

**University of Waterloo  
Graduate Student Association**

**Bylaws**

**version: April 12, 2017**

Chair of the Board of Directors: Rebecca Stirling \_\_\_\_\_

Corporate Secretary: Tyler B Hampton \_\_\_\_\_



## BY-LAWS: GSA-UW

### INTRODUCTION

The Graduate Student Association-University of Waterloo (GSA-UW) is a registered, not-for-profit Ontario corporation. Below are our corporate by-laws. Letters Patent and Supplementary Letters Patent are available for viewing at the GSA Administrative Office.

These by-laws were amended and approved by the members at the GSA Annual General Meeting on April 12, 2017.

### **Mission**

We serve the graduate students of the University of Waterloo with dedication and commitment to enhance the quality of their academic and social experience.

### **Vision**

We are leaders facilitating the growth and development of graduate studies at the University of Waterloo.

We are the sole representatives of graduate students on all campuses of the University of Waterloo.

### **Values**

Accountability, Inclusivity, Integrity, Professionalism, and Transparency

BY-LAWS: GSA-UW

BY-LAWS OF THE GSA-UW

**Adopted: January 2015**

By-laws relating generally to the transaction of the business and the affairs of the GRADUATE STUDENT ASSOCIATION - UNIVERSITY OF WATERLOO,

BE IT ENACTED as by-laws of the Graduate Student Association-University of Waterloo (hereinafter referred to as GSA-UW) as follows:

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BY-LAW #1 - DEFINITIONS

Amended April 6, 2016

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

- "Act" means the Ontario Corporations Act, R.S.O. 1990, Chapter C.38 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- "Board" means the board of directors of the GSA-UW;
- "Board Chair" means chair of the Board of Directors;
- "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 Chair" means the chair of the GSA 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.

**1.1.0 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.

**1.2.0 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.

**1.3.0 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

**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 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. (hereinafter referred to as the GSA-UW)

**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 Authorized Number of Directors:** The minimum number of directors shall be ten (10) and the maximum number of directors shall be fifteen (15).

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

**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.

**2.7.0 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.

**2.8.0 Objectives:** The GSA-UW shall administer its affairs within the limits prescribed by the Ontario Corporations Act (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.

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

**2.9.1** Members must be full-time or part-time graduate students at the University of Waterloo who have paid in full the GSA-UW fee that is to be determined from time to time by the Board.

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

**2.10.0 Amendments to the bylaws, polices and procedures.**

**2.10.1** 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.

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

**2.10.3** 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*

**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.

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

**3.2.1 GSA-UW Fee: Association**

- A GSA-UW Fee for all full-time and part-time graduate students. Non-refundable

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

- A Graduate House Fee for all full-time and part-time graduate students. Refundable
- A Health Plan Fee for all full-time and part-time graduate students enrolled in regular "on campus" programs. 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. 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. Non-refundable

**3.3.0 New Fees.** The Board is required to call a referendum for new fees imposed on graduate students. New fees will be presented to the University of Waterloo Board Of Governors only if approved through such a referendum.

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

**3.4.1** Changes to the GSA-UW 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 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 Fee in excess of amounts noted in (b) 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 fee by a majority vote of directors.

### **3.5.0 Changes to GSA-UW Administered Fees: Services**

The Board approves Fees for services administered by the GSA-UW.



BY-LAW #4 – MEMBERS AND MEMBER MEETINGS

*Amended April 6, 2016*

*Amended April 12, 2017*

**4.0.1 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.

**4.0.2 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.

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

**4.1.1 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.

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

**4.3.0 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

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

**4.4.0 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.

**4.5.0 Chair.** The Board will designate a Chairperson to preside over all Annual General Meetings or General Meetings. In the absence of the Chairperson, the assembly shall elect a chair 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.

**4.6.0 Annual General Meeting.** The annual general meeting shall be held on a day and at a place within Ontario fixed by the Board. 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 annual general meeting unless a Member's proposal has been given to the 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.

**4.7.0 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.

**4.8.0 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.

**4.9.0 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.

**4.7.0 Adjournments** The Chair may, with the majority consent of any Members' meeting, adjourn the 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.

**4.8.0 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 Chair of the meeting or with the majority consent of the Members present at the meeting.

BY-LAW #5 - BOARD OF DIRECTORS

*Amended April 6, 2016*

*Amended April 12, 2017*

The directors of a GSA-UW, hereinafter referred to as the “Board”, 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.

**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 GSA policies and procedures.

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

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

**5.2.2 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 1<sup>st</sup> following their election and shall last until April 30<sup>th</sup> of the second year following their election.

Directors appointed after May 1<sup>st</sup>, 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 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. 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.

**5.6.0 Voting.** Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chairperson, in addition to his 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. A declaration by the Chairperson 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. In the absence of the Chairperson,

a Director may perform his duties as the Board may from time to time appoint for the purpose.

**5.8.0 Protection of Directors.** Except as required by the ONCA, 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.

### **5.9.0 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 performs 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*

**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 appointed to a full time staff of the GSA-UW.

**6.1.2 Officers**

a.) The President 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.

c.) The Vice-President 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 by virtue 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 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 1<sup>st</sup> following their appointment and shall last until April 30<sup>th</sup> of the year following their appointment. Officers appointed after May 1st, shall hold office, unless otherwise removed from office, until April 30<sup>th</sup> following their appointment.

**6.2.1 Reappointment and Multiple Offices** Except as otherwise specified in this bylaw, 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 combined in the office of President and/or Vice President.



BY-LAW #7 – COUNCIL

*Amended April 6, 2016*

*Amended April 12, 2017*

**7.1.0** There shall be a Council of the GSA-UW, which shall govern the social and political activities of the GSA-UW.

**7.1.1** The councillors shall be graduate students at the University of Waterloo and shall be appointed in accordance with the GSA policies.

**7.1.2** The Chair of the Council shall be a graduate student at the University of Waterloo and shall be appointed by the Council.

**7.1.3.** The chair of Council, the councillors, and the directors of the Board plus the Vice-President shall be the members of the Council.

**7.1.4** The holding and conduct of all meetings of Council and its Committees, including notice thereof, and right to attendance thereat, shall be in accordance with the GSA-UW policies and procedures.

**7.2.0. Council Structure** The total number of members of Council shall consist of voting and non-voting members, equal to the number of academic departments at the University of Waterloo plus At-large Councillors plus the total number of directorships.

**7.2.1** Voting members of Council consist of individuals representing their academic department and the GSA Directors.

**7.2.2** Non-voting members of Council consist of At-Large Councillors, approved by Council, and appointed according to GSA-UW policies and procedures.

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

**7.4.0 Meetings** The holding and conduct of all meetings of Council and its Committees, including notice thereof, and right to attendance thereat, shall be in accordance with the GSA-UW policies and procedures.

BY-LAW #8– REFERENDA

**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 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.

**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

**8.2.2 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 (REPEALED)

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

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

BY-LAW #10 – FINANCIAL AUTHORIZATION

BY-LAW #10 – FINANCIAL AUTHORIZATION

**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.

BY-LAW # 11 OPERATING MANUAL

**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 bylaw.

**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.