



2026 ANNUAL GENERAL MEETING MATERIALS

Wednesday, March 25, 2026

5:30 p.m.

The Lookout & Microsoft Teams

Table of Contents

AGENDA.....	- 3 -
GSA 2025 Annual General Meeting Minutes	- 5 -
Proposed GSA Bylaw Amendments	- 23 -
GSA Executive Annual Reports	- 24 -
GSA President and CEO – Yusra Hasan	- 25 -
GSA Vice President Internal.....	- 31 -
GSA Vice President Finance – Ayush Chawla	- 32 -
GSA Vice President Academic – Olivia Gibson	- 34 -
GSA Vice President Community Engagement – Spandana Chereddy.....	- 38 -



2026 GSA ANNUAL GENERAL MEETING

Quorum 100 Votes – Electronic proxies due 12:00 p.m., March 25, 2026

AGENDA

5:30 p.m. Call to Order – Kathleen Nolan, Chair

Territorial Acknowledgement

We acknowledge that the University of Guelph resides on the ancestral lands of the Attawandaron people and the treaty lands and territory of the Mississauga's of the Credit. We recognize the significance of the Dish with One Spoon Covenant to this land and offer our respect to our Anishinaabe, Haudenosaunee and Métis neighbours as we strive to strengthen our relationships with them.

Today, this gathering place is home to many First Nations, Métis and Inuit peoples and acknowledging them reminds us of our important connection to this land where we learn and work.

Opening Remarks, Introductions and Meeting Format – Kathleen Nolan, Chair

Approval of Agenda:

MOTION #1: B.I.R.T. the Agenda for the March 25, 2026, GSA Annual General Meeting be approved as presented.

Approval of Minutes:

MOTION #2: B.I.R.T. the Meeting Minutes for the March 26, 2025, GSA Annual General Meeting be approved as presented.

5:45 p.m. Auditor Report & Ratification, (FY 2024-2025) – Brenden Billai, RLB LLP

MOTION #3: B.I.R.T. the Chartered Accounting firm of RLB LLP be ratified for the fiscal year May 1, 2025, to April 30, 2026.

6:00 p.m. 2025-2026 Provisional Fiscal Budget Presentation – Ayush Chawla, VP Finance

MOTION #4: B.I.R.T. the GSA 2025-2026 Fiscal Budget be approved as presented.



6:15 p.m. Constitution and Bylaw Amendments – Spandana Chereddy, VP Community Engagement

MOTION #5: B.I.R.T. the amendments to the Graduate Students' Associations' Constitution and Bylaws be approved as presented.

6:30 p.m. Executive Annual Reports

- President and CEO – Yusra Hasan
- VP Internal (Position Vacant; report presented by Olivia Gibson, VP Academic)
- VP Finance – Ayush Chawla
- VP Academic – Olivia Gibson
- VP Community Engagement – Spandana Chereddy

7:00 p.m. Open Forum

- AGM Prize Winners – Yusra Hasan
- Other Business

8:00 p.m. Adjournment

MOTION #6: B.I.R.T. the 2026 Graduate Students' Association Annual General Meeting be adjourned.



GSA 2025 Annual General Meeting Minutes

Wednesday, March 26, 2025, 5:30 p.m.
The Lookout / Microsoft Teams

ATTENDEES PRESENT

GSA Executives	
Emily Minard	President and CEO
Jacob Yates	Vice President Internal
Mingze Li (Marcellus)	Vice President Finance
M. Manjurul Islam	Vice President Academic
Rebecca Randle	Vice President Community Engagement
General Directors	
Akierah Binns	Black Student Representatives
Mavis Opoku	
David Bahrami	Biomedical Science
Grace Goderre	
Nabhan Refaie	Business Management
Lynn Courville	
Roodiya Awosanmi	Chair
Okoroike Ozoemena	Chemistry
Michael Capperault	
Spandana Chereddy	Computing and Information Science
Yusra Hasan	Engineering
Alexander Urtheil	
Yuxin Hu	Food Science
Elizabeth Heaton	History
Barbara Hyde-Lay	Human Health and Nutritional Sciences
Ashly Sharma	
Siamoy Stewart	Hospitality, Food and Tourism Management
Juno McGowan	LGBTQ2SIA+ Student Representative
Olivia Gibson	OVC Population Medicine
Erin Howard	Pathobiology
Samantha Dobson	
Sydney LeBlanc	Political Science and International Development



5:30 p.m. | Call to Order: Roodiya Awosanmi, Chair

Quorum of 100 met.

Opening Remarks and Meeting Format: Roodiya Awosanmi

Voting Platform - NemoVote

The Territorial acknowledgement was shared by the Chair.

Approval of Agenda:

MOTION #1 B.I.R.T. the Agenda for the March 26th, 2025, GSA Annual General Meeting, be approved as presented.

Motioned by O. Ozoemena, seconded by G. Goderre. *Motion carried.*

Approval of Minutes:

MOTION #2: B.I.R.T. the GSA Meeting Minutes of March 27th, 2024, be approved as presented.

Motioned by M. Capperault, seconded by G. Goderre. *Motion carried.*

5:48 p.m. | State of the GSA, GSA President and CEO

E. Minard addressed the membership regarding the current state of the GSA and the challenges faced by graduate students during the academic year. She highlighted concerns regarding the lack of consultation and consideration from University administration on decisions impacting graduate students.

She specifically noted:

- The removal of the graduate settlement payment option.
- The discontinuation of the Tri-Council Scholarship Top-Up fund, resulting in financial hardship for graduate students.
- The reduction in housing security following the conversion of West Residence (Family Housing) into undergraduate student housing.
- The impact of undergraduate over-enrolment, which has placed significant strain on graduate Teaching Assistants and instructors, stretching them beyond capacity.
- The implementation of the new HR system, which resulted in widespread payroll issues, with many graduate students experiencing delayed payments for weeks or months.

E. Minard emphasized that the GSA has actively advocated on these matters by



meeting with University administration, raising concerns at multiple governance levels, submitting formal correspondence, and participating in numerous committees to ensure that graduate student voices are represented and heard.

5:53 p.m. | Auditor Ratification (FY 2023–2024) – GSA President and CEO

E. Minard reported on the performance of the GSA’s external auditor, noting that the firm has consistently demonstrated accuracy, engagement, and timeliness in completing the Association’s audits.

MOTION #3: B.I.R.T. the Chartered Accounting firm of RLB LLP be ratified for the fiscal year May 1, 2024 to April 30, 2025.

Motioned by M. Capperault, seconded by G. Goderre. *Motion carried.*

5:56 p.m. | 2024–2025 Provisional Fiscal Budget Presentation – Mingze Li (Marcellus), GSA VP Finance

M. Li presented the proposed 2024–2025 fiscal budget (as included in the AGM materials).

The presentation highlighted:

- A surplus carried forward from the previous fiscal year.
- A commitment to maintaining a sustainable and financially robust position for the Association.
- Revenue streams derived from guaranteed reserve funds and investments.
- Continued allocation of funds toward graduate student bursaries.
- An enhancement of bursary funding to better meet the financial needs of graduate students

MOTION #4 B.I.R.T. the GSA 2024 Fiscal Budget be approved as presented.

Motioned by G. Goderre, seconded by M. Capperault. *Motion carried.*

6:04 p.m. | GSA Bylaws Amendment – Jake Yates, GSA VP Internal

J. Yates spoke regarding his role as VP Internal and presented the proposed amendments to the GSA Constitution and By-Laws. He noted that the Association engaged the law firm **Torys LLP** to ensure the revised bylaws are compliant with the Ontario Not-for-Profit Corporations Act (ONCA). The proposed amendments were included in the AGM materials.

Key changes highlighted included:

- An increase to the GSA Executive honorarium.



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- Establishing the Equity Committee as a standing committee, including a clearly defined purpose and mandate.
 - Extending executive terms to allow for a structured transition period, creating overlap between outgoing and incoming executives to support continuity and role transition.

MOTION #5: B.I.R.T. the Amendments to the Graduate Students' Association Constitution & By-Laws be accepted as presented.

Motioned by M. Manjurul, seconded by O. Gibson. *Motion carried.*



Executive/Staff Reports

6:12 p.m. | GSA President and CEO, Emily Minard – Annual Report Presentation

E. Minard presented an Annual Report and provided updates on the following topics:

Executive Committee Leadership

As Chair of the Executive Committee, E. Minard:

- Met with GSA Executives on a biweekly basis.
- Reviewed portfolio updates and progress reports from each Executive.
- Facilitated discussions on advocacy priorities, funding allocations, and operational planning.

Food Prescription Program

E. Minard provided an update on the Food Prescription Program, launched in 2023 to address food insecurity among graduate students.

- The program provides enrolled students with a weekly grocery allowance in the form of gift cards (\$25 per week).
- Students are referred through a “prescribing” process, whereby supervisors, TAs, course instructors, staff/faculty, GSA Executives, and Graduate Directors can recommend students after completion of a short questionnaire.
- Students with dependents receive an increased weekly allowance.
- A proposal was brought forward to the Board of Directors to allocate \$100,000 from GSA reserves to sustain the program over three years, recognizing the growing issue of food insecurity.
- The funding supports up to 110 graduate students over three years and increased the weekly allowance to \$35.
- Additional funding was secured to extend coverage to GSA staff following the program’s expansion.

GSA Website Overhaul

E. Minard reported on the successful redevelopment of the GSA website:

- The website now operates independently from the University of Guelph’s web system.
- The main page features major updates, information regarding the Health & Dental Plan, awards, and bursaries.



