

## Federation of Students BYLAWS

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## **REVISION HISTORY**

1. *These bylaws approved by the Board of Directors on April 18, 2017. [Effective Date: Ratification]*
2. Article 5.4 Amended by the Board of Directors on April 25, 2017. **Ratified by the General Meeting on October 24, 2017.**
3. Article 11.1(6) Amended by the Board of Directors and **ratified by the General Meeting on March 21, 2018.**
4. Revised bylaws amended by the Board of Directors on March 1, 2019. **Ratified by the General Meeting on March 21, 2019.**
5. Minor revisions to Articles 4, 5, 9, and 11 of the bylaws amended by the Board of Directors on October 2, 2019. **Ratified by the General Meeting on October 22, 2019.**
6. Articles 5.1, 5.6, 7.2, 7.3 7.8, 7.6, and 9.2 of the bylaws amended by the Board of Directors on March 8, 2020. **Ratified by the General Meeting on March 24, 2020.**
7. Article 5.4(1) amended by the Board of Directors on January 20, 2022; Articles 7.2 and 11.1 amended by the Board of Directors on December 21, 2021. All amendments **ratified by the General Meeting on February 1, 2022.**

*Secretary's Note:* The reader is hereby notified that the Federation of Students, University of Waterloo ("Federation") is currently operating under a business operating name, "*Waterloo Undergraduate Student Association (WUSA)*".

## ARTICLE 1. 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:
- a. “The Corporation” shall mean the corporation of the Federation of Students, University of Waterloo;
  - b. “Federation of Students” shall mean the corporation of the Federation of Students, University of Waterloo;
  - c. “Procedure” shall mean the governing and operational rules of the Corporation, including special rules of order;
  - d. “Policy” shall mean a document setting out the beliefs of the Corporation;
  - e. “Society” shall mean those student groups recognized by the Corporation that officially represent the interests of undergraduate students within, and to, their faculty, the university, and community at large;
  - f. “Board of Directors (Board)” as defined in Article 7.1(1);
  - g. “Director” shall mean a member of the Board of Directors of the Corporation;
  - h. “Students’ Council (Council)” as defined in Article 8.1(1);
  - i. “Councillor” shall mean a voting member of Students’ Council of the Corporation, and a delegate under Section 130 of the Act;
  - j. “Executive” shall mean the President and Vice Presidents of the Corporation;
  - k. “President” shall mean the Chief Executive Officer of the Corporation;
  - l. “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;
  - m. “Services” shall mean those non-revenue generating operations provided by the Corporation to its membership;
  - n. “Commercial Services” shall mean those revenue generating operations provided by the Corporation to its membership;
  - o. “Commissions” shall mean those groups of one or more volunteers and part-time staff who undertake specific projects under the supervision of an Executive;
  - p. “Standing Committees” shall mean those bodies struck by either the Board of Directors or Students’ Council whose mandate is continuous;
  - q. “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;

- r. “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;
- s. “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;
- t. “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;
- u. “Student” shall mean an undergraduate student of the University of Waterloo;
- v. “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;
- w. “Year” and “fiscal year” shall mean May 1 to April 30;
- x. “Business Day” shall mean a day in which the Corporation’s Head Office is open;
- y. “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.
- z. “Impeachment” shall refer to the formal charge or recommendation, or a resolution of no-confidence, for the sole purpose of removal or suspension of the holder of an office of the Federation of Students.

## **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:
  - a) The Letters Patent and Supplementary Letters Patent;
  - b) The Bylaws;
  - c) The Procedures;

- d) 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 2. 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 3. MEMBERSHIP**

