

PROPOSED AMENDMENTS TO BY-LAW #5 AND BY-LAW #9 – BOARD MEMBER ELIGIBILITY REQUIREMENTS

Summary of changes:

- Eligibility requirements for Board members added to By-Law #5 as a new clause.
- By-Law #9, section 9.2.1, updated to ensure that GSA-UW by-laws and policy are considered part of the eligibility for nominations during director elections.

Rationale for changes:

These amendments are designed to clarify the eligibility requirements of directors and other Board members for the GSA-UW Board of Directors. As it currently stands, the by-laws do not explicitly state that directors must be members of GSA-UW. However, the Ontario Not-For-Profit Corporations Act (ONCA) allows non-member directors. Please see below for the excerpt from ONCA:

[section 23] Non-member directors

(2) A director of a corporation is not required to be a member of the corporation unless the by-laws provide otherwise. 2010, c. 15, s. 23 (2).

Given the upcoming Annual General Meeting (AGM), where the membership will appoint new directors, it would be prudent for the GSA-UW Board of Directors to update the organization's by-laws to clarify that directors must be members of the GSA-UW. These amendments will also prevent any future confusion regarding the eligibility of directors by preventing conflict between ONCA and the GSA-UW's by-laws. Consequently, the following amendments have been approved by Board based on the policy initiation process outlined in GP-13.

Proposed changes (see red text for changes):

By-Law #5 - Board of Directors (*N.B. the text below is a new addition to by-law 5. This means that the original 5.2.1 clause remains as is but would be renumbered to allow for this new addition. Nothing is being replaced.*)

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

By-law #9 – Elections

9.2.1 In order for a nomination to be valid, a nominated individual must not violate the eligibility requirements listed in the Act, **GSA-UW by-laws, and the GSA-UW policy.**