Federation of Students

October 2018 Annual General Meeting Agenda

Wednesday, October 24 at 12:00
Student Life Centre Great Hall

Chair Richard Wu

Opening remarks from the Feds President, Richard Wu

Agenda Items

<table>
<thead>
<tr>
<th>Topic</th>
<th>Action</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Approval of the Agenda</td>
<td>Decision</td>
</tr>
<tr>
<td>2. Approval of minutes from the March 2018 General Meeting</td>
<td>Decision</td>
</tr>
<tr>
<td>3. Receiving the Auditor’s Report</td>
<td>Information</td>
</tr>
<tr>
<td>4. Motion to Appoint the Auditors</td>
<td>Decision</td>
</tr>
<tr>
<td>5. Ratification of Bylaw Amendments</td>
<td>Decision</td>
</tr>
<tr>
<td>a. Recommended By-law Amendments Proposed by Task Force for General</td>
<td>Decision</td>
</tr>
<tr>
<td>Meeting Engagement</td>
<td></td>
</tr>
<tr>
<td>(Recommended for Adoption)</td>
<td></td>
</tr>
<tr>
<td>b. Voting Seats on Board of Directors – Amendments to Article 7:</td>
<td>Decision</td>
</tr>
<tr>
<td>Board of Directors (Recommended for Adoption)</td>
<td></td>
</tr>
<tr>
<td>6. Member Submitted Motions</td>
<td>Decision</td>
</tr>
<tr>
<td>a. Health &amp; Dental Plan and GRT UPass Eligibility</td>
<td></td>
</tr>
<tr>
<td>b. Budgets &amp; Appropriations</td>
<td></td>
</tr>
<tr>
<td>c. Commercial Services</td>
<td></td>
</tr>
<tr>
<td>d. Off-campus Shuttle Service</td>
<td>Information</td>
</tr>
<tr>
<td>e. Reducing University Student Fees</td>
<td>Information</td>
</tr>
<tr>
<td>7. Adjournment</td>
<td>Decision</td>
</tr>
</tbody>
</table>

*Under Article 5, section V: General Meetings of the by-laws of the Federation of Students, items 1-4 are required to remain in this order. Items 5-6, and all sub-items may be rearranged.
General Orders

1) Approval of the agenda
   
   **MOTION**

   **Be it resolved that** the General Assembly approves the agenda.

2) Approval of the March 2017 General Meeting Minutes
   
   **MOTION**

   **Be it resolved that** the General Assembly approves March 2018 General Meeting Minutes.

3) Receiving the Auditor’s Report
   
   **FOR INFORMATION**

4) Motion to Appoint the Auditors (Recommended for Adoption)
   
   **MOTION**

   **Be it resolved that** the General Assembly appoints MNP LLP as the Auditor for the 2018-2019 fiscal year.

5) Ratification of Bylaw Amendments

   a. **Recommended By-law Amendments Proposed by the Task Force for General Meeting Engagement (Recommended for Adoption)**
      
      **MOTION**

      **Be it resolved that** the Assembly ratifies the recommended bylaws amendments approved by the Board of Directors, as presented.
      **Be it further resolved that** the Assembly tasks the Students’ Council to amend existing Elections & Referenda procedures to encompass the spirit of “yes”/”no” votes for otherwise acclaimed candidates.

   b. **Voting Seats on Board of Directors — Amendments to Article 7: Board of Directors (Recommended for Adoption)**
      
      **MOTION**

      **Be it resolved that** that Assembly ratifies the recommended bylaw amendments approved by the Board of Directors, as presented.

6) Member Submitted Motions

   a. **Health & Dental Plan and GRT UPass Eligibility (No Opinion) (Dayla Dineen)**
      
      **MOTION**
Be it resolved that undergraduate students registered with a permanent disability and who are registered with a 40% course load be considered full-time students for the purposes of the Feds Health & Dental Plan and GRT UPass.

b. Budgets & Appropriations (Recommended for Adoption) (John Hunte)

MOTION

Be it resolved that the General Assembly adopts the resolution on Budgets & Appropriations, as presented.

c. Commercial Services (Recommended for Rejection) (Katherine Sebben, Rachel Jansen, Abby Dortmans)

MOTION

Be it resolved that the General Assembly adopts the resolution on Commercial Service Budgets, as presented.

d. Off-campus Shuttle Service (Safa Sohail)

FOR INFORMATION

e. Reducing University Student Fees (Martin Ma)

FOR INFORMATION

7) Adjournment
President Brieva: Calls the meeting to order.

CALL TO ORDER 12:34

Brieva: “The University of Waterloo is located on the traditional territory of Neutral, Aanishnabeg and Haudenosaunee peoples. The University of Waterloo is situated on the Haldimand tract, which is land promised and given to the Six Nations, which includes six miles on each side of the Grand River.”

1. Approval of the Agenda

Moved by Connor Plante, Seneca Velling
Motion adopted.

2. Approval of the Fall 2017 General Meeting Minutes

Moved by Jake Riesenkonig, Matthew Gerrits
Motion adopted.

3. Election of Board of Directors At-Large for Feds 2018-2019 Fiscal Year

Candidates running for At-Large include:

Michael Beauchemin: Current outgoing Vice President Operations and Finance for Engineering Society A and one of the VP Finance for Engineering Society B. Has a lot of experience in governance in Engineering Society and wishes to branch out to Feds. Has been sitting on Board of Directors as ex-officio member for Engineering Society for last 12 months.

Hannah Sesink: Wants to have a lasting impact at the University of Waterloo. Feds requires strong leadership to hold Feds accountable. Has experience in Federation Orientation committee and budgeted tens of thousands of dollars. As an OUSA delegate, she represents students and has knowledge and passion for students. Has knowledge of policies, procedures and bylaws.

Jacob Simons: Student in Mathematical Physics. Doesn’t have much experience in student government, but with what’s going on, it has been devoid of accountability and wishes to involve himself by running for a Board position.

Connor Plante: Experience representing students sitting on various committees such as co-op advisor committee, has represented undergraduates at 3 OUSA General Meetings, experience managing staff and budget working in Athletics department for 5 terms, and has completed a co-op in human resources department.
Tristan Potter representing Patricia Young who is not present: She is the current Vice President Education with Engineering Society. She offers a nuanced view of issues at hand and has experience with governance within the University.

Moved by Seneca Velling, Brian Schwan.
Motion passes.

(Outcome: Michael Beauchemin, Hannah Sesink, Jacob Simons, Connor Plante, and Patricia Young elected as the at-large Board of Directors for the Federation of Students 2018-2019 fiscal year).

4. Election of Board of Directors Council Seats for Feds 2018-2019 Fiscal Year

Seneca Velling: Current Deputy Speaker of Students’ Council for the past year as a Science councilor. Ran for Students’ Council because he saw room for improvement and is running for Board of Directors because as the organ of Feds that oversees how money is spent, and as the organ of Feds who oversees HR, Financial matters and legal matters, its important to be involved in multiple levels to make sure that reforms that he thinks is beneficial can be pushed through. Looks forward to being a voice of students on the Board of Directors.

Jill Knight speaking on behalf of Tomson Tran: Wants to continue to serve on Board of Directors. Has previously sat on Board for two terms. He is a current councilor and involved in many committees from internal funding committee to education advisory committee. Is currently involved in AHSUM, as Vice President Internal and wants to continue his experience and knowledge.

Moved by Brian Schwan, Savannah Richardson
Motion passes.

(Outcome: Seneca Velling and Tomson Tran elected for the Council seats on the Board of Directors for the Federation of Students 2018-2019 fiscal year)

5. Ratification of the 2018-2019 Feds Executive

Moved by Brian Schwan, Savannah Richardson

Debate the motion
Seneca: Not a single ballot was cast for the executive. Would like to refer this motion to a direct election so that ballots are cast for these executives. We are handing them the most powerful position and overseeing the student union and running the day-to-day operations. It is essentially we push this to a by-election so students can vote. Wants to refer to move the motion to the General Election.

Point of Information
Brian Schwan: Currently, I can’t say if we’re certain but from legal counsel in the past, if there are no oppositions, they are acclaimed. It doesn’t go to the by-elections because they’re acclaimed. Our bylaws govern our corporation and are technically binding to our corporation.

Tristan Potter: This may be out of order because our current motion is on the ratification of currently elected people because according to our bylaws, whether or not a vote took place, these are the current people we are ratifying. So referring it to a General Election is out of order. Potential action would be refusing to ratify, and in this case, it would be referred to Board as to what further action needs to be taken.

Seneca: I meant we refer ratification to the General Election, therefore we ratify via referendum than at this body. Under Roberts’s rules, as long it’s not a financial matter or other matter restricted from being referred, I’m suggesting we refer ratification to a referendum, not a general election.

Student: Considering the way the results of the election, I don’t want to waste more resources on a by-election.

Seneca: This should be referred to a referendum, but if referendum fails, we come back to a General Meeting. I move that we ratify via referendum

Antonio: Motion to refer to a referendum for ratification

Nickta Jowhari: This is not a personal attack on the individuals who have been acclaimed, but I genuinely agree with Seneca’s sentiments. The timing of the Feds election is very inconvenient for students as it’s so early in January. Now that this is towards the end of the term, this is a good opportunity to raise awareness for people to get involved and it’s a good idea. I don’t think it will waste Feds’ resources and student engagement is important.

Marcus Ibrahamovic: One of two things will happen on this referendum: either it will pass and nothing is changed or two, there’s no exec for next year. Everyone needs to take this into account, but if this fails, then what’s the plan?

Seneca: I would like member Clubine to speak to this.

Marcus: This is more of a formality to make sure people to vote for executives. But what happens if this fails? Do we have to reapply, reassign (executives)?

Antonio: This is a cross debate. This is out of order.

Tristan: To answer (Marcus) that question, if there is no executive, Board has authority to appoint executives if none are elected

Called to Question
Moved by Tristan Potter, Connor Plante
Motion passes.

Antonio: Back to member Velling’s original motion to refer to referendum
Motion fails.
Noted Abstentions: Matthew Gerrits

Back to main motion.
Motion passes.
Noted Abstentions: Seneca Velling, Rebecca George, Nickta Jowhari

(Outcome: Richard Wu as President, Savannah Richardson as VP Student Life, Kurt-James McMullin as VP Operations & Finance, and Matthew Gerrits as VP Education ratified as the Federation of Students 2018-2019 executive team).

6. Election of member(s) of Budget Committee

Candidates for the at-large seat:
Michael Beauchemin: Current VPOF for Engineering Society and incoming VP Finance for Engineering Society B. Has experience with budgets and funding proposals.

John Hunt: First year student, with not much experience, but with no other obligations, I can put a lot of my time into this. Has experience from past two years of being treasure in his high school.

Ballots are passed to students to vote for their preferred candidate for the at-large seat.

At-large seats to fill the Budget committee:
Connor Plante: Nothing new to say

Seneca Velling: Currently on budget committee as one of the council seats and will move to Board seat on budget committee so new councilor can take the council seat

Councilor seat to fill the Budget Committee:
Michael Beauchmin representing Katie Arnold who is currently the President in Engineering Society B. Has sat on Board of Directors for past year and has financial experience.

Elizabeth O’Sullivan: current councilor this year and next year has experience working with smaller budgets for Science Society

(Outcome: John Hunt fills the at-large seat, Seneca Velling and Connor Plante fill the Director seats, and Elizabeth O’Sullivan, fill the Councilor seat on the Budget Committee).

7. Ratify Bylaw Amendment
Moved by Seneca Velling, Katherine Sebben
Motion passes.

8. Feds Fee CPI Increase

Moved by Tristan Potter, Matthew Gerrits

Debate on motion:
Seneca: Proposes amendment that Board should look in areas where CPI is necessary especially where it affects the Feds Fee. Seneca does not want to move forward with amendment. Motion passes.

9. Orientation Fee CPI Increase

Moved by Connor Plante, Seneca Velling.
Motion passes.

