elected by Class A Members.
 - (ii) one (1) Director elected by Class B Members.
 - (iii) one (1) Director elected by Class C Members.

- (iv) one (1) Director elected by Class D Members.
- (v) one (1) Director elected by Class E Members.
- (vi) one (1) Director elected by Class F Members.
- (vii) one (1) Director elected by Class G Members.
- (viii) one (1) Director elected by Class H Members.
- (ix) one (1) External Director appointed by the Board.

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

- (i) the President;
- (ii) the Vice President of Internal Affairs;
- (iii) the Vice President of External Affairs;
- (vi) the General Manager; and
- (v) the Financial Controller

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

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

- (a) a person who is not a Member;
- (b) a person who is under 18 years old;
- (c) a person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
- (d) a person who has been found to be incapable by any court in Canada or elsewhere;
- (e) a person who has the status of bankrupt;
- (f) is not in good standing with the College, academic or otherwise; or
- (g) a person who has been convicted of an indictable offence within the past five years under the Criminal Code for which an absolute or conditional discharge, a pardon or a record suspension has not been granted, or a record of offence for any offence regarding property, public order, contracts or trade, sexual offences, or against the person under the Criminal Code for which an absolute or conditional discharge, a pardon or a record suspension has not been granted.

6.7 Board Observers.

(a) Board Observers shall include:

- (i) the administrative staff of the Corporation;

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

(iii) two representative(s) from the College, which may be either or both a College alumnus or faculty member; and

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

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

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

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

6.8 External Directors.

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

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

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

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

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

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

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

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

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

6.9 Term of Directors and Removal of Directors.

(a) The term of office of the Directors shall be one year, beginning on May 1 and ending on April 30 the following year, provided that a Director shall continue to hold office until a successor is duly elected pursuant to the By-Laws, and unless the Director is

disqualified under these By-Laws from being a Director or is otherwise removed or resigns in accordance with these By-Laws.

(b) A Director may only be removed by:

- (i) an Ordinary Resolution passed by the class of Members at a meeting of the Members desirous to remove its elected Director;
- (ii) an order from a Court;

(c) In the event that Director wishes to resign before the completion of their mandate, they must inform the Secretary of Board in writing at the earliest opportunity.

(d) Should a Director not able to resign in person, then that Director's Legal Counsel, duly licensed under the Law Society Act, and acting on that Director's direction may resign on their behalf.

(e) The Board may call a Members' meeting to propose the removal of a Director that is absent from three (3) or more consecutive meetings of the Board, without valid reason. (f) Should a candidate for a Director position who has been elected:

(f) Should a candidate for a Director position who has been elected:

- (i) not attend all training sessions organized for the new Board members; and
- (ii) be absent from the first Board Meeting after the Board has been duly composed; or
- (iii) not attend two Board Meetings after the Board has been duly composed, if there has not been any Board training sessions,

then the Board may call a Members' meeting to propose the removal of that candidate Director.

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

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

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

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

6.10 Vacancies. A vacancy on the Board shall be filled by either a by-election or an appointment in accordance with the Elections and Referendum Policy. The Board shall have the discretion to determine the method used to fill the vacant position, in accordance with the Elections and Referendum Policy. In the interim, the remaining Directors on the Board shall be recognized as the Board with quorum requirements reduced accordingly.

6.11 Attendance at College.

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

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

(c) If a Director graduates from the College during their office term, the Director in question may finish their office term for the Corporation and be exempt from the provision in subsection 3.1(b), so long as the Director does not violate any of the provisions in these By-laws.

7. BOARD MEETINGS

7.1 Participation.

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

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

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

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

7.2 Location and Time of Meetings.

(a) Meetings of the Board may be convened:

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

(ii) at regular monthly intervals, with the exception of the months of June, July and August (in which a Board meeting shall not normally be held unless called in accordance with Section 7.2(a)(i)) at such time and on such day as the Executive Committee may determine in advance.

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

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

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

7.3 Notice.

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

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

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

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

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

(b) Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-Laws otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

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

7.5 Quorum.

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

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

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

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

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

7.6 Conduct of Meetings.

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

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

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

7.7 Decision-making.

(a) All decisions of the Board shall be made in the form of resolutions duly recorded in the minutes.

(b) Any vote taken at a Board meeting shall be voted on solely by the Directors who are present at the meeting.

(c) Unless otherwise provided in these By-Laws or the Act, motions must be approved by Ordinary Resolution of the Directors.

(d) Voting shall be by a show of hands at all Board meetings, except in respect to the elections of the Chairperson and appointment of the CRO in which case a secret ballot shall be taken.

(e) All Directors, except where precluded under Section 15, shall have the right to one vote at meetings of the Board.

(f) Any decision required to be made by the Board by way of an Ordinary Resolution or Special Resolution may be made by way of a resolution in writing signed by all the Directors.

