

BY-LAW NO. 1

# **Brock University Students' Union**

Article No.

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**Article I**                                **Brock University Students' Union, Inc.**

1. The Brock University Students' Union, Inc. shall be an organization composed of full and part time undergraduate students of Brock University.
2. For the purposes of this By-law and any enactments hereunder, a member of the Corporation shall be any registered undergraduate student who is paying such amounts during the current academic year as are designated to entitle membership according to the *Omnibus Agreement* between the Brock University Students' Union, Inc. and Brock University.
3. The General Manager shall be considered an ex-officio non-voting member of the Corporation during the term of his/her appointment as General Manager without the payment of any fees, dues or other assessments. The General Manager shall be a signing authority for the Corporation.
4. In the event that an Officer of the Corporation is not a registered undergraduate student at Brock University during their term of office, that individual shall be considered a member of the Corporation during their term of office without the payment of any fees, dues or other assessments.

**Article II**                                **Objects of the Corporation**

1. The objects of the Brock University Students' Union, Inc. are:
  - a) to promote artistic, literary, educational and charitable activities for the advancement of the interests of its members and others;
  - b) to act as a representative of the members of the Corporation in their dealings with Brock University;
  - c) to develop and maintain unity and to encourage cooperation among the said students at the said University;
  - d) to develop and maintain responsible student government which will promote the interests of the said students of the said University as well as serve as a medium of communication

between the said students and the representatives of the said University;

- e) to act as a liaison between the said students and other universities, educational institutions and society as a whole;
- f) to promote and assist in maintaining good conduct and proper discipline of the said students of the said University in all activities of such students; and
- g) to invest the moneys of the Corporation not immediately required for its objects in any securities in which, under the Trustee Act or any other Act, trustees may invest trust funds.

### **Article III                      Interpretation**

1. In this By-law of the Corporation, unless the context otherwise requires:

- a) the singular includes the plural;
- b) any reference to an elected councillor, officer, director, or member of the corporation, shall also include those validly acclaimed to such position(s);
- c) "Affirmation Vote" is defined as the presentation of a candidate for an Officer or Director position to the direct vote by members of the Brock University Students' Union, Inc.;
- d) "Board" means the Board of Directors of the Corporation;
- e) "BUSU, Inc." means the Brock University Students' Union, Incorporated;
- f) "BUSAC" means the Brock University Students' Administrative Council;
- g) "Committee" shall refer to a designate body of the Brock University Students Administrative Council, which shall report directly, through the position of the committee chair, to BUSAC. Any "Committee" shall operate under the purview and

jurisdiction as outlined within the by-law pertaining to that committee. Any "Committee" as established by BUSAC shall have the authority and autonomy to operate within the mandate outlined in their respective by-laws.

- h) "Corporation" means the Brock University Students' Union, Inc.
- i) "Corporations Act" means the Corporations Act, R.S.O. 1990, c.38, and any statute amending or enacting in substitution therefore, from time to time;
- j) "Councillor" means an elected member of the Brock University Students' Administrative Council representing a Faculty or constituency, who holds voting rights pursuant to the bylaws of the Corporation. A Councillor must be a member of the Corporation;
- k) "department" shall be defined as an undergraduate academic unit, headed by a chair and a sub-unit of a Faculty.
- l) "Executive" means the persons who hold the offices enumerated in article VI of these By-Laws ;
- m) "Faculty" shall be defined as an undergraduate academic unit headed by a Dean.
- n) "Faculty Referendum" is defined as the submission of a question to the direct vote by the members of the Brock University Students' Union Inc. who are registered in a given Faculty.
- o) "F.T.E." means Full Time Equivalent for undergraduate students at Brock University, which is calculated by dividing Full Course Equivalent Enrolment by 5. The Full Course Equivalent is determined by multiplying the credit value of a course by the number of students enrolled. For example, if 20 students were enrolled in a half credit course, the F.C.E. would be 10, and the F.T.E. would be 2. (example: The 2007-2008 Academic Year had a F.C.E. of 69,342.5, making F.T.E. 13,868.5). The

previous academic year's F.T.E. will be used until the final calculation is determined by the Office of the Registrar at Brock University.

