

Conestoga Students Incorporated

By-Law No. 3

A BY-LAW TO REPEAL AND REPLACE BY-LAW NO. 2, BEING A BY-LAW RELATING GENERALLY TO THE TRANSACTION OF THE BUSINESS AND AFFAIRS OF 12384388 CANADA ASSOCIATION, OPERATING AS CONESTOGA STUDENTS INCORPORATED.

Contents

Article I	-	Interpretation
Article II	-	The Corporation
Article III	-	Directors
Article IV	-	Officers
Article V	-	Standing and Ad Hoc Committees
Article VI	-	Meetings of Directors
Article VII	-	Protection of the Directors and Officers
Article VIII	-	Conflict of Interest
Article IX	-	Members
Article X	-	Members' Meetings
Article XI	-	Discipline of Directors and Officers
Article XII	-	Notices
Article XIII	-	Effective Date

WHEREAS CONESTOGA STUDENTS INCORPORATED was incorporated by Letters Patent dated February 14, 1973 under the name DOON STUDENT ASSOCIATION OF THE CONESTOGA COLLEGE OF APPLIED ARTS AND TECHNOLOGY;

AND WHEREAS the name of the said corporation was changed to CONESTOGA STUDENTS INCORPORATED by Supplementary Letters Patent dated the 19th day of January, 2001;

AND WHEREAS the corporation was continued under the *Canada Not-for-Profit Corporations Act* under the name 12384388 CANADA ASSOCIATION on June 21, 2021;

NOW THEREFORE BE IT ENACTED that By-law No.2 of the Corporation be repealed and the following By-law be enacted as General Operating By-law No. 3 of CONESTOGA STUDENTS INCORPORATED (hereinafter referred to as the "Corporation").

ARTICLE I – INTERPRETATION

1.1 Definitions.

In this by-law and all other by-laws of the Corporation, unless the context otherwise specifies or requires:

"Act" means the Canada Not-for-Profit Corporations Act (S.C. 2009, c. 23) as amended from time to time and any statute enacted in substitution thereof, and in the case of such substitution, any references in the By-law of the Corporation to provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes;

"Articles" means the original Letters Patent and any other instrument of the incorporation or continuance of the Corporation, and any amendments thereto;

"Board" means the board of directors of the Corporation;

"By-law" means this by-law and all other by-laws of the Corporation from time to time in force and effect;

"College" means Conestoga College Institute of Technology and Advanced Learning;

"Conflict of Interest" means the existence of a plausible risk that an Officer's or Director's loyalty to the Corporation would be materially and adversely affected by the Officer's, Director's or third party's own interest;

"Corporation" means 12384388 Canada Association, operating as Conestoga Students Inc.;

"Director" means a member at-large on the Board of Directors and shall be a director pursuant to the provisions of the Act;

"Documents", includes deed, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds debentures or other securities and all paper writings;

"ESA" means the Ontario *Employment Standards Act, 2000*;

“Incapable” shall be defined in accordance with the relevant provisions of the Act;

“Members in Good Standing” refers to those Members who have not had their membership terminated in accordance with the provisions of Article 9 of this By-law;

“Motion” has the same meaning of “resolution”;

“Ordinary Resolution” means, with respect to a decision by the Board or Members, a resolution passed by at least a simple majority of the individuals present and entitled to vote. For the purposes of the present definition, a simple majority is defined as having more members vote in favour of a resolution than against;

"Officers" means those persons appointed or hired, in accordance with Article 4 herein;

"Signing Officer" means, in relation to any instrument, any person authorized to sign on behalf of the Corporation in accordance with this By-law or by a resolution passed;

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

“Special Resolution” means, with respect to a decision by the Board or the Members, a resolution passed by at least two-thirds (2/3) majority of the individuals present and entitled to vote at a meeting. For the purposes of the present definition, a two-thirds majority is defined as having twice as many individuals vote in favour of a resolution than against; and

“Resolution” has the same meaning of “motion”.

1.2 Number and Gender of Words.

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

ARTICLE II – THE CORPORATION

2.1 Head Office.

The head office of the Corporation shall be in the Regional Municipality of Waterloo, in the Province of Ontario (subject to change by special resolution).

2.2 Seal.

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

2.3 Financial Year.

The financial year of the Corporation shall end on the 30th day of April in each year.

2.4 Execution of Documents.

- (a) Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any two of the Four (4) Signing Officers of the Corporation.
- (b) Any Signing Officer may certify a copy of any instrument, resolution, By-law or document of the Corporation as a true copy thereof.
- (c) Any contracts over one (1) year must be approved by the Board of Directors.

