



UWSA BY LAWS

As approved:
10/30/2014

Amendments:

April 7th, 2016
March 29th, 2017

Authority: Initial, Date
President:
Chair:
General Manager:

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BY-LAW 10. GENERAL

10.01 DEFINITIONS

In this By-law and all official documents of the University of Windsor Students' Alliance, unless the context requires otherwise:

- "Act" means the *Ontario Corporations Act*, R.S.O. 1990, c. C-38 as amended from time to time or any similar legislation under which the UWSA may be governed in the future;
- "AGM" means the UWSA Annual General Meeting;
- "Board" means the UWSA Board of Directors;
- "Board of Governors" means the Board of Governors of the University of Windsor;
- "By-election" means any election where the Members have voting rights that is not the General Election or held at the Annual General Meeting;
- "By-laws" means this by-law and all other by-laws of the UWSA as amended and which are, from time to time, in force;
- "Chair" means chair of the Board;
- "Club" means a club of the UWSA;
- "Club Executive" means a president, vice-president or other officer of a Club;
- "Committee" means a committee of the Board;
- "Days" means calendar days;
- "Director" means an elected or appointed director on the Board;
- "EC" means Elections Committee of the UWSA
- "Executive" means the President or Vice Presidents of the UWSA;
- "Facilitator" means the appointed Facilitator of the Board;
- "Faculty Representative" means a Director elected to represent a specific Faculty, in accordance with these By-Laws;
- "Finance Manager" means the employee hired by the UWSA to be the Finance Manager of the UWSA;

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- “Full-time” means those students defined as such by the University of Windsor;
- “General Election” means the principal election held by the UWSA during the Winter Semester in which the Members elect the following year’s Directors and Executives;
- “General Manager” means the employee hired by and reporting to the Board to manage the operations, office and staff members of the UWSA;
- “Member” means an individual who is admitted as a UWSA Member according to the criteria as set out in By-Law 30.01;
- “Officer” means those positions designated as Officers as set out in By-Law 70;
- “Quorum” means the number of individuals who must be present for business to be transacted;
- “Simple Majority” means a vote supported by more than fifty (50) percent of those voting;
- “Minute-taker” means Minute-taker of the Board;
- “Semester” means the academic time periods, provided by the Office of the University of Windsor Registrar;
- “Senate” means the Senate of the University of Windsor;
- “Society” means a UWSA society;
- “Society Executive” means a president, vice-president or other officer of a Society;
- "Special Constituency Representative" means a Director elected to represent a special constituency, in accordance with these By-Laws;
- “Student” means those individuals defined as such by the University of Windsor;
- “Term” means duration of time an elected officer serves office within their elected year;
- “Two-Thirds Majority” means a vote supported by at least two-thirds (2/3) of those voting;
- “University” means the University of Windsor, in the City of Windsor, in the Province of Ontario; and

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- “UWSA” means the University of Windsor Students’ Alliance.

10.02 INTERPRETATION

Other than as specified in By-Law 10.01, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act:

- a) Words importing the singular number include the plural and vice versa; and
- b) Words importing one gender include all genders.

10.03 COMPUTATION OF TIME

- a) Where a given number of days’ notice is required to be given, the day of posting of the notice shall, unless it is otherwise provided, be counted in such number of days.

10.04 SEVERABILITY AND PRECEDENCE

- a) The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-laws; and
- b) If any of the provisions contained in the By-laws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act, as the case may be, shall prevail.

10.05 HEAD OFFICE

- a) The head office of the UWSA shall be in the City of Windsor, in the County of Essex, in the Province of Ontario.

10.06 CORPORATE SEAL

- b) The seal of the UWSA shall be in such form as the Board may determine and shall contain the words, “University of Windsor Students’ Alliance”.

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BY-LAW 15. MISSION STATEMENT

The University of Windsor Students' Alliance stands on three pillars: **representation** of, **service** to, and **advocacy** for its student membership.

We shall strive to enhance the life and experience of students with a positive educational, social and cultural environment at the University of Windsor;

We shall be student-driven in everything we do. We shall effectively represent and provide services to our students. Our activities, efforts and outputs are driven by the vision and guidance of our students in order to enhance the student experience;

We shall be accountable to our student membership, acknowledging that students have the right to know what their student fees are being used for;

We shall be a community conscious organization. We will strive to promote and foster a culture of inclusivity and safety within the greater Windsor community; and

We shall strive to be progressive, exploring leading practices that fit with being a socially conscious organization. We shall strive to constantly work to assess and improve the quality of services and programs provided to students.

BY-LAW 20. PURPOSE

20.01 REPRESENTATION

The UWSA is to be the official representative body for its Members in their relationships with:

- a) The University and its committees;
- b) Governments at the federal, provincial, and municipal levels, and their committees; and
- c) Any other organization or forum where the Members' interest or well-being is affected and where otherwise directed by the Members themselves or by the Board.

20.02 ADVOCACY

The UWSA is to advocate for its Members at functions of:

- a) The University and its committees;
- b) Governments at the federal, provincial and, municipal levels, and their committees; and

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- c) Any other organization or forum where the Members' interest or well-being is affected and where otherwise directed by the Members themselves or by the Board.

20.03 SERVICE

a) The UWSA is to provide services for the Members in order to support and enhance their experience at the University.

BY-LAW 30. MEMBERSHIP

30.01 CRITERIA

The Membership of the UWSA consists of University of Windsor undergraduate students who are either:

- a) Registered at the University of Windsor as full-time undergraduate students;
- b) Registered in a co-operative education work term or internship through the University of Windsor;
- c) Directors during the Summer Semester and Intersession term; or
- d) Serving as an Executive of the UWSA.