- p) "Incapacitation" refers to either the death, or long-term inability to perform job-related functions of a person, in the opinion of a medically-certified professional. Such long-term inability to perform must extend beyond physical or mental disabilities which can be accommodated for in a normal working environment by the Brock University Students' Union. At no time shall 'long-term' refer to a period of less than one month, and there shall be no maximum length of time defined to trigger a declaration of incapacitation. In determining a medical opinion, the certified professional shall be advised of both the job duties and functions, as well as the length of time remaining in the regular term of office.
- q) "Recall" is defined as the presentation of an Officer or Director of the Corporation, or a Councillor for removal from their elected position, in the format of a Referendum;
- r) "Referendum" means the submission of a question to the direct vote by the members of the Brock University Students' Union, Inc.;
- s) "Registered student" refers to a student who has completed, is completing, or will complete at least one ½ credit course in the current academic year (May 1 through to the following April 30).
- t) "Student-at-Large" means a member of the Corporation who ,at the time of their ratification for a vacant position whose term is in the current academic year, does not hold a voting seat on the Brock University Students' Administrative Council;

#### **Article IV Board of Directors**

1. As deemed by the Corporations Act,], the affairs of the Corporation shall be managed by a Board of Directors.
  - a) The Board of Directors shall be made up of seven (7) voting members, and one (1) ex-officio non-voting member made up of the following:
    - i) The President, duly elected pursuant to the Bylaws of the Corporation, shall be an ex-officio voting Director of the Board;
    - ii) One of the Vice-Presidents shall be a voting Director of the Board upon election by BUSAC;
    - iii) The General Manager shall be an ex-officio, non-voting member of the Board;
  - iv) Two Directors of the Board shall be annually elected by and from among the voting Councillors of Brock University Students' Administrative Council at the said body's first meeting following the annual election of the Councillors to the Brock University Students' Administrative Council. These Directors shall not hold paid employment in any capacity within the Corporation during their term of office;
  - v) Three Directors of the Board shall be comprised of Students-At-Large, to be elected by the membership of the Corporation. These directors shall not hold paid employment in any capacity within the Corporation during their term of office.
  - vi) Two of the Student-At-Large Directors of the Board shall be elected upon two year rotating terms and one of the Student-At-Large Director of the Board shall be elected upon a one year term.
- b) There shall be a Chair of the Board of Directors elected from amongst its membership by ordinary resolution. The President or Vice-President cannot serve as the Chair of the Board of Directors.
- c) The Board shall be empowered to make, amend and repeal board policies that are not contrary to these by-laws, the letters patent, or the Corporation Act, for the proper management of the Corporation. Such policies shall require an ordinary resolution of the board unless otherwise stated in these by-laws.

**Article V                      Officers of the Corporation**

1. Officers of the Corporation shall supervise the Brock University Students' Union, Inc. by providing direction and leadership pursuant to the By-laws and board policies.
2. The Officers of the Corporation shall report their activities to the board of directors at regularly scheduled meetings, and shall be accountable to the Board.
3. The President shall be an Officer of the Corporation, and shall: Act as the Chief Executive Officer and principle spokesperson of the Brock University Students' Union, Inc.
  - a) Have signing authority for the Corporation
  - b) Be an ex-officio member on all committees of the Board and BUSAC
  - c) Enforce a due observance to the Letters of Patent, Supplementary Letters Patent , Bylaws, and Policy and Procedures of the Brock University Students' Union, Inc.
  - d) Act as the liaison between the Brock University Students' Union, Inc. and internal actors affiliated with post-secondary education.
  - e) Advance the interests of the members of the Corporation within Brock University
  - f) Assist the other Officers of the Corporation in their duties
  - g) Be a voting member of BUSAC
4. The Vice President, External Affairs shall be an Officer of the Corporation, and shall:
  - a) Advance the interests of the members of the Corporation within organizations external to the Brock University Students' Union, Inc.
  - b) Develop, maintain and advance relationships with representatives

