Changes to the GSA-UW By-laws

The Board of Directors implemented a number of changes to the GSA-UW By-laws, which require ratification by the membership. Some of these changes reflect material changes to the By-laws that affect the governance of the organization, while many of the changes simply correct or clarify the language of the By-laws without drastically altering the underlying meaning. The purpose of this report is to summarize these changes, and the justifications behind them, to the membership as clearly as possible. Additions are indicated by underline; deletions are indicated by ~~strikethrough~~.

A complete tracked-changes version of the By-laws is available from the GSA-UW Corporate Secretary.

**Changes to By-law #2 – Official Information**

The Board of Directors removed by-law 2.6.0 and changed by-law 2.4.0 to clarify the number of directors and quorum requirements. With these changes, quorum requirements are defined by the Ontario Corporations Act as a majority of directors.

**2.4.0** **~~Authorized~~ Number of Directors:** The ~~minimum~~ number of directors shall be ~~seven (7) and the maximum~~ twelve (12), including the ex-officio directors.~~number of directors shall be fifteen (15).~~

**~~2.6.0~~****~~Quorum:~~**~~A majority of the minimum number of directors required by the Letters Patent and/or the Supplementary Letters Patent, constitutes a quorum at any meeting of the directors, and, despite any vacancy among the directors, a quorum of directors may exercise all the powers of the directors.~~

The Board of Directors approved these changes on March 10, 2021.

**Changes to By-law #3 – Fees**

The Board of Directors made changes to this by-law to update the fee classes and categories as well as clarify referenda requirements for changes in fees.

**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.

**3.2.1 GSA-UW Fees: Association**

* GSA-UW Fees for all full-time and part-time graduate students. ~~Non-refundable~~ Compulsory.

**3.2.2 GSA-UW ~~Administered~~ Fees: Services**

* A Graduate House Fee for all full-time and part-time graduate students. ~~Non-refundable~~ 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. ~~Non-refundable~~
* A Legal Service Plan Fee for all full-time and part-time graduate students enrolled in regular “on campus” programs. Non-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.

The Board of Directors approved these changes on February 10, 2021.

**Changes to By-law #5 – Board of Directors**

The Board of Directors amended by-law 5 to clarify that the Board may create an executive committee to facilitate its functioning and the functioning of the GSA-UW.

**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.

The Board of Directors approved these changes on February 10, 2021.

**Changes to By-law #7 – Council**

The Board changed this by-law to better reflect the function of Council and the value it adds to the GSA-UW. Council was consulted on this change to ensure that this wording reflects Council’s current role. The amended by-law also reflects the collaborative nature between Board, Council and the President.

**7.1.0**There shall be a Council of the GSA-UW, which shall advise and collaborate with the Board and President on constituency matters of concern, advocacy, political positions, and the strategic direction of the GSA-UW. This specially empowered standing Board committee exists to help the GSA-UW improve the graduate student experience by having graduate student representatives advise on the interests and concerns of their constituency, and to serve as an information conduit between the GSA and its membership. The cooperation between the Board, Council, and President is key to addressing the needs and concerns of graduate students ~~govern the social and political activities of the GSA-UW~~.

**7.3.0 Council Committees** Council may create committees to facilitate the functioning of the ~~GSA-UW~~ Council.  Council may specify the duties, powers, and responsibilities of such Council committees.

The Board of Directors approved these changes on March 10, 2021.

**Appending By-law #9 – Elections**

By-law #9 was previously repealed on April 6th 2016. Rather than create a new by-law number, the Board moved to append an elections policy as by-law #9. It is typical for organizations to include the director elections process in their by-laws. By appending this new by-law, the Board seeks to clarify the director elections process.

BY-LAW #9: ELECTIONS ~~BY-LAW #9 (REPEALED)~~

*~~This by-law is repealed. Sections were amended to by-law #5 and to GSA policies. (April 6, 2016)~~*

**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 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’.

The Board of Directors approved these changes on March 10, 2021.

**Housekeeping changes – Various by-laws**

The Governance and Strategy Coordinator suggests the following housekeeping amendments for consistency with other by-laws:

* Change by-law number 1.0.0 to by-law number 1.1.0. Similarly, increase the second digit by one for each of the subsequent clauses in by-law 1.
* Change by-law number 2.7.0 to by-law number 2.6.0. Similarly, decrease the second digit by one for each of the subsequent clauses in by-law 2.
* Change by-law number 4.0.1 to by-law number 4.1.0 and change by-law number 4.0.2 to by-law number 4.1.1. Similarly, increase the second digit by one for each of the subsequent clauses in by-law 4.
* Change by-law number 5.8.0 to by-law number 5.7.0. Similarly, decrease the second digit by one for each of the subsequent clauses in by-law 5.
* Change by-law number 8.2.2 to by-law number 8.2.1.

These changes will be considered by the Board of Directors on March 31, 2021.