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

7.9 Tie Vote. If a vote is tied at the Board, the resolution fails and it is forwarded for a vote at the next meeting of the Members to be voted on by the Members.

7.10 The Board shall appoint a Secretary of the Board who shall:

(a) record, without note or comment, all resolutions, decisions and other proceedings of the Board and Executive Committee;

(b) if required by any member present at a vote, to record the name and vote of every member voting on any matter or question;

(c) to keep the originals or copies of all by-laws and of all minutes of the proceedings of the Board and Executive Committee;

(d) the secretary of the board cannot be a voting member of the Board or Executive Committee, and does not have to be an employee of the corporation;

(e) The secretary of the board may delegate in writing to any person, other than a member of the Board or Executive Committee, the duties of the secretary of the board under the by-laws or policies of the board.

8. CHAIRPERSON

8.1 The Chairperson.

The Board shall designate a person to preside at Board meetings and Members' Meetings. Members, Directors or Executive Officers shall not be designated as the Chairperson.

8.2 Term of Office. The term of office of the Chairperson shall be from May 1 to April 30, unless the Chairperson is removed by the Board or is otherwise disqualified under these By-Laws.

8.3 Role. The Chairperson shall:

- (a) preside over Board meetings and Member meetings, in particular by:
 - (i) applying Robert's Rules of Order at meetings and informing Members of appropriate procedures when necessary; and
 - (ii) interpreting the By-Laws as they pertain to the conduct of meetings;
- (b) perform such other functions as the Board may determine.

8.4 Ceasing to Hold Office. The Chairperson shall cease to hold office when they resign or when section 8.5 is enacted.

8.5 Removal of the Chairperson. The Board may remove a Chairperson by a 3/4 majority vote at a Board meeting duly called for that purpose if:

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

8.6 Decision to Remove the Chairperson. The Board shall consult with the Corporation's legal counsel before holding the vote described at subsection 8.5.

8.7 Vacancies. If a vacancy occurs, as a result of the action set out in 8.5 or otherwise, the Corporation shall have the discretion to hire or appoint a Director, Member or non-member to become the Chairperson.

9. EXECUTIVE OFFICERS

9.1 Positions. The Executive Officers of the Corporation are the:

- (a) President;
- (b) Vice-President of Internal Affairs;
- (c) Vice-President of External Affairs;
- (d) General Manager; and
- (e) Financial Controller.

9.2 Membership Eligibility Requirements. The following are requirements to become an election Executive Officer:

- (a) Vice-Presidents. Candidates interested in either of the Vice-President positions must be Members in Good Academic Standing during the academic term of the applicable elections.
- (b) President. Candidates interested in the President position may either be:
 - (i) a Member in Good Academic Standing during the academic term of the applicable elections; or
 - (ii) an alumni of the College that graduated no more than two (2) years prior to the elections
- (c) General Manager. The General Manager shall be appointed by the Board and shall have an employment agreement describing the terms of their employment. Moreover, the Senior Managers Policy shall describe the terms of the General Manager's office.
- (d) Financial Controller. The Financial Controller shall be appointed by the Board and shall have an employment agreement describing the terms of their employment. Moreover, the Senior Managers Policy shall describe the terms of the Financial Controller's office.
- (e) A General Manager and Financial Controller duly appointed by the Board shall be exempt from the disqualification under subsection 6.6. (a).
- (f) A President elected under subsection 9.2(b)(ii) shall be exempt from the disqualification under subsection 6.6. (a). (g) The Executive Officers shall not be deemed to be Directors of the Corporation.

9.3 Term of Office.

- (a) The term of office of the President and both Vice-Presidents shall be for one (1) year, from May 1 to April 30th.
- (b) The term of office for the General Manager and Financial Controller shall be described in their respective employment agreements.
- (c) An Executive Officer may only be removed:
 - i) by a Special Resolution passed by the Members at a meeting of the Members; or
 - ii) by a Resolution passed by the Directors and in accordance with the Executive Officer's Employment Agreement.
- (d) In the event that an Executive Officer wishes to resign before the completion of their mandate, they must inform the Secretary of the Board in writing at the earliest opportunity.

(e) If any Executive Officer is absent from three (3) or more consecutive meetings of the Board without valid reason, as determined by a two-thirds (2/3) majority vote of the Board, then the Board may call a Members' meeting to propose the removal of that Executive Officer.

(f) should an Executive Officer not be able to resign in person, then that Executive Officer's Legal Counsel, duly licensed under the Law Society Act and acting on that Executive direction, may resign on their behalf. (f) Should a candidate for an Executive Officer position who has been elected:

(i) not attend training sessions for an Executive Officer position and be absent for and be absent for the first Board or Executive Committee Meeting;
or

(iii) not attend two Board meetings after the Board has been duly composed, if there has not been a training session for the Executive Officers,

then the Board may call a Members' meeting to propose the removal of that candidate Executive Officer.

