



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

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BY-LAW #1

of

KING'S UNIVERSITY COLLEGE

STUDENTS' COUNCIL

**THE CORPORATE BY-LAWS, AND THE POLICIES, PROCEDURE AND
ADMINISTRATION OF THE BODIES OF THE CORPORATION, MEETINGS
OF THE CORPORATION AND THE OFFICES OF THE CORPORATION.**



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1.00 SHORT TITLE

1.01 This By-Law may be cited as the *KUCSC Corporate By-Law*.

2.00 INVALIDITY OR UNENFORCEABILITY

2.01 If any provision or any provisions of this By-Law shall for any reason become to any extent invalid or unenforceable, the remaining provisions of the By-Law shall remain in full force and effect.

3.00 DEFINITIONS AND INTERPRETATIONS

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

(1) **“Academic Year”** means the period commencing on the 1st day of September of any calendar year and concluding on the 30th day of April of the following year;

(2) **“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 a reference to the substituted provisions in the new statutes;

(3) **“Agenda and Council Operations Committee”** or **“ACOC”** means the Agenda and Council Operations Committee;

(4) **“Annual Budget”** means the annual budget of the Corporation;



- (5) **“Annual General Meeting”** means the Annual General Meeting of the Corporation, which is not a General Meeting of the Council;
- (6) **“Board of Directors”** means the Board of Directors of the King’s University Students’ Council;
- (7) **“Body of the Corporation”** or **“Bodies of the Corporation”** means any of the Bodies of the Corporation, including the Board of Directors, the Executive Council, the Council or any Committee of the Council;
- (8) **“By-Law”** means any By-Laws of the Corporation.
- (9) **“Calendar Year”** means any year of the Georgian Calendar;
- (10) **“Club”** means any organization ratified under the Corporation’s Clubs Policy;
- (11) **“Constituency”** means any group of students, including departments or faculties constituting a distinct constituency at King’s University College;
- (12) **“Corporation”** means the King’s University College Students’ Council;
- (13) **“Day”** shall include any day or days of the week, except for statutory holidays;
- (14) **“Director”** means any individual Director of the Board of Directors;
- (15) **“Election, Referenda or Plebiscite”** means any election, referenda or plebiscite recognized by the Corporation and as governed by By-Law #2;
- (16) **“Ex-Officio”** means by virtue of their Office.
- (17) **“Executive”** means any Member of the Executive Council;
- (18) **“Executive Council”** means the elected Executive Council of the Corporation;
- (19) **“Financial Signing Officer”** means the Financial Signing Officer of the Corporation, as appointed by resolution of the Board of Directors;



- (20) **“Fiscal Year”** means the period commencing on the 1st day of May and concluding on the 30th day of April of the following calendar year;
- (21) **“General Manager”** means the General Manager, the sole permanent employee of the Corporation;
- (22) **“General Meeting”** means any meeting of the Council, which is not an Annual General Meeting;
- (23) **“In-Camera”** means any confidential meeting or session a meeting of the Corporation;
- (24) **“KUCSC”** means the King’s University College Students’ Council;
- (25) **“Legislative Session”** means the sitting of the Council, which shall be from the ratification of the Incoming Council during the second part of the Annual General Meeting, until the dissolution of the Council during the second part of the Annual General Meeting of the following year;
- (26) **“Letters Patent or Articles of Incorporation”** means the Letters Patent or Articles of Incorporation of the Corporation.
- (27) **“Meetings of the Corporation”** means any meeting of any Body of the Corporation;
- (28) **“Member”** means any individual holding any membership class of the Corporation;
- (29) **“Non-Member Observer”** means any individual who is not a Member of the Corporation, and is in attendance of any meeting of the Corporation;
- (30) **“Non-Voting Member”** means any individual or Resource Member who does not hold full voting rights at the Council;
- (31) **“Offices of the Corporation”** means any position or office of any Director, Executive, Member or Officer of the Corporation.
- (32) **“Officer”** means an Officer of the Corporation, including the Chief Financial, and Chief Communications Officers, excluding the Financial Signing Officer, and the Signing Officer of the Corporation.



- (33) **“Person”** means an individual, a corporate body, Corporation, company, partnership, syndicate, trust, unincorporated organization or unincorporated association;
- (34) **“Policies and Procedures”, “Policy” and “Procedure”** means any document approved by the Council or the Board of Directors that regulates the activities, affairs, and business of the Corporation, excluding any By-Laws, and Letters Patent or Articles of Incorporation.
- (35) **“Residence”** means any habitation, operated by the University, housing a community of students during any given Academic Year;
- (36) **“Resolution”** means any resolution, motion passed or decision of any Body of the Corporation;
- (37) **“Signing Officer”** means the Signing Officer of the Corporation as appointed by resolution of the Board of Directors;
- (38) **“Simple Majority”** means simply fifty (50%) per cent plus one (1) or more than half of the votes cast, excluding rejected ballots or abstentions.
- (39) **“Student”** means any individual undergraduate student of King’s University College, regardless of full, part-time, or special status;
- (40) **“Student Body At-Large”** means the collective of undergraduate students of King’s University College, regardless of full, part-time or special status;
- (41) **“Sub-Constituency”** means any group of students, excluding departments or faculties constituting a distinct constituency of King’s University College;
- (42) **“The College”** means the King’s University College;
- (43) **“The Council”** means the elected, representative and legislative branch of the Corporation;
- (44) **“The Incoming Council”** means the elected Council whose term commences on the 1st day of May in the upcoming Fiscal Year of the Corporation;
- (45) **“The Outgoing Council”** means the elected Council whose term concludes on the 30th day of April in the current Fiscal Year of the Corporation;



(46) **“The Quorum”** means the minimum number of Voting Members of any Body of the Corporation required to be present to make the proceedings of the meeting valid;

(47) **“Two-Thirds Majority”** means at least Two-Thirds (2/3) of the votes cast, excluding rejected ballots or abstentions;

(48) **“University”** means the King’s University College at Western University.

(49) **“Vice-President”** means either of the Vice-President Student Affairs and Vice-President Student Events;

(50) **“Vice-Presidents”** means both of the Vice-President Student Affairs and Student Events;

(51) **“Voting Member”** means any individual or Ordinary Member who holds full voting rights at the Council.

3.02 Other definitions

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

3.03 Headings

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

3.04 Interpretation

(1) Words, terms, phrases, or sentences written in singular form include the plural;

(2) Words, terms, phrases, or sentences written in the masculine include the feminine;

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

4.00 APPLICATION

4.01 This By-Law applies to all transactions and affairs of the Corporation.



- 4.02 The transactions and affairs of the Corporation shall be governed in order of preference by;
- (1) the Act,
 - (2) the Letters Patent,
 - (3) the By-Laws; and,
 - (4) the Policies and Procedures.
- 4.03 To the extent that any conflict or inconsistency between any provision or provisions of this By-Law, and the Act or the Letters Patent exist, the provisions contained in the Act or the Letters Patent, as the case may be, shall prevail.
- 4.04 To the extent that any conflict or inconsistency between any provision or provisions of this By-Law, and the Policies and Procedures exist, the provision or provisions of the By-Laws shall take precedence.

5.00 PART A: THE CORPORATION

5.01 Head Office

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

5.02 Corporate Seal

- (1) The seal of the Corporation in use immediately before the day this By-Law comes into force shall continue to be the seal of the Corporation, that is, a Crown in the centre whereof imposed is the acronym “KUCSC”, surmounted by a smaller crown cross topped by a Latin cross and surmounted on both sides of the centre by a horse, both facing centre, together with the words “King’s University College Students’ Council” inscribed upon the exterior circle. The Secretary of the Corporation shall be the custodian of the corporate seal.
- (2) The corporate seal may be repealed, replaced or amended from time to time by resolution of, and in such a form approved by the Council.

5.03 By-Laws



(1) The Council or the Board of Directors shall be empowered to enact, repeal, replace or amend By-Laws relating to the activities, affairs and transactions of the Corporation in compliance with provisions of this By-Law, and not in contradiction with the Act and the Letters Patent.

5.04 Policies and Procedures

(1) The Council or the Board of Directors shall be empowered to enact, repeal, replace or amend Policies and Procedures relating to the management, operation, day-to-day, and other matters provided for in the By-Laws.

