

**GRADUATE STUDENTS' ASSOCIATION DES ETUDIANTS DIPLOMES UNIVERSITE D'OTTAWA-UNIVERSITY OF
OTTAWA
(THE "ASSOCIATION")**

BY-LAWS

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1. THE ASSOCIATION

1.1 Name. The official name of this organization is Graduate Students' Association des Étudiant.e.s "Diplomé.e.s de l'Université d'Ottawa-University of Ottawa", hereinafter referred to as the "Association"

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

1.3 Official Languages. The Association shall be a bilingual association, recognising both French and English as official working languages.

1.4 Objects. We, the graduate students of the University, recognising the need to speak with one voice in asserting our legitimate needs and concerns, wish to express our support for one university-wide graduate student organisation whose basis aims will be as follows:

(a) To organise students on a democratic, cooperative basis for advancing students' interests, and advancing the interests of the students' community;

(b) To provide a common framework within which students can communicate, exchange information, and share experience, skills, and ideas;

(c) To ensure the effective use and distribution of the resources of the student movement, while maintaining a balanced growth and development of Departmental Associations that respond to graduate students needs and desires;

(d) To bring students together to discuss and co-operatively achieve necessary educational, administrative, and legislative change wherever decision-making affects students;

(e) To facilitate co-operation among students in organising services which supplement the learning experience, provide for human needs, and which develop a sense of community with our peers and with other members of society;

(f) To articulate the desire of students to fulfill the duties and be accorded the rights of citizens in Ontario, in Canada, and in the international community;

(g) To achieve the goal of a system of public post-secondary education which is accessible to all, which is of high quality, and which is rationally planned; which recognises the legitimacy of student representation and the validity of students' rights; and whose role in society is clearly recognised and appreciated;

(h) To represent, promote and defend the common interests of graduate students at the University;

(i) To promote and support the interest and activities of graduate student associations in all departments and faculties at the University;

(j) To bring together graduate students from across the campus to discuss and take common, democratic positions on questions affecting students;

(k) To represent the University graduate students at the administrative level of decision-making and to do so by speaking on their behalf with one united voice;

- (l) To represent and promote the ideals of equity and respect; and
- (m) To do all other things that are incidental or conducive to the above objects.

1.5 Winding Up. Upon the winding up of the Association, all assets of the Association will be left to another non-profit organisation promoting the interests of graduate students at the University, which has policies, aims and goals congruent with those of the Association.

2. INTERPRETATION

2.1 Definitions. In these by-laws:

(a) "Act" shall mean the *Corporations Act*, RSO 1990, c C.38, as same may be amended, modified or replaced from time to time ("Loi");

(b) "Ad Hoc Committee" means a committee created by the Board pursuant to Section 12.2 that is not a Standing Committee ("Comité spécial");

(c) "Annual and Special General Meeting" means an annual meeting of the Members at which Special Business is also conducted ("Assemblée générale annuelle et extraordinaire");

(d) "Annual General Meeting" means an annual meeting of the Members at which no Special Business is conducted ("Assemblée générale annuelle");

(e) "Association" shall mean the "Graduate Students' Association des Étudiant.e.s Diplômé.e.s Université d'Ottawa-University of Ottawa" ("Association");;

(f) "bilingual" and "bilingualism" means the official languages of the University, which are French and English ("bilingue" et "bilinguisme");

(g) "Board" means the Board of Directors of the Association, as described in Section 6 ("Bureau");

(h) "Board Observers" means the individuals listed in Section 6.7(a) ("Observateurs du Bureau");

(i) "By-Laws and Policy Committee" means the Standing Committee described in Section 12.8(d) ("Comité des règlements et de la politiques");

(j) "Café Nostalgica" shall mean 1070434 Ontario Inc. operating as Café Nostalgica ("Café Nostalgica");

(k) "Café Nostalgica Committee" means the Standing Committee described in Section 12.8(a) ("Comité du Café Nostalgica");

(l) "Campaigns Committee" means the Standing Committee described in Section 12.8(e) ("Comité des campagnes");

(m) "Capital Building Fund" means the fund described in the Policy for the Capital Building Fund ("Fonds d'investissement");

(n) "Capital Building Fund Committee" means the Standing Committee described in Section 12.8(g) ("Comité du fonds d'investissement");

(o) "Chair" means the Chair of the Association, as described in Section 8 ("Président");

(p) "Chairperson" means the Executive Officer selected to conduct the meetings of the Executive Committee pursuant to Section 11.8 ("Président d'assemblée");

(q) "Collective Agreement" has the meaning given to it in Section 16.4 ("Convention collective");

(r) "Committee" means either a Standing Committee or an Ad-Hoc Committee, or both, as the context requires ("Comité");

(s) "CRO" or "Chief Returning Officer" means the Chief Returning Officer of the Association described in Section 13 ("DGÉ");

(t) "CUPE 2626" means the Canadian Union of Public Employees Local 2626, representing teaching and research assistants at the University ("SCFP 2626");

(u) "Department" means a department or a school as established by the Faculty of Graduate and Postdoctoral Studies for which a Departmental Association has been recognized by the Association in accordance with these by-laws ("Département");

(v) "Departmental Association" means a departmental graduate student association for the graduate program of a department, school or faculty as established by the University, which is registered with, and recognized by the Board, as set out in Section 14 ("Association départementale");

(w) "Director" means a member of the Board ("Administrateur");

(x) "Elections and Referenda Policy" means the Policy of the same name established by the Board pursuant to Section 22.3(a)(i) ("Politique concernant les élections et les référendums");

(y) "Elections Committee" means the Standing Committee described in Section 12.8(j) ("Comité des élections");

(z) "Executive Committee" means the Executive Committee of the Association, as described in Section 10 ("Comité exécutif");

(aa) "Executive Officer" means a member of the Executive Committee ("Cadre exécutif");

(bb) "Equity Commissioner" means the Executive Officer described in Section 9.8 ("Commissaire à l'équité");

(cc) "External Commissioner" means the Executive Officer described in Section 9.10 ("Commissaire à l'externe");

(dd) "Federation" means the Canadian Federation of Students ("Fédération");

(ee) "Fee Protocol" means the Long-Term Protocol for Compulsory Non-Tuition-Related Fees entered into by the Association on or about March 17, 1995, as may be amended ("Protocole des frais");

(ff) "Finance Commissioner" means the Executive Officer described in Section 9.10 ("Commissaire aux finances");

(gg) "Finance Committee" means the Standing Committee described in Section 12.8(h) ("Comité des finances");

(hh) "Full-time graduate student" means any graduate student whose registration is considered to be full-time by the University ("Étudiant diplômé à plein temps");

(ii) "Grad House" means the Grad House located at 601 Cumberland ("Maison des diplômés");

(jj) "Grad House Committee" means the Standing Committee described in Section 12.8(i) ("Comité de la maison des diplômés");

(kk) "Graduate student" means those students who are registered in the Faculty of Graduate and Postdoctoral Studies of the University ("Étudiant diplômé");

