



# BY-LAWS

Revised: April 2018

## **BY-LAWS**

The by-laws governing the Seneca Student Federation Incorporated (S.S.F.) is a legal document dealing with the goals and objectives of the student governing body.

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## **BY-LAW NO. 1**

Being a by-law relating generally to the transaction of affairs of the

### **SENECA STUDENT FEDERATION INCORPORATED**

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the Seneca Student Federation Incorporated (hereinafter called the "Student Federation", the "Federation", and the "S.S.F.") as follows:

#### **1. OBJECTS**

1.01 The objects of the S.S.F. as set forth in its Letters Patent are for convenience reproduced here. They are as follows:

- (a) To represent the needs and interests of the student body of Seneca College of Applied Arts & Technology, (hereinafter referred to as "The College");
- (b) To serve as a liaison between the students of the College and the College administration, faculty, staff, other Seneca College student associations and society as a whole;
- (c) To provide the initiative for the promotion of cultural and social programs and the interests of all members of the corporation;
- (d) To administer the rights of all members of the corporation in student matters regardless of race, ancestry, place of origin, ethnic origin, citizenship, creed, sex, marital status, family status, record of offenses, mental or physical disability, sexual orientation, political affiliation or union membership of the individual;
- (e) To do all such things as are incidental or conducive to the attainment of the above projects.

PROVIDED, however, that it shall not be lawful for the corporation hereby incorporated directly or indirectly to transact or undertake any business within the meaning of the Loan and Trust Corporation Act.

## 2. INTERPRETATION

### 2.01 Definitions

In this by-law and all other by-laws of the S.S.F., unless the context requires otherwise:

- (a) "The Act" means the Corporations Act R.S.O. 1990, Chapter 95 or any statute which may be substituted therefore, as amended from time to time;
- (b) All words used in this by-law and defined in the Act shall have the meanings given to such words in the Act;
- (c) "Academic Year" as to be used in this by-law shall be from September 1<sup>st</sup> to August 31<sup>st</sup>.
- (d) "Active Members" means those full-time, daytime students who have paid a student membership fee remitted to the S.S.F. by the College as outlined in the Activity Fee Agreement, and who are candidates for a diploma or certificate or degree from the College and are registered and studying under one of the program divisions existing from time to time at the College;
- (e) "Board" means the Board of Directors of the S.S.F.;
- (f) "Board of Governors" means the Board of Governors of Seneca College of Applied Arts and Technology;
- (g) "College" means Seneca College of Applied Arts and Technology;
- (h) The "S.S.F.C." means the Seneca Student Federation Council, also referred to as Central Council or Central, which is made up of the President and the four Local Branch Council Vice Presidents;
- (i) "Council" means Local Level Branch Council (L.B.C.) and no other groups of students may identify themselves as a Council;
- (j) "Current G.P.A." means the Grade Point Average (G.P.A.) acquired in the most recent completed semester as recorded on the official college transcript;
- (k) "Full-time" means post-secondary students as defined according to the Ministry of Advanced Education and Skills Development (M.A.E.S.D.) guidelines. Provided that in the event that such member has reduced course load that qualifies as full-time, same shall be permitted hereunder.
- (l) "Indemnified" means paid for loss or damage;

- (m) "Letters patent" means the letters patent of incorporation of the S.S.F. as from time to time amended or restated;
- (n) "Person" includes individuals, bodies corporate, partnership, trusts and unincorporated associations;
- (o) Prima facie " case is one where there is obvious consensus by a show of hands;
- (p) Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neutral genders, and vice versa.

**3. HEAD OFFICE AND SEAL**

3.01 Head Office. The head office of the S.S.F. shall be at 1750 Finch Avenue East in the City of Toronto and Province of Ontario or at such other location in Ontario as the Board may from time to time determine by special resolution subject to the prior written consent of the member of the Executive Council to whom the administration of the Corporations Act is assigned by the Lieutenant Governor in Council.