2.5 Banking Arrangements.

The Board shall designate, by resolution, the Officer or Officers and other person or persons authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company, or other Corporation carrying on a banking business that the Board has designated as the Corporation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to,

- (a) operate the Corporation's accounts with the banker;
- (b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes drafts, acceptances, bills of exchange and orders for the payment of money;
- (c) issue receipts for and orders relating to the property of the Corporation;
- (d) execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- (e) authorize any Officer of the bank to do any act or thing on the Corporation's behalf to facilitate the banking business.

2.6 Books and Records.

- (a) The Board Secretary will ensure that all the necessary books and records of the Corporation required by the By-laws are regularly and properly kept.

- (b) Amongst the necessary books and records that must be regularly and properly kept are the Corporation's Articles, By-laws (and any amendments to the latter), any unanimous member agreement, minutes of meetings of members and the Board, resolutions of Members and Directors, debt obligations registers, if any, as well as registers of Directors, Officers and Members, respectively.

2.7 Deposit of Securities.

- (a) The securities of the Corporation shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board.
- (b) Any and all securities so deposited may be withdrawn, from time to time, only upon the approval of the Board or a Signing Officer.
- (c) The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

2.8 Borrowing by the Corporation.

Only the Board can authorize the President to borrow money on the credit of the Corporation provided such borrowing has first been approved by a student referendum being a referendum of the Members, to authorize such borrowing or such borrowing is otherwise permitted pursuant to the Executive Limitations Policies.

2.9 Review and Amendment of By-laws.

- (a) The By-laws of the Corporation will be reviewed by the Policy Committee annually, which will provide recommendations to the Board as to any revisions as may be appropriate.
- (b) By-laws of the Corporation may be amended by a special resolution passed at a Board meeting. Any such amendment shall take effect immediately but shall only be in effect until the next general Meeting of Members and at such meeting the By-law is confirmed. Amendments of the By-laws will be presented to the members at the next Annual General Meeting for approval.
- (c) A Member entitled to vote at an annual meeting of Members may, in accordance with the provisions of the Act, make a proposal to make, amend or repeal a By-law.

2.10 Minutes.

- (a) All minutes from the Board of Directors meetings will be kept in an organized manner at the head office of the Corporation, as provided in Section 2.9 herein.
- (b) The original copies may not leave head office, but only Members in good standing may access the information.
- (c) Minutes from in camera meetings shall not be made available to the membership.

2.11 Corporate Minute Book.

- (a) Records referred to in Paragraph 2.6 (b) herein shall be stored in a corporate minute book, which shall be kept with the Corporation's legal counsel.
- (b) In addition to Section 2.11 (a) above, the corporate minute book shall be stored electronically.

ARTICLE III – DIRECTORS

3.1 Number and Powers of Directors.

- (a) The Board of Directors shall manage the affairs and activities of the Corporation.
- (b) The Board of Directors shall consist of a minimum of 3 elected Directors, in accordance with Section 3.2 herein.
- (c) The number of Directors may be increased or decreased by ordinary resolution of the Members at any meeting of Members but such number shall not be less than three. No decrease in the number of Directors shall shorten the term of an incumbent Director.
- (d) Directors may not delegate any of their powers, duties and functions, except to the extent permitted by the Act.
- (e) Directors shall be entitled to one vote each at meetings of the Board.

3.2 Elected Directors.

A minimum of 3 Directors shall be elected by ordinary resolution passed at an annual meeting of the Members, in accordance with the provisions of the Board of Directors Elections Process Policy, the Act and this By-law.

3.3 Appointed Directors.

In addition to the elected Director positions provided for in Section 3.2 herein, a quorum of Directors may appoint 1 or more Director(s), who shall hold office for a term of not more than 1 year, but the total number of Directors so appointed may not exceed 1/3 of the number of Directors elected the previous year.

3.4 Indigenous Student Director

As part of an ongoing and mutually beneficial partnership between CSI and its indigenous members, CSI shall observe the results of an elective process mutually agreed upon by the Board of Directors and the College Aboriginal Office.

- (a) The board shall appoint one (1) Indigenous Student Director to the CSI Board.
- (b) Once a process is agreed upon it will remain in place until one or both parties say otherwise.
- (c) The Indigenous Student Director position will run concurrently with all other Director positions.
- (d) The Indigenous Student Director Position will have all the same obligations, powers, and duties as other Directors, including the right to vote.
- (d) The results of the election, once verified and accepted by both parties in good faith, will act as the Board's appointment of the Indigenous Student Director, effective for the following term.
- (e) The Indigenous Student Director shall be considered as an appointed director, in accordance with Section 3.3 herein.

3.5 Qualifications.

Every Director shall:

- (a) be 18 or more years of age;
- (b) be a Member of the Corporation or shall become a Member of the Corporation within 10 days after the Director's election or appointment;
- (c) not be an undischarged bankrupt nor incapable, as defined in Article 1 herein;
- (d) maintain a 70% average as a full-time student or a part-time cohort student in the semester prior to the election and a program pass while serving in the position of a Director, unless they are a returning Director in which case they require a program pass; and

- (e) continue throughout their term to meet the above qualifications.