30.02 MEMBERSHIP RIGHTS

Members of the UWSA have the right to:

- a) Attend, submit business, speak, and vote at meetings of the Members;
- b) Vote in UWSA Elections and referenda, for which they are eligible to vote as per these By-Laws;
- c) Attend and speak at all meetings of the Board and its Committees as observers, subject to meeting regulations, with the exception of in-camera sessions;
- d) Seek election to the Board or Executive, subject to applicable By-Laws and policies;
- e) Nominate candidates for election to the Board or Executive, subject to applicable By-Laws and policies;
- f) Establish and join clubs and societies and apply for the ratification and funding of clubs and societies, subject to applicable By-Laws and policies;
- g) Access the services, materials, and other resources that the UWSA makes available to its Members; and
- h) Exercise any other rights and privileges outlined in the UWSA By-Laws, Policies or Board resolutions.

30.03 MEMBERSHIP RESPONSIBILITIES

Members of the UWSA have the responsibility to:

- a) Pay Membership fees; and
- b) Comply with these By-Laws and any Policies made in accordance with these By-Laws.

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30.04 MEMBERSHIP FEE

- a) Each Member shall pay the Membership fee charged by the UWSA for their current period.
- b) The Finance Committee shall publish a comprehensive breakdown of student fees, inclusive of all Membership and ancillary fees collected by the UWSA each year, and following any change to such fees cause it to be posted:
 - 1. On the UWSA website;
 - 2. Through other effective mechanisms for individual delivery throughout a given year; and
 - 3. Through active individual delivery to notify the Members following a change.

30.05 TRANSFER OF MEMBERSHIP

- a) The interest of a Member of the UWSA shall not be transferable and shall lapse and cease to exist when they cease to be a Member of the UWSA.

30.06 TERMINATION OF MEMBERSHIP

- a) Membership in the UWSA is terminated when the individual no longer fulfills the membership criteria in By-Law 30.01.

BY-LAW 40. MEETINGS OF MEMBERS

40.01 TYPES OF GENERAL MEETINGS

There are two types of General Meetings:

- a) Annual General Meetings; and
- b) Special General Meetings.

40.02 ANNUAL GENERAL MEETING

The AGM will be held each year at or in the vicinity of the University on a date and time fixed by the Board of Directors. The purpose of the AGM is to:

- a) Provide the minutes of the previous AGM and any subsequent Special General Meetings;
- b) Receive the audited financial statements;
- c) Appoint the auditor for the coming year;

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- d) Receive reports from the Board and Executives;
- e) Review and vote on proposed By-law changes;
- f) Receive a report on the General Election; and
- g) Address any special business that the Board determines may be properly brought before the meeting.

40.03 MEMBER PROPOSALS

- a) Member proposals can take many forms and include such matters as by-law amendments proposed in accordance with the Ontario *Not-for-profit Corporations Act, 2010*, once applicable.
- b) Members may propose matters to be raised, discussed and if deemed appropriate, decided during the AGM, and this proposal will be included in the notice to Members as set out in By-Law 40.06 (a); and
- c) Proposals must relate in a significant way to the activities or affairs of the UWSA.
- d) The process for Member proposals will be as follows:
 - 1. The Member must submit the written proposal to the UWSA head office or an electronic method as designated by the Board.
 - 2. The proposal must include a specific purpose.
 - 3. Once received, the Chair or Facilitator of the Board will set a deadline and an electronic/physical method by which all motions must be submitted.

40.04 SPECIAL GENERAL MEETING

- a) The Board may convene a Special General Meeting of the Members at any time for any purpose listed in By-Law 40.02, with proper notice as set out in By-Law 40.06(f) stating the business to be brought before the meeting.

40.05 MEETINGS CALLED BY MEMBERS

- a) Ten (10) percent of the Members of the UWSA may by petition request a Special General Meeting of the Members for any purpose connected with the affairs of the corporation that is not inconsistent with the Act;
- b) The petition shall include the resolutions to be discussed at the Special General meeting;
- c) Upon receipt and validation of the signatures, the Board shall within twenty-one (21) days of receipt of the petition cause such meeting to be held; and

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- d) The same notices shall be required as set out in By-Law 40.06(a).

40.06 NOTICE TO MEMBERS

- a) Notice of the AGM must be sent to the Membership at least twenty-one (21) days prior to the date of the AGM.
- b) Members must be sent a first notice including the date of the AGM and call for Member proposals to be discussed during the AGM and must be posted:
 - 1. On the UWSA website; and
 - 2. Through other effective mechanisms for individual delivery appropriate in a given year.
 - 3. Social media will be updated with a post and event to reflect the date of the AGM within two (2) business days of the Board meeting which the AGM was set.
- c) At least ten (10) days prior to the AGM, UWSA Members, Directors and the Auditor must be sent a second notice outlining the date, time, place and special business of the AGM as stated within By-Law 40.02. Notice must be provided in the form of public notices posted:
 - 1. in the University Student Centre and other appropriate locations across campus;
 - 2. on the UWSA website; and
 - 3. through other effective mechanisms for individual delivery appropriate in a given year.
- d) Notice must be sent as of a mass e-mail sent to Members when possible. If not possible or accessible after 3 days of attempts, social media posting and targeted boosting of at least 10% of the AGM budget or \$200, whichever is higher, shall suffice as notice from the first day of boosting. Mass e-mail attempts shall continue to be explored during posting until successful or AGM occurs.
- e) At least 15 days of motion submission opportunity must be provided to Members, in which two sessions lasting at least 3 hours each will be held to support members in writing motions for the AGM with one session happening within the first five days of the motion submission period.
- f) Notice, outlining the date, time, place, and reason, of a Special General Meeting must be sent to the Members and Directors at least fifteen (15) days prior to the meeting. Notice must be provided in the form of public notices posted:
 - 1. in the University Student Centre and other appropriate locations across campus;

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2. on the UWSA website; and
3. through other effective mechanisms for individual delivery appropriate in a given year.

40.07 ERROR AND OMISSION OF NOTICE

- a) No minor immaterial error or omission in giving the notice of any meetings of the Members will invalidate such meeting, provided that notice would reasonably come to the attention of most students at the University.

40.08 CHAIR & MINUTE-TAKER

- a) The Chair or Facilitator will chair the AGM. The Minute-taker of the Board will be the Minute-taker of the AGM.
- b) If neither is available, the President or if unavailable/unwilling another executive will chair the meeting and call the meeting to order with the first order of business to be appointing a chair or Minute-taker for

40.09 QUORUM

- a) The Quorum for the transaction of business at any meeting of Members is fifty (50) Members.

40.10 RIGHT TO VOTE

- a) At a meeting of Members, every Member of the UWSA is entitled to one (1) vote. The Membership status of an individual will be established by the presentation of a valid student identity card or by other means as determined by the Board.

40.11 SCRUTINEERS

- a) At a meeting of Members, the Board may appoint scrutineers.

40.12 PROXIES

- a) Members may vote by proxy on matters at the AGM or Special General Meeting;
- b) A Member is permitted to hold only one (1) proxy vote;
- c) Voting actions must be taken in the interests of the UWSA and its Members and consistent with the UWSA conflict of interest guidelines as set out in By-Law 110;

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- d) A proxy form shall be approved by the Board and sent out with the notice of the meeting;
- e) The proxy form shall provide means whereby the person whose proxy is solicited is afforded an opportunity to specify that the proxy holder shall vote in accordance with such Member's choice in each matter or group of related matters identified in the notice of meeting;
- f) The proxy may confer discretionary authority with respect to matters as to which a choice is not so specified or with respect to amendments or variations to matters identified in the notice of meeting;
- g) Proxies must be filed with the AGM Minute-taker no later than forty-eight (48) hours, excluding weekends and holidays, preceding any meeting or adjourned meeting for which the proxy has been solicited and shall be filed in such manner as the Board may determine; and
- h) Proxy ballots will be counted by the meeting scrutineers.

40.13 MEETING PROCEDURES

- a) The procedures at any meeting of the Members shall be governed by the most recent version of Robert's Rules of Order; and
- b) The Chair or Facilitator shall have a copy of Robert's Rules of Order on hand at every meeting of the Members.

40.14 VOTING

- a) Unless otherwise required by this By-law, UWSA Policies or By-law, all questions proposed for the consideration of Members at a meeting shall be determined by a Simple Majority of the votes cast;
- b) In the event of a tie, the motion is lost;
- c) Any question at a meeting of Members shall be decided by a show of hands unless a secret ballot is required or demanded;
- d) Any Member present at a meeting may request a matter be dealt with by a secret ballot. The Members present will, by a show of hands, decide whether voting shall be done by secret ballot; and
- e) The Board shall ensure that the secret ballot is conducted in a manner that ensures confidentiality while still maintaining the integrity of the voting process.

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BY-LAW 50. BOARD OF DIRECTORS

50.01 ROLE

- a) The Board of Directors is accountable to the UWSA Members;
- b) The Board of Directors is responsible for managing and supervising the activities and affairs of the UWSA;
- c) The Board of Directors has a duty to manage the UWSA honestly, in good faith, and in the best interests of the UWSA while using care and diligence;
- d) The Board of the Directors must adhere to the Act, UWSA By-Laws, policies and procedures; and
- e) Every Director, with the exception of Senators and Board of Governors' Representatives , must serve on at least one (1) standing committee.

50.02 DIRECTORS

The Board will consist of the following Directors, one of whom will be selected as the Chair by the Directors:

- a) Subject to By-law 50.02(e), the Members who belong to each of the faculties listed below will be entitled to select one (1) Director if the enrollment in the faculty is between 1 and 1,000 Members, two (2) Directors if the enrollment in the faculty is between 1,001 and 2,000 Members, three (3) Directors if the enrollment is between 2,001 and 3,000 Members, four (4) Directors if the enrollment is between 3,001 and 4,000 Members, and five (5) Directors if the enrollment is between 4,001 and 5,000 Members, all as determined based on enrollment as of the date of the opening of the nomination period for the first election to be held after these By-laws are confirmed by the Members:
 - 1. Faculty of Arts and Social Science;
 - 2. Faculty of Business;
 - 3. Faculty of Computer Science;
 - 4. Faculty of Drama;
 - 5. Faculty of Education;
 - 6. Faculty of Engineering;
 - 7. Faculty of Human Kinetics;

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8. Faculty of Law;
 9. Faculty of Music;
 10. Faculty of Nursing;
 11. Faculty of Science;
 12. Faculty of Social Work; and
 13. Faculty of Visual Arts.
- b) One (1) student representative from the following special constituencies, each of whom shall be selected by the Members who belong to the applicable special constituency in accordance with these By-laws and the Elections Policy:
1. Schulich School of Medicine and Dentistry;
 2. University of Windsor Residence;
 3. International Students; and
 4. First Year Students' Representative.
 - i. If the individual does not meet the requirements of the Act, they shall be a Board Observer without the ability to vote.
- c) Six (6) University of Windsor Senate Student Representatives, each of whom shall be selected by all of the Members in accordance with these By-laws and the Elections Policy.
- d) One (1) Board of Governors Representative, who shall be selected by all of the Members in accordance with these By-laws and the Elections Policy.
- e) For the purposes of By-law 50.02(a), the Directors shall review the enrollment in each faculty prior to each Annual General Meeting of the Members and, where enrollment has changed by more than one thousand (1000) Members, will include as special business in the nearest Annual General Meeting a resolution to increase or decrease the size of the Board of Directors based on the representations levels contemplated in By-law 50.02(a).

