

# FEDERATION OF STUDENTS, UNIVERSITY OF WATERLOO

## BY-LAW NO. 2022-1

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# FEDERATION OF STUDENTS, UNIVERSITY OF WATERLOO

## BY-LAW NO. 2022-1

### 1 INTERPRETATION

#### 1.01 Meaning of Words

In this By-Law and all other By-Laws, resolutions and policies of the Corporation, unless otherwise defined:

- (a) "Act" means the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c.15 and any statute or regulations that may be substituted, as amended from time to time;
- (b) "Annual Business" shall include: consideration of the financial statements; consideration of the audit report, if any; election of Directors; and reappointment of the incumbent Auditor;
- (c) "Annual Meeting" means an annual meeting of Members, as provided in section 4.01;
- (d) "Articles" means any document or instrument that incorporates the Corporation or modifies its incorporating document or instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a Special Act;
- (e) "Auditor" means the Auditor of the Corporation appointed pursuant to Article 18;
- (f) "Board" means the Directors of the Corporation from time to time;
- (g) "By-Law" means this by-law and any other by-law of the Corporation that may be in force;
- (h) "Corporation" means **Federation of Students, University of Waterloo**;
- (i) "Director" means a member of the Board;
- (j) "Faculty" includes each of the following undergraduate faculties at the University:
  - (i) Faculty of Arts;
  - (ii) Faculty of Engineering;
  - (iii) Faculty of Environment;
  - (iv) Faculty of Health;
  - (v) Faculty of Mathematics; and
  - (vi) Faculty of Science.
- (k) "Fees Agreement" means the agreement entered into from time to time by the Corporation and the University with respect to membership fees collected from each Member by the University on behalf of the Corporation at the time of registration for each academic term;
- (l) "Government Regulations" means the regulations made under the Act as amended, restated or in effect from time to time;
- (m) "Member" means a person who has become a Member in accordance with section 3.01;

- (n) "Officer" means an officer elected or appointed pursuant to Article 8;
- (o) "Ordinary Resolution" means a resolution submitted to a meeting of Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or consented to by a Written Resolution of the Members;
- (p) "Protected Person" means each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Corporation, and includes the respective heirs, executors and administrators, estate, successors and assigns of a person, who:
  - (i) is a Director of the Corporation;
  - (ii) is an Officer of the Corporation;
  - (iii) is a member of a committee of the Corporation; or
  - (iv) has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any body corporate controlled by the Corporation, whether in the person's personal capacity or as a Director, Officer, employee or volunteer of the Corporation or such body corporate;
- (q) "Special Business" includes all business transacted at a Special Meeting of the Corporation and all business transacted at an Annual Meeting, other than Annual Business;
- (r) "Special Meeting" means a meeting of Members that is not an Annual Meeting;
- (s) "Special Resolution" means a resolution submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds (2/3rds) of the votes cast, or consented to in writing by each Member of the Corporation entitled to vote at a meeting of the Members or by the Member's attorney;
- (t) "University" means the University of Waterloo, a non-share capital corporation incorporated pursuant to the laws of the Province of Ontario on April 4, 1956; and
- (u) "Written Resolution" means a resolution in writing signed by all the Directors or Members entitled to vote on that resolution at a meeting of the Board or the Members, as the case may be, and which is valid as if it had been passed at a meeting of the Board or Members.

## **2 HEAD OFFICE**

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 may determine.

## **3 MEMBERSHIP**

### **3.01 Composition**

Subject to the Articles, there shall be one (1) class of Members in the Corporation, consisting of the following persons, each of whom shall automatically be admitted to membership and remain a Member for as long as such person falls within one of categories in this section 3.01 or until such person ceases to be a Member pursuant to section 3.04:

- (a) each undergraduate student currently registered at the University;
- (b) each undergraduate student currently registered in a co-operative work term at the University; and

- (c) each person who was an undergraduate student in the previous term who has not withdrawn or graduated from the University.

### 3.02 Members' Rights

Each Member shall be entitled to:

- (a) receive notice of, attend, speak at and vote at all meetings of the Members of the Corporation;
- (b) receive notice of and vote in referenda of the Corporation;
- (c) participate in the social activities of the Corporation;
- (d) join clubs recognized by the Corporation; and
- (e) use or volunteer with services or commissions of the Corporation.

