
BYLAW of
THE GRADUATE STUDENTS' ASSOCIATION
OF MCMASTER UNIVERSITY

Preamble

This document is a Bylaw relating generally to the conduct of the affairs of The Graduate Students' Association of McMaster University, hereinafter referred to as the "Association". This Bylaw is intended to serve as a guide for everyday operations of the Association and to assist in yearly transition of positions on the Association.

Amended April 2016

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ARTICLE I – GENERAL

1. Head Office

The head office of the Association shall be in Hamilton, Ontario, subject to change by Special Resolution.

2. Objects

- a. The objects of the Association are set out in the Letters Patent of the Association, which may be amended from time to time. The Association shall be carried on without the purpose of gain for its Members and any profits or other accretions to the Association shall be used in promoting its objects.
- b. The Association possesses, as incidental and ancillary to the objects set out in the Letters Patent, the powers set out in subsection 23(1) of the *Act*.

ARTICLE II – MEMBERSHIP

1. Types of Membership

There are three (3) types of membership in the Association (hereinafter collectively referred to as “Members”):

a. Graduate Members

- i. Graduate Members of the Association shall be individuals registered and recognized as full- or part-time graduate students with the School of Graduate Studies, for the current McMaster University term and who are in good standing, and have paid the GSA membership fee.

b. Honorary Members

- i. The title of Honorary Member is an honourific title conferred upon a former Member of the Association who, by their devotion and leadership, has contributed in a decisive way to the success of the Association and to the achievement of its objectives. The title of Honorary Member may be conferred at the discretion of Council, in the form of a Standing Resolution.
- ii. A list of Honorary Members shall be kept in the archives of the Association with the dates and positions held by the Honorary Members.

c. Associated Members

- i. Associated Members of the Association shall be individuals who do not meet the criteria in Article II,1(a) and (b) but who possess relevant knowledge, skills and/or experience and support the objects of the Association (e.g. community members, business leaders, etc.). Associated Membership may be conferred at the discretion of the Council, in the form of a Standing Resolution, provided that Associated Members shall, in total, at any time not exceed one (1) percent of the Membership.
- ii. A list of Associated Members shall be kept in the archives of the Association with the dates and positions held by the Associated Members.

2. Equity

No person shall be excluded from the Association for reasons related to age, gender, race, nationality, ancestry, citizenship, marital status, illness or results from medical tests, sexual orientation or preference, place of residence, school of thought, beliefs, religious affiliations or activities, criminal record, any physical handicap or invalidity, or participation or non-participation within the Association.

3. Number of Members

The Association shall have a minimum of three (3) Members but, subject to the provisions of this Bylaw, there is no upper limit on the number of Members of the Association.

4. Memberships not Transferable

The interest of a Member in the Association is not transferable.

5. Cessation of Membership

a. Individuals shall cease to be Members:

i. when they cease to meet the requirements of Article II, Section 1.

ii. upon the Member's death;

iii. when the Member ceases to be a Member by resignation; or

iv. otherwise in accordance with the Bylaw or a Standing Resolution of the Association.

b. Members may be expelled from the Association by Standing Resolution in a General Meeting.

ARTICLE III - RIGHTS, PRIVILEGES AND RESPONSIBILITIES OF MEMBERSHIP

1. Rights and Privileges of Graduate Members

Graduate Members shall have the following rights and associated privileges:

- a. To act as the sole authority of the Association to make decisions through referenda or General Meetings on all questions of membership in the Association, subject to the provisions of the *Act*, Regulations, Letters Patent, Bylaw, or any Standing Resolutions or Policies; and
- b. To have their interests represented collectively in the Association through their Faculty Association, but will not have voting rights at Council Meetings or Board Meetings; and
- c. To be represented collectively to the University administration and, through membership in a national and provincial student association, to the federal and provincial governments; and
- d. To the protection and support of the Association in accordance with the objectives of the Association; and
- e. To attend meetings of all decision-making bodies of the Association, with the exception of in-camera sessions and other situations in which confidentiality is required; and
- f. To speak and move, second and vote at General Meetings; and
- g. To speak, at the discretion of the Council, at Council Meetings; and
- h. To speak, at the discretion of the Board, at Board Meetings; and
- i. To run for Executive or non-Executive office or any committee position within the Association; and
- j. To vote in Association elections, by-elections, referenda and removals; and
- k. To access all minutes of Council and Board, subject to restrictions in this Bylaw; and
- l. To access the services, research, information, materials, staff and other resources of the Association; and
- m. To access the Association's health and dental plans within the provisions of the plans; and

- n. To enter and make use of the graduate student privileges associated with the Phoenix facilities; and
- o. To access information on associations to which the Association belongs including, but not limited to, any national or provincial students' association.

2. Responsibilities of Graduate Members

Graduate Members shall have the following responsibilities:

- a. Payment of the designated Association membership fees, and if applicable, national or provincial students' association membership fees; and
- b. To respect the goals and objectives of the Association as they are specified in the Letters Patent, Bylaw, as well as any Standing Resolutions, Policies or legal agreements adopted by the Association in their name.

3. Rights and Privileges of Honorary Members

Honorary Members shall have the following rights and associated privileges:

- a. To attend and speak, at the discretion of the President, at General Meetings, Council Meetings and Board Meetings. However, Honorary Members shall not be entitled to vote or hold office in the Association; and
- b. To enter and make use of the graduate student privileges associated with the Phoenix facilities.

4. Responsibilities of Honorary Members

Honorary Members shall have the same responsibilities as Graduate Members, with the exception that they shall not be required to pay membership fees to the Association.

5. Rights and Privileges of Associated Members

Associated Members shall have the following rights and associated privileges:

- a. Associated Members are not entitled to attend and speak at Association meetings, vote, or hold office in the Association unless provided in the Standing Resolution by which they are made a Member; and
- b. To enter and make use of the graduate student privileges associated with the Phoenix facilities.

6. Responsibilities of Associated Members

Associated Members shall have the same responsibilities as Graduate Members, with the exception that they shall not be required to pay membership fees to the Association.

7. Members not responsible for liabilities of the Association

Graduate Members, Honorary Members and Associated Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Association or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Association.

ARTICLE IV - MEMBERSHIP FEES

1. Setting of Membership Fees

- a. Except as hereinafter provided, Association membership fees may be set by the Members voting in a General Meeting or referendum provided that sufficient notice has been served as per this Bylaw.
- b. Provincial and national students' association membership fees shall be set as per the relevant provisions in the respective students' organization's constitution and bylaws.

2. Membership Fees

- a. The membership fees paid to the Association for full-time graduate student Members shall be not less than \$46.30 for the academic year.
- b. The membership fees paid to the Association for part-time graduate student Members shall be not less than \$27.95 for the academic year.

3. Amount of Provincial Students' Association Membership Fees

If applicable, the Association shall collect on behalf of a provincial students' association a per student per semester membership fee as set by the bylaws of this provincial students' association. With respect to Article IV, Sections 2(a) and 2(b), these fees shall be pro-rated for part-time Members for both the Fall and Winter semesters and for all Members for the Summer semester.

4. Amount of National Students' Association Membership Fees

If applicable, the Association shall collect on behalf of a national students' association a per student per semester membership fee as set by the bylaws of this national students' association. With respect to Article IV, Sections 2(a) and 2(b), these fees shall be pro-rated for part-time Members for both the Fall and Winter semesters and for all Members for the Summer semester.

5. Membership Fees Adjusted for Inflation

The membership fees described in Section 2 of Article IV of this Bylaw shall be adjusted each academic year, by the rate of change in the core Canadian Consumer Price Index during the previous calendar year, with a base year of 2005. If Council desires to increase the membership fee by any amount above the Canadian Consumer Price Index, it must first hold a referendum or a Special Meeting of the Members to solicit the support of the membership.

6. Verification of Association and National or Provincial Students' Association Membership Fees

The President, Vice-President Administration, and VP external shall be responsible for verifying the correct rates of the Association and national or provincial students' association membership fees in each academic year, and those rates shall be reflected in the Association's budget.

7. Fee Collection and Remittance

- a. Association and other membership fees shall be included in the fee assessment provided by the School of Graduate Studies and shall be payable at the time of registration in a graduate program at the University. The method of collection of the aforesaid fees shall be that which is determined, from time to time, by the Board, according to the relevant provisions of the Bylaw.
- b. The Association, if applicable, will collect a national and provincial fee on behalf of any provincial or national students' organization and remit both of them directly to the applicable recipient in a timely fashion.

ARTICLE V - FACULTY ASSOCIATIONS

1. General Description of Faculty Associations

Faculty Associations shall be comprised of all Members within a particular academic Faculty, School, or International Students as established by the School of Graduate Studies. Although Association staff and Executive Officers will handle many day-to-day operations, the structures of the Association can only function if there is full cooperation among Faculty Associations. The achievement of the work and goals of the Association depends on the active participation of students and their Faculty Associations.

2. Eligibility

- a. Graduate students (inclusive of International Students) in all academic faculties or schools as established by the School of Graduate Studies, or other such academic units, shall be eligible to apply to the Council of the Association to form a Faculty Association and to enjoy the rights, privileges and responsibilities conferred thereon.
- b. The Members of the Association in a given academic faculty or school shall belong to only one Faculty Association at any given time.

3. Application for and Registration of Faculty Associations

- a. A petition of application for Faculty Association status must be signed by ten (10) per cent of the Members in an academic faculty, school, or international student body which is applying for status, and must be submitted to the Vice-President External for presentation to Council.
- b. Faculty Associations shall be recognized by a Standing Resolution of the Council.
- c. Once recognized by Council, Faculty Associations must submit a registration form to the Vice-President External each academic year in order to register for that year.
- d. Recognized Faculty Associations shall draft a constitution which includes specific measures for electing Faculty Representatives, for maintaining communication and for amending its constitution. Recognized Faculty Associations shall submit a copy of their constitution to the Vice-President External of the Association as soon as possible. Such constitutions shall be stored in the Association office for reference.
- e. A list of all recognized Faculty Associations shall be available at the Association office at all times for inspection by the members.

4. Rights and Privileges of Faculty Associations

Faculty Associations that are duly registered with the Association shall have the following rights and associated privileges:

- a. To have voting representation at and to participate in Council Meetings of the Association; and
- b. To have their interests represented collectively in the Association; and
- c. To be represented to the McMaster University administration and, through membership in a national and provincial student association, to the federal and provincial governments; and
- d. To the protection and support of the Association in accordance with the objectives of the Association; and
- e. To access the services, research, information, materials, staff and other resources of the Association; and
- f. To access information on associations to which the Association belongs.

