

ARTICLE 1 - THE GSAÉD

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 "GSAÉD"

1.2 Head Office.

The head office of the GSAÉD 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 Board of Directors.

1.3 Official Languages.

The GSAÉD shall be a bilingual association, recognizing both French and English as official working languages.

ARTICLE 2 - INTERPRETATION

2.1 Definitions.

In these by-laws:

"Act" shall mean the *Canada Not-for-profit Corporations Act*, 2009, as same may be amended, modified or replaced from time to time ("Loi");

"Ad Hoc Committee" means a committee created by the Board pursuant to Section 10.2, that is not a Standing Committee ("Comité spécial");

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

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

"Articles of Continuance" means the Articles of Continuance, governed under the Act, approved by special resolution of the GSAÉD Members on November __, 2020 ("Status de prorogation");

"Appointed Director" shall mean a director appointed by the process established at section 6.11;

"Appropriate Authority" means the authority responsible for facilitating the election of the relevant Director position ("Autorité appropriée");

"Bilingual" and "Bilingualism" means the official languages of the University, which are French and English ("bilingue" et "bilinguisme");

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

“Board Observers” means the individuals listed in Section 6.8(a) (“Observateurs du Bureau”);

“Café Nostalgica” shall mean 1070434 Ontario Inc. operating as Café Nostalgica (“Café Nostalgica”);

“Capital Building Fund” means the fund described in the Policy for the Capital Building Fund (“Fonds d’investissement”);

“Capital Building Fund Committee” means the Standing Committee described in Section 12.8(g) (“Comité du fonds d’investissement”);

“Chair” means the Chair of the GSÉAD, as described in Section 8 (“Président”);

“Chairperson” means the person selected to chair a given committee meeting, as described at Section 10.2(a) (“Président d’assemblée”);

“Collective Agreement” has the meaning given to it in Section 13.3 (“Convention collective”);

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

“Commissioners” means the individuals described at Section 9.1, deemed as officers under the meaning of the Act (“Commissaires”);

“Conflict of Interest” means the existence of a plausible risk that a Commissioner’s or Director’s loyalty to the GSAÉD would be materially and adversely affected by the Commissioner’s or Director’s own interest or a third person (“Conflit d’intérêt”);

“Corporate Secretary” means the general counsel of the GSAÉD (“Secrétaire général”);

“CRO” or “Chief Returning Officer” means the Chief Returning Officer of the GSÉAD described in Section 11 (“DGÉ”);

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

“Department” means a department, school, or other academic unit of the university for which a Departmental Association has been recognized by the GSÉAD in accordance with these by-laws (“Département”);

“Departmental Association Fee Transfer Protocol” means the Departmental Association Fee Transfer Protocol established by the GSAÉD Board (“Protocole de transfert des frais d’association départementale”);

“Departmental Association” means a departmental graduate student association for the graduate programme 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 12 (“Association départementale”);

“Director” means a member of the Board, as described in Section 6.5(a) (“Administrateur”);

“Elections and Referenda Policy” means the Policy of the same name established by the Board (“Politique concernant les élections et les référendums”);

“Executive Committee” means the Executive Committee of the GSÉAD, as described in Section 9.1 (“Comité exécutif”);

“Federation” means the Canadian Federation of Students (“Fédération”);

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

“Financial Review” means either an audit, review engagement or notice to reader format of financial statements, prepared by an accounting firm hired by the GSAÉD;

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

“Grad House” means the Grad House located at 601 Cumberland (“Maison des diplômés”);

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

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

“Member” means a member of the GSÉAD, as set out in Section 3.1 (“Membre”);

“Member Class” means a class of members, as described in subsection 154(2) of Act, of the GSAÉD (“Catégories de membres”);

“Officer” means those individuals described at Section 13.4 (“Dirigeant”);

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

“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”);

“Policy” means a policy established by the Board, and includes the Elections and Referenda Policy and the Financial Controls Policy (“Politique”);

“Policy Manual” means the policy manual established by the Board (“Cahier des politiques”);

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

“Properties” means all assets of the GSÉAD including, but not limited to, the shares of Café Nostalgica, 1070434 Ontario Inc. (“Biens”);

“Proposal” has the meaning given to it in Section 5.7(a) (“Proposition”);

“Reporting Checklist” means the checklist used by the Corporate Secretary to examine the administrative health of the GSAÉD, prescribed in the Policy Manual (“Liste de contrôle des rapports”);

“Service Provider” means an accounting firm, health plan provider or general counsel (“Prestataire de services”);

“Solidarity Fund” means the Fund described in “The GSAÉD Solidarity Fund Terms of Reference” document annexed to these by-laws (“Fonds de solidarité”);

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

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

“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. For the purposes of the present definition, a two-thirds majority is defined as a having twice as many members vote in favour of a resolution than against. (“Résolution extraordinaire”);

“Standing Committee” means a committee listed in Section 10.8 (“Comité permanent”);

“University” means the University of Ottawa, unless otherwise specified (“Université”);

“University Affairs Committee” means the Standing Committee described in Section 10.8(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 GSÉAD, shall refer to person of any gender, and all singular and plural meanings.

2.3 Language.

In these by-laws, or any other documents of the GSÉAD, 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 GSÉAD.

ARTICLE 3 - MEMBERS

3.1 Members.

- (a) Members 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).
- (c) A duly elected Director or Commissioner, despite Section 3.1(a) and 3.1 (b) shall remain a Member of the GSAÉD until the end of their term of office as defined in Section 6.9 for Directors and 9.3 for Commissioners.

3.2 Responsibilities of Members.

Members shall have the following responsibilities:

- (a) to pay the fees set out in Article 4;
- (b) to respect the purposes of the GSAÉD as set out in its Articles of Continuance; and
- (c) to abide the GSAÉD Articles of Continuance, these by-laws and by any policies passed in accordance with these by-laws.

3.3 Departmental Affiliation.

- (a) The Board shall determine which Departmental Associations exist and, for the purposes of these by- laws, shall recognize the existence of all such Departmental Associations 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 Departmental Association that they are registered with.

