

**Bylaws of the Kwantlen Student Association**  
As Amended by Special Resolution on November 30, 2011  
Filed with the Registrar of Companies on February 28, 2012

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## **Article 1 – Interpretation**

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1. In these Bylaws, unless the context otherwise requires,

“Act” shall mean the *Society Act* of British Columbia, as amended from time to time;

“Annual General Meeting” shall mean a regularly-scheduled annual general meeting of the Members, to take place no less than fourteen (14) days after the official results of the general election, and on or before 31 March of each year;

“Board of Governors” shall mean the board of governors of the University;

“Bylaw” shall mean a bylaw of the Society;

“Chair” shall mean the Speaker, the Deputy Speaker, the Chairperson of the Executive Committee, or whichever person is then presiding over Council;

“Deputy Speaker” shall mean an officer appointed by Council to temporarily perform the functions of the Office of the Speaker of Council during a vacancy;

“Executive Committee” shall mean the Executive Committee of Council, consisting of the Director of Student Services, the Director of Student Life, the Director of External Affairs, and the Director of Finance;

“Faculty” shall have the meaning assigned to it in the *University Act*;

“Fiscal Year” shall mean the period commencing on 1 January in any given calendar year, and terminating on 31 December of the same year;

“General Manager” shall mean the general manager of the Society, or where the role of the General Manager is vacant, the Acting General Manager of the Society;

“General Meeting” shall mean a general meeting of the Members;

“Honorary Member” shall mean a member of the Society with full speaking rights at General Meetings, but without the right to vote in elections and referenda, and without the right to run for and hold office, and such other rights and restrictions as set out in the Act, these bylaws, or as are adopted by the Society, from time to time;

“Member” shall mean a member of the Society with full speaking and voting rights at General Meetings, the right to vote in elections and referenda, the right to run for and hold office, and such other rights as set out in the Act, these bylaws, or as are adopted by the Society, from time to time;

“Ordinary Resolution” shall have the meaning given to it in the Act;

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“Policy” shall mean an opinion, sentiment, or principle adopted by Council by a Two-thirds (2/3) Resolution of Council;

“Regulation” shall mean an operational rule of the Society, created by Council;

“Speaker” shall mean the Speaker of Council;

“Special General Meeting” shall mean any general meeting of the Members that is not the Annual General Meeting;

“Special Resolution” shall have the meaning given to it in the Act;

“Two-thirds (2/3) Resolution of Council” shall mean a resolution adopted at a meeting of Council where there are at least two (2) votes in favour for every one (1) vote opposed;

“Three-quarters (3/4) Resolution of Council” shall mean a resolution adopted at a meeting of Council where there are at least three (3) votes in favour for every one (1) vote opposed;

“University” shall mean Kwantlen Polytechnic University.

2. In these bylaws, the feminine gender and the singular shall be construed as the masculine gender and the plural, respectively, where the context so requires.
3. The Society recognizes the equality of all persons and shall not discriminate on the basis of, but not limited to race, religion, physical sex, gender identity or expression, sexual orientation, nationality, language, or socio-economic status.

## **Article 2 – Membership**

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1. The Society shall consist of Members and Honorary Members.
2. Members shall be those persons who, in the current or previous semester,
  - (a) are or were registered in
    - (i) at least one (1) credit course at the University; or
    - (ii) continuing education studies at the University; or
    - (iii) such other programs of the University approved by Ordinary Resolution.
  - (b) have paid Society fees.
3. Honorary Members shall be those persons who have been so designated by
  - (a) a Two-thirds (2/3) Resolution of Council; or
  - (b) an Ordinary Resolution.
4. Notwithstanding article 2(3) of these Bylaws, an Honorary Member who is also a Member, pursuant to article 2(2) of these Bylaws, shall have the rights and privileges of a Member, and none of the restrictions on an Honorary Member shall apply in any such cases.

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5. A Member ceases to be a member of the Society upon
  - (a) ceasing to meet the requirements of article 2(2) of these Bylaws; or
  - (b) a Special Resolution pursuant to article 2(7) of these Bylaws.
  
6. An Honorary Member ceases to be a member of the Society
  - (a) in the case of an appointment made by a two-thirds (2/3) Resolution of Council,
    - (i) a Two-thirds (2/3) Resolution of Council; or
    - (ii) an Ordinary Resolution; or
  - (b) in all other cases, an Ordinary Resolution.
  
7. A Member may be placed in bad standing or expelled by a Special Resolution, provided that
  - (a) notice of the Special Resolution includes a brief statement of reasons for it; and
  - (b) the chairperson of the General Meeting shall not deny the respective Member the reasonable opportunity to make statements to the Members present before the Special Resolution is put to a vote.

### **Article 3 – General Meetings**

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1. The Society shall hold an Annual General Meeting on or before 31 March of each year, on a date to be set by Council, provided however that the Annual General Meeting shall not take place less than fourteen (14) days following the official results of the general election.
  
2. Every General Meeting other than the Annual General Meeting is a Special General Meeting.
  
3. The Speaker of Council shall preside as chair over all General Meetings, provided however that the Members present may elect an alternate chair by Ordinary Resolution.
  