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50.03 QUALIFICATIONS

Directors must be:

- a) Members of the UWSA;
- b) Registered full-time undergraduate students with the University of Windsor at the time of election ; and
- c) not disqualified from being a director under the Act;

Every Director must read and acknowledge the job description of “Board Director”.

50.04 TERM OF OFFICE

- a) Directors shall be elected to hold office for one (1) term, except in circumstances as set out in By-Law 90.03; and
- b) Term of office shall run from May 1 (or, where the Director is elected or appointed other than at a General Election, from the date of their election or appointment) to April 30.

50.05 BOARD REMUNERATION

- a) Board Directors shall not receive remuneration for their services as part of the Board; and
- b) Directors may be reimbursed for expenses properly incurred by them in performing their Director duties on behalf of the Board.

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BY-LAW 60. MEETINGS OF THE BOARD

60.01 LOCATION

- a) Board meetings shall be held at the head office of the UWSA or any other place at the University or elsewhere in the City of Windsor or in the Province of Ontario upon resolution of the Board.

60.02 FREQUENCY

- a) The Board should meet at least once every month other than the month of May.

60.03 CALLING OF MEETINGS

- a) Meetings of the Board will be called by the Chair/Facilitator, Minute-taker, President, or upon the direction in writing to any of the aforementioned by four Directors.

60.04 NOTICE

- a) Notice of Board meetings shall be provided to the Directors and Board Observers at least seven (7) days in advance of the meeting;
- b) Notice shall be provided via email;
- c) An official meeting agenda shall be forwarded to all Directors at least four (4) days in advance of the meeting; and
- d) An official meeting agenda shall be forwarded to all Board Observers as set out in By-Law 60.09 at least four (4) days in advance of the meeting.
- e) Notice of the meeting is not necessary if all Directors are present and none objects to the holding of the meeting, or if some of the Directors are present and those absent have waived notice or otherwise consented to the holding of the meeting.

60.05 CHAIR

- i. The Chair or Facilitator shall preside at Board meetings.

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- ii. In the absence of the Chair or Facilitator, or by decision of the Board, the Board may select a facilitator to preside at the Board Meetings.

60.06 VOTING

- a) Each Director has one vote.
- b) Questions arising at any Board meeting shall be decided by a Simple Majority of votes, except as otherwise provided in these By-laws or in a Policy passed under these By-laws.
- c) In the event of a tie, a single revote shall be held and if another tie results, the motion will be defeated.
- d) The Chair/Facilitator shall not have a second or casting vote.

60.07 QUORUM

- a) A Quorum of the Board for the purpose of transacting business shall be a half of the total currently sitting Director positions plus one (1).

60.08 MINUTE-TAKER

- a) The Board shall appoint a Minute-taker;
- b) The Minute-taker and the Chair or Facilitator shall be responsible for calling the Board Meeting; and
- c) The Minute-taker shall be responsible for recording the minutes of the Board Meeting.
 - i. In the case that the Minute-taker is unable to be present at a meeting, the Board may appoint another person to take minutes for that meeting; if that individual is a Board member they shall not lose their right to vote or presence counting towards quorum.

60.09 BOARD OBSERVERS

Board Observers are individuals who regularly attend Board Meetings, receive materials distributed to Directors, participate in Board discussions, but do not have the ability to vote at Board meetings. UWSA Board Observers shall include:

- a) Executives;
- b) The UWSA General Manager;

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- c) First Year Students' Representative;
- d) The Minute-taker; and
- e) Society Presidents

60.10 OPEN MEETINGS

- a) All Meetings of the Board shall be open to Members of the UWSA; and
- b) Guests may be invited to Board Meetings at the discretion of the Board.

60.11 IN CAMERA

- a) Where a matter is determined by the Board to be confidential, the Board may hold an *in-camera* meeting , which can be attended by only Board Directors .
- b) Notwithstanding the foregoing, the Board may by a Simple Majority vote invite any Board Observers or guests to participate in an *in-camera* meeting.
- c) All attendees at an in-camera meeting will be deemed by their attendance at the meeting to have undertaken to respect the confidentiality of the proceedings while sitting in-camera and that they will not, without the Board's consent, communicate anything regarding any matter or decision made to a third party.
- d) If a Director is found, by a two-thirds (2/3) majority vote of the Board, to be in violation of By-Law 60.11(c), the Director shall face consequences, including but not limited to those outlined in By-Law 105(c), to be decided upon by resolution of the Board.

60.12 TRANSITIONAL MEETINGS

- a) A transitional meeting must be held for the outgoing and incoming Board of Directors before May 1st but after the General Election of every year.
- b) Notice of the meeting, including the date, time and place, must be provided to all outgoing and incoming Directors and Executives at least fourteen (14) days before the meeting.
- c) Quorum applies the same as regular Board meetings, per By-Law 60.07.

