



GSA

GRADUATE STUDENTS ASSOCIATION
OF MCMASTER UNIVERSITY

CONSTITUTION AND BYLAWS

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The GSA fosters and enables vibrant, engaged graduate students at McMaster University.

MCMASTER UNIVERSITY GRADUATE STUDENTS' ASSOCIATION

REVIEWED BY:
DATE APPROVED:

PREAMBLE

“**The Graduate Students’ Association at McMaster University**” (1970) is a registered not-for-profit student governing organization located in the city of Hamilton, Ontario. Hereafter, referred to as “the Association”.

This document will serve as the Constitution and Bylaw of the Association. It is to provide guidance on everyday operations and assistance in the yearly transition of positions within the Association.

The Graduate Students’ Association at McMaster shall:

- ❖ Run without the purpose of gain for its Members and any profits or other accretions to the Association shall be used in promoting its objects.
- ❖ Advocate for the needs of the collective, act as a resource, and provide support and services that improve the academic and social experience of Graduate Students.
- ❖ Promote communication and participation in all matters of common interests between the Members of the Association, graduate students and all other student organizations within and outside the University.

The Graduate Students’ Association at McMaster ensures:

- ❖ No person shall be excluded from the Association for reasons related to age, gender, race, nationality, ancestry, citizenship, marital status, illness or results from medical tests, sexual orientation or preference, place of residence, school of thought, beliefs, religious affiliations or activities, criminal record, any physical handicap or invalidity, or participation or non- participation within the Association.
- ❖ Please refer to the Association’s Policy on [Neutrality and Anti-Discrimination](#).



RELEVANT



INTEGRITY



INCLUSIVITY



SUPPORTIVE



CONNECTED

DEFINITIONS

1. "Act" or "NFP" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
2. "Board" means the Board of Directors of the Association;
3. "Bylaw" means this Bylaw manual and all other Bylaw of the Association as amended and which are, from time to time, in force and effect;
4. "Campaigning" means any action committed by a candidate, or any action committed at their behest, that is designed to influence voters;
5. "Chair" means the chair of the Council;
6. "CRO" means the Chief Returning Officer of the Association;
7. "Director" means an individual occupying the position of director on the Board;
8. "Executive Officers" means the President, Vice-President External, Vice-President Internal, Vice-President Services and Vice-President Administration of the Association;
9. "Faculty Association" means an association comprised of all Members within a particular academic faculty or school as established by the School of Graduate Studies;
10. "Federation" means the Graduate Students Association of Canada;
11. "Member" means a Member of the Association;
12. "Membership" means the collective Members of the Association;
13. "Officer" means an Executive Officer of the Association;
14. "Proxy" means a Member who has appointed a person as the Member's nominee to attend and act for the Member and on the Member's behalf at a meeting of Members;
15. "School of Graduate Studies" is the office which registers the graduate students at the University; and
16. "Standing Resolution" means a resolution containing the operational policy for the Association.

INTERPRETATION

1. Other than as specified under Definitions, all terms contained in this manual, that are defined in the Act shall have the meanings given to such terms in the Act.
2. Words importing the singular include the plural and vice versa, and the use of words referencing an individual includes all genders.
3. The headings in this document are inserted for reference purposes only and terms are not to be construed.

ARTICLE I – MEMBERSHIP

SECTION 1.0: MEMBERSHIP

The highest ranking body of the Graduate Students' Association of McMaster University is the Membership.

SECTION 1.1: NUMBER OF MEMBERS

There are two (2) main types of Membership in the Association: Graduate Members and Associated Members.

Further detail on Honorary Members can be found in the Association's Policy on Membership.

SECTION 1.2: GRADUATE MEMBERS

Graduate Members of the Association shall be individuals who are registered as full- or part-time graduate students with the School of Graduate Studies for the current McMaster University term. Members of the Association must have paid the GSA Membership fee and be in good standing with the University to be a Member.

1. Rights

- a. To act as the sole authority of the Association to make decisions through referenda or General Meetings on all matters concerning Membership in the Association.
- b. Have the right to overturn a decision made by the Board of Directors, via a Special General Meeting or General Meeting which must be called in accordance with the Bylaw. The Membership is only able to overturn a decision made by the Board of Directors if five percent (5%) of the Membership is present at the Special General Meeting or General Meeting, and a super majority of two-thirds (2/3) votes are in favour of the motion.
 - i. The Membership, however, is not able to make decisions or overturn motions that are contrary to the provisions of the Act, Regulations, Letters Patent, Bylaw or will jeopardize the financial and/or legal stability of the Association.
 - ii. If any dispute occurs between the membership and the Board regarding the what will jeopardize the financial and/or legal stability of the Association, the Ombudsman will be consulted, and asked to render a binding decision.
 - iii. There will be no appeal from the decision of the Ombudsman on question of fact, law, or a mixture of the two.
- c. To have their interests represented collectively in the Association through their Faculty Association; and
- d. To be represented collectively to the University administration and, through Membership in a national and provincial student association, to the federal and provincial governments; and

- e. To the protection and support of the Association in accordance with the objectives of the Association.

2. Participation

- a. To attend meetings of all decision-making bodies of the Association, with the exception of in-camera sessions and other situations in which confidentiality is required; and
- b. To run for Executive or non-Executive office or any committee position within the Association.

3. Voting

- a. To vote in Association elections, referenda and removals; and
- b. Will not have voting rights at Council Meetings or Board Meetings.

4. Speaking

- a. To speak at Council Meetings; and
- b. To speak at Board Meetings.

5. Access

- a. All minutes of Council and the Board, subject to restrictions in this Bylaw; and
- c. The services, research, information, materials, staff and other resources of the Association; and
- d. The Association's health and dental plans within the provisions of the plans; and
- e. To enter and make use of the graduate student privileges associated with the Phoenix facilities; and
- f. Information on associations to which the Association belongs, including but not limited to, any national or provincial students' association.

6. Responsibilities

- a. Make payment towards designated Association Membership fees, and if applicable, national or provincial students' association Membership fees; and
- b. To respect the goals and objectives of the Association as they are specified in the Letters Patent, Bylaw, as well as any Standing Resolutions, Policies or legal agreements adopted by the Association in their name.

SECTION 1.3: ASSOCIATED MEMBERS

Associated Members shall be individuals who do not meet the criteria in [Article 1, Section 1.1 \(1\)](#) but who possess relevant knowledge, skills and/or experience and support the objectives of the Association (e.g. Community Members, Business Leaders, etc.).

1. Participation, Voting and Access

- a. Associated Members are not entitled to attend and speak at Association meetings, vote, or hold office in the Association unless provided in the Standing Resolution by which they are made a Member; and to enter and make use of the graduate student privileges associated with the Phoenix facilities.

2. Responsibilities

- a. Associated Members shall have the same responsibilities as Graduate Members, with the exception that they shall not be required to pay Membership fees to the Association.

SECTION 1.4: MEMBERSHIP FEES

The Association Membership fees may be set by the Members voting in a General Meeting or referendum provided that sufficient notice has been served as per this Bylaw.

1. The Membership fees paid to the Association for **full-time** graduate student Members shall be not less than \$46.30 for the academic year.
2. The Membership fees paid to the Association for **part-time** graduate student Members shall be not less than \$27.95 for the academic year.
3. **Provincial** and **National** students' association Membership fees shall be set a per the relevant provisions in the respective students' organization constitution and Bylaw.

SECTION 1.5: CHIEF RETURNING OFFICER (EX-OFFICIO)

Council shall elect from within the candidates nominated by the Board, a Chief Returning Officer (CRO) to preside over elections, and referenda of the Association.

