

# **BY-LAW N0.1**

**Adopted: October 1<sup>st</sup>, 2015**

**Amended: October 30, 2018**

**Approved at October 30, 2018 Annual General Meeting**

**("NUSU Constitution")**

A By-Law relating generally to the conduct of the affairs of the

## **NIPISSING UNIVERSITY STUDENT UNION**

(Herein called the "Corporation")

BE IT ENACTED as a By-Law of the Corporation as follows:

### **ARTICLE 1.0 - INTERPRETATION**

1.1 In this By-Law and all other By-Laws and resolutions of the Corporation unless the context otherwise requires:

- a) "Act" means the Corporations Act, R.S.O. 1990, c.C38, as amended from time to time, and every statute that may be substituted therefor and, in the case of such amendment or substitution, any references in the By-Laws of the Corporation shall be read as referring to the amendment or substituted provisions therefor;
- b) "Age of Majority" means the age of eighteen (18) years old or such other age as may be designated as the age of majority from time to time under the *Age of Majority Act*, R.S.O. 1990, c.A.7;
- c) "Board" means the Board of Directors of the Corporation which is the managing body of the Corporation which controls and formulates policies of the

Corporation and which directs the affairs of the Corporation through the Officers of the Corporation;

- d) "By-law" means any By-Law of the Corporation from time to time enacted and in force and effect in accordance with the Act;
- e) "Corporation" means the Nipissing University Student Union, or "NUSU";
- f) "Committee" means any committee as authorized by the Board and as more particularly described in Article 11.0 (Committees);
- g) "Director" refers to an elected or appointed NUSU member who meets the eligibility requirements outlined in Article 4.0 (Board of Directors);
- h) "Executive" refers to the elected or appointed Officers of the Corporation who are also Directors;
- i) "Governing Documents" refers to the Letters Patent of NUSU, the Bylaws of NUSU, and the Policies and Procedures of NUSU, as amended from time to time;
- j) "Letters Patent" means the constating document of NUSU dated the day of \_\_\_\_ made in accordance with the Act, as amended from time to time;
- k) "Officer" means any one of the President, Vice-President Finance and Administration; Vice-President Advocacy and Awareness; Vice-President Student Life, and any other person designated an Officer in accordance with the NUSU By-laws; and "Officers" means more than one Officer;
- l) "Member" as defined in Article 3.0 (Membership), means any full-time or part-time student of the University (as more particularly defined by the University's Office of the Registrar) who has paid the prescribed membership fees and who is otherwise in good standing with NUSU;
- m) "NUSU" refers to the Nipissing University Student Union;
- n) "Special Resolution" means a resolution moved and passed by the Board and confirmed in writing by at least two-thirds (2/3) of the votes cast at a Board, General, Annual General Meeting (AGM), or Special General Meeting. If the

resolution is passed at a meeting open to the voting membership the vote shall be counted and officially entered into the record with the signatures of the Board members required;

- o) "Staff" refers to all paid or volunteer employees of NUSU who have been hired to work for or on behalf of NUSU, and act in the interest of the Corporation; and
- p) "University" means Nipissing University.

### Terms

- 1.2 All terms contained in the By-Laws which are defined in the Act shall have the meanings given to such terms in the Act.

### Number and Gender

- 1.3 Words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons.

### Headings

- 1.4 The headings used in the By-Laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

## **ARTICLE 2.0 – OBJECTIVES**

2.1 The objectives of the Corporation shall be:

- a) to represent and promote the best interests and welfare of its members;
- b) to study the academic, social and physical growth or decline of the university and educational system, and to make suitable recommendations and/or responses to the appropriate bodies, groups and individuals;
- c) to foster in students an awareness of university, community, provincial, national, and international issues and to promote action in relation to these issues;
- d) to support, encourage and develop social functions and other services for the benefit of the NUSU's members; and
- e) to engage in other activities that are complementary to, and not inconsistent with the aforementioned objectives.

## **ARTICLE 3.0 - HEAD OFFICE**

3.1 The head office of the Corporation shall be in the City of North Bay, Ontario and at such other place or places therein as the Board may from time to time determined.

## **ARTICLE 4.0 – SEAL**

4.1 The seal which is impressed hereon shall be the corporate seal of the Corporation (using the acronym of which is "NUSU").

