

CONSTITUTION OF THE WILFRID LAURIER UNIVERSITY STUDENTS' UNION

A By-Law relating generally to the transaction of the business and affairs of the Wilfrid Laurier University Students' Union (Hereinafter referred to as the "Corporation")

PREAMBLE

WHEREAS on May 2, 1975, the Students Administrative Council incorporated the Wilfrid Laurier University Students' Union; and

UNDERSTANDING that the Wilfrid Laurier University Students' Union is first and foremost a student government;

RECOGNIZING that it is the Wilfrid Laurier University Students' Union's responsibility to promote and maintain responsible student government at Wilfrid Laurier University;

BE IT ENACTED, as a By-Law of the Corporation, the following:

ARTICLE I – GENERAL

Section 1: This by-law shall replace and supersede all other by-laws of the corporation.

ARTICLE II – MEMBERSHIP

Section 1: Membership in the Corporation shall be limited to those persons registered in an undergraduate program at Wilfrid Laurier University who have paid all applicable fees as outlined in Section 3 of this Article.

Section 2: Members of the Corporation shall be entitled to:

- a) Make reasonable use of the property of the Corporation in accordance with the rules and regulations established by the Corporation from time to time;
- b) Participate in the Annual Meeting and Special Meetings of the Corporation;
- c) Nominate candidates for the Board of Directors;
- d) Stand for election to the Board of Directors;
- e) Attend all meetings of the Board of Directors except those designated by the Board of Directors to be in-camera; and
- f) Participate in any events or activities sponsored by the Corporation or its agents, subject to all statutory restrictions and other limits as are imposed by law or the Corporation.

Section 3: Members of the Corporation shall be required to pay dues consisting of the Student Administrative Council (SAC) fee, set on May 1, 2002, at \$6.40 for each academic half-credit, to a maximum of four (4) half-credits per academic term.

Section 4: The Board of Directors may make adjustments to the Student Administrative Council fee based on the annual rate of inflation as published in the Consumer Price Index (CPI) for Canada (all items) compiled by Statistics Canada effective on the 31st day of December preceding the year for which the adjustment is made.

Section 5: Any adjustment based upon inflation shall be considered fixed and effective following a two-thirds (2/3) majority vote of the Board of Directors which need not be confirmed by a vote of the members of the Corporation at an Annual Meeting or other meeting.

Section 6: Any changes, other than those to account for the rate of inflation, as mentioned in Section 4 of this Article, to the dues or fees payable to the members of the Corporation shall be considered fixed and effective when approved by a two-thirds (2/3) majority vote of the Board of Directors and confirmed by a simple majority of the votes of the members at an Annual Meeting

or Special Meeting of members.

ARTICLE III – MEMBERS’ MEETINGS

Section 1: The Annual Meeting of the members of the Corporation shall be held at such time as the Board of Directors Determines, during the months of late January or February in the cities where offices of the corporation are situated.

Section 2: The Board of Directors may, where circumstances justify, and then only when approved by a two-thirds (2/3) majority vote of the Board of Directors, postpone the Annual Meeting of the members of the Corporation until the month of March.

Section 3: Any Meeting of the members of the Corporation shall be held at such time as the Board of Directors determine, in the cities where offices of the Corporation are situated.

Section 4: In the event that an Annual or Special Meeting affects only a specific portion of the membership, the Board of Directors may call a meeting to be voted on by only the specified members.

Section 5: The Board of Directors shall call a Special Meeting of the members of the Corporation on written requisition of ten percent (10%) of the members of the Corporation.

Section 6: A minimum of ten (10) days and a maximum of fifty (50) days’ notice of any Annual Meeting of the members of the Corporation shall be given to the members of the Corporation.

Section 7: A minimum of ten (10) days and a maximum of fifty (5) days’ notice of any Special Meeting of the members of the Corporation shall be given to the members of the Corporation.

Section 8: Notice of any Special Meeting shall contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken.

Section 9: At every Annual Meeting, in addition to any other business that may properly be transacted, the report of the Board of Directors, the financial statements and the report of the auditor shall be made available, and elections for a new Board of Directors shall be held.

Section 10: Each member of the Corporation will have the opportunity to elect the Board of Directors.

Section 11: Directors elected at the Annual Meeting shall not take office until the 1st of May in the calendar year in which they are elected and shall vacate said office on the 30th day of April in the succeeding calendar year.

Section 12: Each member shall have the right to exercise one (1) vote at an Annual Meeting or Special Meeting through telephonic or electronic means if the Corporation makes such means available.

Section 13: The Board of Directors will determine all business to be presented to the membership during any Annual or Special Meeting including but not limited to submissions from the membership or the Corporation.

Section 14: A simple majority of the votes cast by the members present shall determine all

questions in meetings except where the vote or consent of a greater number of members is required by the Not-for-Profit Corporations Act or these By-Laws.