5. Responsibilities of Faculty Associations

- a. Faculty Associations shall have the following responsibilities:
 - i. To represent the interests and concerns of its member students at Council meetings of the Association; and
 - ii. To support the objectives of the Association and abide by all provisions of the Letters Patent, this Bylaw, and any Standing Resolutions or Policies; and
 - iii. To ensure the presence of its Faculty Representative at Council meetings of the Association; and
 - iv. To contribute to the formulation of Association policy and, where possible, to support and implement the policy; and
 - v. To communicate and work cooperatively with Association staff and Executive Officers.

ARTICLE VI – FACULTY REPRESENTATIVES TO THE COUNCIL

1 Rights, Privileges and Responsibilities of Faculty Representatives

By virtue of their position, each Faculty Representative shall have the right to hold office as a Councillor and shall enjoy the rights, privileges and responsibilities vested therein, pursuant to Article VI.

2 Remunerating Faculty Representatives

No Faculty Representative shall receive any remuneration for merely acting as such, but may receive such reasonable remuneration and expenses as the Council may determine for performing other functions.

3 Eligibility Requirements

- a. A Faculty Representative must be a member of the Faculty and of the Faculty Association, and or international student body that she or he represents.
- b. A Faculty Representative shall not also hold an Executive Officer or Chief Returning Officer position or hold any other Director, Officer or staff position within the Association at the time of taking up office.

4 Election of Faculty Representatives

- a. Each Faculty Association that is duly registered with the Association shall be entitled to elect two (2) representatives from within their membership, in accordance with their own constitution and bylaws, to sit on the Council as Councillors (hereinafter collectively referred to as “Faculty Representatives”).
- b. It shall be the responsibility of the graduate students in each Faculty Association to arrange for the election of their Faculty Representatives.
- c. Each Faculty Representative shall, in accordance with the Faculty Association’s constitution and bylaws, be elected annually at a time decided by the graduate students of the respective Faculty Association.
- d. The Chief Returning Officer shall call and oversee an election for Faculty Representatives for a Faculty where:
 - i. more than one group submits a petition of application to form or renew a Faculty Association for a given Faculty; or.
 - ii. no application to form or renew a Faculty Association is submitted for a given Faculty.

5 Delegating Powers

Faculty Representatives may delegate any of their powers and functions to an alternative representative, duly appointed from their membership as such by the respective Faculty Association.

6 Vacancies

- a. In the case of a vacancy of a Faculty Representative, the executive committee of the Faculty Association may appoint a new Faculty Representative, from among their members, as soon as reasonably possible and communicate this change, in writing, to the Vice-President External of the Association.
- b. In the case where no Faculty Association is recognized by the Association, the vacancy of a Faculty Representative shall be filled according to the provisions outlined in Article XXIII.

7 Terms of Faculty Representatives

- a. Faculty Representatives shall hold office until a successor is duly elected following regulations in the constitution and by-laws of the respective Faculty Association. The term of office of Faculty Representatives shall be one (1) year, commencing from the date selected by the Faculty Association.
- b. In the case where no Faculty Association is recognized by the Association, the term shall be from May 1 to April 30 of the following year.

8 Ceasing to Hold Office

- a. In the event that a Faculty Representative wishes to resign before the completion of their mandate, they must do so in accordance with the constitution and by-laws of their respective Faculty Association.
- b. In the case where no Faculty Association is recognized by the Association, a Faculty Representative that wishes to resign before the completion of their mandate must inform the Board in writing at the earliest opportunity.

9 Removal of Faculty Representatives

- a. The election, removal and accountability of Faculty Representatives shall be the responsibility of the respective Faculty Association.
- b. In the case where no Faculty Association is recognized by the Association, Faculty Representatives may be removed by Standing Resolution enacted by Council or at a General Meeting. The removal must be ratified by a 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 such resolution has been given.

- c. Faculty Representatives absent from three (3) or more consecutive meetings of the Council without valid reason, as determined by a two-thirds (2/3) majority vote of the Council, shall be deemed to have delivered their resignation.

ARTICLE VII - COUNCIL OF THE ASSOCIATION

1 General Description of the Council

The Council of the Association (hereinafter referred to as the “Council”) represents the Members to the Board, considers matters in which the interests, rights or responsibilities of Members are involved, and ensures that the Association provides services and supports that meet the needs of the Members. The Council oversees the general quality of student life and makes policy or program recommendations to address any issues.

2 Powers of the Council

The Council shall have the power to:

- a. Upon the recommendation of the Board appoint seven (7) Non-Executive Directors, pursuant to Article X; and
- b. Elect a Chief Returning Officer, pursuant to Article XII; and
- c. Call a referendum of the Members, pursuant to Article XXII; and
- d. Appoint representatives to external bodies that require an Association representative; and
- e. Revoke any resolution enacted by the Board, subject to the ratification of a General Meeting; and
- f. Remove any Non-Executive Director, Executive Officer, Faculty Representative or the Chief Returning Officer, in accordance with this Bylaw.

3 Responsibilities of the Council

The Council shall be responsible for:

- a. Acting as a liaison between the Board and the Members of the Association; and
- b. Providing direction to the Board with respect to matters affecting the interests, rights or responsibilities of graduate students; and
- c. Determining matters of policy affecting the interests, rights or responsibilities of graduate students; and
- d. The interpretation and enforcement of the Act, Letters Patent, Bylaw, Standing Resolutions and Policies and Motions of Council; and

- e. Reporting to the respective Faculty Association on the attendance and conduct of their respective Faculty Representatives at meetings of the Council.

4 Decisions of the Council

All decisions of the Council shall be cast in the form of resolutions duly recorded, subject to the provisions of Article VII, Section 11.

5 Delegating Powers

Council may delegate any of its powers, duties and functions as it sees fit.

6 Composition of Council

Members of Council (hereinafter referred to as “Councillors”) shall be:

the Faculty Representatives, as set out in Article VI; and

the Executive Officers of the Association; and

the Graduate student representatives to the University Senate, duly elected from the membership in a general election; and

the Graduate student representative(s) to the University Board of Governors, duly elected from the membership in a general election; and

the Ex-Officio Councillors, as set out in Article VII, Section 6 (b).

- a. The Ex-Officio Councillors shall be:
 - i. The Chief Returning Officer, as set out in Article XII.
- b. In addition to Councillors, there shall be Council Observers, which shall include:
 - i. The staff of the Association at the discretion of the Council; and
 - ii. Others who are granted observer status by Council at the beginning of a given Council Meeting.

7 Rights of Councillors

- a. Councillors shall have the following rights and associated privileges:
 - i. To attend, and speak at, meetings of Council; and
 - ii. To move and second motions of Council; and
 - iii. Each Councillor, with the exception of Ex-Officio Councillors, shall have one vote, except where precluded under Article XIX.

- b. Ex-Officio Councillors shall have the same rights as Councillors with the exception of the right to move and second motions and the right to vote.

8 Rights of Council Observers

Council Observers shall not have voting rights, but shall have the right to remain present for in-camera sessions at the discretion of the President.

9 Meetings of Council

- a. Except as hereinafter provided, a meeting of the Council shall for all purposes be deemed to be and to have all the powers of a meeting of the Council.
- b. To attend a Council meeting you must be a Member, as set out in Article II, section 1.
- c. Any non-Member may attend a meeting of Council and participate in its discussion, at the Council's discretion, but may not move, second or vote.

10 Procedure for Council Meetings

- a. Meetings of the Council shall be convened at the call of the President or five (5) or more Councillors.
- b. Every meeting of the Council shall be chaired by the President (hereinafter in this Article referred to as "Chair"), or in her or his absence, by the Chief Returning Officer, pursuant to Article XII, Section 3(c), one of the Executive Officers of the Association, pursuant to Article XIV Section 1(ii.-v.)
 - i. The Chair shall adjudicate all questions concerning the conduct of Council meetings.
 - ii. Any person present at a meeting of the Council who disrupts the orderly conduct of business may be expelled from the meeting by the Chair.
 - iii. An action taken under Article VII, Sections 10 (b) (ii) may be overridden by a two thirds (2/3) majority vote of Council.
 - iv. The Council, or the Chair on its behalf, may advise any person who was expelled from the Council's meeting, unless such expulsion was overridden in accordance with this section.
- c. Minutes shall be taken and will be available in the Association office after ratification at the subsequent Council meeting.

11 Location and Time

- a. Council meetings shall be held on such dates and at such times in each year in Hamilton or such other place in Ontario as the Board may determine.
- b. Council shall meet a minimum of every two (2) months.

12 Notice of Meetings

Notice of the time and place of a meeting of Council shall be circulated to Council members at least one (1) week prior to the meeting. This circulation shall be done via a package, which shall also contain the agenda for the meeting, a list of positions for election, and motions to be debated at the meeting.

13 Agenda of Council Meetings

- a. Responsibility for the preparation of the Agenda for a Council meeting shall rest with the Chair. The second item, after a call to order, on any agenda shall be ratification of the agenda.
- b. Business which has not been included in the advertised agenda requires a two-thirds (2/3) majority in order for this business item to be added to the agenda.
- c. Motions arising from new business require a two-thirds (2/3) majority to pass.
- d. Council has the power to adopt the annual budget for the Association if the Annual General Meeting does not reach quorum.

14 Attendance at Council Meetings

- a. Attendance at all Council meetings is mandatory, save for just and proper cause, for all Councillors duly named.
- b. Councillors are required to keep themselves informed of any and all upcoming meetings of the Council.
- c. Councillors shall provide the Vice-President External with their complete mailing addresses, home, cell and work telephone numbers, and email addresses upon taking up their duties.
- d. A Councillor shall not be considered to be absent from a meeting of the Council if said Councillor is under removal pursuant to this Bylaw.

15 Quorum of Council

- a. A quorum in the case of a Council meeting shall constitute thirty (30) per cent of the number of voting Council seats. Non-voting Councillors shall not be counted for the purposes of determining quorum.
- b. A quorum, as defined by the Bylaw, shall be present for any business to be conducted at a meeting of Council. All business transacted in the absence of quorum is null and void.

- c. If quorum is not present at a meeting of Council, the President shall, after waiting a reasonable amount of time for quorum to be present, adjourn the meeting.
- d. If quorum is not present and urgent decisions are required, Council powers are exceptionally conferred to the Board, as long as quorum is present for the Board meeting convened for this matter.

16 Voting

- a. Any vote taken at a meeting of the Council shall be exercised solely by the Councillors who are present at the meeting.
- b. No Councillor may assign a Proxy to another person.
- c. Voting shall be by a show of hands at all meetings of the Council except in relation to the election of the Chief Returning Officer, in which case a secret ballot shall be taken, pursuant to Article XXIV.
- d. In any vote taken at a meeting of Council, no Councillor shall have more than one vote.
- e. Unless the *Act* or this Bylaw otherwise provides, a passing vote must be a majority of fifty per cent plus one (50 % + 1).
- f. All tie votes fail.
- g. The Chair is not entitled to a second or deciding vote in the event of a tie vote.

