



## University Students' Council of Western University

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### By-Law #1- Corporate By-Law

<b>Authority:</b> Council	<b>Date Ratified:</b> November 28, 2018
	<b>Previous Amendments:</b>

#### 1.00 General

##### 1.1 Definitions

A list of common definitions is included in the Definitions Policy, which shall apply to By-Law #1 and all other USC By-Laws, Policies and Procedures.

The following definitions shall apply to this By-Law and shall take precedence over definitions appearing in the Definitions Policy or any other By-Laws or Policy.

1.1.1 **Act** means the Corporations Act, R.S. 1990, as amended from time and every statute that may be substituted for it.

1.1.2 **Board** means the board of directors of University Students' Council of the University of Western Ontario.

1.1.3 **Council** means the Members of the corporation and the legislative branch of the University Students' Council.

1.1.4 **Day** shall include any day or days of the week, except for Saturday, Sunday, statutory holidays and the Corporation's winter holiday and summer Fridays closing periods as set by the Corporation.

1.1.5 **Director** means a voting director of the Corporation.

1.1.6 **Duly Called Meeting** means a meeting of the Board, Council or a committee called pursuant to the By-Law or Terms of Reference, regardless of whether or not a quorum has been met.

1.1.7 **Duly Constituted Meeting** means a duly called meeting where quorum is met pursuant to the By-Law or Terms of Reference.

1.1.8 **Executive Officers** means the President, Vice-President, Secretary Treasurer, Communications Officer and Student Programs Officer.

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1.1.9 **General Manager** means the most senior member of the permanent administrative staff, reporting directly to the Board of Directors and fulfilling duties as per By-Law #3.

1.1.10 **Managing Director** means the most senior employees of the permanent administrative staff, reporting directly to the General Manager.

1.1.10 **Member** refers to an individual holding any membership class of the Corporation:

- **Ordinary Member**, which refers to a Member who may vote at meetings.
- **Resource Member**, which refers to a Member who may attend public meetings but is not entitled to a vote.

1.1.11 **Simple Majority** means more than half the votes cast, excluding blanks and abstentions.

1.1.12 **Student** means any individual undergraduate student of Western University or an Affiliate University College, regardless of part-time, special status or if they are on exchange at another academic institution.

1.1.13 **Two-Thirds Vote** means at least Two-Thirds (2/3) of the votes cast, excluding blanks and abstentions.

1.1.14 **University** means Western University, or University of Western Ontario.

## 1.2 Interpretation

- (1) Other than as specified, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

## 1.3 Severability and Precedence

- (1) The invalidity or unenforceability of any provision of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles of the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

## 1.4 Seal

- (1) The seal of the Corporation, if any, shall be in the form determined by the Board.

## 1.5 Elections and Referenda

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

#### 1.6 Books and Records

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

#### 1.7 Purchasing, Contracts and Signing of Cheques and Instruments

- (1) The Board shall enact a Purchasing Policy, which shall delegate its authority to Officers, employees, or other agents to execute specific contracts or documents on behalf of the Corporation.
- (2) All contractual matters relating to employees, except the General Manager, are under the purview of the General Manager with the following exceptions:
- (3) The removal of an individual from any Managing Director position and any termination packages exceeding \$100,000, shall be recommended by the General Manager and approved by resolution of the Board of Directors.
  - (a) The removal of an individual from an Executive Officer position, which shall be subject to the procedures contained within the Executive Officer Accountability, Discipline and Removal Policy.
- (4) The Board shall, at its first opportunity following the Annual General Meeting, approve a list of Officers, employees, or other agents who are authorized to execute documents during the coming fiscal year in relation to signing cheques, bills of exchange, or other orders for the payment of money on behalf of the Corporation and shall approve any changes thereafter.

#### 1.8 Confidentiality

- (1) Employees, Agents, Officers, Members and Directors owe a duty of confidentiality to the corporation as detailed in the Confidentiality Policy.

#### 1.9 Long-Term Plan

- (1) The Corporation shall maintain a Long-Term Plan. It shall be the responsibility of the President to initiate and lead Long-Term Planning, and the Council shall approve the Long-Term Plan.

## **2. Adoption and Amendment of By-Laws and Policies**

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## 2.1 General

- (1) The Board of Directors and Council shall enact or amend By-laws and Policies in compliance with the Procedure provided herein, and not contrary to the Act and the Letters Patent.

