



**University of Windsor Students' Alliance (UWSA)  
Annual General Meeting**

April 1<sup>st</sup>, 2021 at 5pm  
Electronic Meeting via Zoom

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*The University of Windsor Students' Alliance is the student union representing over 10,000 full-time undergraduate students at the University of Windsor. Our mission is to advocate, serve and represent.*

**ITEM DISCUSSION**

**ACTION**

**1.0 CALL TO ORDER**

**2.0 LAND ACKNOWLEDGMENT**

We acknowledge that the land on which we gather is the unceded and traditional territory of the Three Fires Confederacy of First Nations, comprised of the Ojibway, the Potawatomie, and the Odawa. This territory is covered by the Upper Canada Treaties. Today, this meeting place is still the home to many Indigenous peoples from across Turtle Island and we are grateful to have the opportunity to work on this land.

**3.0 CHAIR'S BUSINESS**

**3.1 Meeting Guidelines and Process**

The Chair will explain the AGM agenda and the procedural rules governing the meeting. All documents are available at [www.uwsa.ca/AGM](http://www.uwsa.ca/AGM).

**3.2 Quorum Count**

A count of the Members present will be taken. 50 full-time undergraduate students present in person or by proxy are required for business to be approved at the AGM.

**3.3 Questions**

Any questions on the process can be asked at this time.

**4.0 APPROVAL OF THE AGENDA** Approval

**5.0 APPROVAL OF PREVIOUS MEETING MINUTES** Approval

**5.1 AGM: February 11, 2020**

The Minutes are included in the agenda package.

**6.0 UNFINISHED BUSINESS**

There is no unfinished business from the past quarter.

**7.0 CONFIRMATION OF BY-LAW AMENDMENTS** Approval

The following amendments to the By-Laws, requiring confirmation by the Members, were made by the Board of Directors since the last Meeting of the Members:

**7.1 BY-LAW AMENDMENT BY BOARD FROM MARCH 30, 2020**

**BIRT** By-Law 80.01(d)(i) be struck, which reads as follows: "Senators and Board of Governors representation may only sit on the University Affairs Committee."

**7.2 BY-LAW AMENDMENT BY BOARD FROM MARCH 30, 2020**

**BIRT** the Executive position of "Vice President Student Services" be renamed to "Vice President Student Life" in all applicable instances of the By-Laws, including By-Law 70.05(c) and 80.05(a)(1) and policies.

**BIFRT** "Student Services Committee" be changed to "Student Life Committee" in all instances of the By-Laws, including By-Law 80.05, and policies.

**7.3 BY-LAW AMENDMENT BY BOARD FROM APRIL 6, 2020**

**BIRT** the Board of Directors amend By-Law 60.03(a) to read the following (changes highlighted):

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.

**7.4 BY-LAW AMENDMENT BY BOARD FROM APRIL 6, 2020**

**BIRT** the Board of Directors amend By-Law 40.09 to read the following (changes highlighted):

The AQuorum for the transaction of business at any meeting of Members shall not be less than is fifty (50) members, whether present in person or by proxy."

**8.0 APPOINTMENT OF THE 2021-22 AUDITOR** Approval

The Auditor is appointed for the subsequent year at each AGM.

**8.1 MOTION**

**BIRT** Baker Tilly be appointed as the auditor for the 2021-22 fiscal year.

- 9.0 PRESENTATIONS** Information
- 9.1 Audited Financial Statements, 2019-20** Baker Tilly  
The Audited Financial Statements are included in the agenda package.
- 9.2 General Election 2021** I. Bilbilovska
- 10.0 APPROVAL OF 2019-20 AUDITED FINANCIAL STATEMENTS** Approval
- 11.0 PROPOSED BY-LAW AMENDMENTS** Approval
- The Board of Directors has referred a new by-law to the Members for approval.  
The proposed by-law is included in the agenda package.
- 11.1 MOTION**  
**BIRT** By-Law No. 1 be enacted with immediate effect.
- 12.0 MEMBER PROPOSALS OR RESOLUTIONS** Approval
- There were no Member Proposals or Resolutions submitted within the motion submission period.
- 13.0 PRESENTATION OF EXECUTIVE REPORT** Information
- 14.0 ADJOURNMENT** Approval



**UWSA Annual General Meeting**

February 11<sup>th</sup>, 2020

5:30 PM

Student Centre Alumni Auditorium  
University of Windsor

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Our mission is to advocate, serve and represent.*

**ITEM DISCUSSION**

**ACTION**

**1.0 CALL TO ORDER**

The meeting was called to order by President Jeremiah Bowers once quorum was reached at 6:46 PM.

**2.0 LAND ACKNOWLEDGMENT**

We acknowledge that the land on which we gather is the unceded and traditional territory of the Three Fires Confederacy of First Nations, comprised of the Ojibway, the Potawatomie, and the Odawa. This territory is covered by the Upper Canada Treaties. Today, this meeting place is still the home to many Indigenous peoples from across Turtle Island and we are grateful to have the opportunity to work on this land.

**3.0 RATIFICATION OF AGM CHAIR**

The chair of the Annual General Meeting was ratified.

Approval

**MOTION TO APPROVE**

**BIRT** Sami Pritchard be ratified as the chair of the 2020 Annual General Meeting.

**Moved:** 7 / **Seconded:** 20

**(CARRIED)**

**4.0 CHAIR'S BUSINESS**

**4.1 Meeting Guidelines and Process**

The Chair explained the AGM agenda and the procedural rules governing the meeting. All information was made available at [www.uwsa.ca/AGM](http://www.uwsa.ca/AGM).

**4.2 Quorum Count**

Quorum was reached at the time the meeting was called to order.

**4.3 Questions**

No questions were asked concerning the process.

- 5.0 UNFINISHED BUSINESS** Discussion  
The outstanding motions from previous General Meetings were outlined, with a note that they would be discussed under Item 12.0 Motions Served with Due Notice.
- 6.0 APPROVAL OF THE AGENDA** Approval  
The agenda was approved by the Membership.
- MOTION TO APPROVE**  
**BIRT** the 2020 Annual General Meeting agenda be approved.  
**Moved: 3 / Seconded: 9** **(CARRIED AS AMENDED)**
- MOTION TO AMEND**  
**BIRT** 11.0 "Presentation of Executive Report" be moved to become the last item on the agenda.  
**Moved: 23 / Seconded: 19** **(CARRIED)**
- 7.0 APPROVAL OF PREVIOUS MEETING MINUTES** Approval  
The 2019 Annual General Meeting minutes were tabled.
- MOTION TO TABLE**  
**BIRT** the 2019 Annual General Meeting minutes be tabled until the next Annual General Meeting.  
**Moved: 23 / Seconded: 4** **(CARRIED)**
- 8.0 APPOINTMENT OF THE 2020-21 AUDITOR** Approval  
The Auditor acts as an independent third-party reviewer of the UWSA's finances in order to verify that it is using its money responsibly and in accordance with approved practices and regulations. Baker Tilly was recommended and approved as the 2020-21 Auditor.
- MOTION TO APPROVE**  
**BIRT** Baker Tilly be appointed as the auditor for the 2020-21 fiscal year.  
**Moved: 50 / Seconded: 42** **(CARRIED)**
- 9.0 PRESENTATIONS** Information
- 9.1 Audited Financial Statement, 2018-19** Baker Tilly  
Due to the time at which quorum was attained, the Auditor was unable to present at the time they were intended to. Members were advised that the audited statements have been posted online since Fall 2019 and were posted onto the AGM website page with the notice for the meeting. Questions were entertained at this time and none were posed.
- 9.2 General Election 2020** I. Bilbilovska  
The Chief Returning Officer was unable to be present. The 2020 General Election information was presented by Maria Hamilton, the General Manager of the UWSA.

**10.0 APPROVAL OF 2018-19 AUDITED FINANCIAL STATEMENT** Approval  
**BIRT** the 2018-19 audited financial statement be approved.  
**Moved: 49 / Seconded: 39** **(CARRIED)**

**11.0 MOTIONS SERVED WITH DUE NOTICE** Approval  
**(IN ORDER OF APPROVAL/DISCUSSION)**

**MOTION TO APPROVE**

**BIRT** all motions deemed “Unfinished Business” (Motions 11.01 thru 11.53), with the exception of Motions 11.8, 11.11, 11.23, 11.32, 11.37, 11.44, 11.49, and 11.53, be approved as proposed.

**Moved: 24 / Seconded: 17** **(CARRIED)**

Whereas the Governance and Policy Committee reviewed the UWSA bylaws;  
Whereas the Governance and Policy Committee presented the recommendations for a first reading to the UWSA Board of Directors on September 28<sup>th</sup>;

Whereas the Governance and Policy Committee presented the recommendations for a second reading to the UWSA Board of Directors on October 5<sup>th</sup>;

Whereas the UWSA Board of Directors voted with at least a super majority affirmative for the following proposed changes to be brought to the membership for considerations as per UWSA Bylaws;

Whereas in proposed changes where both additions and removal of words are present, strikethrough text ~~(Example)~~ shall represent it being suggested to be taken out;

Whereas in proposed changes where both additions and removal of words are present, highlighted text (Example) shall represent it being suggested to be added; and

Whereas BIRT represents “Be it resolved that” and BIRFT represents “Be it further resolved that;”

THEREFORE:

**11.1 MOTION**

**BIRT the following text be added to the bylaws as a Mission Statement:**

**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.

**Moved: 24 / Seconded: 17**

**(CARRIED)**

### **11.2 MOTION**

**BIRT the following grammatical changes be made**

A “;” be added at the end of 10.01 section “Definitions” for the definition of “EC”

A “;” be added at the end of 10.01 section “Definitions” for the definition of “Term”

The “H” of “Head” be capitalized in 10.05 (a) “Head Office”

The “shall” be changed to “will” in 40.03 (b) “Membership Proposals”

The “m” of “meeting” be capitalized in 40.05 (a) “Meetings Called by Members”

The “shall” be changed to “will” in 40.07 (a) “Error and Omission of Notice”

The “m” of “meeting” be capitalized in 40.12 (a) “Proxies”

The “m” of “members” be capitalized in 50.01 (a) “Role”

An “and” be added between “managing, supervising” of 50.01 (b) “Role”

**BIFRT any grammatical changes that will not change the meaning or connotation of the bylaw be made**

**Moved: 24 / Seconded: 17**

**(CARRIED)**

### **11.3 MOTION**

**BIRT the following definitions be added to the Bylaws in 10.01 “Definitions”**

“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;

“Special Constituency Representative” means a Director elected to represent a special constituency, in accordance with these By-Laws;

**Moved: 24 / Seconded: 17**

**(CARRIED)**

### **11.4 MOTION**

**BIRT the following text be modified from 10.01 “Definitions”**

“Simple Majority” means a vote supported by **more than** fifty (50) percent ~~plus one~~ of those voting;

**Moved: 24 / Seconded: 17**

**(CARRIED)**

### **11.5 MOTION**

**BIRT the following text be modified from 10.01 “Definitions”**

“Two-Thirds Majority” means a vote supported by **at least** two-thirds (2/3) of those voting;

**Moved: 24 / Seconded: 17**

**(CARRIED)**

#### **11.6 MOTION**

**BIRT the following text be modified from 20.01 “Representation”**

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

**Moved: 24 / Seconded: 17**

**(CARRIED)**

#### **11.7 MOTION**

**BIRT the following text be modified from 20.02 “Advocacy”**

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

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

**Moved: 24 / Seconded: 17**

**(CARRIED)**

#### **11.9 MOTION**

**BIRT the following text be added as 30.02 “Membership Rights” with subsequent sections properly renumbered:**

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.

**Moved: 24 / Seconded: 17**

**(CARRIED)**

#### **11.10 MOTION**

**BIRT the following text be added as 30.03 “Membership Responsibilities” with subsequent sections properly renumbered:**

Members of the UWSA have the responsibility to:

1. Pay Membership fees; and
2. Comply with these By-Laws and any Policies made in accordance with these By-Laws.

**Moved: 24 / Seconded: 17**

**(CARRIED)**



#### 11.12 MOTION

**BIRT the following text be modified from 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 ~~he~~ **they** ceases to be a Member of the UWSA.

**Moved: 24 / Seconded: 17**

**(CARRIED)**

#### 11.13 MOTION

**BIRT the following text be modified from 30.06 “Termination of Membership:”**

a) Membership in the UWSA is terminated when the individual ~~is~~ no longer **fulfills the membership criteria in By-Law 30.01** ~~a full-time undergraduate student of the University of Windsor.~~

**Moved: 24 / Seconded: 17**

**(CARRIED)**

#### 11.14 MOTION

**BIRT the following text be modified from 40.01 “Types of General Meetings:”**

There ~~shall be~~ **are** two types of General Meetings, ~~as further described below:~~

**Moved: 24 / Seconded: 17**

**(CARRIED)**

#### 11.15 MOTION

**BIRT the following text be modified from 40.02 “Annual General Meeting:”**

The ~~UWSA~~ AGM ~~shall~~ **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 ~~shall be~~ **is** to:

**Moved: 24 / Seconded: 17**

**(CARRIED)**

#### 11.16 MOTION

**BIRT the following text be added as (d) of 40.03 “Member Proposals”**

a) 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 of the Board will set a deadline and electronic/physical method by which all motions must be submitted.

**Moved: 24 / Seconded: 17**

**(CARRIED)**

#### 11.17 MOTION

**BIRT the following text be modified from 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(~~ca~~) stating the business to be brought before the meeting.

**Moved: 24 / Seconded: 17**

**(CARRIED)**

#### 11.18 MOTION

**BIRT the following text be modified from 40.06 (a) "Notice to Members"**

a) Notice of the AGM will be sent to the Membership ~~At least seventeen (17)~~ twenty-one (21) days prior to the date of the AGM.

Moved: 24 / Seconded: 17

**(CARRIED)**

#### 11.19 MOTION

**BIRT the following text be modified from 40.06(b) "Notice to Members"**

b) Members ~~shall receive~~ will be sent a first notice including the date of the AGM and call for Member proposals to be discussed during the AGM and ~~shall~~ must be posted:

Moved: 24 / Seconded: 17

**(CARRIED)**

#### 11.20 MOTION

**BIRT the following text be modified from 40.06(c) "Notice to Members"**

c) At least ten (10) days prior to the AGM, UWSA Members, Directors and the Auditor ~~shall receive~~ will be sent a second notice outlining the date, time, place and special business of the AGM ~~as stated within By-Law 40.02~~. Notice ~~shall~~ must be provided in the form of public notices posted:

Moved: 24 / Seconded: 17

**(CARRIED)**

#### 11.21 MOTION

**BIRT the following text be modified from 40.06 (d) "Notice to Members"**

d) Notice, outlining ~~Members and Directors shall be notified of~~ the date, time, place, and reason, of a Special General Meeting ~~will be sent to the Members and Directors~~ at least ~~ten (10)~~ fifteen (15) days prior to the meeting. Notice ~~shall~~ must be provided in the form of public notices posted:

Moved: 24 / Seconded: 17

**(CARRIED)**

#### 11.22 MOTION

**BIRT the following text be modified from 40.08 "Chair and Secretary:"**

a) The Chair ~~and/or~~ Facilitator ~~or Facilitator of the board~~ ~~shall~~ will chair the AGM. The Secretary of the ~~b~~Board ~~shall~~ will be the secretary of the AGM.

b) If ~~none are~~ neither is available, the President or if unavailable/unwilling another executive ~~shall~~ will chair the meeting and call the meeting to order with the first order of business to be appointing a chair ~~and/or~~ secretary for the AGM.