3.02 Seal. The seal of the S.S.F. shall be in the form as engrossed hereon as follows:

**SENECA STUDENT FEDERATION INCORPORATED**

**4. MEMBERSHIP OF THE S.S.F**

- 4.01 Active Members. The S.S.F membership shall be comprised of full-time students of Seneca College who have paid the required membership fees for the current period.
- 4.02 Corporations, organizations and other such entities are not permitted to be members of the S.S.F.
- 4.03 Termination and Transfer of Membership. The interest of a member in the S.S.F. shall not be transferable and shall lapse and cease to exist upon his death or when he ceases to be a member of the S.S.F. Any member shall cease to be a member of the S.S.F. upon withdrawal, suspension or expulsion from the College, or upon failure to pay the membership fee each semester.



## **5. MEETINGS OF THE MEMBERS OF S.S.F.**

- 5.01 Annual Meeting. The Annual Meeting of Members shall be held on such day in each year and at such time and at such place at or in the vicinity of the College as the Board may from time to time determine for the purposes of receiving the financial statements and the Auditors' Report thereon, appointing auditors for the ensuing year, receiving the report of the organization, and transacting such other business as may be properly brought before the meeting.
- 5.02 Notice of Meeting. At least twenty one (21) but no more than fifty (50) days before the Annual Meeting, the Board shall cause a copy of the Financial Statements, the Notice of Meeting and the Auditors Report thereon to be published in the S.S.F. approved student newspaper, or any other comparable, approved S.S.F. publication to be posted in conspicuous places throughout the College in regard to the Annual Meeting and shall cause to be given individual notice to the members of the S.S.F. entitled to vote at such annual meeting.
- 5.03 Financial Documents. At least twenty-one (21) days before the Annual Meeting, the Board shall cause a copy of the Financial Statements and the Auditors Report thereon to be sent to members who have informed the corporation that they wish to receive a copy of these documents.
- 5.04 General or Special Meeting. The Board shall have the power at any time to call a General or Special Meeting of the members of the S.S.F. to be held on such date, at such time and at such place on or in the vicinity of the College, as may be determined by the Board. The same notices and/or publications shall be required as set out in Section 5.02 and shall state the general nature of the business to be transacted thereat.
- 5.05 One Hundred members (100) of the S.S.F. may by petition request a General or Special Meeting of the members of the S.S.F. Upon receipt and validation of the signatures, the Chair of the Board shall within thirty (30) days of receipt of the petition cause such meeting to be held and the same notices and/or publications shall be required as set out in Section 5.02.
- 5.06 Error and Omission of Notice. No minor immaterial error or omission in giving the notice of any meetings of the members shall invalidate such meeting, provided that notice of such would reasonably come to the attention of most students at the College.
- 5.07 Adjournment. Any meeting of the S.S.F. may at any time be adjourned as such adjournment is to any fixed time and place, no further notice shall be required of such adjourned meeting; otherwise, notice of the resumption of the meeting shall be given as for any meeting hereinbefore referred to in Section 5.02.
- 5.08 Chairperson. The Chairperson ("Chair") for any Annual General Meeting of members shall be appointed by the Board, by simple majority, and shall not lose their right to vote. The Board shall appoint a recording Secretary at any meeting of members.

- 5.09 Quorum. A quorum for the transaction of business at any meeting of members shall be not less than one hundred (100) Active members in person, each entitled to vote thereat, provided that for the purpose of adjourning a meeting, the presence of two members in person shall constitute a quorum.
- 5.10 Right to Vote. At a meeting of members, each member of the S.S.F. shall be entitled to one vote. The status of a person as a member shall be established by presentation of a valid student identity card or by such other means as may be determined by the Board.
- 5.11 Proxies. Voting by proxy shall be permitted for members. An individual shall be permitted to hold only one (1) proxy vote, and voting actions must be taken in the interests of members and consistent with the S.S.F. conflict of interest guidelines.
- 5.12 Scrutineers. At each meeting of members, one or more Scrutineers who need not be members of S.S.F. may be appointed by resolution of the meeting or by the Chair to serve at the meeting.
- 5.13 Meeting Procedure. Subject to the letters patent, the by-laws and the Act, the procedure at meetings of members shall be governed by Robert's Rules of Order.
- 5.14 Votes to Govern. Unless otherwise required by the letters patent or by-laws of the S.S.F. or by law, all questions proposed for the consideration of members at a meeting shall be determined by a majority of the votes cast.
- 5.15 Show of Hands. Subject to the provisions of the Act, any question at a meeting of members shall be decided by a show of hands unless a poll thereon is required or demanded as hereinafter provided. Upon a show of hands every member who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the Chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number of proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.
- 5.16 Polls. On any question proposed for consideration at a meeting of members and whether or not a show of hands has been taken thereon the Chair may require, or any member entitled to vote on a question may demand, a poll thereon. A poll so required or demanded shall be taken in such manner as the Chair shall direct. The requirement or demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll each person present shall be entitled to that number of votes provided by the by-laws and the result of the polls so taken shall be the decision of the members upon the said question. When a poll is taken the minutes of the meeting shall record the number of votes in favour of and against the said question.