If a person ceases to be a Member of the Corporation or becomes bankrupt or incapable, they then cease to be a Director, and the vacancy may be filled in the manner prescribed by Paragraph 3.7 (b) herein.

3.6 Term of Office.

The Directors' term of office (subject to the provisions, if any, of the Articles) shall be from May 1 until the 30th day of April or the vacation of his/her office in accordance with Section 3.7 herein, whichever comes first.

3.7 Vacancies.

- (a) The office of a Director shall be vacated upon the occurrence of any of the following events:
 - (i) the Director fails to become a Member within 10 days of election or appointment as a Director;
 - (ii) the Director becomes bankrupt or suspends payment of personal debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
 - (iii) the Director is found to be incapable;
 - (iv) by notice in writing to the Corporation, the Director resigns, which resignation shall become effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
 - (v) the Director dies; or
 - (vi) the Director is removed from office by the Members, in accordance with Section 3.7 herein.

- (b) A vacancy on the Board may be filled in the following manner:
 - (i) If the vacated position is an appointed Director's position, the vacancy may be filled by a quorum of Directors, except in the case of a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the Articles or resulting from a failure to elect the number or minimum number of directors provided for in the Articles.
 - (ii) If the vacated position is an elected Director's position, the remaining Directors shall call a by-election at a Board meeting.

The remaining Directors will, in the interim, be recognized as constituting quorum.

- (iii) If there are no remaining Directors, the person who is managing the affairs of the Corporation will be deemed to constitute an interim Board until an election or appointment, as the case may be, can be held.
- (iv) If a vacancy is filled, the individual appointed to fill such vacancy shall serve for the remainder of the term.
- (v) If the remaining Directors fail to call a Meeting for the purpose of a by-election as provided in Paragraph 3.6 (b)(ii) above, the meeting may be called by any Member.

3.8 Removal of Directors.

- (a) In accordance with the provisions of the Act, the Directors elected by the Members can only be removed by an ordinary resolution passed by the Members at a Member's Meeting called for that purpose.
- (b) Notice of such meeting shall specify the intention to pass the resolution.
- (c) The Members may also, by an ordinary resolution at that same meeting, vote to call a by-election to replace the vacant Director seat.

3.9 Remuneration of Directors.

- (a) The Director shall serve as Director and, to avoid the appearance of any conflict of interest, the remuneration of Directors shall be as decided by the previous Board.
- (b) At the discretion of the Executive Director and President, Directors may be compensated for performing certain tasks that go beyond the duties required of a Director, on behalf of the Board. Such compensation is to be determined by the Executive Director and President having due regard to the budgetary provisions established each year by the Corporation and approved by the Board.

3.10 Duties.

The duties and responsibilities of each Director shall be as described by the Board of Director's policies, Director Job Products, President Job Description, Vice-President Job Description, Role Descriptions and the Board of Directors' Code of Conduct as established by the Corporation and as may be revised from time to time.

3.11 Discipline of Directors.

Directors may be subject to discipline by the Corporation, in accordance with Article 11 herein.

ARTICLE IV – OFFICERS

4.1 Officers.

The Officers of the Corporation are:

- (a) the President, hired by the Board;
- (b) the Vice-President, hired by the Board;
- (c) the Executive Director, hired by the Board.

The Officers shall have no voting rights at the Board of Directors and shall instead participate as Observers, in accordance with Section 6.6 herein.

4.2 President.

- (a) A President shall be employed by the Corporation on a full-time basis for a term of one year, beginning May 1 and ending April 30 of the following year with an extension of 1-2 weeks for the purposes of training the incoming President.
- (b) No individual shall serve as President for more than 4 terms.
- (c) The President's duties are as described in the President's job description. Salary, benefits and hours of work are as described in the Remuneration Policy.
- (d) If the current President is looking to be re-hired for a second term, they must be willing to serve a full-time, one year term. Any candidate must be willing to serve a full-time, one-year term and have an average of at least 70% in the semester prior to the hiring.
- (e) The 70% academic average requirement shall not apply to an incumbent President who is a candidate for an additional term as President.
- (f) The President shall not have the right to vote on any matters coming before the meeting.
- (g) The President shall be hired by the Board of Directors in the manner set out in Section 6.5 herein.
- (h) The President is not a Director of the Corporation.

- (i) Although the President shall not be a Director and shall not have voting rights, they will be given a vote for the purpose of hiring the next President.

