

BROCK UNIVERSITY GRADUATE STUDENTS' ASSOCIATION

Document 001H

BYLAWS AND SCHEDULE A



**AS PRESENTED & APPROVED
October 24th, 2024**



Brock University Graduate Students' Association

Document 001H

Graduate Students' Association Bylaws and Schedule A

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PART ONE – THE BROCK UNIVERSITY GRADUATE STUDENTS' ASSOCIATION

- I. The Brock University Graduate Students' Association, referred to herein as "the Corporation" and/or "GSA", shall be an organization constructed for the representation of its members at Brock University.
- II. The membership organization shall be composed primarily of persons attending or working at Brock University.
- III. For the purposes of these Bylaws and any enactments hereunder, a member of the GSA must meet the requirements of at least one membership as outlined in Part Four of the GSA Bylaws as well as any additional membership requirements established by GSA Policies or Procedures as well as the Omnibus Agreement between the Brock University Graduate Students' Association and Brock University.
- IV. In these Bylaws of the GSA hereafter passed unless the context otherwise requires, words importing the singular number, or one gender shall include the plural number and be treated as non-gender specific and vice versa, and references to persons shall be taken to include firms and corporations, unless clearly stipulated.



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PART TWO – OBJECTIVES OF THE CORPORATION

The objectives of the Corporation are:

- I. To represent all current registered graduate students at all administrative levels at Brock University;
- II. To develop, monitor and promote the academic and social affairs of said students;
- III. To act as representatives of the members of the GSA in their dealings with the governing bodies of Brock University;
- IV. To develop and maintain unity, and to encourage cooperation among the graduate students;
- V. To develop and maintain a responsible graduate student government which will promote the interests of GSA members and provide a communication medium between membership and Brock University representatives;
- VI. To advance the cause of higher learning in the Province of Ontario;
- VII. To act as a liaison between the members of the GSA and other universities, educational institutions, and community as a whole; and
- VIII. To receive and administer all funds accruing to the GSA from membership fees or by donations, gifts, returns, business ventures, legacies, and bequests for use in promoting the above objectives.



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PART THREE – INTERPRETATION

- I. In these Bylaws of the GSA, unless the context otherwise requires:
 - a. "Act" means the Not-for-Profit Corporations Act (Ontario) and any act that may hereafter be substituted therefore, and as from time to time amended.
 - b. "Annual General Meeting" means meetings that are held in the fall at which time the financial statements, year-end reports, and, if applicable, the report of the auditors is presented. Part Four of these Bylaws clarifies who may attend, speak and vote at such meetings.
 - c. "Articles" means Articles of Incorporation, formerly known as *Letters Patent*. These are legal documents submitted to the Provincial government which are necessary in order to establish your business as a legal entity and set out the GSA's purpose and regulations. These are from time to time amended and considered one of the Founding Documents.
 - d. "Board of Directors" means the Board of Directors of the GSA, as defined in Part Eleven of these Bylaws.
 - e. "Bylaws" means these by-laws, including any schedules attached hereto as approved and amended by the members of the GSA.
 - f. "Corporation" means the GSA, a corporation without share capital incorporated under the Act by Articles (formerly, Letters Patent) dated March 31, 2008 and named Brock University Graduate Students' Association,
 - g. "Department" means an academic department within Brock University offering graduate programs of study.
 - h. "Director" means a voting member of the Board of Directors, as defined in Part Eleven of these Bylaws.
 - i. "Director's Meeting" means meetings of Directors of the Board, comprised of the Officers and Directors; all Directors shall have voting privileges, except any member(s) designated by the Board as *ex-officio, non-voting*.
 - j. "Executive Director" is the managing Administrative Officer of the GSA, who shall be *ex-officio, non-voting* member of the Executive committee and the Board of Directors.
 - k. "Executive Meeting" also known as an Officers meeting, means a meeting comprised of all Officers.
 - l. "Ex-Officio Director" means a Director who shall hold office because of another position, these Directors may be voting or non-voting, as specified by Part 7 of these Bylaws.
 - m. "Faculty" means one of the six academic faculties at Brock University,
 - n. "Head Office" means the head office of the Corporation as set out herein.
 - o. "Member" means a member of the GSA who meets the criteria for one of the memberships as defined in Part Four.
 - p. "Officer" means an officer of the GSA, namely the President and Vice Presidents, all of whom have voting rights in the Executive/Officers meetings. The term Officer and Executive are interchangeable.



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- q. "Policies" refer to any documents made in support of this document and the objects of the GSA, numbered 010-069 as approved by the relevant governing body, from time to time, as outlined by the GSA's legislative hierarchy,
- r. "Program" means an academic program within Brock University with offerings of study for graduate students,
- s. "Pursuant Schedules", also known as Founding Documents, means any document, numbered 001-009, as set out and approved by the membership of the GSA through a referendum or at a general meeting.
- t. "Special General Meeting" means any meeting held for conducting business of the GSA requiring approval of its membership. Part Four of these Bylaws clarifies who may attend, speak and vote at such meetings.



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PART FOUR – GSA MEMBERSHIPS

Membership in the GSA shall be limited to persons registered in full-time or part-time graduate studies at Brock University, as defined by Brock University. The GSA shall have three (3) memberships, further defined within this Part. These three (3) memberships shall be: I) Full Membership, II) Associate Membership, and III) Honourary Membership. Membership shall only be granted to individual persons. No additional memberships may be created without revision to this Part through the appropriate process, including the filing of Articles of Amendment. All memberships shall have the right and responsibility to other such privileges and restrictions as may be conferred by any other relevant Policies of the GSA, if they do not conflict with the provisions set out in Section I, II and III of this Part and those contained in the Articles of Incorporation and any Articles of Amendment.

I. Full Membership

- a. The requirements for Full Membership within the GSA shall be:
 - i. Registration as a full-time or part-time graduate student at Brock University.
 - ii. Payment, in full, per term, of the designated membership fee.
- b. The minimum rights and privileges shall be afforded to full members of the GSA:
 - i. The right to vote on any issue brought forward to the GSA membership through Annual General Meetings (AGM's), Special General Meetings (SGM's), and referenda,
 - ii. The right to campaign, following any restrictions established in relevant GSA policy, for or against any issue brought forward to the GSA membership through Annual General Meetings (AGM's), Special General Meetings (SGM's), and referenda,
 - iii. The right to nominate or second candidate(s), at the discretion of the Chair following any restrictions established in relevant GSA policy, to stand as Officer or Director of the GSA at Annual General Meetings (AGM's) and Special General Meetings (SGM's), as well as for any elections and referenda,
 - iv. The right to run or apply for any elected Officer or Director position, granted they meet the minimum qualifications outlined elsewhere in this document and as established and amended by the Act,
 - v. The right to access all public minutes of Annual General Meetings (AGM's) and Special General Meetings (SGM's) of the GSA, as well as election and referenda results,
 - vi. The right to attend all public meetings of the Board of Directors and Executive Committee,
 - vii. The right to access all public minutes of the GSA, including minutes of the Board and Executive,