1. Eligibility Requirements

- a. Any Graduate Member is eligible to be the CRO of the Association.
- b. A CRO shall not serve as a Faculty Representative, a Member of a Faculty Association executive, or hold another Director, Officer or staff position within the Association at the time of taking up office.

2. Rights and Privileges

- a. Act as the official representative of the Association in matters pertaining to elections/referenda; and
- b. May delegate any of their powers, duties and functions as they see fit; and
- c. Strike an election committee; and
- d. Limit campaign expenditures; and
- e. Receive nomination forms and publicize elections and/or referenda.

3. Responsibilities

- a. Be responsible for the conduct of election and referendum procedures; and
- b. Present a report to Council on the validity/invalidity of any election/referendum process; and
- c. Perform such other functions as the Council may determine.

4. Decisions

- a. Appeals of decisions of the CRO may be made in accordance with [Article 4, Section 4.3](#), in the case of Referenda, and [Article 3, Section 3.0 \(1\)](#) in the case of General Elections.

5. Remunerating the Chief Returning Officer

- a. The CRO shall receive an honorarium, the amount of which shall be set by the Board.

- b. The CRO shall not receive any monetary or in kind benefits other than the honorarium referred to in [Article 1, Section 1.5 \(5a\)](#), without the consent of Council. This shall not affect the use of Association facilities and funds reasonably associated with the carrying out of their duties.
- c. If the CRO does not fulfill the complete term of office, the honorarium shall be prorated for the time served, unless determined otherwise by a two-thirds (2/3) majority vote of Council.

6. Nominating the Chief Returning Officer

- a. Candidate(s) for the position of CRO shall be nominated by the Board. In the event that the Board nominates a single candidate, this nomination must be ratified by a majority of voting Councilors at the next Council Meeting.
- b. Where there is more than one candidate, an election by secret ballot shall be held.
- c. In the event that the CRO's position is not filled, the President shall nominate a new CRO prior to the next Council meeting.

7. Term

- a. The CRO shall hold office until a successor is duly elected following the regulations in the Bylaw.
- b. The term of office of the CRO shall be one (1) year: starting on the first (1st) of May and ending on the (30th) of April the following year.

SECTION 1.6: THE EXECUTIVE OFFICERS

The Association shall have a minimum of three (3) and up to a maximum of five (5) executive positions, subject to the provisions of this Bylaw. The Association's expectation is that individuals who run for executive positions have at least one (1) year experience in student governance.

1. The Executive Positions

Each set of responsibilities are fluid in that they may be shared or delegated to other executive positions of the Association.

a. The President and Responsibilities

- i. Act as the official representative of the Association; and
- ii. Supervise generally the affairs of the Association; and
- iii. Oversee external affairs for the Association; and
- iv. Oversee the financial and administrative functions of the Association; and
- v. Responsible for ensuring that the Vice-Presidents execute their duties; and
- vi. Responsible for calling a Board Meeting prior to any General or Council Meeting; and
- vii. Prepare an agenda for, and preside over, meetings of the Board; and
- viii. Prepare an agenda for, and preside over the Bylaw and Constitution Committee; and
- ix. Prepare an agenda for the meetings of Council and General Meetings; and
- x. Enter financial agreements and be a signing authority on behalf of the Association; and
- xi. Perform such other functions as the Board and Council may determine.

b. The Vice-President Administration and Responsibilities

- i. Act as internal auditor and financial advisor to the Association; and

- ii. Monitor financial investments on behalf of the Association, if and when necessary; and
- iii. Shall present a Financial Report to all Members at the Annual General Meeting; and
- iv. Ensure the proper collection, deposit and disbursement of all monies and receipts of the Association; and
- v. Enter financial agreements and be a signing authority on behalf of the Association; and
- vi. Review monthly financial reports and monthly financial transactions for both the Phoenix and the Association and report the findings to the Board; and
- vii. Conduct random inventory checks of the Phoenix at least once a term should the Board deem it necessary; and
- viii. Oversee the GSA awards in partnership with SGS; and
- ix. Prepare an agenda for, and preside over committees chaired by the VP External in the Standing Resolutions; and
- x. Perform such other functions as the Board and Council may determine.

c. The Vice-President External and Responsibilities

- i. Assist the President in overseeing all external affairs of the Association; and
- ii. Communicate with the appropriate campus and external bodies including, but not limited to, national or provincial students' associations; and
- iii. Oversee official communications and promotions of the Association, including but not limited to posters, pamphlets, and the official Association website; and
- iv. Oversee student engagement, Senate Representatives, and Student Fees and Act as webmaster for the Association; and
- v. Prepare an agenda for, and preside over, committees chaired by the VP External in the Standing Resolutions; and
- vi. Coordinate social and athletic events, special projects and conferences of interest to the Members; and
- vii. Perform such other functions as the Board and Council may determine.

d. The Vice-President Internal and Responsibilities

- i. Ensure representation of graduate student interests and concerns with academic- related bodies; and
- ii. Be responsible for the negotiation of the health and dental plans of the Association with its insurance broker and its insurance provider; and
- iii. Ensure proper and adequate flow of information to and from Faculties; and
- iv. Be responsible for the Association's sports leagues including, but not limited to the summer softball and soccer leagues and representing the leagues and the Association with the University, if necessary; and
- v. Ensure representation of graduate student interests and concerns with student- service related bodies at the University; and
- vi. Ensure representation of graduate student interests and concerns with non-academic and non-service related bodies, and
- vii. Sign one copy of the minutes of Council or General Meetings after such minutes have been approved by Council; and
- viii. Prepare an agenda for, and preside over, committees chaired by the VP External in the Standing Resolutions; and
- ix. Perform such other functions as the Board and Council may determine.

2. Nominating and Electing Executive Officers

The following must be advertised to all Members:

- a. Nominations shall be open a minimum of five (5) weeks before the first date of the election.
- b. Nominations shall close a minimum two (2) weeks before the first date of the election.
- c. Appeals to a nomination shall be made in writing to the CRO no later than twenty-four (24) hours after the closing of nominations.
- d. Members shall be entitled to elect the Executive Officers of the Association and results of such election shall be ratified by a resolution passed by a majority of the votes cast at a General Meeting.

3. Term of Executive Officers

- a. Executive Officers shall sign a “Consent to Act,” to confirm their qualification as Directors and swear they will faithfully fulfill their duties to the Association.
- b. An Executive Officer shall not also serve as a Member of a Faculty Association Executive or a Faculty Representative, Chief Returning Officer or staff position within the Association at the time of taking up office.
- c. The term of office of the Executive Officers shall be one (1) year, starting the (1st) of May and ending on the (30th) of April the following year.
- d. If the position requires replacement before the end of term, the Board can appoint an interim Executive Officer until a successor is duly elected following regulations in the Bylaw.
- e. Actual transfer of signing authority and responsibilities of the Executive Officers shall take place on the (1st) of May, at which time the retiring Executive Officers shall formally hand over office to the incoming Executive officers.

SECTION 1.7: FACULTY ASSOCIATIONS

Faculty Associations shall be comprised of all Members within a particular academic Faculty, School, or International Students as established by the School of Graduate Studies. Although Association staff and Executive Officers will handle many day-to-day operations, the structures of the Association can only function if there is full cooperation among Faculty Associations. The achievement of the work and goals of the Association depends on the active participation of students and their Faculty Associations.

Please refer to the Association’s policy on Faculty Associations for further detail on Eligibility, Rights and Responsibilities.

SECTION 1.8: FACULTY REPRESENTATIVES

1. Eligibility

- a. A Faculty Representative must be a Member of the Faculty and of the Faculty Association, and/or international student body that they represent.
- b. A Faculty Representative shall not hold an Executive Officer or Chief Returning Officer position or hold any other Director, Officer or staff position within the Association at the time of taking up office.

