



UNIVERSITY OF TORONTO
STUDENTS' UNION

Bylaws

Last amended on 30 November 2020 by the Board of Directors

Last confirmed on 12 February 2020 at a general meeting of the members

Current to 1 December 2020

Bylaws of the University of Toronto Students' Union

The University of Toronto Students' Union (UTSU) is a not-for-profit organization incorporated under the Canada Not-for-profit Corporations Act (CNCA). The UTSU functions autonomously from the University of Toronto, and acts as the primary student government for over 38,000 undergraduate students at the University of Toronto's St. George Campus.

You can learn more about how the UTSU operates at utsu.ca/governance



utsu.ca



/company/utsu



/uoftsu

Notes for Accessibility

1. Per section 197 of the *Canada Not-for-profit Corporations Act* (CNCA), amendments to the following Bylaws and/or parts thereof must be approved by way of a special resolution by a two-thirds ($\frac{2}{3}$) majority of the Board of Directors and ratified by a two-thirds ($\frac{2}{3}$) majority of members present at a general meeting. Such amendments cannot take effect until ratified.
 - a. Constitution
 - b. Bylaw II
 - c. Bylaw III(1)(d)
 - d. Bylaw III(1)(g)
 - e. Any Bylaw or part thereof that would, if amended, conflict with the Articles of Incorporation
 - f. Any other Bylaw or part thereof that falls under the categories prescribed by s. 197 of the Act.
2. Text displayed in red has been added or amended by the Board of Directors and is in effect pending ratification at the next general meeting.
3. Text displayed in stricken-through red has been removed by the Board of Directors and is no longer in effect, pending ratification at the next general meeting.
4. Text displayed in purple has been added or amended by the Board of Directors and will take effect upon ratification at the next general meeting.
5. Text displayed in stricken-through purple has been removed by the Board of Directors but will remain in effect until the removal is ratified at the next general meeting.
6. These Notes are not part of Bylaw I - Interpretation or any of the Bylaws

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Mission Statement

As stated in the Letters Patent, the Mission Statement of the UTSU is:

1. To safeguard the individual rights of the student, regardless of race, colour, age, mental or physical ability, sex, sexual orientation, gender identity, creed, religion, personal or political beliefs, nationality, geographic or ethnic orientation, citizenship, class ancestry or status, including but not limited to marital, socio-economic, First Nations, Inuit or Metis;
2. To foster the intellectual growth and moral awareness of the students in order to benefit him or her, the University of Toronto Student Community, and society;
3. To provide facilities of the services and activities in which the interests of the University of Toronto Student Community are involved;
4. To endeavor to bring about a fundamental redistribution of power so as to permit substantially greater participation by students in making those decisions which affect their lives;
5. To engage in research and discussion of the broad educational philosophy and principles affecting the University of Toronto Student Community;
6. To provide means of communication within the University of Toronto Student Community, among the campuses of the University of Toronto, with other members of the university community, with other universities, and with the general public;
7. To engage in discussion with municipal, provincial, and national governments on issues that affect the University of Toronto Student Community;
8. To encourage social action programs involving volunteer student resources;
9. To press for such action as may be necessary to make higher education accessible to all classes of Canadian Society.

Constitution

1. Name

The name of the corporation is the University of Toronto Students' Union, and hereafter in this Constitution and these Bylaws shall be referred to as the UTSU.

2. Purposes of the UTSU

The purposes of the UTSU are stated in the Letters Patent and shall include the following:

- a. to organize students on democratic, co-operative basis for advancing students' interest, and advancing the interests of students' community;
- b. to provide a common framework within which students can communicate, exchange information, and share experiences, skills and ideas;
- c. to bring students together to discuss and co-operatively achieve necessary educational, administrative and legislative change wherever decision-making affects students;
- d. to facilitate co-operation among students in organizing services which supplement the learning experience, provide for human needs, and develop a sense of community with our peers and with other members of society;
- e. to articulate the desire of students to fulfill the duties and be accorded the rights of citizens in Ontario, in Canada, and in the international community;
- f. to achieve the goal of a system of post-secondary education which is accessible to all, which is of high quality, and which is nationally planned; which recognizes the legitimacy of student representation and the validity of students' rights; and whose role in society is clearly recognized and appreciated;
- g. to work towards building an environment free of systemic societal oppression;
- h. to do all other things that are incidental or conducive to these purposes.

Bylaw I - Interpretation

The following definitions shall apply to the University of Toronto Students' Union, Policies, Elections Procedure Code, Charter for Referenda and other governing documents of the UTSU.

1. Definition of “Act”

“Act” shall mean the *Canada Not-for-profit Corporations Act*.

2. Definition of “Ad hoc Committee”

“Ad hoc Committee” shall mean ~~shall~~ any *ad hoc* body struck by the Board to discuss one specific purpose and shall be active for a limited period of time.

3. Definition of “Board”

“Board” shall mean the Board of Directors of the UTSU.

4. Definition of “Board of Directors”

“Board of Directors” shall mean the body with the final legal and fiduciary responsibility for the affairs of the UTSU.

5. Definition of “Campus Publication”

“Campus Publication” shall mean The Newspaper or The Varsity, or another comparable publication distributed to all relevant constituencies on the University campuses and having comparable circulation.

6. Definition of “Special Commission(s)”

“Special Commissioner” shall mean a member appointed by the Board of Directors to fulfil a specific advocacy mandate for a limited term. Special Commissioners shall be appointed by a two-thirds ($\frac{2}{3}$) majority of the Board of Directors.

7. Definition of “Committee”

“Committee” shall mean those bodies struck by the Board for a continuous period of time.

8. Definition of “Constituency”

“Constituency” shall mean each Professional Faculty and College at the University of Toronto.

9. Definition of “Director”

“Director” shall mean a member of the Board of Directors of the UTSU.

10. Definition of “Executive”

“Executive” shall mean a member elected or appointed to serve a position on the Executive Committee. The Executive Committee serves as the Officers of the UTSU.

11. Definition of “Fall, Winter, and Summer Sessions”

“Fall, Winter, and Summer Sessions” shall mean the dates provided by the Office of the University of Toronto Registrar defining the period for each Fall, Winter, and Summer session.

12. Definition of “Full-time undergraduate”

“Full-time undergraduate” shall mean any student registered for a full-time undergraduate study at the University of Toronto St. George Campus, in a program leading to a degree, diploma or certificate of the University, and taking no less than 3.0 full-time equivalent credits.

13. Definition of “Letters Patent”

“Letters Patent” shall mean the incorporation documents of the UTSU dated 21 April 1977.

14. Definition of “Member”

“Member” shall mean a person who satisfies the requirements in Bylaw II.

15. Definition of “Standing Committee”

“Standing Committee” shall mean those bodies struck by the Board for a continuous period of time.

16. Definition of “Sub-committee”

“Sub-committee” shall mean a subset of a committee struck to address a specific purpose.

17. Definition of “Robert’s Rules of Order”

“Robert’s Rule of Order” shall refer to the rules contained in the current edition of *Robert’s Rules of Order Newly Revised* edition

18. Definition of “Union”

“Union” shall mean the University of Toronto Students’ Union.

19. Definition of “Working Group”

“Working Group” shall mean a group of individuals with a specific, time-limited mandate. Working Groups may only be struck by the UTSU Members, and the mandate of a Working Group may not conflict with the mandate of any Standing Committee or Executive. At least one-half (½) of the members of any Working Group shall be members of the UTSU.

20. Head Office

The Head Office of the UTSU shall be located at the University of Toronto St. George Campus, Toronto, Ontario, Canada.

Bylaw II - Membership

1. Members

The members of the UTSU shall be:

- a. All individuals who have registered full-time at the University of Toronto St. George campus, in a program leading to a degree, diploma, or certificate, are taking the equivalent of a full-time course load at the University of Toronto for the current session, and who have paid membership fees to the UTSU.
- b. Registered students of the Toronto School of Theology.
- c. Registered students of the Transitional Year Program.
- d. Registered students of the Professional Employment Year program.
- e. Members of the Executive Committee during their respective terms in office, including the General Manager of the UTSU.

2. Termination

- a. Membership in the UTSU is terminated when a member withdraws or is expelled from the University of Toronto or upon graduation from the University.
- b. Membership of the Executive Committee is terminated upon resignation, impeachment or dismissal for any reason.

3. Membership Fee

The membership fee shall consist of \$15.52 per session for the 2006-07 academic year. The membership fee shall be adjusted annually by the Consumer Price Index (CPI).