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- viii. The right to obtain access or benefit from GSA programs supported by compulsory ancillary fees,
 - ix. The right to propose recall proceedings in accordance with the Bylaws of the GSA, as well as any relevant GSA policies,
 - x. The right to enjoy such other privileges as may be conferred by these Bylaws or any relevant GSA policies.
- II. Associate Membership
- a. The requirements for Associate Membership within the GSA shall be:
 - i. Payment, in full, per term, of the designated membership fee.
 - b. Any member who was previously a Full member but no longer satisfies the membership criteria for a Full Membership. So long that this failure to satisfy the criteria for Full membership is not due to having successfully convoked from their graduate program. The minimum rights and privileges shall be afforded to Associate Members of the GSA:
 - i. The right to vote on any issue brought forward to the GSA membership through Annual General Meetings (AGM's), Special General Meetings (SGM's), and referenda,
 - ii. The right to campaign, following any restrictions established in relevant GSA policy, for or against any issue brought forward to the GSA membership through Annual General Meetings (AGM's), Special General Meetings (SGM's), and referenda,
 - iii. The right to nominate or second candidate(s), at the discretion of the Chair, following any restrictions established in relevant GSA policy, to stand as Officer or Director of the GSA at Annual General Meetings (AGM's) and Special General Meetings (SGM's), as well as for any elections and referenda,
 - iv. The right to access all public minutes of Annual General Meetings (AGM's) and Special General Meetings (SGM's) of the GSA, as well as election and referenda results,
 - v. The right to access all public minutes of the GSA, including minutes of the Board and Executive,
 - vi. The right to obtain access or benefit from GSA programs supported by compulsory ancillary fees,
 - vii. The right to propose recall proceedings in accordance with the Bylaws of the GSA, as well as any relevant GSA policies.
 - viii. The right to, upon the verification of renewed eligibility, have their Full membership reinstated.
 - ix. The right to enjoy such other privileges as may be conferred by these Bylaws or any relevant GSA policies.



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III. Honourary Membership

- a. The requirements for Honourary Membership within the GSA shall:
 - i. Be persons offered membership by the Executive Committee, on recommendation by the Board of Directors,
 - ii. Be subject to further criteria as established by the Board of Directors,
 - iii. Total Honourary Membership to not normally constitute more than one percent (1%) of the total GSA Membership.
- b. Honourary Members of the GSA shall be subject to the following minimum restrictions:
 - i. Not be entitled to vote in any referenda unless it directly impacts Honourary members.
 - ii. Not be entitled to vote at Annual General Meetings (AGM's) and Special General Meetings (SGM's) unless the content of the vote shall impact their membership, in all other cases they may only attend and speak, at the discretion of the Chair,
 - iii. Not be permitted to seek nomination or run for elected office within the GSA,
 - iv. The right to enjoy such other privileges as may be conferred by these Bylaws or any relevant GSA policies.

IV. General Membership Limitations:

- a. In Good Standing:
 - i. Such rights and privileges described and outlined in Part Four, Section's I, II, and III shall only be provided to members determined to be in good standing. Definition for Membership in Good Standing may be further defined with the GSA's policies but must follow any guidelines established within the Bylaws. Members determined to not be in good standing may be subject to further limitations as may be specified elsewhere in these Bylaws or in the GSA's policies.
- b. GSA Staff:
 - i. Any GSA staff not currently a member of the GSA shall be considered Associate members of the GSA, under Part Four, Section II upon the commencement, and for the duration of their term/appointment. Associate membership for all GSA staff shall automatically cease upon the completion of their term/appointment. Benefits for GSA staff as Associate Member shall be limited to only those conferred by Part IV, Section II, subsection b, clause iv, v, vi, and vii
 - ii. The GSA Executive Director shall be considered an ex-officio non-voting member of the Board of Directors and the Executive Committee for the term of their appointment,



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V. Removal of Members:

- a. Any member whose conduct is deemed by two-thirds (2/3) of the Directors of the GSA, then in office and present at a meeting of the Board of Directors, to be unbecoming of a member, as established and further outlined by Bylaw(s) established by the Board of Directors, may have their membership revoked and any related fees made forfeit,
- b. Any member whose conduct is deemed by two-thirds (2/3) of the Directors of the GSA, then in office and present at a meeting of the Board of Directors, to be detrimental to the objects, aims and welfare of the GSA, as established and further outlined by Bylaw(s) established by the Board of Directors, may have their membership revoked and any related fees made forfeit.
- c. Membership may be reinstated pursuant to any relevant Bylaw(s) established by the Board of Directors of the GSA.
- d. Any member, whose conduct is found to meet the requirements outlined in Section V, subsections a & b of this Part shall have the right to Notice of the alleged impropriety and the right to be heard to present their case at a disciplinary panel of the Board of Directors.

VI. Record of Members:

- a. The GSA shall ensure an up-to-date list of members is maintained at their head office.

VII. Membership Fees and Dues:

- a. Membership fees shall be payable by the respective membership, as established by the Directors of the GSA, from time to time.

VIII. Non-Transferable Interest:

- a. Membership in the GSA is non-transferable. Such membership shall lapse and cease to exist upon the death of the member or when the membership ceases by resignation or otherwise in accordance with the Bylaws of the GSA as well as relevant Policies.



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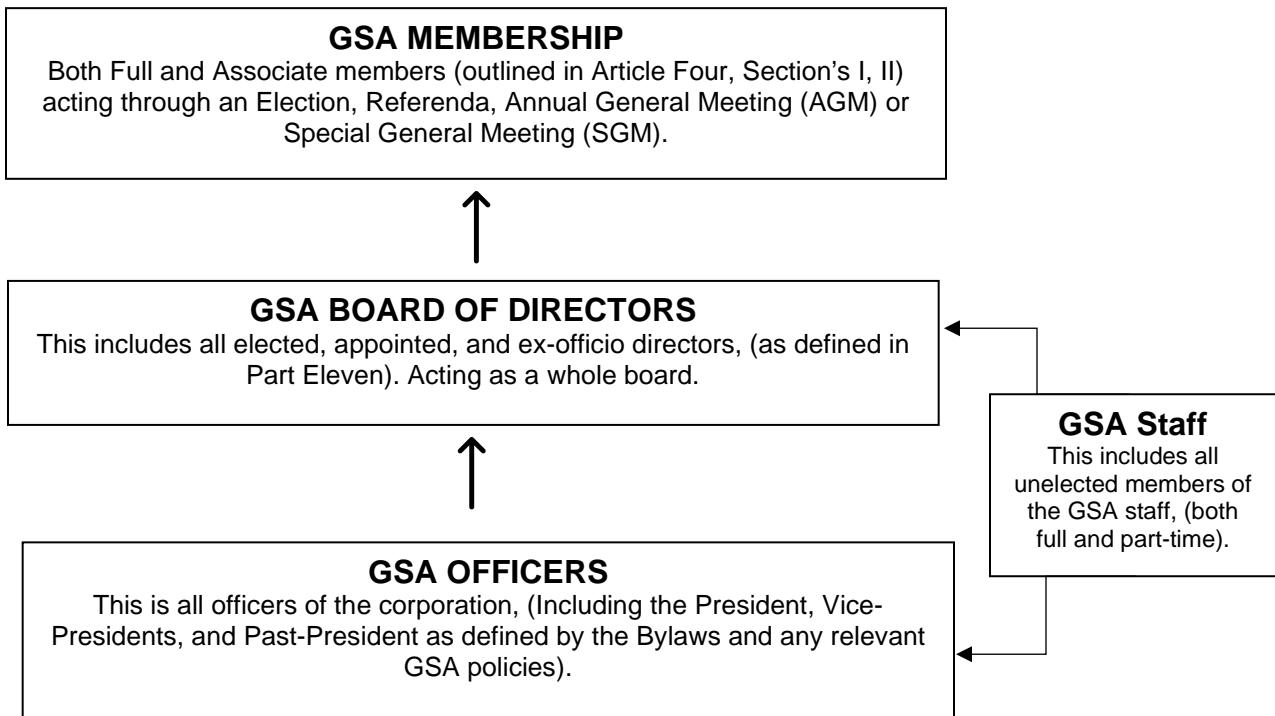
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PART FIVE – ORGANIZATION OF THE CORPORATION

The GSA shall be structured in such a way as to ensure that the voices and decisions of the members remain the most powerful decision-making authority. Part Five, Section I provides an outline of this structure.