2. Rights

- a. By virtue of their position, each Faculty Representative shall have the right to hold office as a Councilor, and shall enjoy the rights, privileges and responsibilities vested therein, pursuant to [Article 1, Section 1.8](#).
- b. Faculty Representatives may delegate any of their powers and functions to an alternative representative, duly appointed from their membership as such by the respective Faculty Association.

3. Composition

- a. Business (2), Health Science (2), Humanities (2), Social Sciences (2), Engineering (2), Science (2), and International (2).

4. Electing Faculty Representatives

- a. In accordance with the Faculty Associations' constitution and Bylaw, each Faculty Association that is registered with the Association is entitled elect two (2) representatives from within their Membership to sit on the Council.
- b. The graduate students in each Faculty Association shall arrange for the election of their Faculty Representatives, and are elected annually at a time.
- c. The CRO shall oversee an election for Faculty Representatives if:
 - i. more than one group submits a petition of application to form or renew a Faculty Association for a given Faculty; or
 - ii. no application to form or renew a Faculty Association is submitted for a given Faculty.

5. Term of Faculty Representatives

- a. The term of office of Faculty Representatives shall be one (1) year, commencing from the date selected by the Faculty Association.
- b. In the case where no Faculty Association is recognized by the Association, the term shall be from the (1st) of May to the (30th) of April of the following year.

SECTION 1.9: STAFF AND PERSONNEL

The Board is responsible for overlooking the following personnel matters of the Association:

1. All employment positions of the Association must be approved by the Board.
2. Each employment position created by the Association must have terms of reference and an explicit job description prepared by the Executive Officers / an appointed Officer of the Association and shall be approved by the Board.
3. The Executive Officers / an appointed Officers of the Association shall determine the Association's requirements and make recommendations to the Board to create such positions.
4. Staff positions shall be open to Members and others outside the Association, and their compensation shall be determined by the Board.
5. The President shall be the official representative of the Association to all employees of the Association.

ARTICLE II – GOVERNANCE

SECTION 2.0: THE BOARD OF DIRECTORS

The Board of Directors (“the Board”) shall consist of up to thirteen (13) voting Members:

1. **Internal Director** (3 Graduate Members)
2. **External Directors** (3 Community Members)
3. **Executive Officers** (3-5 Members)
4. **Ex-Officio CRO** (Non-voting)
5. **A Past President**

SECTION 2.1: RULES FOR ELECTING DIRECTORS

1. Electing Directors

- a. Each Director shall:
 - i. be a Member other than an Honourary Member of the Association;
 - ii. be eighteen (18) or more years of age; and
 - iii. not be an undischarged bankrupt.
- b. Director shall not also serve as a Faculty Representative, a member of a Faculty Association executive, as Chief Returning Officer or hold a staff position within the Association at the time of taking up office.
- c. The Directors may be elected or their election may be ratified at a General Meeting duly called for that purpose. The election of Directors shall take place yearly and all the Directors then in office shall retire, but, if qualified, are eligible for re-election.
- d. The election and retirement of Directors may take place in rotation, but in that case no Director shall be elected for a term of more than five (5) years and at least three (3) Directors shall retire from office in each year.

2. Incumbents and New Successors

- a. If there is no election of Directors at the General Meeting, then the incumbent Directors continue in office until their successors are elected (NFP Act, 2010, c. 15, s. 24, 5).

3. Quorum and Vacancy

- a. If a meeting of the Members fails to elect the number or the minimum number of Directors required by the articles, the Directors that are elected at that meeting may exercise, all the powers of the Directors, if the present Directors constitute a quorum (NFP Act, 2010, c. 15, s. 24, 6).
- b. The Directors may appoint one or more additional Directors who shall hold office for a term expiring not later than the close of the next General Meeting of the Members, but the total number of Directors so appointed may not exceed one-third (1/3) of the number of Directors elected at the previous annual meeting of the Members (NFP Act, 2010, c. 15, s. 24, 7).

SECTION 2.2: POWERS OF THE BOARD

The Board may delegate any of its duties and functions as it sees fit.

1. To exercise all the powers of the Association not expressly given to the members of the Council under this Bylaw; and
2. Except as provided for in this Bylaw, to make all major financial and administrative decisions of the Association; and
3. To determine the form and manner of the execution of contracts on behalf of the Association; and
4. To fill vacancies in the Board for the remainder of the term, provided there is a quorum of Directors then in office; and
5. To act as the steering committee for the Association for a term of office of one (1) year from the first (1st) of May in a given year to (30th) of April of the following year; and
6. To act as the sole representatives of the Association, except in matters pertaining to General Elections and Referenda and, as such, have the sole license to use the name and logo of the Association; and
7. To appoint representatives to Standing and Ad-hoc Committees of the Association and nominate representatives to external bodies that require an Association representative; and
8. The Board shall, where appropriate, solicit and tender calls to the Members using the Association's website and other avenues and announce the name of the nominee to Council for appointment.

Please refer to the Association's policy for further detail on the Collective Responsibilities of the Board.

SECTION 2.3: NON-EXECUTIVE DIRECTORS

1. Non-Executive Directors of the Association

The seven (7) Non-Executive Directors, who shall serve as members of the Board (hereinafter referred to as "Non-Executive Directors") shall be:

- a. **Three (3) Non-Executive Directors (Graduate Members); and**
- b. **Three (3) Non-Executive Directors (Associated Members); and**
- c. **One (1) Non-Executive Director (Graduate Member or Associated Member)**

and who shall be the immediate Past President of the Association).

2. Rights, Privileges and Responsibilities

Subject to this Bylaw and any applicable Standing Resolution, each Non-Executive Director shall have the right to hold office as a member of the Board and shall enjoy the rights, privileges and responsibilities vested therein.

3. Remunerating Non-Executive Directors

No Non-Executive Director shall receive any remuneration for merely acting as such, but may receive such reasonable remuneration and expenses as the Council may determine for performing other functions.

4. Appointment of Non-Executive Directors

Upon recommendation by the Board, Council shall appoint the Non-Executive Directors. Such appointments shall be ratified by a resolution passed by a majority of the votes cast at a General Meeting of which notice specifying the intention to pass such resolution has been given.

5. Term of Non-Executive Directors

Each Non-Executive Director shall hold office until a successor is duly elected. The term of office of each Non-Executive Director shall be one (1) year, beginning on the first (1st) of May and ending on the (30th) of April in the following year.

SECTION 2.4: THE COUNCIL

The Council of the Association (“the Council”) represents the Members to the Board, considers matters in which the interests, rights or responsibilities of Members are involved, and ensures that the Association provides services and supports that meet the needs of the Members. Furthermore, the Council oversees the general quality of student life and makes policy or program recommendations to address any issues.

The Members of the Council (“Councilors”) shall consist of:

- 1. The Executives Officers of the Association, as set out in [Article 1, Section 1.6](#).**
- 2. The Faculty Representatives of the Association, as set out in [Article 1, Section 1.8](#).**
- 3. The Board of Government Representative.**
- 4. Two senators (Non-voting).**
- 5. Staff of the Association (Non-voting).**
- 6. Non-members (Observer status at the discretion of the Council).**

Please refer to the [Article 2, Section 2.8](#) of this Bylaw document for detail on Council Meetings, Voting and Quorum.

Please refer to the Association’s policy on the Council, for further detail on Rights, Powers and Responsibilities of Council Members.

SECTION 2.5: COMMITTEES

The Association will form Standing and Ad-Hoc Committees to assist the Executive Officers and Staff in bringing the goals of the Association to fruition.