-
- A new event calendar was introduced to provide up-to-date information on GSA programming.
 - Future plans include incorporating tuition payment deadlines, relevant college and departmental events, and additional student resources.

Student Life Enhancement Fund (SLEF)

E. Minard outlined developments related to the Student Life Enhancement Fund:

- SLEF is a committee responsible for reviewing and approving student-led initiatives funded through student fees.
- Approximately \$180,000 accumulated during the COVID-19 years due to limited programming.
- A SLEF Working Group was established to develop a major funding call in Summer 2024, inviting proposals (up to \$180,000) from students who contribute to the SLEF fee for initiatives that would significantly enhance student life.
- Four initiatives were ultimately approved, including two submitted by the GSA.

Compulsory Fees Committee

E. Minard provided an update on ancillary fee governance:

- The committee reviews student ancillary fees and tuition adjustments.
- Fees are typically increased annually in line with the Consumer Price Index (CPI), which was 2.4% this year.
- Individual groups may apply for an additional increase of up to 3%.
- All proposed fee increases were approved at the committee meeting, noting limited student representation.
- In response, E. Minard drafted a joint letter with the CSA President to Senate advocating for improved procedures. The letter highlighted concerns about significant fee increases being approved by a small committee (11 members) and recommended that future increases be decided via student referendum to ensure broader participation.

Miscellaneous Updates

E. Minard also reported on:

- Attendance at a City of Guelph housing affordability event alongside R. Randle and M. Li.



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- Ongoing renovations to The Lookout.
 - Completion of Fire Warden training with M. Morris.
 - Collaboration with CUPE 3913 on the #SaveOurSchool campaign, including planned tabling and outreach events at the University Centre.

Crisis Settlement Payment Option

E. Minard noted that the Crisis Settlement Payment Option has ended. Feedback is currently being collected regarding preferred structures for tuition installment plans. A seven-installment structure was implemented this semester; however, its continuation remains uncertain. Coordination is ongoing with B. Bradshaw regarding next steps.



6:26 p.m. | GSA VP Internal, Jake Yates – Annual Report Presentation

J. Yates presented an Annual Report and provided updates on the following topics:

Governance and Committee Leadership

- Chaired meetings of the Bylaws Committee.
- Chaired meetings of the Equity Committee.
 - Developed and distributed polls to gather graduate student feedback, including concerns related to the new HR payroll system.
 - Coordinated efforts to collect graduate student input on the University's Sexual and Gender-Based Violence Policy and submitted consolidated feedback for review.

Student Life Enhancement Fund (SLEF)

- Identified a need for dedicated graduate student space based on student feedback.
- Worked with the GSA Executive team to explore leveraging existing office space to address this need.

Graduate Student Planning and Advocacy

J. Yates reported engagement on several priority issues:

- Graduate student funding, including advocacy related to the loss of the Tri-Council Scholarship Top-Up.
- Graduate student housing concerns.
- Graduate student well-being, including student learning experiences and student affairs.
- Increasing graduate student engagement with the GSA through targeted outreach.

Board Oversight

- Oversaw the Board of Directors.
- Prepared and set agendas for monthly Board Meetings.

University Centre (UC) Tabling Improvements

- Improved UC tabling initiatives.
- Expanded collaborations, including partnership efforts with CUPE 3913.



6:30 p.m. | GSA VP Finance, Mingze (Marcellus) Li – Annual Report Presentation

M. Li presented an Annual Report and provided updates on the following topics:

- The fiscal outlook for 2024–2025 was the strongest in the past five years.
- A total of **\$105,333** was allocated toward student bursaries and grants for the 2024–2025 fiscal year.
- RBC Guaranteed Investment Certificates (GICs) were initiated last year to generate interest income.
 - An investment of \$200,000 generated approximately \$9,000 in interest over the year.
 - The GIC was renewed at a lower rate of 2.9%, projected to generate approximately \$5,800 in interest in the following year.

M. Li emphasized the importance of strategic financial planning to ensure sustainability while continuing to expand student support initiatives.



6:33 p.m. | GSA VP Academic, Manjurul Islam – Annual Report Presentation

M. Islam presented the Annual Report and provided updates on the following topics:

Board of Graduate Studies

- Actively participated in meetings related to Academic Dispute Resolution and the Generative AI Policy.
- Contributed to the review of program proposals.
- Supported graduate students by connecting them to appropriate resources and advocating on their behalf through the Board of Graduate Studies.

Scholarships and Government Funding

- Advocated over several months to address concerns related to tri-agency scholarship allocations.
- Reviewed the student service fee allocated to library services; discussions remain ongoing.

Housing, Payroll, and Funding Issues

- Noted that housing and payroll challenges have significantly impacted graduate students' academic performance.
- Raised these concerns with the Assistant Vice-President (AVP) of Graduate Studies.
- Continued to advocate for timely resolution of payroll issues affecting graduate students.

Compassionate Bursary Fund

- Coordinated with the Office of Graduate and Postdoctoral Studies (OGPS) to review administrative processes for the Compassionate Bursary Fund, particularly for students experiencing crisis situations.

Engagement with Student Governance

- Regularly participated in Senate Committee meetings to advocate for student rights and interests.
- During a Senate meeting, the GSA VP Academic spoke about advocating for students on behalf of the GSA. *(While M. Manjurul presented this report,*



the advocacy expressed is fully credited to Amanda Wuth, an independent graduate student.)

Memorial Tree Ceremony

- Co-organized the Memorial Tree Ceremony in collaboration with the CSA, following four to five months of planning.

GSA Event Improvements

- Focused on enhancing GSA programming and engagement initiatives, including events such as Trivia Nights.

Club Accreditation Policy

- Initiated drafting of a Club Accreditation Policy in June 2024.
- Shared the draft with the GSA President and Student Experience Advisor.
- Policy development remains ongoing, with anticipated implementation by Fall 2026.

Admissions and Progress Committee

- Participated in reviewing student cases to ensure fair and equitable decision-making processes that uphold student rights.

Institutional Collaboration and Strategic Planning

- Collaborated with the CSA and the Registrar's Office on reassessing the degree parchment format (launched December 2024).
- A student survey was distributed to gather input on proposed changes; the process remains ongoing.

Enrollment and Visa-Related Concerns

- Followed up with the AVP of Graduate Studies regarding anticipated enrollment and visa-related challenges for the upcoming academic year.
- Advocated for proactive measures to mitigate potential impacts on graduate students.

Questions & Discussion

A question was raised regarding the specific actions taken by the VP Academic in response to student concerns about payroll and housing issues raised during



Senate meetings.

M. Islam responded that he met with various University administrators, including the AVP of Graduate Studies and the Vice-President (Student Affairs), on multiple occasions. These issues were raised consistently in those meetings, and he advocated for administrative action to resolve them.

E. Minard added that significant advocacy work occurs behind the scenes. She noted that:

- Biweekly meetings are held with B. Bradshaw (OGPS).
- Monthly meetings occur with the VPSA and Melinda Scott.
- Additional meetings are scheduled as urgent issues arise.
- Monthly meetings are held between student leaders (CSA, GSA, and college student representatives) and senior Student Affairs administrators to address student concerns.
- The Executive team has also met numerous times with the Vice-Provost to further advocate on housing and payroll matters.

It was emphasized that while progress may not always be immediately visible, sustained advocacy efforts are ongoing at multiple institutional levels.



6:40 p.m. | GSA VP Community Engagement, Rebecca Randle – Annual Report Presentation

R. Randle presented an Annual Report and provided updates on the following topics:

Late-Night Transit Service

R. Randle reported on the continuation and expansion of the late-night bus service:

- Service operates from September to April, running Tuesday night through Wednesday morning and continuing weekly through Saturday night to Sunday morning, between 1:00 a.m. and 3:00 a.m.
- For the Fall 2025 to Winter 2026 semesters, service will run from August 29 to April 19.
- Service pauses during Reading Week, Thanksgiving, and the Winter/Holiday break.
- A student ID card or bus pass is not required to access this service.
- Usage increased by 24% compared to 2023.
- Minor route adjustments will be implemented next year based on student feedback and transit data.

Summer Transit Opt-In

- Graduate students enrolled in the summer semester automatically pay for the bus pass through compulsory fees and are not required to opt in.
- Students on leave of absence or not enrolled during the summer may opt in to purchase a summer bus pass.
- Passes can be purchased through the CSA front office after completing and verifying the required form with the GSA.

Mental Health Services Expansion

R. Randle reported significant expansion of mental health programming to address previously limited counselling access through the University.

MintOT – Tara & Melissa

- Licensed Occupational Therapist and Psychotherapist team.
- Delivered a successful on-campus wellness group focused on self-compassion, stress management, motivation, and resilience.
- Services include:



-
- Large group workshops
 - A five-week occupational therapy group
 - One-on-one student support
 - Drop-in occupational therapy sessions
 - Will provide a curated mental health resource library hosted on the GSA website.
 - Funding:
 - \$36,500 secured through the Student Life Enhancement Fund (SLEF).
 - Remaining funding allocated from previously Board-approved GSA funds.