Moved: 24 / Seconded: 17

**(CARRIED)**

#### 11.24 MOTION

**BIRT the following text be modified from 40.10 "Right to Vote"**

a) At a meeting of Members, ~~each~~ every Member of the UWSA ~~shall be~~ is entitled to one (1) vote. The Membership status of an individual ~~shall~~ will be

established by the presentation of a valid student identity card or by other means as ~~may be~~ determined by the Board.

Moved: 24 / Seconded: 17

**(CARRIED)**

#### 11.25 MOTION

**BIRT the following text be modified from 40.11 “Scrutineers”**

a) At ~~each~~ a meeting of Members, ~~the Board scrutineers~~ may be appointed by ~~the Board~~ scrutineers.

Moved: 24 / Seconded: 17

**(CARRIED)**

#### 11.26 MOTION

**BIRT the following text be modified from 40.12 “Proxies”**

b) A Member ~~shall be~~ is permitted to hold only one (1) proxy vote

Moved: 24 / Seconded: 17

**(CARRIED)**

#### 11.27 MOTION

**BIRT in bylaw 40.12 “Proxies” that “Saturdays” be changed to “weekends.”**

Moved: 24 / Seconded: 17

**(CARRIED)**

#### 11.28 MOTION

**BIRT in all instances of the bylaws the following modification be made:**

“The Chair ~~and~~ or Facilitator”

**BIFRT in 50.02 “and/or Facilitator” be removed.**

Moved: 24 / Seconded: 17

**(CARRIED)**

#### 11.29 MOTION

**BIRT the following text be modified from 50.01(e) “Role:”**

e) Every ~~A Board of~~ Director, with the exception of Senators and Board of Governors’ Representatives, must serve on at least one (1) standing committee.

Moved: 24 / Seconded: 17

**(CARRIED)**

#### 11.30 MOTION

**BIRT in By-Laws 50.01 “Directors” (e) that “next” be changed to “nearest.”**

Moved: 24 / Seconded: 17

**(CARRIED)**

#### 11.31 MOTION

**BIRT the following text be modified from 50.03 “Qualifications”**

~~All~~ Directors shall be:

a) Members of the UWSA;

b) Registered full-time undergraduate students with the University of Windsor at the time of election;

c) ~~In good academic standing with the University of Windsor and the UWSA;~~

d) not disqualified from being a director under the Act;

**Every** A Board of Director must read and acknowledge the job description of "Board of Directors".

**Moved: 24 / Seconded: 17**

**(CARRIED)**

### **11.33 MOTION**

**BIRT the following text be modified from 60.11 "In Camera"**

a) Where a matter is determined by the Board to be confidential, ~~discussion and voting on the matter may be held in-camera~~ the Board may hold an *in-camera* meeting, which ~~may~~ can be attended by only Board Directors ~~only~~.

b) Notwithstanding the foregoing, the Board may by a ~~two-thirds (2/3)~~ 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.

**Moved: 24 / Seconded: 17**

**(CARRIED)**

### **11.34 MOTION**

**BIRT the following text be added as 60.12 "Transitional Meetings" with subsequent sections properly renumbered:**

- a) A transitional meeting must be held for the outgoing and incoming Board of Directors before May 1<sup>st</sup> 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.

**Moved: 24 / Seconded: 17**

**(CARRIED)**

### **11.35 MOTION**

**BIRT the following text be modified from the proposed 60.13 "Meeting Participation:"**

a) Any Board or executive member may teleconference and participate in a meeting of the Board by ~~board~~ 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 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.

**Moved: 24 / Seconded: 17**

**(CARRIED)**

#### **11.36 MOTION**

**BIRT the following text be modified from 70.01 (a) "The Chair and/or Facilitator:"**

a) The Chair ~~and/or Facilitator~~ position shall be filled by a Director who ~~will be~~ **is** selected by the Directors at the first meeting of each newly constituted Board of Directors.

**Moved: 24 / Seconded: 17**

**(CARRIED)**

#### **11.38 MOTION**

**BIRT that in all instances the word "Secretary" be replaced with "Minute Taker:"**

**Moved: 24 / Seconded: 17**

**(CARRIED)**

#### **11.39 MOTION**

**BIRT the following text be modified from 90.02 "By-Election:"**

b) All contestable positions in the General Election that remain vacant following the General Election ~~shall be contested in a By-Election in the Fall Semester,~~ with the exception of circumstances as set out in By-Law 90.03(b).

**Moved: 24 / Seconded: 17**

**(CARRIED)**

#### **11.40 MOTION**

**BIRT the following text be modified from 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 ~~one or more~~ 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.

~~e) Subject to applicable law, any Director vacancy may be filled by a quorum of Directors, provided that if there is no quorum, the Directors then in office will promptly call a meeting of the Members who are entitled to elect the missing Directors to initiate an election of such Directors, and if there are no Directors then in office, any Member may call such a meeting. Where there is no quorum of elected Directors, or where there are no elected Directors, the individuals who are in fact managing the affairs of the UWSA will be deemed to be the Board of Directors of the UWSA until their replacements are elected;~~ and

d) 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.

Moved: 24 / Seconded: 17

**(CARRIED)**

#### **11.41 MOTION**

**BIRT the following text be modified from 90.04 “Executive Vacancies:”**

a) If there is a failure to fill elect an Executive officer during an election, ~~that office shall remain vacant until the next 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.

Moved: 24 / Seconded: 17

**(CARRIED)**

#### **11.42 MOTION**

**BIRT the following text be modified from 105.02 (d) “Disciplinary Process:”**

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

Moved: 24 / Seconded: 17

**(CARRIED)**

#### **11.43 MOTION**

**BIRT the following text be modified from 130.01 “Board-Facilitated Amendments:”**

~~Any Director of the UWSA may propose an addition, amendment, or abolishment of a section of the By-law to the Board.~~ 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. ~~A document containing The proposal of a By-law amendment, including any supporting materials, shall be forwarded to the speaker of the Governance and Policy Committee;~~

- 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 ~~The Governance and Policy Committee shall review proposed changes at its next regularly scheduled meeting and have the proposed revision reviewed by UWSA legal counsel if applicable;~~
- 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 ~~The proposed amendment, along with comments from the Governance Committee and UWSA legal counsel, shall be forwarded to the Board at least one (1) regular meeting prior to voting on the proposal;~~
- 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 ~~The Board shall vote on the proposed change at its next regularly scheduled meeting following notification, with a Two-thirds (2/3) Majority vote of the Directors required to affirm the motion;~~
- 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 ~~Upon affirmation of the proposed amendment by the Board, a meeting of the Members shall be called for the consideration of the proposed change; and~~
- g) If a by-law, amendment or repeal ceases to have effect in accordance with By-Law 130.01(d), 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 ~~Members shall receive notice of a meeting as set out in section 40.06, including details of the proposed change, together with supporting documents;~~
- h) ~~The By-law addition, amendment, or abolishment shall come into effect upon receiving a Simple Majority vote of the Members at the meeting called for the purposes of considering the proposed changes; and~~
- i) ~~The vote must be on a motion to amend the By-law, worded in the affirmative.~~

**Moved: 24 / Seconded: 17**

**(CARRIED)**

**11.45 MOTION**

Whereas the UWSA Governance and Policy Committee has engaged a governance consultant, CMR Consulting, to conduct a review of our governing documents;

Whereas CMR Consulting recommends that certain unnecessary sections which are not required by law be removed from the By-Laws and added to policy where applicable;

Whereas the provisions of By-Law 86.04 can be operationalized in the HR Policy or another policy at a future date;

**THEREFORE BIRT** By-Law 86.01, 86.02, 86.03, and 86.04 be struck from the By-Laws; and

**BIFRT** the subsequent clauses be renumbered accordingly.

**Moved: 24 / Seconded: 17**

**(CARRIED)**

**11.46 MOTION**

Whereas numerous grammatical and technical errors can arise within the By-Laws from time to time;

Whereas presently every minor grammatical or technical edit must be approved at an Annual General Meeting;

Whereas these minor edits can unnecessarily consume the time of the Members at the Annual General Meeting; and

Whereas giving the ability for insignificant grammatical/technical errors to be corrected would improve the efficiency of Annual General Meetings;

**THEREFORE BIRT** the Board Minute-taker be authorized to correct non-substantive errors within the By-Laws as it relates to spelling, punctuation or grammar, subject to approval of the Board of Directors.

**Moved: 24 / Seconded: 17**

**(CARRIED)**

**11.47 MOTION**

**BIRT the following be added to 40.06:**

“At least 15 days of motion submission opportunity shall 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.”

**Moved: 24 / Seconded: 17**

**(CARRIED)**

**11.48 MOTION**

**BIRT the following be added to 40.06:**

“Notice shall 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.

**Moved: 24 / Seconded: 17**

**(CARRIED)**

#### **11.50 MOTION**

**BIRT the following be added to 40.06:**

Social media will be updated with a post and event to reflect the date of the AGM within 2 business days of the Board meeting which the AGM was set.

**Moved: 24 / Seconded: 17**

**(CARRIED)**

#### **11.52 MOTION**

**BIRT** 60.04 (c) and (d) be amended from two (2) days to four (4) days.

**Moved: 24 / Seconded: 17**

**(CARRIED)**

#### **11.11 MOTION**

**BIRT the following text be added as (b) to 30.04 “Membership Fee”**

b) Any increases to the Membership fee shall be approved by the Board and come into effect contingent upon Simple Majority vote of the Membership at the next meeting of the Members and approval by the Ancillary Fee Board, or as approved by a referendum and the Ancillary Fee Board.

Quorum was lost after the amendment was passed. Due to lost quorum, this motion, as amended, was not considered.

**Moved: 12 / Seconded: 68**

#### **MOTION TO AMEND**

**BIRT** “increases” be amended to “changes”.

**Moved: 3 / Seconded: 68**

**(AMENDMENT CARRIED)**

#### **11.44 MOTION**

Whereas the UWSA Governance and Policy Committee has engaged a governance consultant, CMR Consulting, to conduct a review of our governing documents; and

Whereas CMR Consulting recommends renaming certain role descriptions to allow for broader scope in responsibilities;

**THEREFORE BIRT** that By-Law 70.05 be amended to read:

*Vice President Student Advocacy:* shall develop, ~~organize~~ and implement strategies **and advocacy networks** to **break down barriers in students' lives as well as** represent and advance the interests of the Members at all levels of government, community, and University.

Due to lost quorum, this motion was not considered.

### 11.8 MOTION

**BIRT the following text be modified from 30.01 “Membership Criteria”**

~~The full~~ Membership of the UWSA ~~shall be the~~ consists of University of Windsor undergraduate students who are either:

-and-

- (c) Serving as Directors ~~or Officers~~ of the UWSA during the summer Semester, ~~or~~ Intercession, or throughout their term with no less than three (3) courses; or

Due to lost quorum, this motion was not considered.

### 11.23 MOTION

**BIRT the following text be modified from 40.09 “Quorum”**

- a) A Quorum for the transaction of business at any meeting of Members ~~shall be~~ must not be less than seventy-five (75) Members.

Due to lost quorum, this motion was not considered.

### 11.32 MOTION

**BIRT the following text be modified from 60.03 “Calling of Meeting”**

- a) Meetings of the Board will be called by the Chair ~~and/or~~ / Facilitator, ~~or the~~ Secretary or upon the direction in writing of two Directors, ~~shall call meetings of the Board.~~

Due to lost quorum, this motion was not considered.

### 11.37 MOTION

**BIRT the following text be modified from 80.01 “Committee Guidelines:”**

- b) All committees shall adhere to the Policy Manual of the UWSA.

- d) All Committees shall comprise of a:

- i. The executive sitting on the committee, who shall ~~be the~~ chair of the committee;

- i In cases of ad-hoc Committees, or where a standing Committee’s executive(s) is absent or incapacitated, the Directors sitting on the Committee may elect a chair from among themselves.

- e) Every ~~A Board of~~ Director~~s~~ must serve on at least one (1) standing Committee;  
~~i) Senators and Board of Governors representatives on may only sit on the University Affairs Committee.~~

- ii) Senators must, where possible, sit on at least 2 University of Windsor Senate committees.

f) In cases where an excess number of Directors volunteer for a particular Committee, the Board shall elect Committee members through a vote;

- i. A faculty or special constituency representative will be given preference over any Senator or Board of Governors' Representative.

Due to lost quorum, this motion was not considered.

#### **11.49 MOTION**

**BIRT the following be added to 40.06:**

Member submitted motions shall take precedence over UWSA Board of Director motions on the AGM agenda.

Due to lost quorum, this motion was not considered.

#### **11.51 MOTION**

**BIRT** 60.04 (a) shall be amended from seven (7) days to ten (10) days.

Due to lost quorum, this motion was not considered.

#### **11.53 MOTION**

**BIRT** 60.04 shall have added:

f) At least three (3) days before a meeting of the Board the materials and agenda shall be uploaded to the UWSA website and posted on social media accounts.

Due to lost quorum, this motion was not considered.

#### **11.54 MOTION**

**BIRT** 50.01(c) and 50.01(d) and 50.03 be amended by striking the words "Board" and "of."

Due to lost quorum, this motion was not considered.

#### **11.55 MOTION**

**BIRT** 80.01(d) be amended by striking the phrase "Board of Directors" and replacing it with "Director."

Due to lost quorum, this motion was not considered.

**12.0 PRESENTATION OF EXECUTIVE REPORT**

Information

**13.0 ADJOURNMENT**

Approval

The meeting was adjourned due to loss of quorum at 7:15 PM.

**UNIVERSITY OF WINDSOR STUDENTS'  
ALLIANCE**

**AUDITORS' REPORT AND  
NON-CONSOLIDATED FINANCIAL  
STATEMENTS**

**APRIL 30, 2020**

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## **INDEPENDENT AUDITORS' REPORT**

To the Members of the University of Windsor Students' Alliance

### **Report on the Non-Consolidated Financial Statements**

#### **Opinion**

We have audited the non-consolidated financial statements of University of Windsor Students' Alliance, which comprise the non-consolidated statement of financial position as at April 30, 2020 and the non-consolidated statements of operations, change in fund balances and trust obligation and cash flows for the year then ended and notes to the non-consolidated financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying non-consolidated financial statements present fairly, in all material respects, the non-consolidated financial position of the organization as at April 30, 2020 and its non-consolidated financial performance and its non-consolidated cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

#### **Basis for Opinion**

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the organization in accordance with the ethical requirements that are relevant to our audit of the non-consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Responsibilities of Management and Those Charged with Governance for the Non-Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of the non-consolidated financial statements in accordance with Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of non-consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the non-consolidated financial statements, management is responsible for assessing the organization's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the organization or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the organization's financial reporting process.

## INDEPENDENT AUDITORS' REPORT - continued

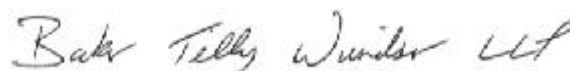
### Auditors' Responsibility for the Audit

Our objectives are to obtain reasonable assurance about whether the non-consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these non-consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the non-consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the organization's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the organization's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the non-consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the organization to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the non-consolidated financial statements, including the disclosures, and whether the non-consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

A handwritten signature in dark ink, appearing to read "Baker Tilly Windsor LLP".