### 3.03 Transfer of Membership

Membership in the Corporation is not transferable.

### 3.04 Termination of Membership

Membership in the Corporation automatically terminates upon the occurrence of any of the following events:

- (a) the death of a Member; or
- (b) the liquidation or dissolution of the Corporation under the Act.

### 3.05 Membership Fees

- (a) Members shall be required to pay membership fees in respect of each academic term. Such fees shall be collected pursuant to the Annual Fees Agreement. Unless otherwise determined by the Board, payment of membership fees is compulsory for all Members and may not be refunded.
- (b) Fees assessed to Members who are part-time students shall be 30% of those assessed to Members who are full-time students.
- (c) The Board may apportion the fee into a suite or suites of distinct fees, subject to the Annual Fees Agreement.
- (d) Any Member who fails to pay all required fees on the deadline set by the Board shall automatically cease to be a Member, and shall only resume status as a Member upon payment in full of all outstanding fees, together with any interest charged on such overdue fees.

### 3.06 Changes to Membership Fees

- (a) Changes to membership fees shall be subject the following requirements:
  - (i) Increases in an amount less than or equal to the annual increases of the Consumer Price Index of Canada (according to Statistics Canada for the calendar year immediately previous) may be approved by the Board alone from time to time; and
  - (ii) Increases in an amount exceeding the annual increases of the Consumer Price Index of Canada (according to Statistics Canada for the calendar year immediately previous) must be approved by Ordinary Resolution of the Members, provided that:

- (A) No specific increment to membership fees rejected by the Members may be added to the orders of an Annual Meeting within one (1) year of such.
  - (B) Notwithstanding the above, increases due to staff salary growth and increases attributable to increased costs to the Corporation in respect of services purchased on behalf of Members (including fees associated with legal protection service, health and dental plans, student assistance programs and transit passes) shall be presented separately from all other increases, and may be approved by the Board alone.
- (b) Annual increases of a percentage increment less than or equal to 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 Board or at an Annual Meeting shall be ratified by separate motions.
  - (c) All changes to fees shall take effect for the academic term starting nearest to September 1, subject to any approvals of the University that may be required.

### 3.07 No Compensation for Members

A Member shall not be entitled to any compensation upon termination of membership.

## 4 MEETINGS OF THE MEMBERS

### 4.01 Annual Meeting

- (a) An Annual Meeting shall be held in Waterloo, Ontario, unless a place outside Ontario is specified in the Articles or all Members entitled to vote at the meeting consent to holding the Annual Meeting at a place outside Ontario, determined by the Board, for the purpose of conducting the Annual Business and any Special Business.
- (b) The Annual Meeting shall be held not later than fifteen (15) months following the last Annual Meeting.

### 4.02 Meetings by Telephonic or Electronic Means

- (a) A Member may participate in a meeting of Members by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. Any person participating by telephonic or electronic means is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.
- (b) The Directors or Members may call a meeting of the Members and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

### 4.03 Special Meeting

- (a) The Board may at any time call a Special Meeting for the transaction of any business specified in the notice calling the meeting. A Special Meeting may be held separately from or together with an Annual Meeting.
- (b) The Board shall call a Special Meeting of the members of the Corporation on written requisition of ten percent (10%) of the members of the Corporation.

#### 4.04 Fixing a Record Date

The Directors may fix a record date for each meeting to determine which Members are entitled to receive notice of the meeting and are entitled to vote at the meeting. A record date for providing notice must not be more than fifty (50) days before the day on which notice is sent and a record date for determining Members entitled to vote must not be more than fifty (50) days before the day the meeting is to be held. If the Directors do not fix a record date for which Members are entitled to receive notice of the meeting or to vote at such meeting, then the day shall be at the close of business on the day immediately preceding the day on which notice is given or if no notice is given, the day of the meeting.

#### 4.05 Notice of Meetings

Subject to section 19.06, notice of the time, place and date of any Annual Meeting or Special Meeting and sufficient information for a Member to make a reasoned judgment on any Special Business to be considered, including information on any Special Resolution to be submitted to the meeting, shall be given to each Member entitled to vote at the meeting, to each Director and to the Auditor of the Corporation not less than ten (10) days and not more than fifty (50) days before the day on which the meeting is to be held by:

- (a) prepaid mail, courier or personal delivery; or
- (b) telephone, fax, e-mail or other electronic means.