I. Organizational Chart





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II. Membership and Ancillary Fees:

- a. Membership and Ancillary Fees shall be payable when Graduate Student Fees are posted, upon registration in a graduate program at Brock University, whether portions of the program be offered on or off the main campus.
- b. Such fees are listed as ancillary fees and may be collected for other such fees as is deemed necessary and collectible by the GSA, pursuant to any relevant legislation.
- c. Notwithstanding Part Four, Section II and Section III there shall be a fee associated with membership in the GSA.
- d. Fee amounts and collection method of the aforesaid fee are dictated by their respective Memorandum of Understanding and fee question which have been approved by the Board of Directors and subsequently approved, via referenda or general meeting, by the membership.
- e. The Board of Directors may approve an increase or decrease of up to ten percent (10%) for any fee where the GSA has authority to adjust the rate as established by the fee's associated Memorandum of Understanding.
- f. If any fee, membership or ancillary, is proposed to increase or decrease by more than ten percent (10%) in any academic year over the previous academic year, this adjustment must be approved through referendum, at an Annual General Meeting (AGM) or at a Special General Meeting (SGM).
- g. In extenuating circumstances, the Executive Committee may recommend adjustments in membership and ancillary fees to the Board of Directors beyond their forementioned limitations. Such a recommendation from the Executive Committee shall be presented to the Board of Directors if heretofore approved by a two-thirds (2/3) majority of Officers present and voting in favour.
- h. No membership or ancillary fee adjustment recommended by a two-thirds (2/3) majority of the Executive Committee shall be put into effect until the motion is approved by a two-thirds (2/3) majority at a meeting of the Board of Directors.
- i. The Board of Directors, on recommendation from the GSA Executive may choose to send any of element related to their jurisdiction and oversight of ancillary fees to referendum, Annual General Meeting (AGM) or Special General Meeting (SGM) for approval.

III. Corporate Seal

- a. As authorized by the Act, the GSA does not maintain a seal but may do so at any time upon approval by most of the Directors of the GSA, provided that an impression of the seal shall be maintained in the minute book of the GSA.



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IV. Head Office

- a. Until changed in accordance with the Act, the Head Office of the GSA shall be at Brock University, in the Regional Municipality of Niagara, in the Province of Ontario.



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PART SIX – FINANCIAL UNDERTAKINGS OF THE GSA

- I. Contracts in the ordinary course of the GSA's operations may be entered into on behalf of the GSA by the Executive Director and the President or Deputy President, designated as the three signing officers. The GSA shall follow all appropriate spending guidelines as established in relevant financial policies and procedures. Expenses not allocated under the Annual Budget of the GSA shall be approved by the Board of Directors.
- II. Monies collected by the GSA on behalf of the graduate students will be used in such a way as to financially benefit all graduate students. Monies collected will not be distributed by the GSA, either internally to faculty or departmental councils, unions, or organizations composed of graduate students; nor will these monies be dispersed/distributed/donated to outside organizations. This does not preclude the GSA from conducting fundraising campaigns for specific not-for-profit organizations, (e.g., United Way, Community Care, etc.).
- III. All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the GSA, shall be signed by any two of the three signing Officers, who shall be the President, the Executive Director and normally the Deputy President. Upon approval of the President, any Officer or the Executive Director may endorse notes and drafts for collection on behalf of the GSA through its bankers and endorse notes and cheques for deposit with the GSA bankers for the credit of the GSA.
- IV. Powers of Directors:
 - a. The Directors of the GSA may administer the affairs of the GSA in all things and make or cause to be made for the GSA, in its name, any kind of contract which the GSA 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 GSA is by its charter or otherwise authorized to exercise and do.
- V. Expenditures:
 - a. The Directors shall have the power to authorize expenditures on behalf of the GSA from time to time and may delegate by resolution to an Officer or Officers of the GSA the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the GSA in accordance with such terms as the Directors of the GSA may prescribe.
 - b. The Directors shall provide the Officers of the GSA with the authority to approve Capital expenditures to a limit of \$1,000 (plus supplementary



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costs) for individual items (e.g., hardware, furniture, etc.). Such expenditures shall be reported by the Executive Director in their monthly update at the Board of Directors meeting.

VI. Borrowing:

- a. The Directors of the GSA are hereby authorized, from time to time:
 - i. to borrow money upon the credit of the GSA, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Directors of the GSA in its discretion may deem expedient;
 - ii. to limit or increase the amount to be borrowed;
 - iii. to issue or cause to be issued bonds, debentures or other securities of the GSA and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Directors of the GSA;
 - iv. to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the GSA, and the undertaking and rights of the GSA.

VII. The Directors of the GSA shall take such steps as they may deem requisite to enable the GSA to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for furthering the objectives of the GSA.

VIII. Execution of Documents:

- a. Deeds, transfers, licenses, contracts and engagements on behalf of the GSA shall be signed by two of the three signing authorities, the President or Deputy President and the Executive Director. Notwithstanding any provisions to the contrary contained in the Policies of the GSA, the Board of Directors of the GSA may at any time, by resolution, direct the way, and the person or persons by whom, any instrument, contract, or obligations of the GSA may or shall be executed.

IX. Oversight:

- a. Actions taken by the Officers of the GSA in accordance with these powers shall be reported to the Board of Directors at Directors Meetings and to the full membership at Annual General Meetings.



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PART SEVEN – QUALIFICATIONS, AUTHORITY AND PROVISIONS OF THE GSA OFFICERS AND DIRECTORS

I. General Qualifications:

a. Officers of the GSA must:

- i. Be at least eighteen (18) years of age on the day of election or appointment,
- ii. Have not been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property,
- iii. Have not been found to be incapable by any court in Canada or elsewhere.
- iv. Have not declared bankruptcy within the last six (6) years,
- v. Be legally entitled to be Director of a corporation in the Province of Ontario under the Ontario Not-for-Profit Corporations Act,
- vi. Be legally eligible to work in Canada
- vii. Be a registered graduate student at Brock University and Full member of the GSA at the time of their election or appointment and maintain Full or Associate membership in the GSA for at least one following term of office, Spring and/or Fall term.
- viii. Reside in Ontario, normally within the Niagara Region, at the time of election and for the entire term of office
- ix. Not have a co-op term for the entire term of office
- x. Have not been removed from prior office by the Board of Directors under Part Eighteen of Document 001
- xi. Have not been found by the Board of Directors to be ineligible to hold office due to a failure to perform within a previous Officer role, as determined by one or more of their Executive term scorecards
- xii. Not be employed by Brock University. This does not include graduate students employed as Teaching Assistant or Research Assistant.
- xiii. Not be a member, director, employee or serve in any capacity of authority on another student association.

b. Directors of the GSA must:

- i. Be at least eighteen (18) years of age on the day of election or appointment,
- ii. Have not been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property,
- iii. Have not been found to be incapable by any court in Canada or elsewhere,
- iv. Have not declared bankruptcy within the last six (6) years,
- v. Be legally entitled to be Director of a corporation in the Province of Ontario under the Ontario Not-for-Profit Corporations Act,
- vi. Be a registered graduate student at Brock University and Full member of the GSA at the time of their appointment and maintain membership in the GSA for the duration of their term of office.



