



Proposed Federation of Students Bylaws

March 2017

Federation of Students
University of Waterloo



Federation of Students
BYLAWS
As Updated on March 14, 2017

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REVISION HISTORY

1. *These bylaws approved by the Board of Directors on December 6, 2016.*
[EFFECTIVE DATE: UPON RATIFICATION]
2. *Articles 8, 11, and 13 amended by the Board of Directors on February 16, 2017.*
[EFFECTIVE DATE: UPON RATIFICATION]
3. *Article 8 further amended by the Board of Directors on March 14, 2017.*
[EFFECTIVE DATE: UPON RATIFICATION]

Ratified by the General Meeting on <DATE>.

ARTICLE ONE: INTERPRETATION

Section 1. Definitions

- (1) For the purposes of these bylaws and all other bylaws of the Federation of Students, unless the context requires otherwise:
- (2) “The Corporation” shall mean the corporation of the Federation of Students, University of Waterloo;
- (3) “Federation of Students” shall mean the corporation of the Federation of Students, University of Waterloo;
- (4) “Procedure” shall mean the governing and operational rules of the Corporation, including special rules of order;
- (5) “Policy” shall mean a document setting out the beliefs of the Corporation;
- (6) “Society” shall mean those student groups recognized by the Corporation that officially represent the the interests of undergraduate students within, and to, their faculty, the university, and community at large;
- (7) “Board of Directors (Board)” as defined in Article 7.1(1);
- (8) “Director” shall mean a member of the Board of Directors of the Corporation;
- (9) “Students’ Council (Council)” as defined in Article 8.1(1);
- (10) “Councillor” shall mean a voting member of Students’ Council of the Corporation;
- (11) “Executive” shall mean the President and Vice Presidents of the Corporation;
- (12) “President” shall mean the Chief Executive Officer of the Corporation;
- (13) “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;
- (14) “Services” shall mean those non-revenue generating operations provided by the Corporation to its membership;
- (15) “Commercial Services” shall mean those revenue generating operations provided by the Corporation to its membership;
- (16) “Commissions” shall mean those groups of one or more volunteers and part-time staff who undertake specific projects under the supervision of an Executive;
- (17) “Standing Committees” shall mean those bodies struck by either the Board of Directors or Students’ Council whose mandate is continuous;
- (18) “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;
- (19) “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 and its satellite campuses and locations;

- (20) “Requisition” shall mean a written request by two thousand nine hundred (2900) or ten (10) percent, whichever is fewer, voting members of the Corporation to accept, reject, or decide between particular proposals;
- (21) “General Meeting” shall mean a meeting of the members of the Corporation and may be the annual meeting of the Corporation for the purposes of the Act, or any other meeting of the members;
- (22) “Student” shall mean an undergraduate student of the University of Waterloo;
- (23) “The Act” shall mean the statute of Ontario governing the incorporation of the Federation: the Ontario Corporations Act, 1990; or a successor thereto, as applicable;
- (24) “Year” and “fiscal year” shall mean May 1 to April 30;
- (25) “Business Day” shall mean a day in which the Corporation’s Head Office is open;
- (26) “External Political Organization” shall be defined as an organization that engages in lobbying or advocacy activities on behalf of post-secondary students to any level of government.

Section 2. Language

- (1) Words importing the singular number shall include the plural number, as the case may be, and vice-versa, and references to persons shall include firms and corporations.

Section 3. Parliamentary Authority

- (1) 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 bylaws, and any special rules of order the Corporation may adopt.
- (2) At no time may any part of these bylaws be suspended, unless the part being suspended specifically provides for such action.

Section 4. Resolution of Conflicts

- (1) In the event of a conflict between the Corporation’s governing documents, preference shall be assigned to each type of document from most to least significant as follows:
 - 1. The Letters Patent and Supplementary Letters Patent;
 - 2. The Bylaws;
 - 3. The Procedures;
 - 4. The Parliamentary Authority.
- (2) To the fullest possible extent, the governing documents of the Corporation will be interpreted and implemented with a view to upholding the Federation of Students’ policies.

ARTICLE TWO: HEAD OFFICE

Section 1. Location

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

ARTICLE THREE: MEMBERSHIP

Section 1. Full Membership

- (1) 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 registered 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.
- (2) Notwithstanding the above, an individual expelled as a result of disciplinary action, is not a full member.
- (3) 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 to the Board of Directors in writing, and will cease to be a member upon receipt of this notice by the Board.
- (4) 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 election to the position of Councillor, Director, or Executive of the Corporation; and,
 5. Sit on any Committees of the Corporation.
 6. Full members enjoy the rights and privileges of social membership.