#### 4.06 Those Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be:

- (a) those entitled to vote at the meeting, including Members and proxy holders;
- (b) the Directors and the Auditor of the Corporation;
- (c) the Executive Director and senior management of the Corporation; and
- (d) such other persons who are entitled or required under any provision of the Act, the Articles or By-Laws of the Corporation to be present at the meeting.

Any other person may be admitted only on the invitation of the President or by Ordinary Resolution of the Members.

#### 4.07 Quorum

- (a) A quorum for the transaction of business at meetings of the Members shall be at least one hundred (100) Members of the Corporation entitled to vote, and present in person or represented by proxy.
- (b) No business shall be transacted at any meeting of the Members unless the necessary quorum is present at the commencement of such meeting.

Provided, however that where:

- (i) less than a quorum, but two (2) or more persons are present in person one-half hour after the commencement time specified in the notice calling the meeting of Members; and
- (ii) the business transacted is limited to the selection of a chair and a secretary for the meeting, the recording of the names of those present, and the passing of a motion to adjourn the meeting with or without specifying a date, time and place for the resumption of the meeting,

then two (2) persons present in person constitutes a quorum.



- (c) If a quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place.

#### 4.08 Chair

In the absence of the President and the Vice-President, the Members present and entitled to vote and present at any meeting of Members shall choose another Director to act as chair of the meeting. If no Director is present or if all the Directors present decline to act as chair, the Members present and entitled to vote shall choose a Member to act as chair of the meeting.

#### 4.09 Voting by Members

- (a) Each Member shall have one (1) vote on each question raised at any meeting of the Members, and all questions shall be determined by Ordinary Resolution, unless otherwise specified. In the case of an equality of votes, the vote shall be deemed to have been lost.
- (b) At all meetings of Members, every question shall be decided by a show of hands unless otherwise required by a By-Law of the Corporation or the Act or unless a ballot is required by the chair of the meeting or requested by any Member. Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested, a declaration by the chair of the meeting that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- (c) The election of Directors shall be conducted by secret ballot, unless all nominees can be acclaimed to the available positions.

#### 4.10 Electronic, Mail or Telephone Voting

The Directors may provide for Members to vote by mail, telephone or electronic means instead of or in addition to proxy voting. Such alternative means of voting must:

- (a) allow for verification that the votes are made by the Members entitled to vote; and
- (b) not allow the Corporation to identify how each Member voted.

#### 4.11 Proxies

- (a) Every Member entitled to vote at meetings of Members may, by means of a proxy, appoint a person to attend the meeting on the Member's behalf to act in the manner set out in the proxy, to the extent and with the power conferred by the proxy and the Government Regulations. A proxy shall be in writing. The proxy holder need not be a Member.
- (b) A proxy shall be executed by:
  - (i) the Member entitled to vote; or
  - (ii) the attorney of the Member entitled to vote authorized in writing under a valid power of attorney.
- (c) A proxy is valid only at the meeting in respect of which it is given or at the continuation of that meeting after an adjournment.
- (d) Subject to the Government Regulations, a proxy may be in such form as the Board prescribes or in such other form as the chair of the meeting may accept as sufficient.

- (e) A proxy shall be deposited with the secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe. The Board may set a deadline to deposit proxies, such deadline shall not exceed forty-eight (48) hours excluding Saturdays and holidays before the meeting.

#### 4.12 Ballot

A Member can demand a ballot during the meeting either before or after any vote. If at any meeting a vote by ballot is requested on the election of a chair, it must be taken forthwith without adjournment. If a vote by ballot is requested on any other question, it shall be taken in the manner and time as the chair of the meeting directs. The result of a vote by ballot shall be deemed to be the resolution of the meeting at which it was requested. A request for a vote by ballot may be withdrawn at any time prior to the taking of the ballot.

#### 4.13 Adjournments

Any meeting of Members may be adjourned to any time by the chair of the meeting. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting where the resumption of the meeting occurs less than thirty (30) days from the date of the original meeting, other than an announcement at a meeting that is adjourned.