### **SECTION 1. FULL MEMBERSHIP**

- (1) The full membership of the Corporation shall consist of:
  - a) Each undergraduate student currently registered at the University of Waterloo;
  - b) Each undergraduate student currently registered in a co-operative work term;
  - c) Each person who was an undergraduate student in the previous term who has not withdrawn or graduated; and,
  - d) The Executive of the Corporation.
- (2) Notwithstanding the above, an individual expelled as a result of disciplinary action, who is not in the process of appealing said 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:
  - a) Vote in elections, referenda, and general meetings of the Corporation;
  - b) Sign petitions of the Corporation;
  - c) Nominate a candidate for election to the position of Councillor, Director, or Executive of the Corporation;
  - d) Stand as a candidate for election to the position of Councillor, Director, or Executive of the Corporation; and,
  - e) Sit on any Committees of the Corporation.
  - f) 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 thirty-five (35) hours a week for at least twelve (12) months.
- (2) Full-time staff may, unless otherwise specified in the procedures or bylaws of the Corporation:
  - a) Vote in elections and general meetings of the Corporation;
  - b) 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:
  - a) Each individual or group awarded honorary membership by a two-thirds (2/3) vote of a General Meeting or the Students' Council 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:
  - a) Each student currently registered at the University of Waterloo;
  - b) Each faculty member currently registered at the University of Waterloo;
  - c) Each staff member of the Corporation;
  - d) Each staff member of the University of Waterloo;
  - e) All alumnus of the University of Waterloo; and
  - f) All past Executive of the Corporation.
- (2) Social members may:
  - a) Participate in the social activities of the Corporation;
  - b) Join Clubs recognized by the Corporation;
  - c) Use or volunteer with Services or Commissions of the Corporation.
- (3) Social members are not members for the purposes of the Act.

## ARTICLE 4. 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) Unless otherwise determined by the Students' Council, payment of the Federation of Students fee is compulsory for all undergraduate students of the University of Waterloo, and may not be refunded. Further, nothing shall prohibit the Students' Council from determining the apportionment of the Federation of Students fee into a suite of distinct fees, subject to the aforementioned agreement with the University of Waterloo.

### SECTION 2. CHANGES

- (1) Changes to the Federation of Students fee levied to undergraduate students by the Federation of Students shall be subject the following specifications:
  - a. 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 ratified by the Students' Council or by a General Meeting of the Corporation; and
  - b. 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) may be ratified by Referendum or by a General Meeting of the Corporation, provided that:
    - i. No specific increment to member dues rejected by a Referendum may be added to the orders of a General Meeting within one (1) year of such.
    - ii. Notwithstanding the above, increases due to staff salary growth shall be presented separately from all other increases, and may be ratified by the Students' Council.
- (2) 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 Students' Council or a 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 5. 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) A General Meeting must be held annually in the Winter academic term before March 30 of each year, which for the purposes of the Act shall be considered the Annual General Meeting of the Corporation.
- (3) The financial statement and report of the auditor must be presented at the Annual General Meeting each year.
- (4) The initial election of Directors for the Board of Directors from those applications received and screened by the Students' Council, must be presented at the Annual General Meeting.
- (5) A Special General Meeting may be called by any of the following:
  - a) A requisition as defined in Article 1.1(20);
  - b) Students' Council;
  - c) The President; or
  - d) The Board of Directors.
- (6) A call for a Special General meeting must include the general nature of the business to be presented at the meeting.
- (7) 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 that does not contravene these bylaws, provided:
  - a) That the proposal was submitted before the deadline given in the Initial Notice; and,
  - b) 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 members shall consist of at least one hundred (100) 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. Voting electronically or by other means may occur, if permitted in procedures established by the Board of Directors.
- (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:
  - a) Proxies shall be executed in writing or electronically, and shall contain the signatures or the electronic equivalents and the student’s identification number, if applicable, of the proxy holder, as well as any restrictions placed upon the proxy holder;
  - b) No individual, with the exception of Councillors, may hold more than one (1) proxy;
  - c) Councillors may hold a maximum of five (5) proxies, from individuals of the same constituency;
  - d) Proxies to be used at a General Meeting may be deposited at the Head Office of the Corporation in writing or submitted electronically 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;