Time + Space Solutions – Tonia

- Certified by the International Association of Trauma Recovery and the Focusing Institute.
- Guest contributor for the CPTSD Foundation.
- Service provider for the University of Toronto Graduate Students' Union.
- Received positive feedback for on-campus workshops.
- Currently provides services by referral through Student Accessibility Services (SAS) for students with accessibility grants (e.g., ADHD support).
- Services include:
 - Large and small group workshops
 - Programming dedicated to equity-deserving groups
 - Individual trauma-informed support

Anna – Guesthouse Therapy

- Registered Social Worker and University of Guelph alumna.
- Holds a Master of Social Work.
- Intends to pursue conflict management certification through the University of Waterloo.
- Provides:
 - Mediation services
 - Individual therapy support
- Students referred to the GSA by faculty or administrators will be connected to her services.

R. Randle encouraged Board members to review her full written report for



additional details. She confirmed that services will be offered in a hybrid format (in-person and virtual).

Website and Communication Enhancements

- The new GSA website is now live.
- Mental health services will be prominently featured with a dedicated section providing full details and access information.

Housing Advocacy

- Participated in the City of Guelph Housing Affordability Strategy Focus Group and Housing Affordability Event.
- Served on the City of Guelph's Housing Affordability Committee, which met multiple times to review strategy development and implementation updates.

Bounce Platform

- Introduced "Bounce," an Eventbrite-based platform to centralize information and updates regarding mental health resources, workshops, and student events.

CSA/GSA 2026 Grad Launch Event

- Collaborating with the CSA to organize a Graduate Launch Event.
- The initiative will provide opportunities for graduate students to share experiences with undergraduate students and answer questions about transitioning to graduate studies.

General Graduate Studies Statistics

- Shared updated statistics in her written report, including comparative data on Ontario's per capita post-secondary funding relative to other provinces.

Questions & Discussion

Transit Usage Tracking

A question was raised regarding how transit usage statistics are collected.

R. Randle explained that Guelph Transit tracks usage data through:

- Bus pass tap data,
- Manual counts by drivers (boarding and exiting),
- Surveys,



-
- Concentration distribution data indicating high-use stops to inform route adjustments.

Potential Expansion to Cambridge/Kitchener

A question was raised regarding extending transit services to Cambridge or Kitchener.

R. Randle noted that transit agreements are subject to periodic student referenda to determine whether the bus pass remains a compulsory fee. Introducing an additional transit provider would require another referendum and student-wide vote, which is a lengthy and complex process. Alternative solutions may be explored.

Mental Health Website Section

A question was raised regarding whether mental health services would have a dedicated section on the GSA website.

R. Randle confirmed that a dedicated section will be implemented. As approval was received at the February Board meeting, logistical coordination with service providers is currently underway before public launch.

Compulsory Fee Committee Letter

A question was raised regarding whether the Compulsory Fees Committee letter should be directed to Senate or the Board of Governors.

E. Minard clarified that the Executive team will be submitting the letter to the Board of Governors, as the matter pertains primarily to administrative, financial, and policy governance.



7:19 p.m. | Open Forum

During the Open Forum, members raised the following questions and comments:

1. Communication of Behind-the-Scenes Advocacy Work

A question was raised regarding whether the advocacy and administrative work conducted by the GSA behind the scenes is effectively communicated to the broader graduate student body.

It was noted that information about ongoing advocacy efforts and governance work can be accessed through:

- General Directors (GDs),
- Attendance at monthly Board Meetings, and
- Board meeting materials published on the GSA website.

2. Accessibility and Safety Concerns – Landscape Architecture Building

A question was raised regarding accessibility and safety concerns in older campus buildings, specifically the Landscape Architecture building.

It was noted that this issue had not previously been brought forward to the GSA.

While there is currently no General Director representing that department, concerns are typically directed to the relevant GD, who then escalates the matter to the Executive team.

E. Minard stated that the matter will be followed up on once the student formally reaches out with details.

Additionally, it was noted that Student Accessibility Services (SAS) maintains a committee focused on addressing physical accessibility issues across campus.

3. Advocacy for Campus-Wide Menstrual Supplies

A question was raised regarding whether the GSA would advocate for the provision of menstrual hygiene products in all campus washrooms.

It was acknowledged that the current Executive team is nearing the end of its term and would not be able to advance the initiative this year. It was further noted that the Central Student Association (CSA) has been advocating for this initiative, referred to as the “Menstrual Hygiene Initiative”.

While menstrual hygiene products are currently available in many women’s washrooms, coverage is not campus-wide, and restocking remains inconsistent. The GSA expressed interest in supporting the CSA’s efforts on this initiative in the future.



7:30 p.m. | Election Results – Jake Yates, GSA VP Internal

J. Yates announced the results of the Executive elections:

- **GSA President & CEO:** No candidates were nominated. The position remains vacant, and a by-election will be held.
- **GSA Vice President Internal:** Yuxin Hu was elected.
- **GSA Vice President Finance:** Ayush Chawla was elected.
- **GSA Vice President Academic:** Manjurul Islam was elected and will continue in the role.
- **GSA Vice President Community Engagement:** No candidate was elected. The position remains vacant, and a by-election will be held.

7:34 p.m. | Prize Winners – Emily Minard, GSA President & CEO

E. Minard announced the AGM prize winners:

- **First Place:** Kaitlyn Decker (14 proxies)
- **Second Place:** Lynn Courville (12 proxies)
- **Third Place:** Jacob Yates and Spandana Chereddy (10 proxies each)
- **Random Draw Winners:** Eliza C. Van Naller, Sultana Yasmine, and Kristen Berry

8:15 p.m. | Adjournment

The meeting was adjourned at 7:40 p.m.

MOTION #6 B.I.R.T. the 2025 Graduate Student Association Annual General Meeting adjourned.

Motioned by O. Ozoemena, seconded by N. Refaie. *Motion carried.*

Minutes Submitted by:	Minutes Approved by:	
 Harrison Barretto GSA Administrative Assistant	 Olivia Gibson GSA Vice President Academic	 Kathleen Nolan Chair

Proposed GSA Bylaw Amendments



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

BY-LAW

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

THE UNIVERSITY OF GUELPH GRADUATE STUDENTS' ASSOCIATION

TABLE OF CONTENTS

	Page
Article 1 INTERPRETATION	- 7 -
1.1 Definitions	- 7 -
1.2 Interpretation	- 9 -
1.3 Severability and Precedence	- 10 -
Article 2 GENERAL PROVISIONS.....	- 10 -
2.1 Mission Statement	- 10 -
2.2 Human Rights Statement.....	- 10 -
2.3 Conflict of Interest	- 10 -
2.4 Communications	- 11 -
2.5 Location of Registered Office	- 11 -
2.6 Books and Records	- 11 -
2.7 Seal.....	- 11 -
2.8 Execution of Documents.....	- 12 -
2.9 Electronic Signatures	- 12 -
2.10 Conflict with Applicable Law or Articles	- 12 -
Article 3 FINANCIAL MATTERS.....	- 12 -
3.1 Financial Year.....	- 12 -
3.2 Auditor and Financial Review	- 12 -
3.3 Banking Arrangements	- 14 -
3.4 Cheques, Drafts and Notes	- 14 -
3.5 Borrowing Powers.....	- 14 -
Article 4 MEMBERS.....	- 14 -
4.1 Rights and Privileges of the Members	- 14 -
4.2 Conditions of Membership	- 15 -
4.3 Membership Fees.....	- 15 -
4.4 Termination of Membership.....	- 15 -
4.5 Effect of Termination of Membership	- 15 -
4.6 Transfer of Membership.....	- 15 -
Article 5 MEETINGS OF THE MEMBERS	- 16 -
5.1 Annual Meetings of Members.....	- 16 -

TABLE OF CONTENTS

	Page
5.2 Special Meetings of Members.....	16 -
5.3 Place of Meetings of Members	16 -
5.4 Fixing the Record Date.....	16 -
5.5 Notice of Meeting of Members	17 -
5.6 Waiver of Notice	17 -
5.7 List of Members	17 -
5.8 Persons Entitled to Attend Meetings of Members	18 -
5.9 Quorum of Meetings of Members	18 -
5.10 Conduct of Meetings of Members	18 -
5.11 Participation by Electronic Means.....	18 -
5.12 Deemed Place of Meeting.....	19 -
5.13 Voting.....	19 -
5.14 Absentee Voting.....	19 -
5.15 Scrutineers at Meetings of Members	21 -
5.16 Resolution in Writing of Members	21 -
5.17 Adjournments	22 -
Article 6 THE BOARD.....	22 -
6.1 General Powers.....	22 -
6.2 Qualifications of Directors	22 -
6.3 Composition of the Board of Directors	23 -
6.4 Number of Directors.....	23 -
6.5 Election of Officers of the Executive Committee and Directors.....	23 -
6.6 Term of Office	24 -
6.7 Consent	24 -
6.8 Vacancies.....	24 -
6.9 Newly Created Directorships and Filling Vacancies	25 -
6.10 Remuneration of Directors	25 -
6.11 Committees of the Board and Other Advisory Bodies	25 -
Article 7 BOARD MEETINGS.....	26 -
7.1 Regular Meetings	26 -
7.2 Calling of Special Board Meetings	27 -

TABLE OF CONTENTS

	Page
7.3 Participation by Telephonic or Electronic Means	27 -
7.4 Notice of Board Meetings	27 -
7.5 Waiving Notice	28 -
7.6 Organization	28 -
7.7 Quorum	28 -
7.8 Majority Vote	28 -
7.9 Consent of Director at Meeting	29 -
7.10 Resolution in Writing	29 -
7.11 Meeting Minutes	29 -
Article 8 GENERAL DIRECTORS	30 -
8.1 Responsibilities of General Directors	30 -
8.2 Election of General Directors	31 -
8.3 General Director Election Disputes	31 -
8.4 Election Results	31 -
8.5 General Director Vacancies	31 -
8.6 Removal of General Directors	31 -
Article 9 OFFICERS	32 -
9.1 The Executive	32 -
9.2 Elected Term	33 -
9.3 Executive Vacation Entitlement	33 -
9.4 General Responsibilities of the Executive and the Purpose of Executive Meetings	33 -
9.5 Meetings of the Executive Committee shall occur according to the following procedures -	34 -
9.6 Training of the Executive	34 -
9.7 Responsibilities of the President and CEO	35 -
9.8 Responsibilities of the Vice-President Internal	36 -
9.9 Responsibilities of the Vice-President Finance	37 -
9.10 Responsibilities of the Vice-President Academic	38 -
9.11 Responsibilities of the Vice-President Community Engagement	40 -
9.12 Election of the Executive	41 -

TABLE OF CONTENTS

	Page
9.13 Executive Vacancies	- 42 -
9.14 Removal of an Executive.....	- 42 -
9.15 Executive Honoraria	- 43 -
9.16 Appointed Officers	- 43 -
9.17 Chair	- 44 -
9.18 Chief Returning Officer	- 45 -
9.19 Activities Coordinator.....	- 45 -
9.20 Communications Coordinator	- 45 -
Article 10 COMMITTEES	- 46 -
10.1 General Committee Procedures	- 46 -
10.2 Bylaws Committee	- 47 -
10.3 Finance Committee	- 47 -
10.4 Grad Student Lounge (Lookout) Sustainability Committee	- 48 -
10.5 Equity Committee	- 48 -
10.6 regularly review and update the University Committees	- 49 -
10.7 Ad Hoc Elections Committee.....	- 49 -
Article 11 REFERENDA.....	- 50 -
11.1 Referendum Questions.....	- 50 -
11.2 Conducting Referenda	- 50 -
11.3 Referendum Campaigns.....	- 50 -
11.4 Campaign Materials	- 51 -
11.5 Referendum Results	- 51 -
Article 12 POLICIES AND CONTRACTUAL AGREEMENTS	- 51 -
12.1 Policies and Operations	- 51 -
12.2 Student Organization Policy.....	- 52 -
12.3 Universal Bus Pass.....	- 52 -
12.4 Health and Dental Plan.....	- 52 -
12.5 Petitions, Delegations, and Representation.....	- 52 -
Article 13 FINANCIAL PROCEDURES	- 53 -
13.1 Investments	- 53 -

TABLE OF CONTENTS

	Page
13.2 Savings.....	- 53 -
Article 14 THE LOOKOUT	- 53 -
14.1 The Lookout	- 53 -
14.2 Business Operations Manager	- 54 -
14.3 Administrative Assistant.....	- 54 -
Article 15 BYLAWS AND POLICY DEVELOPMENT	- 54 -
15.1 Policies and Operations Document	- 54 -
15.2 Bylaw Amendments	- 55 -
Article 16 COUNCILS.....	- 55 -
Article 17 CONFLICT OF INTEREST	- 56 -
17.1 Conflict of Interest	- 56 -
Article 18 PROTECTION OF DIRECTORS AND OFFICERS	- 56 -
18.1 Duties of Directors and Officers	- 56 -
18.2 Limitation of Liability.....	- 56 -
18.3 Indemnity	- 57 -
18.4 Insurance	- 57 -
Article 19 NOTICE.....	- 58 -
19.1 Method of Giving Notice.....	- 58 -
19.2 Deemed Receipt of Notice	- 58 -
19.3 Undelivered Notices	- 58 -
19.4 Proof of Service.....	- 59 -
19.5 Omissions and Errors.....	- 59 -
19.6 Waiver of Notice	- 59 -
Article 20 DISPUTE RESOLUTION	- 59 -
20.1 Dispute Resolution	- 59 -
Article 21 ENACTMENT, REPEAL AND AMENDMENT OF BY-LAW	- 60 -
21.1 Enactment, Repeal and Amendments	- 60 -
Article 22 TRANSITION PROVISIONS	- 60 -
22.1 Members	- 60 -
22.2 Directors and Officers.....	- 60 -

TABLE OF CONTENTS

Page

<i>Article 24 - APPENDIX I</i>	<i>- 61 -</i>
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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.

“Business Operations Manager” means the Business Operations 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:

- unless otherwise defined herein, the defined terms set out in the Act have the same meanings as when used in this By-law;
- the words “include”, “includes” and “including” shall be deemed to be followed by the words “without limitation”;
- the word “or” is not exclusive;
- the words “herein”, “hereof”, “hereby”, “hereto” and “hereunder” refer to this By-law as a whole;
- 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;
- whenever a word importing gender is used herein, the same shall include all genders and gender identities;
- 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.
- 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.

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

¹ This provision reflects mandatory requirements of the ONCA

2.8 Execution of Documents

The President and CEO, Vice President Internal, Vice President Finance and Business Operations 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

- 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.

- 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

- 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.
- 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:

- 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
- are entitled to all services provided by the Corporation, where applicable; and

- 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:

- the Member dies or resigns;
- the Member is expelled, or their Membership is otherwise terminated in accordance with the By-law or the Act;
- the Member's term of Membership expires; or
- 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

- 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.
- 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.
- 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.

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.

5.5 Notice of Meeting of Members⁵

- 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.
- 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.
- 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 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 This section reflects mandatory requirements of the ONCA.

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 Business Operations 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 Business Operations 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:

- establishing an agenda or order of business for the meeting;
- determining when the polls shall open and close for any given matter to be voted on at the meeting;
- establishing rules and procedures for maintaining order at the meeting and the safety of those present;
- 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;
- restricting entry to the meeting after the time fixed for the commencement thereof; and
- 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:

- each Member shall be entitled to one vote at any meeting;
- 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;
- an abstention shall not be considered a vote cast;
- 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;
- 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;
- 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.
- 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
- 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

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

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:

- 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.
- The proxy must be signed or electronically authorized by the Member.
- 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.
- 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.
- 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.
- A person who is appointed a proxyholder shall comply with the directions of the Member who appointed the person.
- 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.
- 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.
- A vote referred to in Subsections 5.14□ and □ 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

- 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.
- 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.
- 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 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:

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

⁸ This provision reflects mandatory requirements of the ONCA.

- 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
- 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:

- The time of the continued meeting.
- If applicable, the place of the continued meeting.
- 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.

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 Director must be a person who is:
 - (i) a natural person;

⁹ This provision reflects mandatory requirements of the ONCA.

- (ii) 18 years old or older; and
 - (iii) a Member.
- 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:
- 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;
 - up to two (2) General Directors representing each recognized departmental unit at the University (a list of recognized departmental units 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;
 - 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

- The election of Officers of the Executive Committee and Directors shall follow the procedures and criteria outlined in Article 9 and 8, respectively.

- 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

- 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 the earliest of the Director's death, resignation, disqualification, or removal.
- 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:

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

6.8 Vacancies¹¹

- The office of a Director shall be vacated immediately:
 - (i) if the Director resigns office by written notice to the Business Operations 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 Business Operations 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

¹⁰ This provision reflects mandatory requirements of the ONCA.

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

- (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.
- Despite Subsection 6.8(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

- 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).
- Recognizing the additional costs that may 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.
- 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.
- 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

- 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.
- Any Committee or advisory body Member may be removed by resolution of the Board.
- Any such Committee, to the extent permitted by applicable law, shall have and may exercise all the powers and authority of the Board in the management of the activities and affairs of the Corporation other than in respect of the matters set out in 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.
- 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.
- 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.
- 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:

- submitting to the Members any question or matter requiring the approval of the Members;
- filling a vacancy among the Directors or appointing additional Directors;
- filling a vacancy in the office of auditor;
- issuing debt obligations except as authorized by the Board;
- approving any annual financial statements;
- adopting, amending or repealing By-law; or

¹² This provision reflects mandatory requirements of the ONCA.

- 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

- 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 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.
- 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.
- 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.
- 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.
- 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.

- 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.

7.6 Organization

At each meeting of the Board, the Chair or, in their absence, the Vice President Internal shall preside. The Business Operations Manager shall act as secretary at each meeting of the Board. If the Business Operations 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 Business Operations 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

- 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.
- 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.
- 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.

¹³ This provision reflects mandatory requirements of the ONCA.

- 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 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 Business Operations 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;
- A Director who votes for or consents to a resolution is not entitled to dissent under Subsection 7.90.0□.
- 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' Business Operations 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.

¹⁴ This provision reflects mandatory requirements of the ONCA.

ARTICLE 8 GENERAL DIRECTORS

8.1 Responsibilities of General Directors

The Responsibilities of General Directors shall be:

- to attend duly called meetings of the Board of Directors or, if not able to attend, send regrets to the Corporations' Business Operations Manager at least one (1) day prior to the meeting;
- In the case of in-person meetings, electronic attendance is permitted.
- 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.
- to regularly monitor and respond appropriately to any correspondence that might be distributed by the Executive;
- to represent the Corporation on at least one (1) Committee or University Committee as assigned by the Vice President Internal;
- 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.
- 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;
- to ensure activities of the Corporation comply with the Corporation's Mission Statement; and
- to uphold the Human Rights Statement of the Corporation and the University Human Rights Policy.
- 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.
- 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.

