

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

By-law 5.2.0 require that 11 directors are elected at annual general meetings for a two-year term. The terms are staggered so that each year we elect 5 or 6 directors. The Ontario Corporations Act has the minimum of 3 directors unless by-laws provide otherwise. Our by-law 2.4.0 sets the minimum number of directors to ten (10). As many student-run organizations, the GSA faces higher rates of turnover of volunteers including directors. While we put our best efforts into filling the vacancies and attracting a sufficient number of director nominees, it is not always possible and the number of directors in office can easily fall below the authorized number of directors. This issue has been in the focus of the Board for a long time. After much deliberation and consultation with governance and legal experts, the Board felt that it would be reasonable to lower the required minimum number of directors. This new amended by-law 2.4.0 will not penalize the organization for dropping below that threshold due to resignations.

The Board implemented this change on July 28, 2020:

2.4.0 Authorized Number of Directors: The minimum number of directors shall be seven (7) ~~ten (10)~~ and the maximum number of directors shall be fifteen (15).

Changes to By-law #3: Fees

The Ontario government's so-called Student Choice Initiative required that certain fees collected by the GSA be collected on an opt-out basis, and that fees be broken down into their constituent parts. As a result, the single GSA membership fee was separated into several fees. The separate fee for the Graduate House was changed from a refundable fee (members paid up-front and could request a refund later) to a non-refundable fee since members could now opt-out up-front.

In keeping with these changes, By-laws were amended by the Board on July 23, 2019.

- "Fee" pluralized to "fees"
- Graduate House Fee changed from "Refundable" to "Non-refundable"

The specific changes are below:

3.2.1 GSA-UW Fees: Association

- A GSA-UW Fees 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. Non-refundable Refundable

3.4.0 Changes to GSA-UW Fees: Association

3.4.1 Changes to the GSA-UW 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.

3.4.2 Changes to the GSA-UW 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.

3.4.3 Changes to the GSA-UW Fees 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 fees by a majority vote of directors.

Changes to By-law #5: Board of Directors

Under Ontario law, non-profit organizations must specify within their bylaws whether remote participation in meetings of the Board of Directors may take place. As Directors are graduate students, who may be occasionally away for conference or research travel, telephone or videoconferencing provides a valuable tool to ensure the Board is able to fulfil its duties under these circumstances. Remote participation also enables the Board to carry out its duties in emergency situations, such as the COVID-19 pandemic, when in-person meetings are not possible or are ill-advised.

To allow remote participation in meetings, the Board added the following text to By-law #5 on February 18, 2020:

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.

Changes to By-law #6: Officers of the GSA-UW

The GSA-UW relies on qualified and effective personnel, including the President and Vice President. Serving as Vice-President provides experience that would be immensely valuable for the office of President, and as such, time spent in the Vice-President role should not count against the term limit of the President.

Note that appointment of both the President and Vice-President must be approved by both Board and Council, and the President must be ratified by the membership.

This change was implemented by the Board on January 28, 2020:

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

Changes to By-law #6: Ratification of Officers of the GSA-UW

The Chair of the Board, Corporate Secretary, and Chief Returning Officer are selected by the Board of Directors. Their primary responsibility is focussed on internal processes and does not influence the political activities of the GSA. The membership already elects the Board and does not have a significant interest in internal administrative positions. This is similar to when a board strikes a committee, and the committee decides its own chair. It is proposed to ratify only political positions, *i.e.* the President, Vice-President and Treasurer.

This change was implemented by the Board on July 15, 2020:

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 member 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. 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-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.

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

Changes to By-law #7: Council

In 2018, the GSA altered its governance structure. Under the earlier model, Directors were expected to perform a role more akin to that of a Councillor. The new model sought to clearly separate and distinguish the roles of Board and Council, respectively. Since Council is comprised of departmental representatives, it is understood that votes from Council should represent the voice of the membership. Directors do not have constituents, and instead their primary responsibility is to the organization as a whole, from the perspective of fiduciary duty. Having Directors vote in Council interferes with the division of roles and responsibilities intended by the GSA-UW governance structure. In addition, final authority over the organization rests with the Board, where decisions are voted on by Directors. Therefore, Directors voting in Council decisions and at the Board have two votes.

Changes to By-law #7 were made by the Board on January 28, 2020, to:

- Remove Directors' voting rights at Council
- Clarify the voting rights of the President and Vice-President at Council, and
- Indicate that additional specificity regarding the rules of Council are laid out in policies and procedures.

These changes are below:

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, with Council membership privileges as outlined in the GSA-UW policies and procedures.

7.2.1 Voting members of Council consist of individuals representing their academic department ~~and the GSA Directors,~~ the President, and the Vice-President.

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, as well as Directors (not including the President as an ex-officio Director).

Housekeeping changes – Various by-laws

The following changes are made for clarity, consistency, and correctness, and do not alter the meaning or intent of the By-laws. These changes, as summarized here, were made by the Board on January 28, 2020.

By-law #1

Add “GSA-UW” means the Graduate Student Association – University of Waterloo;” under 1.0.0

Change 1.0.0 to read: “Board of Directors” or “Board” means the ~~board of~~ directors of the GSA-UW;”

Change 1.0.0 to read: “Board Chair” means the chair of the Board of Directors;”

Add “Chairperson” means the chair of Annual General Meetings or General Meetings;” under 1.0.0

Change 1.0.0 to read: “Council ~~Chair-Speaker~~” means the ~~chair-speaker~~ of the GSA-UW Council

By-law #2

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)~~

Replace “the Ontario Corporations Act (the Act)” with “the Act” in 2.8.0

Replace the phrase “General Manager” with “Executive Manager” in 2.9.2

Change the phrase “bylaws” to “by-laws” and correct “polices” to “policies” in 2.10.0

By-law #3

Correct the parenthetical “(b)” to “3.4.2”

By-law #4

Correct the second instance of the section 4.7 to 4.10 and likewise the second 4.8 to 4.11.

Change the phrase “Chair” or “Chair of the Meeting” to “[The] Chairperson” in the following sections: 4.5.0, 4.10.0, 4.11.0

Change 4.5.0 to read “... In the absence of ~~the a~~ Chairperson designated by the Board, ...”

Change the phrase “secretary” to “Corporate Secretary” in section 4.6.0

Add the word “the” before the words “annual general meeting” in the second paragraph of section 4.6.0

By-law #5

Alter the text to read: “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.”

Capitalize “board of directors” to “Board of Directors” in 5.1.0

Capitalize “council” to “Council” in 5.1.0

Capitalize “chair” to “Chair” in 5.1.0, 5.1.1, and 5.1.2

Un-capitalize “Committees” to “committees” in 5.1.3

Change “bylaws” to “by-laws” in 5.2.0

Change the word “Chairperson” to “Chair” (referring to Board Chair, not the AGM Chair) in 3 instances in 5.6.0

Replace the word “his” to “their” in 5.6.0

Replace “ONCA” with “Act” in 5.8.0

By-law #6

Change “bylaw” to “by-law” in 6.2.1

By-law #7

Make the following changes:

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

7.1.3. The ~~chair of~~ Council Speaker, the councillors, and the directors of the Board plus the Vice-President shall be the members of the Council, with Council membership privileges as outlined in the GSA-UW policies and procedures.

By-law #10

Replace the phrase “General Manager” to “Executive Manager” in 10.1.0

By-law #11

Change “bylaw” to “by-law” in 11.1.0