Section 2. Full-time Staff Membership

- (1) The full-time staff membership of the Corporation shall consist of all salaried employees of the Corporation who are hired to work a minimum of 35 hours a week for at least 12 months.
- (2) Full-time staff may, unless otherwise specified in the procedures or bylaws of the Corporation:
 1. Vote in elections and general meetings of the Corporation;
 2. Nominate a candidate for election to the position of Director of the Corporation.
- (3) Full-time staff enjoy the rights and privileges of social membership.

Section 3. Honorary Membership

- (1) The honorary membership of the Corporation shall consist of:
 1. Each individual or group awarded honorary membership by a two-thirds (2/3) vote of a General Meeting in recognition of outstanding service to the Corporation and/or the University of Waterloo.
- (2) An honorary membership is valid for the life of the Corporation. Honorary members shall enjoy the rights and privileges of social membership.
- (3) Honorary members are not members for the purposes of the Act.

Section 4. Social Membership

- (1) The social membership of the Corporation shall consist of individuals from the following groups who have paid the Federation of Students fee to the Corporation:
 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.
- (2) Social members may:
 1. Participate in the social activities of the Corporation;
 2. Join Clubs recognized by the Corporation;
 3. Use or volunteer with Services or Commissions of the Corporation.
- (3) Social members are not members for the purposes of the Act.

ARTICLE FOUR: DUES

Section 1. Collection

- (1) 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.
- (2) The fee assessed to part-time students shall be 30% of that assessed to full-time students.
- (3) Payment of the Federation of Students fee is compulsory for all undergraduate students of the University of Waterloo, and may not be refunded.

Section 2. Changes

- (1) 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.
- (2) Annual increases of a percentage increment equal or less than the increase in the Consumer Price Index of 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 by separate motions.
- (3) 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 and Finance or equivalent of the University of Waterloo.

ARTICLE FIVE: GENERAL MEETINGS

Section 1. Timing

- (1) General Meetings of members shall be held in the Region of Waterloo, at such a location as the Board of Directors may determine.
- (2) One (1) General Meeting must be held in the Fall academic term before November 30, and in the Winter academic term before March 30 of each year.
- (3) The financial statement and report of the auditor must be presented at the Fall General Meeting each year.
- (4) For the purposes of the Act, the Fall General Meeting shall be considered the Annual Meeting of the Corporation.
- (5) The ratification of Executives, and election of the Board of Directors must be presented at the Winter General Meeting.
- (6) A Special General Meeting may be called by any of the following:
 1. A requisition as defined in Article 1.1(20);
 2. Students' Council;
 3. The President; or
 4. The Board of Directors.
- (7) A call for a Special General meeting must include the general nature of the business to be presented at the meeting.
- (8) The Board of Directors shall call a Special General Meeting within twenty-one (21) business days of the receipt of the requisition at the head office of the Corporation.

Section 2. Notice

- (1) The initial notice of a General Meeting must be given no less than twenty (20) business days before the meeting via a method(s) determined by the Board to reach the entirety of the membership.
- (2) The initial notice shall specify the date, time, and location of the meeting, as well as the deadline for the submission of proposals for consideration at the meeting.
- (3) The deadline for the submission of proposals shall be at least five (5) business days after the date of the Initial Notice.
- (4) Following the deadline for the submission of proposals, and after the Board has determined the business to be transacted at the meeting, a Second Notice shall be circulated to members by at least the same means as the Initial Notice, listing the business to be transacted, including the exact text of all motions to be considered.
- (5) The Second Notice shall be given to all members no fewer than ten (10) business days before the meeting.

Section 3. Proposals

- (1) A member entitled to vote at an annual meeting of the members may give the Corporation notice of any matter, referred to as a “proposal,” that the member proposes to raise at the meeting.
- (2) The Board shall include proposals submitted by voting members in the Second Notice of a meeting in accordance with the Act.
- (3) Exempting bylaw amendments, the Board shall not refuse to include a member’s proposal, provided:
 1. That the proposal was submitted before the deadline given in the Initial Notice; and,
 2. That no similar proposal was voted on at a General Meeting less than one (1) year prior to the deadline for the submission of proposals.
- (4) The Board shall include only those proposed bylaw amendments that have received approval in accordance with Article 14.1(1) of these bylaws.
- (5) Only business included in the Second Notice shall be transacted at the meetings. All amendments proposed at the meeting must be within the scope of the original motion.

Section 4. Quorum of Members

- (1) A quorum for the transaction of business at any meeting of the members shall consist of at least two hundred (200) voting members present in person or represented by proxy.

