



**University Students' Council of the University of Western Ontario
BY-LAW #1**

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**BY-LAW #1
of
UNIVERSITY STUDENTS' COUNCIL
OF THE
UNIVERSITY OF WESTERN ONTARIO**



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PURPOSE:

A by-law relating generally to the conduct of business and affairs of the University Students' Council of the University of Western Ontario.

1.00 DEFINITIONS AND INTERPRETATION

1.01 In this By-Law and all other By-Laws and resolutions of the Corporation, unless otherwise stated or the context requires otherwise:

- (1) “**Academic Year**” means the period between September 1st of any calendar year until August 31st of the following calendar year;
- (2) “**Administration**” means the permanent staff employed by the Corporation and managed by the General Manager in accordance with By-Law #4.
- (3) “**Act**” means the Corporations Act, R.S.O 1990, as amended from time to time, and every statute that may be substituted for it and, in the case of such substitution, any references in the By-Law to provisions of the Act shall be read as references to the substituted provision in the new statute;



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- (4) "**Affiliate**" includes King's University College, Huron University College and Brescia University College;
- (5) "**Annual General Meeting**" means the annual meeting of the members, that is not a General Meeting and that follows the guidelines as set out in this By-Law;
- (6) "**Board**" means the board of directors of University Students' Council of The University Western Ontario Inc.;
- (7) "**Board Term**" means the annual term of the Board, which shall coincide with the corporation's fiscal year, commencing June 1st and ending May 31st.
- (8) "**By-Laws**" means the By-Laws relating to the transactions and affairs of the Corporation, including By-Law #1, By-Law #2, By-Law #3, By-Law #4 and any other By-Law adopted by the Corporation;
- (9) "**Corporation**" means University Students' Council of The University of Western Ontario, a corporation without share capital incorporated under the Act;
- (10) "**The Council**" means the legislative branch of the University Students' Council and includes all of the Members;
- (11) "**day**" shall include any day or days of the week, except for Saturday, Sunday, statutory holidays, and the Corporation's winter holiday closing period set by the Corporation;
- (12) "**Duly Called Meeting**" means a meeting of Council called pursuant to the notice provisions in this By-Law, regardless of whether or not the meeting meets quorum;
- (13) "**Duly Constituted Meeting**" means a Duly Called Meeting of Council where quorum is met pursuant to the notice provisions in this By-Law;
- (14) "**Director**" means a voting director of the Corporation;
- (15) "**the Executive**" or "**USC Executive**" means the executive branch of the USC, as described in section 7.00;
- (16) "*ex-officio*" means a member by virtue of her office;
- (17) "**Financial Signing Officer**" means an employee of the Corporation who has financial signing authority pursuant to this By-Law;



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- (18) **“General Meeting”** means a Duly Called Meeting that is not the Annual General Meeting;
- (19) **“Governor”** means an undergraduate student Member of the Board of Governors of the University;
- (20) **“Legislative Services Department”** means an administrative department within the USC charged with providing secretariat support to the Council and Board of Directors;
- (21) **“Legislative Session”** means the sitting of the Council, which shall be from the ratification of the newly elected Council during the second part of the Annual General Meeting, until the dissolution of that Council during the second part of the Annual General Meeting of the following year;
- (22) **"Letters Patent"** means the letters patent of the Corporation, as amended and supplemented by supplementary letters patent;
- (23) **“Material Change”** means a change that alters the substance of any Policy or Procedure but does not include any grammatical and spelling changes;
- (24) **“Member”** refers to an individual holding any membership class of the Corporation;
- i. **“Ordinary Member” of “Voting Member”** means any individual who holds a position listed in subsection 4.03(2) and who has full voting rights at Council;
 - ii. **“Resource Member”** means any individual who holds a position listed in subsection 4.03(3) and who does not have voting rights at Council.
- (25) **“Observer”** means any individual who is not a Member and who is in attendance at a meeting of Council.
- (26) **“person”** includes an individual, a body corporate, corporation, company, partnership, syndicate, trust, unincorporated organization and unincorporated association;
- (27) **“Proxy”** means an authorization by means of which a member has appointed a proxyholder to attend and act on the member’s behalf at a meeting of the members.
- (28) **“Policies and Procedures”, "Policy" and "Procedure"** includes any document approved by the Council or Board of Directors that regulates the transactions and affairs of the Corporation, excluding any By-Laws and Letters Patent;



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- (29) “**Residence**” means a habitation, operated by the University or an Affiliate, housing a community of students during any particular Academic Year;
- (30) “**Senator**” means an undergraduate student Member of the University's Senate;
- (31) “**Simple Majority**” means more than half of the votes cast, excluding blanks and abstentions;
- (32) “**Signing Officer**” means an employee of the Corporation who has the authority to execute contracts and other documents on behalf of the Corporation pursuant to this By-Law;
- (33) “**Standing Committee**” shall be the standing committees of Council or Board of Directors outlined herein;
- (34) “**Strategic Vision**” means the Corporation's long-term strategic vision, which may also be referred to as a long-term strategic plan;
- (35) “**Student**” means any individual undergraduate student of the University or an Affiliate, regardless of full, part time, or special status;
- (36) “**Two-Thirds Vote**” means at least Two-Thirds (2/3) of the votes cast, excluding blanks and abstentions; and,
- (37) “**University**” means Western University.

1.02 Other definitions

- (1) The terms are defined in the context in which they appear and shall have the meanings therein indicated.

1.03 Headings

- (1) The headings used throughout the By-Laws are inserted for reference purposes only and are not to be considered in construing the terms and provisions or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.

1.04 Interpretation

- (1) Words, phrases, or sentences written in singular form include the plural.
- (2) Words, phrases, or sentences written in feminine form include the masculine.



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- (3) Wherever the terms "includes", "include" or "including" are written in the By-Laws, the Policies or the Procedures, they shall be deemed to be followed by the words: "without limitation".

2.00 APPLICATION

- 2.01 This By-Law applies to all transactions and affairs of the Corporation.
- 2.02 The transactions and affairs of the Corporation shall be governed in order of preference by:
- (1) the Act;
 - (2) the Letters Patent;
 - (3) the By-Laws; and,
 - (4) the Policies and Procedures.
- 2.03 To the extent that any conflict exists between the provisions of the By-Laws and the provisions of either the Act or the Letters Patent exists, the provisions of the Act or Letters Patent shall take precedence.
- 2.04 To the extent that any conflict between the provisions of the By-Laws, and the Policies or the Procedures exists, the provisions of the By-Laws shall take precedence.

3.00 THE CORPORATION

3.01 Head Office

- (1) The head office of Corporation shall be in the City of London in the Province of Ontario, and at such place therein as the Board of Directors may determine.

3.02 Corporate Seal

- (1) The seal, an impression of which is stamped in the margin hereof, shall be the seal of the Corporation.

3.03 By-Laws

- (1) The Council or the Board of Directors shall enact By-Laws relating to the transactions and affairs of the Corporation in compliance with the Procedure provided within Section 12.00, and not contrary to the Act and the Letters Patent.

3.04 Policies and Procedures



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- (1) The Council or the Board of Directors may enact policies and Procedures, so long as they are consistent with the By-Laws and the Letters Patent, relating to the management and operation of the Corporation and other matters provided for in the By-Laws. The Governance Officer shall be empowered to ensure all Policies and Procedures are consistent with the By-Laws, and shall make recommendations to Council and the Board of Directors on these matters.

3.05 Strategic Vision

- (1) The Council shall enact a Long-Term Plan to stand as a reference document for the Corporation when strategic decisions need to be made and to provide strategic direction for all facets of the Corporation. The Board shall ensure that the Corporation maintains a Long-Term Plan, and the Executive and Administration shall implement the Long-Term Plan and ensure it reflects the current status of the Corporation.