Chartered Professional Accountants  
Licensed Public Accountants

December 2, 2020

**UNIVERSITY OF WINDSOR STUDENTS' ALLIANCE**

**NON-CONSOLIDATED FINANCIAL STATEMENTS**

**APRIL 30, 2020**

Non-consolidated statement of operations	1
Non-consolidated statement of change in fund balances and trust obligation	2
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## UNIVERSITY OF WINDSOR STUDENTS' ALLIANCE

## NON-CONSOLIDATED STATEMENT OF OPERATIONS

YEAR ENDED APRIL 30, 2020

	Operating 2020	CAW Student Centre 2020	Lance 2020	Scholarship 2020	Health & Dental (note 3) 2020	Student Refugee 2020	Special Need 2020	Capital 2020	TOTAL 2020	TOTAL 2019
<b>REVENUE</b>										
Student fees	\$ 649,942	\$ 1,236,480	\$ 54,683	\$ -	\$ 2,101,970	\$ 20,624	\$ 20,880	\$ 451,092	\$ 4,535,671	\$ 4,382,107
Investment income (note 5)	63,970	24,189	-	2,182	24,113	-	-	48,752	163,206	252,580
Rent	93,400	203,317	-	-	-	-	-	-	296,717	306,569
Sales and advertising	121,575	8,775	18	-	-	-	-	-	130,368	119,015
Other revenue	167,206	-	-	-	13,795	-	-	85,859	266,860	150,556
Uniwin Student Pub Inc. loss (note 7)	(3,073)	-	-	-	-	-	-	-	(3,073)	(63,372)
	<u>1,093,020</u>	<u>1,472,761</u>	<u>54,701</u>	<u>2,182</u>	<u>2,139,878</u>	<u>20,624</u>	<u>20,880</u>	<u>585,703</u>	<u>5,389,749</u>	<u>5,147,455</u>
<b>EXPENSES</b>										
Advertising and promotion	22,657	1,579	-	-	-	-	-	-	24,236	23,821
Amortization	9,701	8,892	62	-	-	-	-	-	18,655	22,916
Bad debts	2,925	1,444	246	-	13,818	93	94	2,030	20,650	23,029
Campus police	-	54,463	-	-	-	-	-	-	54,463	54,706
Claims expenses	-	-	-	-	1,364,797	-	-	-	1,364,797	1,389,265
Conferences, training and travel	16,080	7,703	-	-	-	-	-	-	23,783	44,945
Cost of sales	12,989	-	-	-	-	-	-	-	12,989	11,475
General insurance	40,185	28,678	-	-	-	-	-	-	68,863	54,635
Grants and scholarships	23,200	-	-	-	-	-	-	-	23,200	37,425
Housekeeping	-	349,309	-	-	-	-	-	-	349,309	365,624
Miscellaneous expense	16,821	7,232	-	-	-	4,837	8,762	-	37,652	61,192
Office, bank charges and equipment	32,167	2,122	90	-	11	-	-	-	34,390	29,396
Premium expenses	-	-	-	-	91,156	-	-	-	91,156	87,413
Professional fees	41,780	21,557	-	-	185,214	-	-	-	248,551	205,643
Programming supplies and expenses	214,276	39,261	-	-	-	-	-	-	253,537	216,259
Repairs and maintenance	-	50,075	-	-	-	-	-	-	50,075	102,650
Salaries and benefits	473,104	253,401	88	-	-	-	-	-	726,593	764,036
Special projects	-	2,250	-	-	-	-	-	-	2,250	1,000
Telephone, utilities and taxes	8,844	280,186	-	-	-	-	-	-	289,030	325,307
Unrealized (gain) loss on investments	-	31,818	-	2,820	89,500	-	-	58,513	182,651	(127,078)
	<u>914,729</u>	<u>1,139,970</u>	<u>486</u>	<u>2,820</u>	<u>1,744,496</u>	<u>4,930</u>	<u>8,856</u>	<u>60,543</u>	<u>3,876,830</u>	<u>3,693,659</u>
<b>ONE TIME EXPENSE</b>	<u>-</u>	<u>1,150,239</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,150,000</u>	<u>2,300,239</u>	<u>2,974</u>
<b>REVENUE OVER (UNDER) EXPENSES</b>	<u>\$ 178,291</u>	<u>\$ (817,448)</u>	<u>\$ 54,215</u>	<u>\$ (638)</u>	<u>\$ 395,382</u>	<u>\$ 15,694</u>	<u>\$ 12,024</u>	<u>\$ (624,840)</u>	<u>\$ (787,320)</u>	<u>\$ 1,450,822</u>

See Accompanying Notes

## UNIVERSITY OF WINDSOR STUDENTS' ALLIANCE

## NON-CONSOLIDATED STATEMENT OF CHANGE IN FUND BALANCES AND TRUST OBLIGATION

YEAR ENDED APRIL 30, 2020

	Operating 2020	CAW Student Centre 2020	Lance 2020	Scholarship 2020	Health & Dental 2020	Student Refugee 2020	Special Need 2020	Capital 2020	TOTAL 2020	TOTAL 2019
<b>FUND BALANCE (DEFICIT), BEGINNING</b>	\$ 494,715	\$ -	\$ (4,067)	\$ 92,576	\$ 3,949,966	\$ 81,145	\$ 234,158	\$ 3,584,710	\$ 8,433,204	\$ 7,231,258
<b>TRUST OBLIGATION, BEGINNING</b>	-	1,803,712	-	-	-	-	-	-	1,803,712	1,554,836
<b>REVENUE OVER (UNDER) EXPENSES</b>	178,291	(817,448)	54,215	(638)	395,382	15,694	12,024	(624,840)	(787,320)	1,450,822
<b>INTERFUND TRANSFERS (note 2)</b>	<u>14,384</u>	<u>-</u>	<u>-</u>	<u>(10,500)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(3,884)</u>	<u>-</u>	<u>-</u>
<b>FUND BALANCE, ENDING</b>	<u>\$ 687,390</u>	<u>\$ -</u>	<u>\$ 50,148</u>	<u>\$ 81,438</u>	<u>\$ 4,345,348</u>	<u>\$ 96,839</u>	<u>\$ 246,182</u>	<u>\$ 2,955,986</u>	<u>\$ 8,463,332</u>	<u>\$ 8,433,204</u>
<b>TRUST OBLIGATION, ENDING</b>	<u>\$ -</u>	<u>\$ 986,264</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 986,264</u>	<u>\$ 1,803,712</u>

See Accompanying Notes

## UNIVERSITY OF WINDSOR STUDENTS' ALLIANCE

## NON-CONSOLIDATED STATEMENT OF FINANCIAL POSITION

APRIL 30, 2020

	Operating 2020	CAW Student Centre 2020	Lance 2020	Scholarship 2020	Health & Dental 2020	Student Refugee 2020	Special Need 2020	Capital 2020	TOTAL 2020	TOTAL 2019
<b>ASSETS</b>										
<b>CURRENT ASSETS</b>										
Cash	\$ 2,518,911	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,518,911	\$ 3,121,661
Accounts receivable	418,434	521,492	-	-	-	-	-	-	939,926	868,333
Prepaid expenses	56,633	675	-	-	-	-	-	-	57,308	37,232
Due from funds (note 11)	<u>-</u>	<u>-</u>	<u>49,901</u>	<u>-</u>	<u>467,438</u>	<u>96,839</u>	<u>246,182</u>	<u>296,877</u>	<u>1,157,237</u>	<u>1,115,780</u>
	<u>2,993,978</u>	<u>522,167</u>	<u>49,901</u>	<u>-</u>	<u>467,438</u>	<u>96,839</u>	<u>246,182</u>	<u>296,877</u>	<u>4,673,382</u>	<u>5,143,006</u>
<b>INVESTMENTS</b> (note 5)	1,496	-	-	91,938	3,877,910	-	-	2,659,109	6,630,453	6,831,982
<b>PROPERTY, PLANT AND EQUIPMENT</b> (note 8)	28,414	31,877	247	-	-	-	-	-	60,538	73,692
<b>LONG TERM INVESTMENT UNIWIN</b> (note 6)	935	-	-	-	-	-	-	-	935	-
<b>CAW STUDENT CENTRE - ASSETS HELD IN TRUST</b> (note 5)	<u>-</u>	<u>1,063,062</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,063,062</u>	<u>1,202,431</u>
	<u>\$ 3,024,823</u>	<u>\$ 1,617,106</u>	<u>\$ 50,148</u>	<u>\$ 91,938</u>	<u>\$ 4,345,348</u>	<u>\$ 96,839</u>	<u>\$ 246,182</u>	<u>\$ 2,955,986</u>	<u>\$12,428,371</u>	<u>\$13,251,111</u>

See Accompanying Notes

## UNIVERSITY OF WINDSOR STUDENTS' ALLIANCE

## NON-CONSOLIDATED STATEMENT OF FINANCIAL POSITION

APRIL 30, 2020

	Operating 2020	CAW Student Centre 2020	Lance 2020	Scholarship 2020	Health & Dental 2020	Student Refugee 2020	Special Need 2020	Capital 2020	TOTAL 2020	TOTAL 2019
<b>LIABILITIES</b>										
<b>CURRENT LIABILITIES</b>										
Accounts payable and accrued liabilities (note 9)	\$1,821,538	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,821,538	\$1,882,670
Due to funds (note 11)	<u>515,895</u>	<u>630,842</u>	<u>-</u>	<u>10,500</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,157,237</u>	<u>1,115,780</u>
	2,337,433	630,842	-	10,500	-	-	-	-	2,978,775	2,998,450
<b>LONG TERM DEFICIT UNIWIN (note 6)</b>	-	-	-	-	-	-	-	-	-	15,745
<b>CAW STUDENT CENTRE - TRUST OBLIGATION</b>	<u>-</u>	<u>986,264</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>986,264</u>	<u>1,803,712</u>
	<u>2,337,433</u>	<u>1,617,106</u>	<u>-</u>	<u>10,500</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>3,965,039</u>	<u>4,817,907</u>
<b>FUND BALANCES (DEFICITS)</b>										
<b>INVESTED IN PROPERTY, PLANT AND EQUIPMENT</b>	28,414	-	247	-	-	-	-	-	28,661	34,542
<b>UNRESTRICTED</b>	658,976	-	-	-	-	-	-	-	658,976	355,119
<b>INTERNALLY RESTRICTED</b>	<u>-</u>	<u>-</u>	<u>49,901</u>	<u>81,438</u>	<u>1,345,348</u>	<u>96,839</u>	<u>246,182</u>	<u>2,955,986</u>	<u>7,775,695</u>	<u>8,043,543</u>
	<u>687,390</u>	<u>-</u>	<u>50,148</u>	<u>81,438</u>	<u>1,345,348</u>	<u>96,839</u>	<u>246,182</u>	<u>2,955,986</u>	<u>8,463,332</u>	<u>8,433,204</u>
	<u>\$ 3,024,823</u>	<u>\$1,617,106</u>	<u>\$ 50,148</u>	<u>\$ 91,938</u>	<u>\$ 4,345,348</u>	<u>\$ 96,839</u>	<u>\$ 246,182</u>	<u>\$ 2,955,986</u>	<u>\$12,428,371</u>	<u>\$13,251,111</u>

ON BEHALF OF THE BOARD

Director

Director

See Accompanying Notes

## UNIVERSITY OF WINDSOR STUDENTS' ALLIANCE

## NON-CONSOLIDATED STATEMENT OF CASH FLOWS

YEAR ENDED APRIL 30, 2020

	2020	2019
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Cash receipts from customers and members	\$ 5,155,977	\$ 5,087,447
Cash paid to suppliers and employees	<u>(6,057,074)</u>	<u>(3,354,427)</u>
	<u>(901,097)</u>	<u>1,733,020</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment	(5,501)	(830)
Loan advance to Uniwin Student Pub Inc.	(19,752)	(45,014)
Sale (purchase) of investments	158,347	(1,622,895)
Investment income	<u>165,253</u>	<u>252,580</u>
	<u>298,347</u>	<u>(1,416,159)</u>
<b>INCREASE (DECREASE) IN CASH POSITION</b>	(602,750)	316,861
<b>CASH POSITION, BEGINNING</b>	<u>3,121,661</u>	<u>2,804,800</u>
<b>CASH POSITION, ENDING</b>	<u><u>\$ 2,518,911</u></u>	<u><u>\$ 3,121,661</u></u>

See Accompanying Notes

# UNIVERSITY OF WINDSOR STUDENTS' ALLIANCE

## NOTES TO NON-CONSOLIDATED FINANCIAL STATEMENTS

APRIL 30, 2020

### 1. NATURE OF ACTIVITIES

The University of Windsor Students' Alliance (UWSA) was incorporated on May 25, 1970 under the Corporations Act (Ontario). The organization's mission is to enhance student life through advocacy, representation and services. The organization is exempt from income taxes under Section 149(1)(l) of the Income Tax Act of Canada.

### 2. SIGNIFICANT ACCOUNTING POLICIES

#### BASIS OF PRESENTATION

The non-consolidated financial statements are prepared in accordance with Canadian accounting standards for not-for-profit organizations and include the following significant accounting policies:

#### IMPAIRMENT OF LONG-LIVED ASSETS

Long-lived assets are tested for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. An impairment loss is recognized when their carrying value exceeds the total undiscounted cash flows expected from their use and eventual disposition. The amount of the impairment loss is determined as the excess of the carrying value of the asset over its fair value.

#### INVESTMENT IN UNIWIN STUDENT PUB INC.

The UWSA owns 100% of the outstanding shares of Uniwin Student Pub Inc. Uniwin Student Pub Inc. is a profit oriented enterprise that operates a cafe in the university campus. The investment in Uniwin Student Pub Inc. is recorded using the equity method (see note 6) and has not been consolidated in the University of Windsor Students' Alliance financial statements. Financial Statements for Uniwin Student Pub Inc. are available on request (note 7).

#### PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consist of furniture and fixtures, equipment, and computer, software and electronics and are carried at cost less accumulated amortization. Contributed property, plant and equipment are recorded at fair value at the date of contribution. Amortization is calculated over the estimated service lives of the assets, which are as follows:

Furniture and fixtures	20% declining balance
Equipment	20% declining balance
Computer, software and electronics	50% year 1, 25% years 2 and 3

**UNIVERSITY OF WINDSOR STUDENTS' ALLIANCE****NOTES TO NON-CONSOLIDATED FINANCIAL STATEMENTS****APRIL 30, 2020**

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**2. SIGNIFICANT ACCOUNTING POLICIES - continued**

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**FUND ACCOUNTING*****Operating Fund***

Revenue and expenses related to program delivery and administrative activities are reported in the operating fund.

***CAW Student Centre Fund***

The CAW Student Centre fund is a restricted fund established to track activity with the CAW Student Centre which is owned by the University of Windsor and is managed by the UWSA under a management agreement signed April 30, 2015 that expires April 29, 2020. Under the terms of this agreement, the organization has agreed to manage the operations of the CAW Student Centre, and to ensure that sufficient reserves are available for future capital expenditures and other ongoing obligations, as well as to hold certain assets and liabilities arising from those operations in trust for the University of Windsor. The agreement requires that a reserve for capital expenditures and future operating deficits be established at a minimum of \$500,000. Decisions that will reduce the fund below this threshold require approval of two-thirds of the voting members of the Policy Management Board. The agreement set a contribution target of 7% of the previous year's revenue with a required minimum contribution of \$50,000 annually. The agreement requires any annual surplus be credited towards the reserve fund until the balance of the reserve reaches one year's budget.

***Lance Fund***

Effective July 30, 2001, the Lance newspaper joined the University of Windsor Students' Alliance as a constituent wholly owned division. The organization has agreed to allow the Lance complete and unfettered content freedom, however, the organization will provide financial and other services to the Lance on a cost-free basis. These services include, but are not limited to the following: bookkeeping, financial administration, insurance, capital loans, professional fees, and other administrative services from time to time that may be required. It is the intent of the agreement that if the Lance has profit from its operations, that this profit will be used for continued and further Lance operations, or on capital improvements to the Lance as may be determined by the Lance.

***Scholarship Fund***

The scholarship fund was established in 1996 for the purpose of awarding scholarships of up to \$10,000 annually commencing with the 1997 academic year. At the outset of the program, \$100,000 was invested in a reserve to fund these scholarships. The fund is invested in cash and marketable securities which are carried at fair market value. During the year, a transfer of \$10,500 (2019, \$10,500) to the Operating Fund was approved.

***Student Refugee Fund***

The student refugee fund was established in 2002 for the investment of refugee student plan surpluses.

# UNIVERSITY OF WINDSOR STUDENTS' ALLIANCE

## NOTES TO NON-CONSOLIDATED FINANCIAL STATEMENTS

APRIL 30, 2020

### 2. SIGNIFICANT ACCOUNTING POLICIES - continued

#### FUND ACCOUNTING - continued

##### ***Health and Dental Fund***

The Health and Dental fund was established by the members of the UWSA through the passage of a referendum to provide Health and Dental insurance coverage to the members of the organization. The UWSA collects mandatory fees from each full-time undergraduate student and then offers these students an opportunity to opt out of the program. In 2015, students were offered an opportunity to opt out early before the payment was due. In 2003, the UWSA began to self-insure the drug and dental components of the plan. All annual deficits and surpluses are invested in the Health and Dental reserve. The reserve is invested in cash and marketable securities which are carried at fair market value.

##### ***Special Need Fund***

The special need fund was established to maintain surplus funds for the specific use by the Student Needs Access Coalition and the Wheelchair Accessibility Coalition. The coalitions provide services to benefit students with special needs and challenges.

##### ***Capital Expenditure Fund***

The Capital fund collects student fees for use towards large capital projects as approved by the board or by referendum. Surpluses beyond the eleven year commitment that ended in 2010 remain with the Capital Expenditure Fund, for the restricted purposes of assisting with other capital costs relating to the CAW Student Centre renovations and future capital projects.

#### REVENUE RECOGNITION

The organization follows the restricted fund method of accounting for contributions. Restricted contributions related to general operations are recognized as revenue of the operating fund in the year in which the related expenses are incurred. All other restricted contributions are recognized as revenue of the appropriate restricted fund. Unrestricted contributions and revenue are recognized as revenue of the appropriate fund when persuasive evidence of an arrangement exists, delivery has occurred, the price to the buyer is fixed or determinable and collection is reasonably assured.

#### CASH HELD FOR STUDENT ORGANIZATIONS

The organization holds cash in trust on behalf of various student organizations. Funds are deposited with the organization and then withdrawn when they are needed. The amounts remaining at year end relate to the balance of cash held with the organization and are included in accounts payable and accrued liabilities. At year end, total cash held on behalf of student associations was \$884,839 (2019, \$747,000) and total cash held on behalf of student clubs was \$179,773 (2019, \$168,964).



**UNIVERSITY OF WINDSOR STUDENTS' ALLIANCE****NOTES TO NON-CONSOLIDATED FINANCIAL STATEMENTS****APRIL 30, 2020**

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**2. SIGNIFICANT ACCOUNTING POLICIES - continued**

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**USE OF ACCOUNTING ESTIMATES**

The preparation of non-consolidated financial statements in conformity with Canadian accounting standards for not-for-profit organizations requires management to make estimates and assumptions that effect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the non-consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Significant areas requiring the use of managements' estimates include the allowance for doubtful accounts, allocation of student fee revenue and health plan premium accruals. Actual results could differ from these estimates.

**UNIVERSITY OF WINDSOR STUDENTS' ALLIANCE****NOTES TO NON-CONSOLIDATED FINANCIAL STATEMENTS****APRIL 30, 2020**

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**2. SIGNIFICANT ACCOUNTING POLICIES - continued**

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**FINANCIAL INSTRUMENTS****Measurement of financial instruments**

Financial instruments are financial assets or liabilities of the organization where, in general, the organization has the right to receive cash or another financial asset from another party or the organization has the obligation to pay another party cash or other financial assets.

The organization initially measures its financial assets and liabilities at fair value, except for certain non-arm's length transactions that are measured at the exchange amount, which is the amount agreed upon by the related parties.

The organization subsequently measures all its financial assets and financial liabilities at amortized cost except investments and CAW Student Centre - assets held in trust.

Financial assets measured at amortized cost include cash, accounts receivable and due from funds.

The organization's financial assets measured at fair value include investments and CAW Student Centre - assets held in trust.

Financial liabilities measured at amortized cost include accounts payable and accrued liabilities, CAW Student Centre - trust obligation and due to funds.

**Impairment**

Financial assets measured at cost or amortized cost are tested for impairment when there are indicators of possible impairment. When a significant adverse change has occurred during the period in the expected timing or amount of future cash flows from the financial asset or group of assets, a write down is recognized in net income. The write down reflects the difference between the carrying amount and the higher of:

- The present value of the cash flows expected to be generated by the asset or group of assets;
- The amount that could be realized by selling the asset or asset group; or
- The net realizable value of any collateral held to secure repayment of the asset or group of assets.

When events occurring after the impairment confirm that a reversal is necessary, the reversal is recognized up to the amount of the previously recognized impairment.

**Transaction costs**

Transaction costs and financing fees are expensed as incurred for financial instruments measured at fair value and capitalized and amortized over the expected life of the instrument using the straight line method for financial instruments that are subsequently measured at cost or amortized cost.

## UNIVERSITY OF WINDSOR STUDENTS' ALLIANCE

## NOTES TO NON-CONSOLIDATED FINANCIAL STATEMENTS

APRIL 30, 2020

**3. HEALTH & DENTAL FUND****2020****2019**

All full-time University of Windsor students are required to pay student fees to the Health and Dental Plans as part of base student fees. Students have an option to apply to opt out of these plans if they can prove they are insured elsewhere.

Gross student fees	\$ 3,070,554	\$ 2,599,756
Net opt outs	<u>968,584</u>	<u>576,381</u>
Net student fees	<u>\$ 2,101,970</u>	<u>\$ 2,023,375</u>
Opt out percentage of student fees	<u>31.5</u>	<u>22.2</u>

**4. U PASS****2020****2019**

All full-time University of Windsor students are required to pay student fees for the University of Windsor Bus Pass (U Pass) as part of base student fees. Students have an option to apply to opt out of this pass if they can prove they live outside the area serviced by Transit Windsor, can obtain bus passes through other programs and are authorized to opt out at the discretion of the UWSA. The UWSA then remits the fees to Transit Windsor and receives commission income of 2% (2019, 1.75%).

Gross student fees	\$ 1,472,036	\$ 1,452,660
Opt outs	(233,772)	(198,000)
Opt Ins	<u>178,860</u>	<u>166,980</u>
Net student fees	1,417,124	1,421,640
Transit Windsor expense	1,410,500	1,415,103
Bad debts	<u>6,624</u>	<u>6,537</u>
Net U Pass	<u>\$ -</u>	<u>\$ -</u>
Opt out percentage of gross student fees	<u>15.9</u>	<u>13.6</u>

## UNIVERSITY OF WINDSOR STUDENTS' ALLIANCE

## NOTES TO NON-CONSOLIDATED FINANCIAL STATEMENTS

APRIL 30, 2020

**5. INVESTMENTS****2020****2019**

The financial statements reflect investments at fair value. The book values of the following assets are as follows:

Operating Fund - Investments	\$ 1,398	\$ 1,381
CAW Student Centre Fund - Assets held in trust	1,061,598	1,169,149
Scholarship Fund - Investments	92,335	100,653
Health & Dental fund - Investments	3,882,799	3,477,593
Capital Fund - Investments	<u>2,685,510</u>	<u>3,133,214</u>
	<u>\$ 7,723,640</u>	<u>\$ 7,881,990</u>

Investments at fair value are comprised of the following:

Cash and cash equivalents	\$ 11,522	\$ 13,483
Equities	7,681,895	3,644,996
Fixed income	<u>-</u>	<u>4,375,934</u>
	<u>\$ 7,693,417</u>	<u>\$ 8,034,413</u>

Investment income is comprised of the following:

Dividends and interest	\$ 313,332	\$ 297,700
Realized gains	(72,438)	20,077
Management fees	<u>(75,643)</u>	<u>(65,197)</u>
Investment income	<u>\$ 165,251</u>	<u>\$ 252,580</u>

**6. LONG TERM INVESTMENT (DEFICIT) UNIWIN****2020****2019**

Class A shares	\$ 50	\$ 50
Advances	1,235,039	1,215,286
Share of losses	<u>(1,234,154)</u>	<u>(1,231,081)</u>
	<u>\$ 935</u>	<u>\$ (15,745)</u>

## UNIVERSITY OF WINDSOR STUDENTS' ALLIANCE

## NOTES TO NON-CONSOLIDATED FINANCIAL STATEMENTS

APRIL 30, 2020

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7. OPERATING RESULTS OF UNIWIN STUDENT PUB INC.	2020	2019
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<b>Financial Position</b>		
Total assets	\$ <u>1,231</u>	\$ <u>441</u>
Total liabilities	1,235,848	1,231,984
Shareholders deficiency	<u>(1,234,617)</u>	<u>(1,231,543)</u>
Total liabilities and shareholders' deficiency	\$ <u>1,231</u>	\$ <u>441</u>
<b>Results of Operations</b>		
Total revenues	\$ 203	\$ 63,225
Total cost of goods sold	-	48,545
Total expenses	<u>3,276</u>	<u>78,052</u>
Net loss	\$ <u>(3,073)</u>	\$ <u>(63,372)</u>
<b>Cash flows</b>		
Cash used in operations	\$ (17,478)	\$ (52,783)
Cash from financing activities	<u>19,753</u>	<u>45,014</u>
Net change in cash	\$ <u>2,275</u>	\$ <u>(7,769)</u>

## UNIVERSITY OF WINDSOR STUDENTS' ALLIANCE

## NOTES TO NON-CONSOLIDATED FINANCIAL STATEMENTS

APRIL 30, 2020

**8. PROPERTY, PLANT AND EQUIPMENT****2020****2019**

	<b>Cost</b>	<b>Accumulated Amortization</b>	<b>Net</b>	<b>Net</b>
<b>OPERATING FUND</b>				
Furniture and fixtures	\$ 316,106	\$ 300,389	\$ 15,717	\$ 19,647
Equipment	48,629	38,081	10,548	13,185
Computer, software and electronics	<u>114,298</u>	<u>112,149</u>	<u>2,149</u>	<u>1,400</u>
	<u>479,033</u>	<u>450,619</u>	<u>28,414</u>	<u>34,232</u>
<b>CAW STUDENT CENTRE</b>				
Furniture and fixtures	278,775	247,707	31,068	38,834
Computer, software and electronics	<u>116,770</u>	<u>115,961</u>	<u>809</u>	<u>316</u>
	<u>395,545</u>	<u>363,668</u>	<u>31,877</u>	<u>39,150</u>
<b>LANCE</b>				
Computer, software and electronics	<u>28,605</u>	<u>28,358</u>	<u>247</u>	<u>309</u>
	<u>\$ 903,183</u>	<u>\$ 842,645</u>	<u>\$ 60,538</u>	<u>\$ 73,691</u>

**9. GOVERNMENT REMITTANCES PAYABLE****2020****2019**

The accounts payable and accrued liabilities include the following government remittances owing:

EHT payable	\$ 4,244	\$ 4,136
HST payable	5,220	4,726
Payroll taxes payable	11,224	11,008
WSIB payable	<u>94</u>	<u>-</u>
	<u>\$ 20,782</u>	<u>\$ 19,870</u>

**10. LINE OF CREDIT**

The organization has available a \$500,000 line of credit of which \$152 (2019, \$26) is outstanding at year end. The line of credit incurs interest at prime rate, is subject to margining and is secured by investments held by the organization.

**UNIVERSITY OF WINDSOR STUDENTS' ALLIANCE****NOTES TO NON-CONSOLIDATED FINANCIAL STATEMENTS****APRIL 30, 2020**

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**11. DUE TO (FROM) FUNDS**

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Advances to (from) funds are unsecured, payable on demand and non-interest bearing.

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**12. ALLOCATED EXPENSES**

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There are no fundraising costs for this organization. General support expenses consist primarily of administrative costs and administrative salaries and benefits. Internally these costs are allocated to various departments based on budgeting and the discretion of management and the board of directors. These financial statements reflect administrative costs as income of the Operating fund of \$73,324 (2019, \$42,450) and expense of Health and Dental of \$57,570 (2019, \$32,450) and CAW Student Centre \$10,000 (2019, \$10,000). Salaries and benefits are allocated as \$473,104 (2019, \$482,767) to Operating, \$253,401 (2019, \$243,651) to the CAW Student Centre and \$88 (2019, \$37,618) to the Lance.

**UNIVERSITY OF WINDSOR STUDENTS' ALLIANCE****NOTES TO NON-CONSOLIDATED FINANCIAL STATEMENTS****APRIL 30, 2020**

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**13. FINANCIAL INSTRUMENTS**

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The main risks the organization's financial instruments are exposed to are credit risk, interest rate risk, liquidity risk and market risk.

**Credit risk**

The organization is exposed to credit risk on the accounts receivable from its customers. As at April 30, 2020 approximately 89% (2019, 81%) of the trade accounts receivable balance are owed from one customer (2019, one customer). The organization anticipates receiving payment in full from its customers.

**Interest rate risk**

Some of the investments bear interest at a fixed rate of interest, and as such is subject to interest rate price risk resulting from changes in fair value from market fluctuations in interest rates. The line of credit bears interest at a floating rate based on bank prime rate, and as such, is subject to interest rate cash flow risk resulting from market fluctuations in interest rates. The organization does not use derivative financial instruments to alter the effects of the risk.

**Liquidity risk**

Liquidity risk relates to the risk the organization will encounter difficulty in meeting its obligations associated with financial liabilities. The financial liabilities on its balance sheet consist of accounts payable and accrued liabilities, CAW Student Centre - trust obligation and due to funds. Management closely monitors cash flow requirements to ensure that it has sufficient cash on demand to meet operational and financial obligations.

**Market risk (price risk)**

Market risk is the risk that changes in market prices and interest rates will affect the organization's net earnings or the value of financial instruments. These risks are generally outside the control of the organization. The objective of the organization is to mitigate market risk exposures within acceptable limits, while maximizing returns. The organization's investments in publicly traded securities expose the organization to market risk as such investments are subject to price changes in the open market. The organization does not use derivative financial instruments to alter the effects of the risk.



**UNIVERSITY OF WINDSOR STUDENTS' ALLIANCE****NOTES TO NON-CONSOLIDATED FINANCIAL STATEMENTS****APRIL 30, 2020**

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**14. COVID-19 PANDEMIC**

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On March 11, 2020, the World Health Organization categorized COVID-19 as a pandemic. This has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures have caused material disruption to businesses globally resulting in an economic slowdown. The duration and impact of the COVID-19 outbreak is unknown at this time, nor is the efficacy of the government and central bank monetary and fiscal interventions designed to stabilize economic conditions. As a result, it is not possible to estimate the length and severity of these developments.

