



# Bylaws

As Approved by Special Resolution on November 14, 2018

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## Article 1 – Interpretation

1. In these Bylaws, unless the context otherwise requires,
  - a. “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;
  - b. “Board of Governors” shall mean the board of governors of the University;
  - c. “Bylaw” shall mean a bylaw of the Society;
  - d. “Campus Representative” shall mean a person who is a Director pursuant to Article 9 clause 9;
  - e. “Chair” shall mean, depending on the context, the person presiding over Council or a committee;
  - f. “Constituency Representative” shall mean a person who is a Director pursuant to Article 9 clause 8;
  - g. “Council” shall mean the board of directors of the Society;
  - h. “Councillor” shall mean a voting member of Council;
  - i. “Executive Committee” shall mean the Executive Committee of Council, consisting of the Vice-President, University Affairs, the Vice-President, Student Life, the Vice-President, External Affairs, and the Vice-President Finance & Operations;
  - j. “Executive Director” shall mean the Executive Director of the Society, or where the role of the Executive Director is vacant, the person appointed as the acting Executive Director of the Society;
  - k. “Faculty” shall have the meaning assigned to it in the University Act;
  - l. “Faculty Representative” shall mean a person who is a Director pursuant to Article 9 clause 6;
  - m. “Fiscal Year” shall mean the period commencing on 1 January in any given calendar year, and terminating on 31 December of the same year;
  - n. “General Meeting” shall mean a general meeting of the Members;
  - o. “Honorary Member” shall mean a member of the Society as defined in Article 2(3);
  - p. “Member” shall mean a member of the Society as defined in Article 2(2);
  - q. “Member at Large” shall mean a Member of the Society who is not a Councillor;
  - r. “Ordinary Resolution” shall have the meaning given to it in the Societies Act;
  - s. “Policy” shall mean an opinion, sentiment, or principle adopted by Council by a Two-thirds (2/3) Resolution of Council;
  - t. “Regulation” shall mean an operational rule of the Society, adopted by Council by a Two-Thirds (2/3) Resolution of Council;
  - u. “Semester”, for the purpose of these Bylaws, means the following periods:
    - i. January 1 to April 30;
    - ii. May 1 to August 31; and
    - iii. September 1 to December 31;
  - v. “Slate” shall mean two or more candidates running for elected office in a coordinated fashion to achieve a mutual advantage in an election;



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- w. "Student Society Fees" shall mean those fees payable to the Society in accordance with these bylaws and the University;
  - x. "Societies Act" shall mean the Societies Act of the Province of British Columbia from time to time in force and all amendments to it and any legislation that succeeds the Societies Act;
  - y. "Society" shall mean the Kwantlen Student Association;
  - z. "Speaker" shall mean the Speaker of Council;
  - aa. "Special General Meeting" shall mean any general meeting of the Members that is not the Annual General Meeting;
  - bb. "Special Resolution" shall have the meaning given to it in the Societies Act;
  - cc. "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;
  - dd. "University" shall mean Kwantlen Polytechnic University.
  - ee. "University Act" means the University Act of the Province of British Columbia from time to time in force and all amendments to it and any legislation that succeeds the University Act;
2. In these bylaws, non-gendered based "they" and "their" shall be used instead of the masculine or feminine gender.
  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, family status, nationality, ethnic origin, language, disability, age, or socio-economic status.

## Article 2 – Membership

1. The Society shall consist of Members and Honorary Members.
2. Members shall be those persons who:
  - a. in the current or any of the immediate past two (2) Semesters are, or were, registered in
    - i. at least one (1) credit course at the University; or
    - ii. at least one (1) course in the faculty of Academic and Career Advancement; or
    - iii. such other programs of the University approved by Ordinary Resolution; and,
  - b. have, in the current or any of the immediate past two (2) Semesters, paid Student Society Fees, unless the Member's fees have been waived pursuant to Article 16, clause 3 of these Bylaws.
3. Honorary Members shall be those persons who have been so designated by
  - a. Two-thirds (2/3) Resolution of Council; or
  - b. an Ordinary Resolution.
4. Honorary Members shall have full speaking rights at General Meetings but shall not have the right to vote in General Meetings, elections and referenda, or to run for or hold office, and shall have such other rights and restrictions as set out in the Societies Act, these Bylaws, or as adopted by the Society from time to time.
5. Notwithstanding Article 2 Clause 4 of these Bylaws, an Honorary Member who is also a Member, pursuant to Article 2 Clause 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.



