

Approved at the Meeting of the Members March 26, 2025



[Graduate Students' Association | University of Guelph](#)

BY-LAW

A by-law relating generally to the conduct of the affairs, being intended
to amend and restate all prior by-laws, of

THE UNIVERSITY OF GUELPH GRADUATE STUDENTS' ASSOCIATION

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BY-LAW

BE IT ENACTED as a By-law of the of **THE UNIVERSITY OF GUELPH GRADUATE STUDENTS' ASSOCIATION** (the “**Corporation**”), which amends and restates all prior by-laws of the Corporation, as follows:

ARTICLE 1 INTERPRETATION

1.1 Definitions

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

“**Act**” means the *Not-for-profit Corporations Act*, 2010, S.O. 2010, c. 15 and, and the regulations thereunder as from time to time amended and every statute and regulation that may be substituted therefor and, in the case of such substitution, any references in the By-laws to the provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or regulations.

“**Appointed Officer of the Corporation**” means the Chair, Chief Returning Officer, and Activities and Communications Coordinator of the Corporation;

“**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, arrangement, continuance, dissolution, reorganization, or revival of the Corporation.

“**Board**” means the board of directors of the Corporation.

“**By-law**” means this by-law and any other by-law of the Corporation which are, from time to time, in force and effect.

“**Chair**” means chair of the Board.

“**Committee**” means any committee of the Board.

“**Constituency**” means the student body which elects a General Director or Executive;

“**Corporation**” means **THE UNIVERSITY OF GUELPH GRADUATE STUDENTS' ASSOCIATION**.

“**Day**” means a business day;

“**Departmental Unit**” means any Department or School recognized by the University’s Office of Graduate Studies, as outlined in Appendix 1;

“**Director**” means General Director, any elected representative on the Board of Directors from a recognized departmental unit at the University, or the Indigenous, International, LGBTQ2SIA+, and Black graduate student community, an individual occupying the position of General director of the Corporation.

“**email**” means the @uoguelph.ca email of the individual(s) to which the specific Bylaw applies.

“**Employee or Staff**” means salaried employees of the Corporation.

“**Executive Committee**” is comprised of the President and CEO, Vice President Internal, Vice President Finance, Vice President Academic, and Vice President Community Engagement.

“**Graduate Student**” means any student registered in a graduate program at the University.

“**incapable**” means an individual who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property.

“**Meetings of Members**” means a meeting in which Directors and Members are both in attendance, such as the annual general meeting.

“**Member**” or “**Members**” means a Member of the Corporation.

“**Office Manager**” means the office manager of the Corporation

“**Officer**” means an individual occupying the position of an officer of the Corporation.

“**ordinary resolution**” means a resolution that,

- (a) is submitted to a meeting of the Members of the Corporation and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or
- (b) is consented to by each Member of the Corporation entitled to vote at a meeting of the Members or the Member’s attorney;

“**recorded address**” means:

- (a) in the case of a Member, their address as recorded in the register of Members of the Corporation;
- (b) in the case of an Officer, auditor, or Committee Member, their latest address as recorded in the records of the Corporation; and
- (c) in the case of a Director, their latest address as recorded in the most recent notice filed under the Act.

“**Regular meeting**” is defined as the regularly scheduled monthly meetings of the Board of Directors.

“**Slate**” two or more candidates who have declared their intention to run together for separate positions.

“**Social media**” means any internet-based application where a user can create and share content, including but not limited to Facebook, Twitter, Instagram and LinkedIn;

“**special resolution**” means a resolution that,

- (a) is submitted to a special meeting of the Members of the Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or
- (b) consented to by each Member of the Corporation entitled to vote at a meeting of the Members or the Member's attorney.

“University” means the University of Guelph, including the Ridgetown and GuelphHumber Campuses;

“Vice-President” means the vice-president of the Corporation.

“Website” means the Corporation's main website found at the URL: gsaguelph.ca ;

1.2 Interpretation

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) unless otherwise defined herein, the defined terms set out in the Act have the same meanings as when used in this By-law;
- (b) the words “include”, “includes” and “including” shall be deemed to be followed by the words “without limitation”;
- (c) the word “or” is not exclusive;
- (d) the words “herein”, “hereof”, “hereby”, “hereto” and “hereunder” refer to this By-law as a whole;
- (e) whenever the singular is used herein, the same shall include the plural, and whenever the plural is used herein, the same shall include the singular, where appropriate;
- (f) whenever a word importing gender is used herein, the same shall include all genders and gender identities;
- (g) unless the context otherwise requires, references herein:
 - (i) to sections mean the sections of this By-law;
 - (ii) to an agreement, instrument or other document means such agreement, instrument or other document as amended, supplemented and modified from time to time to the extent permitted by the provisions thereof; and
 - (iii) to a statute, including the Act, means such statute as amended from time to time and includes any successor legislation thereto and any regulations promulgated thereunder.
- (h) any references herein to any contractual agreement, regulation or policy shall be understood to include any amendments, re-enactments, or successors that may occur over time.

- (i) any dispute over the interpretation of the Bylaws shall be referred to the Vice President Internal, who shall make a ruling. In all circumstances where the Vice President Internal's ruling is disputed, the Bylaws Committee shall make the final definitive decision.

1.3 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-laws. If any of the provisions contained in the By-law are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

ARTICLE 2 GENERAL PROVISIONS

2.1 Mission Statement

The Corporations' mission is to:

- a) Advance the academic goals and professional and personal development of the University of Guelph graduate student body;
- b) Provide key academic, social, and financial resources to University of Guelph graduate students;
- c) Ensure the accessibility of key academic, social, and financial resources to University of Guelph graduate students; and
- d) Responsibly articulate the interest of graduate students to the appropriate persons and organization(s).

2.2 Human Rights Statement

The Corporation, as part of the University of Guelph's community, abides by the University's Human Rights Policy. The Human Rights Policy at the University of Guelph is committed to maintaining the human dignity of individuals and groups of individuals. The University of Guelph and the Corporation are committed to a campus free of discrimination and harassment and are dedicated to the highest standards of human equality and academic freedom. The University of Guelph and the Corporation will not tolerate any violations of human rights.

Discrimination and harassment based on grounds prohibited by the Ontario Human Rights Code devalue and taint the environment of those covered by the policy. The Corporation, as a part of the University of Guelph's community, is also committed to foster an environment that respects the requirements of the Accessibility for Ontarian with Disabilities Act, 2005 (AODA) under the timeline as provided by the University.

2.3 Conflict of Interest

No Member of the Board of Directors, Executive Committee, Appointed Officer, or Corporation Employee shall place their own interests before those of the Corporation and shall declare and avoid any conflict(s) of interest and action(s) that would give them the appearance of personal benefit. No Member of the Board of Directors, Appointed Officer, or Corporation Employee shall use their position for financial gain.

Determination that an individual is in a conflict of interest shall be by a two-thirds (2/3) majority vote of the Board of Directors or 20% of constituents which the individual serves. Immediately upon determination of a conflict of interest, the individual found to be in conflict shall remove themselves from all decisions and responsibilities relating to the conflict.

Determination of a conflict of interest may be appealed to the Bylaws Committee by submitting the Determination of Conflict-of-Interest form available from the Corporation Office Manager. Appeals shall be decided by a majority vote of the Members of the Bylaws Committee.

No Corporation Executive may hold an executive position with another student organization whereby they have signing authority and/or are paid a stipend, honorarium or receive some other type of regular financial salary or gain.

2.4 Communications

All communications between the Corporation and the Board of Directors shall first be sent to the Corporation's Office to be distributed by the Corporation's Office Manager or approved designate.

Communications sent through the Corporation's media include email, letter mail, websites, social media, and posters. All website maintenance shall be the responsibility of the Office Manager; associated tasks can be delegated to the Activities and Communications Coordinator, or the Office Assistant.

All communications must be approved by the President or designated Executive(s) prior to distribution.

No request to distribute communication(s) to the Board of Directors may be unreasonably denied. Any individual who has their request to distribute a communication denied may appeal the decision to the Bylaws Committee.

2.5 Location of Registered Office¹

The address of the registered office of the Corporation shall be in Ontario at the location specified in the Articles or at such a location therein as the Board may from time to time determine. The Corporation may change the location of its registered office within a municipality or geographic township by resolution of its Directors. The Corporation may change the municipality or geographic township in which its registered office is located to another place in Ontario by special resolution.

2.6 Books and Records

Any records maintained by the Corporation in the regular course of its business as required by the Act, including its register of Members, books of account and minute books, may be in any form, provided that the records are capable of being reproduced in an accurate and intelligible form within a reasonable time. The Corporation shall make such records available for inspection under applicable law.

2.7 Seal

The seal of the Corporation shall be in such form as shall be approved by the Board. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise, as may be

¹ This provision reflects mandatory requirements of the ONCA

prescribed by law or custom or by the Board. If a seal is approved by the Board, the Office Manager of the Corporation shall be the custodian of the seal.

2.8 Execution of Documents

The President and CEO, Vice President Internal, Vice President Finance and Office Manager will have authority as bank signing officers for the Corporation. All Executives may sign on behalf of the Corporation for matters relating to their portfolio.

The signatures of two (2) signing officers must be present on all financial documents (including, but not limited to, cheques and contracts), one of which must be an Executive. No Executive signature shall be required for operational expenses with a value of less than three hundred dollars (\$300.00).

The Executive Committee shall have the authority to approve expenditure of up to \$5000.00. Authority to exceed this limit shall be granted as the Board as deemed appropriate. A summary of executive expenditure shall be presented at a regular meeting, if applicable.

No financial documents (including, but not limited to, cheques and contracts) beyond those required for regular business operations may be created or signed without the approval of the President and CEO in consultation with the Vice President Internal and Vice President Finance.

Notwithstanding the foregoing, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the Corporation's seal (if any) to the document. Any signing Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy.

2.9 Electronic Signatures

Electronically scanned or transmitted signatures, including by email attachment, shall be deemed original for all purposes of this By-law.

2.10 Conflict with Applicable Law or Articles

This By-law is enacted subject to any applicable law and the Articles. Whenever this By-law may conflict with any applicable law or the Articles, such conflict shall be resolved in favour of such law or the Articles.

ARTICLE 3 FINANCIAL MATTERS

3.1 Financial Year

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

3.2 Auditor and Financial Review²

- (a) The Corporation shall be subject to the requirements relating to the appointment of an auditor and level of financial review required by the Act.

² This provision reflects mandatory requirements of the ONCA. It was drafted at a high level on purpose to allow flexibility to dispense with audits and appointment of auditors in accordance with section 76 of the ONCA.

- (b) The auditor must meet the qualifications in the Act, including being independent of the Corporation and its affiliates, as well as the Directors and Officers of the Corporation and its affiliates. The Directors may fill any casual vacancy in the office of the auditor to hold office until the next following annual meeting. The remuneration of the auditor may be fixed by ordinary resolution of the Members, or if not so fixed, shall be fixed by the Board.

3.3 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company, credit union, caisse populaire or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted in such a way as the Board may by resolution from time to time designate, direct or authorize.

3.4 Cheques, Drafts and Notes

All cheques, drafts and orders for payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officer(s) and Agent(s) and in such manner as the Board may from time to time designate, and until further designation is made, by the President and Vice President Finance.

3.5 Borrowing Powers

- (a) Subject to the applicable law, the Articles and this By-law, the Board may, without authorization of the Members:
 - (i) borrow money on the credit of the Corporation;
 - (ii) issue, reissue, sell or pledge debt obligations of the Corporation;
 - (iii) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
 - (iv) mortgage, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.
- (b) The Board may from time-to-time delegate to such one or more of the Directors and Officers as may be designated by the Board all or any of the powers conferred on the Board by Section 3.5 to such extent and in such manner as the Board shall determine at the time of each such delegation

ARTICLE 4 MEMBERS

4.1 Rights and Privileges of the Members

All Members:

- (a) have the right to participate in all events, including, but not limited to, meetings of the Board of Directors, Annual General Meeting (AGM), social events, elections, by-elections, and referenda, unless specified otherwise herein
- (b) are entitled to all services provided by the Corporation, where applicable; and
- (c) are entitled to stand for election to, and hold the title of, a General Director for the departmental unit in which they are registered, or for a student community in which they are affiliated. They are also entitled to stand for election to, and hold the title of, an Executive position, in accordance with the Bylaws.

4.2 Conditions of Membership

Subject to the Articles, there shall be one class of Members in the Corporation. Membership in the Corporation shall be available to any individual registered in a recognized graduate degree program at the University, as recognized by the Office of Graduate Studies, and have paid the Membership fee.