ARTICLE VIII - GENERAL MEETINGS

1 General Meetings

- a. There are two types of general meeting of the Association (hereinafter referred to as “General Meetings”):
 - i. annual meetings are held once a year to transact routine business, and may transact special business (hereinafter referred to as “Annual General Meetings”: and
 - ii. special meetings may be called as necessary to transact business that is not dealt with at annual meetings (hereinafter referred to as “Special General Meetings”).

2 Procedure

- a. General Meetings may be:
 - i. called by the Directors; or
 - ii. requisitioned by ten (10) percent of the Members in accordance with Article VIII, s. 9.
- b. Every General Meeting shall be chaired by the President (hereinafter in this Article referred to as the “Chair”), or in their absence, by the Chief Returning Officer, pursuant to Article XII, Section 3(c), one of the Executive Officers of the Association, pursuant to Article XIV Section 1(ii.-v.), or qualified delegate. Should none of the above representatives be present nor the President or the Chief Returning Officer within fifteen (15) minutes of the time of the meeting, the Members present shall choose a person from their number to be the Chair.
 - i. The Chair shall adjudicate all questions concerning the conduct of General Meetings.
 - ii. Any person present at a General Meeting who disrupts the orderly conduct of business may be expelled from a General Meeting by the Chair.
 - iii. Any action taken under Article VII, Sections 2 (b) (ii) may be overridden by a two thirds (2/3) majority vote of a General Meeting.
 - iv. The General Meeting, or the Chair on its behalf, may advise any person who was expelled from the General Meeting, unless such expulsion was overridden in accordance with this section.
- c. Non-Members may be included at the Chair’s discretion.
- d. Minutes shall be taken and will be made available by the Association after ratification of such Minutes at the subsequent General Meeting.

3 Location and Time

- a. General Meetings shall be held on such days and at such times in each year in Hamilton or such other place in Ontario as the Board may determine.
- b. The Membership shall meet at least once a year, at the Annual General Meeting of the Association.

4 Notice of General Meetings

Notice of a General Meeting, including the date, time and place for the holding of the meeting and the agenda showing the general nature of the business to be transacted, shall be given at least ten (10) days in advance of the meeting to Members individually via electronic means.

5 Agenda of General Meetings

- a. Responsibility for the preparation of the Agenda for a General Meeting shall rest with the President. The second item, after a call to order, on any agenda shall be ratification of the agenda.
- b. Business which has not been included in the advertised agenda requires a two-thirds (2/3) majority in order for this business item to be added to the agenda.
- c. Motions arising from new business require a two-thirds (2/3) majority to pass.
- d. In the event that a General Meeting is replacing a Council meeting, the powers of Council shall be conferred to the General Meeting for all business normally scheduled for the Council meeting to be replaced.

6 Proxies

- a. A Member entitled to vote at a General Meeting may by means of a Proxy appoint a person. A Member's nominee is to attend and act at the Meeting in the manner, to the extent and with the power conferred by the Proxy. A Proxy ceases to be valid one year from its date.
- b. A Member may only receive the proxy for a maximum of one (1) other Member.
- c. In addition to revocation in any other manner permitted by law, a Proxy may be revoked by written instrument executed by the Member, and deposited at the head office of the Association at any time up to and including the last business day preceding the day of the General Meeting at which the Proxy is to be used or with the Chair on the day of the General Meeting and upon either of such deposits the Proxy is revoked.
- d. The Directors may by resolution fix a time not exceeding forty-eight (48) hours, excluding Saturdays and holidays, preceding any General Meeting or adjourned General Meeting before which time Proxies must be deposited with the Association, and any period of time so fixed shall be specified in the notice calling the meeting.

7 Quorum of General Meetings

- a. Quorum in the case of General Meetings shall be equal to one (1) percent of the Members.
- b. Quorum shall be calculated in exclusion of proxy votes.
- c. A quorum, as defined by the Bylaw, shall be present for any business to be conducted at a General Meeting. All business transacted in the absence of quorum is null and void.
- d. If quorum is not present for a General Meeting:
 - i. the Chair may, with the consent of the Meeting and subject to such conditions as the Meeting decides, adjourn the Meeting to another date, time and place, or
 - ii. its powers are conferred to Council, as long as quorum is present for the Council meeting that will deal with General Meeting business.

8 Voting

- a. Any vote taken at a General Meeting shall be exercised by the Members, other than Honourary Members, who are present at the meeting and any persons present who are holding Proxies.
- b. Voting shall be by a show of hands at all General Meetings except in respect of any elections in which case a secret ballot shall be taken.
- c. In any vote taken at a General Meeting, no Member shall have more than one vote, except if that Member has a Proxy.
- d. Unless the *Act* or this Bylaw otherwise provides, all questions proposed for the consideration of Members at a General Meeting shall be determined by a majority vote.
- e. All tie votes fail.
- f. The Chair is entitled to a second or deciding vote in the event of a tie vote.

9 Requisition of a General Meeting

- a. Not less than ten (10) percent of the Members entitled to vote at the meeting proposed to be held may deliver a requisition requesting the Directors to call a General Meeting. Upon deposit of the requisition, the Directors shall forthwith call a General Meeting.
- b. If the Directors do not within twenty-one (21) days from the date of the deposit of the requisition call and hold such meeting, any of the requisitionists may call such meeting which shall be held within sixty (60) days from the date of the deposit of the requisition.

10 Annual General Meetings

- a. The Association shall hold an Annual General Meeting not later than eighteen (18) months after its incorporation and subsequently not more than fifteen (15) months after the holding of the last preceding Annual General Meeting.
- c. There shall be an Annual General Meeting held every March, which shall replace the April Council meeting.
- d. The Board shall lay before the Members at the Annual General Meeting:
 - i. a financial statement for the period that commenced immediately after the end of the last completed financial year and ended not more than six months before such Meeting, made up of,
 - (i) a statement of profit and loss,
 - (ii) a statement of surplus, and
 - (iii) a balance sheet;
 - ii. the report of the auditor to the Members, which shall be read at the Meeting and shall be open to inspection by any Members.
 - iii. such further information respecting the financial position of the Association as the Letters Patent or Bylaw require.
- e. The Agenda for the Annual General Meeting shall include:
 - i. the adoption of budget actuals for the Association and its properties for the current year and adoption of the budget for the Association and its properties for the upcoming year; and
 - ii. a report from the Executive Officers; and
 - iii. a report from the Chair; and
 - iv. written reports from the Committees of Council.
- f. The Members shall, at each Annual General Meeting, appoint one or more auditors to hold office until the next Annual General Meeting and, if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed.
 - i. The Board may fill any casual vacancy in the office of auditor.

- ii. The remuneration of an auditor appointed by the Members shall be fixed by the Members, or by the Board if authorized by the Members; the remuneration of an auditor appointed by the Board shall be fixed by the Board.
 - iii. The Members may at a General Meeting remove any auditor and appoint another auditor in the auditor's stead for the remainder of the term.
- g. The Directors may be elected or their election may be ratified at a General Meeting duly called for that purpose.
- i. Subject to the Bylaw, the election of Directors shall take place yearly and all the Directors then in office shall retire, but, if qualified, are eligible for re-election.
 - ii. If an election of Directors is not held at the proper time, the Directors continue in office until their successors are elected.
 - iii. The election and retirement of Directors may take place in rotation, but in that case no Director shall be elected for a term of more than five (5) years and at least three (3) Directors shall retire from office in each year.
- h. Persons may become Directors by virtue of their office in lieu of election. Such appointments shall be ratified at a General Meeting duly called for that purpose.
- i. The Officers or any of them may be elected or appointed or their election or appointment may be ratified at a General Meeting duly called for that purpose.

11 Special General Meetings

A Special General Meeting of the Members may be held if such meeting is called in accordance with the Bylaw.

ARTICLE IX - BOARD OF DIRECTORS OF THE ASSOCIATION

1 General Description and Size

- a. The financial and administrative management of the Association shall be vested in the Board of Directors of the Association (hereinafter referred to as the “Board”).
- b. The Board shall consist of thirteen (13) Directors; this number is subject to change by Special Resolution.

2 Powers of the Board

The Board shall have the following powers:

- a. To exercise all the powers of the Association not expressly given to the members of the Council under this Bylaw; and
- b. Except as provided for in this Bylaw, to make all major financial and administrative decisions of the Association; and
- c. To determine the form and manner of the execution of contracts on behalf of the Association; and
- d. To fill vacancies in the Board for the remainder of the term, provided there is a quorum of Directors then in office; and
- e. To act as the steering committee for the Association for a term of office of one (1) year from May 1 in a given year to April 30 of the following year; and
- f. To act as the sole representatives of the Association, except in matters pertaining to General Elections and Referenda and, as such, have the sole license to use the name and logo of the Association; and
- g. To appoint representatives to standing and ad hoc committees of the Association and nominate representatives to external bodies that require an Association representative. The Board shall, where appropriate, solicit and tender calls to the Members using the Association’s website and other avenues and announce the name of the nominee to Council for appointment; and

3 Responsibilities of the Board

The Board shall be responsible for the following:

- a. Managing the financial affairs of the Association; and
- b. Managing all properties and funds of the Association; and

- c. Supervising the administration of policies according to the principles laid down in the Letters Patent, Bylaw, Standing Resolutions or Policies of the Association; and
- d. Reviewing all financial statements for the Association and its properties and businesses at least four (4) times a year; and
- e. Making decisions related to the management of the Association's properties and businesses (i.e. hiring and removal, contractual agreements with managers); and
- f. Negotiating contracts of employment with staff of the Association and its properties; and
- g. Ensuring the legality of the operations of the Association and its properties; and
- h. Administering the day-to-day affairs of the Association in accordance with policy of the Association; and
- i. Approving the annual budget of the Association and of its properties to be proposed to the Annual General Meeting; and
- j. Upholding the Letters Patent, Bylaw, and any Standing Resolutions and Policies of the Association; and
- k. Monitoring the actions of Standing and Ad Hoc Committees of Council; and
- l. Coordinating the actions of each Executive Officer.

4 Decisions of the Board

All decisions of the Board shall be cast in the form of resolutions duly recorded in the minutes of the meeting.

5 Delegating Powers

The Board may delegate any of its duties and functions as it sees fit.

6 Composition of Board

- a. The thirteen (13) members of the Board (hereinafter referred to as "Directors") shall be:
 - i. The five (5) Executive Officers, as set out in Article XIV; and
 - ii. The seven (7) Non-Executive Directors, as set out in Article X;
 - iii. The one (1) Ex-Officio Director, as set out in Article IX, Section 6(b).
- b. The Ex-Officio Director shall be:
 - i. The Chief Returning Officer, as set out in Article XII.

