

FEDE A I N F DEN NI E I Y F A E L

BY-LAW NO. 2022-2

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- (p) %Ú! [c^&c^ãÁ Ú^!• []+Á { ^æ }•Á ^æ&@Á]^!• []Á æ&cã } *Á or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Corporation, and includes the respective heirs, executors and administrators, estate, successors and assigns of a person, who:
 - (i) is a Director of the Corporation;
 - (ii) is an Officer of the Corporation;
 - (iii) is a member of a committee of the Corporation; or
 - (iv) has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any body corporate controlled by

- (c) each person who was an undergraduate student in the previous term who has not withdrawn or graduated from the University; and
- (d) each Officer of the Corporation who (i) was elected as an Officer while an undergraduate student, (ii) has graduated from an undergraduate program at the University, and (iii) has yet to complete his/her/their term of office.

3.02 Transfer of Membership

Each Member shall be entitled to:

- (a) receive notice of, attend, speak at and vote at all meetings of the Members of the Corporation;
- (b) receive notice of and vote in referenda of the Corporation;
- (c) participate in the social activities of the Corporation;
- (d) join clubs recognized by the Corporation; and
- (e) use or volunteer with services or commissions of the Corporation.

3.03 Transfer of Membership

Membership in the Corporation is not transferable.

3.04 Termination of Membership

Membership in the Corporation automatically terminates upon the occurrence of any of the following events:

- (a) the death of a Member; or
- (b) the liquidation or dissolution of the Corporation under the Act.

3.05 Membership Fees

- (a) Members shall be required to pay membership fees in respect of each academic term. Such fees shall be collected pursuant to the Annual Fees Agreement. Unless otherwise determined by the Board, payment of membership fees is compulsory for all Members and may not be refunded.
- (b) Fees assessed to Members who are part-time students shall be 30% of those assessed to Members who are full-time students.
- (c) The Board may apportion the fee into a suite or suites of distinct fees, subject to the Annual Fees Agreement.
- (d) Any Member who fails to pay all required fees on the deadline set by the Board shall automatically cease to be a Member, and shall only resume status as a Member upon payment in full of all outstanding fees, together with any interest charged on such overdue fees.

3.06 Changes to Membership Fees

- (a) Changes to membership fees shall be subject the following requirements:

- (ii) Increases in an amount exceeding the annual increases of the Consumer Price Index of Canada (according to Statistics Canada for the calendar year immediately previous) must be approved by Ordinary Resolution of the Members, provided that:
 - (A) No specific increment to membership fees rejected by the Members may be added to the orders of an Annual Meeting within one (1) year of such.
 - (B) Notwithstanding the above, increases due to staff salary growth and increases attributable to increased costs to the Corporation in respect of services purchased on behalf of Members (including fees associated with legal protection service, health and dental plans, student assistance programs and transit passes) shall be presented separately from all other increases, and may be approved by the Board alone.
- (b) Annual increases of a percentage increment less than or equal to the increase in the Consumer Price Index of Canada (according to Statistics Canada for the calendar year immediately previous) and other changes appearing in the orders of business for the Board or at an Annual Meeting shall be ratified by separate motions.
- (c) All changes to fees shall take effect for the academic term starting nearest to September 1, subject to any approvals of the University that may be required.

3.07 No Compensation for Members

A Member shall not be entitled to any compensation upon termination of membership.

MEETING OF THE MEMBERS

4.01 Annual Meeting

- (a) An Annual Meeting shall be held in Waterloo, Ontario, unless a place outside Ontario is specified in the Articles or all Members entitled to vote at the meeting consent to holding the Annual Meeting at a place outside Ontario, determined by the Board, for the purpose of conducting the Annual Business and any Special Business.
- (b) The Annual Meeting shall be held not later than fifteen (15) months following the last Annual Meeting.

4.02 Meetings by Telephonic or Electronic Means

- (a) A Member may participate in a meeting of Members by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. Any person participating by telephonic or electronic means is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.
- (b) The Directors or Members may call a meeting of the Members and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

4.03 Special Meeting

- (a) The Board may at any time call a Special Meeting for the transaction of any business specified in the notice calling the meeting. A Special Meeting may be held separately from or together with an Annual Meeting.

- (b) The Board shall call a Special Meeting of the members of the Corporation on written requisition of ten percent (10%) of the members of the Corporation.

4.04 Fixing a Record Date

The Directors may fix a record date for each meeting to determine which Members are entitled to receive notice of the meeting and are entitled to vote at the meeting. A record date for providing notice must not be more than fifty (50) days before the day on which notice is sent and a record date

- (c) If a quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place.

4.08 Chair

In the absence of the President and the Vice-President, the Members present and entitled to vote and present at any meeting of Members shall choose another Director to act as chair of the meeting. If no Director is present or if all the Directors present decline to act as

- (e) A proxy shall be deposited with the secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe. The Board may set a deadline to deposit proxies, such deadline shall not exceed forty-eight (48) hours excluding Saturdays and holidays before the meeting.

4.12 Ballot

A Member can demand a ballot during the meeting either before or after any vote. If at any meeting a vote by ballot is requested on the election of a chair, it must be taken forthwith without adjournment. If a vote by ballot is requested on any other question, it shall be taken in the manner and time as the chair of the meeting directs. The result of a vote by ballot shall be deemed to be the resolution of the meeting at which it was requested. A request for a vote by ballot may be withdrawn at any time prior to the taking of the ballot.

4.13 Adjournments

Any meeting of Members may be adjourned to any time by the chair of the meeting. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting where the resumption of the meeting occurs less than thirty (30) days from the date of the original meeting, other than an announcement at a meeting that is adjourned.

4.14 Written Resolutions

A Written Resolution signed by all the Members entitled to vote on that resolution at a meeting of Members, including an Annual Meeting, is valid as if it had been passed at a meeting of Members, provided that the following matters may not be dealt with by Written Resolution:

6.02 Faculty Representation

- (a) To the extent that a greater number of candidates run for the office of Director than the number of open offices available, offices shall be filled first by the candidate from each Faculty who receives the most votes and thereafter any remaining offices shall be filled by those remaining candidates who receive the most votes, regardless of their associated Faculty.
- (b) The Board may establish procedures consistent with this By-law for the holding of elections. Such procedures shall comply with paragraph 6.02(a) of this By-law and shall seek to maximize the number of Faculties represented among the Directors who are elected at large.

6.03 Term of Office

The term of office of each Director shall be one (1) year from May 1st following election to April 30th of the following year or, if no successor is elected by April 30th, to expire when a successor is elected.

6.04 Re-Election

Each Director is eligible to serve for an unlimited number of consecutive terms.

6.05 Elections

At each Annual Meeting, a number of Directors equal to the number of Directors retiring plus any vacancies then outstanding shall be elected.

6.06 Nominations

There shall be a nominations period to close on a date to be determined by the Board. No nominations will be accepted following the close of the nominations period or from the floor of the meeting of Members at which the election will take place. The Board may reject any candidate who does not meet the qualifications for Directors set out in section 5.02 of this By-law. The Board may establish policies related to the nominations process from time to time.

6.07 Forms

The Board may prescribe the form of nomination paper and the form of a ballot.

M E E T I N G S

7.01 Calling Meetings

Meetings of the Board may be called by the President, the Vice-President, the Secretary or any two (2) Directors and shall be held at the place specified in the notice.

7.02 Meeting following Annual Meeting

The Board shall hold a meeting as soon as reasonably possible following the Annual Meeting of the Corporation for the purpose of the election and appointment of Officers and the transaction of any other business, and notice shall be provided in accordance with section 7.04.

7.03 Regular Meetings

The Board may appoint one (1) or more days in each year for regular meetings of the Board at a set

the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting if the time and place of the adjourned meeting is announced at the original meeting.

9.05 Executive Director

The Executive Director, if any, shall be the Chief Executive Officer of the Corporation and shall, subject to the direction of the Board and/or the President, supervise and control the operations of the Corporation. The Executive Director shall have the right to receive notice of, to attend and to speak at but not to vote (unless otherwise also a Director) at all meetings of the Board, any committee of the Board, including the Executive Committee, if any, and any meeting of the Members, except those meetings where the terms of employment, compensation or performance of the Executive Director are discussed.

9.06 Secretary

The Secretary shall:

- (a) act as secretary of each meeting of the Corporation, the Board and the Executive

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10.01 Standing Committees

There may be such Standing Committees for such purposes as the Board or the Executive Committee, if any, may determine by resolution.

10.02 Combined and Inactive Committees

The Board may combine the work of two (2) or more Standing Committees under such name as the Board shall select and may permit any Standing Committee to be inactive.

10.03 Ad Hoc Committees

There may be such Ad Hoc Committees for such purposes as the Board or the Executive Committee, if any, may determine. The existence of each such Ad Hoc Committee shall be terminated automatically upon the occurrence of any of the following events:

- (a) the delivery of its report;
- (b) the completion of its assigned task; or
- (c) a resolution to that effect of the Board or Executive Committee, if any.

In the case of termination pursuant to subsection 10.03(b), the Board or the Executive Committee, if any, may continue such Ad Hoc Committee.

10.04 Rules Governing Committees

Subject to the By-Laws of the Corporation and any other policies, all Committees other than the Executive Committee, if any, are subject to the requirements listed below:

- (a) the chair and members shall be appointed by the Board from among the Members of

- (d) issue debt obligations except as authorized by the Board;
- (e) approve any financial statements;
- (f) adopt, amend or repeal any By-Law; or
- (g) establish contributions to be made, or dues to be paid, by Members.

C O N F L I C T O F I N T E R E S T

11.01 Conflict of Interest

In accordance with the Act and any policies, Directors and Officers shall disclose any interests, whether direct, indirect or imputed, in any matter as required by the Act and comply with all other requirements in the Act in respect of such conflict of interest.

R E F E R E N D A

12.01 Referenda

The Board may call referenda on issues to be decided by the Members and may establish rules and regulations regarding such referenda.

E X E C U T I V E C O M M I T T E E O F T H E B O A R D

13.01 Composition

The Board, whenever it consists of more than six (6) individuals, may establish an Executive Committee of the Board by electing, from among its number, such number of members that is not less than three (3). The Executive Committee of the Board shall be subject to the policies of the Corporation in effect from time to time.

E X E C U T I V E C O M M I T T E E O F T H E B O A R D

14.01 Insurance

- (a) The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and each Protected Person. The insurance shall address coverage limits in amounts per occurrence with an aggregate maximum limit as deemed appropriate by the Board and shall include:

claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

14.02 Liability Exclusion

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no Protected Person shall be personally

(c) The Corporation shall also indemnify any Protected Person, firm or corporation in

formal notice of a meeting is necessary if all those entitled to notice are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

19.04 Computation of Time

In computing the date when notice must be given under any provision in the By-Laws requiring a

ENAC ED by the Directors as a By-Law of **F d rat on o tud nts n v rs ty o at r oo on**
November 23, 2022.



Stephanie Ye-Mowe
President/ Chair



Matthew Schwarze
Director/ Vice Chair

C NFI MED by the Members in accordance with the *Not-for-Profit Corporations Act, 2010* on *March 21, 2023.*



Stephanie Ye-Mowe
President/ Chair



Matthew Schwarze
Director/ Vice Chair