3.4 Member Classes.

- (a) The GSAÉD 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 GSAÉD, except for meetings at which only Members of another class are entitled to vote separately as a class.
- (c) The GSAÉD shall undertake to record the quantity and titles of the Departmental Associations annually in the minute book of the GSAÉD.

- (d) Members that do not belong to any Departmental Association, for any reason, are still entitled to the rights described at Sections 3.4 (b) and 3.5 (c) and (d) of these By-laws and Sections 3. b. and c. of the Articles of Continuance.

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 Commissioner position at any general election or any by-election.

ARTICLE 4 - MEMBER FEES

4.1 GSÉAD Fees.

- (a) Subject to this Article 4, any membership fees or other fees or levies payable by Members to the GSÉAD 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 GSÉAD.
- (b) Consistent with the Prior By-laws:
 - (i) the membership fees paid to the GSÉAD 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 GSÉAD 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 Section 4.1(b) will be adjusted each semester, without Member approval, to reflect the rate of change in the Canadian Consumer Price Index for Ottawa-Gatineau (Ontario portion) during the previous calendar year at that given semester, with a base year of 1995.

- (e) The membership fees described in Section 4.1(b) of this by-law may be reduced by the Board, without Member approval, from time to time, to assist Members with the financial hardships associated with the COVID-19 pandemic.

4.2 Third Party Fees.

- (a) If applicable, the GSÉAD 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.
- (b) If applicable, the GSÉAD 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.
- (c) If applicable, the GSÉAD shall collect on behalf of the student association representing the undergraduate students of the University, currently the University of Ottawa Student's Union, fees associated with services provided to GSAÉD members, as determined, from time to time, by referendums held by the GSAÉD.

4.3 Fee Collection.

- (a) All fees under this Article 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 GSÉAD 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.

ARTICLE 5 – MEMBER MEETINGS

5.1 Participation.

- (a) All Members of the GSAÉD shall be entitled to attend, and speak at, meetings of the Members of the GSAÉD.
- (b) Only Members shall be entitled to move, second and vote on motions at a meeting of the Members of the GSAÉD.
- (c) Notwithstanding anything to the contrary in the Act, and except for meetings held electronically under 5.1(f), 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 GSAÉD may be excluded by an Ordinary Resolution of the Members.
- (f) Members may participate electronically through an electronic platform, facilitated by the GSAÉD, utilized for the purposes of holding a Member's meeting. For greater clarity, the provisions of this Section 5.1(f) shall satisfy the purposes of subsection 159(5) (Meeting held by Electronic Means) and the GSAÉD shall enact any appropriate measures to satisfy those provisions in the Act.

5.2 Types of Meetings.

- (a) There shall be three types of meetings of the Members:
 - (i) Annual General Meetings;
 - (ii) Special Meetings; and
 - (iii) Member Class meetings.
- (b) The following business will be conducted at each Annual General Meeting:
 - (i) consideration of the GSAÉD's financial statements;
 - (ii) consideration of the form of Financial Review;
 - (iv) consideration of the Commissioner reports;
 - (v) consideration of the General Manager report;
 - (vi) consideration of committee reports, if any; and
 - (vii) all other business 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 as the Board may determine.
- (b) Despite Section 5.3(a) above, the GSAÉD may determine to hold a meeting by electronic means.

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 GSAÉD;
 - (ii) states the business to be transacted at the meeting; and
 - (iii) is delivered to the Chair and to the registered office of the GSAÉD.
- (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, when sent by electronic means, must be provided to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.
- (b) 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 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.
- (d) In addition, a notice of a meeting, including the agenda showing business to be transacted, shall be published in a local Ottawa newspaper at least once in each of the three weeks immediately before the day on which the meeting is to be held.
- (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 Board of Directors and 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 1% of the total membership entitled to vote at a meeting of the Members, as evidenced by a written requisition signed by such Members, may give the Board notice of any matter that such Members intend to raise at an upcoming meeting of the Members, including the wording of a resolution to be moved at the meeting and a statement of not more than 1,000 words with respect to the matter referred to in the proposed resolution (a "Proposal").

- (b) The GSAÉD 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 GSAÉD or its Directors, Officers, Members or debt obligation holders;
 - (ii) it clearly appears that the Proposal does not relate in a significant way to the activities or affairs of the GSAÉD;
 - (iii) substantially the same Proposal was submitted to Members in a notice of a meeting of the Members held not more than five 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 GSAÉD refuses to provide notice of the Proposal, it shall, within 21 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 at Section 5.8 (a) 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 GSAÉD.

- (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 GSAÉD 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. This section 5.10 (a) does not apply to general elections and by-elections of the GSAED.
- (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 either:
 - (i) a show of hands; or
 - (ii) by electronic means, if the GSAÉD makes available a communication facility for its Members to participate and vote at the meeting; or
 - (iii) by secret ballot, if requested by the Chair or the majority of the members present.
- (e) For greater clarity, the provisions of Section 5.10(d) shall satisfy the purposes of subsection 165(3) (Electronic Voting) and subsection 165(4) of the Act (Voting While Participating Electronically) and the GSAÉD shall enact any appropriate measures to satisfy those provisions in the Act.
- (f) The person presiding over a meeting is not entitled to a second or deciding vote. Should the person presiding be a member, they shall retain the same voting rights as all other members.

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, in accordance with 5.10 (d)(ii).
- (b) The results of any election or by-election shall be recorded by posting them on the GSAED website as soon as practicability possible.

- (c) The CRO is responsible for facilitating the election and appointment processes stated in sections 6.5 (i) to (iii) and 6.11.
- (d) Notwithstanding section 5.11(c), Departmental Associations may choose to facilitate its Director election by:
 - i. giving 60 days' notice to the CRO;
 - ii. holding a public election, and not an appointment process, where all Members within its Member Class have the opportunity to vote;
 - iii. complying with the provisions at 5.10 (d) and (e); and
 - iv. recording the results in the official minutes of the Departmental Association.
- (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) If an election or a referendum is held by electronic means, the GSAÉD shall ensure that the voting method complies with the provisions set out in Sections 5.10(d)(ii) and (e).
- (g) In the event an election or referendum is not held by electronic means, the GSAÉD 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.
- (h) Director elections shall be carried out by the process prescribed in the Elections and Referenda Policy.