4. The following items of business must be conducted at an Annual General Meeting:
  - (a) receiving financial statements of the Society required by the Act or these Bylaws;
  - (b) receiving and approving the preceding Fiscal Year's audited financial statements;
  - (c) appointing the auditors for the ensuing Fiscal Year;
  - (d) receiving the report of the Executive Committee and the General Manager with respect to the activities of the Society over the past year;
  - (e) the consideration of any Ordinary Resolutions; and
  - (f) the consideration of any Special Resolutions, provided that due notice has been given as prescribed by the Act and these Bylaws.
  
5. The Director of Student Services shall, within twenty-one (21) days, call a Special General Meeting of the Society upon:
  - (a) a Two-thirds (2/3) Resolution of Council; or
  - (b) being served a petition stating the purpose of the General Meeting and any Special Resolutions to be proposed and voted upon, duly signed by not less than one hundred (100) Members or 1.0% of all Members, whichever is less.

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6. A petition requisitioning a General Meeting pursuant to article 3(5) of these Bylaws may indicate the location, date and time for such a General Meeting, provided however that where a location has not been indicated, then Council may determine the location by a Two-thirds (2/3) Resolution, and provided further that the Director of Student Services shall in all cases have the discretion to alter the date and time of the requisitioned General Meeting.
7. The date and time for a General Meeting must be
  - (a) within the regular business hours of the Main Office of the Society; and
  - (b) occur on a day in which the University holds regularly-scheduled classes.
8. In the event that holding a General Meeting within twenty-one (21) days of the delivery of a petition pursuant to article 3(5) of these Bylaws would cause a violation of article 3(7) of these Bylaws, then the Director of Student Services shall postpone the General Meeting and schedule it for the earliest possible date on which article 3(7) of these Bylaws would be met.
9. Notice of a General Meeting should be shall be given to Members by:
  - (a) affixing posters, no less than fourteen (14) days before the date of the General Meeting no smaller than 21.6 cm by 27.9 cm on each of the University campuses, provided however that each such campus shall receive no less than thirty (30) such posters which shall be affixed in conspicuous places around the campus; and
  - (b) the placement of an advertisement, no less than fourteen (14) days before the date of the General Meeting, within the student newspaper, the Society website, if any, and such other recognized campus media as determined by Council.
10. Notice of a General Meeting shall specify the location, date, and time of the General Meeting and, in the case of special business, the general nature of that business, provided however that during the notice period, the full text of any proposed Special Resolutions shall be available to Members and Honorary Members upon a request to the General Manager.
11. The proceedings of a General Meeting shall not be invalidated by the accidental omission to give notice to, or the non-receipt of notice by, any of the Members entitled to receive notice.
12. For a General Meeting to conduct business,
  - (a) in the case of a General Meeting for which no Special Resolutions are proposed, quorum shall be the lesser of sixty (60) Members or 0.6% of all Members;
  - (b) in the case of a General Meeting for which Special Resolutions are proposed, provided however that none of those resolutions propose changes to the Bylaws, quorum shall be the lesser of one hundred (100) Members or 1.0% of all Members;
  - (c) in the case of a General Meeting for which Special Resolutions are proposed, and any of the resolutions propose changes to the Bylaws, quorum shall be the lesser of two hundred (200) Members or 2.0% of all Members.
13. Notwithstanding the percentages of Members set out above, business shall never be conducted at a General Meeting with less than three (3) Members present.

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14. If quorum ceases to be present at a General Meeting then the business then in progress must be suspended, until either a quorum again presents itself, or until the Members present resolve to adjourn or terminate the General Meeting.
15. If within thirty (30) minutes of the scheduled time for a General Meeting a quorum is not present, then the General Meeting shall, in the case of a meeting requisitioned by Members, be terminated, and in any other case, a quorum shall be deemed present only to conduct the classes of business under articles 3(4)(a), (b), (c), and (d) of these Bylaws.
16. A Member present at a General Meeting shall be entitled to one vote.
17. Voting at a General Meeting shall be by a show of hands, unless those Members present elect to use another method of voting pursuant to the rules of order.
18. Voting by proxy at a General Meeting shall not be allowed.

#### **Article 4 – Referenda**

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1. Members may vote on resolutions, other than Special Resolutions, by referendum.
2. The fees of the Society shall be determined by referendum in accordance with the *University Act*, and must comply with this article of the Bylaws.
3. The Director of Student Services shall, within forty-five (45) days, call a referendum upon
  - (a) a Two-thirds (2/3) Resolution of Council;
  - (b) being served a petition stating the text of the referendum question or questions to be posed, duly signed by no less than one hundred (100) Members or 1.0% of all Members, whichever is less.
4. Notice of a referendum shall be given to Members by
  - (a) affixing posters, no less than fourteen (14) days before the date of the referendum no smaller than 21.6 cm by 27.9 cm on each of the University campuses, provided however that each campus shall receive no less than thirty (30) such posters which shall be affixed to conspicuous locations around the campus; and
  - (b) the placement of an advertisement, no less than fourteen (14) days before the date of the referendum, within the student newspaper, the Society website, if any, and such other recognized campus media as recognised by Council.
5. Notice of a referendum shall specify the locations, days, and hours of polling, and the entire text of the question or questions.
6. The results of a referendum shall not be invalidated by the accidental omission to give notice to, or non-receipt of notice by, any of the Members entitled to receive such notice.
7. All referendum questions shall be clear, unbiased, and phrased as a ‘yes’ or ‘no’ question.