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60.13 MEETING PARTICIPATION

- a) Any Board or executive member may teleconference and participate in a meeting of the Board by telephonic or electronic means that permits all participants to communicate adequately with the Board during the meeting. This right extends to in-camera meetings.
- b) A Director participating by such means is deemed to be present at that meeting.
- c) Meetings of the Board can be held entirely via electronic or telephonic means (hereafter referred to as “electronic meetings”) if the Board is assured of the integrity, security and privacy of the communication. Electronic meetings require that minutes be kept and procedure be followed as would be the case for any physical meeting.
- d) A Director cannot miss more than 5 meetings of the Board or committees in total, in their time in office.

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BY-LAW 70. OFFICERS

70.01 THE CHAIR OR FACILITATOR

- a) The Chair position shall be filled by a Director who is selected by the Directors at the first meeting of each newly constituted Board of Directors.
- b) The Chair or Facilitator is to preside over meetings of the UWSA and must act in a fair and impartial manner, providing direction and leadership.
- c) The Chair or Facilitator must be familiar with Robert's Rules of Order and enforce them fairly.
- d) The Chair or Facilitator must read and acknowledge the job description of "The Chair or Facilitator."

70.03 THE PRESIDENT

- a) The President position shall be filled by a Member of the UWSA elected through a vote of the University full-time undergraduate population.
- b) The President shall not concurrently hold a position as a Society or Club Executive.
- c) The President shall serve as the Chief Executive Officer and lead the Executives in the day-to-day tasks of student representation, advocacy, and service.
- d) The President must read and acknowledge the job description of "The President".

70.04 THE VICE PRESIDENTS

- a) The Vice President positions shall be filled by Members of the UWSA elected through a vote of the University full-time undergraduate population.
- b) The Vice Presidents shall work closely with the President in the task of student representation, advocacy, and service.
- c) The Vice Presidents shall not concurrently hold any position on a Society or Club Executive.
- d) The Vice President's as each defined in By-Law 70.05 must read and acknowledge their job description as it relates to their elected position.

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70.05 THE VICE PRESIDENTS DEFINED

- a) **The Vice President Finance/Operations:** shall serve as the Chief Financial Officer, overseeing the day-to-day financial activities of the UWSA.
- b) **The Vice President Student Advocacy:** shall develop, organize and implement strategies to represent and advance the interests of the Members at all levels of government, community, and University.
- c) **The Vice President Student Life:** shall administer and supervise UWSA activities that serve and engage the student population.

70.06 THE MINUTE TAKER

- a) The Minute-taker shall be hired by the Board of Directors.
- b) The Minute-taker must be a member of the UWSA.
- c) The Minute-taker shall be an Officer and directly responsible to the Board of Directors.
- d) The Minute-taker must serve on any such bodies as required by virtue of the position.
- e) The Minute-taker must fulfill any other duties as assigned by the UWSA By-laws, Policies, or Resolutions.
- f) The Board of Directors may terminate the Minute-taker by two-thirds (2/3) majority vote.
- g) The Minute-taker must read and acknowledge the job description of “Board Minute-taker”.

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BY-LAW 80. COMMITTEES

80.01 COMMITTEE GUIDELINES

- a) The Board may establish any Committee it determines necessary for the execution of the Board's responsibilities;
- b) The Board may dissolve any Committee by resolution at any time;
- c) All Committees shall comprise of:
 - i. The executive sitting on the committee shall chair the committee;
 - ii. A Committee Minute-taker, elected by Committee Members to document resolutions of the Committee, record meeting minutes, and provide any additional administrative support; and
 - iii. Committee Members at large.
- d) Board Directors must serve on at least one (1) Committee;
 - i) Senators must, where possible, sit on at least 2 University of Windsor Senate committees.
- e) In cases where an excess number of Directors volunteer for a particular Committee, the Board shall elect Committee members through a vote;
- f) All Committees must meet at least once per month during the Fall and Winter term;
- g) All Committees must take minutes of the meetings;
- h) Committees shall make their meeting minutes available to Board Directors upon request;
- i) Quorum for Committee meetings shall be a Simple Majority of Committee Members;
- j) All Committees shall select issues within their mandate and identify potential resolutions that will better serve the Members;
- k) All Committees shall present a report of their activities to the Board at least once every three (3) months;
- l) Notice of Committee meetings shall be given seven (7) days in advance of the meeting; and

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- m) An official Committee meeting agenda shall be forwarded to Committee Members at least two (2) days in advance of the meeting.

80.02 OPERATIONS COMMITTEE

- a) The Operations Committee shall be comprised of:
 - 1. The Executives; and
 - 2. The General Manager.
- b) The Operations Committee shall be responsible for the day-to-day delivery of the UWSA mandate – student representation, student advocacy, and student services.
- c) Final authority for supervising and managing the affairs of the UWSA shall rest with the Board.

80.03 FINANCE COMMITTEE

- a) The Finance Committee shall be comprised of:
 - 1. The President;
 - 2. The Vice President Finance and Operations of the UWSA;
 - 3. The General Manager;
 - 4. At least one (1) Director from the Faculty of Business; and
 - 5. Three (3) to six (6) additional Directors.
- b) The Finance Committee shall be responsible for advising the Board on all financial matters of the UWSA; and
- c) The Finance Committee shall publish a comprehensive breakdown of student fees, inclusive of all Membership and ancillary fees collected by the UWSA each year, and following any change to such fees cause it to be posted:
 - 1. On the UWSA website;
 - 2. Through other effective mechanisms for individual delivery throughout a given year; and
 - 3. Through active individual delivery to notify the Members following a change.
- d) Final authority on financial matters shall rest with the Board.

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80.04 *STUDENT ADVOCACY COMMITTEE*

- a) The Student Advocacy Committee shall be comprised of:
 - 1. The Vice President Student Advocacy of the UWSA;
 - 2. Three (3) to six (6) additional Directors.
- b) The Student Advocacy Committee shall be responsible for representing the Board on advocacy issues affecting University students, including outlining policies, and initiatives to present to the UWSA, the University, all levels of Government and other External Stakeholders; and
- c) Final authority over advocacy practices shall rest with the Board.

80.05 *STUDENT LIFE COMMITTEE*

- a) The Student Life Committee shall be comprised of:
 - 1. The Vice President Student Life of the UWSA; and
 - 2. Four (4) to seven (7) additional Directors.
 - 3. Residence Representative
 - 4. First Year Representative
- b) The Student Life Committee shall be responsible for developing approaches to better serve and engage students; and
- c) Final authority for service practices shall remain with the Board.

80.06 *GOVERNANCE AND POLICY COMMITTEE*

- a) The Governance and Policy Committee shall be comprised of:
 - 1. The Chair or Facilitator;
 - 2. The President of the UWSA; and
 - 3. Three (3) to six (6) additional Directors.

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4. At least one (1) Director from the Faculty of Law; and
- b) The Governance and Policy Committee shall be responsible for advising the Board on matters relating to the organization's governance structure and providing recommendations for By-law and Policy amendments; and
- c) Final authority on UWSA governance and policy matters shall remain with the Board.

80.07 UNIVERSITY AFFAIRS COMMITTEE

- a) The University Affairs Committee shall be comprised of:
 1. The President;
 2. Senate student representatives; and
 3. Board of Governors student representatives.
- b) The University Affairs Committee shall be responsible for informing the Board on matters relating to University Policy matters and providing recommendations for Board actions in relation to University strategies and policies; and
- c) Final authority on all University relations shall remain with the Board.

80.08 ELECTIONS COMMITTEE

- a) The Elections Committee shall be comprised of:
 1. Three (3) individuals appointed by the Board of Directors.
 2. The individuals must be Members of the UWSA;
 3. Members on the EC must not be candidates, campaign team members, volunteers, paid assistants, or any other person affiliated with a Candidate or Referenda; and
 4. Members of the EC must not be affiliated with any campus media.
 5. One member of the board of directors may be appointed as a nonvoting member of the Elections Committee.
- b) The Elections Committee is responsible for the oversight of the CRO, UWSA General Election, By Election, and any other special election determined by the Board.
- c) The Elections Committee is the only appeals body for the decisions of the CRO.
- d) All appeal decisions of the Elections Committee are final and non-appealable.

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80.09 AD-HOC COMMITTEES

- a) The Board may establish ad-hoc Committees comprised of any combination of Directors ~~or~~ non-Directors.

- b) Meetings of ad-hoc hiring committees shall not count against the attendance of the member

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BY-LAW 85. POLICIES OF THE UWSA

85.01 ESTABLISHMENT OF POLICY

Policy for the UWSA may be established from time to time by the Board in accordance with the following guidelines.

85.02 OPERATIONAL POLICIES

- a) Operational Policies consists of policy that outlines the framework of managing the operations of the UWSA.
- b) These Policies explain the operations of the UWSA, which includes but is not limited to, budget approval framework, office conduct, and photocopy limits, and services.
- c) To adopt, amend or rescind an Operational Policy, a Two-Thirds Majority of the Board must vote in favour.

85.03 ISSUES POLICIES

- a) Issues Policies consists of policies that the UWSA takes a stance on. It is a policy that either opposes, supports, or condones, but is not limited to actions that the UWSA or a third-party carries out.
- b) An example of such a policy is taking a stance on international, national, and domestic issues, such as tuition fees.
- c) To adopt, amend, or rescind an Issues Policy, Simple Majority of the Board must vote in favour.

85.04 DURATION OF POLICIES

- a) All policies remain the Policies of the UWSA until amended or rescinded.

85.05 POLICY MANUAL

- a) All policies of the UWSA shall be maintained in the Policy Manual of the UWSA.

85.06 CONSISTENCY

- a) All Policies of the UWSA shall be consistent with these By-laws and the letters patent of the UWSA.

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- b) In the event of any inconsistency between a Policy and the By-laws or letters patent, the By-laws or letters patent shall govern.

BY-LAW 90. ELECTIONS

90.01 GENERAL ELECTION

- a) The General Election shall be held in the Winter Semester;
- b) Members from each faculty and special constituency as set out in By-Law 50.02 shall elect student representative(s) to serve as a Director; and
- c) The general Membership shall elect The Executives, Board of Governors Student Representative, and Senate Student Representatives.

90.02 BY-ELECTION

The By-Election shall be held in the Fall Semester for the following positions:

- a) First Year Representative; and
- b) All contestable positions in the General Election that remain vacant following the General Election, with the exception of circumstances as set out in By-Law 90.03(b).

90.03 DIRECTOR VACANCIES

A vacancy on the Board shall be filled as follows:

- a) Any vacancy among the Directors can be filled by a quorum of Directors. If there is no quorum, the Directors in office shall, without delay, call a special meeting of the Members who are entitled to elect the missing Directors, to initiate an election for those Directors; if they fail to call such a meeting or if there are no Directors in office, the meeting can be called by any Member.
- b) If there is a failure to elect any Directors during the General Election, the Directors holding office immediately before the General Election shall continue in their office until their successors are elected in the By-election; and
- c) The Board may, by a Simple Majority vote, fill any other Director vacancy by appointment. The appointee must meet the eligibility criteria of the vacancy and will hold office until a successor is elected in the By- or General Election. After that, the appointee will be eligible to be elected as a Director, if meeting the applicable criteria.