5.12 Representatives at Other Meetings.

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

ARTICLE 6 – BOARD OF DIRECTORS

6.1 Election.

All Director elections shall be facilitated by the GSAED, in accordance with Section 5.11 (b) and the process prescribed in the Elections and Referendum Policy.

6.2 Powers of the Board.

The Board shall manage the affairs and activities of the GSAÉD.

6.3 Responsibilities of Directors.

Every Director in exercising his or her powers and discharging his or her duties to the GSAÉD shall:

- (a) act honestly and in good faith with a view to the best interests of the GSAÉD;
- (b) act as a liaison to the Departmental Associations by maintaining communication with its representatives; and
- (c) 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 the Act, under the common law or by these by-laws.

6.5 Composition and Size of the Board.

- (a) The members of the Board shall be:
 - (i) A representative from each Member class, deemed to be a director under the Act;
 - (ii) each of the three (3) Commissioners listed in Section 9.1, duly elected by the Members and deemed to be an officer under the Act but not a Director;
 - (iii) the directors duly appointed by the Board of Directors under 6.11;
- (c) The size of the Board as of the date of enactment of these by-laws may 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 Voting Rights.

Only Directors shall be entitled to vote at meetings of the Board. The Directors, entitled to vote, shall only be those described at Section 6.5(a)(i), (iii) and (iv). Commissioners shall not be deemed Directors and, correspondingly, shall not have the right to vote at Board meetings.

6.7 Disqualification.

The following are disqualified from being a Director or Commissioner of the GSAÉD 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* or under the *Mental Health Act* to be incapable of managing property;
- (d) a person that has been convicted of an indictable or hybrid offence under the *Criminal Code* of Canada, for which they have not received a pardon;
- (e) a person who has been found to be incapable by any court in Canada or elsewhere;
- (f) a person that has been, or is currently being, disciplined by a regulatory authority, professional or administrative; and
- (g) a person who has the status of bankrupt.

6.8 Board Observers.

- (a) Board Observers shall include:
 - (i) the administrative staff of the GSAÉD;
 - (ii) the representative from CUPE 2626 appointed by that union in accordance with the policies of that union; and
 - (iii) the Chief Returning Officer;
 - (iv) others who are granted observer status by the Board at the beginning of a given Board meeting.
- (d) 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.

6.9 Term of Directors.

- (a) The term of office of the Directors, except those appointed under Section 6.10, 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 an Ordinary Resolution passed 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 a graduate student representative to the University Board of Governors or Senate, he or she will also be deemed to have resigned as a Director should they resign as graduate student representative to the University Board of Governors or Senate, as applicable.

6.10 Vacancies.

In the event of a vacancy on the Board:

- (a) the remaining Directors shall organize a Members Meeting in order to hold a by-election but will, 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 GSAÉD will be deemed to constitute an interim Board until an election can be held and Directors are elected.

6.11 Appointment of Directors

The directors may appoint other Directors to the Board, the number of which shall not exceed five (5), who shall hold office for a term expiring on May 1. The appointed Directors shall include:

- (a) the graduate student representative to the University Board of Governors;
- (b) two (2) graduate student representatives to the University Senate; and
- (c) the Indigenous Student Director.
- (d) at most, one additional Director appointed by the Board, annually.

6.12 Commissioners not deemed Directors.

The Commissioners shall not be deemed Directors of the GSAÉD and shall not have voting rights at Board meetings.

ARTICLE 7 – BOARD MEETINGS

7.1 Participation.

- (a) Personal attendance, including by electronic means, 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 Governance 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 Governance 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 by the Governance Commissioner or their designate and retained at the GSAÉD'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 GSAÉD.
- (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, or by electronic means approved by the Board, 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. A secret ballot may also be taken on any resolutions at the discretion of the Chair or requested by the majority of directors present.
- (e) Abstention refers to when a person who is entitled to vote is present during that vote but does not vote for or against. Abstentions, unless otherwise specified, have no effect on the outcome of a vote, although an abstaining Member, Director or Commissioner is considered present for the purposes of quorum. Abstentions need not be counted or noted in the minutes, unless requested by a person who is abstaining, or by the Chair or Chairperson.
- (f) All Directors, except where precluded under Section 17, shall have the right to one vote at meetings of the Board.
- (g) The person presiding over a Board meeting is not entitled to a second or deciding vote.
- (h) 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(g)(i) through (iv).

ARTICLE 8 - CHAIR

8.1 Appointment of the Chair.

- (a) The Board shall by Special Resolution appoint a Member 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 be the Chair, provided that such person meets the qualifications in Sections 8.2(b) and (c).
- (c) The Chair will be elected in accordance with the process outlined in the GSAED Policy Manual, Article VII – Election of the Chair.

8.2 Eligibility Requirements.

- (a) Except as set out in Section 8.1(b), the Chair must be a Member;
- (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 GSAÉD and a Degree of Functionality A in the second official language.
- (d) The Chair must not be an officer of another University of Ottawa student or labour union.

8.3 Term of Office.

- (a) The term of office of the Chair shall ordinarily be two years, typically beginning on May 1, 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.
- (b) Each Chair may hold office for a maximum of two consecutive two-year terms.

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;
- (d) With the assistance of the Oversight and Advisory Committee, ensure the proper and adequate recording of the minutes of Board and Members meetings and sign one copy of the approved minutes;
- (e) Maintain contact with all committees of the GSAÉD to ensure that committee meeting minutes are kept and that all committees report their activities to the board of directors at least twice annually;
- (f) With the assistance of the Oversight and Advisory Committee, ensure that the policy manual and bylaws are kept current.
- (g) Act as chairperson of the election and referenda committee.