#### 4.14 Written Resolutions

A Written Resolution signed by all the Members entitled to vote on that resolution at a meeting of Members, including an Annual Meeting, is valid as if it had been passed at a meeting of Members, provided that the following matters may not be dealt with by Written Resolution:

- (a) the resignation, removal or replacement of a Director, where a written statement has been submitted by the Director giving reasons for resigning or opposing the Director's removal or replacement; and
- (b) the resignation, removal or replacement of an Auditor, where a written statement has been submitted by the Auditor giving reasons for resigning or opposing the Auditor's removal or replacement.

### 5 BOARD OF DIRECTORS

#### 5.01 Board

Immediately following confirmation of this By-Law by the Members, the number of Directors shall be fixed at thirteen (13) Directors. Thereafter, the Members may by Special Resolution fix the number of Directors of the Corporation from time to time.

#### 5.02 Qualifications

Each Director shall:

- (a) be an individual who is at least eighteen (18) years of age;
- (b) not have the status of bankrupt;
- (c) not be a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;

- (d) not be a person who has been declared incapable by any court in Canada or elsewhere;
- (e) not be an employee of the Corporation;
- (f) not be absent for three (3) consecutive meetings of the Board without providing a reason satisfactory to the Board;
- (g) consent in writing to hold office as a Director within ten (10) days after the individual's election or appointment, provided that where a Director consents in writing more than ten (10) days after election or appointment, it shall not invalidate the individual's election or appointment as a Director; and
- (h) be a Member.

If a person ceases to be qualified as provided in this section 5.02, the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 5.04.

### 5.03 Removal of Directors

- (a) The Members may by Ordinary Resolution remove a Director from office at a Special Meeting called for that purpose before expiration of the Director's term of office and may elect a person to replace the removed Director for the remainder of the term of office. If there is more than one candidate nominated to fill the vacancy, the vacancy shall be filled by the candidate from the same Faculty as the outgoing Director who receives the most votes. If there is no candidate from the same Faculty as that of the outgoing Director, then the vacancy shall be filled by the candidate with the most votes, regardless of their associated Faculty.
- (b) A Director is entitled to give the Corporation a statement opposing the Director's removal if a Special Meeting is called for that purpose.
- (c) Where the Members do not fill the vacancy created by the removal of a Director, the vacancy may be filled in accordance with section 5.04.

### 5.04 Vacancies

- (a) Unless filled by the Members in the course of removing a Director, Board vacancies need not be filled by the Board or Members provided that they account for less than one-third (1/3) of the number of Directors.
- (b) Should Board vacancies account for one-third (1/3) or more of the number of Directors, the Directors shall without delay call a Special Meeting to fill the vacancies and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member. Vacancies filled pursuant to this section shall be filled first by the candidates from the same Societies as the outgoing Directors who receive the most votes and thereafter by those remaining candidates who receive the most votes, regardless of their associated Faculty.
- (c) A Director who is elected to fill a vacancy shall hold office for the unexpired term of the Director's predecessor.

## 6 ELECTION OF THE BOARD

### 6.01 Election of Directors

Subject to the provisions of the Act and the Articles, Directors shall be elected by the Members entitled to vote.

## 6.02 Faculty Representation

- (a) To the extent that a greater number of candidates run for the office of Director than the number of open offices available, offices shall be filled first by the candidate from each Faculty who receives the most votes and thereafter any remaining offices shall be filled by those remaining candidates who receive the most votes, regardless of their associated Faculty.
- (b) The Board may establish procedures consistent with this By-law for the holding of elections. Such procedures shall comply with paragraph 6.02(a) of this By-law and shall seek to maximize the number of Faculties represented among the Directors who are elected at large.

## 6.03 Term of Office

The term of office of each Director shall be one (1) year from May 1<sup>st</sup> following election to April 30<sup>th</sup> of the following year or, if no successor is elected by April 30<sup>th</sup>, to expire when a successor is elected.

## 6.04 Re-Election

Each Director is eligible to serve for an unlimited number of consecutive terms.

## 6.05 Elections

At each Annual Meeting, a number of Directors equal to the number of Directors retiring plus any vacancies then outstanding shall be elected.

## 6.06 Nominations

There shall be a nominations period to close on a date to be determined by the Board. No nominations will be accepted following the close of the nominations period or from the floor of the meeting of Members at which the election will take place. The Board may reject any candidate who does not meet the qualifications for Directors set out in section 5.02 of this By-law. The Board may establish policies related to the nominations process from time to time.

## 6.07 Forms

The Board may prescribe the form of nomination paper and the form of a ballot.

# 7 MEETING OF DIRECTORS

## 7.01 Calling Meetings

Meetings of the Board may be called by the President, the Vice-President, the Secretary or any two (2) Directors and shall be held at the place specified in the notice.

## 7.02 Meeting following Annual Meeting

The Board shall hold a meeting as soon as reasonably possible following the Annual Meeting of the Corporation for the purpose of the election and appointment of Officers and the transaction of any other business, and notice shall be provided in accordance with section 7.04.

### 7.03 Regular Meetings

The Board may appoint one (1) or more days in each year for regular meetings of the Board at a set place and time. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director as soon as possible after being passed, but no further notice shall be required for any such regular meeting except as may be required pursuant to the Act.

### 7.04 Notice of Meetings

Subject to the provisions of sections 7.02, 7.03, and 19.06, notice of the time, place and date of any meeting of the Directors and the nature of the business to be conducted shall be given to each Director:

- (a) by courier, personal delivery, telephone, fax, e-mail or other electronic means at least two (2) days before the meeting is to take place, excluding the date on which notice is given; or
- (b) by prepaid mail at least ten (10) days before the meeting is to take place, excluding the date on which notice is given.

### 7.05 Meetings by Telephonic or Electronic Means

- (a) If all Directors consent generally, or in respect of a particular meeting, any person entitled to attend a meeting of Directors may participate in a meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. Any person participating by telephonic or electronic means is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.
- (b) Provided that at the outset of each such meeting, and whenever votes are required, the chair of the meeting shall confirm that a quorum is present.

### 7.06 Quorum

A quorum for the transaction of business at meetings of the Board shall be at least a majority of the Directors.

### 7.07 Voting

The method of voting at any meeting of the Board shall be determined by the chair of the meeting prior to any vote being taken. Unless this By-Law states otherwise, each Director shall have one (1) vote on each question raised at any meeting of the Board, and all questions shall be determined by a majority of the votes cast. In the case of an equality of votes, the vote shall be deemed to have been lost.

### 7.08 Written Resolutions

A Written Resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is valid.

### 7.09 Adjournments

Any meeting of Directors may be adjourned to any time. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon

the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting if the time and place of the adjourned meeting is announced at the original meeting.

## **8 POLICIES, RULES AND REGULATIONS**

### **8.01 Board May Establish**

Subject to the Act and the By-Laws, the Board may from time to time make policies, rules and regulations affecting the organization and affairs of the Corporation. In the event of any conflict or inconsistency between such policies, rules and regulations and the By-Laws, the By-Laws shall prevail.

## **9 OFFICERS**

### **9.01 Officers**

- (a) The Directors may elect or appoint, as applicable, the following Officers, each of whom, unless otherwise provided in the By-Laws, shall be elected or appointed at the first meeting of the Board following an Annual Meeting.
  - (i) a President and a Vice-President, elected by the Members, who shall be Directors of the Corporation;
  - (ii) an Executive Director; and
  - (iii) a Secretary.
- (b) There may be such other Officers appointed by the Board in accordance with section 9.08.

### **9.02 Term of Office of Officers**

Subject to section 9.01, the term of office of each Officer who is not an employee of the Corporation shall be one (1) year, from May 1<sup>st</sup> following election or appointment to April 30<sup>th</sup> of the following year. Any Officer who is an employee shall hold office at the pleasure of the Board, or pursuant to terms of employment.

### **9.03 President**

The President shall supervise and control the operations of the Corporation if there shall be no Executive Director in office. The President shall, when present, preside at all meetings of the Board, the Executive Committee, if any, and Members. The President shall sign all documents requiring the signature of that office, and have the other powers and duties prescribed by the Board. The President may also be called the Chair of the Board.

### **9.04 Vice-President**

The duties and powers of the President may be exercised by the Vice-President when the President is absent or unable to act. If the Vice-President exercises any of those duties or powers, the President's absence or inability to act shall be referenced in the minutes. The Vice-President shall also perform the other duties prescribed by the Board or the Executive Committee, if any, or incident to the office. The Vice-President may also be call the Vice-Chair of the Board.

