

BY-LAW NO.1

Adopted: October 1st, 2015

Amended: October 30th, 2018

Amended: March 30th, 2022

Approved at March 30th, 2022 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 relating generally to the conduct of the activities and affairs of the Corporation as follows:

ARTICLE I - INTERPRETATION

Section I.01 **Definitions.** In this By-law 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) "**Annual General Meeting**" or "**AGM**" means the annual General Meeting for the Members of the Corporation;
- (c) "**Auditor**" means any such auditor as duly appointed by the Board in accordance with these By-laws and the Act;
- (d) "**Board**" means the board of directors of the Corporation;
- (e) "**By-law**" means this By-law and any other By-law of the Corporation enacted from time to time and in force and effect in accordance with the Act;
- (f) "**Corporation**" means the Nipissing University Student Union, or "**NUSU**";
- (g) "**Committee**" means any committee as authorized by the Board in accordance with Article XI (Committees);
- (h) "**Director**" means a member of the Board who has been elected or appointed and meets the eligibility requirements set forth in section 7.02;

- (i) **"Executive Director"** means a Director who has also been elected or appointed Officer of the Corporation;
- (j) **"Executive Committee"** has the meaning set forth in section 8.02;
- (k) **"Good Standing"** means any Member who does not have any outstanding fees in arrears owed to the Corporation, and/or has not been disciplined by the Corporation within the previous year.
- (l) **"Governing Documents"** means the Letters Patent of the Corporation, the By-laws of the Corporation, as amended from time to time;
- (m) **"Incapacitated"** means, with respect to any person, a person who (i) for any consecutive twelve (12) months, or for a combined total of fifteen (15) months in any consecutive twenty-four (24) months, is unable to substantially perform his or her duties to the Corporation or (ii) is declared mentally incompetent or incapable of managing his or her affairs by a court of competent jurisdiction in Canada;
- (n) **"Letters Patent"** means the constating document of NUSU dated the day of ____ made in accordance with the Act, as amended from time to time;
- (o) **"Officer"** means any one of the President, Vice-President Finance and Administration, Vice-President Advocacy and Awareness, Vice-President Student Life, any other individual who performs functions for the Corporation similar to those normally performed by an individual listed in this definition;
- (p) **"Majority"** means more than half;
- (q) **"Member"** 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 the Corporation;
- (r) **"Resolution"** means a resolution of the Members passed by a majority of the votes cast on that resolution;
- (s) **"Robert's Rules of Order"** means the rules contained in the current edition of *Robert's Rules of Order Newly Revised* as amended from time to time..
- (t) **"Special Meeting"** means a meeting of any class or classes of Members, and a special meeting of all Members entitled to vote at the AGM.
- (u) **"Special Resolution"** means a resolution of the Members or Directors passed by a majority of not less than two-third (2/3) of votes cast on that resolution at a Board meeting, general meeting, annual general meeting, 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;

- (v) **"Senior Staff Representative"** means all employees of NUSU who have been hired to work for or on behalf of NUSU, including the office administrator, and to act in the interest of the Corporation; and
- (w) **"University"** means Nipissing University.

Section I.02 **Other Definitions.** Unless otherwise defined herein, the defined terms set out in the Act have the same meanings as when used in this By-law

Section I.03 **Number and Gender.** Whenever the singular of a word is used herein, the same shall include the plural, and whenever the plural is used herein, the same shall include the singular, where appropriate; whenever the masculine is used herein, the same shall include the feminine, and whenever the feminine is used herein, the same shall include the masculine, where appropriate; and words importing persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons. Wherever this By-law refers to a person or thing with reference to gender or the gender neutral, the intention is to read the By-law with the gender applicable to the circumstances.

Section I.04 **Headings.** 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 II – OBJECTIVES

Section II.01 **Objectives.** The objectives of the Corporation shall be:

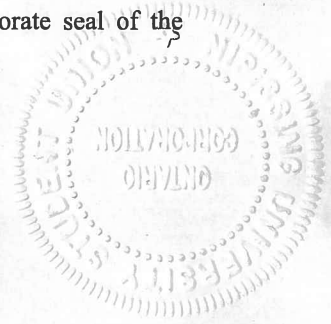
- (a) to represent and promote the best interests and welfare of its Members;
- (b) to study the academic, social and physical growth or decline of the university and educational system, and to make suitable recommendations and/or responses to the appropriate bodies, groups and individuals;
- (c) to 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 Corporation's Members; and
- (e) to engage in other activities that are complementary to, and not inconsistent with, the foregoing objectives.

