

St. Lawrence College

CSU

**Cornwall Student Union
By-laws of the Cornwall Student Union of
St. Lawrence College, Cornwall Campus
COPY**

By-laws relating generally to the conduct of the affairs of the
Cornwall Student Union

(the "Corporation")

All provisions of any and all previous Constitutions, By-laws and Policies of the Cornwall Student Union are hereby revoked.

BE IT ENACTED as the new by-laws of the Corporation as follows:

1. Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires: "**Act**" means the Corporations Act, Part III R.S.O. 1990 chapter C 38 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time; "**letters patent**" means the original letters patent; "**board**" means the board of directors of the Corporation and "**director**" means a member of the board; "**by-laws**" means these by-laws and any other by-law of the Corporation as amended and which are, from time to time, in force and effect; "**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of members entitled to vote at an annual meeting of members; "**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution; "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and "**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. Interpretation

In the interpretation of these by-laws, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. Objects

The objects of this corporation, as expressed in its Letters Patent are as follows:

- a) To act as a representative body for all members of the Corporation attending St. Lawrence College, Cornwall Campus;
- b) To administer the affairs of the said students of the said College including the receipt and administration of all funds accruing to the Corporation from fees collected by the said College and other funds as may become the property of the Corporation by donation, gift, return, legacy, bequest or otherwise;
- c) To promote extra-curricular activities that are in the interests of the student body;
- d) To develop and maintain unity and to encourage co-operation amongst the said students of the said College;

- e) To take an active part in the promotion of the student body interests in the community;
- f) To act as a liaison between the said students and the College, other colleges, other educational institutions and society as a whole; and
- g) To advance the cause of higher learning in Canada.

GENERAL PROVISIONS

4. Execution of Documents

The board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person duly authorized to sign any document may affix the corporate seal to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

5. Financial Year The financial year end of the Corporation shall be June 30th each year.

6. Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

7. Borrowing Powers

The directors of the Corporation may not, without authorization of the members

- i. borrow money on the credit of the corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- iii. give a guarantee on behalf of the corporation; and
- iv. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

8. President Purchase Limitations

The president is not authorised to make purchases or commitments of over \$500.00 without prior approval from the board save for orientation expenses during the off-semester when the board does not sit.

9. Annual Financial Statements

The Corporation shall, instead of sending copies of the annual financial statements and other documents to the members, publish a notice to its members by means of email and posting same at the Campus office stating that the annual financial statements and documents are available at the registered office

of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail upon proof of membership status by means of a current and valid student card.

MEMBERSHIP

10. Membership Conditions

There shall be only one class of members in the Corporation. All full-time registered, Cornwall Student Union fee-paying students of St. Lawrence College, Cornwall Campus, shall be members of the Corporation. Membership shall not be transferable. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

11. Termination of Membership

Membership in the corporation shall be shall be terminated when:

- i. The member ceases to be a student of the Cornwall Campus of St. Lawrence College;
- ii. The member dies or resigns;
- iii. The member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws; or
- iv. The Corporation is liquidated and dissolved under the Act.

12. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, and the right to serve or continue to serve as a director automatically cease to exist.

13. Discipline of Members

The board by special resolution (2/3rds majority) shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- i. violating any provision of the letters patent, by-laws, or written policies of the Corporation;
- ii. violation of the St. Lawrence College Code of Conduct as amended from time to time;
- iii. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- iv. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.

14. Discipline Procedure

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the following procedure shall apply:

- i. The President, or such other officer as may be designated by the board, shall provide fifteen (15) days notice of suspension or expulsion to the member and shall provide reasons in writing for the proposed suspension or expulsion.
- ii. The member may make written submissions to the President, or such other officer as may be designated by the board, in response to the notice received within such fifteen (15) day period.
- iii. In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the board, may proceed to notify the member that the member is officially suspended or expelled from membership in the Corporation.
- iv. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and may provide the member with an opportunity to make oral submissions if requested.
- v. The board shall notify the member concerning such final decision within a further fifteen (15) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal. If the member being considered for expulsion or discipline is a director that individual shall not have a vote on the board for that decision and shall not participate in any deliberations or communications of the board involving the matter of any potential disciplinary action.