- 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 elections shall be held annually and must conclude by the October regular meeting of the Board of Directors. Elected General Directors shall begin their term at that meeting and serve until the day prior to the following year's October regular meeting. By-elections may be held, as needed, to fill vacancies. All procedures related to nominations, campaigning, voting, and election timelines shall be governed by the General Director Elections Policy.

8.3 General Director Election Disputes

Disputes concerning General Director elections shall be reviewed and resolved in accordance with the procedures outlined in the General Director Elections Policy and the Ad Hoc Elections Committee Establishment Policy.

8.4 Election Results

Election results shall be compiled and reported by the Chief Returning Officer (CRO) to the Executive Committee and Board of Directors, in accordance with the General Director Elections Policy. The CRO shall notify all candidates of the outcome. Re-election may be voided if a General Director failed to fulfill their responsibilities in a prior term, as outlined in these Bylaws. The same rule shall apply for a General Director elected in the by-elections.

8.5 General Director Vacancies

- 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.
- 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.
- A vacancy shall be determined to exist when a General Director:
 - resigns from their position;
 - is no longer a Member of the Corporation;
 - is removed from their position.

8.6 Removal of General Directors

- A General Director shall be removed from their position if:

- they are absent without regrets from any three (3) regularly scheduled meetings of the Board of Directors, including the AGM;
- they are absent with or without regrets from any four (4) regularly scheduled meetings of the Board of Directors, including the AGM;
- they fail to fulfill their duties as General Directors as outlined in Article 8.1 for three (3) consecutive months.
- 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.
- 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 Business Operations Manager, with signatures from one of the following groups:
 - one-fifth (1/5) of the General Director's constituents;
 - two-thirds (2/3) of voting Members of the Board of Directors; or,
 - three-fifths (3/5) of the Executive Committee.
- 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.
- 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.
- 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 twelve-month term, beginning May 1st and concluding May 1st of the subsequent year. During the last two weeks of April, there will be a ‘transition period’ in which the outgoing executive, concluding their term, passes voting rights and powers on all committees they participate in, and provides transition documents to the incoming elected executive.

9.3 Executive Vacation Entitlement

Members of the Executive Committee shall be entitled to a maximum of fourteen (14) days of **vacation leave** during their term of office. During such vacation periods, Executives shall continue to receive their honorarium.

Vacation leave shall be scheduled in a manner that ensures the continued and effective operation of the Association. Executives are expected to provide reasonable notice of intended vacation periods and coordinate with fellow Executive members to maintain continuity of responsibilities.

Any unused vacation leave shall not be carried forward beyond the Executive’s term, nor shall it be eligible for additional compensation, unless otherwise determined by the Board.

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

The general responsibilities of all Executives shall be:

- 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 Business Operations Manager at least two (2) days prior to the meeting.
- 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.
- 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 Business Operations Manager, regardless of academic or personal travel obligations.
- to maintain communication with the Members;
- to ensure executive representation at all meetings between student leaders and University administration, where possible;
- to meet regularly with the Vice Provost of Student Affairs;
- to maintain communication with the Central Student Association (“CSA”) and,
- where necessary, other prominent student organizations at the University;

- to ensure representation at official functions and public occasions where a graduate presence is required;
- to ensure activities of the Corporation comply with the Corporation's Mission Statement;
- to be familiar with the Bylaws;
- to delegate short-term services on an honorary basis, as required;
- to uphold the Human Rights Statement of the Corporation and the University Human Rights Policy;
- to develop, implement, and revise policies for the effective performance of the mandated duties of Executive Members, individually and collectively; and
- to inform and request formal support from the Executive Committee as to any initiatives undertaken using the Corporation's name, brand, or identity.
- 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.

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

- Executive Committee meetings shall be held at least once per month, regardless of whether a quorum is reached. Additional meetings can be held at the discretion of the President and CEO;
- Executive Committee meetings shall be chaired by the President and CEO;
- Quorum for an Executive Committee meeting shall be three-fifths (3/5) of the sitting Executive Committee.
- Executive Committee meetings are to be conducted according to the Corporation's Executive Committee Terms of Reference;
- 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
- Committee to meet on shorter notice; in circumstances when shorter notice is accepted, all executive Members must be in attendance.

9.6 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:

- Cyber Security Awareness;

- Positive Space Training;
- Principles of belonging: Anti-oppression and anti-racism;
- Sexual and Gender Based Violence Awareness Training Modules; and
- Campus Resources and Referrals for Student Helpers and Leaders.

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

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

9.7 Responsibilities of the President and CEO

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

- be charged with the full responsibility of carrying out the legislation, policies, Bylaws, regulations, and resolutions of the Corporation;
- 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;
- be responsible for the executive supervision of all employees of the Corporation;
- in conjunction with the VP Finance, be the direct supervisor to the Business Operations Manager;
- oversee all activities and operations, ensuring their effectiveness and efficiency;
- lead the Executive Committee;
- represent the Corporation in all legal matters and be knowledgeable of all legally binding contracts signed on behalf of the Corporation;
- oversee job descriptions and staff contracts;
- act as “Corporate President”;

- oversee the Corporation's Student Organization Accreditation, to maintain the Corporation's position as a Primary Student Organization;
- 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;
- Initiate new projects that address the needs of graduate students;
- ensure the development of long-term goals, priorities, and policies of the Corporation;
- in conjunction with the Executive Committee and Business Operations Manager, initiate a long-term strategic plan every three (3) years;
- 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;
- be responsible for all matters pertaining to the maintenance of the Seal, Letters Patent, Articles, Bylaws, and Resolutions of the Corporation;
- chair the Grad Student Lounge Sustainability Committee
- 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)
- In conjunction with the VP Academic, meet regularly with the Assistant Vice President of Graduate Studies;
- in conjunction with the Vice President Finance, conduct annual performance evaluations for all permanent staff positions including, but not limited to, the Business Operations Manager, Chief Recruitment Officer, Communications Coordinator, Activities Coordinator and Trivia Host

9.8 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;
- 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;
 - prepare the agenda for monthly Board meetings and provide to the Business Operations Manager at least five (5) days prior to the Board meeting;
 - chair the Bylaws Committee and vice chair the Board of Directors;
 - supervise General Directors, the Chief Returning Officer, and the Chair;
 - have a working knowledge of the Bylaws and ensure the Bylaws are readily accessible to Members;
 - represent the Corporation on University committees, including, but not limited to:
 - i. Student Leaders and Administration Meetings (SLAM)
 - ii. University Centre Board (alternate)
 - in conjunction with the President and CEO, organize a display at University events requiring participation and representation;
 - fulfill any other duties as indicated in the Bylaws for the Vice- President Internal; and
 - provide a summary report at the end of the term to be used and discussed with the incoming Vice President Internal during transition.

9.9 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:

- 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;
- adhere to the financial procedures outlined in the Bylaws and Financial Policy;
- 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.
- 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;
- prepare semesterly statements of income, expenses and additional financial statements as requested by the Executive, and present the statements to the Board of Directors
- Advocate for the financial health of graduate students
- Maintain a current understanding of the financial assistance programs, grants and scholarships available to graduate students
- 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

9.10 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:

- Advocate for the academic rights of graduate students;
- In conjunction with the President and CEO, meet regularly with the Assistant Vice President of Graduate Studies;
- Assist in the coordination of Grad Student Orientation, in conjunction with the Office of Graduate Studies and the Activities Coordinator;

- 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)
- Be knowledgeable of all university policies and procedures pertaining to graduate students;
- Advocate for the accessibility of graduate studies to current and future graduate students;
- 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;
- 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
- 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;
- Develop and maintain events to connect graduate students to their wider communities;
- Represent graduate students on all matters pertaining to accessibility, academic programming, and supervisory issues;
- Maintain communication with the Senate, Board of Graduate Studies, and student bodies with graduate representation for which no established communication channels exist;
- Oversee Corporations club's accreditation, and advise current and prospective clubs on bylaw developments, events coordination, and club promotion.

9.11 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:

- 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;
- 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.
- 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;
- 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.
- coordinate campaigns and events centered on federal, provincial, and municipal issues affecting students.
- attend Guelph City Council meetings where issues pertaining to graduate students are on the agenda.

- in the event of a federal, provincial, or municipal election, determine, record, and inform the Membership of candidates' stance on issues that affect students.
- supervise the Communications Coordinator and Web Developer.
- in conjunction with the Business Operations 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.
- act as the Corporation's primary communication touchpoint for university committees and manage committee information.
- 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.
- collect and distribute information from university stakeholders, including events, important deadlines, and resources.
- inform the executive and board of directors about any requests for representation or participation.
- 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.
- oversee the GSA Transit Program, including developing and implementing promotion of the service in conjunction with the CSA VP External.
- 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
- fulfill any other duties as indicated in the Bylaws for the Vice-sPresident Community Engagement.

9.12 Election of the Executive

General Election Guidelines

- Executive elections shall be held annually. By-elections may be held, as needed, to fill vacancies, at the discretion of the outgoing Executive. All procedures related to nominations, campaigning, voting, and election timelines shall be governed by the Executive Elections Policy. Candidates for Executive positions shall run as individuals.

Executive Election Disputes

- Disputes concerning Executive elections shall be reviewed and resolved in accordance with the procedures outlined in the Executive Elections Policy and the Ad Hoc Elections Committee Establishment Policy.

Election Results

- Election results shall be compiled and reported by the Chief Returning Officer (CRO) to the Executive Committee and Board of Directors, in accordance with the Executive Elections Policy. The CRO shall notify all candidates of the outcome.

9.13 Executive Vacancies

- 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.
- 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.
- 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.
- 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).
- 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.

