

## PROPOSED AMENDMENTS TO BY-LAWS #1, #2, #3, #4, #5, #6, #8, #9, #10, AND #11 – ONTARIO NOT-FOR-PROFIT CORPORATION'S ACT

### Summary of changes:

- Updated language in by-law #1 and #2 to reflect new provincial legislation.
- Updated language in by-law #3 and #4 for clarity and to reflect new provincial legislation.
- Guidelines for notice of Board meetings for Directors to join a hybrid Board meeting in by-law #5, updated language for clarity.
- By-law #6, section 6.1.1, outlining precisely which roles Directors and Vice Presidents of the GSA-UW may hold, updated language for clarity.
- Updated procedure for members to submit a proposal for a referendum in by-law # 8 to become compliant with provincial legislation, updated language for clarity.
- Updated language in by-law #9 for clarity.
- By-law #10, section 10.1.2 added to align financial authorization requirements with provincial legislation.
- Striking by-law# 11 to add as policy GP-23

### Rationale for changes:

The GSA-UW used to be governed by the not-for-profit section of the Ontario Corporations Act. As of October 2021, the GSA-UW is now governed by a new piece of provincial legislation – the Ontario Not-for-profit Corporations Act (ONCA). The GSA-UW has until October 2024 to ensure our internal governance documents are compliant with ONCA. By-laws were reviewed last year, and as outlined below, several changes are proposed to ensure ONCA compliance. Details of such changes are described in depth for each by-law below.

Furthermore, during this review it was discovered that in many by-laws, while the language used to describe the by-laws was technically correct, overly technical language placed a barrier for the layperson to properly understand what was being communicated. As this can potentially alienate grad students from engaging with GSA-UW governance, changes were made to ensure that the exact same information was being communicated using more common language.

The GSA-UW Board of Directors (“the Board”) has been reviewing our by-laws and the proposed changes for almost two years. In order to present these changes at the Annual General Meeting (AGM), the Board passed a first reading of the proposed changes, then referred the proposed changes to the Joint policy Review Committee (JPRC) for their feedback, then referred the proposed changes with JPRC’s feedback to the GSA-UW Council, and finally after receiving feedback from JPRC and Council, Board applied the feedback received and passed a second reading.

Included below are the by-laws in full as seen on the GSA-UW website, and the changes being proposed (document pages 2 to 18) with comments outlining the rationale. Red text (**example**) indicates an addition to the by-law, and red text that’s struck through (~~**example**~~) indicates removal from the by-law.

Then, pages 19 to 34 present what the by-laws would look like upon ratification at the 2024 AGM. Red text (**example**) indicates an addition to the by-law.

The un-edited by-laws can be found (as always) on the [GSA-UW website](#).

## **By-Law # 1: Definitions**

Amended April 6, 2016

Amended January 28, 2020

Amended March 31, 2021

Ratified April 8, 2021

Amended December 15, 2023

Ratified April 3, 2024

**1.1.0** In this by-law, unless the context otherwise requires:

- “Act” means the ~~Ontario Corporations Act, R.S.O. 1990, Chapter C.38 (Ontario) Ontario Not-for-profit Corporations Act, 2010, S.O. 2010, Chapter c.15~~ and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- “GSA-UW” means the Graduate Student Association – University of Waterloo;
- “Board of Directors” or “Board” means the directors of the GSA-UW;
- “Chair” means the chair of the Board of Directors;
- “Chairperson” means the chair of Annual General Meetings or General Meetings;
- “By-Laws” means this by-law (including the schedules to this by-law) and all other by-laws of the GSA-UW as amended and which are, from time to time, in force;
- “Corporation” means the GSA-UW that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- “Council” means the body of members’ representatives;
- “Council Speaker” means the speaker of the GSA-UW Council;
- “Director” means an individual occupying the position of director of the GSA-UW by whatever name he or she is called;
- “Member” means a member of the GSA-UW;
- “Members” means the collective membership of the GSA-UW; and
- “Officer” means an officer of the GSA-UW;
- “Form of Proxy” means a written, printed, or electronic form that, upon completion and execution by or on behalf of a member becomes a proxy;
- “Proxy” means a completed and executed form of proxy by means of which a member has appointed a person as the member’s nominee to attend and act for the member and on the member’s behalf at a meeting of members.

**1.2.0 Interpretation:** In these By-Laws and in all other By-Laws of the GSA-UW hereafter passed unless the context otherwise requires, words importing the singular include the plural and vice versa, and words importing one gender include all genders, and references to persons shall include firms and corporations.

**1.3.0 Severability:** All the By-Laws of the GSA-UW are severable, in that if one by-law, paragraph or article is found to be illegal or invalid for any reason whatsoever, then such an illegality or invalidity shall not affect any other by-law, paragraph or article.

**1.4.0 Application of by-laws:** If any of the provisions contained in the By-Laws are inconsistent with those contained in the Letters Patent, Supplementary Letters Patent, or the Act, the provisions contained in the Letters Patent, Supplementary Letters Patent, or the Act, as the case may be, shall prevail.

**Commented [KB1]:** Second reading of the changes was approved by the Board of Directors on Dec. 15, 2023. Ratification is anticipated at the Annual General Meeting on April 3, 2024.

**Commented [KB2]:** To reflect new provincial legislation

## **By-Law # 2: Official Information**

Amended January 28, 2020  
Amended July 28, 2020  
Amended March 10, 2021  
Ratified April 8, 2021  
Amended December 15, 2023  
Ratified April 3, 2024

**2.1.0 Disclaimer:** Should there be any discrepancy among the information rendered in this By-law, published in the Ontario Gazette, and on file with the Ministry of ~~Consumer and Commercial Relations Public and Business Service Delivery~~ for Ontario, the information on file at the Ministry shall take precedence.

**Commented [KB3]:** Second reading of the changes was approved by the Board of Directors on Dec. 15, 2023. Ratification is anticipated at the Annual General Meeting on April 3, 2024.

**Commented [KB4]:** To reflect current provincial ministries

**2.2.0 Corporate Name:** The name of the corporation is the Graduate Student Association – University of Waterloo.

**2.3.0 Head Office:** The Head Office of the GSA-UW shall be in the City of Waterloo, in the County of Waterloo, in the Province of Ontario and at such a place therein as the Directors may from time to time fix.

**2.4.0 Number of Directors:** The number of directors shall be twelve (12), including the ex-officio directors.

**2.5.0 The Seal:** The seal of the GSA-UW shall be in the form determined by the Board.

**2.6.0 Execution of Contracts:** Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the GSA-UW may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the GSA-UW to be a true copy thereof.

**2.7.0 Objectives:** The GSA-UW shall administer its affairs within the limits prescribed by the Act, the GSA-UW's Letters Patent, Supplementary Letters Patent, its by-laws, policies, and procedures.

In addition, the GSA-UW shall promote and maintain communication with the university community and represent its members and their interests within the university.

In addition, the GSA-UW shall endeavour to aid individual members with specific problems related to the university community.

In addition, the GSA-UW shall act to stimulate social, intellectual, and political contact among its members.

**2.8.0 Membership:** The GSA-UW has only one class of membership.

**2.8.1** Members must be full-time or part-time graduate students at the University of Waterloo who have paid in full the GSA-UW ~~Association~~ fee that is to be determined from time to time ~~by the Board based on by-law 3~~.

**2.8.2 Membership by virtue of their office:** The ~~Executive Manager~~ General Manager of the GSA-UW is designated a member by virtue of their office.