5.05 Elections, Referenda, and Plebiscites

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

5.06 Strategic Vision and Long-Term Plan

(1) The Council shall be empowered to enact, repeal, replace or amend Policies and Procedures relating to the management, operation, day-to-day, and other matters provided for in the By-Laws.

(2) The Board of Directors shall maintain the Strategic Vision and Long-Term Plan and ensure it reflects the current status of the Corporation.

(3) The Executive Council shall implement the Strategic Vision and Long-Term Plan.

(4) The Strategic Vision and Long-Term Plan shall stand for three (3) years. The Board of Directors, the Executive Council and the Council shall review the Strategic Vision and Long-Term Plan annually and make adjustments as necessary.

5.07 The General Manager

(1) The General Manager shall be the sole permanent employee of the Corporation and shall serve in a manner consistent with the principles of honesty and integrity and shall serve in compliance with the provisions in this By-Law, and the General Manager Terms of Reference, and shall provide experience and institutional knowledge of the Corporation.

5.08 Misuse of Corporate Property



(1) No Director, Officer, Executive or Member of the Corporation shall use any Corporate Property for their own personal gain.

5.09 Indemnification

(1) Every Director, Officer, Executive, Member, or any other person who has undertaken, or shall undertake, any liability on behalf of the Corporation, and their heirs, executors, administrators, and, estates and effects, shall be indemnified, and saved harmless out of the funds of the Corporation, from, and against;

(2) All costs, charges, and expenses whatsoever, that the Director, Officer, Executive, Member, or other person sustains, or incurs in, or about any action, suit, or proceeding that is brought, commenced or prosecuted against the Director, Officer, Executive, Member, or other person for, or in respect of any act, deed, matter, or thing, whatever made, done, or permitted by them, in, or about the execution of the duties of such office, or in respect of any such liability; and

(3) All other costs, charges, and expenses the Director, Officer, Executive, Member, or other person sustains, or incurs in, or about, or in relation to the affairs of the Corporation, except those caused by, or resulting from willful or intentional dishonestly, deceit, or fraud.

(4) The Corporation shall indemnify any person in any other circumstances that the Act or laws permit or require. Nothing in these By-Laws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-Laws to the extent permitted by the Act or law.

5.10 Directors' and Officers' Liability Insurance

(1) The Corporation shall, at all times, maintain in force, insurance for the Directors' and Officers' of the Corporation against any liability incurred by the Director or Officer of the Corporation.

6.00 THE FINANCIALS

6.01 Fiscal Year

(1) The Fiscal Year of the Corporation in use immediately before the day this By-Law comes into force shall continue to be the Fiscal Year of



the Corporation. That is commencing on the 1st day of May and concluding on the 30th day of April of the following calendar year.

(2) The Fiscal Year of the Corporation may be changed from time to time to designate the Fiscal Year of the Corporation by resolution of, and in such a form approved by the Council.

6.02 Annual Budget

(1) The Corporation shall maintain an annual budget stewarded by the Chief Financial Officer in compliance with provisions of this By-Law, and Annual Budget Policy and Procedure.

6.03 Banking

(1) The bank in use immediately before the day this By-Law comes into force shall continue to be the bank of the Corporation

(2) The banking arrangement of the Corporation may be changed from time to time to designate the bank in which money, bonds, and other securities of the Corporation shall be held for safekeeping by resolution of, and in such a form approved by the Council.

6.04 Unsecured Borrowing

(1) Under no circumstance is the Board of Directors, the Executive, or Council authorized to approve unsecured borrowing of any kind.

6.05 Speculative Investing

(1) Under no circumstances is the Board of Directors, the Executive, or Council authorized to invest or transfer the resources of the Corporation into speculative investments including but not limited to equity securities, warranties, futures, foreign exchange or cryptocurrency.

(2) Stocks market, bond, mutual funds and equity traded fund investments are excluded from the definition of speculative investing. Investments not included in this list containing low to moderate risk, based on fundamental values and basic factors are also excluded from the definition of speculative investments.

6.06 Books and Records

(1) Financial books and records of the Corporation shall be regularly and properly kept in compliance with the provisions of this By-Law.

6.07 Auditor



- (1) An auditor may be appointed by resolution of the Board of Directors; or, by the resolution of the Council.

7.00 THE ANNUAL BUDGET

7.01 Annual Budget Process

- (1) The Annual Budgetary process of the Corporation shall be governed by Provisions in this By-Law and the Annual Budget Policy and Procedure of the Corporation.
- (2) The Annual Budget shall be created prior to and for approval at the Annual General Meeting.

7.02 Notice of Budget

- (1) The Chief Financial Officer shall provide a minimum of five (5) days of notice of a proposed annual budget.

7.03 Alterations During Notice Period

- (1) Under no circumstance shall the budget be amended, changed or otherwise altered during the five (5) days of notice of intended budget.

7.04 Approval of Budget

- (1) The approval of the budget is subject to the two-thirds vote in favour by the Council at the Annual General Meeting.
- (2) In the case of the failure of the approval of the budget at the Annual General Meeting, the Speaker of the Council shall schedule an Emergency Budgetary General Meeting of the Council no later than twenty-one (21) days following the Annual General Meeting.

7.05 Expenditures Outside of Budget

- (1) Any expenditure exceeding five-hundred (\$500) Canadian Dollars, which is not explicitly accounted for or approved within the Budget of the Corporation, or such expenditure which alters the use of funds allocated within the budget shall be sanctioned or rejected by resolution of the Council.
- (2) Any motion regarding the approval of any such expenditure shall be sanctioned or rejected by two-thirds (2/3) resolution of the Council.



8.00 MEMBERSHIP

8.01 Eligibility

- (1) A Member shall be a student at the King's University College.
- (2) Any Member who ceases to be a student of King's University College shall cease to be a Member of the Executive.
- (3) No person shall hold more than one (1) Ordinary position on any Body of the Corporation.

8.02 Eligibility of Student Representatives

- (1) No person shall represent a constituency to which they do not belong.
- (2) Faculty Representatives shall be enrolled in the Honour's 'Specialization' or Honour's 'Double-Major' program in their respective constituency.
- (3) Faculty Representatives shall maintain a minimum average of seventy (70%) per cent.

9.00 CONFIDENTIALITY

- (1) Except where expressly authorized by resolution of the Board of Directors or the Council, no Director, Officer, or Member may divulge to any person, group, or organization or use in any way that is not directly related to the activities, affairs, or business of the Corporation any information designed as confidential by any Body of the Corporation, or any information obtained from the reading, analysis or alternative means of any minutes of an *In-Camera* meeting or session of a meeting of any meetings of the Corporation.
- (2) Any person who attends or reviews the minutes of any *In-Camera* meetings or sessions of a meeting, of any Body of the Corporation, shall be bound by all provisions within any By-Laws, Policies or Procedures governing confidentiality.

9.02 Confidential Information



(1) Confidential Information includes, without limitation, to the following;

- i. Any information about the Corporation's finances;
- ii. Any information regarding the Corporation's legal affairs or business;
- iii. Any information regarding the Corporation's human resource affairs or business;
- iv. Any information regarding the Corporation's contractual affairs or business;
- v. Any information which, if disclosed, could comprise, adversely affect or otherwise harm the Corporation's financial position, reputation or operations;
- vi. Any information deemed Confidential by the Speaker of the Council or Chair of any Body of the Corporation;
- vii. Any information regarding the business or matters considered or transacted at any *In-Camera* meetings or sessions of a meeting of any Body of the Corporation.

9.03 Conflict of Interest

(1) A Director, Officer, Executive, or Member of the Corporation who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation, shall make the disclosure required by the provisions of this By-Law. No such, Director, Officer, Executive, or Member shall participate in the concerned portion(s) of any meeting of the Corporation or vote on any resolution to sanction or reject any such contract or transaction.

(2) Any Director, Officer, Executive or Member who has or may have a Conflict of Interest, shall without delay make the disclosure to the Chair of the Board, the Chair of the Executive Council, or the Speaker of the Council, without delay.

(3) The Corporation shall maintain a detailed Conflict of Interest Policy which shall be applicable to Directors, Officers, Executives, Members, or other Members or Agents of the Corporation.