ARTICLE III - HEAD OFFICE

Section III.01 **Head Office.** 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 determine.

ARTICLE IV – SEAL

Section IV.01 **Office Seal.** The seal which is impressed hereon shall be the corporate seal of the Corporation (using the acronym "NUSU").



ARTICLE V – MEMBERSHIP

Section V.01 **Membership.** 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 the Corporation from time to time, and who is in Good Standing with the Corporation.

Section V.02 **Rights and Privileges.** The rights and privileges of a Member shall include, without limitation, the right to:

- (a) vote in all elections and referenda associated with the Corporation;
- (b) hold an office or position of employment within the Corporation subject to any restrictions of the office or position, as determined by the Act and/or the 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 the Governing Documents.
- (d) to review reports that relate to the work streams of the Board, and pertain to Board members' 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 the Corporation or its agents, subject to any restrictions imposed by law, the Act or the Corporation on the particular event and/or program.

Section V.03 **Termination of Membership.** A membership in the Corporation is terminated when:

- (a) a Member resigns by submitting a written resignation which shall be effective upon acceptance thereof by the President of the Corporation, with such resignation becoming effective on the date submitted, provided the Member has satisfied all of the said Member's obligations to the Corporation; or
- (b) a Member is expelled, or his or her membership is otherwise terminated in accordance with the By-laws or Governing Documents. Any such expulsion 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.

Section V.04 **Effect of Termination of Membership.** Subject to the Governing Documents, upon any termination of membership, the rights of the Member automatically cease to exist.

Section V.05 **Liability of Members.** Members shall not, as such, be held 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. However, in the event of a resignation of a Member pursuant to section 5.03(a), a Member shall remain liable for payment of any assessment or other sum levied by the Corporation, or which became payable by the Member to the Corporation, prior to acceptance of their resignation.

Section V.06 **Discipline of Members.** The Board shall have authority to suspend or expel any Member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Governing Documents, By-laws or written policies of the Corporation;
- (b) carrying out any conduct that may be detrimental to the Corporation as determined by the Board in its sole discretion; or
- (c) any other reason that the Board in its sole discretion considers reasonable, having regard to the objectives of the Corporation.

Section V.07 **Notice of Discipline.** If the Board determines that a Member should be suspended or expelled from membership in the Corporation, the President, or such other Officer as may be designated by the Board, shall provide twenty-one (21) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make a written submission to the President, or such other Officer as may be designated by the Board, in response to the notice received within such twenty-one (21) day period. If no written submission is received, the President, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If a written submission is received in accordance with this Section 5.07, the Board will consider such submission in arriving at a final decision and shall notify the Member concerning such final decision within a further seven (7) days from the date of receipt of the submission. The Board's decision shall be final and binding on the Member without any further right of appeal.

ARTICLE VI - MEETINGS OF MEMBERS – PROCEDURE

Section VI.01 **Meeting Procedure.** All proceedings for meetings are to be conducted according to Robert's Rules of Order in all cases to which they are applicable and in which they are not inconsistent with these By-laws, Governing Documents or policies of the Corporation.

Section VI.02 **Annual Meetings.** The annual meeting of the Members for the election of Directors and for the transaction of such other business as may properly come before the meeting shall be held at such date, time and place, if any, as shall be determined by the Board and stated in the notice of the meeting.

Section VI.03 **General Meetings.** 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.

Section VI.04 **Special Meetings.** Special Meetings of members for any purpose or purposes shall be called by a resolution of the Board. The only business that may be conducted at a Special Meeting shall be the matter or matters set forth in the notice of such meeting.

Section VI.05 **Notice of Meetings.** 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:

- (a) by sending an email to the last known email address of a Member shown on the University's records;
- (b) by publishing notice of the meeting on the Corporation's social media channels and website; and
- (c) 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 (3rd) day following the date of such mailing if the notice is mailed, or the day of emailing if emailed, and the third (3rd) day following the general circulation date of a newspaper 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.

Section VI.06 **Notice Content.** The content of a notice of a General Meeting shall include:

- (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; and
- (c) Notices of Special Meetings shall also specify the purpose or purposes for which the meeting has been called in sufficient detail to permit the Member to form a reasoned judgment on the special business, and include the text of any special resolution or By-law to be submitted at the meeting.