In so far as the organization is concerned, the COVID-19 crisis had no impact on the financial statements presented for the year ended April 30, 2020. As of (date of report), 2020, management is aware of the changes in the organization's activities as a result of the COVID-19 crisis, such as the use of telephone and other technological tools to keep in touch with staff, students and suppliers. Any in person meetings required are being managed via physical distancing. No programs have been cancelled and no staff have been laid off by the organization. Management is confident that its financial position will remain stable and that it will meet the organization's financial obligations. The final full-time undergraduate numbers for fall'20 is not yet available. UWSA is expecting a decrease in full-time undergraduate students. It has been decided that the fall 2020 semester UWSA fee, be reduced to \$ 20.00 (From \$ 31.78). If classes go online in the winter semester, UWSA will continue to charge only \$ 20.00 from full-time undergraduates in the winter'21 semester too. The interest income has reduced significantly. UWSA will not receive the 2% commission on bus pass fee in fall'20 as the students are not charged the bus pass fee in the fall semester. There is no final decision about the winter'21 bus pass fee. Rental credits were issued to some of the CAW tenants in the Student Centre. The Farmers Market, Christmas market and vendor fair were also shutdown. The Organization is continually monitoring and assessing new information and recommendations from health and government authorities as it becomes available, and will continue to respond accordingly.

**UNIVERSITY OF WINDSOR STUDENTS' ALLIANCE**

**SUPPLEMENTARY FINANCIAL INFORMATION  
CENTRAL ADMINISTRATION PROGRAM - OPERATING FUND**

**YEAR ENDED APRIL 30, 2020**

	<b>Budget 2020</b>	<b>Actual 2020</b>	<b>Actual 2019</b>
<hr/>			
<b>REVENUE</b>			
Student fees	\$ 525,490	\$ 649,942	\$ 642,031
Rent	98,536	89,000	102,385
Other revenue	89,099	98,572	44,690
Investment income	48,000	63,970	60,653
Sales and advertising	35	31	26
Uniwin Student Pub Inc. loss	<u>-</u>	<u>(3,073)</u>	<u>(63,372)</u>
	<u>761,160</u>	<u>898,442</u>	<u>786,413</u>
 <b>EXPENSES</b>			
Advertising and promotion	4,929	2,314	3,873
Amortization	13,800	9,701	12,651
Bad debts	2,365	2,925	2,889
Conferences, training and travel	15,000	10,703	18,308
General insurance	41,000	40,185	38,635
Miscellaneous expense	18,340	11,566	2,519
Office and equipment	30,110	31,504	26,025
Professional fees	46,000	39,013	41,352
Programming supplies and expenses	10,875	673	15,506
Salaries and benefits	254,531	251,602	238,872
Telephone, utilities and taxes	<u>8,944</u>	<u>8,844</u>	<u>8,844</u>
	<u>445,894</u>	<u>409,030</u>	<u>409,474</u>
 <b>REVENUE OVER EXPENSES</b>	 <u><u>\$ 315,266</u></u>	 <u><u>\$ 489,412</u></u>	 <u><u>\$ 376,939</u></u>

See Accompanying Notes

UNIVERSITY OF WINDSOR STUDENTS' ALLIANCE

SUPPLEMENTARY FINANCIAL INFORMATION  
CHIEF RETURNING OFFICER PROGRAM - OPERATING FUND

YEAR ENDED APRIL 30, 2020

	Budget 2020	Actual 2020	Actual 2019
<hr/>			
<b>EXPENSES</b>			
Advertising and promotion	\$ 375	\$ -	\$ -
Miscellaneous expense (recovery)	-	-	(180)
Programming supplies and expenses	5,900	2,171	2,129
Salaries and benefits	<u>16,037</u>	<u>9,475</u>	<u>12,697</u>
<b>REVENUE UNDER EXPENSES</b>	<u>\$ (22,312)</u>	<u>\$ (11,646)</u>	<u>\$ (14,646)</u>

See Accompanying Notes

**UNIVERSITY OF WINDSOR STUDENTS' ALLIANCE**

**SUPPLEMENTARY FINANCIAL INFORMATION  
SERVICES - OPERATING FUND**

**YEAR ENDED APRIL 30, 2020**

	<b>Budget 2020</b>	<b>Actual 2020</b>	<b>Actual 2019</b>
<hr/>			
<b>REVENUE</b>			
Other revenue	\$ 51,100	\$ 27,703	\$ 52,700
<b>EXPENSES</b>			
Advertising and promotion	8,426	5,102	7,130
Conferences, training and travel	7,000	458	1,089
Miscellaneous expense	1,891	617	472
Office and equipment	1,738	663	594
Professional fees	3,320	2,767	-
Programming supplies and expenses	16,125	22,141	18,948
Salaries and benefits	<u>82,018</u>	<u>71,723</u>	<u>87,223</u>
	<u>120,518</u>	<u>103,471</u>	<u>115,456</u>
<b>REVENUE UNDER EXPENSES</b>	<u><u>\$ (69,418)</u></u>	<u><u>\$ (75,768)</u></u>	<u><u>\$ (62,756)</u></u>

See Accompanying Notes

UNIVERSITY OF WINDSOR STUDENTS' ALLIANCE

SUPPLEMENTARY FINANCIAL INFORMATION  
PRESIDENT - OPERATING FUND

YEAR ENDED APRIL 30, 2020

	Budget 2020	Actual 2020	Actual 2019
<hr/>			
<b>EXPENSES</b>			
Advertising and promotion	\$ 301	\$ -	\$ 400
Conferences, training and travel	1,125	150	566
Salaries and benefits	<u>34,106</u>	<u>32,875</u>	<u>32,835</u>
<b>REVENUE UNDER EXPENSES</b>	<u>\$ (35,532)</u>	<u>\$ (33,025)</u>	<u>\$ (33,801)</u>

See Accompanying Notes

**UNIVERSITY OF WINDSOR STUDENTS' ALLIANCE**

**SUPPLEMENTARY FINANCIAL INFORMATION  
VICE-PRESIDENT FINANCE & OPERATIONS - OPERATING FUND**

**YEAR ENDED APRIL 30, 2020**

	<b>Budget 2020</b>	<b>Actual 2020</b>	<b>Actual 2019</b>
<hr/>			
<b>EXPENSES</b>			
Advertising and promotion	\$ 150	\$ -	\$ 100
Grants and scholarships	31,500	23,200	37,425
Miscellaneous expense	113	50	141
Programming supplies and expenses	5,625	1,700	4,820
Salaries and benefits	<u>40,929</u>	<u>31,328</u>	<u>31,865</u>
 <b>REVENUE UNDER EXPENSES</b>	 <u><u>\$ (78,317)</u></u>	 <u><u>\$ (56,278)</u></u>	 <u><u>\$ (74,351)</u></u>

See Accompanying Notes

UNIVERSITY OF WINDSOR STUDENTS' ALLIANCE

SUPPLEMENTARY FINANCIAL INFORMATION  
PROGRAMMING - OPERATING FUND

YEAR ENDED APRIL 30, 2020

	Budget 2020	Actual 2020	Actual 2019
<b>REVENUE</b>			
Sales and advertising	\$ 31,900	\$ 103,844	\$ 86,202
Rent	-	4,400	3,485
Other revenue	<u>1,500</u>	<u>4,718</u>	<u>1,522</u>
	<u>33,400</u>	<u>112,962</u>	<u>91,209</u>
<b>EXPENSES</b>			
Advertising and promotion	6,375	12,461	3,951
Conferences, training and travel	300	300	2,125
Miscellaneous expense	-	502	-
Office and equipment	400	-	-
Programming supplies and expenses	52,200	187,407	132,036
Salaries and benefits	<u>1,417</u>	<u>2,434</u>	<u>-</u>
	<u>60,692</u>	<u>203,104</u>	<u>138,112</u>
<b>REVENUE UNDER EXPENSES</b>	<u>\$ (27,292)</u>	<u>\$ (90,142)</u>	<u>\$ (46,903)</u>

See Accompanying Notes

UNIVERSITY OF WINDSOR STUDENTS' ALLIANCE

SUPPLEMENTARY FINANCIAL INFORMATION  
PUBLICATIONS - OPERATING FUND

YEAR ENDED APRIL 30, 2020

	Budget 2020	Actual 2020	Actual 2019
<hr/>			
<b>REVENUE</b>			
Sales and advertising	\$ 17,700	\$ 17,700	\$ 18,800
<b>EXPENSES</b>			
Cost of sales	12,990	12,989	11,475
Miscellaneous expense	<u>4,000</u>	<u>-</u>	<u>-</u>
	<u>16,990</u>	<u>12,989</u>	<u>11,475</u>
<b>REVENUE OVER EXPENSES</b>	<u>\$ 710</u>	<u>\$ 4,711</u>	<u>\$ 7,325</u>

See Accompanying Notes



UNIVERSITY OF WINDSOR STUDENTS' ALLIANCE

SUPPLEMENTARY FINANCIAL INFORMATION  
VICE-PRESIDENT STUDENT SERVICES - OPERATING FUND

YEAR ENDED APRIL 30, 2020

	Budget 2020	Actual 2020	Actual 2019
<hr/>			
<b>EXPENSES</b>			
Advertising and promotion	\$ 2,025	\$ 2,173	\$ 3,469
Miscellaneous expense	113	-	116
Salaries and benefits	<u>31,975</u>	<u>31,582</u>	<u>30,730</u>
<b>REVENUE UNDER EXPENSES</b>	<u>\$ (34,113)</u>	<u>\$ (33,755)</u>	<u>\$ (34,315)</u>

See Accompanying Notes

UNIVERSITY OF WINDSOR STUDENTS' ALLIANCE

SUPPLEMENTARY FINANCIAL INFORMATION  
VICE-PRESIDENT STUDENT ADVOCACY - OPERATING FUND

YEAR ENDED APRIL 30, 2020

	Budget 2020	Actual 2020	Actual 2019
<hr/>			
<b>REVENUE</b>			
<b>EXPENSES</b>			
Advertising and promotion	\$ 150	\$ -	\$ 100
Conferences, training and travel	6,000	4,469	14,955
Miscellaneous expense	113	50	116
Programming supplies and expenses	3,750	184	884
Salaries and benefits	<u>31,975</u>	<u>31,394</u>	<u>30,982</u>
	<u>41,988</u>	<u>36,097</u>	<u>47,037</u>
<b>REVENUE UNDER EXPENSES</b>	<u>\$ (41,988)</u>	<u>\$ (36,097)</u>	<u>\$ (47,037)</u>

See Accompanying Notes

**UNIVERSITY OF WINDSOR STUDENTS' ALLIANCE**

**SUPPLEMENTARY FINANCIAL INFORMATION  
U PASS - OPERATING FUND**

**YEAR ENDED APRIL 30, 2020**

	<b>Budget 2020</b>	<b>Actual 2020</b>	<b>Actual 2019</b>
<hr/>			
<b>REVENUE</b>			
Other revenue	\$ 40,199	\$ 36,213	\$ 40,698
<b>EXPENSES</b>			
Advertising and promotion	150	607	823
Miscellaneous expense	2,750	4,036	5,126
Salaries and benefits	<u>14,558</u>	<u>10,691</u>	<u>17,563</u>
	<u>17,458</u>	<u>15,334</u>	<u>23,512</u>
<b>REVENUE OVER EXPENSES</b>	<u>\$ 22,741</u>	<u>\$ 20,879</u>	<u>\$ 17,186</u>

See Accompanying Notes

**UNIVERSITY OF WINDSOR STUDENTS' ALLIANCE**

**SUPPLEMENTARY FINANCIAL INFORMATION  
BIKE SHARE - OPERATING FUND**

**YEAR ENDED APRIL 30, 2020**

	<b>Budget 2020</b>	<b>Actual 2020</b>	<b>Actual 2019</b>
<hr/>			
<b>REVENUE</b>			
Sales and advertising	\$ -	\$ -	\$ 4,600
<b>EXPENSES</b>			
Miscellaneous expense	-	-	9,199
	-	-	9,199
<b>REVENUE UNDER EXPENSES</b>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (4,599)</u>

See Accompanying Notes

UNIVERSITY OF WINDSOR STUDENTS' ALLIANCE

SUPPLEMENTARY FINANCIAL INFORMATION  
LANCE

YEAR ENDED APRIL 30, 2020

	Budget 2020	Actual 2020	Actual 2019
<hr/>			
<b>REVENUE</b>			
Student fees	\$ 21,000	\$ 54,683	\$ 56,767
Sales and advertising	<u>-</u>	<u>18</u>	<u>337</u>
	<u>21,000</u>	<u>54,701</u>	<u>57,104</u>
 <b>EXPENSES</b>			
Advertising and promotion	-	-	172
Amortization	-	62	77
Bad debts	95	246	255
Miscellaneous expense	-	-	457
Office and equipment	-	90	220
Salaries and benefits	<u>-</u>	<u>88</u>	<u>37,618</u>
	<u>95</u>	<u>486</u>	<u>38,799</u>
 <b>REVENUE OVER EXPENSES</b>	<u>\$ 20,905</u>	<u>\$ 54,215</u>	<u>\$ 18,305</u>

See Accompanying Notes

**UNIVERSITY OF WINDSOR STUDENTS' ALLIANCE**

**SUPPLEMENTARY FINANCIAL INFORMATION  
CAW STUDENT CENTRE**

**YEAR ENDED APRIL 30, 2020**

	<b>Budget 2020</b>	<b>Actual 2020</b>	<b>Actual 2019</b>
<hr/>			
<b>REVENUE</b>			
Student fees	\$ 1,165,000	\$ 1,236,480	\$ 1,196,526
Rent	197,515	203,317	200,699
Investment income	30,000	24,189	31,272
Sales and advertising	<u>-</u>	<u>8,775</u>	<u>9,050</u>
	<u>1,392,515</u>	<u>1,472,761</u>	<u>1,437,547</u>
<b>EXPENSES</b>			
Advertising and promotion	6,150	1,579	3,803
Amortization	8,085	8,892	10,188
Bad debts	-	1,444	6,100
Campus police	58,900	54,463	54,706
Conferences, training and travel	10,000	7,703	7,902
General insurance	28,500	28,678	16,000
Housekeeping	369,600	349,309	365,624
Miscellaneous expense	10,131	7,232	21,031
Office and equipment	3,150	2,122	2,457
Professional fees	15,154	21,557	9,400
Programming supplies and expenses	37,800	39,261	41,936
Repairs and maintenance	100,000	50,075	102,650
Salaries and benefits	267,880	253,401	243,651
Special projects	2,000	2,250	1,000
Telephone, utilities and taxes	324,690	280,186	316,463
Unrealized (gain) loss on investments	<u>-</u>	<u>31,818</u>	<u>(17,214)</u>
	<u>1,242,040</u>	<u>1,139,970</u>	<u>1,185,697</u>
	<u>150,475</u>	<u>332,791</u>	<u>251,850</u>
<b>ONE TIME EXPENSE (RECOVERY)</b>	<u>-</u>	<u>1,150,239</u>	<u>2,974</u>
<b>REVENUE OVER EXPENSES</b>	150,475	(817,448)	248,876
<b>TRUST OBLIGATION, BEGINNING</b>	<u>1,803,712</u>	<u>1,803,712</u>	<u>1,554,836</u>
<b>TRUST OBLIGATION, ENDING</b>	<u>\$ 1,954,187</u>	<u>\$ 986,264</u>	<u>\$ 1,803,712</u>

See Accompanying Notes



**GENERAL BY-LAW  
(BY-LAW NO. 1)  
OF THE  
UNIVERSITY OF WINDSOR STUDENTS' ALLIANCE**

**Date Approved by Board:  
Date Confirmed by Members:**

# UNIVERSITY OF WINDSOR STUDENTS' ALLIANCE

## BY-LAW NO. 1

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**UNIVERSITY OF WINDSOR STUDENTS' ALLIANCE**  
**BY-LAW NO. 1**

**WHEREAS:**

It is desirable to repeal any and all By-Laws of University of Windsor Students' Alliance and to enact the provisions hereof.