- a. Except as hereinafter provided membership fees may also be set in the following ways:
 - i. By the members of the UTSU voting in a referendum

4. Rights of Members

- a. The following rights shall be limited to members:
 - i. The right to vote at general meetings
 - ii. The right to vote in elections and referenda, as permitted by the Bylaws
 1. The right to vote electronically in all elections and referenda, using one's personal electronic device.
 - iii. The right to seek elected office, as permitted by the Bylaws;

1. No person who is a member solely by virtue of Bylaw II (1)(e), and who is not otherwise enrolled in an undergraduate program at the University of Toronto, or a degree program at the Toronto School of Theology, may seek elected office.
 - iv. The right to nominate candidates for elected office, as permitted by the Bylaws;
 - v. The right to initiate and sign petitions, as permitted by the Bylaws
- b. No part of Bylaw II (4) may be amended other than by a two-thirds ($\frac{2}{3}$) majority of members voting at a general meeting at which at least 10% of members are present, either in person or by proxy.

Bylaw III - Meetings

1. Types of General Meetings

There shall be three types of general meetings:

- a. Annual General Meetings;~~and~~
- b. General Meetings
- c. Annual Ratification Meetings

a. Annual General Meetings

The Annual General Meeting of the UTSU shall be held ~~at a time not prejudicial to the members as per s. 160 of the CNCA in the Fall session of~~ each year, subsequent to the Fall elections, as set by a majority vote of ~~the Board of Directors at~~ a Board meeting. ¶

~~Unless granted an extension by the relevant government authority, The annual meetings~~ shall be held within 15 months of the previous Annual General Meeting and no later than six (6) months after each fiscal year end. ¶

The meeting shall discuss the requirements set out and described in the Act and shall include the following:

- i. Receiving the financial statements and the auditor's report;
- ii. Appointing auditors for the ensuing year;
- iii. Amendments, if any, to the Bylaws unless previously approved; and,
- iv. The Board shall also include other items on the Agenda as described under the ~~Procedural~~ Policies of the UTSU.
- v. An address by the President detailing the work of the UTSU over the past year and plans for the future;
- vi. A members' forum directly following the President's address, where members can provide comments and direct questions to the Executive Committee members; and
- vii. The distribution of an annual report detailing the work of the UTSU for the past year.
- viii. Amendments and Additions, if any, to the Policies and Procedures unless previously approved by the Board.

b. General Meetings

General Meetings may be called at any time by:

- i. A majority vote of a Board meeting; or
- ii. Executive Committee; or
- iii. A written request, stating the purpose of the meeting, signed by no less than one (1) percent of the membership, of whom no more than 0.25 percent can be from any one constituency.

c. Annual Ratification Meetings

- i. Shall be called by the Elections and Referenda Committee
- ii. Must be held after the general election and prior to the start of the new term on 1 May.
- iii. The purpose of the meeting shall be to ratify the election of all non-appointed members of the Board of Directors.
- iv. For the purposes of the Act, the Chair of the Elections and Referenda Committee shall present the directors-elect, including the officers elect, to the Annual Ratification Meeting as candidates for election to the Board of Directors. The candidates shall be presented as a slate, and the slate may not be amended in any way. Should there be only one candidate for each position, excluding positions for which there are no candidates, the Chair shall declare the slate elected by acclamation. For greater clarity, each seat on the Board of Directors shall be counted as a position.
- v. All candidates for election at the Annual Ratification Meeting must be members of the UTSU. The Elections and Referenda Committee may request proof of membership status from any candidate. Candidates shall be obligated to comply with said request, provided that it is made no less than fourteen (14) days prior to the Annual Ratification Meeting

d. Notice

Notice shall be provided to members twenty-one (21) days prior to the meeting in a campus publication, on the UTSU website, and via an email sent to the entirety of the membership. The agenda, a summary of the financial statements (where applicable) and details of how to vote by proxy shall be published in conjunction with the notice. Financial statements and items pertaining to the agenda will be available at the UTSU offices and website.

e. Quorum

- i. The quorum required for an Annual General Meeting of the UTSU shall be no less than 100 members, of whom at least 50 members must be present in person.

- ii. The quorum required for any General Meeting shall be 100 members, of whom at least 50 members must be present in person.
- iii. The quorum required for an Annual Ratification meeting of the UTSU shall be no less than 50 members, of whom at least 35 members must be in person.

f. Voting

At General Meetings, each member of the UTSU is entitled to one vote.

g. Proxy

- i. Every member of the UTSU is entitled to designate another member to act as their proxy.
- ii. The proxy must be in writing and conform to the requirements of the Act, Bylaws and Policy of the UTSU.
- iii. No member shall carry more than 10 proxies.

h. Notice of Deadline for Bylaw Amendments and Agenda Items

Notice of the deadline for members to submit Bylaw Amendments and Agenda items to be considered at a General Meeting, according to the Bylaws and Policies of the UTSU, shall be posted on the UTSU website at least fourteen (14) days prior to the deadline itself.

i. Provision for Online-Only Meetings

- i. In rare circumstances where an in-person meeting of the members is deemed to be neither feasible or safe, a resolution allowing a general meeting to be held entirely electronically may be passed by a two-thirds ($\frac{2}{3}$) majority vote of the Board of Directors.
- ii. When circumstances arise as provided for in Bylaw III(1)(a)(i)(i), any references made in Bylaw III to members being present “in-person” shall be interpreted as being directly present via video conference.

2. Meetings of the Board of Directors

- a. Scheduled meetings
- b. Emergency Meetings
- c. Consecutive Board Meetings

a. Scheduled meetings

- i. The Board of Directors shall meet no less than once per month during their term in office.
- ii. The Executive Committee is responsible for presenting a schedule of meetings for approval at the beginning of each session.
- iii. Notice of meetings including date, time and place, shall be provided to the membership no less than fourteen (14) days prior to their scheduled occurrence. An additional reminder shall be provided to the Board of Directors no less than two (2) business days prior to meetings.
- iv. Quorum for meetings is no less than fifteen (15) Directors during the Summer session and no less than twenty (20) Directors during the Fall and Winter Sessions.
- v. In each term, no more than half of all Scheduled Meetings should be held during regular working hours. A meeting is held during regular working hours if it is called to order:
 1. Between Monday and Friday; and
 2. Between the hours of 9:00 and 17:00.

b. Emergency Meetings

- i. An Emergency Meeting may be called, with seventy-two (72) hours' notice, by any of the following:
 1. The Chair of the Board of Directors;
 2. A simple majority of the Executive Committee;
 3. One-third ($\frac{1}{3}$) of the Board as a whole.
- ii. In the case of (1) the Chair must provide each member of the Board with an agenda and time and place of the meeting.
- iii. In the case of (2) the Executive Committee must provide the Chair with an Agenda and the time and place of the meeting. The Chair must forward this information to every member of the Board within six (6) hours of receiving it.
- iv. In the case of (3) one-third ($\frac{1}{3}$) of the Board must provide the Chair with an Agenda and the time and place of the meeting. The Chair must forward this information to every member of the Board within six (6) hours of receiving it.
- v. In every case, notice is given when an agenda and time and place of the meeting is made available to the public. If the meeting is to take place in closed session, notice is given when the same information is provided

to the Board, The meeting may be called to order no less than seventy-two (72) hours after notice is given.

- vi. Quorum for an Emergency Meeting shall be ten (10) Directors who are not members of the Executive Committee. Directors participating via proxy shall not count towards quorum.
- vii. Approval for any action must be reported to the next scheduled Board meeting.

c. Consecutive Board Meetings

- i. There shall be a Consecutive Board meeting for the outgoing and incoming Board before 1 May of every year.
- ii. Notice of meeting, including date, time and place, shall be given to outgoing and incoming Board of Directors no later than fourteen (14) days before the meeting and a reminder shall be given no less than two (2) business days prior to meeting.
- iii. Quorum applies as scheduled meetings.

3. Right to Vote

- a. All Directors elected to the Board of Directors have the right to vote.
- b. All non-voting Board Observers have the right to speak, but shall not be allowed to move, second, or amend motions.

4. Absentee Voting

- a. No person shall act for an absent director at a meeting of directors.
- b. Directors may participate and cast votes at meetings of the Board of Directors electronically,

5. Procedure at Meetings

The rules of procedure at meetings of the UTSU will be those described in the most recent edition of *Robert's Rules of Order*, supplemented or modified by rules of procedure, which may from time to time be established by standing resolutions.

6. Votes to Govern

- a. A majority vote of the present members at a quorate meeting of the Directors permits a motion to be carried. Unless otherwise specified elsewhere in the Bylaws or the most recent edition of Robert's Rules of Order.
- b. In event of a tie, a motion shall fail.