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- vii. Have not been removed from prior office by the Board of Directors under Part Eighteen of Document 001
- viii. Not be a member, director, employee or serve in any capacity of authority on another student association.
- c. Ex-officio Directors of the GSA must:
 - i. Be at least eighteen (18) years of age on the day of election or appointment,
 - ii. Be of sound mind,
 - iii. Have not declared bankruptcy within the last six (6) years,
 - iv. Be legally entitled to be Director of a corporation in the Province of Ontario under the Ontario Not-for-Profit Corporations Act,
 - v. Be a registered graduate student at Brock University and Full member of the GSA at the time of their election or appointment and maintain membership in the GSA for the duration of their term of office.
- II. Notwithstanding the specific requirements outlined in Part Seven, Section I, the Board of Directors of the GSA may establish, through relevant policy, further criteria for the eligibility of any member to serve as a member of the Board of Directors, Executive Committee, Committee, or any such body the GSA has the power to elect or appoint individuals to.
- III. The affairs of the GSA shall be managed by the Officers and the Board of Directors.
- IV. All appointed Directors of the Board must be members of the GSA for the full length of their one-year term of office.
- V. The elected Officers of the GSA, referred to herein, shall be elected or appointed from among those GSA members holding Full Membership and shall be elected by all Full and Associate members in accordance with the GSA's Bylaws and relevant Policies. Officers shall normally hold office from May 1st to April 30th of the following year.
- VI. The Directors of the GSA, referred to herein, shall be appointed from among those GSA members holding Full Membership in accordance with the GSA's Bylaws and relevant Policies. Directors shall normally hold office from May 1st to April 30th of the following year.
- VII. General Authority:
 - a. The Officers of the GSA shall administer the affairs of the GSA in all things and make or cause to be made for the GSA, in its name, any kind of contract which the GSA may lawfully enter into and save as hereinafter provided, generally, may exercise all such other powers and do all such



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other acts and things as the GSA is, by its Bylaws and Policies, authorized to exercise and do.

- b. The Officers of the GSA have the power to create and appoint boards, commissions, departments, task forces, and committees, both standing and ad-hoc, that it deems to be in the interests of the GSA and deemed as necessary for the efficient operation of the affairs of the GSA. All boards, commissions, departments, task forces, and committees so created, shall be responsible to the Officers of the GSA.
- c. The Officers of the GSA must approve any representatives on committees or bodies external to the GSA. From time to time, a vacancy may become available on any external body. Should this happen, it will be brought to the following Executive Meeting for discussion. The Executive Committee will arrange for those vacancies to be filled for the duration of the term, by interested parties on a priority basis.
- d. The Board of Directors must approve the membership of all committees at the first meeting of each semester or reject the said membership whereupon an ad-hoc Membership Committee will be charged with presenting an alternative.
- e. The Officers of the GSA also must intermittently evaluate their existing boards, commissions, departments, task forces, and committees to determine and/or justify the continuity/elimination of said, by process of internal review.
- f. From time to time, a vacancy may become available on any committee, board, task force, etc. of the GSA. Should this happen, it will be brought to the following Board Meeting. The Board shall ensure any relevant processes for addressing the vacancy are followed. If no such processes exist, the Board Chair and Corporate Secretary will take names and arrange for representation. Membership in those committees will be filled for the duration of the term, by interested parties on a priority basis.
- g. The Directors of the GSA shall be responsible for the approval of the GSA's annual operating budget, as well as any associated budget.
- h. The Directors of the GSA shall be responsible for approving monthly meeting dates of the Board of Directors.
- i. The Directors of the GSA shall be responsible for approving dates associated with the Annual General Meeting (AGM), any Special General Meetings (SGM's), GSA Executive Elections, GSA Referenda, as well as any dates associated with the recruitment and appointment of members of the board.
- j. Official GSA email accounts to be the only point of contact and communication used for GSA-related business.



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PART EIGHT – THE OFFICERS/EXECUTIVE OF THE GSA

- I. The Officers of the GSA shall supervise the activities of the GSA by providing direction and leadership pursuant to relevant GSA policy.
- II. The Officers of the GSA shall report actions and activities undertaken to the Board of Directors, pursuant to any relevant GSA policy and shall be broadly accountable to the Board through enforcement of position-based policies and additional legislation addressing performance evaluation of Officers.
- III. The GSA Executive Committee shall constitute a meeting of the Officers of the GSA and shall be comprised of the members as shown hereunder, all of whom shall be ex-officio and voting unless otherwise noted:
 - a. President
 - b. Vice-President, Student Life & Equity
 - c. Vice-President, External & University Affairs
 - d. Past-President, *as assigned by the Board of Directors, non-voting*
 - e. Executive Director, *non-voting*
- IV. The role of the Deputy President shall be held in conjunction with another Officer position and shall be determined pursuant to relevant GSA policy.
- V. Term Limits
 - a. No individual shall serve as President for more than a total of two (2) terms of office, even if one of the terms is a partial term, in their lifetime.
 - b. No individual shall serve as Vice-President for more than a total of two (2) terms of office, even if one of the terms is a partial term, in their lifetime.
- VI. With the exception of limitations provided within this Part and elsewhere within this Bylaw, the Board of Directors may enact additional legislation in the form of relevant policies to further outline the roles and responsibilities of the Officers.



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PART NINE – PROTECTION OF OFFICERS AND DIRECTORS

I. Limitation of Liability:

- a. No Officer or Director of the GSA shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other happening to the GSA through the insufficiency or deficiency of title to any property acquired by order of the board for or on behalf of the GSA, or for the insufficiency or deficiency of any security in or upon which any of the monies of the GSA shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the GSA shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto unless the same shall happen through their own willful neglect or default.

II. Indemnity:

- a. Every Officer and Director of the GSA and their heirs, executors and administrators and estate and effects, respectively, shall always from time to time and be indemnified and saved harmless out of the funds of the GSA from and against:
 - i. all costs, charges and expenses whatsoever that such Officer or Director sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office; and
 - ii. all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs of the GSA; except such costs, charges or expenses as are occasioned by their own willful neglect or default.
- b. Limitation of Powers: No Officer of the GSA shall have the power to impound or delay the expenditure of monies or services properly appropriated by a singular motion of the Board of Directors of the GSA. Such an authorization can only be rescinded by resolution of the Board of Directors of the GSA. All other Officers of the GSA shall have such power and duties as may be conferred upon or assigned to them.



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PART TEN – ELECTION AND APPOINTMENT OF THE OFFICERS OF THE CORPORATION

I. Election and Term:

- a. Officers shall normally hold office from May 1st through April 30th of the following year unless membership with other institutional requirements stipulates otherwise.
- b. Members of the Board of Directors shall serve a term of office from May 1st to April 30th of the following year.
- c. A minimum of two (2) of three (3) Officers must be elected to hold office from May 1st to April 30th. If this requirement is not met, an election for the vacant positions will be held within one (1) month following the first election. The Officers will be elected a minimum of five (5) days prior to the first Board of Directors meeting in May. The date of this meeting shall be predetermined by the Officers during their annual transition.
- d. The role of the Past-President shall normally be filled, pursuant to relevant policy, by the most immediate President to complete their term.