**NOW THEREFORE BE IT ENACTED AND IT IS HEREBY ENACTED** as By-Law No. 1 of University of Windsor Students' Alliance as follows:

**ARTICLE 1: INTERPRETATION**

**1.1 Definitions**

In this By-law and in all other By-laws hereafter passed, unless the context otherwise requires, the following words shall have the following meanings:

“**Act**” means the *Corporations Act*, R.S.O. 1990, c. C.38, as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;

“**Board**” means the board of directors of UWSA;

“**Board Observer**” has the meaning set out in Section 7.11;

“**Board of Governors**” means the board of governors of the University;

“**By-Election**” means the Election held by UWSA during the fall Semester in which Members elect Directors and Executives to fill any such positions that are vacant or becoming vacant at the time of such Election;

“**By-law**” or “**By-laws**” means this By-law No. 1 and all other by-laws of the Corporation from time to time in force and effect;

“**Chairperson**” means the Director elected as the chairperson of UWSA from time to time;

“**Club**” means a club of UWSA;

“**Club Executive**” means a president, vice-president or other officer of a Club;

“**committee**” means a group of people from a larger body, or recruited with specific knowledge, to perform a specific function for the Board;

“**Corporation**” means University of Windsor Students' Alliance;

“**Director**” means a member of the Board;

**“Election”** means the General Election or the By-Election;

**“Elections Committee”** means the elections committee of UWSA;

**“Elections Policy”** means the elections policy enacted by the Board, as amended from time to time;

**“Executive”** means the President or a Vice-President, and **“Executives”** means all of them;

**“Finance Manager”** means the person employed by the Board to serve as the finance manager of UWSA;

**“full-time”** means, with respect to a Student, a Student defined as such by the University;

**“General Election”** means the principal Election held by UWSA during the winter Semester in which the Members elect the following school year’s Directors and Executives;

**“General Manager”** means the individual employed by UWSA to manage the operations, office and staff members of UWSA, reporting to the Board;

**“Letters Patent”** means the letters patent and supplementary letters patent of the Corporation;

**“Majority”** means fifty percent plus one (50% +1) of the persons voting on a matter;

**“Member”** means an individual who is a member in good standing of UWSA;

**“Member Proposal”** shall have the meaning set out in Section 5.2;

**“President”** means the president of UWSA elected from time to time in accordance with Section 8.3;

**“Referenda”** means any referenda relating to Members or the business and affairs of UWSA called in accordance with the Referendum Policy;

**“Referendum Policy”** means the policy enacted by the Board to govern Referenda, as amended from time to time;

**“Semester”** means the academic time period designated as a semester, as determined by the Office of the Registrar of the University;

**“Senate”** means the senate of the University;

**“Society”** means a society of UWSA;

**“Society Executive”** means a president, vice-president or other officer of a Society;

“**Special Majority**” means a majority of not less than two-thirds (2/3) of the persons voting on a matter;

“**Student**” means an individual who is a current student of the University as determined by the University;

“**Student Representative**” means a Student representative of the Board of Governors, the Senate, the first year Students, or a special constituency described in Section 6.2(b), each elected in accordance with the By-laws;

“**Treasurer**” means the Vice-President Finance/Operations;

“**University**” means the University of Windsor, in the City of Windsor, in the Province of Ontario;

“**UWSA**” means the Corporation; and

“**Vice-President**” means any officer elected as a vice-president of UWSA from time to time in accordance with Section 8.4.

## 1.2 **Gender**

In this By-law and in all other By-laws hereafter passed unless the context otherwise requires, the gender-neutral term of “they”, “their” or “them” shall be used.

## 1.3 **Persons**

In this By-law and in all other By-laws hereafter passed, unless the context otherwise requires, references to persons shall include firms and corporations.

## 1.4 **Headings**

The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

## 1.5 **Computation of Time**

When computing any time period in these By-laws, the day marking the commencement of the time period shall be excluded but the day of the deadline or expiry of the time period shall be included.

## 1.6 **Severability**

The invalidity or unenforceability of any provision of the By-laws shall not affect the validity or enforceability of the remaining provisions of the By-laws.

## **ARTICLE 2: PURPOSE**

### **2.1 Purpose**

UWSA is the official representative body for its Members, responsible for representation of, advocacy for, and service to the full-time undergraduate Students of the University. In furtherance of its purposes, UWSA represents its Members in their relationships with the University, the community, and all levels of government (federal, provincial and municipal).

### **2.2 Mission Statement**

The Directors shall determine the mission statement of UWSA and may revise same from time to time. The mission statement will be posted on the UWSA website.

## **ARTICLE 3: HEAD OFFICE**

### **3.1 Head Office**

Unless changed by special resolution of the Board, the head office of UWSA shall be in the City of Windsor, in the Province of Ontario.

## **ARTICLE 4: MEMBERS**

### **4.1 Membership Conditions**

There shall be one class of Members. The Members shall consist of undergraduate Students of the University who fulfil at least one of the following criteria, who are automatically admitted to membership upon fulfilling such criteria:

- (a) the Student is currently registered at the University as a full-time undergraduate Student;
- (b) the Student is currently registered in a co-operative education work term or internship through the University;
- (c) the Student is currently serving as a Director during the summer Semester and intersession term; and
- (d) the Student is currently serving as an Executive of UWSA.

### **4.2 Membership Transferability and Termination**

Membership in UWSA is not transferable and shall cease:

- (a) upon the death of the Member;
- (b) when the Member no longer qualifies for membership in accordance with the By-laws; or

- (c) if UWSA is liquidated and dissolved.

#### **4.3 Membership Rights and Responsibilities**

Members have the right to:

- (a) receive notice of, attend, submit business, speak, and vote at meetings of the Members, all in accordance with the requirements set out in the By-laws;
- (b) vote in UWSA Elections and Referenda in respect of which they are eligible to vote pursuant to the By-Laws;
- (c) attend and speak at any meetings of the Board and its committees (except *in camera* sessions), subject to any applicable meeting policies and regulations;
- (d) seek election as a Director or Executive, in accordance with the By-laws and any applicable policies;
- (e) nominate candidates for election to the Board or Executive, in accordance with the By-laws and any applicable policies;
- (f) establish and join Clubs and Societies and apply for the ratification and funding of Clubs and Societies, all in accordance with the By-laws and any applicable policies;
- (g) access the services, materials, and other resources made available by UWSA to its Members; and
- (h) exercise any other rights and privileges granted to Members by the By-laws, policies and Board resolutions.

Members have the responsibility to pay membership fees in accordance with Section 4.4 and to comply with the By-laws and any policies made in accordance with the By-laws.

#### **4.4 Membership Fees**

Each Member shall pay membership fees in respect of each Semester in the amount established by UWSA, which are subject to increases on an annual basis. The University will notify Members in writing of, and collect, the membership fees at any time payable by them.

### **ARTICLE 5: MEETINGS OF MEMBERS**

#### **5.1 Annual Meetings**

The annual meeting of Members shall be held at or in the vicinity of the University, or at such other place as the Board may from time to time determine, on such day in each year and at such time as the Board may determine.

At every annual meeting, the following business shall be transacted:

- (a) present the report of the Board and the Executives;
- (b) present the minutes of the previous annual meeting and any special meetings occurring since the date of the last annual meeting;
- (c) present a report on the General Election;
- (d) present the audited financial statements and the report of the auditors;
- (e) appoint the auditors for the ensuing year; and
- (f) the transaction of such other business as may properly come before the meeting, as determined by the Board.

Any other business shall require a special meeting, notice of which shall comply with governing law.

## 5.2 **Member Proposals and Resolutions – Annual Meeting**

- (a) Members may propose matters (each, a “**Member Proposal**”) for discussion during the annual meeting. Members shall be permitted a period of at least fifteen (15) days prior to each annual meeting for the submission of any Member resolutions and Member Proposals in respect of such annual meeting. During this submission period, UWSA shall arrange two (2) sessions of at least three (3) hours each to support Members in writing resolutions and Member Proposals, one of which must occur within the first five (5) days of such submission period.
- (b) The Board shall add any Member Proposals properly made under this Section to the agenda for the next annual meeting, and shall ensure the Members receive notice thereof in accordance with the notice requirements set out in Section 5.4. Members shall adhere to the following process for the submission of a Member Proposal, failing which the Member Proposal will not be added to the agenda for discussion at the annual meeting of UWSA:
  - (i) the written Member Proposal must be submitted either to the head office of UWSA or using the electronic method as designated by the Board for the upcoming annual meeting;
  - (ii) the Member Proposal must relate substantially to the activities or affairs of UWSA and must set out in reasonable detail its purpose; and
  - (iii) the Member Proposal must be submitted by the deadline set out in the notice given to Members in accordance with Section 5.4.

## 5.3 **Special Meetings**

Other meetings of the Members (“special meetings”) may be convened by order of the Board to be held on such date and time and at such place as the Board may from time to time determine. The only business that may be conducted at a special meeting shall be the matter or matters set forth in the notice of such meeting.



#### 5.4 Meetings Called by Members

The Members may require the Board to call a special meeting of the Members by delivering to the Board a petition containing the signatures of at least 250 Members. The petition shall include, in reasonable detail, the resolutions to be discussed at the special meeting. Upon receipt of such petition and validation of its signatures, the Board shall cause such special meeting to be held within 45 days after the date of the Board's receipt of the petition. Notice of the special meeting shall be given in accordance with Section 5.5.

#### 5.5 Notice

##### (a) Notice of Annual Meeting.

- (i) Notice stating the day and hour and place, in the Province of Ontario, of the meeting shall be given to each Member and to the auditor of UWSA at least twenty-one (21) days before the date of every annual meeting of Members (the "**First Notice**"). The First Notice shall set out the details of the Member Proposal and submission period required by Section 5.2(a).
- (ii) At least ten (10) days prior to the date of the meeting set out in the First Notice, a second notice stating the day and hour and place, in the Province of Ontario, of the meeting and the general nature of the business to be transacted shall be given to each Member and to the auditor of UWSA (the "**Final Notice**"). The Final Notice shall contain the details of any Member Proposals and resolutions properly submitted in respect of the annual meeting.

##### (b) Notice of Special Meeting. Notice stating the day and hour and place, in the Province of Ontario, of the meeting and the general nature of the business to be transacted shall be given to each Member at least fifteen (15) days before the date of every special meeting of Members.

##### (c) Method of Notice. Notice may be given by such method as permitted by law, provided that notice shall be given by the following methods:

- (i) posted in the University Student Centre and such other locations across the University campus as are determined appropriate by the Board;
- (ii) posted on UWSA's website; and
- (iii) communicated to the Members by such other means as the Board determines appropriate for individual delivery.

In addition to the above, UWSA will make a request to the University to send notice by mass email to the Members; provided, however, that any such mass emails will be within the control of the University and UWSA will not be responsible for the failure to deliver to any Member.

- (d) **Errors in Notice.** No error or omission in giving notice of any meeting or any adjourned meeting, whether annual or special, of the Members shall invalidate such meeting or make void any proceedings taken at such meeting. Any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had at such meeting.

## 5.6 **Electronic Meetings**

Unless prohibited at law, the Directors may determine that any meeting be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

## 5.7 **Electronic Participation in Member Meetings**

Unless prohibited at law, any person entitled to attend a meeting of the Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if UWSA makes such means available. A person so participating in a meeting is deemed for the purposes of the Act to be present at the meeting.

## 5.8 **Proxies**

Every Member entitled to vote at a meeting of the Members may appoint a proxyholder as the Member's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy. Such proxyholder must be a Member, and shall only act as proxyholder for one Member. At least forty-eight (48) hours (excluding weekends and statutory holidays) prior to the commencement of the meeting, the written form of proxy, signed and dated by the Member appointing the proxyholder, shall be deposited with the Secretary.

The proxy form will be determined by the Board and given to Members with the notice of each meeting. Any Member appointing a proxyholder shall use the proxy form provided by the Board; no other form will be accepted. A proxy form that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

## 5.9 **Voting**

- (a) Each Member shall at all meetings of Members be entitled to one (1) vote and may vote by proxy. The status of any individual as a Member entitled to vote at such meeting will be established by the presentation of a valid Student identity card or by other means as determined by the Board.
- (b) At all meetings of Members, every question shall be decided by a Majority of the votes given either in person, by a proxy, or, to the extent permitted at law, by telephonic or electronic means, unless otherwise required by the By-laws.

- (c) The voting at a meeting of the Members shall be by show of hands (or, in the case of an electronic meeting, by any means of electronic voting pursuant to which each Member entitled to vote is capable of communicating their vote) unless a poll is demanded by a Member entitled to vote at the meeting. Unless a poll is demanded a declaration by the chairperson of the meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of UWSA shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. If a poll is demanded, it shall be taken in such manner and either at once or after adjournment as the chairperson of such meeting directs. The result of a poll shall be deemed to be a resolution of the meeting at which the poll was demanded.

#### **5.10 Approval of Members' Resolutions**

Members' resolutions shall be approved by Majority vote of the Members.

#### **5.11 Chairperson**

The Chairperson shall, when present, preside at all meetings of the Members. In the absence or inability or failure to act of the Chairperson, the President will act as chairperson or, if the President is not present, the Directors present shall choose another officer or Director who is willing to so act as chairperson of that meeting of Members.

#### **5.12 Adjournments**

The chairperson of any meeting may adjourn the same from time to time to a fixed time and place and no notice of the time and place for the holding of the adjourned meeting need to be given to the Members. Any business may be brought before or dealt with at any adjourned meeting, which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

#### **5.13 Quorum**

A quorum for the transaction of business at any meeting of Members shall be 35 Members entitled to vote at the meeting, whether present in person or by proxy.

#### **5.14 Meeting Procedures**

Any question of procedure at or for any meetings of UWSA which has not been provided for in this By-law or by the Act at the applicable time shall be determined by the chairperson of such meeting as guided by the most current edition of Robert's Rules of Order. The chairperson shall have a copy of Robert's Rules of Order available at every meeting of the Members.

## **ARTICLE 6: BOARD OF DIRECTORS**

### **6.1 Powers**

Subject to governing law, the Directors shall manage or supervise the management of the activities and affairs of UWSA. The Board may make or cause to be made for UWSA, in its name, any kind of contract which UWSA may lawfully enter into (subject to the signing authority requirements set out in Section 16.1), and, save as hereinafter provided, generally may exercise all such other powers and all such other acts and things as UWSA is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the Directors are expressly empowered from time to time, to purchase, lease, or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and/or other property, moveable or immovable, real or personal, or any right or interest therein owned by UWSA, for such consideration and upon such terms and conditions as they may deem advisable.

### **6.2 Numbers**

The affairs of UWSA shall be managed by a Board consisting of:

- (a) the Members who belong to each of the University faculties or schools listed below will be entitled to elect one (1) Director if the enrollment in such faculty or school is between 1 and 1,000 Members, two (2) Directors if the enrollment 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 4,001 or more Members, all as determined each year based on enrollment as of the date of the opening of the nomination period for the General Election (which determination shall apply for the period beginning with such General Election and ending immediately prior to the following General Election):
  - (i) Faculty of Arts, Humanities and Social Sciences;
  - (ii) Faculty of Business;
  - (iii) School of Computer Science;
  - (iv) School of Dramatic Art;
  - (v) Faculty of Education;
  - (vi) Faculty of Engineering;
  - (vii) Faculty of Human Kinetics;
  - (viii) Faculty of Law;
  - (ix) School of Creative Arts;

- (x) Faculty of Nursing;
  - (xi) Faculty of Science; and
  - (xii) School of Social Work;
- (b) one (1) Student Representative from each of the following special constituencies, each of whom shall be elected by the Members who belong to the applicable special constituency in accordance with the By-laws and the Elections Policy:
- (i) Schulich School of Medicine and Dentistry;
  - (ii) University of Windsor Residence;
  - (iii) International Students; and
  - (iv) First Year Student Representative;
- (c) six (6) Senate Student Representatives, each of whom shall be elected by the Members in accordance with the By-laws and the Elections Policy; and
- (d) one (1) Board of Governors Representative, who shall be elected by the Members in accordance with the By-laws and the Elections Policy;

provided, however, that if any such individual has not attained the age of 18 at the time of their election, they shall act as a Board Observer (as set out in Section 7.11) without the ability to vote but shall become a voting Director upon attaining the age of 18 during their term.