at all levels of government, community partners, and Brock University leadership

- c) Act as the liaison between the Brock University Students' Union, Inc. and actors affiliated with post-secondary education.
  - d) Develop, maintain and advance relationships with all levels of internal governance and administration, including but not limited to, the Brock University Senate, departments, faculties, institutions, & centres.
  - e) Assist the other Officers of the Corporation in their duties
  - f) Be a voting member of BUSAC
5. The Vice President, Finance and Administration shall be an Officer of the Corporation, and shall:
- a) Act as the Chief Financial Officer of the Corporation
  - b) Have signing authority for the Corporation
  - c) Work to ensure the enforcement of the financial policy of the Brock University Students' Union, Inc.
  - d) Pursue revenue-generating endeavours that may be used to support additional student services
  - e) Assist the other Officers of the Corporation in their duties
  - f) Be a voting member of BUSAC
6. The Vice President, Student Services shall be an Officer of the Corporation, and shall:
- a) Organize, coordinate and manage public relations for all the social, recreational, artistic and literary activities of the Brock University Students' Union, Inc.
  - b) Plan and organize special events throughout the year
  - c) Supervise ratified clubs, and be the liaison between the Brock



University Students' Union Inc. and these clubs

- d) Assist the other Officers of the Corporation in their duties
  - e) Be a voting member of BUSAC
7. In the absence of sufficient numbers of signing officers, the Vice-President, External Affairs and/or the Vice-President, Student Services may assume the duties of a signing officer on a temporary basis.

**Article VI                      Brock University Students' Administrative Council**

1. There shall exist a body to be known as the Brock University Students' Administrative Council, which shall have such responsibility for the conduct of the work of the Corporation as may be delegated to it by the Board in pursuit of the objects of the Corporation subject to any restrictions on delegation contained in the Corporations Act .
2. The Brock University Students' Administrative Council shall be composed of Councillors and members of council, pursuant to Board Policy number 103, as may be amended from time to time.
3. The Brock University Students' Administrative Council, or their Committee designate, as outlined in this document and any subsidiary documents, shall:
  - a. Represent the needs and concerns of their constituents;
  - b. Provide political direction and external priorities for the organization, the Board and the Executives;
  - c. Review and approve capital expenditures, club expenditure requests, and audited financial statements;
  - d. Set election, referendum, and general meeting dates;
  - e. Ratify election and referendum results;
  - f. Review the approved budget as passed by the Board of Directors
  - g. Fill temporary seats on the Board of Directors
  - h. Fulfill any other duties as outlined in the board policies of the Corporation
4. The Speaker or his or her designate shall preside over all meetings of the Brock University Students' Administrative Council.
5. Minutes of the proceedings of the Brock University Students' Administrative Council shall be recorded, posted in the public domain, and available to all the members of the Corporation.

## **Article VII                      General Meeting**

1. A General Meeting of the members of the Corporation shall be held each year after the 1<sup>st</sup> day of May and before the 15<sup>th</sup> of October of that same year. A second meeting is to be held after October 15<sup>th</sup> and before February 15<sup>th</sup>.
2. Special General Meetings may be called by the Board, the President, by the Brock University Students' Administrative Council, or on the initiative of two percent (2%) of the members of the Corporation upon the presentation to the Speaker of a petition calling such a meeting. The Speaker must call for a meeting, to be held in accordance with this article, sub-section 4 and 5, upon receiving such a petition from the members of the Corporation or of receiving such a request from the Board, the President or the Brock University Students' Administrative Council.
3. Such a meeting may, upon approval by a majority of the members of the Corporation present, make recommendations, policies, amendments, or bylaws that are binding on the Corporation, the Board, and the Brock University Students Administrative Council.
4. Notice of all General and or Special General Meetings shall be given at least two full weeks (14 calendar days) prior to the date of the meeting. The 14 days shall be calculated by excluding the day on which the notice is given and by including the day of the meeting.
5. Notice shall be given by posting notices, which clearly state the time, place and purpose of the meeting in prominent places throughout the Brock University buildings and grounds, including Brock University-related media outlets whenever possible