- c. In addition to Directors, there shall be Board Observers, including:
 - i. The staff of the Association including, but not limited to, the DoO and the Administrative Co-ordinator; and
 - ii. Others who are granted observer status by the Board at the beginning of a given meeting of the Board.

7 Eligibility of Directors

- a. Each Director shall:
 - i. be a Member other than an Honourary Member of the Association;
 - ii. be eighteen (18) or more years of age; and
 - iii. not be an undischarged bankrupt.
- b. A Director shall not also serve as a Faculty Representative, a member of a Faculty Association executive, as Chief Returning Officer or hold a staff position within the Association at the time of taking up office.

8 Rights of Directors, Ex-Officio Directors, Observers

- a. Each Director, with the exception of Ex-Officio Directors shall have the right to vote, except where otherwise precluded by this Bylaw.
- b. Ex-Officio Directors shall have the same rights as Directors with the exception of the right to vote.
- c. Board Observers shall not have voting rights, but shall have the right to remain present for in-camera sessions at the discretion of the President.

9 Meetings of the Board

- a. Meetings of the Board shall be at the call of the President or two or more Directors or may be scheduled by the Board to be held at regular times.
- b. Any by-law or resolution signed by all Directors is as valid and effective as if it had been passed at a meeting of the Directors duly called, constituted and held for that purpose.

10 Procedure for Board Meetings

- a. Board meetings shall be chaired by the President, or in her or his absence, by one of the Executive Officers of the Association, pursuant to Article XIV Section 1(ii.-v.)..
 - i. The President shall adjudicate all questions concerning the conduct of Board meetings.

- ii. Any person present at a meeting of the Board who disrupts the orderly conduct of business may be expelled from the meeting by the President.
 - iii. An action taken under Article IX, Section 9 (a)(ii) may be overridden by a two thirds (2/3) majority vote of the Board, excluding the President.
- b. Any Member may attend meetings of the Board and participate in its discussions, if recognized by the President, but may not move, second or vote.
 - c. Non-Members may be included at the Board's discretion.
 - d. If all the Directors present at or participating in the meeting consent, a meeting of Directors may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in the meeting by those means is deemed to be present at the meeting.
 - e. Minutes shall be taken and will be made available by the Association after ratification at the subsequent meeting of the Board.

11 Location and Time

- a. The Board may hold its meetings on such dates, at such times and in at such places in Hamilton or elsewhere in Ontario as it determines.
- b. The Board shall meet a minimum of every two (2) months, with the exception of the months of December and August (in which a Board meeting shall not normally be held unless called in accordance with Article IX, Section 9).

12 Notice of Board Meetings

- a. Written notice of the time and place of a meeting of the Board shall be circulated to Directors at least one (1) week prior to the meeting. This circulation shall be done via a package, which shall also contain the agenda for the meeting and motions to be debated at the meeting.
- b. Exceptions to Article IX, Section 12(a) can be made if:
 - i. All the voting Directors are present and consent to a meeting being held;
 - ii. All absent voting Directors consent to a meeting being held in their absence; or
 - iii. The meeting is one that was regularly scheduled.

13 Agenda of Board Meetings

- a. Responsibility for the preparation of the agenda for a Board meeting shall rest with the President. The second item, after a call to order, on any agenda shall be ratification of the agenda.
- b. Business which has not been included in the advertised agenda requires a two-thirds (2/3) majority in order for this business item to be added to the agenda.
- c. Motions arising from new business require a two-thirds (2/3) majority to pass.

14 Quorum of Board Meetings

- a. Subject to the *Act* and this Bylaw, A quorum in the case of a Board meeting shall constitute thirty (30) per cent of the number of voting Board seats. Non-voting Councillors shall not be counted for the purposes of determining quorum.
- b. No Director may assign a Proxy to another person.
- c. A quorum of Directors, as defined by the Bylaw, shall be present for any business to be conducted at a meeting of the Board. All business transacted in the absence of quorum is null and void.
- d. If quorum is not present at a meeting of the Board, the President shall, after waiting a reasonable amount of time for quorum to be present, adjourn the meeting.
- e. Whenever there is not a quorum of Directors in office, the Director or Directors then in office shall forthwith call a General Meeting to fill the vacancies, and, in default or if there are no Directors then in office, the General Meeting may be called by any Member.

15 Attendance at Board Meetings

- a. Attendance at all Board meetings is mandatory, save for just and proper cause, for all Directors duly named.
- b. Directors are required to keep themselves informed of any and all upcoming meetings of the Board.
- c. Directors shall provide the Vice-President External with their complete mailing addresses, home, cell and work telephone numbers and email addresses upon taking up their duties.

16 Voting

- b. Any vote taken at a meeting of the Board shall be exercised solely by the Directors who are present at the meeting.

- c. Voting shall be by a show of hands or by signifying assent or dissent verbally if Directors are present via telephone, electronic or other communication facilities.
- d. In any vote taken at a meeting of the Board, no Director shall have more than one vote.

ARTICLE X – NON-EXECUTIVE DIRECTORS

1 Non-Executive Directors of the Association

- a. The seven (7) Non-Executive Directors, who shall serve as members of the Board (hereinafter referred to as “Non-Executive Directors”) shall be:
 - i. three (3) Non-Executive Directors who are Graduate Members; and
 - ii. three (3) Non-Executive Directors who are Associated Members; and
 - iii. One (1) Non-Executive Director, who is a Graduate Member or Associated Member and who shall be the immediate Past President of the Association.

2 Rights, Privileges and Responsibilities of the Non-Executive Directors

Subject to this Bylaw and any applicable Standing Resolution, each Non-Executive Director shall have the right to hold office as a member of the Board and shall enjoy the rights, privileges and responsibilities vested therein.

3 Remunerating Non-Executive Directors

No Non-Executive Director shall receive any remuneration for merely acting as such, but may receive such reasonable remuneration and expenses as the Council may determine for performing other functions.

4 Appointment of Non-Executive Directors

- a. Upon recommendation by the Board, Council shall appoint the Non-Executive Directors.
- b. Such appointments shall be ratified by a resolution passed by a majority of the votes cast at a General Meeting of which notice specifying the intention to pass such resolution has been given.

5 Term of Non-Executive Directors

Each Non-Executive Director shall hold office until a successor is duly elected. The term of office of each Non-Executive Director shall be one (1) year, beginning on May 1 and ending on April 30 in the following year.

6 Ceasing to Hold Office

In the event that a Non-Executive Director wishes to resign before the completion of their mandate, they must do so in accordance with the Bylaw.

7 Removal of Non-Executive Directors

- a. The Council may remove a Non-Executive Director before the expiration of the Non-Executive Director's term of office if:
 - i. The Non-Executive Director does not comply with the Act, Regulations, Letters Patent, Bylaw or any Standing Resolutions or Policies of the Association; or
 - ii. The Non-Executive Director is incapable of performing their functions because of sickness, absence or incapacitating illness; or
 - iii. The Council believes that the removal of the Non-Executive Director is in the best interests of the Association.
- b. To remove a Non-Executive Director, a three-quarter (3/4) majority vote is required to be passed at a meeting of Council called for that purpose and for which notice of the resolution was given.
- c. Such removal must be ratified by a 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 such resolution has been given. The Members may, by a majority of the votes cast at that meeting, elect any person in his or her stead for the remainder of the term.

8 Abandonment of Office

Any Non-Executive Director absent from three (3) or more consecutive meetings of the Board without valid reason, as determined by a two-thirds (2/3) majority vote of the Board, shall be deemed to have delivered their resignation.

9 Vacancies

- a. Provided there is a quorum of Directors then in office, the Board may nominate one or more candidates to fill a vacancy of a Non-Executive Director for the remainder of the term.
- b. The Council may appoint a Non-Executive Director, to replace the vacating Non-Executive Director by resolution passed by a majority vote at a meeting called for that purpose and for which notice of the resolution was given.
- c. This appointment must be ratified by a resolution passed by a majority of the votes cast at a General Meeting of which notice specifying the intention to pass such resolution has been given.

ARTICLE XI - DISCIPLINE

1. General Description

If a Councillor, Director, Executive Officer or Committee member has been negligent in performing his/her duties, or behaved in a manner that violates the Association's Bylaw, Standing Resolutions or Policies, the Councillor, Director, Executive Officer or Committee member shall be subject to disciplinary action. The disciplinary process to be followed is set out in a policy of the Association.

ARTICLE XII - CHIEF RETURNING OFFICER

1 Council Chief Returning Officer

Council shall elect, from within the candidates nominated by the Board, a Chief Returning Officer to preside over elections, by-elections and referenda of the Association (hereinafter referred to as the “CRO”).

2 Powers of the Chief Returning Officer

The CRO shall have the power to:

- a. Act as the official representative of the Association in matters pertaining to elections and referenda; and
- b. Strike an election committee; and
- c. Limit campaign expenditures; and
- d. Publicise elections and/or referenda; and
- e. Receive nomination forms.

3 Duties of the Chief Returning Officer

The CRO shall:

- a. Be responsible for the conduct of election and referendum procedures; and
- b. Present a report to Council on the validity/invalidity of any election/referendum process; and
- c. Perform such other functions as the Council may determine.

4 Decisions of the Chief Returning Officer

Appeals of decisions of the CRO may be made in accordance with Article XXII in the case of Referenda, Article XXIII in the case of General Elections and Article XXIV in the case of other elections.

5 Delegating Powers

The CRO may delegate any of his or her powers, duties and functions as she or he sees fit.

6 Eligibility Requirements

- a. Any Graduate Member is eligible to be the CRO of the Association.

- b. A CRO shall not also serve as a Faculty Representative, a member of a Faculty Association executive, or hold another Director, Officer or staff position within the Association at the time of taking up office.

7 Remunerating the Chief Returning Officer

- a. The CRO shall receive an honorarium, the amount of which shall be set by Council in the form of a Standing Resolution.
- b. The CRO shall not receive any monetary or in kind benefits other than the honorarium referred to in Article XII, Section 7(a), without the consent of Council. This shall not affect the use of Association facilities and funds reasonably associated with the carrying out of his or her duties.
- c. If the CRO does not fulfill the complete term of office, the honorarium shall be pro-rated for the time served, unless determined otherwise by a two-thirds (2/3) majority vote of Council.

8 Election of the Chief Returning Officer

- a. The Board shall nominate candidates for CRO and Council shall be entitled to elect the CRO, in accordance with the procedures laid out in Article XXIV.
- b. The election of the CRO must be ratified by a resolution passed by a majority of the votes cast at a General Meeting of which notice specifying the intention to pass such resolution has been given.