9.4 Vacancies. In the case of a vacancy of the President or either of the Vice Presidents' offices; the position will be filled in accordance with the procedures in Section 6.10 for Directors. Pending the replacement of that Executive Officer, the quorum requirements for Executive Committee meetings will be determined on the basis of the reduced number of Executive Officers. Vacancies occurring for the General Manager and Financial Controller offices shall be filled using the Selection and Recruitment Policy.

9.5 Role. The Executive Officers shall:

(a) carry out the mandate of their office as set out below and performing such other functions as the Executive Committee or Board may determine;

(b) serve on the Executive Committee;

(c) further the long-term interests of the Corporation;

(d) maintain a file specifically related to their portfolio that will be useful to their successors to the position;

(e) instruct and inform incoming Executive Officers of their responsibilities;

(f) co-ordinate those committees for which they are the Chair;

(g) have a working knowledge of the Corporation's By-Laws and policies;

(h) co-ordinate the affairs of their portfolio in consultation with the other Executive Officers;

(i) abide by all policies of the Corporation, as determined by the Board; and

(j) present a brief report at every Board meeting and a final report on their activities at the Annual General Meeting (once adopted, this final report will be retained by the

Corporation).

9.6 Limitation on Duties. The duties of individual Executive Officers are subject to any general limitations imposed on Executive Officers by the Board or in these By-Laws.

9.7 Remuneration.

(a) Executive Officers shall receive an annual salary, the amount of which shall be set by the Executive Officer Remuneration Policy, except as otherwise provided for in this By-Law.

(b) Executive Officers shall not receive any monetary or in kind benefits other than the annual salary referred to in Section 9.7(a) and those in the Executive Officer Remuneration Policy without the consent of the Board. This shall not affect the use of Corporation facilities and funds reasonably associated with the carrying out of their duties.

(c) If an Executive Officer does not fulfill the complete term of office, the annual salary shall be pro-rated for the time served, unless determined otherwise by a Special Resolution of the Board.

9.8 Time Commitment.

(a) The President position shall be a full-time position, as defined in the Executive Remuneration Policy.

(b) The Vice-President of Internal Affairs and the Vice-President of External Affairs position shall be part-time, as defined in the Executive Remuneration Policy.

(c) The President shall not at any time be enrolled in full-time studies at the College or any other academic institution while conducting the duties associated with that office.

(d) The offices of Vice-President of Internal Affairs and Vice-President of External Affairs may be a full time position from May 1st to September 15th of the year for the purpose of preparing for the academic year and setting priorities for the academic year. If the Executive Committee believes there is both the need and the budget for this, the Executive Committee shall present a workplan to the Board for ratification. However, until such a work plan has been ratified by the Board, the Vice-President of Internal Affairs and Vice-President of External Affairs shall work par-time, as defined in the Executive Remuneration Policy.

(e) The General Manager and Financial Controller positions are full-time positions.

9.9 Officers under the Act. The Executive Officers shall be considered officers for the purposes of the Act.

10. EXECUTIVE COMMITTEE

10.1 Composition. Members of the Executive Committee shall be the:

(a) President;

- (b) Vice-President of Internal Affairs;
- (c) Vice-President of External Affairs;
- (d) General Manager; and
- (e) Financial Controller.

10.2 Powers of the Executive Committee.

- (a) Subject to Section 10.2(c), the Executive Committee shall have the following powers:
 - (i) To act in place of the Board in dealing with financial business with respect to matters involving amounts less than \$10,000, except in circumstances which, in the opinion of the majority of the Executive Committee, warrant the calling of a special meeting of Board;
 - (ii) To act in place of the Board in dealing with other routine business of the Corporation, except the following circumstances, which warrants a determination by the Board:
 - (a) Entering into any binding agreement for a duration of more than one (1) month and/or an amount of \$10,000.00;
 - (b) Any other financial obligations mentioned in the Financial Administration Policy; (c) Determining the positions of the Corporation regarding the Operating Agreement with the College
 - (iii) Such other powers as may be specifically delegated by the Board by way of Special Resolution.
- (b) The signing authority of the Executive Committee shall be as set out in Section 17.2.
- (c) Notwithstanding anything to the contrary herein, the Board may not delegate to the Executive Committee the powers to:

- (i) submit to the Members any question or matter requiring the approval of the Members;
- (ii) fill a vacancy among the Directors or in the position of auditor or of a person appointed to conduct a review engagement of the corporation;
- (iii) appoint additional Directors;
- (iv) issue debt obligations except as authorized by the Directors;
- (v) approve any financial statements or the budget;
- (vi) adopt, amend or repeal by-laws; or
- (vii) establish contributions to be made, or dues to be paid, by Members.