**Article VIII**                      **Quorum**

1. No action taken at a meeting of the Board of Directors shall be effective unless a quorum consisting of a majority of the voting members of the Board are present.
2. No action taken at a meeting of the Brock University Students' Administrative Council shall be effective unless a quorum consisting of a majority of the voting members of council are present.
3. No action taken at a General Meeting or a Special General Meeting of the Brock University Students' Union, Inc. shall be effective unless a quorum of two percent (2%) of the F.T.E. of the eligible voting members of the Corporation are present.
4. No Referendum held by the Brock University Students' Union, Inc. shall be effective unless a quorum of fourteen percent (14%) of the F.T.E. of the eligible voting members of the Corporation vote.
5. No Affirmation Vote for an Officer or Director of the Corporation shall be effective unless a quorum of five percent (5%) of the F.T.E. of the eligible voting members of the Corporation vote.
6. No Recall shall be effective unless a quorum of ten percent (10%) of the F.T.E. eligible to vote in the Recall vote, with fifty five percent (55%) of the votes cast in favour of the Recall.
7. No Faculty Referendum shall be effective unless quorum of twenty five percent (25%) of the Faculty's F.T.E who are eligible voting members of the Corporation vote.

**Article IX                      Elections**

1. The Brock University Students' Union, Inc. shall individually elect:
  - a) The President
  - b) The Vice President, External Affairs
  - c) The Vice President, Finance and Administration
  - d) The Vice President, Student Services
  - e) The Student-at-Large Directors of the Board
  - f) The Councillors of the Brock University Students' Administrative Council
  - g) Such others as may be specified by enactments under the authority granted by these By-laws
  
2. If at the close of nominations, there is only one candidate for any of the following positions, an Affirmation Vote must be held for that position of:
  - a) The President
  - b) The Vice President, External Affairs
  - c) The Vice President, Finance and Administration
  - d) The Vice President, Student Services
  
3. If at the close of nominations for Student-at-Large Director of the Board positions, the number of candidates is equal to or less than the number of available positions, an Affirmation Vote must be held.
  
4. All members of the Brock University Students' Administrative Council, the Board of Directors and Officers of the Corporation shall hold office for a term of one (1) year with the exception of the General Manager and the two (2) members of the Board of Directors who shall serve staggered two (2) year terms.

5. The right to vote in the elections and or referenda enacted under the authority granted by these By-laws shall be extended to all members of the Brock University Students' Union, Inc. as defined by Article I sub-sections 2 and 4.
  
6. The right to vote in Faculty Referenda and Councillor elections enacted under the authority granted by these By-laws shall be extended to all members of the given Faculty or constituency, as defined by the office of the Registrar, and, who are also members of the Brock University Students' Union Inc. as defined by Article I sub sections 2 and 3.

## **Article X                      Referenda**

1. A Referendum shall be held on any matter when a petition stating the Referendum question has been signed by seven percent (7%) of the F.T.E. of the current membership of the Corporation, and presented to the Speaker. BUSAC must approve the question that will appear on the ballot, and supporting documentation.
2. No Referendum shall have effect if the Referendum does not meet quorum, and no results shall be released.
3. A Referendum question must be phrased in the affirmative, with the options of 'Yes' and 'No'.
4. A referendum Memorandum of Understanding involving the creation or amendment of a per credit fee must include both the per credit fee amount of the levy as well as each possible credit amount.
5. Unless otherwise outlined in these By-laws, a Referendum requires a simple majority (50% + 1) of votes cast in order to have effect.
6. A successful recall petition that is presented to the Speaker shall result in a Recall Referendum.
7. The imposition, amendment or removal of an ancillary fee administered by the Brock University Students' Union, Inc. shall require a Referendum. Fees which are adopted with expiry dates shall expire without need for a referendum.
8. The Brock University Students' Union may not join an external organization which binds each member of the Corporation to membership in the organization without conducting a Referendum.
9. All cost associated with running a Faculty Referendum must be absorbed by the initiating party(s). In extreme circumstances financial arrangements may be constructed with BUSU to assist with cost.
10. If two (2) Referenda on the same question fail to reach quorum within a two (2) calendar year period, the Brock University Students' Administrative

Council may decide the outcome of the Referendum question so long as the question does not involve:

- a) The spending or collecting of ancillary fees
- b) Amending the By-Laws of the Corporation
- c) Contravening the result of a previous referendum.