Impress Corporate Seal Here

## ARTICLE 5.0 – MEMBERSHIP

- 5.1 Membership of the Corporation shall consist of any registered student of the University who is enrolled in at least one course, and who has paid the fees prescribed by NUSU from time to time, and who is in good standing with the Corporation.
- 5.2 The rights and privileges of a member shall include, without limitation, the right to:
- a) vote in all elections and referenda associated with NUSU;
  - b) hold an office or position of employment within NUSU subject to any restrictions of the office or position, as determined by the Act and / or the NUSU Governing Documents;
  - c) to attend, move or second motions, speak for or against any motion and vote at properly constituted general, special, and annual general meetings, as well as, any forum deemed to be open with speaking rights at the discretion of the Chair of the said meeting, and / or subject to NUSU's Governing Documents.
  - d) to review reports that relate to the work streams of Individual Board Members, and pertain to their defined duties and responsibilities;
  - e) to have access to view documents in accordance with the Act; and
  - f) to gain admission to and/or actively participate in any event and/or program sponsored by NUSU or its agents, subject to any restrictions imposed by law or by NUSU on the particular event and/or program

### Termination of Membership

5.3 A membership may be terminated in the following manner:

- a) A Member may resign by submitting a written resignation which shall be effective upon acceptance thereof by the President of the Corporation. Such resignation shall become effective on the date submitted, provided the Member has satisfied all of the said Member's obligations to the Corporation. In the event of resignation, a Member shall remain liable for payment of any assessment or other sum levied or which became payable by the person(s) to the Corporation prior to acceptance of their resignation; or
- b) A Member may be expelled, suspended, or censured for unethical conduct or disruptive behaviour which is determined to be detrimental to the purposes and goals of the Corporation. Any such expulsion, suspension or censure of a Member shall be in accordance with policies and procedures approved by the Board from time to time and not otherwise contrary to the Act.

#### Liability of Members

5.4 Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

### **ARTICLE 6.0 - MEETINGS OF MEMBERS – PROCEDURE**

6.1 All proceedings for meetings are to be conducted according to Robert's Rules of

Order, unless otherwise stated in the By-Laws.

### Annual Meetings

- 6.2 The Annual Meeting of the Corporation shall be held at such place on such day in each year and at such time as the Board may by resolution determine, for the purposes of receiving the reports and statements required by the Act to be placed before the Annual Meeting, electing directors, appointing the Auditor, authorizing the Board to fix the Auditor's remuneration and transacting such other business as may properly be brought before the meeting.

### General Meetings

- 6.3 The Board may at any time call a General Meeting for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A General Meeting may also be requisitioned by the Members in the manner provided in the Act.

### Notice of Meetings

- 6.4 Notice of the time, place and date of any meeting of Members and the general nature of the business to be transacted shall be given at least ten (10) days before the date of the meeting to each member (and in the case of an Annual Meeting, to the Auditor of the Corporation) by any of the following means:
- (i) sending prepaid mail to the last address of a Member shown on the Corporation's records;
  - (ii) by sending an email to the last known email address of a Member shown on the University's records;

- (iii) by publishing notice of the meeting in a daily or weekly newspaper normally published in North Bay not more than one hundred and twenty (120) days prior to the meeting;
- (iv) and by posting such notice in conspicuous “in sight” locations throughout the University grounds.

The date of receipt of such notice shall be deemed to be the third (3<sup>rd</sup>) day following the date of such mailing if the notice is mailed, and the day of emailing if emailed; and the third (3<sup>rd</sup>) day following the general circulation date of a newsletter or after which the notice has been posted in conspicuous locations throughout the University grounds. The non-receipt of such notice by any Member shall not invalidate the proceedings at the meeting.

#### 6.5 Notice of a General Meeting shall state:

- (a) the nature of the business to be transacted at the meeting in sufficient detail to permit the Members to form a reasoned judgement thereon; and
- (b) the text of any special resolution or By-Law to be submitted to the meeting.

#### Persons Entitled to be Present

6.6 The only persons entitled to attend a meeting of Members shall be those entitled to vote thereat, the directors and the Auditor of the Corporation. Any other persons may be admitted only on the invitation of the Chairperson of the meeting or with the consent of the meeting, or where required by law or by any government agency having jurisdiction over the Corporation.

