



**King's University College Students' Council**  
**BY-LAW #1**

**EFFECTIVE:** November 23<sup>rd</sup>, 2014 **SUPERSEDES:** April 5<sup>th</sup>, 2014

**AUTHORITY:** Council **RATIFIED BY:** Council  
November 23<sup>rd</sup>, 2014

- **RELATED DOCUMENTS:**

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**BY-LAW #1**  
**of**  
**KING'S UNIVERSITY COLLEGE**  
**STUDENTS' COUNCIL**



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#### PURPOSE:

A By-law relating generally to the conduct of business and affairs of the King's University College Students' Council.

#### 1. DEFINITIONS AND INTERPRETATION

- 1.1. In this By-Law and all other By-Laws and resolutions of the Corporation, unless otherwise stated or the context requires otherwise:
- (1) **"Academic Year"** means the period between September 1<sup>st</sup> of any calendar year until April 30<sup>th</sup> of the following calendar year;
  - (2) **"Administration"** means the permanent administrative staff employed by King's University College at Western University;
  - (3) **"Act"** means the Corporations Act, R.S.O 1990, as amended from time to time, and every statute that may be substituted for it and, in the case of such substitution, any references in the By-Law to provisions of the Act shall be read as references to the substituted provision in the new statutes;
  - (4) **"Annual General Meeting"** means the annual meeting of the members, that is not a General Meeting and that follows the guidelines as set out in By-Law #1;
  - (5) **"Board"** means the board of directors of the King's University College Students' Council;
  - (6) **"Board Term"** means the annual term of the Board, which shall coincide with the corporation's fiscal year, commencing May 1<sup>st</sup> and ending April 30<sup>th</sup> of any given calendar year.
  - (7) **"BOD"** refers to the Board of Directors at King's University College at the University of Western Ontario.
  - (8) **"By-Laws"** means the By-Laws relating to the transactions and affairs of the Corporation, including By-Law #1 and By-Law #2 and any other By-Law adopted by the Corporation;
  - (9) **"Club"** means any organization ratified under the KUCSC Clubs Policy;
  - (10) **"Corporation"** means the King's University College Students' Council (KUCSC), a corporation without share capital incorporated under the Act;
  - (11) **"The Council"** means the legislative branch of the King's University College Students' Council and includes all of the Members;
  - (12) **"day"** shall include any day or days of the week, except for statutory holidays;
  - (13) **"Director"** means a voting director of the Corporation;



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- (14) **“Duly Called Meeting”** means a meeting of Council called pursuant to the notice provisions in this By-Law, regardless of whether or not the meeting meets quorum;
- (15) **“Duly Constituted Meeting”** means a Duly Called Meeting of Council where quorum is met pursuant to the notice provisions in this By-Law;
- (16) **“the Executive” or “KUCSC Executive”** means the executive branch of the KUCSC, as described in section 7.00;
- (17) **“*ex-officio*”** means a member by virtue of her office;
- (18) **“GCOC”** means the Governance and Council Operations Committee
- (19) **“General Meeting”** means a Duly Called Meeting that is not the Annual General Meeting;
- (20) **“Legislative Session”** means the sitting of the Council, which shall be from the ratification of the newly elected Council during the second part of the Annual General Meeting, until the dissolution of that Council during the second part of the Annual General Meeting of the following year;
- (21) **“Letters Patent”** means the letters patent of the Corporation, as amended and supplemented by supplementary letters patent;
- (22) **“Material Change”** means a change that alters the substance of any Policy or Procedure but does not include any grammatical and spelling changes;
- (23) **“Member”** refers to an individual holding any membership class of the Corporation;
  - i. **“Ordinary Member” or “Voting Member”** means any individual who holds a position listed in subsection 4.03(2) and who has full voting rights at Council;
  - ii. **“Resource Member”** means any individual who holds a position listed in subsection 4.03(3) and who does not have voting rights at Council.
- (24) **“Observer”** means any individual who is not a Member and who is in attendance at a meeting of Council.
- (25) **“person”** includes an individual, a body corporate, corporation, company, partnership, syndicate, trust, unincorporated organization and unincorporated association;
- (26) **“Policies and Procedures”, “Policy” and “Procedure”** includes any document approved by the Council or Board of Directors that regulates the transactions and affairs of the Corporation, excluding any By-Laws and Letters Patent;
- (27) **“Residence”** means a habitation, operated by the University, housing a community of students during any particular Academic Year;



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- (28) **"Simple Majority"** means more than half of the votes cast, excluding blanks and abstentions;
- (29) **"Standing Committee"** shall be the standing committees of Council or Board of Directors outlined herein;
- (30) **"Strategic Vision"** means the Corporation's long-term strategic vision, which may also be referred to as a long-term strategic plan;
- (31) **"Student"** means any individual undergraduate student of Western University or an Affiliate, regardless of full, part time, or special status;
- (32) **"Two-Thirds Vote"** means at least Two-Thirds (2/3) of the votes cast, excluding blanks and abstentions; and,
- (33) **"University"** means King's University College at Western University.

#### 1.2. Other definitions

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

#### 1.3. Headings

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

#### 1.4. Interpretation

- (1) Words, phrases, or sentences written in singular form include the plural.
- (2) Words, phrases, or sentences written in feminine include the masculine.
- (3) Wherever the terms "includes", "include" or "including" are written in the By-Laws, the Policies or the Procedures, they shall be deemed to be followed by the words: "without limitation".

## 2. APPLICATION

- 2.1. This By-Law applies to all transactions and affairs of the Corporation.
- 2.2. The transactions and affairs of the Corporation shall be governed in order of preference by:
  - (1) the Act,
  - (2) the Letters Patent,
  - (3) the By-Laws; and,
  - (4) the Policies and Procedures.



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2.3. To the extent that any conflict exists between the provisions of the By-Laws and the provisions of either the Act or the Letters Patent exists, the provisions of the Act or Letters Patent shall take precedence.

2.4. To the extent that any conflict between the provisions of the By-Laws, and the Policies or the Procedures exists, the provisions of the By-Laws shall take precedence.

### 3. THE CORPORATION

#### 3.1. Head Office

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

#### 3.2. Corporate Seal

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

#### 3.3. By-Laws

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

#### 3.4. Policies and Procedures

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

#### 3.5. Strategic Vision

(1) The Council shall enact a Long-Term Plan to stand as a reference document for the Corporation when strategic decisions need to be made and to provide strategic direction for all facets of the Corporation. The Board shall ensure that the Corporation maintains a Long-Term Plan, and the Executive and Administration shall implement the Long-Term Plan and ensure it reflects the current status of the Corporation. The Strategic Vision shall stand for three (3) years. The Management and Executive shall review the Strategic Vision annually, and make adjustments as necessary.

