



UTGSU
The Bylaw of the UTGSU

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**BYLAW NO. 1 OF THE GRADUATE STUDENTS' UNION, UNIVERSITY OF TORONTO
(the "UTGSU")**

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**BYLAW NO. 1 OF THE GRADUATE STUDENTS' UNION, UNIVERSITY OF TORONTO (the
"UTGSU")**

PREAMBLE

WHEREAS the Graduate Students of the University of Toronto, to ensure the protection and enhancement of the Graduate Students' interest, both as individuals and as a group, in all spheres of activities that we do deem to concern us as Students, have incorporated the UTGSU for the purposes of furthering the UTGSU's objects listed below:

1. To coordinate the governmental activities of the Students in various departments of the University, the Graduate Students' Union Council and the School of Graduate Studies, their boards and committees and other related committees.
2. To promote and maintain communication between the Members of the UTGSU and the administration of the University.
3. To represent the Members of the UTGSU, individually or collectively, on all matters in which representation may be in the interest of such Students.
4. To promote and maintain responsible Student government at the University.
5. To initiate, sponsor, coordinate and promote athletic, cultural, and social events in which the Members of the UTGSU may be interested, and in general to promote the welfare and interests of Graduate Students.

AND WHEREAS the governing body of the UTGSU deems it expedient that all Bylaws of the UTGSU heretofore enacted be cancelled and revoked, that the following Bylaw be adopted for regulating the affairs of the UTGSU;

NOW THEREFORE BE IT ENACTED and it is hereby enacted that all Bylaws of the UTGSU heretofore be cancelled and revoked and that the following Bylaw be substituted in lieu thereof:

ARTICLE 1 DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this Bylaw:

- 1.1.1 “Act” means the *Canada Not-for-Profit Corporations Act* (S.C. 2009, c. 23) and, where the context requires, includes the regulations made under it;
- 1.1.2 “Affiliated Organization” means the Affiliated Organizations of the UTGSU, which are: the Graduate Students’ Association Scarborough, and the University of Toronto Mississauga Association of Graduate Students;
- 1.1.3 “Annual Executive Programme” means the Annual Executive Programme presented at every October Board of Directors meeting, in the format prescribed in the UTGSU Policy Handbook;
- 1.1.4 “Conflict of Interest” means the existence of a plausible risk that an Officer’s or Director’s loyalty to the UTGSU would be materially and adversely affected by the Officer’s, Director’s or third party’s own interest;
- 1.1.5 “UTGSU” means 12384426 Canada Association, operating as the Graduate Students’ Union of the University of Toronto;
- 1.1.6 “Course Union” refers to those Members of the UTGSU who form Course Unions for the advancement of their particular interests. These Course Unions must be recognized by the Board of Directors or under the Bylaws.
- 1.1.7 “Director” means a person duly elected or appointed, in accordance with Article 4 of this Bylaw;
- 1.1.8 “Division” means one of the academic divisions as defined by the School of Graduate Studies of the University of Toronto;
- 1.1.9 “Governing Council” means the Governing Council of the University of Toronto;
- 1.1.10 “Members” means the persons who are admitted as Members of the UTGSU pursuant to Article 2 of the Bylaws;
- 1.1.11 “Motion” means “resolution” and vice-versa;
- 1.1.12 “Officer” means the President, Vice-President Internal, Vice-President External, Vice-President Academic 1 & 2, Vice-President Academic 3 & 4, and Vice-President Finance;
- 1.1.13 “OPIRG” means the Ontario Public Interest Research Group - Toronto;
- 1.1.14 “Representative” means those students elected by their Course Union to the UTGSU Assembly;
- 1.1.15 “School of Graduate Studies” means the recognized school which registers Graduate Students at the University of Toronto;

- 1.1.16 “Special Resolution” means a resolution passed by the Members by at least two-thirds (2/3) of the votes cast at a general meeting of the Members of the UTGSU duly called for that purpose;
- 1.1.17 “Students” means students who are registered in the School of Graduate Studies;
- 1.1.18 “T.A. Union” means the Canadian Union of Public Employees – Local 3902;
- 1.1.19 “University” means the University of Toronto; and
- 1.1.20 “University of Toronto Act (Ontario)” means the *University of Toronto Act, 1971* as amended.

1.2 Interpretation.

- 1.2.1 This Bylaw shall be interpreted in accordance with the following, unless the context otherwise specifies or requires:
 - 1.2.1.1 All terms which are contained in the Bylaws of the UTGSU and which are defined in the Act or the *University of Toronto Act, 1971*, shall have the meanings given to terms in the Act or *University of Toronto Act, 1971*;
 - 1.2.1.2 The use of the singular number shall include the plural and vice versa, the use of gender shall include the masculine, feminine and neuter genders, and the word “person” shall include an individual, a trust, a partnership, a body corporate or public, an association or other incorporated or unincorporated entity;
- 1.2.2 In addition, the following procedures shall be used for interpreting this Bylaw:
 - 1.2.2.1 Any dispute over interpretation of the UTGSU Bylaw shall be referred to the Chair, who shall make a ruling. The Chair shall be entitled to make use of professional services, such as the UTGSU’s legal counsel or public accountant, to make determinations on such matters. However, in such instances, the Chair shall seek authorization by the Board of Directors to engage the UTGSU’s professional services. The Chair’s ruling shall be delivered to the Board of Directors in writing within three (3) weeks of the Chair’s receipt of the request for a ruling.
 - 1.2.2.2 Any interpretation of the UTGSU Bylaws made by the Chair outside a Board of Directors meeting shall be reported to the Board of Directors at its next meeting.

1.3 Rules of Order

- 1.3.1 Subject to these Bylaws and any standing orders of the Board of Directors, all meetings of Board of Directors, Executive Committee or any other committee of the UTGSU, shall adopt the latest edition of the Roberts Rules of Order.
- 1.3.2 Calling the question shall have a threshold of 2/3^{rds} majority to succeed and no debate shall be allowed during a call to question.

Amended: December 2021

ARTICLE 2 MEMBERSHIP IN THE UTGSU

2.1 Membership Qualifications

The following persons shall be Members of the UTGSU:

- 2.1.1** All students registered in the School of Graduate Studies.
- 2.1.2** The UTGSU shall choose to admit any other student of the University of Toronto, as defined by the *University of Toronto Act, 1971*, as amended, enrolled in a graduate programme, subject to the following procedures:
 - 2.1.2.1** Following a referendum of their Membership, a motion to admit a group of graduate students shall be made at a Board of Directors' meeting stating why they should be admitted;
 - 2.1.2.2** This group must have previously held a referendum of their members to join the UTGSU according to their own referenda processes;
 - 2.1.2.3** At least fourteen (14) days' written notice must be given before the motion is voted upon;
 - 2.1.2.4** The vote to admit this group shall be decided by a two-thirds (2/3) vote of the Board of Directors; and
 - 2.1.2.5** If the vote is carried, the individual students of the group seeking Membership will then become Members upon paying the annual Membership Fee of the UTGSU.
- 2.1.3** The UTGSU shall not admit entities, incorporated or unincorporated, to its Membership.

2.2 Membership

- 2.2.1** The UTGSU shall be entitled to establish one (1) class of members, in accordance with the UTGSU's Articles of Continuance.
- 2.2.2** An individual's Membership in the UTGSU shall be valid for as long as the individual is registered in the School of Graduate Studies or any other graduate programme at the University of Toronto, except as provided in Section 2.1.

2.3 Termination of Membership

A person's Membership in the UTGSU is automatically terminated upon the occurrence of any of the following events:

- 2.3.1** The expiration or end of the term in which the person ceases to be registered as a student in a graduate student programme leading to a graduate degree of the University;

2.3 Not Transferable

The interest of the Member in the UTGSU is not transferable and ceases to exist upon termination of the Membership.

2.4 Membership Fee

Each Member of the UTGSU shall pay the Membership Fee annually. The structure of the Membership Fee and the mechanisms for altering it shall be contained in the UTGSU's Policy Handbook. Alterations to the UTGSU's Membership Fees shall only come into effect after being approved by the Governing Council of the University of Toronto. All Membership Fees are collected by the University on behalf of the UTGSU.

Amended: December 2021, March 2022

ARTICLE 3 ANNUAL AND SPECIAL MEETINGS OF THE MEMBERS OF THE UTGSU

3.1 Annual Meeting

- 3.1.1** The annual meeting of Members shall be held on such date in each year and at such time and at such place on or in the vicinity of the University's campuses as the Board of Directors may from time to time determine, for the purposes of receiving the financial statements and the auditor's report thereon, appointing auditors for the ensuing year and authorizing the Members to fix the remuneration of the auditors.
- 3.1.2** The financial statements of the UTGSU and the auditor's report thereon shall be made available and distributed to the Members at least twenty-one (21) days and no more than sixty (60) days before the day on which an annual meeting of members is held.
- 3.1.3** All Members in attendance shall have voting rights.

3.2 Special Meeting

- 3.2.1** Meetings of Members other than the annual meeting ("special meetings") may be convened by the Board of Directors at any place and time.
- 3.2.2** If given by mail, notice of a special meeting shall be given to each Member at least twenty-one (21) days and no more than sixty (60) days before the meeting date.
- 3.2.3** If given electronically, notice of a special meeting shall be given to each Member at least twenty-one (21) days and no more than thirty-five (35) days before the meeting date.
- 3.2.4** The notice of a special meeting shall specify the purpose or purposes for which it is called.
- 3.2.5** Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken.
- 3.2.6** The notice of meeting shall also specify whether the Members are entitled to vote by ballot and, if so, the form of ballot shall be attached to the notice.

3.3 Calling Meetings

- 3.3.1** The Board of Directors may at any time call a general or special meeting of the Members for the transaction of any business.
- 3.3.2** Members representing at least 1% of the total Membership entitled to vote at a meeting of the Members may, in writing, requisition the Board of Directors to call a general or special meeting of the Members for any purpose connected with the affairs of the UTGSU.
- 3.3.3** A requisition proposed pursuant to Paragraph 3.3.2 above shall be deposited in accordance with the following procedure:

- 3.3.3.1 The requisition shall state the business to be transacted at the meeting;
- 3.3.3.2 The requisition shall be sent to each Director by email and deposited at the head office of the UTGSU;
- 3.3.3.3 The requisition may consist of several documents in like forms, signed by one or more requisitioners;
- 3.3.3.4 Within twenty-one (21) days of the receipt of the requisition, the Directors shall call a meeting of the Members to transact the business stated in the requisition, unless a meeting of Members has already been called or the business stated in the requisition includes matters described in Paragraphs 3.5.4.1 to 3.5.4.4 herein;
- 3.3.3.5 If the Directors fail to call a Board of Director's meeting within twenty-one (21) days of receipt, any Member who signed the requisition may call the meeting.

3.4 Omission of Notice

No error or omission in giving notice of a meeting of the Members may invalidate resolutions passed or proceedings taken at the meeting. Any Member may, at any time, waive notice of any such meeting and may ratify, approve and confirm any or all resolutions passed or proceedings taken at the meeting.

3.5 Member Proposals

- 3.5.1 Members representing at least 1% of the total Membership entitled to vote at a meeting of the Members, as evidenced by a written proposal signed by such Members, may give the Board of Directors notice of any matter that such Members intend to raise at an upcoming meeting of the Members, including the wording of a resolution to be moved at the meeting and a statement of no more than 1,000 words with respect to the matter referred to in the proposed resolution (the "Proposal").
- 3.5.2 The UTGSU will include the Proposal in the agenda for the meeting and will circulate a copy of the Proposal to all Members entitled to attend the meeting with the notice of the meeting, provided that where it is not practicable to send the Proposal along with the notice of the meeting, the Proposal shall be sent as soon as practicable thereafter.
- 3.5.3 The Directors are not bound under this Section 3.5 to give notice of any Proposal that is delivered less than ten (10) days (or such longer period as may be set out in the Act) prior to the meeting.
- 3.5.4 The Directors are not bound under this Section 3.5 to give notice of any Proposal where:
 - 3.5.4.1 It clearly appears that the primary purpose of the Proposal is to enforce a personal claim or redress a personal grievance against the UTGSU or its Directors, Officers, Members or debt obligation holders;

3.5.4.2 It clearly appears that the Proposal does not relate in a significant way to the activities or affairs of the UTGSU;

3.5.4.3 Substantially the same Proposal was submitted to Members in a notice of a meeting of the Members held no more than five (5) years before the receipt of the Proposal and the Members that requisitioned the similar Proposal failed to present the Proposal at the meeting or the Proposal was defeated; or

3.5.4.4 The rights conferred by this Section 3.5 are being abused to secure publicity.

3.5.5 If the UTGSU refuses to provide notice of the Proposal, it shall, within twenty-one (21) days after the day on which it received the Proposal, notify the Members submitting the Proposal of its refusal to provide notice of the Proposal and the reasons for its refusal.

3.6 Voting

3.6.1 At all annual or special meetings, questions shall, subject to the Members' right to vote in an election (Article 9), be determined by a majority of affirmative votes cast by Members present at the meeting, unless otherwise required by statute or the Bylaw.

3.6.2 At all annual or special meetings, votes may be cast by a show of hands, by electronic means or by a poll, if the latter is requested by the Chair or any Member entitled to vote. If a poll is requested, the process outlined in Paragraph 3.6.4 herein shall be followed.

3.6.3 At any meeting, unless a poll is demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost whether unanimously or by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive of the fact.

3.6.4 A poll may be demanded either before or after any vote by a show of hands by any person entitled to vote at the meeting. If, at any meeting, a poll is demanded on the election of the Chair or on the question of adjournment, it shall be taken forthwith without adjournment. If, at any meeting, a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner as the Chair of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

3.6.5 For greater clarity, the provisions of Section 3.6.2 shall satisfy the purposes of subsection 165(3) (Electronic Voting) and subsection 165(4) of the Act (Voting While Participating Electronically) and the UTGSU shall enact any appropriate measures to satisfy those provisions in the Act.

3.7 Quorum

3.7.1 The quorum for the Annual Meeting of the Members shall consist of one hundred (100) Members.

3.7.2 The quorum for a Special Meeting of the Members of the UTGSU called by the Board of Directors shall be one hundred and fifty (150) Members.

3.7.3 The quorum for a special meeting of the Members of the UTGSU called by the Members shall be equal to one hundred and fifty (150) Members, or thirty percent (30%) of the number of Members who requisitioned the special meeting. The enrollment numbers used in this calculation will be the most recent monthly enrollment figures available from the School of Graduate Studies.

3.8 Chair of the Meeting

The Chair of a meeting of the UTGSU shall be the Chair of the Board of Directors or, in his or her absence, the President.

3.9 Adjourned Meeting

3.9.1 If, within one-half (1/2) hour after the time appointed for a meeting of the UTGSU, a quorum is not present, the meeting shall stand adjourned until a day within two weeks to be determined by the Board of Directors.

3.9.2 At least seven (7) days' notice of the adjourned meeting shall be given in accordance to the provisions of Section 3.3.

3.10 Persons Entitled to be Present

The only persons entitled to attend a meeting of Members shall be the Chair (or their substitute, as the case may be), Members, Directors, Officer, and the auditor of the UTGSU, although not entitled to vote. Any other person may be admitted only on the invitation of the Chair of the meeting (or their substitute, as the case may be) or with the consent of the meeting.

3.11 Participation through Electronic Means

Members may participate electronically through an electronic platform, facilitated by the UTGSU, utilized for the purposes of holding a Members' meeting. For greater clarity, the provisions of this Section 3.11 shall satisfy the purposes of subsection 159(5) (Meeting held by Electronic Means) and the UTGSU shall enact any appropriate measures to satisfy those provisions in the Act.

Amended: December 2021

ARTICLE 4 BOARD OF DIRECTORS

4.1 Board of Directors Composition

4.1.1 The Board of Directors shall consist of a minimum of three (3) and a maximum of fifty (50) Directors, as provided for in the Articles of Continuance of the UTGSU.

4.1.2 The number of Directors may be increased or decreased by ordinary resolution of the Members at any meeting of the Members, but such number shall not be less than three (3).

More specifically, the Board of Directors shall consist of the following individuals, elected by the Membership:

4.1.3 All members of the Executive Committee, acting in their capacity as Directors and Officers of the UTGSU;

4.1.4 Seven (7) Directors, elected from the membership at large, representing Division 1: Humanities at the University of Toronto;

4.1.5 Seven (7) Directors, elected from the membership at large, representing Division 2: Social Sciences Division at the University of Toronto;

4.1.6 Seven (7) Directors, elected from the membership at large, representing Division 3: Physical Sciences at the University of Toronto;

4.1.7 Seven (7) Directors, elected from the membership at large, representing Division 4: Life Sciences at the University of Toronto;

The Board of Directors shall further consist of the following individuals, appointed by the Directors:

4.1.8 One (1) appointed Director, elected by the University of Toronto Mississauga campus students, to be their representative;

4.1.9 One (1) appointed Director, elected by the University of Toronto Scarborough campus students, to be their representative;

4.1.10 One (1) appointed Director, representing the 1st year masters students; and

4.1.11 One (1) appointed Director, representing the 1st year doctoral students.

4.2 Qualifications

Each Director shall:

4.2.1 be 18 or more years of age;

4.2.2 be a Member of the UTGSU or shall become a Member of the UTGSU within ten (10) days after the Director's election;

4.2.3 not be an undischarged bankrupt nor incapable, as the latter is defined in the Act;

4.2.4 not have a terminated Membership, in accordance with section 2.3 of this Bylaw;

4.2.5 continue throughout their term to meet the above qualifications.

If a Director ceases to be a Member of the UTGSU or becomes bankrupt or incapable, they then cease to be a Director, and the vacancy shall be filled in accordance with Section 4.4 herein.

4.3 Power

4.3.1 The Board of Directors is hereby vested with the governance and management of the UTGSU.

4.3.2 The management and administration of the day-to-day affairs of the UTGSU, as more particularly described in Article 7, shall be delegated to the Executive, pursuant to the Act.

4.4 Vacancies

The office of a Director shall be vacated upon the occurrence of any of the following events:

4.4.1 The Director ceases to hold any of the qualifications outlined in Section 4.2 herein;

4.4.2 By notice in writing to the UTGSU, the Director resigns, which resignation shall become effective at the time it is received by the UTGSU or at the time specified in the notice, whichever is later;

4.4.3 The Members of the UTGSU remove the Director from office by ordinary resolution at a special meeting called for that purpose, in accordance with Article 10;

4.4.4 The death of the Director.

A vacancy on the Board of Directors may be filled in the following manner:

4.4.5 the vacated position shall be filled by the individuals entitled to elect the Director in said position;

4.4.6 the remaining Directors shall hold a by-election amongst the individuals referred to in Paragraph 4.4.3 herein;

4.4.7 if a vacancy is filled, the individual appointed to fill such vacancy shall serve for the remainder of the term.

4.5 Discipline of Director

The Director may be subject to discipline by the UTGSU, in accordance with Article 10.

4.6 Honorarium

4.6.1 The Directors shall be compensated with an honorarium, the amount of which shall be determined by annually by the Members at the annual general Member's Meeting. At this agenda item of the meeting, the Vice President Finance shall provide a recommendation for setting the amount of the honorarium.

- 4.6.2 Any honorarium provided by the UTGSU will be paid only if the Director performs the duties required of such Director.
- 4.6.3 If the resignation or termination of the Director occurs before the first installment of the honorarium (timing of the installment to be determined according to the budgetary provisions) then the Director forfeits the entire amount of the honorarium.
- 4.6.4 If a Director misses more than three Board of Directors meetings, the Director shall have forfeited their honorarium.
- 4.6.5 The honorarium in this Section 4.6 shall not apply to the members of the Executive Committee.

4.7 Voting

- 4.7.1 Each Director, whether elected or appointed, shall be entitled to one (1) vote at a meeting of the Board of Directors.
- 4.7.2 Questions arising at any meeting of the Board of Directors shall be decided by ordinary resolution.
- 4.7.3 A tie vote shall defeat the resolution.
- 4.7.4 A declaration by the Chair that a resolution has been carried and an entry to that effect in the meeting minutes will be proof of the number or proportion of the votes recorded in favour of or against such a resolution.
- 4.7.5 Voting shall be conducted by a show of hands or by electronic means as approved by Board of Directors.
- 4.7.6 If a secret ballot is requested by any Director present at a Board of Director's meeting, the Directors shall ensure that the ballot is conducted in a manner that ensures confidentiality while still maintaining the integrity of the voting process.

4.8 Annual Executive Programme

- 4.8.1 Every member of the Executive Committee shall create an Annual Executive Programme, detailing their expected projects and duties, upon taking office.
- 4.8.2 At the October Board of Directors meeting, ~~each~~ the Executive Committee shall present their Annual Executive Programme to the Board.
- 4.8.3 The Annual Executive Programme shall be in the format prescribed in the UTGSU Policy Handbook.

4.9 Board of Directors Chair

- 4.9.1 There shall be a Board of Directors Chair, who is not a member of the Board of Directors.
- 4.9.2 At least two (2) weeks prior to the last Board of Directors' meeting before the new Executive Officers take office, the Board of Directors shall appoint (normally at the

March Meeting) a nominating committee consisting of the outgoing Chair, one outgoing Executive Officer, and one other person.

- 4.9.3** If an outgoing Executive Officer or outgoing Chair might be considered for the post, Board of Directors shall appoint substitutes to serve on the nominating committee.
- 4.9.4** All efforts shall be made to nominate a Chair who is a Member. However, in the absence of strong candidates, the nominating committee may nominate a Chair who is external to the UTGSU.
- 4.9.5** The Board of Directors, at the last meeting before the new Executive Officers take office (normally in April), shall consider the recommendations of the nominating committee, and choose the new Chair.
- 4.9.6** Should the Chair leave office for any reason, Board of Directors shall choose a replacement.
- 4.9.7** In the absence of the Chair at a Board of Directors meeting, one (1) Executive Committee member shall be selected by the Board of Directors to replace the Chair for that meeting.
- 4.9.8** The Chair has no vote and in the case of a tie vote, the motion, amendment, or resolution shall be lost.
- 4.9.9** A stipend shall be paid to the Chair.
- 4.9.10** The Chair shall:
 - 4.9.10.1 chair all meetings of Board of Directors;
 - 4.9.10.2 chair all annual and special meetings of the UTGSU;
 - 4.9.10.3 interpret the Bylaw and Articles when required, provided that such an interpretation may be overruled by a majority vote of the Board of Directors, which has the final authority.
 - 4.9.10.4 chair meetings of the Executive, upon request, when the Vice-President Governance vacates the Chair because of conflict of interest;
 - 4.9.10.5 chair committees of Board of Directors or committees of the Executive upon request when the usual Chair leaves the Chair because of a conflict of interest; and
 - 4.9.10.6 arrange the head count of Members should the question arise during a meeting of Board of Directors.

4.10 Notice of Meeting

- 4.10.1** The Directors are entitled to receive seven (7) days' notice of a regular or special Board of Directors meeting.
- 4.10.2** Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Director to form a reasoned judgment on the

decision to be taken.

4.10.3 The Chair shall send by email the agenda for any Board of Directors meeting at least seven (7) days before the meeting takes place.

4.10.4 No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent in writing to the meeting being held without notice and in their absence.

4.11 Remuneration and Expenses

The members of the Executive Committee shall, as per the UTGSU's Policy Handbook, be granted honoraria and be reimbursed for traveling and other expenses properly incurred by them in attending meetings approved by the Executive Committee. Nothing herein contained shall preclude any member of the Board of Directors from serving the UTGSU in any other capacity and receiving remuneration therefore.

4.12 Quorum

4.12.1 Quorum consists of 50% of the Director's elected in office, at the time of the Board of Director's meeting.

4.12.2 A motion questioning quorum shall take precedence over all other motions on the floor. Should the quorum not be present, the meeting is adjourned and all business deferred until the next meeting.

4.13 Proposed Motions

4.13.1 All motions for agendas must be presented in writing to the Vice-President Internal.

4.13.2 Any Director may submit to the Vice-President Internal a proposed motion, to be added to the agenda, at the discretion of the VP-Internal and the Chair , at least fourteen (14) days before the relevant Board of Director's meeting.

4.14 Attendance of Directors on UTGSU Committees

Any member of a Board of Director subcommittee or *ad hoc* committee who misses three (3) consecutive meetings of that committee shall be replaced unless that member can show just cause.

4.15 Attendance of Representative on External Organizations

Any representative of the UTGSU on external organizations (including University committees) who misses three (3) consecutive meetings of that organization shall be replaced if it is within the power of the UTGSU to do so, unless that representative can show just cause.

4.16 Accessibility of Information

The minutes of Board of Directors' meetings and of any committees or otherbodies of the UTGSU, all documents submitted or tabled before a Board of Directors' meeting, the minutes of annual or special meeting of the Members and all documents submitted or tabled at annual or special meetings of the Members shall be available to any Member.

4.17 Persons Entitled to be Present

The only persons entitled to attend a meeting of Board of Directors shall be the Chair of the meeting (or their substitute, as the case may be), those entitled to vote thereat, the Directors and Officers of the UTGSU, the auditor of the UTGSU and others who, although not entitled to vote, are entitled or required under any provisions of the Act, the Letters Patent, the Articles of Continuance, the Bylaw of the UTGSU, or the Policy documents of the UTGSU to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting (or their substitute, as the case may be) or with the consent of the meeting.

Amended: December 2021

ARTICLE 5 COURSE UNIONS AND THE UTGSU ASSEMBLY

5.1 Formation

- 5.1.1** Members of the UTGSU may form Course Unions for the advancement of their particular interests.
- 5.1.2** A Course Union shall be recognized by the Board of Directors when a motion proposing such recognition has been approved by a simple majority of Board of Directors members then present.
- 5.1.3** The constitution of a Course Union must be approved by the Board of Directors and shall include a provision delegating responsibility for its financial accounts to a member of the Course Union executive.

5.2 Compliance

- 5.2.1** All Course Unions shall be subordinate to the UTGSU and the Board of Directors.
- 5.2.2** The Course Union shall comply with the provisions of the Articles of Continuance of the UTGSU, the Bylaw and UTGSU Policy documents and in addition, shall execute a "Memorandum of Agreement".
- 5.2.3** Each Course Union shall be open to all Members who fulfill the qualifications of membership as stated in the constitution of the Course Union concerned.
- 5.2.4** The qualifications for membership in a Course Union may not discriminate against Members on the basis of age, race, creed, colour, national origin, political or religious affiliation, sex, sexual orientation, marital status, place of residence, status as a full-time or part-time Graduate Student, or type of programme.
- 5.2.5** Annually, each Fall and when elections take place, each Course Union shall provide the Board of Directors with the names of its executive and members of UTGSU Assembly and a copy of all its publications.
- 5.2.6** Copies of changes, alterations, or additions to the constitutions of Course Unions shall be sent to the Vice-President Internal as soon as possible. Such changes shall be deemed to take effect only when they have been received by the Vice-President Internal or designate.

5.3 Finances

- 5.3.1** Only those Course Unions which are recognized by UTGSU Board of Directors shall be entitled to call themselves a Graduate Student association of the University of Toronto and thereby be eligible for, and entitled to, Course Union funding and representation on UTGSU Assembly. Course Unions shall be organized within a single graduate department, centre or institute or other academic programme.
- 5.3.2** In accordance with the UTGSU's Policy Handbook, Course Union Head Grants will be dispersed to recognized Course Unions in two (2) installments annually.

- 5.3.3** Upon request, Course Unions in receipt of funds from the UTGSU shall be required to submit to the Vice-President Finance and/or Finance Committee records of the Course Union's finances.

5.4 Course Union Representatives

- 5.4.1** Course Unions shall have Representatives on the UTGSU Assembly in accordance with the following formula:
- 5.4.1.1 Ten (10) to one hundred (100) full-time equivalent students, one (1) member;
 - 5.4.1.2 One hundred and one (101) to two hundred (200) full-time equivalent students, two (2) members;
 - 5.4.1.3 Two hundred and one (201) to one thousand (1000) full-time equivalent students, three (3) members; and
 - 5.4.1.4 One thousand and one (1001) and over full-time equivalent students, four (4) members.
- 5.4.2** A full-time equivalent student is defined as one (1) full-time enrolled student or two (2) part-time enrolled students.
- 5.4.3** Course Unions in departments, centres and institutes with fewer than ten (10) full-time equivalent Graduate Students shall, for the purpose of representation on the UTGSU Assembly, affiliate with other Course Unions within their division of the School of Graduate Studies which have less than the required minimum. The number of representatives shall be based on the sum of their combined membership. Where there is only one Course Union in a division with less than the required minimum of Students, that Course Union shall have one (1) Representative on the UTGSU Assembly.
- 5.4.4** Representation shall be based on the School of Graduate Studies membership figures for the previous academic year, subject to revision according to the February head count.
- 5.4.5** Course Unions shall determine the method of choosing Representatives for UTGSU Assembly.
- 5.4.6** Where no Course Union exists, the Members in the department shall be notified of vacancies in a manner deemed appropriate by the President and at the request of any student in such a department, an election committee established by UTGSU Assembly shall conduct an election.
- 5.4.7** Course Union Representatives shall hold office for a one (1) year term.
- 5.4.8** Each Course Union Representative has one (1) vote in UTGSU Assembly meetings, which she or he may not delegate to another member of her or his Course Union who is not a member of UTGSU Assembly, or to anyone else.
- 5.4.9** No person shall have more than one (1) vote at a meeting of UTGSU Assembly.

- 5.4.10** Any Course Union Representative who misses more than one (1) UTGSU Assembly meeting shall be replaced, unless that Member has just cause.
- 5.4.11** Failure of a Course Union to have at least one (1) of their members of the UTGSU Assembly, or their designated proxy, attend a percentage of UTGSU Assembly meetings shall result in the curtailing of the UTGSU's financial support to said Course Union.
- 5.4.12** The members of any Course Union may recall their Board of Directors Representative by filing a motion with the Chair of the Board of Directors signed by fifty percent (50%) of the Members in the Course Union. The petition must state the grounds for recall.
- 5.4.13** If a vacancy occurs at any time among the Representatives either by a resignation, by death or removal by the Course Union, or by any other cause, the President shall direct the Course Union to elect a qualified person to replace him or her for the remainder of their term.
- 5.4.14** For greater clarity, a Course Union Representative shall not be deemed to be a Director.

5.5 The UTGSU Assembly

- 5.5.1** The UTGSU Assembly is a forum for Course Unions and their Representatives to discuss University and UTGSU affairs.
- 5.5.2** Representatives can propose motions for consideration at a Board of Directors' meeting.
- 5.5.3** The President shall organize a UTGSU Assembly meeting at the following times:
 - 5.5.3.1 in September of every year, to provide an orientation to all Representatives;
 - 5.5.3.2 in November or December of every year; and
 - 5.5.3.3 in March or February of every year.
- 5.5.4** Notice of a meeting, when sent by electronic means, must be provided to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.
- 5.5.5** The notice of meeting will state the date, time and location of the meeting.
- 5.5.6** Notice to each Representative will be deemed sufficiently given if notice is delivered by email (or by other electronic means of individual delivery), in which case it shall be deemed to have been given the day of such delivery.
- 5.5.7** The President shall preside over the UTGSU Assembly.
- 5.5.8** The President shall create an agenda for the Assembly meeting and share it with all course Union, one (1) week prior to the meeting. Any Course Union wanting to

add matters to the agenda may contact the President directly. The President shall have the right to refuse any proposed agenda item in accordance with the rules set out in section 3.5.4.

5.5.9 UTGSU Assembly meetings shall be conducted, using the procedures and practices set out in Section 5.5.3, 5.5.4, 5.5.5, 5.5.6, 5.5.7, 5.5.8 and 5.5.9.

5.5.10 The UTGSU Assembly may propose motions to the Board of Directors, which shall be considered at the next Directors' Meeting or at any Directors' Meeting proposed by the Assembly or the Directors.

5.6 Investigations and Discipline

5.6.1 The Board of Directors shall, at any time, have the right to direct a Course Union investigation *ad hoc* committee to investigate the conduct of any Course Union when there is reason to believe that the constitution of the Course Union or the Letters Patent, Articles of Continuance, Bylaw of the UTGSU, UTGSU Policy Documents, or Memorandum of Agreement are not being observed.

5.6.2 Any Course Union failing to adhere to any of the conditions in these Bylaws or the Policy Handbook shall be subject to the judgment of the Board of Directors, which may impose such penalties as the case may warrant, up to and including withdrawal of recognition or funding of the Course Union concerned or any penalty lesser in extent or degree consistent with this power.

Amended: December 2021

ARTICLE 6 COMMITTEES AND CAUCUSES OF THE UTGSU

6.1 Standing Committees

The following shall be Standing Committees of the Board of Directors:

- 6.1.1** Executive Committee;
- 6.1.2** Governance Committee;
- 6.1.3** Equity and Advocacy Committee;
- 6.1.4** Graduate Affairs Committee;
- 6.1.5** Finance Committee
- 6.1.6** Grad Minds Committee.

6.2 Caucuses

The following shall be Caucuses of the UTGSU:

- 6.2.1** Women and Trans People Caucus;
- 6.2.2** Queer Caucus;
- 6.2.3** International Students' Caucus;
- 6.2.4** Race and Ethnicity Caucus;
- 6.2.5** Professional Graduate Students Caucus; and
- 6.2.6** Boycott, Divestment, & Sanctions Caucus.
- 6.2.7** Graduate Students of the Royal Ontario Museum (New)

6.3 Descriptions of Committees and Caucuses

The Executive Committee is the committee which manages and administers the day-to-day affairs of the UTGSU and consists of the Executive of the UTGSU, as described in Article 7 of this Bylaw.

- 6.3.1** All other standing committees' terms of reference shall be described in the UTGSU's Policy Handbook, under Policy G4, "Standing Committees".
- 6.3.2** All caucus terms of reference shall be described in the UTGSU's Policy Handbook, under Policy G5, "Caucuses".

6.4 Members of Committees and Caucuses

Membership in the Committees of the UTGSU shall be defined by the Bylaw or Policy that defines said committee.

6.4.1 Each committee must have a chair, which shall be a member of the Executive Committee, and a vice-chair.

6.4.2 Notwithstanding the above paragraph, the Chair of the Executive Committee will rotate among the members of the Executive Committee, and the Executive Committee shall have no Vice-Chair.

6.5 Ad hoc Committees

6.5.1 The Board of Directors may form *ad hoc* committees at any time, as they deem necessary, via a simple majority vote. These committees shall exist throughout the term of Board of Directors, but, if an *ad hoc* committee's work continues beyond the current term of Board of Directors, it must be reconstituted by the next Board of Directors as described in the initial and any subsequent motions.

6.5.2 *Ad hoc* committees shall be given a clear mandate from Board of Directors through the motion that created that committee and will be restricted to that mandate, unless otherwise amended by Board of Directors, which shall also have the right to expand or restrict membership of said *ad hoc* committee.

6.5.3 Unless Board of Directors specifically determines otherwise, following the acceptance of the final report of the *ad hoc* committee by Board of Directors, the committee shall be deemed to have automatically dissolved.

6.6 Responsibilities of Chairs of Committees and Caucuses

The chairs of committees and caucuses of the UTGSU shall be responsible for:

6.6.1 Ensuring that minutes of all meetings are written and kept; and

6.6.2 Providing a report to the Executive Committee and Board of Directors as soon as possible after the committee has met.

6.6.3 Publishing foreseeable actionable items in their draft agendas (e.g. endorsements, oppositions, campaigns, donations, etc.) on the UTGSU's website.

Amended: December 2021, March 2022

ARTICLE 7 THE EXECUTIVE COMMITTEE

7.1 Composition

The Executive Committee shall consist of the following:

- 7.1.1** President;
- 7.1.2** Vice-President Internal;
- 7.1.3** Vice-President External;
- 7.1.4** Vice- President Academics, Divisions 1 and 2;
- 7.1.5** Vice- President Academics, Divisions 3 and 4; and
- 7.1.6** Vice-President Finance.

7.2 Qualifications of Officers

- 7.2.1** All Officers of the UTGSU shall be Members for at least one (1) term before seeking election and shall continue to be Members while in office. Should an Officer of the UTGSU cease to be a Member, she or he shall resign office at the end of his or her term of office.
- 7.2.2** The Officers of the UTGSU shall hold their respective offices for a period of one (1) year beginning May 01.
- 7.2.3** The elections of the Officers of the UTGSU shall follow the procedure set out in Article 9.
- 7.2.4** All Officers are eligible for re-election.

7.3 Vacancy

- 7.3.1** The Board of Directors has the full authority to establish a by-election to fill vacant positions of the Officers of the UTGSU.
- 7.3.2** By-elections may occur during times outside the regular election period, with the exception of any period of scheduled University closure.
- 7.3.3** Any by-election set during an unscheduled closure must be rescheduled by the Elections and Referenda Committee.

7.4 Conduct of Executive Meetings

- 7.4.1** Executive Committee meetings shall be chaired by all members of the Executive, in rotation.
- 7.4.2** The meeting chair shall interpret the rules in a contextual manner, having regard for the facts in any given interpretive decision.

- 7.4.3 The chair of the Executive has the right to cast a tie-breaking vote.
- 7.4.4 Quorum at Executive meetings will be half the number of the current members of the Executive. In the event of an odd number of Executivemembers, the larger number shall constitute quorum.

7.5 Duties of the Executive

- 7.5.1 All Executive Officers must attend an Anti-Oppression Workshop within sixty (60) of taking office as per Policy G9: Anti-Oppression Policy.
- 7.5.2 The Executive shall be delegated the management and administration of the day-to-day affairs of the UTGSU in accordance with section 142 of the Act. The Executive is hereby vested with all executive powers including the right to negotiate contracts on behalf of the UTGSU, staffing, and the right to delegate authority.
- 7.5.3 Without limiting the generality of the foregoing, the Executive Committee will:
 - 7.5.3.1 authorize the reimbursement of the reasonable expenses incurred by the Executive Director of the UTGSU in carrying out their duties;
 - 7.5.3.2 recommend to the Board of Directors annually, via the Vice-President Finance, a proposed budget for the allocation of UTGSU funds for the ensuing Financial Year; and
 - 7.5.3.3 between 15 May and 30 June of each year, hold a planning meeting for the UTGSU to determine priorities for the upcoming year. This meeting will set attendance and regrets policies for Executive members as outlined in Section 4.14.

7.6 Duties of the President

The President shall:

- 7.6.1 be the Chair of the UTGSU Assembly;
- 7.6.2 shall act as Vice-Chair of the Finance Committee;
- 7.6.3 be responsible for the duties of the Board of Directors Chair in her or his absence;
- 7.6.4 oversee and monitor the UTGSU's services and operations, including the creation of human resources guidelines;
- 7.6.5 develop and implement strategic communication policies for UTGSU materials, including but not limited to the website, digest, agenda, and overall brand;
- 7.6.6 act as a liaison with School of Graduate Studies and other University administration, including the office of the president, the office of the provost, and the offices of the various vice-provosts;
- 7.6.7 ensure communication between the UTGSU and graduate student

representatives on Governing Council committees of the University;

- 7.6.8** coordinate the efforts of other Executives;
- 7.6.9** monitor the following University bodies for issues relevant to graduate students:
 - 7.6.9.1 Governing Council;
 - 7.6.9.2 Academic Board of the Governing Council;
 - 7.6.9.3 Business Board of the Governing Council; and
 - 7.6.9.4 University Affairs Board of the Governing Council;
- 7.6.10** act as the one of UTGSU's contact and respondent for all campus media organizations.
- 7.6.11** act as a liaison between the UTGSU and:
 - 7.6.5.1 all affiliated levy groups;
 - 7.6.5.2 the School of Graduate Studies; and
 - 7.6.5.3 other provincial or national student organizations;
- 7.6.12** coordinate implementation of campaigns developed by the national, provincial, and G.T.A. student federations of which the UTGSU is a member;
- 7.6.13** act as the Union representative on university committees dealing with community, civic and municipal issues and inform the Board of Directors of any related developments;
- 7.6.14** organize an orientation every September for Course Union Representative attending the UTGSU Assembly;
- 7.6.15** oversee provincial and federal government lobbying efforts of the UTGSU;
- 7.6.16** be a signing authority of the UTGSU; and
- 7.6.17** perform such other functions as the Executive Committee or the Board of Directors may determine.

7.7 Duties of the Vice-President Internal

The Vice-President Internal shall:

- 7.7.1** be responsible for ensuring meetings of the Executive Committee and Board of Directors are scheduled, that agendas are created for these meetings, that proper and adequate minutes are prepared, and to sign one (1) copy of the approved minutes;

- 7.7.2 be responsible for the duties of the Chair of the Board of Directors in their absence and attend meetings and conferences that will enhance the interests of the UTGSU;
- 7.7.3 keep the Board of Directors informed of external issues affecting Members;
- 7.7.4 facilitate and monitor the Union's Bylaw and Policy updates;
- 7.7.5 chair the Governance Subcommittee; and
- 7.7.6 organize an orientation for the UTGSU Board of Directors and related skill-building efforts; and
- 7.7.7 perform such other functions as the Executive Committee or the Board of Directors may determine.

7.8 Duties of the Vice-President External

The Vice-President External shall:

- 7.8.1 act as a liaison with the University administration, including the office of the president, the office of the provost, and the offices of the various vice-provosts, on both academic and non-academic matters;
- 7.8.2 represent the UTGSU with regards to non-academic services matters within the University, including but not limited to Athletics and Recreation, Hart House, Student Life and additional Councils and/or Organizations dealing with Student Services;
- 7.8.3 to chair the Equity and Advocacy Committee
- 7.8.4 act as a liaison between the UTGSU and:
 - 7.8.4.1 all affiliated levy groups; and
 - 7.8.4.2 international, provincial or national student organizations;
- 7.8.5 coordinate implementation of campaigns developed by the international, national, provincial, and G.T.A. student federations of which the UTGSU is a member;
- 7.8.6 act as the Union representative on university committees dealing with community, civic and municipal issues and inform the Board of Directors of any related developments;
- 7.8.7 coordinate the efforts of other Executives , on issues that go beyond their portfolios; and
- 7.8.8 act as one of the UTGSU's primary contact and respondent for all campus

media organizations.

7.9 Duties of the VP-Academic, Divisions 1 and 2

The Vice-President Academics, Divisions 1 and 2 shall:

- 7.9.1** act as a liaison with the faculties in division 1 and 2;
- 7.9.2** monitor the implementation of S.G.S. grants and awards (including the S.G.S. emergency grant), for students in divisions 1 and 2;
- 7.9.3** monitor the implementation of university and departmental studentfunding policies for students in divisions 1 and 2;
- 7.9.4** address specific student and Course Union concerns with regards to academic policy, funding, student-supervisor issues, and S.G.S. calendar guidelines for students in division 1 and 2 (including working together with staff on student appeals). This should include regular meetings with Course Unions and assisting them on matters that need to be handled above the departmental level;
- 7.9.5** be the Union's representative on the Graduate Education Council;
- 7.9.6** be the Union's representative on the Library Advisory Group;
- 7.9.7** co-chair the committee dealing with Graduate Affairs;
- 7.9.8** perform such other functions as the Executive or Board of Directors may determine;
- 7.9.9** monitor the Funding Complaints Process with the VP-Academic, Divisions 3 and 4.

7.10 Duties of the VP-Academic, Divisions 3 and 4

The Vice-President Academics, Divisions 3 and 4 shall:

- 7.10.1** act as a liaison with the faculties in divisions 3 and 4;
- 7.10.2** monitor the implementation of S.G.S. grants and awards (including the S.G.S. emergency grant), for students in divisions 3 and 4;
- 7.10.3** monitor the implementation of university and departmental student funding policies for students in divisions 3 and 4;
- 7.10.4** address specific student and Course Union concerns with regards to academic policy, funding, student-supervisor issues, and S.G.S. calendar guidelines for students in division 3 and 4 (including working together with staff on student appeals). This should include regular meetings with Course Unions and assisting them on matters that need to be handled above the departmental level;
- 7.10.5** be the Union's representative on the Graduate Education Council;
- 7.10.6** co-chair the committee dealing with Graduate Affairs;

- 7.10.7 be the Union's representative on the Library Advisory group;
- 7.10.8 be a member of the committee dealing with Employer Group;
- 7.10.9 monitor the Funding Complaints Process with the VP-Academic, Divisions 1 and 2;
- 7.10.10 perform such other functions as the Executive or the Board of Directors may determine.

7.11 Duties of the Vice-President Finance.

The Vice-President Finance shall:

- 7.11.1 cooperate with the Finance Administrator, Finance Committee, and Executive Committee and present to the Members at the UTGSU's annual meeting a full and complete audit of the previous Financial Year;
- 7.11.2 cooperate with the Finance Administrator, Finance Committee, and Executive Committee and prepare and present to the Board of Directors a proposed budget for the allocation of UTGSU funds for the ensuing Financial Year;
- 7.11.3 present to the Board of Directors and the Executive Committee and Finance Committee recommendations concerning the UTGSU's financial bylaws and policies;
- 7.11.4 present to the Board of Directors the Finance Committee's recommendations for the allocation of Donation Requests, Bursaries, Grants, Awards, and other funds as per the UTGSU's Policy Handbook;
- 7.11.5 oversee the administration and execution of the UTGSU Conference Bursary as per the UTGSU's Policy Handbook;
- 7.11.6 oversee the administration and execution of the Graduate Community Development Fund (GCDF) Awards as per the UTGSU's Policy Handbook;
- 7.11.7 oversee the financial auditing of UTGSU-recognized course unions as per the UTGSU's Policy Handbook;
- 7.11.8 ensure that the UTGSU's financial documents are made available to the Members in the UTGSU's offices, and that the UTGSU's audit report and budget are made available on the UTGSU's website;
- 7.11.9 chair the Finance Committee; and
- 7.11.10 perform such other functions as the Executive Committee or the Board of Directors may determine.

7.12 Other Duties

Each Executive member shall be responsible for:

- 7.12.1 campaigns related to their portfolio;
- 7.12.2 website updates, UTGSU digest submissions, and other publicity related to their portfolio;
- 7.12.3 media relations related to their portfolio;
- 7.12.4 working with on-campus organizations, including the faculty and teaching assistant unions, as relevant to their portfolio;
- 7.12.5 acting as a signing authority of the UTGSU, as determined by both the Executive Committee and the Board of Directors;
- 7.12.6 chairing the Executive Committee in turn, according to a rotation of Executive members;
- 7.12.7 serving on a minimum of two of the UTGSU's subcommittees;
- 7.12.8 notwithstanding duties contained in this Bylaw, the Executive Committee shall have the ability to reassign tasks of Executive members for the duration of a term of office; and
- 7.12.9 each Executive member shall provide a weekly work report to the Executive Committee and a written monthly report to the Board of Directors. The monthly report shall be approved by the Executive Committee before being circulated to the Board of Directors. Failure to provide reports to two consecutive Board of Directors meetings will result in an Executive member's honorarium being suspended until a satisfactory report has been provided.

7.13 Notice of Executive Meetings

- 7.13.1 Notification of regular and special Executive meetings shall be given at least three (3) days in advance of the meeting. Notification may be given in writing, in person, by phone, or by e-mail. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member of the Executive to form a reasoned judgment on the decision to be made.
- 7.13.2 An emergency Executive meeting may be called by any members of the Executive, with notification to every Member one day (1) in advance, if possible.
- 7.13.3 Such notification of an emergency meeting shall include the reason for calling the meeting.

7.14 Limitation of Executive Power

- 7.14.1 The Executive may not take independent action concerning matters that fall within the terms of reference of properly constituted standing or *ad hoc* committees of the Board of Directors without first consulting with the chair of the committee

concerned.

- 7.14.2 If the committee chair indicates that their committee is currently considering matters regarding the specific action being discussed by the Executive, the Executive shall halt all action until the committee has completed its deliberations.
- 7.14.3 When Executive portfolios intersect with the terms of reference of a committee, said Executive member must consult with the committee to the appropriate level with the chair and vice-chair of the committee.
- 7.14.4 If there is a dispute over jurisdiction or role between the Executive or an Executive and a committee, the Chair of the Board of Directors will be asked to give an interpretation of the resolutions, policies and Bylaw which will give clarity to this matter.

Amended: December 2021

ARTICLE 8 EXECUTIVE DIRECTOR

8.1 Accountability

The Executive Director shall be directly accountable to the Executive Committee.

8.2 Reporting Obligations

8.2.1 The Executive Director shall have continued reporting obligations to the Executive Committee.

8.2.2 Despite section 8.2.1 above, the Executive Director shall give a verbal or written report to the Board of Directors at the monthly Board of Directors' meetings.

In the reports outlined at section 8.2.2, the Executive Director shall inform the Board of Directors of:

8.2.3 human resources matters affecting the UTGSU;

8.2.4 agreements affecting the UTGSU;

8.2.5 legal matters affecting the UTGSU;

8.2.6 their continued work with the Executive Committee members;

8.2.7 any other matters outlined in section 8.3 below or the Executive Director employment agreement.

8.3 Responsibilities

The Executive Director of the UTGSU shall have the following responsibilities:

8.3.1. determining the UTGSU's human resources requirements;

8.3.2. creating and approving such paid and volunteer positions as are deemed necessary, subject to complying with the approved budget of the UTGSU;

8.3.3. liaise with all employees and CUPE 1281;

8.3.4. maintain the financial health of the UTGSU by ensuring all bookkeeping is up to date;

8.3.5. manage the front office of the UTGSU;

8.3.6. facilitate the day-to-day financial transactions of the UTGSU;

8.3.7. cause the UTGSU to enter into agreements that have been approved by the Board or, to the extent permitted, the Executive Committee;

8.3.8. be a signing authority for the UTGSU;

8.3.9. ensure that remittances to external organizations are made in accordance with the

UTGSU's agreements with external organizations;

8.3.10. carry out the duties and responsibilities described in their employment agreement with the UTGSU; and

8.3.11. authorize the reimbursement of the reasonable expenses incurred by the Executive Director of the UTGSU in carrying out their duties.

ARTICLE 9 ELECTIONS

9.1 Appointment of the Chief Returning Officer

- 9.1.1** At the October Board of Directors' meeting, the Directors shall appoint a nominating committee that will be tasked with soliciting a candidate for the position of Chief Returning Officer for Executive Officer elections and referenda within the current academic year.
- 9.1.2** This committee shall consist of one (1) former member of the Elections Committee, the Executive Director (non-voting), and one (1) other representative from the Board of Directors .
- 9.1.3** In the event that no member of the former Elections Committee is available, the Board of Directors shall appoint substitutes to serve on the nominating committee.
- 9.1.4** The nominating committee will present a candidate for the position of Chief Returning Officer at a Fall Board of Directors' meeting.
- 9.1.5** Should there be no suitable candidate, the Elections Committee may choose a UTGSU Member to fill the role.
- 9.1.6** No Member shall serve, in a single election cycle, in more than one of the following capacities: as the CRO, as a Deputy CRO, as a CRO Hiring Committee member, or as an Elections Committee member. Further, any Member serving in one of the previous capacities shall be ineligible to run for election to the Executive Committee in an election in which they are serving in said capacity.
- 9.1.7** Section 9.1.5 must be included in the advertising of these positions, and any person applying for these positions must be informed of this limitation of eligibility prior to their acceptance to serve in said roles.

9.2 Duties of Chief Returning Officer

The Chief Returning Officer:

- 9.2.1** May be a Member of the UTGSU;
- 9.2.2** may not be a member of the Executive Committee;
- 9.2.3** shall chair the Elections and Referendum Committee;
- 9.2.4** shall be responsible for the conduct of the election which includes hiring a Deputy Returning Officer (if required) and Poll Clerks, subject to the following requirements:
 - 9.2.4.1** the Deputy Returning Officer shall be a Member of the UTGSU;
 - 9.2.4.2** Poll Clerks shall be students of the University and preference shall be given to Members; and
 - 9.2.4.3** the responsibilities of the Deputy Returning Officer and the Poll Clerks

shall be at the discretion of the Chief Returning Officer in accordance with Election policy.

- 9.2.5 shall ensure that nominations papers are valid;
- 9.2.6 shall advertise the nominations and elections using ads, posters, and electronic distribution means; and
- 9.2.7 shall be responsible for resolving any or all discrepancies in the nomination, campaign and election process.

9.3 Elections and Referenda Committee

- 9.3.1 The Elections and Referenda Committee shall oversee the election of the Executive Officers and any referenda question, if applicable.
- 9.3.2 The Elections and Referenda Committee shall be structured no later than the January Board of Directors Meeting.
- 9.3.3 The Chief Returning Officer shall chair the Elections and Referenda Committee.
- 9.3.4 The Elections and Referenda Committee shall consist of:
 - 9.3.4.1 the Chief Returning Officer (chair, non-voting, may vote in the event of a tie);
 - 9.3.4.2 the Deputy Returning Officer (ex-officio, non-voting);
 - 9.3.4.3 three (3) members of the Board of Directors; and
 - 9.3.4.4 a UTGSU staff person (ex-officio, non-voting).
- 9.3.5 The policies governing elections to the UTGSU of its Officers shall be contained in Policy G2: Elections.

Amended: December 2021

ARTICLE 10 DISCIPLINE OF DIRECTORS AND OFFICERS

10.1 Discipline of an Executive, commenced by the Executive Committee

- 10.1.1** If an Executive member is suspected of not performing the duties of their position it is to be reported to the current chair of the Executive committee at an Executive meeting.
- 10.1.2** If the majority of the voting Executive members suspect that the accused Executive member is not performing the duties of their position, the accused Executive member must prepare a report and circulate it by e-mail twenty-four (24) hours in advance of the next Executive meeting.
- 10.1.3** After a period of one (1) week, if that Executive member's duties have not been reported to the satisfaction of the majority of the voting Executives (including the chair), the Executive committee shall have the ability to suspend the Executive member's honorarium until a satisfactory report is made. Whether a retroactive honorarium will be paid shall be subject to an Executive vote.
- 10.1.4** If a satisfactory report is not accepted by the Executives within one (1) month, the Executive Committee shall report to the Board of Directors.
- 10.1.5** The Board of Directors may enforce the provisions at section 10.3.2 to discipline the Executive Officer.

10.2 Discipline of a Director or Executive Officer by the Board of Directors

- 10.2.1** The UTGSU's Board of Directors shall have the right to discipline any Director or Executive Officer on the following grounds:
 - 10.2.1.1 missing two (2) or more meetings without just or proper cause;
 - 10.2.1.2 theft, fraud, or embezzlement of funds;
 - 10.2.1.3 failure to disclose a Conflict of Interest, as defined in Article 1.1;
 - 10.2.1.4 breach of confidentiality;
 - 10.2.1.5 misuse of UTGSU property;
 - 10.2.1.6 failure to perform their duties as specified in the UTGSU Bylaws; and
 - 10.2.1.7 failure to disclose any of the following:
 - 10.2.1.7.1. an ongoing, pending or former legal proceeding commenced in any court of law or tribunal against the Representative or Officer;
 - 10.2.1.7.2. a disciplinary action against the Representative or Officer by any professional regulatory body; and
 - 10.2.1.7.3. any similar type of proceeding against the Representative

or Officer.

10.3 Sanctions

10.3.1 The Board of Directors may impose any of the following sanctions on a Director:

10.3.1.1 provide a written reprimand;

10.3.1.2 notify the Members;

10.3.1.3 organize a Members' meeting for the purpose of disciplining the Director;
and

10.3.1.4 organize a Members' meeting for the purpose of removing the Director.

10.3.2 The Board of Directors may impose any of the following sanctions on an Executive Officer:

10.3.2.1 provide a written reprimand;

10.3.2.2 suspend the Officer with or without pay until a Members' meeting can be held in accordance with the UTGSU By-laws; and

10.3.2.3 call a Members' meeting for the purposes of considering a motion to remove the Officer.

10.3.3 The Director or Officer will be entitled to give the UTGSU a written statement giving reasons for opposing their removal as Director or Officer if a Members' meeting is called for that purpose.

10.3.4 If the Director or Officer provides a statement, the statement shall be circulated with the notice of the meeting in question or as soon as possible thereafter if it is not practical to circulate the statement with the notice.

10.4 Automatic Vacancy of Executive Office

The office of an Executive shall automatically be vacated:

10.4.1 if they become bankrupt, suspend payment of debts generally, compound with creditors, make an assignment in bankruptcy or are declared insolvent;

10.4.2 if they are found to be incapable, as such term is defined in the Act, by a certified medical professional;

10.4.3 if they, by notice in writing to the UTGSU, resign office, which resignation shall be effective at the time it is received by the President of the UTGSU or at the time specified in the notice, whichever is later;

10.4.4 if they are recalled in accordance with the provisions of Section 10.2; or

10.4.5 if they die.

In the cases stipulated above, the Executive in question shall be excluded from voting.

Amended: December 2021

ARTICLE 11 REFERENDA

- 11.1** The following Paragraphs guide the processes through which referenda of the UTGSU take place.
- 11.1.1** Referenda of the UTGSU may be initiated at any time by Members or by the Board of Directors collectively through processes set out below.
 - 11.1.2** Members should consult with the VP-Internal regarding legality when wishing to develop a question and notice of motion regarding a referendum before following either of the processes set out below.
 - 11.1.3** Members should have said consultation completed and a notice readied, which can be sent to the Board of Directors as specified by each process by January 01.
 - 11.1.4** The Directors should consult frequently with those they represent in all considerations regarding referenda and their passage through the various stages of these processes to ensure valid and proper decision-making and a well-informed Membership.
 - 11.1.5** Referenda will be held simultaneously with the election of Officers of the UTGSU, unless a specific and extraordinary circumstance requires that it be held at another time.
 - 11.1.6** The conduct of the polls for a referendum shall be explained within the policies of the UTGSU.
 - 11.1.7** Directors may present at any time, on behalf of those they represent, an issue that the Director feels must be addressed through the process of referenda. They may propose a draft referendum question at the same time.
 - 11.1.8** The Directors will present by, at the latest, the January meeting of the Board of Directors, the proposed referendum question. The Board of Directors may discuss any issues that arise from the question and its phrasing, but may not debate the merits of the question's intent at this meeting.
 - 11.1.9** Written notice, including the final phrasing of the proposed question, must be given two (2) weeks prior to the ratification meeting of the Board of Directors.
 - 11.1.10** A two-thirds (2/3) majority vote of the Board of Directors is required to ratify a referendum question and such a vote must be held by the January meeting of the Board of Directors in order to be held that year, in accordance with 11.1.5.
 - 11.1.11** Any referendum question ratified after the January meeting of the Board of Directors will be voted on by the Membership in the following year, in accordance with 11.1.5.
 - 11.1.12** Any Member may initiate a referendum by filing a petition signed by at least 1% of the Members, which clearly states a proposed referendum question and the purposes of holding such a referendum.
 - 11.1.13** Forms of the aforementioned petition must be available at the UTGSU's office

and website, in an appropriate format for the medium, and shall include, in addition to what is stated above, space for Members' names, student numbers, department, signature and date of signing.

- 11.1.14** A petition for a referendum must be filed with the Vice President Internal within twelve (12) months of the date of the first petition entry or it shall be deemed automatically invalid.
- 11.1.15** A petition must be received by the Vice President Internal at least two (2) weeks prior to giving notice to the Board of Directors regarding a given petition, to verify signatures and ensure requirements have been followed.
- 11.1.16** Notice of a petition must be given to the Board of Directors at least two (2) weeks prior to the January meeting of the Board of Directors.
- 11.1.17** The Board of Directors, by at least its January meeting, shall discuss the overall phrasing of the question and hear opinions on issues that reflect the Directors' role as the Board of Directors, such as the question's legality and financial feasibility, but may not debate the question's intent or merit. A two-thirds (2/3) majority vote of the Board of Directors is required to ratify a question as phrased.
- 11.1.18** If the Board of Directors does not ratify the question as phrased, the Member shall have until the January meeting of the Board of Directors to address the issues raised by the Board of Directors and incorporate them into the presentation of the question. At this meeting, the Board of Directors will again vote to ratify the improved question.
- 11.1.19** Any referendum question ratified after the January meeting of the Board of Directors will be voted on by the Membership in the following year, in accordance with 11.1.5.
- 11.1.20** Issues and agreements determined by referenda that follow the above procedures are not to be altered in any meaningful fashion and any decisions expressly against a referenda's outcome may not be made unless there is another referendum terminating the prior referendum. The process for terminating a referendum shall be the same process for introducing a referendum, as described in this Article 11.

Amended: December 2021

ARTICLE 12 INDEMNIFICATION OF REPRESENTATIVES AND OFFICERS

12.1 Protection of Director and Officers

Except as otherwise provided in the Act, no Director, Officer or Executive Director shall be liable:

- 12.1.1** for the acts, receipts, neglects or defaults of any other Director or Officer or employee; or
- 12.1.2** for any loss, damage or expense happening to the UTGSU through the insufficiency or deficiency of title to any property acquired by the UTGSU; or
- 12.1.3** for or on behalf of the UTGSU; or
- 12.1.4** for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the UTGSU shall be placed out or invested; or
- 12.1.5** for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the UTGSU; or
- 12.1.6** for any other loss, damage or misfortune whatsoever that may happen in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto,

unless the same shall happen by or through the Director's, Officer's or Executive Director's own willful neglect or default.

12.2 Indemnification of Directors and Officers

Every UTGSU Director, Officer, Executive Director, member of a committee, or any other person who has undertaken or is about to undertake any liability on behalf of the UTGSU, and his or her heirs, executors and administrators, and estate and effects, successors and assigns, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the UTGSU, from and against:

- 12.2.1** all costs, charges and expenses whatsoever that such Director, Officer, Executive Director, committee member or other person sustains or incurs in or in relation to any action, suit or proceeding which is brought, commenced or prosecuted against the Director, Officer, Executive Director, committee member or other person, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or in relation to the execution of the duties of such office or in respect of any such liability; and
- 12.2.2** all other costs, charges and expenses that the Director, Officer, Executive Director, member or other person sustains or incurs in or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default. The UTGSU shall also indemnify any such person in such other circumstances as the Act or law permits or requires. Nothing in this Bylaw shall limit the right of any person entitled to claim indemnity apart from the

provisions of this Bylaw to the extent permitted by the Act or law.

The indemnity described in Paragraphs 12.2.1 and 12.2.2 above shall only be available to an individual if:

- 12.2.3** they acted honestly and in good faith with a view to the best interests of the UTGSU; and
- 12.2.4** in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

12.3 Insurance

The UTGSU shall purchase and maintain insurance for the benefit of any Director, Officer, Executive Director, or other person acting on behalf of the UTGSU against any liability incurred in that person's capacity as a Director, Officer, Executive Director or other person acting on behalf of the UTGSU, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the UTGSU.

ARTICLE 13 CONFLICT OF INTEREST

13.1 Conflict

A Conflict of Interest, as defined in Section 1.1 herein, arises when a Director, Officer or an Executive Director:

- 13.1.1** has a material interest in a contract to which the UTGSU is a party;
- 13.1.2** is a Director or an Officer of, or has a material interest in, any person or organization who is a party to a material contract or transaction with the UTGSU;
- 13.1.3** has a material interest in the result of a resolution passed at a Board of Directors' meeting;
- 13.1.4** is not acting in the best interests of the UTGSU, as determined by the Board of Directors by a special resolution.

The above list is not exhaustive. In instances where the Board of Directors is uncertain on whether there has or would be a Conflict of Interest, it may seek guidance from the UTGSU's legal counsel, auditor or other professional who may be suited to address such an inquiry.

13.2 Disclosure of the Conflict of Interest

A Director, Officer or Executive Director shall disclose to Board of Directors the nature and extent of the Conflict of Interest, either in writing or by having it entered into the minutes of a Board of Directors' meeting.

13.3 Timing

The disclosure required in the above Section 13.2 shall be made:

- 13.3.1** at the Board of Directors' meeting at which a proposed contract or transaction is first considered;
- 13.3.2** if the Director, Officer or Executive Director was not, at the time of the meeting referred to in Paragraph 13.3.1, interested in the proposed contract or transaction, at the first Board of Directors' meeting after the individual becomes a Director, Officer or an Executive Director;
- 13.3.3** if the Director, Officer or Executive Director becomes interested after a contract or transaction is made, at the first Board of Directors' meeting after the Director, Officer or Executive Director becomes so interested;
- 13.3.4** if an individual who is interested in a contract or transaction later becomes a Director, Officer or an Executive Director, at the first Board of Directors' meeting after the individual becomes a Director, Officer or an Executive Director;
- 13.3.5** if a material contract or transaction, whether entered into or proposed, is one that, in the ordinary course of the UTGSU's activities, would not require approval at a Board of Directors' meeting, the Director, Officer or an Executive Director shall, immediately after they become aware of the contract or transaction, disclose the

nature and extent of the Conflict of Interest to the Board of Directors.

13.4 Voting

A Director, Officer or Executive Director required to make a disclosure under Section 13.2 herein shall not vote on any resolution associated to the Conflict of Interest itself or any related outcome, material or otherwise.

13.5 Attendance at Meeting

A Director, Officer or Executive Director required to make a disclosure under Section 13.2 shall promptly leave the Board of Directors' meeting at which the Conflict of Interest or any related outcome, material or otherwise, is being discussed.

13.6 Failure to Disclose

Failure to disclose a potential Conflict of Interest constitutes ground for the disciplinary procedures outlined in Article 10 herein.

Amended: December 2021

ARTICLE 14 INTERNAL DISPUTE RESOLUTION

14.1 Internal Dispute Resolution System

The UTGSU shall maintain an internal dispute resolution system, whereby the Executive Director, Chair, Equity Officer, and Board of Appeal respond to complaints, disputes and conflicts in the manner set out in the Dispute Resolution Policy.

14.2 Staff-Related Complaints or Disputes

14.2.1 The Executive Director shall be responsible for the intake of any complaint or dispute related to the staff or the Executive Officer.

14.2.2 The Executive Director shall be the employer representative to all staff represented by CUPE 1281.

14.2.3 The dispute resolution processes related to staff shall be outlined in the Policy Handbook.

14.3 Complaints or Disputes Related to the Board of Directors

14.3.1 The Chair shall be responsible for the intake of any complaint or dispute related to a Director or an Executive Officer.

14.3.2 In the event of a complaint or dispute related to a Director or an Executive Officer, the Chair shall bring such matters to the Board of Directors.

14.3.3 Director or Executive Officer complaints or disputes related to racism, transphobia, sexism, homophobia, and other charges that violate the UTGSU's equity statement shall be brought to the Equity Officer.

14.3.4 The dispute resolution processes related to Directors or Executive Officers shall be outlined in the Policy Handbook.

14.4 Election-Related Complaints or Disputes

The CRO shall be responsible for the intake of any election-related complaint or dispute.

14.4.1 The Elections and Referendum Committee shall make determinations regarding any election-related complaint or dispute.

14.4.2 The procedures for handling election-related complaints or disputes are described in Policy G2: Elections.

14.5 Equity Officer

14.5.1 Terms of Reference

14.5.1.1 The Equity Officer shall be responsible for the intake of complaints or disputes related to racism, transphobia, sexism, homophobia, and other charges that violate the UTGSU's equity statement.

- 14.5.1.2 The Equity Officer shall be responsible for upholding the UTGSU's Equity Statement and Anti-Discrimination Policy.
- 14.5.1.3 The Equity Officer shall be responsible for the intake of complaints regarding the UTGSU or any of its affiliated entities, including Course Unions.
- 14.5.1.4 The Equity Officer shall be responsible for the intake of disputes between Members.
- 14.5.1.5 The dispute resolution processes of the Equity Officer shall be prescribed in the UTGSU Policy Handbook.

14.6 The Board of Appeal

14.6.1 Terms of Reference

- 14.6.1.1 Any decision rendered by the Equity Officer, the Board of Directors, the Chair or the Elections and Referendum Committee may be appealed at the Board of Appeal.
- 14.6.1.2 The Board of Appeal shall have authority to investigate any decisions rendered by the Chair, the Board of Directors, the Executive Committee, the Elections and Referenda Committee, the Chief and Deputy Returning Officers, and the UTGSU Course Unions.
- 14.6.1.3 The Board of Appeal is the final level of appeal within the UTGSU for the matters described in section 14.6.1.1 above.
- 14.6.1.4 The establishment and the procedures of the Board of Appeal shall be prescribed by Policy G10: Appeals Process.

Amended: December 2021

ARTICLE 15 FINANCES

15.1 Financial Year End

15.1.1 The Financial Year end of the UTGSU shall be the 31st day of August.

15.2 Banking and Borrowing

Each year following the election of the Officers, and in accordance with the rules set out in the UTGSU's Policy Handbook, said Officers are given signing authority for the UTGSU. Thereafter, any one of the designated Officers or persons who may be authorized from time to time by resolution of the Board of Directors, are hereby authorized for and in the name of the UTGSU:

15.2.1 to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for payment of money;

15.2.2 to receive all monies and to give a quittance for the same;

15.2.3 subject to the approval of the Board of Directors, to assign and transfer to the bank all or any stocks, bonds and other securities;

15.2.4 subject to the authorization of the Board of Directors from time to time, to borrow money from a chartered bank, trust company, or credit union, by incurring an overdraft or otherwise; and

15.2.5 generally, for and in the name and on behalf of the UTGSU, to transact with said bank any business they may think fit. Notwithstanding the foregoing, the UTGSU may not:

15.2.5.1 without the approval of the Board of Directors, borrow money other than from chartered banks, trust companies, or credit unions, provided that such restriction may not apply to purchase money obligations; or

15.2.5.2 borrow money that is not fully repayable during a term of one (1) year or less, unless approved by a resolution passed by two-thirds (2/3) of the Representatives present and voting.

15.3 Delegation of Banking

The Executive Director, the Vice-President Finance or any official as may from time to time be designated by the Board of Directors, are hereby authorized:

15.3.1 to negotiate with, deposit with, endorse or transfer to a bank, but for the credit of the UTGSU only, all or any bills of exchange, promissory notes, cheques, or orders for the payment of money and other negotiable paper;

15.3.2 from time to time to arrange, settle, balance and certify all books and accounts between the UTGSU and the UTGSU's bank;

15.3.3 to receive all paid cheques and vouchers; or

15.3.4 to sign the bank's form of settlement of balances and release.

15.4 Signing Officers

15.4.1 The President, Vice-President Finance, the Finance Administrator, and the Executive Director, shall be signing officers of the UTGSU. Signing officers may sign on behalf of the UTGSU all contracts, agreements, conveyances, mortgages, or other documents, as may be required by law or as authorized by the Board of Directors.

15.4.2 Notwithstanding the above paragraph, the Board of Directors may from time to time, by resolution, authorize any person or persons to sign documents on behalf of the UTGSU.

15.5 Financial Operations and Procedures

15.5.1 All financial operations and procedures shall be prescribed in the UTGSU Policy Handbook.

15.6 Auditor

15.6.1 The UTGSU shall at its annual meeting appoint an auditor. Said auditor shall not be a Director, an Officer or an employee of the UTGSU or a partner or employee of any such person, and shall be duly licensed under the provisions of the Public Accountancy Act (Ontario) to hold office until the next annual meeting of the UTGSU.

15.6.2 The auditor shall have all the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein.

15.6.3 In addition to making the report at the annual meeting of the UTGSU, the auditor shall from time to time report through the Executive Director to the Board of Directors on the audit work with any necessary recommendations.

Amended: December 2021

ARTICLE 16 BOOKS AND RECORDS

16.1 Records

16.1.1 The Board of Directors, or a person designated by the Board of Directors at its sole discretion, shall ensure that all the necessary books and records of the UTGSU are regularly and properly kept, in accordance with Section 16.2 herein.

16.1.2 Amongst the necessary books and records that must be regularly and properly kept are the UTGSU's Letters Patent, Articles of Continuance, By-laws (and any amendments to the latter), any unanimous Members' agreement, minutes of both Members' and Board of Directors' meetings, resolutions of Members and Directors, debt obligations registers, if any, as well as registers of Directors, Officers and Members.

16.2 Corporate Minute Book

16.2.1 The records referred to in Paragraph 16.1.2 herein shall be stored in a corporate minute book, which shall be kept at the UTGSU's head office or with the UTGSU's legal counsel, at the discretion of the UTGSU.

16.2.2 The minute book shall be stored electronically.

ARTICLE 17 AMENDMENTS

17.1 Amendment of Bylaws

17.1.1 The Directors may, by resolution passed by two-thirds (2/3) majority vote of the Board of Directors or their designated alternatives present and voting at a meeting, make, amend, or repeal any Bylaw not contrary to law, the Act or the Articles of Continuance that regulate the affairs of the UTGSU.

17.1.2 Notice of Amendments

17.1.2.1 Where it is intended to pass or amend the Bylaw at a meeting of the Directors, written notice of any proposed amendment to the Bylaw shall be prepared and copies distributed to all Directors at least two (2) weeks in advance of such a meeting.

17.1.2.2 Notice of a meeting of the Board of Directors called to consider such a resolution shall, in addition to the other requirements imposed by these Bylaws, contain the full text of the proposed Bylaw or amendment.

17.2 Effective Date and Confirmation

17.2.1 A Bylaw or an amendment to a Bylaw passed by the Board of Directors has full force and effect:

17.2.1.1 from the time the motion is passed; or

17.2.1.2 from such future time as may be specified in the motion.

17.2.2 A Bylaw or an amendment to a Bylaw passed by the Board of Directors shall be presented for confirmation at the next annual meeting or to a special meeting of the Members called for that purpose. The Bylaw or amendment to the Bylaw shall be distributed to all Members at least two (2) weeks in advance of such a meeting. The notice of such annual or special meeting shall refer to the Bylaw or amendment to be presented.

17.2.3 The Members at an annual meeting or at a special meeting may confirm the Bylaw as presented or reject or amend it, and if rejected it thereupon ceases to have effect and if amended, it takes effect as amended.

17.2.4 In any case of rejection, amendment, or refusal to approve a Bylaw or a part of a Bylaw in force and effect in accordance with any part of this section, no act done or right acquired under any such Bylaw is prejudicially affected by any such rejection, amendment or refusal to approve.

17.3 Governing Council Approval

An amendment, repeal or re-enactment of Article 2, Clause 3.1, 3.3, 9.3, 15.2 and Article 17 of this Bylaw shall be effective only upon approval.

Amended: December 2021,