#### Quorum

- 6.7 The presence of thirty (30) Members shall be a quorum of any meeting of Members for all purposes. No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such business.

#### Voting by Members

- 6.8 Each Member otherwise entitled to vote pursuant to the provisions of Article 5.0 hereof and who is in good standing is entitled to one (1) vote at any meeting of Members. All questions proposed for consideration at any meeting of Members shall be determined by a majority of the votes cast by or on behalf of the Members. In the case of an equality of votes on any question at a meeting of Members, the Chairperson of the meeting shall be entitled to a second or casting vote. Where a special resolution of the Members is required, a two-thirds (2/3) vote shall constitute such resolution.

#### Show of Hands

- 6.9 At any meeting of Members, every question shall be decided by a show of hands unless otherwise required by a By-Law of the Corporation or unless a poll or a ballot is required by the Chairperson or requested by any Member. Whenever a vote by show of hands has been taken upon a question, unless a poll or a ballot is requested, a declaration by the Chairperson that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the meeting is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

### Chairperson

- 6.10 The President or such other member of the Executive duly appointed for such purposes shall act as the Chairperson of any meeting of the Members. Unless otherwise provided by By-Law, the Chairperson shall use Robert's Rules of Order to conduct any meeting.

### Polls

- 6.11 If at any meeting a poll is requested on the election of a Chairperson or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the Chairperson directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

### Adjournments

- 6.12 The Chairperson may with the consent of a majority of Members attending the meeting of Members adjourn the same from time to time to a fixed time and place and no notice of the time and place for the holding of the adjourned meeting need be given to the Members. Any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place in accordance with the notice calling same.

## ARTICLE 7.0 - BOARD OF DIRECTORS

7.1 The Board of Directors shall have the responsibility for managing the affairs of the Corporation. The Board shall control and formulate policies of the Corporation and direct its affairs through the Executive Officers of the Corporation. The Board may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the By-laws or any special resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at a General Meeting.

### Qualifications

7.2 Each director shall:

- (a) be a Member of the Corporation in good standing;
- (b) be at least eighteen (18) years of age; and
- (c) not be an undischarged bankrupt nor a mentally incompetent person

### Composition of the Board

7.3 The Board of Directors shall comprise fourteen (14) persons unless varied by special resolution of the Members. The composition of the Board shall be as follows: with each Director acting as a voting Board member, unless otherwise specified:

- a) Four (4) Executive Directors
  - i) President (who shall be Chairperson)
  - ii) Vice-President Finance and Administration

iii) Vice-President Advocacy and Awareness

iv) Vice-President Student Life

b) Ten (10) Directors-at-Large

c) Staff Representatives (non-voting)

i) Chief Administrative Officer (hereinafter the "CAO"); and

ii) Recording Secretary (designated by the CAO (or, in the person(s) absence, by the President of the Corporation).

7.4 The Recording Secretary shall be a staff person designated by the CAO. For an *in camera* or a closed session, or in the event of the absence of the Recording Secretary, the Vice President Advocacy & Awareness shall act as the Recording Secretary. In the absence of both the Recording Secretary and the Vice President Advocacy & Awareness, the Chairperson shall designate a Recording Secretary from among the Directors attending the meeting.

7.5 The Board shall elect a Vice-Chairperson of the Board from among the Executive Directors at the inaugural meeting of the Board. In the event of a single nomination, the Vice-Chairperson of the Board shall be acclaimed. In the event of numerous nominations, the Board shall vote.

#### Quorum

7.6 Quorum of the Board of Directors shall not be less than 50% of voting board membership plus one (1).

### Notice of Board Meetings

- 7.7 Notice of Board Meetings shall be delivered by the Chairperson via email to each Director at least forty-eight (48) prior to the Board Meeting in question, and shall, at a minimum:
- (a) Set out the date, time, and place of the Board Meeting; and
  - (b) Include a draft agenda for the Board Meeting.

### Duties and Responsibilities

- 7.8 The Board of Directors may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its letters patent, By-Laws or otherwise authorized to exercise and do.