(ll) "Interdisciplinary Conference" means the annual conference organized by the Association to allow graduate students to present their research to a diverse audience and hear keynote lectures by outside speakers ("Conférence interdisciplinaire");

(mm) "Internal Commissioner" means the Executive Officer described in Section 9.11 ("Commissaire à l'interne");

(nn) "Letters Patent" means the letters patent for the Association as same may be amended or replaced from time to time ("Lettres patentes");

(oo) "Member" means a member of the Association, as set out in Section 3.1 ("Membre");

(pp) "Member Class" means a class of members, as described in section 120 of the Ontario Corporations Act (1990), of the Association ("Catégories de membres");

(qq) "Non-Executive Officer" means an Officer of the Association who is not a member of the Executive Committee including, but not limited to, the Chair ("Cadre non-exécutif");

(rr) "Officer" means an Executive Officer or Non-Executive Officer of the Association ("Cadre");

(ss) "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 ("Résolution ordinaire");

(tt) "Part-time graduate student" means any graduate students whose registration status is considered to be part-time by the University ("Étudiant diplômé à temps partiel");

(uu) "Policy" means a policy established by the Board pursuant to Section 22 ("Politique");

(vv) "Policy Manual" means the policy manual described in Section 22.5 ("Cahier des politiques");

(ww) "Prior By-laws" means, collectively, the constitution and by-laws of the Association that were in effect immediately prior to the initial enactment of these by-laws ("Règlements précédents");

(xx) "Properties" means all properties and businesses of the Association including, but not limited to, the Café Nostalgica, 1070434 Ontario Inc. ("Biens");

(yy) "Proposal" has the meaning given to it in Section 5.7(a) ("Proposition");

(zz) "Resources Commissioner" means the Executive Officer described in Section 9.12 ("Commissaire aux ressources");

(aaa) "Social Committee" means the Standing Committee described in Section 12.8(f) ("Comité social");

(bbb) "Solidarity Fund" means the Fund described in "The GSAÉD Solidarity Fund Terms of Reference" document annexed to these by-laws;

(ccc) "Special Business" has the meaning given to it in Section 5.2(b) ("Questions particulières");

(ddd) "Special Meeting" means a meeting of the Members at which Special Business is conducted ("Assemblée extraordinaire");

(eee) "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 ("Résolution extraordinaire");

(fff) "Standing Committee" means a committee listed in Section 12.8 ("Comité permanent");

(ggg) "Student Life Commissioner" means the Executive Officer described in Section 9.13 ("Commissaire à la vie étudiante");

(hhh) "University" means the University of Ottawa, unless otherwise specified ("Université");

(iii) "University Affairs Commissioner" means the Executive Officer Described in Section 9.14 ("Commissaire aux affaires universitaires"); and

(jjj) "University Affairs Committee" means the Standing Committee described in Section 12.8(c) ("Comité des affaires universitaires").

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 Association, shall refer to person of either gender, and all singular and plural meanings.

2.3 Language. In these by-laws, or any other documents of the Association, the French and English versions shall have equal value; should any substantive conflict exist between these two versions, determining the official interpretation shall be the responsibility of the Association.

3. MEMBERS

3.1 Members.

(a) The Members, from any class, hereinafter defined, shall be individuals registered as Full-time graduate students or Part-time graduate students with the University.

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

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 Association as they are specified in Section 1.4 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 Departmental Affiliation.

(a) The Association will consult with the University prior to each Annual General Meeting to determine which Departments exist and, for the purposes of these by-laws, shall recognize the existence of all such Departments as of the date of the Annual General Meeting until the date of the subsequent Annual General Meeting.

(b) For the purposes of these by-laws, each Member will be identified as being affiliated with the Department that he or she is registered with.

3.4 Member Classes.

(a) The Association is authorized to establish a Member Class for each Departmental Association.

(b) Each Member shall be entitled to receive notice of and to attend all Member meetings of the Association, except for meetings at which only Members of another class are entitled to vote separately as a class.

(c) The Association shall undertake to record the quantity and titles of the Departmental Associations annually in the Minute Book of the Association.

3.5 Voting Rights of Members

(a) Each Member of a given class shall have one (1) vote at each Member Class meeting.

(b) Each Member belonging to a Member Class shall be entitled to cast one(1) vote to elect one (1) Director, representing the Member Class on the Board of Directors of the Corporation.

(c) Each Member shall have one (1) vote at each Annual General Meeting or Special Meeting.

(d) Each Member shall be entitled to cast one (1) vote for each Executive Officer position at any general election or any by-election.

(e) Each Member shall be entitled to cast one (1) vote for each two (2) graduate student representatives to the University Senate (one representing the humanities and one the sciences).

(f) Each Member shall be entitled to cast one (1) vote for the graduate student representative to the University Board of Governors.

4. MEMBER FEES

4.1 Association Fees.

(a) Subject to this Section 4, any membership fees or other fees or levies payable by Members to the Association may be set, amended or repealed only by a majority vote of the Members in a referendum held in accordance with the Elections and Referenda Policy of the Association.

(b) Consistent with the Prior By-laws:

(i) the membership fees paid to the Association for Full-time graduate student Members shall be not less than \$34.88 for each of the fall and winter semesters and \$16.64 for the summer semester;

(ii) the membership fees paid to the Association for Part-time graduate student Members shall be no less than \$14.40 for each of the fall, winter and summer semesters; and

(iii) all Members shall pay no less than \$5 per semester of registration for the Capital Building Fund.

(c) The fees and levies that were established and adjusted in accordance with the Prior By-laws remain in full force and effect upon the enactment of these by-laws.

(d) The membership fees described in Sections 4.1(b) of this by-law may be adjusted by the Board, without Member approval, each academic year, by the rate of change in the Canadian Consumer Price Index for Ottawa-Gatineau (Ontario portion) during the previous calendar year, with a base year of 1995.

4.2 Third Party Fees.

(a) The Association shall collect a national and provincial fee on behalf of the Federation and remit both of them directly to the Ontario office of the Federation in a timely fashion.

(b) If applicable, the Association shall collect on behalf of a provincial students' association a per student per semester membership fee as set by the by-laws of this provincial association.

(c) If applicable, the Association shall collect on behalf of a national students' association a per student per semester membership fee as set by the by-laws of this national association.

(d) The Resources Commissioner and Finance Commissioner shall be jointly responsible for insuring that remittances to external organizations are made in accordance with the Association's agreements with such external organizations.

4.3 Fee Collection.

(a) All fees under this Section 4 shall be payable by Members at the time of registration in a graduate program at the University.

(b) The method of collection of the aforesaid fees shall be that which is determined, from time to time, by the Board, according to the relevant provisions of these by-laws.

4.4 Fee Protocol. The Association will comply with the Fee Protocol and, to the extent of any inconsistency between these by-laws and the Fee Protocol, the Fee Protocol will govern.

5. MEMBERS MEETINGS

5.1 Participation.

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

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

(c) Notwithstanding anything to the contrary in the Act, Members must be present in person to participate in Members meetings.