Section 5. Voting of Members

- (1) Each voting member of the Corporation shall at all meetings be entitled to one (1) vote.
- (2) A voting member may appoint any individual to vote by proxy on their behalf, in accordance with Section 84 of the Act, subject to the following conditions:
 1. Proxies shall be executed in writing, and shall contain the signatures and the student’s identification number, if applicable, of the proxy holder, as well as any restrictions placed upon the proxy holder;
 2. No individual may hold more than one (1) proxy;
 3. Proxies to be used at a General Meeting may be deposited at the Head Office of the Corporation no fewer than twenty-four (24) hours prior to the start of the meeting, or at the end of the last business day prior to the day on which the meeting is to take place, whichever is first;
 4. The validity of each proxy shall be verified by the President, or a suitable designate; and,
 5. All verified proxies shall be available for examination by any member of the Corporation.

- (3) Voting on Directors shall be conducted by secret ballot, unless all nominees can be acclaimed to the available positions.

Section 6. Agenda

- (1) The following ordered list of items, as applicable, shall be the fixed order of the agenda for all General Meetings, unless otherwise specified by the Board of Directors:
1. Call to Order
 2. Comments from the Chair
 3. Approval of the Agenda
 4. Approval of the Minutes
 5. Receiving the Auditor's Report and Financial Statements
 6. Motion to Appoint the Auditors
 7. Election of the Board of Directors
 8. Ratification of Elections and Referenda Results
 9. *Other Agenda Items*

ARTICLE SIX: REQUISITIONS

Section 1. Conditions

- (1) Requisitions for general meetings, or for any other applicable business specified in these bylaws or by the Procedures of the Corporation, will be submitted in writing at the Head Office of the Corporation.
- (2) No requisition for a Special General Meeting shall be accepted if the proposed business to be transacted has been voted on at another General Meeting within one (1) year.
- (3) The President, or a suitable designate, shall verify the validity of the requisition and of each signature.
- (4) 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 Special General Meeting shall take precedence over all other submissions.

ARTICLE SEVEN: BOARD OF DIRECTORS

Section 1. Purpose

- (1) The Board of Directors shall primarily discuss and make operational management decisions relating to the legal, financial, human resources, high-level organizational strategy and long-range planning of the Federation of Students.

Section 2. Membership

- (1) The Board of Directors shall consist of:
 1. The four (4) Executive;
 2. Two (2) members of Students' Council; and,
 3. Five (5) other full members of the Corporation.
- (2) The General Manager shall sit as a non-voting resource member of the Board.
- (3) All Directors, other than the Executive, shall be elected at the Winter General Meeting to hold office for the subsequent fiscal year.
- (4) No individual may hold multiple seats on the Board.
- (5) In accordance with the Act, all Directors must be at least eighteen (18) years of age and not bankrupt.
- (6) In the event of a vacancy among the elected Directors, including due to failure of the Winter General Meeting to elect a full seven (7) Directors, the Board of Directors may appoint a qualified member to fill the vacancy.
- (7) Vacancies that occur prior to the Fall General Meeting will be appointed by the Board only until the Fall General Meeting elects a qualified member to serve for the remainder of the fiscal year.

Section 3. Term of Office

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

Section 4. Quorum

- (1) Quorum is a simple majority of the voting members of the Board.

Section 5. Meetings

- (1) Regular meetings of the Board shall occur at least monthly at a date, time, and place determined by the Board or the Chair of the Board. Notice for regular meetings shall be given at least ten (10) days in advance.
- (2) A special or emergency meeting of the Board may be called for any sufficiently urgent purpose, by:
 1. The Chair of the Board;
 2. Any one (1) Executive;

3. Any three (3) members of the Board; or,
 4. A resolution of the Board.
- (3) Notice for special meetings must be given to all members no less than three (3) days in advance, and must state the general purpose of the business to be transacted.
 - (4) Notice for emergency meetings must be given to all members no less than one (1) day in advance, and shall include all items of business to be transacted, including the exact text of any resolution to be voted on.
 - (5) Normally, no special meeting will be held to conduct business that may be postponed until a regular meeting, and no emergency meeting will be held where a special or regular meeting would be sufficient.
 - (6) A meeting may be held without notice if every absent Director provides written consent.
 - (7) Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may determine.
 - (8) Unless authorized in advance by the Board, no special or emergency meeting may be held outside the Region of Waterloo.