5.17 Casting Vote. In case of an equality of votes at any meeting of members either upon a show of hands or upon a poll, the Chair of the meeting shall not be entitled to a second or casting vote and the resolution shall be deemed to be defeated.

**6. S.S.F. FEES**

6.01 Membership fee. The Board shall approve the S.S.F. membership fee annually. The College shall collect the approved membership fee from members and remit the membership fee to the S.S.F. in a manner consistent with the Activity Fee Agreement.

6.02 Miscellaneous Fees. The S.S.F. Board shall annually approve fees associated with student health & dental coverage, the student centre, and similar student services. The College shall collect the fee from members and remit the fee to the S.S.F. in a manner consistent with the Miscellaneous Fee Agreement.

## **7. BOARD OF DIRECTORS**

7.01 The Board of Directors (Board) shall be the governing body of the S.S.F. and supervise the management of the affairs of the S.S.F. Members of the Board shall act with diligence, honesty and with good faith in the best interest of the S.S.F.

Notwithstanding the generality above, the Board shall:

- (a) Amend or repeal any by-laws not contrary to law, the Act or the letters patent that regulate the affairs of the S.S.F. in accordance with the procedures outlined in Section 24;
- (b) Recommend the amount of the S.S.F. activity fee each year to the Board of Governors;
- (c) Determine the time and place of the Annual General Meeting and/or Special meeting of the members;
- (d) Appoint a Chief Electoral Officer for any necessary elections, approve the election policies and procedures;
- (e) Provide guidance and succession planning following a vacancy in the office of the President;
- (f) Ratify appointments to S.S.F.C. following any vacancy in the office of any S.S.F.C. member;
- (g) Approve Board's Policies;
- (h) Be responsible for approving any referendum of the members on any issue and determine the rules and procedures of each referendum;

7.02 The Board shall consist of seven (7) voting directors and eight (8) non-voting directors as defined below:

- (a) Voting directors:
  - (i) One (1) elected King campus student representatives;
  - (ii) One (1) elected Seneca@York campus student representatives;
  - (iii) One (1) elected Markham campus student representatives;
  - (iv) One (1) elected Newnham campus student representatives;
  - (v) Three (3) elected student representatives at large from all campus.

- (b) Non-voting directors:
  - (i) President S.S.F.;
  - (ii) Four (4) Vice Presidents S.S.F.;
  - (iii) Two (2) College Representatives or designates;
  - (iv) Executive Director, S.S.F. or designate;

7.03 The Board shall consist of the following positions:

- (a) The Chair of the Board, which shall be elected or appointed from amongst the Voting Directors (as defined in 7.02 (a)) at a meeting of the Board of Directors
- (b) The Vice Chair/Treasurer, which shall be one of the elected campus representatives and shall immediately assume the duties of the Chair in their absence or vacancy of office;
- (c) The Secretary, which shall be one of the elected campus representatives;
- (d) Directors at large.

7.04 Voting Directors. All voting Directors on the Board shall be:

- (a) Full time membership fee paying student enrolled in a Seneca College Diploma/Certificate or Degree programme registered in any of the Divisions that may exist from time to time at the College (except the President);
- (b) Duly elected to the Board;
- (c) Able to serve a complete term of office while at the college;
- (d) Obligated to abide by all S.S.F. by-laws, policies and procedures and Seneca College policies;
- (e) No director shall concurrently occupy any other elected, appointed or hired position within the S.S.F.

7.05 A quorum of the Board for the purpose of transacting any business shall be five (5) voting Directors.

7.06 Board of Directors Remuneration. The Directors of the Board shall not be paid any remuneration for their services as Directors of the Board. The directors may be

reimbursed for travelling or other expenses properly incurred by them in attending meetings of the Board or any Committee thereof.

