

ONTARIO UNDERGRADUATE STUDENT ALLIANCE
BY-LAW ONE

BE IT ENACTED as a by-law of the Ontario Undergraduate Student Alliance (hereinafter referred to as “OUSA”) as follows:

Amended October 1996, October 2002, March 2005, and October 2009



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SECTION I: INTERPRETATION

1.01 Definitions

In this By-Law and all other by-laws of OUSA unless the context requires otherwise:

- (a) The “Act” means the Corporations Act of the Province of Ontario, or any statute which may be substituted therefore, as amended from time to time;
- (b) “Letters Patent” means the letters patent of incorporation of OUSA as from time to time amended or restated;
- (c) “Steering Committee” means the Steering Committee of the Member Associations, as defined in Section V. The Steering Committee shall function as the board of directors of OUSA;
- (d) “Member Association” shall mean a student government at a post-secondary institution in Ontario as defined in Section 1.01 (e) which has been approved as a Full or Associate Member of OUSA according to Section IV;
- (e) A “student government” means an organization of students which satisfies the following criteria:
 - i) it is locally and democratically controlled by students;
 - ii) it represents undergraduate students at a recognized publicly funded post-secondary institution in Ontario;
 - iii) it is autonomous of other organizations;
 - iv) it is campus-wide in that the breadth of its membership, of its normal activities and of its representative efforts correspond to the highest administrative unit of its institution.
- (f) “Full-Time Equivalent” or “FTE” means the number of full-time equivalent students, as defined by the Association of Registrars of the Universities and Colleges of Canada, or any other relevant body approved by the Steering Committee, as calculated by the November 1 count, if applicable;
- (g) “Assembly” shall refer to the OUSA Assembly as constituted in accordance with the provisions of Section VI;
- (h) “Executive Director” shall refer to the person appointed to fulfill the duties referred to in Section XI;
- (i) “External Advisors” shall refer to the persons appointed to fulfill the duties referred to in Section V;

- (j) “Force Majeure” means any of the following, but is not limited to: an act of god, fire, governmental order, court order, civil disturbance, act of public enemy, embargo, war, work stoppage or labour dispute;
- (k) “Operating Policies” shall refer to the Operating Policies of OUSA, as enacted by the Steering Committee;
- (l) The “Corporation” shall refer to OUSA’s corporate body; and
- (m) all words used in the by-law and defined in the Act shall have the meanings given to such words in the Act.

SECTION II: PURPOSE

2.01 Vision

OUSA strives to improve the accessibility, affordability, accountability and quality of undergraduate education in Ontario.

2.02 Mission

In order to achieve its vision, OUSA shall:

- (a) Conduct research to identify issues affecting accessibility, affordability, accountability and quality of undergraduate education in Ontario;
- (b) Develop credible and constructive policy to address these challenges;
- (c) Lobby the government to affect their undergraduate education policies;
- (d) Communicate research and policy to both educate and affect the opinions of stakeholders, Ontarians and government; and
- (e) Build partnerships in the post-secondary education realm

2.03 Organizational Goals

In order to meet its vision and the needs of its members, OUSA shall:

- (a) strive to be the premiere advocacy organization in Ontario, leading all others in access to government, breadth of partnerships, scope of activity and involvement of students and student associations;
- (b) strive to accurately represent our Member Associations on issues directly related to the educational interests of undergraduates, including the accessibility, affordability, accountability and quality of post-secondary education in Ontario;
- (c) be directly accountable and responsive to the undergraduate students on the respective campuses of its Member Associations in all areas of its activities, including the maintenance of a decentralized structure of operations responsible in its function to its members; and
- (d) strive to be a first point of contact for student associations, government and media for information and discussion on issues affecting Ontario's system of undergraduate education.

SECTION III: HOME OFFICE AND SEAL

3.01 Home Office

Until changed by by-law, the home office of OUSA shall be in the City of Toronto, in the Province of Ontario, and at such other locations therein as the Steering Committee may from time to time determine by resolution.

3.02 Seal

The seal of OUSA, an impression of which is stamped in the margin, shall be the corporate seal of OUSA, unless otherwise determined by resolution of the Steering Committee.

SECTION IV: MEMBERSHIP AND FEES

4.01 Membership of Student Governments

The membership of OUSA shall be comprised of all Member Associations as defined in Sections 1.01 (d) & (e). Membership shall be granted to such Member Associations, and no membership shall be granted to a student government which duplicates all or part of the membership of an existing member of OUSA, without the consent of the existing Member Association and of the Steering Committee. The interest of a member in OUSA shall be non-transferable. Member Associations shall subscribe to the vision, mission and organizational goals of OUSA, as described in Section II.

4.02 Individual Membership

There shall be two categories of individual membership in OUSA:

- (a) Those persons chosen as External Advisors according to Section 5.02 who are not also concurrently members of OUSA, shall be deemed individual members of OUSA throughout their term of office.
- (b) Honorary Membership shall be granted on resolution of the Assembly to individuals in recognition of contribution to the general welfare of OUSA or for other reasons deemed worthy of recognition by the Assembly. An honorary member is one who enjoys all the duties, rights and privileges of a member of a Member Association with the following exceptions:
 - (i) An Honorary Member shall pay no membership fee;
 - (ii) An Honorary Member shall not hold an Executive position or any position which gives him/her the authority to expend OUSA funds; and
 - (iii) Honorary Membership does not grant voting rights in OUSA.

4.03 Full and Associate Membership

There are two categories of OUSA membership for student governments. A student government may be admitted to Full or Associate Membership in OUSA when:

- (a) the student government votes to join OUSA in the manner specified in the by-laws, policies or constitutional procedures of the respective student government; and
- (b) the prospective Member Association has satisfied its obligation to pay the annual membership fee of OUSA referred to in Section 4.06, either from a designated fee collected from the members of the Member Association or from the operating funds of the Member Association, and also has signed the membership contract defined in Section 4.05; and

- (c) the Steering Committee of OUSA has determined to accept the membership of the prospective Member Association through a two-thirds vote of the Steering Committee.

4.04 Conditions of Associate Membership

The following conditions shall apply to Associate Membership in OUSA:

- (a) An Associate Membership is a membership of a student government in OUSA of limited duration;
- (b) A term of Associate Membership that lasts longer than two years must be ratified by the Assembly;
- (c) The duration and terms of Associate Membership shall be determined according to the Operating Policies.

4.05 Membership Contract

As a condition of membership, a contract committing an incorporated full or associate Member Association to remit its fees, and covering other matters which may be designated by the Steering Committee, shall be signed by the President and the Vice-President (Finance) and counter-signed by the appropriate signing officers of the Member Association.

4.06 Membership Fees

The following conditions shall apply to membership fees for OUSA:

- (a) The annual fees for Full Members of OUSA shall be established by the Assembly upon recommendation of the Steering Committee;
- (b) The specific rate and method for collection of full and associate membership fees shall be outlined in the Operating Policies;
- (c) Full membership fees shall be indexed on an annual basis to the Ontario's Consumer Price Index (CPI) as reported by Statistics Canada, ratified by Steering Committee and reported by January 30;
- (d) Notwithstanding any other provision of this By-law, such fees shall continue in force until subsequently amended by a two-thirds vote of both the Steering Committee and the Assembly; and

4.07 Withdrawal

- (a) A Member Association shall withdraw from membership in OUSA in accordance with 4.07 (b) and (c), the by-laws and constitutional procedures of the respective Member Association and the provisions of the OUSA membership contract. In situations where these cannot be fulfilled simultaneously, the provisions of the OUSA membership contract shall prevail.
- (b) Written notice of intent to withdraw must be sent by registered mail to the OUSA home office and received ninety (90) days in advance of any vote or referendum on a motion to withdraw, and must include the exact motion or referendum question, a copy of any student petition to withdraw, a copy of the Member Association's current by-laws and all additional policies or guidelines governing the conduct of the Member Association's elections and referenda.
- (c) Any withdrawal shall take effect in the next fiscal year of OUSA, and any membership fees owed by a Member Association in the current fiscal year shall be due.

4.08 Expulsion

Any Member Association may, by regular resolution, be expelled from OUSA for such cause as the members deem appropriate, such as failure to maintain the responsibilities of membership.

- (a) A Member Association may be expelled from membership with the approval of both:
 - (i) two-thirds of the Steering Committee members present and voting at a meeting of the Steering Committee called for such purpose; and
 - (ii) two-thirds of the Assembly delegates present and voting at a meeting of the Assembly called for such purpose.

4.09 Responsibilities of Member Associations

In absence of conflict with their by-laws, policies or constitutional procedures, each Member Association shall:

- (a) support the objectives of OUSA and abide by the provisions of these By-Laws;
- (b) represent the interests and concerns of its member students at meetings of OUSA;
- (c) communicate information from OUSA to their Student Government and the students which the Member Association represents;
- (d) allow representatives of OUSA access to the deliberations of their Assembly, Council or Board in matters pertaining to OUSA;

- (e) allow representatives of OUSA to promote the organization on its campus for the purposes of outreach and awareness, referenda concerning OUSA, and promotion of the projects and campaigns of OUSA. OUSA, under these circumstances, shall provide reasonable notice of their intention to be present on a member campus;
- (f) strive to support the work of OUSA by making available the resources of the Member Association for the projects and campaigns of OUSA. In particular, each member shall share research and data with OUSA and the other Member Associations to facilitate the generation of policy positions.

4.10 Observer Status

Institutions may be granted Observer Status by a simple resolution of the Steering Committee. Conditions for this status will also be determined by the Steering Committee according to the Operating Policies. The approval of Observer Status must be reported to the Assembly at its subsequent meeting.

4.11 Autonomy of Member Associations

OUSA shall respect the autonomy of Member Associations in terms of their by-laws, policies and constitutional procedures, as well as their capacity to represent their students. The only exception to this principle is outlined in Section 4.07.

SECTION V: STEERING COMMITTEE

5.01 Membership

- (a) The Steering Committee shall be the Board of Directors of OUSA.
- (b) Each Member Association shall designate one representative to sit on Steering Committee. To qualify, the representative must have been an undergraduate student at the time of selection to an institutional role.
- (c) Each designate of a Member Association shall be a Director of OUSA.
- (d) The Directors shall be the only voting members of the Steering Committee.

5.02 External Advisors

- (a) The Steering Committee may, with the advice of the Executive Director, appoint up to two persons as non-voting advisors to the Steering Committee. Such persons shall be designated as External Advisors and shall be chosen for their knowledge and insight into issues within the mandate of OUSA.
- (b) The External Advisors appointed by the Steering Committee with the advice of the Executive Director shall serve for a term as defined by the Steering Committee, commencing from the date of their appointment by the Steering Committee.
- (c) None of the current members of the Steering Committee and any person in the employ of OUSA shall be qualified to be selected as External Advisors during their term of office.
- (d) The External Advisors shall have all the right to attend and speak at all meetings of the Steering Committees.
- (e) An External Advisor may be removed from his or her position at the pleasure of the Steering Committee by resolution approved by at least two-thirds of the Directors. Notice of a resolution to remove the External Advisors must be given fifteen (15) business days prior to the Steering Committee meeting where such resolution will be put forward.

5.03 Powers and Duties of the Steering Committee

- (a) The Steering Committee shall manage or supervise the management of the affairs of OUSA. Without limiting the generality of the foregoing, the Steering Committee shall assume the functions of the priorities and planning committee of OUSA, oversee its administrative and financial operations, its research activities and the generation and implementation of OUSA policy. In as much as practical, the Steering Committee shall seek to make decisions on a consensus-basis.

- (b) Without limiting the generality of the foregoing, the Steering Committee shall:
- (i) direct the home office in the areas of government relations and public affairs activities, research support, policy generation, communication initiatives and other duties that may be assigned;
 - (ii) employ such staff as it deems necessary and determine and review their terms of employment;
 - (iii) appoint the signing officers, legal counsel, auditors and any other duties as may be deemed to be the legal responsibility of a board of directors;
 - (iv) set the budgets of OUSA in accordance with Section XIII;
 - (v) establish committees and working groups and appoint the chair thereof, according to the provisions of Section XIV, for such purposes as may be determined by the Steering Committee and terminate any committees when their purpose has been fulfilled;
 - (vi) authorize the reimbursement of the reasonable expenses incurred by members of the Steering Committee and Officers of OUSA in carrying out their duties including: attendance at meetings of the Steering Committee, its committees and working groups and the Assembly, and the reasonable expense incurred by members of OUSA engaged in projects approved by the Steering Committee;
 - (vii) determine the election guidelines for election of their respective representatives to the Assembly, and the election of the Officers;
 - (viii) select the Officers and External Advisors; and
 - (ix) be voting members of the Assembly.
- (c) The Steering Committee shall make all determinations and take all action in exercise of its power or pursuant to a by-law or resolution passed at a meeting of the Steering Committee at which a quorum is present. Steering Committee members shall act with diligence, honesty and good faith in the best interest of OUSA.
- (d) Steering Committee members shall report on the activities of the Steering Committee on a regular basis to the Assembly and to the Member Associations.

5.04 Term of Office

The Directors appointed by the Member Associations shall serve on the Steering Committee only during the duration of their term as a representative of their Member Association, but in no case longer than one year, unless they are reappointed as a representative of their Member Association.

5.05 Quorum

A quorum for meetings of the Steering Committee shall be fifty (50) per cent, plus one, of the Directors.

5.06 Voting

All Directors shall have one vote at each meeting of the Steering Committee. There shall be no proxy votes at meetings of the Steering Committee.

5.07 Removal of Steering Committee Members

(a) Any Director appointed by a Member Association may be removed from his or her position on the Steering Committee by resolution approved by the Member Association, and another person appointed in her or his place in accordance with Section 5.01. Such removal shall take effect upon receipt by OUSA of written notice of such removal.

(b) Any Director may be removed from his or her position on the Steering Committee by resolution approved by at least two-thirds of the remaining Directors to the effect that such director has failed to attend sufficient meetings of the Steering Committee, without, in the opinion of the Steering Committee, reasonable cause for such absence and/or has in the opinion of the Steering Committee failed to properly perform all or any part of the duties allotted him or her as a Director. In such event, the Member Association shall appoint another person in her or his place in accordance with section 5.01.

5.08 Vacancy

Any vacancy of a Director on the Steering Committee shall be filled in accordance with section 5.01.

5.09 Eligibility

A Director or Officer of OUSA shall cease to be eligible to remain in such office:

- (a) if at anytime he or she shall become of unsound mind or be found by any court of competent jurisdiction to be mentally incompetent;
- (b) if at anytime he or she shall become bankrupt;
- (c) upon the submission of his or her written resignation from such office; or
- (d) upon his or her removal from such office pursuant to Sections 5.07 and 10.9.

5.10 Regular Meetings of the Steering Committee

Regular meetings of the Steering Committee shall be held at least eight times a year, with at least two meetings held in each three month period, at such times and places as fixed by the committee.

5.11 Calling of Regular Meetings of the Steering Committee

A meeting of the Steering Committee shall be called by the Executive Director or President of OUSA acting upon the authority of:

- (a) a resolution of the Steering Committee; or
- (b) a written petition calling for a meeting of the Steering Committee on a specific matter signed by Steering Committee members comprising at least twenty-five (25) per cent of the committee members.

5.12 Notice of Regular Meetings

Notice of all meetings of the Steering Committee shall be given to the Member Associations, Directors, and External Advisors at least fourteen (14) days prior to the date of such proposed meeting. Notice shall not be necessary if all Directors are present or if those absent waive notice or otherwise specify their consent to the holding of such meeting.

5.13 Special Meetings

A special meeting of the Steering Committee may be called by the President or the Executive Director with seventy-two (72) hours notice to the Member Associations, Directors, President and External Advisors. The agenda of the meeting shall be contained in such notice and additions to that agenda may only be made with a two-thirds vote of those present and voting.

5.14 Other Meetings

Where a matter must be put before the Steering Committee and the Steering Committee cannot meet in time, the Committee shall have the power to call a vote of the members to be conducted by facsimile transmission, electronic mail, conference call or such similar means. Two (2) business days notice is required of any resolution to be put to a meeting called under this provision.

5.15 Meeting Procedure

Subject to the letters and By-Law(s) of OUSA, Robert's Rules of Order, Newly Revised shall be the rules of procedure of meetings of the Steering Committee.

Unless otherwise expressly provided in this By-Law, or by resolution of the Steering Committee, the Committee shall conduct its meetings by such rules of order as are considered just and expedient for the transaction of the business before the Steering Committee meeting, save that the chair may, at his or her discretion, invoke Robert's Rules of Order, Newly Revised to expedite the transaction of business.

5.16 Open Meetings

- a) All meetings of the Steering Committee shall be open to all members of the councils of OUSA Member Associations, unless otherwise decided by a majority of the voting Directors present. If a meeting is closed, the reason therefore shall be announced at the next meeting of the Steering Committee. The Steering Committee may invite any such persons it deems appropriate to the conduct of its business to attend meetings of the Committee.
- b) If the Steering Committee member referred to in Section 5.01 is not present at any meeting of the Steering Committee, a non-voting representative of the Member Association shall be entitled to attend and speak at such a meeting. Notwithstanding the above, such non-voting representative may not be excluded from a closed session of the Steering Committee.
- c) In addition to the Director for the Member Association, other representatives of the Member Association duly appointed by said association may attend meetings of the Steering Committee, with speaking rights but without a vote, provided that the Steering Committee may limit the maximum number of persons who may speak at any one meeting.
- d) The External Advisors shall be entitled to attend all meetings of the Steering Committee, and shall not be excluded from closed or in camera sessions of the Steering Committee.

5.17 Resolutions

There shall be two classes of resolution at the Steering Committee as described in Section VIII: i) Operating Policy amendments and ii) simple resolutions.

5.18 Notice of Resolution

- a) Notice of a resolution shall include the reading of or written submission of the resolution to the Steering Committee, the moving and seconding of the resolution by the two Directors, and the deposit of a copy of the resolution with the President for inclusion in the agenda. Five (5) days notice of a resolution is required for such resolution to be considered at a meeting of the Steering Committee. A matter not on the agenda may be introduced if consideration of the motion is approved by two /thirds of the Directors present and voting.
- b) The agenda for each Steering Committee shall be distributed under the authority of the President and Executive Director of OUSA, and shall set forth the items of business to be discussed at the meeting. The agenda for a Steering Committee meeting shall be approved by the Steering Committee at the commencement of each Steering Committee meeting. The agenda shall be distributed at least five (5) days prior to the meeting and shall set forth the items of business to be discussed at the meeting.

5.19 Auditor's Attendance at Meetings

The auditor of OUSA shall be entitled to attend and be heard at meetings of the Steering Committee on matters relating to his or her duties as auditor.

5.20 Place of Meeting

Meetings of the Steering Committee may be held at the home office, a campus of a Member Association, or any other place within the province of Ontario, as determined by the Steering Committee.

5.21 Voting Procedure

OUSA shall seek consensus between the Member Associations in decisions of the Steering Committee. However, in the event a consensus is not possible, except as otherwise expressly provided in this by-law, at all meetings of the Steering Committee, all questions shall be decided by a majority vote of the Directors present and voting, and in the case of an equality of voters, the resolution shall be deemed defeated. Questions of a procedural nature, including privilege, shall be determined by Robert's Rules of Order, Newly Revised.

5.22 Speaker and Secretary

The President shall act as Speaker of the Steering Committee, acting as chair and preside at all meetings of the Steering Committee. If he or she is absent or is unable or unwilling to act, the Directors present shall choose one of their number to be Speaker. The Vice-President (Administration) of OUSA shall act as Secretary at any meeting of the Steering Committee, and, if the Vice-President (Administration) of OUSA is absent, the Speaker of the meeting shall appoint a person who need not be a Director to act as Secretary of the meeting.

5.23 Remuneration and Expenses

Except for services provided by Directors during temporary periods, which services are necessitated by the occurrence of a Force Majeure, the Directors shall not be paid any remuneration for their services as Directors. The Directors may, with the approval of the Steering Committee, be reimbursed for traveling and other expenses properly incurred by them in attending meetings of the Steering Committee or any committees thereof. Nothing contained in the by-law shall preclude any Director from serving OUSA in any other capacity, excluding permanent full or part-time employment, and receiving remuneration therefore.

5.24 Conflict of Interest and Interest of Directors in Contracts

The following stipulations will apply to Directors in terms of conflict of interest and their interest in contracts of the Corporation:

- (a) Subject to the provisions of the Act, it shall be the duty of every Director of OUSA who has, directly or indirectly, any material interest in any material contract or

transaction to which OUSA or a subsidiary thereof is or is to be a party, other than a contract for remuneration as a Director, Officer or employee, to disclose his or her interest in such contract or transaction in accordance with the requirements of the Act and to refrain from voting in respect thereof at any meeting of the Steering Committee, and any Director so disclosing his or her interest will not be counted as being present at the meeting for the purpose of determining whether a quorum is present at the time a vote is taken in respect of the contract or transaction in which he or she has disclosed his or her interest.

- (b) Notwithstanding the foregoing, a Director shall not be deemed to have a conflict of interest in any matter by mere reason of the matter involving or affecting the Member Association which selected such Director. A Director shall be free to vote on any question affecting the Member Association which selected such Director. A Director shall be free to vote on any question affecting the Member Association which selected such Director. A Director shall be free to vote on any question affecting the Member Association which selected such Director, subject to any provisions in this by-law.
- (c) Subject to the occurrence of a Force Majeure, no Director may hold a position of employment with OUSA while they are serving as a Director.

SECTION VI: ASSEMBLY

6.01 Powers and Duties of the Assembly

The Assembly shall have the following powers and duties:

- a) The assembly shall serve as the body representing the interests of the students represented by OUSA and the Member Associations in the ongoing affairs of OUSA and shall:
 - i) advise, counsel and guide the Steering Committee in the fulfillment of the Steering Committee's duties;
 - ii) confirm, reject or offer back to the Steering Committee such decisions of the Steering Committee by simple or special majority as expressly provided for in this by-law;
 - iii) address public policy positions on matters related to academic and funding policy; and
 - iv) initiate policy positions not otherwise undertaken by the Steering Committee.
- b) The Assembly shall make all determinations and take all action in exercise of its powers by or pursuant to a By-Law or resolution passed at a meeting of the Assembly at which quorum is present.

6.02 Composition of Assembly

The Assembly shall be composed of delegates of each Member Association chosen in accordance with the procedures set out in Section 6.03 together with the current members of the Steering Committee.

6.03 Method of Selection for Assembly Delegates

- a) Exclusive of the members of the Steering Committee, the Assembly, Council or Board of each Member Association as the Member Association shall deem appropriate, shall be entitled to select, in such manner as it deems appropriate, one (1) delegate per each three thousand (3,000) FTE students which the Member Association represents who are enrolled at its respective university throughout a full academic year. FTE's shall be rounded-up to the closest five hundred (500) FTEs for the purpose of calculating Assembly delegations.
- b) In addition to the Member Association's designate on the Steering Committee, and notwithstanding Section 6.03 (a), each Member Association shall be entitled to a minimum of one delegate at each meeting of the Assembly.

- c) Delegates must be selected within such time periods as may be specified by the Steering Committee from time to time.
- d) Delegates must be undergraduate students or must have been selected to a delegation as an undergraduate student

6.04 Regular Meetings of the Assembly

Regular meetings of the Assembly shall be held at least two times during each calendar year at such times and places as fixed by the Steering Committee. At least one such meeting shall be held during the fall period between September 15 and December 15 and one such meeting shall be held during the spring period between January 1 and April 15. The Annual General Meeting, as described in Section IX, shall take place during the Fall Assembly.

6.05 Calling of Regular Meetings of the Assembly

A meeting of the Assembly shall be called by the President of OUSA acting upon the authority of:

- a) a resolution of the Steering Committee; or
- b) a written petition calling for a meeting of the Assembly signed by delegates comprising at least twenty-five (25) per cent of the membership of the Assembly.

6.06 Quorum

Twenty five (25) per cent of the members of the Assembly then holding office representing at least fifty percent of the Member Associations of OUSA, or ten (10) members of the Assembly, whichever is the greater, shall constitute a quorum for the transaction of business at all meetings of the Assembly.

6.07 Voting Procedure

The following conditions shall apply to voting at Assembly:

- (a) Each member of the Steering Committee and each delegate of a Member Association shall have one vote at all meetings of the Assembly.
- (b) A registration of delegates shall be maintained by the Executive Director.
- (c) A delegate shall be eligible to vote at an Assembly meeting upon submission of his or her name, at least fourteen (14) days prior to an Assembly meeting by the respective Member Association.
- (d) There shall be no proxy votes at meetings of the Assembly.

6.08 Notice of Meetings

The Executive Director of OUSA shall cause written notice of all meetings of the Assembly to be sent to the delegates, the members of the Steering Committee and to the auditors by ordinary or electronic mail at least fourteen (14) days prior to the scheduled date of such meeting. Notice is not necessary if all members of the Assembly are present or if those waive notice or otherwise specify their consent to the holding of such a meeting by a two-thirds majority of the full membership and a majority of all Member Associations.

6.09 Resolutions

There shall be three (3) classes of resolution for the Assembly as described in Section VIII: operating resolutions pertaining to the by-laws, policy resolutions and simple resolutions.

6.10 Meeting Procedure

Subject to the letters patent and by-laws, Robert's Rules of Order, Newly Revised shall be the rules of procedure at all meetings of the Assembly.

The agenda for an Assembly meeting shall be distributed under the authority of the Steering Committee at least fourteen (14) days before the date of the meeting. Any matter not on the agenda distributed prior to the meeting may not be introduced unless the introduction thereof be agreed to by two-thirds of the members present and voting.

The Assembly may by resolution determine that a matter be included on the agenda of a subsequent meeting. In addition, on written request signed by at least two (2) members of the Assembly, a stated matter or motion shall be included on the agenda of the Steering Committee's next regular meeting. A Notice of Motion consists of the written submission to the President of the resolution proposed, as well as the names of mover and seconder thereof.

6.11 Place of Meeting

Meetings of the Assembly may be held on one of the campuses of a Member Association, or any other place within the Province of Ontario as determined by the Steering Committee and designated in the notice calling such meeting.

6.12 Votes to Govern

Except as otherwise expressly provided in this By-Law, at all meetings of the Assembly, all questions shall be decided by a majority of votes and in the case of an equality of votes, the resolution shall be deemed defeated.

6.13 Auditor's Attendance at Meetings

The auditor of OUSA shall be entitled to attend and be heard at meetings of the Assembly on matters relating to his/her duties as auditor.

6.14 Agenda Requirements

The agenda for the Assembly shall contain the following items:

- (a) approval of minutes;
- (b) approval of agenda;
- (c) approval of the Speaker;
- (d) reports of the Officers;
- (e) mid-term financial report;
- (f) progress report from the home office;
- (g) annual financial audit at the fall Assembly;
- (h) annual report at the fall Assembly;
- (i) operating resolutions for By-Law amendments;
- (j) policy resolutions; and
- (k) simple resolutions.

6.15 Speaker and Secretary

A Speaker and Recording Secretary will be appointed at each meeting of the General Assembly according to the procedures outlined by Robert's Rules of Order, Newly Revised.

SECTION VII: POLICY

7.01 Policy

The following conditions shall apply to the political policies of OUSA:

- (a) Policy shall consist of principles, concerns and recommendations outlining OUSA's position on issues affecting post-secondary education and undergraduate students;
- (b) Policy is developed according to the process outlined in the Operating Policies;
- (c) Policy statements become the policy of OUSA when adopted by the Assembly. Policy continues to be in force until rescinded by a two-thirds vote of any or each of the appropriate body where it was approved.
- (d) Notwithstanding the above, policy shall cease to be in force after three years from the end of the fiscal year in which it was approved.

7.02 Policy Originating in the Steering Committee

(a) Policy which originates from meetings of the Steering Committee shall require the approval of:

- (i) two-thirds of the Steering Committee members present and voting at a meeting of the Steering Committee; and
- (ii) fifty (50) per cent of the Member Associations plus a two-thirds majority of the Assembly delegates present and voting at the next meeting of the Assembly.

(b) Any votes affecting such policy held thereafter shall require the same measure of approval to rescind or amend previously adopted policy positions by both bodies. For the purposes of (a)(ii) above, a Member Association is deemed to have voted in favour when fifty (50) per cent, plus one, of its delegation present and voting votes in favour.

7.03 Policy Originating in the Assembly

(a) Policy which originates from meetings of the Assembly shall require the approval of:

- i) two-thirds of Member Associations and two-thirds of the total voting delegation vote in favour at a meeting of the Assembly; and
- ii) fifty (50) per cent plus one of the Steering Committee members present and voting at the next available meeting of the Steering Committee.

(b) For the purposes of i) above, a Member Association is deemed to have voted in favour when fifty (50) per cent, plus one, of its delegation present and voting votes in favour.

7.04 Policy Decisions Requiring A Timely Response

The following conditions will apply to policy decisions requiring a timely response:

(a) Where a policy issue requires the attention of OUSA and the Assembly can not be convened in a timely manner, the decision of the Steering Committee shall be sufficient to approve an OUSA policy;

(b) Any policy issues of this manner must be approved by consensus according to Section 5.21. In the event that consensus cannot be reached, a simple resolution for approval must require a two-thirds majority.

(c) All policy decisions made outside of the Assembly must be brought forward for ratification at the subsequent meeting of the Assembly.

SECTION VIII: TYPES AND DURATION OF RESOLUTIONS

8.01 Operating Resolutions for By-Law Amendments

(a) Operating resolutions shall prescribe the rules and regulations pertaining to the conduct and operations of OUSA, the Assembly, the Steering Committee, its committees and working groups as outlined in the By-Laws.

(b) Operating resolutions shall be approved according to the process stipulated in Section XV: Amendment of By-Laws.

8.02 Policy Resolutions

(a) Policy resolutions shall be those resolutions to approve statements outlined in 7.02, 7.03 and 7.04. They shall be preceded by WHEREAS statements, but only the resolutions shall be offered for approval.

(b) Policy resolutions shall be approved according to the process stipulated in Section VII: Policy.

8.03 Simple Resolutions

(a) Simple resolutions shall be those resolutions which are not defined in Section 8.01 or 8.02, and shall include, but not be limited to, motions to ratify, procedural motions and directives to the OUSA staff, Officers or Steering Committee.

(b) Simple resolutions shall be approved by a vote of fifty (50) per cent, plus one, of the respective body of OUSA.

8.04 Operating Policy Resolutions

(a) Operating Policy resolutions shall be those resolutions to approve or amend the Operating Policies of OUSA.

(b) Operating Policy resolutions shall be approved according to the process stipulated in Section XVII: Operating Policies.

8.05 General

(a) Except when specifically identified in the motion or determined by the Speaker of OUSA at a meeting of the Assembly or chair of Steering Committee, all resolutions shall be considered simple resolutions.

(b) Only the operative clause of any motion shall be considered a policy or resolution of OUSA.

SECTION IX: ANNUAL GENERAL MEETING

9.01 Annual General Meeting of Members of OUSA

The Annual General Meeting of members of OUSA shall be held on such day in each year at such time and at such place on or in the vicinity of one of the campuses of the Member Associations as the Steering Committee may from time to time determine, for the purposes of receiving the financial statements and auditor's report thereon, appointing auditors for the ensuing year and authorizing the Steering Committee to fix the remuneration of the auditors. At least fourteen (14) business days before the Annual General Meeting, OUSA shall cause a copy of the balance sheet and statement of income and expenses extracted from OUSA's financial statements and the auditor's report thereon to be sent to the Member Associations. Copies of complete financial statements shall be made available for inspection.

The rules governing the Annual General Meeting shall be that governing meetings of the Assembly as in Section VI. The Annual General Meeting shall be held concurrently with the fall Assembly.

SECTION X: OFFICERS

10.01 Officers

(a) OUSA shall have the following Officers of the Steering Committee and the Corporation:

- (i) President;
- (ii) Vice-President (Finance); and
- (iii) Vice-President (Administration).

10.02 The President, Vice-President (Finance) and Vice-President (Administration)

The President, Vice-President (Finance) and Vice-President (Administration) shall be appointed by and from among the Member Association delegates on the Steering Committee.

10.03 Election of Officers

The Officers shall be elected in the sequence indicated above at the first meeting of the Steering Committee held in the next fiscal year. Officers shall be elected by a majority of the votes of the Steering Committee cast in a secret ballot through a preferential selection process. In the event that there is only one candidate for a position, that candidate must be ratified by a majority of votes of the Steering Committee cast in a secret ballot.

10.04 Powers and Duties of Officers

The following powers and duties shall apply to Officers of the Corporation:

- (a) The Officers shall carry out all decisions of meetings of the Steering Committee or Assembly, and shall have such specific powers and duties as are provided in this By-Law or as may be delegated to them from time to time by the Steering Committee;;
- (b) The Officers shall report any action taken under their authority to the Steering Committee at the next available Steering Committee meeting; and
- (c) The Officers of OUSA shall not receive remuneration for their duties as Officers.

10.05 President

The President shall:

- (a) serve as the President of OUSA;
- (b) chair all meetings of the Steering Committee;

- (c) act as the chief student representative of the organization to media, government and other stakeholders;
- (e) be a signing officer for OUSA; and
- (f) carry out the duties as outlined in the Operating Policies.
- (g) act as chief spokesperson for the organization

10.06 Vice-President (Finance)

The Vice-President (Finance) shall:

- (a) in the absence of the President, perform all the duties of the President;
- (b) be responsible for the financial matters of OUSA, in accordance with Article XIII of this By-law; and advise the Steering Committee on these matters;
- (c) be a signing officer for OUSA; and
- (d) carry out the duties outlined in the Operating Policies.

10.07 Vice-President (Administration)

The Vice-President (Administration) shall:

- (a) in the absence of the President and Vice-President (Finance), perform the duties of the President;
- (b) ensure organizational compliance with By-Laws and Operating Policies except for financial matters;
- (b) ensure any changes to By-Laws and Operating Policies are entered into a certified copy;
- (c) act as the chief steward for the Operating Policies of OUSA in accordance with Section XVII of this By-Law and advise the Steering Committee on these matters;
- (d) sign off on Steering Committee meeting minutes and delegate responsibility for maintenance of said minutes to home office staff;
- (e) carry out the duties outlined in the Operating Policies.

10.08 Variation of Duties

Without limiting the generality of the foregoing in Section 10.04, the Steering Committee may from time to time, vary, add to or limit the powers and duties of any of the officers.

10.09 Term of Office and Removal of Officers

Officers shall hold office from May 1 in each year until April 30 of the following year or until their successor is elected or appointed. The Steering Committee may, pursuant to a two-thirds vote of the Directors present and voting, remove at its pleasure any Officer of OUSA and appoint a substitute from among its members in his or her place.

10.10 Agents and Attorneys

The Steering Committee shall have power from time to time to appoint agents or attorneys for OUSA in or out of Ontario with such powers of management or otherwise (including the power to sub-delegate) as the Steering Committee may determine.

10.11 Variation of Duties

From time to time the Steering Committee may vary, add to or limit the powers and duties of any Officer, agent or attorney of OUSA.

10.12 Vacancies

In the event that an officer is unable to fulfill his or her duties, a substitute shall be appointed immediately by and from among the Member Association delegates on the Steering Committee

SECTION XI: MANAGEMENT OF OUSA

11.01 Executive Director

The Steering Committee shall appoint an Executive Director as per the hiring processes outlined in the Operating Policies. Notwithstanding other duties that may be required, the Executive Director shall:

- (i) be immediately responsible and report to the Steering Committee;
- (ii) manage day to day operations of the OUSA office and co-ordinate initiatives of the Steering Committee;
- (iii) hire and supervise such personnel as necessary to assist him or her in executing his or her duties and responsibilities in accordance with OUSA's financial and personnel policies;
- (v) receive and administer all funds accruing to OUSA and maintain appropriate accounting records;
- (vi) maintain close liaison with the Steering Committee;
- (vii) attend all meetings of the Steering Committee and Assembly, except in matters related to his or her employment with OUSA;
- (viii) maintain the official copy of the letters patent and supplement letters patent and the By-Laws of OUSA and all amendments thereto;
- (ix) be responsible for the safekeeping of all minutes and publications of OUSA, the seal of OUSA, and such records that may be of value to OUSA;
- (x) conduct and file the necessary correspondence in accordance with established policy; and
- (xi) carry out the duties described in the Operating Policies.

From time to time the Steering Committee may by resolution vary, add to or limit the powers and duties of the Executive Director as outlined in the Operating Policies.

SECTION XII: PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

12.01 Indemnity of the Directors, Officers and Employees

(a) Every Director, Officer, External Advisor and employee of OUSA and his or her heirs, executors, administrators and other legal representatives shall from time to time be indemnified and saved harmless by OUSA from and against:

(i) any liability and all costs, charges and expenses that he or she sustains or incurs in respect to any action, suit or proceeding that is proposed or commenced against him or her in respect of the execution of his or her duties; and

(ii) all other costs, charges and expenses that he or she sustains or incurs in respect of the affairs of OUSA;

(b) Directors, Officers, External Advisors or employees of OUSA shall not be indemnified by OUSA in respect of any liability, costs, charges or expenses that he or she sustains or incurs in or about any action, suit or other proceeding where he or she is judged to be in breach of any duty or responsibility imposed upon him or her under any other statute as Director, Officer or employee, unless he or she has achieved complete or substantial success as a defendant.

(c) The foregoing indemnity shall remain in full force and effect for the benefit of every Director, Officer, External Advisor or employee of OUSA or their heirs, executors, administrators and other legal personal representatives, after the date on which the Director, Officer, External Advisor or employee of OUSA ceases to be a Director, Officer, External Advisor or employee of OUSA.

12.02 Insurance

Subject to the provisions of the Act, OUSA may purchase and maintain such insurance for the benefit of its Directors, Officers or employees as the Steering Committee may from time to time determine.

SECTION XIII: FINANCIAL MATTERS

13.01 Expenditure of Funds

The funds of OUSA shall be expended pursuant to a budget and/or financial policies approved by the Steering Committee.

13.02 Preparation of Budgets

Budgets shall be prepared by the Executive Director and Vice-President (Finance) based on OUSA's priorities, as determined by the Steering Committee, and on previous years' experience. These budget recommendations shall be submitted to the Steering Committee for its consideration and approval.

13.03 Approval of Budgets

A proposed budget for the fiscal year shall be presented to the Steering Committee for its consideration no later than May 1 in each year. The budget shall be the budget for the May 1 to April 30 period in each fiscal year.

The budget shall be approved by a majority vote of the members of the Steering Committee present and voting at a meeting of the Steering Committee.

13.04 Budget Revisions

When material changes in income and expenditures require a revision in budget, the Executive Director and Vice-President (Finance) shall present such revisions for their consideration at the next available meeting of the Steering Committee.

13.05 Interim Reports

OUSA shall cause to be prepared and presented to the Steering Committee and to the Assembly reports from the most recent fiscal quarter ending, on OUSA's financial position, consisting of:

- (a) a comparison of year to date actual income and expense to the budget; and
- (b) a statement of expected income and expense for the balance of the current fiscal year.

13.06 Borrowing

As Directors, the Steering Committee may from time to time:

- (a) borrow money on the credit of OUSA for the expressed purpose of maintaining OUSA's activities or operations; or

(b) charge, mortgage, hypothecate or pledge all or any of the real or personal property of OUSA including book debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed, or other debt, or any other obligation or liability of OUSA for the expressed purpose of maintaining OUSA's activities or operations.

13.07 Banking Arrangements

The banking business of OUSA, or any part thereof, shall be transacted on OUSA's behalf by such one or more Officers, the Executive Director or other person as the Steering Committee may designate, direct or authorize from time to time and to the extent thereby provided.

13.08 Execution of Instruments

Instruments requiring the signature of OUSA shall be signed by any two of the following three persons: the President, the Vice-President (Finance) or the Executive Director of OUSA. Any two Officers may certify under the corporate seal copies of any by-law, resolution, minutes or other document relating to OUSA and any Officer may sign a certificate under the seal of OUSA as to matters of fact in connection with OUSA within the purview of authority of such Officer. Instruments so signed shall be binding upon OUSA without further authorization of formality. The Steering Committee may at any time and from time to time direct the manner in which any person or persons by whom any particular instrument or instruments in general shall or may be signed. The corporate seal shall be affixed to any instrument on which the seal is required. For the purpose of this section, "instruments" include contracts, deeds, mortgages, transfers and assignments of any property of OUSA, proxies, obligations, certificates and any other documents.

13.09 Fiscal Year

The fiscal year of OUSA shall end on the 30th day of April in each year.

13.10 Financial Statements

(a) OUSA shall comply with the financial statement requirements of the Act, which are applicable to OUSA.

(b) Notwithstanding the generality of the foregoing, OUSA shall cause to be prepared the following financial statements:

- (i) Balance Sheet;
- (ii) Statement of Income and Expenses;
- (iii) Statement of Accumulated Equity; and
- (iv) Statement of Change in Financial Position.

(c) The financial statements of OUSA and the auditor's report thereon shall be published and made available for distribution to members of OUSA.

13.11 Access to Records, etc.

All financial records, budgets, auditor's reports and minutes of proceedings of the Steering Committee, Assembly or committees thereof, shall be made available for examination by any OUSA Member Association provided, however, no information or material shall be made available to third parties if such information would be deemed confidential or protected under legislation of Ontario or Canada or which would otherwise be protected by common law.

SECTION XIV: COMMITTEES, ROUNDTABLES & WORKING GROUPS

14.01 Committees

(a) The Steering Committee may from time to time, by a two-thirds vote of the Steering Committee, establish committees for such purposes as the Steering Committee may determine at the time of establishment. The power, duties and membership of such committees shall be determined by the Steering Committee. Such Committees shall continue to exist until such time as they are rescinded or repealed by a two-thirds vote of the Steering Committee.

(b) Standing committees may be created to bring together students in one type of post-secondary study, such as part-time or professional faculty students, to act on their particular concerns and advise the Steering Committee.

14.02 Working Groups

The Steering Committee or the Assembly may from time to time establish working groups for such purposes as the Steering Committee or the Assembly may determine at the time of establishment. The powers, duties and membership of working groups shall be determined by the Steering Committee, provided that such working groups shall cease to exist at the end of the fiscal year, unless renewed by the Steering Committee.

SECTION XV: AMENDMENT OF BY-LAWS

15.01 Regular Procedure

(a) The Steering Committee may, by resolution passed at a meeting of the Steering Committee, enact, amend or repeal any By-Laws not contrary to law, the Act or Letters Patent that regulate the affairs of OUSA.

(b) Except as provided in Section 15.06, any enactment, amendment or repeal of any By-Law by the Steering Committee shall be in force until the next available meeting of the Assembly, where the Steering Committee shall submit any such amendment, repeal or enactment of any by-law to the Assembly for ratification.

(c) Except as provided in Section 15.06 the members of the Assembly may, by resolution passed by a two-thirds majority and fifty (50) per cent, plus one, of the Member Associations present and voting at such meeting, confirm, reject or amend such by-law, amendment or repeal.

(d) Notwithstanding Section 15.01 (c), no act done or right acquired by the Steering Committee under such Section 15.01 (a) is prejudicially affected by any such rejection, amendment or other decision of the Assembly.

15.02 Notice of Amendment

Notice of a meeting of the Steering Committee or Assembly called to consider such resolution shall, in addition to the other requirements imposed by the By-Laws be given as follows:

(a) Notice of the full text of the proposed by-law shall be given to each member of the Assembly and to the members of the Steering Committee at fourteen (14) days prior to the date of the meeting called to consider the same.

15.03 Amendment of By-Laws by Requisition

(a) Twenty-five (25) per cent of the members of the Steering Committee, or twenty-five (25) per cent of the members of the Assembly (as evidenced by a petition in writing signed by such members) may requisition the Directors to call a meeting of the Steering Committee for the purpose of approving any enactment. Amendment or repeal of a by-law contemplated in Section 16.01 and upon deposit of such requisition, the Steering Committee shall forthwith call a meeting of Directors for the purposes set forth in such requisition.

(b) Where the Steering Committee does not within thirty (30) days from the date of the deposit of the requisition call and hold such meeting and pass such enactment, amendment or repeal and thereafter call a meeting of the Assembly for the purposes of confirming the same in accordance with the provisions of Section 16.01, then any of the requisitioners may call a meeting of the Assembly for the purposes of passing the enactment amendment or

repeal of the by-law as set forth in the requisition and such meeting shall be held within sixty (60) days from the date of the initial deposit of the requisition.

15.04 Calling of Meeting

(a) A meeting of the Assembly called by the requisitioners in accordance with the foregoing provisions shall be called as nearly as possible in the same manner as are provided for in Section 16.01. Where a by-law or resolution is passed by a two-thirds vote at a meeting of the Assembly called in accordance with the foregoing, either as set out in the requisition or as varied at such meeting of the Assembly, it is as valid and effective as if it had been passed at a meeting of the Directors duly called, constituted and held for that purpose.

(b) Any approval at such meeting of the Assembly shall require the votes of at least two-thirds of the members of the Assembly present and voting on the matter. Unless at the meeting called by the requisitioners the amendment, enactment or repeal of the by-law is rejected by the Assembly, then the requisitioners shall be reimbursed for all reasonable expenses incurred by them by reason of failure of the Directors to act in accordance with the provisions of the foregoing. Where the enactment, repeal or amendment of a by-law, in respect of which a meeting of Directors is requisitioned under this section is not passed or confirmed at a meeting of the Assembly, no requisition for a meeting of Directors in respect of a similar by-law or resolution shall be made for a period of at least two (2) years.

(c) The Steering Committee shall have the authority to amend any motion to bring it into conformity with law and this By-Law, provided that the intention of the motion shall not be substantially altered.

15.05 Effective Date

A by-law, amendment or repeal of a by-law shall not be enforced or acted upon until receipt of approval thereof from the Minister.

15.06 Approval by the Assembly

An Amendment, repeal or re-enactment of this By-Law shall be effective only upon approval thereof by fifty (50) per cent of the Member Associations and a two-thirds vote of the Assembly.

SECTION XVI: TRANSITIONAL PROVISIONS

16.01 Continuity of Assembly, Executive Committee and Officers.

The Assembly members, the President, Vice-President (Finance) and Vice-President (Administration) and the members of the Steering Committee of the Ontario Undergraduate Student Alliance in effect at the date of the enactment of this By-Law shall be deemed to be officers and the members of the Assembly and the officers and members of the Steering Committee of OUSA until their successors are elected or appointed pursuant to the provisions of this By-Law.

SECTION XVII: OPERATING POLICIES

17.01 Purpose

The Operating Policies shall outline the specific operations and activities of OUSA, according to the statements outlined in the By-Laws. The operations and activities shall include, but not be limited to: job descriptions, the research and policy process, fee levels, services and deliverables and internal financial processes.

17.02 Responsibilities & Powers of the Operating Policies

The Operating Policies shall be overseen by the Steering Committee. In the case of a conflict, the By-Laws shall always supersede the Operating Policies.

17.03 Approval & Amendment of Operating Policies

The approval or amendment of Operating Policies shall require a two-thirds majority of members at a meeting of the Steering Committee.

17.04 Review of the Operating Policies

Any changes to the Operating Policies shall be presented on an annual basis to the Assembly for review.

SECTION XVIII: DISSOLUTION

- 18.01 OUSA may be dissolved by:
- (a) a resolution approved by two-thirds majority of the Steering Committee; and
 - (b) a resolution approved by a two-thirds majority of the Assembly and a two-thirds majority of Member Associations at a meeting of the Assembly.
- 18.02 In the event of dissolution of OUSA, the dissolution resolution shall make provisions for the dispersion of the organization's assets.