7. Speaker of the Board of Directors

- a. The Speaker of the Board of Directors shall act as the Chair of the Board of Directors meetings and for General Meeting for the year.
- b. The Speaker shall be ratified by the Board of Directors at the first Board of Directors meeting upon the recommendation from the President and the Vice-President, Operations.
- c. The Speaker shall act as the Grievance Officer of the UTSU as outlined in Bylaw XVII.

Bylaw IV - Policies

1. Establishment of Policy

Policies for the UTSU may be established from time to time by the Board in accordance with the following guidelines:

a. Procedural Policies

The Procedural Policies consist of policies that outline the procedural framework of the UTSU. These policies explain the procedures of the UTSU and the process to properly manage the UTSU.

A two-third ($\frac{2}{3}$) majority of the Board may vote to adopt, amend, or rescind Procedural Policies.

A two-third ($\frac{2}{3}$) majority of members present at an AGM may vote to adopt, rescind, or amend Procedural Policies.

b. Operational Policies

The Operational Policies consist of policies that outline the framework of managing the operations of the UTSU.

A simple majority of the Board may vote to adopt, amend, or rescind Operational Policies.

A two-thirds ($\frac{2}{3}$) majority of members present at an AGM may vote to adopt, rescind, or amend Operational Policies.

c. Governance Policies

The Governance Policies consist of policies that outline the governance of the UTSU. A simple majority of the Board may adopt, amend, or rescind Governance Policies.

2. Duration of Policies

- a. All policies remain in force unless amended or rescinded.
- b. All policies adopted or amended after 1 January 2020 shall be reviewed on a mandatory basis or at the discretion of the Board of Directors
 - i. Terms for mandatory review shall be set at either one (1) year or three (3) years.
 - ii. Only at the conclusion of the existing term for mandatory review shall the term be amended.

- c. All policies adopted or amended after 1 January 2020 shall have records of decision at the beginning of the policy within the Policy Manual. The records of decision shall be as such:
 - i. Date of Adoption.
 - ii. Date(s) of Amendment(s)
 - iii. Date of next mandatory review
- d. The UTSU shall, in its best capacity, keep record of policy and retroactively note record of decision for policies added or amended prior to 1 January 2020.

3. Policies

All policies shall be maintained in the UTSU Policy Manual.

4. Issues Policies and Policy Papers

Issues Policies and Policy Paper shall be published on the UTSU website. The Committee that published the policy or paper may choose to make paper copies available at the UTSU office, or to announce the policy or paper via the regular email newsletter to members.

a. Issues Policies

Issues Policies consist of policy that the UTSU takes a stance on. It is a policy that either opposes, supports and/or condones, but is not limited to actions that the UTSU or third-party carries out.

To adopt, amend, or rescind Issues Policies, a simple majority of the Board must vote in favour.

b. Policy Papers

Policy Papers consist of research and analysis on issues of interest to the UTSU's members. Policy Papers may contain recommendation on or be presented in conjunction with Issues Policy.

Policy Papers may be published by any Committee of the UTSU open approval by ordinary resolution.

Bylaw V - Board of Directors

1. The Board of Directors shall be comprised of:

a. The following Executive positions:

- i. President
- ii. Vice-President, Operations
- iii. Vice-President, Public and University Affairs
- iv. Vice-President, Equity
- v. Vice-President, Student Life
- vi. Vice-President, Professional Faculties

b. Division I Directors: Colleges, Academic Divisions, and Transitional Year Programme

- i. Innis College
- ii. New College
- iii. St. Michael's College
- iv. Trinity College
- v. University College
- vi. Victoria College
- vii. Woodsworth College
- viii. Academic Divisions (x6)
 1. Computer Science
 2. Humanities
 3. Life Sciences
 4. Mathematical and Physical Sciences
 5. Rotman Commerce
 6. Social Sciences
- ix. Transitional Year Programme

c. Division II Directors: Professional Faculties

- i. Applied Science and Engineering
- ii. Architecture and Visual Studies
- iii. Dentistry
- iv. Kinesiology and Physical Education
- v. Law
- vi. Medicine
- vii. Music
- viii. Nursing
- ix. Pharmacy
- x. Toronto School of Theology
- xi. Professional Faculties at-large

d. Board Observers

- i. General Manager
- ii. Speaker
- iii. Full-time staff of the UTSU
- iv. Representatives of the college and faculty student societies, as permitted by the Policies
- v. Members of the Governing Council representing full-time undergraduate students
- vi. Special Commissioners
- vii. Coordinators of the Equity Collectives
- viii. The Executive of the First Year Council

2. Term of Office

- a. All Directors shall take office on 1 May and remain in office until 10 April of the following year.
- b. The exception shall be the director representing the Transitional Year Programme, who shall take office upon being ratified at the Annual general Meeting.

3. Constituency Seats

The Number of constituency seats is determined by the chart below.

Enrolment figures must be obtained from the University Registrar to determine the members registered and who have paid their membership fees.

a. Division I and II

Division I and II Directors must be elected by the constituency they are running in and/or belong to. The number of Directors elected in each constituency shall be allocated according to the following seat distribution, based on enrolment figures as of 1 January or 1 September of any given year, depending on which date is more recent for the election being run.

Number of Students Registered in Constituency	Number of Seats
25-1,999	1
2,000-3,999	2
4,000-8,999	3
9,000-15,999	4
16,000-24,999	5

b. Academic Directors

- i. There shall be one director elected for each of the following six (6) academic divisions, which shall correspond to the admission categories established by the Faculty of Arts and Science:
 1. Computer Science
 2. Humanities
 3. Life Sciences
 4. Mathematical and Physical Sciences
 5. Rotman Commerce
 6. Social Sciences
- ii. The academic category or categories to which a member belongs shall be determined by the Subject PoSt or Subject PoSts in which said member is enrolled.

c. Professional Faculties at-large Directors

- i. There shall be two (2) Directors at-large elected by the members of the UTSU in all of the following Professional Faculties:
 1. Applied Science and Engineering
 2. Architecture and Visual Studies
 3. Dentistry
 4. Kinesiology and Physical Education
 5. Law
 6. Medicine
 7. Music
 8. Nursing
 9. Pharmacy
 10. Toronto School of Theology
- ii. Individuals elected as Professional Faculties at-large representatives must be from separate Professional Faculties.

d. Vice-President, Professional Faculties

- i. The Vice-President, Professional Faculties must be a member of and be elected by the Professional Faculties. The Vice-President, Professional Faculties may serve as a full-time student.

Bylaw VI - Elections and Referenda

1. Elections and Referenda Committee

The UTSU shall maintain an Elections and Referenda Committee, which shall be responsible for the administration of all elections to fill Board of Directors positions. The Elections and Referenda Committee shall ensure that all elections occur in the manner prescribed by the Bylaws and the Policies of the UTSU. The Election and Referenda Committee must also ensure that the elections for Division I and Division II positions are following the bylaws and policies outlined specifically for Division I and Division II elections.

a. Elections and Referenda Committee

- i. The UTSU shall maintain an Election and Referenda Committee, which shall be responsible for the administration of all elections to fill Board of Director positions.
- ii. The Elections and Referenda Committee will operate in full the elections for the Executive Committee positions, Academic positions, and the Professional Faculties at-large positions.
- iii. The Elections and Referenda Committee will monitor all elections run by individual student societies for Division I and Division II positions and ensure they are being run as outlined in Bylaw VI, Section 2.

b. The Elections and Referenda Committee shall be comprised of:

- i. Three (3) Executive Committee members selected by the Executive Committee
 - ii. One (1) Director from Division I
 - iii. One (1) Director from Division II
 - iv. One (1) additional Director from the Board
- c. The Election and Referenda Committee shall determine the eligibility of all Executive, Academic and Professional Faculties at-large nominated candidates.
 - d. The Elections and Referenda Committee may disqualify a Executive, Academic or Professional Faculties at-large candidate or rule an Executive, Academic or Professional Faculties at-large election invalud for any violation of the Bylaws.
 - e. The Election and Referenda Committee shall submit a report on the conduct and results of all elections to the Board for ratification.

2. Annual Ratification Meeting

The Election and Referenda Committee shall call and hold an Annual Ratification Meeting Per Bylaw III (1)(c).

