



# SUO

— EST. 1982 —

**Students' Union**  
UBC Okanagan

# *BYLAWS*

## Version History

Version	Date	Name	Comment
<b>1.0</b>	June 24 <sup>th</sup> , 2019	Holly Denby	New document format ratified by BoD
<b>1.1</b>	November 19 <sup>th</sup> , 2019	Holly Denby	Bylaw updates passed at AGM
<b>1.2</b>	December 15 <sup>th</sup> , 2021	Tashia Kootenayoo	Bylaw updates passed at AGM; branding updates
<b>1.3</b>	December 16 <sup>th</sup> , 2022	Dhruv Bihani	Bylaw updates passed at AGM; re-numbered sections; housekeeping
<b>1.4</b>	November 28 <sup>th</sup> , 2023	Shreyansh Mehendiratta	Bylaw updates passed at AGM
<b>1.5</b>	November 6 <sup>th</sup> , 2024	Rajat Arora	Bylaw updates passed at AGM
<b>1.6</b>	November 27 <sup>th</sup> , 2025	Shreya Patnaik	Bylaw updates passed at AGM

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## BYLAW I – INTERPRETATION AND DEFINITIONS

- 1 In these Bylaws, unless the context otherwise requires, expressions defined in the Societies Act, as amended from time to time, shall have the meanings so defined under the Societies Act. Words imparting the singular shall include the plural, and vice versa.
- 2 In these Bylaws, unless the context otherwise requires:
  - a. "Associate Member" shall mean those persons who satisfy the requirements set out under **BYLAW II**, Clause 3;
  - b. "ballot" means an official ballot for use in an Election or Referendum;
  - c. "Board of Directors" shall mean the governing body of the Students' Union;
  - d. "Board of Governors Student Representative" shall mean the Director serving on the Board of Directors in an ex officio capacity as a result of their election to the University's Board of Governors;
  - e. "Bylaws" shall mean the Bylaws of the Students' Union;
  - f. "Chief Returning Officer" shall mean a neutral individual, appointed by the Board of Directors, who is responsible for the conduct of Students' Union elections and referenda;
  - g. "Constitution" shall mean the constitution of the Students' Union;
  - h. "Deputy Returning Officer" shall mean an individual appointed by the Chief Returning Officer to assist in the conduct of Elections and Referenda;
  - i. "Director" shall mean a person serving on the Board of Directors;
  - j. "Directors-at-Large" shall mean those Directors elected at large by the Members;
  - k. "Executive Committee" shall mean the committee comprised of the Executive Committee Directors;
  - l. "Executive Directors" means those Directors elected to the positions of President, Vice-President External, Vice-President Internal, Vice-President Finance and Administration, and Vice-President Campus Life;
  - m. "Faculty Representatives" shall mean those Directors elected by and from among students enrolled in each of the faculties of the University;
  - n. "Finance Committee" shall mean the committee responsible for assisting the Vice President Finance and Administration with the preparation of the annual budget and other financial matters of the Students' Union;

- o. "General Manager" shall mean the General Manager of the Students' Union;
- p. "Graduate Students' Association" shall mean a separate student organization, approved by a referendum of graduate students at the University, which represents the interests of and provides services to Associate Members who are graduate students at the University.
- q. "Member" shall mean those persons who satisfy the requirements set out under **BYLAW II**, Clause 2;
- r. "Leave of Absence" shall mean a period of absence from duty without pay;
- s. "Ordinary Resolution" shall mean a Resolution requiring a simple majority vote of the membership;
- t. "Policy Committee" shall mean the committee responsible for considering and recommending amendments to the Constitution, Bylaws, and Regulations;
- u. "Regulations" shall mean the procedures and policies of the Students' Union adopted under these Bylaws by Special Resolution of the Directors;
- v. "Resolution" shall mean a Resolution of the Board of Directors passed by the majority of the votes cast, exclusive of abstentions;
- w. "Resource Centre" shall mean an advocacy focused student group with a common interest that has been granted student space and funding by the Students' Union;
- x. "Senate" shall mean the Okanagan Senate of the University.
- y. "Senate Caucus" shall mean the group of students currently elected as Senators to the University's Senate.
- z. "Senate Student Representative" means the student elected, from time to time, by the Senate Caucus to serve as a Director on the Board of Directors;
- aa. "Societies Act" and "Act" means the Societies Act (British Columbia) or any successor legislation from time to time in force, and any regulations made under the Act as amended from time to time.
- bb. "Special Resolution" means a Resolution passed at either a General Meeting or a meeting of the Board of Directors requiring a two-thirds (2/3) majority vote;
- cc. "Student Association" shall mean clubs, course unions, or special interest groups ratified by the Students' Union;

- dd. "Students' Union" shall mean the Student Union of the University;
- ee. "Trimester Report" means a document created by each Executive that updates the Oversight Committee on the status of Executive Goals; and
- ff. "University" shall mean the Okanagan campus of the University of British Columbia.

## BYLAW II – MEMBERSHIP

- 1 The Students' Union shall consist of Members and Associate Members.
- 2 Members of the Students' Union shall be any student currently registered in at least one credit course at the University who has been assessed the Students' Union Fees for the current University semester.
- 3 Associate Members of the Students' Union shall be any graduate student currently registered in at least one credit course at the University who has been assessed the Associate Member Fees for the current University semester.
  - a. Associate Members shall not vote in Students' Unions elections, Referenda or general meetings; propose Resolutions at general or Board of Directors meetings; and run for or hold a position on the Board of Directors.
  - b. Associate Members shall not be included in a calculation of the number of individuals required for quorum or the number of votes required for a Referendum to be acted upon.
  - c. Associate Members shall be entitled to the following Students' Union services: U-PASS; and the health and dental plan provided by the Students' Union.
  - d. Associate Members shall not have access to any services of the Students' Union except as stipulated in **BYLAW II**, Clause 3, Part c and such other services as may be further agreed to by the Students' Union and the Graduate Students' Association.
  - e. Associate Members shall be required to pay to the Students' Union the Associate Members' Fees provided for in **BYLAW III**, Clause 4.
- 4 A Member who fails to pay Students' Union Fees when due shall cease to be in good standing and shall not be entitled to:
  - a. vote at a General Meeting;
  - b. vote in a Referendum;
  - c. vote in an Election;
  - d. run for a position on the Board of Directors; or
  - e. hold a position on the Board of Directors.
- 5 Membership in the Students' Union shall cease six (6) months after the end of the last semester in which a Member or Associate Member has registered in at least one (1) credit course at the University.

## BYLAW III – MEMBERSHIP FEES

- 1 "CPI" means the Consumer Price Index (all items) as published by Statistics Canada, or any successor agency;
- 2 "Faculty Fees" means any fees collected by a particular faculty or program of the University from students registered in that particular faculty or program that has been previously approved by a Referendum of such students in that particular faculty or program;
- 3 "Students' Union Fees" shall mean fees assessed and collected by the Students' Union from the Members in accordance with these Bylaws, which shall include, but not be limited to, the following fees:
  - a. general programs and services fees provided by the Students' Union;
  - b. U-PASS fees;
  - c. fees for the health and dental plan provided by the Students' Union;
  - d. the media fund;
  - e. a library levy;
  - f. Fieldhouse Recreation facility levy; and
  - g. any other fee or levy approved by the Members in a Referendum but does not include Faculty Fees or fees payable to a provincial or national organization.
- 4 "Associate Members' Fees" shall mean fees assessed and collected by the Student's Union from Associate Members in accordance with these Bylaws, which shall consist of the following fees:
  - a. U-PASS fees;
  - b. fees for the health and dental plan provided by the Students' Union;
  - c. the media fund;
  - d. a library levy;
  - e. Fieldhouse Recreation facility levy; and
  - f. any other fee or levy approved to be paid to the Students' Union by the Associate Members in a referendum of the Graduate Students' Association.

- 5 All Members shall be assessed and pay Students' Union membership fees in accordance with these Bylaws.
- 6 All Associate Members shall be assessed and pay Associate Members' Fees in accordance with these Bylaws.
- 7 Where the Students' Union is a member of a provincial or national organization, the Students' Union shall collect in trust, on behalf of the Members, and remit the membership fee to the Members as set by such organization from time to time.
- 8 Students' Union Fees may be set or adjusted from time to time by Referendum, provided sufficient notice has been given in accordance with **BYLAW VI**. For further clarity and subject to **BYLAW III**, Clause 9 below, "adjustment" shall mean any increase to the Students' Union Fees.
- 9 With the exception of fees associated with the U-PASS, the Students' Union Fees, the Associate Members' Fees, the Faculty Fees and any fees collected by the Students' Union for a provincial or national organization may be adjusted on an annual basis in accordance with the CPI Index.
- 10 Students' Union Fees and any other fees collected by the Students' Union from the Members, including Associate Members' Fees collected by Associate Members, shall be posted on the website of the Students' Union.
- 11 The Students' Union shall refund Students' Union Fees or Associate Members' Fees to any Member or Associate Member who withdraws from the University within twenty-one (21) days of registration.

## BYLAW IV – GENERAL MEETINGS

- 1 There shall be an Annual General Meeting of the Students' Union held during the fall semester with the date and agenda of the meeting to be determined by the Board of Directors.
- 2 The Board of Directors shall establish the date of the Annual General Meeting at least forty-five (45) days in advance of the Annual General Meeting.
- 3 The Board of Directors shall include on the agenda of the Annual General Meeting any Ordinary Resolution or Special Resolution approved by the Board of Directors by Resolution.
- 4 If a petition bearing the signatures of at least five (5) percent of the Members of the Students' Union in support of having one (1) or more Special Resolutions or Ordinary Resolutions considered at an Annual General Meeting is delivered to the President of the Students' Union at least seven (7) days before notice of the Annual General Meeting is sent, the Special Resolution or Ordinary Resolution shall be added to the agenda.
- 5 Despite **Bylaw IV:4** above, the Board is not required to add a Special Resolution or Ordinary Resolution of Members requested by a petition of Members to the agenda of an Annual General Meeting if the same proposal was considered within the past two (2) calendar years, unless the Directors determine, by Ordinary Resolution of the Directors, that it is appropriate for the Members of the Students' Union to consider the Resolution.
- 6 The following business shall be conducted at the Annual General Meeting:
  - a. receiving and approving the preceding fiscal year's financial statement and report of the auditors;
  - b. appointing the auditors of the Students' Union for the ensuing fiscal year;
  - c. presenting the annual operating budget of the Students' Union; and
  - d. receiving the report of the President and the General Manager with respect to the activities of the Students' Union for the previous academic year of the University and the report of the trainings completed by the Directors, Executive Directors, and the SUO Staff.
- 7 A Special General Meeting may be called by a Special Resolution of the Board of Directors.

- 8 If a petition is delivered to the President of the Students' Union stating the purpose of the meeting and bearing the signatures of at least ten (10) percent of the Members of the Students' Union, a Special General Meeting must be called by the Board of Directors within twenty-one (21) days. The meeting must take place within sixty (60) days of the date of the receipt of the petition for a meeting.
- 9 There shall be no voting by proxy at any General Meeting of the Students' Union.
- 10 General Meetings may be held in-person, electronically, or in a hybrid format.
- 11 A quorum at a General Meeting is achieved where the number of Members present at such meeting is equal to or greater than one (1) percent of the Members or fifty (50) Members, whichever is the lesser number.
- 12 If within one-half (½) hour from the time appointed for an Annual General Meeting, a quorum is not present, those present shall be deemed to be a quorum, but may only transact such business as is referred to in **BYLAW IV** and no other business.
- 13 Each Member is entitled to one (1) vote at a General Meeting of the Students' Union.
- 14 General Meetings shall be conducted according to the most recently published version of Robert's Rules of Order in so far as they do not contravene any part of the Constitution, the Bylaws, or the Regulations of the Student Union.

## BYLAW V – ELECTIONS & REFERENDA

- 1 Each Member is entitled to one (1) vote in the Elections and Referenda of the Students' Union in accordance with these Bylaws.
- 2 The Board of Directors shall appoint a neutral individual as Chief Returning Officer by Resolution.
- 3 The Chief Returning Officer shall serve a term of two (2) years. The Board of Directors may reappoint the Chief Returning Officer for an additional two (2) year term at the expiration of each two (2) year term.
- 4 The Chief Returning Officer shall be responsible for the conduct of Elections and Referenda in accordance with the Regulations of the Students' Union.
- 5 The Chief Returning Officer must discharge their duties in a fair and impartial manner.
- 6 The Board of Directors shall include procedures for the conduct of Elections and Referenda in the Regulations.
- 7 The Board of Directors shall not amend any procedures for the conduct of Elections and Referenda in Regulations during the months of February and March.
- 8 Members may vote on matters concerning the business of the Students' Union by means of Referendum.
- 9 A Referendum shall be called without delay by the President of the Students' Union upon:
  - a. a Resolution of the Board of Directors; or
  - b. receipt of a petition duly signed by ten (10) percent of the Members delivered to the President of the Students' Union requisitioning a Referendum on a particular question;
  - c. the Chief Returning Officer receiving the duly signed petition and the Referendum question at least fourteen (14) days prior to the first day that the Students' Union is required to give notice of Referendum or Election
- 10 The Chief Returning Officer shall schedule the Referendum in a manner that ensures that the Members have a reasonable opportunity to participate.
- 11 The text of the referendum question shall be clear and unambiguous and be capable of being answered "yes" or "no."

- 12 If in the opinion of the Chief Returning Officer, a submitted Referendum question does not meet the standard of being clear and unambiguous and be capable of being answered "yes" or "no", the Chief Returning Officer shall prepare a clear and unambiguous question that is capable of being answered "yes" or "no" and request that the Board of Directors approve the revised question.
- 13 A Referendum of the Students' Union shall, subject to these Bylaws, be acted upon by the Students' Union where:
  - a. a majority, or such greater percentage as may be required by the Societies Act (i.e. - where the Societies Act requires a Special Resolution) of the votes cast support the Referendum; and
  - b. the number of votes cast is equal to or greater than five (5) percent of the Members of the Students' Union.
- 14 Pursuant to **Bylaw III:10**, every Member in good standing is entitled to one (1) vote in every Election and Referendum.
- 15 Voting shall take place either online or at one (1) or more locations on University premises designated by the CRO.
- 16 If online voting is utilized, software must be secure and not vulnerable to outside and/or any other forms of interference.
- 17 All students shall have equal access to cast their vote and voter integrity and privacy must be maintained.
- 18 If physical ballots are used, the voting place will be arranged in such a way as to allow the Members to cast their ballots in secret. If online ballots are used, Members should be encouraged to cast their ballots in confidentiality.
- 19 Physical ballots shall conform to the following specifications:
  - a. be, in all regards, legible and uniformly formatted and typewritten in a standard font and text size;
  - b. allows the Members to deliberately mark their ballots in a manner that clearly and distinguishably indicates their support for a Candidate or preference with respect to a Referendum;
  - c. bear a unique alphanumeric serial identification;
  - d. designate a space for the authorization of the ballot, evidenced by the initials of at least one (1) Election official present at the time the ballot is issued;

- e. contain one (1) or more security features reasonably necessary to frustrate an attempt to produce counterfeit or otherwise fraudulent representations of a ballot, and to allow for the detection of such representations;
- f. list the Candidates' names by last name in an order determined by lottery; and
- g. contain the name of the candidate matching a government issued identification (or preferred nickname) with nothing else

20 Online ballots shall conform to the following specifications:

- a. be, in all regards, legible and uniformly formatted;
- b. display the name of the candidate matching their UBC-O student card (or preferred nickname);
- c. list the Candidates' names by last name in an order determined by lottery; and
- d. allow the Members to easily and deliberately select a candidate and cast their vote.

21 For each Election or Referendum which uses physical ballots, a ballot registry shall be produced which must contain:

- a. the serial numbers of every ballot produced for use in the Election or Referendum; and
- b. a designated area for the initials of the CRO to be recorded upon the issuance of each ballot.

22 When elections use physical ballots, members shall be issued one ballot subject to:

- a. presentation of their University-issued student identification and verification of their identity;
- b. verification that the Member has not previously voted in the Election or Referendum; and
- c. acknowledgement by the Member that they have received a ballot evidenced by their initial beside their name on the list of Members eligible to vote and a notation on the list that they have voted.

- 23 A DRO must aid in marking a voter's ballot if they are otherwise unable to do so and request assistance.
- 24 Ballots shall be counted immediately following the conclusion of voting, without delay.
- 25 The CRO shall supervise and coordinate the counting of ballots.
- 26 Every Candidate may appoint one (1) representative who may be present and act as a scrutineer during the counting of physical ballots by providing written notice to the CRO in advance of the counting of the ballots.
- 27 A candidate shall be declared elected if they receive the most votes for that position.
- 28 A request for a recount when using physical ballots shall be granted where:
  - a. the request is in writing and signed by a candidate who is contesting the position;
  - b. the difference between the candidates for any one position is less than the three (3) percent of the total votes cast for that position; and
  - c. the CRO deems it necessary.
- 29 Upon the conclusion of ballot counting, and any recounts required, the CRO, without delay, must announce the results and post the results of the Election or Referendum:
  - a. on the Students' Union website; and
  - b. in a prominent location in the Students' Union's offices.
- 30 In the case of online voting the results shall be tallied by the system in place and the results made available to members via the voting platform. There shall be no allowance for recounts when utilizing an online voting platform.
- 31 In-person campaigning period for the Elections must end prior to the beginning of the voting period and disciplinary action shall be taken against candidates who campaign in-person during the voting period.

## BYLAW VI – NOTICE FOR GENERAL MEETINGS, ELECTIONS, AND REFERENDA

- 1 The Students' Union shall give not less than fourteen (14) days written notice of a General Meeting, Election, or Referenda.
- 2 A notice of a General Meeting shall state the date, time, location, and proposed agenda for the meeting, and, if Special Resolution(s) are to be considered, the wording of the Special Resolution(s).
- 3 A notice of an Election shall state the days for polling, locations of polling stations, and each position being voted on in the Election.
- 4 A notice of a Referendum shall state the days for polling, location of polling stations, and the question being considered in the Referendum.
- 5 Sufficient notice of a General Meeting, Election, or Referendum will be deemed to have been given with the posting of the following:
  - a. a conspicuous notice not less than eleven (11) inches by seventeen (17) inches in size posted on five (5) or more different bulletin locations on the University campus;
  - b. a notice provided to the student newspaper or other student publication normally available to all Members;
  - c. a notice not less than eleven (11) inches by seventeen (17) inches posted in a conspicuous location in the vicinity of the Students' Union offices;
  - d. a notice on the home page of the Students' Union website; and
  - e. if the Students' Union has access to an electronic contact list for its Members, an email to all Members.

## BYLAW VII – BOARD OF DIRECTORS

- 1 The Board of Directors shall be the official governing body of the Students' Union.
- 2 The voting members of the Board of Directors shall be composed of the following:
  - a. five (5) Executive Committee Directors;
  - b. four (4) Director-at-Large Directors; and
  - c. seven (7) Faculty Representatives as follows:
    - i. one (1) Faculty Representative enrolled in the Irving K. Barber School of Arts & Sciences in a program leading to an Arts & Social Sciences;
    - ii. one (1) Faculty Representative enrolled in the Irving K. Barber School of Arts & Sciences in a program leading to a Science;
    - iii. one (1) Faculty Representative enrolled in the Faculty of Management;
    - iv. one (1) Faculty Representative enrolled in the Faculty of Applied Science;
    - v. one (1) Faculty Representative enrolled in the Faculty of Health and Social Development;
    - vi. one (1) Faculty Representative enrolled in the Faculty of Education;
    - vii. one (1) Faculty Representative enrolled in the Faculty of Creative and Critical Studies; and
- 3 Each voting member of the Board of Directors shall have one (1) vote on the Board of Directors.
- 4 The non-voting members of the Board of Directors shall be:
  - a. one (1) Senate Student Representative to be elected by the Student Senate Caucus; and
  - b. one (1) Board of Governors Student Representative on an ex-officio basis.
- 5 The non-voting members of the Board of Directors shall have the same rights and obligations as voting members of the Board of Directors, except shall not be entitled to vote.

- 6 Each Director must be a Member of the Students' Union.
- 7 A Director position will be deemed to be vacant upon:
  - a. the Director's death, resignation, removal, abandonment of the position; or
  - b. the failure of the Director to maintain Membership in the Students' Union.
- 8 A Board of Directors position that remains unfilled after an Election or By-Election is a vacant position.
- 9 No Member of the Students' Union shall hold more than one (1) position on the Board of Directors, including non-voting positions.
- 10 The Board of Directors shall meet at least once a month.
- 11 The President shall convene a meeting of the Board of Directors meeting without delay if a meeting is requested by:
  - a. twenty-five (25) percent or more of the voting members of the Board of Directors;
  - b. the majority of the members of the Executive Committee; or
  - c. if the President determines that a meeting of the Board of Directors is required.
- 12 There shall be at least twenty-four (24) hours notice given for a non-regularly scheduled meeting of the Board of Directors.
- 13 Meetings of the Board of Directors shall be open to the membership unless the Board of Directors resolves to move the meeting in camera.
- 14 A quorum at a Board of Directors meeting shall be fifty (50) percent of the voting Director positions currently filled on the Board of Directors with at least two (2) Executive Committee Directors present.
- 15 The Board of Directors may pass a Resolution outside of a meeting where a Resolution, in writing, is circulated by letter, email, or other electronic means to all the Directors for approval by reply, approved by a majority of the Directors in writing, and placed within the minutes of the subsequent meeting of the Directors within a defined time period. For clarity, any matters that must be approved by Special Resolution of the Directors must be voted on in-person and may not be passed in writing pursuant to this procedure.

- 16 The voting members of the Board of Directors shall be elected by the Members in a General Election to be held annually between February 1<sup>st</sup> and March 31<sup>st</sup>. With respect to the Faculty Representative positions, only Members enrolled in the constituency of each Faculty Representative shall be entitled to vote in connection with the election of that position.
- 17 Directors elected in the General Election shall commence their term on the Board of Directors on May 1<sup>st</sup> of the year in which they are elected and their term on the Board of Directors shall expire on April 30<sup>th</sup> of the following year.
- 18 In the event that a voting Director position becomes vacant, the Board of Directors may fill the vacancy by a Special Resolution arising until the position is filled in the next Election of the Students' Union. Notwithstanding anything to the contrary,
  - a. with respect to filling a vacancy arising in connection with a Faculty Representative position, the vacancy shall be filled by a Member enrolled in the respective faculty; and
  - b. no more than two (2) Executive Committee Director positions may be filled by appointment of the Board of Directors.
- 19 If vacancies among the voting Director positions have arisen on the Board of Directors, whether or not the vacancies have been filled by appointment, a By-Election shall be held between October 1<sup>st</sup> and October 31<sup>st</sup>, of such calendar year, to fill the vacancies by election. With respect to the Faculty Representative positions, only Members enrolled in the constituency of the particular Faculty Representative shall be entitled to vote in connection with the election of that position.
- 20 Directors elected in the By-Election shall commence their term on the Board of Directors on November 1<sup>st</sup> of the year in which they are elected and their term on the Board of Directors shall expire on April 30<sup>th</sup> of the following year.
- 21 The term of the Board of Governors Student Representative on the Board of Directors shall be concurrent with their term on the University's Board of Governors.
- 22 The term of the Senate Student Representative on the Board of Directors shall be concurrent with their term on the University's Senate.
- 23 The Board of Directors shall not fill any vacancy that may arise in the Board of Governors Student Representative position on the Board of Directors.
- 24 In the event that a Senate Student Representative position becomes vacant, the Senate Caucus may fill the position by electing a member of the Senate Caucus to serve on the Board of Directors until their term on the University's Senate expires.

- 25 An employee of the Students' Union may not serve as a Director of the Students' Union.
- 26 Directors must be sixteen (16) years of age or older.
- 27 Despite **Bylaw VII:26** above, the majority of the Board of Directors must be eighteen (18) years of age or older. In the event the results of an Election would make a majority of the Board of Directors younger than eighteen (18) years of age, the most recent Director under the age of eighteen (18) to join the Board of Directors must resign from their position and may not stand for Re-Election unless they reach the age of eighteen (18).
- 28 If a Director is removed from the Board of Directors at a General Meeting as a result of an impeachment proceeding, another Member may be appointed by Ordinary Resolution of the Members at the General Meeting to serve until the position is filled in an Election or By-Election.
- 29 A Director who misses three (3) consecutive Board of Directors meetings or four (4) meetings over the whole of their term, without reasonable cause or without an approved Leave of Absence, will be deemed to have abandoned office.
- 30 Board of Directors meetings shall be conducted according to the most recently published version of Robert's Rules of Order in so far as they do not contravene any part of the Constitution, the Bylaws, or the Regulations of the Students' Union.
- 31 Each member of the Board of Directors, acting in accordance with guidelines set forth in the regulations, shall receive a monthly honorarium in an amount prescribed in the Regulations; however, changes to prescribed amounts shall not be made in the months of March and April and shall not take effect until May 1<sup>st</sup> of each year.

## BYLAW VIII – POWERS AND DUTIES OF THE BOARD OF DIRECTORS

- 1 The management, administration, and control of the property, revenue, business, and affairs of the Students' Union are vested in the Board of Directors. Pursuant to the foregoing, the Board of Directors:
  - a. shall approve the Annual Action Plan by Resolution;
  - b. shall adhere to the mission statement of the Students' Union and Annual Action Plan;
  - c. may amend the Action Plan as required by Resolution;
  - d. shall approve the annual operating budget by July 31<sup>st</sup> of each year by Resolution;
  - e. may amend the annual operating budget by a Special Resolution;
  - f. may borrow and raise money upon terms and conditions which the Board of Directors deems appropriate;
  - g. shall have the power to amend, repeal, or adopt Regulations by a Special Resolution;
  - h. shall appoint the Chief Returning Officer by Resolution;
  - i. upon a Special Resolution, may remove any person appointed by the Board of Directors to that position, except for a duly appointed Director, provided that the person to be removed has been provided with seven (7) days notice of the meeting at which such Resolution is proposed;
  - j. may by Resolution overrule or amend any item arising out of minutes submitted to it pursuant to the Bylaws or the Regulations;
  - k. may make such further rules as may be considered necessary for the Students' Union, provided such rules and regulations are consistent with the Constitution, Bylaws, and Regulations of the Students' Union;
  - l. shall approve minutes of committees;
  - m. may approve an agreement with the Graduate Students Association for the provision of services to Associate Members; and
  - n. shall not delegate any of its powers and duties except as may be provided for in the Bylaws.

- 2 In addition to their duties as Directors under the Societies Act and these Bylaws, the Directors-at-Large shall:
  - a. provide the Board with the perspective of students of the University as a whole including the views of marginalized groups on campus; and
  - b. serve on at least one (1) committee of the Board;
  - c. attend and assist with Students' Union events and engagement activities; and
  - d. submit a written report at the end of each term to the Board of Directors summarizing their interactions with students.
- 3 In addition to their duties as Directors under the Societies Act and these Bylaws, the Faculty Representatives shall:
  - a. provide the Board with the perspective of students in the faculty from which they are elected;
  - b. liaise with Members within their faculties and University officials about student needs and interests in their faculty; and
  - c. attend and participate in University committees as appointed or designated by the Students' Union or the University for the purpose of representing student needs and interests, which may include but shall not be limited to:
    - i. University or faculty committees;
    - ii. communicate with students in their faculty about the Students' Union Action Plan, programs, services, policies, and decisions made by the Board of Directors; and
    - iii. serve on at least one (1) committee of the Board.
  - d. attend and assist with Students' Union events and engagement activities.
  - e. submit a written report at the end of each term to the Board of Directors summarizing their interactions with undergraduate students in their faculty.
- 4 The Board of Governors Student Representative shall be a liaison between the Board of Directors and the University's Board of Governors.
- 5 The Senate Student Representative shall be a liaison between the Board of Directors and the University's Senate.
- 6 The Executive Committee Directors shall perform the duties set out under the Bylaws.

## BYLAW IX – THE EXECUTIVE COMMITTEE

- 1 The Executive Committee shall, alongside the General Manager further to the direction of the Board of Directors, oversee and administer the Students' Union on a day-to-day basis.
- 2 The Executive Committee shall consist of the:
  - a. the President;
  - b. the Vice-President Internal;
  - c. the Vice-President External;
  - d. the Vice-President Finance and Administration; and
  - e. the Vice-President Campus Life;
- 3 The Executive Committee shall:
  - a. meet at least twice a month;
  - b. carry out the directives of the Board of Directors;
  - c. collectively supervise and provide direction for implementation of directives of the Board of Directors;
  - d. collectively be responsible for day-to-day decision making and oversight of the Students' Union in accordance with the Bylaws and Regulations;
  - e. collectively supervise and provide direction for the implementation and administration of the Regulations of the Students' Union;
  - f. by the month of July, prepare an Annual Action Plan outlining the key goals of the Students' Union for the year for approval by the Board of Directors;
  - g. by the month of July, prepare an annual budget for approval by the Board of Directors;
  - h. review the budget and Action Plan at least once in each fiscal quarter and present amendments, as required, to the Board of Directors;
  - i. be responsible for internal and external communications of the Students' Union;

- j. present options and make recommendations to the Board of Directors on matters of concern to Members;
- k. supervise the management of the employees of the Students' Union;
- l. approve changes in the employment or terms of employment of the General Manager;
- m. ensure that a fidelity bond for all signing officers in an amount in accordance with **BYLAW XIII** in place;
- n. ensure that Directors' and officers' liability insurance and other desirable insurance policies are in place;
- o. coordinate and engage in, or delegate the authority to coordinate and engage in, negotiations with third parties on contractual matters, including but not limited to the negotiation of an agreement with the Graduate Students' Association for provision of services to Associate Members; and
- p. ensure a program of orientation is in place for all new Directors.

4 Quorum at an Executive Committee meeting shall be three (3) Executive Committee members.

5 Each member of the Executive Committee shall have one (1) vote on the Executive Committee.

6 If an Executive Director is absent from the office for three (3) consecutive weeks or more, the Board may place them on a Leave of Absence.

7 The Executive Committee may not contradict or amend the decisions of the Board of Directors.

8 Minutes of each Executive Committee shall be maintained and submitted to the Board of Directors for ratification without delay. If so desired, the Board of Directors may reverse or amend a decision of the Executive Committee.

## BYLAW X – INDIVIDUAL ROLES AND RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE DIRECTORS

- 1 The President shall:
  - a. chair and coordinate the activities of the Executive Committee and the Disciplinary Committee;
  - b. chair or delegate the chair of general meetings, provided that the Members at a General Meeting may by Ordinary Resolution determine the chair at a given General Meeting;
  - c. be proficient with the most recently published version of Robert's Rules of Order;
  - d. working with the Advocacy and Governance Coordinator, prepare the agenda and associated packages for Board of Directors and Executive Committee meetings;
  - e. call Board of Directors meetings and Executive Committee meetings as required;
  - f. working with the Executive Committee and appropriate staff, ensure that the directives of the Board of Directors are properly implemented;
  - g. act as the official liaison between the Students' Union and the General Manager;
  - h. oversee the human resources of the Students' Union in coordination with the General Manager;
  - i. be responsible for university relations of the Students' Union in terms of academics, administration, and internal university related issues;
  - j. in coordination with the Vice-President Internal, be responsible for relations of the Students' Union with the Graduate Student Association;
  - k. ensure planning of the strategic direction and development of the Students' Union;

- I. in coordination with the General Manager, be responsible for the orientation of the incoming Board of Directors through an annual retreat where all relevant materials are presented to the incoming board, including but not limited to:
  - i. the Students' Union Constitution, Bylaws and Regulations;
  - ii. meeting conduct and Robert's Rules of Order;
  - iii. Students' Union employee job descriptions;
  - iv. Students' Union budget, in conjunction with the Vice-President Finance & Administration; and,
  - v. Students' Union timelines, priorities and strategic operating plans
- m. act as a signing authority;
- n. work cooperatively with any Executive Committee member on their specific duties as required;
- o. where possible, represent the Students' Union at meetings of other organizations with which the Union is affiliated;
- p. represent the interests and policy of the Students' Union and its membership during policy formulation by external organizations of which the Union is a member;
- q. be responsible for the distribution and dissemination of information provided by external organizations of which the Students' Union is a member;
- r. in coordination with staff and the Vice-President Internal, be responsible for reviewing federal, provincial, municipal and university policies that impact the academic, financial, and social interests of the membership, and recommending appropriate action to the Board;
- s. sit as a representative of the Students' Union on various administrative, faculty, and university committees;

- t. coordinate, in general, the activities of the Executive Committee and the Society as a whole;
- u. write letters or other communications as needed on behalf of the Board;
- v. be responsible for implementing the operational activities as set out in the Action Plan;
- w. oversee the preparation of the Annual Report of the Students' Union;
- x. be aware of all responsibilities required of them in accordance with the Students' Union Bylaws, Regulations and Procedures;
- y. ensure that the rules outlined in the Constitution, Bylaws, and Policies are considered their first priority;
- z. submit a written report outlining three (3) goals for their term of office to the Oversight Committee within sixty (60) days of assuming office;
- aa. provide a Trimesterly Report that updates the Oversight Committee on the status of Executive Goals;
- bb. submit a monthly written report to the Board of Directors summarizing their activities for that month; and
- cc. fulfill any other responsibilities inherent in the legislation of the Students' Union.

2 The Vice-President Internal shall:

- a. generally, oversee and coordinate matters internal to the Students' Union including those matters relating to membership and governance;
- b. oversee the development and implementation of new services to the Members;
- c. generally, oversee and coordinate the provision of services to Members and Associate Members;
- d. ensure Board and staff adherence with the Constitution, Bylaws, and Regulations;
- e. chair and coordinate the activities of the Policy Committee;
- f. be responsible for relations with the membership;
- g. receive complaints and comments related to the Student Union, the University, or any other concerns of Members;
- h. act as the main liaison between the Students' Union and the registered Student Associations, and assists these groups in coordinating their activities;
- i. along with the Membership Outreach Coordinator, be responsible for the planning and execution of the Student Association Orientation Day and corresponding development events;
- j. along with the Membership Outreach Coordinator, be responsible for the preparation of the agendas for all Student Association Council meetings at least two (2) business days prior to the meeting;
- k. act as chair, or elect a chair all meetings of Student Association Council;

- I. encourage communication between societies on campus that represent specific social, cultural, and ethnic diversities by attending regular meetings of such groups;
- m. in cooperation with the General Manager and President, oversee the organization of the Students' Union's General Meetings;
- n. sit on at least one (1) UBC Committee where possible;
- o. be aware of all responsibilities required of them in accordance with the Students' Union Bylaws, Regulations, and Procedures;
- p. ensure that the rules outlined in the Constitution, Bylaws, and Policies are considered their first priority;
- q. in coordination with staff and the President, be responsible for reviewing federal, provincial, municipal, and university policies that impact the academic, financial, and social interests of the membership, and recommending appropriate action to the Board;
- r. submit a written report outlining three (3) goals for their term of office to the Oversight Committee within sixty (60) days of assuming office;
- s. provide a Trimesterly Report that updates the Oversight Committee on the status of Executive Goals;
- t. submit a monthly written report to the Board of Directors summarizing their activities for that month; and
- u. fulfill any other responsibilities inherent in the legislation of the Students' Union.

3 Vice-President External shall:

- a. generally, oversee and coordinate the Students' Union's advocacy activities and campaigns;
- b. maintain awareness of current issues and developments related to all levels of government relevant to the Students' Union;
- c. act as the primary advocate of students to all external stakeholders;
- d. act as the primary researcher for all political policies of the Students' Union and/or its affiliated organizations;
- e. chair and coordinate the activities of the Campaigns Committee;
- f. oversee and coordinate the advocacy activities and campaigns of the Resource Centers;
- g. liaise and develop relationships with external organizations, and organize activities or events, including but not limited to EXPO, that provide outreach to the external community;
- h. be responsible for the external relations of the Students' Union in terms of campaigns, the British Columbia Federation of Students, and external government relations;
- i. develop external policies with assistance from the General Manager;
- j. coordinate relations between the Students' Union and the university;
- k. act an official liaison to the university including with the University's Equity and Inclusion Officer;
- l. sit on at least one (1) UBC Committee where possible;
- m. liaise and lobby with federal, provincial, and municipal governments to further the objectives, goals, and policies of the Students' Union;
- n. attend meetings of relevant local, provincial, national, or international student groups;

- o. where possible, act as a delegate at all conferences of external lobby organizations with which the Students' Union is a member;
- p. be responsible for informing the Executive Committee and Board of Directors of external matters that impact the Members;
- q. have such other duties as are outlined in the Bylaws and Regulations or as assigned by Board of Directors from time to time;
- r. be aware of all responsibilities required of them in accordance with the Students' Union Bylaws, Regulations, and Procedures;
- s. ensure that the rules outlined in the Constitution, Bylaws, and Policies are considered their first priority;
- t. submit a written report outlining three goals for their term of office to the Oversight Committee within sixty (60) days of assuming office;
- u. provide a Trimesterly Report that updates the Oversight Committee on the status of Executive Goals;
- v. submit a monthly written report to the Board of Directors summarizing their activities for that month; and
- w. fulfill any other responsibilities inherent in the legislation of the Students' Union.

4 Vice-President Campus Life shall:

- a. be responsible for the operation of activities aimed at the improvement of student life on campus;
- b. be responsible for regular programming and events throughout the academic year, including, but not limited to: lectures, concerts, and other performances not included within the duties of other Executives;
- c. be responsible for organizing and promoting the following events of the Students' Union:
  - i. social events;
  - ii. mental health events;
  - iii. educational or speaker events;
  - iv. workshops; and
  - v. other events as may be mandated by the Board of Directors.
- d. assist in the creation and distribution of event promotion materials;
- e. alongside the Communications Manager be responsible for all membership engagement communications, including marketing, promotion, and social media;
- f. chair and coordinate the activities of the Campus Life and Media Fund Committees;
- g. oversee the coordination of the Students' Union volunteer program, including the onboarding, training, coordination, and stewardship of the volunteer workforce;
- h. encourage communication and collaboration between societies and groups on campus that promote campus life events and activities, with the purpose of partnering in and cross branding events;
- i. in the absence of the Vice-President Finance and Administration or President, act as a signing authority;

- j. sit on at least one (1) UBC Committee where possible;
- k. be aware of all responsibilities required of them in accordance with the Students' Union Bylaws, Regulations, and Procedures;
- l. ensure that the rules outlined in the Constitution, Bylaws, and Policies are considered their first priority;
- m. submit a written report outlining three (3) goals for their term of office to the Oversight Committee within sixty (60) days of assuming office;
- n. provide a Trimesterly Report that updates the Oversight Committee on the status of Executive Goals;
- o. submit a monthly written report to the Board of Directors summarizing their activities for that month; and
- p. fulfill any other responsibilities inherent in the legislation of the Students' Union.

5 Vice-President Finance and Administration shall:

- a. generally, oversee and coordinate the finances of the Students' Union;
- b. chair the Finance and Club Funding Committees;
- c. ensure the long-term financial stability of the Students' Union in coordination with the General Manager;
- d. ensure the proper preparation and maintenance of all financial records, including books and accounts as are necessary to comply with the Societies Act, in coordination with the General and Finance Managers;
- e. prepare or cause to be prepared the financial statements and reports to be presented regularly to the Board of Directors and Executive Committee in coordination with the General and Finance Managers;
- f. assist, as required, the auditors in their annual audit of the Students' Union;
- g. working closely with all Students' Union staff and executives, develop the annual budget of the Students' Union, in a manner not inconsistent with policies and priorities set out by the Executive Committee and Board of Directors, for approval at a meeting of the Board of Directors in July of each year;
- h. ensure that budgeted allocations are reasonably adhered to, and where overages have or are expected to occur, immediately bring these to the attention of the Board of Directors;
- i. oversee or cause to be overseen all monies received and disbursed by the Students' Union and keep or cause to be kept all invoices, receipts and vouchers;
- j. act as a signing authority;
- k. be responsible for ensuring the implementation and observance of Students' Union By-Laws and policies related to the financial management of the Union;
- l. sit on at least one (1) UBC Committee where possible;
- m. be aware of all responsibilities required of them in accordance with the Students' Union Bylaws, Regulations, and Procedures;
- n. ensure that the rules outlined in the Constitution, Bylaws, and Policies are considered their first priority;

- o. submit a written report outlining three (3) goals for their term of office to the Oversight Committee within sixty (60) days of assuming office;
- p. provide a Trimesterly Report that updates the Oversight Committee on the status of Executive Goals;
- q. submit a monthly written report to the Board of Directors summarizing their activities for that month; and
- r. fulfill any other responsibilities inherent in the legislation of the Students' Union

6 Each Executive Committee Director shall be paid an honorarium in an amount prescribed in the Regulations; however, changes to prescribed amounts shall not be made in the months of March and April and shall not take effect until May 1<sup>st</sup> of each year.

7 Each Executive Committee Director shall keep accurate records and files concerning their activities and responsibilities.

## BYLAW XI - DISCIPLINARY PROCEDURES

- 1 The Board of Directors may censure a Member or a Director by way of a Special Resolution of the Directors.
- 2 The Board of Directors may declare a Member to be not in good standing by way of a Special Resolution of the Directors.
- 3 Directors may be impeached by way of:
  - a. a Special Resolution of the Directors;
  - b. an Ordinary Resolution passed at a General Meeting of the Members; or
  - c. a majority vote in a referendum of the Members.
- 4 Where a Member presents to the Board of Directors a petition signed by not less than five (5) percent of the Members, the Board of Directors shall commence impeachment proceedings pursuant to Bylaw XI:3(b or c), above.
- 5 Notice to Members of impeachment proceedings commenced pursuant to Bylaw XI:3(b or c) shall be the same as the notice required for a Special Resolution of the Members.
- 6 The Board of Directors may initiate proceedings pursuant to Bylaw XI:1-3, where the Board of Directors determines that a Member or Director engaged in any of the following forms of misconduct:
  - a. failing to adequately fulfill one's duties and responsibilities as outlined in these Bylaws, the Regulations, or other Students' Union policies;
  - b. is disruptive during Students' Union meetings, events, or activities, such as shouting, use of profanity, engaging in personal attacks, etc.;
  - c. breaches confidence;
  - d. interferes with the operations of the Students' Union;
  - e. breaches any fiduciary duties applicable to the Director or Member;
  - f. fails to disclose a conflict of interest; or

- g. contravenes any Code of Conduct established by Regulations;
- h. coerce or force other Board members to influence a vote.

7 Before undertaking a vote with respect to Bylaw XI:1-3, the Board of Directors shall establish an ad hoc discipline committee (hereafter "the Disciplinary Committee") in order to investigate the allegations and make recommendations to the Board of Directors.

8 The Disciplinary Committee shall be comprised of five (5) directors as follows:

- a. President (Chair of the Committee);
- b. Vice-President Internal;
- c. chairperson of Oversight Committee;
- d. two (2) additional Directors to be appointed by the Board of Directors; and
- e. General Manager (advisory with voting rights)

If there is an open investigation concerning one (1) of these members, it should be filled by Special Resolution of the Board.

9 The Board of Directors may censure an Executive Director by way of a Special Resolution of the Directors.

10 Executive Directors may be impeached by way of:

- a. a Special Resolution of the Directors;
- b. an Ordinary Resolution passed at a General Meeting of the Members; or
- c. a majority vote in a referendum of the Members.

11 Where a Member presents to the Board of Directors a petition signed by not less than five (5) percent of the Members, the Board of Directors shall commence impeachment proceedings pursuant to Bylaw XI:10(a or b), above.

12 Notice to Members of impeachment proceedings shall be the same as the notice required for a Special Resolution of the Members.

- 13 The Board of Directors may initiate proceedings pursuant Bylaw XI:9-10 where the Board of Directors determines that the Board Member or Director engaged in any of the forms of misconduct set out in Bylaw XI:6, or any of the following additional forms of misconduct:
  - a. engaging in professional misconduct when acting or perceived to be acting as representatives of the Students' Union;
  - b. inappropriately using one's position for personal gain;
  - c. engaging in willful deceit such as, but not limited to, knowingly making misleading or false statements to the Board of Directors and/or the Oversight Committee;
  - d. if the Oversight Committee determines that a complaint brought forward by any Member is sustained and warrants disciplinary action; or
  - e. failing to respond to official Oversight Committee communications and requests.
- 14 Before undertaking a vote with respect to Bylaw XI:9-10, the allegations must be investigated by the Oversight Committee which is responsible for making recommendations to the Board of Directors.
- 15 For greater certainty, the Oversight Committee may investigate and make recommendations concerning the conduct of Executive Directors in any of the following circumstances:
  - a. on its own initiative;
  - b. on receipt of a complaint from a Member, or
  - c. when allegations are referred to it by the Board of Directors.
- 16 Where an Executive Director acts in a manner outside the Code of Conduct or fails more than once to submit required reports on time, the Oversight Committee may issue a warning to indicate that further consequences could occur.
- 17 All Member complaints about improper conduct by an Executive Director shall be referred to the Oversight Committee Chair.
- 18 Complaints must include all evidence for the basis of the complaint. It is the responsibility of the complainant to provide sufficient evidence for an investigation to begin.

- 19 Where the Oversight Committee determines that a complaint is frivolous or vexatious, the Oversight Committee may dismiss the complaint without investigation. Where a Member repeatedly advances frivolous or vexatious complaints, the conduct may warrant disciplinary action for interfering in the affairs of the society.
- 20 The Oversight Committee shall dismiss any complaint that:
  - a. does not violate Students' Union Regulations or Bylaws;
  - b. is deemed to be frivolous or vexatious;
  - c. lacks sufficient evidence for an investigation to begin;
  - d. lacks sufficient merit.
- 21 Anyone who submits two (2) or more complaints that have been dismissed under Bylaw XI:19 shall be barred from making further complaints to the Oversight Committee. The Oversight Committee Chair and General Manager, may, at their discretion, overrule this provision and allow subsequent complaints to be submitted. The Oversight Committee shall be informed of all decisions made.
- 22 The Disciplinary Committee and Oversight Committees ("Investigating Committees"), shall investigate any alleged misconduct and complaints pursuant to the following guidelines:
  - a. the Investigating Committees shall make every effort to resolve complaints in a manner that encourages cooperation, is fair to all parties, and is in the best interests of the Students' Union.
  - b. the Investigating Committees shall meet with all relevant parties prior to rendering a decision.
  - c. the Investigating Committees shall meet at least twice to discuss any complaint or alleged misconduct that warrants investigation.
  - d. the Investigating Committees shall keep complete records of every complaint and investigation.
- 23 In conducting investigations, the Investigating Committees may:
  - a. request specific documentation from Executive Directors and Directors related to the investigation;

- b. review documentation of the Students' Union including, but not limited to, all meeting minutes; and
- c. compel Executive Directors and Directors to answer written questions or provide testimony before the Investigating Committees.

24 At the conclusion of an investigation, an Investigating Committee must determine whether the conduct is misconduct as defined in Bylaw XI:6, or, in the case of Executive Directors, Bylaw XI:13. If the Investigating Committee determines there has been any such misconduct, the Committee may:

- a. recommend that the Board of Directors pass a censure resolution against a Member, Director, or Executive Director;
- b. recommend that a Member be declared not in good standing;
- c. recommend a reduction of honoraria of an Executive Director;
- d. recommend a temporary or permanent revocation of powers and privileges of an Executive Director;
- e. recommend that the Board of Directors initiate impeachment proceedings to remove a Director or Executive Director; or
- f. recommend that the Board of Directors take no further action.

25 Prior to making any of the recommendations in Bylaw XI:24(a-e), the Investigating Committees must provide the Member, Director, or Executive Director with an opportunity to be heard with respect to the alleged misconduct.

26 Whenever an Investigating Committee makes a recommendation in Bylaw XI:24(a-e), the Committee must produce a detailed written briefing on the investigation to be submitted to the Board of Directors. The report must include, but is not limited to:

- a. the sources of evidence used to justify the Committee's findings;
- b. any Bylaws or Regulations that the Committee believes the Member, Director, or Executive Director breached;

- c. a written summary of testimony provided by a Member, Director or Executive Director, if applicable;
- d. the findings and conclusions of the Investigating Committee's investigation; and
- e. the recommendations on disciplinary actions to be taken against the Member, Director, or Executive Director.

27 All proceedings of the Investigating Committees pursuant to this Bylaw shall take place in-camera, and the Board of Directors shall consider the report prepared by an Investigating Committees in-camera.

28 If the Board of Directors accepts a recommendation to censure, declare not in good standing, or commence impeachment proceedings with respect to a Member, Director, or Executive Director, the Board of Directors may, by Resolution, retroactively publicize the findings of the report that informed their decision only to the extent necessary to explain the basis for their decision.

29 The Chair of an Investigating Committee shall be responsible for:

- a. requesting, on behalf of the Investigating Committee, that a Member, Director, or Executive Director provide written answers to questions or attend an Investigating Committee meeting to provide testimony;
- b. submitting all written briefings related to the Investigating Committee's investigation to the Board of Directors; and
- c. answering questions at Board of Director meetings about an investigation of the Investigating Committee.

30 Any Investigating Committees investigating misconduct pursuant to this Bylaw shall report to the Board of Directors on the status of its investigation at each meeting of the Board of Directors.

31 The Investigating Committees will strive for consensus. Where no consensus is reached, the Committees will make decisions by simple majority vote.

## BYLAW XII – REGULATIONS

- 1 The Board of Directors shall by a Special Resolution establish Regulations containing the policies and procedures of the Students' Union, including those of the Board of Directors and Executive Committee.
- 2 Amendments to the Regulations shall require a Special Resolution.

## BYLAW XIII – FINANCES

- 1 The fiscal year of the Students' Union shall be from the first (1<sup>st</sup>) of June to the thirty- first (31<sup>st</sup>) of May of the following year.
- 2 The audited financial statements of the Students' Union and the auditor's report shall be published annually after they are approved by the Board of Directors, no later than fourteen (14) days prior to the Annual General Meeting, on the Students' Union website, and shall be made available at the main office of the Students' Union.
- 3 The following persons shall be the signing officers for the Students' Union:
  - a. the Vice-President Finance and Administration; and
  - b. the General Manager;
  - c. the President;
  - d. the Vice-President Campus Life.
- 4 All expenditures must be signed off by at least two (2) signing officers. The Vice-President Finance and Administration or General Manager shall be one of the two (2) signatories. In the event that both the Vice-President Finance and Administration and General Manager are on vacation, leave, or the positions are vacant, the other two (2) signatories shall suffice.
- 5 All signing officers shall be bonded by a fidelity bond which shall indemnify the Students' Union to the extent that Board of Directors and the General Manager deem necessary.
- 6 The Board of Directors shall include additional financial controls and procedures in the Regulations.

7 All financial dealing of the Students' Union shall be conducted with consideration of matters related to environmental, social and governance (ESG) risks and opportunities. Specifically, the Students' Union will:

- a. integrate the consideration of ESG factors into the investment process as a required criterion in the selection and ongoing monitoring of active investment managers;
- b. regularly review and track the engagement of active investment managers with their investee companies and their proxy voting records on ESG related issues;
- c. obtain and evaluate annual disclosure from all active investment managers on how ESG factors are incorporated into their investment decision making processes;
- d. collaborate with other institutional investors and industry associations on ESG matters where appropriate; and
- e. disclose and publish a detailed listing of its investments annually, and report on ESG matters in the Finance Committee's annual report.

## BYLAW XIV – AUDITORS

- 1 The auditors of the Students' Union shall be appointed by Ordinary Resolution at each Annual General Meeting.
- 2 In the event of the resignation of the auditor or their inability to act as auditor, the vacancy shall be filled by the Board of Directors.
- 3 The remuneration of the auditor shall be approved by the Board of Directors.
- 4 The auditors of the Students' Union shall have the right to examine all books, records and accounts of the Students' Union and shall be entitled to request from the Board of Directors such information and explanations as may be required by the auditors for the due performance of their duties.
- 5 The auditors shall prepare an Annual Report for submission to the Annual General Meeting. Without limiting the generality of the foregoing, the auditors shall expressly state:
  - a. whether they have obtained all information and explanations required, and whether they have been granted free access to the files, records, and accounts of the Students' Union; and
  - b. whether, in their opinion, the balance sheet forming a part of their report is properly drawn up so as to exhibit a true and fair representation of the financial affairs of the Students' Union.

## BYLAW XV – AMENDING THE BYLAWS AND CONSTITUTION

- 1 The Bylaws and Constitution may be amended by Special Resolution of Members at an Annual General Meeting or Special General Meeting.

## BYLAW XVI – RECORDS

- 1 The official books and records of the Students' Union shall be kept in the main office of the Students' Union, including the official minutes of the meetings of the Executive Committee and the Board of Directors.
- 2 Subject to the provisions of the Societies Act, the documents of the Students' Union including, without limitation, the minutes of each meeting of Directors, copies of consent resolutions of the Directors, and accounting records for each of the Students' Union's financial years including a record of each transaction materially affecting the financial position of the Students' Union, shall be made available or otherwise open to inspection by any Member or Associate Member of the Students' Union.

## BYLAW XVII – STUDENT MEDIA FUND

- 1 Four (4) dollars per Member per academic year shall be levied to provide grant funding for all Students' Union based media outlets.
- 2 Only accredited Students' Union based media outlets in good standing shall be eligible for Student Media Fund funding, subject to the following:
  - a. applications for the Student Media Fund must demonstrate financial need, and, if requested, fully disclose the applicant's previous year's finances;
  - b. eligibility for funding shall not be contingent on editorial stance and/or content;
  - c. under no circumstances may the Students' Union dictate to, restrict, censor, or impose any conditions not directly relating to financial management on a media outlet funded by the Students' Union;
- 3 The Student Media Fund will be granted by a two-thirds ( $\frac{2}{3}$ ) majority vote of the committee.
- 4 Any unawarded fund shall be maintained by the Students' Union and can only be accessed for funding accredited Students' Union based media outlets in good standing.

## BYLAW XVIII – COMMITTEES

- 1 As part of the Regulations, the Board of Directors shall adopt and maintain a committee Terms of Reference Policy, which shall include:
  - a. membership of committees;
  - b. roles of committees; and
  - c. the selection process for membership of committees.
- 2 All committees shall act only as an advisory body to the Board of Directors except in cases where the Board of Directors or Bylaws specifically delegate authority to a committee to make determinations on behalf of the Students' Union.
- 3 Each committee must have at least one (1) member on the Board of Directors to serve as a communication liaison between the committee and the Board of Directors.
- 4 The following committees shall be standing committees of the Students' Union:
  - a. a Policy Committee that shall be responsible for considering and recommending amendments to the Constitution, Bylaws, and Regulations; and
  - b. a Finance Committee that shall be responsible for assisting the Vice-President Finance and Administration with the preparation of the annual budget and other financial matters of the Students' Union.
  - c. a Campaigns Committee that shall be responsible for coordinating and executing the advocacy campaigns of the Students' Union.
  - d. a Campus Life Committee shall be responsible for coordinating and executing the events, activities, student engagement and volunteerism activities of the Students' Union.
  - e. an Oversight Committee that shall be responsible for reviewing and approving Executive Directors' goals, time, and performance.
- 5 The Board of Directors may establish ad-hoc committees from time to time to deal with specific issues.
- 6 Minutes of all committee meetings must be kept and be included in the agenda at the next regular Board of Directors' meeting.

## BYLAW XIX – EARNINGS AND DISSOLUTION

- 1 The Students' Union shall be carried on with no profit accruing to its Members, and any operating surpluses shall be used to further the purposes of the Students' Union. This provision was previously unalterable.
- 2 Upon the winding up or dissolution of the Students' Union, any assets remaining after the satisfaction of its debts and liabilities shall be transferred to a Canadian organization or organizations promoting objectives similar to those set out in paragraph two (2) of the Constitution, as may be decided by the Members of the Students' Union at the time of winding up or dissolution. This provision was previously unalterable.