Each Member shall be entitled to receive notice of and attend all meetings of the Members of the Corporation, and each Member shall be entitled to one vote at such meetings of members.

4.3 Membership Fees

The Membership fee for each year can be found at the University of Guelph, Student Financial Services website, under fees ([Guelph Graduate Fees | Student Financial Services](#)), or upon request to the Corporation.

The Corporation may, from time to time, increase or decrease the amount of the yearly Membership fees in agreement with the Cost-of-Living Allowance.

The Membership fee may be amended by majority vote of the Membership on an appropriate referendum question conducted under the provisions of the Bylaws.

If any Membership fees are not paid within one calendar month of the Membership renewal date, the Members in default shall automatically cease to be Members of the Corporation.

4.4 Termination of Membership

Subject to the Act and the Articles, upon any termination of Membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

Membership in the Corporation is terminated when:

- (a) the Member dies or resigns;
- (b) the Member is expelled, or their Membership is otherwise terminated in accordance with the By-law or the Act;
- (c) the Member's term of Membership expires; or
- (d) the Corporation is liquidated and dissolved under the Act.

4.5 Effect of Termination of Membership

Subject to the Articles, upon any termination of Membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

4.6 Transfer of Membership

A Membership in the Corporation is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with this By-law and the Act.

ARTICLE 5 MEETINGS OF THE MEMBERS

5.1 Annual Meetings of Members

The Corporation shall hold an Annual General Meeting (AGM) in March of each year. The date of the meeting will be selected with consideration afforded to religious holidays provided that the annual meeting must be held not later than 15 months after holding the preceding annual meeting but no later than six months after the end of the Corporation's preceding financial year.

5.2 Special Meetings of Members³

The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. Subject to the Act, the Board shall call a special meeting of Members on written requisition of Members carrying not less than ten percent (10%) of the voting rights of the Corporation.

5.3 Place of Meetings of Members

All meetings of Members shall be held in a hybrid format. In-person at the registered office of the Corporation or at any place as the Board may determine. If all the Members entitled to vote at that meeting so agree, a meeting of Members may be held outside Ontario. A virtual option to attend and participate in the meeting will be made available as the Board determines appropriate.

5.4 Fixing the Record Date⁴

- (a) In order that the Corporation may determine the Members entitled to notice of, or to vote at, any meeting of Members or any adjournment thereof, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board, and which record date shall not be more than 50 days nor less than 10 days before the date of such meeting. If the Board so fixes a date, such date shall also be the record date for determining the Members entitled to vote at such meeting unless the Board determines, at the time it fixes such record date, that a later date on or before the date of the meeting shall be the date for making such determination.

³ 10% is the maximum permissible under the ONCA. This threshold can be decreased. This provision reflects mandatory requirements of the ONCA.

⁴ This provision reflects mandatory requirements of the ONCA.

- (b) If no record date is fixed by the Board, the record date for determining Members entitled to notice of, or to vote at, a meeting of Members shall be at the close of business on the day immediately preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held.
- (c) A determination of Members entitled to notice of, or to vote at, a meeting of Members shall apply to any adjournment of the meeting; provided that the Board may fix a new record date for the determination of Members entitled to vote at the adjourned meeting, and in such case shall also fix as the record date for Members entitled to notice of such adjourned meeting the same or an earlier date as that fixed for the determination of Members entitled to vote therewith at the adjourned meeting.

5.5 Notice of Meeting of Members⁵

- (a) Notice of the time and place of a meeting of the Members shall be given not less than 10 days and not more than 50 days before the meeting, to each Member or any other persons entitled to receive notice of the meeting, each Director and the auditor of the Corporation in accordance with the manner provided in Article 19 of this By-law. Notwithstanding the foregoing, a notice of a meeting of Members need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means.
- (b) If a person may attend a meeting of the Members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (c) Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and state the text of any special resolution to be submitted to the meeting. All business transacted at a special meeting of the Members and all business transacted at an annual meeting of the Members is special business except for the following:
 - (i) consideration of the financial statements;
 - (ii) consideration of the audit or review engagement report, if any;
 - (iii) an extraordinary resolution to have a review engagement instead of an audit or to not have an audit or a review engagement;
 - (iv) election of directors;
 - (v) reappointment of the incumbent auditor or person appointed to conduct a review engagement.

5.6 Waiver of Notice

A Member and any other persons entitled to notice of a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members

⁵ This section reflects mandatory requirements of the ONCA.

is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

5.7 List of Members

The Officer who has charge of the register of Members shall prepare a complete list of the Members entitled to vote at any meeting of Members, arranged in alphabetical order. A Member may, on payment of a reasonable fee if any, inspect the list of Members prepared for a meeting during the Corporation's usual business hours at its registered office or by electronic means.

5.8 Persons Entitled to Attend Meetings of Members

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 the Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or with the majority consent of the Members present at the meeting.

5.9 Quorum of Meetings of Members

A quorum at any meeting of Members shall be 100 of the Members entitled to vote at the meeting, whether present in person or by telephonic and/or by other electronic means or represented by proxy. Once a quorum is established, it does not need to be maintained throughout the meeting. If, however, such quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.

5.10 Conduct of Meetings of Members

At every meeting of Members, the Chair or, in their absence or inability to act, the Vice President Internal or, in their absence or inability to act, the President or, in their absence or inability to act, one of the officers, or in their absence or inability to act, another general director, or in their absence or inability to act, one of the members who is present at the meeting chosen by the Members present in person and entitled to vote at the meeting, shall act as the chair of, and preside at the meeting. The Office Manager or, in their absence or inability to act, the President or, in their absence or inability to act, whom the chair of the meeting shall appoint the secretary of the meeting, shall fulfill the duties of the Office Manager during the meeting and keep the minutes thereof. The chair 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 chair, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board or prescribed by the chair 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, their duly authorized and constituted proxies or such other persons as the chair 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.

5.11 Participation by Electronic Means

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility or by any combination of in-person attendance and by one or more telephonic or electronic means in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a meeting of Members under this Section 5.11 who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

5.12 Deemed Place of Meeting

A meeting of the Members held in any manner described in Section 5.11 is deemed to be held at the place where the registered office of the Corporation is located.

5.13 Voting

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by applicable law, the Articles or this By-law provided that:

- (a) each Member shall be entitled to one vote at any meeting;
- (b) votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- (c) an abstention shall not be considered a vote cast;
- (d) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- (e) in the case of an equality of votes on a show of hands, on a ballot or on the results of electronic voting, the chair of the meeting shall have a second or casting voting in addition to an original vote as a Member⁶;
- (f) no Member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless the Member has paid all dues or fees, if any, then payable.
- (g) a vote at a meeting of the Members may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person; and

⁶ Please confirm whether you would like the Chair to have a casting vote in the event of a deadlock.

- (h) whenever a vote by a show of hands or by electronic means is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

5.14 Absentee Voting

A Member entitled to vote at a meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternative proxyholders, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- (a) The Corporation shall send, or otherwise make available, a form of proxy (in a form that complies with the Act) to each Member who is entitled to receive notice of the meeting concurrently with or before giving notice of the meeting.
- (b) The proxy must be signed or electronically authorized by the Member.
- (c) The Director may by resolution fix a time not exceeding 48 hours, excluding Saturdays and holidays, before any meeting or continuance of an adjourned meeting of the Members before which time proxies to be used at that meeting must be deposited with the Corporation or an agent of the Corporation, and any period of time so fixed must be specified in the notice calling the meeting.
- (d) The proxy is valid only at the meeting for which it is given or, if that meeting is adjourned, at the meeting that continues the adjourned meeting.
- (e) A Member may revoke a proxy by:
 - (i) signing a revocation by the Member or by the Member's attorney or in any other manner permitted by law; and
 - (ii) depositing a revocation signed by the Member or by the Member's attorney with the Corporation and the revocation must be received (i) at the registered office of the Corporation at any time up to and including the last business day before the day of the meeting or, if the meeting is adjourned, of the continued meeting, at which the proxy is to be used; or (ii) by the chair of the meeting on the day of the meeting or, if it is adjourned, of the continued meeting.
- (f) A person who is appointed a proxyholder shall comply with the directions of the Member who appointed the person.
- (g) A proxyholder or an alternate proxyholder has the same rights as the Member who appointed the proxyholder to speak at a meeting of the Members in respect of any matter, to vote by way of ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting in respect of any matter by way of a show of hands.

- (h) Despite the foregoing, if the chair of a meeting of the Members declares to the meeting that, to the best of the chair's belief, if a ballot is conducted, the total number of votes of Members represented at the meeting by proxy required to be voted against a matter or group of matters to be decided at the meeting is less than five percent (5%) of all the votes that might be cast at the meeting on such ballot, and if a Member, proxyholder or alternate proxyholder does not demand a ballot, then
 - (i) the chair may conduct the vote in respect of that matter or group of matters by a show of hands; and
 - (ii) a proxyholder or alternate proxyholder may vote in respect of that matter or group of matters by a show of hands.
- (i) A vote referred to in Subsections 5.14(g) and (h) at a meeting of Members may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person but only if the Member are permitted to vote by telephonic or electronic means at that meeting of Members in accordance with Section 5.13.

5.15 Scrutineers at Meetings of Members⁷

- (a) The Board, in advance of any meeting of Members, may appoint one or more scrutineers, who may be employees of the Corporation, to act at the meeting or any adjournment thereof and make a written report thereof. The Board may designate one or more persons as alternate scrutineers to replace any scrutineer who fails to act. If no scrutineer or alternate is able to act at a meeting, the chair of the meeting shall appoint one or more scrutineers to act at the meeting. Each scrutineer shall faithfully execute the duties of a scrutineer with strict impartiality and according to the best of their ability.
- (b) The scrutineers shall:
 - (i) ascertain the number of Members and the voting rights of each;
 - (ii) determine the Members represented at the meeting, the existence of a quorum and the validity of ballots;
 - (iii) count all votes and ballots; and
 - (iv) certify their determination of the number of Members represented at the meeting and their count of all votes and ballots.
- (c) The scrutineers may appoint or retain other persons to assist the scrutineers in the performance of their duties. Unless otherwise provided by the Board, the date and time of the opening and the closing of the polls for each matter upon which the Members will vote at a meeting shall be announced at the meeting. No ballot, votes or any revocation thereof or change thereto shall be accepted by the scrutineers after the closing of the polls unless a court upon application by a Member shall determine otherwise. In determining the validity and counting of ballots cast at any meeting of Members, the scrutineers may consider such

⁷ Most of these provisions reflect mandatory requirements of the ONCA.

information as is permitted by applicable law. No person who is a candidate for office at an election may serve as a scrutineer at such election.

5.16 Resolution in Writing of Members⁸

A resolution in writing, whether by electronic means, validation by electronic means, or on paper, signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members unless, in accordance with the Act:

- (a) in the case of the resignation or removal of a Director or the appointment or election of another person to fill the place of that Director, a written statement is submitted to the Corporation by the Director giving the reasons for their resignation or the reasons why he or she opposes any proposed action or resolution for the purpose of removing him or her from office or the election of another person to fill the office of the Director; or
- (b) in the case of the removal or resignation of an auditor, or the appointment or election of another person to fill the office of auditor, representations are made to the Corporation by the auditor concerning its proposed removal, the appointment or election of another person to fill the office of auditor or its resignation.

A copy of every resolution of the Members shall be kept with the minutes of meetings of Members.

5.17 Adjournments⁹

Any meeting of the Members, annual or special, may be adjourned from time to time.

If a meeting of the Members is adjourned by one or more adjournments for an aggregate of less than 30 days, it is not necessary that any person be notified of the meeting that continues the adjourned meeting, other than by announcement of all of the following at the time of an adjournment:

- (a) The time of the continued meeting.
- (b) If applicable, the place of the continued meeting.
- (c) If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting

If a meeting of the Members is adjourned by one or more adjournments for an aggregate of 30 days or more, the Corporation shall give notice of the meeting that continues the adjourned meeting in the manner as if it is an original meeting.

Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

⁸ This provision reflects mandatory requirements of the ONCA.

⁹ This provision reflects mandatory requirements of the ONCA.

**ARTICLE 6
THE BOARD**

6.1 General Powers

The Board shall manage, or supervise the management of, the activities and affairs of the Corporation.