Section VI.07 **Persons Entitled to be Present.** The only persons entitled to be present at a meeting of Members are those entitled to vote at the meeting, the Directors and the Auditor of the Corporation and such other persons who are entitled or required under the Act or Governing Documents of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chairperson of the meeting or by resolution of the Board.

Section VI.08 **Quorum.** The presence of thirty (30) Members in person or via electronic communication shall constitute a quorum for any meeting of Members. No business shall be transacted at

any meeting unless the requisite quorum shall be present at the commencement of such business. Once a quorum is established, it does not need to be maintained throughout the meeting.

Section VI.09 Conduct of Meetings. At every meeting of members, the chairperson of the Board or, in his or her absence or inability to act, the person whom is chosen by the Members present in person and entitled to vote at the meeting, shall act as chairperson of the meeting. The secretary shall keep the minutes of the meeting thereof. The chairperson of any meeting of the Members shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chairperson, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board or prescribed by the chairperson of the meeting, may include the following:

- (a) establishing an agenda or order of business for the meeting;
- (b) determining when the polls shall open and close for any given matter to be voted on at the meeting;
- (c) establishing rules and procedures for maintaining order at the meeting and the safety of those present;
- (d) limiting attendance at, or participation in, the meeting to Members of the Corporation or such other persons as the chairperson of the meeting shall determine;
- (e) restricting entry to the meeting after the time fixed for the commencement thereof; and
- (f) limiting the time allotted to questions or comments by participants.

Section VI.10 Voting by Members. Each Member who is in Good Standing with the Corporation shall be entitled to one (1) vote at any meeting of Members. Unless otherwise required by the Act, the Governing Documents or this By-law, any matter brought before any meeting of Members shall be decided by the affirmative vote of the majority of Members present at the meeting and entitled to vote on the matter. In the case of an equality of votes on a show of hands, on a ballot or on the results of electronic voting, the chairperson of the meeting shall have a second or casting voting in addition to an original vote as a Member. A Special Resolution of the Members shall be decided by the affirmative vote of two-thirds of the Members present at the meeting and entitled to vote on the matter.

Section VI.11 Show of Hands. At any meeting of Members, voting need not be by written ballot, except where a ballot is demanded by a Member entitled to vote at the meeting, or is required by the chairperson. Whenever a vote by show of hands has been taken upon a question, 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. The secretary shall record in the minutes of the meeting any Member present at the meeting who abstained from voting on any question.

Section VI.12 Chairperson. The President or such other individual appointed by the Board of Directors 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.

Section VI.13 **Adjournments.** The chairperson may with the consent of a majority of Members present at the meeting may adjourn the meeting from time to time. The chairperson shall fix the time and place of the new meeting and no subsequent notice of the time and place for the adjourned meeting need be given to the Members. So long as a quorum is established at the following meeting, any business may be transacted at any adjourned meeting that might have been transacted at the original meeting.

ARTICLE VII - BOARD OF DIRECTORS

Section VII.01 **General Powers.** The Board shall manage, or supervise the management of, the activities and affairs of the Corporation in accordance with these By-laws, Robert's Rules of Order and the NUSU Board of Directors Policy. In the event of any inconsistency between the aforementioned documents the order of governance shall be:

1. By-laws
2. Robert's Rules of Order
3. NUSU Board of Directors Policy

Section VII.02 **Director Qualifications.** Each Director shall:

- (a) be a Member of the Corporation in Good Standing;
- (b) be at least eighteen (18) years of age;
- (c) not be an undischarged bankrupt; and
- (d) not be Incapacitated.

Section VII.03 **Composition of the Board.** Unless otherwise stated in the Governing Documents, the Board shall comprise fourteen (14) Members, The composition of the Board shall be as follows:

- (a) Four (4) Executive Directors:
 - (i) President (who shall be chairperson);
 - (ii) Vice-President Finance and Administration;
 - (iii) Vice-President Advocacy and Awareness; and
 - (iv) Vice-President Student Life.
- (b) Ten (10) Directors-at-Large.

Section VII.04 **Recording Secretary.** The recording secretary shall be a Senior Staff Representative designated by the Executive Committee. For in camera or closed sessions, 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 Board shall designate a recording secretary from among the Directors attending the meeting.

Section VII.05 **Vice-Chairperson.** The Board shall elect a vice-chairperson of the Board from among the Executive Directors at the annual general 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.