10.3 Responsibilities of the Executive Committee.

- (a) The Executive Committee shall be responsible for:
 - (i) administrating the day-to-day affairs of the Corporation in accordance with the applicable policies of the Corporation at Article 20 and the direction dictated by the Board;

- (ii) implementing and abiding by the policies of the Corporation;
- (iii) upholding the By-Laws of the Corporation;
- (iv) monitoring the actions of Committees of the Board;
- (v) distributing among themselves the responsibilities of any Executive Officer who is temporarily unable to act;
- (vi) coordinating the actions of each Executive Officer;
- (vii) implementing any and all decisions of the Board;
- (viii) reporting to each meeting of the Board and acting accordance with any decisions of the Board; and (ix) performing such other functions as the Board may determine.

10.4 Duties of the Executive Committee.

The Board hereby delegates the following duties to the Executive Officers:

(a) The President shall have the following duties:

- (i) Acting as official spokesperson for the Corporation;
- (ii) Facilitating the external relations with other colleges and universities;
- (iii) Facilitating relations with all agencies on all levels of government;
- (iv) Report to the Board on any concerns or resolutions of the Executive Committee;
- (v) Supporting the work of the other members of the Executive Committee and perform related tasks as necessary;
- (vi) Coordinating any ongoing projects between the other Executive Officers;
- (vii) Helping the Financial Controller facilitate any audits;
- (ix) Ensuring the Corporation's financial activities are properly managed;
- (x) Organizing the Corporation's welcome week with the other Executive Officers;
- (xi) Reporting to the Board;
- (xii) Reporting to the Board as to the economic status of the Corporation's businesses; and
- (xiii) Assisting the General Manger and the Financial Controller in managing the risk management of the Corporation, including liability and safety for business practices and student activities;

(b) The Vice-President of Internal Affairs shall have the following duties:

- (i) Assisting the President in ensuring all financial accounts are accurate and up to date;
- (ii) Providing financial records at the request of the Executive Officers; (iii) Providing financial records at the request of the Executive Officers;
- (iii) Helping the Financial Controller facilitate any audits;
- (iv) Reporting to the Board;
- (v) Preparing and presenting, from time to time, in collaboration with the Financial Controller, to the Board motions dealing with the Corporation's budget;
- (vi) Assisting the General Manager and the Assistant General Manager in ensuring the Corporation's By-laws and Policies are in good order;
- (vii) Coordinating any ongoing projects between the other Executive Officers;
- (viii) Organizing the Corporation's welcome week with the other Executive Officers;
- (ix) Advising the Executive Committee, from time to time, on the Corporation's governance practices, as set out in these By-laws; and
- (x) Assisting the Financial Controller to undertake projects related to the financials of the Corporation.

(c) The Vice-President of External Affairs have the following duties:

- (i) Carrying out research, if applicable, on course content and on academic requirements and criteria that affect Members;
- (ii) Endeavoring to gain student representation on the College's administrative and academic committees where it is nonexistent.
- (iii) Facilitating relations with external provincial or federal student associations;
- (iv) Assisting the General Manager and the Assistant General Manager with any advocacy projects on behalf of the Corporation;
- (v) Promoting opportunities for students to participate in athletics and recreation;
- (vi) Representing, along with the President, the student body at the College;

- (vii) Facilitating the relationship between the Corporation and the College;
- (viii) Facilitating relations between the Membership and the Corporation;
- (ix) Reporting to the Board;
- (x) Helping the Assistant General Manager in managing the services provided by the Corporation to the Members;
- (xi) Coordinating any ongoing projects between the other Executive Officers; 20 (xiii) Organizing the Corporation's welcome week with the two other Executive Officers;
- (xiv) Collecting and organizing data on services to provide updates on the performance of the services; and
- (xv) Coordinating Athletics with the College.

(d) The Financial Controller shall have the following duties:

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

(e) The General Manager shall have the following duties:

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

11. EXECUTIVE COMMITTEE MEETINGS

11.1 Participation.

- (a) Attendance at all Executive Committee meetings convened pursuant to this Section 11.1 is mandatory, save for just and proper cause, for all Executive Officers.
- (b) Executive Officers are required to keep themselves informed of any and all upcoming meetings of the Executive Committee.
- (c) Executive Officers shall provide the Chair with their complete mailing addresses, email address and home and work telephone numbers upon taking up their duties.
- (d) Executive Officers may attend an Executive Committee meeting in person or by telephone conference, or by any other method that permits all participants to communicate adequately with each other during the meeting and that is deemed appropriate by the Executive Committee.

11.2 Location and Time of Meetings.

- (a) Meetings of the Executive Committee may be convened:
 - (i) at the call of any Executive Officer, by submitting a written request to the President; or
 - (ii) at regular monthly intervals.
- (b) Despite Section 11.2(a), a meeting shall be deemed to be properly convened if:
 - (i) all Executive Officers are present (either in person or by telephone) and consent to a meeting being held; or
 - (ii) all absent Executive Officers consent to a meeting being held in their absence.