6.2 Qualifications of Directors

- (a) A Director must be a person who is:
 - (i) a natural person;
 - (ii) 18 years old or older; and
 - (iii) a Member.
- (b) Furthermore, the following persons are disqualified from being a Director of the Corporation:
 - (i) a person who is found to be or become incapable of managing property;
 - (ii) a person who has been found to be incapable by any court in Canada or elsewhere;
 - (iii) a person who has a status of bankrupt; and
 - (iv) an employee of the Corporation.

6.3 Composition of the Board of Directors

The Board of Directors shall be composed of:

- (a) the Executive Committee, including the following titles:
 - (i) President and CEO;
 - (ii) Vice President Internal;
 - (iii) Vice President Finance;
 - (iv) Vice President Academic; and
 - (v) Vice President Community Engagement;
- (b) up to two (2) General Directors representing each recognized departmental unit at the University (a list of recognized departmental unites is provided in Appendix 1), up to two (2) International Student Representatives, up to two (2) LGBTQ2SIA+ Student Representatives, up to two (2) Indigenous Student Representatives, and up to two (2) Black Student Representatives;

- (c) a non-voting chair.

6.4 Number of Directors

If the Articles do not provide for a minimum and maximum number of Directors, the Board shall consist of the fixed number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by special resolution or, if the special resolution empowers the Board to determine the number, by resolution of the Board.

6.5 Election of Officers of the Executive Committee and Directors

- (a) The election of Officers of the Executive Committee and Directors shall follow the procedures and criteria outlined in Article 9 and 8, respectively.
- (b) Those Officers of the Executive Committee and Directors whose term has expired shall retire upon conclusion of their elected term as defined in Article 9 and 8, respectively. Officers of the Executive Committee shall be eligible to run for re-election, if qualified, withstanding they have served less than three (3) years total as an Officer of the Executive Committee. Directors, if qualified, shall be eligible for re-election.

6.6 Term of Office

- (a) The Officers of the Executive Committee and Directors shall be elected to hold office for a term as described in Article 9 and 8, respectively. Each Director shall hold office until until the earliest of the Director's death, resignation, disqualification, or removal.
- (b) Officers of the Executive Committee and Directors may serve up to a maximum of three (3) consecutive terms. However, under exceptional circumstances the Board, by resolution, may extend a Director's tenure beyond three (3) terms.

6.7 Consent¹⁰

An individual who is elected or appointed to hold office as a Director is not a Director, and is deemed not to have been elected or appointed to hold office as a Director, unless:

- (a) the individual consented in writing to hold office as a Director before or within ten days after the election or appointment, or
- (b) the individual elected or appointed consents in writing at any time after ten days after the election or appointment; or
- (c) the individual elected or appointed is re-elected or reappointed where there is no break in the term of office.

¹⁰ This provision reflects mandatory requirements of the ONCA.

6.8 Vacancies¹¹

- (a) The office of a Director shall be vacated immediately:
 - (i) if the Director resigns office by written notice to the Office Manager or Vice President Internal of the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
 - (ii) if the Director is absent for three (3) consecutive meetings of the Board, including the annual meeting, without provision of regrets to the Office Manager or the Vice President Internal.
 - (iii) if the Director dies or becomes bankrupt;
 - (iv) if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
 - (v) if, at a meeting of the Members, an ordinary resolution is passed by the Members to remove the Director, with or without cause, before the expiration of the Director's term of office.
 - (vi) if a Director shall for any reason cease to be a Member of the Corporation; or
 - (vii) if at any time a Director ceases to satisfy any of the qualifications set out in Section 2 or criteria outlined in Article 8.
- (b) Despite Subsection 6.8(a)(v), if a Director was elected by certain class of Members, then the Director can only be removed by an ordinary resolution of that class of Members.

6.9 Newly Created Directorships and Filling Vacancies

Any newly created directorships resulting from an increase in the authorized number of Directors and any vacancies occurring in the Board, except as a result of the Members removing a Director, may be filled by the affirmative votes of a majority of the remaining Members of the Board, or by a sole remaining Director, if constituting a quorum. If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution. A Director so elected shall be elected to hold office until the earlier of the expiration of the term of office of the Director whom he or she has replaced, the date a successor is duly elected and qualified or the earliest of such Director's death, resignation, disqualification, or removal.

6.10 Remuneration of Directors

- (a) No Director is to receive, either directly or indirectly, any salary, wages, fees, commissions, or other amounts for services rendered to GSA for conducting work as a Director with the exception to 6.10(b).

¹¹ Except for Subsection 6.7(a)(v), all provisions reflect mandatory provisions of the ONCA.

- (b) Recognizing the additional costs that may be incurred in the performance of their duties, each General Director may receive an honorarium in the amount of fifty (\$50.00) per academic semester commensurate with the fulfillment of the duties outlined in Article 8.1 on a monthly basis as determined by the Officers of the Executive Committee.
- (c) All General Director honoraria must be approved by the Board of Directors no later than the second meeting of the academic term. Recommendations for General Director honoraria shall be submitted to the Board of Directors by the Vice President Internal.
- (d) Recommendations for reasonable changes to General Director honoraria to offset expenses associated with fulfillment of their duties shall be determined by the Finance Committee and approved by a majority vote of the Board of Directors until ratified at a meeting of the Members.

6.11 Committees of the Board and Other Advisory Bodies

- (a) The Board may upon recommendation of the President designate and appoint:
 - (i) one or more Committees, each Committee comprising of one or more of the Directors, and in the case of an Audit Committee, the majority of the Committee must not be Officers or employees of the Corporation or of any of its affiliates; or
 - (ii) other advisory bodies.
- (b) Any Committee or advisory body Member may be removed by resolution of the Board.
- (c) 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 Subsection 36(2) of the Act and may authorize the seal of the Corporation to be affixed to all documents that may require it to the extent so authorized by the Board.
- (d) If a Member of a Committee or advisory body shall be absent from any meeting, or disqualified from voting thereat, the remaining Member or Members present at the meeting and not disqualified from voting shall vote on any matter.
- (e) 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.
- (f) 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 7.

ARTICLE 7 BOARD MEETINGS

7.1 Regular Meetings¹²

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;
- (d) issuing debt obligations except as authorized by the Board;
- (e) approving any annual financial statements;
- (f) adopting, amending or repealing By-law; or
- (g) establishing contributions to be made, or dues to be paid, by Members.

7.2 Calling of Special Board Meetings

In addition to regular meetings of the Board, special meetings may be held at such times and at such places as may be determined by;

- a) A majority of the executive committee
- b) One-third (1/3) of the Board of Directors

7.3 Participation by Telephonic or Electronic Means

Subject to the Articles or By-law, a meeting of Directors may be held entirely by one or more telephonic or electronic means that permit all participants to communicate with each other simultaneously and instantaneously during the meeting or by any combination of in-person attendance and by one or more telephonic or electronic means. Participation by a Director or a Member of a Committee in a meeting under this Section 7.3 shall constitute presence in person at such meeting.

7.4 Notice of Board Meetings

- (a) Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Article 19 of this By-law to every Director of the Corporation not less than 48 hours before the time when the meeting is to be held. Notwithstanding the

¹² This provision reflects mandatory requirements of the ONCA.

foregoing, a notice of a meeting of Directors need not specify the place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means.

- (b) Notice of a meeting shall not be necessary if (i) all of the Directors are present and none of the Directors object to holding the meeting or (ii) those Directors who are absent have waived notice of, or otherwise signified, their consent to holding such meeting.
- (c) If a Director attends a meeting of the Board by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (d) Notice of a meeting that continues an adjourned meeting of the Board is not required to be given if all of the following are announced at the time of an adjournment:
 - (i) the time of the continued meeting;
 - (ii) if applicable, the place of the continued meeting; and
 - (iii) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (e) Meeting agenda and motions presented for consideration during a meeting must be made available at least three (3) days prior to said meeting. Motions presented for consideration after this deadline or during a meeting (except those related to Petitions, Delegations and Representation Activities Grant must be written and submitted to the Chair and shall require a two-thirds (2/3) majority vote to pass.
- (f) Notice for a meeting shall be sent according to guidelines set out for said meeting. The statutory declaration that notice has been given pursuant to the Bylaws shall be sufficient and conclusive evidence to the giving of such notice. If an error or omission in giving such notice for a meeting is alleged to have occurred, an appeal can be filed with the Corporations' Bylaws Committee, which will then rule on the validity of the proceedings and may rule to void the proceedings.

7.5 Waiving Notice¹³

Whenever notice to Directors is required by applicable law, the Articles or this By-law, a waiver thereof, in writing signed by the Director entitled to the notice, whether before or after such notice is required, shall be deemed equivalent to notice. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting except when the Director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was unlawfully called. Neither the business to be transacted at, nor the purpose of any meeting of the Board or Committee need be specified in any waiver of notice.

¹³ This provision reflects mandatory requirements of the ONCA.

7.6 Organization

At each meeting of the Board, the Chair or, in their absence, the Vice President Internal shall preside. The Office Manager shall act as secretary at each meeting of the Board. If the Office Manager is absent from any meeting of the Board, an assistant secretary shall perform the duties of secretary at such meeting; and in the absence from any such meeting of the Office Manager and all assistant secretaries, the person presiding as chair at the meeting may appoint any person to act as secretary of the meeting.

7.7 Quorum

The presence of 2/3 of the voting seats shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board. For the regular meetings in May, June, July, August and December 1/3 of the voting seats shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board.

7.8 Majority Vote

- (a) Except as otherwise expressly required by this By-law, the Articles or by applicable law, the vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.
- (b) Each Director may exercise one vote. In the case of equality of votes, the chair of the meeting shall have a second or casting vote in addition to their original vote as a Director.
- (c) All votes at such meetings shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken by a show of hands.
- (d) A declaration by the Chair that a resolution has been carried and entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the number of the votes recorded in favour of or against such resolution.

7.9 Consent of Director at Meeting¹⁴

- (a) A Director who is present at the meeting of the Board or a Committee is deemed to have consented to any resolution passed or action taken at the meeting, unless:
 - (i) the Director's dissent is entered in the minutes of the meeting;
 - (ii) the Director requests that their dissent be entered in the minutes of the meeting;
 - (iii) the Director gives their dissent in writing to the Office Manager or Vice President Internal before the meeting is terminated; or
 - (iv) the Director submits (in such a manner as required by the Act) their dissent immediately after the meeting is terminated to the Corporation;

¹⁴ This provision reflects mandatory requirements of the ONCA.

- (b) A Director who votes for or consents to a resolution is not entitled to dissent under Subsection 7.9(a).
- (c) A Director or Officer of the Executive Committee who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:
 - (i) causes the Director's dissent to be placed with the minutes of the meeting; or
 - (ii) submits (in such a manner as required by the Act) the Director's dissent to the Corporation.

7.10 Resolution in Writing

Unless otherwise restricted by the Act, the Articles or this By-law, any resolution required or permitted to be passed at any meeting of the Board or of any Committee thereof may be taken without a meeting if all Directors or Committee Members, as the case may be, consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of proceedings of the Board or Committee in accordance with the Act.

7.11 Meeting Minutes

A record of all meetings minutes of the Board of Directors shall be made available to all Members of the Corporation and shall be distributed by the Corporations' Office Manager via the Corporation's website ([Graduate Students' Association | University of Guelph](#)). Minutes shall be presented for approval at the subsequent regular meeting of the Board of Directors. Accepted minutes shall be signed by the Chair and Vice President Internal and archived.

ARTICLE 8 GENERAL DIRECTORS

8.1 Responsibilities of General Directors

The Responsibilities of General Directors shall be:

- (a) to attend duly called meetings of the Board of Directors or, if not able to attend, send regrets to the Corporations' Office Manager at least one (1) day prior to the meeting;
- (b) In the case of in-person meetings, electronic attendance is permitted.
- (c) to serve as a liaison between the Corporation and graduate students in the departmental unit which they represent. In the case of the Indigenous, International, LGBTQ2SIA+, and Black Graduate Student representative(s), to act as a liaison between the Corporation and the graduate student communities they represent. Communication with their departmental unit shall be achieved by soliciting feedback and opinions from their constituents and providing a written report on updates and activities relating to their departmental/community unit to the Vice President Internal at least seven (7) days before a meeting of the Board of Directors.