9 Vacancy

- a. In the case of a vacancy of the CRO, the President may nominate a new CRO, from among the Members, as soon as reasonably possible.
- b. This nomination must be approved at the next meeting of the Council by a resolution passed by a majority of the votes cast, of which notice specifying the intention to pass such resolution has been given.
- c. The appointment of the CRO must be ratified by a resolution passed by a majority of the votes cast at a General Meeting of which notice specifying the intention to pass such resolution has been given.

10 Term of the Chief Returning Officer

The CRO shall hold office until a successor is duly elected following the regulations in the Bylaw. The term of office of the CRO shall be one (1) year, beginning on May 1 and ending on April 30 the following year.

11 Ceasing to Hold Office

In the event that a CRO wishes to resign before the completion of their mandate, they must inform the Board in writing at the earliest opportunity.

12 Removal of the Chief Returning Officer

- a. The Council may remove a CRO before the expiration of the CRO's term of office if:
 - i. The CRO does not comply with the Act, Regulations, Letters Patent, Bylaw or any Standing Resolutions or Policies of the Association; or
 - ii. The CRO is incapable of performing their functions because of sickness, absence or incapacitating illness; or
 - iii. The Council believes that the removal of the CRO is in the best interests of the Association.
- b. To remove a CRO, a three-quarter (3/4) majority vote of Council is required. The resolution to remove a CRO must be passed at a meeting of the Council called for that purpose and for which notice of the resolution was given.
- c. The removal of a CRO must be ratified by a 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 such resolution has been given. The Members may, by a majority of the votes cast at that meeting, elect any person in his or her stead for the remainder of the term.

13 Abandonment of Office

Any CRO absent from three (3) or more consecutive meetings of the Council or Board without valid reason, as determined by a two-thirds (2/3) majority vote of the Board, shall be deemed to have delivered their resignation.

ARTICLE XIII - EXECUTIVE COMMITTEE [DELETED]

ARTICLE XIV - EXECUTIVE OFFICERS

1 Executive Officers of the Association

The five (5) Executive Officers, who shall serve as members of the Board (hereinafter referred to as “Executive Officers”) shall be:

- i. The President; and
- ii. The Vice-President Internal; and
- iii. The Vice-President External; and
- iv. The Vice-President Services; and
- v. The Vice-President Administration.

2 Responsibilities of Executive Officers

By virtue of their position, each Executive Officer shall have the responsibilities and duties vested therein, as further described in a Standing Resolution of the Association.

3 Eligibility Requirements

- a. Any Member, with the exception of an Honorary Member and Associate Member, is eligible to be an Executive Officer.
- b. An Executive Officer shall not also serve as a member of a Faculty Association executive or a Faculty Representative, Chief Returning Officer or staff position within the Association at the time of taking up office.

4 Remunerating Executive Officers

- a. Each Executive Officer shall receive a minimum honorarium of one thousand dollars (\$1,000.00) per year. Any increase of this amount shall be set by Council before the commencement of the term in the form of a Standing Resolution, except as otherwise provided for in this Bylaw.
- b. Executive Officers shall not receive any monetary or in kind benefits other than the honoraria referred to in Article XIV, Section 4(a), without the consent of Council. This shall not affect the use of Association facilities and funds reasonably associated with the carrying out of their duties.
- c. If an Executive Officer does not fulfill the complete term of office, the honorarium shall be pro-rated for the time served, unless determined otherwise by a two-thirds (2/3) majority vote of Council.

5 Election of the Executive Officers

- a. Members shall be entitled to elect five (5) Executive Officers of the Association, in accordance with the procedures laid out in Article XXIII.
- b. The results of such election shall be ratified by a resolution passed by a majority of the votes cast at a General Meeting of which notice specifying the intention to pass such resolution has been given.

6 Term of the Executive Officers

An Executive Officer shall hold office until a successor is duly elected following regulations in the Bylaw, or any Standing Resolutions or Policies of the Association. The term of office of the Executive Officers shall be one (1) year, beginning on May 1 and ending on April 30 the following year.

7 Ceasing to Hold Office

In the event that an Executive Officer wishes to resign before the completion of their mandate, they must inform the Board in writing at the earliest opportunity.

8 Removal of Executive Officers

- a. The Council may remove an Executive Officer before the expiration of the Executive Officer's term of office if:
 - i. The Executive Officer does not comply with the Act, Regulations, Letters Patent, By-Law or any Standing Resolution or Policy of the Association; or
 - ii. The Executive Officer is incapable of performing their functions because of sickness, absence or incapacitating illness; or
 - iii. The Council believes that their removal is in the best interests of the Association.
- b. To remove an Executive Officer, a two-thirds (2/3) majority vote is required passed at a meeting of Council called for that purpose and for which notice of the resolution was given.
- c. Such removal must be ratified by a 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 such resolution has been given. The Members may, by a majority of the votes cast at that meeting, elect any person in his or her stead for the remainder of the term.

9 Abandonment of Office

Any Executive Officer absent from three (3) or more consecutive meetings of the Council or Board without valid reason, as determined by a two-thirds (2/3) majority vote of the Board, shall be deemed to have delivered their resignation.

10 **Vacancies**

- a. Provided there is a quorum of Directors then in office, the Board may nominate one or more candidates to fill a vacancy of an Executive Officer position for the remainder of the term.

- b. The Council may appoint an Executive Officer, to replace the vacating Executive Officer by resolution passed by a majority vote at a meeting called for that purpose and for which notice of the resolution was given.

- c. This appointment must be ratified by a resolution passed by a majority of the votes cast at a General Meeting of which notice specifying the intention to pass such resolution has been given.

ARTICLE XV - RESPONSIBILITIES OF THE EXECUTIVE OFFICERS [DELETED]

ARTICLE XVI - COMMITTEES OF THE ASSOCIATION

1 General Description

Although Association staff and Executive Officers will handle many day-to-day operations, the structures of the Association can only function if there is the participation of all Councillors. The achievement of the work and goals of the Association can only be accomplished if there is active participation by students and all their Councillors. To this end, the Association will form Standing and Ad Hoc Committees to assist the Executive Officers and Staff in bringing to fruition the work of the Association. In an effort to increase membership participation in the Association, Council shall advertise on the Association's website all Committee meeting locations and times.

2 Creation and Disbanding

- a. Any proposal to strike a new Standing Committee shall be accompanied by an outline of the type, membership, goals and duties, and chairperson for the Committee. In the case of Ad Hoc Committees, this outline need neither be in writing nor be made known in advance.
- b. Proposals to create, modify, or disband Standing Committees are normal amendments to Standing Resolutions.
- c. Once a proposal for a new Committee has been accepted by Council, the chairperson shall be responsible for arranging an organizational meeting.

3 Duties of the Chairperson

The chairperson shall:

- a. Act as the official liaison between the Committee and the Council; and
- b. Have the authority to appoint members to the committee, for a term no longer than one year, renewable indefinitely; and
- c. Be responsible for advertising open positions on the Committee as necessary; and
- d. Have meetings called and notices (oral or written) distributed; and
- e. Prepare an agenda and preside over meetings of the Committee; and
- f. Have brief minutes of each meeting taken and prepared in writing; and
- g. Maintain a Committee file to be kept in the Association office; and
- h. Present a written report at least once a year at the Annual General Meeting. Motions pertaining to the Committee shall be submitted separately from the report, and shall be

accompanied by a statement including the names of mover and seconder; and co-ordinate with Executive Officers as necessary.

4 Decisions of Committees

All decisions of Committees shall be cast in the form of recommendations and served to Council with a Committee Report, for approval.

5 General

- a. Each Committee shall obtain, as necessary, input on projects within its mandate from Members and, where appropriate, from outside sources.
- b. Each Committee shall have a chairperson, who shall be an Executive Officer or other officer of the Association.
- c. Each Committee shall be comprised of members, appointed by the Council in the form of a resolution and recorded in a Committee file.
- d. All Members are eligible to be members of Committees of the Association, with the exception of the Phoenix Executive Committee, wherein Members employed at the Phoenix may not also serve as members of the Phoenix Executive Committee.
- e. In any Committee of the Association with a composition not exceeding three (3) members, all voting members must be present in person for business to be transacted.
- f. All business transacted in the absence of quorum is null and void.
- g. In the event of the failure of a voting member of a Committee to attend two meetings during his/her term in person, the chairperson of the Committee shall remind the member in writing of his/her duty to attend Committee meetings. If, after notice has been given, a subsequent meeting be missed by the member, the chairperson may, at the discretion of the other members of the Committee, remove the member from the Committee.

6 Standing Committees

For current Standing Committees see Appendix II.

ARTICLE XVII - ASSOCIATED OR OPERATED ORGANIZATIONS

1 The Phoenix

The Association operates a graduate student restaurant, hereinafter titled the “Phoenix.”

- a. The Phoenix is a licensed restaurant that is owned and operated by the Association. The Phoenix's purpose is to provide affordable and quality food and drink services to the Members and the wider University community, who combine to comprise the Phoenix's clientele. The Phoenix’s purpose is also to provide a space for Members and the wider University community to socialize and interact in a safe and welcoming environment. These expectations shall be set by the Phoenix Executive Committee in consultation with the aforementioned clientele.
- b. The Phoenix Executive Committee shall be a separate entity from the Board of the Association.

2 Phoenix Management

- a. The Association, and by extension the Phoenix, is a non-profit organization; however the hired Phoenix management shall strive to operate the Phoenix in a fiscally-prudent manner, and the Phoenix Executive Committee shall work to ensure such prudence.
- b. The hired Phoenix management is employed at the pleasure of the Board of the Association.
- c. The manager(s) of the Phoenix shall be responsible to the Phoenix Executive Committee and shall report to the Vice-President Administration, and shall be available for reporting directly to Council when necessary.
- d. Should the manager of the Phoenix be unable to fulfill her/his contract the position of “Manager of Phoenix” shall be opened for general competition.
- e. All candidates for manager shall be considered by the Vice-President Administration and President.

ARTICLE XVIII - STAFF POSITIONS AND PERSONNEL POLICIES

- a. All employment positions of the Association must be approved by the Board.
- b. Each employment position created by the Association must have terms of reference and an explicit job description prepared by the Executive Officers or by an appointed Officer of the Association and shall be approved by the Board.
- c. The Executive Officers or appointed Officers of the Association shall determine the Association's requirements and make recommendations to the Board to create such positions as are deemed necessary.
- d. Staff positions shall be open to Members and others, and compensation shall be determined, in negotiation, by the Board.
- e. The President shall be the official representative of the Association to all employees of the Association.