- e) The validity of each proxy shall be verified by the President, or a suitable designate; and,
  - f) 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:
- a) Call to Order
  - b) Comments from the Chair
  - c) Approval of the Agenda
  - d) Approval of the Minutes
  - e) Receiving the Auditor's Report and Financial Statements
  - f) Motion to Appoint the Auditors
  - g) Election of Directors to the Board of Directors
  - h) Ratification of Elections and Referenda Results
  - i) *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:
  - a) The President
  - b) The Vice President, Operations and Finance;
  - c) Two (2) members elected as Councillors of Students' Council; and,
  - d) Four (4) other full members of the Corporation.
- (2) The non-voting resource members of the Board of Directors shall consist of:
  - a) The Vice President, Education;
  - b) The Vice President, Student Life;
  - c) The General Manager; and
  - d) The Secretary of the Corporation.
- (3) Directors, other than the Executive, shall be elected in rotation by ranked ballot at the Annual General Meeting to hold office on the schedule as outlined in Article 7.3. Candidates for such election shall only be eligible if they have submitted an advance application as specified in procedures established by Council.
- (4) Notwithstanding any other provision of these By-laws, for the election scheduled to occur in 2022, the Board of Directors may, on the advice of the Students' Council, defer this election to any date that is not later than September 1, 2022. In the event that the election is deferred, the incumbent Directors shall remain in office until their successors have been elected and have taken office.
- (5) No individual may hold multiple seats on the Board.
- (6) In accordance with the Act, all Directors must be at least eighteen (18) years of age and not bankrupt.
- (7) In the event of a vacancy among the elected Directors, including due to failure of the Annual General Meeting to elect Directors, the Board of Directors may temporarily appoint a qualified member to fill the vacancy.
- (8) Vacancies that occur prior to the Winter academic term of the final year of office of a Director will be appointed by the Board only until the Students' Council or a General Meeting elects a qualified member to serve for the remainder of the term of office. Vacancies that occur during the Winter academic term of the final year of office of a Director will be appointed by the Board, subject to ratification by the Students' Council at the next available meeting.
- (9) Vacancies of Council Directors may only be elected from the Students' Council.

### **SECTION 3. TERM OF OFFICE AND ELECTION IN ROTATION**

- (1) Councillor Directors and Executive Directors shall hold office for one (1) year or until their successor is duly elected.
- (2) At the first General Meeting at which At-Large Directors are to be elected after the passage of this provision, the Board shall be elected in the following manner:
  - a. Two (2) At-Large Directors shall be elected for a term of two (2) years; and
  - b. Two (2) At-Large Directors shall be elected for a term of one (1) year;Or until their successor is duly elected.
- (3) Subsequently, the term of office of any At-Large Director whose term has expired shall be two (2) years, such that the election of the Board remains staggered.

### **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:
  - a) The Chair of the Board;
  - b) Any one (1) Executive;
  - c) Any three (3) members of the Board; or,
  - d) 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 shall have the sole power to consider the impeachment of any Executive, and may thereby elect to remove an Executive from Office provided two-thirds (2/3) majority vote in the affirmative of the entire voting membership of the Board. Such a vote shall be conducted by secret ballot.
- (4) The Board of Directors is expressly further empowered to:
  - a) Approve the annual budgets of the Corporation;
  - b) Review the finances of the Corporation, including the annual audit;
  - c) Oversee the Executive and all other Officers of the Corporation in the execution of their duties;
  - d) Oversee the strategic direction of the Corporation;
  - e) Determine the dates of General Meetings;
  - f) Establish the staff structure and the human resources procedures of the Corporation;
  - g) Establish such committees and procedures as are necessary for the effective execution of its duties.
- (5) 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, excluding the Executive, may receive remuneration in the form of monetary honoraria and discounts for serving as such.
- (2) The Students' Council shall, in a manner not contrary to these bylaws, annually determine the value of Directors' honoraria, and may establish procedure to determine the timing of Directors' remunerations, in addition to the minimum conditions that must be met in order for a Director to qualify. All procedures established in accordance with the foregoing shall be of no force or effect until the commencement of the subsequent fiscal year.
- (3) Those Directors elected by virtue of their role as Councillors shall be entitled to all remunerations they may claim, for serving as such.
- (4) Directors may receive additional remuneration for serving as officers or employees or in other in other capacities.
- (5) A Director removed from office in accordance with Article 7.9 of these bylaws, shall forfeit all related remuneration, notwithstanding any honoraria that may have already been granted.