3.06 Books and Records

- (1) The Board of Directors shall ensure or cause to ensure that all necessary books and records of the Corporation required by law and by this By-Law are regularly and properly kept.

3.07 Signing Authority

- (1) The Board of Directors shall appoint Signing Officers and Financial Signing Officers of the Corporation.

3.08 Signing of Cheques and Instruments

- (1) Except as provided for herein, all cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Financial Signing Officer of the Corporation, and in such a manner as shall be prescribed by the Board of Directors.
- (2) Any two Financial Signing Officers, authorized in the manner outlined in subsection (1), may:
 - i. settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers;
 - ii. sign all the bank's forms or settlement of balances and release of verification slips; and



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- iii. endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's stamp for such purpose.

3.09 Execution of Contracts

- (1) The Board of Directors shall have the authority by resolution to appoint any Signing Officers who shall be empowered on behalf of the Corporation to sign specific contracts, documents or instruments in writing or specific types of contract, documents or instruments in writing. All contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.
- (2) The Board of Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of transferring and dealing with securities owned by the Corporation. The seal of the Corporation may be affixed to contracts, documents and instruments in writing to be signed by the Corporation by any individual entitled to sign the same whether pursuant to this By-Law or by resolution of the Board of Directors.
- (3) Notwithstanding any section in this By-Law, the Board of Directors may by resolution, direct the manner in which any particular instrument, contract or obligation of the Corporation shall be executed.
- (4) All contractual matters relating to employees, except the General Manager, are within the purview of the General Manager with the following exceptions:
 - i. Any decisions that affect the initial contract for employment, the salary, or the removal of an individual for any managing director position shall be approved by resolution of the Board of Directors.
 - ii. Settlement packages that exceed \$100,000 related to the termination of employment contracts shall be approved by resolution of the Board of Directors.

3.10 Financial Year

- (1) Unless otherwise determined by a resolution of the Board of Directors, the financial year of the Corporation shall begin June 1st and terminate May 31st of the following calendar year.

3.11 Annual Budget Process



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- (1) The annual budgetary approval process of the Corporation shall require:
 - i. a presentation to the Audit and Advisory Committee of an initial detailed budget whereby the Audit and Advisory Committee shall consider and advise the Board of Directors on approval of the budget;
 - ii. a presentation to the Board of Directors of an initial detailed budget for the following fiscal year for consideration, amendment and approval;
 - iii. a presentation to the Budget Sub-Committee of the Council Finance Standing Committee of an initial detailed budget for the following fiscal year for consideration, amendment and approval;
 - a. The Budget Sub-Committee of the Council Finance Committee shall consider and make recommendations on each budgetary item in accordance with the priorities of the Corporation;
 - iv. a presentation to Council of a detailed budget whereby Council shall be given five (5) days to consider and amend the budget; and,
 - v. that the budget be approved by Council no later than March 15th each year.

3.12 Spending Outside the Budget

- (1) Any significant expenditure that is not explicitly approved within the Corporation's operating budget or that alters the use of funds allocated within that operating budget shall require Board of Directors approval.
 - i. Any such approval involving amounts greater than five-thousand dollars (\$5,000.00), excepting approvals for human resource matters shall be subsequently sanctioned or rejected by Council.

3.13 Auditor

- (1) At each Annual General Meeting, the Ordinary Members shall appoint an auditor to audit the accounts of the Corporation. The auditor shall hold office until the next Annual General Meeting. The Board of Directors shall fix the remuneration of the auditor appointed by the Ordinary Members. The Board of Directors may fill any vacancy in the office of the auditor occurring in the interim.

3.14 Borrowing

- (1) The Board of Directors shall have the authority to:



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- i. borrow money on the credit of the Corporation;
- ii. limit or increase the amount of money borrowed;
- iii. issue, sell or pledge securities of the Corporation;
- iv. charge, mortgage, hypothecate or pledge any or all of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or money borrowed, or other debt, obligation or liability of the Corporation; and,
- v. determine which Officers and Directors of the Corporation are authorized to execute documents in relation to this authority.

(2) The Board of Directors, may authorize any Officer or agent to:

- i. make arrangements with reference to the money borrowed or to be borrowed;
- ii. make arrangements as to the terms and conditions of the loan thereof;
- iii. be given the power to vary or modify such arrangements mentioned in subsections (i) and (ii) above; and
- iv. manage, transact and settle the borrowing of money by the Corporation.

3.15 Investments

(1) Notwithstanding any section in this By-Law, the resources of the Corporation shall never be invested or transferred into equity securities, warranties, futures or other securities, any of which are of a speculative nature.

(2) The Board of Directors shall have the power to authorize:

- i. the transfer of any or all shares, bonds or other securities standing in the name of the Corporation;
- ii. accept in the name and on behalf of the Corporation, transfers of shares, bonds, or other securities transferred to the Corporation; and,
- iii. the execution and delivery under corporate seal any and all instruments, in writing necessary or proper for such purposes, including the appointment of attorney to accept transfers of shares, bonds, or other securities on the books of any company or corporation.



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3.16 Deposit of Securities for Safekeeping

- (1) The securities of the Corporation shall:
- i. be deposited for safekeeping with one or more bankers or other trust or financial institutions as may be appointed by the Board of Directors and,
 - ii. be withdrawn only upon the written order of the Corporation, and in such a manner and signed by such Officer or agent of the Corporation as shall be determined by resolution of the Board of Directors. Such authority given to such Officer or agent may be general or specific.

3.17 Elections, Referenda and Plebiscites

- (1) Unless stated otherwise, all elections, referenda and plebiscites conducted by the Corporation shall be conducted in accordance with By-Law #2.

3.18 Conflict of Interest

- (1) All Members, Directors and Officers shall abide by the Corporation's conflict of interest Policy.

3.19 Confidentiality

- (1) Except where expressly authorized by vote of the Board of Directors, no Member, Director or Officer may divulge to any person or use in any way that is not directly related to the activities of the Corporation any information designated as confidential by the Board of Directors or Council, or any information obtained from reading any minutes of a confidential meeting of the Board, Council or a confidential committee.

- (2) Confidential information includes the following:

- i. any information about the Corporation's employees, volunteers, suppliers, contractors, licensees, agents or anyone else with whom the Corporation does business;
- ii. any information about the legal affairs of the Corporation; and,
- iii. any information which, if disclosed, could compromise or adversely affect the Corporation.

3.20 Misappropriation of Corporate Property



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- (1) No Member, Director or Officer shall use any corporate property for her own personal benefit or to generate a profit for herself.
- (2) Corporate property shall include any corporate funds, assets, equipment and leased or owned space.
- (3) Any Member, Director or Officer who uses corporate property in contravention of subsection (1) shall be required to remit to the Corporation any profits raised by the use of the property or the monetary equivalent of any benefit generated by the use of the property.

3.21 Indemnification

- (1) Every Director and Officer of the Corporation, and her heirs, executors and administrators, and estate and effects, respectively, shall be indemnified and save harmless out of the funds of the Corporation from and against the following:
 - i. all costs, charges and expenses whatever that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against her, for or in respect of any act, deed, matter or thing whatever, made, done or permitted by such Director or Officer, in or about the execution of the duties of her office; and,
 - ii. all other costs, charges and expenses as they relate to (i) above that such Director or Officer sustains, or incurs, in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by her own willful neglect or default.

3.22 Directors' and Officers' Liability Insurance

- (1) The Corporation shall, at all times, maintain in force such Directors' and Officers' liability insurance as may be approved by resolution of the Board of Directors.

4.00 MEMBERS

- (1) There shall be two (2) classes of membership in the Corporation:
 - i. Ordinary Members; and
 - ii. Resource Members.

4.02 Voting Classes



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- (1) Each Ordinary Member shall be entitled to receive notice of and vote at meetings of Members. Resource Members shall not be entitled to vote but shall be entitled to receive notice of and attend all meetings of Members.

4.03 Composition of Council

- (1) The Council shall be composed of both Ordinary Members and Resource Members.

- (2) The Voting, Ordinary Members of Council shall be:

- i. The Speaker of Council;
- ii. The USC President;
- iii. The Vice-Presidents Internal and External;
- iv. Sixty-three (63) councillors, including faculty and Affiliate council presidents, *ex-officio*, representing the following constituencies of the student body as follows:

Constituency	Councillors
Arts & Humanities	3
Business	2
Dentistry	1
Education	1
Engineering	2
Faculty of Information and Media Studies	2
Health Sciences	6
Law	1
Medicine	1
Music	1
Science	8
Social Science	13



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Brescia University College	2
Huron University College	2
King's University College	6
Alumni House Residence	1
Brescia University College Residence	1
Delaware Hall Residence	1
Elgin Hall Residence	1
Essex Hall Residence	1
First-Year Off-Campus	1
Huron University College Residence	1
King's University College Residence	1
London Hall Residence	1
Medway-Sydenham Hall Residence	1
Perth Hall Residence	1
Saugeen-Maitland Hall Residence	1

- v. Constituent council presidents shall have the option to assign their voting seat to another elected, voting member of their constituent council. The Speaker of Council and the Secretary of Council must be advised of this intention before the annual Summer Meeting of Council. Such assignment will be effective for the balance of the Council year.
- vi. six (6) Senators; and,
- vii. one (1) Governor.

(3) The Non-Voting, Resource Members of Council shall be:

- i. the Vice-Presidents Communications, Finance, and Student Events;
- ii. the Deputy Speaker of Council;



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- iii. all Commissioners and Coordinators;
- iv. all student-at-large representatives appointed by the Corporation;
- v. the president of the Inter-fraternity council and the president of the Panhellenic council;
- vi. the presidents of the Residence councils;
- vii. the remaining Senators and Governor;
- viii. the eight (8) students-at-large who are elected to the Board of Directors;

4.04 **Determining Composition of Council**

- (1) The composition of Council shall be reviewed before the end of the fall term every four (4) years to ensure fair representation of student constituencies. The next review shall be completed during the 2014 calendar year.
- (2) Notwithstanding the above, the composition of Council may be reviewed before four (4) years have elapsed at Council's discretion.
- (3) The full-time equivalent population for each constituency, as of November 1st, shall be deemed to be the relevant population.
- (4) The population of each constituency shall be rounded to the closest six hundred (600) students. The number of Ordinary Members representing each constituency shall be determined by dividing the rounded population figure by six hundred (600). Every constituency shall maintain at least one (1) Ordinary Member. If the number of constituent councillors changes, this By-Law shall be amended prior to January 15th of the subsequent calendar year. The new membership structure shall be adopted for the next spring election period.
- (5) Notwithstanding the above, each Residence shall only have one (1) Ordinary Member on Council, and there shall be only one First-Year Off-Campus councillor.

4.05 **Eligibility**

- (1) Except as otherwise provided for herein, a Member shall be a Student and any Member who ceases to be a Student ceases to be a Member.
- (2) No individual shall be a Ordinary Member who represents a constituency to which she does not belong.

4.06 No individual shall hold more than one (1) voting seat on Council.



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- 4.07 The Residence Members shall be elected in accordance with By-Law #2.
- 4.08 The six (6) Senators who are Ordinary Members shall be elected from among the fourteen (14) Senators.
- 4.09 The one (1) Governor who is an Ordinary Member shall be the senior-most Governor, unless the Governors mutually agree otherwise.
- 4.10 In the event that the Governor who is an Ordinary Member is unable to attend a meeting of Council, the other Governor may take her place at such meeting as an Ordinary Member, provided that the Speaker of Council is so informed.
- 4.11 Any faculty or Affiliate may elect representative(s) to Council by Procedures established by that faculty or Affiliate, provided that such Procedures do not conflict with this By-Law.
- 4.12 **Discipline**
- (1) Any Ordinary Member, excluding the President, may be disciplined by Council for committing any of the following:
- i. poor attendance pursuant to the USC Voting Member Attendance Policy;
 - ii. just cause, including failure to comply with her responsibilities, duties or obligations;
 - iii. theft, fraud or embezzlement of funds;
 - iv. failure to disclose a significant or continuing conflict of interest;
 - v. breach of confidentiality; and
 - vi. misuse of corporate property.
- (2) Council may impose any of the following types of discipline:
- i. a written warning;
 - ii. removal of the Ordinary Member; and,
 - iii. any other type of discipline provided for in the Corporation's Policies and Procedures.
- (3) Any disciplinary proceedings shall be carried out in accordance with the following Procedure:



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- i. The Speaker shall bring a motion to discipline the Ordinary Member.
- ii. The motion shall refer to the type of discipline to be imposed and refer to the specific misconduct of the Ordinary Member in question.
- iii. The Ordinary Member shall be provided with confidential notice of the motion at least three (3) days in advance of the meeting at which it is to be brought forward.
- iv. The motion to discipline the Ordinary Member shall be affirmed by a Two-Thirds Vote in order to take effect.

4.13 **Removal**

Any Ordinary Member, excluding the President, may be removed from Council in the following ways:

(1) Removal from Constituent Council

- i. Any Member that is removed from her constituent council forfeits her membership in Council.
 - a. The respective constituency President shall inform Council of the removal at the next Duly Called Meeting.

(2) Removal by Council

- i. Ordinary Members, excluding the President, may be removed by a Two-Thirds Vote in favour of removal, subject to the following:
 - a. Notice of the motion for removal:
 - (a) shall be posted by the Speaker in accordance with this By-Law;
 - (b) shall be confidential; and,
 - (c) shall indicate the specific misconduct of the Member in question.
 - b. The Member shall receive confidential notice of the motion at least three (3) days in advance of the meeting at which it is to be brought forward.
 - c. The meeting(s) where the removal is discussed shall be confidential.



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- d. The general Procedure provided for in subsection 4.12(3) shall be followed.
- e. Any Ordinary Member that is removed from Council is not automatically removed from her constituent council.

5.00 COUNCIL MEETINGS

5.01 Powers and Privileges

- (1) The Ordinary Members may consider and transact any business, either specific or general, at any meeting.
- (2) Subject to the following exceptions, all Ordinary Members are entitled to speak, propose motions, vote and otherwise participate in the meetings of Council.
 - i. The Speaker of Council shall not be entitled to move or second motions, with the exception of moving motions to discipline Members, and shall only vote in the event of a tie vote of those Members present at a Duly Called Meeting.
 - ii. The President shall not be entitled to move or second motions of any kind, but shall be entitled to vote on all questions before the Council.
- (3) Resource Members shall not be entitled to vote or move or second motions, but the Speaker of Council may accord Resource Members with speaking rights.
- (4) An Observer may speak only if she is yielded to by an Ordinary Member and provides her name, position and whom she represents to the Secretary of Council, prior to addressing Council.

5.02 Minimum Number of Meetings

There shall be:

- (1) at least one (1) General Meeting in each of the months from September to April in the Academic Year;
- (2) at least one (1) General Meeting between the months of May and August in each Academic Year, which will be referred to as the Annual Summer Meeting; and,
- (3) one (1) meeting in March in each Academic Year which is the Annual General Meeting.