#### 3.6. Books and Records



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- (1) The Board of Directors shall ensure or cause to ensure that all necessary books and records of the Corporation required by law and by this By-Law are regularly and properly kept.
- 3.7. Signing Authority
  - (1) The Executive shall appoint Signing Officers and Financial Signing Officers of the Corporation.
- 3.8. Signing of Cheques and Instruments
  - (1) Except as provided herein, all cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Financial Signing Officer of the Corporation, and in such a manner as shall be prescribed by the Board of Directors.
  - (2) Any two Financial Signing Officers, authorized in the manner outlined in subsection (1) may:
    - i. settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers;
    - ii. sign all the bank's forms or settlement of balances and release of verification slips; and
    - iii. endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's stamp for such purpose.
- 3.9. Execution of Contracts
  - (1) The Board of Directors shall have the authority by resolution to appoint any Signing Officers who shall be empowered on behalf of the Corporation to sign specific contracts, documents or instruments in writing or specific types of contracts, documents or instruments in writing. All contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.
  - (2) Notwithstanding any section in this By-Law, the Board of Directors may by resolution, direct the manner in which any particular instrument, contract or obligation of the Corporation shall be executed.
  - (3) All contractual matters relating to employees, except the General Manager, are within the purview of the General Manager with the following exceptions:



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- i. Any decisions that affect the initial contract for employment, the salary, or the removal of an individual for any managing director position shall be approved by resolution of the Board of Directors.
- ii. Settlement packages that exceed \$100,000 related to the termination of employment contracts shall be approved by resolution of the Board of Directors.

#### 3.10. Financial Year

- (1) Unless otherwise determined by a resolution of the Board of Directors, the financial year of the Corporation shall begin May 1<sup>st</sup> and terminate April 30<sup>th</sup> of the following calendar year.

#### 3.11. Annual Budget Process

- (1) The annual budgetary approval process of the Corporation shall be governed by The Annual Budget Policy and Procedure:
  - i. The Budget Policy must ensure that council is provided no less than eight (8) day notice of the intended budget. The Budget shall remain unaltered during these eight (8) days of notice.
  - ii. The Budget shall be voted on at the Annual General Meeting.
    - a. In the event that the budget fails, the appropriate steps shall be outlined within The Annual Budget Policy and Procedure.

#### 3.12. Spending Outside the Budget

- (1) Any expenditure over \$500 that is not explicitly approved within the Corporation's operating budget or that alters the use of funds allocated within the operating budget shall require a posted motion, subject to proper notice as outlined in this By-Law, and be approved by council
  - i. Any such approval involving amounts greater than five hundred dollars (\$500.00) shall be subsequently sanctioned or rejected by council.

#### 3.13. Auditor

- (1) An auditor may be appointed at the discretion of the Board of Directors; or,
- (2) On the recommendation of Council if brought forward through a posted motion (subject to proper notice) and passing with the support of a Two-Thirds (2/3) Vote.

#### 3.14. Borrowing





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- (1) Under no circumstance is the Board of Directors, the Executive, or Council authorized to approve unsecured borrowing of any kind.
- 3.15. Investments
  - (1) Notwithstanding any section in this By-Law, the resources of the Corporation shall never be invested or transferred into equity securities, warranties, futures or other securities, any of which are speculative nature.
- 3.16. Elections, Referenda and Plebiscites
  - (1) Unless stated otherwise, all elections, referenda and plebiscites conducted by the Corporation shall be conducted in accordance with By-Law #2.
- 3.17. Conflict of Interest
  - (1) All Members, Directors and Officers shall abide by the Corporation's conflict of interest Policy.
- 3.18. Confidentiality
  - (1) Except where expressly authorized by vote of the Board of Directors, no Member, Director or Officer may divulge to any person or use in any way that is not directly related to the activities of the Corporation any information designated as confidential by the Board of Directors or Council, or any information obtained from reading any minutes of a confidential meeting of the Board, Council or a confidential committee.
  - (2) Confidential information includes the following:
    - i. Any information about the Corporation's employees, volunteers, suppliers, contractors, licensees, agents or anyone else with whom the Corporation does business;
    - ii. any information about the legal affairs of the Corporation; and
    - iii. any information which, if disclosed, could compromise or adversely affect the Corporation.
- 3.19. Misappropriation of Corporate Property
  - (1) No Member, Director, or Officer shall use any corporate property for her own personal benefit or to generate a profit for herself.
  - (2) Corporate property shall include any corporate funds, assets, equipment and leased or owned space.
  - (3) Any Member, Director or Officer who uses corporate property in contravention of subsection (1) shall be required to remit to the Corporation any profits raised



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by the use of the property or the monetary equivalent of any benefit generated by the use of the property.

#### 3.20. Indemnification

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

#### 3.21. Directors' and Officers' Liability Insurance

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

### 4. MEMBERS

#### 4.1. There shall be two (2) classes of membership in the Corporation:

- (1) Ordinary Members; and,
- (2) Resource Members.

#### 4.2. Voting Classes

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

#### 4.3. Composition of Council

- (1) The Council shall be composed of both Ordinary Members and Resource Members.
- (2) The Voting, Ordinary Members of Council shall be:
  - i. The Speaker of Council;
  - ii. The KUCSC President;



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- iii. The Vice-Presidents Student Events and Student Affairs;
- iv. Student Representatives, consisting of
  - a. Five (5) Representatives – University Students' Council;
  - b. Two (2) Representative – King's University College Residence Council;
    - (a) The KUCRC President may hold one of these positions if when the KUCSC President makes an offer of a vote, they accept. If the voting position is accepted then the KUCRC President will be granted a voting position on the KUCSC and will be held liable to all aspects of the KUCSC attendance policy.
  - c. Two (2) Representative – First Year Off Campus Students;
  - d. Three (3) Representatives – King's College Council;
  - e. Two (2) Representatives – Second Year Students
  - f. One (1) Representative – Saint Peter's Seminary;
  - g. One (1) Representative – School of Social Work;
  - h. One (1) Representative – Mature Students;
  - i. One (1) Representative – Graduating Class Representative;
  - j. Two (2) Representatives – Modern Language Faculties; (1 enrolled in Honours French, 1 enrolled in Honours English)
  - k. Two (2) Representatives – Business, Math, Economics Faculties; (1 enrolled in Honours Economics program, 1 enrolled in Honours MOS program)
  - l. One (1) Representative – History Department;
  - m. One (1) Representative – Philosophy Department;
  - n. One (1) Representative – Political Science Department;
  - o. One (1) Representative – Psychology Department;
  - p. One (1) Representative – Religious Studies Department;
  - q. One (1) Representative – Sociology Department;
  - r. One (1) Representative – Childhood and Social Institutions Department;
  - s. One (1) Representative – Social Justice and Peace Department;
  - t. Two (2) Representatives – Affiliate Colleges Senators;



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- u. One (1) Representatives – Accessibilities; and,
- v. One (1) Representatives – International Students.

(3) The non-voting, Resource Members of Council shall be:

- i. the Chief Communications Officer;
- ii. the Chief Financial Officer
- iii. the Deputy Speaker of Council;
- iv. all commissioners and coordinators; and,
- v. the Governance Officer.

#### 4.4. Eligibility

- (1) Except as otherwise provided for herein, a Member shall be a student of King's University College and any member who ceases to be a student at King's ceases to be a member.
- (2) No individual shall be an Ordinary Member who represents a constituency to which she does not belong.
  - i. Faculty Representatives must be enrolled in the Honour's "Specialization" program of their constituency, and must maintain a minimum 70% average.
  - ii. Faculty Representatives may also be enrolled in an honours double-major, provided that the constituency they represent contains an Honour's Specialization module.

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

#### 4.6. Discipline

- (1) Any Ordinary Member, excluding Executive members, may be disciplined by Council for committing any of the following:
  - i. poor attendance pursuant to the KUCSC Attendance Policy;
  - ii. just cause, including failure to comply with her responsibilities, duties or obligations;
  - iii. theft, fraud or embezzlement of funds;
  - iv. failure to disclose a significant or continuing conflict of interest;
  - v. breach of confidentiality; and,
  - vi. misuse of corporate property.