Section 6. Powers

- (1) The Board of Directors of the Corporation shall manage the affairs of the Corporation and shall make or shall 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 or do.
- (2) 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 conditions as they may deem advisable.
- (3) The Board of Directors is expressly further empowered to:
 1. Approve the annual budgets of the Corporation;
 2. Review the finances of the Corporation, including the annual audit;
 3. Oversee the Executive and all other Officers of the Corporation in the execution of their duties;
 4. Oversee the strategic direction of the Corporation;
 5. Determine the dates of the Fall and Winter General Meetings;
 6. Establish the staff structure and the human resources procedures of the Corporation;

7. Establish such committees and procedures as are necessary for the effective execution of its duties.
- (4) Each Director shall have the right to view, upon request, any internal document or communication relating to the affairs of the Corporation, subject to any procedures the Board may establish in facilitating this process.

Section 7. Duties

- (1) Directors must familiarize themselves with the Act, the letters patent, agreements with the University, these bylaws, and the Policies and Procedures of the Corporation.
- (2) Directors must perform all duties attributed to them in the Act, elsewhere in these bylaws, and within the procedures of the Corporation.
- (3) Directors shall, to a reasonable extent, respect and uphold the Policies of the Corporation in the execution of their duties.
- (4) Directors are expected to attend all Board meetings, and actively participate in all proceedings.
- (5) The Board of Directors must consider all recommendations made by Council.

Section 8. Remuneration of Directors

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

Section 9. Removal of Directors

- (1) In accordance with Section 67 of the Act, any Director, excluding an Executive, may be removed from office by a two-thirds (2/3) vote at a General Meeting, provided the proposal for the Director's removal was submitted in accordance with the requirements for the submission of proposals specified by these bylaws in Article 5.3(1).
- (2) Following the successful removal of a Director, the General Meeting may, by majority vote, elect a new Director to fill the vacant seat.
- (3) All votes to remove Directors shall take place by secret ballot. The Board may establish additional procedures to regulate the process by which a removal motion is debated.

ARTICLE EIGHT: STUDENTS' COUNCIL

Section 1. Purpose

- (1) The purpose of Students' Council is to represent the full members of the Corporation through the general oversight of the Federation of Students' Executives, to determine member priorities with respect to the expenditure of dues, and to establish the Policies of the Corporation.

Section 2. Membership

- (1) Voting members shall include the Executive, Councillors from each constituency, and the president, or designate selected in accordance with Procedure, from each constituency Society, provided that no two voting society representatives on Council are representing the same constituency.
- (2) No individual may hold multiple seats on Council.
- (3) Non-voting members shall be:
 1. The Chair of the Board.

Section 3. Constituencies

- (1) The constituencies of Students' Council are:
 1. Faculty of Applied Health Sciences
 2. Faculty of Arts
 3. Faculty of Engineering
 4. Faculty of Environment
 5. Faculty of Mathematics
 6. Faculty of Science
 7. Cambridge Campus
 8. Kitchener Campus
 9. Stratford Campus
 10. St. Jerome's University
 11. Renison University
- (2) The distribution of voting seats among constituencies on Students' Council shall be allotted by the Board of Directors in accordance with the following formula:
 1. Each constituency shall have $(25 * (C/N) + 0.5)$ voting seats, where C is the number of voting members of that constituency, and N is the total voting membership of the Corporation;
 2. In the event the formula produces a fractional number of seats, the number of seats will be rounded to the nearest whole number; and,
 3. A constituency that fails to reach a rounded product of one (1) from the formula, shall receive one (1) voting seat.

- (3) New constituencies with registered students created after the annual allotment of seats shall have voting seats added to Students' Council as defined by the above formula.
- (4) The members of each constituency shall elect, in accordance with Article 11.4(1), the Councillors of that constituency.
- (5) Students registered at a college or satellite campus location will be members of that constituency. Students registered in programs which are jointly hosted by several faculties may run or vote in elections for both.

Section 4. Term of Office

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

Section 5. Quorum

- (1) Quorum shall be a simple majority of the voting members of Council.

Section 6. Meetings

- (1) Regular meetings of Council shall occur at least monthly at a date, time, and place determined by Council. One week's notice shall be required for regular meetings.
- (2) 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.
- (3) A meeting may be held without notice if every absent Councillor provides a written waiver of notice for the meeting.
- (4) Meetings of Council must be held on a University of Waterloo campus unless authorized by a two-thirds (2/3) vote of Council.
- (5) No meeting of Council shall occur during the interim, campaign, or polling period of a general Council or Executive election.

