

SAULT COLLEGE STUDENTS' UNION INCORPORATED

Approved: April 18th, 2013

By-law # 1

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Sault College Students' Union - By-law #1

A BY-LAW RELATING GENERALLY TO THE CONDUCT OF THE AFFAIRS OF THE SAULT COLLEGE STUDENTS' UNION. (Hereinafter referred to as the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

PART 1 - INTERPRETATION

- 1.0 In this by-law and all other by-laws and resolutions of the Corporation unless the context otherwise requires:
 - 1.1 the singular includes the plural;
 - 1.2 the masculine gender includes the feminine;
 - 1.3 "Appoint" includes "elect" and vice-versa;
 - 1.4 "Board" means the board of directors of the Corporation;
 - 1.5 "By-Law" means this By-Law and all other By-Laws of the Corporation from time to time in force and effect;
 - 1.6 "Corporation" means Sault College Students' Union
 - 1.7 "Corporations Act" means the Corporations Act, R.S.O. 1990 c. C – 38 and any statute amending or enacted in substitution therefore, from time to time;
 - 1.8 "Documents", includes deed, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds debentures or other securities and all paper writings;
 - 1.9 "Letters Patent" means the original Letters Patent of and any other instrument, of the incorporation of the Corporation, and any amendments thereto;
 - 1.10 "Meeting of Members" includes an Annual Meeting of the members and any special meeting of members;
 - 1.11 "Signing Officer" means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation in accordance with this by-law or by a resolution passed pursuant thereto.
 - 1.12 All terms defined in the Corporations Act have the same meanings in this By-Law and all other By-Laws and resolutions of the Corporation.

PART 2 - AFFAIRS OF THE CORPORATION

2.0 HEAD OFFICE

2.1 The head office of the Corporation shall be in the City of Sault Ste. Marie, in the District of Algoma, in the Province of Ontario, and at such place therein as the Board may from time to time determine.

3.0 SEAL

3.1 The seal which is impressed hereon shall be the corporate seal of the Corporation.

4.0 BOARD

4.1 Board

The affairs of the Corporation shall be managed by a Board of seven (7) elected directors at large from the general membership of SCSU

4.2 Elected Directors

Elected directors, subject to the provisions of section 4.03 shall be elected in the manner set out in Article 6.00, each of whom, subject to the provisions or the Letters Patent shall hold office for a term of one year commencing May 1st of the year elected, ending April 30th of the following year.

4.3 Qualifications

Each director shall:

- I. be 18 or more years of age
- II. be a member of the Corporation
- III. not be an undischarged bankrupt nor a mentally incompetent person;
- IV. maintain a 2.5 Grade Point Average as a Full time student in the semester prior to and after the election.

If a person ceases to be a member of the Corporation or becomes bankrupt or a mentally Incompetent person, or their GPA falls below 2.5 they thereupon ceases to be a director, and the vacancy so created may be filled in the manner prescribed by section 4.04.

4.4 Vacancies

All vacancies on the Board of Directors shall be filled through by-election at the earliest possible time to ensure the impacts on operations and procedure are minimized. Vacancies on the Executive Board shall be filled by the application and appointment process normally used for the initial selection process, in a time frame that least impacts the SCSU operations.

4.5 Removal of Directors

The members entitled to vote may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass the resolution has been given, remove any director before the expiration of their term of office.

4.6 Quorum

A majority of the total number of Directors shall constitute a quorum at any meeting of the Board.

4.7 Meetings

Meetings of the Board may be held at the head office of the Corporation or any place within the Province of Ontario, as designated in the notice calling the meeting. Meetings of the Board may be called by the Chairperson/CGO, or the Secretary or any two (2) directors. Meetings of the Board shall be held at least once per month. In the case of Directors who are not in the locality of the meeting, every effort will be made to teleconference the member(s) into the meeting.

4.8 Notice

Subject to the provisions of section 4.09, notice of Board Meetings shall be delivered or emailed to each director not less than seven (7) days before the meeting is to take place. The statutory declaration of the Secretary or Chairperson/CGO that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary. If all the directors are present or if those absent have signified their consent in writing to the meeting being held without notice and in their absence

4.9 Regular Meetings

The Board may appoint one or more days in each month for regular meetings of the Board at a place and time named; no further notice of the regular meetings need be given. The Board shall hold a meeting within twenty-one (21) days following the annual meeting of the Corporation for the purpose of organization, the election and appointment of officers and the transaction of any other business.