4.3 Vice-President.

- (a) The candidate shall:
 - (i) be a Member of the current Board;
 - (ii) returning the following year as a full-time student; and
 - (iii) have an average of at least 70% in the semester prior to the appointment.
- (b) The Vice-President shall be employed by the Corporation on a part-time basis for a period of 12 months, beginning May 1 and ending April 30.
- (c) The Vice-President's duties are as described in the Vice-President's job description. The President's pay structure and hours of work are as described in the Remuneration Policy.
- (d) The Vice-President in order of seniority, shall be vested with all the powers and shall perform all the duties of the President in the absence, inability or refusal to act of the President.
- (e) The Vice-President shall attend all meetings of the Board and Members.
- (f) The Vice-President shall act as the Corporation's Treasurer. In performing this role, the Vice-President shall:
 - (i) keep proper accounting records in compliance with the Act;
 - (ii) be responsible for the deposit of money, the safekeeping of securities and disbursement of the funds of the Corporation;
 - (iii) render the following to the Board whenever required:
 - a. an account of all transactions carried out by the Treasurer; and
 - b. an account of the financial position of the Corporation.
- (g) Although the Vice-President shall not be a Director and shall not have voting rights, they will be given a vote for the purpose of hiring the next President.

4.4 Executive Director and Associate Executive Director.

- (a) An Executive Director may be employed by the Corporation on a full-time basis.
- (b) The hiring and/or termination of the Executive Director shall be the responsibility of the Board of Directors.
- (c) The Executive Director's duties are as described in their employment agreement.
- (d) The Executive Director shall not be deemed a Director.
- (e) Although the Executive Director shall not be a Director and shall not have voting rights, they will be given a vote for the purpose of hiring the next President.

4.5 Other Officers.

- (a) The Board may appoint other Officers, including without limitation, Honorary Officers, and agents (and with such titles as the Board may prescribe from time to time) as the Board considers necessary and all Officers shall have the authority and perform the duties from time to time prescribed by the Board or as otherwise set out in the policies of the Corporation.
- (b) The Board may also remove at its pleasure any such Officer or Agent of the Corporation.
- (c) The duties of all other Officers of the Corporation appointed by the Board shall be such as the terms of their engagement call for or the Board prescribes.

4.6 Primary Electoral Officer.

- (a) The Primary Electoral Officer (hereby known as the "PEO") will be appointed by the Board of Directors on or before the 31st of December each year.
- (b) This temporary position will terminate upon completion of the election of the Directors in accordance with the provisions of this By-law.
- (c) The submissions of the election report will be given to the President or a delegate appointed by the Board no later than two (2) weeks after the final election results have been announced.

- (d) The PEO must carry out his or her duties in accordance with the Board of Directors Elections Process Policy. The PEO's duties will be divided into three (3) segments as follows:
- (i) **Pre-Election.** The PEO is responsible for all procedures and activities related to and surrounding the election. An election package prepared in accordance with the Board of Directors Elections Process Policy will be prepared by the PEO to include: nomination criteria, nomination forms, campaigning guidelines, pertinent dates as well as a transcript request form. All completed nomination packages must be reviewed by the PEO to ensure that all criteria have been met and all student numbers included in the package have been checked.
 - (ii) **Election.** The PEO will arrange polling stations, as well as deputizing of neutral persons to work the polling stations. The PEO shall also be responsible for all procedural matters concerning online voting. Each candidate is allowed to have one person present as a scrutineer during the counting. The results are to be kept confidential until the PEO officially announces them. The ballots must be locked away and able to be accessed by only 2 individuals in combination until the Board votes to destroy the ballots.
 - (iii) **Post Election.** It is within the authority of the Board, upon the recommendation of the PEO to declare an election invalid where the PEO can show, based on evidence reasonably satisfactory to the Board, that election regulations or the Board of Directors' Elections Process were not adhered to. Any requests for a recount or review of the election must be submitted in writing to the PEO. The PEO must have transmitted the request to the Board of Directors within twenty-four (24) hours of the announcement of the results. The ballots must be retained in a secured place until after the election and destroyed only after a motion of approval by the current Board of Directors.
- (e) The Primary Electoral Officer is not an Officer, as defined under the Act or these By-laws, although the PEO is responsible for attending all Board meetings as an Observer, in accordance with Section 6.6 herein, from the time of appointment until such time as a final report is submitted.
- (f) A final report will be submitted no later than two (2) weeks after the final election results have been announced.
- (g) The PEO is hired with the responsibility of overseeing the election of Officers.
- (h) After investigation, the PEO may disqualify a candidate for breach of the Board of Directors' Election Process.

- (i) All complaints pertaining to breach of election rules must be submitted, in writing, to the PEO within forty-eight (48) hours of the announcement of the results.
- (j) Candidates are not permitted to publicly accuse another candidate of any breaches until a formal decision has been made by the PEO.
- (k) The PEO will report to the Board and/or an appointed delegate for job-related issues.