1. Types of Committees

- a. Ad-Hoc Committee- a committee formed for a specific task or objective, and dissolved after the completion of the task or achievement of the objective.
- b. Standing Committee- a permanent committee that meets on a regular basis.

2. Membership

- a. All Members of the Association are eligible to be Members of committees, with the exception of any committee related to the Phoenix. Members employed at the Phoenix are unable to serve as Members of any Phoenix committees.
- b. A call for committee Members shall be made at the Annual General Meeting, and will also be communicated to the students. Upon reaching capacity of the committee, the committee will no longer accept Members. However, should a vacancy arise, interested parties will be contacted first.

3. Creation or Disbanding Committees

- a. Any proposal to strike a new Standing Committee shall be accompanied by an outline of the Committee type, Membership, Goals and Duties, and Chairperson of the Committee.
 - i. in the case of Ad-Hoc Committees, this outline need neither be in writing nor be made known in advance.
- b. Proposals to create, modify, or disband Standing Committees are made by means of an amendment to Standing Resolutions.
- c. Once a proposal for a new Committee has been accepted by Council, the chairperson shall be responsible for arranging an organizational meeting.

4. Voting

- a. If a quorum is present at the opening of a Committee Meeting, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting (NFP, 2010, c. 15, s. 57, 2).
- b. To vote on matters related to the committee, quorum must be met. However, if it is consistently not met, the present and existing members may put forth their recommendations to council for consideration.
- c. All decisions of Committees shall be cast in the form of recommendations and served to Council.
- d. The Chair is entitled to a deciding vote in the event of a tie vote.
- e. If there is a tie vote, the Chair shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost.
- f. All tie votes fail.

Please refer to [Article 2, Section 2.9](#) of this Bylaw document for detail on Committee Meetings, Voting and Quorum.

SECTION 2.6: ANNUAL AND SPECIAL GENERAL MEETINGS

There are two types of meetings that take place in the Association:

1. **Annual General Meetings**, are held once a year to transact routine business, and may transact special business.
2. **Special General Meetings**, are called as necessary to transact business that is not dealt with at annual meetings.
3. **Notice**
 - a. Notice of a General Meeting (date, time and place of the meeting) shall be provided twenty (20) calendar days in advance of the meeting via electronic means.
 - b. The agenda showing the general nature of the business to be transacted, shall be provided at least ten (10) calendar days in advance of the meeting to Members individually via electronic means.
 - c. The Association shall hold an Annual General Meeting no later than eighteen (18) months after its incorporation and subsequently not more than fifteen (15) months after the holding of the preceding Annual General Meeting.
 - d. The Membership shall meet at least once a year, at the Annual General Meeting, no later than March.
4. **Location**
 - a. General Meetings in Hamilton or such other place in Ontario as the Board may determine.
5. **Calling of General Meetings**
 - a. Called by the Board; or
 - b. Ten percent (10%) of the Members entitled to vote may deliver a request to the Board to call a General Meeting.
 - c. If the Directors do not call and hold such meeting within twenty (20) calendar days from the submission of the request, the member(s) who delivered the request may hold the meeting within sixty (60) days from the date of their request.
6. **Procedure of General Meetings**
 - a. **Chair**
 - i. Every General Meeting shall be chaired by the President (hereafter in this Article referred to as the “Chair”), or in their absence by the CRO, or a qualified delegate.
 - ii. Should none of the above representatives be present within fifteen (15) minutes of the time of the meeting, the Members present shall choose a person to be the Chair.
 - iii. The president shall be responsible for the preparation of the agenda for a General Meeting. The second item, after a call to order, on any agenda shall be ratification of the agenda.
 - b. **Guidelines**
 - i. Any individual present at a General Meeting who disrupts the orderly conduct of business may be expelled from a General Meeting by the Chair.
 - ii. Any action taken under the aforementioned in [Section b\(i\)](#), may be overridden by a two-thirds (2/3) majority vote of a General Meeting.
 - iii. Non-Members may be included at the Chair’s discretion.
 - iv. Minutes shall be taken and will be made available by the Association after ratification of such minutes at the subsequent General Meeting.
 - v. Business and supporting documentation which has not been included in the advertised agenda must be submitted to the president five (5) calendar

- days before the General Meeting, and requires a two-thirds (2/3) majority in order for the topic to be added to the agenda at the General Meeting.
- vi. No new business shall be transacted at the General Meeting unless the prescribed timelines and requirements are fulfilled.

c. Agenda of General Meetings

The agenda generated by the President and approved by the Board must include the following:

- i. Acceptance of the Agenda.
- ii. Acceptance of the Meeting Minutes of the previous AGM.
- iii. A report from the President.
- iv. Ratification of Election Results and re-opening of opened positions.
- v. Nominations and Ratification of Internal and External Directors to the Board of Directors.
- vi. Accept student fees.
- vii. Financial documentation and disclosure:
 - a. The adoption of budget actuals, the budget for the Association and its properties for the upcoming year.
 - b. A financial statement for the period that commenced immediately after the end of the last completed financial year and ended not more than six months before such Meeting, made up of:
 - a statement of profit and loss,
 - a balance sheet.
 - c. The report of the auditor to the Members, which shall be presented at the Meeting and shall be open to inspection by any Members.
 - d. Such further information respecting the financial position of the Association as the Letters Patent or Bylaw require:
- viii. Call for nomination for Committees of the Association.
- ix. Adjournment.

7. Quorum

- a. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting (NFP, 2010, c. 15, s. 57, 2).
- b. Quorum at General Meetings shall be equal to one (1%) percent of the Members.
- c. If quorum is not present at the opening of a General Meeting:
 - i. The Chair may, with the consent of the Members, adjourn the General Meeting to another date, time and place; or
 - ii. They are allowed to confer the responsibilities to the next Council Meeting where quorum is present.
 - iii. Should another General Meeting be called and quorum is again not met, the Chair must confer the responsibilities to the next Council Meeting, where all business of the General Meeting will be addressed.

8. Proxies

- a. A proxy must be signed:
 - i. by the Member or the Member's attorney; or
 - ii. if the Member is a body corporate, by an officer or attorney of the body corporate duly authorized.
- b. Every proxy must be in a form that complies with the regulations.
- c. Prior to the commencement of any meeting/adjourned meeting, the Directors may by resolution determine when the proxies being used at said meeting, must be deposited with the Association:

- i. time must be fixed within forty-eight (48) hours (excl. Saturdays and holidays).
 - ii. any period of time fixed must be specified in the notice calling the meeting.
- d. A proxy is valid only at the meeting for which it is given or, if that meeting is adjourned, at the meeting that continues the adjourned meeting.

9. Voting

Any vote taken at a General Meeting shall be exercised by the Members who are present at the meeting and any present Proxy holder.

- a. Voting shall be by a show of hands at all General Meetings except in respect of any elections in which case a secret ballot shall be taken.
- b. In any vote taken at a General Meeting, no Member shall have more than one vote, except if that Member has a Proxy.
- c. An abstention shall not be considered a vote cast.
- d. Unless the Act or this Bylaw indicates otherwise, all questions proposed for the consideration of Members at a General Meeting shall be resolved by a majority vote.
- e. The Chair is entitled to a deciding vote in the event of a tie vote.
- f. If there is a tie vote, the Chair shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost.
- g. All tie votes fail.

SECTION 2.7: BOARD MEETINGS

1. Meetings of the Board

- a. Meetings of the Board shall be at the call of the President or two or more Directors or may be scheduled by the Board to be held at regular times.
- b. Any by-law or resolution signed by all Directors is as valid and effective as if it had been passed at a meeting of the Directors duly called, constituted and held for that purpose.