MEMBERSHIP MEETINGS

15. Place of Members' Meeting

Meetings of the members will normally be held on the Cornwall Campus of St. Lawrence College but may be held at another location as determined by the board.

16. Notice of Members' Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by email within 10 days of the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

17. Members Calling a Members' Meeting

The board of directors shall call a special meeting of members on the written requisition of members carrying not less than 10% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

18. Two Annual Meetings of the Members

There shall be two annual meetings of the members as follows:

- (i) The board of directors shall annually call a meeting of the members in April (or Spring as the case may be).

- (ii) The board of directors shall annually call a second meeting of the members in November (or Fall as the case may be) of each year to elect six directors who shall serve until they are removed, replaced or until the end of the calendar year. Any un-filled directorships may be voted on at this meeting to bring the total number of directors to six.

19. Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors, officers, the public accountant of the Corporation, the Executive Director of the corporation, the St. Lawrence College Director of Student Services or their designate and such other persons who are entitled or required under any provision of the Act, letters patent or by-laws of the Corporation to be present at the meeting. This provision shall not prevent to members from deciding to exclude the Executive Director and/or representatives of St. Lawrence College should an issue arise for which an in camera meeting is appropriate.

20. Chair of Members' Meetings

The Chair or the Vice Chair of the Board of Directors shall chair the meetings of the Members. In the event that neither the Chair nor the Vice-Chair are present, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting. The person chairing the member's meeting shall not vote except in the case of a tie as set out below.

21. Quorum at a Meeting of the Members

Quorum at a meeting of the members shall be 10 members. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

22. Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the letters patent or by-laws or by the Act, be determined by a majority of the votes cast on the motion. The Chair of the members meeting shall not have a vote except in the case of an equality of votes either on a show of hands or on a ballot, the chair of the meeting shall have the deciding vote.

23. Agenda at Annual General Meeting of the Members

- i) The Agenda for the April meeting (or Spring meeting as the case may be) of the members shall in addition to any items properly brought before the meeting include the following:
 - a) establish the Membership fee for the following Membership Year;
 - b) ratification of any referendums that may have been run since the last meeting of the members.
- ii) The Agenda for the November meeting (or Fall meeting as the case may be) of the members shall in addition to any items properly brought before the meeting include the following:

- a) Ratify the election of six directors who were placed on the slate of directors by means of the school-wide polling stations or elect directors from the floor of the meeting in accordance with article 26 of these by-laws;
- b) Receive the financial statements and the auditor's report for the fiscal year end of June 30th;
- c) Appoint an auditor for the ensuing year;
- d) Ratification of any referendums that may have been run since the last meeting of the members;
- e) A presentation on the CSU budget

24. Financial Information at Annual Meeting of the Members

The report of the auditor must be read to the members and the directors shall lay before each annual meeting of members the report of the auditor and a financial statement for the period that commenced immediately after the end of the last completed financial year and ended not more than six months before such annual meeting, made up of the following:

- (i) a statement of profit and loss for such period,
- (ii) a statement of surplus for such period, and
- (iii) a balance sheet as at the end of such period;

DIRECTORS

25. Director Eligibility

Six (6) directors will be elected, one from each faculty. The six faculties are:

- i) Applied science and Computing
- ii) Business
- iii) Community Service
- iv) Health Services
- v) Justice Studies & Applied Arts
- vi) Skilled Trades/ Apprenticeship

All directors must comply with the requirements for directors under the Act. In addition, only members in good standing may be elected to serve and/or continue to serve as directors and only candidates who are in compliance with the academic policies of St. Lawrence College at the time of their election and of their taking office may serve as directors. All directors must be eighteen (18) years of age at the time of taking office as a director. Any director may be removed from office during that director's term of office in accordance with the provisions herein for discipline of members.

Directors may also be removed in accordance with the Act by a 2/3rds majority vote of the membership at a meeting of the members of which notice specifying the intention to pass a resolution to remove that director was given and a simple majority of the members at that meeting may elect a member to serve the remainder of the removed director's term. (s. 94(4) of the Act)

A director shall cease to hold office if he or she:

- i) becomes of unsound mind or is found by a court of competent jurisdiction to be mentally incompetent;
- ii) becomes bankrupt;
- iii) resigns; or
- iv) ceases to be a member.