### Place of Meetings

- 7.9 Meetings of the Board may be held at the head office of the Corporation or elsewhere as designated in the notice calling the meeting.

### Regular Meetings

- 7.10 The Board may appoint one or more days in each month for regular meetings of the Board at a place and time named; no further notice of the regular meetings need be given. For the first meeting of the Board to be held immediately following the election of directors at an Annual or General Meeting or for a meeting at which a

director is appointed to fill a vacancy in the Board, no notice of such meetings shall be necessary to the newly elected or appointed director or directors in order for the meeting to be duly constituted, provided that a quorum of the directors is present.

#### Confirmation of Officers

- 7.11 The Board of Directors is responsible for ratification of all Officers of the Corporation in accordance with election results or by acclamation or by other means where the appointment of an Officer is necessary or advisable.

#### Mandate of Directors

- 7.12 All members of the Board are expected to take active steps to engage with Members, special interest groups, academic committees, and other advisory bodies within and outside of Nipissing University, on the premise that such interactions should enhance the student experience and be in conformity with the objects and operational policies, procedures, and other guidance implemented by NUSU from time to time.

#### Vacation of Office

- 7.13 The office of a director of the corporation shall be vacated upon the occurrence of any of the following events:
- (a) If they cease to be a Member of the Corporation;
  - (b) If they become bankrupt or a receiving order is made against them or, or they make an assignment under the *Bankruptcy and Insolvency Act* (Canada);
  - (c) If any order is made declaring them to be a mentally incompetent

- person or incapable of managing their own affairs;
- (d) On death;
  - (e) If by notice in writing to the President of the Corporation the director resigns their office and such resignation, if not effective immediately, becomes effective in accordance with its terms; or
  - (f) If the director in their capacity as a member has been subjected to a proceeding by the Corporation for expulsion, suspension or censure in accordance with Section 5.3 hereof.

### Vacancies

7.14 So long as a quorum of the directors remains in office, any vacancy on the Board may be filled by the remaining directors of the Corporation, and any such director appointed or elected to fill such vacancy shall remain in office for the unexpired term of the director who ceased to be a director causing the vacancy. If no quorum of directors exists, the remaining directors shall forthwith follow the procedures set out in Section 6.3 hereof and call a General Meeting to fill the vacancy.

### Removal of a Director

7.15 The Members may, by resolution passed by at least two-thirds (2/3) of the votes cast by Members entitled to vote thereon at a General Meeting of which notice specifying the intention to pass the resolution has been given, remove any director before the expiration of their term of office, and may, by a majority of the votes cast by Members entitled to vote thereon at that meeting, elect any person in their stead for the remainder of their term.

### Directors Empowered and Authorized to Perform Functions in Intervals Between the Meetings of the Corporation

7.16 Subject to a delegation by the Board of Directors to the Executive Committee pursuant to Article 8.0 and except as specifically limited by this By-Law, the Board shall have full power and authority in intervals between the business meetings of the Annual Meeting to do all acts and perform all functions which the Corporation itself duly convened at the business meeting of the Annual

#### Discipline of a Board Member

7.17 The Board may expel, discipline, suspend or censure a Board Member who misses three (3) consecutive meetings and / or five (5) meetings within their elected term. Matters regarding the discipline, right of reply, expulsion, and appeal procedure relating to any Board Member shall be implemented in accordance with the policies and procedures set out within the Governing Documents

#### Accountability

7.18 All Board members must submit an individual written report to the Board at every meeting of the Board which details what acts they have taken to engage with Members and any concerns brought forward to them by Members.

#### Speaker

7.19 The Chairperson of the Board may appoint a non-voting designate to serve as the administrative chair of the Board, provided that appropriate steps have been taken to ensure confidentiality requirements, and that all other policies and

procedures outlined within the Governing Documents have been satisfied.

### Term of Office

- 7.20 The terms of office of the Executive Directors and the Directors-at-Large shall be from May 1<sup>st</sup> of the year they are elected until April 30<sup>th</sup> of the following year.

## **ARTICLE 8.0 - EXECUTIVE COMMITTEE**

- 8.1 The Executive Committee shall act on behalf of the Board of Directors and has the authority to make decisions on their behalf between meetings of the Board of Directors.

