



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

Date Approved by Board: March 20, 2021
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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 1st 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 30th 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 1st of May (or in the case of the By-Election, from the date of the ratification of their Election) until the 30th day of April of the second (2nd) 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 30th 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 30th 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 1st day of May. Notice of such transitional meeting shall be provided to all current (outgoing) and incoming Directors in accordance with Section 7.3. 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 1st 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 30th 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 30th 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 20th day of March 2021.

original signed by H. Dayal

President

original signed by L. Crain

Chairperson

CONFIRMED by the Members the 1st day of April 2021.

original signed by H. Dayal

President