ARTICLE XIX - CONFLICT OF INTEREST

- a. A conflict of interest arises when a current member of Council, the Board, or a Committee has or could be seen to have the opportunity to use the authority, knowledge, or influence derived from her or his position to benefit improperly the member or another person. Such situations include, but are not limited to, the following:
 - i. Participating as a Director, Officer, or in any other capacity in the management of a firm which is a supplier of materials or services for the Association; or
 - ii. Having personal financial dealings with an individual or company whose business with the Association involves the member's sphere of responsibility; or
 - iii. Participating in the hiring or contract review process affecting an immediate relative (i.e. a spouse, parent, in-law, sibling, child or step-child); or
 - iv. For Directors, taking part in draws or lotteries organized by the Association or Phoenix; or
 - v. For members of the Phoenix Executive Committee, taking part in draws or lotteries sponsored by the Phoenix.
- b. If any Member or employee should be faced with a situation involving an existing or potential conflict of interest, or should be in doubt about the application of these policies, she or he shall report the situation to the President, or the chairperson of the Committee, as appropriate. The disclosure of the potential conflict of interest may be given orally or in writing.
- c. On hearing of a potential conflict of interest, the presiding officers listed above shall:
 - i. Determine that no conflict of interest exists or will exist; or
 - ii. Find that a conflict of interest exists, and reach agreement with the members involved by which that conflict can be removed or avoided.
 - iii. Possible courses of action to be taken include but are not limited to the following:
 - A. Requiring the individual to abstain from discussion on the issue;
 - B. Requiring the individual to abstain from voting on the issue and to request that the abstention be noted in the minutes; or
 - C. Asking the individual to excuse himself/herself from any meeting during which the conflict arises; or
 - D. Requiring the individual to withdraw from the activity or the situation during which the conflict arises.
- d. Failure to disclose a potential conflict of interest constitutes ground for disciplinary procedures.

ARTICLE XX - DISCLOSURE OF INFORMATION

1 Open Information Policy

The Association espouses an open information policy. In accordance with this policy:

- a. Meetings of the Council, Board, and Committees shall be open for attendance by any Member or staff. Guests (who are not Members) are not entitled to join the discussion but may be allowed to address the meeting at the discretion of the meeting. Meetings shall be convened in-camera when dealing with confidential matters such as, but not restricted to, individual matters, disciplinary actions, legal and business critical issues.
- b. All minutes of the Council or the Board, and, where compiled, of Committees, shall be available to all interested parties, with the exceptions noted below.
- c. Upon request of a Member, the President must confidentially reveal all details of employee salaries. This may be done in person or at a meeting of the Council or the Board.
- d. For the purposes of this Bylaw, “confidential minutes” means “non-public records taken during a meeting of Council, the Board, or any Committee of the Association”.
- e. Confidential minutes may be viewed only by Members.
- f. Confidential minutes must be viewed in the presence of an Executive Officer. No notes may be taken or copies made of these minutes. In addition, the contents of confidential minutes must not be discussed with any person who is not eligible to view the confidential minutes. Confidential minutes must only be discussed in non-public environments.
- g. Employees of the Association are entitled, in the presence of an Executive Officer, to examine their own personnel files.
- h. Matters pertaining to the sensitive academic and administrative problems of individuals shall be considered the private property of the individuals.

ARTICLE XXI - FINANCIAL POLICY

1 Fiscal Year

The fiscal year of the Association shall be from the first day of June of any given year to the thirty-first day of May of the following year.

2 Borrowing and Granting of Security

The Association may:

- a. Borrow money on the credit of the Association;
- b. Issue, sell or pledge securities of the Association; or
- c. Charge, mortgage, hypothecate or pledge all or any of the property of the Association including book debts and unpaid calls, rights, powers, franchises and undertaking, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Association.

3 Cheque Signing

All cheques, other bills of exchange and notes of indebtedness issued by the Association shall be signed by any two (2) of the following five (5): the Vice-President Administration, President, Vice-President Internal, Vice-President Services and/or authorized office personnel. Notwithstanding anything else in this Bylaw no one may sign a cheque in which that person is the beneficiary or recipient of the funds.

4 Banking

All monies of the Association shall be deposited to the credit of the Association in such bank or other financial institution as the Board may determine.

5 Financial Reports

The Vice-President Administration shall present a Financial Report to all Members at the Annual General Meeting.

6 Budget

- a. The President shall prepare an annual budget for the Association.
- b. The Board shall submit for approval at the Annual General Meeting a budget for the coming fiscal year.
- c. If, for any reason, an Annual General Meeting has not approved a budget before the commencement of a fiscal year, the Board may authorize that expenditures may be made

and liabilities may be incurred on the basis of the budget for the previous fiscal year, until the new budget is approved.

- d. No officer or employee of the Association shall make any disbursement or incur any liability in contravention of the budget approved by the Annual General Meeting.
- e. Notwithstanding paragraph 6(d), the Board may authorize variations in the budget approved by the Annual General Meeting if the amount varied does not exceed \$3,000 in total during the financial year.

7 Auditors

An independent external agent, appointed by the Members, shall prepare a statement of the Association's financial position for the preceding year. This report shall be presented at the Annual General Meeting.

8 Authorization of Expenditures

- a. The President and the Vice-President Administration are required to sign for any withdrawal of funds from the Association's account.
- b. Notwithstanding the above, the Phoenix account requires two signatures, one of the above-listed signatories with the addition of the authorized Phoenix signatory.
- c. The President and the Vice-President Administration are required to sign any loan agreements.
- d. The President shall sign all contracts on behalf of the Association, unless otherwise determined by the Board.
- e. The fee(s), excluding the health and dental insurance fee, to be levied on full and part-time members of the Association shall be set at a General Meeting or by referendum.

9 Development Funds

- a. The Association shall maintain a permanent Development Fund to provide travel grants for individual Members presenting at, or attending, academic conferences related to their field of study and conference grants for individual Members or groups of Members, through their Faculty Association or not, hosting graduate student sponsored academic conferences on campus, which are of benefit to graduate students.

10 Indemnity

- a. Every Director and Executive Officer or employee undertaking any action or liability on behalf of the Association, either within the scope of her/his office or with express authority of the Association, shall be indemnified and saved harmless out of the funds of the Association from and against:

- i. all costs, charges, and expenses sustained or incurred in relation to the affairs of the Association, and
- ii. with respect to any action, suit or proceeding brought against her/him for any act or thing done or permitted by her/him in the execution of her/his duties, unless such costs, charges, damages or expenses are occasioned by her/his own wilful neglect or default.

11 Record-Keeping

- a. The Association shall cause to be kept proper books of account and accounting records with respect to all financial and other transactions of the Association and, without derogating from the generality of the foregoing, records of
 - i. all sums of money received and disbursed and the matters with respect to which receipt and disbursement took place;
 - ii. its sales and purchases;
 - iii. its assets and liabilities; and
 - iv. all other transactions affecting its financial position.
- b. Such books of account and accounting records shall, during normal business hours, be open to inspection by any Director and shall be kept at the head office of the Association.
- c. The Association shall cause minutes of all proceedings at meetings of the Members or Directors to be entered in books kept for that purpose.
- d. The Association shall cause the following documents and registers to be kept:
 - i. A copy of the Letters Patent and of any Supplementary Letters Patent issued to the Association.
 - ii. All bylaws and special resolutions of the Association.
 - iii. A register of Members in which are set out the names alphabetically arranged of all persons who are Members or have been within ten years Members of the Association and the address of every such person while a Member.
 - iv. A register of Directors in which are set out the names and addresses of all persons who are or have been Directors of the Association with the several dates on which each became or ceased to be a Director.
- e. Such minutes, documents and registers shall be kept at the head office of the Association, and shall, during normal business hours, be open to inspection by:
 - i. any Director; and

- ii. the Members or any creditor, and any of them may make extracts therefrom, provided that no Member or creditor shall make or cause to be made a list of all or any of the Members, unless the person has filed with the Association an affidavit in the form specified by the Act

12 Dissolution

Upon the dissolution of the Association and after payment of all of its debts and liabilities, its remaining property or a part of that property shall be distributed or disposed of to the Crown in right of Ontario or its agents, the Crown in right of Canada or its agents, municipal corporations, charitable organizations or organizations whose objects are beneficial to the community.

ARTICLE XXII - REFERENDA

1 Responsibility

The CRO shall be responsible for all aspects of referenda.

2 Chief Returning Officer Limitations and Honorarium

- a. The CRO may not be a candidate or have a primary role in any organization officially taking part in a referendum campaign.
- b. The Association will pay the CRO an honorarium pursuant to Article XII, Section 7.

3 Responsibilities of the Chief Returning Officer

The CRO shall be responsible for the following:

- a. To act as the official representative of the Association in matters pertaining to referenda; and
- b. To organize all referenda; and
- c. To ensure that the procedure is duly followed; and
- d. To call for referenda committees; and
- e. To develop the ballot and the definition of “spoiled ballot”; and
- f. To announce the time, date and voting procedures; and
- g. To organize a staff of volunteers to assist the CRO in any or all aspects of referenda; and
- h. To compile the results; and
- i. To announce the official results to referenda committees, Council, the Members and the media; and
- j. To submit a report to the Council or General Meeting; once that report is adopted, it will be filed in the archives of the Association.

4 Referenda

The present procedure must be respected for the results of a referendum to be recognized as the decision and/or official position of the Members.

5 Calling Referenda

Referenda may be called by the following means:

- a. A two-thirds (2/3) majority vote of Council, or by a petition signed by ten percent (10%) of the Members, representing at least three (3) different Faculty Associations with no more than seventy-five percent (75%) of the minimum coming from any one Faculty.
- b. A referendum must take place no sooner than thirty (30) days (exempting the months of August and December from this calculation) from the time it is called.
- c. Council must determine and approve the referendum questions at the meeting at which it calls the referendum, or at the Council meeting following the call of a referendum by way of petition.
- d. No later than five (5) days after the referendum questions are approved, the Association must inform the Members of the nature and date of the referendum.

6 Minimum Period Between Referenda

In order for the Council to call a referendum, the Association may not have held a valid referendum on the same or nearly the same question within the previous twelve (12) months.

7 Referenda-Specific Rules

- a. The CRO shall decide before the votes are counted whether the referendum has been properly conducted.
- b. The CRO shall present the decision regarding validity/invalidity of the conduct of the referendum to Council for procedural ratification:
 - i. If valid, the results of the voting shall be binding on the Association;
 - ii. If invalid, Council will hold a re-run of the referendum at a later date.

8 Referenda Campaign Committees

- a. Only one campaign committee for the 'yes' side and one campaign committee for the 'no' side will be permitted to officially participate in a referendum campaign. Each campaign committee must be chaired or co-chaired by a Member.
- b. To obtain official status, each campaign committee must register with the CRO. For a referendum, registration will proceed on a first-come, first-serve basis and will open twelve (12) days after the referendum has been called and close the day before the referendum campaign begins. Each campaign committee must submit the name(s) of the chair or co-chairs, the name of the committee members and a committee platform (maximum length: 500 words).

9 Advertisements

- a. Advertisements shall be placed:

- i. On campus bulletin boards one month prior to the final voting date;
 - ii. In University publications one week prior to the voting date; and
 - iii. On the Association's web page.
- b. Advertisements shall consist of dates of voting, hours of voting, the referendum question(s) and the name of the Association.

10 Campaigning

- a. No campaigning may be undertaken other than during the designated campaign period. The campaign period for a referendum shall be limited to two (2) weeks and immediately precede the voting period.
- b. Campaigning is defined as any action committed by a campaign committee, or any action committed at their behest, that is designed to influence voters.
- c. All forms of media may be used during the campaign period.
- d. During the campaign period, no campaign sign may be removed from any posted location without the authorization of the CRO.
- e. Neither the Association office nor the Phoenix may be used in the preparation or dissemination of campaign material, except with the agreement of all campaign committee members and the CRO.
- f. The CRO shall organize at least one official debate or information session during the campaign period.
- g. No active campaigning shall take place during the voting period. Notwithstanding Article XXII, Section 14(d), all existing posters signs or other campaign material may remain,

11 Campaign Spending Limits

A spending reimbursement of \$200 per campaign committee will be provided by the Association. Spending in excess of \$200 per committee is the responsibility of the committee and must be agreed upon by the CRO and the Committee chairs.

12 Publicity Regulations

- a. Each campaign committee must comply with posting regulations of McMaster University and the Association. All printed material having reference to any referendum shall include, in a legible form, the name of the campaign committee that sponsored it.
- b. Campaign materials must not be libellous, racist, sexist, homophobic or discriminatory in any way.

- c. Each campaign committee is limited to 400 posters in total.

13 Rules for Debates

Each campaign committee is limited to a 10-minute presentation. Forty-five (45) minutes will be allotted to questions from the floor; this can be extended at the discretion of the CRO. Official campaign committee representatives shall not be permitted to ask questions regarding the campaign in which they are implicated. The debate shall be moderated by a chairperson and a time keeper, both Members and appointed by the CRO. The chairperson will not consider points of order of any kind. All questions shall address election issues. Other questions may or may not be entertained at the discretion of the chairperson.

14 Voting

- a. An online voting system shall be used during a three (3) consecutive day period determined by Council.
- b. Voting shall be open from 10:00 a.m., on the first day and run until 6:00 p.m. on the last day of the referendum.
- c. Proxy voting shall not be allowed.
- d. There shall be no interference in the process of voting during the referendum.

15 Ballot Format and Counting

- a. The organization of the ballot shall adhere to the format and restrictions as outlined in the standard resolution
- b. Quorum for any referendum question shall be five percent (5%) of all eligible voters.
- c. A plurality of unspoiled ballots cast will decide the fate of any referendum.
- d. Each referendum committee shall be allowed one scrutineer who may not participate as an authorized counter.
- e. In the event of a tie, the tie shall be broken by a vote by Council.

16 Violations

In addition to the conditions stipulated in these By-Laws, the following shall be considered to be violations of referendum procedure:

- a. The making or publishing of any false statement of fact, by an official from a campaign committee, of the personal character or conduct of a campaign committee or one of its representatives;

- b. The direct or indirect offer, procurement or provision of, or promise to procure or provide, money, valuable consideration, office, employment or alcoholic drink to induce any person to vote or refrain from voting;
- c. The acceptance, reception of, or agreement to accept or receive, money, valuable consideration, office, employment or alcoholic drink in exchange for the promise to vote or refrain from voting;
- d. The wilful vote or attempt to vote more than once in a referendum; and
- e. The violation, or attempt to violate, the principle of secrecy of the vote.

17 Campaign Impropriety and Appeals

- a. No candidate or campaign committee may, using their own initiative and discretion, attempt to enforce the rules for referenda.
- b. The CRO shall decide on any charge of campaign impropriety, and where a violation is deemed to exist, may take the following actions:
 - i. Reduce or eliminate a referendum committee's subsidy.
 - ii. Levy a fine against a referendum committee.
 - iii. Declare a referendum to be void.
- c. Tampering with the other campaign committee's signs so as to cause their being defaced or removed will result in automatic disqualification of the campaign committee:
- d. Appeals regarding sanctions levied by the CRO shall be made in writing to the Referenda Appeal Committee within forty-eight (48) hours of the announcement of sanctions. The Referenda Appeal Committee shall render a decision and make such decision public within two (2) days following their meeting.
- e. Ballots for Association referenda shall not be discarded until after the deadline for campaign appeals has passed.

18 Validity

- a. Any Member may challenge the validity of a referendum in a written submission to the CRO within two (2) business days after the close of voting. Such submission shall contain the appellant's name, student number, telephone number and address, as well as a detailed account of the alleged reasons for invalidating the referendum.
- b. The CRO shall investigate the appeal and take appropriate action in response to the submission.

- c. When the CRO has rendered a decision on the submission, a further written appeal may be taken to the Referenda Appeal Committee within two (2) business days of the announcement of the decision.

19 Ratification of Referendum Results

The report of the CRO is to be submitted to the Council or to a General Meeting for adoption; at which point a motion will be made to adopt the report, ratify the results and destroy the ballots.

20 Referenda Appeal Committee

- a. A Referenda Appeal Committee shall be set up when a referendum is called.
- b. The Referenda Appeal Committee shall be composed of the CRO, the Council chair, and a Member at large to be nominated by Council.
- c. The Member at large shall not be part of the staff of volunteers that assists the CRO in any other aspects of referenda.
- d. The Referenda Appeal Committee is responsible for appeals regarding sanctions levied by the CRO, and shall follow the procedure detailed under Article XXII, Section 17 (d).
- e. No member of the Referenda Appeal Committee can be an advocate, or within reasonable time of the referendum, was an advocate, for any of the parties involved in the referendum, but must remain completely objective.
- f. The decision of the Referenda Appeal Committee shall be final.

ARTICLE XXIII - GENERAL ELECTIONS

1 Responsibility

The CRO shall be responsible for all aspects of elections.

2 Chief Returning Officer Limitations and Honorarium

- a. The CRO may not be a candidate or have a primary role in any organization officially taking part in an electoral campaign.
- b. The Association will pay the CRO an honorarium pursuant to Article XII, Section 7.

3 Responsibilities of the Chief Returning Officer

The CRO shall be responsible for the following:

- a. To act as the official representative of the Association in matters pertaining to elections; and
- b. To organize all elections; and
- c. To ensure that the procedure is duly followed; and
- d. To call for electoral nominations; and
- e. To announce candidates; and
- f. To develop the ballot and the definition of “spoiled ballot”; and
- g. To announce the time, date and voting procedures; and
- h. To organize a staff of volunteers to assist the CRO in any or all aspects of elections; and
- i. To work with the polling service provider to compile the results; and
- j. To announce of the official results to the candidates, Council, the membership and the media; and
- k. To obtain the Members’ ratification of the election results, where appropriate; and
- l. To submit a report to the Council or General Meeting; once that report is adopted, it will be filed in the archives of the Association; and
- m. To ensure that the procedure for the destruction of ballots is properly followed by Council or by a General Meeting; and
- n. To brief the candidates on proper election policies and procedures.

4 General Elections

- a. A General Election shall be held once each year in March (as close to the third week of March as possible) and at other times as necessary.
- b. All Members, with the exception of Honorary Members and Associated members, shall be eligible to vote.

5 Nominations for General Elections

- a. Nominations for the positions of President and Vice-Presidents shall be open a minimum of five (5) weeks before the first date of the election, and closed a minimum of two (2) weeks before the first date of the election. This must be advertised to all Members. Appeals regarding the validity of a nomination shall be made in writing to the CRO no later than twenty-four (24) hours after the close of nominations. The CRO shall render a decision before the beginning of the campaign period.
- b. In the event that no nominations for a position are received by the CRO by the close of nominations, nominations for that position shall be reopened prior to the election.
- c. In the event that no nominations are received by the end of the second nomination period, a by-election shall be held. Nominations shall be opened for a specific time after which the Annual General Meeting shall elect a suitable candidate, as outlined in Article XXIII, Section 17 (a).

6 Advertisements

- a. Election advertisements shall be:
 - i. Placed on the Association's web page.
 - ii. Distributed to the Members directly through McMaster email.
- b. Advertisements shall consist of dates of voting, hours of voting, online voting procedure, the candidates' names and the name of the Association.

7 Campaigning

- a. No campaigning may be undertaken other than during the designated campaign period.
- b. The campaign period for a general election shall begin two days after nominations close and shall immediately precede the voting period. However, no active campaigning shall take place during the voting period.
- c. Campaigning is defined as any action committed by a candidate, or any action committed at their behest, that is designed to influence voters.
- d. All forms of media may be used during the campaign period.

- e. During the campaign period, no campaign sign may be removed from any posted location without the authorization of the CRO.
- f. Neither the Association office nor the Phoenix may be used in the preparation or dissemination of campaign material, except with the agreement of all candidates and the CRO.
- g. Notwithstanding section 10(e) of Article XXIII, all existing poster signs or other campaign material may remain during the campaign period.
- h. The CRO shall organize at least one official debate between candidates during the campaign period, unless all candidates are unopposed and unanimously agree to forego the process.

8 Publicity Regulations

- a. Each candidate must comply with the posting regulations of McMaster University and the Association.
- b. Campaign materials must not be libellous, racist, sexist, homophobic or discriminatory in any way.
- c. Each candidate is limited to 50 posters in total.

9 Rules for Debates

Each candidate is limited to a 10-minute presentation. Forty-five (45) minutes will be allotted to questions from the floor; this can be extended at the discretion of the CRO. The debate shall be moderated by a chairperson and a time keeper, both Members and appointed by the CRO. The chairperson will not consider points of order of any kind. All questions shall address election issues. Other questions may or may not be entertained at the discretion of the chairperson.

10 Voting

- a. A secret ballot shall be held.
- b. Voting shall take place over three consecutive days through an online voting system or equivalent.
- c. Voting shall be open from 10:00 a.m., on the first day and run until 6:00 p.m. on the third day.
- d. Proxy voting shall be allowed. A Member may only receive the proxy for a maximum of one (1) other Member.
- e. There shall be no interference in the process of voting during the election.

11 Ballot Format and Counting

- a. The organization of the ballot shall adhere to the format and restrictions as outlined in the standard resolution.
- b. General elections shall have no quorum.
- c. A plurality of unspoiled ballots cast will decide the fate of any election.
- d. In the event of a tie, the tie shall be broken by a vote by Council.