4.9 Remuneration of Officers.

- (a) Any Officer will be compensated with an honorarium, the amount of which will be determined by the Board of Directors annually.
- (b) Any honorarium provided by the Corporation will be paid only if the Officer performs the duties required of such Officer.
- (c) If the resignation or termination of the Officer occurs before the first installment of the honorarium (timing of the installment to be determined according to the budgetary provisions) then the Officer forfeits the entire amount of the honorarium.

4.10 Nomination of Officers.

Any Director may submit his or her name or, with the written consent of that person, any other Director's name for consideration as an Officer in accordance with the following requirements:

- (a) To complete the nomination package in accordance with the Primary Electoral Officer's (PEO) instructions; and
- (b) All nomination documents must be returned to the PEO. Forms must be returned by the deadline as set by the PEO and, if not, they will be rendered invalid. A nomination form will not be considered valid until all of the stated criteria are met.

4.11 Removal of Officers.

- (a) The provisions regarding the termination of the Executive Director are explained in their employment agreement.
- (b) The President, Vice-President and Treasurer shall cease to be an Officer of the Corporation in the event of the following:
 - (i) their death;
 - (ii) they cease to be a Member of the Corporation;

- (iii) they tender a written resignation to the Board of Directors;
- (iv) they fail to comply with the Policy Manual of the Corporation; or
- (v) the Board removes the Officer in question by special resolution.

4.12 Vacancies.

- (a) In the event that the office of the President becomes vacant during the term of office, the Vice President will assume the duties of President for the remainder of the term of office.
- (b) In the event that the office of the Vice President becomes vacant, the Board, at its discretion and in consultation with the President, may appoint a replacement or, at its discretion, may allow the position to remain vacant until the normal election.

4.13 Discipline of Officers.

Officers may be subject to discipline by the Board, in accordance with Article 11 herein.

ARTICLE V – STANDING AND AD HOC COMMITTEES

5.1 Committees.

- (a) The Board of Directors may from time to time appoint such standing and ad hoc committee or committees, as it deems necessary or appropriate for such purposes and with such powers as it shall see fit.
- (b) Members of the committees need not be Directors.
- (c) Committees will have a Chairperson appointed by the Board.
- (d) Members of the committees will be allowed 1 vote per committee.
- (e) At the discretion of the Chairperson, a committee member may lose voting rights for not attending seventy-five (75%) percent of all meetings called.
- (f) All committees will be required to provide written reports (or minutes) to the Board at regular meetings or at such other times as requested by the Board.

- (g) Committees may solicit resources as determined by the Board of Directors.
- (h) All Committees shall be accountable to the Board.

5.2 Policy Committee.

- (a) The Policy Committee shall be a standing committee and will formalize all recommended amendments to the By-laws and other organizational documents of the Corporation and be responsible to present said amendments to the Board of Directors.
- (b) The Board of Directors will appoint at least 3 Members to the committee and an appointed chairperson will chair this committee.

ARTICLE VI – MEETINGS OF DIRECTORS

6.1 Quorum.

A majority of the total number of Directors shall constitute a quorum at any meeting of the Board.

6.2 Meetings.

- (a) Meetings of the Board may be held at the head office of the Corporation or any place within the Province of Ontario, as designated in the notice calling the meeting.
- (b) Meetings of the Board may be called by the President, Vice President or any 2 Directors and shall be held at least once per month.

6.3 Notice.

- (a) Notice of Board meetings shall be delivered or emailed to each Director not less than 10 days before the meeting is to take place.
- (b) The statutory declaration of the President and/or Vice President that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.
- (c) No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent in writing to the meeting being held without notice and in their absence.
- (d) As provided in Section 6.3 (c) above, attendance of a Director at a meeting of Directors is a waiver of notice of the meeting, unless the Director attends the meeting for the express purpose of objecting to

the transaction of any business on the grounds that the meeting is not lawfully called.

6.4 Regular Meetings.

The Board may appoint 1 or more days in each month for regular meetings of the Board at a place and time named, in which case no further notice of the regular meetings need be given.

6.5 Voting.

- (a) Questions arising at any meeting of the Board of Directors shall be decided by ordinary resolution.
- (b) A tie vote shall defeat the motion.
- (c) A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes will be proof of the number or proportion of the votes recorded in favour of or against such a resolution.
- (d) Voting shall be conducted by a show of hands, or by electronic means as approved by the Board, at all Board meetings.
- (e) The above Section 6.5 (d) applies to all Board meetings, except when a secret ballot is requested by any Director present, in which case the procedure outlined in Section 6.7 herein shall be followed.

6.6 Board Observers.

- (a) Board Observers shall include:
 - (i) Officers, as defined in Section 4.1 herein;
 - (ii) The Primary Electoral Officer; and
 - (iii) Others who are granted observer status by the Board at the beginning of a given Board meeting.
- (b) Board Observers shall have no voting rights and shall only be granted speaking rights at the discretion of the Chairperson of a given meeting.