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8. If a referendum question submitted by petition pursuant to article 4(3)(b) of these Bylaws is deemed to be in violation of article 4(7) of these Bylaws by a Two-thirds (2/3) Resolution of Council, then the question shall be submitted to the Society's legal counsel for rewording so as to make the referendum question comply with article 4(7) of these Bylaws, and their decision on the rewording shall not be subject to appeal, and where Council does not so resolve, then the question shall be put as proposed by the petitioners.
9. A referendum shall
  - (a) have at least one (1) poll on each campus;
  - (b) be no shorter than two (2) days in duration and no longer than eight (8) days in duration, such days running consecutively, except days that fall on weekends;
  - (c) have polls that are open for voting for no less than six (6) hours per day, between the hours of 9 AM and 5 PM; and
  - (d) have such other rules as are set out in the Regulations.
10. A referendum, subject to these Bylaws, shall be acted upon by the Society where
  - (a) a majority, or such greater percentage as may be required by law, of the votes cast support the referendum; and
  - (b) the number of votes cast is equal to or greater than two hundred fifty (250).

## **Article 5 – Elections**

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1. A general election shall be held in the month of February to elect the Faculty Representatives and Constituency Representatives.
2. Faculty Representatives and Constituency Representatives shall take office on 1 April, or in the case of those elected through a by-election, at the first meeting of Council thereafter.
3. If only one person is nominated for an office, the nominee must be ratified by a majority vote in a general election or a by-election held in the form of a 'yes' or 'no' ballot.
4. Nominations shall be open for no less than fourteen (14) days and for no longer than twenty-eight (28) days.
5. Notice of a general election or by-election shall be given to the Members by
  - (a) affixing posters, no less than fourteen (14) days before nominations open, no smaller than 21.6 cm by 27.9 cm, on each of the University campuses, provided however that each campus shall receive no less than thirty (30) such posters which shall be affixed to conspicuous locations around the campus; and
  - (b) the placement of an advertisement, no less than fourteen (14) days before the date nominations open, within the student newspaper, the Society website, if any, and such other recognized campus media as recognised by Council.
6. Notice of the opening of nominations must specify the dates and times for the opening and closing of nominations, the location on each campus where nomination forms may be picked up,

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contact information for the Chief Returning Officer, and list the particular positions and quantities of positions that are open.

7. Notice of polling shall be given to the Members by
  - (a) affixing posters, no less than seven (7) days before the date polling begins, no smaller than 21.6 cm by 27.9 cm, on each of the University campuses, provided however that each campus shall receive no less than thirty (30) such posters which shall be affixed to conspicuous locations around the campus; and
  - (b) the placement of an advertisement, no less than seven (7) days before the date polling begins, within the student newspaper, the Society website, if any, and such other recognized campus media as recognised by Council.
8. Notice of polling must specify the locations, days and hours of polling, and list the particular positions and quantities of positions that are to appear on the ballot.
9. A general election and by-elections shall
  - (a) have at least one (1) poll on each campus;
  - (b) be no shorter than two (2) days in duration and no longer than eight (8) days in duration, such days running consecutively, except days that fall on weekends;
  - (c) have polls that are open for voting for no less than six (6) hours per day, between the hours of 9 AM and 5 PM; and
  - (d) have such other rules as are set out in the Regulations.
10. Notwithstanding anything else in these Bylaws, Council shall not adopt, amend, or otherwise alter the Regulations relating to general elections, by-elections, the Chief Returning Officer, or elections in general, between the 31 December and the Annual General Meeting, unless the Members resolve to do so by an Ordinary Resolution.

## **Article 6 – Removal of Elected Officials**

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1. A member of Council shall cease to hold office if she ceases to be a Member.
2. A member of Council may be removed by Special Resolution.
3. If there are at any time more than six (6) vacancies, then a by-election shall be held to fill the positions for the remainder of the term, provided however that where there are less than ninety (90) days remaining in the term, then Council may, by a Two-thirds (2/3) Resolution of Council, decide not to hold by-elections.
4. Any Member, including a Member previously removed from that position pursuant to article 6(2) of these Bylaws, shall be eligible to run in the ensuing by-election.

## **Article 7 – Chief Returning Officer**

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1. The Chief Returning Officer shall be appointed by a Two-thirds (2/3) Resolution of Council, on the recommendation of the Standing Committee on Appointments.
2. The Chief Returning Officer shall not hold any other elected, staff, or appointed position in the Society or the University, including positions within campus clubs or organisations, and she must not have been a voting or non-voting member of Council during the twelve (12) months prior to her appointment.
3. Candidates for appointment as the Chief Returning Officer shall be experts at organising and administering elections, and shall have no less than five (5) years of experience, and the Standing Committee on Appointments shall not make as a recommendation any candidate who does not meet the requirements of this article.
4. The Chief Returning Officer shall have complete discretion and authority to conduct general elections, by-elections, and referenda in any manner she sees fit, provided that it is in accordance with these Bylaws and the Regulations.
5. The Chief Returning Officer shall not be directed in the course of her work by any elected, staff, or appointed official of the Society, and shall report any such instances of interference to the first meeting of Council following the instance of interference.
6. Slates shall not be allowed in any general election or by-election.