12 Violations

In addition to the conditions stipulated in this Bylaw, the following shall be considered to be violations of electoral procedure:

- a. The making or publishing of any false statement of fact, by a candidate of the personal character or conduct of a candidate or one of its representatives;
- b. The direct or indirect offer, procurement or provision of, or promise to procure or provide, money, valuable consideration, office, employment or alcoholic drink to induce any person to vote or refrain from voting;
- c. The acceptance, reception of, or agreement to accept or receive, money, valuable consideration, office, employment or alcoholic drink in exchange for the promise to vote or refrain from voting;
- d. The wilful vote or attempt to vote more than once in an election (save and except as a proxy); and
- e. The violation, or attempt to violate, the principle of secrecy of the vote.

13 Validity

- a. Any Member may challenge the validity of an election in a written submission to the CRO within two business days after the close of voting. Such submission shall contain the appellant's name, student number, telephone number and address, as well as a detailed account of the alleged reasons for invalidating the election.
- b. The CRO shall investigate the appeal and take appropriate action in response to the submission.
- c. When the CRO has rendered a decision on the submission, a further written appeal may be taken to the Election Appeal Board within two (2) business days of the announcement of the decision.

14 Electoral Winners

- a. The election results must be ratified by a resolution passed by a majority of the votes cast at a General Meeting of which notice specifying the intention to pass such resolution has been given.
- b. The new Executive Officers shall sign a “Consent to Act,” as a means to confirm their qualification as Directors and swear they will faithfully fulfill their duties to the Association.
- c. Actual transfer of signing authority and responsibilities of the Executive Officers shall take place on the first of May, at which time the retiring Executive Officers shall formally hand over office to the incoming Executive Officers.

15 Campaign Expenses and Subsidy

- a. There will no compensation for campaign expense.

16 Election Appeal Board

- a. An Election Appeal Board shall be set up if required.

17 By-Elections

- a. In the event that no nomination is received before the end of the nomination period or the position becomes vacant other than through the normal retirement of the Officer, the Board will then be responsible to nominate an eligible Member to that position, subject to ratification by Council. The successful candidate must still run in a by-election.
 - i. Interim elections for Executive Officers shall be conducted by secret ballot at the next council meeting.
- b. The following procedure shall be followed for by-elections
 - i. The date of the by-election, eligibility requirements, and duties of the vacant Executive Officer position shall be advertised at least one week prior to the by-election, generally occurring in the month of October.
 - ii. Nominations shall be accepted until 6:00pm on the last day of the nomination period.
 - iii. The term of the vacant Executive Officer position shall last until April 30th, to align with the end of the other Executive Officers terms.
 - iv. If only one nomination is received, there shall be a yes/no vote.
 - v. In the event that no nomination is received, the Board will then be responsible to nominate an eligible Member to that position, subject to ratification by Council.

- c. The by-election results must be ratified by a resolution passed by a majority of the votes cast at a General Meeting of which notice specifying the intention to pass such resolution has been given (Should one follow within the candidate's term).

ARTICLE XXIV - OTHER ELECTIONS

1 Chief Returning Officer

- c. Candidate(s) for the position of CRO shall be nominated by the Board. In the event that the Board nominates a single candidate, this nomination must be ratified by a majority of voting Councillors at the next Council Meeting. Where there is more than one candidate, an election by secret ballot shall be held.
- d. In the event that the CRO's position is not filled, the President shall nominate a new CRO prior to the next Council meeting.

ARTICLE XXV - POLICY OF THE ASSOCIATION

1 General Description

Policy positions established in accordance with Article XXV, Section 2 are the sole official policy positions the Association can take, and they stand until revoked as per Article XXV, Section 2(c).

2 Establishment of Policy at Meetings of Council

- a. Policy proposals may be submitted by Members or Directors.
- b. Notice of all the substance of a policy proposal must be received by Council at least two (2) weeks before a meeting of the Council at which the proposal is to be introduced so that one (1) week notice can be made to Councillors. The declaration by Council that due notice has or has not been received will be held to be sufficient proof of such notice or lack thereof.
- c. In order to amend or revoke an established Association policy, procedures regarding notice, distribution, and consideration shall conform with the regulations set out in Sections 2(a) and (b) above.
- d. Policy may be enacted, amended or repealed by a three-quarters (3/4) vote at a meeting of Council, provided sufficient notice has been given as per Sections 2(a) and (b) of this Article.

3 Policy Manual

All policy of the Association shall be compiled in a Policy Manual, to be updated regularly and kept in the Association office.

4 Distribution of Association's Policy Manual

The Association's Policy Manual shall be provided to any member of the Association upon written request.

5 Classification of Policy

Each policy in the Association's Policy Manual shall state whether it was adopted by a vote of the Board in a Board meeting, by a vote of Council in a Council Meeting or by a vote of the Members in a General Meeting or referendum.

ARTICLE XXVI - STANDING RESOLUTIONS OF THE ASSOCIATION

1 General Description

Standing Resolutions pertain to the internal operations of the Association. They appear as an appendix to the By-Law of the Association. Only Standing Resolutions established in accordance with Article XXVI, Section 1 shall stand as operational policy for the Association.

- a. Standing Resolutions may be enacted, amended or repealed by a three-quarters (3/4) vote at a meeting of the Council, or a two-thirds (2/3) vote at a General Meeting.
- b. Standing Resolutions automatically come into force at all subsequent meetings until revoked or amended.
- c. All Standing Resolutions shall be identified as such and appended to copies of this Bylaw.

ARTICLE XXVII - BYLAW AMENDMENTS

1. The Bylaw of the Association shall only be amended in accordance with the provisions of sections 129 and 130 of the *Act* and this Article.
2. Any new bylaws or amendments or revisions to the existing Bylaw passed by the Directors in accordance with the provisions of section 129(1) of the *Act* and this Article shall be submitted to a General Meeting of the Members for approval within twelve (12) months from the date of having been passed by the Directors.
3. The President shall call a General Meeting of the Members within twelve (12) months from the date that the Directors change the Bylaw for the purposes of the consideration of the approval of the changes to the Bylaw by the General Meeting of the Members.
4. In the event that the General Meeting of the Members does not approve the changes to the Bylaw or the General Meeting of the Members is not held within twelve (12) months for the consideration of the changes to the Bylaw, the changes to the Bylaw cease to have effect at and from that time, and in either case, no new Bylaw of the same or like substance has any effect until confirmed at a General Meeting of the Members.
5. The requirement that a General Meeting of the Members approve changes to the Bylaw within twelve (12) months may be dispensed with where the changes to the Bylaw are approved by a three quarters (75%) majority vote by the Council within twelve (12) months from the date that the Directors change the Bylaw.
6. In the event that the Council does not approve of the changes to the Bylaw, the changes to the Bylaw cease to have effect at and from that time, and in either case, no new Bylaw of the same or like substance has any effect until confirmed at a General Meeting of the Members.
7. Changes to the Bylaw made pursuant to the provisions of section 5 of this Article must still be approved by a General Meeting of the Members in accordance with section 129(2) of the *Act*.
8. Any Bylaw passed at any time during an Association's existence may, in lieu of confirmation at a General Meeting, be confirmed in writing by all the Members entitled to vote at such meeting.

ARTICLE XXVIII – DEFINITIONS AND INTERPRETATION

1 Definitions

In this Bylaw of the Association, unless the context otherwise requires:

- (a) “Act” means the *Corporations Act*, R.S.O. 1990, Chapter. 38, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) “Board” means the Board of Directors of the Association;
- (c) “Bylaw” means this Bylaw and any other by-law of the Association as amended and which is, from time to time, in force and effect;
- (d) “Chair” means the chairperson of the Council;
- (e) “Council” means the Faculty Representative Council of the Association;
- (f) “Councillor” means a member of the Faculty Representative Council of the Association;
- (g) “CRO” means the Chief Returning Officer of the Association;
- (h) “Director” means a member of the Board;
- (i) “Executive Officers” means the President, Vice-President External, Vice-President Internal, Vice-President Services and Vice-President Administration of the Association;
- (j) “Faculty” means a graduate school or department of the University;
- (k) “Faculty Association” means an association comprised of all Members within a particular academic faculty or school as established by the School of Graduate Studies.
- (l) “Federation” means the Graduate Students Association of Canada;
- (m) “General Meeting” includes an Annual General Meeting and a Special General Meeting of the Association;
- (n) “Letters Patent” means the original or supplementary letters patent or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;
- (o) “Member” means a member of the Association pursuant to Article II of the Bylaw;
- (p) “Membership” means the members of the Association;
- (q) “Officer” includes an Executive Officer of the Association;
- (r) “Phoenix facilities” means the graduate student restaurant operated by the Association;
- (s) “Proxy” means a form of proxy by means of which a Member has appointed a person as the Member’s nominee to attend and act for the Member and on the Member’s behalf at a meeting of Members;
- (t) “School of Graduate Studies” is the office which registers the graduate students at the University;
- (u) “Special General Meeting” includes a meeting of any class or classes of Members and a special meeting of all Members entitled to vote at an Annual Meeting of members, at which special business is to be transacted;
- (v) “Special Resolution” means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds of the votes cast at a General Meeting of the Members duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the Members entitled to vote at such meeting.
- (w) “Standing Resolution” means a resolution containing the operational policy for the Association;
- (x) “Undergraduate Student Union” means the McMaster Students Union; and

- (y) “University” means McMaster University.

2 Interpretation

- a. This Bylaw shall be interpreted in accordance with the following unless the context otherwise specifies or requires:
- i. All terms which are contained in the Bylaw of the Association and which are defined in the Act, shall have the meanings given to terms in the Act;
 - ii. The use of the singular number shall include the plural and vice versa, the use of gender shall include the masculine, feminine and neuter genders, and the word “person” shall include an individual, a trust, a partnership, a body corporate or public, an association or other incorporated or unincorporated entity;
 - iii. The headings in the Bylaw are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
 - iv.. Any references herein to any law, bylaw, rule, regulation, order or act of any governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.
- b. In addition, the following procedures shall be used for interpreting this Bylaw:
- i. Any dispute over interpretation of the Bylaw shall be referred to the Council Chair who shall make a ruling. The Chair’s ruling shall be delivered to the Board in writing within three (3) weeks of the Chair’s receipt of the request for a ruling.
 - ii. Any interpretation of the Bylaw made by the Council Chair outside Council meetings shall be reported to the Council at its next meeting.
 - iii. In all circumstances where the Chair’s ruling is disputed, Council shall make the final and definitive decision.
- c. The rules contained in Robert’s Rules of Order shall govern meetings in all cases in which they are applicable, and in which they are not inconsistent with the Bylaw and standing resolutions of the Association, or any rules of order that may be enacted from time to time. The interpretation of the rules is left to the discretion of the Chair.
- d. The Association shall also maintain policy documents for any areas not covered in this Bylaw. Changes to those policy documents will be directed by the Board and approved by the Council in a manner outlined in those policy documents.