26. Number of Directors

The board shall consist of a maximum of six Directors. A majority of directors then in office shall constitute a quorum but in no case shall a quorum be less than three. As long as there is a quorum of directors in office, any vacancy in the board, may be filled for the remainder of the term by the directors then in office. If there is not a quorum of directors in office, the director or directors then in office or any member if there are no directors in office, shall forthwith call a general meeting of the members to fill the vacancies in accordance with s. 288 of the Act.

27. Election of Directors

Directors will be elected at the meetings of the members to be held in April and September each year (or Spring and Fall as the case may be) as set out above in article 17. Prior to the meeting of the members at which directors are elected there will be polling stations set up around the school where each member of the corporation may cast their votes for a slate of directors to take office following the next meeting of the members. This polling of the membership shall not be an election of directors but the leading candidates shall be placed on a slate of six, less or more. Should any candidate who, met the requirements to run as a director and participated as a candidate in the polling process to determine the director slate, wish to object to the slate and run from the floor of a member's meeting, then an election will be held at the meeting for all six directors as the case may be. The Chair of the meeting of the Annual General Meeting of the Members shall act as the Chief Returning Officer for the election of members unless that person is running for re-election in which case the board shall appoint from the membership, someone without a conflict of interest in the election. Any additional policies required for management of the polling process shall be established by the board.

In the event that no candidates present themselves on behalf of their faculty, the vacant position(s) will then be filled by the candidate(s) with the highest number of votes who was not elected from any of the presented faculties.

To meet the requirements to run from the floor of the members meeting as a director as referenced above the person shall:

- i. be 18 years of age when they will take office;
- ii. be a member during the term for which they are elected;
- iii. be of sound mind;
- iv. not be an undischarged bankrupt;
- v. have received a 2.5 G.P.A. in the semester prior to the term for which they are running; and
- vi. have followed any election procedures necessary to be on the ballot and have actually appeared on the ballot for the poll to select the slate of directors now objected to prior the meeting of the members at which the slate is put before the members.

28. Term of Office for Directors

Following the election of the six or less directors, they shall serve a one year term from May 1st to April 30th of the following calendar year.

29. Chair and Vice Chair of the Board

i. The Chair of the board shall be appointed by the directors from amongst their number and shall serve until the next election of directors or subject to their removal or resignation. The chair of the board, shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.

ii. The vice-chair of the board shall be appointed by the directors from amongst their number and shall serve until the next election of directors or subject to their removal or resignation. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.

iii. In the event that neither the Chair nor Vice Chair is present at a meeting of the directors the directors present may appoint a chair from amongst the directors present at the meeting.

30. Secretary

The Board shall appoint a secretary from among its number. The secretary shall work with the Executive Director of the corporation, if any, to ensure the entry in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed by the board, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the corporation.

DIRECTORS' MEETINGS

31. Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time. The President and the Vice President shall attend but not vote at all meetings of the board unless the board resolves to exclude them. The Officers of the corporation (President and Vice Presidents), Executive Director and the St. Lawrence College Director of Student Services or their designate shall be non-voting, ex-officio members of the Board of Directors which entitles them to attend board meetings and address the meetings in accordance with the procedure adopted for running meetings. The Executive Director may be excluded from meetings at the discretion of the board such as when the board needs to discuss or make any decisions about the Executive Director's conduct, performance and/or continued employment. An Officer of the corporation or the St. Lawrence College representative may also be excluded at the discretion of the board if the board needs to discuss or

decide a matter related to an Officer or any other reason that in the opinion of the board requires an in camera meeting of the board.

32. Quorum for a Meeting of the Directors

Quorum for a meeting of Directors shall be three directors if there are five or fewer directors serving at the time of the meeting. Quorum shall be a majority of directors then in office if five or more directors are serving at the time of the meeting.

33. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meetings of directors of this by-law to every director of the Corporation not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. The notice of meeting must specify the purpose or the business to be transacted at the meeting by way of circulating an agenda and making available any documents referenced therein.

34. Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. The Chair of the meetings of the board shall not vote except in case of an equality of votes, the chair of the meeting shall have the deciding vote.

35. Committees of the Board of Directors

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee may be terminated or committee member removed by resolution of the board of directors.

36. Remuneration of Directors

No director may be paid to serve in the capacity of director or in any other capacity (eg. Officer, consultant, lawyer, accountant, etc.) but directors may be reimbursed for reasonable expenses incurred in the course of executing the duties and activities of their role as director.

- i) Mileage will be calculated at \$0.40 per kilometer
- ii) Meal expenses will be paid up to and not exceed the following amounts:
 - o Breakfast = \$15
 - o Lunch = \$25

- Dinner = \$25
- iii) They may however receive other non-monetary benefits such as a “student life credit” on their transcript.

OFFICERS

37. Officers

- i. The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A sitting director may not be appointed to the office of President or Vice President of Student Life or Vice President of Corporate Affairs or any paid position of the Corporation after the first meeting of the members following the enacting of this by-law. Board members must first resign from the board to be eligible for such appointments. Officers must continue to hold a GPA of 3.0 throughout their tenure to remain in their position.

38. Description of Offices

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the officers of the Corporation shall be as follows and have the following duties and powers associated with their positions:

- i. President – shall be appointed by the board of directors in consultation with the appointment Committee as constituted by the board. In order to qualify for the position, a valid vulnerable sector check must be submitted to the CSU, via the Executive Director. The president shall serve for a period of one year beginning on May 1st and ending on April 30th of the following year. The president shall be the chief executive officer of the Corporation and shall be responsible for implementing the policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation and receive a wage as determined by the Board. The President’s duties are as described in the President’s job description. The president shall receive a wage and reimbursements for expenses in accordance with the policies of the corporation. The other benefits and required hours of work are as described in the board’s policies, the job descriptions or as directed by the board. Only past members of the board of directors who are returning for the semester following their appointment and who have a program pass in the semester prior to appointment are eligible to be appointed president. In the event there are no such willing candidates the board may appoint any returning student with a program pass in the semester prior to appointment.

The outgoing president shall receive a wage for \$600 and be expected to continue to attend to the duties of the office for one week (36 hours) after the appointment of the incoming president to ensure adequate orientation and training of the incoming president who shall officially take office at the end of this period.

- ii. Vice President of Student Life – shall be appointed by the board of directors in consultation with the appointment Committee as constituted by the board. In order to qualify for the position, a valid vulnerable sector check must be submitted to the CSU, via the Executive Director. The vice president of student life shall serve for a period of 1 year beginning on May 1st and ending on

April 30th of the following year. The vice president of student life shall act in place of the president if the president is not available and shall have other duties as assigned in accordance with these by-laws. The vice president of student life has duties as described in the job description for the position. The vice president of student life shall receive a wage and reimbursement for expenses in accordance with the policies of the corporation. The other benefits and required hours of work are as described in the board's policies, job description or as directed by the board. Only past members of the board of directors who are returning to St. Lawrence College Cornwall Campus the following semester as a full-time student and who have received a program pass in the semester prior to appointment are eligible to be appointed vice president of student life. In the event there are no such willing persons the board may appoint any returning student with a program pass in the semester prior to appointment.

The outgoing vice president of student life shall receive a wage for \$600 and be expected to continue to attend to the duties of the office for one week (36 hours) after the appointment of the incoming vice president of student life to ensure adequate orientation and training of the incoming vice president of student life who shall officially take office at the end of this period.

The position will be suspended during the 2019/20 academic year with the duties of the role assumed by the president. Operational and budgetary analysis will determine if the position is maintained, modified or eliminated for the 2020/21 academic year.

- iii. Vice President of Corporate Affairs - shall be appointed by the board of directors in consultation with the appointment Committee as constituted by the board. In order to qualify for the position, a valid vulnerable sector check must be submitted to the CSU, via the Executive Director. The vice president corporate affairs shall serve for a period of 1 year beginning on May 1st and ending on April 30th of the following year. The vice president corporate affairs has duties described in the job description for that position. The vice president corporate affairs shall receive a wage and reimbursement for expenses in accordance with the policies of the corporation. The other benefits and required hours of work are described in the board's policies, job description or as directed by the board. Only past members of the board of directors who are returning to St. Lawrence College Cornwall Campus the following semester as a full-time student and who have a program pass in the semester prior to appointment are eligible to be appointed. In the event that there are no such willing persons the board may appoint any returning student with a program pass in the semester prior to appointment.

