

Federation of Students By-Laws

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I. Interpretation

For the purpose of these by-laws and all other by-laws of the Federation of Students, unless the context requires otherwise:

A. Definitions

- 1 "The Corporation" shall mean the corporation of the Federation of Students, University of Waterloo;
- 2 "Federation of Students" shall mean the corporation of the Federation of Students, University of Waterloo;
- 3 "Procedure" shall mean the governing and operational rules of the Corporation, including special rules of order;
- 4 "Policy" shall mean a document setting out the beliefs of the Corporation;
- 5 "Society" shall mean those student groups recognized by the Board of Directors that officially represent the interests of undergraduate students within, and to, their faculty, the university, and community at large;
- 6 "Board of Directors" as defined in section VIII. Board of Directors;
- 7 "Director" shall mean a member of the Board of Directors of the Corporation;
- 8 "Students' Council" as defined in section IX. Students' Council;
- 9 "Councillor" shall mean a voting member of Students' Council of the Corporation;
- 10 "Executive" shall mean the President and Vice-Presidents of the Corporation;
- 11 "President" shall mean the Chief Executive Officer of the Corporation;
- 12 "Clubs" shall mean those student groups gathered together with the intent of fulfilling a specific mandate, that have completed the sanctioning process outlined in the procedures officially recognized by the Federation of Students, and have been formally recognized by the Federation of Students;
- 13 "Services" shall mean those non-revenue generating operations provided by the Corporation to its membership;
- 14 "Commercial Services" shall mean those revenue generating operations provided by the Corporation to its membership;
- 15 "Commissions" shall mean those groups of one or more volunteers who undertake specific projects under the supervision of an Executive;

- 16 "Standing Committees" shall mean those bodies struck by either the Board of Directors or Students' Council whose mandate is continuous;
- 17 "Committees" shall mean those bodies struck by either the Board of Directors or Students' Council to fulfill a specific mandate in a finite period of time;
- 18 "University of Waterloo" shall mean the academic institution and the corporation of the University of Waterloo, in the City of Waterloo, in the Province of Ontario;
- 19 "Referendum" shall mean a direct vote in which voting members of the Corporation are asked to accept, reject, or decide between a particular proposal(s).
- 20 "General Meeting" shall mean a meeting of the members of the Corporation and may be the annual meeting of the Corporation for purposes of the Act, or any other meeting of the members;
- 21 "Student" shall mean a student of the University of Waterloo;
- 22 "The Act" shall mean the statute of Ontario governing the incorporation of the Federation: the *Corporations Act*; the *Not-for-Profit Corporations Act, 2010*; or a successor thereto, as applicable;
- 23 "Year" shall mean from May 1 to April 30.
- 24 "Business Day" shall mean a day in which the Corporation's Head Office is open.

B. Language

Words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

C. Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order* shall govern the Corporation in all cases to which they are applicable and in which they are consistent with the law, the by-laws, and any special rules of order the Corporation may adopt.

II. Head Office

The Head Office of the Corporation shall be in the City of Waterloo, in the Province of Ontario, and at such place therein as the Board of Directors may determine.

III. Membership

A. Full Membership

The full membership of the Corporation shall consist of:

- 1 Each undergraduate student currently registered at the University of Waterloo;
- 2 Each undergraduate student currently engaged in a co-operative work term;
- 3 Each person who was an undergraduate student in the previous term who has not withdrawn or graduated; and
- 4 The Executive of the Corporation.

Notwithstanding the above, an individual excused from membership as per §IV Dues, or expelled as a result of disciplinary action, is not a full member.

Full members may:

- 1 Vote in elections, referenda, and general meetings of the Corporation;
- 2 Sign petitions of the Corporation;

- 3 Nominate a candidate for election to the position of Councillor, Director, or Executive of the Corporation;
- 4 Stand as a candidate for, or hold the position of Councillor, Director, or Executive of the Corporation; and
- 5 Sit on any Committee of the Corporation.

Full members enjoy the rights and privileges of social membership.

B. Full-time Staff Membership

The full-time staff membership of the Corporation shall consist of:

- 1 All salaried employees of the Corporation who are hired to work a minimum of 35 hours/week for at least 12 months.

Full-time staff may, unless otherwise specified in the procedures or by-laws of the corporation:

- 1 Vote in elections, referenda, and general meetings of the Corporation;
- 2 Sign petitions of the Corporation; and
- 3 Nominate a candidate for election to the position of Director, Councillor or Executive of the Corporation.

Full-time staff shall enjoy the rights and privileges of social membership.