10. 2018-2019 First-Year Orientation Fee Increase

Moved by Tristan Potter, Katherine Sebben

Point of Information:
Marcus Abramovitch: There are no incoming first year students who can vote on this fee increase for themselves. The problem with this is that we just increased it by CPI; there’s a not clear reason for increase to the fee. Is it the idea that it comes out of Feds?

Antonio: It moving the Feds fee and the budget to the first year orientation fee – it’s a transfer

Marcus: Will the Feds fee go down by $1.71?

Antonio: No.

Brian: The answer is no, it won’t go down. The organization, on an annual basis, was seeing increases in other areas, such as staff increases, along with other services and goods were trying to implement for clubs and societies. This money that is being transferred will be resourced towards more student services.

Marcus: It’s important to point out that we’re passing a lot of fees increases at this General Meeting, well in excess of 7%, which would double the fee every 10 years. Us as students are unhappy with the University increasing tuition. It’s very hypocritical for Feds to increase fees by 8% in one year.
Seneca: Feds fee is roughly $15

Point of Information:
Brian: Our organization wouldn’t be bringing forward minimum wage increases if minimum wage didn’t go up. We need to pay the staff that are here to serve the students, as well as support student groups, and that’s a part of this fee. They are not there for any other reason than legislation mandated an increase of 20% in 6 months.

Student: That motion isn’t clear on where the number was arrived at or what that goes towards. To compare it to minimum wage increase, we can understand where minimum wage has been increased and do some calculation on our own. I’m not sure where that number came from or what it’s going to be spent on.

Brian: This dollar amount/fee being proposed is currently being funded by the Feds fee to support the orientation department out of the operating Feds fee (this comes out of the President’s portfolio). The idea of this is its providing support to the orientation department for first year students and transition. Therefore, if we are providing services and goods for those students and other year students aren’t benefiting from that, then those fees should be encompassed into the first year’s orientation fee – this was the thought process.

Seneca: Generally, I support fee increases and orientation. Orientation is important and this goes without saying when it comes to CPI increases. While I understand that we should probably have a separate accounting mechanism for orientation, from the operating Feds budget, under the President’s portfolio, I can say this would probably clean things up a lot too, in terms of budget committee. It is a little bit concerning to me that we’re not just transferring that money, but we’re transferring it and raising it by $1.71 and we just adjusted CPI increase. I would rather see that we just transfer the money to an independent allocation, not under the President’s portfolio. I think more first years need to be a part of this conversation. We all took value for orientation, but why are paying for things that aren’t orientation.

Marcus: Would like to amend motion: Would like to decrease the Feds fee by $1.71 at the same time.

Brian: That’s not how it works. We need to do calculation to get an accurate number.

Antonio: amendment is to BIRT the General Meeting ratifies the 2018-2019 first-year Orientation fee increase by $1.71 to cover all current budget expenses under Feds’ Orientation department budget and defer to Board of Directors to make appropriate decrease for the Feds fee.

John: The question was asked if there are any first year students here to give input, and I fully support this fee increase because $1.71 on top of orientation fee is a drop in the bucket. Orientation is very important for first years.
Amendment to motion:
Moved by Maxwell Faulhammer, Seneca Velling

No debate on proposed amendment.
Moved to a vote.
117-8-0
Motion passes.

Voting on main motion: BIRT the General Meeting ratifies the 2018-2019 first-year Orientation fee increase by $1.71 to cover all current budget expenses under Feds’ Orientation department budget and defer to Board of Directors to make appropriate decrease for the Feds fee

Moved to a vote.
Motion passes

11. Feds Fee Increases to Account for Minimum Wage Increases

Moved by Brian Schwan, Matthew Gerrits

Debate on motion:
Brian Schwan: Proposes friendly amendment to motion:

BIRT the General Meeting ratifies that the Feds fee increases by $0.39 for the expected 2019 minimum wage increases to $15 per hour for non-commercial service units; and will come in effect in winter 2019 term, contingent upon approval by the provincial government.

Amended:
BIRT the General Meeting ratifies that the Feds fee increases up to $0.39 for the expected 2019 minimum wage increases to $15 per hour for non-commercial service units; and will come in effect in winter 2019 term, contingent upon approval by the provincial government.

Change the “by” to “up to” in case the Provincial Government changes the amount that minimum wage goes up in 2019 because it could not be $15 but could be $14.20 in 2019. If it does go higher than $15, we will not be able to increase the fee to cover those costs based off of this motion. So, it would be “up to” a maximum $0.39 in 2019.

Marcus: The fee increases for minimum wage should already be covered in CPI. The CPI increase is supposed to account for the inflation and rising costs of all…

Jarry Gu: Opposes the motion because the minimum wage will be reflected in the CPI. If you’re trying to increase CPI next year again, it’s a double increase. This shouldn’t be allowed. It’s not reflecting the price of products and services we’re buying
Brian: I agree in principle; that’s how CPI is supposed to work and that’s how minimum wage is supposed to work. But unfortunately, the amount that it jumped was much higher than CPI could cover off this year. From the $11.40 to later $14 in 6 months, then it goes to $15 a year later, which is aggressively high. Most provinces, who have implemented this, haven’t seen a minimum wage increase this high ever. So to reflect this, we have to account for drastic changes in the amount of money that we pay our students for the work that they do. I don’t think minimum wage or CPI increases were reflective of that in 2017.

Seneca: CPI lags one year behind the growth rate of everything else. In principles CPI doesn’t reflect this as its one year behind. The inflation, including minimum wage, should be covered in CPI but it will not be for this year because the mandated implementation timeline for minimum wage is during this year, and CPI increase to reflect next year will be one year behind what we’re currently at. So, we would be a year behind. We would be at a deficit to accommodate that. I would speak in favour of adjustments regarding the minimum wage.

Marcus: Feds increases the Feds fee by CPI regardless of minimum wage increases or not. Now they get to increase it by CPI no matter what and they get to increase every time minimum wage happens. That’s increasing the Feds fee disproportionately all the time. Students have continuously said that they are not okay with the increases happening all the time. It’s very hypocritical for Feds to go on and increase in every method. If you calculate just the Feds fee increases (not orientation), Fed’s is currently proposing an increase of 6.3% to their fee. The president of Feds this year was elected on the platform of introducing a method of predictability of fee increase. Lastly, the $0.39 fee hasn’t happened yet. We don’t know if it will happen; we’ll have a new premier in June…passing this is very preemptive and has a lack of respect for student money.

Point of information:

Brian: Legislation has passed for that increase in 2019; it was passed at the provincial government. It could very well change with the new government, but this is the legislation that we need to act on right now and that’s the best thing we have to be proactive.

Marcus: Students are paying this fee, not getting paid for this fee.

Matthew Gerrits: Speaks in favour of motion. When we’re talking about CPI, we’re talking about a basket of goods, labour not being one of those goods (labour increases are reflected in the amounts that come from labour of final products). We’re not recouping any of that money because these are non-commercial staff; this is service provision for students so it’s not double counting under CPI increase.

Seneca: Would like to add a friendly amendment. None of these fee increases will go into effect if the incoming government reverses legislation for the increase. That way it
addresses some of Marcus’ concerns that we’re just raising fees a year in advance. It also addresses the need that if these things adjust then it allows us to provide flexibility to continue to provide the same level of service without having to decrease expenditures for those services.

Brian: This clause is already there.

No further debate on this motion.
Motion taken to a vote
Motion passes.

12. Feds Fee Increase to Support the Implementation of a Racialized Student-Run Service

Antonio: The need for services designed to meet the trauma informed needs of racialized students on campus is not new. In November 2017, an article published by Vice News further highlighted the daily experiences and challenges of racialized students on campus, and our UW community’s continuing shortcomings in acknowledging their lived experience and meeting their needs. Although the federation of students believes that it is the university’s responsibility to address the unique challenges of all marginalized students on campus, as an organization, we feel it is time and our mission to meet those needs now until the university is able and willing to do so.

Since February 11th Council meeting, we have gone through a consultation process that represent racialized students to develop a research-informed proposal that ensures we are effectively meeting the needs of racialized lived experiences. Equity-seeking services are not unique to our organization. The proposed service for racialized students would join a list of equity-seeking services that have a proud, long and rich history in the organization, including: GLOW, Women’s Centre, the Food Bank, ICSN, SCI and MATES. A service for racialized students would allow Feds to become more intersectional in our service delivery approach. Other student associations in the province have created student-run services to meet the need of racialized and other marginalized groups on campus. Ryerson Students’ Union created funds and operates a student-run service called “Racialised Students’ Collective” that works with Ryerson’s community to eliminate racism and xenophobia both on and off campus through education and advocacy initiatives. This example shows there is a precedent set by these other student-led campus groups in post-secondary sector for student associations to have a role in addressing the needs of marginalized, racialized minorities on campus.

The mission of this student-run service is to address the unmet needs of racialized students on campus. However, this service is open to all undergraduate students to access and volunteer in. To prove the need for this service, we’re using national, provincial, and regional data because there is limited collection of race and other demographic data on campus and the broader post-secondary sector to understand the experience of racialized and other marginalized students on campus. The service’s advocacy and education pill
will advocate to the university to address this data need/gap to capture issues around representation, barriers to service, racial discrimination, the student experience of racialized students. Often times we look at our campus in isolation from the broader community it operates within, and from the broader society it recruits from to convince ourselves that the problems and injustices don’t exist here. However, according to statistics Canada, the tri-city region (K-W, Cambridge) ranks 3rd out of 34 census metropolitan areas for the highest reported rate of race-related hate crimes in Canada. These incidents are definitely also happening to racialized students on campus and in the broader community, which they are expected to call home for the next 4-6 years of their lives, and having negative effects.

A trauma-informed approach recognized the term ‘minority stress’ which refers to personal stress from the experience and internalization of discrimination. The stress affects student’s satisfaction, level of isolation and overall experience with campus. Therefore, this service would be part of our efforts to address the broader learning environment through a racialized lens, which refers to elements and activities that place outside the classroom (spaces, clubs, services, and societies that determine and help encourage overall student success) that can be enhanced and created to eliminate barriers preventing racialized students’ sense of belonging and success. The service’s peer-to-peer service-delivery pillar will look to address the need for access to peer-to-peer support services to address how racialized students are disproportionately and uniquely affected by mental health concerns and illness.

Recommendation #28 of the President’s Advisory Committee on Student Mental Health showcases the research that highlights the real need to increase mental health service supports (including peer-to-peer support services, which is Recommendation #10) for marginalized and disproportionately affected (explicitly stated racialized students). Considering University of Waterloo’s international, undergraduate student population is at around 20%, the need for this service will only continue to grow when we look at the intersection of international students and racialization.

Jill Knight: I’m here to speak to the “BIRT the General Meeting ratifies that the Feds fee increases by $1.00 to expand operational capacity to manage all non-commercial student-run services.” I wanted to bring this to your attention that within the past 5 years, Feds has on boarded 5 services, this one being 6. I’m here to bring light to the idea that the goal of the staff member is to continue to uphold the level of support for these student-run services. Our service manager currently oversees 21-24 student coordinators in a term; we want to uphold this level of leadership. The service manager meets with the service coordinators on a weekly basis, with the additional staff member. This would obviously compliment the on-boarding of a new service but it’s important to note that this will also be a huge benefit to our current run student services that we operate. With the staff member, it would allow for a higher level strategic and more proactive conversation support to happen. I’d also like to note that we will be working with the Board to create the job description and the development and approval of this position.

Moved by Ola Idris, Ethan Kandler
Point of information

Cosmin Jerja: Seeking clarification on the exact nature and incidents and complaints used to justify this service fee. Because if I were to look at the UW police report in 2017 I wouldn’t find a single incident of hate crime being committed on campus.

Antonio: Statistics Canada data is regional, which includes all tri-city areas. There is a data gap on campus reporting mechanisms and that’s why we don’t have an accurate portrayal of what’s happening on campus. It’s not something we can look at our campus in isolation.