2. Procedure for Board Meetings

- a. Shall be chaired by the President, or in her or his absence, by one of the Executive Officers of the Association.
- b. The President shall adjudicate all questions concerning the conduct of Council meetings.
 - i. any individual present at a meeting of the Board who disrupts the orderly conduct of business may be expelled from the meeting by the Chair.
 - ii. any action taken under the aforementioned point, [Article 2, Section 2.6 \(1b\)](#) may be overridden by a two-thirds (2/3) majority vote of Council.
- c. Any Member may attend meetings of the Board and participate in its discussions, if recognized by the President, but may not move, second or vote.
- d. Non-Members may be included at the Board's discretion.
- e. If all the Directors participating in the meeting consent, a meeting of Directors may be held by such telephone or electronic means if it allows all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in the meeting by those means is deemed to be present at the meeting.
- f. Minutes shall be taken and will be made available by the Association after ratification at the subsequent meeting of the Board.

3. Location and Time

- a. The Board may hold its meetings on such dates, at such times and in at such places in Hamilton or elsewhere in Ontario as it determines.
- b. The Board shall meet a minimum of every four (4) months, with the exception of the months of December, in which a Board meeting shall not normally be held unless called in accordance with [Article 2, Section 2.7 \(1\)](#).

4. Notice of Board Meetings

- a. Notice of the time and place of a meeting of the Board shall be circulated to Directors at least one (1) week prior to the meeting.
- b. Exceptions to the above can be made:
 - i. All the voting Directors are present and consent to a meeting being held;
 - ii. All absent voting Directors consent to a meeting being held in their absence; or the meeting is one that was regularly scheduled.

5. Agenda of Board Meetings

- a. Responsibility for the preparation of the agenda for a Board meeting shall rest with the President. The second item, after a call to order, on any agenda shall be ratification of the agenda.
- b. Business which has not been included in the advertised agenda requires a two-thirds (2/3) majority in order for this business item to be added to the agenda.
- c. Motions arising from new business require a two-thirds (2/3) majority to pass.

6. Attendance at Board Meetings

- a. Attendance at all Board meetings is mandatory, save for just and proper cause, for all Directors duly named.
- b. Directors are required to keep themselves informed of any and all upcoming meetings of the Board.

7. Quorum

- a. A quorum at a Board Meeting shall constitute thirty percent (30%) of the number of voting Board seats. Non-voting Councilors shall not be counted for the purposes of determining quorum.
- b. If a quorum is present at the opening of a meeting of the Board, the Directors present may proceed with the business of the meeting even if a quorum is not present throughout the meeting (NFP, 2010, c. 15, s. 57, 2).
- c. If quorum is not present at a meeting of Board, the President shall, after waiting a reasonable amount of time for quorum to be present, adjourn the meeting.
- d. When there is not a quorum of Directors in office, the Director(s) that are in office shall immediately call a General Meeting to fill the vacancies, and, in default or if there are no Directors then in office, the General Meeting may be called by any Member.
- e. If quorum is not present at the opening and urgent decisions are required, an emergency Board meeting can be called soon after, and/or an email vote issued.

8. Electronic and Telephonic Voting

As per the Act, voting by telephonic or electronic means may be used only if:

- a. The votes may be verified as having been made by Members entitled to vote; and
- b. The Association is not able to identify how each Member voted (NFP, 2010, c. 15, s. 67, 2).

9. Voting

Any vote taken at a Board Meeting shall be exercised by the Directors who are present at the meeting, and/ or Directors who are able to vote by telephonic or electronic means (NFP, 010, c. 15, s. 67, 1).

- a. Voting for those present, shall be by a show of hands at all meetings of the Board except in relation to the election of the Chief Returning Officer, in which case a secret ballot shall be taken.
- b. In any vote taken at a meeting of Board, Directors shall have one vote.

SECTION 2.8: COUNCIL MEETINGS

1. Meetings of Council

- a. To attend a Council meeting you must be a Member, as set out in the Association's policy on Council Rights.
- b. Any non-Member may attend a meeting of Council and participate in its discussion, at the Council's discretion, but may not move, second or vote.

2. Procedure for Council Meetings

- a. Meetings of the Council shall be convened at the call of the President or ten (10) or more Councilors.
- b. Every meeting of the Council shall be chaired by the President or in their absence, by an Executive Officer or the CRO:
 - i. the Chair shall adjudicate all questions concerning the conduct of Council meetings.
 - ii. any individual present at a meeting of the Council who disrupts the orderly conduct of business may be expelled from the meeting by the Chair.
 - iii. any action taken under the aforementioned point, [Article 2, Section 2.6 \(1b\)](#) may be overridden by a two-thirds (2/3) majority vote of Council.
- c. Minutes shall be taken and will be available in the Association office after ratification at the subsequent Council meeting.

3. Location and Time

- a. Council meetings shall be held in Hamilton or such other place in Ontario as the Board may determine.
- b. Council shall meet a minimum of every two (2) months.

4. Notice of Meetings

- a. Notice of the time and place of a meeting of Council shall be circulated to Council Members at least one (1) week prior to the meeting.

5. Agenda of Council Meetings

- a. Responsibility for the preparation of the Agenda for a Council meeting shall rest with the Chair. The second item, after a call to order, on any agenda shall be ratification of the agenda.
- b. Business which has not been included in the advertised agenda, and motions that arrive from new business requires a two-thirds (2/3) majority in order for this business item to be added to the agenda, and passed.

6. Attendance at Council Meetings

- a. Attendance at all Council meetings is mandatory, save for just and proper cause, for all Councilors duly named.
- b. Councilors are required to keep themselves informed of any and all upcoming meetings of the Council.

- c. Councilors shall provide the GSA with their complete mailing addresses, home, cell and work telephone numbers, and email addresses upon taking up their duties.

7. Quorum

- a. A quorum at a Council meeting shall constitute thirty percent (30%) of the number of voting Council seats. Non-voting Councilors shall not be counted for the purposes of determining quorum.
- b. If a quorum is present at the opening of a meeting of the Council, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting (NFP, 2010, c. 15, s. 57, 2).
- c. If quorum is not present at a meeting of Council, the President shall, after waiting a reasonable amount of time for quorum to be present, adjourn the meeting.
- d. If quorum is not present at the opening and urgent decisions are required, Council powers are exceptionally conferred to the Board, whereby an emergency Board meeting can be called, and/or an email vote issued.

8. Electronic and Telephonic Voting

As per the Act, voting by telephonic or electronic means may be used only if:

- a. The votes may be verified as having been made by Members entitled to vote; and
- b. The Association is not able to identify how each Member voted (NFP, 2010, c. 15, s. 67, 2).

9. Voting

- a. Any vote taken at a Council Meeting shall be exercised by the Councilors who are present at the meeting, and/ or Councilors who are able to vote by telephonic or electronic means (NFP, 010, c. 15, s. 67, 1).
- b. Voting for those present, shall be by a show of hands at all meetings of the Council except in relation to the election of the Chief Returning Officer, in which case a secret ballot shall be taken.
- c. In any vote taken at a meeting of Council, Councilors shall have one vote.
- d. Before or after a show of hands has been taken on any question, the Chair of the meeting or Member, may require/demand a written ballot. No Councilor may assign a Proxy to another person.
- e. An abstention shall not be considered a vote cast.
- f. Unless the Act or this Bylaw otherwise provides, a passing vote must be a majority of fifty percent plus one (50 % + 1).
- g. The Councilor and the Chair are entitled to a deciding vote in the event of a tie vote.
- h. If there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost.
- i. All tie votes fail.

SECTION 2.9: COMMITTEE MEETINGS

1. Chair

Each Committee shall have a chairperson, who shall be an Executive Officer/other Officer of the Association.