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- (2) Executive member discipline is subject to the Governance and Council Operations Committee (GCO), as outlined by the Standing Committee Terms of Reference.
  - (3) Council may impose any of the following types of discipline:
    - i. a written warning;
    - ii. removal of the Ordinary Member; and,
    - iii. any other type of discipline provided for in the Corporation's Policies and Procedures.
  - (4) Any disciplinary proceedings shall be carried out in accordance with the following Procedure:
    - i. The Speaker shall bring a motion to discipline the Ordinary Member.
      - a. The Speaker shall determine whether or not a motion and approval from Council is necessary for a written warning to a Member.
    - ii. The motion shall refer to the type of discipline to be imposed and refer to the specific misconduct of the Ordinary Member in question.
    - iii. The Ordinary Member shall be provided with confidential notice of the motion at least three (3) days in advance of the meeting at which it is to be brought forward.
    - iv. The motion to discipline the Ordinary Member shall be affirmed by a Two-Thirds (2/3) Vote in order to take effect.
- 4.7. Any Member may be removed from Council in the following ways:
- (1) Removal of representatives by their Department,
    - i. Any Member that is removed from her position as Department representative by the Department in question or by the King's University College administration forfeits her membership in Council.
  - (2) Removal by council
    - i. Members may be removed by a Two-Thirds (2/3) Vote in favour of removal, subject to the following:
      - a. Notice of the motion for removal:
        - (a) Shall be posted by the Speaker in accordance with this By-Law;
        - (b) Shall be confidential; and,



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- (c) Shall indicate the specific misconduct of the Member in question.
  - b. The Member shall receive confidential notice of the motion at least three (3) days in advance of the meeting at which it is to be brought forward.
  - c. The meeting(s) where the removal is discussed shall be confidential.
  - d. The general Procedure provided for in subsection 4.6(4) shall be followed.
- (3) In the event of removal, the member is prohibited from holding a position on council for both the remainder of the year in which they were removed from council and for the following year. This prohibition may be appealed, and subsequently overturned by the Governance and Council Operations Committee by a Two-Thirds vote.

## 5. COUNCIL MEETINGS

### 5.1. Powers and Privileges

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

### 5.2. Minimum Number of Meetings

- (1) Throughout the Academic year there shall be:
  - i. A General Meeting at least once a month, as determined by the Speaker.
- (2) Throughout the summer months of May, June, July, and August, council is not required to hold a General Meeting.
  - i. Should circumstances dictate, a General Meeting may be called if:
    - a. The Executive Board submits a written request to the Speaker of Council call a meeting; or,



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- b. Five (5) Ordinary Members submit a written request to the Speaker of Council.
- ii. In the event that a General Meeting is called during the summer months:
  - a. A rationale, subject to approval by the Speaker of Council, must be provided to council;
  - b. Quorum shall be understood in the same manner as outlined in Section 5.07; and,
  - c. Proper notice for a summer General Meeting shall be understood to be fourteen (14) days. Notice for motions remains the same as outlined in Section (5.05).

#### 5.3. Calling Meetings

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

#### 5.4. Notice – General



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- (1) Unless otherwise stated, the following shall be sufficient for the purpose of giving notice:
  - i. Notice may be delivered in person, by mail, or by e-mail.
  - ii. Notice sent by mail shall be deemed to have been received four (4) days after it was mailed.
  - iii. Notice given in person or by e-mail shall be deemed to have been received on the day which it was sent.
  - iv. The email address of any person who is entitled to receive notice under this By-Law shall be her last address recorded on the books of the Corporation.
    - a. Unless a written request submitted to and approved by both the Speaker of Council and the Chief Communications Officer, the email address provided by the KUCSC is considered the valid address for which proper notice is understood to be given.
  - v. No error or omission in giving notice of any meeting of Members or any adjourned meeting of Members shall invalidate such meeting or make void any proceedings taken thereat and the Members may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings or had taken thereat.
- (2) Unless otherwise stated, proper notice is understood to be four (4) days.
- (3) When calculating proper notice, the day in which notice is sent and the day in which notice is given for are not counted.

#### 5.5. Notice of Motion

- (1) For the purpose of this By-Law, the following shall apply with respect to giving notice of motions:
  - i. all original motions shall require six (6) days of notice prior to any given Council meeting and, unless otherwise expressly provided for in the By-Laws, where such notice is given, the motion shall require a Simple Majority to Pass;
    - a. The deadline for motions shall be set as being seven (7) calendar days prior to the meeting date. Motions shall be due on this day at the time scheduled for the start of the meeting.
  - ii. should the notice required in subsection (i) not be given, then the motion in question will require a Two-Thirds Vote in favour of the motion to pass; and,
  - iii. in addition to any other notice provisions, notice of a motion shall be properly given if posted on the Corporation's motions board or website.





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- (2) Requirements for notice apply for both original motions and confidential motions.

#### 5.6. Attendance

- (1) Member attendance shall be regulated in accordance with the KUCSC Member Attendance Policy and shall be under the jurisdiction of the GCOC.
  - i. The GCOC shall be empowered to overturn any attendance demerit, be it allocated by the Speaker or through attendance infractions as outlined in the Member Attendance Policy. This shall include any regret sent in past a legislated deadline.

#### 5.7. Quorum

- (1) Quorum shall be one-third (1/3) of Ordinary Members, excluding the Speaker of Council, the President, the Vice-President Student Affairs, and the Vice-President Student Events.
  - i. Notwithstanding section 5.07(1), quorum for a General Meeting shall be one-half (1/2) of Ordinary Members, excluding the Speaker of Council, if:
    - a. disciplinary action towards any member of council is discussed or enacted;
    - b. amendment of any By-Laws or Policies is discussed or enacted;
    - c. financial matters exceeding one thousand dollars (\$1000.00) is voted on by council; or,
    - d. any other matter deemed by the Speaker of Council to be of similar significance is brought before council.
- (2) Any Duly Called Meeting which fails to be called to order within thirty (30) minutes of the scheduled start time for the meeting, or fails to reach quorum within thirty (30) minutes of the scheduled start time, shall be deemed a Duly Called Meeting that failed to meet quorum.
- (3) Any Duly Constituted Meeting subsequently consisting of fewer Ordinary Members than required to preserve quorum shall be adjourned.

#### 5.8. Rules of Procedure

- (1) The Speaker of Council, in consultation with the Governance Officer, shall arbitrate all disputes involving Procedures to be followed and business to be transacted by Council during a meeting. Any decision by the Speaker of Council may be overturned by the Ordinary Members by a Two-Thirds Vote.