## **SECTION 9. REMOVAL OF DIRECTORS**

- (1) In accordance with Section 127.2 of the Act, any Director, excluding an Executive, may be removed from office by a simple majority of votes cast 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).
  - a. Following the successful removal of a Director, the General Meeting may, by majority vote, elect a new Director to fill the vacant seat, subject to specifications in these bylaws.
- (2) Without in any way derogating from the foregoing, in accordance with Section 127.2 of the Act, the Students' Council may elect to remove a Director, excluding an Executive, from office by a simple majority of votes cast in the affirmative. Such a vote must be preceded by a notice period lasting at least seventy-two (72) hours with notice provided to the membership, subject to additional requirements in Council Procedure.
  - a. Following the successful removal of a Council Director, the Students' Council, by majority vote, may elect a new Director to fill the vacant seat from amongst their membership.
- (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 at a General Meeting.
- (4) Executives removed from office in accordance with these bylaws shall cease to be Directors thereupon.

## **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 and the Board of Directors, to determine member priorities with respect to the expenditure of dues, and to establish the Policies of the Corporation.
- (2) Students' Council shall be considered a meeting of delegates, in accordance with Section 130 of the Act, subject to the limitations and powers conferred by these Bylaws.

### **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) The President shall be the presiding officer of the Council and accordingly shall have no vote, unless the Council be equally divided. The President shall serve as presiding officer until such time as Council elects a Speaker.
- (3) The Secretary of the Corporation, determined by the Board of Directors, shall be the recording secretary of Council, until such time as Council elects a Secretary.
- (4) No individual may hold multiple seats on Council.
- (5) Non-voting members shall be:
  - a) The Chair of the Board;
  - b) Chairpersons of Committees of Council who are not themselves members of Council;
  - c) Commissioners; and
  - d) Those other persons from time to time as determined by Students' Council.

### **SECTION 3. CONSTITUENCIES**

- (1) The constituencies of Students' Council are:
  - a) Faculty of Applied Health Sciences
  - b) Faculty of Arts
  - c) Faculty of Engineering
  - d) Faculty of Environment
  - e) Faculty of Mathematics
  - f) Faculty of Science
  - g) Cambridge Campus
  - h) Kitchener Campus

- i) Stratford Campus
  - j) St. Jerome's University
  - k) Renison University
- (2) The distribution of voting seats, not including Society presidents, among constituencies on Students' Council shall be allotted by the Board of Directors in accordance with the following formula:
- a) 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; and
  - b) In the event the formula produces a fractional number of seats, the number of seats will be rounded to the nearest whole number;
- (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.
- a) In the event that there is more than one recognized constituency Society for a given constituency, Council shall reserve one elected seat for each additional society, which shall count against, and not exceed, the total number of seats allocated in accordance with Article 8.3(2). This seat(s) shall be held by the Society president, or designate selected in accordance with procedure.
- (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. An initial meeting of Council shall be held within the first two weeks of the Fiscal Year.
- (2) Special meetings of Students' Council may be called, with at least forty-eight (48) hours' notice, by:
- a) The Speaker of Students' Council;
  - b) The President;
  - c) The Board of Directors; or,

- d) One-third (1/3) 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) In accordance with the Act and subject to any procedures established by Council regarding the conduct of meetings and debate:
  - a) No Councillor may hold more than one vote or vote by proxy; and
  - b) No member of the Corporation may be prohibited from attending a meeting of the Students' Council and participating in discussions at such meetings.
- (5) Meetings of Council must be held on a University of Waterloo campus unless authorized by a two-thirds (2/3) vote of Council.
- (6) 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) Students' Council shall receive regular reports from, and provide regular feedback to the Chair of the Board of the Corporation as it pertains to the actions and operations of the Board of Directors.
- (3) 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.
- (4) The Students' Council shall have the sole power to impeach, and thereby recommend the removal to the Board of Directors of, an Executive, provided a three-quarters (3/4) majority vote in the affirmative during a duly constituted meeting of Council. Such a vote must be preceded by a notice period lasting at least seventy-two (72) hours with notice provided to the membership, subject to additional requirements in Council Procedure.
- (5) Without restricting the generality of the above, Council shall have:
  - a) 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;
  - b) The power to establish procedures regarding the formation, administration, discipline, and disbandment of all Federation of Students' Clubs and Services;
  - c) The power to establish procedures regarding general oversight of constituency societies;
  - d) The power to establish procedures regarding the general oversight of commissions established by the Federation of Students;