4.10 Voting

Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. The Chairperson/CGO will have only one vote. A tie vote shall defeat the motion. All votes at such a meeting will be taken by secret ballot if so demanded by any Director present, but if no demand is made, the vote will be taken in the usual way of ascent or descent. A declaration by the Chairperson/CGO that a resolution has been carried and an entry to that effect in the minutes will be proof of the number of proportion of the votes recorded in favour of or against such a resolution.

4.11 Others Present

Such others as the Board may from time to time by resolution determine, shall be entitled, in the same manner and to the same extent as a director, to notice of,

and personally or by their delegate to attend and to speak at, meetings of the Board, but shall not be entitled to vote thereat.

4.12 Remuneration of Directors

The Director shall serve as Director with remuneration as decided by the previous Board and may, at the discretion of the Executive Director/CAO and Chairperson/CGO, be compensated for performing certain tasks that go beyond the duties required by a Director, on behalf of the Board. Such compensation is to be determined by the Executive Director/CAO and Chairperson/CGO having due regard to the budgetary provisions established each year by the Corporation and approved by the Board.

4.13 Indemnities to Directors

Every director and officer of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against,

- I. all costs, charges and expenses whatsoever which the director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office; and
- II. all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by their own wilful neglect or default.

4.14 Protection of Directors and Officers

No directors or officers of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the Insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation With whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust or in relation thereto unless the same shall happen by or through their own wrongful and wilful act or through their own wrongful and wilful neglect or default.

4.15 Insurance

Subject to applicable law, the Corporation shall purchase and maintain such insurance for the benefit of its Directors and officers.

4.16 Responsibility for Acts

The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made,

done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

5.0 OFFICERS

5.1 Officers of the Board

There shall be a Chairperson/CGO, Vice-Chairperson and Secretary elected by the Board from among their number. Board members will be given the opportunity to nominate any Board member for these positions at the first meeting of the board. Candidates will be given ten (10) minutes to speak and election will be held by secret ballot.

5.2 Chairperson/Chief Governance Officer (CGO)

The Chairperson/CGO shall, when present, preside at all meetings of the board and members. The Chairperson/CGO shall supervise the affairs and operations of the Corporation, sign all documents requiring their signature and have the other powers and duties from time to time prescribed by the Board or incident to their office.

5.3 Vice Chair

Should the Chair be absent or unable to act, the Vice Chair shall have the ability to exercise all the powers and duties of the Chair. In the event that the Chair and the Vice Chair are both absent, the Board may nominate one of its members to preside as Acting Chair and, while so acting, the Acting Chair shall have all the powers and duties of the Chair.

5.4 Board Secretary

The board secretary shall, with the assistance of the Recording Secretary, ensure all agendas, motions and minutes are accurate and presented in a timeframe that is congruent with the policies of the corporation.

5.5 Recording Secretary

The Secretary shall be ex officio clerk of the Board and shall attend all meetings of the Board and members to record all facts and minutes of those proceedings in the books kept for that purpose. They shall give all notices required to be given to members and to directors. They shall be the custodian of the corporate seal of the Corporation notices and required of all books, papers, records, correspondence and documents belonging to the Corporation.

5.6 President/Chief Executive Officer (CEO)

A President/CEO will be employed by the Corporation on a full-time basis for a term of one year, beginning May 1 and ending April 30 of the following year. No individual shall serve as President/CEO for more than two (2) terms. The President/CEO's duties are as described in the President/CEO's job description. Salary, benefits and hours of work are as described in the Corporation's Remuneration Policy. The candidate shall be a member of the Corporation at the time of nomination, with a GPA of at least 2.5 in the semester prior to the election or be the current President/CEO and be bondable.

5.7 Vice Presidents

Vice presidents will be employed by the corporation for a term of one year beginning May 1st of the year selected, ending April 30th of the following year. The Vice-President's duties are as described in the respective job descriptions. Candidates shall be members of the Corporation at the time of nomination and have a GPA of at least 2.5 in the semester prior to the selection process.

5.8 Native Student Council (NSC) President

The Native Student Council President will be employed by the corporation for a term of one year beginning May 1st of the year elected, ending April 30th of the following year. The NSC President's duties are as described in the respective job descriptions. Candidates for this position shall be members of the Corporation at the time of nomination and have a GPA of at least 2.5 in the semester prior to the election.

5.9 Executive Director/Chief Administrative Officer (CAO)

An Executive Director /CAO will be employed by the Corporation on a full-time basis. The Executive Director/CAO's duties are as described in the Executive Director/CAO's job description. Salary, benefits and hours of work are as described in the Corporation's Remuneration Policy.

5.10 President/CEO and Executive Director/CAO

The positions of President/CEO and Executive Director/CAO shall be hired and terminated by two thirds (2/3) of the eligible voting members of the Board. The President/CEO shall be hired by the outgoing Board. A termination shall be based on the results of documented performance reviews and due process.

5.11 Other Officers

The Board may appoint other officers, including without limitation, Honorary Officers, and agents (and with such titles as the Board may prescribe from time to time) as the Board considers necessary and all officers shall have the authority and perform the duties from time to time prescribed by the Board. The Board may also remove at its pleasure any such officer or agent of the Corporation. The duties of all other officers of the Corporation appointed by the Board shall be such as the terms of their engagement call for or the Board prescribes.

5.12 Primary Electoral Officer

The Primary Electoral Officer (hereby known as the PEO) will be appointed by the Board of Directors on or before the 31st of December each year. This temporary position will terminate upon completion of the election and submissions of the election report to the Chairperson/CGO or a delegate appointed by the Board no later than two (2) weeks after the final election results have been announced.

I. Powers and duties of Primary Electoral Officer

The PEO must carry out his or her duties in accordance with the Board of Directors Elections Process Policy. The PEO's duties will be divided into three (3) segments as follows:

Pre-Election

The PEO is responsible for all procedures and activities related to and surrounding the election. An election package prepared in accordance with the Board of Directors Elections Process Policy will be prepared by the PEO to include: nomination criteria, nomination forms, campaigning guidelines, pertinent dates as well as a GPA Release form. All completed nomination packages must be reviewed by the PEO to ensure that all criteria have been met and all student numbers included in the package have been checked.

Election

The PEO will arrange polling stations, as well as deputizing of neutral persons to work the polling stations. The PEO is responsible for setting up impartial counting committee. The committee must consist of at least three (3) members for counting purposes. Each candidate is allowed to have one person present as a scrutineer during the counting. The results are to be kept confidential until the PEO officially announces them. The ballots must be locked away and able to be accessed by only two (2) individuals in combination.

Post Election

It is within the PEO's capacity to declare an election invalid if he or she can prove that election regulations or the Board of Directors' Elections Process were not adhered to. Any requests for a recount or review of the election must be submitted in writing to the PEO and the PEO must have transmitted the request to the Board of Directors within twenty-four (24) hours of the announcement of the results. The ballots must be retained in a secured place until after the election and destroyed only after a motion of approval by the current Board of Directors.

II. Not an Executive Position

This is not an executive position, although the PEO is responsible for attending all Board meetings from the time of appointment until such time as a final report is submitted. A final report will be submitted no later than two (2) weeks after the final election results have been announced. The PEO is hired with the responsibility for overseeing the election of officers. After investigation the PEO may disqualify a candidate for breach of the Board of Directors' Election Process. All complaints pertaining to breach of election rules must be submitted, in writing, to the PEO within forty-eight (48) hours of the announcement of the results. Candidates are not permitted to publicly accuse another candidate of any breaches until a formal decision has been made by the PEO. The PEO will report to the Board and/or an appointed delegate for job-related issues.

5.13 Remuneration of Officers

All voting members of the Board of Directors will be compensated with an honorarium, the amount of which will be determined by the Board of Directors annually. Any honorarium provided by the Corporation will be paid only in the event that the officer performs their duties. In the event that the resignation or termination of the officer occurs before the first instalment of the honorarium (timing of the instalment to be determined according to the budgetary provisions) then the officer forfeits the entire amount of the honorarium.

6.0 ELECTION OF BOARD

6.1 Election

Subject to the provisions of the Corporations Act, directors shall be elected by members entitled to vote.

6.2 Election Dates

Board of Directors Elections will be held no later than the last Thursday of March in a given year. Elections will follow protocol defined in the Elections Policy.

6.3 Nominations

All members wishing to be a candidate for election must obtain the proper number of nominations as set out in the Election Policy

6.4 Election Method

A list of all eligible voters will be produced by the Registrars Office of Sault College. Each member wishing to vote must present a valid student ID with photo or government issued photo ID. Each member choosing to vote will be handed a ballot for each position being elected, which they will mark and hand back to the polling agent who will deposit the ballot in the ballot box. Vote tally process is defined in the Elections Policy.

7.0 MEMBERSHIP

7.1 Membership in the Corporation

Membership in the Corporation shall consist of a person who is enrolled in a program of instruction at Sault College of Applied Arts and Technology; this includes a person enrolled on a full-time or part-time basis in a post-secondary or adult training program who pays, in full, the ancillary fees approved by the Corporation and the Sault College Board of Governors for the operation of the organization.

7.2 Members in Good Standing

Members in good standing, refers to those members who have met all obligations as required by the Board.

7.3 Voting Rights

Only members in good standing are entitled and permitted to vote in any proceedings of the corporation.

7.4 Holding Office

Only members in Good Standing, maintaining a 2.5 Grade Point Average in the semester prior to the election or appointment shall be qualified to hold office in the Corporation as a director.

7.5 Revocation of Membership

Any member may be expelled from the Corporation for cause by a two-thirds (2/3) vote taken by ballot of the members present and eligible to vote at a validly constituted annual or other general meeting of members.

7.6 Termination of Membership

A membership in the Corporation automatically terminates upon the happening of any of the following events:

- I. Written resignations to the Secretary of any member;
- II. If a person is expelled from the Corporation pursuant to section 7.05; or
- III. Members may resign by resignation in writing which shall be effective from acceptance thereof by the Board of Directors. In the case of resignation, a member shall remain liable for the payment of any assessment or other sum levied or which became payable by the member to the Corporation prior to acceptance by the Corporation.

7.7 Membership Dues

Membership dues, assessments and similar obligations ("assessments") shall be determined and approved by the Board of Directors through the prescribed Ancillary Fee Protocol.

7.8 Liability of Members

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

7.9 Annual Meeting

The annual meeting of the members shall be held each year within the City of Sault Saint Marie, District of Algoma, at a time, place and date determined by the-Board, for the purpose of:

- I. hearing and receiving the reports and statements required by the Corporations Act to be read at and laid before the Corporation at an annual meeting;
- II. proclamation of elected directors;
- III. appointing the auditor and fixing or authorizing the Board to fix their remuneration; and
- IV. The transaction of any other business properly brought before the meeting.

7.10 General Meeting

The Board may at any time call a general meeting of members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A general meeting of members may also be called by the members as provided in the Corporations Act.

7.11 Notice of Meetings

Notice of every annual and general meeting will be posted and placed in conspicuous places throughout the College at least twenty one (21) days prior to the meeting date. The poster will include the date, time, place and purpose of the meeting. Procedure at annual and general meetings will be in accordance with Roberts' Rules of Order Newly Revised as they are revised from time to time.

7.12 Quorum

Fifty (50) Members in Good Standing including proxies, shall constitute a quorum for a meeting of the general membership and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

PROVIDED HOWEVER that where:

- I. less than Fifty (50) of the Members In Good Standing, but two (2) or more, persons are present in person after one-half hour after the commencement time specified in the notice calling the meeting of members; and
- II. the business transacted is limited to the selection of a Chairperson/CGO and a Secretary for the meeting, the recording of the names of those present, and the passing of a motion to adjourn the meeting with or without specifying a date, time and place for the resumption of the meeting,

Then two (2) persons present in person constitute a quorum

PROVIDED FURTHER that at the meeting at the date, time and place specified in the motion to adjourn referred to in Subsection 7.12.II, numbers of persons present required for quorum shall be divided by two

7.13 Voting by Members

Unless otherwise required by the provisions of the Corporations Act or the by-laws of the Corporation, all question proposed for consideration at a meeting of members shall be determined by:

- I. A majority of votes cast by members entitled to vote;
- II. in the case of an equality of votes, the Chairperson/CGO presiding at the meeting has a second or casting vote

7.14 Proxies

Every member entitled to vote at meetings of members may by means of a proxy appoint a person who need not be a member as their nominee, to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. A proxy shall be in writing, shall be executed by the member entitled to vote or their attorney authorized in writing and ceases to be valid one year from its date. Subject to the requirements of the Corporations Act, a proxy may be in such form as the Board from time to time prescribes or is such other form as the Chairperson/CGO of the meeting may accept as sufficient, and shall be deposited with the Secretary no later than ten (10) days prior to any meeting of members, or at such earlier time and in such manner as the Board may prescribe.

7.15 Show of Hands

At all meetings of members, every question shall be decided by a show of hands unless otherwise required by a by-law of the Corporation or unless a poll is required by the Chairperson/CGO or requested by any member entitled to vote. Upon a show of hands, every member entitled to vote, or proxy holder for a member entitled to vote, present in person shall have one vote per member registered, and in good standing. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the

Chairperson/CGO that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

7.16 Polls

If at any meeting a poll is requested on the election of a Chairperson/CGO or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the Chairperson/CGO directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

7.17 Adjournments

Any meeting of members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting