



OCAD Student Union By-Laws

*By-laws relating generally to the conduct of the affairs of
the OCAD Student Union (the "Corporation")*

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

Table of Contents

Table of Contents	2
I. OCAD SU Principles	4
1. Land Acknowledgment	4
2. Anti-Oppression	5
3. Accessibility	5
4. Transparency and Accountability	6
5. Universal Design for Learning (UDL)	7
II. OCAD SU Participation	8
<u>Members</u>	<u>9</u>
6. Membership Conditions	9
7. Membership Dues	9
8. Membership Transferability	9
9. Termination of Membership	9
10. Effect of Termination of Membership	9
11. Discipline of Members	9
<u>Board of Directors</u>	<u>10</u>
12. Membership of the Board of Directors	10
13. Description of Positions of the Board of Directors	10
14. Vacancy in Office	13
15. Removal of Elected Members from Office	13
<u>Student Groups</u>	<u>14</u>
16. Student Groups of OCAD SU	14
III. OCAD SU Structure	14
<u>Board of Directors</u>	<u>15</u>
17. Description of the Board of Directors	15
18. Election of Directors to the Board	15
19. Term of Office of the Board of Directors	16
20. Electoral Guidelines	16
21. Calling of Meetings of Board of Directors	17
22. Notice of Meeting of Board of Directors	17
23. Quorum of Meetings of the Board of Directors	17
24. Decision Making and Votes to Govern at Meetings of the Board of Directors	17
<u>Meetings of the Members</u>	<u>17</u>
25. Notice of Members Meeting	17
26. Place of Members' Meeting	18
27. Persons Entitled to be Present at Members' Meetings	18
28. Chair of Members' Meetings	18

29. Quorum at Members' Meetings	18
30. Votes to Govern at Members' Meetings	18
31. Participation by Electronic Means at Members' Meetings	18
32. Members' Meeting Held Entirely by Electronic Means	18
33. General Members Calling a Special Members' Meeting	18
<u>Standing Committees of the Board of Directors</u>	<u>19</u>
34. Purpose of the Standing Committees of the Board of Directors	19
35. Finance Committee	19
36. Campaigns and Action Committee	20
37. Social Justice and Accountability Committee	21
38. Undergraduate Student Caucus	22
39. Graduate Student Caucus	22
IV. Corporate Standards	22
<u>Terms of Reference</u>	<u>22</u>
40. Interpretation	22
41. Corporate Seal	23
42. By-laws and Effective Date	23
43. Invalidity of any Provisions of this By-law	23
44. Method of Giving Any Notice	23
45. Administration of Documents	24
46. Omissions and Errors	24
<u>Finances</u>	<u>24</u>
47. Fiscal Year	24
48. Banking Arrangements	24
49. Borrowing Powers	24
50. Annual Financial Statements	24

I. OCAD SU Principles

1. Land Acknowledgment

OCAD SU recognizes the complexity of conducting a land acknowledgment. We recognize that a land acknowledgement alone is insufficient to enact our solidarity with Indigenous peoples. We are committed to a continual practice of acknowledging the land and giving thanks as part of our commitment and work to educate our members on the history of colonization, the Treaties and current sovereignty struggles in which Indigenous people are engaging. At the beginning of every members meeting, staff meeting, and meeting of the Board of Directors, a OCAD SU member will read the following statement:

The OCAD Student Union acknowledges the ancestral and traditional territories of the Mississaugas of the New Credit, the Haudenosaunee Confederacy of Six Nations, the Anishnaabe and the Huron-Wendat nations, who are the original caretakers of the land on which we stand. We give thanks to those nations who have lived on and protected this territory prior to and against colonization, and we also acknowledge and give thanks to those nations who have lived here since time immemorial on whose territory we now live.

Toronto is in the 'Dish With One Spoon Territory'. The Dish With One Spoon is a treaty between the Anishinaabe, Mississaugas and Haudenosaunee Confederacy of Six Nations that bound these nations to share the wealth of the territory and protect the land. Subsequent Indigenous Nations, Europeans and all newcomers have been invited into this treaty in the spirit of peace, friendship and respect. The OCAD Student Union is committed to building meaningful relationships with Indigenous peoples and encourages our members to attend OCAD SU presentations, exhibitions, and workshop that focus on decolonization, learning about our host nations, their laws and legal frameworks and how they apply to us.

2. Anti-Oppression

OCAD SU is committed to working within a framework of anti-oppression (anti-O) as stated below:

OCAD SU recognizes that there are histories and legacies of colonialism that impact and shape all social relations. The attack on Indigenous sovereignty through genocide, land theft, and continual settlement and the rise of capitalism have created power relations that oppress Indigenous law and legal frameworks. The attack on Indigenous Sovereignty is simultaneously an attack on Indigenous forms of social organization based on an equitable and sustainable land and social relations.

By anti-oppression we mean the practice of combating all forms of systemic oppressions based on nationality, race, ethnicity, creed, class, gender, sexual orientation, gender identity, gender expression, immigration status, country of origin, religion, mental health status, age, and ability. This practice of anti-oppression is rooted in the understanding that the Sovereignty of Indigenous Nations is preeminent and that the traditional knowledge and forms of social organization of Indigenous peoples are a counter balance to the forms of oppression we are opposed to. Our practice of anti-oppression is rooted in the decolonization of this territory in support of the traditional laws and legal frameworks of our host Indigenous nations.

These power inequities created by colonialism and capitalism, which are socially constructed or learned ideologies create hierarchical relationships that benefit settler or capitalist individuals or groups especially white, cis-gendered, european, and affluent individuals and groups, while marginalizing others, either implicitly or explicitly. Oppression occurs when a person or group is denied inherent rights as guaranteed by treaty or constitutional law, are excluded from opportunities for self development, disallowed full participation in society, and/or denied equal or equitable rights of the dominant group. Such limitations are not related to individual talent, merit or failure, but because of identity or membership to a particular group of people.

Deconstructing and ‘unlearning’ oppression is possible by engaging in ongoing conscious and active processes of challenging previously held personal and organizational values, beliefs, perceptions, and attitudes. Oppression is learned and therefore anti-oppression can be viewed as a process of identifying, deconstructing, and trying to ‘unlearn’ privilege and privileged narratives.

3. Accessibility

3.1 OCAD SU opposes all forms of ableism, the prejudice or discrimination against people with various physical, emotional, social and cognitive abilities. OCAD SU is committed to accessibility and seeks the meaningful participation of all of its members, and will work towards the elimination of all barriers that hinder participation of the general membership. OCAD SU is committed to fostering community and inclusion in adherence to the accessibility for [Ontarians with Disabilities Act](#) and the [Ontario Human Rights Code](#). OCAD SU events must be accessible for all members regardless of ability, and this accessibility must be communicated effectively.

3.2 All OCAD SU events advertising, including advertising for the Annual General Members Meeting and General Members Meetings, will include symbols and information on accommodation services available at said events. Accommodation services, such as American Sign Language interpretation, shall be available at OCAD SU General Members Meetings if it is requested at least two weeks before the meeting. OCAD SU aims to set out guidelines for the provision of accommodations for people with ‘disabilities’ while accessing OCAD SU events or services, while maintaining the dignity and autonomy of people with various abilities. The OCAD SU strives for accessibility through the incorporation of Universal Design while also acknowledging that, at times, individual accommodation may still be required. OCAD SU is committed to working with people with various abilities in the provision of accommodations in order to create an inclusive environment while maintaining respect, dignity, autonomy, and ensuring the environment is free from harassment and discrimination.

3.3 OCAD SU Shall provide Accommodations for persons with disabilities for OCAD SU events and Initiatives.

- I. Consult with those accessing events or initiatives to determine what accommodations they require;
- II. Educate staff, Board Members, and affiliates on their rights and responsibilities in relation to this policy;
- III. Provide resources in accessible formats whenever possible;
- IV. Ensure that people with various abilities have equal access to events and services provided by OCAD SU
- V. Advertise accessibility services on all promotional materials;
- VI. Maintain confidentiality of all personal information in relation to the request for accommodation. Any information pertaining to disabilities, reason for accommodation, and the provision of accommodation will not be shared without the expressed consent of the individual.

3.4 People requesting accommodations shall:

- I. Provide the required information about the accommodations they require to the Chair of the Social Justice and Accountability Committee;
- II. Contact OCAD SU in a timely manner to make a request for accommodations;
- III. Collaborate with the Social Justice and Accountability Committee as needed to identify accommodation needs and find creative solutions.

3.5 Inability to Accommodate

In some instances there may be an inability to accommodate as a result of undue hardship. Should this occur, OCAD SU is committed to exploring alternatives and finding creative solutions.

3.6 Dispute Resolution Process

In the event of where an accommodation issue has been repeatedly reported to the Social Justice and Accountability Committee with no satisfactory accommodation, the Board of Directors of OCAD SU will be responsible for negotiating a resolution that is satisfactory to all parties.

3.7 Training for Staff

OCAD SU will provide training to employees, volunteers and general members or will seek facilitation support from the Canadian Federation of Student (CFS) or other Student Unions. Training will include:

- I. An overview of the Accessibility for Ontarians with Disabilities Act, 2005 and the requirements of the customer service standard and the information and communication standard.
- II. How to interact and communicate with people with various abilities in a way that is Respectful.
- III. How to interact with people with various abilities who use an assistive device or require the assistance of a service animal or a support person.
- IV. What to do if a person with a disability is having difficulty accessing the OCAD SU services.

4. Transparency and Accountability

DEFINITIONS

i. Accountability - The principle that OCAD SU will be responsible to its members for decisions made and policies implemented on its behalf, as well as its actions or inactions.

ii. Transparency – The principle that OCAD SU actively encourages and fosters member participation and openness in its decision making processes. Additionally, transparency means that the Student Union's decision making process is open and clear to the general membership.

4.1 The Social Justice and Accountability Committee is responsible for:

- I. The administration of this bylaw;
- II. Reviewing this bylaw annually, or as required; and
- III. Making necessary adjustments to ensure that this bylaw meets the needs of the organization.

The Mediation and Investigation processes in this bylaw are intended as a last resort where all other avenues for resolution, both available to members through OCAD university and OCAD SU, have been exhausted. The intention of this bylaw is to provide OCAD SU with a means to resolve issues involving members, general, political, committee members, and members of the Board of Directors in a way that upholds OCAD SU principles of Decolonization and Anti-oppression.

4.2 OCAD SU acknowledges that it is responsible to provide good governance for its Membership and stakeholders in an accountable and transparent manner, which includes practices of transparency and openness as standards of good governance to enhance trust. These are achieved through OCAD SU adopting measures ensuring, to the best of its ability, that all activities and services are undertaken utilizing a process that is open and accessible to its members. In addition, wherever possible, OCAD SU will engage its members throughout its decision making process which will be open, visible and transparent to its members.

OCAD SU also acknowledges that there will be matters that due to their very nature must be considered at meetings that are not open to the public, and when these occasions occur, OCAD SU commits to acting in a manner that respects the Student Union Bylaws and Policies as well as upholds the mandate and its commitment to decolonization and anti-oppression.

4.4 Mediation

Wherever appropriate and possible, the parties to a complaint about a lack of transparency or accountability will be offered mediation prior to proceeding with an internal investigation. Mediation is voluntary and confidential. It is intended to assist the parties to arrive at a mutually acceptable resolution to a complaint. The mediator will be a neutral person, agreed upon by both parties. Each party to the complaint has the right to be accompanied and assisted during mediation sessions by a person of their choosing.

4.5 Investigation

If mediation is inappropriate or does not resolve the issue, an internal investigation will be conducted. All investigations will be handled by an individual who has the necessary training and experience. In some cases, an external consultant may be engaged for this purpose. The investigator will interview the person who made the complaint, the person the complaint was made against and any witnesses that have been identified. All people who are interviewed will have the right to review their statement, as recorded by the investigator, to ensure its accuracy. The investigator will prepare a report that will include:

- I. A description of the allegations, with specific description of about the breach of accountability and/or transparency, with reference to the Definitions of this policy;
- II. The response of the person the complaint was made against;
- III. A summary of information learned from witnesses (if applicable); and
- IV. A decision about whether, on a balance of probabilities, a breach of transparency or accountability did occur
- V. Make a recommendation as to a possible resolution or appropriate course of action. This report will be submitted to the Chair of the Social Justice and Accountability Committee. If it should be the case that the matter involves the Chair of the Social Justice and Accountability Committee, then the report will be submitted to the Director of Operations. Both parties to the complaint will be given a copy on request.

5. Universal Design for Learning (UDL)

5.1 Universal Design for Learning is a framework to improve teaching and learning for all people based on insights into the different ways in which people learn. UDL seeks to create a supportive learning environment by engaging peoples' affective, recognition and strategic networks.

Whenever reasonably possible, OCAD SU will strive to implement the principles of UDL into the work of the SU. OCAD SU will prioritize that all materials made available to the general membership adhere to UDL principles to make information and content accessible.

OCAD SU will focus on presenting information and content to the general membership in multiple ways that respects the diversity of ways with which individuals access and retain information and content.

5.2 OCAD SU will offer alternatives to auditory information and content information in recognition that auditory information and content conveyed solely through sound is not equally accessible to all members and is especially inaccessible for members with hearing disabilities, for members who need more time to process information, or for members who have memory difficulties. In addition, listening itself is a complex strategic skill that must be learned. To ensure that all members have access to OCAD SU information and content, options should be available for any information, including:

- I. Text equivalents in the form of captions or automated speech-to-text (voice recognition) for spoken language
- II. Visual diagrams, charts, notations of music or sound
- III. Written transcripts for videos or auditory clips
- IV. American Sign Language (ASL) interpretation for spoken English

5.3 OCAD SU will offer alternatives for visual information and content in recognition that visual representations are not equally accessible to all members, especially members with visual disabilities. To ensure that all members have equal access to information, options should be for non-visual alternatives should be available, including:

- I. Descriptions (text or spoken) for all images, graphics, video, or animations
- II. Auditory cues for key concepts and transitions in visual information
- III. Options for the transformation of information from text into audio
- IV. To ensure accessibility for all, key vocabulary, labels, icons, and symbols should be associated with an alternate representations of their meaning (e.g., an embedded glossary or definition, a graphic equivalent,

a chart or map). Idioms, archaic expressions, culturally exclusive phrases, and slang, should be translated.

- V. Pre-teach vocabulary and symbols
- VI. Highlight how complex terms, expressions, or equations are composed of simpler words or symbols
- VII. Embed support for vocabulary and symbols within the text
- VIII. Embed support for unfamiliar references within the text

5.4 Barriers and inequities exist when some members lack the background knowledge that is critical to incorporating or using new information. However, there are also barriers for members who have the necessary background knowledge, but might not know it is relevant. Those barriers can be reduced when options are available that supply or activate relevant prior knowledge, or link to the pre-requisite information elsewhere, such as:

- I. Anchoring instruction by linking to and activating relevant prior knowledge
- II. Pre-teaching critical prerequisite concepts through demonstration or models
- III. Bridging concepts with relevant analogies and metaphors

II. OCAD SU Participation

DEFINITIONS

“General Member” means any OCAD University student currently registered for a minimum of .5 credits per academic year.

“Political Member” means any OCAD University student who has graduated in the previous academic year.

Membership is in effect for one academic year. Political membership grants political members access to all services and programs directly administered by OCAD SU and all of the same rights and responsibilities to participate in all levels of decision making and development of OCAD SU equal to those of general members;

“Board of Directors” means the group of general and political members who have been elected to represent all of the members of OCAD SU and who are primarily responsible for the management of the Corporation and for accomplishing the work of the Corporation;

“Directors” means a general or political member who has been elected to a position of the Board, whether as an Executive Director or Representative. Directors fill the roles associated to the work of the Corporation;

“Representative” means a general or political member who has been elected to a position of the Board of Directors as representatives of a particular constituency. Representatives have responsibilities to their particular constituency or groups of OCAD University Students.

“Executive Director” means a general or political member who has been elected to the Executive branch of the Board of Directors and work closely with OCAD SU staff to ensure the regular operations of the Corporation;

“Officer” is someone, including but not limited to staff, who have been designated and approved by the Board of Directors to represent the Corporation. The Board of Directors will maintain a list of current officers that specifies their name, contact information, and the term of their designation as an officer of the Corporation;

“Good Standing” refers to general members and political members who have met the requirements of membership in the Student Union and adhere to OCAD SU policies, in particular to anti-oppression when engaging in OCAD SU meetings of the members, programs and activities.

Members

6. Membership Conditions

Subject to the articles, there shall be two groups of members in the Corporation. One group of membership in the Corporation shall be available to individuals enrolled in a minimum of .5 credits at OCAD University in an undergraduate or graduate degree program during the corporation's fiscal year. The second group of membership in the Corporation shall be available to individuals who were enrolled in an undergraduate or graduate degree program during the Corporation's previous fiscal year and is active for one fiscal year. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

Pursuant to [subsection 197\(1\) \(Fundamental Change\) of the Act](#), a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

7. Membership Dues

All undergraduate and graduate students of OCAD University enrolled in 0.5 credits or more will pay membership dues to the OCAD Student Union and Xpace Cultural Centre at the beginning of each fiscal year of the corporation and will be considered general members.

Amounts owing for membership dues to the OCAD Student Union will be recorded and communicated on the student's University fees account and collected by the University as a part of student Ancillary Fees.

8. Membership Transferability

Membership is non-transferable.

Pursuant to [Section 197\(1\) \(Fundamental Change\) of the Act](#), a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

9. Termination of Membership

A membership in the Corporation is terminated when:

- I. the member dies or withdraws their membership;
- II. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- III. the member's term of membership expires; or
- IV. the Corporation is liquidated and dissolved under the Act.

10. 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, automatically cease to exist.

11. Discipline of Members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds by special resolution:

- I. violating any provision of the articles, by-laws, or written policies of the Corporation;
- II. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- III. for any other reason that the board in its sole and absolute discretion considers to be reasonable,

adhering to OCAD SU's mandate and policies.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the Director of Operations, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion in writing.

The member may make written submissions to the Director of Operations, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Director of Operations, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation.

If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) 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.

Board of Directors

12. Membership of the Board of Directors

The Board of Directors shall consist of five (5) elected Executive Directors, seven (7) elected Representatives. Additionally, the Officers (the full-time staff of the Student Union), and the Director of XPACE Cultural Centre shall serve as a nonvoting members. No individual may hold multiple seats on the board.

The powers and duties of all other Officers of the Corporation shall be such that the terms of their engagement call for, or as 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.

13. Description of Positions of the Board of Directors

The Directors of the corporation who sit on the Board of Directors are as follows:

- I. Executive Director of Academic Affairs
- II. Executive Director of Campaigns & Advocacy
- III. Executive Director of Diversity & Equity
- IV. Executive Director of Graduate Studies
- V. Executive Director of Operations
- VI. Accessibility Representative
- VII. First Generation Representative
- VIII. Indigenous Student Representative
- IX. International Student Representative
- X. Mature & Part-time Student Representative
- XI. Black, Indigenous, and/or People of Colour (BIPOC) Student Representative
- XII. Sustainability Representative

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

- I. To be aware of and adhere to all OCAD Student Union By-laws, policies, and procedures;
- II. To be aware of and to respond to their constituents concerns and interests;
- III. To promote sharing of information and generating dialogue within programs, faculties, and the Student Union;
- IV. Attend Student Union Board meetings every 6-8 weeks;
- V. Work within the University to promote Student Union activities and projects.

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.

Duties and responsibilities of an executive director and representative are subject to approval by the OCAD Student Union Board of Directors and are outlined as follows:

i. Executive Director of Academic Affairs is elected by all members of the OCAD Student Union. Fulfills the role and responsibilities of Chair of the Communications Committee. Works internally with the Student Union and externally with the University to ensure all students' academic interests are being represented, that students' academic pursuits on campus are enhanced, and working to reduce academic barriers to keep high quality post-secondary education financially accessible. Serves as an advisor and administrative officer relative to any and all issues internally relating to academic affairs, and external matters in which the Student Union may participate. Liaises between students and the University, especially around academic policies, procedures, and grading practices. Organizes platforms for student feedback which can be used to advocate on behalf of students' academic interests. Promotes course evaluations on campus.

ii. Executive Director of Campaigns and Advocacy is elected by all members of the OCAD Student Union. Fulfills the role and responsibilities of Chair of the Elections Committee. Works externally on campaigns and advocates on behalf of the membership to work in accordance with our mandate both at the University level, as well as in the wider community. This Director will develop and implement campaigns that fall under the OCAD Student Union mandate around anti-oppression, decolonization, social justice, and equity, to be carried out on behalf of OCAD University Students. Recruits and oversees contributions of volunteers. Promotes and supports campaigns launched by other groups on and off campus with aligned interests, such as Student Groups, external organizations (such as Canadian Federation of Students, etc). Works on initiatives to raise awareness of social justice and global issues outside of the University.

iii. Executive Director of Diversity and Equity is elected by all members of the OCAD Student Union. Fulfills the role and responsibilities of Chair of the Social Justice and Accountability committee. This is mostly an internal position. The Director will work to ensure that the Student Union is representative of all equity-seeking students in daily operations and strategies to create greater diversity in the OCAD SU Community. Promotes anti-oppression, safer space, equity, and social justice on campus and OCAD SU. Helps promote SU initiatives like the Black, Indigenous, and People of Colour (BIPOC) Space. Works with the University to develop decolonizing curriculum, progressive consent and sexual assault policies among others. Promotes and supports events that project voices of underrepresented communities at OCAD University (such as Black Futures Month). Advances the autonomy of marginalized voices on campus while working with Board Representatives such as the International Student Rep, Accessibility Rep, Mature and Part-time Student Rep, BIPOC Student Rep, and Indigenous Student Rep to coordinate forums, campaigns or actions as required.

iv. Executive Director of Graduate Studies is elected by all graduate student members of the OCAD Student Union. Works internally with the Student Union and externally with the University to ensure Graduate students' academic, social, political, and professional interests are being represented, and works to reduce systemic barriers for Graduate Students. Communicates relevant information to Graduate Students regarding news, information, and updates about matters affecting Graduate Students on and off campus; Resolves issues raised by Graduate Students attending OCAD University. Issues may be related to all areas of graduate studies including but not limited to: academic policy governing graduate studies, curricula, research, work placements, advisor relationships, employment on campus, access to facilities, and graduate studies administration. Advocates on behalf of Graduate Students. Oversees and chairs the Graduate Students' Caucus while acting as the point of contact and liaison between the Graduate Students' Caucus and the Board of Directors.

v. Executive Director of Operations is elected by all members of the OCAD Student Union. Fulfills the role and

responsibilities of Chair of the Finance Committee. Oversees all major decisions that financially and legally impact the Student Union. Oversees the administration of the OCAD Health and Dental Plan, and reports to the Board of Directors on all relevant details of the plan as necessary including changes to cost and coverage. Ensures that the Student Union along with the Manager of HR and Administration is in compliance with the OCAD Student Union's HR Policies, for both the OCAD SU and Xspace, and acts as a resource to staff about personnel matters. Oversees Student Union Project Grants and Micro Grants, acts as a voting member on the Ancillary Fee Committee and regularly attends OCAD SU Board of Governors meetings.

vi. Accessibility Representative is elected by all members of the OCAD Student Union. This student will work with the Executive and other Representatives to advance accessibility on campus and help to break down barriers faced by students in accessing their education at OCAD U. This student will meet with the Executive Directors of Campaigns & Advocacy and Diversity & Equity outside board meetings to strategize around accessibility. This student will be expected to evaluate and make recommendations on the accessibility initiatives of the SU as well as liaise with the University's Office of Diversity, Equity, and Sustainability Initiatives (ODESI).

vii. First Generation Representative is elected by self-identifying First Generation members of the OCAD SU. This student will act as a representative for all students who are the first in their family to seek post-secondary education. They will work with Executives and the Manager of Advocacy Services to advance the rights of, and provide support for, first generation students on campus. They will encourage collaboration with the University's First Generation Student Department, Writing and Learning Centre and Indigenous Visual Culture Centre. This student will work with the Mature and Part-Time Student Rep to provide a welcoming environment and facilitate the creation of community at OCAD U.

viii. Indigenous Student Representative is elected by self-identifying indigenous members of the OCAD SU. This Indigenous-identified student will act as a representative for students on campus who identify as Indigenous. They have the ability to form an Indigenous Students Caucus and act as representative for that group. They will work with the Executive, Manager of Advocacy Services, and other constituency reps to create spaces that allow for Indigenous voices to be heard on campus and to advocate for greater decolonization of the University. This student may be expected to sit on the SU Grants Committee and assist in facilitating the SU Black, Indigenous, and Person Of Colour (BIPOC) Space.

ix. International Student Representative is elected by self-identifying international members of the OCAD Student Union. This international student will act as a representative for International students at OCAD U. They will work closely with the Executive and Manager of Advocacy Services to advance the international student experience at OCAD U, and engage international students with the SU. This student will work to open up cultural dialogue and sharing at OCAD U, Assist with advocacy, outreach, feedback collection (on academic & non-academic matters), as needed, and keep in contact with fellow reps to assist in SU initiatives.

x. Mature and Part-time Student Representative is elected by self-identifying Mature and Part time members of the OCAD SU. This mature or part-time student will act as a representative to students at OCAD U who identify as either, or both, part-time and mature (over the age of 25). This student will work with the Executive and Manager of Advocacy Services to advance the rights and autonomy of mature and part-time students on campus. This student will help to bring mature student (including Graduate and Undergrad) concerns to the board, and will work collaboratively with the First Generation representative to provide a welcoming environment and facilitate the creation of community at OCAD U.

xi. BIPOC Student Representative is elected by self-identifying BIPOC members of the OCAD SU. This BIPOC student will act as a representative for students on campus who identify as black, indigenous or persons of color. They will work with the Executive, Manager of Advocacy Services, and other constituency reps to create spaces that allow for marginalized voices to be heard on campus. This student may sit on the Student Union Grants Committee and assist in facilitating the SU Black, Indigenous, and Person Of Colour (BIPOC) Space.

xii. Sustainability Representative is elected by all members of the OCAD Student Union. This student will work with

the Executive and other Representatives to advance sustainable practices and decrease environmental impact/footprint of OCAD University. This student will meet approximately once per month with Campaigns & Advocacy and Diversity & Equity Executive Directors outside board meetings. This student will be expected to evaluate and make recommendations on sustainable environmental practices of the SU as well as sit on the University's Sustainability Committee in collaboration with the University's Office of Diversity, Equity, and Sustainability Initiatives (ODESI).

14. Vacancy in Office

A director or officer shall hold office until the earlier of:

- I. The end of their elected term.
- II. their resignation as a director,
- III. such director ceasing to be a member (if a necessary qualification of appointment), or;
- IV. such director's death.
- V. the director's removal from office. If the director has been removed from office they may not run for office again.

14.1 If an elected position becomes vacant in either Summer or Winter terms:

- I. The Elections Committee will compile a short list of candidates of members in good standing for the Board of Directors to review;
- II. an interim appointment will be made by the Board of Directors until the next scheduled By-or General Election.

14.2 If an elected position becomes vacant in the Fall term, there will be a by-election coordinated by the Elections committee. The polling period, polling stations and clerks will be determined and coordinated by the Elections Committee based on necessity and volume of candidates for the by-election.

- I. Such vacancies must be posted in the Student Union office at least three (3) weeks prior to the by-election.
- II. The nomination period for by-elections will be limited to ten (10) business days.
- III. All By-Laws are applicable to the by-election.

15. Removal of Elected Members from Office

15.1 Board of Directors

Any Executive or Director to the Board of the Corporation who is absent for multiple meetings of the board may be removed from their office upon adoption of a motion to that effect by the Board of Directors, if the absences meet any of the following conditions:

- I. Absent for two (2) or more meetings without being excused; or
- II. Absent for four (4) or more meetings, both excused and unexcused absences, where:
- III. Travel expenses could have reasonably been paid by the OCAD Student Union; or
- IV. The Director currently resides in the Toronto Region.

Members of the Board arriving more than 30 minutes late to a board meeting or leaving the meeting before its adjournment will be considered absent for that meeting. Members must request an excused absence from the Chair before each board meeting for which they desire to be excused, except under extenuating circumstances. Excused absences can be sought for late attendance or early departure from a meeting. The determination of excusal is at the discretion of the Chair, in conformance with the By-laws, Policies, and Procedures of the Corporation.

A Member shall be permitted to debate a motion to remove them from their seat brought under this subsection. Should such a motion to remove a Member be defeated, it may not be renewed at a future meeting of the Board unless that director is absent from a subsequent meeting of the Board without being excused. These rules are not suspendable.

15.2 Breach of Duty

The board shall have authority to suspend or expel any member from their elected office of the Corporation for any one

or more of the following grounds by special resolution, 2/3 vote:

- I. violating any provision of the articles, by-laws, or written policies of the Corporation;
- II. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- III. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from elected office of the Corporation, the Director of Operations, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion.

The member may make written submissions to the Director of Operations, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received, they may proceed to notify the member that the member is suspended or expelled from elected office in the Corporation.

If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) 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.

Student Groups

16. Student Groups of OCAD SU

A student group is any group whose current or intended membership is predominantly OCAD U students who share an interest in academic related pursuits, academic program-based issues, social and environmental justice and/or any collective representing the common interests of a specific group of students.

16.1 Student groups are semi-autonomous, self-governing collectives whose activities must coincide with the Ontario Human Rights Code and all OCAD SU policies. Student groups must be open to all OCAD SU members.

16.2 Student Groups are supported by the Social Justice and Accountability committee. The Social Justice and Accountability Committee will work with:

- I. the student groups to support their activities;
- II. the Finance Committee to make available funds to student groups; and
- III. Campus Life to facilitate student groups' access to OCAD SU facilities

III. OCAD SU Structure

DEFINITIONS

"meeting of members" includes all meeting of the voting members;

"ordinary resolution" means a resolution (or motion) passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"motion" means a proposal submitted by a member of the Corporation that meets the requirements of section [163 \(Member Proposals\) of the Act](#);

"regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"special resolution" means a resolution (or motion) passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution by general members in good standing with the union.

"Robert's Rules of Order" is a system of rules and procedures for running a meeting. Robert's rules of order uses specific language, such as referring to proposals as 'motions', and particular procedures for beginning and closing a meeting. OCAD SU utilizes Robert's Rules of Order as a standard process, however, members are encouraged to alter Robert's Rules of Order and/or make use of any other decision making process that supports a cooperative space while promoting OCAD SU principles of Anti-Oppression, Accessibility and Decolonization.

Board of Directors

17. Description of the Board of Directors

17.1 Purpose

The purpose of the Board of Directors is to manage and supervise the management of the activities and affairs of the Corporation.

17.2 Powers

- I. The Board of Directors of the Corporation shall manage the affairs of the Corporation and shall make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, generally may exercise all such other powers and do all such other acts as the Corporation is by its charter or otherwise authorized to exercise and do.
- II. Without in any way derogating from the foregoing, the Board of Directors is expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings, and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation for such consideration and upon such terms and conditions as they may deem advisable.
- III. The Board of Directors shall determine the date for the Annual General Meeting in the Fall and the Spring General Meeting of the Corporation.
- IV. The Board of Directors shall determine the Terms of Reference, Purpose and Powers of any other committees or subcommittees of the Board of Directors.
- V. The Board of Directors of the Corporation is responsible to review the finances of the Corporation, and approve its annual budgets.

17.3. Duties

The Board of Directors must, in addition to what is otherwise set out in the by-laws, policies, and the procedures of the Corporation, or in the Act:

- I. Familiarize themselves with the by-laws of the Corporation, board procedures, and the Act;
- II. Attend all Board meetings, Board orientation and trainings;
- III. Actively participate in decisions and strategy development.
- IV. Participate in two (2) committees.

18. Election of Directors to the Board

18.1 Election of Executive Directors by the Membership in General Elections

The General Membership of the OCAD Student Union elects the following five (5) Executive Director Positions to the OCAD Student Union Board of Directors:

- I. Executive Director of Academic Affairs
- II. Executive Director of Campaigns & Advocacy
- III. Executive Director of Diversity & Equity

IV.Executive Director of Graduate Studies

V.Executive Director of Operations

General Elections take place annually. Only graduates students are eligible to vote for the Executive Director of Graduate Studies. Candidates with the most number of votes cast by members eligible to elect a director in a duly called general election shall win their seat in office.

18.2 Election of Representatives by the membership in General Elections

The General Membership of the OCAD Student Union elects the following seven (7) Representatives to the OCAD Student Union Board of Directors:

- I.Accessibility Representative
- II.First Generation Representative
- III.Indigenous Student Representative
- IV.International Student Representative
- V.Mature & Part-time Student Representative
- VI.BIPOC Student Representative
- VII.Sustainability Representative

19. Term of Office of the Board of Directors

Each Director will be elected to hold office for a one-year term. Elections are to be held in the winter term, according to the schedule organized by the Elections Committee. Executive Directors and Representatives begin their positions in May each year, expiring on May 31st of each year.

20. Electoral Guidelines

20.1 General

- I. Nomination forms for any position must be signed by the nominee.
- II. Executive Directors must be nominated in writing by twenty-five (25) members in good standing.
- III. Representatives must be nominated in writing by twenty (20) members in good standing.
- IV. Nominations must be brought to the Student Union office during the nominations period.
- V. Only members in good standing can be nominated and no member may sign more than one nomination form.
- VI. If at the end of the nomination period only one (1) candidate is nominated, the executive, on the advice of the elections officers, shall declare the position filled by acclamation.

20.2 The campaigning for elected positions will take place using the following criteria:

- I. All campaigning print and online materials must coincide with the Ontario Human Rights Code and all OCAD SU policies.
- II. All posters, flyers, and images to be used for the purposes of campaigning by a nominee for the OCAD SU elections must be approved by the Elections Committee.
- III. Campaigning begins the day after nominations have been announced and ends five (5) days prior to voting.

20.3 The vote for elected positions will take place using the following criteria:

- I. Voting shall be held via a secured balloting website which shall be distributed by email;
- II. The election shall be held by secret ballot;
- III. The Election Committee shall ensure that a representative from the committee is present at the ballot site to respond to questions, comments and concerns regarding the elections process posed by OCAD SU general members;
- IV. Only one (1) vote per position is permitted per member which is limited by the secured balloting System;

- V. The Election Committee shall verify the vote count after the voting period has ended;
- VI. The elected officer(s) shall be based on the candidate(s) receiving the majority vote;
- VII. The candidate(s) for each position receiving the majority vote will be disclosed to all candidates and the Board of Directors via email prior to a public announcement. An announcement of the elected officer(s) will be made by the Chair of the Elections Committee at the next meeting of the members.

20.4 Training for New Board of Directors

Elected Directors begin a training period in May. During this time, newly elected Directors will participate in workshops, trainings, and presentations organized by the Elections Committee.

Newly elected Directors will support the current Directors to conduct the work of the Student Union. The purpose is to learn the day-to-day operations of the SU as well as the OCAD SU's by-laws and policies. Newly elected Directors however, do not have voting capacity until their training period is over.

During the training period, outgoing Directors will retain their voting rights. Starting June 1st, the incoming Directors will be granted voting rights. The first week of June will be a final visioning and transition period for the new Board of Directors.

21. Calling of Meetings of Board of Directors

Meetings of the board may be called by the Executive of the Board, or any five (5) Directors.

22. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a regular meeting of the board shall be given not less than seven (7) days before the time when the meeting is to be held, by electronic mail.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to holding the meeting, or if those absent have 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. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection [138\(2\) \(Limits on Authority\)](#) of the Act that is to be dealt with at the meeting.

23. Quorum of Meetings of the Board of Directors

Quorum is a simple majority, 50% +1 of the voting members of the Board.

24. Decision Making and Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, Roberts' Rules of Order will be used to conduct the business of the board. Every motion called to question shall be decided by a majority of votes. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the question shall be considered failed, as a majority of votes in favour was not cast.

Meetings of the Members

25. 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 telephonic, electronic, or other means of communication, during a period of twenty-one (21) to thirty-five (35) days prior to the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, a hard copy of the notice will be sent by mail, courier, or personal delivery.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

26. Place of Members' Meeting

Subject to compliance with section [159 \(Place of Members' Meetings\) of the Act](#), meetings of the members may be held at any OCAD SU location, on any OCAD University premises or within the Greater Toronto Area (GTA) as determined by the Board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

27. Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a meeting of members shall be those general and political members entitled to vote at the meeting, the Executive Directors, Representatives, Officers and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or by resolution of the members.

28. Chair of Members' Meetings

The Board of Directors may designate a person to chair the member's meeting. This person does not have to be a member.

29. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be twenty five (25).

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.

If quorum cannot be established after 45 minutes, the meeting will be canceled and a new meeting will be announced with a two (2) week notice requirement. If on the third attempt to hold a members' meeting within an academic year after waiting for 45 minutes there is a failure to establish quorum, then the Board can move forward with the business of the Student Union with the power of the general membership.

30. Votes to Govern at Members' Meetings

At any meeting of members every motion called to question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the motions. In case of an equality of votes either on a show of hands, on a ballot, or on the results of electronic voting, the vote shall be considered failed.

31. Participation by Electronic Means at Members' Meetings

Participation at meetings of members may not be by telephonic, electronic or other communication facility.

32. Members' Meeting Held Entirely by Electronic Means

Meetings of members may not be held entirely by telephonic, an electronic or other communication facility.

33. General Members Calling a Special Members' Meeting

The board of directors shall call a special meeting of members in accordance with [Section 167 of the Act](#), on written requisition of members carrying not less than 5% of the voting rights. If the board of directors does not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

Members are encouraged to reach out to Directors before organizing a Special Members Meeting to collaborate on how

to best facilitate member participation in OCAD SU.

Standing Committees of the Board of Directors

34. Purpose of the Standing Committees of the Board of Directors

The purpose of the Committees of the Board of Directors is to organize and facilitate the activities and programs of the Corporation.

34.1 Powers

- I. The Committees of the Board of Directors will organize and facilitate the activities, programs and work of the Corporation. The Board of Directors will govern and oversee the work of the committees.
- II. The Chair of each committee will be a member of the Board of Directors.
- III. The Board of Directors will determine the work, deadlines, purpose and powers of the committees and is responsible for reviewing the work of the Standing Committees of the Board of Directors.
- IV. The Chair and/or Facilitator may fill vacant positions of a committee by appointment.

34.2 Role of the Chair

- I. Serves as the principal liaison between the committee and the Board of Directors.
- II. Works with the Board of Directors and Staff to set an agenda for each committee meeting.
- III. Provides reports or presentations to the Board of Directors specific to the work of the Committee.

34.3 Role of the Facilitator

- I. Notifies members about the meeting. Provides notice of the time and place for the meeting of the standing committee. Provides no less than seven (7) days notice before the time when the meeting is to be held.
- II. Ensures minutes and handouts are prepared and sent to committee members no less than seven (7) days prior to the meeting.
- III. Provides an up-to-date calendar of activities and work deadlines

34.4 Committee Member Roles

- I. One committee position will be held by a member of the Board of Directors. This committee position can be filled by the Board of Directors by appointment.
- II. Committee positions are open to all members. General membership to a standing committee of the Board of Directors can be determined by the Chair of the committee. These committee positions shall be compensated with an honorarium to be determined by the Chair of the committee.

35. Finance Committee

Chair: Director of Operations

Staff: Finance Manager and a Representative of XPACE Cultural Centre

35.1 Role of Committee

The role of the Finance Committee is to provide financial oversight for the organization. This includes budgeting and financial planning, financial reporting, and establishing and monitoring financial policies and procedures and internal controls.

35.2 Budgeting and Financial Planning

- I. Oversee the development of the annual operating budget to be approved by the Board of Directors.
- II. Monitor adherence to the budget and recommend adjustments on a quarterly basis or as needed.
- III. Recommend to the Board of Directors short-term (2-5 years) and long-range (5-10 years) financial goals along with funding strategies to achieve them that fit with strategic and institutional priorities.
- IV. Evaluate requests for funding and oversee the distribution of Student Union grants and funds to the membership.

35.3 Reporting

- I. Develop a list of desired reports noting the level of detail, frequency, deadlines, and recipients of these

reports.

- II. Develop useful and readable report formats to present financial information.
- III. Present financial reports to the Board of Directors during Board meetings and the membership during Annual General Members' meetings and General Members' Meetings.
- IV. Each year, before the Annual General Meeting of the membership, the Chair of the Finance Committee, working with the Finance Committee, will publish:
 - A. A detailed summary of financial statements for the previous fiscal year, which will include any comments made by the auditors as to the Student Union's accounting procedures.
 - B. A detailed summary of the current annual budget for the Student Union.

35.4. Internal Controls and Accountability

- I. Recommend to the Board of Directors an independent licensed public accountant and the terms of engagement in respect of the audit.
- II. Recommend to the Board of Directors financial policies and procedures and internal controls.
- III. Monitor the adherence to and effectiveness of financial policies and procedures and internal controls.
- IV. Ensure that all financial records and minutes of the Finance Committee are up to date and available for review by governing bodies.

35.5 All funds received and distributed by the Student Union shall be administered under the oversight of the Finance Committee. The Finance Committee will ensure all financial transactions are recorded in a manner acceptable to the Board of Directors and in accordance with accepted accounting practices.

35.6 The Finance Committee shall make no financial commitments outside the amounts and scope allocated in the approved budget unless authorized by the Board of Directors or persons of specific designated authority.

36. Campaigns and Action Committee

Chair: Director of Campaigns and Advocacy

Staff: Manager of Advocacy Services, Outreach Coordinator

36.1 Role of the Committee

The role of the Campaigns and Action Committee is to advocate for and engage the OCAD Student Union membership to collectively address the issues students face.

The Campaigns and Action Committee recommends and executes relevant campaigns addressing student issues, social justice, decolonization, anti-racism, sustainability and any other concerns that are aligned with the OCAD Student Union mission and mandate.

The Campaigns and Action Committee will act as both a consulting body and working group (when necessary), able to carry out the work of the committee on campus or externally.

36.2 Campaigns

- I. All campaigns must be aligned with the OCAD Student Union mission and mandate.
- II. Campaign priorities are to be established based on consultation with student members, student groups, and other community stakeholders.

36.3 Outreach & Actions

- I. All campaigning material must respect principles of accessibility outlined in Article 3 of the OCAD Student Union By-Laws.
- II. All participants must receive Nonviolent Resistance; Protest Safety Training from the Student Union before actions to ensure the safety of all participating members.
- III. It is the responsibility of committee members to determine all risks of planned actions when creating an action plan.

36.4 Reporting

- I. The Campaigns and Action Committee Chair shall prepare and present a report at the Annual Members Meeting and at the General Members Meeting, detailing its completed activities throughout the term.

36.5 All campaigns are to be brought to the Executive Committee for discussion and decision. A majority vote is needed to validate the campaign.

37. Social Justice and Accountability Committee

Chair: Director of Diversity and Equity

Staff: Manager of Advocacy Services, Manager of HR and Administration

37.1 Role of Committee

The role of the Social Justice and Accountability Committee is to uphold the OCAD Student Union's anti-oppression and decolonization framework.

The Social Justice and Accountability Committee recommends and implements programs, workshops, trainings and other opportunities to enhance understanding of OCAD Student Union by-laws, policies and procedures, and the function of transparency, accountability, decolonization and anti-oppression within the organization.

The Social Justice and Accountability Committee administers, investigates and resolves all grievances involving its members. This includes overseeing grievances between members, student groups, staff and the Board of Directors. A grievance is any complaint, disagreement or dispute concerning the interpretation, application or alleged breach of any part of OCAD Student Union by-laws, policies and procedures, in particular those regarding transparency, accountability, decolonization and anti-oppression.

37.2 Decolonization

- I. Working with the Indigenous Caucus, will facilitate opportunities for staff and members to learn about the history of this land as well as the law and legal frameworks of our host nations.
- II. Working with the Indigenous Caucus, will facilitate spaces for Indigenous members to promote and organize events, talks and workshops on decolonization.

37.3 Anti-Oppression

- I. Facilitate opportunities for staff, Board of Directors and student members to learn about and become familiar with anti-oppressive practices.
- II. Create opportunities to develop anti-oppression initiatives as a part of OCAD Student Union services, outreach and events, while prioritizing the OCAD Student Union Safe(r) Space mandate.

37.4 General Training

- I. Recommend and implement trainings for staff and Board or Directors during onboarding and continual learning opportunities through their term.

37.5. Internal Grievances

- I. Recommend to the Board of Directors internal grievance policies and procedures.
- II. Monitor the adherence to and effectiveness of internal grievance policies and procedures.

37.6 Reporting

- I. The Social Justice and Accountability Chair shall prepare and present a report at the Annual Members Meeting and at the General Members Meeting, detailing its completed activities throughout the term.

38. Undergraduate Student Caucus

Chair: Director of Academic Affairs

38.1 Role of Committee

The role of the Undergraduate Student Caucus is to represent the interests of OCAD University undergraduate students.

38.2 Consultation

- I. The Undergraduate Student Caucus surveys program-specific concerns through a questionnaire on a semester basis, and relays those findings to the OCAD Student Union, Faculty Deans, program chairs and any other relevant channels when applicable.

38.3 Reporting

- I. The Undergraduate Student Caucus Chair shall prepare and present a report at the Annual Members Meeting and at the General Members Meeting, detailing its completed activities throughout the term.

39. Graduate Student Caucus

Chair: Director of Graduate Studies

39.1 Role of Committee

The role of the Graduate Student Caucus is to represent the interests of OCAD University graduate students.

39.2 Consultation

- I. The Graduate Student Caucus surveys program-specific concerns through a questionnaire on a semester basis, and relays those findings to the OCAD Student Union, the Dean of Graduate Studies, program directors and any other relevant channels when applicable.

39.3 Reporting

- I. The Graduate Student Caucus Chair shall prepare and present a report at the Annual Members Meeting and at the General Members Meeting, detailing its completed activities throughout the term.

IV. Corporate Standards

DEFINITIONS

"Act" means the Canada Not-For-Profit Corporations Act S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

Terms of Reference

40. Interpretation

In the interpretation of this by-law, 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.

41. Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the Director of Operations shall be the custodian of the corporate seal.

42. By-laws and Effective Date

Subject to the articles, 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 according to subsection [197\(1\) \(fundamental change\) of the Act](#) because such by-law amendments or repeals are only effective when confirmed by members.

43. Invalidity of any Provisions of this By-law

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.

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 articles, 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 in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- II. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- III. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or iv. if provided in the form of an electronic document in accordance with Part 17 of the Act.

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 fully or partly written, stamped, type-written or printed.

45. Administration of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring enactment by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which the person or persons by whom a particular document or type of document shall be administered. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any resolution, by-law or legal document of the Corporation to be a true copy thereof.

46. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board, 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.

Finances

47. Fiscal Year

The fiscal year end of the Corporation shall be from September 1 to August 31 in each year.

48. 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 or elsewhere 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.

49. Borrowing Powers

The directors of the Corporation may, without authorization of the members,

- I. borrow money on the credit of the corporation;
- II. issue, reissue, sell, pledge or enter a legal financial agreement to settle debt obligations of the corporation;
- III. give a guarantee on behalf and
- IV. mortgage, enter into a financial agreement, 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.

50. Annual Financial Statements

The Corporation shall make available to the members a copy of the annual financial statements and other documents referred to in subsection [172\(1\) \(Annual Financial Statements\) of the Act](#) by verbal and visual presentation at the Annual General Members' Meeting and General Members' Meetings as well as posting a copy - in non-editable format - of the document on the corporations website. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.