11.3 Notice.

- (a) With respect to ad-hoc meetings called pursuant to Section 11.2(a)(i) or Section 11.2(a)(ii), written notice of the time and place of a meeting of the Executive Committee shall be delivered to the Executive Officers at least one week prior to the meeting.
- (b) With respect to regularly scheduled meetings convened pursuant to Section 11.2(a)(ii), written reminder of the time and place of the meeting of the Executive Committee shall be delivered to the Executive Officers at least 48 hours prior to the meeting.
- (c) The notice or reminder of an Executive Committee meeting shall include a package, called the "Executive Committee mail-out", which shall contain the agenda for the meeting and motions to be debated at the meeting.
- (d) Notice under Sections 11.3(a) and 11.3(b) shall be sufficiently given to an Executive Officer if:
 - (i) delivered by email (or by other electronic means of individual delivery), in which case it shall be deemed to have been given the day of such delivery;
 - (ii) otherwise delivered personally to him or her, in which case it shall be deemed to have been given when so delivered;
 - (iii) a majority of the members of the Executive Committee decide to hold an ad hoc meeting, either in person or by teleconference;
- (e) No minor or immaterial error or omission in giving the notice of any Executive Committee meetings shall invalidate such meeting.

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

11.5 Quorum.

- (a) A quorum in the case of a meeting of Executive Committee shall constitute the majority of the Executive Officers.
- (b) Quorum shall be present for any business to be conducted at a meeting of the

Executive Committee. All business transacted in the absence of quorum is null and void.

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

(d) Minutes shall be taken and retained at the Corporation's offices after ratification at the subsequent meeting of the Executive Committee.

11.6 Conduct of Meetings.

(a) The rules contained in Robert's Rules of Order shall govern all Executive Committee meetings, to the extent that they are not inconsistent with the By-Laws and policies of the Corporation.

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

11.7 Chair. The Chair of the Executive Committee shall be the General Manager.

11.8 Decision-making.

(a) All decisions of the Executive Committee shall be made in the form of resolutions duly recorded in the minutes.

(b) Any vote taken at an Executive Committee meeting shall be voted on solely by the Executive Officers who are present (either in person, telephone or as otherwise permitted pursuant to Section 11.1(d)) at the meeting.

(c) Unless otherwise provided in these By-Laws or the Act, motions must be approved by Ordinary Resolution of the Executive Officers.

(d) Voting shall be by a show of hands at all Executive Committee meetings (or in the case of participation by telephone, by verbal assent or dissent or as otherwise determined by the Executive Committee).

(e) All Executive Officers, except where precluded under Section 15, shall have the right to one vote at meetings of the Executive Committee.

(f) Any decision required to be made by the Executive Committee by way of an Ordinary or Special Resolution may be made by way of a resolution in writing signed by all Executive Officers.

(g) The Chair is entitled to a deciding vote.

11.09 Absentee Voting. No Executive Officer shall entitled to vote by proxy.

12. COMMITTEES OF THE CORPORATION

12.1 General Description. Standing Committees and Ad Hoc Committees are used to assist the Board, Executive Officers and staff of the Corporation in governing the Corporation and to give Members the opportunity to participate in the affairs of the Corporation.

12.2 Creation and Disbanding.

- (a) Any proposal to strike a new Committee shall be made to the Board, by a Director or an Executive Officer, and shall be accompanied by an outline of the type, membership, goals and duties, and Chair for the Committee. In the case of Ad Hoc Committees, this outline need neither be in writing nor be made known in advance.
- (b) Proposals to create, modify, or disband Standing Committees must be approved as amendments to these By-Laws.
- (c) Once a proposal for a new Committee has been approved by the Board, the Chair shall be responsible for arranging an organizational meeting.

12.3 Duties of the Chair. The Chair of each Committee shall:

- (a) act as the official liaison between the Committee and the Board;
- (b) be responsible for advertising open positions on the Committee as necessary;
- (c) call and give notice of meetings, provided that such notice may be given orally or in writing;
- (d) prepare an agenda and preside over meetings of the Committee;
- (e) have brief written minutes of each meeting taken;
- (f) maintain a Committee file to be kept in the Corporation office;
- (g) present a written report at least once a year at the Annual General Meeting. Motions pertaining to the Committee shall be submitted separately from the report, and shall be accompanied by a statement including the names of the mover and seconder; and
- (h) coordinate with Executive Officers and the Directors as necessary.

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

12.5 General.

- (a) Each Committee shall obtain, as is reasonable, input on projects within its mandate from Members of the Corporation and, where appropriate, from outside sources.
- (b) In the event of the failure of a voting member of a Committee to attend two meetings during their term either in person, the Chair of the Committee shall remind the member in writing of their duty to attend Committee meetings. If, after notice has been given, a subsequent meeting be missed by the member, the Chair may, at the discretion of the other members of the Committee, remove the member from the committee.