- a. Should the Annual Ratification Meeting adjourn or be declared inquorate without ratification having occurred, or if the ratification motion does not carry, the Elections and Referenda Committee shall meet within ten (10) days to call another Ratification Meeting. This meeting may be held during the Summer session.
 - i. Pursuant to Section 128 (6) of the *Canada Not-for-profit Corporations Act*, all Division I and Division II shall retain their offices until their successors have been elected and ratified.
- b. If, within seventy-two (72) hours of the publication of unofficial results, the Chair of the Elections and Referenda Committee receives a challenge to the procedural validity of an election conducted under Bylaw VI - 3, the ERC shall conduct an investigation into said election, with which the relevant student society shall be obligated to comply. If the ERC concludes that the election was procedurally invalid, it shall declare the election void and immediately make preparations to conduct a second election.

3. Appointment of Officers and Directors

- a. There shall be six (6) appointed directors:
 - i. President,
 - ii. Vice-President, Operations
 - iii. Vice-President, Public and University Affairs
 - iv. Vice-President, Equity
 - v. Vice-President, Student Life
 - vi. Vice-President, Professional Faculties
- b. All directors appointed to fill vacancies subsequent to the Fall elections shall be deemed to have been appointed under Section 132 (1) of the *Canada Not-for-profit Corporations Act*.

4. Division I and Division II Internal Elections

With the exception of the Academic positions and the Professional Faculties at-large positions, all Division I and Division II position elections must conform to the following:

- a. Prior to 30 November of the current term, the Election and Referenda Committee will inform all student societies within Division I and Division II of the upcoming Spring elections.
- b. The Elections and Referenda Committee will request a response from each student society within Division I and Division II specifying whether that student society would like to host internal elections for their Director positions in the spring and/or fall elections.
- c. The UTSU will allow the following student societies to hold elections for their respective Director positions:

- i. Architecture and Visual Studies Students' Union (AVSSU)
 - ii. Dental Students' Society (DSS)
 - iii. Engineering Society (EngSoc)
 - iv. Medical Society (MedSoc)
 - v. Faculty of Music Undergraduate Association (FMUA)
 - vi. Nursing Undergraduate Society (NUS)
 - vii. Undergraduate Pharmacy Society (UPS)
 - viii. Innis College Students' Society (ICSS)
 - ix. New College Student Council (NCSC)
 - x. University College Literary and Athletic Society (UC Lit)
 - xi. Students' Law Society (SLS)
 - xii. Trinity College Meeting (TCM)
 - xiii. Woodsworth College Students' Association (WCSA)
 - xiv. St. Michael's College Students' Union (SMCSU)
 - xv. Victoria College Students' Administrative Council (VUSAC)
 - xvi. Transitional Year Programme Student Council (TYPSA)
 - xvii. Kinesiology and Physical Education Undergraduate Association (KPEUA)
 - xviii. Toronto School of Theology Round Table (TSTRT)
- d. The UTSU will allow each student society to run internal elections in accordance to their respective bylaws, policies and election procedures.
 - e. If a student society decides to run an election for their respective Director(s), all Candidates must run within the internal student society election to obtain the Board of Directors seat and cannot run in a general UTSU election.
 - f. In the event that a student society does not submit a request to host internal elections by 15 January, the Elections and Referenda Committee will host the elections for that position alongside the elections for the Executive Committee, the Academic Directors, and the Professional Faculties at-large Directors.
 - g. In the event that a student society does not submit a request to host internal fall elections by 15 September, the Elections and Referenda Committee will host the elections for that position alongside the elections for Directors representing constituencies having an academic program for one year, and for any vacancies in the Board or Executive occurring before 15 September of any year.

5. Schedule of Elections

- a. The UTSU shall hold:
 - i. A general election in the Spring Session, between 1 February and 31 March of each year, for the positions of the Executive Committee, Academic Directors, Professional Faculties at-large Directors, and any Division I or Division II Director positions that will not be determined by a student society election.
 - ii. A general election in the Fall Session, between 20 September and 30 October of each year, for the positions of Directors representing constituencies having an academic program for one year, and for any vacancies in the Board or Executive occurring before 15 September of any year.
 - iii. No by-election between 1 December and 10 January of any year.
- b. The schedule of elections shall include:
 - i. Notice of the date of the Executive, Academic and Professional Faculties at-large elections and nomination procedure shall be given to members by campus publication and UTSU website at least fourteen (14) days prior to the start of the nomination period.
 - ii. No less than sixteen (16) hours of polling over a period of no less than two (2) days.
 - iii. The schedule for elections for the Board of Directors shall be set by the Board of Directors, with recommendation from the Elections and Referenda Committee.
 - iv. Recognition of all dates set out for Division I and Division II internal elections.

6. Nomination

- a. All Division I and Division II Directors running in internal student society elections will be nominated and elected in accordance to their respective student society's bylaws, policies and election procedures.
- b. In the case of a UTSU-held election, Division I or II Director Candidates in an election for a Constituency shall be nominated by no less than twenty-five (25) members of the Constituency group and submitted to the Elections and Referenda Committee.
- c. Candidates in an election for an Executive position shall be nominated by no less than one-hundred (100) members and submitted to the Elections and Referenda Committee.

7. Voting

- a. Members of the UTSU may cast one ballot for each position available in an election, in their respective constituency.
- b. Each nominee may appoint a scrutineer to oversee the counting of ballots when a paper ballot is used. Each scrutineer must be presented with the online voting results during the process of counting ballots.
- c. All members who vote online must receive a receipt that allows them to independently verify that their vote was correctly recorded by checking the receipt against a public, anonymized list of all of the online ballots cast.

8. Restrictions on Student Life Solicitations

No candidate for Vice-President, Student Life may solicit votes or political support from clubs in exchange for resources.

9. Elections Procedure Code

In addition to this Bylaw, there shall be an Election Procedure Code governing the elections of the Board of Directors, which must be approved by the Board of Directors, based on the recommendation of the Election and Referenda Committee. Amendments to the Elections Procedure Code shall be subject to the restrictions outlined in Bylaw VII-1 and must be subsequently confirmed by the Membership at a General Meeting by a simple majority.

10. Referenda

A referendum of the members of the UTSU for the purpose of determining any question shall be conducted in accordance with Bylaw XII and the Charter for Referenda.

a. Procedure

- i. Procedures for holding referenda shall be determined by the Charter for Referenda.
- ii. Notice of referenda shall be no less than fourteen (14) days of the referenda voting period.
- iii. If a referendum is held under Schedule B or Schedule C of the Charter of Referenda, the question must be approved by a two-thirds ($\frac{2}{3}$) majority of the board.
- iv. Referenda shall be conducted in a secret ballot.

Bylaw VII - Mandate of the Board of Directors

The Board of Directors is the highest decision-making body of the UTSU and governs its daily advocacy and services. The Board of Directors consists of Directors elected by the membership to govern the affairs of the UTSU. Decisions made at the Board are final, unless rescinded.

The Board of Directors are afforded the following rights and responsibilities by virtue of their position:

1. Externalization

The Board has the right to externalize any motions brought forth by a committee, or to ratify or reject all actions of the committees with the following exceptions:

- a. Any staff or personnel issues;
- b. Any actions of the Elections and Referenda Committee, with the exception of:
 - i. Allocations of funds; and
 - ii. Amendments to the Election Procedure Code.
 1. In the case of (ii), amendments passed by the Elections and Referenda may be overturned by a two-thirds ($\frac{2}{3}$) majority of the Board.

2. Board Responsibility for UTSU Finances and Property

The Board shall receive, budget and administer all moneys, properties, and securities of whatever nature may be placed in the custody of, or that may become the property of the UTSU.

3. Board Responsibility for UTSU Budget

The Board shall prepare an annual budget for the UTSU.

4. Maintenance of UTSU Policies

The Board shall maintain the Policies for the UTSU.

5. Division I and Division II Director Responsibility

Constituency Directors are responsible for:

- a. Attending meeting of the Board of Directors, and sending regrets to the speaker when unable to attend;
- b. Reporting activities of the UTSU to their Constituencies and corresponding student societies;

- c. Sitting on at least one (1) committee;
- d. Maintaining regular office hours or actively joining a project or campaign of the UTSU;
- e. Acting with diligence, fiduciary responsibility, honesty and good faith in the best interest of the UTSU; and
- f. Recruiting students from their constituency to participate in UTSU projects, events, services, and campaigns.
- g. Reading, understanding and abiding by the UTSU Bylaws, Letters Patent and Policies.
- h. Maintaining confidentiality of in camera sessions and documentation.

6. Rights of the Board of Directors

The Board of Directors, can, with exceptions of staff and office policies, vary, add to, reassign or limit the powers and duties of the executives or individual members of the Executive Committee by a two-thirds ($\frac{2}{3}$) majority vote of members present at the meeting of the Board, subject to provisions in these bylaws.