- e) The power to delegate representatives to serve on bodies outside the University;
  - f) The power to establish joint committees and councils with the University; and,
  - g) The power to establish such committees and procedures as required for the conduct of its business, including those that define elections and referenda processes.
- (6) 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:
- a) Attend all Council meetings;
  - b) Attend all General Meetings of the Corporation;
  - c) Actively participate in decisions and policy development;
  - d) Actively engage and consult with students regarding the undergraduate student experience;
  - e) Report on any relevant updates and activities within their constituency; and,
  - f) Report on the consultation efforts with their constituents, and the results thereof; and,
  - g) Represent and act on behalf of their constituents, insofar as they are able.
- (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:
  - a) President;
  - b) Vice President, Operations and Finance;
  - c) Vice President, Education;
  - d) Vice President, Student Life;
  - e) General Manager;
  - f) Chair of the Board; and
  - g) 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, where applicable, 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, with the exception of an external political organization in which the Federation of Students holds membership.
- (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 Committee, 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 Committee.
- (2) Without limiting the generality of the above, the President shall be expressly responsible for:
  - a) Presiding over General Meetings;
  - b) Presiding over Students' Council;

- c) Representing, or selecting in accordance with Council Procedure an appropriate representative to, all University decision making bodies requiring undergraduate student representation;
  - d) Maintaining and promoting relationships with key university stakeholders, in conjunction with other members of the Executive Committee as appropriate; and,
  - e) Maintaining and promoting relationships between the Federation of Students, Student Societies, Residence Councils, and the Affiliated and Federated Institutions.
- (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 have the power to, from time to time, establish Commissions as necessary to assist with any of the above duties or responsibilities.
  - (7) The President shall be the Vice-Chair of the Board of Directors, unless otherwise designated by the Board.
  - (8) The President shall be generally responsible for the day-to-day oversight and support of all Federation of Students' societies, subject to those procedures established by Council and relevant contractual agreements.
  - (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:
  - a) Preparing the budgets of the Corporation, in consultation with the Executive Committee, Students' Council, and the Board of Directors;
  - b) Overseeing the Corporation's insurance policies, including any plan or program administered by the Corporation;
  - c) Supervising purchasing, financial controls, expenditures, insurance receipts, payroll, and drafting of legal agreements;
  - d) Promoting the Commercial Services of the Corporation and establishing business relationships with external parties;

- e) 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;
  - f) The audited financial statements of the Corporation, and reports regarding expenditures of funds, legal agreements, and operations; and,
  - g) 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 Committee, 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 to the Students' Council and 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:
  - a) Representing the Corporation to any External Political Organization which the Federation of Students holds membership;
  - b) 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;
  - c) Encouraging student disciplinary practices that are fair, equitable, and maintain the integrity of the University of Waterloo's scholastic activities; and,
  - d) 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:
  - a) Promoting and coordinating student participation in athletic, cultural, and social activities as well as assisting student-initiated projects;
  - b) Encouraging and facilitating collaboration between all clubs, services, and external political organizations;
  - c) Maintaining and promoting relationships with external community groups that can enhance the student experience, and representing the Corporation to these groups; and,
  - d) 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 and services.
- (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 oversee the Corporation's efforts to create a balance introduction to the academic, social, and community aspects of university life for new students to the university.
- (8) 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:
  - a) Providing organizational cohesiveness, continuity, and historical perspective;
  - b) Oversight of human resources;
  - c) Oversight of all financial aspects of the organization;
  - d) Providing forward-thinking and tactical leadership to mitigate risk in all of the organization's activities; and,
  - e) 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:
  - a) Preside over all meetings of the Board;
  - b) Serve as a resource to the other members of the Board;
  - c) Act as a liaison between the Board and Students' Council;
  - d) Assist the President in managing the governing documents of the Corporation;
  - e) Ensure all Directors are properly trained to execute their duties; and
- (3) The Chair of the Board and the President shall be jointly responsible for ensuring that each Director and/or Officer is familiarized and complies with the Policies and Bylaws of the Corporation, Board Procedures, and applicable statutes.
- (4) The Chair of the Board shall, to the fullest possible extent, respect and uphold the Policies of the Corporation in the execution of the above duties.