#### 9.05 Executive Director

The Executive Director, if any, shall be the Chief Executive Officer of the Corporation and shall, subject to the direction of the Board and/or the President, supervise and control the operations of the Corporation. The Executive Director shall have the right to receive notice of, to attend and to speak at but not to vote (unless otherwise also a Director) at all meetings of the Board, any committee of the Board, including the Executive Committee, if any, and any meeting of the Members, except those meetings where the terms of employment, compensation or performance of the Executive Director are discussed.

#### 9.06 Secretary

The Secretary shall:

- (a) act as secretary of each meeting of the Corporation, the Board and the Executive Committee, if any;
- (b) attend all meetings of the Corporation, the Board and the Executive Committee, if any, to record all facts and minutes of those proceedings in the books kept for that purpose;
- (c) give all notices required to be given to the Members and to the Directors and the Executive Committee, if any;
- (d) be the custodian of all books, papers, records, correspondence and documents belonging to the Corporation; and
- (e) perform the other duties prescribed by the Board or Executive Committee, if any.

#### 9.07 Delegation of Duties

Any Officer may delegate the duties of the office to another person, provided that the delegating Officer remains responsible for ensuring that such duties are carried out, except when otherwise required by law.

#### 9.08 Board Appoint Other Officers

The Board may from time to time appoint such other Officers as it considers expedient, to hold office at the pleasure of the Board, the duties and remuneration of whom shall be such as the terms of their engagement call for or the Board prescribes.

#### 9.09 Holding More Than One Office

Except for holding the office of President, a person may be nominated or selected for, elected or appointed to, and hold, more than one office.

#### 9.10 Removal from Office, Other Than Executive Director

Any Officer, other than the Executive Director, may be removed by resolution of the Board at a meeting of which notice of intention to present such resolution has been given to all Directors.

#### 9.11 Removal of Executive Director

The Executive Director may be removed by a two-thirds (2/3) vote of the Board at a meeting of which notice of intention to present such resolution has been given to all Directors. Legal counsel of the Corporation may attend such meeting at which the removal of the Executive Director is being considered.

## 10 COMMITTEES

### 10.01 Standing Committees

There may be such Standing Committees for such purposes as the Board or the Executive Committee, if any, may determine by resolution.

### 10.02 Combined and Inactive Committees

The Board may combine the work of two (2) or more Standing Committees under such name as the Board shall select and may permit any Standing Committee to be inactive.

### 10.03 Ad Hoc Committees

There may be such Ad Hoc Committees for such purposes as the Board or the Executive Committee, if any, may determine. The existence of each such Ad Hoc Committee shall be terminated automatically upon the occurrence of any of the following events:

- (a) the delivery of its report;
- (b) the completion of its assigned task; or
- (c) a resolution to that effect of the Board or Executive Committee, if any.

In the case of termination pursuant to subsection 10.03(b), the Board or the Executive Committee, if any, may continue such Ad Hoc Committee.

### 10.04 Rules Governing Committees

Subject to the By-Laws of the Corporation and any other policies, all Committees other than the Executive Committee, if any, are subject to the requirements listed below:

- (a) the chair and members shall be appointed by the Board from among the Members of the Corporation who are qualified to hold office;
- (b) at least one (1) Director shall be appointed to serve on each Committee;
- (c) a member of a Committee shall serve for a term ending at the commencement of the Annual Meeting following appointment, and is eligible for reappointment for one or more additional terms;
- (d) each Committee shall meet at least annually, and more frequently at the will of its chair or as required by its terms of reference, and as requested by the Board Executive Committee, if any;
- (e) each Committee shall be responsible to, and report after each meeting to, the Board Executive Committee, if any; or
- (f) subject to any rules established by the Board Executive Committee, if any, each Committee may establish its own rules of procedure and may appoint subcommittees.

### 10.05 Limits on Authority of Committees

No committee has authority to:

- (a) submit to the Members any question or matter requiring approval of the Members;
- (b) fill a vacancy among the Directors or in the office of Auditor of the Corporation;
- (c) appoint additional Directors;



- (d) issue debt obligations except as authorized by the Board;
- (e) approve any financial statements;
- (f) adopt, amend or repeal any By-Law; or
- (g) establish contributions to be made, or dues to be paid, by Members.