Section 7. Powers

- (1) Students' Council shall receive regular reports from, and provide regular feedback to the Executives of the Corporation.
- (2) Council shall have the power to determine student priorities regarding the general expenditure of members' dues, to establish student perspective on all matters in relation to post-secondary education, and to set the Policies of the Corporation.
- (3) Without restricting the generality of the above, Council shall have:
 1. The responsibility to prepare the Federation of Students' annual budget for approval by the Board of Directors, insofar as the budget pertains to the

- expenditure of members' dues, and exempting those portions of the budget restricted by the Board;
 2. The power to establish procedures regarding the formation, administration, discipline, and disbandment of all Federation of Students' Clubs and Services;
 3. The power to delegate representatives to serve on bodies outside the University;
 4. The power to establish joint committees and councils with the University; and,
 5. The power to establish such committees and procedures as required for the conduct of its business, including those that define elections and referenda processes.
- (4) Students' Council may make recommendations to the Board of Directors on any matter pertaining to the affairs of the Corporation.

Section 8. Duties

- (1) Councillors must, in addition to what is set out in the bylaws, 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 the consultation efforts with their constituents, and the results thereof.
- (2) Councillors who are absent for two (2) regular meetings of Council in a twelve (12) month period, without being excused, or more than four (4) regular meetings of Council for any reason other than distance related reasons specified by Council Procedure, may be removed from Council by majority vote.
- (3) In the event the vote to remove a Councillor fails, another may not occur until the Councillor is absent another regular meeting without having been excused.
- (4) Council shall determine the procedures and requirements for excusing absences.

Section 9. Remuneration of Councillors

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

ARTICLE NINE: OFFICERS

Section 1. Officers

- (1) The officers of the Corporation shall be the:
 1. President;
 2. Vice President, Operations and Finance;
 3. Vice President, Education;
 4. Vice President, Student Life;
 5. General Manager;
 6. Chair of the Board; and
 7. Secretary of the Corporation.
- (2) Each officer shall perform the duties assigned to them by the bylaws, by the procedures of the Corporation, and by the Directors.

Section 2. Executive

- (1) The President and Vice Presidents form the Executive of the Corporation.
- (2) The Executive shall be elected by the members in accordance with Article 11.4(1), and must be a full member of the Corporation and eligible to sit on the Board at the time of their election.
- (3) An Executive may not be a chairperson or executive of a club or other organization receiving or petitioning to receive fund from the Corporation.
- (4) 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.
- (5) The Executive shall form the Executive Board, with the General Manager serving as a non-voting resource member, and shall have the powers and responsibilities as the Board of Directors may determine.

Section 3. President

- (1) There shall be a President, who shall be the Chief Executive Officer of the Corporation and a member of the Executive. The President shall be responsible for administering the affairs of the Federation, in accordance with these bylaws and in conjunction with the rest of the Executive Board.
- (2) Without limiting the generality of the above, the President shall be expressly responsible for:
 1. Presiding over General Meetings;
 2. Representing, or selecting an appropriate representative to, all University decision making bodies requiring undergraduate student representation; and,

3. Maintaining and promoting relationships with key university stakeholders, in conjunction with other members of the Executive Committee as appropriate.
- (3) The President shall assist the officers of Council and Board in the fulfillment of their roles.
- (4) The President shall serve as a resource to the rest of the Executive Committee in the fulfillment of their roles.
- (5) The President shall oversee the implementation of the Corporation's long-term vision.
- (6) The President shall oversee the Corporation's efforts to create a balanced introduction to the academic, social, and community aspects of university life for new students to the university.
- (7) The President shall have the power to, from time to time, establish Commissions as necessary to assist with any of the above duties or responsibilities.
- (8) The President shall be the Vice-Chair of the Board of Directors, unless otherwise designated by the Board.
- (9) The President shall, to the fullest possible extent, respect and uphold the Policies of the Corporation in the execution of the above duties.

Section 4. Vice President, Operations and Finance

- (1) There shall be a Vice President, Operations and Finance, who shall be a member of the Executive.
- (2) The Vice President, Operations and Finance shall, in consultation with the General Manager, be generally responsible for the oversight of operational, financial, human resources, commercial, and contractual affairs of the Corporation.
- (3) Without limiting the generality of the above, the Vice President, Operations and Finance shall be expressly responsible for:
 1. Preparing the budgets of the Corporation, in consultation with the Executive Board, Students' Council, and the Board of Directors;
 2. Overseeing the Corporation's insurance policies, including any plan or program administered by the Corporation;
 3. Supervising purchasing, financial controls, expenditures, insurance receipts, payroll, and drafting of legal agreements;
 4. Promoting the Commercial Services of the Corporation and establishing business relationships with external parties;
 5. Providing a supervisory role over full-time management personnel, with the exception of the General Manager, and any other personnel determined by the Board of Directors;
 6. The audited financial statements of the Corporation, and reports regarding expenditures of funds, legal agreements, and operations; and,

7. Ensuring the Corporation complies with all legal, financial, and ethical obligations and agreements.
- (4) The Vice President, Operations and Finance shall ensure that audited financial statements of the Corporation are prepared, and provide the necessary copies to the Board of Directors, Students' Council, the Executive Board, and the University of Waterloo Treasurer.
- (5) The Vice President, Operations and Finance shall ensure that the audited financial statements of the Corporation are presented at a General Meeting, and are made available to the full membership of the Corporation.
- (6) The Vice President, Operations and Finance shall have the power to, from time to time, establish Commissions as necessary to assist with the fulfillment of any of the above duties or responsibilities.
- (7) The Vice President, Operations and Finance shall, to the fullest possible extent, respect and uphold the Policies of the Corporation in the execution of the above duties.