Bylaw VIII - Mandate of the Executive Committee

1. Members of the Executive Committee shall be:

a. Voting

- i. President
- ii. Vice-President, Operations
- iii. Vice-President, Public and University Affairs
- iv. Vice-President, Equity
- v. Vice-President, Student Life
- vi. Vice-President, Professional Faculties

b. Non-Voting

- i. General Manager

2. Powers and Responsibility of the Executive Committee

- a. Authorize the reimbursement of the reasonable expenses incurred by Directors and officers of the UTSU in carrying out their duties, including ~~their attendance at meeting of the Board of Directors and the Executive Committee;~~
- ~~b. their attendance at meeting of the Board of Directors and the Executive Committee;~~
- b. Employ staff as it deems necessary and determine and review their terms of employment;
 - i. Except in the case of full-time non-management staff, all employment contracts shall state that any overtime logged shall have no monetary value;
 - ii. Any single severance payment larger than \$100,000 shall be approved in camera by the Board of Directors;
 - iii. The creation of any new full-time position shall be approved by the Board of Directors¹
- c. In conjunction with the Vice-President Operations, expend funds of the Corporation in accordance with the budget as approved by the Board and establish procedures for the administration of the UTSU's funds.

¹~~There are currently six full-time staff positions: General Manager, Student Commons Manager, Events Coordinator, Internal Coordinator, Services Coordinator, and Graphic Designer~~

- d. Prepare agendas for meetings of the Board and schedule meetings of the Board pending Board approval.
- e. The Executive Committee shall carry out all decisions of the Board and shall have the powers and duties as are prescribed in the Bylaws or as delegated by the Board of Directors;
- f. Between meetings of the Board and its Committees, the governance and management of the UTSU are vested in the members of the Executive Committee, subject to direction from, accountability to, review by, and approval of the Board.

The Executive Committee shall also be charged with:

The responsibility for all legal items that may arise as a result of the actions of the Board of Directors and the Executive Officers. The Executive Committee may retain any legal counsel, as it deems necessary to carry out the business of the UTSU. The Executive Committee has the right to settle or litigate any item, upon approval of the Board of Directors.

3. Responsibility of Executive Members ²

In addition to the following responsibilities, further responsibilities, duties, powers, and descriptions of each position shall be set out in the Policy Manual of the UTSU.

a. President

- i. Serves as the official representative, spokesperson, and media liaison of the UTSU;
- ii. Serves as the Chief Executive Officer of the UTSU, as defined in the Act;
- iii. Serves as an ex-officio member with a vote on all Committees of the Corporation with the exception of the Executive Review Committee.
- iv. Serves as a signing officer of the Corporation;
- v. Has the authority, along with one other signing officer, to bind the UTSU to contracts, agreements, and other obligations;
- vi. Works a minimum of forty (40) hours per week;
- vii. May not be enrolled in full-time studies.

b. Vice-President, Operations

- i. Acts as the Interim-President in the absence of the President.
- ii. Serves as Human Resources Manager of the UTSU;
- iii. Serves as Chief Financial Officer of the UTSU;

² ~~Any further descriptions of the roles of the individual positions of the Executive Committee can be found in the Executive Responsibilities Policy.~~

- iv. Serves as Chief Operating Officer of the UTSU;
- v. Serves as official Secretary of the UTSU;
- vi. Serves as a signing officer of the Corporation;
- vii. Has the authority, along with one other signing officer, to bind the UTSU to contracts, agreements, and other obligations;
- viii. Works a minimum of forty (40) hours per week.
- ix. May not be enrolled in full-time studies.

c. Vice-President, Public and University Affairs

- i. Acts as the Interim President in the absence of the President and Vice-President, Operations;
- ii. Acts as chief liaison regarding affairs with the University of Toronto administration and variously faculty and departmental academic divisions on behalf of the UTSU;
- iii. Acts as the chief liaison to all external organizations to the University of Toronto St. George campus in collaboration with the President;
- iv. Works a minimum of forty (40) hours per week.
- v. May not be enrolled in full-time studies.

d. Vice-President, Equity

- i. Works to advocate in partnership with marginalized groups on campus in the interest of furthering equity;
- ii. Works a minimum of twenty-five (25) hours per week;
- iii. May not be enrolled in more than four (4) FCEs or the relevant equivalent thereof.

e. Vice-President, Student Life

- i. Responsible for the oversight of orientation and the Orientation Coordinators;
- ii. Serves as the chief liaison with UTSU-recognized campus groups.
- iii. Works a minimum of twenty-five (25) hours per week;
- iv. May not be enrolled in more than four (4) FCEs or the relevant equivalent thereof.

f. Vice-President, Professional Faculties

- i. Advises the UTSU on matters pertaining to Professional Faculty students and serves as the chief coordinator on initiatives and advocacy on behalf of students enrolled in Professional Faculties;
- ii. Works a minimum of ten (10) hours per week.

Bylaw IX - Finances

1. Fiscal Year

The Fiscal Year of the UTSU is from 1 May to 30 April

2. Budget

There shall be three budgets prepared (Preliminary, Operating, and Revised)

- a. All budgets presented to the Board must follow the Budget Policy.
- ~~b. All budgets must allocate funds for non-essential fees outlined according to the Incidental Fee Framework.~~
- ~~i. The Preliminary Budget shall designate funds assuming 20%, 30%, and 60% opt out rates to be noted in each individual line item.~~

3. Borrowing

The Board of Directors shall be empowered to:

- a. Borrow money on the credit of the UTSU;
- b. Limit or increase the amount borrowed; and,
- c. Issue or sell debentures or other securities of the UTSU and set the sums and prices thereof.

4. Discretionary Spending

Discretionary Spending shall be determined by the Operational Policies of the UTSU.

5. Overspending

Executives may not exceed a particular, itemized allocation of funds by more than 10% without the approval of the Finance Committee. Any such spending must be reported to the Board at the next Scheduled Meeting. This clause does not apply to:

- a. Time-sensitive spending, as defined in the Time-Sensitive Spending Policy; and
- b. Spending on services, as allocated in the Operating Budget.

6. Banking

The banking of the UTSU shall be transacted at a bank or credit union designated by the Officers of the UTSU.

Bylaw X - Removal of Office

Nonfeasance, misfeasance, or malfeasance with regard to those responsibilities set out in Bylaw VII(1) provide just cause for a member of the Board's removal from office.

1. Attendance

a. Definition of Meeting

A meeting shall refer to any scheduled meeting of the Board of Directors, or general meeting of the members.

b. Receiving Regrets

Regrets shall consist of an email sent to the Speaker and Vice-President, Operations within 48 hours of receiving the agenda.

c. Types of Absences

There shall be three types of Absences recognized by the Board of Directors and recorded by the Speaker:

- i. Reasonable Absences, recognized upon an absence at a Meeting for which the absentee sent regrets; and
- ii. Unreasonable Absences, recognized upon an absence at a Meeting for which the absentee did not send regrets; and
- iii. Excused Absences recognized upon the satisfaction of any of those criteria laid out in Bylaw X(1)(d).

d. Criteria for Excused Absences

Presuming both that they conflict with the schedule of a Meeting, and that they were indicated in a timely transmission of regrets, any of the following circumstances shall occasion the recognition of an Excused Absence against an absentee's attendance record:

- i. Academic obligations (limited to attendance in University of Toronto classes, practicums/placements, exams, and midterms); or
- ii. Contracted work shifts scheduled prior to notice of the meeting being provided; or
- iii. Religious observations; or
- iv. Required attendance at a scheduled meeting of a student society of which the absentee is a voting member.

Any of the following circumstances shall, at the Speaker's discretion respecting attending notice and context, occasion the recognition of an Excused Absence against an absentee's attendance record:

- v. Unexpected illness or emergency; or
- vi. Other reasons not outlined in Bylaw X(1)(d)(i) through Bylaw X(1)(d)(v), with sufficiency determined at the discretion of the Speaker.

e. Assessing Attendance

For the purposes of administering a Meeting attendance record, the following conditions shall apply:

- i. Emergency meetings of the Board of Directors shall not be considered, save for the assessment of consecutive Meetings as per Bylaw X(2)(a)(ii); and
- ii. Regrets will be deemed to have been sent by all members of the Board absent from the first meeting of their term; and
- iii. Discrete attendance records shall apply to discrete terms of office served by the same member of the Board; and
- iv. Members of the Board who proxy their vote at a general meeting of the members will be deemed as having sent regrets for said Meeting; and
- v. Absences recognized during the Fall and Winter terms shall be counted as 1.0 instance(s) of the appropriate type of Absence; and
- vi. Absences recognized during the Summer term shall be counted as 0.5 instance(s) of the appropriate type of Absence; and
- vii. The attendance records of members who have been placed on probation, and have satisfied their obligations during the probationary period, shall be expunged upon the ending date of their probation.