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- (2) The rules of Procedure for Council meetings shall be determined in order of preference by:
  - i. the By-Laws, and,
  - ii. by *Robert's Rules of Order*
- (3) The Ordinary Members may, upon a Two-Thirds Vote at a Duly Constituted Meeting, adopt a motion to suspend any specified rule of Procedure expressed herein or elsewhere, except any rule or Procedure which pertains to the amendment of the By-Laws, for the duration of the meeting at which such resolution is passed.
- (4) Where the Speaker of Council is not present, the Deputy Speaker of Council shall act in her place and exercise all of the powers of the Speaker of Council.
- (5) Where both the Speaker of Council and the Deputy Speaker of Council are absent, the Ordinary Members shall elect a replacement for the period during which both the Speaker of Council and the Deputy Speaker of Council remain absent. Such replacement shall exercise all of the powers of the Speaker of Council.
- (6) Unless otherwise provided for herein, an Ordinary Member shall only cast one (1) vote.
- (7) Unless otherwise provided for in the By-Laws and unless expressly provided for by the Act or by *Robert's Rules of Order*, every question shall be decided by a Simple Majority.
- (8) Unless a poll is called for by an Ordinary Member, every question shall be decided by a show of hands. Where a poll is called, the Ordinary Member shall specify the method of polling to be used, being either a roll call or secret ballot. The call for a poll may be withdrawn.
- (9) Unless a poll has been called for, a declaration by the Speaker of Council that a resolution has been carried or not carried and an entry to that effect in the minutes of the meeting is conclusive evidence of the fact, without proof of the number or proportion of votes recorded in favour of or against such a resolution.
- (10) The calling of a poll requires the consent of six (6) Ordinary Members or twenty percent (20%) of Ordinary Members, whichever number is larger, after the request for a poll has been brought forward



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- (11) All votes cast by secret ballot shall be tabulated by the Deputy Speaker of Council or designate(s). All votes cast by roll call shall be tabulated by the Secretary of Council.
- (12) A meeting may be adjourned at any time by the Speaker of Council. In the event that a meeting is adjourned to reconvene at a stated time and place, no further notice is necessary unless it is decided otherwise by way of resolution of Council.

#### 5.9. Advance Voting and Proxies

- (1) Advance voting of any kind is strictly prohibited.
- (2) Proxies
  - i. Every member entitled to vote at a meeting of the members may be means of a proxy appoint a proxy holder, who need not be a member, as the member's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy.
  - ii. A proxy form must be signed by the Member and provided to the Speaker of Council at least 24 hours in advance of the beginning of the meeting.
  - iii. The proxy is valid only at the meeting for which it is given.
  - iv. A member may revoke a proxy by informing the Speaker of Council in writing before the last business day before the meeting.
  - v. A proxy holder has the same rights as the Member who appointed her to speak at the meeting in respect of any matter and to vote at the meeting.

#### 5.10. Minutes and Records

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

#### 5.11. Confidential Meetings

- (1) Council may in circumstances where it is determined to be necessary to serve the best interests of the Corporation, hold confidential meetings.
- (2) A confidential meeting may be held when the following issues are addressed: legal, financial, contractual or personnel issues, and any other issues which if disclosed, could compromise or adversely affect the Corporation.
- (3) The Speaker of Council shall entertain a request to hold a confidential meeting of Council or move into a confidential session during a Duly Called Meeting upon



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the request of the President, Chair of the Board of Directors, an Ordinary Member, or the Governance Officer.

- (4) An Ordinary Member shall bring forward a motion to hold a confidential meeting. The motion shall be included in the non-confidential minutes and reference to the type of issue(s) discussed shall be made by including them in the motion. The motion shall be supported by a Simple Majority.
- (5) Confidential meetings are closed to the public.
  - i. The KUCSC Executive and Ordinary Members are entitled to attend confidential meeting.
  - ii. Any person whose presence is determined to be necessary may also be permitted to attend a confidential meeting or part of a confidential meeting.
    - a. The presence of the Secretary of Council, Governance Officer and KUCSC Executive is presumed necessary, unless the resolution to go into confidential specifies otherwise;
    - b. Permitting additional individuals to attend a confidential meeting or part of a confidential meeting requires a resolution of council, supported by a Simple Majority.
- (6) Unless otherwise provided for herein, any person who would have been permitted to attend a confidential meeting may request that the Speaker of Council make the minutes from that part of the confidential meeting during which she would have attended available to her for review.
- (7) No person who has been precluded from attending a confidential meeting due to a conflict of interest will be permitted to review the relevant minutes of that meeting.
- (8) Any review of the minutes of a confidential meeting shall take place in the Corporation's office in a private area designated by the Speaker of Council.
- (9) Any person who, pursuant to this By-Law, attends a confidential meeting or reads the minutes of a confidential meeting, is bound by any By-Laws, Policies or Procedures pertaining to confidentiality.

#### 5.12. Annual General Meeting

- (1) The Speaker of Council shall set the date for the Annual General Meeting.
  - i. The Annual General Meeting will commence in February or March.
- (2) To ensure an orderly transfer of duties and responsibilities from one (1) term of office to the next, the Annual General Meeting shall be held in two (2) parts:



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- i. The order of business for the first (1st) part shall include:
  - a. hearing and receiving the reports and statements required by the Act to be read at and laid before the Corporation and the Annual Meeting;
  - b. A motion to allow incoming Council to vote on the Annual Operating Budget of the Corporation;
  - c. approving the Annual Operating Budget of the Corporation;
  - d. the speech of each Vice-Presidential candidate followed by any further campaigning as approved by the Speaker of Council; and,
  - e. the transaction of any other business properly brought before the meeting.
- ii. The order of Business for the second (2<sup>nd</sup>) part shall include:
  - a. The incoming President's address;
  - b. The constitution of the incoming Council by a vote of the outgoing Council;
  - c. A motion to allow incoming Council to vote in the Chief Communications and Chief Financial Officers;
  - d. The election of the two aforementioned Officers;
  - e. A vote of the incoming and outgoing Councils to dissolve the outgoing council;
  - f. The adoption of the By-Laws, the Policies and the Procedures of the Corporation.
  - g. The appointment of members to the GCOC, and any other Committees as deemed by the Speaker of Council
- (3) Any Voting Member who is a Member of both the incoming and outgoing Councils shall only cast one (1) vote on any question and in any election.
- (4) Voting Members whose terms of office commence as of the Annual General Meeting shall only be entitled to vote in the Vice-Presidential elections, the Budget, and the adoption of the By-Laws, the Policies, and the Procedures of the Corporation.

## 6. COUNCIL COMMITTEES

### 6.1. Committees of Council

- (1) There shall be six (6) Standing Committees of Council, and a variable number of Subcommittees, which at a minimum shall include the following:



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- i. The Finance Committee
    - a. The Budget Sub-Committee
    - b. The Grants Sub-Committee
  - ii. The Communications Committee
  - iii. The Student Affairs Committee
  - iv. The Student Events Committee
  - v. The Governance and Council Operations Committee
  - vi. The Elections Committee
- (2) Unless otherwise stated, members of a Standing Committee of Council do not necessarily need to have a role on associated subcommittees.
  - (3) The affairs, powers, membership and responsibilities of Standing Committees of Council shall be governed by the Policies and Procedures approved by Council.
  - (4) The Speaker of Council shall be responsible for ensuring the activity and membership requirements of Standing Committees are met;
  - (5) The Speaker of Council shall be responsible for determining the jurisdiction of committees in relation to the business of Council when not immediately clear to the Members;
  - (6) Council may create, dissolve and amend ad-hoc committees by resolution of Council to address the needs and objectives of Council, and if no appropriate Standing Committee whose jurisdiction a matter would fall under is determined;
  - (7) Standing Committees shall recommend the establishment of subcommittees as necessary, the composition, duties and responsibilities of which shall be submitted to the Council for approval and whose term and affairs shall be governed by Policies and Procedures proposed by the Standing Committee.
- 6.2. Participation Requirement
- (1) Each Ordinary Member, excluding the Speaker of Council and the President, shall sit on at least one (1) Standing Committee of Council during her term of office.
- 6.3. Appointment
- (1) Appointments shall take place on a schedule to be determined by the Speaker.
  - (2) Only Members of Council may be appointed to positions on Committees of Council.