Section 5. Vice President, Education

- (1) There shall be a Vice President, Education, who shall be a member of the Executive.
- (2) The Vice President, Education shall be generally responsible for advocating on behalf of undergraduate students to the University of Waterloo, the Government of Ontario, and the Government of Canada, on all matters related to post-secondary education.
- (3) Without limiting the generality of the above, the Vice President, Education shall be expressly responsible for:
 1. Representing the Corporation to any External Political Organization which the Federation of Students holds membership;
 2. Promoting a high-quality academic and co-op environment for all students at the University of Waterloo, the routine evaluation of academic policies and practices, and financially accessible post-secondary education;
 3. Encouraging student disciplinary practices that are fair, equitable, and maintain the integrity of the University of Waterloo's scholastic activities; and,
 4. Providing assistance to students facing difficulties in their interactions with the University or any level of government, or otherwise seeking assistance of a general academic nature.
- (4) The Vice President, Education shall maintain and promote relations between the undergraduate students of the University of Waterloo, the Regional Municipality of Waterloo, and the local area municipalities in which there is a University campus, and shall represent the Federation of Students to community organizations established to promote student welfare.

- (5) The Vice President, Education shall maintain and promote relations between the undergraduate students of the University of Waterloo and the students of other universities for the purpose of enhancing academic pursuits on campus.
- (6) The Vice President Education shall have the power to, from time to time, establish Commissions as necessary to assist with the fulfillment of any of the above duties or responsibilities.
- (7) In the absence of the President, the Vice President, Education shall represent the Corporation in all matters, save for those that require a signing officer as described in these bylaws.
- (8) The Vice President, Education shall, to the fullest possible extent, respect and uphold the Policies of the Corporation in the execution of the above duties.

Section 6. Vice President, Student Life

- (1) There shall be a Vice President, Student Life, who shall be a member of the Executive.
- (2) The Vice President, Student Life shall be generally responsible for promoting an environment wherein students can pursue personal and social growth within the Federation of Students, the University of Waterloo, and the broader community.
- (3) Without limiting the generality of the above, the Vice President, Student Life shall be specifically responsible for:
 - 1. Maintaining and promoting relationships between the Federation of Students, Student Societies, Residence Councils, and the Affiliated and Federated Institutions of Waterloo;
 - 2. Promoting and coordinating student participation in athletic, cultural, and social activities as well as assisting student-initiated projects;
 - 3. Encouraging and facilitating collaboration between all clubs, services, and external political organizations;
 - 4. Maintaining and promoting relationships with external community groups that can enhance the student experience, and representing the Corporation to these groups; and,
 - 5. Overseeing the day-to-day operations of all Federation of Students' Clubs and Services.
- (4) The Vice President, Student Life shall promote and administer a volunteer program that encourages volunteer participation in the activities of the Federation of Students. They shall also act as the Federation of Students' primary liaison with the student volunteer base, including student-run organizations.
- (5) The Vice President, Student Life shall be generally responsible for the day-to-day oversight of all Federation of Students' clubs, services, and societies.
- (6) The Vice President, Student Life shall have the power to, from time to time, establish Commissions as necessary to assist with the fulfillment of any of the above duties or responsibilities.

- (7) The Vice President, Student Life shall, to the fullest possible extent, respect and uphold the Policies of the Corporation in the execution of the above duties.

Section 7. General Manager

- (1) There shall be a General Manager, who shall be a resource to the Executive.
- (2) In conjunction with the relevant Executive, the responsibilities of the General Manager shall include:
1. Providing organizational cohesiveness, continuity, and historical perspective;
 2. Oversight of human resources;
 3. Oversight of all financial aspects of the organization;
 4. Providing forward-thinking and tactical leadership to mitigate risk in all of the organization's activities; and,
 5. Ensuring that the organization plans, sets, and achieves strategic objectives.
- (3) The General Manager shall be responsible to the President and Vice President, Operations and Finance, and shall perform other duties as determined by these individuals.
- (4) The General Manager shall, to the fullest possible extent, respect and uphold the Policies of the Corporation in the execution of the above duties.