2. Abandonment of Office

a. A Division I or Division II Director of the UTSU shall be deemed to have delivered their resignation, to the Board of Directors, immediately upon any one of the following criteria having been met:

- i. The Director is not on Probation, and:
 - 1. has accumulated 2.0 instance(s) of Unreasonable Absences; or
 - 2. has accumulated at least 2.5 instance(s) of Reasonable Absences and/or Unreasonable Absences, and has been absent from three consecutive Meetings; or

3. has accumulated at least 3.5 instance(s) of Reasonable Absences and/or Unreasonable Absences; or
 4. has been absent for any two meetings of a single committee they sit on without proxying their vote or sending regrets, provided that the meeting is called with proper prior notice as specified by the Bylaws and Policies; or
 5. has been eligible to fulfill their requirement to stand on one (1) standing committee by nominating themselves in a committee election but has failed to do so two (2) times.
- ii. The Director is on Probation, and
1. has incurred a Reasonable Absence or Unreasonable Absence against their attendance record after being placed on Probation; or
 2. has been absent for any two meetings of the committee(s) they sit on without proxying their vote or sending regrets, provided that the meeting is called with proper prior notice as specified by the Bylaws and Policies.

The acceptance of such resignation of a Director deemed to have abandoned office under any of the criteria outlined in Bylaw X(2)(a) shall appear as an item on the agenda of the Scheduled Board Meeting immediately following the Director's abandonment of office, unless the director has been deemed to have abandoned their office fewer than seven (7) days before the next scheduled meeting, in which case the acceptance of such resignation may be deferred to the subsequent scheduled meeting.

b. Any such resignation of a Director:

- i. may be overturned by a simple majority of the Board of Directors against the motion, thereby placing the Director on probation for a period spanning through the next two (2) meetings.
- ii. may be considered in omnibus with other resignations, while any member of the Board of Directors may, without a vote, request a Director's resignation be considered as its own motion;
- iii. must allow for the Director an opportunity to speak for a maximum of five (5) minutes in their own defense during the debate of a motion to accept their resignation or submit a 1-page written statement.

3. Ineligibility

A Division I or II Director of the UTSU shall cease to be eligible to remain in such office if the Director:

- a. Fails to become a member of the UTSU, for the academic year in which they hold office by the first day of the Fall session;
- b. Ceases to be a member of the UTSU;
- c. At any time becomes of unsound mind or is found by any court of competent jurisdiction to be mentally incompetent; or,
- d. Submits a written resignation, from such office, to the Board.

4. Impeachment Proceedings

A Division I or II Director may be removed from office upon the following procedure, in order stated:

- a. A petition signed by no less than fifteen per cent (15%) of the membership in the Constituency that elected the Director calling for a referendum on the question of the Director's removal;
- b. A referendum conducted by the Board in the Constituency represented by the Director; such a referendum shall follow upon a simple majority of the Board vote on the resolution.

5. Vacancies

- a. Should a Division I or Division II position become vacant on or before 15 September, a by-election shall be held no later than 31 October.
- b. Should a Division I or Division II position become vacant after 15 September, the Board of Directors may appoint a replacement after soliciting applications from the membership for no less than fourteen (14) days. Alternatively, a two-thirds ($\frac{2}{3}$) majority of the Board of Directors may vote to leave the position vacant for the remainder of the year.
- c. Should an Executive position become vacant on or before 15 September, a by-election shall be held no later than 31 October.
- d. Should an Executive position become vacant after 15 September but before 16 December, the Executive Committee shall solicit applications from the membership for no less than fourteen (14) days. The Executive Committee shall then present no less than two (2) applicants to the Board of Directors.
- e. Should an Executive position become vacant after 15 December, the position shall remain vacant unless a two-thirds ($\frac{2}{3}$) majority of the Board of Directors authorizes the Executive Committee to appoint a replacement.

6. Removal of Executive

- a. Members of the Executive may be removed from office by:

- i. A simple majority of members of the UTSU, voting in a referendum requisitioned by no less than 5% of members of the UTSU. No more than 500 members from any one constituency may be counted toward the 5%;
 - ii. A three-fourths majority of the Board of Directors, who must constitute at least one-half of all members of the Board of Directors;
 - iii. A two-thirds majority of the Board of Directors, conditional on a recommendation of impeachment by the Executive Review Committee.
- b. In the case of (i), the requisition must be submitted to the Chair of the Board of Directors. The Chair must then call an Emergency Meeting, to be called to order no less than ninety-six (96) hours after the submission of the requisition. At the Emergency Meeting, the Board shall schedule the requisitioned referendum to be held no less than ten (10) days before and more than twenty (20) days after the day of the meeting. The referendum shall be conducted according to the Charter of Referenda, and a simple majority shall be sufficient to remove an Executive from office. In the event of a vote in favour of removal, the Executive in question shall be suspended as soon as the result of the referendum is published, and formally removed as soon as it is ratified by the Board.
- c. In the case of (ii), a motion to impeach an Executive may be moved by any member of the Board. The motion must specify the misconduct of which the Executive in question is accused, and be sent to every member of the Board at least ten (10) days prior to the Board meeting at which it is to be considered. A motion to impeach may not be withdrawn. At the meeting, the motion may not be put to a vote before the Executive has been given at least forty-five (45) minutes to offer a defence. The accused Executive shall have the right to be represented by an individual of their choosing, as well as the right to present documentary evidence. Any such evidence must be sent to the Board at least three days prior to the meeting at which the motion to impeach is to be considered. Should three-fourths ($\frac{3}{4}$) of the Board vote in favour of impeachment, the Executive shall leave office as soon as the result of the vote is announced.
- d. In the case of (iii), a motion to impeach an Executive may be moved by any member of the Board on the condition that the Executive Review Committee has recommended impeachment. The motion must specify the misconduct of which the Executive in question is accused, and be sent to every member of the Board at least ten (10) days prior to the Board meeting at which it is to be considered. A motion to impeach may not be withdrawn. At the meeting, the motion may not be put to a vote before the Executive has been given at least forty-five (45) minutes to offer a defence. The accused Executive shall have the right to be represented by an individual of their choosing, as well as the right to present documentary evidence. Any such evidence must be sent to the Board at least three days prior to the meeting at which the motion to impeach is to be considered. Should two-thirds ($\frac{2}{3}$) of the Board vote in favour of

impeachment, the Executive shall leave office as soon as the result of the vote is announced.

Bylaw XI - Committees

1. Committees of the UTSU

All Committees shall adhere to the UTSU's Policies. The Committees of the UTSU shall be laid out in the Committees of the Board of Directors Policy. The Committees of the UTSU shall conduct all decisions made by the Board and seek approval in all matters.

2. Committee Membership

- a. Directors of the Board shall be elected by the Board of Directors to serve on the Committees in keeping with the applicable Policies.
- b. Committee members who are not members of the Board of Directors are selected by the relevant hiring committee to serve on the Committees in keeping with the applicable policies.

3. Committee Procedures

- a. Committees shall meet when and where they choose on the St. George campus provided that they meet at least once in September, October, November, January and February.
- b. Notice of meeting shall be given no less than forty-eight hours (48) before the start of the meeting.
- c. Quorum is four (4) members and proxies count for quorum.
 - i. At least one (1) Director must be present at meetings of the committees except for the Executive Committee.
- d. Members may carry no more than two (2) proxies.
- e. Committees shall be struck during the Summer term and again following the Annual General Meeting and in keeping with the Committees of the Board of Directors Policy.

4. *Ad hoc* Committees

The Board may strike *Ad hoc* Committees at its discretion, subject to the following restrictions:

- a. An *Ad hoc* Committee must have a specific mandate.
- b. The mandate of an *Ad hoc* Committee should not conflict with the mandate of any other Committee of the UTSU, or with the mandate of any Executive.
- c. The mandate of an *Ad hoc* Committee must expire at the end of the term in which it was struck.

Bylaw XII - Employment of Staff

1. Staff Hiring

The Executive Committee has the right to employ unionized and contractual staff, as it deems necessary for the best interest of the UTSU. The Executive Committee shall review their terms of employment as outlined in the Collective Bargaining Agreement between the UTSU and the Canadian Union of Public Employees Local 1281.