II. Calling an Election:

- a. An election for the Officers shall be called annually,
- b. An election may be called upon the termination of a member of the Executive Committee. Such elections shall be presided over by the Returning Officer (RO). The election shall be conducted as follows:
 - i. An election date shall be announced a minimum of four weeks prior to an election,
 - ii. The appointment of a Returning Officer (RO) and deputies shall be announced at least four weeks prior to an election date,
 - iii. Nominations shall be closed no later than one week prior to the election date,
 - iv. The Returning Officer (RO) shall conduct the nominations procedures as prescribed herein.

III. Elected Executive Nomination Procedures:

- a. Nomination forms, information, and instructions shall be e-mailed to the membership of the GSA at least four weeks prior to the election date or within forty-eight (48) hours after an election is called.
- b. Nomination information shall indicate the following: the vacant offices, the closing date of nominations, the election date, and the contact information of the Returning Officer (RO) and Deputy Returning Officer (DRO).
- c. Returned and completed nomination packages shall be accepted until 4:00 p.m. EST. of the closing date of nominations. This nomination period may be extended by the Returning Officer (RO), in consultation with the Elections Committee, in the case of any vacant office receiving no nominations by the closing date.



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- d. In the case of an uncontested election for any Office, owing to a single nomination being submitted and approved, the contest shall proceed to an acclamation vote.
- e. The Returning Officer (RO) shall inform the GSA, the nominees, and the GSA membership of the results of nominations as soon as the results are known.
- f. If two nomination periods fail to solicit a candidate for an Office, the responsibilities of that Office may be delegated by the Board of Directors of the GSA, through an appointment by them for the duration of the proposed term.
 - i. Such an appointment would be subject to Document 040 and all other relevant GSA policy.

IV. Elected Executive Election Procedures:

- a. An election shall be conducted by secret ballot, electronically or paper copy. One vote/ballot shall be available to each member of the GSA. GSA will provide voting guidelines and instructions, through a personalized one-time use email to each member from the secure voting platform.
- b. The Returning Officer (RO) shall accept returned ballots until the scheduled end of the voting period.
- c. A nominee shall have the right to appoint one scrutineer who may be present during the counting and review of the returned ballots.
- d. In the presence of the scrutineer(s), the Returning Officer (RO) shall conduct the counting and review of ballots and shall determine valid and invalid ballots.
- e. Each nominee has the right to one recount.
- f. As soon as the election results are known, they shall be announced and broadcast to the GSA membership by the Returning Officer (RO).
- g. In the event of any tie, there shall be a run-off election within one week (1) of the original election date. These results shall also be announced to the membership of the GSA within one week of its completion.
- h. All nomination forms and ballots shall be the property of the GSA and stored for forty-eight (48) hours following the announcement of the election results.
- i. Results shall be announced by the RO as 'preliminary' prior to their ratification by the GSA Board of Directors.

V. Appointed Executive Recruitment Procedures:

- a. The Board shall establish policies and processes, inclusive of the restrictions laid out by this Bylaw, for the recruitment and appointment of vacant Executive positions pursuant to Part Ten, Section I, Subsection c.
- b. The recruitment and appointments shall normally result in the presentation of successful candidates for affirmation at the Special General Meeting held annually in April or alternatively at the Annual General meeting held annually in October.



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PART ELEVEN –BOARD OF DIRECTORS

I. Composition:

- a. The Board of Directors shall be comprised of the following Groups of Directors. There are three groups; I) Ex-Officio, Voting Directors, II) Ex-Officio, Non-Voting Directors, (also known as Resources to the Board) III) Elected Directors
 - i. The Ex-Officio, Voting Directors shall be:
 1. GSA President
 2. Any Officer of the GSA,
 - ii. The Ex-Officio, Non-Voting Directors shall be:
 1. Any Officer of the GSA not specified as an Ex-Officio Director, namely:
 - a. Vice-President, Student Life & Equity
 - b. Vice-President, External & University Affairs,
 - c. Past-President, *as assigned by the Board of Directors*
 - d. Executive Director
 2. Any individual or position, so appointed, in accordance with the GSA Bylaws and relevant Policies. Any such appointment made shall be restricted to non-voting status.
 - iii. The Appointed voting Directors shall come from each of the six (6) teaching faculties, listed below:
 1. Each faculty shall have (2) directors:
 - a. Goodman School of Business
 - b. Faculty of Applied Health Sciences
 - c. Faculty of Education
 - d. Faculty of Humanities
 - e. Faculty of Math and Science
 - f. Faculty of Social Sciences
 2. In addition, there shall be four (4) at-large seats open to all faculties. These seats shall be designated as overhang for any faculties who have interest surpassing their voting director complement.
 3. A Faculty shall only be eligible for at-large seats if both of their faculty seats have been filled.
 - a. No faculty shall be allotted more than two (2) at-large seats. Voting membership of the Board shall not be less than the number prescribed in relevant provincial legislation and shall not exceed twenty (20) voting members.



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- b. Non-voting membership of the Board shall not be less than the number of ex-officio directors, then in office, and shall not exceed ten (10) non-voting members.

II. Recruitment:

- a. Prior to the Annual General Meeting held in October each year the Board of Directors shall promote expected vacancies within each Faculty's representation. In soliciting interest, the Board shall review all nominees with a goal of ensuring diversity of representation across the whole of the board.
- b. The Board shall finalize a list of candidates to be presented to the membership for approval at the AGM. Such a presentation may be done as a slate with one omnibus motion.
- c. Membership shall approve nominees presented. If no applicants are identified for nomination during the recruitment process, nominations may be taken from the floor of the General Meeting to fill those specific vacancies.
- d. Further process shall be prescribed within relevant GSA policy.

III. Term of Office

- a. Board members shall hold office for a period of one (1) year, from May 1st until April 30th the following year. Members, except those who are ex-officio, may not hold office longer than this period unless they have been subsequently re-elected or re-appointed following the procedures listed above and outlined in any relevant GSA policy.

IV. Pursuant to the GSA Bylaws, the Directors of the GSA may enact further rules and regulations regarding the operation of the Board of Directors, as well as the conduct of individual representatives from various faculties.



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PART TWELVE – APPOINTMENTS

- I. Appointment of the Returning Officer (RO):
 - a. The Returning Officer (RO) shall make application to the GSA under directive outlined under the GSA/BUSU Omnibus agreement and other relevant GSA policy. The RO shall normally be a member of the GSA to be eligible for appointment and be approved by the Board of Directors.
- II. Appointment of the Deputy Returning Officers:
 - a. The Deputy Returning Officers shall normally be selected and appointed by the Returning Officer (RO) from amongst the current members of the GSA and approved by the Board of Directors
 - b. The Deputy Returning Officer may be selected and appointed from amongst the current members of BUSU, as outlined in the GSA/BUSU Omnibus agreement.
- III. Appointment of all other Officers of the GSA:
 - a. Any other Officer appointment within the GSA shall follow procedures outlined in Part 10, Section V and other relevant GSA policy.
- IV. Conflict of Interest:
 - a. Conflict of interest arises when one puts or appears to put interests other than those of the GSA forward in their GSA dealings,
 - b. The Officers and Directors of the GSA, as well as any hired employees, when carrying out their duties, should do so in a manner that will prevent real, perceived or potential conflict of interest from arising.
 - c. To avoid any real or perceived conflict(s) of interest, Officers, Directors and hired staff:
 - i. Should not have private interests that would be affected by the actions of the GSA,
 - ii. Should not solicit or accept anything of economic benefit from a third party,
 - iii. Should not step out of their official roles to assist persons which would result in preferential treatment,
 - iv. Should not knowingly take advantage of, or benefit from, information that is not available to the public, but which has been obtained in the course of their duties,
 - v. Should not use or allow to be used, GSA equipment or property for anything other than officially approved activities.
 - d. In a meeting, should a conflict of interest arise, in matters of discussion or voting, the person should excuse themselves from the discussion and/or abstain from voting.
 - e. Should the conflict appear in any other manner, it should be brought to the attention of the President, who will then decide on a course of action.