C. Honorary Membership

The honorary membership in the Corporation shall consist of:

- 1 Each individual or group awarded honorary membership by a two-thirds vote of a General Meeting in recognition of outstanding service to the Corporation and/or the University of Waterloo.

An honorary membership is valid for the life of the Corporation. Honorary members shall enjoy the rights and privileges of social membership.

Honorary Members are not members for the purposes of the Act.

D. Social Membership

The social membership of the Corporation may consist of:

- 1 Each student currently registered at the University of Waterloo;
- 2 Each Faculty member currently registered at the University of Waterloo;
- 3 Each Staff member of the Corporation;
- 4 Each Staff member of the University of Waterloo;
- 5 All alumnus of the University of Waterloo; and
- 6 All past Executive of the Corporation.

Social members must have paid the Federation of Students fee to the Corporation.

Social members may:

- 1 Participate in the social activities of the corporation;
- 2 Join Clubs recognized by the Corporation; and
- 3 Use or volunteer with Services or Commissions of the Corporation.

Social Members are not members for the purposes of the Act.

IV. Dues

The Corporation shall enter into agreement with the University of Waterloo, in order that a Federation of Students' fee may be collected by the University from each undergraduate student, at the time of registration each academic term, and that these fees may be awarded to the Corporation on a fee-per-student basis at the beginning of each academic term. The fee assessed to part-time students shall be 30% of that assessed to full-time students.

Payment of the Federation of Students fee is compulsory, but an undergraduate student of the University of Waterloo, who for reasons of conscience, does not wish to be a member of the Corporation may signify this in writing to the Board of Directors and shall cease to be member of the Corporation upon receipt of this notice by the Board of Directors. The fee, however, is non-refundable .

Changes to the Federation of Students fee levied to undergraduate students by the Federation of Students shall be subject to ratification at a general meeting of the corporation. Annual increases of a percentage increment equal to or less than the increase in the Consumer Price Index for Canada (according to statistics Canada for the calendar year immediately previous) and other changes appearing in the orders of business for the general meeting shall be ratified independently. All changes to fees shall take effect for the academic term starting nearest to September 1, unless permission is sought from and granted by the University Of Waterloo Board Of Governors or the Vice President, Operations & Finance or equivalent of the University of Waterloo.

V. General Meetings

A. Timing

The annual meeting of the members shall be held at the head office of the Corporation, or elsewhere in Waterloo, as the Board of Directors may determine, during the month of October. The financial statement and the report of the auditor shall be presented at the annual general meeting.

A General Meeting shall be held at the head office of the Corporation, or elsewhere in Waterloo, as the Board of Directors may determine, during the month of March. The names of the executives-elect shall be presented for ratification.

At any time a General Meeting may be called by any one of the following:

- 1 Two thousand nine hundred (2900) or ten (10) percent, whichever is fewer, voting members of the Corporation, by requisition;
- 2 Students' Council;
- 3 President; or
- 4 The Board of Directors.

In the case of a meeting called by requisition, the requisition for the meeting shall state the general nature of the business to be presented at the meeting and shall be signed by the requisitioners. The Board shall call a General Meeting within twenty-one (21) days from the date of the deposit of the requisition at the head office of the Corporation. If allowed by the Act the Board may refuse to call a General Meeting. It is the duty of the President to verify and rule on the validity of the requisition and of each signature.

B. Notice

Initial notice of a General Meeting must be given no more than thirty (30) days before the meeting and include some form of public communication, such as the front page of the Corporation' website or an ad in the official student newspaper. The initial notice shall include all information required to be in the notice of a meeting, except a list of business to be transacted, and shall specify a deadline for the submission of proposals for consideration at the meeting at least five (5) Business Days after the initial notice is given.

After the Board has determined the business to be transacted at the meeting, a second notice shall be circulated to members by the same means as the initial notice, listing the business to be transacted. This second notice shall be given no fewer than ten (10) Business Days before the meeting.

Business to be transacted may be required by the Act to be included in the notice of the meeting.

Notwithstanding any provisions of Paragraph I. C. of these By-Laws, the following procedure shall apply with respect to all business to be transacted at a meeting of members including the annual general meeting. All business to be transacted must be included in the notice of the meeting and all amendments to motions must fit within the scope of the notice. All business that would be special business under the meaning of section 55(7) of the Not-for-Profit Corporations Act, notwithstanding that that Act is not in force, must be included in the notice of the meeting.

C. Proposals

The Board shall include proposals submitted by voting members in the second notice of a meeting in accordance with the Act. The Board shall not refuse to include a member's proposal under:

- 1 Subsection 56(6)(a) of the Not-for-Profit Corporations Act, if the proposal was submitted before the deadline given in the initial notice; or
- 2 Subsection 56(6)(e) of the Not-for-Profit Corporations Act, if the meeting at which the previous proposal was defeated was more than sixty (60) days prior to the deadline for the submission of proposals.

D. Quorum of Members

A quorum for the transaction of business at any meeting of members shall consist of at least fifty (50) voting members present in person or represented by proxy.

E. Voting of Members

Each voting member of the Corporation shall at all meetings be entitled to one (1) vote.

Voting members may vote by proxy in accordance with the Act. The proxy shall contain the signatures and student identification number, if applicable, of the member and of the proxyholder and shall be open to examination by any member of the Corporation. No one may hold more than one proxy.

Voting on Directors shall be conducted by secret ballot, unless there are no more nominees than available positions.

VI. Referenda

A. Initiation

A Referendum for any purpose connected with the affairs of the Corporation may only be called by:

- 1 A requisition in writing of either twenty-nine hundred (2900) voting members or at least ten percent (10%) of the voting members of the Corporation, whichever is fewer;

- 2 A General Meeting;
- 3 Students' Council;
- 4 The President; or
- 5 The Board of Directors.

B. Notice

Notice of a Referendum must include some form of public communication, such as the front page of the Corporation's website or an ad in the official student newspaper. The notice of the Referendum shall include the exact wording of the question being decided along with instructions on how to cast a vote. Notice must be given at minimum fifteen (15) Business Days before the voting begins.

C. Procedure

The requisition or resolution for the Referendum shall state the exact wording of the question to be answered on the referendum. In the event that multiple requisitions or resolutions are received pertaining to the same matter, the President shall consult with the initiators and decide on a question or series of questions providing a clear choice between differing alternatives.

Council shall establish other aspects of the referendum procedure not contradictory to the by-laws.

The results of the Referendum shall be binding on the Corporation, upon ratification by a General Meeting, only if the number of votes cast for the option that received the most votes is at least seven percent (7%) of the voting members of the Corporation.

A referendum for recall of an Executive or Student Councillor may be initiated only by a requisition signed by at least ten percent (10%) of the voting members of the respective constituency, specifying a specific Executive or Student Councillor to recall. A referendum for recall does not pass unless the number of votes in favour of the referendum is at least the number of votes cast for that Executive or Student Councillor in the most recent election, the rest of these by-laws notwithstanding. The wording of the referendum question shall be "Should [Name] be removed from the office of [Office]?" Upon the adoption of a referendum for recall, the Executive or Student Councillor is removed from office.

VII. Requisitions

No requisition for a Referendum shall be accepted if a Referendum pertaining to the same item of business has been held within ninety (90) days.

The President of the Corporation shall verify the validity of the requisition and of each signature, and shall rule on the validity of the requisition.

If requests are received at the same time for more than one kind of decision-making procedure pertaining to the same item of business, a petition for a general meeting shall take precedence over a requisition for a referendum.

VIII. Board of Directors

A. Purpose

The purpose of the Board of Directors is to manage and supervise the management of the activities and affairs of the Corporation.

B. Membership

The Board of Directors shall consist of the four (4) Executive, two (2) Councillors, and five (5) other full members of the Corporation. Additionally, the General Manager shall serve as an ex-officio non-voting resource member. No individual may hold multiple seats on the board.

The Directors, other than the Executive, shall be elected at the March General Meeting to hold office for the subsequent year.

In the event of a vacancy among the elected Directors, including due to the failure of the March General Meeting to elect a full seven (7) Directors, the Board of Directors may appoint a replacement from the Councillors or the full members, as the case may be.

Unless otherwise directed by the Board, the Vice-President, Internal shall serve as the secretary of the Board.

C. Term of Office

Each Director shall hold office for one (1) year or until their successor is duly elected.

D. Quorum

Quorum is a simple majority of the voting members of the Board.

E. Meetings

Regular meetings of the Board shall occur at least monthly at a date, time, and place determined by the Board. One weeks notice shall be required for regular meetings.

A special meeting of the Board may be called, with twenty-four (24) hours' notice, by:

- 1 The President;
- 2 Any one Vice-President;
- 3 Any two of the members of the Board.

A meeting may be held without notice if every absent Director provides written consent of the meeting.

Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may determine. Unless authorized in advance by the Board, no special meeting may be held outside of Waterloo.