2. General manager

- a. The Executive Committee shall appoint a chief business operator to be known as the General Manager. The General Manager's duties are in the contract between the UTSU and the General Manager, and include:
 - i. Be immediately responsible to the Vice-President, Operations, and President;
 - ii. Act as Chief Administrator of the UTSU
 - iii. Act as manager of both unionized and non-unionized personnel;
 - iv. Act as a liaison between the staff and Executive Committee;
 - v. Receive and administer all funds accruing to the UTSU and ensure maintenance of appropriate accounting records;
 - vi. Be an ex-officio member without a vote of the UTSU's Committees;
 - vii. Serves as a signing officer of the Corporation.
 - viii. Has the authority, along with one other signing officer, to bind the UTSU to contracts, agreements, and other obligations.

b. Terms of Employment

- i. Notwithstanding the above, the General Manager's responsibilities and terms of employment shall be described in greater detail in the General Manager's contract. However, the contract may not add to or subtract from the responsibilities enumerated above.
- ii. The contract shall be approved by a simple majority vote of the Executive Committee, and shall, from time to time, be re-negotiated by a committee chaired by the Vice-President, Operations.

3. Orientation Coordinators

The Executive Committee shall hire Orientation Coordinators in accordance with the Policy of the UTSU.

Bylaw XIII - Amendment of Bylaws

1. Making an Amendment

An Amendment to the UTSU's Bylaws shall be ratified as follows:

- a. The UTSU Bylaws shall be reviewed regularly by the Governance Committee and can recommend amendments or repeals to the Board of Directors or review any proposed amendments or repeals for compliance with the Act;
- b. Subject to the Act, the Board of Directors may, by a minimum three-quarters ($\frac{3}{4}$) majority resolution, make, amend or repeal any bylaw that regulates the activities or affairs of the UTSU upon the recommendation of the Governance Committee.
- c. Any such bylaw, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the bylaw, amendment or repeal is confirmed as amended by the members, it remains effective in the form in which it was confirmed. The bylaw, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.
- d. Paragraphs b. and c. above do not apply to a bylaw that requires a special resolution of the members according to subsection 197 (1) of the Act (fundamental change) because such bylaw amendment or repeals are only effective when confirmed by members.

Bylaw XIV - Invalidity

1. Invalidity

The invalidity of any Bylaw or provision shall not affect the validity or enforceability of the remaining Bylaws or provisions.

2. Omissions and Errors

In the event that there are any omissions in giving notice to any member, director or officer or non-receipt of any notice when given in accordance with the Bylaws, such errors or omissions will not invalidate any action taken at any meeting to which the notice pertained.

Bylaw XV - Grievance Procedure

The UTSU intends to make itself an open and accessible space to all members. The UTSU shall have a grievance procedure that facilitates a structured mode to grieve.

1. Procedure

Any alleged violation of the administration or procedures of the UTSU's Bylaws by the Directors may be dealt with by filing of a Grievance by any member of the Corporation. Any such Grievance shall be put in writing and addressed to the Grievance Officer, who shall be the Speaker of the UTSU.

- a. In order to be valid, a Grievance shall be submitted to the Grievance Officer within thirty (30) days of the alleged violation taking place.
- b. The Grievance Officer shall ask for a written response from the person or persons responsible for the matter in contention. This response must be received within fourteen (14) days of the request.
- c. The Grievance Officer shall meet with the parties concerned within two weeks of receiving the response referred to in (b) above, and attempt to affect a mutually satisfactory resolution of the matter.
- d. If the matter cannot be resolved in the above manner, then a meeting of the Board must be called within thirty (30) days of the meeting referred to in (c) above.
- e. At this Board meeting, one authorized representative from each side shall present their case and answer any questions from the floor.
- f. The resolution of the issue shall be decided by majority vote of the Board present at the meeting.

Bylaw XVI - Appellate Board

1. Terms of Reference

- a. The Appellate Board shall conduct itself in accordance with the Appellate Board Terms of Reference, which may not contradict the Bylaws and may not be amended other than by a three-quarters majority of the Board of Directors.

2. Jurisdiction

- a. The jurisdiction of the Appellate Board shall be limited to the hearing of appeals of disciplinary decisions from the Grievance Officer, the Elections and Referenda Committee, and the Executive Review Committee.
- b. All decisions of the Appellate Board shall be final and binding on the UTSU.

3. Composition

- a. Class A (4 Members) – The Class A Members shall be members of the UTSU enrolled at the Faculty of Law. They may not have previously sought or held elected office in the UTSU.
- b. Class B (3 Members) – The Class B Members shall be members of the UTSU enrolled in first-entry programs. They shall have completed at least two (2) years of study. Class B Members shall not have previously sought or held elected office in the UTSU.
- c. Quorum at meetings of the Appellate Board shall be five (5) Members.

4. Appointment

- a. The Class A Members shall, following an application process, be nominated as a slate by a Nominating Committee chaired by the Speaker of the Board of Directors. The slate shall be confirmed by a simple majority of the Board of Directors.
- b. The Class B Members shall, following an application process, be nominated as a slate by a Nominating Committee chaired by the Speaker of the Board of Directors. The slate shall be confirmed by a simple majority of the Board of Directors.
- c. The further composition of each Nominating Committee shall be established by the Terms of Reference.
- d. Each Member shall hold office from 1 May until the subsequent 1 May, or until their successor takes office.
- e. Vacancies shall be filled in accordance with the Terms of Reference.

5. Conditions of Continued Membership and Forfeiture of Office

- a. No Member may seek or otherwise come to hold elected office in the UTSU during their term on the Appellate Board.
- b. No Member may seek or otherwise come to hold appointed office in the UTSU during their term on the Appellate Board.
- c. No Member may seek or otherwise come to hold employment at the UTSU during their term on the Appellate Board.
- d. No Member may hold or seek appointed or elected executive office in a divisional student society during their term on the Appellate Board. An exception shall be made for Members of Class A, who may hold office in the Students' Law Society.
- e. Any Member who violates one or more of the above restrictions shall cease to be a Member. If the Appellate Board receives a complaint alleging that one of the Members has violated the above restrictions, the Appellate Board shall rule on the complaint within five (5) days.

6. Impeachment

- a. Any fifty (50) members of the UTSU may petition the Board of Directors to impeach a Member.
- b. The signatories to the petition must meet the conditions of the continued membership established by Bylaw XVIII(6).
- c. The petition must allege specific misconduct by the Member, and must be delivered to the Speaker of the Board of Directors.
- d. Upon receipt of a valid petition, the Speaker shall call a meeting of the Board of Directors. The meeting shall occur between fifteen (15) days and thirty (30) days after the submission of the petition, excluding campaign days. The meeting may not occur during a campaign period.
- e. At the meeting, the Member and one (1) signatory to the petition shall each be given thirty (30) minutes to speak, after which the Board of Directors shall deliberate in camera.
- f. At the conclusion of the deliberation period, the Board of Directors shall vote on a motion to remove the Member from office. The motion must receive a two-thirds ($\frac{2}{3}$) majority in order to carry.

7. Standing

- a. The right to appeal a decision of the Grievance Officer, the Elections and Referenda Committee, or the Executive Review Committee to the Appellate Board shall be limited to the following:

- i. The individual or individuals who submitted the original complaint to the Grievance Officer, the Elections and Referenda Committee, or the Executive Review Committee
- ii. Any individual or individuals on whom the decision of the Grievance Officer, the Elections and Referenda Committee, or the Executive Review Committee imposed a penalty

8. Appeals from the Grievance Officer

- a. Once the grievance procedure laid out in Bylaw XVII(1) has concluded, any individual with the right of appeal may, within three (3) days, submit a Motion to Appeal to the Appellate Board. The purpose of the Motion to Appeal shall be to persuade the Appellate Board that the decision of the Grievance Officer should be reviewed. In particular, the Motion must persuade the Appellate Board that the Grievance Officer misapplied the relevant Bylaws and/or Policies, or otherwise breached the principles of fundamental justice. The Appellate Board may only decline to hear an appeal if neither condition is met.
- b. If any four Members vote in favour of hearing the appeal, the appeal shall be heard. If the Appellate Board declines to hear the appeal, the decision of the Grievance Officer shall stand. The Appellate Board shall rule on the Motion to Appeal within three (3) days of receiving it, having considered only the Motion itself and the decision of the Grievance Officer that is at issue. No Member shall be compelled to have their vote recorded.
- c. If the Appellate Board votes to hear the appeal, it shall immediately inform both the appellant and the Committee and schedule a hearing, which shall commence within ten (10) days of the ruling on the Motion to Appeal being issued. If the same decision of the Grievance Officer was appealed by multiple individuals, the Appellate Board may consolidate the appeals into a single hearing.
- d. Each party shall be responsible for submitting written arguments, along with any documentary evidence (including a list of witnesses) upon which they intend to rely, to the Appellate Board no later than two (2) days prior to the commencement of the hearing. The parties shall be informed of this responsibility by the Appellate Board when they are informed of the ruling on the Motion to Appeal. Written arguments and documentary evidence submitted later than two (2) days prior to the commencement of the hearing may not be considered by the Appellate Board.
- e. The hearing shall be conducted in accordance with the Terms of Reference.
- f. The Appellate Board shall deliberate in camera. No individual who is not a Member may be present for any part of the deliberations.
- g. The Appellate Board shall issue a decision no more twelve (12) hours after the conclusion of the hearing. It shall notify the parties immediately.