## SECTION 9. SECRETARY OF THE CORPORATION

- (1) The Secretary of the Corporation shall be the Vice President, Operations and Finance 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:
  - a) Organize and manage the minutes and other legal documents of the Corporation;
  - b) Assist the Executive, Councillors, and Directors in exercising their duties;
  - c) Ensure a Recording Secretary has been appointed to act as Secretary of:
    - i. The Board of Directors;
    - ii. The Students' Council;
    - iii. The Executive Committee;
    - iv. A General Meeting of the members; and,
    - v. Any other governing body or meeting of the Corporation as determined by the Board.
- (4) The Secretary of the Corporation shall, to the fullest possible extent, respect and uphold the Policies of the Corporation in the execution of the above duties.

## 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:
  - a) 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:
    - i. The individual acted honestly and in good faith with a view to the best interests of the Corporation; and,
    - ii. 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;
  - b) 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:
    - i. 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,
    - ii. The individual acted honestly and in good faith with a view to the best interests of the Corporation; and,
    - iii. If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their 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 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

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by any error of judgement or misfortune which may occur in the execution of their duties or in relation to their office, unless the same occurs through their failure to exercise the powers and discharge the duties of their 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) Notwithstanding any other provision of these By-laws, for the election scheduled to occur in 2022, the Board of Directors may, on the advice of the Students' Council, defer this election to any date that is not later September 1, 2022. In the event that the election is deferred, the incumbent President and Vice President shall remain in office until their successors have been elected and have taken office.
- (4) 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.
- (5) Vacant position(s) in Students' Council and the Executive, which occur prior to the end of the Spring academic term shall be filled in accordance with procedures governing Elections & Referenda.
- (6) No by-election shall occur after the nomination period opens for the annual Federation of Students General Election, or in the Winter academic term.

### SECTION 2. REFERENDA

- (1) A referendum, other than a recall referendum may be initiated by any one of the following methods:
  - a) A requisition as defined in Article 1.1(20);
  - b) A General Meeting;
  - c) Students' Council;
  - d) The President; or,
  - e) The Board of Directors.
- (2) Recall referenda of an Executive may be initiated only by a petition signed in writing or electronically of at least 2900 or 10 percent (10%), whichever is fewer, of the voting members; and recall referenda of a Councillor may be initiated only by a petition signed in writing or electronically of at least 500 or 10 percent (10%), whichever is fewer, of the voting members of the respective constituencies. All recall referenda are subject to the following limitations:
  - a) The question of all recall referenda shall be "Should [name] be removed from the office of [office]?"
  - b) 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;

- c) All recall referenda shall be ratified by Students' Council, however recall referenda for the removal of an Executive shall not be ratified without the Board of Directors first providing reasonable assurance of the continuity of day-to-day operations to the Students' Council;
- d) Ratification for recall referenda shall not be unreasonably withheld by Students' Council; and,
- e) Notwithstanding normal Elections & Referenda Procedures, polls during a recall referendum shall be open for no fewer than twenty-four (24) hours.