9.14 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 Business Operations Manager with any of the following groups:

- one-fifth (1/5) of the Membership;
- two-thirds (2/3) voting Members of the Board of Directors; or
- 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.

9.15 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 Business Operations Manager.

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

9.16 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:

- Be a Member of the Corporation;
- Not hold any other position on the Board of Directors while holding the position of Appointed Officer of the Corporation;

- Not hold an elected Executive position while holding the position of Appointed Officer of the Corporation;
- 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:

- vacancies in appointed positions shall be announced to the Members.
- nominations for suitable candidates sought immediately upon any position becoming vacant.
- 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 two-thirds (2/3) majority vote of the Board of Directors at a regular or special meeting of the Board of Directors; or
- a three-fifths (3/5) majority vote of the Executive Committee.

9.17 Chair

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

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

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

- to preside over all meetings of the Board of Directors and the Annual General Meeting;
- to have a working knowledge of Robert's Rules of Order and the Bylaws;
- 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;
- 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
- 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.

9.18 Chief Returning Officer

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

- to, in accordance with all relevant provisions of the Bylaws, preside over all elections, by-elections, and referenda; and
- 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.

9.19 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:

- Organize and execute all events, including regular (e.g., Trivia Nights, Monthly Stressbusters) and special events;
- Create new and innovative events that respond to the needs of Members;
- Liaise with Lookout staff to ensure that the Lookout remains the primary space for events;
- Promote all events, in conjunction with the Communications Coordinator;
- Act as a resource for the Corporation's Clubs in developing their events;
- Sit on the Grad Lounge Sustainability Committee;
- Be supervised by the Business Operations Manager; and
- 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.

9.20 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:

- 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;

- Create and advertise campaigns for business, including elections, Transit updates, and Health and Dental Plan updates;
- Create a monthly newsletter to be distributed in collaboration with the VP Community Engagement;
- Promote all events, in conjunction with the Activities Coordinator;
- Act as a resource for Clubs promotions;
- Sit on the UC Digital Signage Committee;
- Be supervised by the Business Operations Manager; and
- Work no more than 14 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 Business Operations 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:

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

Standing Committees include:

- Bylaws Committee
- Finance Committee
- Grad Student Lounge Sustainability Committee
- Equity 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:

- create new bylaws and policies where appropriate and update current bylaws and policies, subject to approval by the Board of Directors;
- 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;
- be responsible for reviewing any referendum question(s) referred by the Board of Directors;
- be chaired by the Vice President Internal; and
- 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:

- 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 Business Operations Manager;
- be chaired by the Vice President Finance
- 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:

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

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 Administrator 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 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:

- attend all meetings required by their position or, if permitted by the committee, arrange for an alternate representative to attend;
- seek input from the Board of Directors on business arising at committee meetings, where required;
- inform the Executive Committee of matters requiring urgent attention; and
- 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:

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

10.7 Ad Hoc Elections Committee

The mandate of the Ad Hoc Elections Committee is to oversee the fair and transparent administration of all elections and by-elections for the Executives and General Directors of the Corporation.

In addition to the General Committee procedures outlined in Article 10.1, the Ad Hoc

Elections Committee shall:

- (a) be chaired by the Chief Returning Officer (CRO), who shall act as a non-voting authority;
- (b) consist of at least three (3) Directors of the Board, including one (1) representative from the Bylaws Committee and one (1) representative from the Equity Committee;
- (c) monitor the election and by-election process to ensure compliance with all applicable bylaws and policies;
- (d) provide oversight of, and hold accountable, the CRO in the execution of election duties and decisions;
- (e) adjudicate disputes or challenges arising during or after an election, following the dispute-resolution procedures set out in the GSA Ad Hoc Elections Committee Establishment Policy.

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:

- 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;
- 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;

- there shall be only one official “Yes” campaign and one official “No” campaign for each referendum; and
- 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

- 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.
- 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.
- 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.
- 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:

- the CRO shall obtain the referendum results following the voting period.
- 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:

- Activities Grant request form, referred to as the Graduate Student Association Activities Grant (PDR) Application, shall be available from the Business Operations Manager and on the Corporation's website.
- only requests advancing the mission statement of the Corporation shall be considered;
- 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);
- no organization or group may request funding, through the Activities Grant process, more than once during a fiscal year (May 1 to April 30);
- 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;
- funding request must be submitted to the Business Operations Manager at least ten (10) days before the next meeting of the Board of Directors; and
- 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.

- 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

- 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).
- Section 13.1 is subject to budgetary considerations as may be determined by the Executive Committee.

13.2 Savings

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

- 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”

- A financial summary shall be presented to the Board of Directors once per term, excluding the summer semesters.
- 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 Business Operations Manager

- The Business Operations Manager shall oversee the operation of the Corporation's office in accordance with the Bylaws.
- The Business Operations Manager shall report directly to the President, followed by the Vice President Internal, Vice President Finance, Vice President Academic, and Vice President Community Engagement.
- The Business Operations Manager shall act as a liaison to the Board of Directors, the Members, and the University community.
- Supervise the Activities Coordinator and Communications Coordinator.
- Duties of the Business Operations Manager are as per the contractual agreement on file in the Corporation's office.

14.3 Administrative Assistant

- The Administrative Assistant (the Employee) shall assist the Business Operations Manager in overseeing the operation of the Graduate Students' Association Office in accordance with the Constitution and By-Laws of the Graduate Students' Association (GSA).
- The Employee shall report directly to the Business Operations Manager, while working in collaboration with the Executive.
- This position requires the Administrative Assistant to be on location, at the University of Guelph's Graduate Students' Association Office, during working hours.
- Duties of the Administrative Assistant 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 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

¹⁵ This provision reflects mandatory requirements of the ONCA.

¹⁶ This provision reflects mandatory requirements of the ONCA.

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

- 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.
- 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 0.0□. The individual shall repay the monies if he or she does not fulfill the conditions of Subsection 0.0□.
- The Corporation shall not indemnify an individual under Subsection 0.0□ 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.
- The Corporation may also indemnify the individuals referred to in Subsection 0.0□ 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

- 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.
- The Corporation may not purchase insurance described in Subsection 0.0□, unless:

¹⁷ This provision reflects mandatory requirements of the ONCA.

¹⁸ This provision reflects mandatory requirements of the ONCA.

- (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:

- 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;
- mailed to such person at such person's recorded address; or
- 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 notice:
 - (i) delivered in accordance with Article 0.0□ shall be deemed to have been given when it is delivered personally or to the recorded address;
 - (ii) mailed in accordance with Article 0.0□ 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 0.0□ 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.
- The Business Operations 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 Business Operations Manager to be reliable.

19.3 Undelivered Notices¹⁹

If any notice given in accordance with Article 19.1 is returned on three (3) consecutive

¹⁹ This provision reflects mandatory requirements of the ONCA.

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 Business Operations 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.

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:

- 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
- All costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

²⁰ This provision reflects mandatory requirements of the ONCA.

ARTICLE 21
ENACTMENT, REPEAL AND AMENDMENT OF BY-LAW

21.1 Enactment, Repeal and Amendments

- 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.
- 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 23 - 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

GSA Executive Annual Reports

2025 - 2026



GSA President and CEO – Yusra Hasan

Opening Remarks

My name is Yusra Hasan, and I have had the privilege of serving as the Graduate Students' Association's President and CEO. This report highlights my key priorities during my term and the work undertaken to advance those goals. While it does not capture every activity I participated in as President, it reflects the major initiatives and areas of focus that shaped my leadership this year.

Six Presidential Priorities

Over the past year, I focused on six main priorities in my role as President:

- 1. Organizational Effectiveness** To make the GSA more effective and efficient in delivering its mission of advancing the academic, social, and professional goals of graduate students at the University of Guelph.
- 2. Accessibility and Engagement** To increase the accessibility of the GSA by improving the ways graduate students can engage with and connect to the organization.
- 3. Campus Advocacy and Partnerships** To strengthen the GSA's standing on campus to advocate more effectively for graduate student needs and to build stronger relationships with campus partners.
- 4. Enhancing the Graduate Student Experience** To create direct and meaningful impacts on the day-to-day experiences of graduate students via events, one-on-one meetings and alliance.
- 5. Sustainable and Resilient Operations** To maintain sustainable corporate operations while navigating challenges such as shifting government policies, a couple executive resignations, and broader geopolitical factors that affect graduate students.
- 6. People-Focused Organization** To build a stronger, people-centered organization that creates lasting value while fostering a positive and supportive culture in our daily services.

Organizational Improvements and Structural Changes

These priorities resulted in several operational and structural improvements within the GSA. Over the past year, we implemented initiatives that will influence how the GSA



functions for years to come.

Key improvements included:

- Enhancing the transparency of GSA communications, particularly with the Board and members.
- Strengthening clarity and accessibility in the election process for members.
- Ensuring the Board had strategic involvement in approving election timelines in cases of resignations.
- Maintaining organizational stability despite executive and officer resignations.

To improve team collaboration and inclusivity, I developed an optional **familiarity questionnaire** for onboarding. This initiative aimed to strengthen team dynamics, foster a supportive working environment, and promote diversity, equity, and inclusion within the executive team. Additionally, the traditional **May transition period** was moved to the final two weeks of April. This change maintained the quality of executive training while saving the organization over **\$8,400**, supporting the GSA's non-profit mission.

The executive team also developed clearer **guidelines for executive onboarding**, ensuring that incoming leaders have stronger training and a deeper understanding of the GSA's structure and operations.