## **Article 8 – Strategic Plan**

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1. The Executive Committee shall lead the development of the five-year strategic plan of the Society, and shall recommend the draft strategic plan to Council by no later than four (4) weeks before the start of the Fall semester for its endorsement.
2. Council shall review the draft strategic plan recommended by the Executive Committee, and shall make such amendments as needed before recommending the draft strategic plan to the Members by a Two-thirds (2/3) Resolution of Council.
3. The Director of Student Services shall call a General Meeting no later than four (4) weeks after the start of regularly-scheduled classes during the Fall semester, for the purpose of
  - (a) the presentation to the Members of the five-year strategic plan, as endorsed by Council, and its approval by the Members by an Ordinary Resolution; and
  - (b) the receiving of the reports of the members of the Executive Committee on the activities of the Society for the first half of the term of office.

## **Article 9 – Council**

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1. The directors of the Society shall consist of the voting members of Council and, subject to the Act and these Bylaws, shall have vested in them the management, administration, and the control of the property, revenue, business and all other affairs of the Society.

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2. Council shall be the highest official body representing the Society, and shall have the authority to overrule, amend, or otherwise alter any decision of an individual or body of the Society by a Two-thirds (2/3) Resolution of Council.
3. Pursuant to article 9(1) of these Bylaws, Council shall
  - (a) adopt Policies by a Two-thirds (2/3) Resolution of Council;
  - (b) adopt the Budget by a Two-thirds (2/3) Resolution of Council;
  - (c) create committees, working groups, planning groups, and any other such bodies that it considers necessary to assist in the work of Council;
  - (d) appoint voting and non-voting members of Council to committees, working groups, planning groups, and any other such bodies of the Society or the University for which there are vacancies set aside for voting or non-voting members of Council;
  - (e) have the authority to remove voting and non-voting members of Council from any committees, working groups, planning groups, and any other such bodies of the Society or the University to which it has appointed them, by a Two-thirds (2/3) Resolution of Council; and
  - (f) adopt any other rules that it considers necessary for the Society, provided that any such rules shall be subordinate to these Bylaws, the Regulations, and the Policies.
4. The voting members of Council shall be
  - (a) the Faculty Representatives;
  - (b) the Constituency Representatives;
  - (c) the Campus Representatives;
  - (d) the student members of Senate;
  - (e) such other persons as are designated by Ordinary Resolution.
5. There shall be twice the number of Faculty Representatives as there are Faculties recognised by the Board of Governors, apportioned between the Faculties as follows:
  - (a) there shall be a guarantee of one (1) Faculty Representative per Faculty; and
  - (b) the remainder of the Faculty Representatives shall be distributed between the Faculties in such numbers as would make the distribution of Faculty Representatives as proportional as possible to the distribution of members of the Society between the Faculties.
6. The Speaker shall be responsible for the calculation of the number of Faculty Representatives per Faculty pursuant to article 9(5) of these Bylaws, and shall report this calculation to Council by way of a report delivered by the end of each calendar year, and the decisions of the Speaker so reported shall not be subject to appeal.
7. There shall be one (1) Constituency Representative for each of the following Constituencies:
  - (a) Aboriginal Students;
  - (b) Students of Colour;
  - (c) Students with Disabilities;
  - (d) International Students;
  - (e) Mature Students;

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- (f) Queer Students; and
  - (g) Women.
8. There shall be one (1) Campus Representative elected for each campus of the University.
  9. Council may create, alter, or otherwise amend Regulations, provided that at least fourteen (14) days' notice has been given of the proposed changes, including the full text of the proposed changes, and provided further that the proposed changes have been recommended by the Standing Committee on Governance.
  10. Notwithstanding article 9(9) of these Bylaws, Council may create, alter, or otherwise amend the Regulations without notice, provided that the mover of the motion has received the unanimous consent of the voting members of Council present to do so.
  11. In the event that notice has been given for changes to the Regulations pursuant to article 9(9), and the Speaker is presented a petition signed by at least three hundred (300) Members in objection to the proposed changes, then the Speaker shall refuse to put the proposed changes to a vote, at which point Council may decide whether to
    - (a) drop the proposed changes; or
    - (b) propose the changes to the Members by way of a referendum.
  12. In the event that the Regulations have been changed pursuant to article 9(10), then the Members may present to the Speaker a petition signed by at least three hundred (300) Members in objection to the proposed changes within fourteen (14) days, then the Speaker shall declare the changes to have been reversed, at which point Council may decide whether to
    - (a) drop the proposed changes; or
    - (b) propose the changes to the Members by way of a referendum.

