



Ministry of
Consumer and
Commercial
Relations

Ministère
Consommation
et du
Commerce

Ontario Corporation
Number

237411

Numéro ontarien de
l'association

Supplementary Letters Patent

By virtue of the powers vested in me under the Corporations Act, I do by these Supplementary Letters Patent amend the Letters Patent issued to

THE GRADUATE STUDENTS ASSOCIATION OF MCMASTER UNIVERSITY

(formerly/anciennement Union of Graduate Students of McMaster University)

as set out in the application which is attached hereto and which forms part of these Supplementary Letters Patent.

Lettres patentes supplémentaires

En vertu des pouvoirs qui me sont conférés par la Loi sur les compagnies et associations, j'amende, par les présentes lettres patentes supplémentaires, les lettres patentes déjà accordées à

comme indiqué dans la demande ci-jointe, qui fait partie intégrante desdits lettres patentes supplémentaires.

Date/Daté: January 30 janvier 1986.

Monte Kwinter

Minister
Ministre

per/par:

R. J. LeClerc, Deputy Director

237411

Trans.
Code

C

18

[illegible]

Form 3
Corporations
Act

Formulaire
numéro 3
Loi sur les
compagnies et
associations

APPLICATION FOR SUPPLEMENTARY LETTERS PATENT
REQUÊTE EN VUE D'OBTENIR DES LETTRES PATENTES SUPPLÉMENTAIRES

1. Name of the applicant corporation / Nom de la compagnie ou association requérante:

[illegible]

2. Date of incorporation/amalgamation: 13 NOVEMBER 1970
Date de constitution ou de fusion: (day/jour month/mois year/a)

3. The resolution authorizing this application was confirmed by the shareholders/members of the corporation on
La résolution autorisant cette requête a été ratifiée par les actionnaires de la compagnie ou les membres de l'association le

01 AUGUST 1985

(day/jour	month/mois	year/année)
1	1	1
2	2	2
3	3	3
4	4	4
5	5	5
6	6	6
7	7	7
8	8	8
9	9	9
10	10	10
11	11	11
12	12	12
13	13	13
14	14	14
15	15	15
16	16	16
17	17	17
18	18	18
19	19	19
20	20	20
21	21	21
22	22	22
23	23	23
24	24	24
25	25	25
26	26	26
27	27	27
28	28	28
29	29	29
30	30	30
31	31	31

under section 131
aux termes de l'article

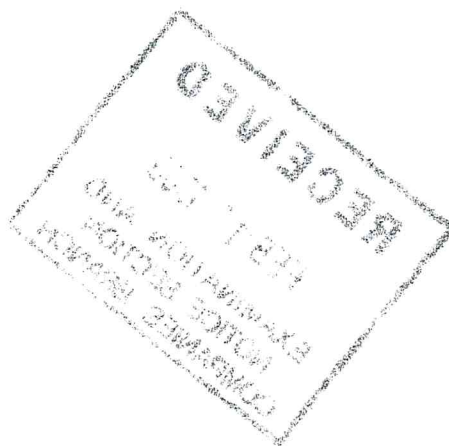
of the Corporations Act.
de la loi sur les compagnies et associations.

4. The corporation applies for the issue of supplementary letters patent to provide as follows:
La compagnie ou association demande la délivrance de lettres patentes supplémentaires autorisant ce qui suit:

TO CHANGE ITS NAME TO

"THE GRADUATE STUDENTS ASSOCIATION OF McMASTER UNIVERSITY"

5. The Corporation is not insolvent within the meaning of Section 19 Sub-section 4 of Ontario Regulation 152/82 made under the Corporations Act.



This application is executed in duplicate.
 Cette requête est faite en double exemplaire.

UNION OF GRADUATE STUDENTS OF
 McMASTER UNIVERSITY

(Name of corporation/Nom de la compagnie ou association)

By:/Par:

Peter Rios *President*
 (Signature) (Description of Office)
 (Signature) (Fonction)

Maria Bueo Buckner *Secretary*
 (Signature)

COPY



Ministry of
Consumer and
Commercial
Relations

Ministère de la
Consommation
et du
Commerce

Ontario Corporation
Number

237411

Numéro ontarien de
l'association

Supplementary Letters Patent

By virtue of the powers vested in me under the Corporations Act, I do by these Supplementary Letters Patent amend the Letters Patent issued to

Lettres patentes supplémentaires

En vertu des pouvoirs qui me sont conférés par la Loi sur les compagnies et associations, j'amende, par les présentes lettres patentes supplémentaires, les lettres patentes déjà accordées à

THE GRADUATE STUDENTS ASSOCIATION OF MCMASTER UNIVERSITY

(formerly/anciennement Union of Graduate Students of McMaster University)

as set out in the application which is attached hereto and which forms part of these Supplementary Letters Patent.

comme indiqué dans la demande ci-jointe, qui fait partie intégrante desdits lettres patentes supplémentaires.

Date/Daté: January 30 janvier 1986.

Monte Kwinter

Minister
Ministre

per/par:

R. J. LeClerc, Deputy Director

237411

C

[illegible]

APPLICATION FOR SUPPLEMENTARY LETTERS PATENT
REQUÊTE EN VUE D'OBTENIR DES LETTRES PATENTES SUPPLÉMENTAIRES

1. Name of the applicant corporation / Nom de la compagnie ou association requérante:

[illegible]

2. Date of incorporation/amalgamation:
Date de constitution ou de fusion: 13 NOVEMBER 1970
(day/jour month/mois year/année)

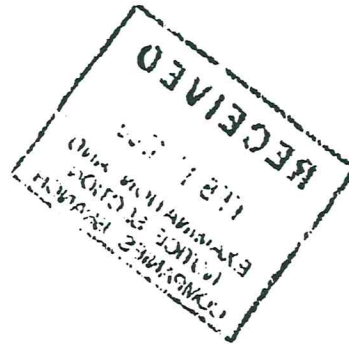
under section 131 of the Corporations Act.
aux termes de l'article de la loi sur les compagnies et associations.

4. The corporation applies for the issue of supplementary letters patent to provide as follows:
La compagnie ou association demande la délivrance de lettres patentes supplémentaires autorisant ce qui suit:

TO CHANGE ITS NAME TO

"THE GRADUATE STUDENTS ASSOCIATION OF McMASTER UNIVERSITY"

5. The Corporation is not insolvent within the meaning of Section 19 Sub-section 4 of Ontario Regulation 152/82 made under the Corporations Act.



This application is executed in duplicate.
Cette requête est faite en double exemplaire.

UNION OF GRADUATE STUDENTS OF
McMASTER UNIVERSITY

(Name of corporation/Nom de la compagnie ou association)

By: /Par: Peter Rios President
(Signature) (Description of Office)
(Signature) (Fonction)

Maria Budo Budar Secretary
(Signature) (Description of Office)
(Signature) (Fonction)

(Corporate seal)
(Apposer le sceau de la
compagnie ou association)

(SEAL)

(COAT OF ARMS)

PROVINCE OF

ONTARIO

BY THE HONOURABLE A. B. R. L A W R E N C E ,

MINISTER OF FINANCIAL AND COMMERCIAL AFFAIRS

TO ALL TO WHOM THESE PRESENTS SHALL COME
GREETING

WHEREAS The Corporations Act provides that with the exceptions therein mentioned the Lieutenant Governor may in his discretion, by Letters Patent, issue a Charter to any number of persons, not fewer than three, of twenty-one or more years of age, who apply therefor, constituting them and any others who become shareholders or members of the corporation thereby created a corporation for any of the objects to which the authority of the Legislature extends.

AND WHEREAS by the said Act it is further provided that the member of the Executive Council to whom the administration of this Act is assigned may in his discretion and under the Seal of his office have, use, exercise and enjoy any power, right or authority conferred by the said Act on the Lieutenant Governor;

AND WHEREAS it has been made to appear that the persons herein named have complied with the conditions precedent to the issue of the desired Charter and that the said undertaking is within the scope of the said Act;

NOW THEREFORE KNOW YE that, being the member of the Executive Council to whom the administration of this Act is assigned,

I DO BY THESE LETTERS PATENT issue a Charter to the Persons hereinafter named that is to say:

M a r t i n A n d e r s o n, P a u l S u l l i v a n, Y o g e s h w a r S i n g h and
J o c e l y n P e l l e t i e r, all of the City of Hamilton, in the County of Wentworth and
Province of Ontario, Students; and T o n y K a d a i, of the Town of Dundas, in the said County
of Wentworth, Student; constituting them and any others who become members of the Corporation hereby
created a corporation without share capital under the name of

UNION OF GRADUATE STUDENTS OF
McMASTER UNIVERSITY

for the following objects, that is to say:

- (a) TO promote the welfare and interests of the members of the Corporation through the provision of facilities and opportunities for social, athletic and intellectual activities;
- (b) TO represent the members of the Corporation before the duly elected and appointed authorities of McMaster University; and
- (c) TO promote communication and participation in all matters of common interest between the members of the Corporation and the members of other student organizations, both at McMaster University and in other educational institutions;

THE HEAD OFFICE of the Corporation to be situate at the said City of Hamilton; and

THE FIRST DIRECTORS of the Corporation to be Martin Anderson, Paul Sullivan, Yogeshwar Singh, Tony Kadai and Jocelyn Pelletier, hereinbefore mentioned;

AND IT IS HEREBY ORDAINED AND DECLARED that the Corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the Corporation shall be used in promoting its objects.

GIVEN under my hand and Seal of office at the City of Toronto in the said Province of Ontario this thirteenth day of November, in the year of Our Lord one thousand nine hundred and seventy.

"A. B. R. LAWRENCE"

**GRADUATE STUDENTS ASSOCIATION OF MCMASTER UNIVERSITY
BYLAW ONE**

 March 23, 2005

**Article I
Name**

The name of this Ontario Corporation shall be the Graduate Students Association of McMaster University (hereafter abbreviated GSA), with its head office in the City of Hamilton, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

**Article II
Seal**

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

**Article III
Mandate**

The mandate of the GSA is:

1. To promote the welfare and interests of the members through the provision of facilities and opportunities for social, athletic and intellectual activities;
2. To represent the members before the duly elected and appointed authorities of McMaster University;
3. To promote communication and participation in all matters of common interest between the members of the Association and the members of other student organizations, both at McMaster and in other educational institutions.

**Article IV
Membership**

Section 1. Membership Categories. There shall be three membership categories: Regular, *Ex officio* and Associate.

1.1 Regular. The original applicants for the incorporation and anyone else admitted as a regular member by a resolution of the board of directors, which resolution shall become effective only when confirmed by vote of the members at any membership meeting.

1.2 Ex officio. (a) All persons registered as postbaccalaureate students at McMaster University, whether full-time or part-time, except for those registered in the Master of Business Administration program in the Faculty of Business and those registered in the Divinity College. **(b)** The President and Directors of the Corporation until their successors have taken office.

1.3 Associate. The board of directors may, by ordinary resolution, admit to Associate non-voting membership in the Corporation any person who makes such application to the Corporation, and pays the required fees.

Section 2. Dues. There shall be dues or fees payable by the members as shall from time to time be fixed by ordinary resolution of the board of directors, which resolution shall become effective only when confirmed by vote of the members at any membership meeting.

Section 3. Resignation. Members may resign by resignation in writing which shall be effective upon acceptance thereof by the board of directors. In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Corporation prior to acceptance of his resignation.

**Article V
Membership Meetings**

Section 1. Types. There shall be three types of meetings: Annual, General and Special.

1.1 Annual. The Annual meeting of the Corporation shall be held in May on such day as the board of directors shall appoint. The auditor shall be appointed at the annual meeting.

1.2 General. A General meeting of the membership shall be held in August on such day as the Board of Directors shall appoint, and the board of directors shall present the audited statement of the Corporation for acceptance by the members.

1.3 Special. A Special meeting of the members of the Corporation may be held on any other such day.

Section 2. Location. The annual or any other general meeting of the members shall be held at McMaster University.

Section 3. Power to Call.

3.1 The board of directors or the President or Vice-President shall have power to call at any time a special meeting of the members of the Corporation with proper notice (see Article VI).

3.2 In accordance with the provisions of the Corporation Act, not less than one-tenth of the members may request the directors to call a special meeting of the membership for any purpose connected with the affairs of the corporation. Upon deposit of the requisition, the directors shall call forthwith a special meeting of the membership for the transaction of the business stated in the requisition.

Section 4. Quorum. Quorum for the transaction of business at any meeting of the members shall consist of not less than 20 members present in person or represented by proxy; provided that in no case can any meeting be held unless there are 10 members present in person.

Section 5. Agenda. Where possible, the items of business shall be included in the notice of any meeting of the membership.

5.1 Additions during the Meeting. Additional items of business may be raised at the meeting by any member, but the presiding officer of the meeting may require that such an item of new business be postponed and added to the notice of the following meeting.

5.2 Additions before the Meeting. Any two members may give notice of an item of business by submitting the form of the resolution to be debated at least 20 days in advance of the meeting to the Secretary, and such a resolution shall be included in the notice of such meeting along with the names of the two members.

Section 6. Proxy. Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote and he may vote by proxy, and such proxy need not be a member.

6.1 Registration. Proxies must be registered with the Secretary of the Corporation 48 hours prior to the meeting by depositing sufficient appointment in writing from his constituent or constituents.

Section 7. Eligibility to Vote. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he had paid all dues or fees, if any, then payable by him.

Section 8. Recording of Votes. Unless a poll be conducted, a declaration by the President that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.

Section 9. Limitations. Except in cases where the membership is charged with the transaction of a particular item of business by these by-laws or applicable laws of the land, a resolution of the membership may be amended, repealed, or otherwise dealt with by the board of directors when such a resolution would be dangerous to the interests of the Corporation, inasmuch as the board of directors is charged with the management of the Corporation by these by-laws and applicable laws of the land.

Article VI Notice

Section 1. Method. Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given either personally or sent by email, campus mail, or mail to his electronic, campus, or home address as recorded at McMaster University 10 days in advance, with the exception of notice for a meeting of the board of directors, for which notice may be given personally or by email two days in advance. Notice in paper format is required only for the annual meeting of the membership. A notice or other document so sent by Canada Post shall be held to be sent at the time when the same was postmarked.

Section 2. Errors or Omissions. No error or omission in giving notice of any meeting of directors or of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve or confirm any or all proceedings taken or had thereat.

Article VII Officers

Section 1. Offices. There shall be a President, a Vice-President, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the board of directors may determine by by-law from time to time.

Section 2. Eligibility. Except for the President and Vice-President, the other officers of the Corporation need not be members of the Corporation. One person may hold more than one office except the offices of President and Vice-President.

Section 3. Election and Appointment.

3.1 President. The President shall be elected from among the members at the annual meeting.

3.1.1 Nomination. A call for nominations for the President shall be issued at least one month before the annual meeting in accordance with the requirements for notice (see Article V). Nominations must be signed by ten members and registered with the Secretary at least two weeks in advance of the annual meeting. The nominations shall be published in the notice of the annual meeting.

3.1.2 Voting. Voting at the annual meeting for the election of the President shall be conducted using the procedures for preferential voting according to the Corporation's Parliamentary Authority. When necessary, tie votes in such election may be broken by an additional vote of the presiding officer.

3.1.3 Proxy. Any member voting in such election by proxy shall complete a proxy form issued by the Corporation listing all candidates for President and instructing the Corporation to cast a preferential ballot for the office of President.

3.2 Vice-President. The Vice-President shall be elected by the board of directors from among their number at the first meeting of the board in the term of such board of directors and at any meeting of the board when there is a vacancy in the office of Vice-President, provided that in default of such election the then incumbent shall hold office until his successor is elected.

3.3 Other Officers. The other officers of the Corporation need not be members of the Corporation and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board.

Section 4. Terms of Office. The term of office for the President shall be from noon of the 90th day after the annual meeting adjourns until noon of the 90th day after the next annual meeting adjourns and until his successor shall have been duly elected. If the President is an *ex officio* member and ceases to meet the requirement of IV.1.2(a), then he may retain office for a maximum of sixty days. The term of office for the Vice-President shall be from the time of his election by the board until the beginning of the next term of office of the board of directors.

Section 5. Vacancy in the Office of President. If there should occur a vacancy in the office of the President, for any cause other than removal by the membership, then the Vice-President shall assume the office of President for the remainder of his term, and the office of Vice-President shall be declared vacant.

Section 6. Honoraria. The directors shall approve remuneration for the President as follows: The president shall receive an honorarium of \$600 per month, or reasonable remuneration, whichever is the lesser, provided that he does not perform more than one-half a T.A. (Teaching Assistantship) while in office; otherwise his honoraria shall be \$300 per month, or reasonable remuneration, whichever is the lesser.

Article VIII Duties of Officers

Section 1. President. The President shall:

1.1 Be charged with the general management and supervision of the affairs and operations of the Corporation;

1.2 Be an *ex officio* member of the board of directors;

1.3 Preside at all meetings of the members of the Corporation and of the board of directors when present, except by consent or policy adopted by either assembly;

1.4 Sign all by-laws with the Secretary or other officer appointed by the board for the purpose.

Section 2. Vice-President. The Vice-President shall:

2.1 Be charged with aiding the President with the general management and supervision of the affairs and operations of the Corporation;

2.2 Exercise the duties and powers of the President during the absence or inability of the President, and if the Vice-President, or such other director as the board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

Section 3. Secretary. The Secretary shall:

3.1 Be *ex officio* clerk of the board of directors;

3.2 Attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose;

3.3 Give all notices required to be given to the members and to directors;

3.4 Be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he shall deliver up only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the board of directors.

Section 4. Treasurer. The Treasurer or person performing the usual duties of a Treasurer shall:

4.1 Keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the board of directors;

4.2 Disburse the funds of the Corporation under the direction of the board of directors, taking proper vouchers therefor and shall render to the board of directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer and of the financial position of the Corporation;

4.3 Perform such other duties as may from time to time be determined by the board of directors.

Section 5. Other Officers. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

Article IX Board of Directors

Section 1. Purpose. To manage the affairs of the Corporation.

Section 2. Composition. The board of directors shall be composed of 4 directors each of whom at the time of his election shall be a member of the Corporation, in addition to the President as an *ex officio* director.

Section 3. Term of Office. The term of office for each of the directors shall be from noon of the 90th day after the annual meeting adjourns until noon of the 90th day after the next annual meeting adjourns and until his successor shall have been duly elected.

Section 4. Election. The directors shall be elected at the annual meeting from among the members.

4.1 **Nominations.** A call for nominations for the board of directors shall be issued at least one month before the annual meeting in accordance with the requirements for notice (see Article V). Nominations must be signed by two members and registered with the Secretary at least two weeks in advance of the annual meeting. The nominations shall be published in the notice of the annual meeting. No further nominations will be accepted, but if fewer than the required number of candidates are elected at the annual meeting, another election must be held at a special or general meeting of the membership before the beginning of the next term of office of the board of directors following the same procedures of nomination and election as the annual meeting.

4.2 Voting. When voting at the annual meeting for election of the directors, each member may cast only one vote for one candidate, and the candidates receiving the highest number of votes shall be elected. When necessary, tie votes in such election may be broken by an additional vote of the presiding officer.

4.3 Proxy. Any member voting in such election by proxy shall complete a proxy form issued by the Corporation listing all candidates for the board and instructing the Corporation to cast at most one vote for one candidate for the remaining directors.

Section 5. Removal. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director including the President before the expiration of his term of office and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

Section 6. Vacancies. Vacancies on the board of directors other than the President, for any cause other than removal by the membership, may so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Corporation, if they shall see fit to do so. But if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy, and the entire process of nomination and election may be made conducted at such meeting, section 4.1 notwithstanding. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

Section 7. Powers. The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do. Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

Section 8. Meetings. The directors may consider or transact any business at any Special or Regular meeting of the board.

8.1 Regular. The board may appoint a day or days in any month or months for Regular meetings at an hour to be named and of such Regular meeting no notice need be sent.

8.2 Special. A Special meeting of the board may be formally called with proper notice (see Article VI), by the President or Vice-President or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two directors.

8.3 Quorum. A majority of the directors shall form a quorum for the transaction of business.

Section 9. Honoraria. The directors shall approve remuneration for the board members as follows: Every board member except the president shall receive an honorarium of \$500 per year or reasonable remuneration, whichever is the lesser.

Article X Administration

Section 1. Fiscal Year. Unless otherwise ordered by the board of directors, the fiscal year of the Corporation shall terminate on the 31 day of May in each year.

Section 2. Books and Records. The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

Section 3. Execution of Documents. Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice-President and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.

3.1 Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, Treasurer or by any person authorized by the Board.

3.2 The President, Vice-President, the directors, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the board of directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper to such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

3.3 Notwithstanding any provisions to the contrary contained in the by-law of the Corporation, the board of directors may at any time by resolution direct the manner in which and the person or persons by whom, any particular instruments, contract or obligations of the Corporation may or shall be executed.

Section 4. Cheques, etc. All cheques, bills of exchange or other orders of the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

Section 5. Deposit of Securities for Safekeeping. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the board of directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the board of directors shall be fully protected in acting in accordance with the directions of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

Section 6. Borrowing. The directors may from time to time:

6.1 Borrow money on the credit of the Corporation; or

6.2 Issue, sell or pledge securities of the Corporation; or

6.3 Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises, and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

6.4 May authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

Section 7. Indemnification.

7.1. Every director and officer of the Corporation and his heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation from and against:

7.1.1 All costs, charges and expenses whatsoever which such director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office;

7.1.2 All other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the corporation;

7.1.3 Except such costs, charges and expenses as are occasioned by his or her own negligence or default, or failure to act honestly and in good faith with a view to the best interests of the Corporation.

7.2. Subject to the limitations on indemnification set out in this by-law or in any relevant legislation, the Corporation shall be empowered to purchase insurance to indemnify its directors and officers from liability arising out of their offices in the Corporation. The insurance shall apply in no case and no further than the limited situations where the Corporation is required to provide such indemnification under this by-law.

Article XI Interpretation

Section 1. All previous general bylaws of the Corporation as amended are repealed (March 23, 2005).

Section 2. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa.

Article XII Parliamentary Authority

Section 1. The rules contained in the Parliamentary Authority shall govern this Corporation in all cases where they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that the Corporation may adopt.

Section 2. The Parliamentary Authority of the Corporation shall be the current edition of *The Standard Code of Parliamentary Procedure*, unless another source of parliamentary procedures is designated as the Corporation's Parliamentary Authority by resolution of the board of directors.

Article XIII Amendments

The by-laws of the Corporation shall be amended only by a resolution of the board of Directors; such an amendment shall be effective until the next annual meeting, and shall remain in effect beyond the annual meeting only if confirmed by a resolution of the membership before the end of the annual meeting. When the by-law amendment is presented to the membership for confirmation, the members may confirm, reject, amend, or otherwise deal with such an amendment, but no act done or right acquired under such by-law is prejudicially affected by any such rejection, amendment, or other dealing. In the default of confirmation of such by-law amendment before the end of the annual meeting, no new by-law of the same or like substance has any effect until confirmed at a meeting of the members.

POLICIES

Copies of policies specific to the GSA are included in this section.

The GSA is also bound by McMaster policies and as representatives you should review the following policies available at www.mcmaster.ca/policy/student

- ❖ Academic Integrity and Academic Dishonesty
- ❖ Alcohol Policy
- ❖ Student Code of Conduct

McMaster policies and guidelines are available for review at www.mcmaster.ca/policy.

**Graduate Students Association
MISCELLANEOUS OPERATING POLICIES**

FINANCIAL

Cheque Signing Authority and Practices

Whereas the GSA bylaws authorize the board of directors to appoint an officer or officers, an agent or agents to sign cheques and all other orders of the payment of money, any two of the President, the Vice-President, or the Treasurer be required to authorize any such orders of the payment of money. In addition, the President may deem it to be good practice for him/her to sign a small number of cheques to be safeguarded by the Treasurer to make essential payments in the absence of the other officers.

Externally Directed Fees

Whereas the GSA membership fee covers the operating expenses of the GSA, all externally directed fees payable by GSA members shall be deemed to be separate from the GSA membership fee and shall be itemized separately from the GSA membership fee on all statements concerning fees payable by GSA members, such as payroll deductions. Externally directed fees are those fees which are sent to external organizations, such as the GSAC membership fee, HSR bus pass fee, and the Health Insurance Premium.

Financial Reserve

In order to meet its legal responsibilities and other liabilities that it might owe in the event of an emergency, the GSA shall maintain at all times a financial reserve of at least \$50,000 to be saved in an account separate from its other assets.

INSURANCE

Errors and Omissions Liability Insurance for Officers

Whereas the GSA bylaws authorize the board of directors to purchase insurance to indemnify its officers and directors from liability arising out of their offices, it shall be the policy of the GSA to have such insurance for its directors at all times.

Policy for Internally Organized Events Graduate Students Association

The first mandate of the GSA is “to promote the welfare and interests of the members through the provision of facilities and opportunities for social, athletic and intellectual activities.” The GSA supports both events organized by other graduate student groups and those organized by the GSA. The former increase the interaction within a given department, faculty or group, and the latter are meant to bring the student body as a whole closer together. The granting of money to graduate students groups other than the GSA is covered by the Funding Policy for Externally Organized Events. This document sets out the procedures and rules governing those events run by the GSA itself.

Approval Process

The GSA board shall approve a yearly budget for the amount of money that is available for GSA-run events. Some events may be subsidized and others may be run on a cost-recovery basis. The money budgeted is expected to cover all subsidies, cost over-runs and revenue shortfalls for social events for that year. All of this money need not be spent.

Proposals for events must be submitted to the Executive Committee by a GSA officer, board member, or FRC councilor. Other GSA members may request one of the above to submit an event proposal on his/her behalf. If the Executive Committee approves the concept of the event, it must designate an event organizer or organizing committee.

The event organizer or organizing committee shall present a budget for the proposed event to the Executive Committee. This budget must be itemized and have the best available estimates of all expenses and revenues. If the cost to the GSA for the proposed event is less than 25% of the total yearly budget, the Executive Committee may approve the budget, recommend changes to the budget before final approval, or reject the proposed event. If the cost to the GSA for the proposed event is 25% or more of the total yearly budget, the Executive Committee may take one of the two following actions:

1. The Executive Committee may require that the cost for the event be reduced to a certain amount less than 25% of the total yearly budget, or
2. The Executive Committee may recommend the proposal for the event to the FRC for approval and ratification by the Board. Action #2 should only be taken for events benefiting an unusually large number of GSA members.

If the actual figures are higher than the estimates or an additional minor expense arises, but the overall budget for the event will be within 15% of the approved figure, then the additional money to be spent requires the approval of the GSA Treasurer. If there is a major new expense or rise in the estimates such that the rise in budget cost is more than 15% of that approved, then new approval from the Executive Committee or the FRC is required.

Cash Advances and Billing

Approved expenses can be billed to the GSA for later payment, paid from a cash advance, or paid out of the organizers' pocket and reimbursed by the Treasurer later. A cash advance can be obtained from the Treasurer after the Executive Committee approves the budget of the event.

Reporting and Financial Control

The event organizer or organizing committee is responsible for control of all funds, must record all disbursements and receipts, and is responsible for filing a final report to the Treasurer within two weeks after an event has occurred. This report must include receipts or invoices for all expenses received and revenues generated, a list of invoices not yet received but expected, and any cash advance and ticket or other revenue outstanding.

Alcohol and Social Events

It is not the GSA's policy to promote or condone excessive drinking. We recognize that moderate drinking in a social context is enjoyed by many of our members. If the GSA is to be providing free alcohol or running an event in a licensed venue or venues, then this must clearly stated and Board approval given. Alcohol provided by the GSA, whether complimentary or sold, must be under the control of a SIP or Smart Serve-trained person. Food and non-alcoholic beverages must also be available whenever alcohol is to be consumed. Events where alcohol is being served must conform to all Ontario liquor regulations and McMaster policies related to alcohol service on campus.

Adopted May 12/05

Funding Policy for Externally Organized Events (Previously called "club funding")

This policy applies to requests for funding from the GSA for events having a direct impact on the quality of the educational or social experience of the GSA membership during the course of their graduate studies at McMaster University.

Eligibility:

Any event of a mixed academic, social, or political nature and of direct benefit to some or all of the GSA members is eligible to apply for funding from the GSA. Events of a purely social nature must cater to a large number of GSA members such as an events open to multiple departments.

Requests may be considered from clubs (formal or informal), departmental or faculty associations, or any other part of the McMaster University community recognized by the GSA.

Events representing a particular religion or political viewpoint will not be eligible, unless they are carried out in an academically acceptable manner allowing for the presentation of a cross-section of viewpoints from all sectors of the graduate student population, and funding for such events must be approved by the FRC or GSA board.

Events involving alcohol off-campus will not be eligible for funding.

Amount of Funding:

The amount of funding granted will be based on the amount requested, the appropriateness of the budget and the amount requested relative to the budget, the number of members or departments that the event includes, and the relative academic or social benefit to the membership.

For events of a purely academic nature, up to 100% of the budgeted expenses for the event may be approved for funding by the GSA. For events of a mixed social and academic nature, up to 50% approved for funding and for events of a purely social nature, up to 25% may be approved.

Granting Process:

The requesting party must complete and submit the form posted on the GSA website which shall include a budget for the event.

The executive committee shall appoint one of its members who shall review each application within a week of the GSA's receipt of the application. If the amount requested is below \$300, the executive committee may decide the outcome of the application by granting at most \$300. If the amount requested is more than \$300, the executive committee as a whole shall consider the application and take one of the two following actions:

1. The executive committee may grant an amount up to \$500, or
2. The executive committee may recommend that an amount more than \$500 be granted, subject to approval by the FRC and ratification by the Board of Directors. Action #2 should only be taken for events benefiting an unusually large number of GSA members.

Budgeting:

The GSA board shall establish the yearly budget to be spent on funding requests. No more than 50% of the total annual budget allocated for event funding requests will be spent in one term. Granting of any funds which overspend the yearly or per term amount must be approved by the GSA board.

NEWSLETTER POLICY

Graduate Students Association

Background Discussion:

Before a policy decision can be made regarding the GSA Today, the question of the nature of this publication must be addressed. In short, is the GSA Today going to be the publication of the GSA Board with a somewhat limited task, or is it going to be a more general but small “newspaper” type publication? In the past the GSA Today has worked on the “newspaper” model with editorials, etc., but some tension existed in that the GSA Today was also viewed as a Board publication. The following policy is based on the assumption that the GSA Today better serves graduate students if it is a publication not solely of the GSA Board, but of the larger GSA community.

Policy:

The GSA Today is a publication of the GSA. Its task is twofold: (a) to provide information of an academic or social nature that may be of interest to graduate students; and (b) to serve as a forum for the opinion of the GSA Board and the graduate student community as a whole.

Ideally, each issue of the GSA Today should consist of articles of academic interest (e.g., scholarships), articles which reflect Board and other graduate student opinion (e.g., a “From the board column, president’s corner, letters to the editor), articles from other university or academic-based individuals (e.g., graduate dean) or organizations, announcements of general interest and articles of an athletic or social nature.

Articles which fall under the rubric of Board opinion must reflect the outlook of the GSA Board as a whole and identified as such. All other articles and contributions may be printed as long as the contributor’s name and department are clearly noted.

The GSA Board will appoint an editor who shall be responsible for getting each issue ready for publication and is directly responsible to the Board.

Letters to the Editor should contain the contributor’s name and department. The Editor has the right to edit, condense or reject contributions with due cause. Misinformation contained in letters should be corrected by the Editor, with the correction appearing immediately after the letter with the misinformation/error.

Adopted 2005

Graduate Students Association HIRING POLICY

Purpose:

To ensure that hiring of GSA employees is handled in a professional manner.

Applicability:

This policy shall be used when hiring salaried or permanent part-time employees reporting to the GSA Board of Directors, including but not limited to the GSA office manager, bookkeeper, and Phoenix management.

Hiring Committee

The GSA Board of Directors will establish a Hiring Committee. The committee will be chaired by the GSA Vice-President and will consist of the Vice-President, one board member, and a third member who may be a current GSA employee (e.g., office manager, Phoenix manager), Faculty Councilor, or board member.

Activities:

The Hiring Committee will be responsible for:

- ☐ Reviewing the job description for the position to determine if changes are necessary
- ☐ Establishing time lines for advertising, application review, interviews
- ☐ Writing an advertisement
- ☐ Determining the appropriate places for this ad (e.g. Hamilton Spectator, Career Services Posting, web sites, employment services)
- ☐ Reviewing and ranking all applications
- ☐ Scheduling pre-screening interviews for the top five to ten candidates (exact number to be determined by the number and quality of applicants, but in no case shall less than three people be interviewed)
- ☐ Providing a recommendation to the GSA Board of Directors of the top 2-5 candidates to be interviewed by the Board of Directors
- ☐ Organizing interviews with the Board of Directors and candidates selected by the Board

Board of Directors:

The GSA Board of Directors shall interview the pre-selected candidates. This interview shall include an evaluation of job skills, personality, potential, and compatibility with the job and goals of the Association.

Selection and Hiring:

The final selection of the successful applicant will be determined by vote of the Board of Directors. On behalf of the Association, the GSA President will present a job offer verbally and will confirm in writing the job title, general responsibilities, hours of work, rate of pay and benefits, a 30-day probationary period and date for commencement of work.

The successful applicant shall be expected to sign a letter indicating their acceptance of the offer as described or contingent upon signing of a negotiated employment contract. The employment contract must be signed at the end of the 30 day probationary period.

Note: Current employees of the GSA are eligible to apply for any positions advertised by the GSA if they have the requisite background and skills.

Hiring Policy May 2005

POLICY FOR CONFERRING ASSOCIATE MEMBERSHIP IN THE GSA

INTRODUCTION

The GSA Bylaws (Bylaw 1, Article IV, Section 1.3) states that the GSA “board of directors may, by ordinary resolution, admit to Associate non-voting membership in the Corporation any person who makes such application to the Corporation, and pays the required fees.”

This provision has not been used in the recent past except to provide Associate membership to the Office Manager of the GSA, and the Phoenix Manager and Bookkeeper with payment of membership fees waived. This provided the aforementioned employees of the GSA to participate in events, meetings and the GSA health plan as benefit of employment.

According to the office manager’s memory and lack of information in the files, it would appear that there have been few applicants for Associate membership over the years. In one case, the applicant was an older student who felt out of place at MSU social functioned and wanted to participate in what she regarded as more age-appropriate activities. The BOD granted her application. The most recent applicant for associate membership is a part-time MBA student who was seeking a way to participate in the GSA health plan which is currently only available to full-time MBA students. Other applicants in the past have been students in the MBA program, or part-time students, who are seeking benefits provided to full-time students who are members of the GSA—specifically the health plan and the HSR bus pass.

One must assume that an individual who is interested in joining the GSA to become part of the health plan will use it. While one person’s claims would not be responsible for skewing the statistics on the plan’s use, a larger number would. This would have an adverse effect on the GSA’s membership.

RECOMMENDATIONS

The Bylaw Review Committee makes the following recommendations to the Board of Directors:

- (1) The GSA office manager (or equivalent) position will automatically result in Associate membership in the GSA for that individual without payment of fees.
- (2) The Phoenix Manager and Bookkeeper will automatically be granted Associate membership in the GSA and will be permitted to participate in the GSA health plan without payment of fees or insurance premium as a benefit of employment.
- (3) The GSA Board may confer by ordinary resolution an “Honorary Associate Membership” upon any individual who has demonstrated a strong commitment to the goals of the Association by providing support, material or otherwise, to the Association or directly to a member.
- (4) Students who are already members of another recognized major student group on campus—specifically the MBA Association, the Divinity College Graduate Students Association, the Medical Students Association, or the McMaster Students Union, will not be eligible for Associate membership in the GSA except under the most extraordinary circumstances and these shall not have a financial impact on the GSA.
- (5) An individual seeking Associate membership (other than those individuals qualified under 1,2,3) must be nominated by a member of the GSA, a Director, or Faculty Councilor, who will submit a letter to the Board of Directors explaining why this individual should be granted Associate member status. The Directors shall vote on the application and a simple majority vote shall determine the outcome of the application. Membership would commence on payment of all required fees.

Graduate Students Association Referenda Policy

The bylaws and policies of the GSA provide for the FRC or the Board to make decisions on any issue of general concern to graduate students. However, in extreme cases where the FRC or the board believes that it does not adequately represent the opinions of the membership, a referendum may be held. A referendum must be called by a majority vote of the Board which shall approve the wording of the referendum. Although the Board is the final authority of the GSA, a resolution by the board calling a referendum shall be deemed as advance approval of the results of the referendum, provided that a quorum of 10% of the membership is achieved. No referendum on the same question shall be held within one year from the last vote.

(1) Referendum Campaigning

Campaigning for referenda may commence no earlier than twenty working days prior to the last date of voting. All campaigning must be on campus, with the exception of information distributed by the postal service, and in accordance with University regulations. At the discretion of the GSA Board of Directors, funding to a maximum of \$500 each may be made available equally to both a PRO (in favour of the referendum question) and CON (against the referendum question) campaign. All other costs shall be borne by the respective campaigns.

Any group, student-run or otherwise, wishing to participate in the campaign must make itself and its position formally known to the GSA no less than two weeks prior to the initiation of the Campaign period. From, and amongst these groups, a council representing the PRO campaign and a council representing the CON campaigns will be established.

Between four and six weeks prior to the onset of campaigning the GSA will distribute a newsletter to all registered members with the following information: (1) The Referendum Question as it will appear on the ballot forms; (2) a request that the groups make themselves and their positions known to the GSA for the formation of the Councils representing PRO and CON campaigns (Campaign Councils), (3) an outline of the funds that the GSA may make available to these respective Campaign Councils, (4) the date, time and location of the initial meeting for the formation of the Campaign Councils, which will occur at or about two weeks prior to the Campaign period, and (5) the University's posting policy.

(2) Referendum Balloting

Ballot packages will be distributed by mail, ten working days prior to the commencement of voting, according to bylaw requirements for Notice. Voting will occur over five working days.

Ballots will be formatted in a way that ensure the anonymity of the voter and allows the Chief Electoral Officer (CEO) to ensure that no voter has voted more than once.

Completed ballots may be deposited in the GSA office or may be returned via Canada Post, or Campus Mail. Student names will be crossed off the master list as ballots are received.

The CEO is a disinterested party who must be a member of the GSA but not on the Board of Directors or the Executive of the GSA. As a disinterested party, the CEO cannot be on either the PRO or CON council or involved in their campaigns in any way. Any appeals of the CEO's decisions will be adjudicated by the Board of Directors of the GSA.

(3) Counting of Ballots

Counting of ballots will commence within two (2) working days of the close of voting.

All determination of the validity of ballots cast and counting of those ballots will be performed by the CEO and/or designates and scrutinized by one member of the PRO campaign council and one member of the CON campaign council.

The CEO shall record each ballot as yes, no or spoiled (improperly marked). Spoiled votes shall count towards achieving quorum, but not the count of the yes or no totals. Any ballots not completed and returned in accordance with the instructions in the ballot package will be considered spoiled. In the event of multiple voting by individual students, the names and student numbers will be recorded by the CEO and given to the Board of Directors. These students may be censured at the discretion of the Board of Directors. The extra votes are illegal and do not count toward quorum.

In the event of a work slowdown or strike at the University or Canada Post, counting may be delayed at the discretion of the GSA Board of Directors.

Results of the referendum will be announced on the working day following the completion of counting. Councils for either side (PRO and CON) will have recourse to one recount of the ballots cast provided and must be requested within two working days of the announcement of the vote.

Referendum policy adopted May12-05

PHOENIX EXECUTIVE COMMITTEE JOB DESCRIPTION

The Phoenix Executive Committee (PEC) consists of the GSA President, one member of the Board of Directors, one member from the Faculty Representative Council, and the Treasurer of the Graduate Students Association. An additional member from the Board and/or Faculty Representative Council may be appointed to the committee at the discretion of the Board.

The Phoenix Executive Committee acts as the agent of the Board of Directors in supervising the day-to-day operations and management of the Phoenix.

Specific tasks of the Executive Committee include:

Supervising the manager of the Phoenix. (The President of the Graduate Students Association as Chief Administrative Officer of the GSA and chair of the Phoenix Executive Committee is responsible for contract negotiations, evaluation and disciplinary interviews with any Phoenix employee reporting directly to the PEC. [All contract terms must be approved by the Phoenix Executive Committee and ratified by the GSA Board of Directors before a contract can be signed.]

Planning and directing the implementation of necessary policies and procedures in consultation with the advice of the manager, and supervisors as appropriate.

Meeting at regular intervals with the manager and bookkeeper.

Reviewing financial and operational reports on a monthly basis.

Reporting regularly to the Board of Directors.