The outgoing vice president of corporate affairs shall receive a wage for \$600 and be expected to continue to attend to the duties of the office for one week (36 hours) after the appointment of the incoming vice president of corporate affairs to ensure adequate orientation and training of the incoming vice president of corporate affairs who shall officially take office at the end of this period.

The position will be suspended during the 2019/20 academic year with the duties of the role assumed by the Executive Director. Operational and budgetary analysis will determine if the position is maintained, modified or eliminated for the 2020/21 academic year.

39. Powers and Duties

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

40. Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- i. the officer's successor being appointed;
- ii. the officer's resignation or removal;
- iii. The expiry of the officers' term;
- iv. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

EMPLOYEES

41. Employees

The corporation may hire a person to fill the role of Executive Director and may designate and modify the duties of said position as it sees fit. The position of Executive Director if any, shall report to and be accountable to the board. The board shall be responsible for monitoring the performance of the Executive Director, providing a written appraisal of each year and have the authority to terminate the employee.

42. Referendums

The membership may be required to cast votes in a referendum. The board of directors shall determine when and what issues may be put to the membership by way of referendum. The board shall also make reference to the Act in determining whether a referendum question requires a simple majority or 2/3rds majority. Referendums will be run much like the polling process for determining a slate of directors. All results of referendums must be ratified at the next meeting of the members by the majority required by the Act.

43. Indemnification and Insurance

Every director and officer of the corporation, and his or her heirs, executors and administrators, and estate and effects, respectively, may, with the consent of the company, given at any meeting of the shareholders, from time to time and at all times, be indemnified and saved harmless out of the funds of the company, from and against,

- (a) all costs, charges and expenses whatsoever that he, she or it sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, her or it, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, her or it, in or about the execution of the duties of his, her or its office; and
- (b) all other costs, charges and expenses that he, she or it sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his, her or its own willful neglect or default.

The Corporation shall maintain appropriate liability insurance for members of the board and the officers of the corporation with respect to lawful activities and authorized activities in the course of their duties on behalf of the corporation.

NOTICE PROVISIONS

44. Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the letter patent, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- i. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation;
- ii. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;

45. Deemed Notice

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

46. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting

its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

47. Invalidity

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law. If any provisions of these by-laws are inconsistent with the Act, the Act shall prevail.

CONFLICT RESOLUTION

48. Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

49. Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation 20

is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- i. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- ii. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- iii. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall be any one of the mediators referred to above, in accordance with the Arbitration Act S.O. 1991 Chapter 17 or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind unless required by law or the by-laws of the corporation. The decision of the arbitrator

shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

50. Costs

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

EFFECTIVE DATE

51. By-laws and Effective Date

The board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting. This section does not apply to a by-law that requires a special resolution of the members because such by-law amendments or repeals are only effective when confirmed by members.

52. External Student Association Membership

The corporation may become a member of a provincial or national student organization that requires the corporation or its members to pay a membership fee to that organization, but only if the corporation and the organization enter into a binding, written agreement that guarantees the following:

- a. The corporation's membership in the organization does not preclude the corporation's membership in any one or more other organizations;
- b. The corporation's constitution, bylaws and policies shall always supersede those of the organization's and at no time may the corporation enter into a binding agreement with an organization that has a constitution, bylaws or policies that are in contradiction to those of the corporation;
- c. The corporation's membership rights and privileges always supersede those of the organization's and at no time may the corporation enter into a binding agreement with an organization that has a constitution, bylaws or policies that make claim over the membership of the corporation.
- d. The organization recognizes that the corporation reserves the right to terminate its membership in the organization according to the corporation's own constitution, bylaws and policies.

Passed by a resolution of the members at a general meeting of the members held on April 17th, 2019.

Original Copy Held in the Cornwall Student Union