9. Appeals from the Elections and Referenda Committee

- a. Once the Elections and Referenda Committee (“the ERC”). has given formal notice of a decision, any individual with the right of appeal may, within twenty-four (24) hours, submit a Motion to Appeal to the Appellate Board. The purpose of the motion shall be to persuade the Appellate Board that the decision of the ERC should be reviewed. In particular, the Motion must persuade the Appellate Board that the Elections and Referenda Committee misapplied the relevant Bylaws and/or Policies, or otherwise breached the principles of fundamental justice. The Appellate Board may only decline to hear an appeal if neither condition is met.
- b. If any four Members vote in favour of hearing the appeal, the appeal shall be heard. If the Appellate Board declines to hear the appeal, the ERC decision shall stand. The Appellate Board shall rule on the Motion to Appeal within thirty-six (36) hours of receiving it, having considered only the Motion itself and the ERC decision that is at issue. No Member shall be compelled to have their vote recorded.
- c. If the Appellate Board votes to hear the appeal, it shall immediately inform both the appellant and the Committee and schedule a hearing, which shall commence within three (3) days of the ruling on the Motion to Appeal being issued. If the same ERC decision was appealed by multiple individuals, the Appellate Board may consolidate the appeals into a single hearing.
- d. Each party shall be responsible for submitting written arguments, along with any documentary evidence (including a list of witnesses) upon which they intend to rely, to the Appellate Board no later than twelve (12) hours prior to the commencement of the hearing. The parties shall be informed of this responsibility by the Appellate Board when they are informed of the ruling on the Motion to Appeal. Written arguments and documentary evidence submitted later than twelve (12) hours prior to the commencement of the hearing may not be considered by the Appellate Board.
- e. The hearing shall be conducted in accordance with the Terms of Reference.
- f. The Appellate Board shall deliberate in camera. No individual who is not a Member may be present for any part of the deliberations.
- g. The Appellate Board shall issue a decision no more than six (6) hours after the conclusion of the hearing. It shall notify the parties immediately.
- h. Should the Appellate Board disqualify a candidate after the Board of Directors has ratified the results of the elections, the list of individuals to be presented to the Annual Ratification Meeting shall be amended to reflect the decision of the Appellate Board.

10. Appeals from the Executive Review Committee

- a. Once a decision of the Executive Review Committee ("the XRC") has been ratified by the Board of Directors, any individual with the right of appeal may, within three (3) days, submit a Motion to Appeal to the Appellate Board. The purpose of the Motion to Appeal shall be to persuade the Appellate Board that the XRC decision should be reviewed. In particular, the Motion must persuade the Appellate Board that the Executive Review Committee misapplied the relevant Bylaws and/or Policies, or otherwise breached the principles of fundamental justice. The Appellate Board may only decline to hear an appeal if neither condition is met.
- b. If any four Members vote in favour of hearing the appeal, the appeal shall be heard. If the Appellate Board declines to hear the appeal, the XRC decision shall stand. The Appellate Board shall rule on the Motion to Appeal within three (3) days of receiving it, having considered only the Motion itself and the XRC decision that is at issue. No Member shall be compelled to have their vote recorded.
- c. If the Appellate Board votes to hear the appeal, it shall immediately inform both the appellant and the Committee and schedule a hearing, which shall commence within ten (10) days of the ruling on the Motion to Appeal being issued. If the same XRC decision was appealed by multiple individuals, the Appellate Board may consolidate the appeals into a single hearing.
- d. Each party shall be responsible for submitting written arguments, along with any documentary evidence (including a list of witnesses) upon which they intend to rely, to the Appellate Board no later than two (2) days prior to the commencement of the hearing. The parties shall be informed of this responsibility by the Appellate Board when they are informed of the ruling on the Motion to Appeal. Written arguments and documentary evidence submitted later than two (2) days prior to the commencement of the hearing may not be considered by the Appellate Board.
- e. The hearing shall be conducted in accordance with the Terms of Reference.
- f. The Appellate Board shall deliberate in camera. No individual who is not a Member may be present for any part of the deliberations.
- g. The Appellate Board shall issue a decision no more twelve (12) hours after the conclusion of the hearing. It shall notify the parties immediately.

11. Scope of Penalties

- a. When hearing appeals from the Grievance Officer, the Appellate Board may only impose those penalties available to the Grievance Officer.
- b. When hearing appeals from the Elections and Referenda Committee, the Appellate Board may only impose those penalties available to the Elections and Referenda Committee. The Appellate Board may not amend the Elections Procedure Code.

- c. When hearing appeals from the Executive Review Committee, the Appellate Board may only impose those penalties available to the Executive Review Committee.
- d. The Appellate Board may only impose penalties for offences alleged in the original complaint submitted to the Grievance Officer, the Elections and Referenda Committee, or Executive Review Committee

12. Amendment

- a. Notwithstanding Bylaw XV, Bylaw XVIII may only be amended by a two-thirds majority of a general meeting, other than the Annual Ratification Meeting.
- b. Amendments to Bylaw XVIII that have been approved by the Board of Directors shall not take effect until approved by a two-thirds majority of a general meeting.

13. Transitional Provision

- a. The original Members shall be appointed by 1 December 2016 and hold office until 1 May 2017.

Bylaw XVII - Ombudsperson

1. Mandate

- a. The mandate of the Ombudsperson shall be to investigate and propose solutions to systemic problems at the UTSU.
- b. The Ombudsperson may open an investigation in response to complaints, provided that the complaint was submitted by a member, or of their own initiative. In no situation shall the Ombudsperson be required to open an investigation.
- c. The Ombudsperson may not investigate allegations of wrongdoing by individuals, nor may the Ombudsperson recommend disciplinary action.

2. Appointment and Term

- a. The Ombudsperson shall, following an open application process, be appointed by the Board of Directors for a term of two (2) years.
- b. The Ombudsperson may not be a member of the UTSU, nor may the Ombudsperson be a former member of the Board of Directors or the Executive Committee

3. Responsibilities

- a. In addition to the responsibilities described in Bylaw XVII(1), the Ombudsperson shall provide a report to the Board of Directors at the end of every academic term. The report shall summarize the Ombudsperson's recent activities.

4. Complaints

- a. The Ombudsperson may investigate any complaint submitted by a member that describes a systemic problem at the UTSU.
- b. If a complaint alleges wrongdoing by individuals, the Ombudsperson may advise the Grievance Officer or the Executive Review Committee to investigate the allegations.
- c. The Ombudsperson shall not disclose the identity of any complainant.

5. Investigations

- a. The Ombudsperson shall notify the Board of Directors within two (2) weeks of opening an investigation.
- b. All members of the Board of Directors, including all members of the Executive Committee, shall cooperate with the Ombudsperson to the greatest extent permitted by law. At the conclusion of an investigation, the Ombudsperson shall present a report to the Board of Directors. The report shall be public and shall propose solutions to any problems that the Ombudsperson has identified

as systemic. The report shall not identify individuals by name or by implication, nor shall it include confidential information.

6. Compensation

- a. The Ombudsperson shall receive an honorarium of \$1,750 per year.

7. Removal

- a. The Ombudsperson may be removed from office for cause by a two-thirds ($\frac{2}{3}$) majority of the Board of Directors.

Bylaw XVIII - Autonomy

1. The UTSU shall not become a member of any organization from which the UTSU would not be able to withdraw via a vote of the Board of Directors.
2. The UTSU shall not enter into any perpetual agreement that cannot be terminated by a vote of the Board of Directors.
3. Bylaw XVIII shall not apply to actions taken prior to 30 October 2017.
4. No part of Bylaw XVIII may be amended other than by a three-quarters majority ($\frac{3}{4}$) of members voting at a general meeting at which at least 10% of members are present, either in person or by proxy.