### **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:
  - a) Expense limits;
  - b) Campaigning rules;
  - c) Nomination and qualification procedure;
  - d) Voting rules;
  - e) Formation of unbiased and fair questions;
  - f) Verification of signatures;
  - g) Official notices;
  - h) Dispute resolution;
  - i) 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:
  - a) Electors may rank as many candidates as they wish according to their preference;
  - b) Electors may choose to not rank a candidate;
  - c) Votes shall only be cast for eligible candidates;
  - d) Votes shall be tallied using Instant-Runoff Voting (IRV) for single seat elections, and BC Single Transferable Vote (BC-STV) for multi-seat elections;
  - e) If a candidate is disqualified or chooses to withdraw after polling has taken place, any votes cast for that candidate shall be counted toward the voter's subsequent preferential choices or otherwise counted as an abstention. If the disqualification or withdrawal of a candidate results in a single remaining candidate for the seat, any votes cast for the disqualified

or withdrawn candidate shall be counted toward the voter's subsequent preferential choices or otherwise counted as opposition to the acclamation of the remaining candidate.

- (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:
  - a) Endorse notes and drafts for collection on account of the Corporation through its bankers;
  - b) Endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation;
  - c) Endorse notes, drafts, cheques as "for collection" or "for deposit" by using the Corporation's rubber stamp for the purpose;
  - d) Arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers; and,
  - e) 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 30<sup>th</sup> 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:
  - 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; or,
  - d) 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:
  - a) 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, subject to the following requirements:
  - a) All amendments shall 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;
  - b) Amendments to *Article 1: Interpretation, Article 3: Membership, Article 4: Dues, Article 5: General Meetings, Article 7: Board of Directors, Article 8: Students' Council, Article 11: Elections and Referenda, Article 13: Membership in External Political Organizations, and Article 14: Amendments*, or amendments of the same or like substance to the above, will only take effect once approved by a two-thirds (2/3) vote of the Board and a majority vote of Students' Council, and ratified at a General Meeting of the Corporation; and,
  - c) All other amendments may only take effect once approved by a two-thirds (2/3) vote of the Board, and 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) Notwithstanding any other requirements in these bylaws, nothing shall prevent a Board from placing a bylaw amendment protected under Article 14.1(1) on the agenda for a General Meeting of the Corporation, provided the unanimous consent of all Directors, which shall not take effect until it has been ratified by a General Meeting of the Corporation.
- (4) Subject to the above provisions and the Policies of the Corporation, 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.
- (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) A simple majority vote at a General Meeting shall be sufficient to ratify a bylaw amendment made in accordance with Section 129 of the Act. A two-thirds (2/3) majority vote at a General Meeting shall be sufficient to ratify a bylaw amendment made in accordance with Section 130 of the Act.
  - (4) In default of ratification of any bylaw amendment approved by the Board, no new bylaw amendments of the same or like substance shall have effect until confirmed at a General Meeting.
  - (5) 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.

## ARTICLE FIFTEEN: INTRODUCTION

### INTRODUCTION

The Federation of Students, University of Waterloo is incorporated as a not-for-profit corporation under the authority of the Ontario Corporations Act, 1990. The Act requires the Federation to have in place bylaws – a document outlining the terms of membership in the organization, the governing structure of the organization, and rules of order in the conduct of the organization’s affairs. These bylaws are established by the Board of Directors, with ratification (final approval) falling to the membership (the undergraduate students of the University of Waterloo). It is important to recognize that the bylaws do not preclude any requirements placed on the organization by provincial statute.

The bylaws should be read in the following context:

**1. ARTICLE**

**1. SECTION**

(1) Clause

Therefore, a reference to 1.1(1)(v) would be *Article 1. Interpretation, Section 1. Definitions, clause 1, paragraph (v)* – the definition of “The Act” for the purposes of the bylaws. A reference to 3.1(1) would be *Article 3. Membership, Section 1. Full Membership, clause 1* – the undergraduate students of Waterloo are considered full members.

**NOTE:**

The bylaws presented at this General Meeting for ratification are presented in their entirety. Members will be approving the substance, content, numbering and structure of the bylaws. This approval however does not preclude further formatting that may need to occur for the publication and dissemination of these bylaws in alternative formats.

*Secretary’s Note:* These bylaws have been amended for compliance with both the Ontario Corporations Act, 1990 and its presumptive successor legislation, the Not-for-Profit Corporations Act, 2010.