Seneca: Speaks in support of this motion. It is something that needs to be looked into a lot more on campus. Until a few days ago, I did not realize that this municipality/region had the third highest rate of hate crime…we have a problem and we need to address it. I would like to hear from students that are affected by these problems. There is a motion coming to Students’ Council of a service creation proposal and this proposal will get voted on at Council. So I want to make it very clear that we are not voting to approve the service, we are voting to allocate funds for the service. Council, at the end of the day, will control whether or not this service gets created. Any fee increases tied to this should be contingent on Council’s approval because your fees shouldn’t go up if Council says no. That being said, I promise you I will be voting yes to Council if the proposal that is provided is thorough and shows demonstration of need, which I think there definitely is.

Elisa Umuhoza: Hi my name is Elisa, and I’m a fourth year student in the Peace and Conflicts Studies program

Victoria Rodney: And my name is Victoria, I’m a second year student in the Health Studies program. First and foremost, thank you all for being here. We are happy to be here with you today to vote on such an important issue, and express how invaluable your presence is. Today marks an opportunity to use the power that we wield as students to make the University of Waterloo better. Many have asked why a racialized service is necessary and why should all students ‘pay’ for it. It is often forgotten that racism is an interactive process. While there tends to be a set group of people that experiences acts of racism, there are also active perpetrators, albeit sometimes unintentionally. Many of us have had experiences where our presence on this campus has been speculated about and questioned, just two weeks ago some students accusingly asked “if we even go here” while we rehearsed for Cultural Caravan in the St. Jerome’s residence. For this reason, it is necessary to acknowledge that racism is not the responsibility of only one group of people, but an entire community, and we should all be invested in making not only this campus, but our Canada better for everyone.

Another frequently asked question regarding this service is if it is exclusively for black students. This could not be further from the truth. This service will exist for all people, but specifically for all racial minority groups. This will be a space that will be used to foster open and educational dialogue on race and racism, address experiences of
discrimination, and to simply promote positivity, which is exactly what this campus needs!

A point which has been often brought up has been why this service is needed, what has triggered students to suddenly demand support, where is this racism that people speak of. We can only truly speak on behalf of our community, but without a doubt our experiences are not limited. This semester alone, we cannot put a number to the number of times members of our community have had the “N” word hurled at them, just this year a first year was walking home to REV in the evening and two students did just that before quickly shutting their curtains after they were spotted.

Elisa: Just this past weekend another Black student and his friends were repeatedly called the “N” word, but this time in broad daylight. I guess the excuse would be that the boy was drunk? But that was not the impression made on our friend. And let’s not forget the house on Austin which was spray-painted with the “N” word just two years ago. The list unfortunately doesn’t end here, and these are all recent incidents. Last year another student had to sit through a class when the professor made the unfortunate statement that she would “love to own a slave”, and after everyone uncomfortably turned to the only Black student, the professor corrected herself, “oh I mean a white slave”; as though slavery was okay to begin with. On top of this, there have been numerous acts of xenophobia directed towards our fellow Muslim students.

You see, these experiences are not few and far in between, they happen more often than many on this campus think. And the thing about racism is that you never really know it exists until you’re the recipient of it. Almost every one of us present has a similar story, maybe a couple. But we stand here today to say “Yes, racism exists” and “Yes” you can make a difference on this campus. We simply want to have a space that can assist students who need support in dealing with the anger, frustration, and lingering emotions which come as a result of these experiences. With your support, and 20 cents, we can do that. And it must be said that this isn’t simply about the money, the mere existence of this service will act as a symbol and reminder that hate will not be tolerated on this campus, and ignorance can no longer serve as an excuse.

Today is a day to be proud of, because the least that this day proves is that not only are we willing to hear of the concerns of our fellow students, but we have endeavored to do something about it. We stand here today because we refuse to believe the notion that our student population is uncaring and apathetic to all matters besides academics. The sheer number of voters and proxy holders present today proves just the opposite. Whether this service passes today or not, we are proud to have brought our cause this far and spread awareness on our campus. Let us endeavor to be the change we want to see on this campus, and not allow our pursuits to be mere dreams.

Vote to call to question:
Moved by Patrick Milanson, Amna El Shatshat

Patrick withdraws calling to question.
Friendly amendment: BIRT the General Meeting ratifies that the Feds fee increases by $0.20 to support the implementation of a racialized student-run service contingent on Council approval of the proposal of the student-run service.

Antonio: Today we are approving the fee increase associating with funding this service. The creation of student run service falls under purview of Council (it’s a formality in terms of power and the way it’s delegated). The proposal has to go to council and must be voted on next council meeting, which will be happening on March 25 2018.

Member student: People have a habit of saying they support something but when it comes time to show support financially, they withdraw. The $0.20 and $1.00 increase is such little money. I’ve seen you all at Tim Hortons buying an artery-clogging donut and coffee full of sugar and cow products and as someone who has felt unsafe on this campus and has been attacked on this campus, and for the person that there are no statistics, yes there is a data gap. If you want to know how many black students there are on average in Canadian universities, you cannot find that number because race and ethnicity (and Indigenous issues) are swept under the rug. As a bi-sexual, I go to the GLOW centre and the Women’s Centre all the time and those resources have saved my life and improved my life and have helped my friends around me. I am disappointed and disgusted that a school that says they care about meeting these needs…wasn’t able to point to anyone on campus (for Nigerian friend), which is a problem in itself. [I am] not a professional, I have no degree race relations or peer support or mental health. I just have my personal experience, and it is a god damn fucking shame that I was the best resource that she had…we cannot say that we are on top of innovation when I don’t feel safe in the math building when I hear some white dude on the sixth floor with some dreadlocks and no sandals talking about the “N” word and nothing good has come out of Africa. Racism is so engrained into our society. It’s so hard to see it…it’s a shame that our school has no board, no committee, nothing that problems as small as that (Chinese remainder theorem example instead of Sunzi’s theorem) can be directed to; that problems that my friend feeling home sick can go to, or like me being attacked by xenophobic women on the way to St. Jacob’s market can be reported to and have the police take seriously…there’s all these tiers involving race and ethnicity and black and Indigenous issues and people of colour, and there’s no one at this school trained to handle that, is inappropriate. None of us are in that need of a $1.00 or $0.20 and the things that could come from this small thing and the resources that can come from that are priceless and overdue.

Antonio: Back to main motion. But because amendment was friendly it does not need to be voted on.

BIRT the General Meeting ratifies that the Feds fee increases by $0.20 to support the implementation of a racialized student-run service; and

BIRT the General Meeting ratifies that the Feds fee increases by $1.00 to expand operational capacity to manage all non-commercial student-run services.
Motion passes.

13. General Meeting Task Force: Update on Findings

Antonio: This is a follow-up from our last General Meeting.

Matthew Gerrits: Last General Meeting voted to discuss engagement at General Meeting. Asked to explore number of items with how GM’s work, process of electronic voting, and relationship between GM and Council. We have no concluded our work. We are exploring how to have AGMs to a meeting of council delegates (have council deal with financial and other such issues). We would move to having a town hall but without voting but rather having input so your councilors can vote in actual meeting of delegates model. Under this model, it would eliminate need for electronic voting at GM’s so at this point, we’re not exploring this – moving towards council engagement (meeting of the delegates).

Matthew: Question if we’re voting on this right now. We are not voting on this right now; it’s just an interim report. Any changes to bylaws need to be implemented at GM. You can’t directly vote on matters brought forth to General Meeting but would be delegated to councilors.

Point of information
Seneca: if students did not like this, you can still requisition at General Meeting.

14. Board of Director’s Executive Compensation Update

AJ Wray, Chair of the Board provides GM with an update: The last GM, there was motion to cut executive salaries; the motion did fail. But Board recognized the concerns of students, conducted a salary review. We did not engage with HR at this stage, as they’re currently backlogged with job descriptions to review, as a part of the minimum wage increase. We will engage with them next year. However, Board undertook own activity based analysis of executive, and what we returned with those numbers, our salaries are in line with what they currently are (viewed Statistics Canada). Stay tuned. The results of this report will be made public.

ADJOURNMENT 2:23
Moved by Tristan Potter, Brian Schwan
CONTENTS

ARTICLE 1. INTERPRETATION 4
SECTION 1. DEFINITIONS 4
SECTION 2. LANGUAGE 5
SECTION 3. PARLIAMENTARY AUTHORITY 5
SECTION 4. RESOLUTION OF CONFLICTS 5

ARTICLE 2. HEAD OFFICE 6
SECTION 1. LOCATION 6

ARTICLE 3. MEMBERSHIP 7
SECTION 1. FULL MEMBERSHIP 7
SECTION 2. FULL-TIME STAFF MEMBERSHIP 7
SECTION 3. HONORARY MEMBERSHIP 8
SECTION 4. SOCIAL MEMBERSHIP 8

ARTICLE 4. DUES 9
SECTION 1. COLLECTION 9
SECTION 2. CHANGES 9

ARTICLE 5. GENERAL MEETINGS 10
SECTION 1. TIMING 10
SECTION 2. NOTICE 10
SECTION 3. PROPOSALS 11
SECTION 4. QUORUM OF MEMBERS 11
SECTION 5. VOTING OF MEMBERS 11
SECTION 6. AGENDA 12

ARTICLE SIX: REQUISITIONS 13
SECTION 1. CONDITIONS 13

ARTICLE SEVEN: BOARD OF DIRECTORS 14
SECTION 1. PURPOSE 14
SECTION 2. MEMBERSHIP 14
SECTION 3. TERM OF OFFICE 14
SECTION 4. QUORUM 14
SECTION 3. EXECUTION OF DOCUMENTS

SECTION 4. DEPOSIT OF SECURITIES FOR SAFEKEEPING

SECTION 5. BORROWING

ARTICLE THIRTEEN: MEMBERSHIP IN EXTERNAL POLITICAL ORGANIZATIONS

SECTION 1. MEMBERSHIPS

SECTION 2. CONDITIONS

ARTICLE FOURTEEN: AMENDMENTS

ARTICLE FIFTEEN: INTRODUCTION

SECTION 1. CLAUSE

REVISION HISTORY

1. These bylaws approved by the Board of Directors on April 18, 2017. [Effective Date: Ratification]
2. Article 5.4 Amended by the Board of Directors on April 25, 2017

Ratified by the General Meeting on October 24, 2017.