(d) No Member may assign proxy to another Member.

(e) People who are not Members of the Association may be excluded by an Ordinary Resolution of the Members.

5.2 Types of Meetings.

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

(i) Annual General Meetings; and

(ii) Special Meetings.

(iii) Member Class 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) reading into the record the results Member class Director elections (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 its 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 Chair or the Board 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 Member Class meetings shall be called in accordance with the rules

governing the Departmental Association.

5.4 Requisitioning Meetings

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

- (i) is signed by at least 1% of the Members of the Association;
- (ii) states the business to be transacted at the meeting; and
- (iii) is delivered to the Chair and to the registered office of the Association.

(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 a meeting must be provided at least 10 days, and not more than 50 days, prior to the meeting to the Members, Directors and the auditor.

(b) The notice of meeting will state the date, time and location of the meeting and, to the extent applicable, shall include the information required under Section 5.2(c).

(c) Notice to each Member will be deemed sufficiently given if notice is:

- (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; or
- (ii) otherwise delivered personally to him or her, in which case it shall be deemed to have been given when so delivered.

(d) 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.

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

5.6 Agenda. The Chair, 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 Association 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 Association 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 Association;

(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 Association 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 the 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 Chair 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 of the Association.

(b) Every Members meeting shall be presided over by the Chair (or such other chair 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 Association 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) Subject to Section 5.11, voting shall be by a show of hands.

(e) The person presiding over a meeting is not entitled to a second or deciding vote.

5.11 Elections and Referenda.

(a) Where Members are entitled to vote in an election or referendum that must be held under these by-laws, 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 at section 6.5 (iii).

(c) The Departmental Associations are responsible for the election of the Directors at section 6.5(i)

(d) Each Member class shall facilitate the election of its Director before May 1st of a given year.

(e) Notwithstanding anything to the contrary in these by-laws or in the Act, such elections or referenda will have the same effect as a vote in person at a 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).

(f) 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. Without limiting the foregoing (or the requirements of the Elections and Referenda Policy), the following procedures shall be followed:

(i) numbered ballots shall be distributed to all Members voting by secret ballot in such a manner so that no ballot number is associated with any particular Members;

(ii) after completing the ballot, Members shall deposit the ballots into a receptor which ensures the vote remains confidential;

(iii) the ballots deposited in the receptor shall be tallied; and

(iv) the ballot number for each ballot tallied will be reconciled with the ballot numbers distributed to ensure no duplication of ballots.

5.12 Representatives at Other Meetings.

(a) The Association shall send a minimum of two (2) delegates at all general meetings of a provincial students' association to which it belongs.

(b) The Association shall send a minimum of two (2) delegates at all general meetings of a national students' association to which it belongs.

6. BOARD OF DIRECTORS

6.1 Election.

(a) The Directors shall be elected by the Members by way of an election held in accordance with Section 5.11 and the Elections and Referenda Policy,

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

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

(a) act honestly and in good faith with a view to the best interests of the Association; 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) A representative from each Member class;

(ii) each of the seven (7) Executive Officers listed in Section 9.1, as duly elected by all of the Members;

(iii) the two (2) graduate student representatives to the University Senate (one representing the humanities and one the sciences), duly elected by all of the Members and ratified by the rules and policies of the Senate.

(iv) the graduate student representative to the University Board of Governors, duly elected by all of the Members and ratified by the rules and policies of the Board of Governors.

(b) The size of the Board will equal the ten (10) Directors listed in Section 6.5(a)(ii) through (iv) plus one additional Director under Section 6.5(a)(i) for each Member class. The size of the Board as of the date of enactment of these by-laws will vary. The size of the Board will be deemed to be adjusted in accordance with this Section as of the effective date of each election of the Directors.

6.6 Disqualification. The following are disqualified from being a Director of the Association 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; or

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

6.7 Board Observers.

(a) Board Observers shall include:

(i) the administrative staff of the Association;

(ii) the representative from CUPE 2626 appointed by that union in accordance with the policies of that union; 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 Chair. Board Observers shall not have the right to remain present for 'in-camera' sessions of the Board except with the approval of the Chair, but never when such sessions pertain to the remuneration of such Board Observers.

6.8 Term 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 a Special Resolution passed by the Members at a meeting of the Members, or at a meeting of the Members at which only Members of a class are entitled to vote separately as a class.

(c) In the event that Director wishes to resign before the completion of their mandate, they must inform the Board in writing at the earliest opportunity. Where a resigning Director is also an Executive Officer or graduate student representative to the University Board of Governors or Senate, he or she will also be deemed to have resigned as an Executive Officer or graduate student representative to the University Board of Governors or Senate, as applicable.

6.9 Vacancies. In the event of a vacancy on the Board:

(a) the remaining Directors shall call a by-election to fill the vacancies in accordance with the Elections and Referenda Policy but will, if necessary in the interim, be recognized as the Board with quorum requirements reduced accordingly; and

(b) if there are no Directors, then whoever is managing the affairs of the Association will be deemed to constitute an interim Board until an election can be held and Directors are elected.

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 Internal Commissioner 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 Chair or by five (5) or more Directors, by submitting a written request to the Internal Commissioner; or

(ii) at regular monthly intervals, with the exception of the months of December and August (in which a Board meeting shall not normally be held unless called in accordance with Section 7.2(a)(ii)) 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) With respect to ad-hoc meetings called pursuant to Section 7.2(a)(i) or meetings called pursuant to Section 7.5(d), written notice of the time and place of a meeting of the Board shall be delivered to Directors at least one week prior to the meeting.

(b) With respect to regularly scheduled meetings convened pursuant to Section 7.2(a)(ii), written reminder of the time and place of the meeting of the Board shall be delivered to the Directors at least 48 hours prior to the meeting.

(c) The notice or reminder of a Board Meeting shall include a package, called the "Board mail-out", which shall contain the agenda for the meeting and motions to be debated at the meeting.

(d) Notice under Sections 7.3(a) and 7.3(b) shall be sufficiently given to a Director 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; or

(ii) otherwise delivered personally to him or her, in which case it shall be deemed to have been given when so delivered.

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

7.4 Agenda. The Chair, 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 40% of all Directors.

(b) Quorum shall be present for any business to be conducted at a meeting of Board. 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 Chair 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 Chair 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 Association'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 of the Association.

(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 Chair is absent from the Board meeting, then the Directors present at the Board Meeting will elect by Ordinary Resolution a chair 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. Where a vote is tied, the motion fails.

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

(e) All Directors, except where precluded under Section 17, shall have the right to one vote at meetings of the Board.

(f) The person presiding over a Board meeting is not entitled to a second or deciding vote.

(g) 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 while still maintaining the integrity of the voting process, including by following the procedures set out in Sections 5.11(c)(i) through (iv).

8. CHAIR

8.1 Appointment of the Chair.

(a) The Board shall by Special Resolution appoint a Director as the Chair of the Board to preside over the Board meetings and Members meetings.