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PART THIRTEEN – OFFICER /EXECUTIVE MEETINGS

- I. Any meeting of the Officers shall also be a meeting of the Executive Committee.
- II. Conduct:
 - a. Except as otherwise required by law, the Officers of the GSA may hold meetings at such place or places as they may determine,
 - b. The Officers may consider or transact any business either special or general at any Officer's Meeting,
 - c. The President shall conduct the proceeding in conformity with the Policies of the GSA. If the president is absent at this meeting the Deputy President shall conduct the proceeding in conformity with the Policies of the GSA. If both the President and the Deputy President are absent, the meeting shall be cancelled.
 - d. Members may bring any business they wish to the attention of the Officers by email to the Officers or to the GSA office. The Officers shall, upon receipt of such correspondence from a member, consider such business at the next meeting of the Officers,
 - e. Questions arising at any Officer's Meeting shall be decided, determined and approved by a show of hands, should any motion result in a tied vote then it shall be counted as a failed motion, as it did not pass the threshold (50%+1) required for a simple majority.
 - f. All executive members shall be entitled to vote, including the President, as a simple majority (50%+1) is the lowest possible threshold required for a motion to pass, a tied vote (50/50) is therefore considered to be unsuccessful and a failed motion.
 - g. A declaration by the chair that a resolution /motion has been carried and an entry to that effect in the minutes with a record of the number of votes for each, written in order as those in favour of the motion, those against the motion, and those abstaining from the motion.
 - h. The Officers may conduct business meetings during emergency closures of the University (e.g., as occurred during 2020 Covid crisis), subject to Part Fifteen, Section II inclusive. Should Part Fifteen, Section II be enacted, such business shall be conducted on an as-needed basis. No such business shall be conducted, if it can be conducted during the regularly scheduled meetings of the Board of Directors. If such business must be conducted during emergency closures, the Officers will carry out such business and report all motions/resolutions passed, at the next scheduled meeting of the Board of Directors.
- III. Notice:
 - a. Officers and the Executive Director meet as needed to discuss matters of operational concern,



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- b. Special Officer's Meetings, may be called by the President, Deputy President or a Vice-President at the request of a simple majority (50%+1) of the executive,
- c. Notice of such meetings shall be sent by e-mail to each Officer not less than twenty-four (24) hours before the meeting is to take place,
- d. The statutory declaration of the Corporate Secretary or President that notice has been given shall be enough and conclusive evidence of giving such notice,
- e. No error or omission in giving such notice for a meeting of Officers shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any officer may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

IV. Quorum:

- a. A quorum for the transaction of business at any Officer's/Executive Meetings shall a simple majority (50%+1) of those currently in office provided that in no case can an Officer's Meeting be held unless all officers are present.
- b. Quorum shall be reduced by one should any member of the executive be holding two positions concurrently.

V. Minutes:

- a. A record of the proceedings of all Officer's/Executive Meetings shall be kept in a Book or Books provided for that purpose and the Minutes of all such meetings shall be given to the Officers,
- b. Minutes shall be adopted at the next regular meeting of the Officers and after adoption by the Officers, the Minutes shall be signed by the President (Chair) and the Corporate Secretary,
- c. Given enough notice, the public minutes of meetings of the Officers of Executive shall be open to inspection by any member of the GSA.

VII. Attendance at Meetings:

- a. Attendance of the Officers/Executive at Officer's/Executive Meetings, Board of Directors Meetings and General Meetings is mandatory and subject to any relevant policies of the Executive Committee or Board of Directors.



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PART FOURTEEN – MEETINGS OF THE BOARD OF DIRECTORS

- I. Conduct:
 - a. Except as otherwise required by law, meetings of the Officers, and meetings of the Board of Directors will usually be held on the Brock Campus. From time to time, the meetings may be held at such place or places as determined by the Executive,
 - b. The Meetings of the Board of Directors may be used to consider or transact any business either special or general as it relates to the GSA, so long as it falls within their jurisdiction,
 - c. The Board Chair shall normally conduct the proceedings of the meeting, and shall do so in conformity with all relevant GSA policy,
 - d. At any meeting of the Board of Directors where matters of a confidential or personal nature are being considered, an "in camera" closed session may be designated with the approval a simple majority (50%+1) of voting members, present voting in favour. Open justification for the motion must be reiterated by the Board Chair prior to the meeting being closed,
 - e. Members may bring any business they wish to the attention of the Officers or to the Board of Directors. Such notice shall be in writing and brought or e-mailed to the GSA Office at least seven (7) days prior to a Directors' meeting. The Directors shall, upon receipt of such correspondence from a member, consider such business at the next meeting of the Directors,
 - f. A member whose business is placed on the agenda will have five (5) minutes to present their business. After which time, the Directors may, at their discretion, discuss this issue, pass motion(s) and/or a resolution(s) on the business brought forth, or table the issue until further information can be obtained.
 - g. Show of Hands. Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Upon a show of hands every member who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the Chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried, and an entry to that effect in the minutes of the meeting, shall be *prima facie* evidence of the fact without proof of the numbers of proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon said question.
 - h. Polls. After a show of hands has been taken on any question, the Chair may demand a poll thereon. A poll so required or demanded shall be taken in such a manner as the Chair shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each



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eligible voting member present shall be entitled to one vote, and the result of the poll shall be the decision of the members upon the said question.

- i. Chair: The Board Chair shall be elected from among the appointed Members of the Board of Directors and shall be responsible for the overall management of Board Meetings. In their absence, the Vice-Chair shall be the Chair of any meeting of the Board of Directors. If both the Chair and Vice-Chair are absent, those present at the meeting shall select a chair from among those members present.
- j. Casting Vote: As a simple majority (50%+1) is the lowest possible threshold required for a motion to pass, a tied vote (50/50) is therefore considered to be unsuccessful and a failed motion.
- k. A declaration by the Board Chair that a resolution /motion has been carried and an entry to that effect in the minutes with a record of the number of votes for each, written in order as those in favour of the motion, those against the motion, and those abstaining from the motion.

II. Responsibility:

- a. The Directors of the Board may transfer their decision-making authority, and all the responsibilities therein, to the Executive Committee for a duration of their choosing and shall within the same motion provide stipulation for when this power shall be returned to the Board of Directors. This transfer shall not limit the liabilities or rights of the Board during that time

III. Notice:

- a. A notice of all regularly scheduled meetings of the Officers/Executive as well as the Board of Directors for the upcoming year will be sent by e-mail to all members of the Board of Directors before the first meeting in May.
- b. Special meetings of the Board of Directors shall be called by the Board Chair at the request of the President, or in their absence the Deputy President. Special meetings may also be called by the Board Chair upon request of twenty-five percent (25%) of the directors currently in office,
- c. Notice of such meetings shall be sent by e-mail to each member of the Board of Directors and placed on the GSA webpage not less than twenty-four (24) hours before the meeting is to take place.
- d. The statutory declaration of the Corporate Secretary, President, or Deputy President that notice has been given shall be enough, and conclusive evidence of giving such notice.

IV. Error or Omission in Notice:

- a. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the GSA shall invalidate such meeting or make void any proceedings taken thereat, and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken



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or had thereat. For the purpose of sending notice to any member, Officer or Director for any meeting or otherwise, the address of the member, Officer or Director shall be their last address recorded in the books of the GSA.

V. Quorum and Majority Vote:

- a. A quorum for the transaction of business at any Board of Directors Meeting, shall consist of fifty percent plus one (50%+1) of voting directors, currently in office, provided that in no case can a Board of Directors meeting be held unless there are ten (10) members present.
- b. All motions/resolutions must be passed with a simple majority (50%+1) majority vote of members present unless related legislation requires a higher threshold.

VI. Minutes:

- a. A record of the proceedings of all Directors Meetings shall be kept in a Book or Books provided for that purpose and the Minutes of all such meetings shall be given to the Directors,
- b. Minutes shall be adopted at the next regular meeting of the Directors and after adoption by the Directors, the Minutes shall be signed by the Chair and the Corporate Secretary,
- c. Public minutes of the Board of Directors shall be open to inspection by members of the GSA at the Head Office during normal business hours.

VII. Attendance:

- a. Attendance of the Directors at Board of Directors Meetings and General Meetings is mandatory and subject to any relevant policies of the Executive Committee or Board of Directors.



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PART FIFTEEN – SPECIAL GENERAL MEETINGS AND ANNUAL GENERAL MEETINGS

- I. Meeting Proceedings:
 - a. Place of Meeting: The annual or any other general meeting of the members shall normally be held at the main address of the GSA or at any place in the Regional Municipality of Niagara as the officers may determine and on such day as the said officers shall appoint. Meetings may be conducted virtually should circumstances require.
 - b. Conduct: At all General meetings, every question shall be decided and approved by a simple majority of fifty percent plus one (50%+1) of the voting members present in person, unless other relevant legislation requires a higher threshold be met,
 - c. Chair: The Board Chair or, in their absence, the Board Vice-Chair shall be the Chair of any Special or Annual General Meeting. If both the Board Chair and Vice-Chair are unavailable, the President or Deputy President may, with approval from the membership, serve as chair of the general meeting. The membership may choose to select a chair, for the duration of the meeting, from amongst those Full and Associate members present at the meeting,
 - d. Show of Hands: Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Upon a show of hands every member who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the Chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried, and an entry to that effect in the minutes of the meeting and recorded by number for/against/abstaining. Those wishing to be noted in the minutes may do so.
 - e. Polls: After a show of hands has been taken on any question, the Chair may demand a poll thereon. A poll so required or demanded shall be taken in such a manner as the Chair shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, all Full and Associate members present shall be entitled to one vote, and the result of the poll shall be the decision of the members upon the said question,
 - f. Notice: Whenever general notice is required to be given, such notice shall consist of posters to be posted around Brock University, as well as notice placed on the GSA web page and a general e-mail sent out,
 - g. Error or Omission in Notice: No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the GSA shall invalidate such meeting or make void any proceedings taken thereat, and any member may at any time



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waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, Officer or Director for any meeting or otherwise, the address of the member, Officer or Director shall be their last address recorded on the books of the GSA,

- h. For sending notice to any member for any meeting or otherwise, the e-mail address registered with the Faculty of Graduate Studies shall be used,
 - i. If twenty-five percent (25%) of the members request, in writing, that the Board of Directors of the GSA hold a Special General Meeting, the Board of Directors shall forthwith issue notice of a Special General Meeting and that business specified by the requisitioning members shall be transacted along with any other business as shall properly come before the meeting.
 - j. Of the twenty-five percent (25%) in Section I, Subsection i of this Part, no one department/program may hold a simple majority, fifty percent plus one (50%+1) or more of the twenty-five (25%) or more of students requesting a General Meeting.
- II. Meeting Minutes:
 - a. A record of the proceedings of all General Meetings shall be kept in a Book or Books provided for that purpose in the GSA office,
 - b. The Minutes shall be signed by the Chair and the Corporate Secretary and shall be available in the GSA office,
 - c. Public minutes for meetings of the members shall be open to inspection by members of the GSA at the Head Office during normal business hours.
- III. Quorum:
 - a. Quorum shall for any Annual or Special General Meeting shall be set at one percent (1%) of the Full membership, confirmed by the GSA Office in advance of the meeting.



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PART SIXTEEN – FINANCIAL PROVISIONS OF THE GSA

I. Financial Year:

- a. The financial year of the GSA shall begin on May 1st, and end on the 30th day April of the following calendar year. The Officers shall see that all necessary books and records of the GSA required by the Bylaws and Policies of the GSA or by any applicable statute or law are regularly and properly kept.

II. Financial Statements:

- a. The GSA shall undertake a financial review in the form of an audit each year unless a motion to waive such a review is approved, subject to relevant legislative requirements, at an Annual General Meeting of the GSA. Such a motion shall only apply to the fiscal year in which the motion is made.
- b. Any motion to waive the requirements of a financial review must be made pursuant to a unanimous motion, as a recommendation, from the Board of Directors.
- c. The financial review shall be in the form of an audit.
- d. The Board of Directors shall be responsible for selecting an appropriate firm to undertake the financial review of the GSA and approving an appropriate rate of compensation.
- e. The Board of Directors shall be responsible for reviewing and approving the financial statements. Statements shall be finalized once approved and signed by the Board Chair as well as the President.
- f. Once approved, the statements shall be presented for review at the Annual General Meeting. Once reviewed at an Annual General Meeting of members the statements shall normally be posted on the GSA website and remain so for seven years.



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PART SEVENTEEN – REMOVAL OF OFFICERS OR DIRECTORS OF THE GSA

I. Automatic Vacation of Office:

- a. The office of an Officer or Director shall be automatically vacated:
 - i. If they have resigned their office by delivering a written/email resignation to the President or the GSA Executive Director,
 - ii. If they are found by a court to be of unsound mind,
 - iii. If they become bankrupt or suspends payment or compounds with their creditors,
 - iv. If they should fail to comply with any membership or position provision outlined in the GSA Bylaws,
 - v. If they should fail to satisfy any membership, position, or performance requirements, as well as appropriate attendance requirements, as outlined in relevant GSA policy,
 - vi. upon death of the office holder.
- b. Provided that a vacancy occurs because of any provision outlined in Part Eighteen, Section I, Subsection a, the Board of Directors of the GSA by majority vote, and through a recruitment and appointment process outlined within relevant GSA policy, fill the vacancy for the remainder of the vacant Officer or Director term.

II. Removal of an Officer:

- a. The Directors of the GSA may, by resolution passed by a two-thirds (2/3) majority of those present, at a Board of Directors Meeting, of which notice specifying the intention to pass such resolutions has been given, before the expiration of their term of office, remove any Officer from their office for conduct; unbecoming of an Officer, harmful to the GSA, or impugning the reputation of the GSA. Such a vote will be subject to any additional provisions as outlined in relevant GSA policy.
- b. The Board of Directors of the GSA by majority vote and through a recruitment and appointment process outlined within relevant GSA policy, may fill the vacancy for the remainder of the vacant Officer term.

III. Removal of a Director:

- a. Directors of the Board who are not considered ex-officio, may, by resolution passed by at least two-thirds (2/3) of the votes cast by all voting members of the Board, present at a meeting, where notice specifying the intention to pass such resolutions has been given, remove any Director before the expiration of their term for:
 - i. If they fail to comply with attendance requirements set in Document 015;
 - ii. If they fail to comply with the requirements set out in Confidentiality and Compliance Agreement (Document 116);



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- iii. Conduct; unbecoming of a Director, harmful to the GSA, or impugning the reputation of the GSA

The GSA may enact additional legislation to clarify such processes. Any such changes in membership shall be reported to the members.