DISCLAIMER: THESE BYLAWS ARE OF NO FORCE OR EFFECT UNTIL RATIFIED BY A GENERAL MEETING, PURSUANT TO THE OUTCOME OF THE ANNUAL MEETING ON MARCH 29, 2017 IN LIGHT OF SECTION 129(2) OF THE ONTARIO CORPORATIONS ACT, R.S.O. 1990 c. C.38. THE OLD BYLAWS OF THE CORPORATION, AND ANY APPLICABLE AMENDMENTS THERETO APPROVED BY THE BOARD, SHALL CONTINUE TO CARRY FORCE UNTIL THESE BYLAWS ARE RATIFIED.
ARTICLE 1. INTERPRETATION

SECTION 1. DEFINITIONS

(1) For the purposes of these bylaws and all other bylaws of the Federation of Students, unless the context requires otherwise:

(2) “The Corporation” shall mean the corporation of the Federation of Students, University of Waterloo;

(3) “Federation of Students” shall mean the corporation of the Federation of Students, University of Waterloo;

(4) “Procedure” shall mean the governing and operational rules of the Corporation, including special rules of order;

(5) “Policy” shall mean a document setting out the beliefs of the Corporation;

(6) “Society” shall mean those student groups recognized by the Corporation that officially represent the the interests of undergraduate students within, and to, their faculty, the university, and community at large;

(7) “Board of Directors (Board)” as defined in Article 7.1(1);

(8) “Director” shall mean a member of the Board of Directors of the Corporation;

(9) “Students’ Council (Council)” as defined in Article 8.1(1);

(10) “Council of Delegates” shall mean a special session of Students’ Council as defined in Article 8.10;

(11) “Councillor” shall mean a voting member of Students’ Council of the Corporation, and a delegate under §130 of the Act;

(12) “Executive” shall mean the President and Vice Presidents of the Corporation;

(13) “President” shall mean the Chief Executive Officer of the Corporation;

(14) “Clubs” shall mean those student groups gathered together with the intent of fulfilling a specific mandate, that have completed the sanctioning process outlined in the procedures officially recognized by the Federation of Students, and have been formally recognized by the Federation of Students;

(15) “Services” shall mean those non-revenue generating operations provided by the Corporation to its membership;

(16) “Commercial Services” shall mean those revenue generating operations provided by the Corporation to its membership;

(17) “Commissions” shall mean those groups of one or more volunteers and part-time staff who undertake specific projects under the supervision of an Executive;

(18) “Standing Committees” shall mean those bodies struck by either the Board of Directors or Students’ Council whose mandate is continuous;

(19) “Committees” shall mean those bodies struck by either the Board of Directors or Students’ Council to fulfill a specific mandate in a finite period of time;

(20) “University of Waterloo” shall mean the academic institution and the Corporation of the University of Waterloo, in the City of Waterloo, in the Province of Ontario and its satellite campuses and locations;
“Requisition” shall mean a written request by two thousand nine hundred (2900) or ten (10) percent, whichever is fewer, voting members of the Corporation to accept, reject, or decide between particular proposals;

“General Meeting” shall mean a meeting of the members of the Corporation and may be the annual meeting of the Corporation for the purposes of the Act, or any other meeting of the members;

“Student” shall mean an undergraduate student of the University of Waterloo;

“The Act” shall mean the statute of Ontario governing the incorporation of the Federation: The Ontario Corporations Act, 1990; or a successor thereto, as applicable;

“Year” and “fiscal year” shall mean May 1 to April 30;

“Business Day” shall mean a day in which the Corporation’s Head Office is open;

“External Political Organization” shall be defined as an organization that engages in lobbying or advocacy activities on behalf of post-secondary students to any level of government.

SECTION 2. LANGUAGE

(1) Words importing the singular number shall include the plural number, as the case may be, and vice-versa, and references to persons shall include firms and corporations.

SECTION 3. PARLIAMENTARY AUTHORITY

(1) The rules contained in the current edition of Robert’s Rules of Order shall govern the Corporation in all cases to which they are applicable and in which they are consistent with the law, the bylaws, and any special rules of order the Corporation may adopt.

(2) At no time may any part of these bylaws be suspended, unless the part being suspended specifically provides for such action.

SECTION 4. RESOLUTION OF CONFLICTS

(1) In the event of a conflict between the Corporation’s governing documents, preference shall be assigned to each type of document from most to least significant as follows:


b) The Bylaws;

c) The Procedures;

d) The Parliamentary Authority.

(2) To the fullest possible extent, the governing documents of the Corporation will be interpreted and implemented with a view to upholding the Federation of Students’ policies.
ARTICLE 2. HEAD OFFICE

SECTION 1. LOCATION

(1) The Head Office of the Corporation shall be in the City of Waterloo, in the Province of Ontario, at such place therein as the Board of Directors may determine.
ARTICLE 3. MEMBERSHIP

SECTION 1. FULL MEMBERSHIP

(1) The full membership of the Corporation shall consist of:
   a) Each undergraduate student currently registered at the University of Waterloo;
   b) Each undergraduate student currently registered in a co-operative work term;
   c) Each person who was an undergraduate student in the previous term who has not withdrawn or graduated; and,
   d) The Executive of the Corporation.

(2) Notwithstanding the above, an individual expelled as a result of disciplinary action, is not a full member.

(3) An undergraduate student of the University of Waterloo who, for reasons of conscience, does not wish to be a member of the Corporation, may signify this to the Board of Directors in writing, and will cease to be a member upon receipt of this notice by the Board.

(4) Full members may:
   a) Vote in elections, referenda, and general meetings of the Corporation;
   b) Sign petitions of the Corporation;
   c) Nominate a candidate for election to the position of Councillor, Director, or Executive of the Corporation;
   d) Stand as a candidate for election to the position of Councillor, Director, or Executive of the Corporation; and,
   e) Sit on any Committees of the Corporation.
   f) Full members enjoy the rights and privileges of social membership.

Section 2. FULL-TIME STAFF MEMBERSHIP

(1) The full-time staff membership of the Corporation shall consist of all salaried employees of the Corporation who are hired to work a minimum of thirty-five (35) hours a week for at least twelve (12) months.

(2) Full-time staff may, unless otherwise specified in the procedures or bylaws of the Corporation:
   a) Vote in elections and general meetings of the Corporation;
   b) Nominate a candidate for election to the position of Director of the Corporation.

(3) Full-time staff enjoy the rights and privileges of social membership.

SECTION 3. HONORARY MEMBERSHIP

(1) The honorary membership of the Corporation shall consist of:
   a) Each individual or group awarded honorary membership by a two-thirds (2/3) vote of a General Meeting or the Council of Delegates, in recognition
of outstanding service to the Corporation and/or the University of Waterloo.

(2) An honorary membership is valid for the life of the Corporation. Honorary members shall enjoy the rights and privileges of social membership.

(3) Honorary members are not members for the purposes of the Act.

SECTION 4. SOCIAL MEMBERSHIP

(1) The social membership of the Corporation shall consist of individuals from the following groups who have paid the Federation of Students fee to the Corporation:
   a) Each student currently registered at the University of Waterloo;
   b) Each faculty member currently registered at the University of Waterloo;
   c) Each staff member of the Corporation;
   d) Each staff member of the University of Waterloo;
   e) All alumnus of the University of Waterloo; and
   f) All past Executive of the Corporation.

(2) Social members may:
   a) Participate in the social activities of the Corporation;
   b) Join Clubs recognized by the Corporation;
   c) Use or volunteer with Services or Commissions of the Corporation.

(3) Social members are not members for the purposes of the Act.
ARTICLE 4. DUES

SECTION 1. COLLECTION

(1) The Corporation shall enter into agreement with the University of Waterloo, in order that a Federation of Students’ fee may be collected by the University from each undergraduate 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.

(2) The fee assessed to part-time students shall be 30% of that assessed to full-time students.

(3) Payment of the Federation of Students fee is compulsory for all undergraduate students of the University of Waterloo, and may not be refunded.

SECTION 2. CHANGES

(1) Changes to the Federation of Students fee levied to undergraduate students by the Federation of Students in an amount less than or equal to the annual increases of Consumer Price Index of Canada (according to Statistics Canada for the calendar year immediately previous) and 2% in addition shall be subject to ratification by the Council of Delegates or by a General Meeting of the Corporation; and Changes to the Federation of Students fee levied to undergraduate students by the Federation of Students in an amount exceeding the annual increases of Consumer Price Index of Canada (according to Statistics Canada for the calendar year immediately previous) and 2% in addition shall be subject to ratification by Referendum or by a General Meeting of the Corporation. No specific increment to member dues rejected by Referenda shall be added to the orders of a requisitioned General Meeting of the Corporation within one (1) calendar year of such.

(2) Annual increases of a percentage increment equal or less than the increase in the Consumer Price Index of Canada (according to Statistics Canada for the calendar year immediately previous) and other changes appearing in the orders of business for the Council of Delegates or a General Meeting shall be ratified by separate motions.

(3) All changes to fees shall take effect for the academic term starting nearest to September 1, unless permission is sought from and granted by the University of Waterloo Board of Governors or the Vice President, Operations and Finance or equivalent of the University of Waterloo.
ARTICLE 5. GENERAL MEETINGS

SECTION 1. TIMING

(1) General Meetings of members shall be held in the Region of Waterloo, at such a location as the Board of Directors may determine.

(2) One (1) General Meeting must be held in the Fall academic term before November 30, and in the Winter academic term before March 30 of each year.

(3) If the Council of Delegates cannot meet, a General Meeting must be held to receive the financial statement and report of the auditor must be presented at the Fall General Meeting each year.

(4) For the purposes of the Act, the Fall General Meeting shall be considered the Annual Meeting of the Corporation.

(5) If the Council of Delegates cannot meet, a General Meeting must be held for the ratification of Executives, and election of the Board of Directors must be presented at a Winter General Meeting.

(6) A Special General Meeting may be called by any of the following:
   a) A requisition as defined in Article 1.1(20);
   b) Students’ Council;
   c) The President; or
   d) The Board of Directors.

(7) A call for a Special General meeting must include the general nature of the business to be presented at the meeting.

(8) The Board of Directors shall call a Special General Meeting within twenty-one (21) business days of the receipt of the requisition at the head office of the Corporation.

SECTION 2. NOTICE

(1) The Initial Notice of a General Meeting must be given no less than twenty (20) business days before the meeting via a method(s) determined by the Board to reach the entirety of the membership.

(2) The Initial Notice shall specify the date, time, and location of the meeting, as well as the deadline for the submission of proposals for consideration at the meeting.

(3) The deadline for the submission of proposals shall be at least five (5) business days after the date of the Initial Notice.

(4) Following the deadline for the submission of proposals, and after the Board has determined the business to be transacted at the meeting, a Second Notice shall be circulated to members by at least the same means as the Initial Notice, listing the business to be transacted, including the exact text of all motions to be considered.

(5) The Second Notice shall be given to all members no fewer than ten (10) business days before the meeting.
SECTION 3. PROPOSALS

(1) A member entitled to vote at an annual meeting of the members may give the Corporation notice of any matter, referred to as a “proposal,” that the member proposes to raise at the meeting.

(2) The Board shall include proposals submitted by voting members in the Second Notice of a meeting in accordance with the Act.

(3) Exempting bylaw amendments, the Board shall not refuse to include a member’s proposal that does not contravene these bylaws, provided:
   a) That the proposal was submitted before the deadline given in the Initial Notice; and,
   b) That no similar proposal was voted on at a General Meeting less than one (1) year prior to the deadline for the submission of proposals.

(4) The Board shall include only those proposed bylaw amendments that have received approval in accordance with Article 14.1(1) of these bylaws.

(5) Only business included in the Second Notice shall be transacted at the meetings. All amendments proposed at the meeting must be within the scope of the original motion.

SECTION 4. QUORUM OF MEMBERS

(1) A quorum for the transaction of business at any meeting of members shall consist of at least two hundred (200) voting members present in person or represented by proxy.

SECTION 5. VOTING OF MEMBERS

(1) Each voting member of the Corporation shall at all meetings be entitled to one (1) vote cast by physical or electronic ballot.

(2) A voting member may appoint any individual to vote by proxy on their behalf, in accordance with Section 84 of the Act, subject to the following conditions:
   a) Proxies shall be executed in writing or electronically, and shall contain the signatures or the electronic equivalents and the student’s identification number, if applicable, of the proxy holder, as well as any restrictions placed upon the proxy holder;
   b) No individual, who is not a Councillor, may hold more than one (1) proxy;
   c) Councillors may hold more than one (1) but fewer than thirty-one (31) proxies, from individuals of the same constituency;
   d) Proxies to be used at a General Meeting may be deposited at the Head Office of the Corporation in writing or submitted electronically no fewer than twenty-four (24) hours prior to the start of the meeting, or at the end of the last business day prior to the day on which the meeting is to take place, whichever is first;
   e) The validity of each proxy shall be verified by the President, or a suitable designate; and,
   f) All verified proxies shall be available for examination by any member of the Corporation.
(3) Directors shall be elected by the Council of Delegates or by a General Meeting of the Corporation. If a General Meeting of the Corporation is called to elect Directors, voting shall be conducted by secret ballot, unless all nominees can be acclaimed to the available positions.

SECTION 6. AGENDA

(1) The following ordered list of items, as applicable, shall be the fixed order of the agenda for all General Meetings, unless otherwise specified by the Board of Directors:
   a) Call to Order
   b) Comments from the Chair
   c) Approval of the Agenda
   d) Approval of the Minutes
   e) Receiving the Auditor’s Report and Financial Statements
   f) Motion to Appoint the Auditors
   g) Election of the Board of Directors
   h) Ratification of Elections and Referenda Results
   i) Other Agenda Items
ARTICLE SIX: REQUISITIONS

SECTION 1. CONDITIONS

(1) Requisitions for general meetings, or for any other applicable business specified in these bylaws or by the Procedures of the Corporation, will be submitted in writing at the Head Office of the Corporation or electronically.