(b) The Board may by Special Resolution appoint a person who is not a Member to preside over Members meetings and Board meetings, provided that such person meets the qualifications in Sections 8.2(b) through (c).

8.2 Eligibility Requirements.

(a) Except as set out in Section 8.1(b), the Chair must be a Director;

(b) The Chair must have a working level of familiarity with Robert's Rules of Order;

(c) The Chair must have a minimum Degree of Functionality A in one of the two official languages of the Association and a Degree of Functionality A in the second official language as described in Section 21.4.

(d) The Chair must not be an officer of a University of Ottawa student or labour union

8.3 Term of Office. The term of office of the Chair shall ordinarily be one year, beginning on May 1 and ending on April 30 the following year, provided that the Chair shall hold office until a successor is appointed, unless the Chair is removed by the Board or is otherwise disqualified under these by-laws.

8.4 Role. The Chair shall:

(a) with the Executive Committee, prepare the agenda for Board meetings and Members meetings;

(b) preside over Board meetings and Members 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;

(c) act as a standing member of the By-laws and Policy Committee; and

(d) perform such other functions as the Board may determine.

8.5 Remuneration.

(a) The Chair shall receive an honorarium, the amount of which shall be set by a Policy. If the Chair does not fulfill the complete term of office, the honorarium shall be pro-rated for the time served, unless determined otherwise by a Special Resolution of the Board.

(b) The Chair shall not receive any monetary or in-kind benefits other than the honoraria referred to in Section 8.5(a) without the consent of Board. This shall not affect the use of Association facilities and funds reasonably associated with the carrying out of his or her duties.

8.6 Ceasing to Hold Office.

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

(b) If the Chair is absent from three (3) or more consecutive meetings of the Board without valid reason, as accepted by Special Resolution of the Board, the Chair shall be deemed to have delivered their resignation.

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

(a) the Chair does not comply with the Act, the Letters Patent or any by-law or resolution of the Association;

(b) the Chair is incapable of performing their functions because of sickness or absence; or

(c) the Board believes that the removal of the Chair is in the best interest of the Association.

9. EXECUTIVE OFFICERS

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

(a) Equity Commissioner;

(b) External Commissioner;

(c) Finance Commissioner;

(d) Internal Commissioner;

- (e) Resources Commissioner;
- (f) Student Life Commissioner; and
- (g) University Affairs Commissioner.

9.2 Eligibility Requirements.

(a) Each Executive Officer must be a qualified and duly elected Director by the Members at the Annual General Meeting (as reconvened in the spring semester) in accordance with the procedures in Section 5.11 and in the Elections and Referenda Policy. In addition, each candidate Executive Officer must meet the following additional eligibility requirements to run in the election:

(i) all candidates must have a minimum Degree of Functionality A in one of the two official languages of the Association and a Degree of Functionality B in the second official language pursuant to Section 21.4; and

(ii) no Executive Officer shall hold another office (whether as Executive Officer or Non-Executive Officer) or staff position within the Association at the time of taking up office.

9.3 Term of Office.

(a) The term of office of the Executive Officers shall be concurrent with their term of office as Directors, as set out in Section 6.8(a)

(b) An Executive Officer may only be removed from office by removing them from office as a Director in accordance with Section 6.8(b).

(c) In the event that an Executive Officer wishes to resign before the completion of their mandate, they must inform the Board in writing at the earliest opportunity. Where an individual resigns as an Executive Officer, he or she will also be deemed to have resigned as a Director.

(d) Any Executive Officer 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, shall be deemed to have delivered their resignation. Where an individual is deemed to resign as an Executive Officer, he or she will also be deemed to have resigned as a Director.

9.4 Vacancies. In the case of a vacancy of an Executive Officer position (and the corresponding Director position), the position will be filled in accordance with Section 6.9. Pending the replacement of the Executive Officer, the quorum requirements for Executive Committee meetings will be determined on the basis of the reduced number of Executive Officers.

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 Association;

- (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 chairperson;
- (g) have a working knowledge of the Association's by-laws and policies;
- (h) co-ordinate the affairs of their portfolio in consultation with the other Executive Officers; and
- (i) 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 Association).

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 honorarium, the amount of which shall be set by a 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 honoraria referred to in Section 9.7(a) without the consent of the Board. This shall not affect the use of Association 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 honorarium shall be pro-rated for the time served, unless determined otherwise by a Special Resolution of the Board.

9.8 Equity Commissioner. The Equity Commissioner's mandate is to work towards breaking down barriers to full participation in student life and addressing discrimination on campus. In particular he or she shall:

- (a) Be responsible for resources shared with the University of Ottawa Students' Union such as the Women's Resource Centre, Pride Center, International House, Centre for Student with Disabilities, Student Right Centre, Food Bank, Peer Help Centre, Foot Patrol and Bilingualism Centre;
- (b) Implement campaigns and programming to educate students on equity issues;
- (c) Amplify marginalized voices, and eliminate barriers on campus in consultation with the concerned groups;
- (d) Maintain contact with the University of Ottawa's Aboriginal Resources centre, Ombudsperson, and Office for the Prevention of Discrimination and Harassment as well as the Inter union groups and any other campus community committee where graduate student representation is required;
- (e) Chair the Campaigns committee;

- (f) oversee all campaigns of the Association;
- (g) Assist the University affairs commissioner in regards to all academic affairs or student rights matters;
- (h) Ensure the bilingualism of all official Association documents and communications.

9.9 External Commissioner. The External Commissioner's mandate is to oversee the public communications of the Association and represent the association on issues external to the University. In particular, he or she shall:

- (a) oversee government lobbying efforts of the Association;
- (b) act as a liaison with external bodies of which the Association is a member including, but not limited to, national or provincial students' associations;
- (c) be responsible for the on-campus implementation of campaigns and services of the national or provincial students' associations;
- (d) keep the Board updated on external issues affecting Members of the Association;
- (e) oversee official promotions of the Association, including but not limited to posters, pamphlets, and the official Association website and online newsletter;
- (f) be responsible for media relations for the Association; and
- (g) be a standing member the Campaigns Committee.

9.10 Finance Commissioner. The Finance Commissioner's mandate is to oversee all financial dealings of the Association. In particular, he or she shall:

- (a) act as internal auditor and financial advisor to the Association;
- (b) ensure that all monies received by the Association be safely deposited with the financial institution named by the Board for this purpose;
- (c) monitor, on behalf of the Association, financial investments, if applicable;
- (d) oversee the collection, deposits and disbursements of all monies and receipts of the Association;
- (e) administer the payment of all debts incurred by the Association;
- (f) negotiate the health and dental plans of the Association with its insurance broker and its insurance provider;
- (g) Supervise and administer the Academic Project Fund;
- (h) subject to Section 19.2, with the Resources Commissioner, cause the Association to enter into financial agreements that have been approved in accordance with these by-laws by the Board or, to the extent permitted, the Executive Committee;

- (i) prepare a concise financial report with respect to the Association and the Café Nostalgica and present it at the first Board meeting of each semester;
- (j) arrange the preparation of the Association and Café Nostalgica year-end financial statements by the Association's external accountant and present the financial statements to the Board;
- (k) with the Resources Commissioner, prepare a yearly budget for the Association, present it to the Board for approval, and present it for information at the Annual General Meeting;
- (l) with the Student Life Commissioner, assist the Café Nostalgica manager in preparing a yearly budget for the Café Nostalgica, presenting it to the Board for approval, and presenting it for information at the Annual General Meeting;
- (m) serve as a standing member of the Capital Building Fund Committee
- (n) chair the Finance Committee;
- (o) serve as a standing member of the Grad House Committee
- (p) serve as a standing member of the Café Nostalgica Committee.

9.11 Internal Commissioner. The Internal Commissioner's mandate is to preserve the administrative integrity of the Association while ensuring communication between the Executive Committee, and the Committees of the Association. In particular, he or she shall:

- (a) be responsible for calling a meeting of the Executive Committee prior to any meeting of Members or Board meeting;
- (b) be responsible for calling meetings of the Board that are requested pursuant to Section 7.2(a)(i) and meetings of the Executive Committee that are requested pursuant to Section 11.2(a)(i);
- (c) establish the schedule for regular Board and Members meetings, subject to approval in accordance with these by-laws;
- (d) ensure the proper and adequate recording of the minutes of Board and Members meetings and sign one copy of the approved minutes;
- (e) keep custody of the Association's seal, if applicable;
- (f) ensure that any notice required to be given under the Letters Patent, these by-laws or the Act is properly given;
- (g) administer the Association's relationship with Departmental Associations;
- (h) assist the graduate students, in a Department where no Departmental Association exists or where one is inactive, to create an active Departmental Association;
- (i) ensure that the Association complies with existing privacy regulations when dealing with membership lists and other protected documents;
- (j) chair the By-Laws and Policy Committee;

- and (k) serve as a standing member of the Capital Building Fund Committee;
- (l) serve as a standing member of the Café Nostalgica Committee.

9.12 Resources Commissioner. The Resources Commissioner's mandate is to oversee and preserve the various resources and properties of the Association. In particular, he or she shall:

- (a) chair the Capital Building Fund Committee;
- (b) chair the Grad House Committee;
- (c) serve as a standing member of the Grad House Oversight Committee and the Café Nostalgica Committee
- (d) act as the official representative of the Association to its employees and, subject to Section 16, coordinate the hiring and contract renewal process for the staff of the Association;
- (e) subject to Section 19.2, with the Finance Commissioner, cause the Association to enter into financial agreements that have been approved in accordance with these by-laws by the Board or, to the extent permitted, the Executive Committee;
- (f) with the Finance Commissioner, prepare a yearly budget for the Association, present it to the Board for approval, and present it for information at the Annual General Meeting;
- (g) oversee the general operations of all Properties of the Association;
- (h) report regularly to the Executive Committee and Board on the affairs of the Properties of the Association;
- (i) with the Finance Commissioner, prepare an annual budget for the Grad House.

9.13 Student Life Commissioner. The Student Life Commissioner's mandate is to organize student life events and services for the graduate student community. In particular, he or she shall:

- (a) represent the Association in regards to student life and non-academic services matters within the University;
- (b) coordinate the organization of the Association's social events and community life projects;
- (c) assist the Finance Commissioner in preparing a concise financial report with respect to the Café Nostalgica and presenting it at the first Board meeting of each semester;
- (d) assist the Finance Commissioner in arranging the preparation of the Café Nostalgica year-end financial statements by the Association's external accountant and in presenting the financial statements to the Board;
- (e) with the Finance Commissioner, assist the Café Nostalgica manager in preparing a yearly budget for the Café Nostalgica, presenting it to the Board for approval, and presenting it for information at the Annual General Meeting;

(f) interact with the Café Nostalgica manager on a weekly basis to ensure that decisions of the Café Nostalgica Committee, as approved by the Board or Executive Committee, as applicable, are carried out;

(g) with the External Commissioner, coordinate the promotion of Café Nostalgica;

(h) chair the Café Nostalgica Committee and the Social Committee; and

(i) serve as a standing member of the Grad House Committee.

9.14 University Affairs Commissioner. The University Affairs Commissioner's mandate is to advocate for graduate student rights and academic interests inside the University. In particular, he or she shall:

(a) represent the Association in regards to all academic and student rights matters within the University;

(b) ensure representation of graduate student interests and concerns with academic and administrative decision-making bodies of the University;

(c) oversee the organization and promotion of Association-sponsored academic events for graduate students, including but not limited to the Interdisciplinary Conference;

(d) assist or represent any Member with an academic or student rights case who requests assistance or representation, subject to the policies of the University;

(e) manage communication between the Association and graduate student representatives on committees of the University;

(f) manage communication between the Association and the Faculty of Graduate and Postdoctoral Studies, as well as other student associations and labour unions inside the University;

(g) chair the University Affairs Committee; and

(h) serve as a standing member of the Campaigns Committee.

10. EXECUTIVE COMMITTEE

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

- (a) Equity Commissioner;
- (b) External Commissioner;
- (c) Finance Commissioner;
- (d) Internal Commissioner;
- (e) Resources Commissioner;
- (f) Student Life Commissioner; and
- (g) University Affairs Commissioner.

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 \$2,000, 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 Association, except in circumstances which, in the opinion of the majority of the Executive Committee, warrant the calling of a special meeting of the Board;

(iii) To appoint representatives to any external bodies that require an Association representative. The Executive Committee shall announce the name of the chosen representative to the Board and shall make sure to obtain and present an update of the activities of the representative; and

(iv) 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 19.2.

(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 Association in accordance with applicable Policy and the direction dictated by the Board;
- (ii) implementing policies of the Association;
- (iii) upholding the by-laws of the Association;
- (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 in accordance with any decisions of the Board;
- (ix) managing the human resources of the Association; and
- (x) performing such other functions as the Board may determine.

11. EXECUTIVE COMMITTEE MEETINGS

11.1 Participation.

- (a) Attendance at all Executive Committee meetings convened pursuant to this Section 11.2 is mandatory, save for just and proper cause, for all Executive Officers.
- (b) No Executive Officer may assign proxy to another Executive Officer.
- (c) Executive Officers are required to keep themselves informed of any and all upcoming meetings of the Executive Committee.

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

(e) 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 Internal Commissioner; or

(ii) at regular monthly intervals, with the exception of December (in which case an Executive Committee meeting shall not normally be held unless called in accordance with Section 11.2(a)(i)) at such time and on such day as the Executive Committee may determine in advance.

(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(b), 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 11.5 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; or

(ii) otherwise delivered personally to him or her, in which case it shall be deemed to have been given when so delivered.

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

11.4 Executive Committee Observers

(a) Any Member may attend meetings of the Executive Committee and participate in its discussions, if recognised by the Chairperson, but may not move, second or vote.

(b) Non-Members of the Association may be excluded at the Executive Committee's discretion.

11.5 Agenda. The Chairperson, in consultation with the Executive Committee, 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.

11.6 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 Chairperson 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 Association's offices after ratification at the subsequent meeting of the Executive Committee.

11.7 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 of the Association.

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

11.8 Chairperson. The Executive Committee shall establish a schedule where each Executive Officer has an equal opportunity to act as Chairperson of the Executive Committee.

11.9 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(e)) 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. Where a vote is tied, the motion fails.

(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 17, shall have the right to one vote at meetings of the Executive Committee.

(f) The person presiding over an Executive Committee meeting is not entitled to a second or deciding vote.

(g) 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.

12. COMMITTEES OF THE ASSOCIATION

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

12.2 Creation and Disbanding.

(a) Any proposal to strike a new Committee shall be made to the Board and shall be accompanied by an outline of the type, membership, goals and duties, and chairperson 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 chairperson shall be responsible for arranging an organisational meeting.

12.3 Duties of the Chairperson. The chairperson 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 Association 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) co-ordinate with Executive Officers as necessary.

12.4 Authority of Committees. Any decision of any Committee that includes a person who is not a Director 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 necessary, input on projects within its mandate from Members of the Association and, where appropriate, from outside sources.

(b) Each Committee shall have a chairperson, who shall be either an Executive Officer or a Non-Executive Officer of the Association.

(c) Each Committee shall be comprised of Members of the Association, appointed by the Board in the form of an Ordinary Resolution (except those chairpersons and standing members appointed by these bylaws).

(d) All Members of the Association are eligible to be members of Committees of the Association, with the exception of the Café Nostalgica Committee, wherein Members employed at the Café Nostalgica may not also serve as members of the Café Nostalgica Committee.

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

12.6 Quorum.

(a) In any Committee of the Association 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 Association 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 Association.

(b) Every Committee meeting shall be presided over by the chairperson 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) Café Nostalgica Committee. The mandate of the Café Nostalgica Committee is to act as the management advisory committee of the Café Nostalgica. The Café Nostalgica Committee shall:

(i) be comprised of: the Student Life Commissioner, who shall be the chairperson; the Finance Commissioner; the manager of the Café Nostalgica; the Internal Commissioner; the Resources Commissioner; and such other people as may be appointed by the Board in accordance with Section 12.8(a);

(ii) act as the management advisory committee of the Café Nostalgica, but shall not have financial authority over the Café Nostalgica;

(iii) seek to balance the service and the business goals of the Café Nostalgica;

(iv) assist in the preparation of a Café Nostalgica budget for presentation to Board;

(v) review prices of products and services in the Café Nostalgica;

(vi) be responsible for marketing and advertising promotion for the Café Nostalgica;

(vii) review policies of the Café Nostalgica and recommend policy revisions and additions for approval by the Board; and

(viii) be responsible for establishing Café Nostalgica staffing policies, including hiring and removal, wage schedules, harassment and other policies as the Board may determine.

(c) University Affairs Committee. The mandate of the University Affairs Committee is to promote the academic interests of Members of the Association and to undertake the development, implementation and maintenance of those academic initiatives of the Association. The University Affairs Committee shall:

(i) be comprised of: the University Affairs Commissioner, who shall be the chairperson; the graduate student representatives on the University Senate; and such other people as may be appointed by the Board in accordance with Section 12.8(a);

(ii) support academic events of interest to graduate students;

(iii) be responsible for the Interdisciplinary Conference (acting as the Interdisciplinary Conference Committee) and other conferences that the Association may wish to administer;

(iv) promote the Association's willingness to support graduate student academics;

(v) advertise organized and supported academic activities;

(vi) promote graduate student academic and teaching excellence within the Faculty of Graduate and Postdoctoral Studies and on campus; and

(vii) discuss motions relevant to graduate students which are under consideration at the Senate or other committees of the University.

(d) By-Laws and Policy Committee. The mandate of the By-Laws and Policy Committee is to act as advisory body of the Association on all issues pertaining to the internal regulations of the Association. The By-Laws and Policy Committee shall:

(i) be comprised of: the Internal Commissioner, who shall be the chairperson; the Chair; and such other people as may be appointed by the Board in accordance with Section 12.8(a);

(ii) devise new and review old by-laws and policies to reflect the current needs and wishes of the Association and to allow the specific elaboration, interpretation, and application of the Association's by-laws and policies;

(iii) ensure that the by-laws and policies be kept and updated;

(iv) react to motions of the Board that may impact the by-laws; and

(v) review the by-laws and policies at least once per year.

(e) Campaigns Committee. The mandate of the Campaigns Committee is to promote the political interests of Members of the Association and to undertake the development, implementation and maintenance of all local campaign initiatives (research, public awareness, lobbying and mobilisation) of the Association and national or provincial students' associations. The Campaigns Committee shall:

(i) be comprised of: the Equity Commissioner who shall be the chairperson; the External Commissioner, the University Affairs Commissioner; and such other people as may be appointed by the Board in accordance with Section 12.8(a);

(ii) monitor, assess, and respond to issues pertaining to the quality and accessibility of postsecondary education;

(iii) work to keep Members informed of these issues;

(iv) develop campaign and Policy recommendations to the Board;

(v) work on campaigns of the Association;

(vi) be responsible for reviewing motions to be submitted to the national, provincial and caucus meetings of the national or provincial students' associations;

(vii) be responsible for the administration of the GSAÉD Solidarity Fund.

(f) Social Committee. The mandate of the Social Committee is to oversee the social events programming of the Association. The Social Committee shall:

(i) be comprised of: the Student Life Commissioner, who shall be the chairperson; and such other people as may be appointed by the Board in accordance with Section 12.8(a);

(ii) be responsible for the organization, logistics and promotion of the graduate orientation events (acting as the Orientation Committee);

(iii) assist with the organization, logistics and promotion of all social events of the Association;

(iv) gather and present feedback on past social initiatives; and

(v) suggest new social events for the graduate student community.

(g) Capital Building Fund Committee. The mandate of the Capital Building Fund Committee is to oversee the management of the Capital Building Fund of the Association. The Capital Building Fund Committee shall:

(i) be comprised of: the Resources Commissioner, who shall be the chairperson; the Finance Commissioner; the Internal Commissioner; and such other people as may be appointed by the Board in accordance with Section 12.8(a);

(ii) review all Capital Building Fund proposals for completeness and submit them to the Board for approval; and

(iii) review the Capital Building Fund periodically, or as is necessary, in order to propose amendments thereto.

(h) Finance Committee. The mandate of the Finance Committee is to be responsible for preparing budgets and making financial recommendations to the Board. The Finance Committee shall:

(i) be comprised of: the Finance Commissioner, who shall be the chairperson; and such other people as may be appointed by the Board in accordance with Section 12.8(a);

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

(iii) assist the Finance Commissioner in developing and carrying out the budget;

(iv) assist the Finance Commissioner in general financial oversight of the Association;

(v) assist the Finance Commissioner in the yearly audit process; and

(vi) provide such other assistance to the Finance Commissioner as the Finance Commissioner may reasonably request.