Section VII.06 **Quorum.** The presence of a majority plus one (1) of the number of Directors-at-Large present at the meeting shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board. For greater certainty, the Executive Directors shall not be counted in determining a quorum.

Section VII.07 **Notice of Board Meetings.** Notice of Board meetings shall be delivered by the President or recording secretary via email to each Director at least forty-eight (48) hours prior to the meeting and shall at a minimum:

- (a) set out the date, time, and place of the meeting; and
- (b) include a draft agenda for the meeting.

Section VII.08 **Majority Vote.** Is required to adopt a motion. It is defined as “more than half of the votes cast by persons entitled to vote, excluding blanks or abstentions at a regular or properly called meeting.”

Section VII.09 **Place of Meetings.** Meetings of the Board may be held at the head office of the Corporation or elsewhere as designated in the notice pursuant to section 7.07.

Section VII.10 **Regular Meetings.** The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and time to be named. A copy of any resolution of the Board fixing the time and place of such regular meetings of the Board shall be sent to each Director immediately after being passed, but no other notice shall be required for any such regular meeting except if the purpose of the meeting or the business to be transacted includes:

- (a) submitting to the Members any question or matter requiring the approval of the Members;
- (b) filling a vacancy among the Directors or appointing additional Directors;
- (c) filling a vacancy in the office of Auditor; or
- (d) adopting, amending or repealing By-laws.

Section VII.11 **Confirmation of Officers.** The Board is responsible for ratification of all Officers of the Corporation in accordance with election results or ordinary resolution.

Section VII.12 **Mandate of Directors.** All members of the Board are expected to take active steps to engage with Members and student-led groups. Such interactions should enhance the student experience and be in conformity with the objectives and operational policies, procedures, and other guidance implemented by the University from time to time.

Section VII.13 **Removal.** A Director shall be removed and their position vacated upon the occurrence of any of the following events:

- (a) the Director ceases to be a Member of the Corporation;
- (b) the Director becomes bankrupt or a receiving order is made against them or they make an assignment under the *Bankruptcy and Insolvency Act* (Canada);
- (c) the Director is Incapacitated;
- (d) the Director dies;
- (e) by notice in writing to the Executives of the Corporation the Director resigns and such resignation, if not effective immediately, becomes effective in accordance with its terms; or
- (f) 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 5.03 or 5.06 and 5.07 hereof.

Section VII.14 **Vacancies.** Any vacancy on the Board may be filled by a quorum of Directors and any such Director appointed 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 call a Special Meeting of the Members to elect a new Director to fill the vacancy.

Section VII.15 **Removal of a Director.** The Members, 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 remove a Director has been given, may remove any Director before the expiration of their term of office.

Section VII.16 **Discipline of a Board Member.** The Board shall have authority, upon the passing of a Special Resolution, to discipline, censure or suspend from the Board any Director on any one or more of the following grounds:

- (a) violating any provision of the Governing Documents, By-laws or written policies of the Corporation;
- (b) carrying out any conduct that may be detrimental to the Corporation, as determined by the Board in its sole discretion;
- (c) failing to remain in Good Standing with the Corporation; or
- (d) any other reason that the Board in its sole discretion considers reasonable, having regard to the objectives of the Corporation.

Section VII.17 **Notice of Discipline.** If the Board determines that a Director should be suspended, disciplined, censured or expelled from the Board, the President, or such other Officer as may be designated by the Board, shall provide ten (10) days' notice of suspension, discipline, censure or expulsion to the Director and shall provide reasons for the proposed suspension, discipline, censure or

expulsion together with the notice. The Director may make a written submission to the President, or such other Officer as may be designated by the Board, in response to the notice received within such ten (10) day period. If no written submission is received, the President, or such other Officer as may be designated by the Board, may proceed to notify the Director that the Director is suspended, disciplined, censured or expelled from its Director position on the Board. If a written submission is received in accordance with this Section 7.17, the Board will consider such submission in arriving at a final decision and shall notify the Director concerning such final decision within a further seven (7) days from the date of receipt of the submission. The Board's decision shall be final and binding on the Director without any further right of appeal.

Section VII.18 **Speaker.** 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.

Section VII.19 **Term of Office.** The terms of office of Directors shall extend from May 1st of the year they are elected until April 30th of the following year.

ARTICLE VIII - EXECUTIVE COMMITTEE majority

Section VIII.01 **Executive Committee.** 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.