6. 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. upon expulsion.
7. 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.
8. 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;
  - b. the Society has sent written notice of the Special Resolution to the Member, along with the statement of reasons; and
  - c. the chairperson of the General Meeting provides the Member with an opportunity to make statements to the Members present before the Special Resolution is put to a vote.
9. A Member in bad standing shall be ineligible to hold or be nominated for elected office of the Society.
10. A person who has been expelled or placed in bad standing may be re-admitted as a Member of the Society or restored to good standing, as the case may be, by an Ordinary Resolution.
11. A Member may resign their membership in the Society by providing written notice of resignation to the Society's registered office.

## Article 3 – General Meetings

1. The Society shall hold an Annual General Meeting on or before March 31 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 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 Societies 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 Executive Director 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 Societies Act and these Bylaws.
5. Council shall call a Special General Meeting of the Society:
  - a. by a Two-thirds (2/3) Resolution of Council; or



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- b. by a Resolution of Council, upon being served a petition at the registered office of the Society, that states the purpose(s) 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 one percent (1.0%) of all Members, whichever is less; or
  - c. by such other Regulations as it establishes from time to time.
6. The date, time, and location for all General Meetings shall be determined by Council, provided that the General Meeting;
  - a. start within the regular business hours of the registered office of the Society;
  - b. occur on a day in which the University holds regularly-scheduled classes;
  - c. take place on at least one (1) University campus; and
  - d. if requisitioned by petition, be called within twenty-one (21) days of receipt of the petition and held within sixty (60) days of receipt of the petition.
7. Notice of a General Meeting shall be given to Members by:
  - a. posting a notice of the General Meeting to the website of the Society, no less than twenty-one (21) days before the date of the General Meeting;
  - b. affixing posters, not 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 campus shall receive no less than thirty (30) such posters which shall be affixed to conspicuous locations around the campus; and
  - c. sending notice by email to every Member of the Society who has provided an email address to the Society or by causing the University to send notice to all Members of the Society, not less than fourteen (14) days before the date of the General Meeting.
8. Notices of a General Meeting shall contain:
  - a. the date, time, and location of the meeting, and
  - b. the text of any Special Resolution to be submitted to the meeting and/or a link to the webpage referenced in Article 3, Clause 7(a).
9. 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.
10. The quorum for the transaction of business at a General Meeting of the Society is the lesser of sixty (60) Members and zero-point-six percent (0.6%) of all Members, provided however that
  - a. the quorum required to consider a Special Resolution, other than a Special Resolution to amend the Society's Constitution or Bylaws, shall be the Lesser of one hundred (100) Members and one percent (1.0%) of all Members; and
  - b. the quorum required to consider a Special Resolution to amend the Society's Constitution or Bylaws is the lesser of one hundred and fifty (150) Members and one-point-five percent (1.5%) of all Members.
11. Notwithstanding the percentages of Members set out above, business shall never be conducted at a General Meeting with less than three (3) Members present.
12. If quorum ceases to be present at a General Meeting 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.



13. 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 Article 3 Clause 4 sub clauses (a), (b), (c), and (d) of these Bylaws.
14. A Member present at a General Meeting shall be entitled to one (1) vote.
15. 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.
16. Voting by proxy at a General Meeting shall not be allowed.
17. The minutes of a General Meeting shall be considered at the first regular meeting of Council that takes place after a General Meeting, and the Speaker shall post, or cause to be posted, the minutes of the General Meeting no more than five (5) business days after the meeting of Council at which the minutes were approved.