(i) Grad House Committee. The mandate of the Grad House Committee is to act as management advisory committee for the Grad House. The Grad House Committee shall:

(i) be comprised of: the Resources Commissioner, who shall be the chairperson; the Finance Commissioner; the Student Life Commissioner; and such other people as may be appointed by the Board in accordance with Section 12.8(a);

(ii) act as the Grad House building management committee;

(iii) review the Grad House finances including the maintenance fund and loan repayment;

(iv) contribute to the preparation of a yearly report on the Grad House for presentation at the Annual General Meeting;

(v) review any proposal to add to or amend Grad House contracts held with the University and make recommendations to the Board; and

(vi) review policies of the Grad House and recommend policy revisions and additions for approval by the Board.

(j) Elections Committee. The mandate of the Elections Committee is to be responsible for ensuring fair elections including by hiring the CRO, hearing appeals of CRO decisions, and ensuring that CRO recommendations are implemented. The composition and specific responsibilities of the Elections Committee shall be set out in the Elections and Referenda Policy.

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 Association, provided that such appointment must be ratified by an Ordinary Resolution of the Board.

13.2 Eligibility Requirements

(a) The CRO may be a Member or a non-Member.

(b) The CRO may not be a Director or hold an office (either as an Executive or non-Executive Officer) or staff position within the Association.

(c) The CRO must have a minimum Degree of Functionality A in one of the two official languages of the Association and a Degree of Functionality A in the second official language as described in Section 21.4.

13.3 Term of Office. The term of office of the CRO shall ordinarily be one year, beginning on November 1 and ending on October 31 the following year, provided that the CRO shall hold office until a successor is appointed, unless the CRO is removed by the Board or is otherwise disqualified under these by-laws.

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 (either as an Executive or non-Executive Officer) or staff position within the Association.

13.5 Remuneration.

(a) The CRO shall receive an honorarium, the amount of which shall be set by a Policy. If the CRO does not fulfill the complete term of office, the honorarium 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 honoraria 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 Association facilities and funds reasonably associated with the carrying out of his or her 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 five 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 his or her mandate, she or he must inform the Elections Committee in writing at the earliest opportunity.

13.8 Removal of the Chief Returning Officer. The Board may remove a CRO by a Special Resolution if:

(a) the CRO does not comply with the Act, the Letters Patent or any By-Law or resolution of the Association; or

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

14. DEPARTMENTAL ASSOCIATIONS

14.1 Departmental Associations.

(a) Departmental Associations shall be comprised of all Members within a Department. The Members of the Association in a given academic department or school shall belong to only one Departmental Association at any given time.

(b) Departmental Associations may be incorporated or may be unincorporated associations and will be governed entirely in accordance with their own by-laws.

(c) Recognised Departmental Associations shall submit a copy of their by-laws to the Internal Commissioner. Copies of such by-laws shall be stored in the Association office for reference. The by-laws of a Departmental Association must reasonably ensure that the Departmental Association will be managed in a representative, democratic, transparent and fiscally accountable manner.

14.2 Recognition by the Association.

(a) Members of a new Departmental Association may apply to be recognized by the Association by submitting a petition signed by at least ten per cent (10%) of the Members in the Department, accompanied by a copy of the by-laws or other constating documents of the Departmental Association, to the Internal Commissioner for presentation to the Board.

(b) The Board shall recognize any Departmental Association that meet the criteria of Section 14.1 and that provides a petition and supporting materials in accordance with Section 14.2(a).

(c) Once recognised by the Board, Departmental Associations must submit a registration form to the Internal Commissioner each academic year in order to register for that year.

(d) A list of all recognised Departmental Associations, certified by the Internal Commissioner, shall be available at the Association office at all times for inspection by the Members.

14.3 Funding. A Departmental Association shall have the right to receive a minimum level of funding as established by a Policy.

15. CAFÉ NOSTALGICA

15.1 Legal Entity. The Association is the sole shareholder of 1070434 Ontario Inc. operating as Café Nostalgica, a corporation incorporated under, and subject to, the *Business Corporations Act* (Ontario).

15.2 Mandate. 1070434 Ontario Inc. owns and operates the business of a graduate student restaurant. The Café Nostalgica shall operate as both a service to the Members of the Association and as a business of the Association. The Café Nostalgica shall aim to enhance the quality of life among graduate students of the University by providing affordable, quality food, as well as social space. The Café Nostalgica shall also aim to integrate graduate students into the wider university community.

15.3 Governance.

(a) Café Nostalgica shall have one director, who will be the Student Life Commissioner unless otherwise decided by Special Resolution of the Board.

(b) The Board shall pass a declaration as a sole shareholder of Café Nostalgica which reserves all of the Café Nostalgica director's powers to the Association, as shareholder.

(c) Subject to these by-laws, the Board shall make all decisions of the shareholder of the Café Nostalgica.

(d) To the extent permitted under the *Business Corporations Act* (Ontario), the Association hereby indemnifies and holds the director of the Café Nostalgica harmless from any losses he or she may suffer as a result of being the director of the Café Nostalgica.

15.4 Management.

(a) The manager(s) of Café Nostalgica shall be responsible to the Board, shall report to the Student Life Commissioner, and shall be available for reporting directly to the Board when it deems his/her presence necessary.

(b) Should the manager of Café Nostalgica be unable to fulfil her/his contract, the Board may cause the Café Nostalgica to terminate his or her employment and may hire a replacement in accordance with these by-laws.

(c) All candidates for manager shall be considered by the Student Life Commissioner and the Resources Commissioner who will recommend a suitable replacement for the Board's approval.

(d) The management advisory committee of Café Nostalgica shall be the Café Nostalgica Committee.

16. STAFF POSITIONS AND PERSONNEL POLICIES

16.1 Staffing Decisions.

(a) The Executive Committee shall determine the Association's requirements and create and approve such paid and volunteer positions as are deemed necessary, subject to complying with the approved budget of the Association.

(b) To fill such positions, the Executive Committee can create an ad-hoc hiring committee that will include two Executive Officers and at least one other Director (or such other composition as is consistent with any applicable collective agreement).

(c) Each employment position created by the Association must have terms of reference and an explicit job description prepared by the Executive Committee or by an appointed Officer of the Association.

(d) No hiring decision shall be made by the Executive Committee or the ad-hoc hiring Committee created pursuant to Section 16.1(b) that results in changes to the approved budget of the Association without approval by the Board.

16.2 Eligibility.

(a) Unless otherwise specified elsewhere in the Association by-laws, all paid positions within the Association require a minimum of the Degree of Functionality A in one of the two official languages of Association and the Degree of Functionality C in the second official language, described pursuant to Section 21.4.

(b) Staff positions shall be open to Members and non-Members, and shall be salaried, to be determined, in negotiation, by the Board with the adoption of the Board in the form of a Policy.

16.3 Resources Commissioner. The Resources Commissioner shall be the representative of the Association to all employees of the Association.