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- (3) The process for appointing Members to confidential committees shall include the Preferential Balloting Rules detailed in By-Law #2.
- 6.4. *Ex-Officio* Membership
  - (1) A Member or an Executive who ceases to be a Member or an Executive shall lose her membership on a committee if the membership on the committee was obtained because of her Member or Executive status.
- 6.5. Vacancies
  - (1) A vacancy on a committee shall be filled through a special election at the next meeting of Council.
- 6.6. Removal
  - (1) Any committee Member may be removed from the committee or subcommittee by resolution of the Council, subject to subsection (2).
  - (2) Any member or student-at-large may be removed from a committee or subcommittee for one (1) or more of the following reasons:
    - i. the committee member has not disclosed a significant or continuing conflict of interest or has not taken the appropriate steps to remove or avoid the conflict of interest;
    - ii. the committee Member has failed to attend two (2) consecutive meetings;
    - iii. the committee Member has been regularly unavailable to attend proposed scheduled meetings; and,
    - iv. the committee Member has breached confidentiality.
- 6.7. Calling Meetings – A meeting may be called by:
  - (1) the Committee Chair;
  - (2) the Committee Chair, on the written direction of three (3) Ordinary Members, provided that the Committee Chair is in receipt of such direction not less than three (3) days before the meeting is to take place;
  - (3) the Speaker of Council;
  - (4) a resolution of Council;
  - (5) the Committee Chair may appoint a day or days in any month or months for regular meetings at an hour to be named, and for such meetings no subsequent notice need be sent.
- 6.8. Notice Requirements



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

#### 6.9. Quorum

- (1) Quorum shall be no less than one-half (1/2) of voting Members of the committee.
- (2) Notwithstanding Section 6.09(2), if four (4) day notice has been provided, quorum shall be one-third (1/3) of voting members.

#### 6.10. Voting

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

#### 6.11. Participation by Conference Telephone or other Electronic Means

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

#### 6.12. Chair

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

#### 6.13. Confidential Committees

- (1) All meetings of the Budget Subcommittee are confidential.
- (2) A committee or subcommittee of Council may be designated as a confidential committee. Unless otherwise stated, any request to designate a committee as confidential shall be brought forward in the form of a motion by a Voting Member to Council. The motion shall be supported by a Simple Majority.
- (3) Confidential committee or subcommittee meetings are closed to the public.
  - i. Only voting members of the committee are entitled to attend confidential meetings of the committee.





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

## 7. KUCSC EXECUTIVE

### 7.1. Composition

- (1) Eligibility
  - i. Each Executive Officer must be a King's University College student at the time of her appointment, election, acclamation, or employment.
- (2) Membership of the KUCSC Executive
  - i. The President, Vice President Student Affairs, and Vice-President Student Events shall be elected by the student body in accordance with By-Law #2;
  - ii. The Chief Communications Officer and the Chief Financial Officer shall be elected by council in accordance with By-Law #2; and,
  - iii. The Governance Officer shall be appointed in accordance to the Governance Office Terms of Reference.
    - a. The Governance Officer is an *ex-officio*, non-voting member of the executive.

### 7.2. Roles and Responsibilities

- (1) The KUCSC Executive shall be responsible for representing and serving the interests of King's Students in support of fulfilling the organization's mission;



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- (2) The KUCSC Executive shall be responsible for managing the day-to-day affairs of the Executive Branch portfolios, in line with the Council approved Executive Terms of Reference, Annual Budget and Strategic Vision, and Council and Board of Directors approved Policies and Procedures, and in accordance with By-Law #3.
  - (3) The Executive Council shall meet no less than fortnightly throughout the entire year, including the summer months of May, June, July, and August.
- 7.3. Removal
  - (1) A President, Vice-President, or Chief Officer may be removed by Council by Two-Thirds (2/3) Vote in favour of removal at a Duly Constituted Meeting of which notice specifying the intention to pass the resolution has been given.
- 7.4. Commissioners and Coordinators
  - (1) Power to Create, Dissolve or Amend
    - i. Subject to the Amendment of the Policies and Procedures provisions by Council, the Board of Directors shall have the authority to create, dissolve, or amend Commissioner and Coordinator positions and to create or amend the terms of reference for each person by resolution.
  - (2) Appointment
    - i. No person shall hold more than one (1) Commissioner position at any time.
      - a. This does not apply to the Charity Orientation Commissioner.
  - (3) Removal
    - i. A Commissioner or Coordinator may be removed from her position for unsatisfactory performance as per the Volunteer progressive Discipline Policy, or for meeting or exceeding demerit penalty allocations as set out in the KUCSC Attendance Policy.
- 8. BOARD OF DIRECTORS**
- 8.1. Composition
  - (1) Subject to the Act, the directors of the corporation shall manage or supervise the management of the corporation and shall consist of the following voting members:
    - i. Four students-at-large who will be entering their first, second, third, and fourth Academic year at King's University College, duly elected during the election



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period consisting of the Vice-President Student Affairs, and Vice-President Student Events, voting;

- a. Notwithstanding Section 8.01 (1) iv., the student entering their first year at King's University College shall be elected during the Fall Election period as outlined in By-Law #2.
- b. No incoming or current Executive shall be eligible to run for an elected or appointed Student-at-large Board position, nor a position allocated for Ordinary Members.
- ii. Three (3) Ordinary Members of Council, duly elected at the Annual General Meeting of the Corporation as per the Preferential Voting rules outlined in By-Law #2, voting;
- iii. Two (2) students-at-large, appointed by a hiring committee of the KUCSC, who shall serve terms of up to two years, voting;
  - a. Notwithstanding Section 8.01 (1) vi., and any time remaining in a Director's term, a Director who ceases to be a student at King's University College ceases to be a Director of the KUCSC.
- (2) Unless otherwise specified in any bylaw or policy of the Corporation, the President, Chief Financial Officer, Governance Officer and General Manager shall be entitled to sit in on all meetings of the Board. Their presence is presumed necessary unless a resolution to go into a confidential session specifies otherwise.
  - i. The Board shall be empowered with the right to allow the Dean of Students of King's University College to attend confidential or general Board meetings at their will, providing them with full speaking rights to be used in an advisory capacity.
- (3) Board of Directors Appointment Panel
  - i. In the event of the vacancy or conclusion of the two-year term of an appointed Director, the Council shall, at the Annual General Meeting of the Corporation, or at the meeting directly following the vacancy of an appointed Director, create the Board Appointment Panel ("the Panel").
  - ii. The Board Appointment Panel shall be governed by the same rules and principles governing the selection process outlined in the Coordinator and Commissioner Selection Policy and Procedure, with special exception as follows:
    - a. The Panel shall consist of:



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- (a) One sitting Director, voting or non-voting, as chosen by the Board of Directors that is not an Executive.
- (b) Two Ordinary Members of Council, as chosen by Council.
- b. Applicants shall not be guaranteed an opportunity for interview.