### 6.3 **Qualification of Directors**

Every Director shall be:

- (a) a Member at the time of their election and throughout their term of office, and shall cease to be a Director upon ceasing to be a Member;
- (b) a registered full-time undergraduate Student of the University at the time of their election; and
- (c) at least 18 years of age, not be an undischarged bankrupt, and not have been found incapable by a court.

### 6.4 **Term of Office**

- (a) **Directors.** Subject to 6.4(b), each Director's term of office shall run from the 1<sup>st</sup> of May (or, where the Director is elected or appointed other than at a General Election, from the date of their appointment or the ratification of their election) until the 30<sup>th</sup> day of April of the following year.

(b) **Board of Governors and Senate Positions.**

- (i) The term of office of any Director who is a Board of Governors Student Representative (as set out in Section 6.2(d)) or Senate Student Representative (as set out in Section 6.2(c)) that is elected in an Election shall run from the 1<sup>st</sup> of May (or in the case of the By-Election, from the date of the ratification of their Election) until the 30<sup>th</sup> day of April of the second (2<sup>nd</sup>) year following such Election.
  - (ii) The term of office of any Director who is a Board of Governors Student Representative (as set out in Section 6.2(d)) or Senate Student Representative (as set out in Section 6.2(c)) that is elected or appointed other than at a General Election or By-Election shall run from the date of their appointment or the ratification of their election until the 30<sup>th</sup> day of April immediately following their election or appointment.
  - (iii) In the event that a Board of Governors Student Representative or Senate Student Representative wishes to run for another Director or officer position before the completion of their term (whether during General Election or By-Election), they must inform the Chief Returning Officer of their decision, which shall be irrevocable once notice is given. Regardless of whether the Director is successful in the Election, the Director's current position will be vacated (i) in the case of the General Election, on the 30<sup>th</sup> day of April immediately following the Election, or (ii) in the case of the By-Election, when the Election results are ratified by the Board.
- (c) **Number of Terms.** Directors may serve more than one term (regardless of whether the terms are consecutive), provided that no Director shall serve more than four (4) years in total.

6.5 **Vacation of Office**

In addition to any provision of law, the office of a Director shall be vacated if:

- (a) a Director resigns in writing addressed to the Chairperson, in which event such Director's resignation takes effect immediately, unless stated otherwise, in which case in accordance with the terms on the written notice;
- (b) a Director ceases to fulfil the qualification criteria in Section 6.3;
- (c) a Director misses three (3) consecutive meetings, or more than five (5) total meetings, of the Board (which, for the purposes of this Section, shall include meetings of committees of the Board) during one (1) term of office, without the sanction of the Board; or
- (d) a Director is convicted of any criminal offence.

Where there is a vacancy or vacancies in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum of the Board remains in office. Vacancies

on the Board, however caused, may so long as a quorum of the Board remains in office, be filled as follows:

- (e) if there are no Directors elected in a General Election, the Directors holding each such office immediately before the General Election shall, to the extent they are available and capable, continue in their Director position until their successor is elected in the By-Election; and
- (f) any other vacancy or vacancies in the Board may be filled by the Directors by a Majority vote if they shall see fit to do so, otherwise such vacancy shall be filled at the next Election;

provided, however, if there is not a quorum of the Board, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy.

#### **6.6 Removal of Directors**

The Members may by resolution at a special meeting remove any Director before the expiration of their term of office by a Special Majority of the votes cast at that meeting, for reasons including (but not limited to) violating the By-laws and policies of UWSA. Notice of intention to pass such a motion must be given in accordance with Section 5.5(b).

The Directors may by resolution at a meeting of the Board remove any Director before the expiration of their term of office by a Special Majority of the votes cast at that meeting, for reasons including (but not limited to) violating the By-laws and policies of UWSA. Notice of intention to pass such a motion must be given in accordance with Section 7.3.

#### **6.7 Remuneration of Directors**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any pecuniary advantage from their position as such, provided that a Director may be paid or reimbursed reasonable expenses incurred by such Director in the performance of their duties.

### **ARTICLE 7: MEETINGS OF DIRECTORS**

#### **7.1 Quorum and Meetings – Board of Directors**

Fifty percent plus one (50% +1) of the Directors shall form a quorum for the transaction of business. Board meetings shall be held at the head office of UWSA or any other place or places at the University or elsewhere in the City of Windsor as the Board may from time to time determine.

#### **7.2 Frequency of Meetings**

The Board will meet at a frequency determined by the Directors. The Board is encouraged to meet at minimum once every month, except the month of May.

### 7.3 **Notice – Board of Directors**

Directors' meetings may be formally called by the Chairperson, President or Secretary, or by any of the foregoing individuals on direction in writing of four (4) Directors.

Notice of such meetings shall be delivered in writing, or unless prohibited by law, by email or other means of telephonic or electronic communication, to each Director not less than seven (7) days before the meeting is to take place. The statement of the Secretary or Chairperson that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence.

A meeting agenda shall be provided to all Directors and Board Observers at least four (4) days prior to each meeting.

### 7.4 **Errors in Notice – Board of Directors**

No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

### 7.5 **Electronic Board Meetings**

Unless prohibited at law, the Board may determine that any meeting be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

### 7.6 **Electronic Participation in Board Meetings**

Unless prohibited at law, a Director may, if all the Directors consent, participate in a meeting of the Directors or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed to be present at the meeting.

### 7.7 **Chair of Meetings**

The Chairperson shall preside at meetings of the Directors. If the Chairperson is absent from a meeting, the President will preside at such meeting. If the President is also absent from such meeting or otherwise unable to preside, the Board will select another Director or Executive to preside at such meeting.

### 7.8 **Minute-Taker of Meetings**

The Board will hire a Student from time to time to act as the minute-taker (the “**Minute-Taker**”) for meetings of the Board, who shall be responsible for recording the minutes of each Board meeting. If the Minute-Taker is absent from a meeting, the Board will select another individual to record the minutes of such meeting. No Director will be prevented



from voting at a meeting, nor shall their presence not count toward quorum for such meeting, by reason of acting as the minute-taker for such meeting.

#### 7.9 **Voting**

Each Director shall at all meetings of the Board be entitled to one (1) vote. Questions arising at any Board meeting shall be approved by Majority vote of the Directors, except as otherwise provided in the By-laws. In the event of a tied vote on any issue, the Chairperson will not have a casting vote and a single revote shall be held. If another tie results, the matter will be defeated.

#### 7.10 **Resolutions in Writing**

Unless otherwise legally prohibited, a resolution signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors is as valid as if it had been passed at a meeting of Directors or of a committee of Directors.

#### 7.11 **Board Observers – Standing Invitees**

In addition to the Directors, each Board Observer shall be a standing invitee to all meetings of Directors, entitled and encouraged to attend and to participate at such meetings, and will receive meeting materials distributed to Directors, but shall not be a Director, nor entitled to vote as such. “**Board Observer**” means individuals acting in each of the following roles, as determined at the time of the relevant meeting:

- (a) the Executives;
- (b) the General Manager;
- (c) the president of each Society; and
- (d) any person elected pursuant to Section 6.2 who has not yet attained the age of 18 (as more particularly described in Section 6.2).

#### 7.12 **Open Meetings**

All meetings of the Directors are open to Members. The Board, in its sole discretion, may invite guests to its meetings.

#### 7.13 ***In Camera* Sessions**

The Board may hold an *in camera* session, constituting all or part of any meeting of the Directors, to discuss any matter or matters determined by the Board to be confidential. *In camera* sessions shall be attended only by the Directors, provided that the Board may by Majority vote invite one or more Board Observers or guests to participate in all or part of any *in camera* session.

All attendees at an *in camera* session will be deemed by their attendance at such *in camera* session to have undertaken to respect the confidentiality of the proceedings while sitting *in camera* and that they will not, without the Board’s prior consent, communicate anything

regarding any matter or decision made to a third party. If a Director is found, by a Special Majority vote of the Board, to be in violation of this Section, the Director shall face disciplinary consequences to be decided by resolution of the Board in accordance with Article 14.

#### **7.14 Meeting Procedures**

The Board shall pass policies as it deems appropriate to govern the proceedings of its meetings and the meetings of its committees.

#### **7.15 Transitional Meetings**

Each year, a transitional meeting of the current (outgoing) and incoming Directors shall be held after the General Election but before the 1<sup>st</sup> day of May. Notice of such transitional meeting shall be provided to all current (outgoing) and incoming Directors in accordance with Section 7.15. Both current (outgoing) and incoming Directors will be counted for the purposes of determining quorum in accordance with Section 7.1. Nothing in this paragraph confers any voting rights on the incoming Directors whose term has not yet commenced pursuant to Section 6.4.

### **ARTICLE 8: OFFICERS**

#### **8.1 Elections and Appointment**

- (a) The officers of UWSA shall include a Chairperson, a President, a Secretary and the Vice-Presidents described in Section 8.4.
- (b) The Board shall elect the Chairperson, and may appoint such other officers and agents as it shall from time to time deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.
- (c) The Executives shall be elected by the Members in accordance with Sections 8.3 and 8.4 hereof.

#### **8.2 Chairperson**

The Chairperson shall be filled by a Director elected by each newly constituted Board and, when present, preside at all meetings of the Board and of Members. The Chairperson shall serve in such role until the end of their current term as Director. The Chairperson shall possess and may exercise such powers and shall perform such other duties as may from time to time be assigned to the Chairperson by the Board.

#### **8.3 President**

The President shall be elected each year in the General Election by vote of the University's undergraduate Student population. The President must be a Member and shall not concurrently hold a position as a Club Executive or Society Executive. The President shall serve as the Chief Executive Officer and lead the Executives in the general responsibility to administer the business affairs of UWSA (including Student representation, advocacy

and service), report to the Board on all matters that require the approval of the Board, and perform such other duties as may, from time to time, be determined by the Board.

#### 8.4 **Vice-Presidents**

Each of the following Vice-Presidents shall be elected each year in the General Election by vote of the University's undergraduate Student population:

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

Each Vice-President must be a Member and shall not concurrently hold a position as a Club Executive or Society Executive. The Vice-Presidents shall work closely with the President in the general responsibilities of Student representation, advocacy and service. The Vice-Presidents, in the order listed above (unless otherwise determined by Majority vote of the Board), shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or failure to act of the President. The Vice-Presidents shall possess and may exercise such powers and duties as may from time to time be assigned to such Vice-Presidents by the Board.

#### 8.5 **Secretary**

The Vice-President Finance/Operations shall be the Secretary of UWSA and shall perform such duties as required by the Board commensurate with such office. The Secretary is directly responsible to the Board and shall conform to all lawful orders given to the Secretary by the Board. The Secretary must serve on any committees or other bodies as required by virtue of their position.

#### 8.6 **Term of Office**

Each officer's term of office shall run from the 1<sup>st</sup> of May (or, where the officer is elected or appointed other than at a General Election, from the date of their appointment or the ratification of their election) until the 30<sup>th</sup> day of April of the following year. There is no restriction on the number of terms that may be served by an officer (regardless of whether the terms are consecutive).

#### 8.7 **Vacation of Office**

In addition to any provision of law, the office of an officer shall be vacated if:

- (a) an officer resigns in writing addressed to the Chairperson, in which event such officer's resignation takes effect immediately, unless stated otherwise, in which case in accordance with the terms on the written notice;
- (b) an officer ceases to fulfil the qualification criteria in Section 8.2, 8.3, 8.4 or 8.5, as applicable;
- (c) an officer misses three (3) consecutive meetings, or more than five (5) total meetings, of the Board (which, for the purposes of this Section, shall include meetings of committees of the Board that the officer is required to attend by virtue of their position) during one (1) term of office, without the sanction of the Board;
- (d) an officer is found incapable by a court or becomes bankrupt; or
- (e) an officer is convicted of any criminal offence.

If the office of any officer of UWSA shall be or become vacant for any reason (including the failure to elect an officer during an Election), the Board may fill such vacancy by Special Majority vote of the Board. The appointee must meet the eligibility criteria for the vacancy and will hold office until a successor is elected in the following By-Election or General Election, whichever comes first. In the event of a vacancy due to the failure to elect an officer during an Election, the Board may fill the vacancy with the person holding such office immediately before the Election, to the extent that they are available and capable of continuing such office.

In the By-Election or General Election, as the case may be, immediately following the appointment of an officer by the Board as described above, the appointee may seek election as an officer or Director provided that they meet the eligibility criteria.

#### **8.8 Removal of Officers**

The Members may by resolution at a special meeting remove any officer before the expiration of their term of office by a Special Majority of the votes cast at that meeting, for reasons including (but not limited to) violating the By-laws and policies of UWSA. Notice of intention to pass such a motion must be given in accordance with Section 5.5(b).

The Directors may by resolution at a meeting of the Board remove any officer before the expiration of their term of office by a Special Majority of the votes cast at that meeting, for reasons including (but not limited to) violating the By-laws and policies of UWSA. Notice of intention to pass such a motion must be given in accordance with Section 7.3.

#### **8.9 Delegation of Duties of Officers**

In case of the absence or inability to act of any officer of UWSA or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such officer to any other officer or to any Director for the time being.

## **ARTICLE 9: COMMITTEES**

### **9.1 Committees**

- (a) The Board may from time to time establish those committees as the Board considers necessary or desirable. For any committees established, the Board shall prescribe terms of reference. The Executive sitting on each committee shall serve as the chairperson of such committee, provided that if there is more than one Executive the Board shall select one of them to serve as chairperson. The Board may appoint a vice-chairperson of any committee.
- (b) All committees are responsible to the Board and shall report to the Board at a minimum monthly, or as otherwise requested by the Board.
- (c) The Board shall prescribe the size, composition, membership and terms of reference of each committee, provided that:
  - (i) an Executive shall sit on each committee;
  - (ii) the Board shall appoint a minute-taker to record meeting minutes, document resolutions of the committee, and provide administrative support; and
  - (iii) the remaining committee members shall be filled by any of the following: Directors, Executives, Members, and members of the University or community with a particular skill or expertise.

If the Board receives expressions of interest from individuals exceeding the size of the committee as determined by the Board, the Board shall elect the members of the committee by vote of the Directors.

- (d) Each Director, except the Senate and Board of Governors Student Representatives, must serve on at least one (1) committee of the Board.
- (e) Executives shall be non-voting members of any committee on which an Executive sits, except the Operations Committee.
- (f) Subject to the By-laws and policies of UWSA, committees shall meet for the transaction of business, adjourn and otherwise regulate their meetings as they see fit; provided that each committee shall meet at least once per month during the University's fall and winter Semester. Committees shall select issues within their mandate and identify potential resolutions that will further the interests of the Members.
- (g) Notice of committee meetings shall be given to each member of the committee at least seven (7) days before the date the meeting is to take place. An agenda for each meeting shall be given to each committee member at least two (2) days before the date of the meeting. Notwithstanding the foregoing, any committee may meet without prior notice or with shorter notice provided that each committee member consents to such shorter notice or absence of notice.