Section 8. Chair of the Board

- (1) 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.
- (2) The Chair of the Board shall:
1. Preside over all meetings of the Board;
 2. Serve as a resource to the other members of the Board;
 3. Act as a liaison between the Board and Students' Council;
 4. Assist the President in managing the governing documents of the Corporation;
 5. Ensure all Directors are properly trained to execute their duties.

Section 9. Secretary of the Corporation

- (1) The Secretary of the Corporation shall be the Vice President, Student Life unless otherwise designated by the Board of Directors.
- (2) The duties of the position may be delegated to multiple individuals, and each governing body of the Corporation may appoint their own Recording Secretary to assist the Secretary of the Corporation.
- (3) The Secretary of the Corporation shall:

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1. Organize and manage the minutes and other legal documents of the Corporation;
2. Assist the Executive, Councillors, and Directors in exercising their duties;
3. Ensure a Recording Secretary has been appointed to act as secretary of:
 1. The Board of Directors;
 2. Students' Council;
 3. A General Meeting of the members; and,
 4. Any other governing body or meeting of the Corporation as determined by the Board.

ARTICLE TEN: PROTECTION OF OFFICERS AND DIRECTORS

Section 1. Conditions

- (1) 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 from the Corporation from and against:
1. All costs, charges and expenses, including an amount paid to satisfy an action or satisfy a judgement, 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:
 1. The individual acted honestly and in good faith with a view to the best interests of the Corporation; and,
 2. 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:
 1. 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,
 2. The individual acted honestly and in good faith with a view to the best interests of the Corporation; and,
 3. 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) 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

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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 judgement 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 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.

ARTICLE ELEVEN: ELECTIONS AND REFERENDA

Section 1. Elections Timeline

- (1) Elections for Students' Council and the Executive shall take place in the Winter academic term before Reading Week of each year, with the exact date determined by Council.
- (2) The term of Students' Council and the Executive shall last the fiscal year of the Corporation.
- (3) Should an office remain vacant by the end of an Executive's term, the current Executive may remain in their role until a successor is elected or appointed.
- (4) Vacant position(s) in Students' Council and the Executive, which occur prior to the end of the Spring academic term shall be filled at the earliest possible by-election or General Meeting.
- (5) Should there be vacant position(s) in Students' Council and the Executive in the Fall and/or Winter academic term, the Board of Directors shall determine the appropriate course of action to fill the vacancy.

Section 2. Referenda

- (1) A referendum, other than a recall referendum may be initiated by any one of the following methods:
 1. A requisition as defined in Article 1.1(20);
 2. A General Meeting;
 3. Students' Council;
 4. The President; or,
 5. The Board of Directors.
- (2) Recall referenda of an Executive or Student Councillor may be initiated only by a petition signed in writing of at least 10 percent (10%) of the voting members of the respective constituency, subject to the following limitations:
 1. The question of all recall referenda shall be "Should [name] be removed from the office of [office]?";
 2. The results of a recall referendum do not carry unless the number of votes in favour of removing an Executive or Councillor is at least the number of votes cast in favour of electing that Executive or Councillor in the most recent election;
 3. Recall referenda for the removal of a Councillor shall be ratified by Students' Council, and recall referenda for the removal of an Executive shall be ratified by the Board of Directors; and,
 4. Ratification for recall referenda shall not be unreasonably withheld by Students' Council or the Board of Directors.

Section 3. Election and Referenda Procedure

- (1) Students' Council may establish procedures for elections and referenda not contrary to these bylaws, including, but not limited to:
 1. Expense limits;
 2. Campaigning rules;
 3. Nomination procedure;
 4. Voting rules;
 5. Formation of unbiased and fair questions;
 6. Verification of signatures;
 7. Official notices;
 8. Dispute resolution;
 9. Disqualification of candidates.
- (2) Unless otherwise specified by Students' Council, Council shall resolve all matters of controversy in elections and referenda.
- (3) No procedure established by Council relating to elections and referenda may be established, rescinded, or otherwise amended during the interim, campaign, or polling period of any election or referendum.

Section 4. Voting Method

- (1) In all elections, a ranked voting system shall be applied for the counting of ballots:
 1. Electors may rank as many candidates as they wish according to their preference;
 2. Electors may choose to not 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;
 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.
- (2) In all referenda, votes shall be counted in a manner determined by Council to render an accurate representation of student opinion with respect to the question being asked, and to not privilege a particular outcome.

ARTICLE TWELVE: FINANCIAL MANAGEMENT

Section 1. Signing Officers

- (1) 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 of the Corporation.
- (2) 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, 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.