- (d) to regularly monitor and respond appropriately to any correspondence that might be distributed by the Executive;
- (e) to represent the Corporation on at least one (1) Committee or University Committee as assigned by the Vice President Internal;
- (f) to attend all meeting(s) of the committee(s) on which they are a representative; to provide a written report on all relevant decisions, issues, and activities to the Vice President Internal at least seven (7) days before a meeting of the Board of Directors.
- (g) if a General Director is unable to attend a meeting of the committee(s) on which they are assigned, they shall contact the assigned alternate General Director to go in their place; if the alternate is unable to attend, the General Director should contact the Vice President Internal;
- (h) to ensure activities of the Corporation comply with the Corporation's Mission Statement; and
- (i) to uphold the Human Rights Statement of the Corporation and the University Human Rights Policy.
- (j) to sign a letter of agreement with the Corporation acknowledging these responsibilities. One copy will be given to the General Director, and one copy will be retained by the Vice President Internal.
- (k) To attend any "New Student Orientations" offered by the Department or group which they were elected to represent and to highlight the services the Corporation provides, including but not limited to Health Benefits, Travel grants and Childcare grants.
- (l) duties and related items of re-elected General Director does not carry over from the previous term and is at the discretion of the Vice- President Internal.

No General Director shall present themselves as a representative of the Corporation to any individual, committee, or organization without written permission from the Executive Committee.

8.2 Election of General Directors

General Director Guidelines:

- (a) General Director Elections shall conclude by the October regular meeting, commencing their term on the day of the October regular meeting of the same year, and terminating on the day prior to the October regular meeting of the following year. A by-election shall be held in January of the following year, if required, to fill any remaining General Director vacancies. The by-election shall conclude no later than the February regular meeting. Their term will commence on the day of the February regular meeting and conclude no later than the day prior to the October regular meeting.
- (b) Any General Director positions that are not filled during the by-election shall remain vacant for the remainder of the term. Further by-elections may be held to fill vacancies at the discretion of the Vice President Internal.

Nominations and Eligibility

- (a) The nomination period shall commence at the discretion of the Chief Returning Officer (CRO), in consultation with the Vice President Internal. The nomination period shall commence after the University calendar's September Add/Drop deadline and will be at least ten (10) days in duration.
- (b) Only current Members of the Corporation are eligible to be nominated for a position as General Director.
- (c) Members who have previously been removed from a position on the Board of Directors, as per Section 6.8, 8.5 or 8.6, are ineligible to seek election to any position on the Board of Directors for a period of one (1) year after their removal.
- (d) Nominations for General Director positions shall be submitted by email to the Chief Returning Officer. Candidate nomination statements shall be made available to the Members during the election nomination period.

Campaigning

- (a) The campaign period shall immediately follow the nomination period and shall be two (2) days in duration.
- (b) The CRO shall review all campaign material, including all material posted on social media, prior to publishing to ensure that they are not libelous or offensive. If any campaign material is published without permission, the CRO can choose to remove that candidate from the campaign.
- (c) All campaigning must cease, and any campaign materials removed by 4:30 pm EST on the last day of the campaign period. Failure to comply may result in disqualification from the election.
- (d) No campaigning shall be permitted during the voting period.

Ballots and Voting

- (a) The voting period shall follow the campaign period and be at least two (2) days in duration.
- (b) Each candidate shall be permitted to submit a statement of up to one hundred fifty (150) words in length. The statements will appear on the ballot and must be submitted with the nomination form. The Chief Returning Officer has the discretion to reject any statement found to be libelous or offensive if the candidate refuses to make any changes deemed necessary by the Chief Returning Officer. Statements that exceed the word limit will be cut off after 150 words.
- (c) Voting shall be conducted by electronic ballot distributed through an email list of all Members as outlined in Article 4, as created by the University of Guelph Department of Computing and Communication Services.
- (d) Ballots shall contain the following information:

- (i) The position to be filled with a brief description of the position;
 - (ii) Candidate name(s) and statement(s), if provided, presented in alphabetical order according to last name;
 - (iii) A statement indicating the voter may choose up to two (2) of the candidates listed where more than one (1) candidate has applied for the position; and,
 - (iv) Voters shall have the option to decline or to vote for none of the listed candidates, where applicable.
- (e) Immediately prior to the commencement of the voting period, the CRO shall cast a paper ballot for each position being contested in the election. This ballot shall be sealed and used in the event of a tie. If no tie exists after the election this ballot shall be destroyed without opening.

8.3 General Director Election Disputes

- (a) If an election dispute occurs, the Board of Directors shall appoint three General Directors to sit on the Elections Appeals Committee. The Executive Committee may recommend Members to sit on this committee.
- (b) Any disputes to election or by-election procedures or results shall be submitted in writing to the Vice-President Internal. Upon receipt of a written dispute, the Vice-President Internal shall schedule a meeting of the Elections Appeals Committee within two (2) days. The CRO and affected graduate students will be invited to attend the Elections Appeals Committee meeting as non-voting Members.
- (c) If a dispute cannot be resolved at this meeting by a majority vote of the Elections Appeals Committee, the matter may be referred to the Executive Committee. If the Executive Committee does not reach a consensus, the matter shall be referred to the Board of Directors. In this event, any election pertaining to this matter shall be postponed. This election shall be conducted as soon as the matter is resolved.

8.4 Election Results

- (a) The CRO shall obtain the election results following the voting period. The CRO shall prepare a summary report outlining the name(s) of the successful candidate(s), the total number of votes cast for each candidate, and the total number of votes cast in the election. This report shall be presented to the Executive Committee and to the Board of Directors in an in-camera session.
- (b) For all available positions, the candidate(s) with the greatest number of affirmative votes shall be declared the successful candidate(s). In the event of a tie, the seal ballot cast by the CRO pursuant to Article 8.2 Ballots and Voting (e), (e) shall be opened and used to break the tie.
- (c) Successful candidates shall be notified of their election to the Board of Directors via email.

- (d) Re-election of a General Director shall be considered void if, as of the beginning of their term on the day of the October regular meeting, said Member has failed to fulfill the responsibilities for General Directors as outlined in these Bylaws, for three (3) consecutive months in their previous term. The same rule shall apply for a General Director elected in the by-elections.

8.5 General Director Vacancies

- (a) A vacant General Director position, however caused, shall be filled in accordance with the election procedures for General Directors, or by a 2/3 vote of the Board of Directors.
- (b) Eligible Members may be appointed as a General Director by a 2/3 vote of the Board of Directors to any vacant General Director position following an election or by-election. Requests for appointment must be submitted to the Board of Directors as a motion to the Board, with a nomination statement of no more than one hundred and fifty (150) words. The terms of appointed General Directors shall end the day prior to the October regular meeting.
- (c) A vacancy shall be determined to exist when a General Director:
 - i. resigns from their position;
 - ii. is no longer a Member of the Corporation;
 - iii. is removed from their position.

8.6 Removal of General Directors

- (a) A General Director shall be removed from their position if:
- (b) they are absent without regrets from any three (3) regularly scheduled meetings of the Board of Directors, including the AGM;
- (c) they are absent with or without regrets from any four (4) regularly scheduled meetings of the Board of Directors, including the AGM;
 - i. they fail to fulfill their duties as General Directors as outlined in Article 8.1 for three (3) consecutive months.
- (d) If any of these conditions are satisfied, the Board of Directors shall have the authority to remove a General Director through a 2/3 majority vote. The Vice President Internal shall submit such a motion to the Board for a vote. The vote and discussion of removal shall be held in an in-camera session.
- (e) For reasons not outlined in Article 8.6, a referendum to remove an elected General Director may be requested by submitting a completed Request to Remove form, available from the Office Manager, with signatures from one of the following groups:
 - iv. one-fifth (1/5) of the General Director's constituents;
 - v. two-thirds (2/3) of voting Members of the Board of Directors; or,

vi.three-fifths (3/5) of the Executive Committee.

- (f) Upon receipt of a request to hold a referendum to remove a General Director, the Vice President Internal shall schedule a special meeting of the Board of Directors at which the referendum shall take place. This meeting shall take place no more than ten (10) days following receipt of the request.
- (g) Members of the constituency of the General Director in question are allowed to attend and vote at the special meeting. In the case of in-person meetings, electronic attendance is permitted.
- (h) A two-thirds (2/3) majority vote of no-confidence of those present and voting is required to remove the General Director.

For reasons of grossly inappropriate or criminal behaviour, or violations of the Corporation's Human Rights Statement or University of Guelph Human Rights Policy, Members of the Board of Directors may be removed by a two-thirds (2/3) majority vote of the Board of Directors. This action is not a substitution for a grievance against the individual, complaints to the University of Guelph Office of Diversity and Human Rights, or criminal or civil charges, and these options may also be pursued.

ARTICLE 9 OFFICERS

9.1 The Executive

Executive Members cannot take a paid Executive position with CUPE #3913 during their tenure. Elected Executive have been elected to represent all graduate students, in tandem with the Bylaws that differ from the mandate of CUPE #3913, as a bargaining unit.

9.2 Elected Term

Executives shall serve a thirteen (13) month term, beginning May 1st and concluding June 1st of the subsequent year. During the one (1) month overlap between executives (May 1st to June 1st), the executive concluding their term passes voting rights and powers on all committees they participate in, to that of the incoming, elected executive.

9.3 General Responsibilities of the Executive and the Purpose of Executive Meetings

The general responsibilities of all Executives shall be:

- (a) to attend all duly called meetings of the Executive Committee, Board of Directors, and Members or, if not able to attend, send regrets to the Office Manager at least two (2) days prior to the meeting.
- (b) Electronic attendance is permitted for one (1) regular in-person Executive Committee meeting per term. In the case of Board of Directors and Member meetings, in-person attendance is encouraged, but electronic attendance is permitted. A minimum of one Executive Member must attend Board Meetings in-person. No more than one (1) Executive Member may attend electronically per Board Meeting [intent: first come first served]; An Executive who wishes to attend a Board Meeting electronically must inform the

Corporation via the gsa@uoguelph.ca email and provide relevant contact information at least 24 hours prior to the meeting.

- (c) to present, in writing, a report of their official activities to all regularly scheduled meetings of the Board of Directors. Executive Board Reports are mandatory and must be submitted five (5) days prior to a Board Meeting to the Office Manager, regardless of academic or personal travel obligations.
- (d) to maintain communication with the Members;
- (e) to ensure executive representation at all meetings between student leaders and University administration, where possible;
- (f) to meet regularly with the Vice Provost of Student Affairs;
- (g) to maintain communication with the Central Student Association (“CSA”) and,
- (h) where necessary, other prominent student organizations at the University;
- (i) to ensure representation at official functions and public occasions where a graduate presence is required;
- (j) to ensure activities of the Corporation comply with the Corporation’s Mission Statement;
- (k) to be familiar with the Bylaws;
- (l) to delegate short-term services on an honorary basis, as required;
- (m) to uphold the Human Rights Statement of the Corporation and the University Human Rights Policy;
- (n) to develop, implement, and revise policies for the effective performance of the mandated duties of Executive Members, individually and collectively; and
- (o) to inform and request formal support from the Executive Committee as to any initiatives undertaken using the Corporation’s name, brand, or identity.
- (p) In the case of a temporary absence of the President and CEO, the Vice President Internal shall fulfill the roles and responsibilities of the President. In the case of the temporary absence of more than one Executive, the remaining Executive shall fulfill the roles in order of the Executive hierarchy: Vice President Internal, Vice President Finance, Vice President Academic, and Vice President Community Engagement.

9.4 Meetings of the Executive Committee shall occur according to the following procedures:

- (a) Executive Committee meetings shall be held at least once per month, regardless of whether quorum is reached. Additional meetings can be held at the discretion of the President and CEO;
- (b) Executive Committee meetings shall be chaired by the President and CEO;

- (c) Quorum for an Executive Committee meeting shall be three-fifths (3/5) of the sitting Executive Committee.
- (d) Executive Committee meetings are to be conducted according to the Corporation's Executive Committee Terms of Reference;
- (e) Executive Committee meetings may be called by an Executive with no less than forty-eight (48) hours' notice, unless there is agreement by the entire Executive
- (f) Committee to meet on shorter notice; in circumstances when shorter notice is accepted, all executive Members must be in attendance.

9.5 Training of the Executive

During the summer semester at the commencement of their term, the Executive are required to complete the following free Courselink trainings:

- (a) Cyber Security Awareness;
- (b) Positive Space Training;
- (c) Principles of belonging: Anti-oppression and anti-racism;
- (d) Sexual and gender Based Violence Awareness Training Modules; and
- (e) Campus Resources and Referrals for Student Helpers and Leaders.

It is further recommended that executives complete at least one (1) of the following trainings:

- (a) safeTALK;
- (b) Gender Diversity and Inclusive Practices Training (arranged through the Sexual and Gender Diversity Advisor);
- (c) First Aid;
- (d) Mental Health First Aid; or,
- (e) any other training offered through the University that would be considered a benefit to the Corporation and its constituents.

9.6 Responsibilities of the President and CEO

In addition to the general responsibilities of the Executive outlined in Article 9, the President and CEO shall:

- (a) be charged with the full responsibility of carrying out the legislation, policies, Bylaws, regulations, and resolutions of the Corporation;

- (b) in conjunction with the Vice President Internal, regularly consult with University administration in order to communicate the policies and activities of the Corporation and obtain information on changes in such institutional policies and activities;
- (c) be responsible for the executive supervision of all employees of the Corporation;
- (d) in conjunction with the VP Finance, be the direct supervisor to the Office Manager;
- (e) oversee all activities and operations, ensuring their effectiveness and efficiency;
- (f) lead the Executive Committee;
- (g) represent the Corporation in all legal matters and be knowledgeable of all legally binding contracts signed on behalf of the Corporation;
- (h) oversee job descriptions and staff contracts;
- (i) act as “Corporate President”;
- (j) oversee the Corporation’s Student Organization Accreditation, to maintain the Corporation’s position as a Primary Student Organization;
- (k) Be knowledgeable of the Ontario Not-For-Profit legislation (e.g., the Ontario Not-for-Profit Corporations Act), and, in conjunction with the VP Internal, ensure that the Corporation retains its status as a not-for-profit Corporation in Ontario;
- (l) Initiate new projects that address the needs of graduate students;
- (m) ensure the development of long-term goals, priorities, and policies of the Corporation;
- (n) in conjunction with the Executive Committee and Office Manager, initiate a long-term strategic plan every three (3) years;
- (o) be responsible for presenting to the Board of Directors a summary of all activities and future goals of the Executive at the beginning of the Fall and Winter semesters;
- (p) be responsible for all matters pertaining to the maintenance of the Seal, Letters Patent, Articles, Bylaws, and Resolutions of the Corporation;
- (q) chair the Grad Student Lounge Sustainability Committee
- (r) represent the Corporation on University committees, including, but not limited to:
 - i. The Student Organization Policy (SOP) Steering Committee, upon review of the SOP every five (5) years;
 - ii. The Student Executive Council,
 - iii. Judicial Committee,
 - iv. Compulsory Fees Committee,

- v. Student Rights & Responsibilities Committee,
 - vi. University Centre Board, and
 - vii. Student Leaders and Administration Meetings (SLAM)
- (s) In conjunction with the VP Academic, meet regularly with the Assistant Vice President of Graduate Studies;
- (t) in conjunction with the Vice President Finance, conduct annual performance evaluations for all permanent staff positions including, but not limited to, the Office Manager, Chief Recruitment Officer, Communications Coordinator, Activities Coordinator and Trivia Host

9.7 Responsibilities of the Vice-President Internal

In addition to the general responsibilities of the Executive outlined in Article 9.2, the Vice President Internal shall;

- (a) manage the Board of Directors by:
 - i. maintaining a complete list of departmental units with representation on the Board of Directors and a list of elected General Directors;
 - ii. in conjunction with the VP Community Engagement, maintaining a complete list of the Corporation and University committees on which the Corporation represents graduate students on;
 - iii. maintaining a list of Board Members that represent the Corporation on Corporation and University committees, and ensure representation and participation on these committees;
- (b) prepare the agenda for monthly Board meetings and provide to the Office Manager at least five (5) days prior to the Board meeting;
- (c) chair the Bylaws Committee and vice chair the Board of Directors;
- (d) supervise General Directors, the Chief Returning Officer, and the Chair;
- (e) have a working knowledge of the Bylaws and ensure the Bylaws are readily accessible to Members;
- (f) represent the Corporation on University committees, including, but not limited to:
 - i. Student Leaders and Administration Meetings (SLAM)
 - ii. University Centre Board (alternate)
- (g) in conjunction with the President and CEO, organize a display at University events requiring participation and representation;
- (h) fulfill any other duties as indicated in the Bylaws for the Vice- President Internal; and

- (i) provide a summary report at the end of the term to be used and discussed with the incoming Vice President Internal during transition.

9.8 Responsibilities of the Vice-President Finance

In addition to the general responsibilities of the Executive outlined in Article 9.2, the Vice President Finance shall:

- (a) supervise all business transactions of the Corporation in accordance with the Bylaws, which includes the allocation and approval of funds to be used by the Activities Coordinator during the term;
- (b) adhere to the financial procedures outlined in the Bylaws and Financial Policy;
- (c) prepare and present:
 - i. a budget and an annual written financial statement to the Board of Directors for approval at the September board meeting;
 - ii. a preliminary budget for the following fiscal year which should be presented for discussion at the meeting of the Executive prior to the AGM; and,
 - iii. a tentative budget completed for approval at the AGM.
- (d) keep the Board of Directors fully informed on all financial matters concerning the Corporation; this includes a budget update at the January and May meetings of the Board of Directors;
- (e) prepare semesterly statements of income, expenses and additional financial statements as requested by the Executive, and present the statements to the Board of Directors
- (f) Advocate for the financial health of graduate students
- (g) Maintain a current understanding of the financial assistance programs, grants and scholarships available to graduate students
- (h) Represent the Corporation on the following university committees
 - (i) University Student Health and Dental Plan as a co-chair
 - (ii) Compulsory Fees Committee
 - (iii) Student Budget Committee
 - (iv) Late Appeals Committee
 - (v) Compassionate Bursary Committee
 - (vi) University Centre Board
 - (vii) Student Leaders and Administrators Meetings (SLAM)

(viii) Student Financial Services Compulsory Fees Advisory Committee

9.9 Responsibilities of the Vice-President Academic

In addition to the general responsibilities of the Executive outlined in Article 9.2, the Vice-President Academic shall:

- (a) Advocate for the academic rights of graduate students;
- (b) In conjunction with the President and CEO, meet regularly with the Assistant Vice President of Graduate Studies;
- (c) Assist in the coordination of Grad Student Orientation, in conjunction with the Office of Graduate Studies and the Activities Coordinator;
- (d) Represent the Corporation on University committees, including, but not limited to;
 - i. The Senate (ex-officio seat);
 - ii. Student Senate Caucus;
 - iii. The Admissions and Progress Committee;
 - iv. The Board of Graduate Studies (BOGS);
 - v. Academic Policies and Procedures Committee;
 - vi. Library Student Service Fees Committee
 - vii. Student Leaders and Administration Meeting (SLAM)
- (e) Be knowledgeable of all university policies and procedures pertaining to graduate students;
- (f) Advocate for the accessibility of graduate studies to current and future graduate students;
- (g) Facilitate academic dispute resolution meetings with any Members; meetings must occur in a private space on campus, or in special circumstances over the phone or internet, if agreed upon by all parties; one additional staff or Executive must be in attendance;
- (h) Upon the request of a graduate student, fulfill the role of a witness or support person at academic-related meetings that include, but are not limited to:
 - i. Meetings with the advisor(s)
 - ii. Meetings with the Graduate Program Assistant;
 - iii. Meetings with a professor or instructor;
 - iv. Meetings with academic-related committees

- (i) In conjunction with the CSA VP Academic, be responsible for the organization of the Memorial Tree Ceremony and shall be responsible for contacting the families of all graduate students to be included in the ceremony to request permission for the student(s) name(s) to appear on the plaque and to invite all family Members to attend the ceremony;
- (j) Act as the direct supervisor for the Activities Coordinator;
- (k) Develop and maintain events to connect graduate students to their wider communities;
- (l) Represent graduate students on all matters pertaining to accessibility, academic programming, and supervisory issues;
- (m) Maintain communication with the Senate, Board of Graduate Studies, and student bodies with graduate representation for which no established communication channels exist;
- (n) Oversee Corporations club's accreditation, and advise current and prospective clubs on bylaw developments, events coordination, and club promotion.

9.10 Responsibilities of the Vice-President Community Engagement

In addition to the general responsibilities of the Executive outlined in Article 9.2, the Vice-President Community Engagement shall:

- (a) establish and maintain communication with student organizations and associations external to the University including, but not limited to:
 - i. the Canadian Federation of Students,
 - ii. the Canadian Federation of Students – Ontario,
 - iii. the National Graduate Caucus;
 - iv. graduate student associations/societies at other universities as needed;
- (b) establish and maintain communication with student organizations and associations in the university, but not limited to:
 - i. Graduate student groups CUPE3913 – Teaching Assistants and Sessional Lecturers at the University of Guelph; and
 - ii. Under-represented graduate student communities, including International, Indigenous, Black, and LGBTQ2SIA+ student groups.
- (c) establish and maintain communication with local external associations and organizations including, but not limited to:
 - i. the City of Guelph;
 - ii. Guelph Transit; and

- iii. local media;
- (d) represent the Corporation on the following committees;
 - i. the Student Transit Committee as Co-Chair;
 - ii. Town and Gown;
 - iii. Student Leaders and Administration Meetings (SLAM);
 - iv. Sexual & Gender-Based Violence Education and Training Committee; and
 - v. Accessibility Committee.
- (e) coordinate campaigns and events centered on federal, provincial, and municipal issues affecting students.
- (f) attend Guelph City Council meetings where issues pertaining to graduate students are on the agenda.
- (g) in the event of a federal, provincial, or municipal election, determine, record, and inform the Membership of candidates' stance on issues that affect students.
- (h) supervise the Communications Coordinator and Web Developer.
- (i) in conjunction with the Office Manager, ensure that information on the Corporation's website and social media accounts are up-to-date and relevant to the Corporation's activities, in line with the Communications Policy.
- (j) act as the Corporation's primary communication touchpoint for university committees and manage committee information.
- (k) maintain an up-to-date reference document containing committee information, events, degree of focus on graduate student issues, and any other information relevant to the committees.
- (l) collect and distribute information from university stakeholders, including events, important deadlines, and resources.
- (m) inform the executive and board of directors about any requests for representation or participation.
- (n) establish and maintain communication with graduate students at the University by;
 - i. submitting important information to be included in the Corporation's newsletter to the Communications Coordinator by the first (1st) of each month;
 - ii. distributing the newsletter to the Corporation's listserv within the first ten (10) days of the month in collaboration with the GSA Communications Coordinator.

- (o) oversee the GSA Transit Program, including developing and implementing promotion of the service in conjunction with the CSA VP External.
- (p) provide a summary report at the end of the term to be used and discussed with the incoming Vice President Community Engagement during transition; and
- (q) fulfill any other duties as indicated in the Bylaws for the Vice- President Community Engagement.

9.11 Election of the Executive

General Election Guidelines

- (a) All Executive positions must be elected except in the case of a vacancy or removal as per Article 9 of the Bylaws. The CRO shall be responsible for conducting the election of Executive according to the procedures as follows.
 - i. The Office Manager shall announce the timeline of the election period, as determined by the current Vice President Internal in conjunction with the CRO, at the meeting of the Board of Directors that immediately precedes the beginning of the election period.
 - ii. Individuals seeking election to the Executive may not run as a Member of the slate. For the purposes of the Bylaws a slate is defined as
 - iii. The nomination period shall be one (1) month in duration. If a nomination is not received for the Executive position(s), the CRO can extend the nomination period as long as doing so does not postpone the voting period beyond the Annual General Meeting, where possible.

Nominations and Eligibility

- (a) Only current Members of the Corporation are eligible to seek a nomination for any Executive position.
- (b) Members seeking nomination to an Executive position must be registered, or indicate the intent to register, in graduate studies at the University for the spring, fall and winter semesters of their term.
- (c) Members seeking nomination to an Executive position must have at least three (3) months service as a General Director or Executive at the commencement of their term to be eligible. This requirement is waived if none of the candidates nominated meet the requirement.
- (d) Members who have previously been removed from any position on the Board of Directors are ineligible to seek election to any position on the Board of Directors for a period of one year after their removal. These Members must sit on the board for an additional three (3) months prior to submitting a nomination for Executive positions.
- (e) No Member is eligible to run for an executive position if they have held that position for three (3) years at the start of their next term. However, they may run for another executive position during that election period.

- (f) Nominations for Executive positions shall be submitted by email to the CRO.