Section VIII.02 **Composition of the Executive Committee.** The Executive Committee shall comprise the following four (4) Executive Directors who shall also be Members:

- (a) President;
- (b) Vice President – Finance and Administration;
- (c) Vice President – Advocacy and Awareness; and
- (d) Vice President – Student Life.

Section VIII.03 **Meetings.** The Executive Committee shall meet not less than once every two (2) weeks during the period between February 1st and November 30th of every calendar year, and no less than once per calendar month in the months of December and January.

Section VIII.04 **Dispute Resolution.** In the case of a tie-vote of the Executive Committee, the question shall be brought before the Board of Directors and passed by ordinary resolution of the Board.

Section VIII.05 **Quorum.** Quorum for Executive Committee meetings shall be a simple majority of the Executive Committee.

Section VIII.06 **Notice of Meeting.** Notice for meetings of the Executive Committee shall be delivered by the President via email 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.

Section VIII.07 **Executive Meetings Held in Closed Sessions.** All Executive Committee meetings shall be held in closed sessions. The recording secretary shall be the Vice President Advocacy & Awareness.

Section VIII.08 **Staff Management.** Notwithstanding any other provision contained in the Governing Documents to the contrary, the Executive Committee, in consultation with the Senior Staff Representatives, shall be responsible for the hiring and termination of any non-executive staff members of NUSU.

Section VIII.09 **Reporting.** All decisions of the Executive Committee shall be reported to the Board at the next Board meeting.

Section VIII.10 **Records.** The Executive Committee shall designate the Vice President of Advocacy & Awareness to ensure that all agenda and minutes pertaining to the Executive Committee meetings are recorded and maintained by any system of mechanical or electronic data processing or any other information storage device. The Corporation shall make such records available for inspection under applicable law.

Section VIII.11 **Transition.** 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.

Section VIII.12 **Outgoing Executive Committee.** The outgoing Executive Committee shall have the responsibility for coordinating and producing a transition package, in conjunction with the Senior Staff Representatives, to be prepared for the incoming Executive Committee. The transition package shall be prepared a minimum of one (1) month prior to the commencement of the new term.

ARTICLE IX - ELECTIONS AND REFERENDA

Section IX.01 **Elections.** The Board shall ensure that elections are conducted in accordance with these By-laws and the NUSU Elections Policy. In the event of any inconsistency between the By-laws and the NUSU Elections Policy, the By-laws shall govern.

Section IX.02 **Election Schedule.** Elections for Executive Director positions will commence within ten (10) days after the commencement of classes for the winter semester at the University. Within fifteen (15) days following the election of the Executive Directors, the elections for Director-at-Large positions shall be held.

Section IX.03 **Nominations.** The nomination period for Director-at-Large and Executive Director positions must be no shorter than five (5) days and no longer than fifteen (15) days.

Section IX.04 **Eligibility.** The eligibility of a candidate for a Director position shall be set forth in section 5 of the NUSU Elections Policy.

Section IX.05 **Referendum Question.** Any Director may introduce a referendum question provided such Director has received signatures of five (5%) percent of the Members of the Corporation. Subject to

a quorum of Directors being present at a Board meeting where a referendum question is being introduced, such referendum will follow the same procedures of an election pursuant to the NUSU Election Policy.

Section IX.06 **Referendum Quorum.** The Board shall not consider the votes of the Members on the referendum unless at least ten (10%) percent of the Members of the Corporation vote on said referendum.

Section IX.07 **Plurality of Votes.** A referendum will pass if there is a plurality of votes in favour of the referendum. For greater certainty, the referendum shall have one (1) more "yes" vote than "no" vote in order to pass.

Section IX.08 **Affirmative Question.** Referendum questions must be phrased in the affirmative.

Section IX.09 **External Organizations.** The Corporation shall not join an external organization which binds each Member of the Corporation to membership in the external organization without first conducting and passing a referendum.

ARTICLE X - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section X.01 **Indemnification of Directors and Officers.**

- (a) The Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or another individual who acts or acted at the Corporation's request as a director or officer (or an individual acting in a similar capacity) of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.
- (b) The Corporation shall not indemnify an individual under section 10.01(a) unless he or she
 - (i) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which he or she acted as a director or officer or in a similar capacity at the Corporation's request; 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.