## Article 4 – Referenda

1. Members may vote on resolutions, other than Special Resolutions, by referendum.
2. Student Society Fees to be collected by the Society shall be determined by referendum in accordance with the University Act and must comply with this article of the Bylaws.
3. Council may call a referendum by a Two-thirds (2/3) Resolution of Council.
4. Council shall call a referendum upon being served a petition stating the text of the referendum question or questions to be posed, duly signed by no less than two hundred fifty (250) Members or two-point-five percent (2.5%) of all Members, whichever is less. The referendum must be held no later than the subsequent general election or by-election, excluding elections that are to take place within sixty (60) days of the receipt of the petition.
5. Notice of a referendum shall be given to Members by
  - a. Ensuring that all notices required to be given under this clause contain the locations, days, and hours of polling, and the entire text of the question or questions;
  - b. 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 campuses;
  - c. posting a notice of the referendum to the website of the Society, no less than twenty-one (21) days before the date of the general meeting, which notice must be accessible from the homepage of the website of the Society;
  - d. sending an email to all members of the Society, unless the University is unable or declines to provide the necessary access to student electronic contact lists, not less than fourteen (14) days before the date of the referendum.
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.



8. If a referendum question submitted by petition pursuant to Article 4 Clause 4 of these Bylaws is deemed to be in violation of Article 4 Clause 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 Clause 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, holidays, or school closures;
  - c. have polls that are open for voting for no less than eight (8) hours per day, between the hours of 9 AM and 8 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) or two-point-five percent (2.5%) of all members, which is lesser.

## Article 5 – Elections

1. A general election shall be held in the month of February to elect the Faculty Representatives, Campus Representatives, and Constituency Representatives.
2. Faculty Representatives, Campus 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. Faculty Representatives, Campus Representatives, and Constituency Representatives shall cease to hold office at the end of the day on March 31.
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 the opening of nominations for a general election or by-election shall be given to the Members, no less than fourteen (14) days before nominations close by:
  - a. affixing posters, 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 on the Society website, if any, and other media available that Council deems appropriate..
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, contact



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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 no less than seven (7) days before the date polling begins by
  - a. affixing posters 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 within the student newspaper, the Society website, if any, and other media available that Council deems appropriate.
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, holidays, or school closures;
  - c. have polls that are open for voting for no less than eight (8) hours per day, between the hours of 9 AM and 8 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 December 31 and the Annual General Meeting, unless the Members resolve to do so by an Ordinary Resolution.
11. Slates, expressed or apparent, shall not be allowed in any election.
12. If there are, at any time, more than eight (8) 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 one hundred fifty (150) days remaining in the term Council may, by a Two-thirds (2/3) Resolution of Council, decide not to hold by-elections.

## Article 6 – Removal of Elected Officials

1. A Councillor shall cease to hold office if they cease to be a Member, resign, are expelled, or are placed in bad standing.
2. Within thirty (30) days of the start of every Semester, a Councillor must demonstrate that they are a Member, in a manner to be set out in the Regulations. Should a Councillor fail to demonstrate that they are a Member of the Society, the Speaker shall declare their seat vacant.
3. If a Councillor is found to have vacated their seat pursuant to Article 6 Clause 2, the Councillor may appeal to Council on the basis that the determination of that Councillor's eligibility to hold office was not fairly determined.
4. A Councillor may be removed by Special Resolution at a General Meeting.
5. Any Member, including a Member previously removed from that position pursuant to Article 6 Clause 4 of these Bylaws, shall be eligible to run in the ensuing by-election.



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## Article 7 – Chief Returning Officer

1. The Chief Returning Officer shall be appointed by a Two-thirds (2/3) Resolution of Council, on the recommendation of the Internal Committee, for a term to be determined by Council of no more than one (1) year, which may be renewed by Council from time to time.
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 organizations, and they must not have been a voting or non-voting member of Council during the twelve (12) months prior to their appointment.
3. Candidates for appointment as the Chief Returning Officer shall be experts at organising and administering elections, and shall have demonstrated experience running major elections for governments or membership organizations, and the Internal Committee 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 they see 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 their 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.

## Article 8 – Strategic Plan

1. The Internal Committee shall lead the development of the three-year strategic plan of the Society, and shall recommend the draft strategic plan to Council by no later than four (4) weeks before the Annual General Meeting for its endorsement.
2. Council shall review the draft strategic plan recommended by the Internal Committee and shall make such amendments as needed before recommending the draft strategic plan to the Annual General Meeting by a Two-thirds (2/3) Resolution of Council.