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90.04 EXECUTIVE VACANCIES

- a) If there is a failure to elect an Executive officer during an election or if an Executive vacancy occurs during the term, the Board may, by a Two-Thirds Majority vote, fill the vacancy by appointment. The appointee must meet the eligibility criteria for the vacancy and will hold office until a successor is elected in the By- or General Election. After that, the individual will be eligible, if meeting the applicable criteria, to be elected as an Executive or Director.

90.05 CHIEF RETURNING OFFICER

- a) The UWSA shall hire a Chief Returning Officer to oversee Elections in accordance with the UWSA Elections Policy and referenda in accordance with applicable Policies;
- b) The Chief Returning Officer need not be a Member of the UWSA; and
- c) The Chief Returning Officer shall provide the Board with a post-election report summarizing key events and lessons from each election.

90.06 DEPUTY RETURNING OFFICERS

- a) The Chief Returning Officer shall hire the required number of Deputy Returning Officers to assist in overseeing the General Election and By-election.

90.07 BOARD OF GOVERNORS AND SENATE POSITIONS

- a) Board of Governors and Senate Student Representatives shall serve a maximum of two (2) terms.
- b) Any vacant Board of Governors positions may be contested during a By-election.
- c) In the case that a Senate or Board of Governors' Representative currently holding office wishes to run for a different position before the completion of their two terms, they must inform the CRO to run their position in the upcoming election with full knowledge that if they are unsuccessful in the election they will not retain their seat for the coming year.

90.08 ELECTIONS POLICY

- a) All UWSA elections shall be run in accordance with the UWSA Elections Policy.

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BY-LAW 100. ACCOUNTABILITY

100.01 INELIGIBILITY

Any Director or Executive shall cease to be eligible to remain in such office if they:

- a) Fail to become a member of the UWSA for the academic year in which they hold office by the first day of the Fall session;
- b) Cease to be a member of the UWSA;
- c) In the case of Directors, become disqualified to act as a director under the Act;
- d) At any time becomes of unsound mind or is found by any court of competent jurisdiction to be mentally incompetent; or
- e) Submit a written resignation, from such office, to the Board.

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BY-LAW 105. DISCIPLINE

105.01 DISCIPLINARY MEASURES

Upon discovery of Director or Executive poor performance or conduct, three (3) types of disciplinary actions are available to the Board:

- a) A verbal warning outlining the disciplinary issue;
- b) A written reprimand outlining a disciplinary issue where a verbal warning does not suffice; and
- c) In the case of Executive only, a suspension from office for a disciplinary issue where a written warning does not suffice.

105.02 DISCIPLINARY PROCESS

- a) A written report of the disciplinary issue shall be made to the Chair or Facilitator (in cases where the disciplinary issues to be reported involve The Chair or Facilitator, a report shall be made to the Board);
- b) The person who is the subject of the report will be given a copy of that report and will be given a reasonable opportunity to be heard before a disciplinary decision is made, such hearing to be in accordance with any applicable Policies;
- c) In a meeting of the Board, a Director or Executive may be disciplined, for cause, on a two-thirds (2/3) vote of the Directors present; and
- d) Notice of intention to pass such a motion at a meeting of the Board must be given in the agenda as set out in By-Law 60.04.

105.03 IMMEDIATE OFFICE VACANCIES

The office of a Director or Executive shall be vacated immediately:

- a) If the Director or Executive resigns office by written notice to the Chair or Facilitator;
- b) If the Director or Executive dies or becomes bankrupt;
- c) If the Director or Executive is found to be incapable of managing property by a court or under Ontario law;
- d) If a Director or Executive is absent from three (3) consecutive Board meetings, which will be deemed to constitute that Director or Executive's removal;

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- e) If a Director or Executive is absent from three (3) consecutive Committee meetings, which will be deemed to constitute that Director or Executive's removal; or
- f) If a Director or Executive is absent from a total of five (5) Board or Committee meetings during one (1) term of office, which will be deemed to constitute that Director or Executive's removal.

105.04 *REMOVAL OF DIRECTORS AND EXECUTIVES BY MEMBERS*

- a) In a meeting of the Members, a Director or Executive may be removed before the expiration of the term of office, for violating the By-laws of the UWSA, on a two-thirds (2/3) vote of Members present; and
- b) Notice of intention to pass such a motion at a meeting of the Members must be given as set out in ByLaw 40.05.

105.05 *REMOVAL OF EXECUTIVES BY THE BOARD*

- a) In a meeting of the Board, an Executive may be removed before the expiration of their term of office for violating the By-laws of the UWSA, on a two-thirds (2/3) vote of Directors present; and
- b) Notice of intention to pass such a motion at a meeting of the Board must be given as set out in By-Law 60.04.

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BY-LAW 110. CONFLICT OF INTEREST

110.01 INTERPRETATION

- a) A conflict of interest refers to a situation in which private interests or personal considerations may affect the judgment of a Director, Officer, or employee in acting in the best interests of the UWSA.

110.02 GUIDELINES

A Director, Officer, or employee of the UWSA must disclose a conflict of interest where that Director, Officer, or employee:

- a) Is party to a material contract or transaction, or proposed material contract or transaction with the UWSA;
- b) Has a material interest in any person who is a party to a material contract or transaction, or proposed material contract or transaction with the UWSA; or
- c) Holds an office in a separate organization such that their capacity to perform duties in the best interests of the UWSA may be called into question.

110.03 DISCLOSURE

A Director or Officer shall disclose a conflict of interest to the Board at the soonest moment possible after becoming interested in the contract or transaction or proposed contract or transaction. The Director or Officer:

- a) Must not attend any part of a meeting of the Directors during which the contract or transaction is discussed and must not vote on any resolution in respect to the matter of interest, unless required by the Act; and
- b) Must not attempt in any way before or during the meeting to influence the voting on the matter of interest.