2. Authority

- a. Act as the official liaison between the Committee and the Council; and appoint Members to the committee for a term no longer than a year, renewable indefinitely.

2. Meetings

- a. Have meetings called with notice provided (oral/written), and prepare an agenda while presiding over Committee meetings.
- b. Have brief minutes of each meeting taken and prepared in writing.

3. Administrative

- a. Maintain a Committee file to be kept in the Association office; and provide a written report at least once a year at the Annual General Meeting.

ARTICLE III – ELECTIONS

SECTION 3.0: ELECTION TYPE AND RESPONSIBILITIES

1. General Elections

A General Election for Executive Officers and Faculty Representatives shall be held once each year before the end of March and at other times as necessary.

2. Responsibility

The CRO shall act as the official representative of the Association and be responsible for all aspects of elections:

- a. To organize all elections according to procedure and organize a staff of volunteers to assist the CRO in any or all aspects of elections; and
- b. To call for electoral nominations, announce and brief candidates on proper election policies/procedures; and
- c. To develop the ballot including the definition of “spoiled ballot”; and
- d. To announce the date, time, voting procedures; and work with the polling service provider to compile the results; and
- e. To announce the official results to the candidates, Council, the Membership and media; and
- f. To obtain Members’ ratification of the results and submit a report to Council or a General meeting to be filed in the archives of the Association; and
- g. To ensure that the procedure for the destruction of ballots is properly followed by Council or by a General Meeting.

3. CRO Limitations and Honorarium

- a. The CRO may not be a candidate or have a primary role in any organization taking part in an electoral campaign.
- b. The Association will pay the CRO an honorarium pursuant to [Article 1, Section 1.5 \(5a\)](#).

SECTION 3.1: ELECTION PROCEDURES

1. Election Advertisement

Election advertisements shall be:

- a. Placed on the Association's web page.
- b. Distributed to the Members directly through McMaster email.
- c. Inclusive of dates and voting hours, online voting procedure, the candidates' names and the name of the Association.

2. Campaigning

The campaign period for a general election shall begin two (2) days after nominations close and shall immediately precede the voting period. No campaigning may occur other than during the designated campaign period.

Please refer to the Association's policy on Campaigning.

3. Campaign Expenses and Subsidy

There will be no compensation for campaign expense.

4. Publicity Regulations

Each candidate must comply with the posting regulations of McMaster University and the Association.

Please refer to the Association's policy on Campaigning.

5. Ballot Format and Counting

The organization of the ballot shall adhere to the format and restrictions as outlined below:

- a. All Executive officer positions and open Faculty Representative Positions would be set-up in such a way to allow the voter to have a no-confidence option, whereas, they can ask the position be reopened and other nominations considered.
- b. Should a position receive a majority fifty percent plus one (50 % + 1) of votes to reopen the nominations, the position will reopen for seven (7) calendar days. Followed by a seven (7) calendar day campaign period, and a three (3) day voting period in accordance with the Bylaw shall commence thereafter.
- c. Should a non-confidence vote for a position occur twice, the candidate(s) are not able to rerun until the next school year, and the position will be subsequently reposted for new candidates to apply.
- d. General elections shall have no quorum.
- e. A plurality of unspoiled ballots cast will decide the fate of any election.
- f. In the event of a tie, the tie shall be broken by a vote by Council.

6. Voting

- a. A secret ballot shall be held.
- b. Voting shall take place over three consecutive days through an online voting system or equivalent.
- c. Voting starts from 10:00 a.m., on the first day and runs until 6:00 p.m. on the third day.
- d. There shall be no interference in the process of voting during the election.

Please refer to the Association's policy on Campaigns for further detail on Debates and Voting in elections.

SECTION 3.3: VIOLATIONS AND VALIDITY

Please refer to the Association's policy on Campaigns for details on Violations and Validity.

SECTION 3.4: ELECTION APPEAL BOARD

An Election Appeal Board shall be set up if required.

SECTION 3.5: VACANCIES

1. Executive Officers

- a. Provided there is a quorum of Directors then in office, at the Board of Directors meeting, they may nominate one or more candidates to fill a vacancy of an Executive Officer position for the remainder of the term.
- b. This appointment must be ratified by a resolution passed by a majority of the votes cast at a Council Meeting, of which notice specifying the intention to pass such resolution has been given.

2. Chief Returning Officer

- a. In the case of a vacancy of the CRO, the President may nominate a new CRO, from among the Members, as soon as reasonably possible.
- b. This nomination must be approved at the next meeting of the Council by a resolution passed by a majority of the votes cast, of which notice specifying the intention to pass such resolution has been given.

3. Non-Executive Director

- a. Provided there is a quorum of Directors then in office, at the Board of Directors meeting, they may nominate one or more candidates to fill a vacancy of a Non-Executive Director for the remainder of the term.
- b. This appointment must be ratified by a resolution passed by a majority of the votes cast at a General Meeting of which notice specifying the intention to pass such resolution has been given.

4. Faculty Representative to the Council

- a. In the case of a vacancy of a Faculty Representative, the executive committee of the Faculty Association may appoint a new Faculty Representative, from among their Members, as soon as reasonably possible.
- b. In the case where no Faculty Association is recognized, the vacancy shall be filled through appointment and ratification by Council.

3.6: RESIGNATION AND REMOVAL

1. Resignation

If an individual intends to resign before the completion of their mandate, they must inform the Board, Council, and/or their Faculty Association in writing at their earliest opportunity.

2. Reasons for Removal

- a. The following applies to all involved in the Association, the Board of Directors, Executive Officers and Council.
- b. The Board may pass a resolution authorizing termination of Membership for reasons such as:
 - i. if they have been found to be negligent in performing their duties, or behaved in a manner that violates and/or does not comply with the Association's Bylaw, Standing Resolutions or Policies; or
 - ii. if they have abandoned office, or resigned by delivering a written resignation to the Board; or
 - iii. the individual is incapable of performing their functions because of sickness, absence, incapacitating illness or death; and
 - iv. the corporation is liquidated or dissolved.
- c. As per the Act, the termination of a membership must be done in good faith and in a fair and reasonable manner.
- d. A procedure is fair and reasonable if:
 - i. a member is given at least fifteen (15) days' notice of termination with reasons outlined; and
 - ii. the member is given an opportunity to be heard, orally or in writing not less than five (5) days before the termination of membership becomes effective.

3. Removal Procedure

Removal of	Responsibility	Ratification
<p>CRO Non-Executive Director Executive Officer</p>	<p>A two-third (2/3) majority vote is required to be passed at a meeting of Council called for that purpose and for which notice of the resolution was given.</p> <p>Abandonment of office: Non-Executive Director is absent from three (3) or more meetings of the Board without valid reason.</p>	<p>Such removals must be ratified by a resolution passed by at least two-thirds (2/3) of the votes cast at a General Meeting of which notice specifying the intention to pass such resolution has been given.</p>
<p>Committee Member</p>	<p>The chairperson may, at the discretion of the other Members of the Committee, remove the Member from the Committee.</p>	<p>A voting Member of a Committee fails to attend two (2) meetings during their term in person, and if the subsequent meeting is missed by the Member after a written notice by the Chair has been given.</p>

<p>Faculty Representative</p>	<p>Removal shall be carried out by the respective Faculty Association. In the case where no Faculty Association is recognized by the Association, Faculty Representatives may be removed by Standing Resolution enacted by Council or at a General Meeting.</p> <p>Abandonment of office: Faculty Representative is absent for three (3) or more meetings of the Council without valid reason.</p>	<p>The removal must be ratified by a resolution passed by at least two-thirds (2/3) of the votes cast at a General Meeting of which notice specifying the intention to pass such resolution has been given.</p>
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ARTICLE IV – REFERENDA

The present procedure must be respected for the results of a referendum to be recognized as the decision and/or official position of the Members.