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PART EIGHTEEN – VACANCIES WITHIN THE EXECUTIVE COMMITTEE, BOARD OF DIRECTORS OF THE GSA

- I. Upon the recall or resignation of an Officer of the GSA, the duties of said office may be taken over by one of the Officers for the duration of the term. Should this occur, the said Officer will be known as "Acting". Should the situation arise whereby a seat becomes vacant, one Officer may hold two offices, one as their primary responsibility and one as "Acting" Officer.
- II. Each Officer may hold only one (1) additional role while in office. This shall normally only be for the duration of a recruitment process.
- III. Only one (1) Officer can hold an additional role at any one time, additional vacancies must be filled through either election or recruitment.
- IV. If fewer than 2 of 3 elected Officers hold office during a single term of office (May 1st-April 30th), a special election to fill all vacant or acting positions shall be called. No special election shall be called prior to September 1st or after December 5th. During periods when a special election cannot be called a Special General Meeting shall be called where the Board may recommend candidates for the vacancies based on the results of a recruitment process, as outlined in relevant GSA policy.
- V. Should more than one Director be recalled and or resign, and if it would impact the ability for the Board of Directors to maintain quorum, an election to fill all vacant positions will be called within three weeks if that by-election can be held before December 5th.
- VI. Recall proceedings refers to the process of having a petition, with stated reasons for recall, presented by a minimum of ten percent (10%) of members, to call for the removal of an individual from a position. Signatories must come from the graduate student body with no one program/department representing more than one-quarter (25%) of the signatures on the presented petition.



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PART NINETEEN – DISTRIBUTION UPON DISSOLUTION

- I. Upon the dissolution of the GSA and after the payment of all debts and liabilities created by the GSA, the remaining property of the GSA shall be distributed in accordance with the Articles of the Corporation and the Ontario Non-Profit Corporations Act.



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PART TWENTY – REPEAL AND AMENDMENT OF THE GSA BYLAWS

- I. The Bylaws of the GSA may be repealed or amended by:
 - a. A motion enacted by a simple majority of fifty percent plus one (50%+1) of the members present, voting in person at an Annual General Meeting (AGM) or a Special General Meeting (SGM),
 - b. A Memorandum of Understanding (MOU), sent to referendum by a simple majority of fifty percent plus one (50%+1) from the Board of Directors, and approved by a simple majority of fifty percent plus one (50%+1) of the membership in a referendum.
- II. Absenting Votes shall count towards quorum for a referendum or motion at an Annual General Meeting (AGM) or Special General Meeting (SGM) but not towards the simple majority calculation.



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PART TWENTY-ONE – REMUNERATION

- I. Any Director of the Board, not serving in an executive role, shall not be eligible for any remuneration.
- II. The Officers may receive reasonable remuneration for their services to the GSA and related expenses, as approved by the Board of Directors.
- III. Other members of the executive committee may receive remuneration for their services to the GSA and related expenses, as approved by the Board of Directors.



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PART TWENTY-TWO – GSA HIERARCHY OF LEGISLATION

- I. In all cases where a stipulation is not specified within these Bylaws, the next highest legislated document, as established by the GSA's Hierarchy of Legislation, shall apply.
- II. The following types of legislation shall govern the GSA. All legislation listed below is in hierarchical order, therefore no piece of legislation may contradict a piece of legislation ranked above it. Should any conflict arise, the higher-ranking legislation shall always take precedence.
 - a. Federal, Provincial, Regional, Municipal laws as well as relevant campus documentation;
 - b. Organizational Contractual Agreements;
 - c. A motion or question along with all associated documentation as passed by the membership of the GSA through a referendum, General Meeting, or Special General Meeting;
 - d. The Brock University Graduate Students' Association Bylaws
 - e. The Brock University Graduate Students' Association Pursuant Schedules;
 - f. Documents relating to the incorporation and registered status of the GSA;
 - g. GSA Standing Orders of the Board of the Directors;
 - h. GSA Policies, as passed by the Board of the Directors;
 - i. GSA Procedures, as passed by the Executive Committee;
 - j. GSA Terms of Reference.

A handwritten signature in blue ink that appears to read "Eric O'Neill".

Eric O'Neill
Board Chair

A handwritten signature in black ink that appears to read "Christian Santesso".

Christian Santesso
President



Brock University Graduate Students' Association

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SCHEDULE A – GSA BYLAWS AMENDMENT HISTORY

- I. Prior to the incorporation of the GSA as a not-for-profit organization within the Province of Ontario and under the laws established and amended thereafter, the GSA operated as an unincorporated organization, whose original bylaws were enacted on March 31st, 2008.
- II. These existing bylaws, adopted on March 31, 2008 from the unincorporated organization operating as Brock University Graduate Students' Association were hereby repealed and rescinded; provided, however, that such repeal and rescission shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder or the validity of any contract or agreement made pursuant thereto prior to the repeal and rescission hereby. Further revisions to this document, have been made as follows:
 - a. Amendments passed by the Officers at a meeting held on January 27th, 2009.
 - b. Amendments passed and approved by at least 2/3rd of the directors, present, at a meeting held on January 27th, 2009.
 - c. Amendments presented and carried by at least two-thirds (2/3) of the members, present at the Annual General Meeting of the GSA, held on April 28th, 2011.
 - d. Amendments presented and carried unanimously by the membership at the GSA Annual General Meeting on April 20, 2017 – GSA Bylaw 1 renamed GSA Constitution.
 - e. Amendments presented and carried unanimously by the membership at a Special General Meeting of the GSA held on February 14th, 2019 – GSA Constitution renamed Document 001A – GSA Constitution.
 - f. Amendments presented and carried unanimously by the membership at the Annual General Meeting of the GSA, held on April 18th, 2019 – Document 001A – GSA Constitution renamed Document 001B – GSA Constitution and Pursuant Schedules.
 - g. Amendments presented and carried unanimously by the membership at a Special General Meeting of the GSA, held on January 23rd, 2020 – Document 001B – GSA Constitution renamed Document 001C – GSA Constitution and Pursuant Schedules.



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- h. Amendments presented and carried unanimously by the membership at an Annual General Meeting of the GSA, held on April 29th, 2021 – Document 001C – GSA Constitution renamed Document 001D – GSA Bylaws and Schedule A.
- i. Amendments presented and carried unanimously by the membership at a Special General Meeting of the GSA, held on April 28th, 2022 – Document 001D – GSA Bylaws and Schedule A renamed Document 001E – GSA Bylaws and Schedule A.
- j. Amendments presented and carried unanimously by the membership at an Annual General Meeting of the GSA, held on October 27, 2022 – Document 001E – GSA Bylaws and Schedule A renamed Document 001F – GSA Bylaws and Schedule A.
- k. Amendments presented and carried by the membership at an Annual General Meeting of the GSA, held on October 26, 2023 – Document 001F – GSA Bylaws and Schedule A renamed Document 001G – GSA Bylaws and Schedule A.
- l. Amendments presented and carried by the membership at an Annual General Meeting of the GSA, held on October 24, 2024 – Document 001G – GSA Bylaws and Schedule A renamed Document 001H – GSA Bylaws and Schedule A. This Annual General Meeting also included Articles of Amendment (Articles, formerly known as Letters Patent) to comply with enacted ONCA legislation.