

BY-LAW NO.1

being the General By-law of

THE STUDENTS' ASSOCIATION OF THE ALGONQUIN COLLEGE OF APPLIED ARTS AND TECHNOLOGY CORPORATION

hereinafter referred to as the "Corporation"

A By-law relating to the operation and governance of the affairs at THE STUDENTS' ASSOCIATION OF THE ALGONQUIN COLLEGE OF APPLIED ARTS AND TECHNOLOGY CORPORATION

Article I

INTERPRETATION

1. **Definitions.** In this By-law and in all subsequent By-laws and documents of the Corporation, unless the context otherwise specifies or requires:
 - a) "Act" means the *Corporations Act*, R.S.O. 1990, chapter C. 38 as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
 - b) "AGM" means the annual meeting of the Members, as defined in the Act;
 - c) "Articles" means the Letters Patent and any supplementary letters patent, and articles of the Corporation, as amended from time to time;
 - d) "Board" means the Board of Directors of the Corporation composed of (9) Directors or such other number of Directors as may be determined from time to time by special resolution (as defined in the Act) of the Board;
 - e) "By-law" means any By-law of the Corporation from time to time in force and effect;
 - f) "Campus" means any College campus in Ontario;
 - g) "College" means The Algonquin College of Applied Arts and Technology;
 - h) "Corporation" means The Students' Association of the Algonquin College of Applied Arts and Technology Corporation;
 - i) "Director" has the meaning set out in Article IV, Section 2;

- j) “Director Selection Committee” means the committee referred to in Article VII, Section 2.
 - k) “Eligible Program” means any full-time academic program offered by the College at a campus of the College located in Canada; for greater certainty, the foregoing excludes any continuing education or online program that is not a full-time program funded by the Ontario Ministry of Advanced Education and Skills Development or any successor ministry;
 - l) “Full-time Student” means any student registered in any Eligible Program College delivered at a campus of the College in Canada that has a course load of not less than 66 2/3’s% of the applicable program requirements for the College or who may have a lesser course load but is nevertheless deemed to be a full-time student by the College (such as, for example, for students for which accommodation is made due to a disability) in accordance with the policies of Algonquin College that are generally applicable during applicable period during which such student is registered;
 - m) “GM” means a general meeting of the Members, as defined in the Act;
 - n) “Member” has the meaning set out in Article III, Section 1;
 - o) “Part-time Student” means any student registered in any Eligible Program on a part-time basis;
 - p) “Person” means individuals, bodies corporate, corporations, companies, partnerships, syndicates and trusts, and the word “Persons” any number or aggregate of any such persons; and
 - q) “Regulations” means the regulations made under the Act, as from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution, any references in the By-laws to provisions of the regulations shall be read as references to the substituted provisions therefor in the new regulations.
2. **Interpretation.** In this By-law and all subsequent By-laws and documents of the Corporation, unless the context otherwise specifies or requires:
- a) all terms which are contained in the By-laws and which are defined in the Act or the Regulations shall, except as otherwise expressly defined in the By-Laws, have the meanings given to such terms in the Act or the Regulations;
 - b) words importing the singular number shall include the plural and visa-versa; words imparting the masculine gender shall include the feminine and neutral genders;

- c) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of the By-laws or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
 - d) subject to paragraph 2a) above, any other word contained in the By-laws shall have the meaning ascribed to it in the Concise Oxford Dictionary, Tenth Edition, except as otherwise expressly defined in the By-laws.
3. **Mission Statement.** “It is the mission of the Corporation to create an environment that inspires a passion for student success.” For greater certainty, the foregoing shall not be construed as limiting in any way the powers or capacity of the Corporation under the Act or the Articles.
 4. **Head Office.** The head office of the Corporation shall be located at 1385 Woodroffe Avenue in the City of Ottawa in the Province of Ontario, or such place within the City of Ottawa as the Directors may determine from time to time by resolution.

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| Article II | CORPORATE SEAL |
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The seal an impression of which is stamped in the margin hereof, shall be the corporate seal of the Corporation.

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| Article III | MEMBERSHIP |
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1. **Members.** Each student enrolled at the College is a member of the Corporation while at any time satisfying any of the following conditions (each, a “Member”):
 - a) is a Full-time Student or Part-time Student in good standing who has paid any or all of the SA ancillary fees set by the College and the Corporation for the applicable period during which he or she is a student; or
 - b) belongs to a defined category of students enrolled at the College for which the Board has from time to time agreed in writing to accept as Members irrespective of payment of applicable student fees normally levied by the Corporation; or
 - c) having been granted a lifetime membership by a two-thirds (2/3) majority vote of the Board.
2. **Membership Term.** Unless otherwise determined by the By-laws and subject to Section 1, a Member’s term of membership will be for the period such student is enrolled with

the College. Students who become Members in January, shall continue to be Members until the end of the first week of the following fall semester of the same calendar year.

3. **Termination of Membership; Transferability.** The interest of a Member in the Corporation is not transferable and lapses and ceases to exist:
 - a) upon the death of the Member;
 - b) the Member is expelled or the person's membership is otherwise terminated in accordance with the articles or by-laws
 - c) at the end of the membership period; or
 - d) the Corporation is liquidated or dissolved in accordance with the Act; or
 - e) otherwise in accordance with the By-laws.

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| Article IV |
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| BOARD OF DIRECTORS |
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1. **Board of Directors.** The affairs of the Corporation will be managed by the Board.
2. **Composition of the Board.** Each Campus will be represented on the Board by at least one director nominated by the Members of that Campus (each, a "Director"). The total number of Directors from each Campus will be as determined by the Board. Failure to attract candidates for Director from any one campus will not constitute a violation of this bylaw provided the Board has acted reasonably and responsibly in its efforts to recruit.
3. **Qualifications of Directors.** In order to qualify to be a Director of the Corporation, a Member must:
 - a) be an individual; be a member in good standing (having paid hall SA ancillary fees as set forth by the Corporation) and who is a full-time student
 - b) be eighteen (18) or more years of age and have the power to contract;
 - c) not be a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
 - d) not be a person who has been found to be incapable by any court in Canada or elsewhere;
 - e) not be an undischarged bankrupt, and be bondable; and
 - f) have a cumulative grade point average (GPA) of at least 2.25, or a term GPA of at least 2.25, or its equivalent, from another post-secondary institution in the semester preceding the election;

- g) be available and able to fulfill the duties of a Director for the full twelve (12) month term, including summer months;
 - h) prior to being nominated as a Director, have attended a Board orientation session outlining the Board's governance model, organizational structure, and the Director selection process.
4. **Disqualification to Serve as Director.** A Member will not qualify to be nominated or serve as Director if the Member:
- a) served on the Board selection committee described in Article VII, Section 2;
 - b) already served for three (3) terms as a Director.
5. **Disqualification to Serve as Officer.** A Director will not qualify to be nominated or serve as Officer if the Director has enrolled in or is planning to enroll in a CO-OP program during their term on the Board.
6. **Director Term of Office.** A Director's term of office begins May 1st of the College's academic year he/she is elected and ends on one of: (a) April 30th of the next academic year; (b) such other period of time as shall be determined from time to time by the Members; (c) he/she ceases to meet the requirements of Article IV, Section (3); or (d) he/she vacates the office as set out in Article IV, Section (6).
7. **Director Vacancies.** A Director will automatically cease to be a Director if:
- a) the Director ceases to meet any of the qualifications required of a Director under Section 3 of Article IV;
 - b) the Director is removed from office in accordance with any applicable policies approved by the Board;
 - c) the later of the date any officer receives written notification from the Director of his or her resignation from the position of Director, or the date specified in the notice;
 - d) at a GM, a resolution to remove the Director is passed by at least two-thirds (2/3) of the votes cast by the Members present at the GM; or
 - e) the Director dies.
8. **Filling Director Vacancies.** A vacancy on the Board (including where the number of Directors is increased by the Board in accordance with this By-law) will be filled as follows:

- a) if the Director was removed at an SGM in accordance with Article IV, Subsection (6)(f), the Members may elect, with a majority vote, a new Director; any Director so elected will hold office for the remainder of the removed Director's term;
- b) for the remainder of the applicable term by the remaining Directors then in office, so long as a quorum of Directors remains;
- c) where the vacancy is not filled by Subsection a) or b) and so long as a quorum of Directors remains, at the next AGM;
- d) where the vacancy is not filled by Subsection a) and there is no quorum of Directors as a result of the vacancy, the remaining Directors shall promptly call a GM to fill the vacancy, provided that if there are no Directors then in office, the GM shall be called by any Member.

A vacancy among the directors is not required to be filled if the vacancy results from an increase in the number or the minimum number of directors provided for in the articles or from a failure to elect that increased number or minimum number of directors.

9. **Director Remuneration.**

- a) A Director will be reimbursed for reasonable expenses incurred by the Director in the performance of the Director's duties, including where the Director is appointed as an officer of the Corporation, and will receive honorariums and reimbursements in amounts equal to reasonable foregone part-time wages that the Director could otherwise have earned during the Director's academic year.
- b) Any changes to remuneration, including the reduction or cessation of a Director's honorarium due to non-performance of the Director's duties, must be approved by the Board and subsequently ratified at the AGM.

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| Article V | MEETINGS OF THE BOARD |
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1. **Regular Meetings.**

- a) Meetings of the Board may be held at the head office of the Corporation or at any place within or outside Ontario.
- b) The President shall convene a meeting of the Board at least once a month in every month of the year.
- c) Except as otherwise expressly set out in the By-laws, meetings of the Board shall be chaired by the President unless:
 - i) he/she is unable to fulfill his/her duties as chair as outlined in any applicable Board policies in currently in effect; or

- ii) the President's position is vacant, in which event the Vice-President shall convene meetings and assume the role of Chair during such period.
- 2. **Notice of Meetings.** Notice of meetings of the Board must be posted in conspicuous places on each Campus at least forty-eight (48) hours in advance of the meeting. Directors must be given at least one (1) week prior written notice (e-mail or interoffice correspondence) of any meetings of the Board. A meeting of the Board may also be held without notice immediately following a GM or the AGM or upon twenty-four (24) hours' notice in the case of an emergency meeting so determined in good faith and called by the Chair of the Board.
- 3. **Attendance.** All meetings of the Board will be open to the Members unless the chair deems it necessary or appropriate to hold the meeting in-camera. Directors are required to attend all properly scheduled meetings of the Board.
- 4. **Voting of the Directors.** Except as otherwise set out in this section, each Director is authorized to exercise one (1) vote for each issue put to a vote at a meeting of the Board. Questions arising at any meeting of the Board shall be decided by a majority of votes. In the case of a tie the chair shall have the deciding vote. Votes shall be taken by ballot unless a majority of the Directors otherwise vote. Voting, if a ballot is not called, shall take place by a show of hands. A declaration by the chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of votes recorded in favour or against such resolution.
- 5. **Procedures and Rules.** Except where otherwise set forth by the chair or by law, the Directors shall employ the procedures and rules set out in "Robert's Rules of Order" at any meeting of the Board.
- 6. **Error or Omission in Giving Notice.** No error or accidental omission in giving notice of any meeting of the Board shall invalidate such meeting or make void any proceedings taken at such meetings.
- 7. **Adjournment.** The chair of the meeting of the Board may adjourn the meeting with the consent of a majority of the Directors at the meeting to a fixed time and place. Notice of any adjourned meeting of the Board is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum of Directors is present at such meeting. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum at the adjourned meeting, the original meeting shall be deemed to have terminated immediately following its adjournment. Any Board business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

10. **Quorum.** A majority of Directors present at the meeting will form a quorum. Notwithstanding any vacancies, a quorum of Directors may exercise all the powers of Directors.
11. **Budget or By-laws.** Where meetings of the Board pertain to the approval of the budget or to matters concerning the By-laws, two-thirds (2/3) of the Directors present at the meeting will constitute a quorum.
12. **Telephone Participation.** If all the Directors consent, a meeting of the Board may be held by means of telephone, electronic or such other communication facilities as to permit all, some or one (1) Person (s) participating in the meeting to hear each other simultaneously and instantaneously, and a Director participating in such meeting by such means is deemed to be present at that meeting.
13. **Resolution in Lieu of Meeting.** A resolution in writing signed by all of the Directors entitled to vote on that resolution at a meeting of the Board is as valid as if it had been passed at a meeting of the Board.

Article VI

POWERS OF THE BOARD

1. **Administer Affairs.** The Board will administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as herein provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Articles or otherwise authorized to exercise and do.
2. **Expenditures.** The Board may authorize expenditures on behalf of the Corporation from time to time and may delegate, by resolution to an officer or officers of the Corporation, the right to employ and pay salaries to employees. The Board may make expenditures for the purpose of furthering the objectives of the Corporation. The Board will have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Directors may prescribe.
3. **Agents and Employees.** The Board may appoint such agents and engage such employees or contractors as it shall deem necessary from time to time and such Persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment or engagement.
4. **Remuneration of Agents and Employees.** Subject to other provisions of this By-law, remuneration of agents, employees and contractors will be fixed by the Board.

Article VII

ELECTIONS

1. **Electoral Officer.** All aspects of elections of Directors and officers will be controlled and overseen by an electoral officer of the Corporation (“EO”) appointed by the Board from amongst the Directors, including monitoring the election process and reporting to the Board, as may be set out in such policies as determined from time to time by the Board. If no Director wishes to assume the duties of the EO, the Board will appoint an EO from the Members.
2. **Nominations of Directors.** Nominations of Directors pursuant to Article IV, Section 2 will be accepted by a Board appointed selection committee (which may be made up of Directors and Members), and the selection committee must ensure that there is at least one (1) nominee from each Campus. Directors will be elected from among the nominees through the process outlined in the election guidelines determined from time to time by the Board, provided that each Campus must be represented by at least one (1) Director nominated by the Members of that Campus.
3. **Nominations following Selection of Directors.** If a Member wishes to nominate a Member not already nominated for the position of Director following the determination of the selection committee, he/she may do so after obtaining the written consent of at least two hundred (200) Members (the “Nominated Individual”). The name of the Nominated Individual, together with the written consent of the Members nominating the Nominated Individual, must be filed with the Secretary no later than seventy-two (72) hours before the meeting of Members at which Directors are being elected. The Secretary will then add the Nominated Individual’s name to the slate of nominations for the meeting of Members at which Directors are being elected.
4. **Election of Directors.** Subject to Section 3 of this Article VII, the Members of the Corporation shall annually elect all of the Directors from among the Members submitted to the selection committee at the AGM.
5. **Election of Officers.** The Directors shall elect from among themselves the positions of President, Vice-President and Secretary, upon receipt of a written nomination of a Director by another Director for a position. Elections will be held annually at such time as agreed to by the Board. One (1) Person may hold more than one position, save and except the positions of President and Vice-President.
6. Should more than one (1) Director be nominated for the position of President or Vice-President/Secretary, a general election shall be called. Seven (7) days’ notice of the election shall be given. The said notice shall be posted in conspicuous places throughout each campus of Algonquin College of Applied Arts and Technology. The elections shall be by ballot and shall be decided by a majority of votes cast in favour of a particular Director. In case of an equality of votes by the members, the Chairperson of the Board, in addition to his/her original vote, shall have a second or casting vote. The Board shall accept and confirm Directors elected by this procedure as their first order of business at their first meeting in May of each year.
7. **Qualifications.** To be considered for Director or Officer positions. all candidates must meet the qualifications as set forth and outlined in Section 3 of Article IV and, in addition

to such other requirements as set forth in the election guidelines set forth from time to time by the Board, shall have applied for [and enrolled and remain enrolled] as a Full-time Student for the ensuing Fall and Winter semesters at the time of their nomination and thereafter up to and including the date of their election.

8. **Duties of Officers may be Delegated.** In case of absence or inability to act of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board may delegate all or any powers of any such officer to any Director for the time being.
9. **Powers and Duties of Officers.** All officers of the Corporation shall sign such contracts, documents or instruments in writing as might require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board. The duties of the officers include but are not limited by the following:
 - a) The President will be the chief executive officer of the Corporation unless otherwise determined by special resolution (as defined in the Act) of the Board. The President will be vested with and may exercise all the powers and perform all the duties of the chair of any meeting of the Board or the Members.
 - b) The Vice-President will be vested with all the powers and shall perform all the duties of the President in the absence, inability, removal or refusal to act of the President.
 - c) The Secretary will be the clerk of the Board. He/she will attend all meetings of the Board and the Members and record all facts and minutes of all proceedings in the books of the Corporation kept for that purpose. He/she will give all notices required to be given to Members and to Directors. He/she shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation, which he/she shall deliver up only when authorized by a resolution of the Board to do so and to such Person or Persons as may be named in the resolution, and he/she shall perform such other duties as may from time to time be determined by the Board.

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| Article VIII |
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| GENERAL MANAGER |
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The Board will hire a General Manager for the Corporation and shall delegate to the General Manager full power to manage and direct the business and affairs of the Corporation, except such matters and duties as must be transacted or performed by the Board or by the Members. The General Manager will be accountable to the Board and not to individual Directors. The Board shall instruct the General Manager through written policies and resolutions as are determined from time to time by the Board, delegating to him/her interpretation and implementation of those policies and resolutions. The General Manager shall comply with all lawful orders given by the Board as set forth in any such

policies or resolutions, and shall at all reasonable times give to the Board or any Director all information they may require regarding the affairs of the Corporation.

Article IX

OATH OF OFFICE

Each Director shall take the following oath of office at the meeting of the Members immediately following their election prior to beginning of their term of office:

“I swear that I shall observe and uphold the provisions of the Articles, By-laws, and Policies of the Students Association of the Algonquin College of Applied Arts and Technology Corporation, and to the best of my ability shall honestly and prudently and in good faith carry out my duties as a director of the Corporation for the students I serve”.

Article X

LIABILITY OF OFFICERS AND DIRECTORS

Except as otherwise provided in the Act, the Articles or the By-law, no Director or officer will be liable for the acts, receipts, neglects or defaults of any other Director, officer, or employee of the Corporation, for any loss, damage or expense of the Corporation, or for any other loss, damage or misfortune that may happen in the execution of the Director’s or officer’s duties to the Corporation or in relation thereto, except to the extent such loss, damage or misfortune is caused by the Director’s or officer’s own willful neglect or default.

Article XI

INDEMNITIES OF DIRECTORS AND OTHERS

1. **Indemnification.** Every Director or officer of the Corporation, former director or officer, or other individual who acts or acted at the Corporation’s request as a director or officer or in a similar capacity, or any Person has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it, and his or her heirs, executors and administrators, and estate and effects, respectively (each an “Indemnified Person”), shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against all costs, charges and expenses whatsoever, including an amount paid to settle an action or satisfy a judgment, that the Indemnified Person reasonably sustains or incurs in respect of any civil, criminal, administrative, investigative or other action or proceeding that is brought, commenced or prosecuted against the Indemnified Person or in which the Indemnified Person is involved for or in respect of any act, deed, matter or thing whatever made, done or permitted by the Indemnified Person, because of that association of the Indemnified Person’s with the Corporation or such other entity. The Corporation shall also indemnify any Indemnified Person in such other circumstances as the Act or law requires and may indemnify any Indemnified Person in such other circumstances as the Act or law permits. Nothing in this By-law shall limit the right of any Person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

2. **Advance of Costs and Expenses.** The Corporation may advance money to a director, officer or other individual referred to in Section 1 of this Article XI for the costs, charges and expenses of an action or proceeding referred to in that subsection, but the individual shall repay the money if the individual does not fulfil the conditions set out in section 3 of this Article XI.

3. **Limitation.** The Corporation shall not indemnify an individual under subsection (1) unless,

(a) the individual acted honestly and in good faith with a view to the best interests of the corporation or other entity, as the case may be; and

(b) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

Article XII

MEMBER MEETINGS

1. **Annual General Meeting.** In accordance with the Act, the AGM will be held on such day in each year and at such time as the Directors may by resolution determine at any place within Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located.

2. **General Meetings.** A GM may be called by the Board in accordance with the Act to occur at any place within Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located.

3. **Notice of Meeting** Subject to the Act, not less than twenty-one (21) days' written notice shall be given to each Member of any meeting of Members. Notices shall be displayed in the following manner:

a) advertisements in the student newspaper publication if being published at the time preceding the meeting;

b) posters placed conspicuously in all Campuses; or

c) any other manner of providing reasonable notice decided by the Board from time to time.

Notice of any meeting where business will be transacted must contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken.

4. **Waiver of Notice.** A Member and any other Person entitled to attend a meeting of Members may in any manner waive notice of a meeting of Members and attendance of any such Person at a meeting of Members shall constitute a waiver of notice of the

meeting except where such Person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

5. **Error or Omission in Giving Notice.** No error or omission in giving notice of any meeting of the Members or any adjourned meeting of the Members will invalidate any resolution passed or any proceedings taken at any such meeting.
6. **Quorum.** A quorum at any meeting of the Members shall be twenty (20) Persons present in person. No business shall be transacted at any meetings of Members unless the requisite quorum is present at the time of transaction of such business. If a quorum is not present at the time appointed for a meeting of Members or within such reasonable time thereafter as the Members present may determine, the Persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business, and the provisions of the Act with regard to notice shall apply to such adjournment.
7. **Chair of the Meeting.** The chair of any meeting of Members will be the President. In the event the President is not able to chair the meeting the Vice-President will assume the role of chair. If neither the President nor Vice-President are able to assume the role of chair, a Director will be chosen as chair of the meeting and if no Director is present or if all the Directors present decline to take the chair then the Persons who are present and entitled to vote shall choose one of their number to be the chair.
8. **Adjournment.** The chair of any meeting of Members may with the consent of the majority of Members present at the meeting adjourn the same to a fixed time and place. Notice of any adjourned meeting of the Members is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum of Members is present at such meeting. Any business may be brought before or dealt with at any adjourned meeting, which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
9. **Voting of Members.** Every question submitted to any meeting of Members shall be decided in the first instance on a show of hands by a majority of votes unless otherwise specifically provided by the Act or by these By-laws. In the case of an equality of votes the chair of the meeting shall both on a show of hands and at a poll have a casting vote. No Member shall be entitled either in person or by proxy to vote at meetings of Members unless the Member is a Member in good standing with the Corporation.
10. **Proxies.** Voting at meetings of the Members may be in person by the Member or by proxy through a Member who is in attendance at such meeting. Proxy votes will be permitted only where the Member wanting to vote by proxy at the meeting provides his or her proxy to the head office of the Corporation no later than seventy-two (72) hours prior to the meeting of the Members. Members voting by proxy must obtain and use the Corporation's official proxy form as outlined below:

Voting by Proxy

I, _____, the undersigned, residing at _____, bearing the student number _____ and having the telephone number _____, and who is in good standing as a member of the Students' Association of the Algonquin College of Applied Arts and Technology Corporation (hereinafter called the "Students' Association"), hereby appoint _____ residing at the address _____, bearing the student number _____, with the telephone number _____, and who is in good standing as a member of the Students' Association, as my proxy for the purpose of voting at the Students' Association members meeting being held at the Algonquin College of Applied Arts and Technology, 1385 Woodroffe Avenue, Ottawa, Ontario K2G 1V8 in Room _____, on the __ day of _____.

Set out below are my proxy limitations:

1. _____
2. _____
3. _____
4. _____

It is my understanding that this proxy is valid for the date of the meeting mentioned herein only, and that the powers of my proxy cease once the meeting is adjourned. However, the proxy will continue if the meeting is adjourned to another date.

This proxy hereby revokes any proxy previously given.

Furthermore, it is to my knowledge that this document must be presented to the main office of the Students' Association no later than seventy-two (72) hours in advance of the scheduled meeting as set out herein, that Saturdays, Sundays and legal holidays are to be discounted, and that the Students' Association will not accept proxies within the seventy-two (72) hour period nor during the meeting, nor after the meeting has adjourned. It is also to my knowledge that this proxy is subject to verification by the Students' Association, and, once verified, the Students' Association's seal shall be affixed. I acknowledge that if the Students' Association is notified that proxies are submitted or intended to be used, the Students' Association will notify and give all Members the opportunity to use or submit a proxy on the same terms.

I also understand that proxies are not to be considered as part of quorum.

Dated at _____ this _____ day of _____, 20__.

Witness (please print)

Member of Students' Association (please print)

Signature of Witness

Signature of Member of Students' Association

Article XIII

COMMITTEES OF THE BOARD

1. **Board Committees.** The Board may from time to time appoint committees, as it deems necessary or for such purposes and with such powers that the Board sees fit. Any such committee may formulate its own rules and procedures, subject to such regulations or directions provided by the Board. The Board of Directors may remove any committee member at any such time by resolution.
2. **Use of Committees.** Board committees will be used sparingly, and only when all other reasonable methods have been deemed inadequate by the Board.

Article XIV

SIGNING AUTHORITIES

The Board reserves the signing authority for the Corporation and may delegate this authority as set forth in such policies as shall be determined from time to time by the Board.

Article XV

EXECUTION OF DOCUMENTS

Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by either the President or the Vice-President, or any other Director or officer or other Person or Persons the Board may from time to time designate by resolution, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

The term “contracts, documents or instruments in writing” as used in this By-law shall include but not be limited to deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

The seal of the Corporation, when required, may be affixed to any instruments in writing signed as aforesaid or by any Director or Directors, officer or officers or other Person or Persons authorized as aforesaid to sign any such instruments.

Article XVI

CHEQUES, DRAFTS, NOTES ETC.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Director or Directors, officer or officers or Person or Persons, whether or not Directors or officers of the Corporation, in such manner as the Board may from time to time designate by resolution.

Collection of Monies.

- a) The Corporation will be empowered to collect the Corporation's fees from the Members, as directed by the Board, for and on behalf of the Corporation.
- b) The Corporation may collect monies through business enterprises and other means as approved by the Board.
- c) All monies collected by the Corporation must be deposited, in the Corporation's name, in a financial institution approved by the Board.
- d) The amount of the fees to be charged by the Corporation to the Members may be altered by approval of two-thirds (2/3) of the votes cast at a meeting of the Board at which a standard quorum of Directors is present.

The Members shall at each AGM appoint an auditor to audit the accounts of the corporation to report to the Members.

1. **Financial Year.** The financial year of the Corporation shall terminate on the thirtieth day of June in each year or on such other date that the Board may determine, subject to the Corporation obtaining prior written consent for such change from the Canada Revenue Agency.
2. **Financial Statements.** Not less than twenty (21) days before each annual meeting of the Members or before the signing of a resolution in lieu of the annual meeting, the Corporation shall give a copy of the documents referred to in subsection (1), together with the report of the auditor or of the person who conducted a review engagement as the case may be, to all Members who have informed the Corporation that they wish to receive a copy of those documents.

This By-law may be amended by a two-thirds (2/3) of the votes cast at any meeting of the Board and must be confirmed by the two-thirds of the votes cast by Members at the next AGM following such meeting of the Board.

The Board will demonstrate accountability to the Members by instituting a governance process that demonstrates that it:

1. Achieves appropriate results with the appropriate persons at an appropriate cost;
2. Avoids unacceptable activities, conditions, and decisions;
3. Is committed to rigorous, continual improvement of the Board's capabilities to define the values and visions of the Corporation.
4. Will govern with emphasis on outward vision rather than an internal preoccupation, encouragement of diversity in viewpoints, strategic leadership more than administrative detail, clear distinction of the Board and staff roles, collective rather than individual decisions, future rather than past or present, and proactivity rather than reactivity;
5. To distinguish the Board's unique role versus staff, will concentrate its efforts on the following:
 - a) Acting as a link between the Corporation and the Members, which will be formed and maintained through the solicitation and dissemination of information, activity, and participation at Corporation events, and attendance at formal gatherings of the Members.
 - b) Providing written governance policies which, at the broadest levels address,
 - i) **ENDS:** Corporation products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which needs at what cost?).
 - ii) **EXECUTIVE LIMITATIONS:** Constraints on executive (CEO) authority that establish the prudence and ethical boundaries within which all executive activity and decisions must take place.
 - iii) **GOVERNANCE PROCESS:** How the Board conceives, carries out, and monitors its own performance.

iv) **BOARD - CEO RELATIONSHIP:** How authority is delegated and monitored, including detailing the CEO role, authority and accountability.

- c) Monitoring and managing organizational performance via the General Manager.
- d) Informed decision makers and legislative change at the College and the Municipal, Provincial and Federal levels of government.
- e) Participation in leadership activities where the Board desires to establish a presence to advance the mission of the corporation, and for other purposes as defined in policy.

ENACTED by the Board on the 19th day of February 2022.

WITNESS the seal of the Corporation.

President

Secretary

Ratified by the Members of the Corporation the 13th day of April 2022.