G. Powers

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

Without in any way derogating from the foregoing, the Board of Directors is expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings, and other

property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation for such consideration and upon such terms and condition as they may deem advisable.

The Board of Directors shall determine the date for the October and March General Meetings of the Corporation.

The Board of Directors of the Corporation is responsible to review the finances of the Corporation, and approve its annual budgets. Directors oversee the Executive in the performance of their jobs.

H. Duties

Directors must, in addition to what is otherwise set out in the by-laws, the policies, and the procedures of the Corporation, or in the Act:

- 1 Familiarize themselves with the by-laws of the Corporation, the board procedures, and the Act;
- 2 Attend all Board meetings;
- 3 Actively participate in decisions and strategy development.

I. Remuneration of Directors

Directors shall not receive monetary remuneration, excluding discounts, for serving as such, though they may receive such remuneration for serving as officers or employees or in other capacities.

IX. Students' Council

A. Purpose

The purpose of Students' Council is to determine the common interests of students on all issues relating to post-secondary education and to determine the policies of the Corporation.

B. Membership

Voting members shall include the Executive and a number of elected representatives. The elected representatives shall each represent a constituency and must be full members of the corporation belonging to that constituency. No individual may hold multiple seats on Council.

Non-voting members shall be:

1. The Speaker of Students' Council;
2. The Secretary of Students' Council;
3. Presidents of Societies which are recognized as Constituency, Federated and Affiliated College or University Councils or their representatives, unless elected members;
4. Chairpersons of Committees of Council who are not members of Council;
5. Federation of Students Commissioners;
6. Past Presidents of the Corporation; and/or
7. Such employees as determined by the Board of Directors.

C. Constituencies

The constituencies of Students' Council are:

- 1 Faculty of Arts
- 2 Faculty of Engineering
- 3 Faculty of Mathematics
- 4 Faculty of Science

- 5 Faculty of Applied Health Sciences
- 6 Faculty of Environment
- 7 Kitchener Campus
- 8 Cambridge Campus
- 9 St. Jerome's University
- 10 Renison University
- 11 Stratford Campus

The members of each constituency shall elect, in accordance with XII. Elections, the Councillors of that constituency.

The composition of the voting membership of Students' Council shall be allotted by the Board of Directors in accordance with the following formula:

The constituencies and number of representatives for each are:

- 1 The fraction composition of the total undergraduate enrolment of each constituency as calculated by the University of Waterloo in the Fall of each session, is multiplied by twenty-five;
- 2 Each constituency shall receive the same number of seats in the above-mentioned product, fractions of .500 or greater being considered as whole numbers and thus whole seats. In cases where a constituency has less than .500 of a seat, that constituency shall receive one seat; and
- 3 In cases where a new constituency having registered students is created after the annual allotment of seats, there shall be added to Students' Council additional voting representatives for that constituency for the remainder of that session only, the number to be determined such that the new constituency is represented to the same extent as it would have been had it existed at the time of the annual allotment of seats.

Students registered at a college or satellite campus location will be members of that constituency. Students registered in multiple faculties may run and vote in the elections of the faculty of their first major. Students registered in programs which are jointly hosted by several faculties may run or vote in elections for both.

D. Term of Office

Each elected Councillor shall hold office for one (1) year or until their successor is duly elected.

E. Quorum

Quorum shall be a simple majority of the voting members of Students' Council.

F. Meetings

Regular meetings of Council shall occur at least monthly at a date, time, and place determined by Council. One weeks notice shall be required for regular meetings.

Special meetings of Students' Council may be called, with at least forty-eight (48) hours' notice, by:

- 1 The President;
- 2 The Board of Directors; or
- 3 One half (50%) of the members of Students' Council.

A meeting may be held without notice if every absent Councillor provides a written waiver of notice for the meeting.

Meetings of Council must be held on a University of Waterloo campus unless authorized by a two-thirds vote of Council.

G. Powers

Students' Council can:

- 1 Determine the policies of the Corporation;
- 2 Set the procedures governing the elections & referendum process;
- 3 Form committees, as required for conduct of its business;
- 4 Cooperate with other university bodies in the formation of joint committees;
- 5 Make non-binding recommendations to the Board on any matter relating to the Corporation;
and
- 6 Delegate representatives to serve on bodies outside of the University.

H. Duties

Councillors must, in addition to what is otherwise set out in the by-laws, the policies, and the procedures of the Corporation:

- 1 Attend all Council meetings;
- 2 Attend all General Meetings of the Corporation
- 3 Actively participate in decisions and policy development;
- 4 Actively engage and consult with students regarding the undergraduate student experience;
- 5 Report on any relevant updates and activities within their constituency; and
- 6 Report on consultation efforts with their constituents, and the results thereof.