12.6 Composition.

- (a) Each Committee shall have a Chair, who shall be either a Director or a Member.
- (b) The Chair shall be selected by the Directors, except as otherwise provided in these By-laws.

(c) All Members , except for the Executive Officers, of the Corporation are eligible to be members of Committees of the Corporation.

(d) Each Committee shall be comprised of either Members, or Directors of the Corporation, appointed by the Board in the form of an Ordinary Resolution (except those Chair and standing members appointed by these By-Laws).

(e) There shall be a minimum of one (1) Director and a maximum of three (3) Directors on any Committee.

(f) There shall be no minimum or maximum number of Members on any Committee.

(g) There shall be no minimum or maximum number of Members on any Committee.

(h) Notwithstanding anything in this section, the Elections Committee shall be composed of members as described in the Elections and Referendum Policy.

12.6 Quorum.

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

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

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

12.7 Conduct of Meetings.

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

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

12.8 Standing Committees.

(a) All Standing Committees will be made up of those people identified in these By-Laws, one other Director and any other number of Members appointed by the Board.

(b) Finance Committee. The Finance Committee is responsible for:

(i) preparing budgets and making financial recommendations to the Board;

(ii) reviewing the financial feasibility of specific proposals made by the Executive Officers, Directors and Members;

(iii) assisting the Financial Controller and the Vice-President of Internal Affairs in developing and carrying out the budget;

(iv) assisting the Financial Controller and the Vice-President of Internal Affairs in the general financial oversight of the Corporation;

(v) assisting the Financial Controller, the President and Vice-President of Internal Affairs in the yearly audit process; and

(vi) providing such other assistance to the Financial Controller and Vice-President of Internal Affairs as the Vice-President of Internal Affairs may reasonably request, from time to time;

(vii) complying with the Financial Administration Policy when making decisions regarding the finances of the Corporation; and

(viii) making proposals for amendments to the Financial Controls Policy to the Board of Directors.

The Finance Committee shall be comprised of a Director, who shall be the Chair of the Finance Committee, and such other people as may be appointed by the Board in accordance with Section 12.8(a).

(c) Elections Committee. The Elections is responsible for:

(i) generally ensuring fair and ethical elections;

(ii) hiring the CRO;

(iii) providing guidance to the CRO, as needed, from time to time; and

(iv) ensuring any recommendations from CRO be considered for implementation during the next elections;

(v) acting as the final level of appeals for any complaints made to the CRO;

(vii) complying with the Election and Reference Policy when making decisions regarding elections;

(viii) ensuring the Corporation is compliant with the Elections and Referenda Policy;

(ix) undertaking any other relevant tasks relevant to any election or electoral processes that is deemed required by the Elections Committee; and

(x) making proposals for amendments to the Elections and Referenda Policy to the Board of Directors.

The composition and specific responsibilities of the Elections Committee shall be set out in the Elections and Referenda Policy.

(d) Services Committee. The Services Committee is responsible for:

(i) generally ensuring the Services are in good order;

(ii) ensuring the Services of the Corporation are in good financial standing;

(iii) ensuring the Services of the Corporation are compliant with any applicable laws;

(iv) making decisions relating to any relevant budgetary considerations of the Services of the Corporation;

(v) providing guidance, as needed, from time to time, regarding any staffing issues of the Services of the Corporation;

(vi) considering the creation of any new Service of the Corporation or the closure

of any existing Services of the Corporation

(vii) complying with the Services Policy when making decisions regarding the Services of the Corporation; and

(viii) ensuring the Corporation is compliant with the Services Policy;

(ix) undertaking any other relevant tasks relating to the Services of the Corporation, as needed, from time to time; and

(x) making proposals for amendments to the Services Policy to the Board of Directors.

The Services Committee shall be comprised of a Director, who shall be the Chair of the Services Committee, and such other people as may be appointed by the Board in accordance with section 12.8 (a).

(e) By-Laws Committee. The By-Laws Committee is responsible for:

(i) generally ensuring the By-Laws are in good order;

(ii) providing advice to the Board on any amendments proposed to the By-Laws;

(iii) consulting with the Corporation's legal counsel before proposing resolutions to amend the By-Laws;

(iv) ensuring that the Policies at section 20 of these By-Laws are implemented by the staff, Executive Officers and Directors of the Corporation.

(v) ensuring the proper procedure for amending these By-Laws is respected, in accordance with the Act;

(vi) ensuring any amendments to the Policies are made in accordance with the rules set out in section 20 of these By-Laws.

The By-Laws Committee shall be comprised of: a Director, who shall be the Chair of the By-Laws Committee; the Corporation's legal counsel, as a Board Observer to provide advice on an as needed basis; and such other people as may be appointed by the Board in accordance with Section 12.8(a).

13. CHIEF RETURNING OFFICER

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

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

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

13.4 Role.

(a) The powers and duties of the CRO shall be set out in the Elections and Referenda Policy.