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5.03 Calling Meetings

- (1) A General Meeting may be called by:
 - i. a resolution of Council;
 - ii. the Speaker of Council;
 - iii. by the Speaker of Council, on the written request of the President, provided that the Speaker of Council is in receipt of such direction not less than five (5) days before the meeting is to take place; or
 - iv. by the Speaker of Council, on the written request of the Chair of the Board of Directors, provided that the Speaker of Council is in receipt of such direction not less than five (5) days before the meeting is to take place; or
 - v. by the Speaker of Council, on the written direction of five (5) Ordinary Members, provided that the Speaker of Council is in receipt of such direction not less than five (5) days before the meeting is to take place.
- (2) All meetings shall be held at the University or elsewhere in Ontario as the Speaker of Council may determine and on such day as the Speaker of Council may appoint.
- (3) A General Meeting may be held at any time or place without notice if all the Ordinary Members are present.
- (4) The Speaker of Council may appoint a day or days in any month or months for regular meetings at an hour to be named, and for such meetings no subsequent notice need be sent.

5.04 Notice – General

- (1) For the purpose of this part, the following shall be sufficient for the purpose of giving notice by the Speaker of Council:
 - i. Notice may be delivered in person, by facsimile, by mail, or by e-mail.
 - ii. Notice sent by mail shall be deemed to have been received three (3) days after it was mailed.
 - iii. Notice given in person, by facsimile or by e-mail shall be deemed to have been received on the day which it was sent.
 - iv. The address of any person who is entitled to receive notice under this By-Law shall be her last address recorded on the books of the Corporation.



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- v. No error or omission in giving notice of any meeting of Members or any adjourned meeting of Members shall invalidate such meeting or make void any proceedings taken thereat and the Members may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings or had taken thereat.

5.05 Notice of Motion

- (1) For the purpose of this By-Law, the following shall apply with respect to giving notice of motions:
 - i. all original motions shall require six (6) calendar-days of notice prior to any given Council meeting and, unless otherwise expressly provided for in the By-Laws, where such notice is given, the motion shall require a Simple Majority to pass;
 - ii. should the notice required in subsection (i) not be given, then the motion in question will require a Two-Thirds Vote in favour of the motion to pass; and,
 - iii. in addition to any other notice provisions, notice of a motion shall be properly given if posted on the Corporation's motions board or website.
- (2) Requirements for notice apply to both original motions and confidential motions.

5.06 Attendance

- (1) Member attendance shall be regulated in accordance with the USC Voting Member Attendance Policy which shall be under the jurisdiction of the Committee of Council Operations and Agenda.

5.07 Quorum

- (1) Quorum shall be a majority of the Ordinary Members, excluding the Speaker of Council and the President.
 - i. As an exception to the above, quorum for meetings held during the months of May to August in each Academic Year shall be twenty (20) Voting Members.
- (2) Any Duly Called Meeting which fails to be called to order within thirty (30) minutes of the scheduled start time for the meeting, or fails to reach quorum within thirty (30) minutes of the scheduled start time, shall be deemed a Duly Called Meeting that failed to meet quorum.



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- (3) Any Duly Constituted Meeting subsequently consisting of fewer Voting Members than required to preserve quorum shall be adjourned.

5.08 Rules of Procedure

- (1) The Speaker of Council shall arbitrate all disputes involving Procedures to be followed and business to be transacted by Council during a meeting. Any decision made by the Speaker of Council may be overturned by the Ordinary Members by a Two-Thirds Vote.
- (2) The rules of Procedure for Council meetings shall be determined in order of preference by:
- i. the By-Laws, and,
 - ii. *Robert's Rules of Order*
- (3) The Ordinary Members may, upon a Two-Thirds Vote at a Duly Constituted Meeting, adopt a motion to suspend any specified rule of Procedure expressed herein or elsewhere, except any rule or Procedure which pertains to the amendment of the By-Laws, for the duration of the meeting at which such resolution is passed.
- (4) Where the Speaker of Council is not present, the Deputy Speaker of Council shall act in her place and exercise all of the powers of the Speaker of Council.
- (5) Where both the Speaker of Council and the Deputy Speaker of Council are absent, the Ordinary Members shall elect a replacement for the period during which both the Speaker of Council and the Deputy Speaker of Council remain absent. Such replacement shall exercise all of the powers of the Speaker of Council.
- (6) No Member or Observer shall speak for longer than five (5) minutes at any one time without the permission of Council. Any extension of time shall be decided by a Two-Thirds Vote in favour of the extension with no debate.
- i. This shall not apply to planned presentations to Council. The time limit for such presentations shall be stated in the agenda.
- (7) Unless otherwise provided for herein, an Ordinary Member shall only cast one (1) vote.
- (8) Unless otherwise provided for in the By-Laws and unless expressly provided for by the Act, every question shall be decided by a Simple Majority.



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- (9) Unless a poll is called for by an Ordinary Member, every question shall be decided by a show of hands. Where a poll is called, the Ordinary Member shall specify the method of polling to be used, being either a roll call or secret ballot. The call for a poll may be withdrawn.
- (10) Unless a poll has been called for, a declaration by the Speaker of Council that a resolution has been carried or not carried and an entry to that effect in the minutes of the meeting is conclusive evidence of the fact, without proof of the number or proportion of votes recorded in favour of or against such a resolution.
- (11) The calling of a poll requires the consent of ten (10) Ordinary Members after the request for a poll has been brought forward.
- (12) All votes cast by secret ballot shall be tabulated by the Deputy Speaker of Council or designate(s). All votes cast by roll call shall be tabulated by the Secretary of Council.
- (13) A meeting may be adjourned at any time by the Speaker of Council. In the event that a meeting is adjourned to reconvene at a stated time and place, no further notice is necessary unless it is decided otherwise by way of resolution of Council.

5.09 Advance Voting and Proxies

(1) Advance Voting

- i. Subject to any other provisions in the By-Laws, an Ordinary Member may vote in advance on any matter as follows:
 - a. The Ordinary Member may only vote in advance provided that her vote is recorded in writing with the Secretary of Council at least twenty-four (24) hours prior to the scheduled start time for the relevant meeting.
 - b. Where an amendment is made to the original motion, the Ordinary Member's recorded vote will not be cast.
 - c. The Ordinary Member may alter or cancel her recorded vote in person with the Secretary of Council at any time prior to the relevant meeting being called to order.

(2) Proxies

- i. Every member entitled to vote at a meeting of the members may by means of a proxy appoint a proxyholder, who need not be a member, as the



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member's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy.

- ii. A proxy form must be signed by the Member and provided to the Secretary of Council at least 24 hours in advance of the beginning of the meeting.
- iii. The proxy is valid only at the meeting for which it is given.
- iv. A Member may revoke a proxy by informing the Speaker of Council in writing before the last business day before the meeting.
- v. A proxyholder has the same rights as the Member who appointed her to speak at the meeting of the members in respect of any matter and to vote at the meeting.

5.10 Minutes and Records

- (1) The Secretary of Council shall take, or cause to be taken, minutes of all meetings and proceedings and shall keep proper books of meetings and accurate records of proceedings.

5.11 Confidential Meetings

- (1) Council may, in circumstances where it is determined to be necessary to serve the best interests of the Corporation, hold confidential meetings.
- (2) A confidential meeting may be held when the following issues are addressed: legal, financial, contractual or personnel issues, and any other issues which if disclosed, could compromise or adversely affect the Corporation.
- (3) The Speaker of Council shall entertain a request to hold a confidential meeting of Council or move into a confidential session during a Duly Called Meeting upon the request of the President, Chair of the Board of Directors, or an Ordinary Member.
- (4) An Ordinary Member shall bring forward a motion to hold a confidential meeting. The motion shall be included in the non-confidential minutes and reference to the type of issue(s) discussed shall be made by including them in the motion. The motion shall be supported by a Simple Majority.
- (5) Confidential meetings are closed to the public
 - i. The USC Executive and Ordinary Members are entitled to attend confidential meetings.



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- ii. Any person whose presence is determined to be necessary may also be permitted to attend a confidential meeting or part of a confidential meeting.
 - a. The presence of the Secretary of Council, Governance Officer and USC Executive is presumed necessary, unless the resolution to go into confidential specifies otherwise;
 - b. Permitting additional individuals to attend a confidential meeting or part of a confidential meeting requires a resolution of council, supported by a Simple Majority.
- (6) Unless otherwise provided for herein, any person who would have been permitted to attend a confidential meeting may request that the Speaker of Council make the minutes from that part of the confidential meeting during which she would have attended available to her for review.
- (7) No person who has been precluded from attending a confidential meeting due to a conflict of interest will be permitted to review the relevant minutes of that meeting.
- (8) Any review of the minutes of a confidential meeting shall take place in the Corporation's office in a private area designated by the Speaker of Council.
- (9) Any person who, pursuant to this By-Law, attends a confidential meeting or reads the minutes of a confidential meeting, is bound by any By-Laws, Policies or Procedures pertaining to confidentiality.

5.12 Annual General Meeting

- (1) The Speaker of Council shall set the date for the Annual General Meeting.
- (2) To ensure an orderly transfer of duties and responsibilities from one (1) term of office to the next, the Annual General Meeting shall be held in two (2) parts:
 - i. The order of business for the first (1st) part shall include:
 - a. Hearing and receiving the reports and statements required by the Act to be read at and laid before the Corporation and the Annual Meeting;
 - b. Approving the Annual Operating Budget of the Corporation;
 - c. The speech of each Vice-Presidential candidate followed by any further campaigning as approved by the Speaker of Council; and,



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- d. The transaction of any other business properly brought before the meeting.
 - ii. The order of business for the second (2nd) part shall include:
 - a. The singing of the Western song by Council;
 - b. The incoming President's address;
 - c. The constitution of the incoming Council by a vote of the outgoing Council;
 - d. A motion to allow incoming Council to vote in the Vice-Presidential elections;
 - e. The election of the Vice-Presidents;
 - f. Electing such Directors as are to be elected at such Annual Meeting, as presented by the Board of Directors Nominating Committee;
 - g. A vote of the incoming and outgoing Councils to dissolve the outgoing Council;
 - h. The appointment of auditors for the ensuing financial year; and
 - i. The adoption of the By-Laws, the Policies and the Procedures of the Corporation.
- (3) Any Voting Member who is a Member of both the incoming and outgoing Councils shall only cast one (1) vote on any question and in any election.
- (4) Voting Members whose terms of office commence as of the Annual General Meeting shall only be entitled to vote in the Vice-Presidential elections.

6.00 COUNCIL COMMITTEES

6.01 Committees of Council

- (1) There shall be six (6) Standing Committees of Council, and a variable number of Subcommittees, which at minimum shall include the following:
- i. Committee of Council Operations and Agenda
 - ii. The Campus Issues Committee



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- iii. The University Affairs Committee
 - iv. The Finance Committee
 - a. The Budget Sub-Committee
 - b. The Grants Sub-Committee
 - v. The Communications Committee
 - vi. The Student Events Committee
- (2) Members of a Standing Committee of Council do not necessarily need to have a role on associated subcommittees.
- (3) The affairs, powers, membership and responsibilities of Standing Committees of Council shall be governed by the Policies and Procedures approved by Council.
- (4) The Speaker of Council shall be responsible for ensuring the activity and membership requirements of Standing Committees are met;
- (5) The Speaker of Council shall be responsible for determining the jurisdiction of committees in relation to the business of Council when is not immediately clear to the Members;
- (6) Council may create, dissolve and amend ad-hoc committees by resolution of Council to address the needs and objectives of Council, and if no appropriate Standing Committee whose jurisdiction a matter would fall under is determined;
- (7) Standing Committees shall recommend the establishment of subcommittees as necessary, the composition, duties and responsibilities of which shall be submitted to the Council for approval and whose term and affairs shall be governed by Policies and Procedures proposed by the Standing Committee.

6.02 Participation Requirement

- (1) Each Ordinary Member, excluding the Speaker of Council, the Affiliate Presidents, Faculty Presidents and the President, shall sit on at least one (1) Standing Committee of Council during her term of office.

6.03 Appointment

- (1) Appointments shall take place on a schedule to be determined by the Speaker.



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- (2) Only Ordinary Members may be appointed to councillor positions on committees of Council.
- (3) The process for appointing Ordinary Members to confidential committees shall include the Preferential Balloting Rules detailed in By-Law #2.

6.04 ***Ex-Officio* Membership**

- (1) A Member or an Executive who ceases to be a Member or an Executive shall lose her membership on a committee if the membership on the committee was obtained because of her Member or Executive status.

6.05 **Vacancies**

- (1) A vacancy on a committee shall be filled through a special election at the next meeting of Council.

6.06 **Removal**

- (1) Any committee Member may be removed from the committee or subcommittee by resolution of the Council, subject to subsection (2).
- (2) Any Member or student-at-large may be removed from a committee or subcommittee for the following reasons:
 - i. the committee Member has not disclosed a significant or continuing conflict of interest or has not taken the appropriate steps to remove or avoid the conflict of interest;
 - ii. the committee Member has failed to attend two (2) consecutive meetings;
 - iii. the committee Member has been consistently unavailable to attend proposed scheduled meetings; and,
 - iv. the committee Member has breached confidentiality.

6.07 **Calling Meetings** - A meeting may be called by:

- (1) the Committee Chair;
- (2) the Committee Chair, on the written direction of three (3) Ordinary Members, provided that the Committee Chair is in receipt of such direction not less than three (3) days before the meeting is to take place;
- (3) the Speaker of Council;



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- (4) a resolution of Council;
- (5) The Committee chair may appoint a day or days in any month or months for regular meetings at an hour to be names, and for such meetings no subsequent notice need by sent.

6.08 Notice Requirements

- (1) Committee Members shall be provided with forty eight (48) hours notice of a meeting, unless circumstances require otherwise.
- (2) Motions shall be posted at least forty eight (48) hours before the committee meeting. All other motions shall be considered in New Business, and will require a Two-Thirds (2/3) Vote in favour of approval.

6.09 Quorum

- (1) Quorum shall be no less than fifty (50) percent of voting Members of the committee.

6.10 Voting

- (1) All resolutions shall be carried by Simple Majority. A declaration by the chairperson that a resolution has been carried or defeated and an entry to that effect in the committee report is conclusive evidence of the fact thereof without proof of the number or proportion of votes recorded in favour of or against such a resolution.

6.11 Participation by Conference Telephone or other Electronic Means

- (1) Where attendance by teleconferencing or other electronic means is permitted, as decided by Simple Majority of the committee, such attendance shall be counted toward quorum.

6.12 Chairperson

- (1) Each committee referred to in the By-Laws, the Policies or the Procedures shall have a Chair, who shall vote only in the case of a tie.

6.13 Confidential Committees

- (1) All meetings of the Budget Subcommittee are confidential.
- (2) A committee or subcommittee of Council may be designated as a confidential committee. Any request to designate a committee as confidential shall be brought forward in the form of a motion by a Voting Member. The motion shall be supported by a Simple Majority.



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- (3) Confidential committee or subcommittee meetings are closed to the public.
- i. Only voting members of the committee are entitled to attend confidential meetings of the committee.
 - ii. Any person whose presence is determined to be necessary may attend a confidential meeting, or a part of a confidential meeting provided that the voting members of the committee support the decision to permit the attendance by Simple Majority.
- (4) Unless otherwise provided for herein, any person provided for in subsection (5) or who would have been permitted to attend a confidential meeting of a committee may request that the Chair make the minutes from the part of the meeting during which she would have attended available to her for review.
- (5) No person who has been precluded from attending a confidential meeting due to a conflict of interest will be permitted to review the minutes of the relevant meeting.
- (6) Any review of the minutes of a confidential meeting shall take place in the Corporation's office in a private area designated by the President.
- 6.14 Any person who, pursuant to this By-Law, attends a confidential meeting of a committee or reads the minutes of a confidential meeting of a committee, is strictly bound by any By-Laws, Policies or Procedures pertaining to confidentiality.

7.00 USC EXECUTIVE

7.01 Composition

(1) Eligibility

- i. The Vice President positions shall not be filled until the position of President has been filled;
- ii. Each Executive Officer must be a student at the time of her appointment, election, acclamation, or employment or have been an executive within the previous term.

(2) Membership of USC Executive

- i. The President, Vice-President External, and Vice-President Internal, who shall be elected or acclaimed in accordance with By-Law #2;



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- ii. The Vice-Presidents Communications, Finance, and Student Events, who shall be elected by Council in accordance with By-Law #2.

7.02 Roles and Responsibilities

- (1) The USC Executive shall be responsible for representing and serving the interests of undergraduate students in support of fulfilling the organization's mission;
- (2) The USC Executive shall be responsible for managing the day-to-day affairs of the Executive Branch portfolios, in line with the Council approved Executive Terms of Reference, Annual Budget and Strategic Vision, and Council and Board of Directors approved Policies and Procedures, and in accordance with By-Law #5.

7.03 Removal

- (1) A President or Vice-President may be removed, as individuals or as a slate, by Council by Two-Thirds Vote in favour of removal at a Duly Constituted Meeting of which notice specifying the intention to pass the resolution has been given.

7.04 Commissioners and Coordinators

- (1) Power to Create, Dissolve or Amend
 - i. Subject to the Amendment of the Policies and Procedures provisions by Council, the Board of Directors shall have the authority to create, dissolve or amend Commissioner and Coordinator positions and to create or amend the terms of reference for each position by resolution.
- (2) Appointment
 - i. No person shall hold more than one (1) Commissioner and Coordinator position at any time.
 - a. This does not apply to the Charity Orientation Commissioner.
- (3) Removal
 - i. A Commissioner or a Coordinator may be removed from her position for unsatisfactory performance as per the Volunteer Management Policies and Procedures.

8.00 BOARD OF DIRECTORS

8.01 Composition



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- (1) Subject to the Act, the directors of the corporation shall manage or supervise the management of the Corporation, and shall be composed of:
 - i. Eight (8) Western undergraduate students-at-large, voting;
 - ii. President/CEO, *ex-officio*, voting;
 - iii. Vice-President Finance, *ex-officio*, non-voting, as Secretary/Treasurer;
 - iv. Chair of the Advisory Committee, *ex-officio*, non-voting.

8.02 Election of the Board

- (1) The Board of Directors Nominating Committee shall oversee the process of recommending candidates to fill vacancies on the Board of Directors. It shall nominate a slate of Directors to the Members at the Annual General Meeting, and shall nominate candidates to fill any vacancies that occur during the Board Term;
- (2) The Board of Directors Nominating Committee shall be composed of:
 - i. the Chair of the Board
 - ii. two (2) additional Directors elected by the Board
 - iii. three (3) Ordinary Members elected by the Council
- (3) The Board of Directors Nominating Committee shall conduct its business as per its Terms of Reference.

8.03 Election of Chair

- (1) The Board of Directors shall elect a chair from amongst the Directors, and shall do so annually at its first meeting of the fiscal year. All voting Directors, including the President, are eligible to serve as chair.
 - i. If the chair is absent from a meeting, the Directors shall elect a chair from amongst themselves to serve as chair for that meeting;
 - ii. If the chair becomes permanently vacant, the Board shall elect a chair from amongst the remaining director to fulfill the remainder of the Board term.
- (2) The election of the chair shall be conducted as per the Preferential Balloting procedures established in By-Law #2.

8.04 Removal of Directors



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- (1) Ordinary Members may, by resolution passed by at least two-thirds (2/3) of the votes cast at a General Meeting of which notice specifying the intention to pass the resolution has been given, remove any Director before the expiration of the term of office.
- (2) If a Director fails to attend, without sending regrets and without having cause, three (3) or more consecutive meetings of the Board, the Directors may pass a resolution removing such absent Director.

8.05 Remuneration of Directors

- (1) Directors, excepting the President, shall serve without remuneration but may be entitled to be reimbursed for expenses incurred in carrying out their duties as per Policies and Procedures related to meeting and travel expenses, and as per availability of funds within the Council approved budget.

9.00 BOARD OF DIRECTORS MEETINGS

9.01 Powers

- (1) The Board of Directors may consider and transact any business, either special or general, relating to any and all operational affairs of the corporation at any meeting

9.02 Calling Meetings

- (1) Board of Directors meetings may be formally called on the written direction of the Chair.
- (2) The Board of Directors may appoint a day or days in any month or months for regular meetings at an hour to be named, and for such meetings no subsequent notice need be sent.
- (3) The Board of Directors shall meet at least once per quarter, but may meet more frequently if justified by the workload.

9.03 Notice - General

- (1) The Chair shall give proper notice to Directors.
- (2) Notice of any meeting, except one pursuant to subsection 9.02(2), shall be delivered in person, facsimiled or e-mailed to each Director at least two (2) business days prior to the meeting.



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- (3) No formal notice of any meeting shall be necessary if all the Directors are present, or if those absent have given their consent to the meeting being held in their absence.
- (4) No error or omission in giving notice of any meeting of Directors or any adjourned meeting of Directors shall invalidate such meeting or make void any proceedings taken thereat and the Directors may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- (5) The address of any person who is entitled to receive notice pursuant to this By-Law shall be the last address recorded on the books of the Corporation.

9.04 **Quorum**

- (1) A majority of the voting Directors shall form quorum for the transaction of business. Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Board of Directors.

9.05 **Minutes and Records**

- (1) The Secretary of the Board of Directors shall take, or cause to be taken, minutes of all meetings and proceedings and shall keep proper books of meetings and accurate records of proceedings. A recording secretary shall be permitted to attend all meetings of the Board of Directors, confidential or otherwise, to take minutes of the meetings and proceedings.

9.06 **Procedure**

- (1) At all meetings, every question shall be decided by a show of hands unless a roll call is requested by any Director.
- (2) Except as expressly provided for herein, and unless otherwise expressly provided for by the Act, questions arising at any meeting shall be decided by a Simple Majority.
- (3) A declaration by the Chair that a resolution has been carried or defeated and an entry to that effect in the minutes is conclusive evidence of the fact thereof without proof of the number or proportion of votes recorded in favour of or against such a resolution.
- (4) Each voting Director shall be entitled to exercise one (1) vote at each meeting on each question which properly comes before the Board of Directors.
- (5) In the event of a tied vote, the question shall fail.



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- (6) A meeting may be adjourned at any time. In the event that a meeting is adjourned to reconvene at a stated time and place, no further notice is necessary unless it is decided otherwise by way of resolution.
- (7) The Board of Directors shall maintain and publically post a detailed Rules of Procedure, which may be amended from time to time by resolution of the Board of Directors.

9.07 Participation by Conference Telephone or other Electronic Means

- (1) If all Directors consent in advance, generally or in respect of a particular meeting, and all Directors have equal access, a Director may participate in a meeting by conference telephone or other electronic means to permit all Directors participating in the meeting to communicate with one another.
- (2) The Chair shall ensure that each particular meeting is handled in a secure fashion and that the means of communication are such that they permit all Directors to communicate with each other simultaneously and instantaneously.
- (3) Quorum shall be established by the Chair at the beginning of each particular meeting by verbal roll call, where appropriate, or by such other reasonable measures as determined by the Chair to accurately confirm attendance by the Directors at the meeting.
- (4) Each vote cast by a Director participating by telephone or other electronic means shall be recorded in the minutes by the Secretary of the Board.

9.08 Confidential Meetings

- (1) The Board of Directors may, in circumstances where it is determined to be necessary to serve the best interests of the Corporation, hold confidential meetings.
- (2) A confidential meeting may be held when the following issues are addressed: legal, financial, contractual, and personnel issues, and any other issues which if disclosed, could compromise or adversely affect the Corporation.
- (3) A voting Director shall bring forward a motion to hold a confidential meeting. The motion shall be included in the non-confidential minutes and reference to the type of issue(s) discussed shall be made by including them in the motion. The motion shall be supported by a Simple Majority.
- (4) Confidential meetings are closed to the public
 - i. Only Directors are entitled to attend confidential meetings.



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- a. Subject to the potential need to withdraw from a meeting as a result of a conflict of interest.
- ii. Any person whose presence is determined to be necessary may also be permitted to attend a confidential meeting, or part of a confidential meeting.
 - a. The presence of the Recording Secretary, Governance Officer and General Manager is presumed necessary, unless the Board of Directors passes a resolution specifying otherwise.
 - b. Permitting additional individuals to attend a confidential meeting or part of a confidential meeting requires a resolution of the Board, supported by a Simple Majority.
- (5) Unless otherwise provided for herein, any Director and any person provided for in subsection (5) who would have been permitted to attend the confidential meeting may request that the Secretary of the Board of Directors make the minutes from the part of the meeting during which she attended or would have attended available to her for review.
- (6) No person who has been precluded from attending a confidential meeting due to a conflict of interest will be permitted to review the minutes of the relevant meeting.
- (7) Any review of the minutes of a confidential meeting shall take place in the Corporation's office in a private area designated by the President.

10.00 BOARD OF DIRECTORS COMMITTEES

- 10.01 The Board of Directors shall be empowered to create, amend and dissolve Committees and Subcommittees whose membership, affairs and responsibilities shall be governed by terms of reference approved by the Board.
- 10.02 The following Standing Committees of the Board of Directors shall exist, and shall be governed by their Terms of Reference, as approved by the Board:
- (1) Audit and Advisory Committee
 - i. To serve as an advisory body to the Board of Directors, providing advice on the budget, strategic direction, and internal operational matters.
 - (2) Agenda Committee



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- i. To coordinate the work and set the agenda of the Board in accordance with Board of Directors Rules of Procedure.

11.00 TERMS OF OFFICE

11.01 Term of Office for Ordinary Members, Directors, President, Vice-Presidents, and Commissioners and Coordinators.

- (1) An individual elected or acclaimed to Council shall hold her position as an Ordinary Member commencing at the second part of the Annual General Meeting until the adjournment of the second part-of the Annual General Meeting of the following year.
- (2) Councillors who are members of the Committee on Council Operations and Agenda shall continue to serve as voting members of that committee, but not as voting members of the Council, between the end of the second part of the Annual General Meeting and the election of a new committee at the first meeting of the new Council.
- (3) Directors shall hold office for the following terms:
 - i. Student Representatives shall serve for a two (2) year term, commencing June 1st and terminating May 31st of their second year;
 - ii. The President and Vice-President Finance shall serve for a one (1) year term, commencing June 1st and terminating May 31st of the following year.
- (4) Members of the USC Executive shall hold office for a term of one (1) year commencing June 1st and terminating May 31st of the following year.
- (5) Each Coordinator and Commissioner shall hold office commencing May 1st until April 30th of the following year, unless otherwise terminated in accordance with this By-Law.
- (6) Notwithstanding subsection (4), the USC Executive may create Commissioner and Coordinator positions that commence prior to May 1st and terminate prior to April 30th of the following calendar year.

11.02 Vacancies

- (1) A vacancy in the position of President shall be filled in a manner determined to be appropriate by the Council with the Vice-President Internal acting as the President in the interim.



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- (2) A vacancy in the position of a Vice-President shall be filled in a manner determined to be appropriate by the Council with the duties of the Vice-President to be carried out in the interim by such person or persons as determined by the Executive.
- (3) Simultaneous vacancies in the positions of President, Vice-President Internal and Vice-President External shall be filled in a manner determined to be appropriate by the Council with the duties of the positions to be carried out in the interim by such person or persons as determined by the Council.
- (4) Any vacancy on the Board of Directors shall be filled by the Ordinary Members entitled to vote as per the Board Nominating Committee procedures.
- (5) Except for the positions provided for above, a vacancy occurring prior to the end of a Member's term of office shall be filled by appointment of an individual by the President, acting upon the recommendation of the appropriate constituency or student organization, until an election can be held.

11.03 Transition Period

- (1) The Corporation shall employ the incoming-Executive for a period of one month prior to the commencement of their terms of office, for the purpose of orienting the incoming-Executive to their positions.

11.04 The incoming-Executive shall be compensated by an amount equal to that received by the Executive for that same period of time.

12.00 CREATION AND AMENDMENT OF BY-LAWS

12.01 The By-Laws shall be amended in compliance with the Procedure provided for herein, and not contrary to the Act and the Letters Patent.

12.02 Amendments at Council

- (1) An Ordinary Member may make a motion at Council to amend the By-Laws.
- (2) Before the motion is brought to Council, the Ordinary Member shall submit the proposed amendments to the Committee of Council Operations and Agenda (COCOA).
- (3) Where the motion is brought to Council without having first been reviewed by the COCOA, the Speaker of Council shall stand down the motion and refer the proposed amendments to the COCOA.



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(4) Where proposed amendments are brought to the COCOA, the COCOA shall review the proposed amendments in consultation with the Governance Officer and the Legislative Services Department. If the amendments related to sections 3.00, 4.00, 8.00, 9.00, or 10.00 the Chair of the Board of Directors shall also be consulted.

12.03 The COCOA shall review any amendments to the By-Laws and provide a recommendation to Council within ten (10) days of the proposed amendments being referred to it:

(1) The COCOA's recommendation shall include:

- i. any recommended modifications to the wording or grammar of the proposed amendments;
- ii. any recommended modifications to other sections of the By-Laws that are affected by the proposed amendments;
- iii. a legal opinion from the USC's external counsel to ensure that the amendments are not in conflict with the Act;
 - a. Except where an earlier legal opinion is sufficient to clearly indicate that the amendments are compliant with the Act.
- iv. any comments or concerns about the merits or ramifications of the proposed amendments; and,
- v. whether or not the proposed amendments are in the best interests of the Corporation.
 - a. if the proposed amendments relate to By-Law sections 3.00, 4.00, 8.00, 9.00, or 10.00, an opinion of the Chair of the Board, on behalf of the Board, whether or not the proposed amendments are in the best interests of the Corporation.

(2) The COCOA shall not decisively confirm or reject the proposed amendments.

12.04 Once the COCOA has reviewed the proposed amendments, the motion to sanction the amendments shall be posted at least six (6) calendar-days prior to the next Duly Called Meeting and presented to Council at that meeting.

(1) At such meeting of Council, the COCOA shall make a presentation or provide a written rationale to Council outlining its recommendations with respect to the proposed amendments.



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- 12.05 The Voting Members may sanction or reject the amendments, or may amend the proposed amendments or other sections of the By-Law that are affected by the proposed amendments to reflect the COCOA's recommendations.
- 12.06 Any amendments to the By-Laws shall be sanctioned by a Two-Thirds Vote of Council.
- 12.07 Where amendments are not sanctioned by the Voting Members by the Annual General Meeting, any subsequent amendments of the same or similar nature cannot take effect until sanctioned at a subsequent Annual General Meeting.
- 12.08 The President and Chair of the Board of Directors shall sign all of the By-Laws, including amendments thereto and no amendment shall be in force or take effect until such signing. The President shall sign the By-Law no later than (10) days after it has been approved.
- 12.09 **Amendments by the Board of Directors**
- (1) Any amendments of the By-Laws of the Corporation may be enacted by the Board of Directors, and any such enacted amendments must be sanctioned by the Ordinary Members at the first Duly Constituted Meeting of Council following the Board meeting in which the By-Law amendment was enacted.
- 12.10 Any amendments to the By-Laws enacted by the Board of Directors remain effective only until the amendments are sanctioned by the Ordinary Members at the first Duly Constituted Meeting following the Board of Directors meeting in which the By-Law amendment was enacted, in accordance with the Procedure provided for herein.