I. Removal of Councillors

A Councillor, other than an Executive, who is absent for multiple meetings may be removed from their seat upon adoption of a motion to that effect by Students' Council, if they meet any of the following conditions:

1. Absent for two (2) or more meetings without being excused; or
2. Absent for four (4) or more meetings, both excused and unexcused absences, where:
 - a. Travel costs could have been paid for by the Federation of Students; or
 - b. The councillor currently resides in the Waterloo Region.

Councillors arriving to a meeting more than 30 minutes late or leaving the meeting before its adjournment will be considered absent for that meeting.

Councillors must request an excused absence from the Speaker before each meeting for which they desire to be excused, except under extenuating circumstances. Excused absences can be sought for late attendance or early departure from a meeting. The determination of excusal is at the discretion of the Speaker, in conformance with the By-laws, Policies, and Procedures of the Corporation.

A Councillor shall be permitted to debate a motion to remove them from their seat brought under this subsection. Should such a motion to remove a Councillor be defeated, it may not be renewed at a future meeting of Council unless that Councillor is absent from a subsequent meeting of Council without being excused. These rules are not suspendable.

J. Remuneration of Councillors

Councillors shall not receive monetary remuneration, excluding discounts, for serving as such, though they may receive such remuneration for serving as officers or employees or in other capacities.

X. Officers

A. Officers

The officers of the Corporation shall be the:

- 1 President;
- 2 Vice-President, Operations & Finance;
- 3 Vice-President, Education;
- 4 Vice-President, Internal;
- 5 General Manager;
- 6 Chair of the Board; and
- 7 Secretary of the Corporation, who is normally the Vice-President, Internal.

Each officer shall perform the duties assigned to them by the by-laws, by the procedures of the Corporation, and by the Directors.

B. Executive

The President and Vice-Presidents form the Executive of the Corporation. The Executive shall be elected by the members in accordance with §XIII. Elections, and must be a full member of the Corporation at the time of their election. Each Executive shall hold office for one (1) year or until their successor is duly elected.

An Executive may not be a chairperson or executive member of a club or other organization receiving or petitioning to receive funds from the Corporation. An Executive may not sign a cheque addressed to an organization of which they are a member unless the specific expenditure is explicitly authorized by the Board of Directors.

The executive shall form the Executive Committee.

C. President

The President shall be the Chief Executive Officer of the Corporation.

The President shall preside at all General Meetings.

The President shall act as a representative to, or provide for the representation for the Corporation, at:

- 1 Official functions;
- 2 Public occasions;
- 3 The University Senate;
- 4 The Board of Governors;
- 5 The University administration; and
- 6 Any other University Committees. The President may also designate a student-at-large to act as a representative on those committees.

The President shall be responsible for:

- 1 The creation, maintenance, and implementation of the Federation of Students' Long Range Plan;

- 2 The periodic review of the by-laws, policies, and procedures of the Corporation;
- 3 The empowerment and supervision of the Secretary and Speaker of Council, subject to the approval by Council;
- 4 The publishing and the calling of the agenda for General Meetings
- 5 The appointment of a Chief Electoral Officer for the administration of all Students' Council elections and by-elections;
- 6 Public occasions;
- 7 The University Senate;

The President, in consultation with the Executive Committee, shall be responsible for the supervision and evaluation of the General Manager and the Research and Policy Officer.

The President, in conjunction with the General Manager, shall be responsible for the supervision and evaluation of the Orientation and Community Events Manager.

The President shall normally be the chair of the Board of Directors. The responsibilities of the chair of the board include:

- 1 Ensuring the Board is given adequate training in order to conduct its business effectively;
- 2 Handling all incoming requests of the Board, maintaining all confidences.

The chair of the Board continues to exercise their ability to vote and participate in debate.

The President shall report to the Executive Committee, Board of Directors, and Students' Council.

D. Vice-President, Operations & Finance

The Vice President, Operations & Finance shall, together with the General Manager, have a general supervision of the finances of all areas of the corporation.

The Vice President, Operations & Finance shall, in direct consultation with the General Manager and the President, provide a supervisory role over the full time managers within the Federation of Students, excepting the General Manager and the Research and Policy Officer.

The Vice-President, Operations & Finance shall act upon the approval of the members of Students' Council in all matters concerning the finances of Students' Council; and shall act, upon approval of the Board of Directors and the General Manager where action is immediately necessary and cannot await a meeting of Students' Council, provided that such action is reported as soon as possible to a meeting of the members of Students' Council.

The Vice-President, Operations & Finance shall supervise, in direct consultation with the General Manager and the President, the preparation of the annual budget of Students' Council and submit it to the members of Students' Council and ensure the accuracy and timeliness of all relevant financial matters and reports.

The Vice-President Operations & Finance shall supervise, in direct consultation with the General Manager and the President, the preparation of the annual budget of the Federation of Students' commercial services and submit it to the Board of Directors for approval.

He/she shall review and recommend to the members the action to be taken on all applications to Students' Council for funds. He/she shall supervise with the General Manager all purchasing done in the name of the Corporation and maintain and be responsible for all receipts and disbursements. He/she shall devise, in direct consultation with the General Manager, the accounting system to be used by Students' Council and implement such financial controls as may be necessary to properly administer the efficient management of Students' Council's funds.

The Vice-President, Operations and Finance shall ensure that all expenditures of the organization, under the jurisdiction of Students' Council are authorized and are evidenced by proper vouchers.

The Vice-President, Operations & Finance shall carry out his/her responsibilities in direct consultation with the General Manager and the President.

The Vice-President, Operations & Finance shall have supervisory responsibility over the finances of the various services and revenue generating commercial services of the Corporation.

The Vice-President, Operations & Finance shall oversee the finances of all Federation of Students offices, commercial services and auxiliary services. He/she shall determine, after consulting with the Vice-President, Internal the allocation of funds to Federation Clubs.

The Vice-President, Operations & Finance shall also present a financial report to Students' Council at least once a term. He/she shall also present a financial report for each fiscal year and forward such a report when audited to Students' Council and the University Treasurer.

The Vice-President, Operations & Finance shall promote business activities of the Federation of Students to members of the community and the community at large. This position is also responsible for securing corporate sponsorship in order to fund the activities of the Federation, provided such sponsorship is deemed appropriate by the Executive Committee.

The Vice-President Operations & Finance shall oversee the administration of the Health and Dental Plan, and report to the Board of Directors and Students' Council all relevant details of the plan including costs and coverage included in the plan. The Vice-President is responsible to ensure students are aware of the Health and Dental Plan.

The Vice-President, Operations & Finance shall monitor and supervise, in direct consultation with the General Manager and the President, all the operations of the Universal Bus Pass program. The Vice President, Operations & Finance shall ensure that all practices of the U-PASS program adhere to the by-laws, policies, and procedures.

The Vice-President, Operations & Finance shall facilitate, manage, and supervise the Health and Dental Plans, in direct consultation with the Account Manager of the service provider, General Manager, and the President.

The General Manager, in consultation with the Vice President Administration and Finance shall be responsible for the reconciliation of the Health and Dental Plan accounts.

The Vice-President, Operations & Finance shall serve as an advisor and administrative officer to Students' Council relative to any and all matters relating to finances internal to the corporation.

The Vice-President Operations & Finance shall present annual budgets to Students' Council and the Board of Directors.

The Vice-President Operations & Finance shall oversee the administration of the Student Refugee Program, and report to the Board of Directors and Students' Council all relevant details of the program and its supported students. The Vice-President is responsible for setting how the fund will be annually spent to meet the needs of the sponsored students. The Vice President is responsible to ensure students are aware of and able to opt out of the program at the beginning of each academic term.

The Vice-President, Operations & Finance shall report to the Executive Committee, Board of Directors and Students' Council.

E. Vice-President, Education

The Vice-President, Education shall work with people and organizations both internal and external to the university to keep high quality post-secondary education financially accessible.

The Vice President, Education shall provide for the representation of the Corporation when more than one representative is required at official university functions and on public occasions, or when the President is unable to attend.

The Vice-President, Education shall work with Provincial and/or National lobbying organizations if the Federation of Students is a member of such.

The Vice-President, Education shall encourage the evaluation of academic policies, procedures, and grading practices and encourage the formulation and implementation of policies and procedures that promote and reflect academic excellence and standards essential to the integrity of the University of Waterloo's scholastic activities.

The Vice-President, Education shall ensure that students' views are represented to the Department of Co-operative Education and Career Services. The Vice-President, Education shall monitor and recommend changes to the Department of Co-operative Education and Career Services.

The Vice-President, Education shall maintain and promote relations between the students of the University of Waterloo and the students of other universities and colleges, to the purpose of enhancing academic pursuits on campus.

The Vice-President, Education shall represent the undergraduate students of the University of Waterloo to any body dealing with program quality or accessibility, whether internal or external to the university, and will recommend such representation to Students' Council for approval.

The Vice-President, Education shall serve as Students' Council's advisor and administrative officer relative to any and all issues relating to academic, Co-operative Education, and external matters in which the Federation may participate.

The Vice-President, Education shall offer direction to students with academic appeals and petitions.

The Vice-President, Education shall ensure that the Federation of Students maintains links with community groups that can assist in student success. Additionally, the Vice-President, Education shall be a representative to these groups

The Vice-President, Education shall report to the Executive Committee, Board of Directors and Students' Council.

F. Vice-President, Internal

The Vice-President, Internal shall work towards assuring that the University of Waterloo provides an environment wherein its members can pursue personal and social growth as well as academic excellence.

The Vice-President Internal shall provide an informational link between Students' Council and Faculty Student Societies, Residence Councils, Federated and Affiliated Colleges.

The Vice-President, Internal shall address important issues outside the responsibility of the Vice President, Education with the purpose of educating the university community. Whenever possible, this will be done in conjunction with related university departments and groups.

The Vice-President, Internal shall encourage interaction between all the services with the purpose of finding areas of mutual interest where they can work together.

The Vice-President, Internal shall ensure that the Federation of Students maintains links with community groups that can assist this position. Additionally, the Vice-President, Internal shall be the Federation of Students' representative to these groups.

The Vice-President, Internal shall act as the Federation of Students' primary liaison with the student volunteer base and with its clubs. This position is responsible for the promotion and administration of a student volunteer program to encourage volunteer participation in the activities of the Federation of Students.

The Vice-President, Internal shall be responsible for the promotion of the Federation of Students' across campus. This includes, but is not limited to, overall responsibility for publicity (done in conjunction with the Vice President, Administration and Finance for business publicity), as well as assisting clubs with the advertising of their events.

The Vice-President, Internal shall be responsible for the supervision of the Campus Life Director.

The Vice-President, Internal shall encourage, promote and assist student-initiated projects and performing groups in the field of creative arts.

The Vice-President, Internal shall report to the Executive Committee, Board of Directors and Students' Council.

G. General Manager

The General Manager shall oversee the accounting and financial records of the Corporation, provide a historical perspective on decisions, and advise Directors and Executives in their duties.

The General Manager shall have responsibility of:

- 1 Establishing, administering, maintaining, and supervising all necessary accounting and financial records of the Corporation, and subsidiary organizations including Clubs and Societies, subject to the direction of the President and Vice-President, Operations & Finance;
- 2 Supervising all office services;
- 3 Engaging or discharging personnel, in consultation with and with the approval of the Board of Directors.
- 4 Preparing and submitting regular financial statements and assisting in the preparation of budgets;
- 5 Preparing reports and/or statistics as requested and required by the Vice-President, Operations & Finance;
- 6 Recommending and giving supervision to capital expenditures;
- 7 Reconciling the Health and Dental Plan accounts, in consultation with the Vice-President, Operations & Finance;
- 8 Supervising all other personnel duties, including but not limited to, policy, evaluation of all staff, discipline, and conduct, in conjunction with the President and the Vice-President, Operations & Finance;
- 9 Maintaining permanent and coherent records of the activities of the Corporation and assisting the Vice-President, Internal in their duties as Secretary of the Corporation;

The General Manager shall be responsible to the President and Vice-President, Operations & Finance, and shall perform other duties as determined by these individuals.

H. Chair of the Board

The Chair of the Board shall be elected by the Board of Directors at its first meeting each year to serve for that year or until their successor is elected. The Chair of the Board must be a Director.

The Chair of the Board shall:

1. Preside over all meetings of the Board.
2. Serve as a resource to the other Directors, especially the Directors who are not Executives.
3. Act as a liaison between the Board and Students' Council.

XI. Protection of Officers and Directors

Every Director or Executive of the Corporation as well as any other Officers, or an individual who acts or acted at the Corporation's request as a Director or Officer, or in a similar capacity, of another entity, current or former, and their respective heirs, executors and administrators, estate trustees, and other legal personal representatives, shall be indemnified and saved harmless by the Corporation from and against:

1. All costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity, so long as:
 - a. The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
 - b. If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful;
2. All costs, charges and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal, administrative, investigative or other action or proceeding to which the individual is subject because of the individual's association with the Corporation or other entity as described herein, if the individual,
 - a. Was not judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done; and
 - b. The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
 - c. If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

Except as otherwise provided in the Act, no Director or Executive of the Corporation as well as any other Officers, or an individual who acts or acted at the Corporation's request as a Director or Officer, or in a similar capacity, of another entity, current or former, is liable for the act, neglects, defaults or receipts of any other Director, Executive, Officer or employee, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in which any Corporation funds are invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom any of the assets of the Corporation are deposited, or for any loss caused by any error of judgment or misfortune which may occur in the execution of his/her duties or in relation to his/her office, unless the same occurs through his/her failure to exercise the powers and to discharge the duties of his/her office honestly, in

good faith with a view to the best interests of the Corporation and was not judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done.

XII. Elections

A. Timeline

Student's Council and the Executive shall be elected in the week before Reading Week, during the month of February.

Vacant positions in Students' Council and the Executive, including the President, which occur before November 1, shall be filled at the earliest reasonably possible election by the student body in conformance to the by-laws and the procedures of the Corporation.

No vacant positions for Students' Council shall be filled if the process to fill them has not begun as of November 1.

After November 1, vacant seats for Executive, including the President, shall be filled in a manner determined by the Board of Directors. The Board of Directors may, if deemed necessary, divide and delegate the responsibilities of the vacant office, in consultation with the Executive Committee.

B. Election Procedure

Students' Council may establish procedures for elections not contrary to these by-laws, including, but not limited to:

- 1 Expense limits;
- 2 Campaigning rules;
- 3 Nomination procedure;
- 4 Voting rules;
- 5 Dispute resolution;
- 6 Disqualification of candidates.

Unless otherwise specified by Students' Council, the Students' Council shall resolve all matters of controversy in elections.

C. Voting Method

In all elections, a ranked voting system shall be employed for the counting of ballots:

- 1 Electors shall rank as many candidates as they wish according to preference;
- 2 Electors may choose not to rank a candidate;
- 3 Votes shall only be cast for eligible candidates;
- 4 Votes shall be tallied using Instant-Run-Off Voting (IRV) for single seat elections, and BC Single Transferrable Vote (BC-STV) for multi-seat elections; and
- 5 If a candidate is disqualified or chooses to withdraw after polling has taken place, any votes cast for that candidate shall be counted as an abstention.

For referendums, votes shall be counted for each referendum option. The option with the most votes shall be considered the outcome.

XIII. Financial Management

A. Signing Officers

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such agent or agents of the Corporation, appointed by the Board of Directors as signing officers for the Corporation.

Any signing officer may:

- 1 Endorse notes and drafts for collection on account of the Corporation through its bankers;
- 2 Endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation;
- 3 Endorse notes, drafts, and cheques as "for collection" or "for deposit" by using the Corporation's rubber stamp for the purpose;
- 4 Arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers; and
- 5 Receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release of verification slips.

B. Financial Year

The fiscal year of the Corporation shall terminate on the 30th day of April in each year.

C. Execution of Documents

Deeds, transfers, licenses, contracts, agreements, memorandums of understanding, and engagements on behalf of the Corporation shall be approved by a resolution of the Board of Directors and be signed by the President and the Vice-President, Operations & Finance, or any other Director authorized by the Board of Directors.

Deeds, transfers, licenses, contracts, agreements, memorandums of understanding, and engagements on behalf of the Corporation deemed by a resolution of the Board of Directors to be in the ordinary course of the Corporation's Operations & Finance may be entered into on behalf of the Corporation by the President; Vice-President, Operations & Finance; or the General Manager or by any person authorized by the Board of Directors. The General Manager shall affix the seal of the Corporation to such instruments as require the same.

The President; Vice-President, Operations & Finance; General Manager; the Directors, or any one of them; or any person or persons designated by the Board of Directors may transfer any and all shares, bonds or other securities standing in the name of the Corporation, in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities transferred to the Corporation and may affix the Corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the Corporate seal any and all purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or Corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

D. Deposit of Securities for Safekeeping

The securities of the Corporation shall be deposited for safekeeping with one or more financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn only upon the written order of the Corporation by resolution of the Board of Directors, and

such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the Board of Directors and shall not be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

E. Borrowing

The Board of Directors may:

- 1 Borrow money on the credit of the Corporation;
- 2 Issue, reissue, sell or pledge debt obligations of the Corporation;
- 3 Give a guarantee on behalf of the corporation to secure performance of an obligation of any person; or
- 4 Mortgage, pledge, or otherwise create a security interest in any or all property of the corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

The Board of Directors may authorize any Director, Officer or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or be borrowed as aforesaid and as to the terms and condition of the loan thereof, and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

Approved at the March General Meeting on March 28th, 2013