Campaigning

- (a) The campaign period shall immediately follow the nomination period and shall be two (2) weeks in duration.
- (b) The CRO shall review all campaign materials prior to publishing to ensure that they are not libelous or offensive, including all material posted on social media, prior to publishing. If any campaign material is published without permission, the CRO can choose to remove that candidate from the campaign.
- (c) Campaign spending shall be limited to seventy-five dollars (\$75.00) per candidate. Campaign materials for which a candidate is charged less than the market value shall be accounted for in the campaign spending limits at fair market value as determined by the CRO.
- (d) Campaign expenses shall be reimbursed to the candidate by the Corporation upon receipt of a summary of expenses, along with receipts, which shall be submitted to the CRO on the last day of the campaigning period.
- (e) All campaigning must cease, and any campaign materials removed by 4:30 pm EST on the last day of the campaign period. Failure to do so may result in disqualification from the election.
- (f) No campaigning shall be permitted during the voting period.

Ballots and Voting

- (a) The voting period shall follow the campaign period and be of at least two (2) days in duration.
- (b) Each candidate shall be permitted to submit a statement of up to five hundred (500) words in length to be included on the ballot. Statements must be received at least ten (10) days before the voting period and must be approved for content by the CRO. The CRO has the discretion to reject any statement exceeding the word limit or found to be libelous or offensive if the candidate refuses to make any changes deemed necessary by the CRO. Statements that exceed the word limit will be cut off after 500 words.
- (c) Voting shall be conducted by electronic ballot distributed through the Corporation's listserv, as created by the University of Guelph Department of Computing and Communications Services.
- (d) Ballots shall contain the following information:
 - i. The name(s) of the Executive position(s) to be filled with a brief description of the position;
 - ii. Candidate name(s) and, if provided, statement(s) presented in alphabetical order according to last name;

- iii. Voters shall have the option to decline or to vote for none of the listed candidates, where applicable.
- (e) Immediately prior to the commencement of the voting period, the CRO shall cast a paper ballot for each position being contested in the election. This ballot shall be sealed and used in the event of a tie. If no tie exists after the election this ballot shall be destroyed without opening.

Results

- (f) The CRO shall obtain the election results following the voting period.
- (g) For any position, the candidate with the greatest number of affirmative votes shall be declared the successful candidate. In the event of a tie, the sealed ballot cast by the CRO pursuant to Article 9.10, Ballots and Voting (e), shall be opened and used to break the tie.
- (h) The CRO shall prepare a summary report outlining the name(s) of the successful candidate(s), the total number of votes cast for each candidate, and the total number of votes cast in the election. This report shall be presented to the candidate(s) and the Board of Directors via email and to the Members at the AGM.

9.12 Executive Vacancies

- (a) A vacancy in an Executive position shall be determined to exist when:
 - (i) an Executive resigns from their position;
 - (ii) an Executive is removed from their position;
 - (iii) an Executive assumes the title and responsibilities of a vacant Executive position;
or
 - (iv) no nominations are received for a position during the Executive elections.
- (b) In the event an Executive position becomes vacant, the President and CEO, in consultation with the remaining Executive, shall delegate key tasks of the vacant position between the remaining Executive.
- (c) The remaining Executive(s) may assume the title and responsibilities of a vacant position, if said position immediately precedes their own position in the Executive hierarchy: President and CEO, Vice President Internal, Vice President Finance, Vice President Academic, and Vice President Community Engagement. This decision must be ratified by the Board of Directors.
- (d) Vacancies in any Executive position(s), anticipated or otherwise and however caused, shall be communicated to the Board of Directors and a call for nominations for the vacant position(s) shall be sent immediately to the Members. The remaining Executive shall be responsible for selecting a suitable candidate for the vacant position(s).

- (e) Ratification of this decision will be made at the next scheduled meeting of the Board of Directors. The newly elected Executive shall begin their duties immediately after ratification with their term expiring on May 30th.

9.13 Removal of an Executive

For reasons of grossly inappropriate or criminal behaviour, or violations of the Corporation's Human Rights Statement or University of Guelph Human Rights Policy, Members of the Executive may be removed by a two-thirds (2/3) majority vote by the Board of Directors.

This action is not in substitution for a grievance against the individual, complaints to the University of Guelph Human Rights and Equity Office, or criminal or civil charges, and these options may also be pursued.

A referendum to remove an Executive may be requested by submitting a completed Request to Remove form, available from the Office Manager with any of the following groups:

- (a) one-fifth (1/5) of the Membership;
- (b) two-thirds (2/3) voting Members of the Board of Directors; or
- (c) three-fifths (3/5) of the Executive Committee.

Upon receipt of a request to hold a referendum to remove an Executive, the President and CEO shall schedule a special meeting of the Board of Directors at which the referendum shall take place. This meeting shall take place no more than ten (10) days following receipt of the request. In the event the President and CEO is the position to be removed, the Vice President Internal shall be responsible for scheduling the special meeting.

In the case of 9.13 a), Members are allowed to attend and vote at the special meeting.

A two-thirds (2/3) majority vote of no-confidence of those present at the special meeting and voting is required to remove the Executive.

9.14 Executive Honoraria

Each Executive shall be paid an honorarium as set and determined by the Board of Directors.

The President and CEO shall receive an Honorarium in the amount of one thousand nine hundred and ninety-one dollars and fifty-two cents (\$1991.52) per month (effective May 1st, 2025) for the duration of their term. The honorarium shall increase annually by an amount in agreement with the Cost-of-Living Allowance (COLA).

The Vice President Internal, Vice President Finance, Vice President Academic, and Vice President Community Engagement shall each receive an honorarium in the amount of one thousand six hundred and fifty-nine dollars and sixty cents (\$1659.60) per month (effective May 1st, 2025) for the duration of their term. The honoraria shall increase annually by an amount in agreement with the Cost-of-Living Allowance (COLA).

In case of a conflict in honoraria received, it should be immediately reported to the President & CEO and Office Manager.

Executive honoraria shall be reviewed by the Board of Directors once a year, during the regularly scheduled January Board meeting.

9.15 Appointed Officers

General Provisions

As per the definition of Appointed Officers of the Corporation, the Appointed Officers of the Corporation are the Chair, the Chief Returning Officer, the Activities Coordinator and the Communications Coordinator.

The Corporation shall include one person appointed to each of the Appointed Officers of the Corporation's positions.

Each Appointed Officer of the Corporation shall be paid as outlined in their employee contract, as set and determined by the Board of Directors. The Board of Directors shall review Appointed Officer compensation prior to the signing of any appointed officer contract, with recommendation from the ad-hoc hiring committee.

Appointed Officers of the Corporation shall not hold a term of more than three (3) years.

Appointed Officers of the Corporation must:

- (a) Be a Member of the Corporation;
- (b) Not hold any other position on the Board of Directors while holding the position of Appointed Officer of the Corporation;
- (c) Not hold an elected Executive position while holding the position of Appointed Officer of the Corporation;
- (d) Not hold a CUPE#3913 Executive position.

The ad-hoc hiring committee shall be responsible for selecting a suitable candidate for the positions of Appointed Officer of the Corporation according to the following procedure:

- (a) vacancies in appointed positions shall be announced to the Members.
- (b) nominations for suitable candidates sought immediately upon any position becoming vacant.
- (c) applications for the vacant position(s) shall be received until a suitable candidate is chosen.

No appointed officer shall be permitted to exceed 10 hours per week.

An Appointed Officer may be removed from their position by either:

- (a) a two-thirds (2/3) majority vote of the Board of Directors at a regular or special meeting of the Board of Directors; or
- (b) a three-fifths (3/5) majority vote of the Executive Committee.

9.16 Chair

Those appointed to the Chair position should meet the following requirements:

- (a) Have previously served on the Board of Directors for at least six (6) months or have been a past executive Member.
- (b) Should have prior chairing or related experience.

The responsibilities of the Chair of the Board of Directors shall be:

- (a) to preside over all meetings of the Board of Directors and the Annual General Meeting;
- (b) to have a working knowledge of Robert's Rules of Order and the Bylaws;
- (c) to oversee General Meetings of the Corporation according to Robert's Rules of Order and the Bylaws, and in conjunction with the Vice President Internal, enforce the Bylaws at meetings of the Corporation;
- (d) as it pertains to meetings of the Board of Directors or the Annual General Meeting, to act as an advisor to Members of the Board of Directors on issues pertaining to Robert's Rules of Order and the Bylaws; and
- (e) to ensure that all routine items of the Corporation's business are discussed by the Board of Directors, or the Members in the case of the Annual General Meeting, and that all the agenda items are addressed.

The Chair shall receive compensation as outlined in their employment contract, as defined by the ad-hoc hiring committee in consultation with the finance committee and approved by the Board of Directors.

The Vice President Internal shall be responsible for fulfilling the responsibilities of the Chair while the position is vacant.

9.17 Chief Returning Officer

The responsibilities of the Chief Returning Officer (CRO) of the Corporation shall be:

- (a) to, in accordance with all relevant provisions of the Bylaws, preside over all elections, by-elections, and referenda; and
- (b) to have a working knowledge of the Bylaws.

The CRO shall receive compensation as outlined in their employment contract, as defined by the ad-hoc hiring committee in consultation with the Finance committee and approved by the Board of Directors.

The Vice President Internal shall be responsible for fulfilling the responsibilities of the CRO while the position is vacant.

9.18 Activities Coordinator

The Activities Coordinator shall be responsible for creating and organizing events, with the purpose of advancing the Corporation's mission and promoting the social, professional, and academic goals of University of Guelph graduate students. In particular, the Activities Coordinator shall:

- (a) Organize and execute all events, including regular (e.g., Trivia Nights, Monthly Stressbusters) and special events;
- (b) Create new and innovative events that respond to the needs of Members;
- (c) Liaise with Lookout staff to ensure that the Lookout remains the primary space for events;
- (d) Promote all events, in conjunction with the Communications Coordinator;
- (e) Act as a resource for the Corporation's Clubs in developing their events;
- (f) Sit on the Grad Lounge Sustainability Committee and the Volunteer Committee;
- (g) Be supervised by the Vice-President Academic; and
- (h) Work no more than 10 hours per week.

The Activities Coordinator shall receive compensation as outlined by their employment contract, defined by the ad-hoc hiring committee in consultation with the Finance committee and approved by the Board of Directors.

9.19 Communications Coordinator

The Communications Coordinator shall be responsible for executing all communications, including creating the monthly newsletter, maintaining the Corporation's social media accounts, advertising in university physical spaces, and updating the Corporation's website. In particular, the Communications Coordinator shall:

- (a) Create and update all communication materials (including physical posters and social media posts) used to promote activities, to be advertised across physical and digital platforms;
- (b) Create and advertise campaigns for business, including elections, Transit updates, and Health and Dental Plan updates;
- (c) Create a monthly newsletter to be distributed in collaboration with the VP Community Engagement;
- (d) Promote all events, in conjunction with the Activities Coordinator;
- (e) Act as a resource for Clubs promotions;
- (f) Sit on the UC Digital Signage Committee;

- (g) Be supervised by the VP Community Engagement; and
- (h) Work no more than 10 hours per week.

The Communications Coordinator shall receive compensation as outlined in their employment contract defined by the ad-hoc hiring committee in consultation with the finance committee and approved by the Board of Directors.

ARTICLE 10 COMMITTEES

10.1 General Committee Procedures

Standing committees and ad-hoc committees shall be called and chaired by an Executive to be decided on by the Executive Committee. The Executive Committee shall be responsible for appointing the chair of any ad hoc committee(s).

The ad-hoc hiring committee shall be formed according to the corresponding policy in the GSA Board Policy Manual whenever the Corporation aims to have an individual become an employee of the Corporation. This includes appointed officer positions.

Standing committees should have a minimum of three (3) Members in addition to the chair.

Quorum for all committees shall be a majority of the Members of said committee.

All Members of a committee, including the chair, shall be allowed to vote on all motions discussed at meetings of said committee. Motions discussed at committee meetings shall be decided by majority vote of the Members present at said meeting. In the case of a tie, the motion fails.

Minutes should be recorded for all standing committee meetings and provided to the Office Manager within seven (7) days of the meeting.

Committee vacancies will be filled according to a fair procedure decided upon by the Vice President Internal.

No Member may be denied Membership to any standing committee, where a vacancy exists, except in case of a conflict of interest.

The Members of the committee may request participation of non-Members of the Corporation in an advisory role, if necessary. In these circumstances, the same committee reporting procedures must be followed by the non-Member.

All committees shall record meeting minutes and make regular reports to the Board of Directors.

Additional ad hoc committees may be formed, where necessary, by a majority vote of the Board of Directors. No committee may be formed that would, in principle or de facto, remove, replace, restrict, or in any way reduce the power of the Board of Directors or its Executive, as outlined herein.