Section 15: The Board of Directors will automatically refer any referendum to the membership at the next available Annual Meeting, Special Meeting, or any other Meeting upon receiving written request from no less than five percent of the voting membership so long as the referendum:

- a) Includes a date of implementation
- b) Includes the eligible voting members
- c) Includes any associated and inflationary costs and the method of their application
- d) Includes any impact on previously approved referendum questions
- e) Does not violate any laws, the Letters Patent, or the By-Laws of the Corporation

Section 16: Any business specific to a portion of the membership will only require a quorum of ten-percent (10%) of the specified members and a simple majority of the votes cast.

Section 17: No error or omission in giving notice, of any Annual Meeting or any adjourned meeting of the members of the Corporation, shall invalidate such meeting or any proceedings taken thereat.

Section 18: A quorum for the transaction of business at an Annual or Special Meeting of the Corporation shall be fifty (50) members of the Corporation.

ARTICLE IV – BOARD OF DIRECTORS

Section 1: A Board of Directors, comprised of twelve (12) Directors elected by the members, shall manage the business and affairs of the Corporation in all things. Of the twelve (12) Directors, no less than two (2) shall be from each campus in which the Corporation operates with the remaining Directors elected at large.

Section 2: All Directors must be individuals, at least 18 years of age, and must be members of the Corporation.

Section 3: There shall be a Chair of the Board of Directors elected from amongst its membership.

Section 4: The members of the Corporation may remove a Director prior to the expiration of his or her term of office via a resolution passed by a simple majority of votes of the members of the Corporation at any Annual or Special Meeting.

Section 5: The members of the Corporation may, by a simple majority of votes, elect any other member of the Corporation in the place of the Director who has been removed for the remainder of the removed Directors' term.

Section 6: A Director shall be automatically removed:

- a) If a Director has resigned their office by delivering a written resignation to the Chair of the Board of Directors;
- b) If they been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
- c) If they are convicted of a indictable criminal offence in a court of law;
- d) If they have the status of bankrupt;
- e) If they have been found incapable by any court in Canada or elsewhere;

f) Upon death.

Section 7: The Board of Directors, so long as it is comprised of no fewer than eight (8) Directors, shall continue to have all the legal authority of a complete Board regardless of vacancies.

a) Following a two-thirds (2/3) majority vote, the Board may choose not to fill vacant Director position(s).

b) Should the Board deem it necessary to fill a vacant position(s), the Board may:

I) Invite, in order of result, a subsequent runner-up candidate from the last Annual Meeting held to fill the vacant position(s);

II) Call a Special Meeting of the members of the Corporation as soon as prudently possible in order to fill the vacant position(s); or

III) A quorum of Directors may fill a vacancy among the directors.

c) Should vacancies on the Board result in there being eight (8) or fewer Directors, the remaining Directors shall, forthwith, call a Special Meeting of the members of the Corporation to be held as soon as prudently possible in order to fill all vacancies.

d) Any Director elected to fill a vacancy shall hold office for the remainder of the term of office of the Director who's Directorship was vacant.

Section 8: 'Directors will not be a full or part-time paid staff member of the corporation during their term on Board, nor use the authority of their position to obtain a paid position upon cessation of their term.

ARTICLE V – POWERS OF DIRECTORS

Section 1: The Board of Directors administers the affairs of the Corporation in all things and may make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

Section 2: The Board of Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.

Section 3: The Board of Directors is hereby authorized, from time to time:

a) To borrow money upon the credit of the Corporation, from any bank, trust company or credit union, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board of Directors in its discretion may deem expedient;

b) To limit or increase the amount to be borrowed;

c) To issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board of Directors;

d) To secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

Section 4: The Board of Directors may take such steps as it may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests,

endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

Section 5: The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

Section 6: The Board of Directors may terminate the employment of any officer of the Corporation following a two-thirds (2/3) majority vote at the discretion of the Board.

Section 7: The Board of Directors may not act in any way, or pass any motion, regardless of majority, that is contrary to the By-Laws of the Corporation, and any such action or motion shall be considered invalid and unenforceable.

ARTICLE VI – DIRECTORS’ MEETINGS

Section 1: Members of the Corporation shall be allowed to attend all meetings of the Board of Directors except those meetings, or portions thereof, as are designated by the Board of Directors to be *in-camera* in accordance with Section 3.

Section 2: Members of the Corporation who are not Directors may be heard at meetings of the Board of Directors if recognized by the Chair of the Board or if another Director asks the Chair of the Board that they be heard.

Section 3: If, at any meeting of the Board of Directors matters of a confidential or personal nature are being discussed, the Board of Directors, following a two-thirds (2/3) majority vote, may go *in-camera*. The following rules shall apply to all *in-camera* sessions:

- a) A motion designating an *in-camera* session must be passed by two-thirds (2/3) of the Directors present;
- b) If a person who is not a Director or an ex-officio member of the Board of Directors, wishes to be allowed to be present at an *in-camera* session, the Board of Directors must pass a motion, with two-thirds (2/3) of the Directors supporting said motion.
- c) Once *in-camera*, no person shall be permitted to enter or leave the session except in cases of ill health, an emergency, or following a motion supported by two-thirds (2/3) of the Directors.

Section 4: Quorum for meetings of the Board of Directors shall be set at two-thirds of Directors then in office. In the case of a conflict of interest declared by Directors, quorum shall be set at the remaining Directors at that meeting.

Section 5: Any meeting of the Board of Directors at which quorum is present shall be competent to exercise all or any of the authorities, powers and discretion's by or under the By-Laws of the Corporation.

Section 6: Meetings of the Board of Directors may be held at any time in any city where offices of the Corporation are situated, provided that notice of said meeting is given to each Director at least seven (7) days in advance.

Section 7: No formal notice of meetings need be given to Directors should the meeting time and place be set at a prior meeting of the Board.

Section 8: Meetings of the Board of Directors shall be called by the Chair of the Board, or may be called by a written requisition signed by at least three (3) Directors and delivered to the Chair of the Board.

Section 9: Agendas for meetings of the Board of Directors must be made available to the membership at least twenty-four (24) hours in advance.

Section 10: A meeting of the Board of Directors may take place, without notice, immediately following the Annual Meeting of the Corporation.

Section 11: The Board of Directors shall meet at least once during each academic semester.

Section 12: No accidental error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

Section 13: Each Director shall be entitled to exercise one (1) vote at every meeting of the Board of Directors.

Section 14: The Chair of the Board of Directors shall not vote unless the vote is by ballot or if his or her vote would change the outcome.

Section 15: The Chair of the Board shall conduct the proceedings in accordance with the By-Laws and supplementary policies of the Corporation and in general accordance with the rules and procedures as specified in the latest edition of Robert's Rules of Order.

Section 16: Minutes shall be adopted at a subsequent meeting of the Board of Directors and, following their adoption, the minutes shall be signed by the Chair of the Board of Directors, and be made available for inspection by all members of the Corporation at the head office of the Corporation during the normal business hours of the Corporation.

Section 17: An emergency meeting of the Board of Directors may be called when it is deemed necessary by the Chair of the Board, or by three (3) Directors instructing the Chair, in writing, to do so. The Chair of the Board shall notify all Directors, by the most expedient means available, a minimum of six (6) hours in advance of the meeting.

ARTICLE VII – OFFICERS

Section 1: There shall be three (3) officers of the Corporation:

- a) The Chief Governance Officer, who shall serve as Chair of the Board and must be a Director.
- b) The Chief Executive Officer, who shall serve as President.
- c) The Chief Operating Officer, who shall serve as Executive Director.

Section 2: Duties and responsibilities of the officers shall be set from time-to-time by special resolution of the Board of Directors.

ARTICLE VIII – EXECUTION OF DOCUMENTS

Section 1: All documents must be executed by the officially designated officers of the Board of Directors; or, by other such agents as may be delegated from time-to-time.

ARTICLE IX – LIABILITY OF DIRECTORS

Section 1: Every Director of the Corporation when exercising the powers and discharging the duties of a Director must:

- a) Act honestly, in good faith, and in the best interest of the Corporation;
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- c) Comply with the Not-for-Profit Corporations Act and the regulations, and the Corporation's articles and By-Laws.

ARTICLE X – PROTECTION OF DIRECTORS AND OFFICERS

Section 1: Except as otherwise provided in the Not-for-Profit Corporations Act no Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, omissions or defaults of any other Director or Officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or Officer's own willful neglect or default.

ARTICLE XI – INDEMNITIES TO DIRECTORS AND OFFICERS

Section 1: Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, and estate and effects respectively shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

- a) All costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding that is brought commenced or prosecuted against the Director, Officer or other person for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
- b) All other costs, charges and expenses which the Director, Officer or other person sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

Section 2: The Corporation shall indemnify any person in such other circumstance as the Not-for-Profit Corporations Act or law permit or require. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provision of this By-Law to the extent permitted by the Not-for-Profit Corporations Act or law.

ARTICLE XII – SUPPLEMENTARY POLICIES

Section 1: The Board of Directors may prescribe supplementary policies, not inconsistent with these By-Laws, relating to the governance of the Corporation, as they deem expedient which shall be binding upon the corporation.

ARTICLE XIII – AMENDMENT

Section 1: Any amendment to the By-Laws of the Corporation must first be approved of by two-thirds (2/3) of the Board of Directors. It must be voted upon by the members of the Corporation at an Annual Meeting and passed via a simple majority of votes before it can come into effect.

Passed as a By-Law of the Corporation by the general membership of the Wilfrid Laurier University Students' Union on January 26, 2023.

Francesco Del Giudice

Chair of the Board &
Chief Governance Officer
Francesco Del Giudice

Blake Phillips

Vice Chair of the Board
Blake Phillips