## **Article 10 – Meetings of Council**

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1. Quorum for meetings of Council shall be fifty percent (50%) plus one (1) of the current voting members of Council, not counting vacancies, provided however that quorum shall never be less than eight (8) voting members of Council.
2. The Chair shall call Council to order once quorum is present.
3. If quorum is not present within thirty (30) minutes of the scheduled time for a meeting of Council, then the Chair shall declare the meeting of Council to be dissolved.
4. If it should come to the attention of the Chair that there is no quorum during the proceedings of a meeting of Council, then the Chair shall declare the meeting of Council to be dissolved once Council has disposed of the question then being considered.
5. Each voting member of Council shall be entitled to one (1) vote at meetings of Council.

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6. Meetings of Council shall be open to all Members and Honorary Members, unless Council decides to go in camera by a Two-thirds (2/3) Resolution of Council, provided however that Council shall only move in camera to discuss one of the following classes of business:
  - (a) legal matters, and funds related directly thereto;
  - (b) human resources matters, and funds related directly thereto; or
  - (c) the purchase or sale of property, and funds related directly thereto.
7. The Chair shall not allow any motion to move in camera that does not declare one of the classes of business set out in article 10(6) of these Bylaws, unless the voting member of Council proposing the motion has received the unanimous consent of Council to do so.
8. When Council moves in camera pursuant to article 10(6) of these Bylaws, the meeting of Council shall be deemed by the Chair to have moved out of camera when the item(s) of business declared in the motion to move in camera has been disposed of.
9. Council shall hold regularly-scheduled meetings of Council at least once per month.
10. Voting members of Council may appoint an individual to serve as a proxy, to attend a meeting of Council and cast a vote in that voting member of Council's place, provided that no Member shall hold more than one (1) proxy at any one time, and provided further that
  - (a) the proxy must be declared on a form designed for that purpose by the Speaker;
  - (b) the proxy form shall be signed by the voting member of Council assigning the proxy, the Member receiving the proxy, the Chair, and the Secretary; and
  - (c) the proxy form shall be kept with the minutes as a record of the Society.
11. The Chair shall not sign a proxy form referred to in article 10(9) of these Bylaws unless the voting member of Council assigning the proxy has attached documentation to the proxy form which demonstrates that the absence is for one of the following authorised reasons:
  - (a) the voting member of Council has been directed by Council to attend a conference or other engagement that conflicts with one or more meetings of Council;
  - (b) the voting member of Council has one or more courses that overlap with the scheduled time for meetings of Council, provided that the voting member of Council would not have been able to plan her courses with meetings of Council in mind between the time of her election and the next course registration period; or
  - (c) other extenuating circumstances such as illness or personal emergencies, provided however that the Chair shall only allow one (1) such proxy per term of office.
12. Any motion that has not been recommended to Council by the Executive Committee, a Standing Committee, or a Special Committee shall be ruled out of order by the Chair, unless the member of Council moving the motion has
  - (a) the unanimous consent of the voting members of Council present to do so; or
  - (b) given notice of the motion, including its full text, at the previous meeting of Council.

## **Article 11 – Speaker of Council**

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1. The Speaker of Council shall be a non-voting member of Council appointed by a Two-thirds (2/3) Resolution of Council, for a renewable one-year term of office, on the recommendation of the Standing Committee on Appointments, with such a term to commence on 1 September of each year, and to conclude on 31 August of the next year.
2. The Speaker shall not hold any other elected, staff, or appointed office in the Society or the University, and any Speaker who accepts an elected, staff, or appointed office in the Society or the University shall cease to be Speaker.
3. The Speaker shall
  - (a) oversee the Office of the Speaker of Council;
  - (b) chair meetings of Council;
  - (c) post, or cause to be posted, notice of meetings of Council at least seventy-two (72) hours in advance, by any means she deems necessary, including electronic media;
  - (d) post, or cause to be posted, the minutes of meetings of Council no more than five (5) business days after the meeting of Council at which the minutes were approved;
  - (e) prepare the provisional agenda for meetings of Council and distribute it to all voting and non-voting members of Council at least forty-eight (48) hours in advance of the scheduled time of meetings of Council, ensuring that all required documents, minutes, and reports accompany the provisional agenda so distributed;
  - (f) submit to Council any correspondence she receives that is addressed to Council; and
  - (g) have such other powers and duties as are assigned by Council, from time to time.
4. The Speaker shall not be the spokesperson of Council.
5. In the absence of the Speaker, the Chairperson of the Executive Committee shall chair meetings of Council, provided that Council may select an alternate Chair, either due to the absence of both officers, or on its own volition, by a Two-thirds (2/3) Resolution of Council.
6. In the event that the role of the Speaker becomes vacant, then Council shall be unable to conduct any business until it has elected a Deputy Speaker to perform the functions of the Office of the Speaker during the vacancy, pursuant to article 8(3) of these Bylaws.
7. Council shall never allow the role of the Speaker to be vacant for more than thirty (30) days, even where a Deputy Speaker has been appointed to perform the functions of this article.