#### 8.2. Powers

- (1) The Board of Directors shall hold all powers conferred upon them in any section of all KUCSC By-Laws, policies and procedures.
- (2) The Board of Directors shall oversee Executive operations during the Summer months.
  - i. During the Summer months, the Board of Directors shall exercise all of the powers and abilities of the KUCSC Finance Committee as outlined in the Standing Committee Terms of Reference, until such time as the Finance Committee is selected, and schedules its first meeting.
  - ii. The Board of Directors shall refer any issues respecting Executives during the Summer months to the Governance and Council Operations Committee.
- (3) The Board of Directors shall directly advise the operations of the President, and provide advice and assistance where needed. They shall be entitled to be made aware of all of the operations of the President.
- (4) The Board of Directors, by a properly posted motion, and subject to a Two-Thirds vote, may temporarily suspend a Chief Officer, Vice-President, or the President through a recommendation from the GCOC, or of their own accord, at any time, pending an investigation by the Governance Officer, or their designate. Section 8.02 (4) is subject to the following:
  - i. The President or Chief Financial Officer may be compelled to abstain from conversation surrounding the suspension of an Executive by a majority vote of the Board.
  - ii. This suspension may be overturned by a two-thirds vote at a Duly Constituted Meeting of the Council. The Executive in question shall remain suspended until such time as they are reinstated by the Board, or by Council.
  - iii. An Executive who is suspended shall not exercise any of the rights, powers, privileges, or responsibilities that come with holding office until such time as they are reinstated.
- (5) The Board shall, from time to time, by resolution, establish such Ad-Hoc Committees as it deems appropriate from within its own membership. It may seek



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and allow volunteers from outside of the Board's membership to sit on any Ad-Hoc Committees created by the Board.

- (6) The Board shall review and assist with the creation of the Annual Budget of the KUCSC.
  - i. Notwithstanding Section 8.01 (6), the Annual budget shall not be presented to Council before being reviewed by the Board. The Board shall not decisively reject or confirm the proposed budget.
- (7) The Board, at the request of the Chair, or by two (2) Directors, may, from time to time, compel the attendance of any KUCSC Executive to a meeting of the Board.

#### 8.3. Responsibilities

- (1) The Board shall ultimately be responsible to Council;
- (2) The Board shall provide feedback and advice on an ongoing basis to the President and members of the Executive;
- (3) The Board shall oversee and assist in the implementation of the Long-Term Vision and Strategic Plan.
- (4) The Board shall ensure effective organizational planning with respect to Executive leadership, service and program implementation, personnel management, administrative guidance, Executive training;
- (5) If deemed necessary by the Directors, the Board may recommend the dismissal of an Executive.
- (6) All Directors shall be required to attend at least one (1) Council meeting during the first semester of the Academic Year.
  - i. The Directors shall further be required to attend the Annual General Meeting of the Corporation.
- (7) The Directors shall exercise at all times a:
  - i. Duty of Care: that all Directors exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances
  - ii. Duty of Loyalty: that all Directors act honestly and in good faith in the best interests of the Corporation.
  - iii. Duty of Obedience: that all Directors act within, and in compliance with all bylaws, policies, and procedures of the Corporation; all relevant laws and legal statutes as set out in the Act; and the Corporation's mission and long-term plan.



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- (8) The Board shall understand the Corporation's risk profile, and review and oversee the Corporation's management of risk.
  - (9) The Board shall ensure compliance with all applicable laws, regulations, policies, and ethical standards of the corporation, in conjunction with the Governance Officer and Governance and Council Operations Committee, including laws regulated by the Canadian Revenue Agency, and the KUCSC's Conflict of Interest Policy.
  - (10) The Board shall, where deemed necessary by a majority vote of the Finance Committee, Council, or Executive Board, review and approve material capital allocations and expenditures exceeding that of the annual budget.
    - i. Notwithstanding Section 8.03 (10), the Board shall always be consulted for any capital expenditure outside of the annual budget in excess of \$10,000. The Board shall provide a recommendation on any such expenditure. The Board may not decisively confirm or reject the proposal.
  - (11) The Board shall, at every meeting unless otherwise specified by the Chair, be made aware of the financial status of the Corporation by the Chief Financial Officer, and shall, on an ongoing basis, monitor and ensure the financial integrity of the Corporation's financial reporting processes, internal control systems, and auditing.
    - i. The Board shall make a recommendation to council, to conduct an independent audit of the Corporation, and, at such time, request funding be allocated for such uses by Council.
  - (12) The use of proxies for meetings of the Board shall be expressly forbidden.
- 8.4. Election of Chair
- (1) The Board of Directors shall elect a chair from amongst the Directors, and shall do so annually at its first meeting of the fiscal year. All voting Directors, including the President, are eligible to serve as chair.
    - i. If the chair is absent from a meeting, the Directors shall elect a chair from amongst themselves to serve as chair for that meeting;
    - ii. If the chair becomes permanently vacant, the Board shall elect a chair from amongst the remaining directors to fulfill the remainder of the Board term.
- 8.5. Removal of Directors
- (1) Ordinary Members may, by resolution passed by at least Two-Thirds (2/3) of the votes cast at a General Meeting of which notice specifying the intention to pass



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the resolution has been given, remove any Director before the expiration of the term of office.

- (2) If a Director fails to attend without sending regrets and without having cause, three (3) or more consecutive meetings of the Board, the Directors may pass a resolution removing such absent Director.

#### 8.6. Remuneration of Directors

- (1) Directors shall serve without remuneration.

### 9. BOARD OF DIRECTORS MEETINGS

#### 9.1. Calling Meetings

- (1) Board of Directors meetings may be formally called on the written direction of the Chair.
- (2) The Board of Directors may appoint a day or days in any month or months for regular meetings at an hour to be named, and for such meetings no subsequent notice need be sent.
- (3) The Board of Directors shall meet at least once every two (2) months during the Academic Year, and at least once during the Summer months, or more frequently at the call of the Chair, or two (2) Directors.

#### 9.2. Notice – General

- (1) The Chair shall give proper notice to Directors.
- (2) Notice of any meeting, except one pursuant to subsection 9.02(2) shall be delivered in person or emailed to each Director at least two (2) business days prior to the meeting.
- (3) No formal notice of any meeting shall be necessary if all the Directors are present, or if those absent have given their consent to the meeting being held in their absence.
- (4) No error or omission in giving notice of any meeting of Directors or any adjourned meeting of Directors shall invalidate such meeting or make void any proceedings thereat and the Directors may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- (5) The address of any person who is entitled to receive notice pursuant to this By-Law shall be the last address recorded on the books of the Corporation.

#### 9.3. Quorum



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

#### 9.4. Minutes and Records

- (1) The Secretary of the Board of Directors shall take, or cause to be taken, minutes of all meetings and proceedings and shall keep proper books of meetings and accurate records of proceedings. A recording secretary shall be permitted to attend all meetings of the Board of Directors, confidential or otherwise, to take minutes of the meetings and proceedings. They shall be bound by all rules surrounding confidentiality listed in any KUCSC Bylaw or policy.

#### 9.5. Procedure

- (1) At all meetings, every question shall be decided by a show of hands unless a roll call is requested by any Director.
- (2) Except as expressly provided for, and unless otherwise expressly provided for by the Act, questions arising at any meeting shall be decided by a Simple Majority.
- (3) A declaration by the Chair that a resolution has been carried or defeated and an entry to that effect in the minutes is conclusive evidence of the fact thereof without proof of the number or proportion of votes recorded in favour of or against such a resolution.
- (4) Each voting Director shall be entitled to exercise one (1) vote at each meeting on any question which properly comes before the Board of Directors.
- (5) In the event of a tied vote, the question shall fail.
- (6) A meeting may be adjourned at any time. In the event that a meeting is adjourned to reconvene at a stated time and place, no further notice is necessary unless it is decided otherwise by way of resolution.
- (7) The Board of Directors shall maintain and publicly post a detailed Rules of Procedure, which may be amended from time to time by resolution of the Board of Directors.
- (8) In the event of the Board consisting of fewer than six (6) members, any decision requiring a Two-Thirds vote, as indicated in any of the by-laws, policies, or procedures of the KUCSC, shall be deemed to require a Five-Sixths (5/6) vote.

#### 9.6. Participation by Conference Telephone or other Electronic Means

- (1) If all Directors consent in advance, generally or in respect of a particular meeting, and all Directors have equal access, a Director may participate in a meeting by





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conference telephone or other electronic means to permit all Directors participating in the meeting to communicate with one another.

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

#### 9.7. Confidential Meetings

- (1) The Board of Directors may, in circumstances where it is determined to be necessary to serve the best interests of the Corporation, hold confidential meetings.
- (2) A confidential meeting may be held when the following issues are addressed: legal, financial, contractual, and personnel issues, and any other issues which if disclosed, could compromise or adversely affect the Corporation.
- (3) A voting Director shall bring forward a motion to hold a confidential meeting. The motion shall be included in the non-confidential minutes and reference to the type of issue(s) discussed shall be made by including them in the motion. The motion shall be supported by a Simple Majority.
- (4) Confidential meetings are closed to the public.
  - i. Only Directors are entitled to attend confidential meetings.
    - a. Subject to the potential need to withdraw from a meeting as a result of a conflict of interest.
  - ii. Any person whose presence is determined to be necessary may also be permitted to attend a confidential meeting, or part of a confidential meeting.
    - a. The presence of the President, Chief Financial Officer, Recording Secretary, and Governance Officer, as well as all non-voting Directors are presumed necessary, unless the Board of Directors passes a resolution specifying otherwise.



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- b. Permitting additional individuals to attend a confidential meeting or part of a confidential meeting requires a resolution of the Board, supported by a Simple Majority.
- (5) Unless otherwise provided for herein, any Director and any person provided for in subsection four (4) who would have been permitted to attend the confidential meeting may request that the Secretary of the Board of Directors make the minutes from the part of the meeting during which she attended or would have attended available to her for review.
- (6) No person who has been precluded from attending a confidential meeting due to a conflict of interest will be permitted to review the minutes of the relevant meeting.
- (7) Any review of the minutes of a confidential meeting shall take place in the Corporation's office in a private area designated by the President.

#### 10. TERMS OF OFFICE

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

- (1) Unless otherwise stated, an individual elected or acclaimed to Council shall hold her position as an Ordinary Member commencing at the second part of the Annual General Meeting until the adjournment of the second part of the Annual General Meeting of the following year.

##### 10.2. Vacancies

- (1) A vacancy in the position of President shall be filled in a manner determined to be appropriate by the council with the Vice-President Student Affairs acting as the President in the interim.
- (2) A vacancy in the position of a Vice-President shall be filled in a manner determined to be appropriate by the Council with the duties of the Vice-President to be carried out in the interim by such person or persons as determined by the Executive.
- (3) Any vacancy on the Board of Directors shall be filled by an Ordinary Member elected by a Two-Thirds vote of council.
  - i. Notwithstanding Section 10.03 (3), a vacancy in a Director position that has a term consisting of two (2) years shall be filled through the hiring process outlined in this bylaw.
- (4) Except for the positions provided for above, a vacancy occurring prior to the end of a Member's term of office shall be filled by appointment of an individual by



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the President, acting upon the recommendation of the appropriate constituency or student organization, until an election can be held.

#### 10.3. Executive Transition Period

- (1) All outgoing members of the Executive are expected to facilitate turnover, provide support and training, and work alongside the incoming members of the Executive.
  - i. The final honoraria, issued at the end of March, is subject to approval by the GCOC, largely though not exclusively contingent on a satisfactory turnover period.

### 11. CREATION AND AMENDMENT OF BY-LAWS

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

#### 11.2. Amendments at Council

- (1) An Ordinary Member may make a motion at Council to amend the By-Laws.
- (2) Before the motion is brought to Council, the Ordinary Member shall submit the proposed amendments to The Governance and Council Operations Committee (GCOC).
- (3) Where the motion is brought to Council without having first been reviewed by the GCOC, the Speaker of Council shall stand down the motion and refer the proposed amendments to the GCOC.
- (4) Where proposed amendments are brought to the GCOC, the GCOC shall review the proposed amendments in consultation with the Governance Officer. If the amendments are related to sections 3.00, 4.00, 8.00, 9.00, or 10.00, the chair of the Board of Directors shall also be consulted.

11.3. The GCOC shall review any amendments to the By-Laws and provide recommendation to Council within fifteen (15) days of the proposed amendments being referred to it:

- (1) The GCOC's recommendation shall include:
  - i. any recommended modification to the wording or grammar of the proposed amendments;
  - ii. any recommended modifications to other sections of the By-Laws that are affected by the proposed amendments;
  - iii. a legal opinion from the KUCSC's external counsel to ensure that the amendments are not in conflict with the Act;



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- a. Except where an earlier legal opinion is sufficient to clearly indicate that the amendments are compliant with the Act.
    - iv. any comments or concerns about the merits or ramifications of the proposed amendments; and,
    - v. whether or not the proposed amendments are in the best interests of the Corporation.
    - a. If the proposed amendments relate to By-Law sections 3.00, 4.00, 8.00, 9.00, or 10.00, an opinion of the chair of the Board, on behalf of the Board of Directors shall also be included.
  - (2) The GCOC shall not decisively confirm or reject the proposed amendments.
- 11.4. Once the GCOC has reviewed the proposed amendments, the motion to sanction the amendments shall be posted at least six (6) calendar-days prior to the next Duly Called Meeting and presented to Council at that meeting.
- (1) At such meeting of Council, the GCOC shall make a presentation or provide a written rationale to Council outlining its recommendations with respect to the proposed amendments.
- 11.5. The Voting Members may sanction or reject the amendments, or may amend the proposed amendments or other sections of the By-Law that are affected by the proposed amendments to reflect the GCOC's recommendations.
- 11.6. Any amendments to the By-Laws shall be sanctioned by a Two-Thirds Vote of Council.
- 11.7. Where amendments are not sanctioned by the Voting Members by the Annual General Meeting, any subsequent amendments of the same or similar nature cannot take effect until sanctioned at a subsequent Annual General Meeting.
- 11.8. The President and Chair of the Board of Directors shall sign all of the By-Laws, including amendments thereto and no amendments shall be in force or take effect until such signing. The President shall sign the By-Law no later than ten (10) days after it has been approved.
- (1) In the event that the President is also the Chair of the Board of Directors, the Vice-President Student Affairs, provided she is a member of the Board of Directors, will provide the second signature.
- 11.9. Amendments by the Board of Directors
- (1) Any amendments of the By-Laws of the Corporation may be enacted by the Board of Directors, and as such enacted amendments must be sanctioned by the Ordinary Members at the first Duly Constituted Meeting of Council following the Board meeting in which the By-Law amendment was enacted.



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## 12. CREATION AND AMENDMENT OF POLICIES AND PROCEDURES

### 12.1. Jurisdiction of the Board of Directors and Council

- (1) The Board of Directors shall be empowered to create and amend the Policies and Procedures that govern the affairs of the corporation, with a focus on human resources, labour-management relations, internal controls and audit, legal and insurance, leases and contracts, purchasing and capital expenditures, banking and investments, physical plant and space usage, any other general corporate policies and procedures, and *The Regis*.
- (2) The Council shall be empowered to create and amend Policy and Procedures that govern the affairs of the KUCSC Executive and Council, with a focus on advocacy and student interest policy; programming policy; clubs policy; Executive portfolio; committee mandates and terms of reference; Executive oversight, accountabilities and discipline; Executive honouraria; Council policies, procedures and committee terms of references; and KUCSC student services.
- (3) If jurisdiction over a Policy or Procedure is unclear, the Governance Officer shall make a recommendation to the Speaker of Council and the President for their joint decision. If the Speaker of Council and President can't come to a joint decision as to the appropriate jurisdiction, both the Council and the Board shall be required to approve the Policy or Procedure.

### 12.2. Process for Amending Policies and Procedures

### 12.3. The Governance Officer shall act as the steward of the Policies and Procedures and shall be responsible for ensuring that all Policies and Procedures are not in conflict with the By-Laws.

- (1) Amending the Policy and Procedure at the Board of Directors
  - i. A Director may make a motion to create or amend a standing Policy or Procedure that is within the jurisdiction of the Board. The General Manager may submit recommendations to the Board for policy changes, but only a Director may place the item on the agenda for decision.
  - ii. The motion shall be submitted to the Secretary of the Board in advance of the meeting and shall be accompanied by an Agenda Report that provides background and a rationale, as per the process established within the Board of Directors Rules of Procedure.
    - a. If the motion has not been submitted to the Chair of the Board in advance of the meeting, the Board of Directors may add the motion in New Business by a Two-Thirds (2/3) vote of the Directors, and shall require a Two-Thirds (2/3) vote for approval.



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- iii. The Council shall be informed of all Policies and Procedures that have been created or amended by the Board and shall have an opportunity to raise comments or concerns, or make motions requesting the Board to reconsider decisions, during the Matters Arising from Board of Directors Minutes section of the Council Agenda.
- (2) Amending Policy and Procedure at Council
  - i. A Voting Member may make a motion at Council to create or amend a standing Policy or Procedure that is within the jurisdiction of the Council.
  - ii. If the Policy or Procedure is not within the jurisdiction of the Council, the Speaker of Council shall stand down the motion and refer it to the Board of Directors for consideration. The Councillor making the motion shall be afforded the opportunity to address the Board on the matter at its next meeting.
  - iii. Before the motion is brought to Council for consideration, the Voting Member shall submit the proposed Policy, Procedure, or amendments to the standing committee with jurisdiction over the matter dealt with through the proposed Policy or Procedure.
    - a. If a standing committee will be unable to host a Duly Constituted Meeting within ten (10) days of a motion being brought to Council or the standing committee for consideration, Council may forgo referral to a standing committee and consider the matter immediately upon a Two-Thirds (2/3) Vote of the Council;
      - (a) If the motion was posted six (6) calendar-days in advance of the meeting, it shall require a Simple Majority for approval.
    - b. If the motion is introduced as New Business, it shall require a Two-Thirds (2/3) Vote for approval.
  - iv. If a motion is brought to Council that is of an emergency or time-sensitive nature, Council may forgo referral to a standing committee and consider the matter upon a Two-Thirds (2/3) Vote of the Council.
    - a. If the motion was posted six (6) calendar-days in advance of the meeting, it shall require a Simple Majority for approval;
    - b. If the motion is introduced as New Business, it shall require a Two-Thirds (2/3) Vote for approval.



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- (3) Should no standing committee be noted as having jurisdiction over the matter dealt with through the proposed Policy or Procedure, Council shall be empowered to strike ad-hoc committees as they see fit.
  - (4) The Speaker of Council shall be empowered to stand down motions to create or amend Policies or Procedures for referral to committee, and shall be responsible for identifying the standing committee with jurisdiction over the motion at hand.
  - (5) The creation and amendment of Policy and Procedure may be brought directly to an applicable standing committee with jurisdiction over the motion at hand, under the discretion of the chair of the applicable standing committee.
- 12.4. Standing Committees shall convene to review any proposed or amended policies and Procedures and upon approval, make recommendation to Council within ten (10) days of the proposed Policy, Procedure or amendments being referred to it:
- (1) For new Policy/Procedure the Standing Committee's recommendation shall include:
    - i. The entire proposed Policy or Procedure to be approved by Council.
    - ii. Minutes from the committee meeting held outlining both the majority and minority opinion where applicable.
    - iii. Where applicable, a statement from the Chair of the Standing Committee on the reasoning behind the proposed Policy.
  - (2) For amended Policy/Procedure the Standing Committee's recommendation shall include:
    - i. The entire Policy or Procedure as amended, highlighting Material Changes.
    - ii. Minutes from the committee meeting held outlining both the majority and minority opinion where applicable.
    - iii. Where applicable, a statement from the Chair of the Standing Committee on the reasoning behind the amended Policy.
- 12.5. Should a motion to create or amend a Policy or Procedure be defeated at the applicable Standing Committee, Council shall be informed of the decision at the next Duly Constituted meeting during the report of the Committee Chair;
- (1) During the same Duly Constituted meeting that Council is informed of the defeat of a motion at Standing Committee, a Voting Member may request that the defeated motion be considered by the Council, and the Council shall consider the defeated motion upon a Two-Thirds Vote;





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- i. Once the motion is before the Council, a Simple Majority shall be required to approve that motion.
- 12.6. Any amendments to the Policies and Procedures submitted to a Standing Committee after the Annual General Meeting, shall be reviewed by said committee prior to the second General Meeting of the following Academic Year.
- 12.7. Policies and Procedures reviewed and approved by a Standing Committee shall be posted at least six (6) calendar-days prior to the next Duly Called Meeting and of the Policies and Procedures that are affected by the proposed amendments to reflect the Standing Committee's recommendations.
- 12.8. The Voting Members may sanction or reject the Policy, Procedure or amendments, or may amend the proposed business, or other sections of the Policies and Procedures that are affected by the proposed amendments to reflect the Standing Committee's recommendations.
- 12.9. The creation or amendment of the Policies and Procedures shall be sanctioned by a simple majority of Council.
- 12.10. Where new policies or Policy amendments are not sanctioned by the Voting Members by the Annual General Meeting, policies or Policy amendments of the same or similar nature may be re-introduced during the next Legislative Session.
- 12.11. Authorization of Policies and Procedures.
  - (1) The President, on behalf of the Council and Board of Directors, shall sign all of the Policies and Procedures, including amendments thereto and no amendment shall be in force or take effect until such signing. The President shall sign no later than (10) days after it has been approved.

### 13. CREATION AND AMENDMENT OF STRATEGIC VISION

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