SECTION 4.0: REFERENDA

1. Calling Referenda

Referenda may be called by the following means:

- a. A two-thirds (2/3) majority vote of Council, or by a petition signed by ten percent (10%) of the Members, representing at least three (3) different Faculty Associations with no more than seventy-five percent (75%) of the minimum coming from any one faculty.
- b. A referendum must take place no sooner than thirty (30) calendar days from the time it is called (exempting the months of August and December from this calculation).
- c. Council must determine and approve the referendum questions at the meeting at which it calls the referendum, or at the Council meeting following the call of a referendum by way of petition.
- d. No later than five (5) days after the referendum questions are approved, the Association must inform the Members of the nature and the date of the referendum.
- e. Upon proposal, and notwithstanding any contractual obligations, the Council has the authority under the bylaw to reduce and/or reorganize any fee passed by referendum.

2. Minimum Period Between Referenda

- a. In order for the Council to call a referendum, the Association may not have held a valid referendum on the same or nearly the same question within the previous twelve (11) months, unless the prior referendum was invalid due to lack of quorum.

3. Referenda-Specific Rules

The CRO shall decide before the votes are counted whether the referendum has been properly conducted.

- a. The CRO shall decide and present the decision regarding the validity or invalidity of the conduct of the referendum:
 - ii. if valid, the results of the voting shall be binding on the Association.
 - iii. if invalid, the Council will hold a rerun of the referendum at a later date.

SECTION 4.1: REFERENDA PROCEDURES

1. Campaigning and Campaign Committees

Please refer to the Association's policy on Referenda Campaigning.

2. Referenda Advertisement and Campaign Spending Limits

Please refer to the Association's policy on Referenda Advertisement and Campaign Spending Limits.

3. Campaign Impropriety and Appeals

Please refer to the Association's policy on Referenda Impropriety and Appeals.

4. Publicity Regulations

Please refer to the Association's policy on Referenda Publicity Regulations.

5. Rules for Debates

One official debate shall be held regarding the referendum question; however, if both official sides of the debate concede that no debate needs to occur the CRO will not arrange one.

Please refer to the Association's policy on Referenda Rules for Debates.

6. Question, Ballot Format and Counting

1. The following standard wording shall be used for referenda questions:
 - a. "Do you agree to the establishment of a mandatory student fee of [\$x]for [group]?"
 - b. "Do you agree to the establishment of a mandatory student fee of [\$x] for [group]? This fee is subject to triennial review."
 - c. "Do you agree to the establishment of an optional student fee of [\$x] for [group]? This fee is subject to triennial review"
 - d. "Do you agree to a [decrease/increase] in the [group] mandatory student fee from [\$x] to [\$y], a [decrease/increase] of [\$z]?"
 - e. "Do you agree to a [decrease/increase] in the [group] mandatory student fee, from [\$x] to [\$y], a [decrease/increase] of [\$z]? This fee is subject to triannual review."

- f. “Do you agree to a [decrease/increase] in the [group] optional student fee from [\$x] to [\$y], a [decrease/increase] of [\$z]? This fee is subject to triennial review.”
 - g. “Do you agree to the continuation of a mandatory student fee of [\$x] for [group]? This fee is subject to triennial review.”
 - h. “Do you agree to the continuation of an optional student fee of [\$x] for [group]? This fee is subject to triennial review.”
2. In exceptional circumstances, the Council may adopt language different from that prescribed in Article 6 subsection 2, upon a simple majority vote during the Council meeting in which the fee slate is approved. Rationale for deviation from language must be provided.
 3. Quorum for a referendum question is five percent (5%) of all eligible voters.
 4. A plurality of unspoiled ballots cast will decide the fate of any referendum.

7. Voting

- a. An online voting system shall be used during a three (3) consecutive day period determined by Council.
- b. Voting will start from 10:00 a.m., on the first day and run until 6:00 p.m. on the last day of the referendum.
- c. Proxy voting shall not be allowed.
- d. There shall be no interference in the process of voting during the referendum.

SECTION 4.3: VIOLATIONS AND VALIDITY

1. Ratification of Referendum Results

- a. The ballot report is to be submitted by the CRO, electronically within forty-eight (48) hours of the close of polls, as per the Agenda under Annual General Meetings within [Article 2, Section 2.5, \(6c\)](#). The report will be made available to the Council or to a General Meeting for adoption at which point a motion will be made to adopt the report and ratify the results.
- b. If the submission of the ballot report shall exceed the allotted time due to unforeseen circumstances, the CRO shall extend the period to such time as a quorate Elections Committee meeting can be held.

2. Violations

Please refer to the Association’s policy on Violations of the Referendum Procedure.

3. Validity

- a. Any Member may challenge the validity of a referendum in a written submission to the CRO within two (2) business days after the close of voting.
- b. When the CRO has rendered a decision, a further written appeal may be taken to the Referenda Appeal Committee within two (2) business days of the announcement of the decision.

2. Referenda Appeal Committee

Please refer to the Association’s policy on setting up a Referenda Appeal Committee.

ARTICLE V – ADMINISTRATION

SECTION 5.0: FISCAL YEAR

The fiscal year of the Association shall be from the first day of June of any given year to the thirty-first day of May of the following year.

SECTION 5.1: AUDITORS

The auditor is to be appointed by Members of the Association, who is an independent external agent that shall prepare a statement of the Association's financial position for the preceding year. This report shall be presented at the Annual General Meeting.

1. Incumbent auditor

- a. If an auditor is not appointed at a meeting of the Members and if no resolution is passed, the incumbent auditor continues in office until a successor is appointed (NFP Act, 2010, c. 15, s. 68, 3).

2. Eligibility of Director-Appointed Auditor

- a. A Director is able to appoint one or more auditors to hold office until the first annual or special meeting of Members (NFP Act, 2010, c. 32, 1e).

3. Remuneration

- a. The remuneration of an auditor or person appointed to conduct a review engagement may be fixed by ordinary resolution of the Members or, if not so fixed, shall be fixed by the Directors (NFP Act, 2010, c. 15, s. 68, 4).

SECTION 5.2: FINANCIAL POLICY

1. Banking

The Board shall designate the bank in which the money, bonds or other securities of the Association shall be deposited to the credit of the Association.

2. Borrowing and Granting of Security

The Association may:

- a. Borrow money on the credit of the Association;
- b. Issue, sell or pledge securities of the Association; or
- c. Charge, mortgage, hypothecate or pledge all or any of the property of the Association including book debts and unpaid calls, rights, powers, franchises and undertaking, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Association.

3. Authorization of Expenditures

- a. The President and an executive with signing authority are required to sign for any withdrawal of funds from the Association's account and/or loan agreements binding the Association. If in the event there is no President, then two executives with signing authority are permitted to sign and withdraw.

- b. The President shall sign all contracts on behalf of the Association, unless otherwise determined by the Board.
- c. The fee(s), excluding the health and dental insurance fee, to be levied on full and part-time Members of the Association shall be set at a General Meeting or by referendum.

4. Signing of Cheques

- a. All cheques, other bills of exchange and notes of indebtedness issued by the Association shall be signed by any of the two (2) Executive Officers:
 - i. President, the Vice-President Administration, Vice-President Internal, Vice-President External and/or authorized office personnel.
 - ii. notwithstanding anything else in this Bylaw; no one may sign a cheque in which that person is the beneficiary or recipient of the funds.