(2) No requisition for a Special General Meeting shall be accepted if the proposed business to be transacted has been voted on at another General Meeting within one (1) year.

(3) The President, or a suitable designate, shall verify the validity of the requisition and of each signature.

(4) If requests are received at the same time for more than one kind of decision-making procedure pertaining to the same item of business, a petition for a Special General Meeting shall take precedence over all other submissions.
ARTICLE SEVEN: BOARD OF DIRECTORS

SECTION 1. PURPOSE
(1) The Board of Directors shall primarily discuss and make operational management decisions relating to the legal, financial, human resources, high-level organizational strategy and long-range planning of the Federation of Students.

SECTION 2. MEMBERSHIP
(1) The Board of Directors shall consist of:
   a) The four (4) Executive;
   b) Two (2) members elected as Councillors of Students’ Council; and,
   c) Five (5) other full members of the Corporation.
(2) The General Manager shall sit as a non-voting resource member of the Board.
(3) All Directors, other than the Executive, shall be elected by the Council of Delegates, or if the Council of Delegates is unable by ranked ballot at a General Meeting to hold office for the subsequent fiscal year.
(4) No individual may hold multiple seats on the Board.
(5) In accordance with the Act, all Directors must be at least eighteen (18) years of age and not bankrupt.
(6) In the event of a vacancy among the elected Directors, including due to failure of the Council of Delegates or the Winter General Meeting to elect a full seven (7) Directors, the Board of Directors may appoint a qualified member to fill the vacancy.
(7) Vacancies that occur prior to the Fall General Meeting will be appointed by the Board only until the Council of Delegates or Fall General Meeting elects a qualified member to serve for the remainder of the fiscal year. Vacancies of Council Directors may only be elected by the Council of Delegates.

SECTION 3. TERM OF OFFICE
(1) Each Director shall hold office for one (1) year or until their successor is duly elected.

SECTION 4. QUORUM
(1) Quorum is a simple majority of the voting members of the Board.

SECTION 5. MEETINGS
(1) Regular meetings of the Board shall occur at least monthly at a date, time, and place determined by the Board or the Chair of the Board. Notice for regular meetings shall be given at least ten (10) days in advance.
(2) A special or emergency meeting of the Board may be called for any sufficiently urgent purpose, by:
   a) The Chair of the Board;
   b) Any one (1) Executive;
c) Any three (3) members of the Board; or,

d) A resolution of the Board.

(3) Notice for special meetings must be given to all members no less than three (3) days in advance, and must state the general purpose of the business to be transacted.

(4) Notice for emergency meetings must be given to all members no less than one (1) day in advance, and shall include all items of business to be transacted, including the exact text of any resolution to be voted on.

(5) Normally, no special meeting will be held to conduct business that may be postponed until a regular meeting, and no emergency meeting will be held where a special or regular meeting would be sufficient.

(6) A meeting may be held without notice if every absent Director provides written consent.

(7) Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may determine.

(8) Unless authorized in advance by the Board, no special or emergency meeting may be held outside the Region of Waterloo.

SECTION 6. POWERS

(1) The Board of Directors of the Corporation shall manage the affairs of the Corporation and shall make or shall 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 other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise or do.

(2) Without in any way derogating from the foregoing, the Board of Directors is 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.

(3) The Board of Directors is expressly further empowered to:

a) Approve the annual budgets of the Corporation;

b) Review the finances of the Corporation, including the annual audit;

c) Oversee the Executive and all other Officers of the Corporation in the execution of their duties;

d) Oversee the strategic direction of the Corporation;

e) Determine the dates of the Fall and Winter General Meetings;

f) Call special Council of Delegates meetings;

g) Establish the staff structure and the human resources procedures of the Corporation;

h) Establish such committees and procedures as are necessary for the effective execution of its duties.
Each Director shall have the right to view, upon request, any internal document or communication relating to the affairs of the Corporation, subject to any procedures the Board may establish in facilitating this process.

SECTION 7. DUTIES

(1) Directors must familiarize themselves with the Act, the letters patent, agreements with the University, these bylaws, and the Policies and Procedures of the Corporation.

(2) Directors must perform all duties attributed to them in the Act, elsewhere in these bylaws, and within the procedures of the Corporation.

(3) Directors shall, to a reasonable extent, respect and uphold the Policies of the Corporation in the execution of their duties.

(4) Directors are expected to attend all Board meetings, and actively participate in all proceedings.

(5) The Board of Directors must consider all recommendations made by Council. Any decisions made by the Council of Delegates, that are in compliance with the Act, shall be considered binding on the Federation of Students.

SECTION 8. REMUNERATION OF DIRECTORS

(1) Directors shall not receive monetary remuneration, excluding discounts, for serving as such, though they may receive remuneration for serving as officers or employees or in other capacities.

SECTION 9. REMOVAL OF DIRECTORS

(1) In accordance with Section 127.2 of the Act, any Director, excluding an Executive, may be removed from office by a majority of votes cast at a General Meeting, provided the proposal for the Director’s removal was submitted in accordance with the requirements for the submission of proposals specified by these bylaws in Article 5.3(1).

(2) Following the successful removal of a Director, the General Meeting may, by majority vote, elect a new Director to fill the vacant seat.

(3) Without in any way derogating from the foregoing, in accordance with Section 127.2 of the Act, the Council of Delegates may elect to remove a director from office according to their station:

   a. Directors, other than the Executive, may be removed from office by a majority of votes cast in the affirmative.
      i. Following the successful removal of a Council Director, the Students’ Council, by majority vote, may elect a new Director to fill the vacant seat from amongst their membership.

   b. Any Executive may be removed from office by Council, solely at the recommendation of the Board of Directors, with a three-quarters (3/4) majority vote in the affirmative. In which case, the Board of Directors may appoint an executive *pro tempore* to fill the role, or may leave the role vacant dividing the responsibilities thereof amongst the Directors as it deems necessary, until such time as a by-election is called by Council.
(4) All votes to remove Directors shall take place by secret ballot. The Board may establish additional procedures to regulate the process by which a removal motion is debated at a General Meeting.
ARTICLE EIGHT: STUDENTS’ COUNCIL

SECTION 1. PURPOSE

(1) The purpose of Students’ Council is to represent the full members of the Corporation through the general oversight of the Federation of Students’ Executives and Board of Directors, to determine member priorities with respect to the expenditure of dues, and to establish the Policies of the Corporation.

(2) Students' Council shall be considered an assembly of delegates imbued with powers of General Meetings of the Corporation, in accordance with Section 130 of the Act, with limitations prescribed herein.

SECTION 2. MEMBERSHIP

(1) Voting members shall include the Executive, Councillors from each constituency, and the president, or designate selected in accordance with Procedure, from each constituency Society, provided that no two voting society representatives on Council are representing the same constituency.

(2) The President shall be the presiding officer of the Council and accordingly shall have no vote, unless the Council be equally divided. The President shall serve as presiding officer until such time as Council elects a Speaker.

(3) The Secretary of the Corporation, determined by the Board of Directors, shall be the recording secretary of the Council, until such time as Council elects a Secretary.

(4) No individual may hold multiple seats on Council.

(5) Non-voting members shall be:
   a) The Chair of the Board.

SECTION 3. CONSTITUENCIES

(1) The constituencies of Students’ Council are:
   a) Faculty of Applied Health Sciences
   b) Faculty of Arts
   c) Faculty of Engineering
   d) Faculty of Environment
   e) Faculty of Mathematics
   f) Faculty of Science
   g) Cambridge Campus
   h) Kitchener Campus
   i) Stratford Campus
   j) St. Jerome’s University
   k) Renison University

(2) The distribution of voting seats, not including student society presidents, among constituencies on Students’ Council shall be allotted by the Board of Directors in accordance with the following formula:
a) Each constituency shall have \((25 \times (C/N) + 0.5)\) voting seats, where \(C\) is the number of voting members of that constituency, and \(N\) is the total voting membership of the Corporation;

b) In the event the formula produces a fractional number of seats, the number of seats will be rounded to the nearest whole number; and,

c) A constituency that fails to reach a rounded product of one \((1)\) from the formula, shall receive one \((1)\) voting seat.

(3) New constituencies with registered students created after the annual allotment of seats shall have voting seats added to Students’ Council as defined by the above formula.

(4) The members of each constituency shall elect, in accordance with Article 11.4(1), the Councillors of that constituency.

(5) Students registered at a college or satellite campus location will be members of that constituency. Students registered in programs which are jointly hosted by several faculties may run or vote in elections for both.

SECTION 4. TERM OF OFFICE

(1) Each elected Councillor shall hold office for one \((1)\) year or until their successor is duly elected.

SECTION 5. QUORUM

(1) Quorum shall be a simple majority of the voting members of Council.

SECTION 6. MEETINGS

(1) Regular meetings of Council shall occur at least monthly at a date, time, and place determined by Council. One week’s notice shall be required for regular meetings.

(2) Special meetings of Students’ Council may be called, with at least forty-eight \((48)\) hours’ notice, by:

a) The President;

b) The Board of Directors; or,

c) One half \((50\%)\) of the members of Students’ Council.

(3) A meeting may be held without notice if every absent Councillor provides a written waiver of notice for the meeting.

(4) Meetings of Council must be held on a University of Waterloo campus unless authorized by a two-thirds \((2/3)\) vote of Council.

(5) No meeting of Council shall occur during the interim, campaign, or polling period of a general Council or Executive election.

SECTION 7. POWERS

(1) Students’ Council shall receive regular reports from, and provide regular feedback to the Executives of the Corporation. Students’ Council shall receive regular reports from, and provide regular feedback to the Chair of the Board of the Corporation as it pertains to the actions and operations of the Board of Directors.
(2) Council shall have the power to determine student priorities regarding the general expenditure of members’ dues, to establish student perspective on all matters in relation to post-secondary education, and to set the Policies of the Corporation.

(3) Without restricting the generality of the above, Council shall have:
   a) The responsibility to prepare the Federation of Students’ annual budget for approval by the Board of Directors, insofar as the budget pertains to the expenditure of members’ dues, and exempting those portions of the budget restricted by the Board;
   b) The power to establish procedures regarding the formation, administration, discipline, and disbandment of all Federation of Students’ Clubs and Services;
   c) The power to delegate representatives to serve on bodies outside the University;
   d) The power to establish joint committees and councils with the University; and,
   e) The power to establish such committees and procedures as required for the conduct of its business, including those that define elections and referenda processes.

(4) Students’ Council may make recommendations to the Board of Directors on any matter pertaining to the affairs of the Corporation.

SECTION 8. DUTIES

(1) Councillors must, in addition to what is set out in the bylaws, the policies, and the procedures of the Corporation:
   a) Attend all Council meetings;
   b) Attend all General Meetings of the Corporation;
   c) Actively participate in decisions and policy development;
   d) Actively engage and consult with students regarding the undergraduate student experience;
   e) Report on any relevant updates and activities within their constituency;
   f) Report on the consultation efforts with their constituents, and the results thereof; and,
   g) Represent and act in the best interests of their constituents as delegates, insofar as they are able.

(2) Councillors who are absent for two (2) regular meetings of Council in a twelve (12) month period, without being excused, or more than four (4) regular meetings of Council for any reason other than distance related reasons specified by Council Procedure, may be removed from Council by majority vote.

(3) In the event the vote to remove a Councillor fails, another may not occur until the Councillor is absent another regular meeting without having been excused.

(4) Council shall determine the procedures and requirements for excusing absences.
SECTION 9. REMUNERATION OF COUNCILLORS

(1) Councillors shall not receive monetary remuneration, excluding discounts, for serving as such, though they may receive remuneration for serving as officers or employees or in other capacities.

SECTION 10. COUNCIL OF DELEGATES

(1) The third regular meeting of Students' Council in each academic term, excluding Fall term, shall be constituted as a “Council of Delegates,” provided that a General Meeting of the members has not been called to take place that term.

(2) The Council of Delegates shall have the authority to exercise all the powers of a General Meeting, including all those direct and incidental powers assigned to such meetings in Article Five of, and elsewhere in, these bylaws, with the following exceptions:
   a. In accordance with Section 130(2) of the Act, any by-law respecting Students' Council shall be of no force or effect until it has been ratified by a two-thirds (2/3) vote at a General Meeting constituted in accordance with Article 5 of these by-laws for that purpose;
   b. Any by-law respecting remuneration of elected Officers including Executive, Councillors, or Directors shall be of no force or effect until it has been ratified by a two-thirds (2/3) vote at a General Meeting constituted in accordance with Article 5 of these by-laws for that purpose.

(3) During an academic term wherein a Council of Delegates is constituted, the Board shall not be required to hold a General Meeting of the Corporation, except by requisition, notwithstanding the presence of such requirements elsewhere in these bylaws.
   a. No Council of Delegates meeting shall be constituted in the Fall, unless otherwise determined by the Board of Directors.

(4) In accordance with the Act:
   a. No Councillor may vote by proxy or hold more than one vote at a Council of Delegates; and
   b. No member of the Corporation may be prohibited from attending a Council of Delegates and participating in discussions at such meetings.
ARTICLE NINE: OFFICERS

SECTION 1. OFFICERS

(1) The officers of the Corporation shall be the:
   a) President;
   b) Vice President, Operations and Finance;
   c) Vice President, Education;
   d) Vice President, Student Life;
   e) General Manager;
   f) Chair of the Board; and
   g) Secretary of the Corporation.

(2) Each officer shall perform the duties assigned to them by the bylaws, by the procedures of the Corporation, and by the Directors.

SECTION 2. EXECUTIVE

(1) The President and Vice Presidents form the Executive of the Corporation.

(2) The Executive shall be elected by the members in accordance with Article 11.4(1), and must be a full member of the Corporation and eligible to sit on the Board at the time of their election.

(3) An Executive may not be a chairperson or executive of a club or other organization receiving or petitioning to receive fund from the Corporation, with the exception of an external political organization in which the Federation of Students holds membership.

(4) An Executive may not sign a cheque addressed to an organization of which they are a member unless the specific expenditure is explicitly authorized by the Board of Directors.

(5) The Executive shall form the Executive Committee, with the General Manager serving as a non-voting resource member, and shall have the powers and responsibilities as the Board of Directors may determine.

SECTION 3. PRESIDENT

(1) There shall be a President, who shall be the Chief Executive Officer of the Corporation and a member of the Executive. The President shall be responsible for administering the affairs of the Federation, in accordance with these bylaws and in conjunction with the rest of the Executive Board.

(2) Without limiting the generality of the above, the President shall be expressly responsible for:
   a) Presiding over General Meetings;
   b) Presiding over Students’ Council;
   c) Representing, or selecting with the advice and consent of Council an appropriate representative to, all University decision making bodies requiring undergraduate student representation; and,
d) Maintaining and promoting relationships with key university stakeholders, in conjunction with other members of the Executive Committee as appropriate.

(3) The President shall assist the officers of Council and Board in the fulfillment of their roles.

(4) The President shall serve as a resource to the rest of the Executive Committee in the fulfillment of their roles.

(5) The President shall oversee the implementation of the Corporation’s long-term vision.

(6) The President shall oversee the Corporation’s efforts to create a balanced introduction to the academic, social, and community aspects of university life for new students to the university.

(7) The President shall have the power to, from time to time, establish Commissions as necessary to assist with any of the above duties or responsibilities.

(8) The President shall be the Vice-Chair of the Board of Directors, unless otherwise designated by the Board.

(9) The President shall, to the fullest possible extent, respect and uphold the Policies of the Corporation in the execution of the above duties.

SECTION 4. VICE PRESIDENT, OPERATIONS AND FINANCE

(1) There shall be a Vice President, Operations and Finance, who shall be a member of the Executive.

(2) The Vice President, Operations and Finance shall, in consultation with the General Manager, be generally responsible for the oversight of operational, financial, human resources, commercial, and contractual affairs of the Corporation.

(3) Without limiting the generality of the above, the Vice President, Operations and Finance shall be expressly responsible for:

   a) Preparing the budgets of the Corporation, in consultation with the Executive Committee, Students’ Council, and the Board of Directors;

   b) Overseeing the Corporation’s insurance policies, including any plan or program administered by the Corporation;

   c) Supervising purchasing, financial controls, expenditures, insurance receipts, payroll, and drafting of legal agreements;

   d) Promoting the Commercial Services of the Corporation and establishing business relationships with external parties;

   e) Providing a supervisory role over full-time management personnel, with the exception of the General Manager, and any other personnel determined by the Board of Directors;

   f) The audited financial statements of the Corporation, and reports regarding expenditures of funds, legal agreements, and operations; and,

   g) Ensuring the Corporation complies with all legal, financial, and ethical obligations and agreements.

(4) The Vice President, Operations and Finance shall ensure that audited financial statements of the Corporation are prepared, and provide the necessary copies.
to the Board of Directors, Students’ Council, the Executive Committee, and the University of Waterloo Treasurer.

(5) The Vice President, Operations and Finance shall ensure that the audited financial statements of the Corporation are presented to the Council of Delegates, or at a General Meeting, and are made available to the full membership of the Corporation.

(6) The Vice President, Operations and Finance shall have the power to, from time to time, establish Commissions as necessary to assist with the fulfillment of any of the above duties or responsibilities.

(7) The Vice President, Operations and Finance shall, to the fullest possible extent, respect and uphold the Policies of the Corporation in the execution of the above duties.

SECTION 5. VICE PRESIDENT, EDUCATION

(1) There shall be a Vice President, Education, who shall be a member of the Executive.

(2) The Vice President, Education shall be generally responsible for advocating on behalf of undergraduate students to the University of Waterloo, the Government of Ontario, and the Government of Canada, on all matters related to post-secondary education.

(3) Without limiting the generality of the above, the Vice President, Education shall be expressly responsible for:
   a) Representing the Corporation to any External Political Organization which the Federation of Students holds membership;
   b) Promoting a high-quality academic and co-op environment for all students at the University of Waterloo, the routine evaluation of academic policies and practices, and financially accessible post-secondary education;
   c) Encouraging student disciplinary practices that are fair, equitable, and maintain the integrity of the University of Waterloo’s scholastic activities; and,
   d) Providing assistance to students facing difficulties in their interactions with the University or any level of government, or otherwise seeking assistance of a general academic nature.

(4) The Vice President, Education shall maintain and promote relations between the undergraduate students of the University of Waterloo, the Regional Municipality of Waterloo, and the local area municipalities in which there is a University campus, and shall represent the Federation of Students to community organizations established to promote student welfare.

(5) The Vice President, Education shall maintain and promote relations between the undergraduate students of the University of Waterloo and the students of other universities for the purpose of enhancing academic pursuits on campus.

(6) The Vice President Education shall have the power to, from time to time, establish Commissions as necessary to assist with the fulfillment of any of the above duties or responsibilities.
In the absence of the President, the Vice President, Education shall represent the Corporation in all matters, save for those that require a signing officer as described in these bylaws.

The Vice President, Education shall, to the fullest possible extent, respect and uphold the Policies of the Corporation in the execution of the above duties.

SECTION 6. VICE PRESIDENT, STUDENT LIFE

There shall be a Vice President, Student Life, who shall be a member of the Executive.

The Vice President, Student Life shall be generally responsible for promoting an environment wherein students can pursue personal and social growth within the Federation of Students, the University of Waterloo, and the broader community.

Without limiting the generality of the above, the Vice President, Student Life shall be specifically responsible for:

a) Maintaining and promoting relationships between the Federation of Students, Student Societies, Residence Councils, and the Affiliated and Federated Institutions of Waterloo;

b) Promoting and coordinating student participation in athletic, cultural, and social activities as well as assisting student-initiated projects;

c) Encouraging and facilitating collaboration between all clubs, services, and external political organizations;

d) Maintaining and promoting relationships with external community groups that can enhance the student experience, and representing the Corporation to these groups; and,

e) Overseeing the day-to-day operations of all Federation of Students’ Clubs and Services.

The Vice President, Student Life shall promote and administer a volunteer program that encourages volunteer participation in the activities of the Federation of Students. They shall also act as the Federation of Students’ primary liaison with the student volunteer base, including student-run organizations.

The Vice President, Student Life shall be generally responsible for the day-to-day oversight of all Federation of Students’ clubs, services, and societies.

The Vice President, Student Life shall have the power to, from time to time, establish Commissions as necessary to assist with the fulfillment of any of the above duties or responsibilities.

The Vice President, Student Life shall, to the fullest possible extent, respect and uphold the Policies of the Corporation in the execution of the above duties.

SECTION 7. GENERAL MANAGER

There shall be a General Manager, who shall be a resource to the Executive.

In conjunction with the relevant Executive, the responsibilities of the General Manager shall include:
a) Providing organizational cohesiveness, continuity, and historical perspective;
b) Oversight of human resources;
c) Oversight of all financial aspects of the organization;
d) Providing forward-thinking and tactical leadership to mitigate risk in all of the organization’s activities; and,
e) Ensuring that the organization plans, sets, and achieves strategic objectives.

(3) The General Manager shall be responsible to the President and Vice President, Operations and Finance, and shall perform other duties as determined by these individuals.

(4) The General Manager shall, to the fullest possible extent, respect and uphold the Policies of the Corporation in the execution of the above duties.

SECTION 8. CHAIR OF THE BOARD

(1) The Chair of the Board shall be elected by the Board of Directors at its first meeting each year to serve for that year or until their successor is elected. The Chair of the Board must be a Director.

(2) The Chair of the Board shall:
   a) Preside over all meetings of the Board;
   b) Serve as a resource to the other members of the Board;
   c) Act as a liaison between the Board and Students’ Council;
   d) Assist the President in managing the governing documents of the Corporation;
   e) Ensure all Directors are properly trained to execute their duties; and
   f) Perform all other duties as determined by the Board.

SECTION 9. SECRETARY OF THE CORPORATION

(1) The Secretary of the Corporation shall be the Vice President, Student Life unless otherwise designated by the Board of Directors.

(2) The duties of the position may be delegated to multiple individuals, and each governing body of the Corporation may appoint their own Recording Secretary to assist the Secretary of the Corporation.

(3) The Secretary of the Corporation shall:
   a) Organize and manage the minutes and other legal documents of the Corporation;
   b) Assist the Executive, Councillors, and Directors in exercising their duties;
   c) Ensure a Recording Secretary has been appointed to act as secretary of:
      i. The Board of Directors;
      ii. The Students’ Council;
      iii. A General Meeting of the members; and,
      iv. Any other governing body or meeting of the Corporation as determined by the Board.
ARTICLE TEN: PROTECTION OF OFFICERS AND DIRECTORS

SECTION 1. CONDITIONS

(1) Every director or executive of the Corporation as well as any other officers, or an individual who acts or acted at the Corporation’s request as a director or officer, or in a similar capacity, of another entity, current or former, and their respective heirs, executors and administrators, estate trustees, and other legal personal representatives, shall be indemnified and saved harmless from the Corporation from and against:

a) All costs, charges and expenses, including an amount paid to satisfy an action or satisfy a judgement, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity, so long as:
   i. The individual acted honestly and in good faith with a view to the best interests of the Corporation; and,
   ii. If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful;

b) All costs, charges and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal, administrative, investigative or other action or proceeding to which the individual is subject because of the individual’s association with the Corporation or other entity as described herein, if the individual:
   i. Was not judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done; and,
   ii. The individual acted honestly and in good faith with a view to the best interests of the Corporation; and,
   iii. If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful;

(2) Except as otherwise provided in the Act, no Director or Executive of the Corporation as well as any other Officers, or an individual who acts or acted at the Corporation’s request as a director or officer, or in a similar capacity, of another entity, current or former, is liable for the act, neglects, defaults or receipts of any other director, executive, officer or employee, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in which any Corporation funds are invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation, with whom any of the assets of the Corporation are deposited, or for any loss caused by any error of judgement or misfortune which may occur in the execution of
their duties or in relation to their office, unless the same occurs through their failure to exercise the powers and discharge the duties of their office honestly, in good faith with a view to the best interests of the Corporation and was not judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done.
ARTICLE ELEVEN: ELECTIONS AND REFERENDA

SECTION 1. ELECTIONS TIMELINE

(1) Elections for Students’ Council and the Executive shall take place in the Winter academic term before Reading Week of each year, with the exact date determined by Council.

(2) The term of Students’ Council and the Executive shall last the fiscal year of the Corporation.

(3) Should an office remain vacant by the end of an Executive’s term, the current Executive may remain in their role until a successor is elected or appointed.

(4) Vacant position(s) in Students’ Council and the Executive, which occur prior to the end of the Spring academic term shall be filled at the earliest possible by-election or General Meeting.

(5) Should there be vacant position(s) in Students’ Council and the Executive in the Fall and/or Winter academic term, the Board of Directors shall determine the appropriate course of action to fill the vacancy.

SECTION 2. REFERENDA

(1) A referendum, other than a recall referendum, may be initiated by any one of the following methods:
   a) A requisition as defined in Article 1.1(20);
   b) A General Meeting;
   c) Students’ Council;
   d) The President; or,
   e) The Board of Directors.

(2) Recall referendum of an Executive or Student Councillor may be initiated only by a petition signed in writing or electronically of at least 10 percent (10%) or 500 members, whichever is fewer, of the voting members of the respective constituency, subject to the following limitations:
   a) The question of all recall referendum shall be “Should [name] be removed from the office of [office]?”;
   b) The results of a recall referendum do not carry unless the number of votes in favour of removing an Executive or Councillor is at least the number of votes cast in favour of electing that Executive or Councillor in the most recent election;
   c) Recall referendum for the removal of a Councillor shall be ratified by Students’ Council, and recall referendum for the removal of an Executive shall be ratified by the Board of Directors; and,
   d) Ratification for recall referendum shall not be unreasonably withheld by Students’ Council or the Board of Directors.

SECTION 3. ELECTIONS AND REFERENDA PROCEDURE

(1) Students’ Council may establish procedures for elections and referenda not contrary to these bylaws, including, but not limited to:
(a) Expense limits;
(b) Campaigning rules;
(c) Nomination and qualification procedures;
(d) Voting rules;
(e) Formation of unbiased and fair questions;
(f) Verification of signatures;
(g) Official notices;
(h) Dispute resolution;
i) Disqualification of candidates.

(2) Unless otherwise specified by Students’ Council, Council shall resolve all matters of controversy in elections and referenda.

(3) No procedure established by Council relating to elections and referenda may be established, rescinded, or otherwise amended during the interim, campaign, or polling period of any election or referendum.

SECTION 4. VOTING METHOD

(1) In all elections, a ranked voting system shall be applied for the counting of ballots:
   a) Electors may rank as many candidates as they wish according to their preference;
   b) Electors may choose to not rank a candidate;
   c) Votes shall only be cast for eligible candidates;
   d) Votes shall be tallied using Instant Run-Off Voting (IRV) for single seat elections, and BC Single Transferable Vote (BC-STV) for multi-seat elections;
   e) If a candidate is disqualified or chooses to withdraw after polling has taken place, any votes cast for that candidate shall be counted as an abstention.

(2) In all referenda, votes shall be counted in a manner determined by Council to render an accurate representation of student opinion with respect to the question being asked, and to not privilege a particular outcome.
ARTICLE TWELVE: FINANCIAL MANAGEMENT

SECTION 1. SIGNING OFFICERS

(1) All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such agent or agents of the Corporation, appointed by the Board of Directors as signing officers of the Corporation.

(2) Any signing officer may:
   a) Endorse notes and drafts for collection on account of the Corporation through its bankers;
   b) Endorse notes and cheques for deposit with the Corporation’s bankers for the credit of the Corporation;
   c) Endorse notes, drafts, cheques as “for collection” or “for deposit” by using the Corporation’s rubber stamp for the purpose;
   d) Arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation’s bankers; and,
   e) Receive all paid cheques and vouchers and sign all the bank’s forms or settlement of balances and release of verification slips.

SECTION 2. FINANCIAL YEAR

(1) The fiscal year of the Corporation shall terminate on the 30th day of April in each year.

SECTION 3. EXECUTION OF DOCUMENTS

(1) Deeds, transfers, licenses, contracts, agreements, memorandums of understanding, and engagements on behalf of the Corporation shall be approved by a resolution of the Board of Directors and signed by the President and the Vice President, Operations and Finance, or any other Director authorized by the Board of Directors.

(2) Deeds, transfers, licenses, contracts, agreements, memorandums of understanding, and engagements on behalf of the Corporation deemed by a resolution of the Board of Directors to be in the ordinary course of the Corporation’s operations and finance may be entered into on behalf of the Corporation by the President; Vice President, Operations and Finance; or the General Manager or any person authorized by the Board of Directors. The General Manager shall affix the seal of the Corporation to such instruments as require the same.

(3) Any person or persons designated by the Board of Directors may transfer any and all shares, bonds or other securities standing in the name of the Corporation, in its individual or in 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 transferred to the Corporation and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all 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.

(4) Notwithstanding any provisions to the contrary contained in the bylaws 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 instrument, contract or obligation of the Corporation may or shall be executed.

SECTION 4. DEPOSIT OF SECURITIES FOR SAFEKEEPING

(1) The securities of the Corporation shall be deposited for safekeeping with one or more financial institutions to be selected by the Board of Directors.

(2) Any and all securities so deposited may be withdrawn only upon the written order of the Corporation by resolution of the Board of Directors, and such authority may be general or confined to specific instances.

(3) The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the Board of Directors and shall not be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

SECTION 5. BORROWING

(1) The Board of Directors may:
   a) Borrow money on the credit of the Corporation;
   b) Issue, reissue, sell or pledge debt obligations of the Corporation;
   c) Give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; or,
   d) Mortgage, pledge, or otherwise create a security interest in any or all property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

(2) The Board of Directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or be borrowed as aforesaid and as to the terms and condition of the loan thereof, and as to the securities to be given thereof, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies 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.
ARTICLE THIRTEEN: MEMBERSHIP IN EXTERNAL POLITICAL ORGANIZATIONS

SECTION 1. MEMBERSHIPS

(1) The Corporation holds official membership within the:
   a) Ontario Undergraduate Student Alliance (OUSA);

SECTION 2. CONDITIONS

(1) Should the Corporation wish to gain any class of membership within an external political organization, as defined in these bylaws, the Board shall fund the costs of membership by allocating for that purpose a portion of the dues collected in accordance with Article 4 of these bylaws;

(2) Notwithstanding the foregoing, the Board may instead choose to fund the costs of membership in an external political organization by levying a fee, separate from the dues collected in accordance with Article 4 of these bylaws, from every full member of the Corporation, provided that the decision to seek membership in the external political organization, and the collection of the associated fee, is expressly supported by a referendum, with at least 10% of all full members voting.

(3) Any membership agreement with an external political organization must include a copy of such an organization’s governing bylaws and operating policies or procedures.

(4) The Board of Directors shall only approve a membership agreement with any external political organization whose governing bylaws and operating policies or procedures will, at any time, not be in conflict with the Corporation’s governing bylaws and/or operating policies or procedures.

(5) All membership agreements with external political organizations must include a clause allowing the Board of Directors to terminate membership with the external political organization immediate and without financial penalty should the external political organization’s governing bylaws and/or operating policies or procedures come into conflict with the Corporation’s governing bylaws and/or operating policies or procedures at any point in time.

(6) All membership agreements with external political organizations must include a clause specifying that the Corporation’s bylaws, policies and procedures cannot be changed by the actions or decisions of the external political organization.

(7) Any change to membership agreements with external political organizations, including the dissolution of such agreements, shall require approval by a two-thirds (2/3) vote of the Board of Directors, notwithstanding that a motion by Board to dissolve such an agreement shall only be in order when supported by a recommendation to that effect from Students’ Council, a General Meeting, or a referendum as defined in these bylaws.
ARTICLE FOURTEEN: AMENDMENTS

Section 1. Approval of Changes

(1) Any part of these bylaws may be amended from time to time by a two-thirds (2/3) vote of the Board of Directors, and shall take effect immediately or on a date set by the Board, with the following exceptions:

a. Amendments to Article 4: Dues, and Article 9: Officers, will only take effect following approval by a two-thirds (2/3) vote of the Board, with Students’ Council having been given an opportunity to provide recommendations on the proposed amendments, and ratified at a General Meeting of the Corporation;

b. Amendments to Article 8: Students’ Council and Article 11: Elections and Referenda, will only take effect once approved by a two-thirds (2/3) vote of the Board and a majority vote of Students’ Council, and ratified at a General Meeting of the Corporation; and,

c. Amendments to Article 3: Membership, Article 5: General Meetings, Article 13: Membership in External Political Organizations, and Article 14: Amendments, may only take effect once approved by a two-thirds (2/3) vote of the Board and ratified at a General Meeting of the Corporation.

(2) The Board shall receive the exact text of any proposed bylaw amendment no less than ten (10) business days prior to the meeting at which it is to be voted upon, and the General Meeting at which it is to be ratified by the membership.

(3) Subject to the above provisions, the Board is empowered to determine the appropriate procedure(s) for all bylaw amendments.

(4) Notwithstanding the above requirements, the Board is permitted to pass temporary bylaw amendments subject to the limitations in the Act and other such requirements in these bylaws.

(5) Notwithstanding any other requirements in these bylaws, nothing shall prevent a Board from placing a bylaw amendment protected under Article 14.1(1) on the agenda for a General Meeting of the Corporation, provided the unanimous consent of all Directors, which shall not take effect until after it has been ratified by a General Meeting.

Section 2. Ratification

(1) In accordance with Section 129(2) of the Act, all amendments to these bylaws, including the repeal or re-enactment of any part thereof, shall require confirmation at the next General Meeting of the Corporation, or in default of confirmation thereat, shall cease to have effect at and from that time. No new bylaws of the same or like substance shall have effect until confirmed at a General Meeting.
(2) In accordance with Section 129(3) of the Act, the members may at the General Meeting confirm, reject, amend or otherwise deal with any bylaw passed by the Board and submitted to the meeting for confirmation, but no act done or right acquired under such bylaw shall be prejudicially affected by any such rejection, amendment or other dealing.

(3) A simple majority vote at a General Meeting shall be sufficient to ratify a bylaw amendment.

(4) No bylaw or bylaw amendment that has not received approval in accordance with Article 14.1(1) may be considered for ratification at a General Meeting.
ARTICLE FIFTEEN: INTRODUCTION

INTRODUCTION

The Federation of Students, University of Waterloo is incorporated as a not-for-profit corporation under the authority of the Ontario Corporations Act, 1990. The Act requires the Federation to have in place bylaws – a document outlining the terms of membership in the organization, the governing structure of the organization, and rules of order in the conduct of the organization’s affairs. These bylaws are established by the Board of Directors, with ratification (final approval) falling to the membership (the undergraduate students of the University of Waterloo). It is important to recognize that the bylaws do not preclude any requirements placed on the organization by provincial statute.

The bylaws should be read in the following context:

1. **ARTICLE**

1. **SECTION**

1. **Clause**

Therefore, a reference to 1.1(4) would be Article 1. Interpretation, Section 1. Definitions, clause 4 – the definition of “The Act” for the purposes of the bylaws. A reference to 3.1(1) would be Article 3. Membership, Section 1. Full Membership, clause 1 – the undergraduate students of Waterloo are considered full members.

**NOTE:**

The bylaws presented at this General Meeting for ratification are presented in their entirety. Members will be approving the substance, content, numbering and structure of the bylaws. This approval however does not preclude further formatting that may need to occur for the publication and dissemination of these bylaws in alternative formats.
Addressing Engagement and Reforming Council

Task Force for GM Engagement & Council of Delegates Reforms
The 2017 Annual General Meeting ordered Council and GM reforms!

- Electronic voting and proxying
- Addressing declining GM Engagement
- Reforms to Council to strengthen accountability to members

Where are we? Presenting reforms to the Fall 2018 AGM.
Addressing Engagement in GMs

Summary:
- Q&A Panels
- Holding Town Hall Meetings on terms without GMs
- Online voting and proxy-stacking
- Online proxy submission
Town Hall Meetings and Q&A Panels

● Developed structures for regular Town Hall meetings!
  ○ A Town Hall/Q&A panel would precede GMs and Council of Delegate Meetings
  ○ Would take recommendations on matters you want Feds to address
● Town Halls would offer the chance to engage Directly with their Executives and some Councillors for 1-on-1 discussion
● Q&A Panels allow the President, Chair of the Board, and Speaker of Council to provide updates from Executives, the Corporation, and the Student Government.
“Guidelines” of an Annual General Meeting

● Technical items that are prohibitive to members should be moved to Council where needed or simplified to best engage members.
● The Board should recommend “Adoption”, “Rejection”, or “No Opinion” on each item of business on the agenda.
● A Q&A panel of the the President (conducting the meeting), the Chair, the Speaker should answer questions and take recommendations.
Proposed Bylaw Changes

Summary:
- Accountability to Students
- Ensuring the Presidency is also head of student governance
- Empowering strong institutions

“The directors of a corporation may pass by-laws not contrary to this Act or to the letters patent or supplementary letters patent to regulate...”

Ontario Corporations Act, R.S.O. 1990
Member Dues

- Future Changes to Member Dues:
  - Less than CPI+2% → Special session of Council (Council-of-Delegates) or GM
  - Greater than CPP+2% → Referendum or GM
- The Board of Directors can still send increases to a GM
Voting at General Meetings

- Proxies can now be submitted and signed electronically
- Electronic voting during GMs
  - We are still looking into making voting more accessible after the fact.
- Councillors can hold up to 30 proxies from their constituents
Board Accountability to Members

- Selecting Directors and making Directorship more accessible for co-op students!
  - Online application → Screening Panel (ensuring legal and bylaw requirements are satisfied) → Council or a GM selects Directors from the screened applicants.

- Councillor Directors can only be elected by and from Students’ Council
  - Last year the Ontario Corporations Act was amended to require this

- §129 bylaw changes get reviewed between GMs
Board Accountability to Members

● Removing Directors
  ○ A Council of Delegates or a GM can remove non-executive Directors
  ○ Easier to remove Directors — simple majority vote

● Impeachment of Executives
  ○ Execs can be impeached from office by an additional mechanism now (not just recall referendum)
    ■ Step 1: Board has to vote to impeach
    ■ Step 2: Council of Delegates has to vote to remove, based on Board’s recommendation of impeachment, with a $\frac{3}{4}$ majority
    ■ Step 3: By-election gets called to fill the vacancy
Students’ Council Accountability

- President → Speaker of Council
- The Chair of Board is required to provide a regular report to Council summarizing the actions and operations of the Board
- Society Presidents are default voting members of Council and don’t count toward the 25 elected member cap
Students’ Council Accountability

- Councillors must act in the best interests of their constituents
- *Council of Delegates* Session
  - A special type of Council meeting in Winter and Spring terms.
  - Major limits on the Council of Delegates?
    - Big ticket bylaw changes, including those that govern the structure or powers of Council and Board
    - Remuneration and powers of elected Officers including Executives, Councillors, Directors must go to a GM
- So what happens in Fall? The AGM!
Students’ Council Accountability

- No Council of Delegates meeting happens if a GM is scheduled (GMs always take precedence).
- Recall referendum threshold lowered.
  - Formerly: 10% → Now: 10% or 500 members whichever is fewer.
  - It’s easier to recall Councillors.
Officers

- **President**
  - Speaker of Council
  - Undergraduate representatives to Uni bodies need the advice and consent of the student government

- **VPOF**
  - Discussion/presentation of audited financials will occur at CoD or the AGM

- **Chair of the Board**
  - Must perform all other duties as determined by the Board
Proposed Procedure Changes

Summary:
- Rules for Council of Delegates
- Councillor’s Code of Conduct
- Conflicts of Interest
- Selection and Removal of Directors
- Other minor procedural changes

“Procedure shall mean the governing and operational rules of the Corporation, including special rules of order…”

Federation of Students Bylaws
Procedures Supplement our Bylaws!

● Complicated and messy Bylaws leads to poor governance.

● New procedures:
  ○ Conflict of Interest declarations and a Code of Conduct for Councillors
  ○ Composition of the Director-Applicant screening panel
  ○ Setting consultation requirements

● GM and Council of Delegates procedure for the Board
What’s Next?

The impact of the changes and where we go from here!
Impact of Changes

- General Meetings have online voting and online proxying
- Large Fee changes can be sent to referendum instead of a GM
- Council’s ability to keep Feds accountable improves
  - §129 bylaw changes get more oversight
  - Board is more accountable to Council
  - Easier to remove Directors
- Members’ ability to keep Council and Exec accountable increases
  - Easier to remove Councillors
  - Public conflict of interest disclosures
  - Consultation rules and strengthening Society’s involvement in Council
- Directorship is accessible
  - Online application process → Screening Panel (legal and bylaw requirements met)
  - Easier for co-op students
  - Directors are “hired” → clarifying the role of Board vs. Council
- No Winter GMs unless requested by members or called by Board
Next Steps

- **So Far:**
  - Task Force consultations, research, recommendations → Council approval-in-principle → Board debate, amendment, and approval → Sent to the AGM!

- **AGM ratifies** the Board-approved changes

- Bylaws come into effect

- **Procedures come into force and continue to get developed and improved!**
  - Consultation with students, societies, staff
  - Compliance review of procedures (do procedures satisfy the law, our bylaws, policies, etc.)
  - Approval of new procedures

*If you’re interested in helping with procedures or consulting stay tuned!*
Questions?
Limiting Executive Committee on Board (Michael Beauchemin)

MOTION

Whereas The executive committee can hold the largest unified block on the Board of Directors and often expresses a single opinion because it meets at least weekly,

Whereas the President of the Federation of Students is CEO of the corporation and responsible for the executive committee, in accordance with Article 1.1(12) and Article 9.3(1), and can, as such, represent the view of the executive committee with their vote,

Whereas The executive committee does not need votes to represent its views and express itself at the Board of Directors,

Whereas The Vice President, Education and the Vice President, Student Life do not need voting rights on the Board of Directors to participate fully,

Whereas the portfolios of the Vice Presidents, Education and Student Life are not wholly overseen, administered by, or responsible to the Board of Directors,

And whereas the Vice Presidents, Education and Student Life and their portfolios are accountable to and administered by the Students’ Council, respectively,

Therefore be it resolved that in accordance with Section 129 of the Ontario Corporations Act, RSO 1990 c C.38, the Assembly ratifies the following Board-approved amendment to the bylaws of the Corporation:

Amendment to Article 7: Board of Directors, Section 2: Membership

Old Text:

(1) The Board of Directors shall consist of:
   a. The four (4) Executive;
   b. Two (2) elected Councillors of Students’ Council;
   c. Five (5) other full members of the corporation.

(2) The General Manager shall sit as a non-voting resource member of the Board.

New text:

(1) The voting members of the Board of Directors shall consist of:
   a. The President;
   b. The Vice President, Operations & Finance;
   c. Two (2) members elected as Councillors of Students’ Council; and,
   d. Five (5) other full members of the corporation.

(2) The non-voting members of the Board of Directors shall consist of:
   a. The Vice President, Student Life;
   b. The Vice President, Education; and
   c. The General Manager, who shall sit as a resource member of the Board
Resolution on Budgets & Appropriations (John Hunte)

MOTION (Recommended for Adoption)

Whereas At-Large and Councillor members of Budget & Appropriations Committee are expected to ensure accountable use of member dues collected from students,

Whereas the Budget & Appropriations Committee has no capacity to pursue explanations where they suspect there has not been accountable use of member dues

Whereas as discussed at the regular meeting of Council on September 16th, 2018 the commercial operations cost centres have substantial losses,

Whereas in their Q&A with Council prior to Council’s vote to approve the public general operating budget, less those portions restricted by the Board of Directors, for the Federation of Students’ the Budget & Appropriations Committee noted that these losses are likely being funded out of organizational savings,

Whereas organizational savings are accrued through surpluses in member dues or net profit of commercial operations, and

Whereas the Board of Directors is a strategic and high level risk management and execution body and as such does not line-by-line vet or review in-depth budgetary expenditures,

Whereas the Budget & Appropriations does provide both in-depth review and strategic/long-term recommendations for consideration by Council and Board as it pertains to those budgets it does prepare and vet,

Whereas the Federation of Students’ should reasonably expect both high level strategy/long-term considerations to be made and in-depth review to be conducted for all budgets,

Therefore, be it resolved that the Annual General Meeting requires that commercial operations and restricted budgets approved by Board of Directors shall be reviewed by the Budget & Appropriations Committee before the Board votes on such items;

Be it further resolved that the Budget & Appropriations Committee shall provide it’s non-binding recommendation for adoption or otherwise any and all amendments it proposes to the aforementioned budgets;

Be it further resolved that the Budget & Appropriations Committee shall conduct review of restricted budgets in congruence with the appropriate confidentiality requirements outlined in the procedures of the Board of Directors;

Be it further resolved that the Budget & Appropriations Committee shall be expected to vet the aforementioned budgets in consultation with the appropriate staff prior to issuing a recommendation;
Be it further resolved that the Annual General Meeting orders the Board of Directors and Students’ Council to update Budgeting procedures to reflect this resolution by the end of the calendar year;

Be it further resolved that the Annual General Meeting tasks the Students’ Council to develop corporate policy to set standards for budgeting and appropriations that prioritizes accountability of student fees, respects confidentiality pursuant to the appropriate policies and procedures, and ensures independent assessment of and justification for expenditures of the Federation of Students.
**Commercial Services** (Katherine Sebben, Rachel Jansen, Abby Dortmans)

**MOTION** (Recommended for Rejection)

**Whereas** the Federation of Students is held accountable to its members by the Students' Council and General Meetings,

**Whereas** members have the right to know about how the organization is spending funds,

**Whereas** the Federation of Students should strive for transparency within the organization,

**Whereas** it is in the best interest of students for commercial services to generate a surplus so that this surplus can in turn be reinvested for furtherance of the *not-for-profit* objects of the corporation, including benefits to members,

**Be it resolved that** the commercial services budgets no longer be confidential information, but accessible to all members, save for where statutory duty compels the corporation to privacy or confidentiality;

**Be it further resolved that** Council amend corporate policy, not later than the end of the fiscal year, so that commercial services be operated to generate surpluses with consideration given to balancing student service elements within reason;

**Be it further resolved that** any such policy should specify that all subsequent commercial operational surpluses be reinvested back into students:

a. By transferring said surpluses to the Federation’s general operating fund,
b. By offsetting increases to the dues paid by members, or
c. For capital improvements of and reinvestment in the commercial services themselves;

**Be it further resolved that** semi-annual business performance reports pertaining to commercial operations be provided to the Students’ Council and made available to the membership of the Board of Directors;

**Be it further resolved that** no monies collected by the Federation of Students through student fees be used to fund commercial operations save for where explicitly provided by the Board of Directors, with notice provided to the membership;

**Be it further resolved that** the Board of Directors implement or amend corporate procedure to reflect the above resolution;

**Be it further resolved that** this resolution shall be implemented to the fullest extent possible by the board while maintaining the *not-for-profit* status of the corporation as a whole; in the event of a conflict, the Board shall strive to take all actions deemed reasonably necessary to maintain *not-for-profit* status of the Federation of Students.