(b) The CRO shall report to the Elections Committee. Appeals of decisions of the CRO may be made to the Elections Committee in accordance with the Elections and Referenda Policy.

(c) The CRO may delegate any of his or her powers, duties and functions as she or he sees fit to deputy returning officers or elections staff, provided that such people are not Directors nor do they hold an office as an Executive Officer or staff position within the Corporation.

13.5 Remuneration.

(a) The CRO shall receive an hourly wage, the amount of which shall be set by the Elections Committee in consultation with the Financial Controller. If the CRO does not fulfill the complete term of office, the salary shall be pro-rated for the time served, unless determined otherwise by a Special Resolution of the Board.

(b) The CRO shall not receive any monetary or in kind benefits other than the salary referred to in Section 13.5(a) without the consent of the Board by way of Ordinary Resolution. This shall not affect the use of Corporation facilities and funds reasonably associated with the carrying out of their duties.

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

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

13.8 Removal of the Chief Returning Officer. The Board or the Members, at a Board Meeting or a Meeting of the Members, may remove a CRO by a Special Resolution if:

(a) the CRO does not comply with the Act, the Articles of Incorporation or any By-Law or resolution of the Corporation; or

(b) the CRO is incapable of performing their functions because of sickness or absence.

14. STAFF POSITIONS AND PERSONNEL POLICIES

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

(a) carryout the programs, services, and activities of the Corporation in accordance with the policies and decisions of the Executive Committee and the Board;

(b) undertake research and provide advice to the Executive Committee and Board; and

(c) to carry out all other duties under the By-laws, and policies of the Corporation.

14.2 Staffing Decisions.

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

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

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

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

14.3 Collective Agreement.

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

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

15. CONFLICTS OF INTEREST & CONFLICTS BETWEEN GOVERNING DOCUMENTS

15.1 Conflict. A conflict of interest arises when a Director or an Executive Officer:

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

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

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

15.2 If any Director or Executive Officer be faced with a situation where an existing or potential conflict of interest, that member:

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

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

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

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

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

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

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

15.4 Conflicts between governing documents.

(a) In the event of a conflict between the Robert's Rules of Order and these By-Laws, these By-Laws shall govern;

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

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

16. RECORD KEEPING DISCLOSURE OF INFORMATION

16.1 Records. The Corporation shall prepare and maintain records containing:

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

(b) the minutes of meetings of the Members and of any committee of Members;

(c) the resolutions of the Members and of any committee of Members;

(d) the minutes of meetings of the Directors and of any committee of Directors;

(e) the resolutions of the Directors and of any committee of Directors;

(f) a register of Directors;

(g) a register of Officers;

(h) accounting records adequate to enable the Directors to ascertain the financial position of the Corporation with reasonable accuracy on a quarterly basis; and

(i) the conflict of interest registry described in section 15.2;

(j) any other records required by law.

16.2 Inspection by Directors.

(a) The records described in Section 16.1 must be open to inspection by the Directors during the Corporation's regular office hours.

(b) The Corporation will, at the request of any Director, provide the Director with any extract of the records described in Section 16.1 free of charge.

16.3 Inspection by Members, etc.

(a) A Member, a Member's legal representative and a creditor of the Corporation may examine the records referred to in Sections 16.1(a), 16.1(b), 16.1(c), 16.1(f) and 16.1(g) during the Corporation's regular office hours.

(b) In addition to the records set out in Section 16.3(a), a Member, a Member's attorney or legal representative may examine the records referred to in Section 16.1(d) and 18.1(e) during the Corporation's regular office hours.

(c) A Member of the Corporation, and a Member's attorney or legal representative on the Member's behalf, is entitled on request and free of charge to one copy of any record of the Corporation that they are entitled to inspect.

(d) A creditor of the Corporation exercising the rights set out in Section 16.3(a) must pay a reasonable fee in order to obtain an extract or copy from those records.

16.4 Confidentiality. Every Executive Officer and Director will be required to sign a confidentiality agreement in the form approved by the Board by Ordinary Resolution.

17. FINANCIAL MATTERS

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

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

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

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

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

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

17.3 Approval of Expenses.

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

17.4 Banking.

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

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

17.5 Financial Reports. The Vice President of Internal Affairs shall present a financial report to all Members of the Corporation at the Annual General Meeting.

17.6 Budget.

(a) The Financial Controller and the Vice-President of Internal Affairs, in consultation with the Finance Committee, shall prepare an annual budget for the Corporation and submit it to the Board for approval.

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

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

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

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

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

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

17.9 Indemnity.

(a) Every Director or Executive Officer undertaking any action or liability on behalf of the Corporation, either within the scope of their office or with express authority of the Corporation, shall be indemnified and saved harmless out of the funds of the Corporation from and against:

(i) any and all costs, charges, damages and expenses sustained or incurred in relation to the affairs of the Corporation; and

(ii) with respect to any action, suit or proceeding brought against her for any act or thing done or permitted by her in the execution of her duties, unless such costs, charges, damages or expenses are occasioned by her own wilful neglect or default.

(b) The indemnity described above in Section 17.9(a) shall only be available to an individual if:

(i) he or she acted honestly and in good faith with a view to the best interests of the Corporation; and

(ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

17.10 External Partnerships

(a) The funds held by the Corporation is for the benefit of the Members of the Corporation

(b) The General Manager, in consultation with the Executive Committee or Board may enter into a contract for a joint service, event, or program only if that service, event, or program is to benefit the membership.

(c) In making a decision under subsection (b), the General Manager or the Board must consider and have regards to all the circumstances of the service, event, or program, and the level of participation by the membership of the Corporation in that service, event, or program.

(d) Any contract for a joint service, event, or program must:

(i) not be for longer than a 12 months duration;

(ii) have review mechanism in it to ensure that the Corporation's members are receiving benefit from the joint, service, event, or program;

(iii) have a complaint mechanism which reports to the appropriate structure of the Corporation.

18. DISCIPLINING DIRECTORS & EXECUTIVE OFFICERS

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

(a) poor attendance at meetings;

(b) theft, fraud, or embezzlement of funds;

(c) failure to disclose a significant or obvious conflict of interest;

(d) breach of confidentiality;

(e) misuse of Corporation property;

(f) negligent misconduct related to the operations or finances of the Corporation; and

(f) failure to perform their duties as specified in the Corporation By-Laws.

18.2 Sanctions.

(a) Upon committing one of the above grounds for disciplinary action, the Board shall meet to determine whether a meeting of the Members shall be called in order to sanction the Director or Executive Officer.

(b) The Board may impose any of the following sanctions:

(i) provide a verbal or written reprimand; and

(ii) call a meeting of the Members for the purposes of considering a motion to remove a Director or Executive Officer in accordance with these By-Laws.

(c) The Director or Executive Officer will be entitled to make representations at a meeting of the Board called for the purposes of imposing sanctions.

(d) The Director or Officer will be entitled to give the Corporation a statement giving reasons for opposing their removal as director or officer if a meeting of the Members is called for that purpose. If the Director provides a statement, the statement shall be circulated with the notice of meeting sent with respect to the meeting to consider the removal of the Director, or as soon as possible thereafter if it is not practical to circulate the statement with the notice.

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

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

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

18.6 Should the Board of Directors determine that an Executive Officer is in breach of their employment agreement or the Bylaws of the Corporation the Board of Directors shall:

a) terminate the Executive Officer employment agreement with the Corporation;

b) suspend the Execution Officer on terms to be determined by the Board of Directors; or

c) issue a written reprimand to the Executive Officer.

An Executive Officer that receives a letter from the Board of Directors pursuant to a) or b) shall be deemed to have resigned from their office.

19. ELECTIONS AND REFERENDA.

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

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

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

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

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

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

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

20. POLICIES OF THE CORPORATION

20.1 General Description.

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

(b) Policies may set out:

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

(ii) official positions of the Corporation.

20.2 Establishment of Policies.

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

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

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

20.3 Required Policies

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

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

20.4 Binding Nature. Policies are binding on Corporation staff, Members, Directors and Executive Officers.

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

21. INSURANCE POLICIES

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

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

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

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

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

22. REQUEST FOR PROPOSALS

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

22.2 The Corporation shall obtain no less than three (3) written quotes prior to deciding to purchasing goods or services with a value of five thousand dollars (\$5,000) and up to but not including one hundred thousand dollars (\$100,000), excluding any applicable taxes.

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

23. AMENDMENTS AND OTHER CHANGES TO THE BY-LAWS

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

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

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

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

23.5 Subsequent Resolution. If a by-law addition, an amendment or a repeal ceases to have effect, a subsequent resolution of the Board that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the Members. 23.6

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

- (a) correct spelling, punctuation or grammatical errors, or errors that are clerical, typographical or similar nature;
- (b) alter the style or presentation of the text or graphics to be consistent with the editorial or drafting practices of the Corporation or to improve electronic or print presentation;
- (c) make such minor changes as may be required to ensure a consistent form of expression;
- (d) replace a form of reference to an Act, regulation, or a provision or other portion of an act with a different form of reference in accordance with drafting practices;

- (e) replace a description of a date or time with the actual date or time;
- (f) when the name, title, location or address of a body, office, person, place or thing has been altered, change references to the name, title, location or address to reflect the alteration, if the body, office, person, place or thing continues under the new name or title or at the new location or address;
- (g) correct errors in the numbering of provisions or other portions of an Act or regulation and make any changes in cross-references that are required as a result;
- (h) if a provision of a transitional nature incorporate it as a provision of the relevant consolidated by-law and make any other changes that are required as a result;
- (i) make a correction, if it is patent both that an error has been made and what the correction should be.