## **11 CONFLICT OF INTEREST**

### 11.01 Conflict of Interest

In accordance with the Act and any policies, Directors and Officers shall disclose any interests, whether direct, indirect or imputed, in any matter as required by the Act and comply with all other requirements in the Act in respect of such conflict of interest.

## **12 REFERENDA**

### 12.01 Referenda

The Board may call referenda on issues to be decided by the Members and may establish rules and regulations regarding such referenda.

## **13 EXECUTIVE COMMITTEE OF THE BOARD**

### 13.01 Composition

The Board, whenever it consists of more than six (6) individuals, may establish an Executive Committee of the Board by electing, from among its number, such number of members that is not less than three (3). The Executive Committee of the Board shall be subject to the policies of the Corporation in effect from time to time.

## **14 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

### 14.01 Insurance

- (a) The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and each Protected Person. The insurance shall address coverage limits in amounts per occurrence with an aggregate maximum limit as deemed appropriate by the Board and shall include:
  - (i) property and public liability insurance;
  - (ii) Directors' and Officers' insurance; and
  - (iii) may include such other insurance as the Board sees fit.
- (b) The Corporation shall ensure that each Protected Person is included as an insured person in any policy of Directors' and Officers' insurance maintained by the Corporation.
- (c) No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.
- (d) It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defence of any

demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

#### 14.02 Liability Exclusion

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no Protected Person shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including wilful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Protected Person or of any other Protected Person arising from any of the following:

- (a) insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
- (b) insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;
- (c) loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
- (d) loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;
- (e) loss, damage or misfortune whatever which may occur in the execution of the duties of the Protected Person's respective office or trust or in relation thereto; and
- (f) loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

#### 14.03 Indemnification of Directors, Officers and Others

- (a) Every Protected Person shall be indemnified and saved harmless, including the right to receive the first dollar payout, and without deduction or any co-payment requirement to a maximum limit per claim made as established by the Board from and against all costs, charges and expenses which such protected person sustains or incurs:
  - (i) in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such person, in or in relation to the execution of the duties of such office or in respect of any such liability; or
  - (ii) in relation to the affairs of the Corporation generally;

save and except such costs, charges or expenses as are occasioned by the failure of such person to act honestly and in good faith in the performance of the duties of office.
- (b) Such indemnity will only be effective:
  - (i) upon the exhaustion of all available and collectible insurance provided to the Protected Person by the Corporation inclusive of whatever valid and collectible insurance has been collected; and
  - (ii) provided that the Protected Person has carried out all duties assigned to such person which are subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.

- (c) The Corporation shall also indemnify any Protected Person, firm or corporation in such circumstances designated by law, upon approval by the Board.
- (d) Nothing in this Article 14 shall limit the legal right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this Article 14.

## **15 EXECUTION OF DOCUMENTS**

### **15.01 Execution of Documents**

Documents requiring execution by the Corporation may be signed by any two (2) of the President, Vice-President, Executive Director, Secretary, or any one (1) of the foregoing together with any one (1) Director. The Board may appoint any Officer or any person on behalf of the Corporation, either to sign documents generally or to sign specific documents.

## **16 BORROWING BY THE CORPORATION**

### **16.01 General Borrowing Authority**

The Directors may, without authorization of the Members:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell or pledge debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

The Directors may delegate these powers to a Director, committee of Directors, or Officer.

## **17 FINANCIAL YEAR**

### **17.01 Financial Year Determined**

The financial year of the Corporation shall terminate on the last day of April in each year or on such other date as the Board may determine.

## **18 AUDITOR**

### **18.01 Annual Appointment**

Subject to the Act and the Government Regulations, the Members of the Corporation at each Annual Meeting shall appoint an Auditor of the Corporation, who shall hold office until the close of the next Annual Meeting.

If an appointment is not made, then the incumbent Auditor continues in office until a successor is appointed.

## 18.02 Removal of Auditor

- (a) Subject to the Act, the Members may by Ordinary Resolution at a Special Meeting, remove any Auditor before the expiration of the term of office in accordance with the Act and may elect a replacement to fill such vacancy. Where the Members do not fill the vacancy, the Directors may do so in accordance with section 18.03.
- (b) The Auditor may give reasons opposing the Auditor's removal at or before the Special Meeting called to remove the Auditor. The Auditor shall provide any such statement to the Board. Any such statement provided by the Auditor shall be included in the notice of the Special Meeting called to remove the Auditor.

## 18.03 Vacancy in the Office of Auditor

Subject to the Articles, the Board shall fill any vacancy in the office of Auditor.

## 18.04 Remuneration of Auditor

The remuneration of an Auditor may be fixed by the Members by Ordinary Resolution, or if the Members do not do so, then the remuneration shall be fixed by the Directors.

# 19 NOTICE

## 19.01 When Notice Deemed Given

When notice is given under the By-Laws by the following means, that notice is deemed to have been given at the following time:

- (a) if given by e-mail, notice is deemed given when sent;
- (b) if given by telephone, notice is deemed given at the time of the telephone call;
- (c) if given by electronic means, other than in accordance with 19.01(a) or 19.01(b), notice is deemed given when transmitted;
- (d) if given in writing by prepaid mail, notice is deemed given on the fifth (5<sup>th</sup>) day after mailing; and
- (e) if given in writing by courier or personal delivery, notice is deemed given when delivered.

## 19.02 Address for Notice

A notice or other document required or permitted by the Act, the Government Regulations, the Articles or the By-Laws to be given to a Member or Director may be given to:

- (a) a Member at the Member's latest address as shown in the records of the Corporation; or
- (b) a Director at the Director's latest residential address as shown in the records of the Corporation or on the most recent notice or return filed pursuant to the *Corporations Information Act*, whichever is the more current.

## 19.03 Declaration of Notice

At any meeting, the declaration of the secretary or chair of the meeting that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. No

formal notice of a meeting is necessary if all those entitled to notice are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

#### 19.04 Computation of Time

In computing the date when notice must be given under any provision in the By-Laws requiring a specified number of days' notice of any meeting or other event, a period of days is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday.

#### 19.05 Omissions and Errors

- (a) Any resolution passed or proceeding taken at a meeting of the Board, a committee of the Board or Members shall not be invalidated, unless otherwise challenged, by:
  - (i) an error in notice that does not affect its substance;
  - (ii) the accidental omission to give notice; or
  - (iii) the accidental non-receipt of notice by any Director, Member or Auditor.
- (b) Any Director, Member or Auditor may at any time waive notice of, and thereby ratify and approve, any proceeding taken at any meeting.

#### 19.06 Waiver

Where a notice or document is required to be sent pursuant to the By-Laws or the Act, the person entitled to receive the notice or document may consent in writing to waive either the sending of the notice or document or the time within which the notice or document must be sent.

## 20 BY-LAWS AND EFFECTIVE DATE

### 20.01 Effective Date of this By-Law

This By-Law shall come into force when enacted by the Board in accordance with the Act.

### 20.02 Amendments to this By-law

The Board may from time to time in accordance with the Act amend or repeal and replace this By-law.

### 20.03 By-Laws and Effective Date

- (a) Subject to the Act and the Articles, the Board of Directors may make, amend or repeal any By-Law that regulates the activities or affairs of the Corporation. Subject to section 20.02, any such By-Law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by Ordinary Resolution of the Members.
- (b) If the By-Law amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-Law amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

**21 REPEAL OF PRIOR BY-LAWS****21.01 Repeal**

Subject to the provisions of section 21.02 hereof, all prior By-Laws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this By-Law are repealed.

**21.02 Prior Acts**

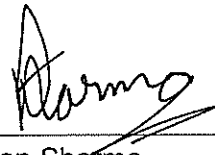
The repeal of prior By-Laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Laws, resolution or other enactment.



**ENACTED** by the Directors as a By-Law of **Federation of Students, University of Waterloo** on April 28, 2022.



Benjamin Easton  
President



Kanan Sharma  
Director

**CONFIRMED** by the Members in accordance with the *Not-for-Profit Corporations Act, 2010* on \_\_\_\_\_.

\_\_\_\_\_  
Benjamin Easton  
President

\_\_\_\_\_  
Matthew Schwarze  
Secretary