Section X.02 **Limitation of Liability of Directors and Officers.** Every Director and Officer of the Corporation in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or Officer shall be liable for the acts, omissions, failures, neglects or defaults of any other Director, Officer or employee, or for joining in any act for conformity, or for any loss, damage or expense suffered or incurred by 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 insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or

damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune that shall happen in the execution of the duties of his or her office or in relation thereto. Nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act or from liability for any breach thereof.

Section X.03 **Insurance.** 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 XI – COMMITTEES

Section XI.01 **Committees of the Board and Other Advisory Bodies.** The Board may from time to time designate and appoint:

- (a) one or more Committees, each Committee to consist solely of one or more of the Directors of the Corporation; or
- (b) other advisory bodies. Any Committee or advisory body member may be removed by resolution of the Board.

Any such Committee, to the extent permitted by applicable law, shall have and may exercise all the powers and authority of the Board in the management of the activities and affairs of the Corporation (other than in respect of the matters set out in section 6.02, 6.03 and 6.04). If a member of a Committee or advisory body shall be absent from any meeting, or disqualified from voting thereat, the remaining members present at the meeting and not disqualified from voting shall vote on any matter. Unless the Board provides otherwise, at all meetings of such Committee or advisory body, a majority of the then-authorized members of the Committee or advisory body shall constitute a quorum for the transaction of business, and the vote of a majority of the members of the Committee or advisory body present at any meeting at which there is a quorum shall be a resolution of the Committee or advisory body. Each Committee and advisory body shall keep regular minutes of its meetings. Unless the Board provides otherwise, each Committee designated by the Board may make, alter and repeal rules and procedures for the conduct of its business. In the absence of such rules and procedures, each Committee and advisory body shall conduct its business in the same manner as the Board conducts its business under Article VII.

ARTICLE XII - AMENDMENTS TO THE BY-LAWS

Section XII.01 **Amendments.** Subject to the Governing Documents, the Board may, by Special Resolution, make, amend or repeal any By-laws. Any such By-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of Members where it may be confirmed, rejected or amended by the Members by ordinary resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

Section XII.02 **Referendum.** Any By-law may be amended or repealed in accordance with a referendum under Article IX. An amendment or repeal of a By-law pursuant to a referendum requires an affirmative

two-thirds (2/3) majority vote by the Members and shall be effective immediately upon achieving the required votes.

ARTICLE XIII – BOOKS AND RECORDS

Section XIII.01 **Books and Records.** Any records maintained by the Corporation in the regular course of its business may be entered or recorded by any system of mechanical or electronic data processing or any other information storage device. The Corporation shall make such records available for inspection under applicable law.

ARTICLE XIV - EXECUTION OF DOCUMENTS

Section XIV.01 **Execution of Documents.** Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by a Senior Staff Representative and the President or the Vice-President Finance and Administration. The President shall be empowered to affix the seal of the Corporation to such instruments as required. Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by any two (2) persons so authorized by the Board.

ARTICLE XV - FINANCIAL YEAR

Section XV.01 **Financial Year.** The financial year of the Corporation shall be May 1st to April 30th the following year.

ARTICLE XVI - AUDITOR

Section XVI.01 **Auditor.** 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. The remuneration of the Auditor shall be fixed by the Board at each Annual Meeting.

ARTICLE XVII - NOTICE

Section XVII.01 Unless otherwise specified by the Governing Documents, the By-laws or the Act, notice of the time and place for the holding of a meeting shall be given in the manner provided in this Article XVII of this By-law to every Director of the Corporation not less than seven (7) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none object to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

Section XVII.02 **Service.** Any notice required to be sent to any Member or Director or to the Auditor or the person who has been appointed to conduct a review engagement shall be provided by email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the Auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

Section XVII.03 **Computation of Time.** Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

Section XVII.04 **Error or Omission in Giving Notice.** No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

ARTICLE XVIII - DISSOLUTION PROVISIONS

Section XVIII.01 **Dissolution.** 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 the University or, if no such organization is considered appropriate by the Board, to a charitable organization which carries on its work in Ontario.

ARTICLE XIX - PARAMOUNTCY BY-LAW NO. 1

Section XIX.01 **Paramountcy of By-Law No. 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 or purports to supersede the provisions of this By-law.

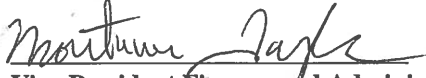
[SIGNATURE PAGE TO FOLLOW]

ENACTED by the Board of Directors as of the 30th day of March, 2022.



President

Joe McIntosh



Vice-President Finance and Administration

Montana Taylor