110.04 QUORUM

- a) If no Quorum exists for the purpose of voting on a resolution due to a Director's absence in accordance with section 110.03 (a), the remaining Directors are deemed to constitute a Quorum for the purposes of voting on the resolution.

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BY-LAW 120. PROTECTION OF DIRECTORS AND OFFICERS

120.01 DUTY

Every Director and Officer of the UWSA is expected to:

- a) Act honestly and in good faith with a view to the best interests of the UWSA;
- b) Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances; and
- c) Comply with UWSA Letters Patent, By-laws, Policies and Procedures, the Act, the University Of Windsor Code Of Conduct, and any laws.

120.02 LIABILITY

Provided that they have carried out their duties as outlined in section 120.01, no Director or Officer shall be held liable for:

- a) Acts, receipts, neglects, or defaults of any other Director or Officer of the UWSA; and
- b) Loss, damage, or expense incurred through insufficiency or deficiency of any security into which any monies or belongings of the UWSA have been invested.

120.03 INDEMNIFICATION

To the maximum extent permitted by the law and subject to the Act, the UWSA shall indemnify and save harmless every Director and Officer and every former Director and Officer of the corporation, and their respective heirs, administrators, and legal representatives, from and against:

- a) All costs, charges, and expenses, including any amount paid to settle an action to satisfy a judgment, reasonably incurred by the Director and Officer in respect to any civil, criminal, or administrative action or proceeding to which the Director and Officer is made a party by reason of having been a Director or Officer.

120.04 INSURANCE

- a) The UWSA must purchase and maintain Director and Officer Liability insurance.

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BY-LAW 130.

BY-LAW AMENDMENTS

130.01 BOARD-FACILITATED AMENDMENTS

Subject to the Act, the Board may make, amend, or repeal any by-law that regulates the activities or affairs of the UWSA. This specifically excludes any provision that concerns the transfer of membership or the method of voting by Members not in attendance at a meeting of Members. The process shall be as follows:

- a) The UWSA By-Laws must be reviewed regularly by the Governance and Policy Committee, which can consult UWSA legal counsel, if necessary. The Governance and Policy Committee, upon receipt of a proposed change or at its own discretion, can recommend a by-law, amendment or repeal to the Board. The by-law, amendment or repeal must be submitted as a motion to the agenda for the meeting at which the by-law, amendment or repeal is to be discussed, which shall constitute the first reading of the motion.
- b) The second reading of and voting on the motion will take place at the subsequent meeting of the Board.
- c) Per the Act, the by-law, amendment or repeal must be passed by a minimum two-thirds (2/3) majority of the Board. The by-law, amendment or repeal is effective from the date of the resolution of the directors;
- d) The directors shall submit the by-law, amendment or repeal to the Members at the next annual meeting of the Members, and the Members may confirm, reject or amend the by-law, amendment or repeal by Simple Majority vote;
- e) If the by-law, amendment or repeal is confirmed, or confirmed as amended, by the Members, it remains effective in the form in which it was confirmed;
- f) The by-law, amendment or repeal ceases to have effect if it is not submitted by the directors to the Members as required under these By-Laws and the Act or if it is rejected by the Members; and
- g) If a by-law, amendment or repeal ceases to have effect in accordance with By-Law 130.01(e), a subsequent resolution of the Directors that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the Members.

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President:
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BY-LAW 140. FINANCIAL MATTERS

140.01 SIGNING AUTHORITY

- a) The following positions shall have signing authority for all matters relating to the UWSA:
 - i. President
 - ii. Vice President of Finance and Operations
 - iii. General Manager
 - iv. Finance Manager
- b) Signing authority of the President and Vice President of Finance and Operations will end the second Friday of April.
- c) All deeds, transfers, assignments, contracts, obligations, and other instruments in writing must have, at some point, involved at least one of the executives with signing authority when reasonably possible

140.02 EXECUTION OF CONTRACTS

- a) Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the UWSA must be signed by any two (2) signing authorities.
- b) The Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed.
- c) Any person authorized to sign any document may affix the corporate seal to the document.

140.03 AUDITOR

- a) An auditor shall be appointed at each AGM;
- b) The auditor shall conduct an audit of the UWSA accounting records following the end of each fiscal year and at other times if so directed by the Board; and
- c) The auditor shall make a report of the annual audit to the Members and the Board at each AGM.

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140.04 BANKING

- a) The Board shall by resolution from time to time designate the bank in which the money, bonds, or other securities of the Corporation shall be placed for safekeeping.

140.05 FISCAL YEAR

- a) The UWSA's fiscal year shall be from May 1 to April 30.

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200. REVISION LOG

Name	Date	By-Law Revised	Action Added/Edited/Removed	Initials
<i>AGM 2014-15 Term</i>	<i>Oct 30, 2014</i>	<i>Multiple</i>	<i>Version 1.0 passed</i>	<i>R. Haidar</i>
<i>AGM 2015-16 Term</i>	<i>April 7th 2016</i>	<i>Multiple</i>	<i>All</i>	<i>J. Tarpeh</i>
<i>AGM 2016-17 Term</i>	<i>March 29th 2017</i>	<i>Multiple</i>	<i>All</i>	<i>M. Hamadani</i>
<i>AGM 2019-20 Term</i>	<i>February 11th 2020</i>	<i>Multiple</i>	<i>All</i>	<i>J. Bowers</i>

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 Chair:
 General Manager: