**By-Laws of the GSA - Draft**

**By-Law #1 Official Information**

A By-Law relating to the information filed with the Province of Ontario in compliance with Ontario laws governing Not-For-Profit Corporations

**1.1.0** **Disclaimer:**  Should there be any discrepancy among the information rendered in this By-law, published in the Ontario Gazette, and on file with the Ministry of Consumer and Commercial Relations for Ontario, the information on file at the Ministry shall take precedence.

**1.2.0** **Corporate  Name:** The name of the corporation shall be the Graduate Student Association - University of Waterloo.

**1.3.0** **Head Office:** The Head Office of the GSA shall be in the City of Waterloo, in the County of Waterloo, in the Province of Ontario and at such a place therein as the Directors may from time to time fix.

**1.4.0** **Authorized Number of Directors:** The minimum number of directors shall be ten (10) and the maximum number of directors shall be (15).

**1.5.0** **Quorum:**  The majority of the minimum number of directors shall constitute a quorum for any meeting of the Board. ONCA 34 (2)

**1.6.0** **Amendments** ONCA 2010, c. 15, s. 17(1)-(6)
*noted here for reference, that if this is omitted the ONCA applies.*

**By-Law #2 Definitions**

Adopted: March 1997 Amended: March 2003, March 2006, March 2007, January 2015 (?)

**2.0.0 Interpretation:** 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, and references to persons shall include firms and corporations.

**2.1.0 Membership:** Members are defined as full-time or part-time graduate students at the University of Waterloo who have paid in full the GSA Membership fees that are to be determined from time to time by the Board. Members are entitled to all rights and privileges of the GSA.

**2.2.0 Severability.** All the By-Laws of the Corporation are severable, in that if one by-law, paragraph or article is found to be illegal or invalid for any reason whatsoever, then such an illegality or invalidity shall not affect any other by-law, paragraph or article.

**By-Law #3-Fees**

**3.1.0 Collection.** The Corporation shall endeavour to enter into agreement with the Corporation of the University of Waterloo, in order that fees may be collected by the University from each graduate student, at the time of registration each academic term, and that these fees may be awarded to the Corporation on a fee-per-student basis at the beginning of each academic term.

**3.2.0 Current Fees.** The GSA administers the following fees per academic term:

**3.2.1 GSA Fee: Association**

* A GSA Fee for all full-time and part-time graduate students. Non-refundable

**3.2.2 GSA Administered Fees: Services**

* A Graduate House Fee for all full-time and part-time graduate students. Refundable
* A Health Plan Fee for all full-time and part-time graduate students. Refundable with proof of equivalent coverage
* A Dental Plan Fee for all full-time and part-time graduate students.  Refundable without submitting proof of equivalent coverage.
* A Bus Pass Fee for all full-time graduate students registered in programs at campuses in the Region of Waterloo. Non-refundable

 **3.3.0 New Fees.** The Board is required to call a referendum for new fees. New fees will be presented to the University of Waterloo Board Of Governors only if approved through such a referendum.

**3.4.0 GSA Fee Changes.** Changes to the GSA Fee can be made up to the consumer price index (CPI) of the previous year, on a yearly basis by majority vote of the GSA Council.

Changes to the GSA Fee can be made up to the CPI of the previous year, plus 10%, on a yearly basis, at a General Meeting for which specific notice has been given.

Changes to the GSA Fee can be made in excess of CPI of the previous year, plus 10%, when approved through both a referendum and at a General Meeting for which specific notice has been given.

Notwithstanding the above, the Board may reduce the GSA fee by a majority vote,

**3.5.0 Services Fees:** Fees for services administered by the GSA are approved by the Board**.**

**By-Law #4 – General Meeting**

*This section is covered by the ONCA.*

**4.1.0 Quorum of Members.** A quorum for the transaction of business at any General Meeting shall consist of not less than twenty-five (25) voting Members present in person or by proxy.

**4.2.0 Chair.**  TheStudent Affairs Officer shall preside as Chairperson of all Annual General Meetings or General Meetings. In his absence, the assembly shall elect a chair. Procedure at all General Meetings or the Annual General Meeting shall, except where otherwise set out in the By-Laws, the Policies of the Corporation, or in the ONCA, be according to Robert's Rules of Order Newly Revised.

**By-Law #5-Board of Directors**

**5.1.0 Calling Board Meetings.** Meetings of the Board of Directors may be called by the President or Vice-President, by a motion of Council or by a petition of not less than fifty percent of the Members of the Board.

**5.1.1** **Notice.** The chair will send notice to the directors at least seven (7) days prior to a board meeting. An emergency meeting may be called within twenty-four (24) hours to deal with specific limited matters.

**5.2.0 Election of Directors.** Eight (8) directors shall be elected in accordance with the bylaws, and GSA policies and procedures.

**5.2.1 Qualifications of Candidates** In addition to the qualification of candidates defined in ONCA**,** candidates to be elected to the Board shall be GSA members.

**5.2.2 Appointment of Directors:** A maximum of two alumni members may be appointed by the Board.

**5.3.0 Term of Office.** Terms of office of the Directors shall normally be held for two (2) years from May1st following their election or appointment and shall last until April 30th of the second year. Directors appointed after May 1st, shall hold office, unless otherwise removed from office, until the next Annual General Meeting. (ONCA)

**5.3.1** **Staggered Term of Office.** The 2-year term in office will be staggered for each half of the directors of the Board. At the election of directors, the duration of their term in office will be stated.

**5.4.0 Non-voting** members of the Board shall include the GSA General Manager, the Graduate House Manager, and/or any other person as determined by the Board

**5.5.0 Duties of Directors**. In addition to the ONCA statutes, it shall be the duty of all Directors to:

**(a)** Attend all meetings of the Board,

**(b)** Be familiar with the Letters Patent, Supplementary Letters Patent, By-Laws, GSA Policies & Procedures, the Ontario laws governing not-for-profit corporations, and the previous business of the Board,

**(c)** Act in a responsible manner in conducting the affairs of the GSA,

**(d)** Be an ex-officio Member of GSA Council in good standing.

**5.6.0 Attendance.** Attendance is restricted to Board members. Anyone with permission of the Chair may attend the meeting. Anyone, with permission of the Chair may make a 5-minute presentation to the Board on an issue of concern. The Board may vote to go into confidential session and exclude all non- Directors from the meeting. The President may unilaterally move the meeting into confidential session only to discuss the need for an extended confidential session.

**5.7.0 Voting**. Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chairperson, in addition to his original vote, shall have a second or casting vote. All votes at such meetings shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the Chairperson, a Director may perform his duties as the Board may from time to time appoint for the purpose.

**5.8.0 Protection of Directors**. Except as required by the ONCA, no Director or officer of the GSA shall be liable for the acts, neglects or defaults of any other Director or officer or for joining in any receipts or other act of conformity, or for any loss or expense happening to the GSA through insufficiency or deficiency of title to any property acquired by the order of the Board for or on behalf of the GSA, or for the insufficiency or deficiency of any security in or upon, or any damage arising from, the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the GSA shall be deposited, of for any loss occasioned by any error of judgment or any oversight on their part, or any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of their office or in relation thereto, unless the same shall happen through the dishonesty of the Director or officer.

**5.9.0 Remuneration of Directors**In addition to ONCA 2010, c.15, s. 47(1) & (2), remuneration of the directors must be reviewed annually and recorded in the policies & procedures manual.

**By-Law #6 -Officers of the Corporation**

**6.1.0 Appointment of Officers.** There shall be an Executive Committee consisting of officers of the corporation appointed by the Board.

**6.1.1** Officers of the GSA must members of the GSA.

**6.1.2** The Board shall appoint at least four officers consisting of President, Vice President, Corporate Secretary, and Treasurer. Officers’ roles and responsibilities will be reviewed annually and defined in the policies and procedures manual and in compliance with ONCA.

**6.1.3** The Officers’ duties and powers to manage the activities and affairs of the corporation will be reviewed annually and recorded in the GSA policies and procedures.

**By-Law #7 – Referenda**

**7.1.0** **Calling a Referendum**. Power to call referenda shall be vested in the Board.

**7.1.1** **Calling a referendum at a Council or General meeting**. The Council or General Meeting may direct the Board, via a simple majority vote, to call a referendum for the determination of any matter related to the affairs of the Graduate Student Association.

**7.1.2** **Calling a referendum via petition**. The Board shall be obliged to call a referendum on an issue if a petition containing the names of at least ten percent (10%) of the fee paying GSA Membership is presented.

**7.1.3 Referendum Procedures.** Referenda will be held accordance to GSA policies and procedures.

**7.2.0** **Notice**. Notice must be given to the electorate of an impending referendum as for a General Meeting. If an organisation requesting the referendum has previously adopted a constitution, notice provisions of both this By-Law and the constitution of the sponsoring organisation must be satisfied.

 **By-Law #8 -- Elections**

**8.1.0 Election procedures.** Elections will be held in accordance with the GSA policies and procedures.

**8.1.1 Campaigning and Balloting.** Rules for campaigning and balloting in Elections and Referenda will be included in the GSA policies and procedures

**8.2.0** **Chief Returning Officer.** The GSA Chief Returning Officer will be appointed by the GSA Board and will serve a term lasting one (1) year beginning May 1 and ending April 30 of the following year.

**8.2.1** **Duties and Powers of the Chief Electoral Officer**. The duties and powers of the GSA Returning Officer will be defined by the Board and recorded in the GSA policies and procedures.

**8.2.2 Deputy Returning Officer.** The Board may appoint a deputy returning officer to assist the Chief Electoral Officer in the execution of his duties.

**By-Law #9 – Financial Authorization**

Deeds, transfers, assignments, contracts, obligations, certificates, cheques or other instruments may be signed or executed on behalf of the Corporation by two people amongst

1. GSA President,
2. Vice President,
3. GSA General Manager and
4. GSA Graduate House Manager.

In addition, the Board may direct the manner in which a particular instrument or class of instruments may be signed or executed.

**By-Law # 10 Operating Manual**

**10.1.0 Operating Manual** The corporation will maintain an operating manual consisting of information and documents to facilitate and record the activities of the corporation. The contents of the operating manual will be recorded in an appendix to this bylaw.

**10.1.1 Review of Operating Manual** The operating manual shall be reviewed annually by the Board and report updates and amendments to the members at the Annual General Meeting.

**Appendix to By-law #10 – Operating Manual Contents**The contents of the operating manual will include but not be limited to the following:

1. Policies and Procedures, identifying who is responsible for amendments to each policy.
	1. All aspects of GSA referenced in the bylaws included
	2. Council
	3. Elections
	4. Referenda
	5. Officer duties and powers, remuneration
2. Governance structure – schematic and chain of command
3. Official positions of the GSA
4. Operating instructions for facilities and services.
	1. Graduate House
	2. Bus Pass
	3. Health & Dental Plan
	4. Legal Aid
	5. Tax Aid
	6. Accounting procedures
5. Director and Officer information and consent
6. Auditor information and contact
	1. Audited Financial statements for previous year
7. Job Descriptions of F/T staff of GSA
8. Index of forms
9. Index and location of corporate documents
	1. Memorandum of Agreement – UW
	2. Graduate House Lease
	3. Corporate filing
	4. Letters Patent and Supplementary letters patent