11. If a Petition initiated Referendum regarding the creation, removal, or amendment of a fee is defeated, it may not return to Referendum in the same fiscal year unless approved by BUSAC with a two-thirds (2/3) majority.



**Article XI**                      **Recall and Resignation**

1. Any member of the Executive is subject to recall by a petition signed by two percent (2%) of the F.T.E. of the current membership of the Corporation.
2. Any Student-at-Large Director of the Board is subject to recall by a petition signed by two percent (2%) of the F.T.E. of the current membership of the Corporation
3. Any elected member of the Brock University Students' Administrative Council is subject to recall by a petition signed by that members' constituency as determined in accordance with the Brock University Office of the Registrar, according to the following schedule;
  - a) Constituencies with 100 members or less require 10 signatures on the petition
  - b) Constituencies with between 101 and 250 members require 25 signatures on the petition
  - c) Constituencies with between 251 and 500 members require 50 signatures on the petition
  - d) Constituencies with between 501 and 1000 members require 75 signatures on the petition
  - e) Constituencies with between 1001 and 2000 members require 100 signatures on the petition
  - f) Constituencies with greater than 2000 members but less than the entire corporation membership require the signatures of 5% of the constituency membership on the petition
  - g) Constituencies whose composition is the entire corporation membership require the signatures of 2% of the F.T.E. of the current membership of the corporation
4. The voting members of BUSAC may, by resolution passed by at least two-thirds (2/3) of the votes cast at a meeting of BUSAC of which at least five business days' notice specifying the intention to pass the resolution has been given, remove any BUSAC-Appointed Director of the Board before the expiration of his or her term of office.

5. A Brock University Student Administration Councillor may be removed by a two thirds (2/3) vote from the Brock University Students' Administrative Council upon presentation of a petition as defined by this article, section three (3).
6. A Student-at-Large Director of the Board, Officer, or member of the BUSAC may resign their position at any time. The resignation shall be sent in writing or electronic communication to the Speaker. The resignation of a Director of the Board or Officer shall be approved at a Board meeting before coming into force, and the resignation of a member of BUSAC shall be approved at a meeting of BUSAC before coming into force.
7. The voting members of BUSAC and the Board of Directors may, by resolution passed by at least two-thirds (2/3) of each governing body, remove any student-at-large member of the Board of Directors. Each body must give at least five (5) days' notice of such a resolution before voting. The motion must be passed by the Board of Directors before it is sent to a vote by BUSAC. The member in question must abstain from both votes.

## **Article XII**                    **Vacancies**

1. Upon the recall, resignation or incapacitation of a Student-at-Large Director of the Board, and/or an Officer of the Corporation, an election shall be held within four weeks of the successful recall, resignation, or declaration of incapacitation. An election must be held to fill the vacancy or vacancies if polling can be completed before the 1<sup>st</sup> day of fall semester examinations.
2. Upon the recall, resignation or incapacitation of a Student-at-Large Director of the Board, and/or an Officer of the Corporation excluding the President, the Board of Directors shall select a member of the Corporation, excluding the General Manager, to fulfill the responsibilities of the vacated position until such time as a successor can be elected. The process that the Board uses to fill the responsibilities must be transparent to the membership of the Corporation. If a successor cannot be elected pursuant to sub-section one (1) or three (3) of this article, the member selected by the Board of Directors shall hold office until midnight the following 30<sup>th</sup> day of April. The person selected to fulfill the responsibilities shall report to the Chair of the Board of Directors.
3. By a majority of the votes cast at a meeting, BUSAC may elect another member of the said body to a vacant BUSAC position on the Board of Directors until midnight of the following 30<sup>th</sup> day of April.
4. Upon the recall, resignation or incapacitation of the President, one of the Vice Presidents shall, upon recommendation from the Board of Directors and ratification of BUSAC, assume the duties of President until midnight of the following 30<sup>th</sup> day of April. The vacancy thus created in one of the Vice Presidential positions shall be filled pursuant sub-section two (2) of this article.
5. A by-election for vacant seats must be held within one (1) month if quorum for the Brock University Students' Administrative Council meetings is less than ten (10) eligible voting members at any time during the fall and winter terms.
6. If the President, Vice President, External Affairs, Vice President, Finance and Administration, and Vice President, Student Services are all recalled, resign or become incapacitated at the same time, the Board of Directors shall assign a member of the Corporation and/or BUSU staff the duties of the said offices until such time as an election can be held to fill the said