~~2.8.3 Corporations or other entities are barred from membership.~~

## **2.9.0 Amendments to the by-laws, policies, and procedures.**

**2.9.1** ~~The Members may from time to time amend these by-laws by a 2/3 majority of the votes cast at a meeting of the members. In accordance with the Act, members may submit a proposal to make, amend, or repeal a by-law to the Board for consideration at the next annual meeting of members.~~

**2.9.2** The Board and Council may jointly act to enact, amend, or repeal policies and procedures.

**2.9.3** The policies and procedures may specify additional methods by which policies and procedures may be enacted, amended, or repealed.

**Commented [KB5]:** To reflect current GSA-UW fee structures. See also by-law #3

**Commented [KB6]:** Fees are outlined in by-law #3. While some changes to fees requires approval from the Board, it is not accurate to say that the Board solely determines the GSA-UW fees.

This proposed change to by-law #2, section 2.8.1 more accurately reflects that fees are determined as outlined in by-law #3.

**Commented [KB7]:** Updated language to accurately reflect the current GSA-UW structure and for clarity.

**Commented [KB8]:** ONCA 48(1): "The by-laws of a corporation must set out the conditions required for being a member of the corporation, including whether a corporation or other entity may be a member. 2010, c. 15, s. 48 (1)."

In other words, our by-laws need to explicitly state whether membership may be extended to a corporation. The GSA-UW's role is to represent graduate students at the University of Waterloo. Therefore, it does not at this time make sense to allow corporations to be members of the GSA-UW.

**Commented [KB9]:** According to the previous phrasing of this section, it might not be clear that in order for a member to propose a change to by-laws at the AGM, the proposal needs to be included on the AGM meeting agenda and thus, the proposal needs to be submitted before the AGM.

With this previous phrasing, a member might think they are entitled to propose a change at the AGM with no prior discussion. This is not accurate, as all members have the right to review action items (ie., items that require a vote) before the AGM.

The updated language proposed here clarifies that members should submit proposals before the AGM.

### **By-law #3: Fees**

Amended April 6, 2016  
Amended July 23, 2019  
Amended January 28, 2020  
Amended February 10, 2021  
Amended May 13, 2021  
Ratified April 13, 2022  
~~Amended December 15, 2023~~  
~~Ratified April 3, 2024~~

**3.1.0 Collection.** The GSA-UW shall endeavour to enter into agreement with the Corporation of the University of Waterloo, in order that the University may collect fees from each graduate student, at the time of registration each academic term, and that these fees may be awarded to the GSA-UW on a fee-per-student basis at the beginning of each academic term. ~~Note: The term “fees” used here corresponds to the term “dues” used in ONCA.~~

**Commented [KB10]:** Second reading of the changes was approved by the Board of Directors on Dec. 15, 2023. Ratification is anticipated at the Annual General Meeting on April 3, 2024.

**3.1.1 Compulsoriness.** The fees can be either non-compulsory or compulsory. Each graduate student shall have a reasonable opportunity to opt-out of, or otherwise refund for, a non-compulsory fee, in which case the corresponding services will not be provided. For a separate charge, the GSA-UW may offer such a service to the graduate students who have not paid the corresponding non-compulsory fee.

**Commented [KB11]:** For clarity and consistency between GSA-UW by-laws and ONCA.

**3.1.2 Fee Types.** The GSA will administer two types of fees: Association and Services.

**3.2.0 Current Fees.** The GSA-UW administers the following fees per academic term:

#### **3.2.1 GSA-UW ~~Fees: Association-Association Fee~~**

- GSA-UW Fees for all full-time and part-time graduate students. Compulsory.

**Commented [KB12]:** For clarity, to clearly distinguish the two types of fees the GSA administers (particularly important in understanding section 3.4.0 of by-law 3).

#### **3.2.2 GSA-UW ~~Fees: Services-Service Fees~~**

- A Graduate House Fee for all full-time and part-time graduate students. Non-compulsory.
- A Health Plan Fee for all full-time and part-time graduate students enrolled in regular “on campus” programs. Compulsory. Refundable with proof of equivalent coverage.
- A Dental Plan Fee for all full-time and part-time graduate students enrolled in regular “on campus” programs. Non-compulsory. Refundable without submitting proof of equivalent coverage.
- A Bus Pass Fee for all full-time graduate students registered in regular programs at campuses in the Region of Waterloo. Compulsory.
- A Legal Service Plan Fee for all full-time and part-time graduate students enrolled in regular “on campus” programs. Compulsory.

**Commented [KB13]:** For clarity, to clearly distinguish the two types of fees the GSA administers (particularly important in understanding section 3.4.0 of by-law 3).

**3.3.0 New Fees.** The Board is required to call a referendum for new fees imposed on graduate students. The referendum question shall include the purpose, compulsoriness, type, and initial amount of the fee. New fees will be presented to the University of Waterloo Board Of Governors only if approved through such a referendum.

3.3.1 For greater certainty, the elevation of a non-compulsory fee to a compulsory fee requires a referendum unless a prior referendum approved that fee as compulsory.

**3.4.0 Changes to GSA-UW Fees: Association Association Fee**

**Commented [KB14]:** See comment on section 3.2.1

3.4.1 Changes to the GSA-UW Association Fees can be made up to the consumer price index (CPI) of the previous year, on a yearly basis by a majority vote of the GSA-UW Council.

**Commented [KB15]:** See comment on section 3.2.1

3.4.2 Changes to the GSA-UW Association Fees can be made up to 10% plus the CPI of the previous year, on a yearly basis, at a General Meeting for which specific notice has been given.

**Commented [KB16]:** See comment on section 3.2.1

3.4.3 Changes to the GSA-UW Association Fees in excess of amounts noted in 3.4.2 can be made when approved through both a General Meeting and a referendum for which specific notice has been given.

**Commented [KB17]:** See comment on section 3.2.1

3.4.4 Notwithstanding the above, the Board may reduce the GSA-UW Association Fees by a majority vote of directors.

**Commented [KB18]:** See comment on section 3.2.1

**3.5.0 Changes to GSA-UW Administered Service Fees: Services.** The Board approves the fees for services administered by the GSA-UW.

**Commented [KB19]:** For clarity.

#### **By-law #4: Members and Members Meetings**

Amended April 6, 2016  
Amended April 12, 2017  
Amended January 28, 2020  
Amended February 23, 2022  
Ratified April 13, 2022  
Amended November 29, 2023  
Ratified April 3, 2024

**4.1.0 Right to attend and vote at meetings.** Members of the GSA-UW have the right to receive notice of, attend at, and vote at all meetings of members, in accordance with policies and procedures.

**4.1.1 Voting rights:** Members have the right to vote at any meeting of the members, elections, and referenda. Each member is entitled to one vote at a meeting of the members.

**4.2.0 Termination** Membership is terminated when the individual ceases to be enrolled in a graduate program at University of Waterloo.

**4.2.1 Inactive Status** Students that are registered as “inactive” for an academic term or terms may continue their membership by paying the GSA-UW Association fee, and continue with their rights and privileges as a member.