Section 2. Financial Year

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

Section 3. Execution of Documents

- (1) 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 signed by the President and the Vice President, Operations and Finance, or any other Director authorized by the Board of Directors.
- (2) 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 and finance may be entered into on behalf of the Corporation by the President; Vice President, Operations and Finance; or the General Manager or 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.
- (3) 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 in 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.

- (4) Notwithstanding any provisions to the contrary contained in the bylaws 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.

Section 4. Deposit of Securities for Safekeeping

- (1) The securities of the Corporation shall be deposited for safekeeping with one or more financial institutions to be selected by the Board of Directors.
- (2) 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.
- (3) 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.

Section 5. Borrowing

- (1) 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.
- (2) 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 securities to be given thereof, 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.

ARTICLE THIRTEEN: MEMBERSHIP IN EXTERNAL POLITICAL ORGANIZATIONS

Section 1. Memberships

- (1) The Corporation holds official membership within the:
 1. Ontario Undergraduate Student Alliance (OUSA);

Section 2. Conditions

- (1) Should the Corporation wish to gain any class of membership within an external political organization, as defined in these bylaws, the Board shall fund the costs of membership by allocating for that purpose a portion of the dues collected in accordance with Article 4 of these bylaws;
- (2) Notwithstanding the foregoing, the Board may instead choose to fund the costs of membership in an external political organization by levying a fee, separate from the dues collected in accordance with Article 4 of these bylaws, from every full member of the Corporation, provided that the decision to seek membership in the external political organization, and the collection of the associated fee, is expressly supported by a referendum, with at least 10% of all full members voting.
- (3) Any membership agreement with an external political organization must include a copy of such an organization's governing bylaws and operating policies or procedures.
- (4) The Board of Directors shall only approve a membership agreement with any external political organization whose governing bylaws and operating policies or procedures will, at any time, not be in conflict with the Corporation's governing bylaws and/or operating policies or procedures.
- (5) All membership agreements with external political organizations must include a clause allowing the Board of Directors to terminate membership with the external political organization immediate and without financial penalty should the external political organization's governing bylaws and/or operating policies or procedures come into conflict with the Corporation's governing bylaws and/or operating policies or procedures at any point in time.
- (6) All membership agreements with external political organizations must include a clause specifying that the Corporation's bylaws, policies and procedures cannot be changed by the actions or decisions of the external political organization.
- (7) Any change to membership agreements with external political organizations, including the dissolution of such agreements, shall require approval by a two-thirds (2/3) vote of the Board of Directors, notwithstanding that a motion by Board to dissolve such an agreement shall only be in order when supported by a recommendation to that effect from Students' Council, a General Meeting, or a referendum as defined in these bylaws.

ARTICLE FOURTEEN: AMENDMENTS

Section 1. Approval of Changes

- (1) Any part of these bylaws may be amended from time to time by a two-thirds (2/3) vote of the Board of Directors, and shall take effect immediately or on a date set by the Board, with the following exceptions:
 1. Amendments to Article 4: Dues, and Article 9: Officers, will only take effect following approval by a two-thirds (2/3) vote of the Board, with Students' Council having been given an opportunity to provide recommendations on the proposed amendments;
 2. Amendments to Article 8: Students' Council and Article 11: Elections and Referenda, will only take effect once approved by a two-thirds (2/3) vote of both the Board and Students' Council, and ratified at a General Meeting of the Corporation; and,
 3. Amendments to Article 3: Membership, Article 5: General Meetings, Article 13: Membership in External Political Organizations, and Article 14: Amendments, may only take effect once ratified at a General Meeting of the Corporation.
- (2) The Board shall receive the exact text of any proposed bylaw amendment no less than ten (10) business days prior to the meeting at which it is to be voted upon, and the General Meeting at which it is to be ratified by the membership.
- (3) Subject to the above provisions, the Board is empowered to determine the appropriate procedure(s) for all bylaw amendments.

Section 2. Ratification

- (1) In accordance with Section 129(2) of the Act, all amendments to these bylaws, including the repeal or re-enactment of any part thereof, shall require confirmation at the next General Meeting of the Corporation, or in default of confirmation thereat, shall cease to have effect at and from that time. No new bylaws of the same or like substance shall have effect until confirmed at a General Meeting.
- (2) In accordance with Section 129(3) of the Act, the members may at the General Meeting confirm, reject, amend or otherwise deal with any bylaw passed by the Board and submitted to the meeting for confirmation, but no act done or right acquired under such bylaw shall be prejudicially affected by any such rejection, amendment or other dealing.
- (3) No bylaw or bylaw amendment that has not received approval in accordance with Article 14.1(1) may be considered for ratification at a General Meeting.