

Conestoga Students Incorporated

By-Law No. 2

A BY-LAW TO REPEAL AND REPLACE BY-LAW NO. 1, BEING A BY-LAW RELATING GENERALLY TO THE TRANSACTION OF THE BUSINESS AND AFFAIRS OF CONESTOGA STUDENTS INCORPORATED.

Contents

Part I	-	Interpretation
Part II	-	Affairs of the Corporation
Part III	-	Directors
Part IV	-	Officers
Part V	-	Standing Committees
Part VI	-	Meetings of Directors
Part VII	-	Protection of the Directors and Officers
Part VIII	-	Members
Part IX	-	Meeting of Members
Part X	-	Notices
Part XI	-	Effective Date

WHEREAS CONESTOGA STUDENTS INCORPORATED was incorporated by Letters Patent dated February 14, 1973 under the name DOON STUDENT ASSOCIATION OF THE CONESTOGA COLLEGE OF APPLIED ARTS AND TECHNOLOGY;

AND WHEREAS the name of the said corporation was changed to CONESTOGA STUDENTS INCORPORATED by Supplementary Letters Patent dated the 19th day of January, 2001;

NOW THEREFORE BE IT ENACTED that By-law No.1 of the Corporation be repealed and the following By-law be enacted as General Operating By-law No. 2 of CONESTOGA STUDENTS INCORPORATED (hereinafter referred to as the "Corporation").

Part I – INTERPERTATIONS

1.1 INTERPRATATION

In this by-law and all other by-laws of the Corporation, unless the context otherwise specifies or requires:

- .01 the singular includes the plural;
- .02 the masculine gender includes the feminine;
- .03 "Corporations Act" or "Act" means the Corporations Act R.S.O. 1990, c.C.38 as amended from time to time and any statute enacted in substitution thereof, and in the case of such substitution, any references in the By-law of the Corporation to provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes;
- .04 "Appoint" includes "elect" and vice-versa;
- .05 "Board" means the board of directors of the Corporation
- .06 "by-law" means this by-law and all other by-laws of the Corporation from time to time in force and effect;
- .07 "College" means Conestoga College Institute of Technology and Advanced Learning;
- .08 "Corporation" means The Conestoga Students Inc.;
- .09 "Documents", includes deed, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds debentures or other securities and all paper writings;
- .10 "Executive Officers" means the persons who hold the offices.
- .11 "Letters Patent" means the original Letters Patent of and any other instrument, of the incorporation of the Corporation, and any amendments thereto;
- .12 "Meeting of Members" includes an Annual Meeting of the Members and any special meeting of Members;
- .13 "Signing Officer" means, in relation to any instrument, any person authorized to sign on behalf of the Corporation in accordance with this by-law or by a resolution passed;

.14 “Director” means a member at large on the Board of Directors and shall be a director pursuant to the provisions of the Act;

Part II – AFFAIRS OF THE CORPORATION

2.1 HEAD OFFICE

The head office of the Corporation shall be in the Regional Municipality of Waterloo, in the Province of Ontario (subject to change by special resolution).

2.2 SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

2.3 FINANCIAL YEAR

The financial year of the Corporation shall end on the 30th day of April in each year.

2.4 EXECUTION OF DOCUMENTS

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any two of the Four (4) of the Signing Officers of the Corporation. Any signing Officer may certify a copy of any instrument, resolution, By-law or document of the Corporation as a true copy thereof. Any contracts over one (1) year must be approved by the Board of Directors for approval.

2.5 BANKING ARRANGEMENTS

The Board shall designate, by resolution, the Officer or Officers and other persons or persons authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company, or other Corporation carrying on a banking business that the Board has designated as the Corporation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to,

- .01 operate the Corporation's accounts with the banker;
- .02 make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes drafts, acceptances, bills of exchange and orders for the payment of money;
- .03 issue receipts for and orders relating to the property of the Corporation;
- .04 execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and

.05 authorize any Officer of the bank to do any act or thing on the Corporation's behalf to facilitate the banking business

2.8 BOOKS AND RECORDS

The Board Secretary will ensure that all the necessary books and records of the Corporation required by the by-laws are regularly and properly kept.

2.9 DEPOSIT OF SECURITIES

The securities of the Corporation shall be deposited for safe keeping with one or more bankers, trust companies or other financial Institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the approval of the Board or a Signing Officer. The Institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

2.10 BORROWING BY THE CORPORATION

Only the Board can authorize the President to borrow money on the credit of the Corporation provided such borrowing has first been approved by a student referendum being a referendum of the Members, to authorize such borrowing or such borrowing is otherwise permitted pursuant to the Executive Limitations Policies.

2.11 REVIEW OF BY-LAWS

The by-laws of the Corporation will be reviewed by the Policy Committee annually, which will provide recommendations to the Board as to any revisions as may be appropriate.

2.12 AMENDMENT OF BY-LAWS

By-laws of the Corporation may be amended by two-thirds vote by the Board of Directors at any meeting of the Board. Any such amendment shall take effect immediately but shall only be in effect until the next general Meeting of Members and at such meeting the by-law is confirmed. Amendments of the by-laws will be presented to the members at the next Annual General Meeting for approval.

2.13 MINUTES

All minutes from the Board of Directors meetings will be kept in an organized manner at the head office of the Corporation. The original copies may not leave head office, but only Members in good standing may access the information. Minutes in camera meetings shall not be made available to the membership.

PART III – DIRECTORS

3.1 NUMBER OF DIRECTORS AND POWERS

The affairs of the Corporation shall be managed by a Board of at least three (3) Directors, one (1) of whom will be elected by the class of Members known as the Voting Directors Members and the Director so elected by the Voting Directors Members shall be a non-voting Director. This Director shall be appointed as President of the Corporation. The remaining Directors shall be elected by the Student Membership from among the Members of the Corporation in accordance with the Governance Policies of the Corporation and such Directors shall be voting directors, The Board may exercise all such powers, and do all such acts and things as may be exercised or done by the Corporation that are not contrary to the by-laws or any special resolution of the Corporation or by statute expressly directed or required to be done in some other manner. The number of Directors may be increased or decreased by special resolution of the Members at any Meeting of Members but such Member shall not be less than three. In addition to the elected Directors, there will be two ex-officio Directors, being the Executive Director and the Associate Executive Director.

3.2 ELECTION OF DIRECTORS

The election of the Director to be elected by the Voting Board Members shall take place prior to the first meeting of the Board of Directors following the election campaign undertaken in accordance with the policies of the Corporation. The Director so elected by the Voting Board Members shall be appointed as the President of the Corporation.

The election of the Directors to be elected by the Student Members shall be in accordance with the provisions of Board of Directors Elections Process Policy and the provisions of this By-law.

3.3 QUALIFICATIONS

Every Director shall:

- .01 be 18 or more years of age;
- .02 be a Member of the Corporation or shall become a Member of the Corporation within 10 days after the Director's election or appointment;
- .03 not be an undischarged bankrupt nor a mentally incompetent person;
- .04 maintains a 70% average as a full-time student or a part-time cohort student in the semester prior to the election and a program pass while serving in the position of a Director, unless they are a returning Director in which case they require a program pass; and
- .05 continues throughout his/her term to meet the above qualifications.

If a person ceases to be a Member of the Corporation or becomes bankrupt or a mentally incompetent person, they then cease to be a Director, and the vacancy may be filled in the manner prescribed by the board.

3.4 TERMS OF OFFICE

The Directors' term of office (subject to the provisions, if any, of the letters patent) shall be from May 1 until the 30th day of April or his/her date of resignation, whichever comes first.

3.5 VACANCIES

So long as a quorum of the Directors remains in office, a vacancy on the Board may or may not be filled by the Directors from among the qualified Members of the Corporation. If a vacancy is so filled, the individual appointed to fill such vacancy shall serve for the remainder of the term. If no quorum of Directors exists, the remaining Directors shall forthwith call a Meeting of the Members to fill the vacancies on the Board.

3.6 REMOVAL OF DIRECTORS

The Members entitled to vote may, by resolution passed by at least two-thirds (2/3) of the votes cast at a Meeting of Members which notice specifying the intention to pass the resolution has been given, remove any Director before the expiration of the Director's term of office, and may, by a majority of the votes cast at that meeting, elect a qualified person to replace such Director for the remainder of his/her term.

3.7 REMUNERATION OF DIRECTORS

The Director shall serve as Director and, to avoid the appearance of any conflict of interest, the remuneration of Directors shall be as decided by the previous Board. At the discretion of the Executive Director and President, Directors may be compensated for performing certain tasks that go beyond the duties required by a Director, on behalf of the Board. Such compensation is to be determined by the Executive Director and President having due regard to the budgetary provisions established each year by the Corporation and approved by the Board.

3.8 DUTIES

The duties and responsibilities of each Director shall be as described by the Board of Director's policies, Director Job Products, President Job Description, Vice-President Job Description, Role Descriptions and the Board of Directors' Code of Conduct as established by Conestoga Students Inc. and as may be revised from time to time.

3.9 VACATION OF OFFICE

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

- .01 if the Director does not become a Member within 10 days of election, or appointment as a Director; or
- .02 if the Director becomes bankrupt or suspends payment of personal debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent; or
- .03 if the Director is found to be a mentally incompetent person or becomes of unsound mind; or
- .04 if by notice in writing to the Corporation the Director resigns, which resignation shall become effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later; or
- .05 if the Director dies; or
- .06 if the Director is removed from office by the Members.

PART IV – OFFICERS

4.1 EXECUTIVE OFFICERS

In addition to the President there shall be a Vice-President elected by the Board of Directors from among the current Board members. The President shall be the Director elected by the Voting Director Members.

4.2 PRESIDENT

A President may be employed by the Corporation on a full-time basis for a term of one year, beginning May 1 and ending April 30 of the following year with an extension of 1-2 weeks for the purposes of training the incoming President. No individual shall serve as President for more than four (4) terms. The President's duties are as described in the President's job description. Salary, benefits and hours of work are as described in the Remuneration Policy. If the current President is looking to be re-elected for a second term, he/she must be willing to serve a full-time, one year term. Any candidate must be willing to serve a full-time, one-year term and have an average of at least 70% in the semester prior to the election. The 70% academic average requirement shall not apply to an incumbent President who is a candidate for an additional term as President. The President shall not have the right to vote on any matters coming before the meeting. The President shall be elected by the Board of Directors in the manner as set out in Section 8.3.

4.3 VICE-PRESIDENT

The Vice-President shall be employed by the Corporation on a part-time basis for a period of 12 months, beginning May 1 and ending April 30. The Vice-President's duties are as described in the Vice-President's job description. The Vice-President's pay structure and hours of work are as described in the Remuneration Policy. The candidate shall be a member of the current Board, returning the following year as a full-time student, and have an average of at least 70% in the semester prior to the election. The Vice-President in order of seniority, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President. The Vice-President shall attend all meetings of the Board and Members.

4.4 EXECUTIVE DIRECTOR

An Executive Director may be employed by the Corporation on a full-time basis. The hiring and/or termination of the Executive Director shall be the responsibility of the Board of Directors. The Executive Directors' duties are as described in the Executive Directors' job description. Salary and benefits are determined by the President and the Board of Directors. The Executive Director shall not be a Director.

4.5 INDIGENOUS STUDENT DIRECTOR

As part of an ongoing and mutually beneficial partnership between CSI and its indigenous members, CSI shall observe the results of an elective process mutually agreed upon by the CSI board of directors and Aboriginal office from the college and the board shall appoint one (1) Indigenous Student Director to the CSI Board

- .01 Once a process is agreed upon it will remain in place until one or both parties say otherwise.
- .02 The Indigenous Student Director position will run concurrently with all other director positions.
- .03 The Indigenous Student Director Position will have all the same obligations, powers, and duties as other Directors. This includes the right to vote.
- .04 The results of the election, once verified and accepted by both parties in good faith, will act as the boards appointment of the Indigenous Student Director effective the following term.

4.6 OTHER OFFICERS

The Board may appoint other Officers, including without limitation, Honorary Officers, and agents (and with such titles as the Board may prescribe from time to time) as the Board considers necessary and all Officers shall have the authority and perform the duties from time to time prescribed by the Board or as otherwise set out in the policies of the Corporation. The Board may also remove at its pleasure any such Officer or Agent of the Corporation. The duties of all other Officers of the Corporation appointed by the Board shall be such as the terms of their engagement call for or the Board prescribes.

4.7 PRIMARY ELECTORAL OFFICER

The Primary Electoral Officer (hereby known as the "PEO" will be appointed by the Board of Directors on or before the 31st of December each year. This temporary position will terminate upon completion of the election of the Directors in accordance with the provisions of this by-law. The submissions of the election report will be given to the President or a delegate appointed by the Board no later than two (2) weeks after the final election results have been announced.

4.8 POWERS AND DUTIES OF PRIMARY ELECTORAL OFFICER

The PEO must carry out his or her duties in accordance with the Board of Directors Elections Process Policy. The PEO's duties will be divided into three (3) segments as follows:

.01 Pre-Election

The PEO is responsible for all procedures and activities related to and surrounding the election. An election package prepared in accordance with the Board of Directors Elections Process Policy will be prepared by the PEO to include: nomination criteria, nomination forms, campaigning guidelines, pertinent dates as well as a transcript request form. All completed nomination packages must be reviewed by the PEO to ensure that all criteria have been met and all student numbers included in the package have been checked.

.02 Election

The PEO will arrange polling stations, as well as deputizing of neutral persons to work the polling stations. The PEO shall also be responsible for all procedural matters concerning on-line voting. Each candidate is allowed to have one person present as a scrutineer during the counting. The results are to be kept confidential until the PEO officially announces them. The ballots must be locked away and able to be accessed by only two (2) individuals in combination until the board votes to destroy the ballots.

.03 Post Election

It is within the authority of the Board, upon the recommendation of the PEO to declare an election invalid where the PEO can show, based on evidence reasonably satisfactory to the Board, that election regulations or the Board of Directors' Elections Process were not adhered to. Any requests for a recount or review of the election must be submitted in writing to the PEO. The PEO must have transmitted the request to the Board of Directors within twenty-four (24) hours of the announcement of the results. The ballots must be retained in a secured place until after the election and destroyed only after a motion of approval by the current Board of Directors.

.04 NOT AN EXECUTIVE POSITION

The Primary Electoral Officer is not an Executive position, although the PEO is responsible for attending all Board meetings from the time of appointment until such time as a final report is submitted. A final report will be submitted no later than two (2) weeks after the final election results have been announced. The PEO is hired with the responsibility for overseeing the election of Officers. After investigation, the PEO may disqualify a candidate for breach of the Board of Directors' Election

Process. All complaints pertaining to breach of election rules must be submitted, in writing, to the PEO within forty-eight (48) hours of the announcement of the results. Candidates are not permitted to publicly accuse another candidate of any breaches until a formal decision has been made by the PEO. The PEO will report to the Board and/or an appointed delegate for job-related issues.

4.9 REMUNERATION OF OFFICERS

Any officer will be compensated with an honorarium, the amount of which will be determined by the Board of Directors annually. Any honorarium provided by the Corporation will be paid only in the event that the Officer performs the duties required of such Officer. In the event that the resignation or termination of the Officer occurs before the first installment of the honorarium (timing of the installment to be determined according to the budgetary provisions) then the Officer forfeits the entire amount of the honorarium.

4.10 NOMINATION OF OFFICERS

Any Director may submit his or her name or, with the written consent of that person, any other Director's name for consideration as an Officer in accordance with the following requirements:

- .01 To complete the nomination package in accordance with the Primary Electoral Officer's (PEO) instructions; and
- .02 All nomination documents must be returned to the PEO. Forms must be returned by the deadline as set by the PEO and, if not, they will be rendered invalid. A nomination form will not be considered valid until all of the stated criteria are met.

4.11 REMOVAL OF OFFICERS

All Officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board of Directors at any time, with or without cause. In any event, an elected Officer will cease to be an elected officer of the Corporation in the event of the following:

- .01 the death of an Officer;
- .02 the Officer ceases to be a member of the Corporation;
- .03 the written resignation of the officer is accepted by the Board of Directors;
- .04 by a two-thirds (2/3) majority vote of non-confidence by the Board after the Officer is first given the opportunity to prove competence within the meeting called to consider his/her competence; or

.05 failure to comply with the Policy Manual of the Corporation.

4.12 VACANCIES

In the event that the office of the President becomes vacant during the term of office, the Vice President will assume the duties of President for the remainder of the term of office. In the event that the Vice President becomes vacant, the Board, at its discretion and in consultation with the President may appoint or hire a replacement or, at its discretion may allow the position to remain vacant until the normal election.

PART V – STANDING AND AD HOC COMMITTEES

5.1 COMMITTEES

The Board of Directors may from time to time appoint such standing and ad hoc committee or committees, as it deems necessary or appropriate for such purposes and with such powers, as it shall see fit. Members of the committees need not be Directors. Committees will have a Chairperson appointed by the Board. Members of the committees will be allowed one (1) vote per committee. At the discretion of the Chairperson, a committee member may lose voting rights for not attending seventy-five (75%) percent of all meetings called. All committees will be required to provide written reports (or minutes) to the Board at regular meetings or at such other times as requested by the Board. Committees may solicit resources as determined by the Board of Directors. All Committees shall be accountable to the Board.

5.2 THE POLICY COMMITTEE

The Policy Committee shall be a standing committee and will formalize all recommended amendments to the by-laws and other organizational documents of the Corporation and be responsible to present said amendments to the Board of Directors. The Board of Directors will appoint at least three (3) Members to the committee and an appointed chairperson will chair this committee.

PART VI – MEETINGS OF DIRECTORS

6.1 QUORUM

A majority of the total number of Directors shall constitute a quorum at any meeting of the Board.

6.2 MEETINGS

Meetings of the Board may be held at the head office of the Corporation or any place within the Province of Ontario, as designated in the notice calling the meeting. Meetings of the Board may be called by the President, Vice President or any two (2) Directors. Meetings of the Board shall be held at least once per month.

6.3 NOTICE

Notice of Board meetings shall be delivered or emailed to each director not less than ten (10) days before the meeting is to take place. The statutory declaration of the President and or Vice President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. 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.

6.4 REGULAR MEETINGS

The Board may appoint one or more days in each month for regular meetings of the Board at a place and time named; no further notice of the regular meetings need be given.

6.5 VOTING

Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. A tie vote shall defeat the motion. All votes at such a meeting will be taken by a ballot if so demanded by any Director present, but if no demand is made, the vote will be taken in the usual way of ascent or descent. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes will be proof of the number of proportion of the votes recorded in favour of or against such a resolution.

6.6 OTHERS PRESENT

Such others as the Board may from time to time by resolution determine, shall be entitled, in the same manner and to the same extent as a Director, to notice of, and personally or by their delegate to attend and to speak at, meetings of the Board, but shall not be entitled to vote.

PART VII – PROTECTION OF DIRECTORS AND OFFICERS

7.1 INDEMNITIES TO DIRECTORS

Every Director and Officer of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against,

- .01 all costs, charges and expenses whatsoever which the Director, Officer sustains or incurs in or about any action, suit or proceeding which 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
- .02 all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by their own willful neglect or default.

7.2 PROTECTION OF DIRECTORS AND OFFICERS

No Directors or Officers of the Corporation 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 act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust or in relation thereto unless the same shall happen by or through their own wrongful and wilful act or through their own wrongful and wilful neglect or default.

7.3 INDEMNITY TO DIRECTORS, OFFICERS AND OTHER

Every Director, Officer, committee member of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, who has undertaken or is about to undertake any liability on behalf of the Corporation, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against the following:

- (a) all costs, charges and expenses whatsoever that such Director, Officer or Committee Member, sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the

Director, Officer or committee member 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 or in respect of any such liability; and

- (b) all other costs, charges and expenses that the Director, Officer or committee member sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges and expenses as are occasioned by such person's own willful neglect or default.

7.4 INSURANCE

Subject to applicable law, the Corporation shall purchase and maintain such insurance for the benefit of its Directors and Officers.

7.5 RESPONSIBILITY FOR ACTS

The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

PART VIII – MEMBERS

8.1 MEMBERSHIP CLASSES

There shall be two classes of Members, Student Members and Voting Director Members.

8.2 STUDENT MEMBERSHIP

All full-time and part-time cohort students enrolled at any campus of Conestoga College Institute of Technology and Advanced Learning who have, through the Registrar's office, paid or made arrangements to pay the compulsory student association fee for the relevant year shall be Student Members of the Corporation and no further motion shall be required of the Board to approve such admission; provided however, on a two-thirds majority vote of the Board of Directors, such membership may be terminated by the Board for reasons considered by the Board to warrant such termination provided the Member whose membership is being considered for termination shall first have the right to meet with the Board to hear the allegations in support of the termination, review any evidence considered by the Board in making its decision and address the Board on such matters.

If the Member has made a presentation to the Board, the Board shall reconsider its decision in camera and the decision of the Board following such reconsideration shall be final and binding.

8.3 VOTING BOARD MEMBERS

The Voting Board Members shall be entitled as a class of Members, to elect one non-voting Director. The Director so elected shall be appointed by the Board to serve as President of the Corporation.

8.4 MEMBERSHIP YEAR

The membership year shall be from September 1 to August 31. Membership in the Corporation is non-transferable.

8.5 RESIGNATION

Members may resign by resignation in writing which shall be effective from acceptance thereof by the Board of Directors. In the case of resignation, a Member shall remain liable for payment of any assessment or other sum levied or which became payable by the Member to the Corporation prior to acceptance by the Corporation.

8.6 TERMINATION OF MEMBERSHIP

The interest of a Member in the Corporation is not transferable and lapses and ceases to exist upon death or dissolution or when the person's period of membership expires (if any) or when the person ceases to be a member by resignation or otherwise in accordance with the by-laws. In addition to the provisions for termination by the Board pursuant to Section 8.2, the Members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, terminate the membership of any Member of the Corporation. In the event a vote is to be held for the termination of a membership, the Member whose membership is subject to the vote shall be given notice of the meeting and provided an opportunity to hear the reasons why his/her membership may be terminated and to address the membership prior to the vote. In any event, membership ceases when the Member is no longer enrolled as a fee paying student of the College or who no longer holds the position affording the individual membership. Upon the termination of membership, all rights and privileges of the Member shall terminate.

8.7 MEMBERSHIP FEES

The compulsory membership fee will be a student association fee that is determined by the Board of Directors and approved by the Conestoga College Board of Governors for each academic year. Additionally, admission may be charged to the Members for any events sponsored by the Corporation. Ex-officio Directors or elected or appointed Members will not be required to pay the membership fees. When membership ceases, a Member will remain liable for payment of any debts the Member owed to the Corporation prior to the Member ceasing to be a Member.

8.8 PRIVILEGES OF MEMBERSHIP

All students who are Members in good standing shall, unless otherwise determined by the Board of Directors or the by-laws of the Corporation, be entitled to:

- .01 one vote in all elections that are open for membership voting;
- .02 one vote in referendums;
- .03 establish and/or join clubs/societies under the jurisdiction of the student association, and to participate in all activities sponsored by such clubs/societies.
- .04 be a candidate in the Board of Director elections and to hold office in the student association, provided that the student meets the election criteria outlined in the Board Election Package.

8.9 MEMBERS IN GOOD STANDING

Members in good standing, refers to those Members who have not had their membership terminated in accordance with the provisions of Section 8.6 of this by-law.

8.10 HOLDING OFFICE

No person who is not a member in good standing and maintained a 70% average in the semester prior to the election or appointment shall be qualified to hold office in the Corporation as a Director, unless they are a returning Director in which case they require a program pass.

PART IX – MEMBERS’ MEETINGS

9.1 ANNUAL MEETING

The annual meeting of the Members shall be held each year within the Regional Municipality of Waterloo, at a time, place and date determined by the Board, for the purpose of:

- .01 Hearing and receiving the reports and statements required by the Corporations Act to be presented to the membership at an Annual Meeting;
- .02 appointing the auditor;
- .03 The transaction of any other business properly brought before the Meeting

9.2 MEETING OF MEMBERS

The Board may at any time call a general meeting of Members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A Meeting of Members may also be called by the Members as provided in the Corporations Act.

.01. AGM by Telephonic or Electronic Means and Voting

A meeting of the members may be held by telephonic or electronic means and a member who, through those means votes at the meeting or establishes a communications link to the meeting is deemed present at the meeting.

9.3 NOTICE OF MEETINGS

Notice of every annual and Meeting of Members will be posted and placed in conspicuous places throughout the College and or all CSI’s means of communications including but not limited to website, social media, direct emails at least twenty-one (21) days prior to the Meeting date. The poster will include the date, time, place and purpose of the meeting. Procedure at Annual and special/general Meetings will be in accordance with Roberts’ Rules of Order newly revised as they are revised from time to time.

9.4 QUORUM

Two-point-five percent (2.5%) of the Members in good standing in attendance at a Meeting or represented by proxy including proxies, shall constitute a quorum for a Meeting of the general membership and no business shall be transacted at any Meeting unless the requisite quorum is present at the commencement of such business. The November 1st count of Members in good standing from the previous academic year will be used to determine the number needed for quorum.

9.5 VOTING BY MEMBERS

Unless otherwise required by the provisions of the Corporations Act or the by-laws of the Corporation, all question proposed for consideration at a Meeting of Members shall be determined by:

- .01 a majority of votes cast by members entitled to vote;
- .02 in the case of an equality of votes, the Chairperson presiding at the Meeting shall not have a second or casting vote.

9.6 PROXIES

Every Member entitled to vote at Meetings of Members may by means of a proxy appoint a person who need not be a Member as such person's nominee, to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. A proxy shall be in writing or by electronic means and shall be executed by the Member entitled to vote such person's attorney authorized in writing or electronically and ceases to be valid one year from its date. Subject to the requirements of the Corporations Act, a proxy may be in such form as the Board from time to time prescribes or is such other form as the Chairperson of the meeting may accept as sufficient, and shall be deposited with the Secretary no later than two (2) days prior to any Meeting of Members, or at such earlier time and in such manner as the Board may prescribe. No person who has been appointed to vote by proxy for a Member shall hold more than one hundred proxies.

9.7 SHOW OF HANDS

At all Meetings of Members, every question shall be decided by a show of hands unless otherwise required by a by-law of the Corporation or unless a poll is required by the Chairperson or requested by any member entitled to vote. Upon a show of hands, every Member entitled to vote, or proxy holder for a Member entitled to vote, present in person shall have one vote per Member registered, and in good standing. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the Chairperson that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.8 CHAIRPERSON OF MEETING

The President shall chair all Meetings of the Members provided, in the absence the President, the Vice-President shall serve as Chairperson. In the absence of the President and the Vice-President, the Members entitled to vote present at any Meeting of Members shall choose another Director as Chairperson and if no Director is present or if all of the Directors present decline to act as Chairperson, the Members present shall choose one of their number to be Chairperson.

9.9 POLLS

If at any Meeting a poll is requested on the election of a Chairperson or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once, or later in the Meeting or after an adjournment of the Meeting as the Chairperson directs. The result of a poll shall be deemed to be the resolution of the Meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the poll taking place.

9.10 ADJORNMENTS

Any Meeting of Members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original Meeting from which the adjournment took place. No notice is required of any adjourned Meeting

PART X – NOTICES

10.1 COMPUTATION OF TIME

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

10.2 OMISSIONS AND ERRORS

The accidental omission to give any notice to any Member, Director, Officer or auditor or the non-receipt of any notice by any Member, Director, Officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice of otherwise founded thereon.

PART XI – EFFECTIVE DATE

11.1 This by-law shall come into force without further formality upon its enactment.

Enacted as By-law Number 2 by the Directors of the Corporation at a Meeting duly called and regularly held and at which a quorum was present on the _____ day of _____, 20__.

President

Vice President

The foregoing By-law Number 2 as enacted by the Directors of the Corporation is hereby ratified, sanctioned, confirmed and approved without variation by the majority vote of all Members entitled to vote at a Meeting of Members duly called and regularly held at _____ in the City of Kitchener and at which a quorum was present on the _____ day of _____, 20__.

President

Vice President