13.00 CREATION AND AMENDMENT OF POLICIES AND PROCEDURES

13.01 Jurisdiction of the Board of Directors and Council

- (1) The Board of Directors shall be empowered to create and amend the Policies and Procedures that govern the affairs of the corporation, with a focus on human resources, labour-management relations, internal controls and audit, legal and insurance, leases and contracts, purchasing and capital expenditures, banking and investments, physical plant and space usage, any other general corporate policies and procedures, and The Gazette.
- (2) The Council shall be empowered to create and amend Policy and Procedures that govern the affairs of the USC Executive and Council, with a focus on advocacy and student interest policy; programming policy; clubs policy; Executive portfolio, committee mandates and terms of reference; Executive oversight, accountabilities and discipline; Executive salaries; Council policies, procedures and committee terms of reference; and USC student services.



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- (3) If jurisdiction over a Policy or Procedure is unclear, the Governance Officer shall make a recommendation to the Speaker of Council and the President for their joint decision. If the Speaker of Council and President can't come to a joint decision as to the appropriate jurisdiction, both the Council and the Board shall be required to approve the Policy or Procedure.

13.02 Process for Amending Policies and Procedures

13.03 The Governance Officer, and the Legislative Services Department, shall act as the steward of the Policies and Procedures and shall be responsible for ensuring that all Policies and Procedures are not in conflict with the By-Laws.

(1) Amending Policy and Procedure at the Board of Directors

- i. A Director may make a motion to create or amend a standing Policy or Procedure that is within the jurisdiction of the Board. Administration may submit recommendations to the Board for policy changes, but only a Director may place the item on the agenda for decision.
- ii. The motion shall be submitted to the Secretary of the Board in advance of the meeting and shall be accompanied by an Agenda Report that provides background and a rationale, as per the process established within the Board of Directors Rules of Procedure.
 - a. If the motion has not been submitted to the Secretary of the Board in advance of the meeting, the Board of Directors may add the motion in New Business by a Two-Thirds ($2/3$) vote of the Directors, and shall require a Two-Thirds ($2/3$) vote for approval.
- iii. The Council shall be informed of all Policies and Procedures that have been created or amended by the Board and shall have an opportunity to raise comments or concerns, or make motions requesting the Board to reconsider decisions, during the Matters Arising from Board of Directors Minutes section of the Council Agenda.

(2) Amending Policy and Procedure at Council

- i. A Voting Member may make a motion at Council to create or amend a standing Policy or Procedure that is within the jurisdiction of the Council.
- ii. If the Policy or Procedure is not within the jurisdiction of the Council, the Speaker of Council shall stand down the motion and refer it to the Board of Directors for consideration. The Councillor making the motion shall be



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- afforded the opportunity to address the Board on the matter at its next meeting.
- iii. Before the motion is brought to Council for consideration, the Voting Member shall submit the proposed Policy, Procedure or amendments to the standing committee with jurisdiction over the matter dealt with through the proposed Policy or Procedure;
 - a. If a standing committee will be unable to host a Duly Constituted Meeting within ten (10) days of a motion being brought to Council or the standing committee for consideration, Council may forgo referral to a standing committee and consider the matter immediately upon a Two-Thirds Vote of the Council;
 - (a) If the motion was posted six (6) calendar-days in advance of the meeting, it shall require a Simple Majority for approval;
 - b. If the motion is introduced as New Business, it shall require a Two-Thirds Vote for approval.
 - iv. If a motion is brought to Council that is of an emergency or time-sensitive nature, Council may forgo referral to a standing committee and consider the matter upon a Two-Thirds Vote of the Council.
 - a. If the motion was posted six (6) calendar-days hours in advance of the meeting, it shall require a Simple Majority for approval;
 - b. If the motion is introduced as New Business, it shall require a Two-Thirds Vote for approval.
- (3) Should no standing committee be noted as having jurisdiction over the matter dealt with through the proposed Policy or Procedure, Council shall be empowered to strike ad-hoc committees as they see fit.
 - (4) The Speaker of Council shall be empowered to stand down motions to create or amend Policies or Procedures for referral to committee, and shall be responsible for identifying the standing committee with jurisdiction over the motion at hand.
 - (5) The creation and amendment of Policy and Procedure may be brought directly to an applicable standing committee with jurisdiction over the matter at hand, under the discretion of the chair of the applicable standing committee.



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- 13.04 Standing Committees shall convene to review any proposed or amended policies and Procedures and upon approval, make recommendation to Council within ten (10) days of the proposed Policy, Procedure or amendments being referred to it:
- (1) For new Policy/Procedure the Standing Committee's recommendation shall include:
 - i. The entire proposed Policy or Procedure to be approved by Council.
 - ii. Minutes from the committee meeting held outlining both the majority and minority opinion where applicable.
 - iii. Where applicable, a statement from the Chair of the Standing Committee on the reasoning behind the proposed Policy.
 - (2) For amended Policy/Procedure the Standing Committee's recommendation shall include:
 - i. The entire Policy or Procedure as amended, highlighting Material Changes.
 - ii. Minutes from the committee meeting held outlining both the majority and minority opinion where applicable.
 - iii. Where applicable, a statement from the Chair of the Standing Committee on the reasoning behind the amended Policy.
- 13.05 Should a motion to create or amend a Policy or Procedure be defeated at the applicable Standing Committee, Council shall be informed of the decision at the next Duly Constituted meeting during the report of the Committee Chair;
- (1) During the same Duly Constituted meeting that Council is informed of the defeat of a motion at Standing Committee, a Voting Member may request that the defeated motion be considered by the Council, and the Council shall consider the defeated motion upon a Two-Thirds Vote;
 - i. Once the motion is before the Council, a Simple Majority shall be required to approve that motion.
- 13.06 Any amendments to the Policies and Procedures submitted to a Standing Committee after the Annual General Meeting, shall be reviewed by said committee prior to the second General Meeting of the following Academic Year.
- 13.07 Policies and Procedures reviewed and approved by a Standing Committee shall be posted at least six (6) calendar-days prior to the next Duly Called Meeting and



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presented to Council at that meeting. At such meeting of Council, the Chair of the Standing Committee shall make a presentation or provide a written rationale to Council outlining its recommendations with respect to the proposed Policy, Procedure or amendments.

- 13.08 The Voting Members may sanction or reject the Policy, Procedure or amendments, or may amend the proposed business, or other sections of the Policies and Procedures that are affected by the proposed amendments to reflect the Standing Committee's recommendations.
- 13.09 The creation or amendment of the Policies and Procedures shall be sanctioned by a simple majority of Council.
- 13.10 Where new policies or Policy amendments are not sanctioned by the Voting Members by the Annual General Meeting, policies or Policy amendments of the same or similar nature may be re-introduced during the next Legislative Session.
- 13.11 **Authorization of Policies and Procedures.**
- (1) The President, on behalf of the Council and Board of Directors, shall sign all of the Policies and Procedures, including amendments thereto and no amendment shall be in force or take effect until such signing. The President shall sign no later than (10) days after it has been approved.

14.00 CREATION AND AMENDMENT OF STRATEGIC VISION

- 14.01 The Strategic Vision shall be amended in compliance with the Procedure provided for herein, and any amendments shall not be contrary to the Act and Letters Patent.
- 14.02 Any amendments shall be sanctioned by a Two-Thirds Vote by Council.
- 14.03 The motion to sanction the amendments shall be posted at least two (2) days prior to the next Duly Called Meeting, and the amendments shall be presented to Council at that meeting.