6.7 Secret Ballot.

Where a secret ballot is required, the Board shall ensure that the ballot is conducted in a manner that ensures confidentiality while still maintaining the integrity of the voting process.

ARTICLE VII – PROTECTION OF DIRECTORS AND OFFICERS

7.1 Indemnity.

- (a) Every Director, Commissioner or employee 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 them for any act or thing done or permitted by them in the execution of their duties, unless such costs, charges, damages or expenses are occasioned by their own willful neglect or default.
- (b) The indemnity described above in Paragraph 7.1 (a) shall only be available to an individual if:
 - (i) they 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, they had reasonable grounds for believing that their conduct was lawful.

7.2 Insurance.

Subject to applicable law, the Corporation shall purchase and maintain insurance on behalf of Directors and Officers against any liability incurred by them in their capacity as a Director or Officer of the Corporation, or in their capacity as Director or Officer of another entity, if the individual acted in that capacity at the Corporation's request.

7.3 Responsibility for Acts.

The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

ARTICLE VIII – CONFLICT OF INTEREST

8.1 Conflict.

A Conflict of Interest, as defined in Section 1.1 herein, arises when a Director or Officer:

- (a) Has a material 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;
- (c) Has a material interest in the result of a resolution passed at a Board meeting;
- (d) Is not acting in the best interests of the Corporation, as determined by the Board by a special resolution.

The above list is not exhaustive. In instances where the Board is uncertain on whether there has or would be a Conflict of Interest, it may seek guidance from the Corporation's legal counsel, auditor or other professional who may be suited to address such an inquiry.

8.2 Disclosure of the Conflict of Interest.

A Director or Officer shall disclose to the Board the nature and extent of the Conflict of Interest, either in writing or by having it entered into the minutes of a Board meeting.

8.3 Timing.

The disclosure required in the above Section 8.2 shall be made:

- (a) At the Board meeting at which a proposed contract or transaction is first considered;
- (b) If the Director or Officer was not, at the time of the meeting referred to in paragraph (a), interested in the proposed contract or transaction, at the first Board meeting after the individual becomes a Director or Officer;
- (c) If the Director or Officer becomes interested after a contract or transaction is made, at the first Board meeting after the Director or Office becomes so interested;
- (d) If an individual who is interested in a contract or transaction later becomes a Director or Officer, at the first Board meeting after the individual becomes a Director or Officer; or
- (e) If a material contract or transaction, whether entered into or proposed, is one that, in the ordinary course of the Corporation's activities, would not require approval at a Board meeting, the Director or Officer shall,

immediately after they become aware of the contract or transaction, disclose the nature and extent of the Conflict of Interest to the Board.

8.4 Voting.

A Director or Officer required to make a disclosure under Section 8.2 shall not vote on any resolution associated to the Conflict of Interest itself or any related outcome, material or otherwise.

8.5 Attendance at Meeting.

A Director or Officer required to make a disclosure under Section 8.2 shall promptly leave the Board meeting at which the Conflict of Interest or any related outcome, material or otherwise, is being discussed.

8.6 Failure to Disclose.

Failure to disclose a potential Conflict of Interest constitutes ground for the disciplinary procedures outlined in Article 11 herein.

ARTICLE IX – MEMBERS

9.1 Classes of Membership.

The Corporation shall be entitled to establish one class of membership.

9.2 Membership Qualification.

(a) To qualify as a Member of the Corporation, an individual must be either a full-time or part-time student enrolled at any campus of the College. The individual must also have, through the Registrar's office, paid or made arrangements to pay the compulsory student association fee for the relevant year.

(b) No corporation or any other entity shall be a member of the Corporation.

9.3 Membership Year.

(a) The membership year shall be from September 1 to August 31.

(b) Membership in the Corporation is non-transferable.

9.4 Manner of Termination.

(a) A Member's membership shall be terminated in one of the following manners:

(i) Resignation, in accordance with Section 9.5 herein.

- (ii) Termination by the Members, in accordance with Section 9.6 herein.
 - (iii) Termination by the Board, in accordance with Section 9.7 herein.
 - (iv) Loss of Membership Qualifications. Membership ceases when the Member is no longer enrolled as a fee-paying student of the College or no longer holds the position affording the individual membership.
- (b) Upon the termination of membership, all rights and privileges of the Member shall terminate.
 - (c) The interest of a Member in the Corporation is not transferable and lapses and ceases to exist upon termination of the Membership.

9.5 Resignation by the Member.

- (a) Members may resign in writing, which shall be effective from the acceptance thereof by the Board of Directors.
- (b) In the case of resignation, a Member shall remain liable for payment of any assessment or other sum levied or which became payable by the Member to the Corporation prior to acceptance by the Corporation.

9.6 Termination by the Other Members.

- (a) The Members of the Corporation may, by a special resolution passed at a Members' meeting, terminate the membership of any Member of the Corporation.
- (b) Notice of the meeting shall specify the intention to pass such resolution.
- (c) In the event a vote is to be held for the termination of a membership, the Member whose membership is subject to the vote shall be given notice of the meeting and provided an opportunity to hear the reasons why their membership may be terminated and to address the membership prior to the vote.

9.7 Membership Fees.

- (a) The compulsory membership fee will be a student association fee that is determined by the Board of Directors and approved by the College Board of Governors for each academic year.
- (b) Additionally, admission may be charged to the Members for any events sponsored by the Corporation.

- (c) When membership ceases, a Member will remain liable for payment of any debts the Member owed to the Corporation prior to the Member ceasing to be a Member.

9.8 Membership Privileges.

All Members in good standing shall, unless otherwise determined by the Board of Directors or the By-laws of the Corporation, be entitled to:

- (a) one vote in all elections that are open for membership voting;
- (b) one vote in referendums;
- (c) establish and/or join clubs/societies under the jurisdiction of the student association, and to participate in all activities sponsored by such clubs/societies;
- (d) be a candidate in the Board of Director elections and to hold office in the student association, provided that the Member meets the election criteria outlined in the Board Election Package.

ARTICLE X – MEMBERS’ MEETINGS

10.1 Annual Meeting.

The annual meeting of the Members shall be held each year within the Regional Municipality of Waterloo, at a time, place and date determined by the Board, for the purpose of:

- (a) Hearing and receiving the reports and statements required by the Act to be presented to the membership at an Annual Meeting;
- (b) appointing the auditor;
- (c) The transaction of any other business properly brought before the Meeting.

10.2 General or Special Meeting of Members.

- (a) The Board may at any time call a general or special meeting of Members for the transaction of any business, the general or special nature of which shall be specified in the notice calling the meeting.
- (b) A Meeting of Members may also be called by the Members, in the manner provided for in Section 167 (1) of the Act.
- (c) A meeting of the members may be held by telephonic or electronic means and a member who, through those means votes at the meeting

or establishes a communications link to the meeting is deemed present at the meeting.

10.3 Notice of Meetings.

- (a) Notice of Members' meetings may be posted at the College in accordance with Paragraph 10.3 (c) herein, or delivered by electronic means in accordance with Paragraph 10.3 (d) herein.
- (b) Regardless of whether the notice was delivered by electronic or non-electronic means, the notice shall indicate the date, time and place of the meeting and shall be delivered during a period of 21 to 35 days before the day on which the meeting is to be held.
- (c) If delivered by non-electronic means, notice of a Members' meeting shall be posted and placed in conspicuous places throughout the College during the timeline specified in Paragraph 10.3 (b) above.
- (d) If delivered by electronic means, including but not limited to posting on the website, using social media, sending direct emails or any other means approved by the Board, notice of a Members' meeting shall be provided to each Member entitled to vote at the meeting during the period specified in Paragraph 10.3 (b) above. The notice shall be deemed to have been given the day of such delivery.
- (e) Notice of a meeting of members at which special business is to be transacted shall state the nature of the business in detail sufficient to permit a Member to form a reasoned judgment on the business and indicate the text of any special resolution to submitted to the meeting in question.
- (f) Procedure at Members' meetings will be in accordance with Roberts' Rules of Order newly revised as they are revised from time to time.
- (g) No minor immaterial error or omission in giving the notice of any Members' meetings shall invalidate such meeting.

10.4 Quorum.

- (a) Quorum at a Member's Meeting shall be determined in the following manner:
 - (i) One (1) for every one Thousand (1,000) Members attending the College, in any given year, shall constitute quorum at a Member's Meeting;

- (ii) No business shall be transacted at any Member's Meeting unless the requisite quorum is present at the commencement of such business;
- (iii) For greater clarity, when calculating quorum at a Member's Meeting the number of Member's attending the College that year shall be rounded up when determining the number of Member's needed to obtain quorum. For example, if at the time of the Member's Meeting there are twenty-five thousand and one (25,001) Members in that given year, than quorum shall be 26 students.
- (iv) The November 1st count of Members from the previous academic year will be used to determine the number needed for quorum; and

10.5 Voting by Members.

Unless otherwise required by the provisions of the Act or the By-laws of the Corporation, all questions proposed for consideration at a Meeting of Members shall be determined by:

- (a) an ordinary resolution passed by members entitled to vote;
- (b) in the case of an equality of votes, the Chairperson presiding at the Meeting shall not have a second or casting vote.

10.6 Manner of Voting.

- (a) At all Meetings of Members, every question shall be decided either by a show of hands, by electronic means or by a secret ballot, if the latter is requested by the Chair or any Member entitled to vote. If a secret ballot is requested, the procedure outlined in Section 10.8 herein shall be followed.
- (b) Using a show of hands or electronic voting, Members in good standing, who are entitled to vote and who attend the meeting shall have one vote each.
- (c) Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested, a declaration by the Chairperson that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

10.7 Chairperson of Meeting.

- (a) The President shall chair all meetings of the Members.
- (b) In the President's absence, the Vice-President shall serve as Chairperson.
- (c) In the absence of the President and the Vice-President, the Members entitled to vote present at any Meeting of Members shall choose another Director as Chairperson.
- (d) If no Director is present or if all of the Directors present decline to act as Chairperson, the Members present shall choose one of their number to be Chairperson.

10.8 Secret Ballots.

- (a) If at any meeting a secret ballot is requested on the election of a Chairperson or on the question of adjournment, it must be taken forthwith without adjournment.
- (b) If a secret ballot is requested on any other question, it shall be taken in the manner and either at once, or later in the Meeting or after an adjournment of the Meeting as the Chairperson directs.
- (c) The result of a secret ballot shall be deemed to be the resolution of the Meeting at which the secret ballot was requested.
- (d) A request for a secret ballot may be withdrawn at any time prior to the ballot taking place.
- (e) A Member may demand a secret ballot either before or after any vote was held by show of hands.

10.9 Member Proposals.

- (a) Members representing at least 1% 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 no 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 in 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 along with the notice of meeting, the Proposal shall be sent as soon as practicable thereafter.

- (c) The Directors are not bound under this Section 10.9 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 10.9 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, Members or debt obligation holders;
 - (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 Member held no more than 5 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 10.9 are being abused to secure publicity.
- (e) If the Corporation refuses to provide notice of the Proposal, it shall, within 21 days after the day on which it received the Proposal, notify the Members submitting the proposal of its refusal to provide notice of the Proposal and the reasons for the refusal.

10.10 Adjournments.

Any Meeting of Members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original Meeting from which the adjournment took place. No notice is required of any adjourned Meeting

ARTICLE XI – DISCIPLINE OF DIRECTORS AND OFFICERS

11.1 Grounds to Discipline a Director, the President, Vice-President or Treasurer.

The Corporation shall have the right to discipline the Directors, **the President, Vice-President or Treasurer** on the following grounds:

- (a) missing 2 or more meetings without just or proper cause;
- (b) theft, fraud, or embezzlement of funds;

- (c) failure to disclose a Conflict of Interest, as defined in Articles 1 and 8 herein;
- (d) breach of confidentiality;
- (e) misuse of Corporation property;
- (f) failure to disclose any of the following:
 - (i) an ongoing, pending or former legal proceeding commenced in any court of law or tribunal against the Director or Officer;
 - (ii) a disciplinary action against the Director or Officer by any professional regulatory body;
 - (iii) any similar type of proceeding against the Director or Officer;
- (g) failure to perform their duties as specified in the Corporation By-laws.

11.2 Sanctions.

- (a) The Board may impose any of the following sanctions on a Director:
 - (i) Provide a written reprimand;
 - (ii) Notify the Members;
 - (iii) Organize a Members' meeting for the purpose of disciplining the Director.
 - (iv) Organize a Members' meeting for the purpose of removing the Director.
- (b) The Board may impose any of the following sanctions on the President, Vice-President, or Treasurer:
 - (i) Provide a written reprimand;
 - (ii) Suspend the Officer with or without pay;
 - (iii) Remove the Officer from their position.

11.3 Refuting Statement.

- (a) The Director, **the President, Vice-President or Treasurer** will be entitled to give the Corporation a written statement giving reasons for opposing their removal as Director or Officer if a Members' meeting is called for that purpose.

- (b) If the Director, **the President, Vice-President or Treasurer** provides a statement, the statement shall be circulated with the notice of the meeting in question or as soon as possible thereafter if it is not practical to circulate the statement with the notice.

11.4 Discipline of the Executive Director

- (a) Any discipline of the Executive Director shall be conducted in accordance with their employment agreement and the ESA.

ARTICLE XII – NOTICES

12.1 Computation of Time.

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

12.2 Omissions and Errors.

The accidental omission to give any notice to any Member, Director, Officer or auditor or the non-receipt of any notice by any Member, Director, Officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice of otherwise founded thereon.

ARTICLE XIII – EFFECTIVE DATE

This by-law shall come into force without further formality upon its enactment.

Enacted as By-law Number 3 by the Directors of the Corporation at a Meeting duly called and regularly held and at which a quorum was present on the _____ day of _____, 20__.

President

Vice President

The foregoing By-law Number 3 as enacted by the Directors of the Corporation is hereby ratified, sanctioned, confirmed and approved without variation by the majority vote of all Members entitled to vote at a Meeting of Members duly called and regularly held at _____ in the City of Kitchener and at which a quorum was present on the _____ day of _____, 20__.

President

Vice President