- (h) With the assistance of the Oversight and Advisory Committee, ensure that all minutes and related documents are properly filed.
- (i) 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 Honorarium 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 GSAÉD 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 for at least two (2) 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. Furthermore, the Directors shall have the discretion to determine, by Special Resolution, whether the Chair's absence has resulted in them being away for a considerable period of time. The resulting decision shall be recorded in the minutes of the GSAED.

8.7 Removal of the Chair.

The Board may remove a Chair by a 2/3 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 GSAÉD;
- (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 GSAÉD.

8.8 Absence of the Chair.

- (a) If the Chair is unavailable for more than one Board of Directors' meetings, the Governance Commissioner will call the meeting(s) to order and act as Chair Pro Tem (i.e., presiding for that meeting).

- i. Should the Governance Commissioner also be unavailable, another Commissioner will nominate themselves to fill the role of Chair Pro Tem, or a Director can be elected Chair Pro Tem by Special Resolution.
 - ii. When necessary, the Governance Commissioner shall temporarily relinquish their position as Chair in order to debate the merits of a motion and may not chair the meeting again until after a vote has been taken and the motion has been completed.
 - iii. The meetings of the Election and Referenda Committee (of which the Chair is the chairperson, in accordance with 8.4(h)) will either be temporarily postponed, or the Committee will select an interim chairperson, based on the preference of the Committee and considering the Committee agenda.
- (b) If the Chair is unavailable for more than two (2) Board meetings or the Chair position is vacant for more than two (2) Board meetings, the Directors shall, by Special Resolution, appoint an Interim Chair to preside over Member meetings and Director meetings, provided that such a person meets the qualifications in Sections 8.2.
- i. Individuals may be nominated or volunteer to be considered for the position of Interim Chair at the time of the Special Resolution.
 - ii. If the Interim Chair is a Director or Commissioner, this person will also chair the meetings of the Election and Referenda Committee, as required (in accordance with 8.4(h)).
 - iii. If the Interim Chair is not a Director or Commissioner, another Director or Commissioner will be elected within those committees to chair the meetings of the Election and Referenda Committee, as required.
 - iv. The Interim Chair will receive a pro-rated portion of the Chair honorarium based on the amount of time spent in the position.
 - v. If the Chair cannot fulfill their duties and either wishes to resign, or has been deemed to have delivered their resignation in accordance with Section 8.6, the process to elect a new Chair will begin in accordance with the GSAED Policy Manual Article VII – Election of the Chair.

ARTICLE 9 – COMMISSIONERS

9.1 Commissioners and the Executive Committee

The Commissioners of the GSAÉD are the:

- (i) Governance Commissioner;
- (ii) University Affairs Commissioner;
- (iii) Student Life and Equity Commissioner; and

These three Commissioners form the Executive Committee.

9.2 Eligibility Requirements for Commissioners

Each candidate Commissioner must meet the following eligibility requirements to run in the election:

- (a) all candidates must have a minimum Degree of Functionality A in one of the two official languages of the GSAÉD and a Degree of Functionality B in the second official language; and
- (b) no Commissioner shall hold another office (whether as Commissioner, Director or Chair) or staff position within the GSAÉD during their mandate.
- (c) The Commissioners must not be officers of another University of Ottawa student or labor union.

9.3 Term of Office

- (a) The term of office of the Commissioners shall be from May 1 to April 30 in any given year, unless otherwise ended in accordance with Section 9.3(b) and (c) or Section 6.5 (iii) and (iv).
- (b) A Commissioner shall only be permitted to serve for two (2) consecutive terms, in their lifetime.
- (c) In the event that a Commissioner wishes to resign before the completion of their mandate, they must inform the Board in writing at the earliest opportunity.

9.4 Vacancies.

In the case of a vacancy of a Commissioner position, the position will be filled in accordance with the Elections and Referenda Policy. Pending the replacement of the Commissioner, the quorum requirements for Executive Committee meetings will be determined on the basis of the reduced number of Commissioners.

9.5 Role.

The Commissioners 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 GSAÉD;
- (d) maintain a file specifically related to their portfolio that will be useful to their successors to the position;
- (e) co-ordinate those committees for which they are the chairperson;
- (f) have a working knowledge of the GSAÉD's by-laws and policies;
- (g) co-ordinate the affairs of their portfolio in consultation with the other Commissioners; and
- (h) 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 GSAÉD).

9.6 Limitation on Duties

The duties of individual Commissioners are subject to any general limitations imposed on Commissioners by the Board or in these by-laws.

9.7 Remuneration.

- (a) Commissioners shall receive an honorarium, the amount of which shall be set by a Policy, except as otherwise provided for in this by-law.
- (b) Commissioners 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 GSAÉD facilities and funds reasonably associated with the carrying out of their duties.
- (c) If a Commissioner 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 Portfolios.

(a) Governance Commissioner.

The Governance Coordinator's mandate is to preserve the administrative integrity of the GSAÉD while ensuring communication between the Executive Committee, the Committees of the GSAÉD and the Departmental Associations. The Governance Commissioner will also oversee the public communications of the GSAÉD and represent it on issues external to the University. In particular they shall:

- (i) maintain relations with national or provincial students' associations;
- (ii) keep the Board apprised of external issues affecting the Members of the GSAÉD;
- (iii) be responsible for calling meetings of the Executive Committee prior to any Members' meeting or Board meeting;
- (iv) ensure that proper minutes are kept at Executive Committee, Board and Member meetings;
- (v) be responsible for calling meetings of the Board that are requested pursuant to Section 7.2(a)(i) and meetings of the Executive Committee;
- (vi) establish the schedule for regular Board and Members' meetings, subject to approval in accordance with these by-laws;
- (vii) assist the chair in administering the GSAÉD's relationship with Departmental Associations;
- (viii) assist the graduate students, in a Department where no Departmental Association exists or where one is inactive, to create an active Departmental Association;
- (ix) chair the By-Laws and Policy Committee; and
- (x) participate on the Oversight and Advisory committee.

(b) Student Life and Equity Commissioner.

The Student Life and Equity Commissioner's mandate is to organize student life events and services for the graduate student community and to work towards breaking down barriers to full participation in student life and addressing discrimination on campus. In particular they shall:

- (i) be responsible for ensuring Members receive adequate service at the service centers maintained by the University of Ottawa Students' Union, which include, but may not be limited to, 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;

- (ii) implement and oversee all GSAÉD campaigns, including those related to equity issues and national or provincial students' associations;
- (iii) be responsible for media relations for the GSAÉD;
- (iv) amplify marginalized voices, and eliminate barriers on campus in consultation with the concerned groups;
- (v) develop programmes and methods of support for students from the Black, Indigenous and people of color community on campus;
- (vi) maintain contact with the University of Ottawa's Indigenous 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;
- (vii) chair the Campaigns committee;
- (viii) assist the University Affairs Commissioner in regard to all academic affairs or student rights matters;
- (ix) ensure the bilingualism of all official GSAÉD documents and communications; and
- (x) oversee official promotions of the GSAÉD, including but not limited to posters, pamphlets, and the official GSAÉD website and online newsletter.

(c) University Affairs Commissioner.

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

- (i) represent the GSAÉD in regard to all academic and student rights matters within the University;
- (ii) ensure representation of graduate student interests and concerns with academic and administrative decision-making bodies of the University;
- (iii) oversee the organization and promotion of GSAÉD-sponsored academic events for graduate students, including but not limited to the Interdisciplinary Conference;
- (iv) assist or represent any Member with an academic or student rights case who requests assistance or representation, subject to the policies of the University;
- (v) manage communication between the GSAÉD and graduate student representatives on committees of the University;

- (vi) manage communication between the GSAÉD and the Faculty of Graduate and Postdoctoral Studies, as well as other student associations and labor unions inside the University;
- (vii) chair the University Affairs Committee.

9.9 Meetings of the Executive Committee.

- (a) Attendance at all meetings of the Commissioners mandatory, save for just and proper cause, for all Commissioners.
- (b) Meetings may take place virtually, in-person or by telephone.
- (c) The Commissioners shall coordinate to hold meetings at times and locations that are convenient for all Commissioners.
- (d) Commissioners are required to keep themselves informed of any and all upcoming meetings of the Executive Committee.
- (e) The Commissioners shall establish a schedule where each Commissioner has an equal opportunity to act as Chairperson of the Executive Committee.
- (f) The three Commissioners must be present at the meeting for there to be quorum.
- (g) All decisions of the Executive Committee shall be made by a show of hands and will be duly recorded in the minutes.
- (h) The person presiding over an Executive Committee meeting is not entitled to a second or deciding vote.
- (i) A vote shall pass if the show of hands on a particular vote is unanimous or two (2) to one (1).
- (j) Abstentions shall have the same meaning as prescribed at Section 7.7.
- (k) All Commissioners, except where precluded under Section 16, shall have the right to one vote at meetings of the Executive Committee.

9.10 Powers of the Executive Committee.

- (a) The Executive Committee shall have the following powers:
 - (i) to act in place of the Board in dealing with routine financial business and planned material expenditures, as set out in the GSAÉD's approved annual budget;
 - (ii) to act in place of the Board in dealing with material expenditures of less than \$2,000.00, monthly, not previously contemplated in the annual

- budget;
 - (iii) to act in place of the Board in dealing with other routine business of the GSAÉD, except in circumstances which, in the opinion of the majority of the Executive Committee, warrant the calling of a special meeting of the Board;
 - (iv) such other powers as may be specifically delegated by the Board.
 - (b) The signing authority of the Executive Committee shall be as set out in the Financial Controls Policy.
 - (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) select a new Service Provider;
 - (vii) adopt, amend or repeal by-laws; or
 - (viii) establish contributions to be made, or dues to be paid, by Members.

9.11 Responsibilities of the Executive Committee.

- (a) The Executive Committee shall be responsible for:
 - (i) administrating their individual Commissioner portfolios;
 - (ii) collaborate with the General Manager in administrating the day-to-day affairs of the GSAÉD;
 - (iii) remain accountable to the Board in the course of their duties as Commissioners;
 - (iv) upholding the by-laws of the GSAÉD;
 - (v) distributing among themselves the responsibilities of any Commissioner who is temporarily unable to act;

- (vi) coordinating the actions of each Commissioner;
- (vii) implementing any and all decisions of the Board;
- (viii) reporting to each meeting of the Board and acting accordance with any decisions of the Board;
- (ix) performing such other functions as the Board may determine.

ARTICLE 10 - COMMITTEES OF THE GSAÉD

10.1 General Description.

Standing Committees and Ad Hoc Committees are used to assist the Board, Commissioners and staff in bringing to fruition the work of the GSAÉD and to give Members the opportunity to participate in the affairs of the GSAÉD.

10.2 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 organizational meeting.

10.3 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 GSAÉD 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 Commissioners as necessary.

10.4 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.

10.5 General.

- (a) Each Committee shall obtain, as necessary, input on projects within its mandate from Members of the GSAÉD and, where appropriate, from outside sources.
- (b) Each Committee shall have a chairperson, who shall be either a Commissioner or the Chair of the GSAÉD.
- (c) Each Committee shall be comprised of Members of the GSAÉD, 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 GSAÉD are eligible to be members of Committees of the GSAÉD, 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.

10.6 Quorum.

- (a) In any Committee of the GSAÉD with a composition not exceeding 3 members, all voting members must be present for business to be transacted.
- (b) In any Committee of the GSAÉD with a composition exceeding 3 members, a majority of one-half plus one must be present for business to be transacted.
- (c) All business transacted in the absence of quorum is null and void.

10.7 Conduct of Meetings.

- (a) All Committee meetings shall be conducted in accordance with the rules set out in Section 9.9, save and except for the rules set out at Section 9.9 (e), (f) and (i).
- (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.

10.8 Oversight and Advisory Committee.

- (a) The composition of the Oversight and Advisory Committee shall be the following:
 - (a) the Corporate Secretary;
 - (b) the Chair;
 - (c) the Governance Commissioner; and
 - (d) between two (2) and four (4) Directors.
- (b) The Chairperson of the Oversight and Advisory Committee shall be the Chair of the GSAÉD and shall follow the prescribed duties at Section 10.3 of the By-laws.
- (c) The purpose of the Oversight and Advisory Committee is to:
 - (i) ensure that the GSAÉD complies with the requirements under the Act;
 - (ii) oversee the fulfillment of the GSAÉD's obligations to its Members, including activities of the Commissioners, as described within the By-laws and under the Act; and
 - (iii) relay relevant and important information affecting the GSAÉD to the Board in a timely manner.
- (d) The mandate of the Oversight and Advisory Committee is the following:
 - (i) assist in maintaining the GSAÉD's minute book and the records of the GSAÉD;
 - (ii) advise the Board in the hiring of Service Providers;
 - (iii) assist the General Manager in hiring an insurance broker for commercial insurance products the GSAÉD may need, from time to time, and help the General Manager select such insurance products;
 - (iv) consult with the General Manager on all matters affecting the GSAÉD, as needed;
 - (v) advise the Board on the extended health insurance plan, offered to the Members;
 - (vi) maintain a register and record the quantity and titles of the Departmental Associations annually in the GSAÉD minute book;

- (vii) ensure the complete transmission of any notice required under the Articles of Continuance, these By-Laws or the Act;
 - (viii) ensure that the GSAÉD complies with applicable federal and provincial privacy regulations, particularly when dealing with membership lists and other protected documents;
 - (ix) ensure the prudent implementation, by the General Manager, of any agreements that have been approved by the Board or, to the extent permitted, the Executive Committee;
 - (x) prepare the GSAÉD's annual budget for approval at the Board;
 - (xi) assist the General Manager in overseeing the operations of all Properties of the GSAÉD;
 - (xii) ensure that the General Manager and Commissioners conduct their duties and responsibilities set out in the By-Laws and employment agreements;
 - (xiii) ensure the Reporting Checklist is completed, as prescribed in the Policy Manual;
 - (xiv) if the General Manager or Commissioners are not fulfilling their duties and responsibilities, in accordance with the By-laws or the Act, promptly report such perceived misconduct to the Board; and
 - (xv) notwithstanding the above, the Governance Commissioner shall not participate in overseeing Commissioner portfolios.
- (d) The Oversight and Advisory Committee shall not have any decision-making power but it may seek decision-making power from the Board on any given issue, relevant to its mandate.
 - (e) The Oversight and Advisory Committee meetings shall meet at least twice (2) per semester.
 - (f) Notwithstanding section 10.6, a meeting of the Oversight and Advisory Committee shall not be considered to have quorum unless at least one Director is present.

10.9 Standing Committees.

- (a) All committees of the GSAÉD, with the exception of the Oversight and Advisory Committee and the Executive Committee, are Standing Committees and shall be defined in the relevant GSAÉD Policy.
- (b) All the active Standing Committees of the GSAÉD shall be listed as an Appendix to Policy Manual.

11. CHIEF RETURNING OFFICER

11.1 Appointment.

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

11.2 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 the Chair) or staff position within the GSAÉD.
- (c) The CRO must have a minimum Degree of Functionality A in one of the two official languages of the GSAÉD and a Degree of Functionality A in the second official language as described in Section 18.4.

11.3 Term of Office.

- (a) 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.
- (b) Each CRO may hold office for a maximum of (3) three consecutive terms.

11.4 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 the Chair) or staff position within the GSAÉD.

11.5 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 prorated 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 GSAÉD facilities and funds reasonably associated with the carrying out of his or her duties.

11.6 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.

11.7 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.

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

ARTICLE 12 – DEPARTMENTAL ASSOCIATIONS

12.1 Departmental Associations

- (a) Departmental Associations shall be comprised of all Members within a Department. The Members of the GSAÉD 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) Recognized Departmental Associations shall submit a copy of their by- laws to the Governance Commissioner. Copies of such by-laws shall be stored in the GSAÉD 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.
- (d) The GSAÉD shall only recognize one Departmental Association prescribed in the Departmental Association Policy.
- (e) A Departmental Association shall have the right to receive a minimum level of funding established in the Departmental Association Fee Transfer Protocol.

ARTICLE 13 – STAFFING AND OFFICERS

13.1 Staffing Decisions.

- (a) The General Manager shall determine the GSAÉD's human resources requirements and create and approve such paid and volunteer positions as are deemed necessary, subject to complying with the approved budget of the GSAÉD.
- (b) The General Manager shall inform the Board of human resources matters affecting the GSAÉD.
- (c) To fill vacant or newly created positions, the General Manager, at their discretion may create an ad-hoc hiring committee that may include a set number of Commissioners and Directors.
- (d) Each employment position created by the GSAÉD must have terms of reference and an explicit job description prepared by the General Manager, in consultation with the GSAÉD's legal counsel.
- (e) No hiring decision shall be made that results in changes to the approved budget of the GSAÉD, without approval by the Board.

13.2 Eligibility

- (a) Unless otherwise specified elsewhere in the GSAÉD's by-laws, all paid positions within the GSAÉD require a minimum of the Degree of Functionality A in one of the two official languages of GSAÉD and the Degree of Functionality C in the second official language.
- (b) Staff positions shall be open to Members and non-Members.

13.3 Collective Agreement.

- (a) This Section 13 shall be subject the Collective Agreement between The Canadian Union of Public Employees (CUPE 1281) And its Local 1281 and Graduate Students' Association des étudiant.e.s diplômé.e.s (GSAÉD) effective June 1, 2020, as same may be amended and replaced from time to time (the "Collective Agreement").
- (b) The GSAÉD will act in a manner consistent with the Collective Agreement when dealing with employees and employee issues.

13.4 Officers

The Officers of the GSAÉD are:

- (a) the General Manager;
- (b) the Commissioners; and
- (c) the Chair.

13.5 The Corporate Secretary.

- (a) The Corporate Secretary is an advisor to the Corporation, typically the general counsel, appointed by the Board.
- (b) The Corporate Secretary shall not be deemed to be an employee of the GSAÉD.
- (c) The Corporate Secretary shall have the following responsibilities:
 - i) participate in the Oversight and Advisory Committee;
 - ii) act as an advisor to the GSAÉD;
 - iii) offer reports on legal projects affecting the GSAÉD to the Board, at the first Board meeting of every semester;
 - iv) maintain the minute book of the GSAÉD and assist in maintain the records of the GSAÉD;
 - v) ensure any applicable government filings are conducted;
 - vi) ensure GSAÉD follows not-for-profit governance best practices; and
 - vii) ensure GSAÉD complies with any relevant legislation legal authority.

13.6 General Manager.

The General Manager of the GSAÉD shall have the following responsibilities:

- (a) be the representative of the GSAÉD to all employees and CUPE 1281;
- (b) be directly accountable to the Board;
- (c) manage the GSAÉD student health plan;
- (d) maintain the financial health of the GSAÉD by ensuring all bookkeeping is up to date;
- (e) manage the front office of the GSAÉD;
- (f) be responsible for the day-to-day financial transactions of the GSAÉD;
- (g) manage all operations relating to the Grad House;
- (h) cause the GSAÉD to enter into agreements that have been approved by the Board or, to the extent permitted, the Executive Committee;
- (i) assist the Oversight and Advisory Committee in preparing an annual budget;

- (j) be a signing authority for the GSAÉD, in accordance with Section 17.2 of these By-laws;
- (k) assist the Oversight and Advisory Committee in executing its mandate;
- (l) rely on the Oversight and Advisory Committee for guidance in carrying out their duties as General Manager;
- (m) ensure that remittances to external organizations are made in accordance with the GSAÉD's agreements with external organizations; and
- (n) carry out the duties and responsibilities described in their employment agreement with the GSAÉD.

ARTICLE 14 – CONFLICT OF INTEREST

14.1 Conflict.

A Conflict of Interest arises when a Director or Officer:

- (a) has a material interest in a contract to which the GSAÉD is a party;
- (b) is a director or an officer of, or has a material interest in, any person or organization who is a party to a material contract or transaction with the GSAÉD;
- (c) has a material interest in the result of a motion passed at the Board or Executive Committee; and
- (d) if the Board determines, by way of Special Resolution, is not acting in the best interest of the GSAÉD.

This list is not exhaustive. In instances where the Board is uncertain on whether there has or would be a conflict of interest, it may seek guidance from the GSAÉD legal counsel, auditor or other professional that may be suited to address such an inquiry.

14.2 Disclosure of the Conflict of Interest

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

14.3 Timing

The disclosure required in Section 17.2 shall be made:

- (a) at the Executive Committee or Board meeting at which a proposed contract or transaction is first considered;

- (b) if the Director or Officer was not, at the time of the meeting referred to in paragraph (a), interested in the proposed contract or transaction, at the first Executive Committee or Board meeting after the Director or Officer becomes so interested;
- (d) if the Director or Officer becomes interested after a contract or transaction is made, at the first Executive Committee or Board meeting after the director becomes so interested;
- (e) if an individual who is interested in a contract or transaction later becomes a Director or Officer, at the first Board meeting after the individual becomes a Director or Officer; or
- (f) if a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the GSAÉD's activities, would not require approval at a Directors meeting or an Executive Committee meeting, the Director or Officer shall, immediately after they become aware of the contract or transaction, disclose the nature and extent of the conflict of interest to the Board.

14.4 Voting

A Director or Officer required to make a disclosure under Section 14.2 shall not vote on any resolution associated to the Conflict of Interest itself or any related outcome, material or otherwise.

14.5 Attendance at Meeting

A Director or Officer required to make a disclosure under Section 14.2 shall promptly leave the committee or Board meeting at which the Conflict of Interest or any related outcome, material or otherwise, is being discussed.

14.6 Failure to Disclose.

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

ARTICLE 15 - RECORD KEEPING DISCLOSURE OF INFORMATION

15.1 Records.

The Oversight and Advisory Committee shall prepare and maintain records in accordance with Record Management Policy.

15.2 Inspection by Directors.

- (a) The records described in the Record Management Policy must be open to inspection by the Directors during the GSAÉD's regular office hours.
- (b) The GSAÉD will, at the request of any Director, provide the Director with any extract of the records described in the Record Management Policy free of charge.

15.3 Inspection by Members, etc.

- (a) A Member, a Member's attorney or legal representative and a creditor of the GSAÉD may examine the records referred to in the Record Management Policy during the GSAÉD's regular office hours.
- (b) In addition to the records set out in the Record Management Policy, a Member, a Member's attorney or legal representative may examine the records referred to in Record Management Policy during the GSAÉD's regular office hours.
- (c) A Member of the GSAÉD, 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 GSAÉD that they are entitled to inspect.
- (d) A creditor of the GSAÉD must pay a reasonable fee in order to obtain an extract or copy from the records described in the Record Management Policy.

15.4 Confidentiality.

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

ARTICLE 16 – DISCIPLINING DIRECTORS AND OFFICERS

16.1 Grounds to Discipline Director.

The Board shall have the right to discipline Directors. Grounds for disciplinary action against a Director are as follows:

- (a) missing one (1) or more meetings without just or proper cause;
- (b) theft, fraud, or embezzlement of funds;
- (c) failure to disclose a Conflict of Interest;
- (d) breach of confidentiality;
- (e) misuse of GSAÉD property;
- (f) failure to disclose
 - (i) an ongoing, pending or former legal proceeding commenced in any court of law against the Director;
 - (ii) a disciplinary action against Director by any professional regulatory body;
or
 - (iii) any similar type of proceeding against the Director.
- (g) failure to perform their duties as specified in the GSAÉD by-laws.

16.2 Grounds to Discipline Officer.

The Board shall have the right to discipline Officers. Grounds for disciplinary action against an Officer are as follows:

- (a) missing one (1) or more meetings without just or proper cause;
- (b) theft, fraud, or embezzlement of funds;
- (c) failure to disclose a Conflict of Interest;
- (d) breach of confidentiality;
- (e) misuse of GSAÉD property;
- (e) failure to disclose:
 - (iv) an ongoing, pending or former legal proceeding commenced in any court of law against the Officer;
 - (v) a disciplinary action against Officer by any professional regulatory body; or
 - (vi) any similar type of proceeding against the Officer.
- (f) failure to perform their duties as specified in the GSAÉD by-laws.

16.3 Sanctions.

- (a) The Board may impose any of the following sanctions on a Director:
 - (i) send correspondence to the relevant Director that explains the responsibilities associated with being a GSAED Director and the duty expectations
 - (ii) provide a written reprimand;
 - (iii) notify the Appropriate Authority; and
 - (iv) organize a Member Class meeting with the Appropriate Authority for the purposes of disciplining the Director.
- (b) Unless determined otherwise by Special Resolution, the Board shall sanction a Director according to the following process:
 - (i) after one (1) unexcused absence, the Director shall be contacted in accordance with Section 16.3 (a)(i);
 - (ii) after two (2) unexcused absences the Appropriate Authority shall be contacted in accordance with Section 16.3 (b)(iii); or
 - (iii) after two (2) or more unexcused absences the Board shall organize a Member Class with the Appropriate Authority meeting for the purposes of disciplining the Director in accordance 16.3 (a)(iv).

- (c) The Board may impose any of the following sanctions on an Officer. Unless determined otherwise by Special Resolution, the Board shall sanction a Director according to the following process:
 - (i) provide a written reprimand;
 - (ii) suspend the Officer, with or without pay until a meeting of the members can be held in accordance with these By-laws;
 - (iii) call a meeting of the Members for the purposes of considering a motion to remove the Officer.
- (d) The Director or Officer will be entitled to give the GSAÉD 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 or Officer 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 Officer, or as soon as possible thereafter if it is not practical to circulate the statement with the notice.

17. FINANCIAL MATTERS

17.1 Fiscal Year.

The fiscal year of the GSAÉD shall be from the first day of May of any given year to the thirtieth (30) day of April of the following year.

17.2 Signing Authority.

The signing authority shall be set out in the Financial Controls Policy.

17.3 Approval of Expenses.

- (a) Ordinary expenses included in an approved budget of the GSAÉD do not require additional approval by the Board. Any deviation from the budget or any material expenditure not contemplated in the budget requires approval from the Board.
- (b) As contemplated at Section 9.10 (a)(ii) above, the Executive Committee may approve any material expenditures not contemplated in the budget, for a maximum of \$2,000, monthly.

17.4 Banking.

- (a) All monies of the GSAÉD shall be deposited to the credit of the GSAÉD in such bank or other financial institution as the Board may determine.
- (b) The General Manager and the Governance Commissioner are both authorized to conduct the banking business of the GSAÉD in accordance with these by-laws.

17.5 Financial Reports.

The Oversight and Advisory Committee shall present a financial report to all Members of the GSAÉD at the Annual General Meeting.

17.6 Budget.

- (a) The Oversight and Advisory Committee shall prepare an annual budget for the GSAÉD 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 17.6(c) shall be reported to the Board at each and every Board meeting until the approval of said budget.

17.7 Financial Advisors and Auditors.

- (a) An independent external financial advisor shall prepare a Financial Review of the GSAÉD's financial position for the preceding year.
- (b) The Financial Review shall be presented to the Board in the fall term and to the Members at the Annual General Meeting.
- (c) The Members may appoint at an Annual General Meeting an auditor, within the meaning prescribed under the Act.

17.8 Dedicated Funds.

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

17.9 Indemnity.

- (a) Every Director, Commissioner or employee undertaking any action or liability on behalf of the GSAÉD, either within the scope of her office or with express authority of the GSAÉD, shall be indemnified and saved harmless out of the funds of the GSAÉD from and against:
 - (i) any and all costs, charges, damages and expenses sustained or incurred in relation to the affairs of the GSAÉD; 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 17.9(a) shall only be available to an individual if:
 - (i) he or she acted honestly and in good faith with a view to the best interests of the GSAÉD; 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.

18. BILINGUALISM

18.1 General Description.

The GSAÉD is officially a bilingual association recognizing both French and English as official languages.

18.2 Bilingualism.

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

18.3 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 GSAÉD shall be published in both official languages, first in French, then in English.

18.4 Linguistic Requirements.

The linguistic requirements associated with each paid position within CUPE 2626 and with other positions within the GSAÉD 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.

19. POLICIES OF THE GSAÉD

19.1 General Description.

Policies established by the Board are the official policies of the GSAÉD. Policies may set out:

- (a) operational details of certain aspects of the GSAÉD; or
- (b) Official positions of the GSAÉD.

19.2 Enacting, Amending or Repealing Policies.

- (a) Policy proposals may be submitted by any Board Member and will be subject to review by the By-laws and Policies Committee.
- (b) Policies may be enacted, amended or repealed by a Special Resolution of the Board.
- (c) A Policy may be repealed by a Special Resolution of the Members at a Members meeting. A motion to repeal a Policy shall constitute Special Business and is subject to the applicable provisions of these by-laws.

19.3 Policy Manual

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

19.4 Binding Nature.

Policies are binding on Members, Directors and Officers.

19.5 Active Policies.

All the active Policies of the GSAÉD shall be incorporated into the Policy Manual.

20. AMENDMENTS TO THE BY-LAWS

20.2 Enacting, Amending or Repealing By-laws.

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 Articles of Continuance that regulate the activities or affairs of the GSAÉD.

20.3 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, provided that such a proposal must be confirmed by the Members.