Upon completion of appointed task(s), ad hoc committees shall make a final report to the Board of Directors on their actions and recommendations, and unless otherwise instructed shall then be dissolved.

Whether or not an ad hoc committee has fulfilled its mandate, it may be dissolved at any time by a majority vote of the Board of Directors.

A Member of the standing committee(s) may be recalled and replaced after three (3) consecutive absences from meetings of said committee.

Recall of a representative may be requested by:

- (a) the standing committee to which they have been appointed;
- (b) a two-thirds (2/3) majority vote of the Board of Directors; or
- (c) a majority of the Executive Committee.

Standing Committees include:

- (a) Bylaws Committee
- (b) Finance Committee
- (c) Grad Student Lounge Sustainability Committee
- (d) Equity Committee
- (e) Volunteer Committee

10.2 Bylaws Committee

The mandate of the Bylaws Committee shall be to provide critical examination and evaluation of the Bylaws and policies and any proposed changes to the Bylaws and policies and to ensure the integrity of the Bylaws and policies.

In addition to the general committee procedures, the Bylaws Committee shall:

- (a) create new bylaws and policies where appropriate and update current bylaws and policies, subject to approval by the Board of Directors;
- (b) make recommendations for change(s) to bylaws and governing policy, if any, at the Annual General Meeting and, where necessary, at meetings of the Board of Directors;
- (c) be responsible for reviewing any referendum question(s) referred by the Board of Directors;
- (d) be chaired by the Vice President Internal; and
- (e) meet at least once prior to the Annual General Meeting, ideally once per Fall and Winter semester.

10.3 Finance Committee

The mandate of the Finance Committee shall be to oversee the finances of the Corporation as to how they pertain to advancing the academic goals of graduate students as per the mission statement of the Corporation.

In addition to the General Committee procedures as outlined in Article 10.1, the Finance Committee shall:

- (a) assist the Vice President Finance in creating the annual budget, bursaries and awards, and in preparing financial updates. Current terms and conditions of Grants and Bursaries are maintained by the Corporation's Office Manager;
- (b) be chaired by the Vice President Finance
- (c) meet at least once per month, in Fall and Winter semesters and as needed in accordance with grant application deadlines and to review Honoraria.

No Member of the Finance Committee shall be permitted to attend meetings in which their own application for financial resources is being considered. Except VP Finance (or the executive chairing the Finance Committee in absence of VP Finance) all other executive Members may apply for financial resources during their term.

10.4 Grad Student Lounge (Lookout) Sustainability Committee

The mandate of the Grad Student Lounge Sustainability Committee is to develop short- and long-term goals for the Grad Student Lounge to achieve and maintain financial sustainability.

In addition to the general committee procedures outlined in Section 10.1, the Grad Student Lounge (Lookout) Sustainability Committee shall:

- (a) review all financial statements and proposed budgets of the Grad Student Lounge (Lookout);
- (b) develop short- and long-term goals related to Grad Student Lounge (Lookout) Operations;
- (c) be chaired by the President and CEO;
- (d) have at least three (3) Members consisting of Vice President Finance, and two (2) General Directors;
- (e) in addition to committee Members, have the Activities and Communications Coordinator participate in a non-voting advisory capacity; and
- (f) meet at least once per month.

10.5 Equity Committee

The mandate of the equity committee is to liaise with communities or groups experiencing equitable issues at the University and communicate updates and recommendations to the Board of Directors as required. This committee will be chaired by a member of the executive committee, as

determined by the executive committee. The equity committee will meet at least once (1) per month, unless otherwise agreed upon by a majority vote of the equity committee.

The responsibilities of this committee include, but are not limited to:

- a) Engage with University groups advocating for equity
- b) Provide recommendations to the Board regarding statements or actions that advance the resolution of equity issues at the University
- c) Act as a resource of information on the equity seeking activities of groups on campus and be knowledgeable of the GSA's and University Administrators position(s)
- d) Act as called upon by the Board of Directors when arising business speaks to the portfolio of which the equity committee oversees

10.6 Volunteer Committee

The mandate of the Volunteer Committee is to develop, plan and execute events that advance the academic, professional or social development of graduate students as per the Corporation's mission statement.

In addition to the general committee procedures outlined in Section 10.1, the Volunteer Committee shall:

- (a) assist the Activities and Communications Coordinator in creating, planning and running events throughout the semester as well as daily during Fall Orientation Week;
- (b) be chaired by the Vice President Academic;
- (c) have at least five (5) General Directors on the committee;
- (d) hold all events at the Grad Student Lounge; and
- (e) plan and coordinate all event dates for the semester at beginning of each semester with the Grad Student Lounge Manager.

10.7 regularly review and update the University Committees

University committees are those committees that engage in processes of governance that oversee matters of academia, administration objectives, and matters related to the administration of the University.

The Vice President Internal shall be responsible for appointment of Members of the Board of Directors to University committees as representatives where a graduate or GSA seat has been provided.

The Executive Committee, as a group, shall be responsible for appointing an Executive(s) to represent the Corporation on University Committee(s) requiring Executive Membership.

Duties of appointed representatives on University committees shall be to:

- (a) attend all meetings required by their position or, if permitted by the committee, arrange for an alternate representative to attend;

- (b) seek input from the Board of Directors on business arising at committee meetings, where required;
- (c) inform the Executive Committee of matters requiring urgent attention; and
- (d) make regular reports to the Board of Directors as to the proceedings of the University committee to which they are appointed.

A representative on a University committee may be recalled and replaced if they fail to fulfill the duties of representing the Corporation on said committee or after three (3) absences from meetings of said committee. Recall of a representative may be requested by:

- (a) the University committee to which they have been appointed;
- (b) a two-thirds (2/3) majority vote of the Board of Directors; or
- (c) a three-fifths (3/5) majority vote of the Executive Committee.

It is the responsibility of the Corporation's representative to inform the Vice President Internal of committee absences. Any dispute regarding the replacement or removal of the Corporation's representative from a committee may be reviewed by the Bylaws Committee.

ARTICLE 11 REFERENDA

11.1 Referendum Questions

Any referendum question must consist of a preamble and a clearly stated proposition requiring a "Yes" or "No" answer.

Any referendum question shall be brought to the Board of Directors for consideration and a referendum shall be held upon approval of the question by a two-thirds (2/3) majority vote. The Board of Directors may refer any referendum question to the Bylaws Committee for review before final approval.

No referendum shall be held on the same or similar question(s) within two (2) years of the previous question(s) being asked, except for a referendum required for policy or contractual obligations.

11.2 Conducting Referenda

Unless deemed otherwise by the Board of Directors, any referendum shall be held in conjunction with the Executive election process and shall therefore follow the same procedures for campaign, voting, ballot distribution, and results.

The CRO shall give notice of a referendum to the Members at least fourteen (14) calendar days before the last day to register for a "Yes" or "No" campaign.

The ballot displaying the question shall have a preamble and a clearly worded proposition that requires a "Yes," "No," or "Decline" answer.

Quorum for a vote on a referendum question shall be ten percent (10%) of the Membership of the Corporation. The decision of the voting Members shall be based on the answer receiving the majority of votes. In the event of a tie, the referendum fails.

11.3 Referendum Campaigns

“Yes” and/or “No” campaigns shall be conducted according to the following procedures:

- (a) all Members of the Corporation are allowed to conduct a “Yes” or “No” campaign. Any Member wishing to conduct either a “Yes” or “No” campaign during any referendum must officially register their campaign with the CRO by 4:30 pm (EST) on the last working day prior to the start of the campaign period for which the referendum is being conducted;
- (b) the Board of Directors may officially take a “Yes” or “No” position on any referendum question which must be voted on during a meeting of the Board of Directors;
- (c) there shall be only one official “Yes” campaign and one official “No” campaign for each referendum; and
- (d) a representative from each of the campaigns shall attend an information session organized and conducted by the CRO immediately following the campaign registration deadline. Failure to attend the information session shall result in the disqualification of official campaign status.

11.4 Campaign Materials

- (a) each campaign is permitted to submit a statement of up to five hundred (500) words in length to the CRO to be distributed to the Members. The CRO has the authority to refuse to distribute any statement that exceeds the word limit or is determined to be libelous or offensive in nature.
- (b) the CRO shall review all campaign materials, including all material posted on social media, prior to publishing to ensure that they are not all libelous or offensive. If any campaign material is published without permission, the CRO can choose to remove that position’s representation from the campaign.
- (c) campaign spending shall be limited to seventy-five dollars (\$75.00) per campaign. Campaign materials for which a candidate is charged less than the market value shall be accounted for in the campaign spending limits at fair market value as determined by the CRO.
- (d) campaign expenses shall be reimbursed to the candidate by the Corporation upon receipt of a summary of expenses, along with receipts, which shall be submitted to the CRO on the last day of the campaigning period.

11.5 Referendum Results

Referendum results shall be determined and reported as per the following procedures:

- (a) the CRO shall obtain the referendum results following the voting period.
- (b) for any referendum, the answer with the greatest number of votes shall be declared the outcome. In the event of a tie, the referendum fails.

the CRO shall prepare a summary report outlining the results of the referendum and the total number of votes cast for each question. This report shall be presented to the Board of Directors via email and to the Members at the AGM.

ARTICLE 12 POLICIES AND CONTRACTUAL AGREEMENTS

12.1 Policies and Operations

The Corporation's Policies and Operations document shall govern the day-to-day operations of the Corporation.

12.2 Student Organization Policy

The Corporation is a recognized Primary Student Organization at the University and shall be required to abide by all University policies and procedures, as outlined in the Student Organization Policy.

12.3 Universal Bus Pass

The University Bus Pass contract is between the City of Guelph/Guelph Transit and the Corporation and organized through the CSA/GSA Transit Committee.

The Universal Bus Pass shall be distributed to graduate students by the Corporation according to the Universal Bus Pass policy.

12.4 Health and Dental Plan

The Health and Dental Plan contract is between an insurance broker and the Corporation and is managed by the Student Health and Dental Plan Committee.

The Health and Dental Plan shall be administered by the Student Benefits Office at the University.

12.5 Petitions, Delegations, and Representation

The mandate of the Petitions, Delegations, and Representation (Activities Grant) policy shall be to distribute funds available to organizations and groups hosting events that advance the mission statement of the Corporation.

The Corporation shall make funds available for the direct purpose of distribution to organizations and groups seeking funds through the Activities Grant application process.

The distribution of Activities Grant funds shall be in accordance to the following procedures:

- (a) Activities Grant request form, referred to as the Graduate Student Association Activities Grant (PDR) Application, shall be available from the Office Manager and on the Corporation's website.
- (b) only requests advancing the mission statement of the Corporation shall be considered;
- (c) applications will be accepted on a first-come-first-served basis and up to three (3) qualifying applications will be considered per meeting of the Board of Directors (no applications considered during the AGM or during special meetings);
- (d) no organization or group may request funding, through the Activities Grant process, more than once during a fiscal year (May 1 to April 30);
- (e) organizations or groups requesting funding through the Activities Grant process must provide a detailed description of proposed activities, including a detailed budget, and must be for events that have not yet occurred;
- (f) funding request must be submitted to the Office Manager at least ten (10) days before the next meeting of the Board of Directors; and
- (g) Activities Grant presentations shall not exceed five (5) minutes. The Board of Directors shall be permitted to ask questions of the presenter following the presentation, after which any individual present connected with the Activities Grant being discussed shall leave the meeting until a decision has been made.
- (h) Activities grants requesting a value less than or equal to Five-Hundred dollars (\$500) shall be evaluated by the Finance committee for approval. Those requesting funds equal to or in excess of five-hundred dollars (\$500) shall require approval by the Board of Directors at a regular meeting, or members at an annual meeting.

ARTICLE 13 FINANCIAL PROCEDURES

13.1 Investments

- (a) Upon receipt of student fees each semester, bus pass, health and dental plan, and Membership fees shall be entered into short term Guaranteed Investment Certificates (GICs) until the funds must be dispensed according to contractual obligations (bus pass, health plan, dental plan) or required for operations (GSA Membership fees).
- (b) Section 13.1 is subject to budgetary considerations as may be determined by the Executive Committee.

13.2 Savings

- (a) Budget permitting, five percent (5%) of Membership fees received each semester are to be deposited into a savings instrument.
- (b) These funds may be spent only upon approval by the Board of Directors.