positions pursuant to subsection one (1) of this article, or until the Board determines a procedure to fill the vacancies pursuant to subsections two (2) and four (4) of this article.

### **Article XIII                      Conflict of Interest**

1. It is by no means sufficient for those persons holding student union office in Canada to act within criminal and corporate laws. There is a further obligation to act in a manner that will bear the closest public scrutiny.
2. Members representing the Corporation, or representing other members of the Corporation should resolve any conflict between their official duties and their private interest in favour of the broader member interest.
3. Brock University Students' Union employees should strive to serve the member interest by upholding both the letter and the spirit of the law. When the law is unclear or permits the exercise of discretion, employees should serve the member interest over any narrow, private, personal or selfish interest.
4. Brock University Students' Union, Inc. employees and office holders shall not, without prior approval of their superior, step out of their official roles to assist private entities or persons in their dealings with the Brock University Students' Union, Inc. where this would result in preferential treatment.
5. Brock University Students' Union employees and office holders shall not knowingly take personal advantage of or private benefit from information obtained in the course of their official duties which is not generally available to the general membership.
6. Brock University Students' Union employees and office holders may not directly or indirectly use, or allow the use of, Brock University Students' Union, Inc. property of any kind, including property leased to the said body for anything other than normal Brock University Students' Union, Inc. activities.
7. BUSU personnel shall not give, offer or promise anything of value to any government or Brock University official for the purposes of influencing any decision with respect to BUSU or its business. This includes, but is not limited to, entertainment, meals, refreshments, gratuities or gifts. Nor shall any BUSU personnel solicit or accept anything of value from any prime contractor, subcontractor, business associate or other for such a purpose.
8. Brock University Students' Union office holders should hold no outside office or employment that could place on them demands inconsistent with

their official duties or call into question their capacity to perform those duties in an objective manner.

9. In the matters relating to personnel issues and or Conflict of Interest, no Director of the Board shall cast a vote which will give or be perceived to give them any personal advantage.
10. Conflicts of Interest shall be decided by the Board of Directors and or the Brock University Students' Administrative Council in accordance with this Article.
11. If a Conflict of Interest has occurred, the Board of Directors and or the Brock University Students' Administrative Council shall decide the appropriate measures that must be taken in order to best remedy the situation.

**Article XIV                      Power to Amend By-Laws**

1. The By-laws may be amended through a Referendum, where the amendment is clearly identified and outlined as a binding amendment.
2. The Board may, by Ordinary Resolution, make, amend or repeal any by-law that regulates the activities of the Corporation except in respect of any matter which, under the Act, requires a Special Resolution of the Members.
3. Any changes to the by-laws of the Corporation shall be submitted to the Members at the next General Meeting and the Members may confirm, reject, repeal or amend such by-law by ordinary resolution.
4. No proposed by-law or amendment shall take effect if it proposes a retroactive action.

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Date

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Chair of the Board

Brock University Students' Union, Inc.

\_\_\_\_\_

President

Brock University Students' Union, Inc.

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Witness

Brock University Students' Union, Inc.

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Witness

Brock University Students' Union, Inc.