## 2.2 Policy Jurisdiction of the Board of Directors and Council

- (1) The Board and Directors and Council may enact policies that are in line with their jurisdiction.
- (2) The jurisdiction of the Board shall be:
  - (a) Policies that relate to the authority granted to it by the Act to supervise the management of the Corporation, with a focus on human resources, labour-management relations, internal controls, audit, legal and insurance, leases and contracts, purchasing and capital expenditures, banking and investment, physical plant and UCC space usage, any other general corporate policies and The Gazette.
- (3) The jurisdiction of the Council shall be:
  - (a) Policies that relate to the democratic legitimacy granted to it through election to represent the interests of Western's undergraduate students. This shall include policies that establish the Terms of Reference, salaries and discipline and accountability of Executive Officers and advocacy and student interest positions and policies.
- (4) If jurisdiction over a Policy is unclear, the Secretary-Treasurer shall make a recommendation to the Speaker of Council and the President for their joint decision. If agreement can't be found, both the Council and the Board shall be required to approve the Policy.

## 2.3 Adoption and Amendment of Policies

- (1) The Board of Directors and Council shall establish their own procedures to govern the adoption and amendment of Policies that are within their jurisdiction.

## 2.4 Adoption and Amendment of By-laws

### 2.41 Amendments by the Council

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- (1) If an Ordinary Member wishes to amend a By-law, they must submit proposed amendments to the Senior Operations Committee. If an Ordinary Member introduces a proposed amendment at a Council meeting, it shall be stood down by the Speaker and referred to the Senior Operations Committee.
  - (2) The SOC shall review proposed amendments in consultation with the USC General Manager or her designates, who may engage USC legal counsel for review and comment. The Chair of the Board may also refer the matter to the Board of Directors for comment if, in her opinion, the amendment could conflict with the best interests of the Corporation.
  - (3) The SOC shall review the proposed amendment and make every effort to forward a recommendation to the Council within ten (10) days of the proposed amendment being referred to it. If it cannot make a recommendation within this timeframe, it shall provide Council with an estimated timeline at its next meeting.
  - (4) The Senior Operations Committee shall not decisively confirm or reject any proposed amendment, and shall provide a report to Council that includes:
    - (a) precise wording for the proposed By-law amendment;
    - (b) precise wording for any other sections of the By-law that are affected by the proposed amendment;
    - (c) summary of any legal opinion sought to ensure the amendments are not in conflict with the Act, or any other laws or regulations;
    - (d) analysis from the SOC of the merits or ramifications of the proposed amendment;  
and,
    - (e) analysis from the Board of Directors if the proposed amendments are in the best interests of the Corporation, unless this requirement has been waived by the Board chairperson.
  - (5) A motion to sanction the By-law amendments, accompanied by the report from the SOC, shall be posted at least six (6) calendar days prior to the next Duly Called Meeting.
  - (6) The Ordinary Members may sanction or reject the amendments, or may amend the proposed amendments or other sections of the By-Law that are directly affected by the proposed amendments.
  - (7) Amendments to the By-laws shall be sanctioned by a Two-Thirds (2/3) vote of the Ordinary Members.
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## 2.42 Amendments by the Board of Directors

- (1) As per the Act, the Board of Directors may amend the By-laws. If a Director wishes to amend the By-law they must submit the proposed amendment to the Board's Agenda Committee, including a rationale for the change. The Agenda Committee shall ensure that the Board of Directors has the information and advice it needs at its meeting to make a well informed decision related to the proposed amendment.
- (2) By-law amendments come into force immediately upon a majority vote by the Board, but must be sanctioned by a Two-Thirds (2/3) vote of the Ordinary Members at the first Duly Constituted Meeting of Council following the Board meeting in which the amendments were enacted. If the amendments are not sanctioned at said Council meeting, the By-law shall revert to its previous reading.

## 3. Financial

### 3.1 Banking

- (1) The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

### 3.2 Borrowing

- (1) The Board shall by resolution have the authority to borrow money on the credit of the Corporation; limit or increase the amount of money borrowed; issue, sell or pledge securities of the Corporation; and, borrow against against the assets of the Corporation.

### 3.3 Investments

- (1) The Board of Directors shall by resolution have the authority to direct the investments of the Corporation. It may also enact an Investment Policy, which delegates its authority to other individuals to manage the investments of the Corporation.

### 3.4 Financial Year

- (1) The financial year of the Corporation ends of May 30 in each year or on such other date as the Board may from time to time by resolution determine.

### 3.5 Annual Budget Process

- (1) The Corporation shall maintain a three (3) year budget, which shall be updated annually no later than March 15th of each year as per the approval process detailed within the Operating and Capital Budget Approval Policy.