- (c) Decisions of the expenditure of such funds must receive two-thirds (2/3) majority vote of the Members of the Board of Directors in attendance at a duly called meeting of the Board of Directors.
- (d) Such funds are only to be spent on capital expenditures and special initiatives of the Corporation.
- (e) Such funds may not be spent to support legal costs of Members or initiatives that are not endorsed by the Corporation.

ARTICLE 14 THE LOOKOUT

14.1 The Lookout

- (a) The Lookout is co-owned by the Corporation and the University Centre and managed by the University Centre. This relationship is described as per “OPERATIONAL PARTNERSHIP MEMORANDUM OF UNDERSTANDING”
- (b) A financial summary shall be presented to the Board of Directors once per term, excluding the summer semesters.
- (c) A draft budget shall be presented for information at the Annual General Meeting and a finalized budget shall be presented for approval by the Executive Committee in September.

14.2 Office Manager

- (a) The Office Manager shall oversee the operation of the Corporation’s office in accordance with the Bylaws.
- (b) The Office Manager shall report directly to the President, followed by the Vice President Internal, Vice President Finance, Vice President Academic, and Vice President Community Engagement.
- (c) The Office Manager shall act as a liaison to the Board of Directors, the Members, and the University community.
- (d) Duties of the Office Manager are as per the contractual agreement on file in the Corporation’s office.

ARTICLE 15 BYLAWS AND POLICY DEVELOPMENT

15.1 Policies and Operations Document

Any Member of the Board of Directors may recommend amendments to the current Policies and Operations document at a meeting of the Board of Directors.

Motions presented to the Board of Directors requesting amendment(s) to the Policies and Operations document shall require a majority vote.

Amendments to the Policies and Operations document passed by the Board of Directors must be ratified by the Membership at a duly called AGM. Amendments will be considered to be in effect until confirmation at the Annual General Meeting.

No amendments to the Policies and Operations document shall invalidate or contradict a current standing Bylaw.

15.2 Bylaw Amendments

Amendments to the Bylaws can include the addition of Appendices containing pertinent information in relation to any section of the Bylaws.

Any Member of the Bylaws and Constitution Committee may recommend amendments to the current Bylaws, during a meeting of the Bylaws and Constitution Committee.

Any such amendments must be approved by the Bylaws Committee for recommendation to the Board of Directors, during a Bylaws Committee meeting.

Any amendments recommended by the Bylaws Committee must be approved by the Board of Directors, during a regularly scheduled Board meeting. These recommendations may be approved by the Board of Directors. Any such By-law or amendment approved by the Board of Directors at a regular meeting shall be effective from the date of resolution, as outlined in Article 21.

Any Member of the Board of Directors may recommend amendments to the current Bylaws governing the activities of the Corporation at a meeting of the Board of Directors.

Motions presented to the Board of Directors requesting amendment(s) to the Bylaws shall require two-thirds (2/3) majority vote of the Board of Directors to be implemented.

Any such recommendations for amendments to the Bylaws may be referred to the Bylaws Committee for further discussion if deemed necessary by the Board of Directors. The Bylaws Committee will present their recommendation(s) at the next regularly scheduled meeting of the Board of Directors.

Amendment(s) to the Bylaws adopted by the Board of Directors will be presented for ratification by the Members at the AGM. Voting on all such amendments accruing over the year may be done en masse at the AGM during the Bylaws ratification.

The Board of Directors or Bylaws Committee may not decide on matters influencing any graduate student fee, or on pre-existing contractual obligations, and such matters may only be decided by referendum, as per Article 11.

ARTICLE 16 COUNCILS

Accredited Graduate Councils are established to create a community for graduate students in a given College. Under the Office of Student Affairs' Student Organization Policy (SOP), Graduate Councils may be established as Accredited Student Organizations (ASOs) if they meet the requirements set forth in this section of the bylaws, the SOP, and the Graduate Council Policy.

The VP Academic serves as an organizational support for all Graduate Councils. This support includes advising Councils on their management of events, conflict resolution, and governance. The Office of Student Affairs is an additional university support for all Graduate Councils.

Graduate Councils may be accredited by following the accreditation procedures set by the Office of Student Affairs, in accordance with the SOP. Councils must submit an application for accreditation in the Fall semester of each academic year they wish to initiate or maintain accreditation. The VP Academic and the Office of Student Affairs are responsible for reviewing and approving accreditation requests.

In addition to the requirements set in the SOP, in order to establish or maintain accreditation, Graduate Councils must submit an annual budget and list of planned events for the year as part of their accreditation application.

Graduate Councils must create and maintain a constitution, which complies with the SOP, bylaws, the Graduate Council Policy, and all other relevant university or Corporation policies.

Graduate Councils must be governed by at least three (3) executive Members, two (2) of which are to be given financial signing authority. Executive Members must be registered graduate students at the University of Guelph. Graduate Councils must be composed of at least five (5) Members who are registered graduate students at the University of Guelph, including the executive Members.

Graduate Councils are entitled to regular financial support from the Corporation, as determined by the Volunteer Committee, following procedures outlined in the Graduate Council Policy. Graduate Councils are entitled to apply for additional funding, including but not limited to PDR funding.

If a Graduate College Council is non-compliant with the SOP, bylaws, the Graduate Council Policy or any other university or policy that pertains to them, their accreditation may be reviewed by the VP Academic or the Office of Student Affairs. If non-compliance is repeated or severe, the VP Academic reserves the right to recommend to the Board of Directors or the Office of Student Affairs that the non-compliant Graduate College Council's accreditation be suspended. A Graduate College Council's accreditation may only be suspended or revoked by the Board of Directors or the Office of Student Affairs, following procedures outlined in the SOP or the Graduate Council Policy.

ARTICLE 17 CONFLICT OF INTEREST

17.1 Conflict of Interest

A Director and an Officer shall disclose to the Corporation or request to have entered in the minutes of meetings of the Directors any conflict of interest in accordance with the Act.

ARTICLE 18
PROTECTION OF DIRECTORS AND OFFICERS

18.1 Duties of Directors and Officers¹⁵

Every Director and Officer in exercising such a person's powers and discharging such person's duties shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer shall comply with the Act, Articles, By-law and policies of the Corporation.

18.2 Limitation of Liability¹⁶

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 their part, or for any other loss, damage or misfortune that shall happen in the execution of the duties of their office or in relation thereto. Nothing herein shall relieve any Director or Officer from the duty to act in accordance with Subsection 18.1 and the applicable law or from liability for any breach thereof.

18.3 Indemnity¹⁷

- (a) Subject to the Act, 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 any amounts 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 advance monies to a Director, Officer or other individual for the costs, charges and expenses of a proceeding referred to in Subsection 18.3(a). The individual shall repay the monies if he or she does not fulfill the conditions of Subsection 18.3(c).
- (c) The Corporation shall not indemnify an individual under Subsection 18.3(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 their conduct was lawful.

¹⁵ This provision reflects mandatory requirements of the ONCA.

¹⁶ This provision reflects mandatory requirements of the ONCA.

¹⁷ This provision reflects mandatory requirements of the ONCA.

- (d) The Corporation may also indemnify the individuals referred to in Subsection 18.3(a) in such other circumstances as the Act or the law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

18.4 Insurance¹⁸

- (a) The Corporation may purchase and maintain insurance for the benefit of an individual referred to in Article(s) 6, 9 and 14 against any liability incurred by the individual,
 - (i) in the individual's capacity as a Director or Officer; or
 - (ii) in the individual's capacity as a Director or Officer, or a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.
- (b) The Corporation may not purchase insurance described in Subsection 18.4(a), unless:
 - (i) the Corporation complies with the *Charities Accounting Act* or a regulation made under that Act that permits the purchase; or
 - (ii) a Director or Officer obtains an order of the court authorizing the purchase.

ARTICLE 19 NOTICE

19.1 Method of Giving Notice

Unless otherwise required by the Act, any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) under the Act, the Articles, the By-laws or otherwise to a Member, Director, Officer, Member of a Committee of the Board, the auditor or any other person who is entitled to receive notice shall be sufficiently given if:

- (a) delivered personally to the person to whom it is to be given or delivered to such person's address as shown in the records of the Corporation;
- (b) mailed to such person at such person's recorded address; or
- (c) sent to such person by transmitted, recorded or any other electronic means in accordance with the applicable electronic commerce legislation.

19.2 Deemed Receipt of Notice

- (a) A notice:
 - (i) delivered in accordance with Article 19.1(a) shall be deemed to have been given when it is delivered personally or to the recorded address;

¹⁸ This provision reflects mandatory requirements of the ONCA.

- (ii) mailed in accordance with Article 19.1(b) shall be deemed to have been received on the fifth day after it was sent; and
 - (iii) sent by transmitted, recorded or any other electronic means in accordance with Article 19.1(c) shall be deemed to have been given when it enters an information system outside the sender's control or, if the sender and the addressee use the same information system, when it becomes capable of being retrieved and processed by the addressee.
- (b) The Office Manager may change or cause to be changed the recorded address of any Member, Director, Officer, or auditor in accordance with any information believed by the Office Manager to be reliable.

19.3 Undelivered Notices¹⁹

If any notice given in accordance with Article 19.1 is returned on three (3) consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notices until such person informs the Corporation in writing of the person's new address.

19.4 Proof of Service.

A certificate of the Chair, or the Office Manager of the Corporation or of any other 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 a Member, a Director, Committee Member, Officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every Member, Director, Committee Member, Officer or auditor of the Corporation, as the case may be.

19.5 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Committee Member, Officer or auditor, the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with this By-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

19.6 Waiver of Notice²⁰

Any Member, proxyholder, Director, Officer, or auditor of the Corporation may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a Committee, which may be given in any manner.

¹⁹ This provision reflects mandatory requirements of the ONCA.

²⁰ This provision reflects mandatory requirements of the ONCA.

**ARTICLE 20
DISPUTE RESOLUTION**

20.1 Dispute Resolution

If a dispute or controversy among the Corporation, its Members, Directors, Officers or Member of a Committee arising out of or related to the By-laws or out of any aspect of the activities or affairs of the Corporation is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by a process of dispute resolution as follows to the exclusion of such persons instituting a lawsuit or legal action:

- (a) The dispute shall be settled by arbitration before a single arbitrator, in accordance with the *Arbitration Act, 1991* (Ontario) or as otherwise agreed upon by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and not be subject to appeal on a question of fact, law or mixed fact and law; and
- (b) All costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

**ARTICLE 21
ENACTMENT, REPEAL AND AMENDMENT OF BY-LAW**

21.1 Enactment, Repeal and Amendments

- (a) Subject to the Act and the Articles, the Board may, by resolution, make, amend or repeal any By-law. 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. 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.
- (b) Any By-Law signed by all of the Directors and confirmed by all of the Members in writing is as valid and effective as if passed at a meeting of Directors or Members duly called, constituted and held for that purpose.

**ARTICLE 22
TRANSITION PROVISIONS**

22.1 Members

Upon this By-law coming into effect, the Members at the time when this By-law comes into effect shall continue to be the Members under this By-law.

22.2 Directors and Officers

Upon this By-law coming into effect, the Directors and Officers then in office at the time when this By-law comes into effect shall continue to remain in office for the remainder of their respective term until their respective successors are elected in accordance with this By-law.

ENACTED by the Directors of the Corporation this _____ day of _____, 2025.

Chair of the Board

GSA Vice President Internal

CONFIRMED by the Members of the Corporation this _____ day of _____, 2025.

Chair of the Annual Meeting

GSA Vice-President Internal

ARTICLE 24 - APPENDIX I

Graduate Departments recognized by the University of Guelph Office of Graduate Studies.

- Accounting
- Animal Biosciences
- Bioinformatics
- Biomedical Sciences
- Biophysics
- Biotechnology
- Chemistry
- Clinical Studies
- Computer Science
- Criminology and Criminal Justice Policy
- Economics and Finance
- Engineering
- English & Theatre Studies
- Environmental Design and Rural Development
- Environmental Sciences
- Fine Arts & Music
- LANG Executive Programs
- Family Relations and Applied Nutrition
- Food Science
- Geography, Environment, & Geomatics
- History
- Hospitality and Tourism
- Human Health and Nutritional Sciences
- Integrative Biology
- International Institute of Critical Studies in Improvisation
- Languages and Literature
- Management
- Marketing and Consumer Studies
- Mathematics and Statistics
- Molecular and Cellular Biology
- Pathobiology
- Philosophy
- Physics
- Plant Agriculture
- Political Science
- Population Medicine
- Psychology
- Public Health
- Social Practice and Transformational Change
- Sociology & Anthropology

- Veterinary Science