**4.3.0 Transfer of membership:** Membership may be transferred only to the GSA-UW.

**4.4.0 Discipline of members** The Board shall have the authority to suspend or expel any member from the GSA-UW for any one or more of the following grounds:

- (a) Violating any provision of the articles, by-laws, or written policies of the GSA-UW
- (b) Carrying out any conduct which may be detrimental to the GSA-UW as determined by the board in its sole discretion
- (c) For any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the GSA-UW

**4.4.1** The Board shall exercise its authority to expel or suspend membership in accordance with GSA-UW policies, ~~and~~ procedures, ~~and the Act.~~

**4.5.0 Quorum of Members.** A quorum for the transaction of business at any General Meeting shall consist of not less than fifty (50) voting members present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

**4.6.0 Chair.** The Board will designate a Chairperson to preside over all Annual General Meetings or General Meetings. In the absence of a Chairperson designated by the Board, the assembly shall elect a Chairperson from amongst the members present at the meeting. Procedure at all General Meetings or the Annual General Meeting shall, except where otherwise

**Commented [KB20]:** Second reading of the changes was approved by the Board of Directors on Nov. 29, 2023. Ratification is anticipated at the Annual General Meeting on April 3, 2024.

**Commented [KB21]:** Added to align with provincial legislation, while not being overly prescriptive given the broad subject matter.

set out in the By-Laws, the Policies of the GSA-UW, or in the Act, be according to Robert's Rules of Order Newly Revised.

**4.7.0 Annual General Meeting.** The annual general meeting shall be held on a day and at a place within Ontario fixed by the Board, **not longer than 15 months following the previous annual general meeting.** Any Member, upon request, shall be provided, not less than 10 days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- receipt of the agenda;
- receipt of the minutes of the previous annual and subsequent special meetings;
- consideration of the financial statements;
- report of the auditor;
- reappointment or new appointment of the auditor;
- election of Directors; and
- such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for the annual general meeting unless a Member's proposal has been given to the Corporate Secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

**4.8.0 General and Special Meetings** The Board may call a general/special meeting of the Members. The Board shall convene a general/special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the GSA-UW that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

**4.9.0 Notice** Subject to the Act, not less than 10 and not more than 50 days written notice of any annual general meeting or general/special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

**4.10.0 Voting of Members** Business arising at any Members' meeting shall be decided by a majority of votes cast unless otherwise required by the Act provided that:

- Each Member shall be entitled to one vote at any meeting;
- Votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- An abstention shall not be considered a vote cast;
- Before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;

**Commented [KB22]:** Added to align with ONCA 52(1)" :The directors of a corporation shall call an annual meeting of the members of the corporation, (a) within 18 months after the corporation comes into existence; and (b) subsequently, not later than 15 months after holding the preceding annual meeting. 2010, c. 15, s. 52 (1)."



- If there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- Members may cast their vote by proxy or electronic means.

**4.11.0 Adjournments** The Chairperson may, with the majority consent of any Members' meeting, adjourn the ~~meeting, same from time to time~~ and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. 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.

**Commented [KB23]:** Clarifying overly technical and unclear phrasing. The point here is that the members may vote on a motion to adjourn the meeting. Because a motion to adjourn is not debatable, if the motion passes, any remaining business will need to be brought forth at a subsequent meeting.

**4.12.0 Persons Entitled to be Present** The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the GSA-UW (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chairperson of the meeting or with the majority consent of the Members present at the meeting.

**4.13.0 Meeting Format** Directors or members, as the case may be, may determine that the meeting be held ~~partially or~~ entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

**Commented [KB24]:** More clear language for hybrid meetings (like the 2024 AGM!)

**By-law # 5: Board of Directors**

Amended April 6, 2016  
Amended April 12, 2017  
Amended January 28, 2020  
Amended February 18, 2020  
Amended February 10, 2021  
Ratified April 8, 2021  
Amended March 31, 2023  
Ratified April 11, 2023  
Amended November 29, 2023  
Ratified April 3, 2024

The directors of a GSA-UW shall manage or supervise the management of the activities and affairs of the GSA-UW in compliance with the Act.

**5.1.0 Calling Board Meetings.** Meetings of the Board of Directors may be called by the Chair, by a motion of Council, or by a petition of not less than fifty percent of the members of the board.

**5.1.1 The Chair of the Board.** The Chair shall be appointed by the directors and shall carry out the duties of the chair in accordance with the GSA-UW policies and procedures.

**5.1.2 Notice.** The Chair will send notice to the directors at least seven (7) days prior to a board meeting. An emergency meeting may be called within twenty-four (24) hours to deal with specific limited matters. **If electronic means of communication, including but not limited to ZOOM, Teams, or telephones, are used as part of the meeting, the notice must contain instructions on how to attend and participate via the chosen form of electronic communication. Additionally, if voting is to occur during the meeting, the notice must contain voting instructions.**

**5.1.3 Meetings** The holding and conduct of all meetings of the Board and its committees, including notice thereof, and right to attendance thereat, shall be in accordance with the **Act**, GSA policies, and procedures.

**5.2.0 Election of Directors.** Eleven (11) directors shall be elected in accordance with the Act, the by-laws, and GSA-UW policies and procedures at the Annual General Meeting.

**5.2.1 Eligibility.** All members of the Board, both voting and ex-officio, must be members of the GSA-UW at the time of their election or appointment.

**5.2.2 Decision.** The candidates receiving the highest number of votes shall assume the available positions.

**5.2.3 No acclamation of directors.** If the number of nominations received for directorships is less than or equal to the number of positions available, those nominees will not be acclaimed. A ballot will be used with each candidate's name, and the candidate will win if more votes are cast 'yes' than 'no'.

**5.3.0 Term of Office.**

**Commented [KB25]:** Second reading of the changes was approved by the Board of Directors on Nov. 29, 2023. Ratification is anticipated at the Annual General Meeting on April 3, 2024.

**Commented [KB26]:** Given the preference for hybrid meetings, the current by-law does not align with the notice requirements layout in ONCA. As such, this addition is proposed to improve notice clarity and aid future Board Chairs.

**Commented [KB27]:** This change is proposed because the Act outlines other relevant information (e.g., waiver of notice, resolutions, provisions for hybrid meetings, etc.) that doesn't need to be stated in our by-laws but should still be referenced. So, adding the Act here is a good reminder to review ONCA.

Also, the Act could be updated at any time, and including it here might help avoid the need to update this section in the future.

**Commented [KB28]:** Note that this was ratified at the 2023 AGM (April 11, 2023), so while it doesn't yet appear on the website, it is a legitimate section of by-law 5. Sections 5.2.2 and 5.2.3 were re-numbered as a result.

Terms of office of the Directors shall normally be held for two (2) years from May 1st following their election and shall last until April 30th of the second year following their election.

Directors appointed after May 1st, shall hold office, unless otherwise removed from office, until the next Annual General Meeting.

**5.3.1 Staggered Term of Office.** The 2-year term in office will be staggered for each half of the directors of the Board. At the election of directors, the duration of their term in office will be stated.

**5.3.2 Director may hold office for more than one term.** An eligible member may hold office as a director for more than one (1) term.

**5.4.0 Duties of Directors.** In addition to the statutes of the Act, it shall be the duty of all Directors to:

- (a) Provide written consent to act as director and to uphold their fiduciary responsibility,
- (b) Attend all meetings of the Board,
- (c) Be familiar with the Letters Patent, Supplementary Letters Patent, By-Laws, GSA-UW Policies & Procedures, the Ontario laws governing not-for-profit corporations, and the previous business of the Board,
- (d) Act in a responsible manner in conducting the affairs of the GSA-UW,
- (e) Be an ex-officio Member of GSA-UW Council in good standing.
- (f) The Board shall appoint officers of the GSA and ex-officio members of the Board.
- (g) Nothing in this section shall limit the GSA, through its by-laws, from establishing additional provisions for the holding of the office of Director.
- (h) To create committees, including the Board Executive Committee, to facilitate the functioning of the GSA-UW. Board may specify the duties, powers, and responsibilities of such Board committees.

**5.5.0 Attendance.** Attendance is restricted to Board members **and those with the right to attend as outlined in GSA policy.** Anyone with permission of the Chair may attend the meeting. Anyone, with permission of the Chair may make a 5-minute presentation to the Board on an issue of concern. The Board may vote to go into confidential session and exclude all non-directors from the meeting. The Chair may unilaterally move the meeting into confidential session only to discuss the need for an extended confidential session.

**Commented [KB29]:** The current wording is confusing and doesn't recognise the rights given to specific groups/individuals (e.g., councillors and the Council Speaker) by GSA policies. Thus, this additional text should help to alleviate any confusion.

**5.5.1 Participation by Telephone or Other Communications Facilities.** With 24 hours advance notice, or with the consent of all Directors who are present, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

**5.6.0 Voting.** Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chair, in addition to their original vote, shall have a second or casting vote. ~~All votes at such meetings shall be taken by ballot if so demanded by any Director present, but if no demand were made, the vote shall be taken in the usual way by assent or dissent.~~ Voting shall occur according to the methods prescribed in Robert's Rules of Good Order. However, a ballot may be used if demanded by and Director present at the meeting. ~~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 number or proportion of the votes recorded in favour of or against such resolution.~~ If the meeting minutes include a declaration by the Chair that a resolution has been carried or defeated, then this is proof of the Board's decision unless evidence of the number or proportion of the votes recorded in favour of or against the resolution is presented. ~~In the absence of the Chair, a Director may perform their duties as the Board may from time to time appoint for the purpose the Board may from time to time appoint a Director to perform the duties of a Chair.~~

**Commented [KB30]:** The original wording is confusing. As such, new wording is proposed.

**Commented [KB31]:** The use of this legal term might be confusing for those not familiar with tort law. As well, the wording of this statement is confusing. The proposed changes will help to improve the readability and clarity of this section.

**Commented [KB32]:** The wording of this statement is a little confusing. The proposed changes would improve the clarity of the statement.

**5.7.0 Protection of Directors.** Except as required by the Act, no Director or officer of the GSA-UW shall be liable for the acts, neglects or defaults of any other Director or officer or for joining in any receipts or other act of conformity, or for any loss or expense happening to the GSA-UW through insufficiency or deficiency of title to any property acquired by the order of the Board for or on behalf of the GSA-UW, or for the insufficiency or deficiency of any security in or upon, or any damage arising from, the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the GSA-UW shall be deposited, of for any loss occasioned by any error of judgment or any oversight on their part, or any other loss, damage or misfortune whatever, which may happen in the execution of the duties of their office or in relation thereto, unless the same shall happen through the dishonesty of the Director or officer.

**5.8.0 Remuneration of Directors**

- (a) The Board may fix the remuneration of the directors, officers, and employees of the GSA-UW.
- (b) A director, an officer, or a member may receive reasonable remuneration and expenses for any services to the GSA-UW that ~~he or she they~~ perform in any other capacity.
- (c) Subject to the GSA-UW Policies, remuneration of the directors, officers, and members must be reviewed annually and recorded in the policies & procedures manual.

**Commented [KB33]:** More accurate language.

## **By-law #6: Officers of the GSA-UW**

Amended April 6, 2016  
Amended April 12, 2017  
Amended January 28, 2020  
Amended July 15, 2020  
Ratified August 20, 2020  
Amended November 29, 2023  
Ratified April 3, 2024

**6.1.0 Appointment of Officers.** The Board shall appoint the Officers of the GSA-UW.

**6.1.1 Officers to be Members** Officers of the GSA-UW must be graduate student members of the GSA-UW, except for the Corporate Secretary and Treasurer, who may be a full time staff member of the GSA-UW. ~~Directors may be appointed to any office identified in 6.1.2, but they may not simultaneously be appointed as a Vice President and serve as a director on the board of directors.~~

### **6.1.2 Officers**

(a) The President ~~is an officer and~~ shall be appointed by the Board of Directors in such manner and for such term or terms as shall be determined from time to time by agreement of the Board of Directors and the Council.

(b) ~~The Board shall appoint the following officers: Chief Returning Officer (CRO), Corporate Secretary, and Treasurer. The Chief Returning Officer (CRO), Corporate Secretary, and Treasurer are officers and shall be appointed by the Board.~~ Directors who intend to run for re-election must recuse themselves from voting and discussion on the motion to appoint the CRO.

(c) The Vice-Presidents ~~are officers and~~ shall be appointed by the Board of Directors in such manner and for such term or terms as shall be determined from time to time by agreement of the Board of Directors and the Council.

(d) The President is a director of their office, in lieu of election.

**6.1.3 Additional Officers** The Board may appoint such other officers, as it shall from time to time determine.

**6.1.4 Annual Review of Officer Duties** The Officers' duties and powers to manage the administrative activities and affairs of the GSA-UW will be reviewed annually by the Board and recorded in the GSA-UW policies and procedures.

**6.1.5 Members to ratify appointments** Members shall ratify appointments to the President, Vice-President, and Treasurer Officer positions in accordance with policies and procedures.

**6.2.0 Term of Office** Term of service of the Officers shall normally be held for one (1) year from May 1st following their appointment and shall last until April 30th of the year following their appointment. Officers appointed after May 1st, shall hold office, unless otherwise removed from office, until April 30th following their appointment.

**Commented [KB34]:** Second reading of the changes was approved by the Board of Directors on Nov. 29, 2023. Ratification is anticipated at the Annual General Meeting on April 3, 2024.

**Commented [KB35]:** ONCA allows for directors to be appointed to any office identified in by-law, but given that directors are graduate students, with the high demands of each Vice President portfolio, the GSA-UW does not want Directors to spread themselves too thin by acting as a Vice President simultaneously.

See also ONCA 42(1): "Subject to the articles or the by-laws,

(a) the directors may designate the offices of the corporation, appoint officers, specify their duties and delegate to them powers to manage the activities and affairs of the corporation, except powers to do anything referred to in subsection 36 (2);

(b) a director may be appointed to any office of the corporation; and

(c) two or more offices of the corporation may be held by the same person. 2010, c. 15, s. 42 (1)."

**Commented [KB36]:** For added clarity (to be clear: the President has always been considered an officer, this amendment simply makes this information more accessible).

**Commented [KB37]:** For consistency and clarity.

**Commented [KB38]:** For added clarity, similar to 6.1.2.a

**6.2.1 Reappointment and Multiple Offices** Except as otherwise specified in this by-law, the Board may appoint one individual to hold more than one officer position at one time and/or may appoint one individual to hold a position for more than one term.

**6.2.2 Exception for President and Vice President** No individual may simultaneously hold the offices of President and Vice President.

**6.2.3. Term Limit** No individual may serve more than two (2) terms in the office of President or Vice President.

## **By-law #8: Referenda**

Ratified April 8, 2021

~~Amended December 15, 2023~~

~~Ratified April 3, 2024~~

**8.1.0 Calling a Referendum.** Power to call referenda shall be vested in the Board.

**8.1.1 Calling a referendum at a Council or General meeting** The Council or members at a General Meeting may, ~~via a simple majority vote, submit a proposal to~~ direct the Board, ~~via a simple majority vote,~~ to call a referendum for the determination of any matter related to the affairs of the GSA-UW. ~~The proposed referendum shall take place not less than 60 days from the date the Board received the proposal.~~

**8.1.2 Calling a referendum via petition** The Board shall be obliged to call a referendum on an issue if a petition containing the names of at least ten percent (10%) of the GSA-UW Membership is presented.