## **Article 12 – Ombudsperson**

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1. The Ombudsperson shall serve as a protection for the Members against maladministration, both within the Society and the University, and shall be primarily responsible for seeking justice through the fair and reasonable application of administrative rules and regulations as adopted, from time to time, by the Society, the University, or through law.

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2. The Ombudsperson shall be appointed by a Two-thirds (2/3) Resolution of Council for a renewable one (1) year term, on the recommendation of the Standing Committee on Appointments.
3. The Ombudsperson shall not hold any other elected, staff, or appointed office within the Society, or the University, and any Ombudsperson who accepts such an elected, staff, or appointed office within the Society, or the University, shall cease to be Ombudsperson.
4. The Ombudsperson shall be a non-voting member of all official bodies of the Society, and shall have the right to attend any meeting she sees fit, including in camera sessions.
5. The Ombudsperson shall have unfettered access to all records, documents, and other materials, electronic or otherwise, of the Society that she may require for her duties.
6. The Ombudsperson shall only be removed from office by an Ordinary Resolution.

### **Article 13 – Executive Committee**

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1. The Executive Committee shall be a Standing Committee of Council, and shall consist of four (4) voting members of Council, appointed by a Two-thirds (2/3) Resolution of Council, on the recommendation of the Standing Committee on Appointments.
2. Each member of the Executive Committee shall be appointed as one of the following:
  - (a) Director of Student Services;
  - (b) Director of Student Life;
  - (c) Director of External Affairs; and
  - (d) Director of Finance.
3. The Executive Committee shall
  - (a) lead the development of the five-year strategic plan of the Society;
  - (b) interpret and articulate the policies and decisions of Council on a day-to-day basis;
  - (c) be responsible for the internal communications between the Society and its Members, and communications between the Society and external organisations;
  - (d) present options and recommendations to Council and its Standing Committees proactively and as requested, on matters of concern to Members;
  - (e) coordinate and engage in contractual negotiations with other parties;
  - (f) ensure that all deserving Members are recognised for contributions to the Society;
  - (g) be responsible for the approval and renegotiation, both annually and on an as-needed basis, of the contract between the Society and the General Manager;
  - (h) review the performance of the General Manager, both annually and on an as-needed basis, and present performance reviews and recommendations to Council;
  - (i) provide full and timely disclosure of its activities and decisions to Council;
  - (j) perform such other functions as decided by Council, from time to time.
4. Nothing in this article restricts the authority of Council.

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5. The Executive Committee shall not withhold any information from Council, notwithstanding the sensitive or confidential nature of the information, provided however that the Executive Committee may request that the disclosure take place in camera if it falls under one of the classes of business set out for in camera discussions in article 10(6) of these Bylaws.
6. The Executive Committee shall be unable to conduct any business until it has selected a Chair of the Executive Committee from among its own members, and it shall have the authority to appoint another Chair of the Executive Committee, from time to time.
7. The Chair of the Executive Committee shall
  - (a) chair meetings of the Executive Committee, provided however that the Executive Committee may at any time select an alternate member to chair the meeting;
  - (b) post, or cause to be posted, notice of meetings of the Executive Committee at least twenty-four (24) hours in advance, by any means she deems necessary, including by electronic media;
  - (c) post, or cause to be posted, the minutes of meetings of the Executive Committee no later than five (5) business days after the meeting of the Executive Committee at which the minutes were approved;
  - (d) prepare the provisional agenda for meetings of the Executive Committee and distribute it to all members of the Executive Committee no less than twenty-four (24) hours in advance of the scheduled time for meetings of the Executive Committee, ensuring that all required documents, minutes, and reports accompany the provisional agenda so distributed;
  - (e) submit to the Executive Committee any correspondence received that is addressed to the Executive Committee; and
  - (f) perform such other functions as are assigned by the Executive Committee, from time to time.
8. The Director of Student Services shall
  - (a) lead the development of expectations, performance measures, and policies that relate to the effectiveness of the General Office in the provision of student services, and proactively measure the work of the Society against these standards;
  - (b) lead the research and development of options and recommendations to Council on the development and expansion of services for the Members;
  - (c) be responsible for communications between the Society and its Members, including leading the development of on-line and social media strategies for the Society;
  - (d) be the liaison between the Executive Committee and the General Manager;
  - (e) be a Signing Officer; and
  - (f) have such other powers as are assigned by Council, from time to time.
9. The Director of Student Life shall
  - (a) lead the development of expectations, performance measures, and policies that relate to the effectiveness of academic, social, and recreational events on campus, and proactively measure the work of the Society against these standards;

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- (b) lead the research and development of options and recommendations to Council on the development of academic policies to support the Members, and other policies about campus life that support the Members;
- (c) be responsible for interpreting and articulating the direction of Council in setting the overall direction for academic, social, and recreational events to be held;
- (d) lead advocacy for the academic, social, and recreational needs of the Members;
- (e) be the liaison between the Society and the University; and
- (f) have such other powers as are assigned by Council, from time to time.