## Article 9 – Council

1. The directors of the Society shall consist of the Councillors and, subject to the Societies 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.
2. Notwithstanding anything to the contrary, non-voting members of Council are not directors of the Society. Non-voting members of Council have the same duty to the Society with respect to:
  - a. fiduciary duty; and
  - b. maintenance of confidentiality.
3. 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.



4. Pursuant to Article 9 Clause 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 Councillors and Members of the Society 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 Councillors and Members of the Society;
  - e. have the authority to remove Councillors and Members of the Society 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.
5. The voting members of Council shall be
  - a. the Faculty Representatives;
  - b. the Constituency Representatives;
  - c. the Campus Representatives;
  - d. such other persons as are designated by Ordinary Resolution for a term that expires at, or prior to, the next by-election or the subsequent Annual General Meeting.
6. 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 in which the term of study is no less than twelve (12) months; 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.
7. The Speaker shall be responsible for the calculation of the number of Faculty Representatives per Faculty pursuant to Article 9 Clause 5 of these Bylaws, and shall report this calculation to Council, and the Chief Returning Officer, 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.
8. There shall be one (1) Constituency Representative for each of the following Constituencies:
  - a. Indigenous Students;
  - b. Students of Colour;
  - c. Students with Disabilities;
  - d. International Students;
  - e. Mature Students;
  - f. Queer Students; and
  - g. Women.
9. There shall be one (1) Campus Representative elected for each campus of the University.
10. 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



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provided further that the proposed changes have been recommended by the Governance Committee.

11. Notwithstanding Article 9 Clause 10 of these Bylaws, Council may create, alter, or otherwise amend the Regulations without notice and without a recommendation from the Governance Committee, provided that the mover of the motion has received the unanimous consent of the present Councillors.
12. In the event that the Regulations have been changed pursuant to these Bylaws, the Members may present to the Speaker a petition signed by at least two hundred fifty (250) or two-point-five percent (2.5%), whichever is the lesser, Members opposing the change(s) within twenty-eight (28) days. If this occurs, the Speaker shall declare the change(s) to have been reversed, at which point Council may decide to submit the change(s) to the Members by way of referendum, which:
  - a. if approved, shall be incorporated in the Regulations. For clarity, a change to the Regulations incorporated as a result of a referendum does not limit Council's authority to amend the change at a later date; or
  - b. if not approved, shall not be incorporated into the Regulations for a period of at least one year.
13. Members of Council may receive an honorarium, in a manner to be set out in the Regulations.
14. Members aged sixteen (16) and seventeen (17) years old may serve on Council, provided that the Regulations establish a procedure for ensuring the majority of Councillors are eighteen (18) years old or older and the composition of Council accords with that procedure.

## Article 10 – Meetings of Council

1. Quorum for meetings of Council shall be a majority of Councillors, not counting vacant positions.
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 Councillor shall be entitled to one (1) vote at meetings of Council.
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 Clause 6 of these Bylaws, unless the Councillor proposing the motion has received the unanimous consent of Council to do so.



8. When Council moves in camera pursuant to Article 10 Clause 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 calendar month.
10. A Councillor may appoint a Member to serve as a proxy, to attend a meeting of Council and cast a vote in that Councillor'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 Councillor 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; and
  - d. the proxy shall adhere to any further rules and restrictions stipulated in the Societies Act and the Regulations.
11. Any motion that has not been recommended to Council by a committee shall be ruled out of order by the Chair, unless the Councillor moving the motion has
  - a. the unanimous consent of the Councillors 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

1. The Speaker 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 Internal Committee, with such a term to commence on September 1 of each year, and to conclude on August 31 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. deliver, or cause to be delivered, notice of meetings of Council to all members of Council at least seventy-two (72) hours in advance, by any means the Speaker deems necessary, including electronic media;
  - d. post, or cause to be posted, the minutes of meetings of Council, not including in-camera minutes, 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 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 the Speaker 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 President 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 an acting Speaker to perform the functions of the Office of the Speaker during the vacancy.
7. Council shall never allow the role of the Speaker to be vacant for more than thirty (30) days, even where an acting Speaker has been appointed to perform the functions of this article.