10.00 RECORDS OF THE CORPORATION

10.01 Last Recorded Contact

- (1) The contact of any person who is entitled to receive notice under this By-Law shall be the last recorded contact on the books of the Corporation.
- (2) Upon written request to the Speaker of the Council and the Chief Communications Office, a Member may request the removal, amendment, or addition of any contact to be used to contact the Member.

10.02 Books and Recordkeeping

- (1) The Board of Directors shall ensure or cause to ensure the regular and proper keeping of all necessary books and records of the Corporation required by law and by the provisions of the By-Law.

10.03 Bookkeeping and Records

- (1) The general Manager, along with the Chief Financial Officer shall ensure that all necessary financial books and records of the Corporation required by law and in compliance with the provisions of this By-Law are regularly and properly kept.

11.00 DISCIPLINE AND REMOVAL

11.01 Any Director, Officer, Executive, or Member of the Corporation, may be liable for discipline or removal for their actions, including without limitation, to the following;

- (1) Failure to comply with the Corporation's Attendance Policy;
- (2) Just cause, including but not limited to failure to comply with or fulfil their responsibilities, duties, or obligations;
- (3) Gross negligence or incompetence;
- (4) Theft, fraud, embezzlement or misappropriation of funds;
- (5) Failure to disclose conflict of interest;
- (6) Breach of confidentiality
- (7) Misuse of Corporate property
- (8) Use of Corporation for Personal Gain
- (9) Lack of compliance with any other provision or provisions in these By-Laws, and Policies and Procedures of the Corporation.



11.02 Types of Discipline

(1) The following types of discipline are available to the Council and the Speaker of the Council.

- i. Oral Reprimand;
- ii. Written Reprimand;
- iii. Censure;
- iv. Exclusion from Meeting;
- v. Removal from their position, and;
- vi. Any other type of discipline provided for here within this By-Law, the By-Laws, and the Policies and Procedures of the Corporation.

11.03 Motion to Discipline or Remove a Member Procedure

- (1) A Motion to Discipline or Remove shall include;
- i. the type of alleged offence;
 - ii. the evidence related to the alleged offence, and;
 - iii. the discipline to be imposed.

11.04 Motion to Discipline or Remove a Director, Executive or Officer Procedure

(1) The Agenda and Council Operations Committee, by resolution of the Committee, request the bringing of a Motion to Discipline or Remove by the Speaker of the Council.

11.05 A Motion to Discipline or Remove a Director, Executive or Officer shall include;

- (1) the type of alleged offence;
- (2) the evidence related to the alleged offence;
- (3) the findings of the Agenda and Council Operation Committee, and;
- (4) the discipline to be imposed.

11.06 The Motion to Discipline or Remove, a Member or, a Director, Executive or Officer may be presented at any;

- (1) *In-Camera* meeting or session of a meeting of the Council.

11.07 Unless otherwise provided for herein, the proper notice for notice of motion to discipline or remove shall be;



(1) Three (3) days prior to the date on which the *In-Camera* meeting is scheduled to be held.

(2) The proper notice for notifying the subject of a notice of motion to discipline or remove shall be;

i. Two (2) days prior to the date on which the *In-Meeting* is scheduled to be held.

11.08 The motion may be sanctioned or rejected by a two-thirds (2/3) resolution of the Council.

12.00 REMOVAL OF MEMBER

12.01 A Member of the Council may be removed by their constituents and administrators, or by the Council.

12.02 Removal by Department

(1) The Department Administrators of the Member's constituency, may by Formal Request of Removal request the removal of the Member from their position.

12.03 Removal by Administration

(1) The King's University College Administration, may by Formal Request of Removal request the removal of any Member from their position.

12.04 Removal by Recall

(1) A Petition of Recall is a democratic instrument in which the constituents of any given Member's department, may remove that Member from their position.

(2) A Petition of Recall is a democratic instrument in which the constituents of any given Member's department, may remove that Member from their position.

(3) All Petitions of Recall are subject to the verification of the Petition and the provisions of this By-Law.

(4) The form of the verification of any Petition of Recall is at the discretion of the Speaker.

i. A valid Petition of Recall requires the signatures of a minimum of forty (40%) per cent of registered voters, or forty (40%)



per cent of voters turned out in the previous election, within the constituency whichever is greater.

12.05 Formal Requests for Removal

- (1) All Formal Requests for Removal of any Member shall be submitted to the Speaker of the Council and shall include;
- (2) The name, position, organization, and contact of the requester;
- (3) The authority, rationale, explanation, and evidence supporting the request;
- (4) Any other information determined necessary at the discretion of the Speaker.

12.06 The Speaker when in receipt of any formal request for removal, and at the Speaker's Direction subsequently determine necessary to, bring a confidential motion to discipline or remove, the Speaker shall bring such motion in compliance with the procedures and provisions in this By-Law.

12.07 The Speaker when in receipt of any request of a motion to discipline or remove from the Agenda and Council Operations Committee, and at the Speaker's Direction subsequently determines necessary to, bring a confidential motion to discipline or remove, the Speaker shall bring such motion in compliance with the procedures and provisions in this By-Law.

12.08 Effect of Removal

- (1) In the event of the removal of any Member under the provisions of this By-Law, the Member shall be prohibited from holding any position on the Council for the unexpired remainder of their term of office in the year in which they were removed from the Council and for the following year.
- (2) In the event of the removal of any Director, Executive Member or Officer of the Corporation under the provisions of this By-Law, the Director, Executive Member or Officer shall be prohibited from holding any position on the Corporation for the unexpired remainder of their term of office in the year in which they were removed from the Corporation and for the following year.

12.09 Appeals and Overturning Prohibitions



(1) The Agenda and Council Operations Committee upon receipt of a Notice to Appeal a Prohibition may overturn such Prohibition by a two-thirds (2/3) vote sanctioning the overturning.

13.00 APPOINTMENT OF FINANCIAL SIGNING AND SIGNING OFFICERS OF THE CORPORATION:

13.01 The Financial Signing Officer of the Corporation may be any Officer, Director, or Member of the Corporation, as appointed by the resolution of the Board of Directors; and may execute documents in relation to the signing of cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness on behalf of the Corporation.

(1) Notwithstanding, any two (2) Financial Signing Officers of the Corporation, as authorized by the Corporation 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 settlements of balance, and release or verification slips, and;
- iii. Endorse notes, and drafts for election 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 endorse 'for collection' or 'for deposit' with the bankers of the Corporation by using the Corporation's stamp for such.

13.02 The Signing Officer of the Corporation shall be empowered on behalf of the Corporation to sign off any specific contracts, documents, instruments, or obligation in writing or specific types of contracts, documents, instruments, or obligation in writing.

(1) All contacts, documents, instruments or obligations in writing so signed by the Signing Officer of the Corporation shall be binding upon the Corporation without any further authorization or formality.

13.03 Motions to Appoint: Financial Signing Officer and Signing Officer

13.04 A Motion to Appoint: Financial Signing Officer, shall include;



- (1) Name and position of the appointee, and;
- (2) The date on which the Term of Office of the Financial Signing Officer shall commence.

13.05 A Motion to Appoint: Signing Officer, shall include;

- (1) Name and position of the appointee;
- (2) The dates on which the Term of Office of the Signing Officer shall commence and conclude, and;
- (3) The specification of any contract, document or instrument, or a specific type of such, that Signing Officer is empowered to sign on behalf of the Corporation.

13.06 A Motion to Remove a Signing Officer or Financial Signing Officer;

- (1) Name and position of the Signing Officer or Financial Signing Officer being removed, and;
- (2) The dates on which the Term of Office of the Signing Officer shall conclude.

13.07 Proper notice, shall be: two (2) days prior to the date on which the meeting of the Board of Directors is scheduled to be held.

14.00 PART B: THE BODIES OF THE CORPORATION

15.00 THE COUNCIL

15.01 Membership classes:

15.02 There shall be two (2) classes of Membership within the Corporation;

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

15.03 Voting Class:

- (1) Each Ordinary (Voting) Member shall be entitled to receive notice of, vote and attend every duly called meeting of the Council.

15.04 Non-Voting Class:

- (1) Each Resource (Non-Voting) Member shall be entitled to receive notice of and attend every duly called meeting of the Council, however, shall not be entitled to vote.

15.05 Composition of the Council:



- (1) The Council shall be composed of both Ordinary (Voting) Members and Resource (Non-Voting) Members.
- (2) The Ordinary (Voting) Members of Council, shall be;
 - i. The Speaker of the Council;
 - a. Voting only in the case of a tie vote, and under the compliance of the provisions of this By-Law.
 - ii. The President of the KUCSC;
 - iii. The Vice-President of Student Events, and;
 - iv. The Vice President of Student Affairs;
- (3) The Ordinary (Voting) Student Representatives Members, shall be;
 - i. A number of Representatives as determined by the USC – University Students’ Council (USC);
 - ii. One (1) Ex-Officio Representative – University Students’ Council;
 - a. The position shall be held by the President.
 - iii. Two (2) Representatives – King’s University College Residence Council (KUCRC);
 - a. The President of the KUCRC may hold one (1) of these positions at the discretion of the President of the KUCSC.
 - iv. Two (2) Representatives – First Year Off-Campus Student;
 - v. Three (3) Representatives – King’s College Council;
 - vi. Two (2) Representatives – Second Year Students;
 - vii. One (1) Representative – Saint Peter’s Seminary;
 - viii. One (1) Representative – School of Social Work;
 - ix. One (1) Representative – Mature Students;
 - x. One (1) Representative – Graduating Class;
 - xi. Two (2) Representatives – Modern Languages Faculties;
 - a. One (1) Representative shall be enrolled in Honour’s French.
 - b. One (1) Representative shall be enrolled in Honour’s English.



- xii. Two (2) Representatives – School of Management, Economics and Math;
 - a. One (1) Representative shall be enrolled in Honour's Economics.
 - b. One (1) Representative shall be enrolled in Honour's MOS (Management and Organizational Studies).
 - xiii. One (1) Representative – History Department;
 - xiv. One (1) Representative – Philosophy Department;
 - xv. One (1) Representative – Political Science Department;
 - xvi. One (1) Representative – Psychology Department;
 - xvii. One (1) Representative – Religious Studies Department;
 - xviii. One (1) Representative – Sociology Department;
 - xix. One (1) Representative – Childhood and Social Institutions Department;
 - xx. One (1) Representative – Social Justice and Peace Department;
 - xxi. One (1) – Thanatology Student;
 - xxii. One (1) – Disability Studies Student, and;
 - xxiii. One (1) – Indigenous Student.
- (4) The Resource Members of the Council shall be;
- i. The Chief Financial Officer;
 - ii. The Chief Communications Officer;
 - iii. The Deputy Speaker of the Council;
 - iv. The Governance Associate, and;
 - v. All Commissioners and Coordinators.
 - vi. Affiliate College Senators;

16.00 THE COMMITTEES OF THE COUNCIL

16.01 The Standings Committees or permanent Committees of the Council shall be;

- (1) The Finance Committee;
- (2) The Communications Committee;



- (3) The Initiatives Committees (formally, the Internal Affairs Committee);
- (4) The Advocacy Committee (formally, the External Affairs Committee);
- (5) The Student Events Committee;
- (6) The Agenda and Council Operations Committee (ACOC);
- (7) The Judiciary Committee, and;
- (8) The Election Committee Subcommittees.

16.02 Sub-Committees

- (1) There shall be a variable number of sub-committees of committees of the Council.
- (2) Sub-Committees may, from time to time, be established by a Committee, by way of resolution of the parent Standing Committee, the resolution shall include the business, affairs, composition, duties and responsibilities of any Sub-Committee of any Committee of the Council.
- (3) Unless otherwise provided for herein, a Sub-Committee of a Committee shall be accountable to and report to the parent Standing Committee of which it was created.

16.03 The Sub-Committees of the Standing Committees of the Council shall be;

- (1) The Budget Sub-Committee of the Finance Committee.
- (2) The Grants Sub-Committee of the Finance Committee.
- (3) The Promotions Sub-Committee of the Communications Committee.

16.04 Ad-Hoc

- (1) From time to time, the Council may determine the necessity of the formation of an Ad-Hoc Committee. An Ad-Hoc shall be formed, dissolved, replaced, or amended by resolution of the Council to address the specific needs or objectives of the Council.
- (2) Subject to no Standing Committee having jurisdiction over the business that would be considered or transacted.

16.05 General Purpose and Duty

- (1) The purpose and duty of the Committees of the Council shall be:



- i. To review, edit and make policies, that are within the jurisdiction of the Standing Committee, and;
- ii. To provide a platform for the discussion of ideas.

16.06 Governance

- (1) The activities, affairs, and business of the Standing Committees of the Council shall be governed by, in order of preference, by the;
 - i. By-Laws;
 - ii. Policies and Procedure, and;
 - iii. Standing Committee Terms of Reference.

16.07 Membership

- (1) Every Ordinary (Voting) Member of the Council shall sit on at least one (1) Standing Committee of the Council, except for;
 - i. The Speaker of the Council
 - ii. The USC Representatives
 - iii. The President, who shall sit ex-officio on all Standing Committees
- (2) Every Resource (Non-Voting) Member of the Council is entitled to join a maximum of three (3) Standing Committees of Council.
 - i. The Resource (Non-Voting) Member's Membership on any Committee of the Council shall be non-voting.
- (3) Any Member who ceases to hold their Membership in the Corporation shall lose their Membership on a Committee.

16.08 Committee Chair

- (1) Every Committee shall have a Committee Chair elected by the Voting Members of the Committee at the first meeting of the Committee.

16.09 Appointments

- (1) Committee Appointments shall take place at the discretion of the Speaker.
- (2) The Speaker of the Council may elect to appoint Members to Committees at the Annual General Meeting of the Council.
- (3) Any position on any Committee that remains unfilled at any point in time that is a Member during the same Fiscal Year has not filled the position on the Committee that position may be appointed at the discretion of the Speaker.



(4) Any position on any Committee that becomes vacant that is a position which was held during the same Fiscal Year, by any Member and ceases to be held, shall be filled through a special election at the next meeting of the Council.

17.00 THE EXECUTIVE COUNCIL

(1) Purpose

i. The Executive Council shall form the core leadership of the Corporation. The Elected and Appointed Executive Members shall serve in a manner consistent with the principles of diligence, accountability, transparency, and honesty.

(2) Membership

i. Voting Members elected by, the student body at-large, in compliance with the provisions of By-Law #2, shall be;

- a. The President;
- b. The Vice President, Student Affairs, and;
- c. The Vice President, Student Events.

ii. Voting Members elected by, the Council, in compliance with the provisions of By-Law #2, shall be;

- a. The Chief Financial Officer, and;
- b. The Chief Communications Officer.

iii. Non-Voting Members shall be;

- a. The General Manager, and;
- b. The Secretary of the Executive Council.

(3) Voting Directors

i. The Voting Members of the Executive Council shall be those Members elected by the student body at-large or by the Council.

(4) Chair

i. The Executive Council shall have a Chair of the Executive Council, who shall be any voting Member of the Executive Council. The Chair shall be elected by the Voting Members at the first meeting of the Executive Council.



- (5) Responsibilities of the Executive Council:
 - i. Shall be the core leadership of the Corporation;
 - ii. Shall support in the attainment, and fulfillment of the Corporation's vision, missions, and goals;
 - iii. Shall represent, and serve the interests of the constituents of the Corporation; the student body at-large of King's University College;
 - iv. Shall manage the day-to-day business and affairs of the Executive Portfolios, and;
 - v. Shall act in compliance with all By-Laws, Policies and Procedures, or any other relevant documents of the Corporation, the King's University College Student Code of Conduct, and all Municipal, Provincial, and Federal by-laws, laws, and regulations.

18.00 THE BOARD OF DIRECTORS

- (1) Purpose
 - i. The Board of Directors shall form the statutory leadership of the Corporation, and shall manage, and supervise the management of the Corporation.
- (2) Composition
 - i. The Board of Directors shall consist of the elected Members of the Executive Council.
- (3) Voting Directors
 - i. All Members of the Board of Directors shall be Voting Directors, that is, Voting Members of the Board of Directors.
- (4) Chair
 - i. The Board of Directors shall have a Chair of the Board of Directors, who shall be any voting director of the Board of Directors. The Chair shall be elected by the Voting Directors at the first meeting of the Board of Directors.



19.00 PART C: MEETINGS OF THE BODIES OF THE CORPORATION

19.01 Meetings – General

(1) Meetings – Location

i. All meetings shall be held at the King's University College at Western University in the City of London in the Province of Ontario, or elsewhere in Ontario, and on such days as the Chair of the Board, the Chair of the Executive Council, Speaker of the Council, or Chair of any Committee may appoint.

(2) Meetings – Electronic

i. A meeting of the Board of Directors, Executive Council, the Council or Committee of the Council may be held by telephonic or electronic means, and a Director, Officer or Member who, through those means, votes at the meeting or establishes a communications link to the meeting is deemed for the purpose of this By-Law to be present at the meeting.

(3) Meetings – New Business

i. Any new business for the consideration or transaction of any Meeting of the Corporation may be introduced without notice and may be sanctioned or rejected by a two-third resolution of the Voting Members of that meeting.

ii. Any new business regarding the amendment or creation of any By-Law shall be stood down and referred to the Agenda and Council Operations Committee.

(4) Meetings – The Secretary

i. The Corporate Secretary shall, in compliance with the provisions of this By-Law, take all minutes of all meetings, and proceeding, public or *In-Camera*, of the Corporation

ii. Any Secretary of any Body of the Corporation shall be entitled to attend any public or *In-Camera* meeting or session of a meeting of any Body of the Corporation, as recording Secretary.

iii. In the case of the absence of the Secretary, for a meeting or part of a meeting of the Body of the Corporation, the Voting



Members shall elect an Acting Secretary amongst the Members to act as Chair for the meeting or part of a meeting.

(5) Meetings – Minutes and Records

i. The Corporate Secretary shall, in compliance with the provisions of this By-Law, take all minutes of all meetings, and proceeding, public or *In-Camera*, of the Corporation

19.02 Notice

(1) For the purposes of mail delivery, and unless otherwise provided for herein, day or days, shall exclude, Saturday, Sunday, a statutory holiday, or any other day observed as a holiday by Canada Post Corporation.

i. Unless otherwise provided for herein, the following shall be sufficient for the purpose of giving notice;

a. Notice may be delivered in person, by mail, by telephonic or electronic means.

b. Notice sent via mail shall be deemed to be received at the following times;

c. Two (2) days after it was mailed for all addresses within the City of London,

d. Three (3) days after it was mailed for all addresses within the Province of Ontario,

e. Four (4) days after it was mailed for all addresses outside of the Province of Ontario within Canada.

f. Notice given in person, by telephonic or electronic means shall be deemed to be received on the day which it was sent.

ii. Errors and Omissions in Giving Notice

a. No errors or omissions in giving notice of any meeting or any adjourned meeting nor any clerical error in the contact information of Director, Officer, Executive, or Member shall invalidate such meeting or make void any proceeding taken thereat. The Directors, Officers, Executives, or Members, may at any time waive notice of any such meeting, and ratify,



approve, and confirm any or all proceeding or had taken thereat.

- (2) Unless otherwise provided for herein, the proper notice for notice of a meeting shall be;
 - i. Four (4) days prior to the date on which the meeting is scheduled to be held.
- (3) Unless otherwise provided for herein, the last day to submit, proper notice for a request to call meeting shall be;
 - i. Seven (7) days prior to the date on which the meeting shall be scheduled to be held.
- (4) Unless otherwise provided for herein, the proper notice for notice of motion shall be;
 - i. Three (3) days prior to the date on which the meeting is scheduled to be held.
- (5) This provision of the By-Law shall apply specifically to summer meetings of the Council.
 - i. Proper Notice for Notice of Summer Meeting shall be;
 - a. Sixteen (sixteen) days prior to the date on which the meeting is scheduled to be held.
 - ii. Unless otherwise provided for herein, the last day to submit, proper notice for a request to call meeting shall be;
 - a. Seven (7) days prior to the date on which the meeting shall be scheduled to be held.
- (6) Unless otherwise provided for herein, the proper notice for the proposed Budget of the Corporation shall be;
 - i. Days (5) days prior to the date on which the Annual General Meeting is scheduled to be held.
- (7) Unless otherwise provided for herein, the proper notice for notice of motion to discipline or remove shall be;
 - i. Three (3) days prior to the date on which the *In-Camera* meeting is scheduled to be held.
 - ii. The proper notice for notifying the subject of a notice of motion to discipline or remove shall be;



- a. Two (2) days prior to the date on which the *In-Meeting* is scheduled to be held.
- (8) Unless otherwise provided for herein, the proper notice for notice of motion of appointment of Financial Signing Officer or Signing Officer of the Corporation shall be;
 - i. Two (2) days prior to the date on which the meeting of the Board of Directors is scheduled to be held.
 - (9) Unless otherwise provided for herein, the proper notice for notice of motion to fill the vacancy of the office of any member or officer the Corporation shall be;
 - i. Three (3) days prior to the date on which the meeting is scheduled to be held.
 - (10) When proper notice for any notice of motion is given, the motion in question shall be sanctioned by a Simple Majority.
 - (11) When proper notice for any notice of motion is not given, the motion in question shall be sanctioned by a two-thirds ($\frac{2}{3}$) majority.
 - (12) No formal notice of a meeting of the Corporation shall be necessary if all the Voting Members of the respective Body of the Corporation are present, or if those absent have given their consent to the meeting being held in their absence.
 - (13) Except where expressly authorized by resolution of the meeting of the Corporation, a meeting that is adjourned to reconvene at a stated time, and place shall require no further notice.
- 19.03 Rules of Procedure
- (1) Order of Preference
 - i. The Rules of Procedure for all Meetings of the Corporation shall be determined in order of preference by;
 - a. The By-Laws, and;
 - b. Robert's Rules of Order.
 - (2) Suspension of Rules and Procedures
 - i. Any Meeting of the Corporation may by a Two-Thirds ($\frac{2}{3}$) resolution in favour among the Voting Members suspend any specific Rule or Procedure specified herein, 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.

(3) Voting

i. Each Voting Director, Officer, Executive or Member of the Corporation shall be entitled to exercise one (1) vote at each meeting on each question before the respective Body of the Corporation.

ii. In the case of the Annual General Meeting, any Voting Member, who is a Member of both the Incoming and Outgoing Councils shall cast only one (1) vote on any question or in any election before the Council.

iii. Any Member who, under the provisions of this By-Law is appointed as a Proxy Holder, is exempted from the provision regarding voting.

iv. Unless otherwise provided for herein, all questions shall be decided by a Simple Majority of votes cast on the question.

v. Unless otherwise expressly provided for herein, all motions shall be sanctioned or rejected by a Simple Majority of votes cast on the question.

vi. Unless otherwise expressly provided for herein, every question shall be decided by a show of hands.

(4) Tie Vote

i. In the case of, a tie vote, of those Members present at any meeting of the Corporation, the Chair of the meeting of the Corporation may break the tie, subject to the following provisions;

(5) The Speaker Denison's Rule

i. The Speaker Denison's Rule shall govern the tie-breaking vote;

ii. The Chair of the Body of the Corporation shall vote;

iii. Against the sanctioning of any resolution of the Body of the Corporation;

iv. And against holding any such vote immediately rather than in the future, to allow for time to consider the business or matter.



- v. Against the amendment to any proposed resolution;
 - vi. Against the transaction of any business or matter, and;
 - vii. In favour of any consideration, discussion, or deliberation of any business or matter, or to allow further debate.
- (6) Voting Members
- i. The Voting Members of the Corporation are the following;
 - a. The Voting Directors as the Voting Members of the Board of Directors;
 - b. The Voting Executive Members as the Voting Members of the Executive Council;
 - c. The Ordinary (Voting) Members as the Voting Members of the Council, and;
 - d. The Voting Members as the Voting Members of any Committee of the Council.
- (7) Non-Voting Members
- i. The Non-Voting Members of the Corporation are the following;
 - a. The Secretary of the Board of Directors as the Non-Voting Member of the Board of Directors;
 - b. The Secretary of the Executive Council, and the Governance Associate as the Non-Voting Executive Members of the Executive Council;
 - c. The Speaker of the Council and the Resource (Non-Voting) Members as the Non-Voting Members of the Council, and;
 - d. The Secretary of any Committee of the Council, as the Non-Voting Member of any Committee of the Council.
- (8) Advance Voting
- i. Advance voting in any way, shape or form shall not be permitted.
- (9) Evidence of Sanction or Rejection of Motion
- i. A declaration made by the Chair of any meeting of any Body of the Corporation 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 to sanction or reject such a resolution.

- (10) Adjudication of Rules of Procedure
 - i. The Speaker of the Council, in consultation with the Deputy Speaker of the Council and the Governance Associate, shall adjudicate all disputes involving Rules of Procedure, and business and matters to be considered or transacted at any Meeting of the Council.
- (11) Adjudication of Committee's Jurisdiction
 - i. The Speaker of the Council, in consultation with the Deputy Speaker of the Council and the Governance Associate, shall adjudicate all disputes involving the Committees, in relation to the business and matters to be considered or transacted at any meeting of any Committee of the Council.
- (12) Sanctioning or Rejecting of Speaker's Judgement
 - i. The judgement of the Speaker of the Council, in any matter relating to adjudication, may be sanctioned or rejected by the Two-Thirds (2/3) resolution among the Ordinary (Voting) Members of the Council.

19.04 *In-Camera* Meetings

- (1) Any Body of the Corporation, or Chair of any Body, may in any circumstance where it is determined necessary, or when mandated by provisions in this By-Law, hold *In-Camera* meetings or sessions of a meeting.
- (2) It shall be mandatory to hold an *In-Camera* meeting, when;
 - i. Any business or matter defined under confidential material is considered or transacted.
- (3) The Membership of an *In-Camera* meeting, shall;
 - i. be closed to the public;
 - ii. consist of only voting members of the Body of the Corporation, and;
 - iii. include only necessary resource members.



- a. the Secretary, Governance Associate, Deputy Speaker, and Executive members are presumed necessary unless otherwise stated in the motion to go *In-Camera*
- (4) Except where expressly authorized by the provisions in this By-Law, the inclusion of any person shall require authorization by the resolution of the respective Body of the Corporation.
- (5) Minutes and Records
 - i. The Minutes and Records of any *In-Camera* meetings or session of a meeting of the Corporation shall be confidential.
- (6) Review of Minutes and Records
 - i. Any person, expressly authorized by the provisions in this By-Law, or otherwise entitled to attend an *In-Camera* meeting or session of a meeting of the Corporation shall be permitted to review the minutes of that meeting.
 - ii. Any person, who, through any means, has been precluded from attending an *In-Camera* meeting or session of a meeting of the Corporation shall not be permitted to review the minutes of that meeting.
 - iii. Any review of the minutes of any *In-Camera* meetings or sessions of a meeting shall take place in the Corporation's Office in an area designated by the Speaker of the Council.
- (7) Any person who attends or reviews the minutes of any *In-Camera* meetings or sessions of a meeting, shall under the provisions of this By-Law, be bound to confidentiality.

19.05 Quorums for Meetings

- (1) The quorum for duly called meetings of the Corporation shall be;
 - i. one-third (1/3) of the Voting Members Present.
- (2) The quorum for duly called *In-Camera* meetings of the Corporation shall be;
 - i. one-half (1/2) of the Voting Members Present.
- (3) The quorum for any meeting of the Corporation in which any of the following business is considered or transacted shall be one-half (1/2) of the Voting Members present;



- i. Disciplinary action against any Member of the Corporation,
 - ii. Amendments of any By-Laws, Policy or Procedure,
 - iii. Any other matter deemed by the Speaker of the Council to be of similar or greater significance.
- (4) Any duly called meeting of the Corporation which fails to be called to order within thirty (30) minutes of the scheduled start time of the meeting, shall be deemed a duly called meeting that failed to be called to order.
- (5) Any duly called meeting of the Corporation which fails to meet quorum within thirty (30) minutes of the scheduled start time of the meeting, shall be deemed a duly called meeting that failed to reach a quorum.
- (6) Any duly constituted meeting of the Council subsequently consisting of fewer Voting Members than required to preserve quorum shall be adjourned.

19.06 MEETINGS OF THE COUNCIL

- (1) Powers and Privileges
 - i. The Ordinary (Voting) Members may consider and transact any business, either specific or general, at any meeting of the Council.
 - ii. All Ordinary (Voting) Members are entitled to speak, propose motions, vote and otherwise participate in all meetings of the Council, except otherwise provided for herein.
 - iii. The Resource (Non-Voting) Members, shall not be entitled to vote; however, may propose motions, and be entitled to speak, at any meeting of the Council.
 - iv. The Speaker of the Council shall not be entitled to propose motions, with the exception of Motions to Discipline or Remove.
- (2) The Call of Meetings
 - i. A Meeting of the Council may be called by;
 - a. A resolution of the Council;



- b. The Speaker of the Council;
 - c. The Speaker of the Council, upon receipt of a written request of five (5) Voting Members;
 - d. The Speaker of the 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 shall be required to be sent.
- (3) Minutes and Records:
- i. Of all proceedings and records, public or *In-Camera* shall be taken by the Secretary of the Council.
 - ii. Approval
 - a. The Secretary of the Council shall provide the minutes of the meeting to the Speaker of the Council
 - b. The Speaker of the Council shall seek the approval of the minutes by the Council at the following meeting.
 - c. Any Member of the Council may request amendments to the minutes, subject to the Speaker of the Council at their discretion.
- (4) Record Keeping
- i. The Secretary of the Council shall keep proper books of the meetings and accurate records of the proceedings.
- (5) Proxies
- i. Every Ordinary (Voting) Member of the Council otherwise entitled to vote at any meeting of the Council may by means of a proxy appoint a proxy holder. A Member may appoint a proxy holder for any specified meeting of the Council.
 - ii. The proxy holder need not be a Member of the Council.
 - a. The Member's nominee shall attend and act at any meeting of the Council in the manner, to the extent and with the authority conferred by the proxy.
 - iii. The Member seeking to appoint a proxy holder shall empower the proxy by ways of full speaking privileges, or full speaking and voting privileges.



iv. The nomination of a proxy shall be at the Speaker's discretion, byways of receipt of written request no later than twenty-four (24) hours prior to the date on which the meeting is scheduled to take place.

a. The Member shall ensure their written request includes their name and office, the appointee's name, position (where applicable) and contact, and date of the meeting of the Council in which the proxy is request, the empowerment of the proxy, signed and dated.

v. The proxy shall be valid only at the meeting for which it is specified.

vi. The Member may revoke the proxy byways of written request not later than four (4) hours prior to the time on which the meeting is scheduled to take place.

19.07 THE ANNUAL GENERAL MEETING OF THE CORPORATION

(1) Date of the Meeting

i. The Annual General Meeting of the Corporation shall be held on the call of, and on a date determined by the Speaker of the Council.

ii. Notwithstanding any other provisions in this By-Law, the Annual General Meeting shall be held in February or March.

(2) Purpose

i. The Annual General Meeting shall serve as a transfer of duties and responsibilities from one (1) term of office to the next.

ii. The Annual General Meeting shall consist of two parts; the first part, and the second part.

(3) Business to be transacted

i. The following business shall be transacted during the first part;

a. The hearing, receiving, and approving of the reports and statements required by the Act;



- b. The Statements of the President, the Vice-Presidents, Chief Executive Officer, Chief Communications Officer, and the Governance Associate;
- c. A Motion to permit the Incoming Council to vote on the Annual Operating Budget of the Corporation;
- d. The hearing, receiving and, approving of the Annual Operating Budget of the Corporation;
- e. The presentation of each Vice-Presidential candidate in a form approved by the Speaker of the Council;
- f. The consideration or transaction of any other business properly brought before the Council;
- ii. The following business shall be transacted during the second part;
 - a. The inaugural address of the President-Elect;
 - b. A Motion approving the ratification of the Incoming Council, to be voted by the outgoing Council.
 - c. A Motion to sanction the Incoming Council to vote in the election of the Chief Financial, and Chief Communications Officers.
 - d. The presentation of each Chief Financial, and Chief Communications Officers candidates in a form approved by the Speaker of the Council.
 - e. A Motion for the dissolution of the Outgoing Council.
 - f. A vote to approve the dissolution of the Outgoing Council by both the Incoming and Outgoing Council.
 - g. The adoption of the By-Laws, the Policies and Procedures, or the Corporation.
 - h. The consideration or transaction of any new business brought before the Council;
 - i. The appointment of Ordinary (Voting) Members of the Incoming Council to the Standing Committees of Council in a form approved by and at the discretion of the Speaker.



20.00 MEETINGS OF THE COMMITTEES OF THE COUNCIL

20.01 The Call of Meetings

- (1) A Meeting of any Committee may be called by;
 - i. A resolution of the Council;
 - ii. The Speaker of the Council;
 - iii. The Committee Chair;
 - iv. The Committee Chair, upon receipt of a written request of three (3) Voting Members;
 - v. 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 shall be required to be sent.

20.02 The proper notice to request the calling of a Committee meeting shall be four (4) days prior to the date on which the meeting is scheduled to take place.

- (1) In the case of summer meetings of a Committee, proper notice to request the calling of a meeting shall be seven (7) days prior to the date on which the meeting is scheduled to take place.

20.03 The proper notice for any meeting of a Committee shall be three (3) days prior to the date on which the meeting is scheduled to take place.

- (1) Any meeting in which proper notice to the Committee Members has not been provided shall be deemed a Special Meeting of the Committee.

20.04 All Motions shall require two (2) days of notice prior to any given meeting of the Committee.

- (1) Where such notice is given, the motion in question shall be sanctioned by Simple Majority,
- (2) Where such notice is not given, the motion in question shall be sanctioned by Two-Thirds (2/3) Majority.

21.00 MEETINGS OF THE EXECUTIVE COUNCIL

21.01 The Call of Meetings

- (1) A Meeting of the Execution Council may be called by;



- i. The Speaker of the Council;
- ii. The Chair of the Executive Council;
- iii. The Chair of the Executive Council, upon receipt of a written request of one (1) Executive Member;
- iv. The Chair of the Executive 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 shall be required to be sent.

21.02 The Executive Council shall meet no less than bi-weekly (that is once in every fourteen (14) day period) when Council is in session.

21.03 The Roles and Responsibilities of the Executive Council shall be;

- (1) the core leadership of the Corporation
- (2) the support and attainment and fulfillment of the Corporation's vision, missions and, goals;
- (3) to represent and serve the interests of the constituents of the Corporation; the student body at-large of King's University College;
- (4) to manage the day-to-day business and affairs of the Executive Portfolios, and;
- (5) to act in compliance with all By-Laws, Policies and Procedures, or any other relevant documents of the Corporation, the King's University College Student Code of Conduct, and all Municipal, Provincial, and Federal by-laws, laws, and regulations.
- (6) No Executive shall hold any Executive position on any KUCSC-ratified Club, nor shall any Executive hold a position as a Soph for the duration of their term of office.
- (7) The Executive Council shall have the power to appoint attorneys or agents of the Corporation, by resolution of the Executive Council.

21.04 The following persons are disqualified from being Executives of the Corporation

- (1) a person who is less than eighteen (18) years of age;
- (2) a person who is of unsound mind or has been found so by a court in Canada or elsewhere, and;
- (3) a person who has the status of bankrupt.

21.05 Commissioners and Coordinators



(1) The Executive Council shall be empowered to create, dissolve, replace, or amend any Commissioner or Coordinator position by resolution of the Executive Council.

(2) The Executive Council shall have the authority to create, replace, or amend the Terms of Reference for any Commissioner or Coordinator by resolution of the Executive Council.

(3) A Commissioner or Coordinator may be removed by a resolution of the Executive Council.

21.06 Powers and Privileges

(1) The Executive Council may consider and transact any business, either specific or general, relating to any and all day-to-day affairs of the Corporation at any meeting, or any other business within the jurisdiction of the Executive Council.

22.00 MEETINGS OF THE BOARD OF DIRECTORS

22.01 A meeting of the Board of Directors may be called by;

(1) The Chair of the Board of Directors;

(2) The Chair of the Board of Directors on receipt of the written request of one (1) Director, and;

(3) The Chair of 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 shall be required to be sent.

22.02 Frequency of meetings;

(1) The Board of Directors shall meet at least once per fiscal quarter but may meet more frequently at the discretion of the Chair

22.03 Powers and Privileges

(1) The Board of Directors may consider and transact any business, either specific or general, relating to any and all operational affairs of the Corporation at any meeting, or any other business within the jurisdiction of the Board of Directors.



23.00 PART D: OFFICES OF THE CORPORATION AND VACANCIES

23.01 The Offices of the Corporation shall be;

- (1) The Chair of the Board of Directors:
 - i. May be any Member of the Board of Directors.
 - ii. Shall be elected annually at the first meeting of the fiscal year.
 - iii. Shall chair all meetings of the Board of Directors.
 - a. In the case of the absence of the Chair, for a meeting or part of a meeting of the Board of Directors, the Board of Directors shall elect an Acting Chair amongst the Directors to act as Chair for the meeting or part of a meeting.
 - iv. The Term of Office of the Chair of the Board of Directors, shall;
 - a. commence on the day the individual is elected, pursuant to the provisions of this By-Law and shall conclude at the second part of Annual General Meeting of the following fiscal year.
- (2) The Speaker of the Council:
 - i. Shall be appointed by the President.
 - ii. The Term of Office for the Speaker of the Council, shall;
 - a. commence on the day the individual is appointed and shall conclude at the second part of the Annual General Meeting of the following fiscal year.
 - iii. Shall be empowered to exercise powers of the Council as granted by provisions in this By-Law or by resolution of the Council.
 - a. Exercise powers relating to the Discipline and Removal of Members of the Corporation.
 - b. Shall exercise power in the Speaker's discretion and in the best interest of the Council.
- (3) The Acting Speaker
 - i. Shall be;
 - a. the Deputy Speaker of the Council in the case of the absence of the Speaker at a meeting of the Council, or;



- b. a Member elected by the Voting Members present in the case of the absence of the Speaker, and Deputy Speaker of the Council.
 - ii. The Powers and Responsibilities of the Office of the Speaker of the Council shall devolve on the Acting Speaker.
 - iii. The Term of Office of the Acting Speaker, shall;
 - a. commence at the Call to Order of the Meeting of the Council and shall conclude at the adjournment of that meeting.
- (4) The Deputy Speaker
 - i. The Term of Office of the Deputy Speaker of the Council, shall;
 - a. commence on the day the individual is appointed and shall conclude at the second part of the Annual General Meeting of the following fiscal year.
 - ii. The Deputy Speaker of the Council shall be empowered to exercise the powers of the Council as granted by provisions in these By-Laws or resolution of the Council.
- (5) The Governance Associate
 - i. Shall steward By-Laws, and Policies and Procedures of the Corporation.
 - ii. The Term of Office for the Governance Associate, shall;
 - a. commence on the day the individual is appointed and shall conclude at the second part of the Annual General Meeting of the following fiscal year.
- (6) The President
 - i. Be the official Voice of the Corporation
 - ii. The term of Office of the President, shall;
 - a. commence at the second part of the Annual General Meeting and shall conclude at the second part of the Annual General Meeting of the following year.
- (7) The Vice-Presidents
 - i. Manage their respective executive branch portfolio
 - ii. Shall be elected in compliance with By-Law #2



- iii. The term of the Office of the Vice-Presidents, shall;
 - a. commence at the second part of the Annual General Meeting and shall conclude at the second part of the Annual General Meeting of the following fiscal year.
- (8) Ordinary (Voting) Members of the Council
 - i. Represent their constituencies in respect of democratic principles
 - ii. Shall be elected in compliance with By-Law #2
 - iii. The term of Office of the Ordinary (Voting) Members, shall;
 - a. commence at the second part of the Annual General Meeting and shall conclude at the second part of the Annual General Meeting of the following fiscal year.
- (9) Commissioners and Coordinators
 - i. Shall be appointed by resolution of the Executive Council
 - ii. The term of the Office of the Commissioners and Coordinators, shall;
 - a. commence on the day the individual is appointed and shall conclude at the second part of the Annual General Meeting of the following fiscal year.

24.00 VACANCIES

- (1) Office of the President
 - i. An Interim President shall be appointed from the position of Vice President Student Affairs, should;
 - a. the acting President become incapacitated;
 - b. the office become vacant through any other means
 - ii. In the case that the Vice President Student Affairs is unable or unwilling to fulfill this responsibility, the Vice President Student Events shall become Interim President;
 - iii. Filling of vacancy by the Council
 - a. The Council may by a Two-Thirds (2/3) resolution in favour among the Ordinary (Voting) Members fill the vacancy in any of the following forms;



- (a) Sanctioning a By-Election for the Election of a President by the King's Student body at-large in compliance with By-Law #2,
 - (b) Sanctioning an Internal Election of a President by the Ordinary (Voting) Members of the Council in compliance with By-Law #2,
 - (c) Appointment of the Interim President as the President,
 - (d) Appointment of any other Member, Executive or Director of the Corporation as the President
- (2) Office of Speaker of the Council
 - i. An Interim Speaker shall be appointed from the position of Deputy Speaker, should;
 - a. the Speaker of the Council become incapacitated;
 - b. or the office becomes vacant through any means
- (3) Chair of the Board of Directors
 - i. An Interim Chair shall be elected from within the Board of Directors, should;
 - a. the Chair of the Board of Directors become incapacitated;
 - b. or the office becomes vacant through any means
 - ii. Filling of vacancy by the Council
 - a. The Council may by a Two-Thirds (2/3) resolution in favour among the Ordinary (Voting) Members elect an Ordinary (Voting) Member to fill the vacancy
- (4) Other Vacancies
 - i. Other vacancies may be filled through appointment by the President if, by any means, a vacancy occurs, with respect to the following positions;
 - a. the Speaker of the Council;
 - b. the Deputy Speaker of the Council;
 - c. The Governance Associate;
 - d. The Ordinary (Voting) Student Representative Members, and;



- e. The Commissioners and Coordinators pursuant to the advice or recommendation of the appropriate constituency or student organizations
- (5) Internal Election Procedure
 - i. All Internal Elections of the Council shall be in compliance with By-Law #2, and the following procedure

25.00 PART E: MODIFICATION OF BY-LAWS, POLICIES AND PROCEDURES AND STRATEGIC VISION AND LONG-TERM PLAN.

25.01 Modification of By-Laws

- (1) The By-Laws of the Corporation shall be amended, repealed, replaced or enacted in compliance with the procedure provided for herein, and not contrary to the Act, and the Letters Patent.
- (2) Amendments at the Board of Directors
 - i. The Board of Directors may amend, replace, replace or enact any By-Law of the Corporation by resolution of the Board of Directors.
 - ii. The Council shall at the meeting following that Board of Directors meeting in which the By-Law was considered and transacted sanction the By-Law by Two-Thirds ($\frac{2}{3}$) vote in favour among the Voting Members present.
- (3) Amendments at Council
 - i. Any Ordinary (Voting) Member may bring forward a motion to the Council to modify any By-Law.
 - a. Prior to the motion being considered by the Council, the Member shall submit the proposed amendment to the Agenda and Council Operations Committee.
 - b. Should the motion be brought to a meeting of the Council without the prior consideration of the Agenda and Council Operations Committee, the Speaker of the Council shall, stand down the motion and refer it to the Committee.
 - ii. The Agenda and Council Operations Committee, shall;



- a. Review and report on the proposed By-Law within fifteen days (15).
 - b. Recommend any necessary modifications, including;
 - (a) the modification of the wording or grammar, and;
 - (b) ensuring compliance with existing By-Laws.
 - c. Seek a legal opinion from the Counsel of the Corporation; the opinion shall;
 - (a) indicate the compliance of the By-Law with the Act and the Letters Patent, or;
 - (b) where an earlier legal opinion is sufficient to indicate the compliance of the By-Law with the Act and Letters patent, no further opinion is required.
 - d. Shall not decisively confirm or reject the proposed amendments.
 - e. Analyze and report on the merits and ramifications of the By-Law, and;
 - f. Whether or not the By-Law is in the best interest of the Corporation.
- iii. The Chair of the Board of Directors shall be;
- a. Consulted if proposed modifications to any By-Law relate to the following items;
 - (a) The Corporation and the Structure;
 - (b) The Membership of the Corporation;
 - (c) The Board of Directors;
 - (d) The Meetings of the Board of Directors, and;
 - (e) Terms of Office
- iv. Following the review of the Agenda and Council Operations Committee, the motion shall be posted at least three (3) days prior to the meeting of Council at which the motion will be considered or transacted.
- a. The Committee at such a meeting shall present or provided a written rationale to the Council outlining its recommendations.



v. The motion may be sanctioned or rejected by Two-Thirds ($\frac{2}{3}$) vote of the Council.

a. When a Motion is rejected by the Council, the same or similar motion cannot take effect until sanctioned at a subsequent Annual General Meeting of the Council.

vi. The President shall sign all of the By-Laws, including amendments and replacements thereto, and no amendment shall be in force or take effect until such signing.

a. The President shall sign the By-Law no later than ten (10) days after it has been sanctioned by the Council.

26.00 Modification of Policies and Procedures

(1) The Policies and Procedures of the Corporation shall be amended, repealed, replaced or enacted in compliance with the procedure provided for herein, and not contrary to any By-Laws of the Corporation.

(2) Jurisdiction over Policies and Procedures

i. The jurisdiction of the Board of Directors shall be;

a. in relation to the affairs or business of the Financial Signing Officer. and Signing Officers of the Corporation;

b. in relation to the management and supervision of the management of the Corporation;

c. in relation to the operational affairs of the Corporation, including;

(a) human resources;

(b) legal;

(c) financial;

(d) contractual, and;

(e) property, plant and equipment.

ii. The jurisdiction of the Council shall be;

a. in relation to the affairs and business of the Executive Council and the Council;

b. in relation to the oversight, accountability and discipline;

c. in relation to compensation and honoraria;



- d. in relation to Committees of the Council, and;
 - e. any other area not expressly determined to be the jurisdiction of the Board of Directors.
- (3) Amendments at the Board of Directors
 - i. Any Director may bring forward a motion to modify any policy or procedure within the jurisdiction of the Board of Directors.
 - ii. The motion may be sanctioned or rejected by two-thirds ($\frac{2}{3}$) resolution of the Board of Directors.
 - iii. The Chair of the Board of Directors shall present a report outlining the rationale, affect and purpose of any decision at the meeting of the Council directly following the meeting of the Board of Directors in which the decision was rendered.
- (4) Amendments at the Council
 - i. Any Ordinary (Voting) Member may bring forward a motion to the Council to modify any policy or procedure within the jurisdiction of the Council.
 - a. Prior to the motion being considered by the Council, the Member should submit the proposed amendment, to the relevant Committee of the Council and if no such committee exists, to Agenda and Council Operations Committee.
 - b. Should the Member not submit the proposed amendment to the Committee, the motion shall require Two-Thirds ($\frac{2}{3}$) Majority to sanction to reject.
 - ii. The Committee may vote to sanction or reject the motion by Simply Majority.
 - iii. The motion may be sanctioned or rejected by the Council, by;
 - a. Simple Majority, in the case of the motion being sanctioned by the Committee.
 - b. Two-Thirds ($\frac{2}{3}$) majority, in the case of the motion being rejected or not considered by the Committee.
- (5) The President shall sign the policy or procedure, including amendments and replacements thereto, and no amendment shall be in force or take effect until such signing.



i. The President shall sign the policy or procedure no later than ten (10) days after it has been sanctioned by the Council.

(6) Adjudication of Jurisdiction

i. The Speaker of the Council, in consultation with the Deputy Speaker of the Council and the Governance Associate, shall adjudicate all disputes in relation to the jurisdiction of the Council or the Board of Directors to modify any policy or procedure.

27.00 Modification of Strategic Vision and Long-Term Plan:

(1) The Strategic Vision and Long-Term Plan of the Corporation shall be amended, repealed, replaced or enacted in compliance with the procedure provided for herein, and not contrary to any By-Laws of the Corporation.

(2) Amendments at the Council

i. Any Ordinary (Voting) Member may bring forward a motion to the Council to modify the Strategic Plan and Long-Term Vision.

a. Prior to the motion being considered by the Council, the Member should submit the proposed amendment, to the Agenda and Council Operations Committee.

b. Should the Member not submit the proposed amendment to the Committee, the motion shall require Two-Thirds ($\frac{2}{3}$) Majority to sanction to reject.

c. The Committee may vote to sanction or reject the motion by Simply Majority.

ii. The motion may be sanctioned or rejected by the Council, by;

a. Simple Majority, in the case of the motion being sanctioned by the Committee.

b. Two-Thirds ($\frac{2}{3}$) majority, in the case of the motion being rejected or not considered by the Committee.