5. Budget

- a. The President, or delegate, shall prepare an annual budget for the Association.
- b. The Board shall submit for approval at the Annual General Meeting a budget for the coming fiscal year.
- c. If, for any reason, an Annual General Meeting has not approved a budget before the commencement of a fiscal year, the Board may authorize that expenditures may be made and liabilities may be incurred on the basis of the budget for the previous fiscal year, until the new budget is approved.
- d. No officer or employee of the Association shall make any disbursement or incur any liability in contravention of the budget approved by the Annual General Meeting.

6. Development Funds

- a. The Association shall maintain a permanent Development Fund to provide travel grants for individual Members presenting at, or attending, academic conferences.

7. Indemnity

- a. Every Director and Executive Officer or employee undertaking any action or liability on behalf of the Association, either within the scope of her/his office or with express authority of the Association, shall be indemnified and saved harmless out of the funds of the Association from and against:
 - i. all costs, charges, and expenses sustained or incurred in relation to the affairs of the Association; and
 - ii. with respect to any action, suit or proceeding brought against her/him for any act or thing done or permitted by her/him in the execution of her/his duties, unless such costs, charges, damages or expenses are occasioned by her/his own willful neglect or default.

SECTION 5.3: RECORD KEEPING

1. Financial Record Keeping

- a. The Association shall keep proper books of account and accounting records dating back seven (7) years from the current time, with respect to all financial transactions and accounting records of the Association.

2. Access to Financial Records

Such books of account and accounting records shall, during normal business hours, be open to inspection by:

- a. Any Director.
- b. Records shall be kept at the head office of the Association.
- c. Members of an Association and their legal representatives may on request and free of charge examine the financial statements referred to in [Section 5.3. \(1a\)](#), during the Association's regular office hours and make copies (NFP Act, 2010, c. 15, s. 98, 2).

Please refer to the Association's policy on Record Keeping for a list of financial records to be kept.

3. General Record Keeping

As per the Act, the Association shall prepare and maintain records containing:

- a. The Association's articles and Bylaw manual, and amendments to them;
- b. The minutes of meetings of the Members and of any committee of Members;
- c. The resolutions of the Members and of any committee of Members;
- d. The minutes of meetings of the Directors and of any committee of Directors;
- e. The resolutions of the Directors and of any committee of Directors;
- f. A register of Directors (names and addresses);
- g. A register of Officers (names and addresses);
- h. A register of Members (names and addresses);
- i. Accounting records adequate to enable the directors to ascertain the financial position of the Association with reasonable accuracy on a quarterly basis;
- j. A register of ownership interests in land; and
- k. The consents to Act as Directors.

4. Access to Association Records

As per the Act, the documents and registers shall be kept at the head office of the Association. Only select documents shall, during normal business hours, be open to inspection by:

Any Director	May extract any of the records from Section 5.3 (3) .
A Member; and/or Members' legal representative; and/or a Creditor of a corporation.	May only take extracts from Section 5.3 (3) (a, b, c, f, g, h). In order to access the Register of Members (h), the individual must submit a statutory declaration to the Association. Once received, the Association shall allow the applicant access to the register during the Association's regular office hours under the supervision of an Executive Officer.

SECTION 5.4: INSURANCE

As per McMaster University's regulations and the Act, the Association must maintain insurance policies for the GSA and The Phoenix.

SECTION 5.5: THE PHOENIX

The Association operates a graduate student restaurant, titled "The Phoenix". The Association shall have a committee that is separate from the Board of the Association.

1. Definition

- a. The Phoenix is a licensed restaurant that is owned and operated by the Association.

2. Phoenix Management

- a. The Association, and by extension the Phoenix, is a non-profit organization; however, the hired Phoenix management shall strive to operate the Phoenix in a fiscally-prudent manner, and the committee shall work to ensure such prudence.
- b. The manager(s) of the Phoenix shall be available for reporting directly to the Board of Directors and Council when necessary.
- c. Should the Manager of the Phoenix be unable to fulfill her/his contract, the position (Manager of the Phoenix) shall be opened for general competition.

SECTION 5.6: DISSOLUTION

Upon the dissolution of the Association and after payment of all of its debts and liabilities, its remaining property or a part of that property shall be distributed or disposed of to The Crown in right of Ontario or its agents. The Crown in right of Canada or its agents, municipal corporations, charitable organizations or organizations whose objects are beneficial to the community.

SECTION 5.7: CONFLICT OF INTEREST

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Association if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

Please refer to the Association's policy on Conflict of Interest for examples, and detail on violations.

SECTION 5.8: DISCLOSURE OF INFORMATION

1. Matters pertaining to the sensitive academic and administrative problems of individuals shall be considered the private property of the individuals.
2. Meetings shall be convened in-camera when dealing with confidential matters such as, but not restricted to, individual matters, disciplinary actions, legal and business critical issues.
3. In this Bylaw, "confidential minutes" means "non-public records taken during a meeting of Council, the Board, or any Committee of the Association".

- a. Confidential minutes may only be viewed by Members and in the presence of an Executive Officer.
- b. No notes may be taken or copies made of these minutes.
- c. All minutes of the Council or the Board, and, where compiled, of Committees, shall be available to all interested parties, with the exceptions noted below.
- d. The contents of confidential minutes must not be discussed with any person who is not eligible to view the confidential minutes.
- e. Confidential minutes must only be discussed in non-public environments.

ARTICLE VI – POLICY OF THE ASSOCIATION

SECTION 6.0: NOT-FOR-PROFIT CORPORATIONS ACT, 2010, ONTARIO

This Bylaw document has been created in accordance with the Ontario Not-for-Profit Corporations Act, 2010.

SECTION 6.1: ESTABLISHMENT OF POLICIES AT COUNCIL MEETINGS

1. Policy proposals may be submitted by Members or Directors.
2. Notice of a policy proposal and its content must be received by the Board of Directors at least two (2) weeks before a meeting with them, so that they have one (1) week notice.
3. The declaration by the Board of Directors that due notice has or has not been received will be held as sufficient proof of such notice or lack thereof.
4. In order for a policy to be enacted, amended or repealed, a two-thirds (2/3) vote at a meeting of Council is required, provided that the regulations in [Article 6, Section 6.1 \(1\) and \(2\)](#) are followed.

SECTION 6.2: AMENDMENTS TO THE BYLAW

1. The President shall call a General Meeting of the Members, within twelve (12) months from the date that the Directors changed the Bylaw, for the purposes of considering approval.
2. Changes to the Bylaws may only be enforced when they are approved by a two-thirds (2/3) majority vote by the Board, within the twelve (12) month frame.
3. Changes to the Bylaws, new Bylaw or of like substance cease to have any effect:
 - a. in the event that the Meeting of the Members does not approve the changes; or
 - b. the Meeting of the Members is not held within twelve (12) months, for consideration and approval.

SECTION 6.3: STANDING RESOLUTIONS

The Association, in addition to the Bylaw, is governed by Standing Resolutions. Standing Resolutions are operational policies approved by the Council of the Association, and are instilled in accordance with the provisions of Robert's Rules of Order.

1. Enforcing Standing Resolutions

Standing Resolutions may be enacted, amended or repealed by a two-thirds (2/3) vote at a meeting of the Council, or a two-thirds (2/3) vote at a General Meeting. Standing Resolutions automatically come into effect at all subsequent meetings until repealed or amended.

2. Publishing Standing Resolutions

Standing Resolutions must be published on the Association's website as soon it comes into effect, labeled by title and the date it was enforced. Each policy in the Association's Policy Manual shall state whether it was adopted by a vote of the Board in a Board meeting, by a vote of Council in a Council Meeting or by a vote of the Members in a General Meeting or referendum.

3. Annual Review

The Bylaw Manual and Standing Resolutions should be reviewed on an annual basis, and such documents shall be provided to any member of the Association upon request.