## Article 12 – Executive Committee

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.
2. Each member of the Executive Committee shall be appointed as one of the following:
  - a. Vice-President, Finance & Operations;
  - b. Vice-President, University Affairs;
  - c. Vice-President, External Affairs; or
  - d. Vice-President, Student Life.
3. The Executive Committee shall
  - a. interpret and articulate the policies and decisions of Council on a day-to-day basis;
  - b. be responsible for the internal communications between the Society and its Members, and communications between the Society and external organizations;
  - c. present options and recommendations to Council and its Standing Committees proactively and as requested, on matters of concern to Members;
  - d. coordinate and engage in contractual negotiations with other parties;
  - e. ensure that all deserving Members are recognised for contributions to the Society;
  - f. be responsible for the approval and renegotiation, both annually and on an as-needed basis, of the contract between the Society and the Executive Director;
  - g. review the performance of the Executive Director, both annually and on an as-needed basis, and present performance reviews and recommendations to Council;
  - h. provide full and timely disclosure of its activities and decisions to Council;
  - i. perform such other functions as decided by Council, from time to time.
4. Nothing in this article restricts the authority of Council.
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.



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6. The Executive Committee shall be unable to conduct any business until it has selected a President from among its own members, and it shall have the authority to appoint another President, from time to time.
7. The President is *prima inter pares* (first among equals) but does not exercise hierarchical or supervisory authority over the other member of Council.
8. The President 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. deliver, or cause to be delivered, notice of meetings of the Executive Committee to all members of the Executive Committee at least twenty-four (24) hours in advance, by any means the President deems necessary, including by electronic media;
  - c. post, or cause to be posted, the minutes of meetings of the Executive Committee, not including in-camera minutes, 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. be the primary point of contact for all legal issues excluding those between the Society, Society Members, and the University;
  - f. represent the Society to the KPU Alumni Association
  - g. submit to the Executive Committee any correspondence received that is addressed to the Executive Committee; and
  - h. perform such other functions as are assigned by the Executive Committee, from time to time.
9. The Vice-President, Finance & Operations shall:
  - a. lead the development of expectations, performance measures, and policies that relate to effectiveness of 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 the liaison between the Executive Committee and the Executive Director;
  - d. 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;
  - e. 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;
  - f. be responsible for developing the draft budget in consultation with the Finance & Operations Committee;
  - g. present quarterly updates to Council on the status of the budget;
  - h. be a signing officer; and
  - i. have such other powers as are assigned by Council, from time to time.
10. The Vice-President, University Affairs shall:



- a. be the liaison between the Society and the University;
- b. attend all meetings of the University Senate at their discretion
- c. attend all meetings of the University Board of Governors at their discretion
- d. coordinate student representation on all University committees and task forces to which the Society nominates or appoints;
- e. be the liaison between constituency groups and the University on academic matter and relations;
- f. be the primary administrative point of contact between the Society and any other societies which operate on campus;
- g. be responsible for negotiating contracts between the Society and the University;
- h. lead the research and development of options and recommendations to Council on the development of academic policies to support the Members;
- i. be the primary legal point of contact for issues involving the Society, Society Membership, and the University;
- j. be a signing officer; and
- k. have such other powers as are assigned by Council, from time to time.

11. The Vice-President, Student Life shall

- a. lead the development of expectations, performance measures, and policies that relate to the effectiveness of social and/or recreational events on campus, and student-life on campus, and proactively measure the work of the Society against these standards;
- b. lead the development of expectations, performance measures, and policies that relate to student mental health on campus, and proactively measure the work of the Society against these standards;
- c. be responsible for interpreting and articulating the direction of Council in setting the overall direction for social and recreational events to be held;
- d. be responsible for communications between the Society and its Members including leading the development of online and social media strategies for the Society;
- e. be the primary point of contact for all student clubs and other recognized groups;
- f. lead advocacy for the social and recreational needs of the Members;
- g. be a signing officer; and
- h. have such other powers as are assigned by Council, from time to time.

12. The Vice-President, 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 organizations, 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 organizations, 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



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13. Members of the Executive Committee shall receive a stipend, in a manner to be set out in the Regulations.

## Article 13 – Committees

1. The Standing committees of Council shall be:
  - a. the Executive Committee;
  - b. the Governance Committee;
  - c. the Internal Committee
  - d. the Student Life Committee
  - e. the Finance & Operations Committee;
  - f. the External Affairs Committee;
  - g. the University Affairs Committee; and
  - h. any other standing committee(s) stipulated in the Regulations.
2. All standing committees, with the exception of the Executive Committee, shall be chaired by a non-Executive Councillor.
3. Subject to these Bylaws, each standing committee must elect its own chair, and may elect a new chair at any time.
4. The Governance Committee 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. have other such duties as stipulated by the Regulations, or assigned by Council from time to time; and
  - c. consist of:
    - i. seven (7) non-Executive Councillors; and
    - ii. one (1) Member at Large
5. The Internal Committee shall:
  - a. make recommendations to Council on the appointment of members of standing committees and special committees excluding the Internal Committee;
  - b. make recommendations to Council on the appointment of key Society positions, including the Chief Returning Officer, the Speaker, and the Executive Director;
  - c. be responsible for the planning and coordinating training and teambuilding of Council, including, but not limited to, social events and regular annual orientation;
  - d. lead the development of the three-year strategic plan of the Society;
  - e. have other such duties as stipulated by the Regulations, or assigned by Council from time to time; and
  - f. consist of:
    - i. five (5) non-Executive Councillors; and
    - ii. three (3) Member at Large
6. The University Affairs Committee shall:



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- a. provide a platform for discussion on changes, developments, or other issues relating to University policy affecting the Society and its members;
  - b. review the policies of the Society as they relate to academic matters;
  - c. monitor the performance of the Vice-President, University Affairs;
  - d. make recommendations to Council as needed or as requested; and
  - e. have other such powers and duties as may be stipulated in the Regulations, or as assigned by Council, from time to time; and
  - f. consist of:
    - i. five (5) non-Executive Councillors;
    - ii. three (3) Members at Large; and
    - iii. the Vice-President, University Affairs.
7. The Student Life Committee shall
- a. make recommendations to Council on issues relating to the recreational, campus life, and social needs of Members;
  - b. monitor the performance of the Vice-President, Student Life; and
  - c. make recommendations to Council as needed or as requested; and
  - d. have such other powers and duties as may be stipulated in the Regulations, or assigned by Council, from time to time; and
  - e. consist of:
    - i. five (5) non-executive Councillors;
    - ii. three (3) Members at Large; and
    - iii. the Vice-President, Student Life
8. The Finance & Operations Committee shall
- a. develop the budget of the Society, in consultation with the Vice-President, Finance & Operations;
  - 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. make recommendation to Council on changes, developments, expansions, or other issues relating to student services provided or operated by the Society;
  - e. monitor the performance of the Vice-President, Finance and Operations;
  - f. make recommendations to Council as needed or as requested;
  - g. have such other powers and duties as may be stipulated in the Regulations, or assigned by Council, from time to time; and
  - h. consist of:
    - i. five (5) non-Executive Councillors;
    - ii. three (3) Members at Large; and
    - iii. the Vice-President, Finance & Operations.
9. The External Affairs Committee shall
- a. make recommendations to Council on the relationships between the Society and external organizations;



- b. monitor the performance of the Vice-President, 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;
  - d. have such other powers and duties as may be stipulated in the Regulations, or assigned by Council, from time to time; and
  - e. consist of:
    - i. five (5) non-Executive Councillors;
    - ii. three (3) Members at Large; and
    - iii. the Vice-President, External Affairs.
10. Any Members at Large of a committee shall be appointed for a term beginning on October 1, and ending on September 30 of the following year, and shall only be removed for cause by a two-thirds (2/3) Resolution of Council on the recommendation of the Internal Committee.
11. Quorum for a Committee shall be a majority of its voting members, provided however that quorum shall never be less than three (3) voting members.

## Article 14 – Policies

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 be a resolution declaring an opinion, sentiment, or principle, and shall contain a preamble containing the rationale for 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 15 – Executive Director

1. The Executive Director shall be appointed by a Two-thirds (2/3) Resolution of Council, on the recommendation of the Internal Committee.
2. The Executive Director 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 Executive Director 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.
3. In the event that the role of the Executive Director 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 Executive Director by a Two-thirds (2/3) Resolution of Council.

## Article 16 – Student Society Fees

1. The Society's fees shall be those Student Society Fees that have been determined in accordance with these Bylaws and the University Act of British Columbia.
2. Student Society Fees shall be collected from every student in accordance with these Bylaws and the University Act during any Semester of the University in which that student is registered for
  - a. at least one (1) credit course at the University; or
  - b. a course in the faculty of Academic and Career Advancement
  - c. such other programs of the University approved by Ordinary Resolution; and,
3. The Society may waive Student Society Fees of certain classes or groups of students by Ordinary Resolution.

## Article 17 – Seal

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 18 – Borrowing

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 19 – Auditor

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

## Article 20 – Bylaws

1. Each Member is entitled to, and the Society must give to the Member, on request, 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 21 – Records of the Society

1. The records of the Society may be inspected by any Member of the Society on reasonable notice to the Executive Director, 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 Clause 6 of these Bylaws.
3. All Councillors 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 22 – Liability of the Society

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 23 – Parliamentary Authority

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 Societies Act, these Bylaws, and the Regulations.



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## Article 24 - Former Constitutional Provision

1. In the event of winding up or dissolution of the society, funds and assets of the society, remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organizations promoting the same object of this society, as may be determined by the members of the society at the time of winding up or dissolution, provided that the remainder will be distributed to such society only if such society is registered as a charitable organization. Pursuant to the provision of the Income Tax Act of Canada, and if effect cannot be given to the aforesaid provision then the remainder, if any, shall be distributed to a registered charitable organization or registered charitable organizations as defined by the said Income Tax Act as the members of the society shall at that time determine. This provision was previously unalterable.
2. The society may not revoke, reduce or otherwise cancel a duly approved Student Society Fee on which a third party has relied to lend funds to the society and that supports the repayment of an outstanding loan to the society. This provision was previously unalterable.

## Article 25 - Accountability in External Student Organizations

1. The Society may become a member of a provincial or national student organization only if
  - a. the Society may terminate its membership in the organization exclusively in accordance with the requirements set out under these By-laws and the Society's Regulations;
  - b. the membership fees of the organization terminate at the time that the Society provides notice of termination of its membership in the organization; and
  - c. the organization enters into a binding, written agreement, with the Society to remain in force throughout the period that the Society is a member of the organization containing the following terms:
    - i. the organization agrees that in the event of a conflict between the bylaws of the provincial or national student organization and the binding, written agreement between the Society and the provincial or national student organization, the terms of the binding, written agreement will prevail;
    - ii. the organization agrees that the Society's membership in the organization does not preclude or entail the Society's membership in other provincial or national organizations;
    - iii. the organization agrees that it will make its bylaws, policies, and general meeting and directors' meeting minutes, excluding in camera minutes, and excluding minutes of meetings that occurred prior to the Society's becoming a member of the organization, available online to all members of the Society within three (3) months of their approval;
    - iv. the organization agrees that it will, within two (2) months of receipt of a written request from any member of the Society, provide to them a copy of any document in care or control of the organization not lawfully required to be kept private; and



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- v. the organization agrees that the right of the Society to terminate its membership in the organization is a matter exclusively governed by the Society's Bylaws and Regulations.
  2. If the Society joins a provincial or national organization by resolution of Council, termination of membership shall be determined, at Council's discretion, by one of the following procedures:
    - a. resolution of Council;
    - b. resolution of a General Meeting; or
    - c. referendum of the Society held exclusively in accordance with these Bylaws and the Regulations.
  3. If the Society joins a provincial or national organization by resolution of a General Meeting, termination of membership shall be determined, at Council's discretion, by one of the following procedures:
    - a. by resolution of a General Meeting; or
    - b. referendum of the Society held exclusively in accordance with these Bylaws and the Regulations.
  4. If the Society joins a provincial or national organization by way of a referendum, termination of membership shall be determined by referendum of the Society held exclusively in accordance with these Bylaws and the Regulations.
  5. If Council decides that a referendum of the Society shall be required to join or leave a provincial or national organization, the question shall state the fee associated with membership, if any.
  6. This Article does not apply to any membership in a provincial or national organization that is in place immediately before the filing of the bylaw alteration application in respect of the alterations to the Society's Bylaws authorized by special resolution at the 2018 Special General Meeting, but applies to membership in a provincial or national organization by the Society taken out thereafter, whether in connection with a proposal to re-join an organization or to join the organization for the first time.