16.4 Collective Agreement.

(a) This Section 16 shall be subject the Collective Agreement between The Canadian Union of Public Employees (CUPE) And its Local 1281 and Graduate Students' Association des étudiant.e.s diplômé.e.s (GSAÉD) effective April 15, 2014, as same may be amended and replaced from time to time (the "Collective Agreement").

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

17. CONFLICT OF INTEREST

17.1 Conflict. A conflict of interest arises when a Director or Officer:

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

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

17.2 Obligations.

(a) If any Director or Officer should be faced with a situation involving an existing or potential conflict of interest, or should be in doubt about the application of these policies she or he shall report the situation to the Board in writing.

(b) If the conflict of interest arises during a meeting, the person with the conflict of interest shall have it noted in the minutes of the meeting and she or he shall not attend the part of the meeting that deals with the transaction giving rise to the conflict of interest or vote with respect to same, unless the transaction relates to his or her remuneration, to Director indemnification or involves an affiliate of the association.

17.3 Failure to Disclose. Failure to disclose a potential conflict of interest constitutes ground for disciplinary procedures.

18. RECORD KEEPING DISCLOSURE OF INFORMATION

18.1 Records. The Association shall prepare and maintain records containing:

(a) the Association's Letters Patent 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) any other records required by law.

18.2 Inspection by Directors.

(a) The records described in Section 18.1 must be open to inspection by the Directors during the Association's regular office hours.

(b) The Association will, at the request of any Director, provide the Director with any extract of the records described in Section 18.1 free of charge.

18.3 Inspection by Members, etc.

(a) A Member, a Member's attorney or legal representative and a creditor of the Association may examine the records referred to in Sections 18.1(a), 18.1(b), 18.1(c), 18.1(f) and 18.1(g) during the Association's regular office hours.

(b) In addition to the records set out in Section 18.3(a), a Member, a Member's attorney or legal representative may examine the records referred to in Section 18.1(d) and 18.1(e) during the Association's regular office hours.

(c) A Member of the Association, 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 Association that they are entitled to inspect.

(d) A creditor of the Association exercising the rights set out in Section 18.3(a) must pay a reasonable fee in order to obtain an extract or copy from those records.

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

19. FINANCIAL MATTERS

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

19.2 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 Association shall be signed by the Finance Commissioner and the Resources Commissioner;

(b) notwithstanding the above, the Board may confer signing authority to the Finance Commissioner acting with one of the following individuals:

(i) one (1) full-time employee; or

(ii) one (1) additional Executive Officer, not including the Finance Commissioner;

(c) the Resources Commissioner and the Finance Commissioner are required to sign for any withdrawal of funds from the Association's account;

(d) notwithstanding the above, the Café Nostalgica account requires two (2) signatures among the following three: Finance Commissioner, Student Life Commissioner and Café Nostalgica manager;

(e) the Resources Commissioner and the Finance Commissioner are required to sign any loan agreements; and

(f) the Resources Commissioner and the Finance Commissioner shall sign all contracts on behalf of the Association, unless otherwise determined by the Board.

19.3 Approval of Expenses.

(a) Ordinary expenses included in an approved budget of the Association do not require additional approval by the Board or Executive Committee. Any deviation from the budget or any material expenditure not contemplated in the budget requires approval from the Board (or Executive Committee for amounts where permitted under Section 10.2(a)(i)) in accordance with these by-laws.

(b) Requests for deviations from or amendments to the approved budget of the Association shall be submitted to the Finance Commissioner and shall be referred to the Board or Executive Committee, as applicable, for approval.

19.4 Banking.

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

(b) The Finance Commissioner is authorized to conduct the banking business of the Association in accordance with these by-laws.

19.5 Financial Reports. The Finance Commissioner shall present a financial report to all Members of the Association at the Annual General Meeting.

19.6 Budget.

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

(b) The Board 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 19.6(c) shall be reported to the Board at each and every Board meeting until the approval of said budget.

19.7 Auditors. An independent external auditor as appointed at the Annual General Meeting shall prepare a statement of the Association'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.

19.8 Dedicated Funds. The Association may maintain dedicated funds for prescribed purposes. The Board shall pass a Policy prescribing the purpose and use of any such fund.

19.9 Indemnity.

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

(i) any and all costs, charges, damages and expenses sustained or incurred in relation to the affairs of the Association; 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 willful neglect or default.

(b) The indemnity described above in Section 19.9(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 Association; 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.

20. DISCIPLINING DIRECTORS

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

- (a) missing 2 or more meetings without just or proper cause;
- (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 Association property; and

- (f) failure to perform their duties as specified in the Association by-laws.

20.2 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 Officer.

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

(i) provide a verbal or written reprimand;

(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 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 Association a statement giving reasons for opposing his or her 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.

21. BILINGUALISM

21.1 General Description. The Association is officially a bilingual association recognizing both French and English as official languages.

21.2 Bilingualism.

(a) Every Member has the right to express themselves in the official language of their choice at any official meeting of the Association.

(b) Every Member shall be entitled to services and all documentation in the official language of their choice.

(c) All meetings of Members, as well as all meetings of the Executive Committee and the Board shall be presided by a chair with the required degree of functionality in the official languages as required in these by-laws.

(d) At all meetings of the Members, the Executive Committee and the Board, the chair of such meetings shall, if requested by Members unilingual in only one of the official languages, provide an adequate translation in such official language if those speaking cannot do so themselves.

21.3 Documents.

(a) The agendas as well as the minutes of any Member, Executive Committee and the Board meetings shall be published in both official languages, first in French, then in English.

(b) All official reports, reports of Standing and Ad Hoc committees, reports of Officers, as well as all official documents of the Association shall be published in both official languages, first in French, then in English.

21.4 Linguistic Requirements. The linguistic requirements associated with each paid position within CUPE 2626 and with other positions within the Association are based on the following degrees of functionality:

(a) Degree of Functionality A - written and oral comprehension, written and oral expression.

(b) Degree of Functionality B - written and oral comprehension, oral expression.

(c) Degree of Functionality C - written and oral comprehension.

(d) Degree of Functionality D - written comprehension.

22. POLICIES OF THE ASSOCIATION

22.1 General Description.

(a) Policies established in accordance with Section 22.2 are the official policies of the Association, and they stand until revoked as per Section 22.2.

(b) Policies may set out:

(i) operational details of certain aspects of the Association;

or

(ii) Official positions of the Association.

22.2 Establishment of Policies.

(a) Policy proposals may be submitted to the Association by any Member or committee and will be subject to review by the By-laws and Policies Committee.

(b) Policy 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.

22.3 Required Policies

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

(i) Elections and Referenda Policy;

19.8; (ii) a Policy for any dedicated fund established under Section

22.4 Binding Nature. Policies are binding on Members, Directors and Officers.

22.5 Policy Manual. All policies of the Association shall be compiled in a Policy Manual, to be updated regularly by the Internal Commissioner and By-laws and Policy Committee and kept in the Association office. The Association's Policy Manual shall be provided to any Member of the Association upon written request.

23. AMENDMENTS TO THE BY-LAWS

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

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.