### 3.6 Long-Term Pan



- (1) The Corporation shall maintain a Long-Term plan that shall serve as a foundation for the three (3) year budget. The plan shall be updated and approved by the Council from time to time.

#### 4. Directors

- (1) Subject to the Act, the directors of the Corporation shall supervise the management of the Corporation, and shall be composed of:
  - (a) Eight (8) Western undergraduate students-at-large, voting;
  - (b) President/CEO, ex-officio, voting;
  - (c) Secretary-Treasurer, non-voting.

#### 4.1 Election and Term

- (1) The Board of Directors Nominating Committee shall nominate a slate of Directors from the Members to elect at the Annual General Meeting, as per the Board Nominating Committee Terms of Reference.
- (2) Directors shall be elected for two (2) year terms, with the term commencing at the end of the Annual General Meeting in which they are elected and expiring at end of the AGM that occurs in their second year of service.
- (3) Directors who are elected by the Members to fill a vacancy on the Board that occurs in between AGMs shall serve a term that expires at the next AGM.
- (4) Should a Director cease to meet the qualification requirements as per the Act or the By-laws they, shall cease to be a Director.

#### 4.2 Removal or Discipline of Directors

- (1) The Members may, by resolution passed by at least two-thirds (2/3) of the votes cast at a General Meeting of which six (6) days notice specifying the intention to pass the resolution has been given, remove any Director before the expiration of the term of office as per the Board of Directors Accountability, Discipline and Removal Policy.

#### 4.3 Vacancies - Directors

- (1) Should a Director resign or cease to meet the qualification requirements, the Board of Directors Nominating Committee shall nominate a replacement to the Members for election at as per the procedures established within its Terms of Reference.
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- (2) If the vacancy results in a loss of quorum, the Nominating Committee shall nominate a replacement to the Members as soon as possible.
- (3) If the vacancy does not result in a loss of quorum, and it occurs between January and the next AGM, the Board Nominating Committee may recommend to the Members that the Director not be replaced until the AGM. If the vacancy results in a loss of quorum, the Members shall not wait until the next AGM to fill the position.

#### 4.4 Responsibility of Directors

- (1) Every Director when exercising her powers and discharging her duties must:
  - (a) act honestly, in good faith and in the best interests of the Corporation;
  - (b) carry out her duties as a reasonable person would in the circumstances; and
  - (c) comply with the Act, all other applicable laws, the Articles and the By-Laws of the Corporation.

#### 4.5 Qualification

- (1) A Director shall meet all the requirements as per the Act. In addition, a Director must be enrolled as a full-time or part-time undergraduate student at Western University at the time of election and throughout her term as a Director.

#### 4.6 Committees

- (1) The Board may from time to time appoint any committee or other advisory body, as it deems necessary for such purposes and, subject to the Act, with such powers and membership as the Board shall see fit.
- (2) A current list of Committees and their mandates shall be maintained in the Board of Directors Committees Terms of Reference. Any such committee will formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make.
- (3) The selection and removal of Committee members shall be done by resolution of the Board.

#### 4.7 Remuneration of Directors

- (1) The Directors, other than the Chair, shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such. The President and Secretary-Treasurer shall be remunerated as Executive Officers of the Corporation, not for their service on the Board.
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- (2) The Board may, by resolution and subject to the budget, remunerate individuals who serve on Board of Directors committees, for the purpose of securing outside expertise and advice.

## **5. Board Meetings**

### **5.1 Calling of Meetings**

- (1) Meetings of the Board may be called by the Chair, Vice-Chair or any two Directors at any time. The General Manager and the Public Accountant shall be permitted to attend any public Meeting of the Board, and any other individual shall be permitted to attend a Meeting of the Board upon the invitation of the Chair or President, or pursuant to a resolution of the Board.

### **5.2 Notice**

- (1) Notice of the time and place for holding of a Meeting of the Board shall be given in person, or e-mailed to each Director at least two (2) business days prior to the meeting.
- (2) 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.
- (3) 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.
- (4) 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.

### **5.3 Regular Meetings**

- (1) The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named.
- (2) A copy of any resolution of the Board fixing the place and time of regular meeting shall be sent to all Directors, but no other notice shall be required.

### **5.4 Votes to Govern**

- (1) Unless specified within the By-law, all questions shall be decided by a majority of votes cast on the question. In the case of a tie vote, the question shall fail.
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## 5.5 Quorum

- (1) A majority of the voting Directors shall form quorum of the transaction of business and a quorum of Directors may exercise all the powers of the Board of Directors. Vacant Board of Directors positions shall not be included when calculating quorum.

## 5.6 Confidential Meetings

- (1) The Board may hold confidential meetings when the following issues are addressed: legal, contractual, personnel or any other issue which if disclosed would compromise or adversely affect the Corporation.
- (2) Confidential matters shall be included on the Board's In-Camera agenda in advance of the meeting by the Agenda Committee, or a Director may make a motion during a meeting to place an item on the In-Camera agenda.
- (3) Voting Directors are entitled to attend a confidential meeting, and any person whose presence is determined necessary may also be permitted to attend by resolution of the Board.
- (4) Only voting members of the Board and those who were invited by the Board to be present at the Confidential meeting shall be entitled to review the minutes of that meeting.

## 5.7 Participation by Telephone or Other Communications Facilities

- (1) A Director may, in accordance with the Act and the Regulations, and if all the Directors consent, participate in a meeting by telephone or an electronic or other communication facility that permits all participants to communicate with each other during the meeting. A Director so participating in a meeting is deemed for the purposes of the By-law to be present at that meeting.

## 6. Officers of the Board

### 6.1 Board Officers to be Appointed

- (1) The Board will appoint from among the Directors a Chair at its first meeting following the Annual General Meeting. In the interim period between the AGM and the election of the Chair, the President shall act as Chairperson.
  - (2) The office of Secretary-Treasurer shall be held by an individual who is hired annually by the Corporation to fulfil this role, and whose appointment shall be ratified by the Board of Directors.
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- (3) The Board may appoint other Officers and agents as it deems necessary, with authorities and duties as the Board may prescribe from time to time.

## 6.2 Election of Chairperson

- (1) The election will be governed by a preferential balloting process, as detailed in By-Law #2.

## 6.3 Duties of the Chairperson

- (1) The duties of the Chairperson shall be detailed in the Board Chair Terms of Reference, which shall be subject to review and approval by the Council.

## 6.4 Duties of the Secretary-Treasurer

- (1) The duties of the Secretary-Treasurer shall be overviewed in a Secretary Treasurer Terms of Reference, which shall be subject to review and approval by the Council. A detailed job description shall be developed by the Human Resources Department, subject to approval by the President.

## 7. Protection of Directors and Officers

### 7.1 Indemnification

- (1) Every Director or Officer, or other person who has undertaken, or is about to undertake, any liability on behalf of the Corporation, and their heirs, executives and administrators, shall be indemnified and saved harmless out of the funds of the Corporation, from and against:
    - (a) all costs, charges and expenses whatsoever that the Director, Officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director, Officer or other person for or in respect of any act, deed, matter or thing whatever, that is made, done or permitted by them, in or about the execution of the duties of such office, or in respect of any such liability; and
    - (b) all other costs, charges and expenses that the Director, Officer or other person sustains or incurs in or about, or in relation to the affairs of the Corporation, except those caused by or resulting from wilful or intentional dishonesty, deceit or fraud.
  - (2) The Corporation shall also indemnify any person in any other circumstances that the Act or laws permit or require. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provision of the By-law to the extent permitted by the Act or law.
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## 7.2 Directors' and Officers' Liability Insurance

- (1) The Corporation shall purchase insurance for the Directors and Officers of the Corporation against any liability incurred by a Director or Officer in connection with their duties as a Director and/or Officer of the Corporation.

## 8. Conflict of Interest

- (1) A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.
- (2) The Corporation shall maintain a detailed Conflict of Interest Policy, which shall be applicable to Directors, Officers, Members, Volunteers, Employees or other Agents of the Corporation.

## 9. Executive Officers

### 9.1 Purpose and Composition

- (1) The corporation shall employ Executive Officers, who shall be responsible for managing the political affairs of the students' council, and for managing portfolios that deliver services, events and advocacy for undergraduate students at Western.
- (2) The following positions shall be Executive Officers:
  - (a) President
  - (b) Vice-President
  - (c) Student Programs Officer
  - (d) Communications Officer
  - (e) Secretary-Treasurer

### 9.2 Election or Selection - Executive Officers

- (1) The President and Vice-President and the the Student Programs Officer shall be elected as per the procedures established within By-Law #2, and the Communications Officer and Secretary-Treasurer shall be hired as per established human resources practices.
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Executive Officers shall manage the day-to-day affairs of their portfolios as per the authorities delegated them them by By-Law #3.

### 9.3 Eligibility - Executive Officers

- (1) Each Executive Officer must have been a Student for two (2) consecutive semesters at the time of her appointment, election, acclamation, or employment. Two (2) consecutive semesters shall mean the current semester plus the previous semester.
- (2) Individuals who are currently serving as an Executive Officers are eligible to seek re-election or re-appointment; they are also eligible to seek a different Executive Officer position than the one they currently hold.

### 9.4 Term of Office - Executive Officers

- (1) Executive Officers shall hold office for a term of one (1) year commencing June 1st and terminating May 31st of the following year. If individuals wish to serve for greater than one (1) year, they must be re-elected or re-appointed as per the established procedures within By-Law #2.

### 9.5 Discipline or Removal - Executive Officers

- (1) Discipline, suspension or removal of Executive Officers shall occur as per the Executive Officer Accountability and Discipline Policy.

### 9.6 Vacancies - Executive Officers

- (1) A vacancy in the position of President shall be filled in a manner determined by the Council. In the interim, the Vice- President will be appointed by the Council to serve as President. If the Vice-President is unwilling or unable to serve, the duties of the President shall be carried out in the interim by such person or persons as determined by the Council.
- (2) A vacancy in the position of a Vice-President or Student Programs Officer shall be filled in a manner determined by the Council, with duties of the vacant position to be carried out in the interim by such person or persons as determined by the President.
- (3) A vacancy in the position of Secretary-Treasurer, Communications Officer shall be filled via a hiring process, with duties of the vacant position to be carried out in the interim by such person or persons as determined by the President.

## 10. Management and Staff

### 10.1 General Manager

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- (1) The corporation shall employ, under the direction of the Board of Directors, a General Manager. She shall be responsible for managing the day-to-day corporate affairs of the students' council, and for supervising full-time staff.
- (2) The General Manager shall manage the affairs of the corporation as per the authorities delegated to her by the Board within By-Law #3.

## 10.2 Performance Management

- (1) The President shall act for the Board as the General Manager's day-to-day supervisor.
- (2) The Board shall ensure that the General Manager receives regular and constructive feedback regarding her performance.

## 11. Councillors (Members)

### 11.1 Members

- (1) There shall be two (2) classes of membership:
  - (a) Ordinary Members; and,
  - (b) Resource Members
- (2) A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act, or upon expiry of the Member's term as per the By-Laws.

### 11.2 Qualification

- (1) Except for Executive Officers, a Member must be a Student in the constituency they represent at the time of her election or acclamation and must remain a Student in that constituency for the duration of their term of office. If they cease to be a Student in the constituency they were elected to represent, they cease to be a Member.
- (2) Constituent councils may elect representatives as Members by Procedures established by that constituent council, provided that such procedures do not conflict with this By-law.

### 11.3 Voting Classes

- (1) Ordinary and Resource Members are entitled to receive notice and attend meetings, but only Ordinary Members are entitled to vote.
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- (2) Resource Members are not entitled to attend in-camera meetings unless invited to do so by resolution of the Ordinary Members.

#### 11.4 Composition of the Membership

##### 11.41 Voting, Ordinary Members

Ordinary Members shall include:

- (1) The President and Vice President;
- (2) The Speaker of Council; and
- (3) All constituency councillors, including faculty and affiliate council presidents, *ex officio*, representing the constituencies of the student body. The composition of constituency representation, and the mechanics that direct such composition, is detailed in the **Council Composition Procedure**.

##### 11.42 Non-Voting, Resource Members

- (1) All Resource Members shall be listed in the **Council Composition Procedure**.

#### 11.5 Reviewing Council Composition

- (1) Council composition shall be reviewed every year in advance of the Spring Elections as per the **Council Composition Procedure**.

#### 11.6 Termination of Membership

- (1) A Membership in the Corporation is terminated when:
  - (a) a Member fails to maintain qualifications for membership;
  - (b) the Member resigns by delivering a written resignation to the President in which case such resignation shall be effective on the date specified in the resignation;
  - (c) the Member is removed in accordance with the provisions of the Executive Accountability and Discipline
  - (d) Policy, the Director Accountability and Discipline Policy or the Councillor Accountability and Discipline Policy, as the case may be or, the Member's term of membership expires.

#### 11.7 Discipline or Removal of Councillors (Members)

- (1) The Council shall have authority, in accordance with the Act, to suspend or expel any Member from the Corporation with a two-thirds (2/3) vote at a General Meeting for which six (6) days notice has been given.
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### 11.8 Term of Office - Councillors (Members)

- (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 Annual General Meeting of the following year.
- (2) An exception shall be Education, Dentistry and Law Councillors, who shall remain Members until their successors are elected after the Annual General Meeting.

### 11.9 Vacancies - Councillors (Members)

- (1) If the vacancy occurs before the Fall by-election, it shall be filled via by-election. If it occurs after the Fall by-election, it shall be filled by a vote of the constituency council in which the vacancy occurred as per its procedures.

## 12. Council Meetings

### 12.1 Calling of Meetings

- (1) A General Meeting may be called by:
  - (a) a resolution of Council;
  - (b) the Speaker of Council;
  - (c) the President or Chairperson of the Board, upon written request to the Speaker of Council;
  - (d) five (5) Ordinary Members, upon written request to the Speaker of Council.
- (2) Notice shall be given in accordance with Section 13 of this By-law.  
All meetings shall be held at Western University or elsewhere in Ontario as the Speaker of Council may determine and on such day as the Speaker of Council may appoint.

### 12.2 Rules of Procedure

- (1) The Speaker of Council shall maintain Standing Orders that shall govern the proceedings of Meetings. Standing Orders shall be approved annually by the Council at its first meeting in September.
- (2) In general, the rules of procedure for meetings shall be determined in order of preference by: the By-laws, the Standing Orders and Robert's Rules of Order.

### 12.3 Advance Voting and Proxies

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- (1) Rules for advance voting and proxies shall be maintained in the Standing Orders, and shall be in accordance with the Act.

#### 12.4 Quorum

- (1) Quorum shall be a majority of the Ordinary Members. As an exception to the above, quorum for meetings held during the months of May to August shall be thirty (30) percent of the Ordinary Members.

#### 12.5 Regular Meetings

- (1) The Speaker of Council may appoint a day or days in any month or months for regular meetings at an hour and place to be named, and for such meetings no subsequent notice need be sent.

#### 12.6 Confidential Meetings

- (1) The Council may hold confidential meetings when the following issues are addressed: legal, contractual, personnel or any other issue which if disclosed would compromise or adversely affect the Corporation.
- (2) Confidential matters may be included on a separate In-Camera agenda, as determined by the Senior Operations Committee of Council. A Member may make a motion during a Meeting to place an item In-Camera.
- (3) Ordinary Members are entitled to attend confidential meetings. Additional participants can be invited to attend by the Senior Operations Committee or by a resolution of the Members.

#### 12.7 Minutes and Records

- (1) The Secretary-Treasurer shall cause to be taken minutes of all meetings.

#### 12.8 Annual General Meeting

- (1) The Speaker of Council shall set the date for the Annual General Meeting.
- (2) Members shall transact all business as required by the Act at the AGM. The agenda and rules of procedures for the AGM shall be maintained in the Standing Orders.

#### 12.9 Council Standing Committees and Task Forces

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- (1) The Council may from time to time appoint any committee, task force or other advisory body, as it deems necessary for such purposes and, subject to the Act, with such powers and membership as the Council shall see fit.
- (2) A current list of Standing Committees and their mandates shall be maintained in the Council Standing Committees Terms of Reference. Any such committee will formulate its own rules of procedure, subject to such regulations or directions as the Council may from time to time make.
- (3) The selection and removal of Committee members shall be done by motion of the Council.

### **13. Notices**

#### 13.1 Method of Giving Notices

- (1) Any notice, other than notice of a meeting of Members or a Meeting of the Board of Directors, pursuant to the Act, the Articles, the By-Laws or otherwise to a Member, Director, Officer or member of a committee of the Board or to the Public Accountant shall be sufficiently given:
  - (a) if delivered in person, by mail, or sent to such person by electronic mail or other electronic communication facility at such person's recorded address for that purpose. Notice sent by mail shall be deemed received three (3) days after it was mailed, Notice given in person or by e-mail shall be deemed to have been received on the day it was sent.
- (2) The Secretary-Treasurer may change or cause to be changed the recorded address of any Member, Director, Officer, Public Accountant or member of a committee of the Board in accordance with any information believed by the Secretary-Treasurer to be reliable. The declaration by the Secretary-Treasurer that notice has been given pursuant to this By-Law shall be conclusive evidence of the giving of such notice.

#### 13.2 Omissions and Errors

- (1) The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or Public Accountant, or the non-receipt of any notice by any such person when the Corporation has provided notice in accordance with the By-Laws or any error in notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained otherwise founded on such notice.
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