Supporting Graduate Student Community and Experience

One of my central goals was ensuring that graduate students at the University of Guelph have a vibrant and supportive community. Through collaboration with campus partners, unions, and university personnel, we organized events and initiatives that supported both international and domestic students. A key community space was the **Lookout Grad Lounge**, which graduate students could book free of charge through the GSA. This space helped students build connections and provided access to discounted food options. Many of our community-building events took place in the Lookout, reinforcing its role as a hub for graduate student engagement.

Advocacy and Policy Engagement

This year presented several external challenges, particularly regarding government policies affecting students. The GSA actively advocated for graduate students through the **Hands Off Our Education Campaign**, opposing Ontario's **Bill 33 (2025)** and changes to OSAP funding. Despite a difficult year that included **two executive resignations and two appointed officer resignations**, the GSA remained resilient. The dedication and perseverance of our members ensured that we continued to meet our goals and support the graduate student community. The GSA also advocated for student housing and



increased funding for thesis-based students across the different colleges. Though, I highly recommend building a central system (through accreditation) for graduate students to advocate together as this is a different issue to various extents from each college.

Building Staff Capacity and Institutional Knowledge

Another priority was strengthening the long-term capacity of the GSA by increasing the role and capabilities of our staff members. Staff continuity is critical to the organization. They preserve institutional knowledge, provide guidance to incoming executives, and help navigate university processes and policy environments. Expanding staff capacity also positions the GSA to begin working toward **organizational accreditation**, which will help strengthen connections across colleges and improve service coordination for graduate students.

Mental Health Support

Mental health support remains a core pillar that will support the GSA's mission. Graduate students face unique pressures, including academic demands, financial stress, and uncertainty around career paths. Over the past year, we maintained and strengthened mental health supports to ensure students have access to resources that allow them to succeed both academically and socially.

Lookout Operations and Updates

The **Lookout: Rooftop Patio and Grad Lounge** (formerly known as the Fifth and commonly referred to as the Grad Lounge) is a GSA-owned restaurant and social space located on the fifth floor of the University Centre's North Tower, next to the GSA offices.

In 2021, the GSA entered an agreement with UC Services to manage its operations.

Over the 2025-2026 year, several improvements were made:

- A **new Lookout logo** was adopted through collaboration between the Board and executive team and Lookout Management as well as some renovations to the Lookout.
- A **survey of graduate students** helped create a list of international food options for consideration on the menu, improving inclusivity for both domestic and international students.
- Work began on a **presence-based point system** to encourage community participation rather than purely financial spending.
- Additional **low-cost food options** were added to improve affordability.
- The recommendation to hire students from the College of LANG for business



related roles in the Lookout.

Financially, the Lookout has improved significantly. While it continues to operate at a loss, the deficit has been substantially reduced. This progress was made possible through collaboration with **Mike Calvert**, Senior Manager of UC Services, and **Brooke Crease**, Food & Beverage Manager. Their efforts have been instrumental in the improvements we have seen.

Special thanks also go to the members of the **Grad Lounge Sustainability Committee** who dedicated their time and expertise:

- Amna Jaleel
- Michael Capperault
- Hrishikesh Patil
- Ayush Chawla
- Michelle Morris

Their work has helped guide the continued development of the Lookout as a welcoming graduate student space.

Strengthening Campus Partnerships

Over the past year, I worked to strengthen relationships with two key partners on campus:

- The **Central Student Association (CSA)**
- **CUPE 3913**

These partnerships are essential to the GSA's ability to advocate effectively for graduate students. We collaborated with CUPE 3913 on issues affecting graduate students who also work as teaching assistants or sessional instructors. Together we hosted several events, including an **International Student Mixer** welcoming international graduate students to the University of Guelph. Through ongoing meetings with the leadership of CUPE 3913, we strengthened trust and cooperation between our organizations.

The GSA, CSA, and CUPE 3913 also stood together in solidarity during the **OSAP Rally**, advocating for student financial support.

Our relationship with the CSA remains one of the most important partnerships the GSA has. Many key services are joint initiatives between the two organizations, including:

- The **Transit Pass**
- The **Student Health and Dental Plan**
- Support for the **Student Food Bank**, which provides food security assistance to both undergraduate and graduate students.



Closing Remarks

While we have made meaningful progress this year, there is still important work ahead. In particular, the GSA must continue:

- Improving and expanding services for graduate students
- Strengthening its operational structure
- Restructuring executive roles to better support the organization's growth

The future of the GSA depends on the engagement of graduate students. The GSA is strongest when graduate students actively shape the organization that represents them.

I'd like to close this report with a heartfelt expression of gratitude to every member of the GSA. This year has been one of growth, change, and progress, and none of it would have been possible without the unwavering dedication, time, and passion that each of you has poured into this organization. The initiatives we launched, the improvements we made, and the voices we amplified were not the result of one person's efforts, but the collective commitment of a community that truly cares about making the graduate student experience better.

I want to offer a special thank-you to our Executive Committee, as well as our incredible Business Operations Manager, Michelle Morris, and our Administrative Assistant, Harrison Barretto. Their professionalism, tireless work ethic, and genuine care for this organization have been nothing short of inspiring. Every challenge we faced was met with determination, collaboration, and a shared belief in what the GSA can accomplish. Working alongside them has been an absolute privilege.

Serving as President and CEO was never the difficult part. The difficult part is reaching the end. Having the opportunity to make a meaningful difference in the lives of graduate students to advocate for people and a community that I care so deeply about is a responsibility that has meant more to me than words can fully capture. Letting go of that opportunity, even knowing the organization will continue to grow and thrive, is what truly feels difficult.

This role has been one of the greatest honors of my time here, and I will always be grateful for the collaboration, and spirit that each of you brought to this journey. The privilege of standing beside this community, a community I love, is something I will carry with me forever.



Wishing you all success,

Yusra Hasan May 2025- April 2026 GSA President & CEO



GSA Vice President Internal

As the VP Internal position is currently vacant, its responsibilities have been shared among members of the executive team. Please refer to the VP Academic and VP Community Engagement reports for information on the areas and duties they have overseen during this interim period.



GSA Vice President Finance – Ayush Chawla

Hello Graduate Students,

As my term draws to a close, I want to take a moment to reflect on what has been an incredibly fulfilling year as your VP Finance.

From the outset, my focus has been on ensuring every dollar in our budget works for you, and I am proud of the progress we have achieved together.

Over the past three semesters, working alongside a dedicated Finance Committee, we successfully and fully allocated our bursary funding, supporting research symposiums, holiday events, teaching-focused conferences, and a wide range of department-specific initiatives led by graduate students.

To strengthen equity in this process, I partnered with OGPS to implement a cross-referencing system for Braithwaite Award recipients and developed a comprehensive Travel grant tracking framework to better forecast demand and optimize future allocations.

On the financial stewardship front, I finalized the renewal of our GIC, which is anticipated to increase our passive income by 15% compared to previous projections, while also conducting rigorous cash flow scenario planning to prepare for the regulatory uncertainty surrounding Bill 33.

Throughout the year, I stepped into operational roles as needed — covering for the Business Operations Manager, VP Internal, and VP Academic at various points — while also negotiating staff contracts with cost-of-living adjustments, renewing the Lookout's liquor license, and contributing to the Grad Lounge Sustainability Committee.

I evaluated the Gallivan-to-Alumo insurance platform transition, proposed the establishment of a Graduate Student Investment Council to bring work-integrated learning opportunities to our community, and compiled documented student concerns for advocacy at the Health and Dental Insurance Committee.

Beyond the desk, I remained active on campus through CUPE tabling events, orientation sessions, BRGSSN night, Wednesday office hours, Trivia Host auditions, and broader event facilitation.

Finally, while I have applied to return, I have thoroughly updated the transition documents to ensure the next VP Finance is set up for success.

It has been an absolute honor to serve this community, and I thank you sincerely for your



trust and support.

Best regards,
Ayush Chawla
VP Finance, Graduate Students' Association



GSA Vice President Academic – Olivia Gibson

Hello all,

Thank you for electing me as the VP academic, though I did not serve the full term as I was elected after the previous VP stepped down. I have worked hard to create change for students and support them both broadly via UoG policy and direct student support.

December

Role Transition & Initial Student Support

- Officially entered the role of VP Academic
- Provided consultations to graduate students in academic distress over the winter break
- Offered guidance on academic concerns, program progression, and available support pathways

January

Student Consultation

- Provided one-on-one support to graduate students experiencing academic difficulties
- Advised on program progression, policy interpretation, and formal/informal resolution pathways
- Conducted follow-up communication to ensure continuity of support

Executive Meetings (GSA President & Ben Bradshaw)

- Discussed graduate funding transparency and communication of scholarship opportunities
- Addressed student challenges navigating WebAdvisor for academic and funding information
- Reviewed individual student cases requiring executive-level input

Admissions & Progress (A&P) Meetings

- Participated in discussions on academic progression and policy interpretation
- Contributed to ensuring procedural fairness and consistency in decision-making



I remain committed to protecting graduate students' academic rights and ensuring transparency in academic processes.

February

Board of Graduate Studies

- Participated in discussions and votes on graduate program proposals, curriculum changes, and policy recommendations
- Advocated for maintaining academic quality while supporting student success

Senate

- Reviewed and voted on key motions, including:
 - New graduate programs (Master of Organizational Consulting, Master of Toxicology)
 - Graduate work experience programming
 - Curriculum changes

Institutional Statements Working Group

- Provided graduate student representation in developing guidelines for institutional responses to global and local events

Consultations for the Academic Plan

- Participated in discussions regarding SLAM and a proposed graduate student focus group

Student Consultation

- Continued supporting students with academic challenges, including:
 - Advisor relationships
 - Impacts of global events on academic progress

Ongoing & Upcoming Work

- Admissions & Progress meetings
- Executive meetings with GSA leadership
- Continued student support and SLAM participation



March

Executive & Electoral Support (VP Internal Responsibilities)

- Supported administration of GSA Executive elections
- Managed and distributed nomination forms
- Communicated election bylaws and requirements to candidates
- Resolved discrepancies in nomination submissions
- Designed the upcoming election ballot
- Coordinated inclusion and communication of the GSA Campus Safety Office referendum

Athletics Committee

- Represented graduate student perspectives on access to campus fitness facilities
- Raised key concerns: ○ Limited awareness of graduate student-specific access hours (e.g., NRG Zone)
 - Overcrowding and limited equipment availability
 - Barriers to accessing specialized programming (e.g., Pilates, Learn-to-Lift)

Board of Graduate Studies

- Participated in governance discussions and raised concerns regarding proposed increases to minimum academic averages in thesis programs
- Highlighted potential unintended consequences, particularly for international students relying on thesis-based funding

Academic Governance & Working Groups

- Admissions & Progress (A&P): Contributed to discussions on student progression and fairness
- Institutional Statements Working Group: Continued guideline development
- Academic Integrity Task Force: Participated in discussions on AI and academic integrity
- SLAM: Continued involvement in academic planning and graduate student engagement



Student Consultation & Executive Advocacy

- Provided ongoing academic support to graduate students
- Met with the GSA President and Ben Bradshaw to address student concerns and identify advocacy strategies

Closing Remarks

Across my term to date, my work has focused on:

- Supporting graduate students through academic challenges
- Representing student perspectives in institutional decision-making
- Advocating for transparency, fairness, and accessibility in academic processes

Thank you all for your continued dedication and support.

Warm regards,

Olivia Gibson

Vice President Academic



GSA Vice President Community Engagement – Spandana Chereddy

Executive Summary

Over the 2025–2026 term, the VP Community Engagement portfolio focused on strengthening graduate student experience through sustained efforts in **mental health and wellness programming, student advocacy, community engagement, equity initiatives, and institutional representation.**

The work undertaken throughout the year emphasized **building consistent and scalable support systems**, improving access to services, and ensuring that graduate student perspectives were represented across university and external decision-making spaces. In addition to core responsibilities, the role also supported key governance and organizational functions within the GSA, including election coordination and bylaw updates.

1. Mental Health & Wellness Initiatives

Mental health and student well-being were a primary focus of this term, with efforts directed toward developing a **multi-layered and accessible support system** for graduate students.

Programming and Collaboration

In collaboration with Mint Occupational Therapy (Mint OT) and Student Wellness (University of Guelph), the following initiatives were delivered and supported:

- 5-week Graduate Therapy Groups (Summer and Winter terms), addressing procrastination, perfectionism, burnout, advisor relationships, and academic stress
- Weekly Co-Working Café (hybrid format), providing structured productivity support and peer accountability
- Workshops focused on productivity, work–rest balance, and academic well-being
- Individual Occupational Therapy sessions for one-on-one support
- Graduate Support Circles (GSSC) and Wellness Navigator “House Calls,” ,GSSN offering peer and guided support.



Expansion (Winter 2026)

- Supported and promoted **weekly drop-in counselling sessions offered by Student Wellness (University of Guelph)**
 - Hosted in the GSA Office
 - Three 45-minute sessions per week
 - Available both in-person and virtually
 - Open to all graduate students.

These efforts contributed to establishing a **continuous and accessible mental health support ecosystem**, reducing barriers to care and providing multiple entry points for students with diverse needs.

2. Student Advocacy & Services

Transit Committee Representation and Advocacy

Throughout the year, actively represented graduate students in the **CSA–GSA Transit Committee**, contributing to discussions, decision-making, and advocacy efforts.

Key contributions include:

- Advocacy for increased service frequency on key routes and improved routing efficiency
- Support for express route implementation to reduce commute times
- Improvements to Sunday transit services to better serve student needs
- Advocacy for improved accessibility, including options for students without mobile data access
- Support for the installation of **new blade signage across 74 bus stops** to improve route visibility and clarity
- Contribution to the upcoming implementation of **digital transit signage** providing real-time bus information
- Identification and communication of issues related to bus stop infrastructure, including cleanliness, seating conditions, and signage clarity



Late-Night Transit Fee (2026–2027)

- Current student fee: \$9.68
- Recommended adjustment: reduction to **\$7.25**

This recommendation reflects efforts to reduce financial burden while maintaining service quality.

Bus Pass Administration

- Managed and coordinated **bus pass opt-in and opt-out processes** across Summer, fall and Winter terms
- Provided guidance and communication to students regarding eligibility and procedures

Labour Advocacy and Collaboration with CUPE

- Participated in CUPE 3913 meetings, including executive and proposal discussions.
- Engaged in conversations related to graduate student labour conditions and TA/GA concerns
- Proposed a **TA workload tracking system**, designed to:
 - Allow students to log hours worked and task descriptions
 - Enable instructor review and approval
 - Improve transparency and accountability
 - Reduce disputes related to workload expectations
 - Provide consistent documentation for both students and faculty

3. Equity, Accessibility, and Inclusion

Equity and inclusion remained a consistent focus throughout the year.

Equity Committee Leadership

- Served as **Chair of the Equity Committee**
- Led meetings, set agendas, and facilitated discussions on:



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- Equitable access to services and supports
 - Inclusive engagement strategies
 - Identification of priority areas for graduate student support

Equity Initiatives

- Initiated development of an **Equity Concerns Form/Survey**, aimed at:
 - Collecting structured feedback from graduate students

Committee Participation

Actively participated and contributed to discussions in the following committees:

- Sexual and Gender-Based Violence (SGBV) Committee
- Accessibility Steering Committee
- Experiential Learning Advisory Committee (ELAC)
- Black History Month Planning Committee
- Town & Gown Committee
- St. Patrick's Day Planning Committee

Contributions across these committees included **input on programming, support services, accessibility improvements, and student engagement strategies**, ensuring graduate student perspectives were incorporated.

4. Community Engagement & Student Life

A range of initiatives were delivered and supported to strengthen community engagement and student connection.

Events and Programming

- Co-organized **Fall DJ Night**, which saw strong participation and positive student feedback
- Hosted **Trivia Night and Trivia Host Auditions**, supporting interactive student engagement



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- Planned and coordinated **Summer Mixer Event** and related tabling activities

Orientation and Outreach

- Contributed to Fall Orientation planning and presentations
- Supported **START International Orientation**, including preparation of materials included in approximately 400 welcome packages
- Conducted tabling sessions (including joint initiatives with CUPE) to promote GSA services and student resources

Collaborative Programming

- Co-hosted and supported planning for **“Let’s Talk Grad Life”** in collaboration with Student Wellness
- Coordinated and supported Graduate Drop-In Sessions and related programming

These efforts contributed to building a **stronger sense of community, awareness, and engagement among graduate students.**

5. Institutional Representation and Governance

Maintained active representation of graduate students across multiple institutional and governance platforms.

Committees and Governance Roles

- Student Leaders & Administrators Meeting (SLAM)
- University Hearing Board
- Judicial Committee
- GSA Executive Committee
- Board of Graduate Studies (supporting VP Academic)

Administrative Engagement

- Participated in meetings with the Provost, Vice-Provost, CSA, and GSA executives



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- Contributed to discussions on:
 - Student study spaces
 - Accessibility improvements
 - Collaboration between student organizations and administration

External Engagement

- Attended the **State of the City Address (Guelph Chamber of Commerce)**, representing the GSA and engaging with broader community discussions on infrastructure, housing, and public services

6. Policy Awareness and Advocacy

- Monitored developments related to **Ontario Bill 33**, including its implications for student governance and fee-based services
- Engaged with campus leadership and provincial partners to stay informed and support awareness efforts
- Contributed to discussions regarding student advocacy and the protection of student association autonomy

7. Communications, Outreach, and Organizational Capacity

- Supported preparation and distribution of **weekly newsletters and listserv communications**
- Participated in hiring of a **Communications Coordinator**, improving GSA's ability to effectively communicate with graduate students
- Conducted outreach and engagement through tabling and collaborative initiatives

8. Governance Support and VP Internal Responsibilities

In addition to Community Engagement responsibilities, supported key governance and



operational functions:

- Assisted with **GSA election process**, including:
 - Nomination form development
 - Coordination and finalization of election timelines
- Contributed to **bylaw updates**, including:
 - Incorporating approved amendments into official documents
 - Chairing the Bylaw Committee
 - Preparing the final bylaw version for AGM submission

Conclusion

The 2025–2026 term focused on building **consistent, accessible, and sustainable systems** to support graduate students across multiple areas, including wellness, advocacy, engagement, and governance.

Key outcomes include:

- Development of a comprehensive mental health support structure
- Improvements in transit services and reduction in student costs
- Strengthened equity and inclusion initiatives
- Expanded representation in institutional and external spaces
- Enhanced communication and organizational capacity

The work undertaken this year reflects a commitment to improving graduate student life through both **direct support and long-term structural improvements**.

Best regards,

Spandana Chereddy

VP Community Engagement

Graduate Students' Association - University of Guelph