- (h) Fifty percent plus one (50% +1) of the members of the committee shall constitute a quorum at all meetings of any committee.
- (i) Questions arising at any meeting of a committee shall be decided by a Majority vote. In the event of a tied vote on any issue, the chairperson of a committee will not have a casting vote and a single revote shall be held. If another tie results, the matter will be defeated. All decisions made by committees of the board are subject to ratification and approval by the Board unless permitted or authorized in their terms of reference.
- (j) Minutes shall be kept of all meetings of committees. Committees shall make their meeting minutes available to the Board upon request.
- (k) All committees established by the Board pursuant to this Section shall continue as standing committees and adhoc committees until dissolved by the Board.

## 9.2 **Operations Committee**

The Operations Committee shall be comprised of the Executives (as voting members) and the General Manager (as a non-voting member). The Operations Committee shall be responsible for matters relating to the day-to-day delivery of UWSA's mandate: Student representation, advocacy and services. Notwithstanding the foregoing, and except as otherwise set out in the By-laws, final authority for supervising and managing the affairs of UWSA shall remain with the Board.

## 9.3 **Finance Committee**

The Finance Committee shall be comprised of:

- (a) the Vice-President Finance/Operations, who shall serve as the chairperson and a non-voting member of the Finance Committee;
- (b) the General Manager;
- (c) three (3) to six (6) Directors; and
- (d) at least one (1) Director from the Faculty of Business (provided that the Faculty of Business is represented at such time by one or more Directors), as *ex officio*, non-voting member(s).

The Finance Committee shall be responsible for advising the Board on all financial matters relating to UWSA. Except as otherwise set out in the By-laws, final authority regarding financial matters shall remain with the Board.

Each year the Finance Committee shall publish a comprehensive breakdown of Student fees, inclusive of all membership and ancillary fees collected by UWSA. Following any changes to such membership fees, the Finance Committee shall cause the details of such changes to be posted on the UWSA website.

#### 9.4 **Student Advocacy Committee**

The Student Advocacy Committee shall be comprised of the Vice-President Student Advocacy (as a non-voting member) and three (3) to six (6) Directors.

The Student Advocacy Committee shall be responsible for representing the Board in respect of advocacy issues affecting Students, including outlining policies and initiatives to present to UWSA, the University, all levels of government and other external stakeholders, as applicable. Notwithstanding the foregoing, final authority concerning advocacy matters shall remain with the Board.

#### 9.5 **Student Life Committee**

The Student Life Committee shall be comprised of:

- (a) the Vice-President Student Life, as a non-voting member of the committee;
- (b) four (4) to seven (7) additional Directors;
- (c) the Residence Representative; and
- (d) the First Year Student Representative.

The Student Life Committee shall be responsible for developing approaches to better serve and engage Students. Notwithstanding the foregoing, final authority for such practices shall remain with the Board.

#### 9.6 **Governance and Policy Committee**

The Governance and Policy Committee shall be comprised of:

- (a) the Chairperson;
- (b) three (3) to six (6) additional Directors; and
- (c) at least one (1) Director from the Faculty of Law (provided that the Faculty of Law is represented at such time by one or more Directors), as *ex officio*, non-voting member(s).

The Governance and Policy Committee shall be responsible for advising the Board on matters relating to UWSA's governance structure and providing recommendations for By-law and policy amendments. Notwithstanding the foregoing, final authority regarding matters relating to UWSA governance and policies shall remain with the Board.

#### 9.7 **University Affairs Committee**

The University Affairs Committee shall be comprised of:

- (a) the Vice-President Student Advocacy, as a non-voting member;

- (b) the Board of Governors Student Representative; and
- (c) each of the Senate Student Representatives.

The University Affairs Committee shall be responsible for reviewing and informing the Board regarding University policy matters, and for providing recommendations for Board actions relating to University strategies and policies. Notwithstanding the foregoing, final authority on all matters relating to University affairs shall remain with the Board.

## 9.8 **Elections Committee**

The Elections Committee shall be comprised of:

- (a) three (3) individuals appointed by the Board, each of whom must be a Member (but cannot be a Director or officer of UWSA); and
- (b) one (1) Director, provided that the Director will be a non-voting member of the Elections Committee.

Members of the Elections Committee are prohibited from being (i) candidates, campaign team members, volunteers, paid assistants or from having any other affiliation with an Election candidate or with a Referenda, and (ii) affiliated with any University media. Any member of the Elections Committee found by the Board to be in contravention of these restrictions will be disqualified from serving on the Elections Committee.

The Elections Committee shall be responsible for the oversight of the Chief Returning Officer, the General Election, the By-Election, and any other special election determined by the Board. The Elections Committee shall serve as the only appeals body in respect of decisions of the Chief Returning Officer. All appeal decisions of the Elections Committee are final and non-appealable.

## 9.9 **President**

The President shall serve as an *ex officio*, non-voting member of each committee of the Board.

# **ARTICLE 10: POLICIES**

## 10.1 **Enactment of Policies**

The Board may enact policies from time to time in accordance with this Article 10. All policies will be maintained in the policy manual of UWSA.

## 10.2 **Operational Policies**

Operational policies consist of policies that outline the framework and procedures for managing the operations of UWSA, including (but not limited to) budget approval, office conduct, photocopy limits, and services. A Special Majority vote of the Board is required to enact, amend or rescind any operational policies.



### 10.3 **Issues Policies**

Issues policies consist of policies addressing a matter on which UWSA takes a stance, including actions that may be carried out by UWSA or a third party. Such policies indicate UWSA's opposition, support or condonation of the issue, and/or actions relating to the issue, addressed by the policy. A Majority vote of the Board is required to enact, amend or rescind any operational policies.

*As an example, an issues policy could address UWSA's stance on international and/or domestic issues, such as tuition fees.*

### 10.4 **Duration and Amendment of Policies**

Unless otherwise set out in the policy itself, all UWSA policies shall be in effect until rescinded by the Board. The Board may at any time and from time to time amend any policy as it determines appropriate.

### 10.5 **Conflict with By-laws**

All policies enacted by the Board must be consistent with the By-laws and the Letters Patent of UWSA. In the event of any conflict between a policy and the By-laws or Letters Patent, the By-laws or Letters Patent shall govern.

## **ARTICLE 11: ELECTIONS**

### 11.1 **General Election**

The General Election shall be held each year in the winter Semester. In the General Election:

- (a) Members from each faculty, school and special constituency set out in Section 6.2 shall elect the Directors; and
- (b) the Members shall elect the Executives.

### 11.2 **By-Election**

The By-Election shall be held each year in the fall Semester. In the By-Election:

- (a) Members being first year Students shall elect the First Year Student Representative; and
- (b) individuals shall be elected to fill all positions described in Section 11.1 that (i) remain vacant following the General Election or (i) have been temporarily filled by the individual holding such role prior to the General Election until the By-Election.

Any person elected during the By-Election will take office at the time such election is ratified by the Board.

### **11.3 Elections Policy**

All Elections shall be run in accordance with the Elections Policy.

### **11.4 Chief Returning Officer**

UWSA shall from time to time hire a Chief Returning Officer, who shall be responsible for overseeing Elections in accordance with the Election Policy and overseeing Referenda in accordance with the Referenda Policy. The Chief Returning Officer is not required to be a Member. The Chief Returning Officer shall provide the Board with a post-Election report summarizing key events and lessons from each Election.

## **ARTICLE 12: CONFLICTS OF INTEREST**

### **12.1 Conflict of Interest Policy; Compliance with Laws**

UWSA shall establish and maintain a detailed conflict of interest policy. Directors, officers and employees of UWSA shall comply with all laws relating to conflicts of interest. In addition to the foregoing, Directors, officers and employees shall be bound by and shall adhere to any conflict of interest policy of UWSA from time to time.

## **ARTICLE 13: CONFIDENTIALITY**

### **13.1 Duty of Confidentiality**

Directors, officers and employees of UWSA shall respect and protect the confidentiality of matters and information brought before the Board or any of its committees, as well as any matters and information dealt with in the course of activities or employment with UWSA, keeping in mind that the unauthorized release of confidential matters or information could adversely affect the interests of UWSA.

### **13.2 Public Statements**

The Board may give authority to one or more Directors, officers or employees of UWSA to make statements to the news media or public about matters brought before the Board.

The President (or their designate) is the spokesperson for UWSA. In matters pertaining to the President or the functioning of the Board, the Chairperson is the spokesperson for UWSA. While Directors and officers are not precluded from speaking about the proceedings held in public meetings, they must declare that they are expressing their personal views and not those of the Board. All matters of business transacted in *in camera* sessions shall remain confidential, and when inquiries are made concerning such matters, the questioner shall be referred to the President without comment, with the exception of matters pertaining to the President or the functioning of the Board which shall be referred to the Chairperson without comment.

### **13.3 Confidentiality Policy**

In addition to Sections 13.1 and 13.2, Directors, officers and employees shall be bound by and shall adhere to the confidentiality policy of UWSA in effect from time to time.

## **ARTICLE 14: DISCIPLINE OF DIRECTORS AND OFFICERS**

### **14.1 Establishment of Disciplinary Policy**

The Board shall establish and maintain a policy setting out disciplinary policies, procedures and measures applicable to Directors and officers of UWSA.

### **14.2 Disciplinary Process**

If a disciplinary matter is raised concerning a Director or officer of UWSA, the following disciplinary process shall be followed:

- (a) a written report of the disciplinary issue shall be made to the Chairperson or, in cases where the disciplinary issues to be reported involve the Chairperson, a report shall be made to the Board;
- (b) the person who is the subject of the report will be provided a copy of such report and afforded a reasonable opportunity to be heard before any disciplinary decision is made, such hearing to be conducted in accordance with any applicable policies;
- (c) in a meeting of the Board, a Director or officer may be disciplined, for cause, on a Special Majority vote of the Directors present, provided that notice of intention to pass such a motion at a meeting of the Board must be given in the agenda as set out in Section 7.3; and
- (d) a Director or officer may only be removed from office for disciplinary matters in accordance with Section 6.6, in the case of Directors, or Section 8.8, in the case of officers.

## **ARTICLE 15: DUTIES AND PROTECTION OF DIRECTORS AND OFFICERS**

### **15.1 Duty of Directors and Officers**

In addition to the duties and obligations set out in the By-laws and policies of UWSA and as otherwise required by law, each Director and officer of UWSA shall in the performance of their responsibilities:

- (a) act honestly and in good faith with a view to the best interests of UWSA and its Members;
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- (c) comply with UWSA's Letters Patent, By-laws, policies and procedures, the Act, the University's Code of Conduct, and all applicable laws.

### **15.2 Limitation of Liability**

Subject to the provisions of any applicable law, no Director or officer of UWSA shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee

or for joining in any receipt or act for conformity or for any loss, damage or expense happening to UWSA through the insufficiency or deficiency of title to any property acquired by UWSA or for or on behalf of UWSA or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to UWSA shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation including any person, firm or corporation with whom or which any moneys, securities or other assets belonging to UWSA have been deposited, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust or in relation thereto, unless the same shall happen by or through their own wilful neglect or default. The Directors shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of UWSA, except such as shall have been submitted to and authorized or approved by the Board of which the Director or Directors to whom recourse is being had was or were members.

### 15.3 Indemnification

To the extent not otherwise prohibited at law, UWSA shall:

- (a) indemnify each Director or officer of UWSA, a former director or officer of UWSA or an individual who acts or acted at UWSA's request as a director or officer, or in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with UWSA or other entity; and
- (b) advance money to each Director, officer or other individual referred to in the preceding subparagraph for the costs, charges and expenses of an action or proceeding referred to in that subparagraph,

so long as:

- (i) the individual acted honestly and in good faith with a view to the best interests of UWSA; and
- (ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

### 15.4 Insurance

Subject to compliance with any and all applicable laws, including without limitation the provisions of the *Charities Accounting Act* (Ontario) and any applicable regulations thereunder, UWSA shall purchase and maintain directors and officers liability insurance, and may purchase and maintain such other insurance for the benefit of its Directors and officers as the Board may from time to time determine.

## **ARTICLE 16: EXECUTION OF DOCUMENTS**

### **16.1 Signing Authority**

Contracts, documents or instruments in writing requiring the signature of UWSA may be signed by any two of: the President, the Vice-President Finance/Operations, the General Manager, or the Finance Manager, and any person so designated to sign may affix the seal of UWSA to such instruments as require same. Wherever reasonably possible, the discussion and execution of such contracts, documents or instruments will involve one of the Executive signatories (being the President and the Vice-President Finance/Operations).

Notwithstanding the foregoing, after April 15 and before May 1 of each year, the President and Vice-President Finance/Operations will only be able to exercise their signing authority if the contract, document or instrument requiring signature is also signed by the General Manager or the Finance Manager.

### **16.2 Authority of Board**

Notwithstanding any provisions to the contrary contained in the By-laws, the Board may at any time and from time to time by resolution or policy direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the UWSA may or shall be executed.

### **16.3 Terms**

The term “contracts, documents of instruments in writing”, as used herein, shall include deeds, mortgages, hypothecation, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.

## **ARTICLE 17: CORPORATE SEAL**

### **17.1 Seal**

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

## **ARTICLE 18: FINANCIAL MATTERS**

### **18.1 Banking**

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

### **18.2 Auditor**

The auditor for UWSA shall be appointed at each annual meeting. The auditor will conduct an audit of UWSA’s financial and accounting records following the end of each fiscal year

and at such other time as directed by the Board from time to time. The auditor will make a report of the annual audit to the Members and the Board at each annual meeting.

### **18.3 Fiscal Year**

Unless otherwise determined by the Board, the fiscal year of UWSA shall terminate on the 30<sup>th</sup> day of April in each year.

## **ARTICLE 19: MAKING, REPEALING AND AMENDMENT OF BY-LAWS**

### **19.1 Authority of Board**

Except as otherwise prohibited at law, the Directors may make, amend or repeal any by-law that regulates the activities or affairs of UWSA upon the approval of a special Majority vote of the Directors. The Directors shall submit the by-law, amendment or repeal to the Members at the next meeting of the Members, and the Members may confirm, reject or amend the by-law, amendment or repeal by ordinary resolution. Such by-law, amendment or repeal is effective from the date of the resolution of the Directors. 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. The by-law, amendment or repeal ceases to have effect if it is not submitted by the Directors to the Members as required or if it is rejected by the Members. If a by-law, amendment or repeal ceases to have effect, 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.

### **19.2 Review by Legal Counsel**

Before making, amending or repealing any by-law pursuant to Section 19.1 or a Member Proposal, the Board shall consult legal counsel for UWSA to review the proposed change, repeal or new by-law. Absent exigent or emergency circumstances (as determined by a Special Majority vote of the Board), the Directors or Members (as the case may be) shall not approve the adoption, amendment or repeal of any by-law prior to legal counsel communicating to the Board the results of such review.

## **ARTICLE 20: REVOCATION OF PRIOR BY-LAWS**

### **20.1 Revocation**

Any and all previous By-laws of the Corporation are hereby revoked and replaced by this By-Law No. 1, effective as of the date of approval of this By-law by the Members.

**APPROVED** by the Board the \_\_\_\_\_ day of \_\_\_\_\_, 2021.

\_\_\_\_\_  
President

\_\_\_\_\_  
Chairperson

**CONFIRMED** by the Members the \_\_\_\_\_ day of \_\_\_\_\_, 2021.

\_\_\_\_\_  
President