### Composition of the Executive Committee

- 8.2 The Executive Committee shall comprise the following Four (4) voting members:
- a) President
  - b) Vice President – Finance and Administration
  - c) Vice President – Advocacy and Awareness
  - d) Vice President – Student Life

### Meetings

- 8.3 The Executive Committee shall meet not less than once every two (2) weeks

during the period between February 1<sup>st</sup> and November 30<sup>th</sup> of every calendar year, and no less than once per calendar month in the months of December and January.

#### Dispute Resolution

- 8.4 In the case of a tie-vote of the Executive Committee, the question shall be brought before the Board of Directors.

#### Quorum

- 8.5 Quorum for Executive Committee meetings shall be a simple majority of the Executive Committee.

#### Notice of Meeting

- 8.6 Notice for meetings of the Executive Committee shall be delivered by the President via e-mail to each member of the Executive Committee at least forty-eight (48) hours prior to the Executive Committee meeting in question, and shall, at a minimum:

- a) Set out the date, time and place of the Executive Committee; and
- b) Include a draft agenda for the meeting of the Executive Committee.

#### Executive Committee's Decision Paramount

- 8.7 The collective decision of the Executive Committee shall prevail in the event of a disagreement with a decision of an individual Executive Officer.

#### Executive Meetings Held in Camera

- 8.8 All Executive Committee meetings shall occur *in camera* and unless notified otherwise to the contrary by the Executive Committee, the CAO and / or Recording Secretary shall be permitted to attend Executive Committee Meetings in an advisory (non-voting) capacity.

#### Staff Management

- 8.9 Notwithstanding any other provision contained in the Governing Documents to the contrary, the Executive Committee, in consultation with the CAO, shall be responsible for the hiring and termination of any non-executive staff member.

#### Reporting

- 8.10 All decisions of the Executive Committee shall be reported to the Board of Directors at the next Board Meeting.

#### Records

- 8.11 A member of the Executive Committee shall be designated by the Chairperson at each meeting to take responsibility for ensuring that all agendas & minutes pertaining to Board of Directors and Executive Meetings are kept on file for a minimum of Five (5) years and otherwise in accordance with any limitation periods required by law.

#### Transition

- 8.12 Incoming members of the Executive Committee shall be required to sit as *ex-officio* (non-voting) members of the Executive Committee for not less than one

month before commencement of their term in office.

- 8.13 The Outgoing Executive Committee shall have the responsibility for coordinating and producing a transition package, in conjunction with staff, to be handed to the incoming Executive a minimum of one month before commencement of the new term.
- 8.14 The Incoming Executive Committee shall have the responsibility to review, consider and, where applicable, raise questions regarding the transition package and ensure that all Inquiries are addressed before commencement of the new term.

#### **ARTICLE 9.0 - ELECTIONS AND REFERENDA**

- 9.1 The Board shall ensure that elections are conducted in accordance with the NUSU Governance Documents and the NUSU Policies & Procedures Manual.
- 9.2 The Board shall ensure that the elections for the Director-at-Large positions commence after the Executive Elections and otherwise within the time stipulated in the Policies and Procedures Manual.
- 9.3 The Board shall ensure that the election process for the Executive positions will commence within ten (10) business days of the commencement of classes in the Winter Semester of Nipissing University and otherwise within the time stipulated in the Policies and Procedures Manual.
- 9.4 The nomination period for Director-at-Large and Executive positions must be no shorter than five (5) business days and no longer than fifteen (15) business days.

In the event that a position has no nominees at the end of a designated nomination period, the nomination period for that position will be extended until an application for the position has been received, and a separate By- Election will be scheduled as soon as reasonably possible without changing the timeline of the election for the other positions.

- 9.5 In order to be eligible for the position of Director-at-Large or an Executive position, candidates must, at the time of the commencement of their term, meet all eligibility requirements set out in the Act and any other eligibility requirements as determined by the Governing Documents of NUSU.
- 9.6 Any Director may introduce a referendum question provided they have received the signatures of five (5) percent of the members of the Corporation. Provided a simple majority of the Directors who are present at the Board meeting where the referendum question is introduced support the question, a referendum will be held through the procedures set out in the Policies and Procedures, or, in the absence of any Policies and Procedures, the Board will set established procedures for the specific referendum.
- 9.7 No Referendum shall be effective unless a quorum of 10% of the eligible voting members of the Corporation vote.
- 9.8 Provided a Referendum meets the quorum requirement set out in 9.7, the Referendum will need to have one (1) more "yes" vote than "no" vote in order to have effect.
- 9.9 Referendum questions must be phrased in the affirmative.

9.10 The Nipissing University Students Union may not join an external organization, which binds each member of the Corporation to membership in the organization, without conducting a referendum.

## **ARTICLE 10.0 - INDEMNIFICATION OF DIRECTORS AND OFFICERS**

### Indemnification of Directors and Officers

10.1 Every director and officer of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses whatsoever which the director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against the person(s) for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by the person(s) in or about the execution of the duties of the person(s) office; and
- (b) all other costs, charges and expenses which the person(s) sustains or incurs in or about or in relation to the affairs thereof; except such costs, charges or expenses as are occasioned by the person(s) own willful neglect or default.

### Limitation of Liability of Directors and Officers

10.2 No director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or office or employee or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficient or

deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm of corporation with whom or with which any monies, securities or effects shall be lodged or deposited, or for any loss occasioned by any error of judgement or oversight on the person(s) part, or for any other loss, damage or misfortune whatever, which may happen in the execution of the duties of the person(s) respective office or in relation thereto, unless the same shall happen by or through the person(s) own wrongful and wilful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act.

#### Insurance

- 10.3 The Corporation may purchase and maintain such insurance for the benefit of its directors and officers, as the Board shall from time to time determine.

### **ARTICLE 11.0 – COMMITTEES**

#### Board of Directors May Establish Committees, Etc.

- 11.1 The Board of Directors may from time to time, establish committees, abolish committees, and determine the jurisdiction of committees, subject to the provisions of this Article.

#### Executive Committee

- 11.2 There shall be an Executive Committee, which committee shall consist of the President, Vice-President Finance and Administration, Vice-President Advocacy and Awareness and Vice-President Student Life and such other

executive officers as may be added from time to time by resolution of the Members. The Executive Committee shall be the managing body of the Corporation and shall manage its affairs subject to the direction of the Board. The quorum for any meeting of the Executive Committee shall be three (3) voting members.

- 11.3 Subject to the direction of the Board and except as specifically limited by By-law, the Executive Committee shall have full power and authority in intervals between the business meetings of the Board of Directors to do all acts and perform all functions which the Corporation itself duly convened at the business meeting of the Board of Directors may do or perform. However, whenever the Membership of the Corporation shall have required or forbidden any act or policy at an Annual Meetings, such action shall be binding upon the Executive Committee.

#### Other Committees

- 11.4 There shall be such other committees as the chair person in the Chairperson's discretion may establish, or as the Board may direct the Chairperson to establish.

#### Vacancy

- 11.5 In the event of a vacancy on any committee, for whatever cause, the Chairperson may fill such vacancy until the next regularly scheduled meeting of the Board with any eligible Member as provided for this By-Law. The person so appointed shall serve until the expiration of the administrative year.
- 11.6 The Board may from time to time establish Standing Committees by resolution. Such resolution shall establish the jurisdiction of such Standing Committees, the manner in which the Chairperson and the Members of the Standing Committee shall

be selected, the length of term of Chairperson and Members of such Standing Committee, any limitation on the number of terms the Chairperson or the Members may serve, and such other specific requirements for committee functioning as the Board may specify. Such Standing Committees shall continue to exist until abolished by the Board. The Chairperson may remove any Member of the Standing Committee for good cause stated in writing. Vacancies on the Standing Committees shall be filled in the same manner as the appointment was made to fill the remainder of the vacant term.

#### **ARTICLE 12.0 -AMENDMENTS TO THE BY-LAWS**

- 12.1 The By-Laws may from time to time be amended in accordance with Article 6.0 hereof or by way of referendum, as applicable, pursuant to the procedure established in 12.2.
- 12.2 If any amendment to the By-Laws is subject to a referendum and is passed by a two-thirds (2/3) majority vote at that referendum, such amendments shall be effective immediately and shall not require further ratification by the Members.

#### **ARTICLE 13.0 – BOOKS AND RECORDS**

##### Books and Records

- 13.1 The Board shall see that all necessary books and records of the Corporation required by the *Corporations Act*, the By-Laws of the Corporation, or by any other applicable statute or law are regularly and properly kept.

## **ARTICLE 14.0 - EXECUTION OF DOCUMENTS**

### Execution of Documents

- 14.1 Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by the President or the Vice-President Finance and Administration, and the CAO. The President shall be empowered to affix the seal of the Corporation to such instruments as require the same. Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by any two of the President and any one of the Vice-Presidents or the CAO or, by any person authorized by the Board.

## **ARTICLE 15.0 - FINANCIAL YEAR**

### Financial Year

- 15.1 The financial year of the Corporation shall terminate on the 30<sup>th</sup> day of April of each year or on such other date as the Board may from time to time by resolution determine.

## **ARTICLE 16.0 -AUDITOR**

### Auditor

- 16.1 The Members shall at each Annual Meeting appoint an Auditor to audit the accounts of the Corporation and to hold office until the next Annual Meeting, provided that the directors may fill any casual vacancy in the office of the Auditor. The remuneration of the Auditors shall be fixed by the Board at each Annual Meeting. Until changed by resolution of the Board, the auditors of the Corporation shall be Messrs. Grant Thornton, North Bay, Ontario.

## ARTICLE 17.0-NOTICE

### Computation of Time

- 17.1 In computing the date when notice must be given under any provision of the By-Laws requiring a specified number of days' notice of any meeting or event, the date of giving the notice is, unless otherwise provided, included and unless otherwise not in contravention with the *Interpretations Act (Ontario)*.

### Omissions and Errors

- 17.2 The accidental omission to give notice of any meeting of the Board or Members or the non-receipt of any notice by any director or Member or by the Auditor of the Corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any director, Member or the Auditor of the Corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

### Signature to Notices

- 17.3 The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
- 17.4 A certificate of the CAO or the President, or of any other elected officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any Member, director, officer or Auditor or publication of any notices, shall be conclusive evidence thereof and shall be binding on every Member, director, officer or Auditor of the Corporation, as the case may be.

## **ARTICLE 18.0 - DISSOLUTION PROVISIONS**

### Dissolution

- 18.1 Upon dissolution of the Corporation and after payment of all debts and liabilities, its remaining property and assets shall be distributed or disposed of to a similar student run organization which carries on its work at Nipissing University, or if no such organization is considered appropriate by the then Board, to a charitable organization which carries on its work in Ontario.

## **ARTICLE 19.0 - BY-LAWS AND AMENDMENTS, ETC.**

### Enactment

- 19.1 By-Laws of the Corporation may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of the Act.

## **ARTICLE 20.0-PARAMOUNTCY BY-LAW NO. 1**

### Paramountcy of By-Law No. 1

- 20.1 In the event of a conflict between this By-Law and any other By-Law or Governance document enacted from time to time, the provisions of this By-Law shall prevail over such other By-Law or Governance document to the extent that the provisions of any other By-Law or Governance document conflicts with, contradicts, purports to supersede the provisions of this By-Law.

## ARTICLE 21.0 - COMING INTO FORCE

- 21.1 This By-Law shall immediately take effect upon ratification by the members at an Annual General Meeting, Special General Meeting, or upon ratifying the results of a referendum held in accordance with By-Law 1 (Elections and Referenda).

### Repeal of Former Constitution, By-Laws, and Operational Policies

- 21.2 All Articles, By-Laws and Governing Documentation, Operational Policies heretofore passed are repealed, but such repeal does not affect anything heretofore done or any right acquired under or in pursuance of, or revive any Articles, By-Laws, or Operational Policies repealed by, such Articles, By-laws, or Operational Policies.

### Repeal of All Motions in Conflict

- 21.3 Any and all standing motions by the Board of Directors that conflict with these By-Laws are hereby repealed. Such repeal does not affect anything heretofore done or any right acquired under or in pursuance of, or revive any motions repealed by such motions.
- 21.4 These Governing Documents shall take effect immediately upon their ratification by the members at an Annual General Meeting, Special General Meeting, or upon ratifying the results of a referendum held in accordance with this By-Law 1 .