10. The Director of External Affairs shall

- (a) lead the development of expectations, performance measures, and policies that relate to the effectiveness of the Society's relationships with external organisations, and proactively measure the work of the Society against these standards;
- (b) lead the research and development of options and recommendations to Council on the development of partnerships with external organisations, and for other non-academic policies on which the Society ought to take a position;
- (c) be responsible for the external communications of the Society;
- (d) be responsible for lobbying various levels of government based on Society policies;
- (e) be a Signing Officer; and
- (f) have such other powers as are assigned by Council, from time to time.

11. The Director of Finance shall

- (a) lead the development of expectations, performance measurements, and policies that relate to the effectiveness of the Society's financial management and procedures, and proactively measure the work of the Society against these standards;
- (b) lead the research and development of options and recommendations to Council on how to use student funds more effectively to maximise benefits to the Members;
- (c) be responsible for developing the draft budget in consultation with the Standing Committee on Finance;
- (d) present quarterly updates to Council on the status of the budget;
- (e) be a Signing Officer; and
- (f) have such other powers as are assigned by Council, from time to time.

## **Article 14 – Committees**

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1. The Standing Committees of Council shall be

- (a) the Standing Committee on Governance;
- (b) the Standing Committee on Appointments;
- (c) the Standing Committee on Student Life;
- (d) the Standing Committee on Student Services;
- (e) the Standing Committee on Finance; and
- (f) the Standing Committee on External Affairs.

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2. Council shall have the authority to establish Special Committees to consider specific issues by a Two-thirds (2/3) Resolution of Council, and the members thereof shall be appointed on the recommendation of the Standing Committee on Appointments.
3. The Standing Committee on Governance shall
  - (a) review the Bylaws, the Regulations, and other governance rules of the Society, and provide options and recommendations to Council as needed or as requested;
  - (b) periodically review the governance systems of the Society, and proactively provided options and recommendations to Council as needed or as requested;
  - (c) have such other powers and duties as are stipulated in the Regulations, or assigned by Council, from time to time.
4. The Standing Committee on Governance shall consist of
  - (a) the Speaker of Council, who shall be its chairperson, provided however that the members present may at any time elect an alternate chairperson;
  - (b) seven (7) non-Executive members of Council; and
  - (c) one (1) non-Council Member.
5. The Standing Committee on Appointments shall
  - (a) make recommendations to Council on the appointment of members of the Executive Committee, other Standing Committees, and Special Committees;
  - (b) make recommendations to Council on the appointment of key Society positions, including the Chief Returning Officer, the Speaker of Council, the Ombudsperson, and the General Manager; and
  - (c) have such other powers and duties as may be stipulated in the Regulations, or assigned by Council, from time to time.
6. The Standing Committee on Appointments shall consist of
  - (a) four (4) non-Executive members of Council, one of whom shall be elected its chairperson, provided however that the members present may at any time elect an alternate chairperson;
  - (b) five (5) non-Council Members.
7. The Standing Committee on Student Services shall
  - (a) make recommendations to Council on changes, developments, expansions, or other issues relating to student services provided or operated by the Society;
  - (b) monitor the performance of the Director of Student Services, and make recommendations to Council as needed or as requested; and
  - (c) have such other powers and duties as may be stipulated in the Regulations, or assigned by Council, from time to time.
8. The Standing Committee on Student Services shall consist of
  - (a) three (3) non-Executive members of Council, one of whom shall be its chairperson, provided however that the members present may at any time elect an alternate chairperson;

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- (b) the Director of Student Services; and
  - (c) five (5) non-Council Members.
9. The Standing Committee on Student Life shall
- (a) make recommendations to Council on issues relating to the academic, recreational, and social needs of Members;
  - (b) monitor the performance of the Director of Student Life, and make recommendations to Council as needed or as requested; and
  - (c) have such other powers and duties as may be stipulated in the Regulations, or assigned by Council, from time to time.
10. The Standing Committee on Student Life shall consist of
- (a) three (3) non-Executive members of Council, one of whom shall be its chairperson, provided however that the members present may at any time elect an alternate chairperson;
  - (b) the Director of Student Life; and
  - (c) five (5) non-Council Members.
11. The Standing Committee on Finance shall
- (a) develop the budget of the Society, in consultation with the Director of Finance;
  - (b) recommend the budget for the ensuing Fiscal Year to Council by no later than the first day of December;
  - (c) recommend any amendments to the budget to Council as needed, or as requested;
  - (d) monitor the performance of the Director of Finance, and to make recommendations to Council as needed or as requested; and
  - (e) have such other powers and duties as may be stipulated in the Regulations, or assigned by Council, from time to time.
12. The Standing Committee on Finance shall consist of
- (a) four (4) non-Executive members of Council, one of whom shall be its chairperson, provided however that the members present may at any time elect an alternate chairperson;
  - (b) the Director of Finance; and
  - (c) four (4) non-Council Members.
13. The Standing Committee on External Affairs shall
- (a) make recommendations to Council on the relationships between the Society and external organisations;
  - (b) monitor the performance of the Director of External Affairs, and make recommendations to Council as needed or as requested;
  - (c) be empowered to select the delegates for any external workshops or conference to which Council desires to send delegates; and
  - (d) have such other powers and duties as may be stipulated in the Regulations, or assigned by Council, from time to time.

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14. The Standing Committee on External Affairs shall consist of
  - (a) three (3) non-Executive members of Council, one of whom shall be its chairperson, provided however that the members present may at any time elect an alternate chairperson;
  - (b) the Director of External Affairs; and
  - (c) five (5) non-Council Members.
15. Any non-Council Member of a Committee shall be appointed for a term beginning on 1 September, and ending on 31 August of the following year, and shall only be removed for cause by a three-quarters (3/4) Resolution of Council on the recommendation of the Standing Committee on Appointments.
16. Quorum for a Committee shall be one-half plus one (1) of its voting members, provided however that quorum shall never be less than three (3) voting members.

## **Article 15 – Policies**

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1. Council shall express opinions, sentiments, and principles with respect to particular issues by means of a Policy, which shall be adopted, amended, renewed, suspended, or rescinded by a Two-thirds (2/3) Resolution of Council.
2. A Policy shall contain a preamble containing the rationale for the opinion, sentiment, or principle, and a resolution declaring the opinion, sentiment, or principle.
3. A Policy shall be effective for three (3) years from its date of adoption, provided however that Council may specify that a Policy shall be in effect for a shorter period of time.

## **Article 16 – General Manager**

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1. The General Manager shall be appointed by a Two-thirds (2/3) Resolution of Council, on the recommendation of the Standing Committee on Appointments.
2. The General Manager shall
  - (a) manage the general business affairs of the Society as stipulated in the Regulations, and such that the expectations, performance measures, and policies established by Council, from time to time, have been satisfied;
  - (b) translate decisions of Council into business operations;
  - (c) ensure the security and maintenance of the Society's assets and buildings;
  - (d) cause all funds of the Society to be held in deposits, or invested in shares, stocks or other securities as the General Manager deems appropriate, and which have not been expressly excluded by Council;
  - (e) cause to be operated and maintained all accounting systems and financial procedures of the Society; and
  - (f) have such other powers as are stipulated in the Regulations, or as assigned by Council from time to time.

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3. In the event that the role of the General Manager becomes vacant, then Council shall be unable to conduct any business, except as under article 11(6) of these Bylaws, until it has appointed an Acting General Manager by a Two-thirds (2/3) Resolution of Council.

### **Article 17 – Fees**

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1. The Society's membership fees shall be set in accordance with these Bylaws and the *University Act of British Columbia*, as amended from time to time.
2. Every Member shall pay Society fees during any semester of the University in which that Member is registered for
  - (a) one (1) or more credit courses at the University;
  - (b) continuing education studies at the University; or
  - (c) such other programs at the University approved by Ordinary Resolution.

### **Article 18 – Seal**

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1. Council may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
2. The common seal must be affixed only when authorised by a Resolution of Council and then only in the presence of the persons specified in the Resolution, or if no persons are specified, in the presence of the members of the Executive Committee.

### **Article 19 – Borrowing**

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1. In order to carry out the purposes of the Society, Council may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide and, in particular, but without limiting that power, by the issue of debentures.
2. A debenture must not be issued without the authorisation of a Special Resolution of the Members.
3. The Members may, by Special Resolution, restrict the borrowing powers of Council, but such a resolution imposed expires at the next Annual General Meeting.

### **Article 20 – Auditor**

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1. At each Annual General Meeting, the Society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next Annual General Meeting.
2. An auditor may be removed by Ordinary Resolution.
3. An auditor must be promptly informed by writing of the auditor's appointment or removal.
4. The Auditor shall have the unfettered access to all the Society's records, documents, and other materials, electronic or otherwise, that the Auditor may require in the course of their duties.

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5. A member of Council or employee of the Society must not be its auditor.
6. The auditor may attend all General Meetings.

## **Article 21 – Bylaws**

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1. Each Member is entitled to, and the Society must give to the Member, on request for the sum of one dollar (\$1), a copy of the Constitution and the Bylaws of the Society.
2. These Bylaws must not be altered or amended or added to except by Special Resolution.

## **Article 22 – Records of the Society**

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1. The records of the Society may be inspected by any Member of the Society on reasonable notice to the General Manager, during regular business hours.
2. The Society reserves the right to maintain appropriate confidentiality by not disclosing records in its possession that relate to:
  - (a) information that the Society is required, by law, to keep confidential; or
  - (b) information referred to in article 10(6) of these Bylaws.
3. All voting and non-voting members of Council, and the Ombudsperson, shall have unfettered access to all the Society's records, documents, and other materials, electronic or otherwise, that may be required in the exercise of their duties, provided however that any individual who accesses confidential information shall be required to sign a confidentiality agreement.

## **Article 23 – Liability of the Society**

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1. Subject to the Act, the Society shall not be liable or responsible for any damages incurred directly or indirectly by the actions of a Member, or Members, unless such action has been approved by the Society and to the extent of any such liability or responsibility being incurred by the Society the Member causing the same shall indemnify the Society.

## **Article 24 – Parliamentary Authority**

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1. The rules of order prescribed in the most recent edition of *Robert's Rules of Order* shall apply at all meetings of the Society, to the extent of their consistency with the Act, these Bylaws, and the Regulations.