**8.1.3 Referendum Procedures.** Referenda will be held in accordance to GSA-UW policies and procedures.

**8.2.0 Notice.** Notice must be given of an impending referendum not less than 14 days and not more than 50 days before the referendum is held to,

- (a) each member that is entitled to receive notice of the referendum;
- (b) each director

**8.2.1 Personnel Restrictions.** No representatives of any organizations external to the University of Waterloo may come on campus to assist with campaigns, except elected graduate student officials.

**8.3.0 Decision and Quorum for Referenda.** A referendum will be considered to have passed if each of the following conditions are met:

- (a) more votes were cast in favour of the ballot question than were cast against it, and
- (b) the number of votes cast is at least 10% of the number of eligible voters.

If a referendum includes more than one question, the questions will be treated separately with regard to decision requirements.

**Commented [KB39]:** Second reading of the changes was approved by the Board of Directors on Dec. 15, 2023. Ratification is anticipated at the Annual General Meeting on April 3, 2024.

**Commented [KB40]:** ONCA 56(6) - a corporation is not required to include a proposal in a meeting of the members if the proposal was not submitted at least 60 days before the meeting.

Edited sentence structure for clarity, provided additional framework for members to submit a proposal for a referendum.

**By-law #9: Elections**

Appended March 10, 2021  
Ratified April 8, 2021  
Amended December 15, 2023  
Ratified April 3, 2024

**9.1.0 General** Elections of Directors should be run in a free and fair manner in accord with the GSA-UW elections policy. The Chief Returning Officer is responsible for conducting elections.

**9.1.1** At no point should any GSA-UW staff or member seek to obstruct or otherwise interfere with the fair and open elections process.

**9.1.2** Neither the Board, nor Council, nor GSA-UW staff shall endorse or disapprove a candidate.

**9.1.3** A candidate may withdraw from an election at any time by giving written notice to the Chief Returning Officer. Such notice shall be irrevocable.

**9.1.4** A candidate who is disqualified is deemed to have withdrawn their candidacy in the election. The disqualification shall not extend further than the candidate's removal from the election.

**9.1.5** Members of the GSA-UW shall elect Directors at a General Meeting of members, normally at the Annual General Meeting.

**9.2.0 Nominations** In order to register as a candidate, an individual must submit to the Chief Returning Officer, a nomination form bearing the signature of the nominee, indicating acceptance of the nomination, confirming the nominee's eligibility, and bearing valid signatures of at least five (5) members of the GSA-UW. The registration process should be conducted in accordance with the GSA-UW Election policy.

**9.2.1** In order for a nomination to be valid, a nominated individual must not violate the eligibility requirements listed in the Act.

**9.3.0 Campaigning** Candidates shall not knowingly misrepresent the character of other candidates, nor shall they interfere with the campaign of the other candidates.

**9.3.1** Candidates shall be responsible for the actions of their campaign volunteers and candidates shall be strictly liable for all campaign violations.

**9.4.0 Decision.** The candidates receiving the highest number of votes shall assume the available positions.

**9.4.1** No ~~election by~~ acclamation of directors. If the number of nominations received for directorships is less than or equal to the number of positions available, those nominees will not be acclaimed. A ballot will be used with each candidate's name, and the candidate will win if more votes are cast 'yes' than 'no'.

**Commented [KB41]:** Second reading of the changes was approved by the Board of Directors on Dec. 15, 2023. Ratification is anticipated at the Annual General Meeting on April 3, 2024.

**Commented [KB42]:** For added clarity.



**By-law #10: Financial Authorization**

Amended January 28, 2020

Ratified August 20, 2020

Amended December 15, 2023

Ratified April 3, 2024

**10.1.0** Deeds, transfers, assignments, contracts, obligations, certificates, cheques or other instruments may be signed or executed on behalf of the GSA-UW by two people amongst GSA-UW President, Vice President, and GSA-UW ~~Executive Manager~~ General Manager.

**10.1.1** In addition, the Board may direct the manner in which a particular instrument or class of instruments may be signed or executed.

**10.1.2** Debt obligations may only be issued on behalf of the GSA-UW by two people amongst GSA-UW President, Vice President, and GSA-UW General Manager as authorized by the Board.

**Commented [KB43]:** Second reading of the changes was approved by the Board of Directors on Dec. 15, 2023. Ratification is anticipated at the Annual General Meeting on April 3, 2024.

**Commented [KB44]:** For consistency between GSA-UW documents.

**Commented [KB45]:** By ONCA 36(2), directors cannot delegate someone to "issue debt obligations except as authorized by the directors." So directors can delegate president, VP, or GM to issue debt obligations, but only with authorization of directors.

**By-law #11: Operating Manual**

~~Amended January 28, 2020~~

~~Ratified August 20, 2020~~

~~**11.1.0 Operating Manual** The GSA-UW will maintain an operating manual consisting of information and documents to facilitate and record the activities of the GSA-UW. The contents of the operating manual will be recorded in an appendix to this by-law.~~

~~**11.1.1 Review of Operating Manual** The operating manual shall be reviewed annually by the Board and report updates and amendments to the members at the Annual General Meeting.~~

**\*\*Strike by-law 11\*\***

Rationale: From GSA-UW Corporate Documents & By-laws webpage – “By-laws relating generally to the transaction of the business and the affairs of the Graduate Student Association – University of Waterloo.”

An operating manual does not relate to the transaction of the business and the affairs of the GSA-UW. Though it is important to have an operating manual, this would be better stated as a policy than a by-law.

Propose: **GP-23 GSA Operating Manual**

The GSA-UW will maintain an operating manual consisting of information and documents to facilitate and record the activities of the GSA-UW. The contents of the operating manual will be recorded in an appendix to this by-law. The operating manual shall be reviewed annually by the Board and report updates and amendments to the members at the Annual General Meeting.

## **By-Law # 1: Definitions**

Amended April 6, 2016

Amended January 28, 2020

Amended March 31, 2021

Ratified April 8, 2021

Amended December 15, 2023

Ratified April 3, 2024

**1.1.0** In this by-law, unless the context otherwise requires:

- “Act” means the [Ontario Not-for-profit Corporations Act, 2010, S.O. 2010, Chapter c.15](#) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- “GSA-UW” means the Graduate Student Association – University of Waterloo;
- “Board of Directors” or “Board” means the directors of the GSA-UW;
- “Chair” means the chair of the Board of Directors;
- “Chairperson” means the chair of Annual General Meetings or General Meetings;
- “By-Laws” means this by-law (including the schedules to this by-law) and all other by-laws of the GSA-UW as amended and which are, from time to time, in force;
- “Corporation” means the GSA-UW that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- “Council” means the body of members’ representatives;
- “Council Speaker” means the speaker of the GSA-UW Council;
- “Director” means an individual occupying the position of director of the GSA-UW by whatever name he or she is called;
- “Member” means a member of the GSA-UW;
- “Members” means the collective membership of the GSA-UW; and
- “Officer” means an officer of the GSA-UW;
- “Form of Proxy” means a written, printed, or electronic form that, upon completion and execution by or on behalf of a member becomes a proxy;
- “Proxy” means a completed and executed form of proxy by means of which a member has appointed a person as the member’s nominee to attend and act for the member and on the member’s behalf at a meeting of members.

**1.2.0 Interpretation:** In these By-Laws and in all other By-Laws of the GSA-UW hereafter passed unless the context otherwise requires, words importing the singular include the plural and vice versa, and words importing one gender include all genders, and references to persons shall include firms and corporations.

**1.3.0 Severability:** All the By-Laws of the GSA-UW are severable, in that if one by-law, paragraph or article is found to be illegal or invalid for any reason whatsoever, then such an illegality or invalidity shall not affect any other by-law, paragraph or article.

**1.4.0 Application of by-laws:** If any of the provisions contained in the By-Laws are inconsistent with those contained in the Letters Patent, Supplementary Letters Patent, or the Act, the provisions contained in the Letters Patent, Supplementary Letters Patent, or the Act, as the case may be, shall prevail.

## **By-Law # 2: Official Information**

Amended January 28, 2020  
Amended July 28, 2020  
Amended March 10, 2021  
Ratified April 8, 2021  
Amended December 15, 2023  
Ratified April 3, 2024

**2.1.0 Disclaimer:** Should there be any discrepancy among the information rendered in this By-law, published in the Ontario Gazette, and on file with the Ministry of **Public and Business Service Delivery** for Ontario, the information on file at the Ministry shall take precedence.

**2.2.0 Corporate Name:** The name of the corporation is the Graduate Student Association – University of Waterloo.

**2.3.0 Head Office:** The Head Office of the GSA-UW shall be in the City of Waterloo, in the County of Waterloo, in the Province of Ontario and at such a place therein as the Directors may from time to time fix.

**2.4.0 Number of Directors:** The number of directors shall be twelve (12), including the ex-officio directors.

**2.5.0 The Seal:** The seal of the GSA-UW shall be in the form determined by the Board.

**2.6.0 Execution of Contracts:** Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the GSA-UW may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the GSA-UW to be a true copy thereof.

**2.7.0 Objectives:** The GSA-UW shall administer its affairs within the limits prescribed by the Act, the GSA-UW's Letters Patent, Supplementary Letters Patent, its by-laws, policies, and procedures.

In addition, the GSA-UW shall promote and maintain communication with the university community and represent its members and their interests within the university.

In addition, the GSA-UW shall endeavour to aid individual members with specific problems related to the university community.

In addition, the GSA-UW shall act to stimulate social, intellectual, and political contact among its members.

**2.8.0 Membership:** The GSA-UW has only one class of membership.

**2.8.1** Members must be full-time or part-time graduate students at the University of Waterloo who have paid in full the GSA-UW **Association** fee that is to be determined from time to time **based on by-law 3**.

**2.8.2 Membership by virtue of their office:** The **General Manager** of the GSA-UW is designated a member by virtue of their office.

**2.8.3 Corporations or other entities are barred from membership.**

**2.9.0 Amendments to the by-laws, policies, and procedures.**

**2.9.1 In accordance with the Act, members may submit a proposal to make, amend, or repeal a by-law to the Board for consideration at the next annual meeting of members.**

**2.9.2** The Board and Council may jointly act to enact, amend, or repeal policies and procedures.

**2.9.3** The policies and procedures may specify additional methods by which policies and procedures may be enacted, amended, or repealed.

### **By-law #3: Fees**

Amended April 6, 2016  
Amended July 23, 2019  
Amended January 28, 2020  
Amended February 10, 2021  
Amended May 13, 2021  
Ratified April 13, 2022  
Amended December 15, 2023  
Ratified April 3, 2024

**3.1.0 Collection.** The GSA-UW shall endeavour to enter into agreement with the Corporation of the University of Waterloo, in order that the University may collect fees from each graduate student, at the time of registration each academic term, and that these fees may be awarded to the GSA-UW on a fee-per-student basis at the beginning of each academic term. **Note: The term “fees” used here corresponds to the term “dues” used in ONCA.**

**3.1.1 Compulsoriness.** The fees can be either non-compulsory or compulsory. Each graduate student shall have a reasonable opportunity to opt-out of, or otherwise refund for, a non-compulsory fee, in which case the corresponding services will not be provided. For a separate charge, the GSA-UW may offer such a service to the graduate students who have not paid the corresponding non-compulsory fee.

**3.1.2 Fee Types.** The GSA will administer two types of fees: Association and Services.

**3.2.0 Current Fees.** The GSA-UW administers the following fees per academic term:

#### **3.2.1 GSA-UW Association Fee**

- GSA-UW Fees for all full-time and part-time graduate students. Compulsory.

#### **3.2.2 GSA-UW Service Fees**

- A Graduate House Fee for all full-time and part-time graduate students. Non-compulsory.
- A Health Plan Fee for all full-time and part-time graduate students enrolled in regular “on campus” programs. Compulsory. Refundable with proof of equivalent coverage.
- A Dental Plan Fee for all full-time and part-time graduate students enrolled in regular “on campus” programs. Non-compulsory. Refundable without submitting proof of equivalent coverage.
- A Bus Pass Fee for all full-time graduate students registered in regular programs at campuses in the Region of Waterloo. Compulsory.
- A Legal Service Plan Fee for all full-time and part-time graduate students enrolled in regular “on campus” programs. Compulsory.

**3.3.0 New Fees.** The Board is required to call a referendum for new fees imposed on graduate students. The referendum question shall include the purpose, compulsoriness, type, and initial

amount of the fee. New fees will be presented to the University of Waterloo Board Of Governors only if approved through such a referendum.

**3.3.1** For greater certainty, the elevation of a non-compulsory fee to a compulsory fee requires a referendum unless a prior referendum approved that fee as compulsory.

#### **3.4.0 Changes to GSA-UW Association Fee**

**3.4.1** Changes to the GSA-UW Association Fee can be made up to the consumer price index (CPI) of the previous year, on a yearly basis by a majority vote of the GSA-UW Council.

**3.4.2** Changes to the GSA-UW Association Fee can be made up to 10% plus the CPI of the previous year, on a yearly basis, at a General Meeting for which specific notice has been given.

**3.4.3** Changes to the GSA-UW Association Fee in excess of amounts noted in 3.4.2 can be made when approved through both a General Meeting and a referendum for which specific notice has been given.

**3.4.4** Notwithstanding the above, the Board may reduce the GSA-UW Association Fee by a majority vote of directors.

**3.5.0 Changes to GSA-UW Service Fees:** The Board approves the fees for services administered by the GSA-UW.

#### **By-law #4: Members and Members Meetings**

Amended April 6, 2016  
Amended April 12, 2017  
Amended January 28, 2020  
Amended February 23, 2022  
Ratified April 13, 2022  
Amended November 29, 2023  
Ratified April 3, 2024

**4.1.0 Right to attend and vote at meetings.** Members of the GSA-UW have the right to receive notice of, attend at, and vote at all meetings of members, in accordance with policies and procedures.

**4.1.1 Voting rights:** Members have the right to vote at any meeting of the members, elections, and referenda. Each member is entitled to one vote at a meeting of the members.

**4.2.0 Termination** Membership is terminated when the individual ceases to be enrolled in a graduate program at University of Waterloo.

**4.2.1 Inactive Status** Students that are registered as “inactive” for an academic term or terms may continue their membership by paying the GSA-UW Association fee, and continue with their rights and privileges as a member.

**4.3.0 Transfer of membership:** Membership may be transferred only to the GSA-UW.

**4.4.0 Discipline of members** The Board shall have the authority to suspend or expel any member from the GSA-UW for any one or more of the following grounds:

- (a) Violating any provision of the articles, by-laws, or written policies of the GSA-UW
- (b) Carrying out any conduct which may be detrimental to the GSA-UW as determined by the board in its sole discretion
- (c) For any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the GSA-UW

**4.4.1** The Board shall exercise its authority to expel or suspend membership in accordance with GSA-UW policies, procedures, and the Act.

**4.5.0 Quorum of Members.** A quorum for the transaction of business at any General Meeting shall consist of not less than fifty (50) voting members present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

**4.6.0 Chair.** The Board will designate a Chairperson to preside over all Annual General Meetings or General Meetings. In the absence of a Chairperson designated by the Board, the assembly shall elect a Chairperson from amongst the members present at the meeting. Procedure at all General Meetings or the Annual General Meeting shall, except where otherwise



set out in the By-Laws, the Policies of the GSA-UW, or in the Act, be according to Robert's Rules of Order Newly Revised.

**4.7.0 Annual General Meeting.** The annual general meeting shall be held on a day and at a place within Ontario fixed by the Board, **not longer than 15 months following the previous annual general meeting.** Any Member, upon request, shall be provided, not less than 10 days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- receipt of the agenda;
- receipt of the minutes of the previous annual and subsequent special meetings;
- consideration of the financial statements;
- report of the auditor;
- reappointment or new appointment of the auditor;
- election of Directors; and
- such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for the annual general meeting unless a Member's proposal has been given to the Corporate Secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

**4.8.0 General and Special Meetings** The Board may call a general/special meeting of the Members. The Board shall convene a general/special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the GSA-UW that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

**4.9.0 Notice** Subject to the Act, not less than 10 and not more than 50 days written notice of any annual general meeting or general/special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

**4.10.0 Voting of Members** Business arising at any Members' meeting shall be decided by a majority of votes cast unless otherwise required by the Act provided that:

- Each Member shall be entitled to one vote at any meeting;
- Votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- An abstention shall not be considered a vote cast;
- Before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;

- If there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- Members may cast their vote by proxy or electronic means.

**4.11.0 Adjournments** The Chairperson may, with the majority consent of any Members' meeting, adjourn the **meeting**, and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. 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.

**4.12.0 Persons Entitled to be Present** The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the GSA-UW (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chairperson of the meeting or with the majority consent of the Members present at the meeting.

**4.13.0 Meeting Format** Directors or members, as the case may be, may determine that the meeting be held **partially or** entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

## **By-law # 5: Board of Directors**

Amended April 6, 2016  
Amended April 12, 2017  
Amended January 28, 2020  
Amended February 18, 2020  
Amended February 10, 2021  
Ratified April 8, 2021  
Amended March 31, 2023  
Ratified April 11, 2023  
Amended November 29, 2023  
Ratified April 3, 2024

The directors of a GSA-UW shall manage or supervise the management of the activities and affairs of the GSA-UW in compliance with the Act.

**5.1.0 Calling Board Meetings.** Meetings of the Board of Directors may be called by the Chair, by a motion of Council, or by a petition of not less than fifty percent of the members of the board.

**5.1.1 The Chair of the Board.** The Chair shall be appointed by the directors and shall carry out the duties of the chair in accordance with the GSA-UW policies and procedures.

**5.1.2 Notice.** The Chair will send notice to the directors at least seven (7) days prior to a board meeting. An emergency meeting may be called within twenty-four (24) hours to deal with specific limited matters. **If electronic means of communication, including but not limited to ZOOM, Teams, or telephones, are used as part of the meeting, the notice must contain instructions on how to attend and participate via the chosen form of electronic communication. Additionally, if voting is to occur during the meeting, the notice must contain voting instructions.**

**5.1.3 Meetings** The holding and conduct of all meetings of the Board and its committees, including notice thereof, and right to attendance thereat, shall be in accordance with the **Act**, GSA policies, and procedures.

**5.2.0 Election of Directors.** Eleven (11) directors shall be elected in accordance with the Act, the by-laws, and GSA-UW policies and procedures at the Annual General Meeting.

**5.2.1 Eligibility.** All members of the Board, both voting and ex-officio, must be members of the GSA-UW at the time of their election or appointment.

**5.2.2 Decision.** The candidates receiving the highest number of votes shall assume the available positions.

**5.2.3 No acclamation of directors.** If the number of nominations received for directorships is less than or equal to the number of positions available, those nominees will not be acclaimed. A ballot will be used with each candidate's name, and the candidate will win if more votes are cast 'yes' than 'no'.

**5.3.0 Term of Office.**

Terms of office of the Directors shall normally be held for two (2) years from May 1st following their election and shall last until April 30th of the second year following their election.

Directors appointed after May 1st, shall hold office, unless otherwise removed from office, until the next Annual General Meeting.

**5.3.1 Staggered Term of Office.** The 2-year term in office will be staggered for each half of the directors of the Board. At the election of directors, the duration of their term in office will be stated.

**5.3.2 Director may hold office for more than one term.** An eligible member may hold office as a director for more than one (1) term.

**5.4.0 Duties of Directors.** In addition to the statutes of the Act, it shall be the duty of all Directors to:

- (a) Provide written consent to act as director and to uphold their fiduciary responsibility,
- (b) Attend all meetings of the Board,
- (c) Be familiar with the Letters Patent, Supplementary Letters Patent, By-Laws, GSA-UW Policies & Procedures, the Ontario laws governing not-for-profit corporations, and the previous business of the Board,
- (d) Act in a responsible manner in conducting the affairs of the GSA-UW,
- (e) Be an ex-officio Member of GSA-UW Council in good standing.
- (f) The Board shall appoint officers of the GSA and ex-officio members of the Board.
- (g) Nothing in this section shall limit the GSA, through its by-laws, from establishing additional provisions for the holding of the office of Director.
- (h) To create committees, including the Board Executive Committee, to facilitate the functioning of the GSA-UW. Board may specify the duties, powers, and responsibilities of such Board committees.

**5.5.0 Attendance.** Attendance is restricted to Board members **and those with the right to attend as outlined in GSA policy**. Anyone with permission of the Chair may attend the meeting. Anyone, with permission of the Chair may make a 5-minute presentation to the Board on an issue of concern. The Board may vote to go into confidential session and exclude all non-directors from the meeting. The Chair may unilaterally move the meeting into confidential session only to discuss the need for an extended confidential session.

**5.5.1 Participation by Telephone or Other Communications Facilities.** With 24 hours advance notice, or with the consent of all Directors who are present, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

**5.6.0 Voting.** Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chair, in addition to their original vote, shall have a second or casting vote. Voting shall occur according to the methods prescribed in Robert's Rules of Good Order. However, a ballot may be used if demanded by and Director present at the meeting. If the meeting minutes include a declaration by the Chair that a resolution has been carried or defeated, then this is proof of the Board's decision unless evidence of the number or proportion of the votes recorded in favour of or against the resolution is presented. In the absence of the Chair, the Board may from time to time appoint a Director to perform the duties of a Chair.

**5.7.0 Protection of Directors.** Except as required by the Act, no Director or officer of the GSA-UW shall be liable for the acts, neglects or defaults of any other Director or officer or for joining in any receipts or other act of conformity, or for any loss or expense happening to the GSA-UW through insufficiency or deficiency of title to any property acquired by the order of the Board for or on behalf of the GSA-UW, or for the insufficiency or deficiency of any security in or upon, or any damage arising from, the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the GSA-UW shall be deposited, or for any loss occasioned by any error of judgment or any oversight on their part, or any other loss, damage or misfortune whatever, which may happen in the execution of the duties of their office or in relation thereto, unless the same shall happen through the dishonesty of the Director or officer.

#### **5.8.0 Remuneration of Directors**

- (a) The Board may fix the remuneration of the directors, officers, and employees of the GSA-UW.
- (b) A director, an officer, or a member may receive reasonable remuneration and expenses for any services to the GSA-UW that they perform in any other capacity.
- (c) Subject to the GSA-UW Policies, remuneration of the directors, officers, and members must be reviewed annually and recorded in the policies & procedures manual.

## **By-law #6: Officers of the GSA-UW**

Amended April 6, 2016  
Amended April 12, 2017  
Amended January 28, 2020  
Amended July 15, 2020  
Ratified August 20, 2020  
Amended November 29, 2023  
Ratified April 3, 2024

**6.1.0 Appointment of Officers.** The Board shall appoint the Officers of the GSA-UW.

**6.1.1 Officers to be Members** Officers of the GSA-UW must be graduate student members of the GSA-UW, except for the Corporate Secretary and Treasurer, who may be a full time staff member of the GSA-UW. **Directors may be appointed to any office identified in 6.1.2, but they may not simultaneously be appointed as a Vice President and serve as a director on the board of directors.**

### **6.1.2 Officers**

(a) The President **is an officer and** shall be appointed by the Board of Directors in such manner and for such term or terms as shall be determined from time to time by agreement of the Board of Directors and the Council.

(b) **The Chief Returning Officer (CRO), Corporate Secretary, and Treasurer are officers and shall be appointed by the Board.** Directors who intend to run for re-election must recuse themselves from voting and discussion on the motion to appoint the CRO.

(c) The Vice-Presidents **are officers and** shall be appointed by the Board of Directors in such manner and for such term or terms as shall be determined from time to time by agreement of the Board of Directors and the Council.

(d) The President is a director of their office, in lieu of election.

**6.1.3 Additional Officers** The Board may appoint such other officers, as it shall from time to time determine.

**6.1.4 Annual Review of Officer Duties** The Officers' duties and powers to manage the administrative activities and affairs of the GSA-UW will be reviewed annually by the Board and recorded in the GSA-UW policies and procedures.

**6.1.5 Members to ratify appointments** Members shall ratify appointments to the President, Vice-President, and Treasurer Officer positions in accordance with policies and procedures.

**6.2.0 Term of Office** Term of service of the Officers shall normally be held for one (1) year from May 1st following their appointment and shall last until April 30th of the year following their appointment. Officers appointed after May 1st, shall hold office, unless otherwise removed from office, until April 30th following their appointment.

**6.2.1 Reappointment and Multiple Offices** Except as otherwise specified in this by-law, the Board may appoint one individual to hold more than one officer position at one time and/or may appoint one individual to hold a position for more than one term.

**6.2.2 Exception for President and Vice President** No individual may simultaneously hold the offices of President and Vice President.

**6.2.3. Term Limit** No individual may serve more than two (2) terms in the office of President or Vice President.

## **By-law #8: Referenda**

Ratified April 8, 2021

Amended December 15, 2023

Ratified April 3, 2024

**8.1.0 Calling a Referendum.** Power to call referenda shall be vested in the Board.

**8.1.1 Calling a referendum at a Council or General meeting** The Council or members at a General Meeting may, via a simple majority vote, submit a proposal to direct the Board to call a referendum for the determination of any matter related to the affairs of the GSA-UW. The proposed referendum shall take place not less than 60 days from the date the Board received the proposal.

**8.1.2 Calling a referendum via petition** The Board shall be obliged to call a referendum on an issue if a petition containing the names of at least ten percent (10%) of the GSA-UW Membership is presented.

**8.1.3 Referendum Procedures.** Referenda will be held in accordance to GSA-UW policies and procedures.

**8.2.0 Notice.** Notice must be given of an impending referendum not less than 14 days and not more than 50 days before the referendum is held to,

- (a) each member that is entitled to receive notice of the referendum;
- (b) each director

**8.2.1 Personnel Restrictions.** No representatives of any organizations external to the University of Waterloo may come on campus to assist with campaigns, except elected graduate student officials.

**8.3.0 Decision and Quorum for Referenda.** A referendum will be considered to have passed if each of the following conditions are met:

- (a) more votes were cast in favour of the ballot question than were cast against it, and
- (b) the number of votes cast is at least 10% of the number of eligible voters.

If a referendum includes more than one question, the questions will be treated separately with regard to decision requirements.



## **By-law #9: Elections**

Appended March 10, 2021

Ratified April 8, 2021

Amended December 15, 2023

Ratified April 3, 2024

**9.1.0 General** Elections of Directors should be run in a free and fair manner in accord with the GSA-UW elections policy. The Chief Returning Officer is responsible for conducting elections.

**9.1.1** At no point should any GSA-UW staff or member seek to obstruct or otherwise interfere with the fair and open elections process.

**9.1.2** Neither the Board, nor Council, nor GSA-UW staff shall endorse or disapprove a candidate.

**9.1.3** A candidate may withdraw from an election at any time by giving written notice to the Chief Returning Officer. Such notice shall be irrevocable.

**9.1.4** A candidate who is disqualified is deemed to have withdrawn their candidacy in the election. The disqualification shall not extend further than the candidate's removal from the election.

**9.1.5** Members of the GSA-UW shall elect Directors at a General Meeting of members, normally at the Annual General Meeting.

**9.2.0 Nominations** In order to register as a candidate, an individual must submit to the Chief Returning Officer, a nomination form bearing the signature of the nominee, indicating acceptance of the nomination, confirming the nominee's eligibility, and bearing valid signatures of at least five (5) members of the GSA-UW. The registration process should be conducted in accordance with the GSA-UW Election policy.

**9.2.1** In order for a nomination to be valid, a nominated individual must not violate the eligibility requirements listed in the Act.

**9.3.0 Campaigning** Candidates shall not knowingly misrepresent the character of other candidates, nor shall they interfere with the campaign of the other candidates.

**9.3.1** Candidates shall be responsible for the actions of their campaign volunteers and candidates shall be strictly liable for all campaign violations.

**9.4.0 Decision.** The candidates receiving the highest number of votes shall assume the available positions.

**9.4.1** No **election by** acclamation of directors. If the number of nominations received for directorships is less than or equal to the number of positions available, those nominees will not be acclaimed. A ballot will be used with each candidate's name, and the candidate will win if more votes are cast 'yes' than 'no'.

**By-law #10: Financial Authorization**

Amended January 28, 2020

Ratified August 20, 2020

Amended December 15, 2023

Ratified April 3, 2024

**10.1.0** Deeds, transfers, assignments, contracts, obligations, certificates, cheques or other instruments may be signed or executed on behalf of the GSA-UW by two people amongst GSA-UW President, Vice President, and GSA-UW **General Manager**.

**10.1.1** In addition, the Board may direct the manner in which a particular instrument or class of instruments may be signed or executed.

**10.1.2** Debt obligations may only be issued on behalf of the GSA-UW by two people amongst GSA-UW President, Vice President, and GSA-UW General Manager as authorized by the Board.