7.07 Term of Office.

- (a) Voting directors shall be elected to hold office for a term not exceeding one (1) year and may be re-elected for only one (1) additional term. The term of office shall be twelve (12) months in length and shall run from May 1<sup>st</sup> to April 30<sup>th</sup>.
- (b) The Administration and Faculty Representation to the Board shall be appointed jointly by the college and S.S.F to hold office for a three (3) year term and may be reappointed. A vote of confidence with a simple majority vote will be held to confirm their appointment. Only those members outlined in 7.02 (a) shall vote.

7.08 Removal from Office. S.S.F. members may, by ordinary resolution at a special meeting of the membership, remove from office any voting director, except persons who are directors by virtue of their office. Additionally:

- (a) All voting directors shall be required to resign from office under the following circumstances:
  - (i) Termination of S.S.F. membership;
  - (ii) Inability to maintain a program and current G.P.A. of 3.0 or more;
  - (iii) Inability to serve a full term of office;
  - (iv) Where, during his term of office, a director is found to no longer be in good standing with Seneca College and the S.S.F.;
  - (v) Where, within any twelve (12) month period, a director attends less than fifty per cent (50%) of the regular meetings or is absent from three (3) consecutive meetings of the Board, the Board may, by simple resolution, declare this membership vacant;
  - (vi) If at any Board meeting a vote of non-confidence is moved against a director and the motion carried by a two-thirds majority.
- (b) All non-voting directors shall be required to resign from office under the following circumstances:
  - (i) Inability to serve a full term of office;
  - (ii) Where, during his term of office, a director is found to no longer be in good standing with Seneca College and the S.S.F.;

- (iii) Where, within any twelve (12) month period, a director attends less than fifty per cent (50%) of the regular meetings or is absent from three (3) consecutive meetings of the Board, the Board may, by simple resolution, declare this position vacant;
- (iv) If at any Board meeting a vote of non-confidence is moved against a director and the motion carried by a two-thirds majority.

7.09 Voting Director Vacancies. Upon the removal or completion of term of office in the voting director positions, all Seneca College students shall be notified and invited to indicate their candidacy for the appropriate position. The vacant positions shall be filled from the slate of nominated candidates by a vote of the existing Seneca college students through an election process.

7.10 Administrative and Faculty Appointee Vacancies. Upon the removal or completion of term of office in the administrative and/or faculty positions, the College and S.S.F. will jointly appoint another representative as outlined in 7.07 (b).



## **8. MEETINGS OF THE BOARD**

- 8.01 Meetings of the Board shall be held at the head office of the S.S.F. or any other place at the College or in special circumstances elsewhere in the City of Toronto or in the Province of Ontario upon resolution of the Board provided that:
- (a) The Board shall meet a minimum of once per month in each fiscal year;
  - (b) The Chair of the Board alone or at the request of any three (3) members of the Board may require the Chair of the Board to call a meeting of the Board; the request shall state the reason for the calling of the meeting, and the Chair shall call the meeting within three (3) business days of receipt of the said request;
  - (c) A notice of seven (7) business days shall be given for all Board meetings, preferably in writing but orally if necessary;
  - (d) Meetings of the Board will be conducted in accordance with Robert's Rules of Order;
  - (e) One hundred (100) members of the S.S.F. may by petition requisition a meeting of the Board and upon receipt and validation of the said signatures the Chair shall within three (3) business days of the validation of signatures call the meeting of the Board giving the requisite notice herein required. At the meeting of the Board, except as otherwise expressly provided for in these by-laws and by the Act, all questions shall be decided by a majority of votes of the Directors present and voting and in the case of an equality of votes the resolution shall be deemed to have been defeated. All Directors shall have one vote at Board meetings, and proxy voting shall not be allowed;
- 8.02 Open Meetings. All meetings of the Board shall be open to members of the Seneca Student Federation. Guests may be invited at the discretion of the Board.
- 8.03 In Camera Meetings. Where a matter is determined by the Board to be confidential, the part of the meeting concerning such confidential matter may be held in camera and attended by Board director only. Guests may be invited at the discretion of the Board.

**9. SENECA STUDENT FEDERATION CENTRAL LEVEL**

- 9.01 General. There is hereby created a central body of student government hereinafter referred to as the Seneca Student Federation Central (S.S.F.C) and this level of student government shall have as its mandate the facilitation of the objectives of the S.S.F.
- 9.02 The S.S.F.C. shall provide direction, information and guidance to the local branches.
- 9.03 The S.S.F.C. shall be obligated to receive and shall be a conduit to the College for such concerns, matters of importance, and decisions expressed and arising from the local branches.
- 9.04 The S.S.F.C. shall consist of five (5) voting Officers and three (3) non-voting Officers. Officers of the S.S.F. must also hold a position on the S.S.F.C.
- 9.05 Voting Officers of the S.S.F.C. The voting members of the S.S.F.C. shall consist of the following:
- (a) The President or designate;
  - (b) The Vice Presidents or designates of each local branch.
- 9.06 Non-voting Officers of the S.S.F.C. The non-voting members of the S.S.F.C. shall consist of the following:
- (a) Executive Director;
  - (b) Manager, Finance and Administration;
  - (c) Recording Secretary.
- 9.07 The S.S.F.C. shall consist of the following positions:
- (a) The Chair, which shall be the President;
  - (b) The Vice Chair/Treasurer, which shall be one of the Vice Presidents and shall immediately assume the duties of the Chair in his absence or vacancy of office;
  - (c) The Secretary, which shall be one of the Vice Presidents;

- 9.08 Voting Officers. All voting Officers on the S.S.F.C. shall be:
- (a) Full time membership fee paying students enrolled in a Seneca College Diploma/Certificate or Degree programme registered in any of the Divisions that may exist from time to time at the College (except for the President);
  - (b) Duly elected to the L.B.C.;
  - (c) Able to serve a complete term of office while at the college;
  - (d) Obligated to abide by all S.S.F. by-laws, policies and procedures and Seneca College policies;
- 9.09 Voting on Positions of the S.S.F.C. A voting quorum of Officers on position issues shall consist of student Executive Members (President/Vice-Presidents) or designates. Each S.S.F.C. voting member shall cast a single vote in a secret ballot format, for those members eligible to be placed into one of the three (3) positions set out in Section 9.07 until each position is occupied in turn. The majority of ballots cast shall determine the position. A vote of confidence shall be cast for each position.
- 9.10 Determination and Ballot. The vote shall be determined by secret ballot and shall be carried by simple majority of the voting officers.
- 9.11 Draw Results. In the event of a draw vote for a title, there shall be a second vote wherein those persons so chosen in the original draw vote shall remove themselves from the place of voting and shall not be permitted to vote in the second vote. Should the second vote once again produce a similar result, those persons so nominated shall not hold themselves out for such position but another shall be put forward for that position. The process shall be repeated until a majority is reached for that position. In the event that there are two remaining eligible persons only, for a particular position, then the Chair shall have the final casting vote which vote shall be in addition to the Chair's original vote cast.
- 9.12 The S.S.F.C. shall carry out all decisions of the Board and shall have specific powers and duties as provided in this by-law or as may be delegated to it from time to time by resolution of the Board.
- 9.13 The S.S.F.C. shall, subject to the approval of the Board, determine its own rules and procedures.
- 9.14 Decisions reached by the S.S.F.C. shall be reported to the Board in the next Board meeting and are subject to ratification at the said Board meeting, and the Board may take such further action on the decisions as it deems appropriate.

## **10. MEETINGS OF THE S.S.F.C.**

- 10.01 Meetings of the S.S.F.C. and procedures to be followed shall be those as outlined in Robert's Rules of Order.
- 10.02 The S.S.F.C. shall meet a minimum of (1) time per calendar month.
- 10.03 One hundred (100) members of the S.S.F. may by petition request a meeting of the S.S.F.C. and upon receipt and validation of the signatures the Chair of the S.S.F.C. shall within three (3) business days call a meeting of the Council giving the requisite notice.
- 10.04 Minutes of the meeting shall be produced subsequent to each meeting and a record of these minutes shall be retained in the Officer's and/or Coordinator's administrative files. Copies of the minutes of each meeting shall be posted in public places throughout the College.
- 10.05 The Officers may appoint the date in any month for regular meetings, and the Officers may designate the time and place at which such meetings are to be held. A copy of such resolution appointing such regular meeting shall be sent to each Officer and no other notice shall be required for any such regular meeting. Two (2) business days' notice of all other Officers' meetings shall be given, preferably in writing but orally if necessary, provided that in the event of an emergency, only twenty four (24) hours may be given.
- 10.06 Any voting member of S.S.F.C. may call a Council meeting through the Chair, and the said member must state the reason for such meeting.
- 10.07 The quorum of the S.S.F.C. for the purpose of transacting any business shall be and consist of four (4) voting elected and/or appointed members currently holding office, one of whom must be the President.
- 10.08 No accidental error or omission in giving notice of a meeting of Officers shall invalidate such meeting or invalidate any proceedings at such meetings. Any Officer may at any time waive notice of any meeting, and any elected or ex-officio member of S.S.F.C. may ratify and approve of any and all proceedings at any meeting.
- 10.09 Questions arising at any meeting of the S.S.F.C. shall be decided by a single vote from each campus plus the President. A vote at the S.S.F.C. shall be carried by a majority of the vote of the campuses. A question or submission to the S.S.F.C. that results in a draw vote shall be deemed to have failed. The vote of the campus at the S.S.F.C. meeting and the decision and minutes thereof, shall be reported to the respective L.B.C. In event of a failed question or submission, the results and the matters so discussed at the S.S.F.C. shall be conferred back to the L.B.C.
- 10.10 The Chair shall record the number of votes in favour of and against every motion upon which a record of vote is requested and the number of abstentions; if on any motion, in the absence the absence of the Chair and Vice Chair, the Chair's duties may be performed

by such other member that officers may from time to time appoint for that purpose and such a person shall retain his vote.

## 11. LOCAL BRANCH COUNCILS

11.01 General. There is hereby created four (4) Local Branch Councils (L.B.C.) and they are set out as follows:

- (a) King;
- (b) Markham;
- (c) Newnham;
- (d) Seneca@York.

11.02 Each L.B.C. shall be responsible for meeting the mandate of the S.S.F. on a day-to-day basis.

11.03 Each L.B.C. shall consist of four (4) voting members and three (3) ex-officio non-voting members:

- (a) Voting members:
  - (i) Vice-President;
  - (ii) Three (3) Coordinators.
- (b) Ex-officio non-voting members:
  - (i) President;
  - (ii) Executive Director;
  - (iii) Manager.
- (c) At the discretion of the L.B.C., the following may be added as non-voting:
  - (i) Such other persons as the L.B.C. may designate from time-to-time.

11.04 Voting Members. All elected members of L.B.C. shall be:

- (a) Full time membership fee-paying day students enrolled in a Seneca College Diploma/Certificate or Degree and registered in any of the program divisions that may exist from time to time at the College;
- (b) Duly elected to the L.B.C.;

- (c) Able to serve a complete term of office while at the College;
- (d) Entitled to Honoraria Remuneration as specified under remuneration Section 24;
- (e) Obligated to abide by all S.S.F. by-laws, policies and procedures and Seneca College policies.

11.05 Term of Office. Members shall be elected to hold office for one (1) term not exceeding one (1) year. The term of office shall be twelve (12) months in length and shall run from May 1<sup>st</sup> to April 30<sup>th</sup>. There shall be no limit to the number of terms a member can be elected. Term of office may be shortened per Section 13.

11.06 Should the position of Vice President become vacant, the L.B.C. will determine the acting Vice President.

## **12. MEETINGS OF THE MEMBERS OF THE L.B.C.**

- 12.01 Meetings of the L.B.C. and procedures to be followed shall be those as outlined in Robert's Rules of Order.
- 12.02 Members of the L.B.C. shall meet a minimum of two (2) times per month during the fall and winter semesters and a minimum of one (1) time per month during the summer semester.
- 12.03 A voting quorum of Coordinators shall consist of fifty (50) percent plus one (1), based on the total number of voting elected and/or voting appointed members currently holding office.
- 12.04 No accidental error or omission in giving notice of a meeting of Coordinators shall invalidate such meeting or invalidate any proceedings at such meetings.
- 12.05 Questions arising at any meeting of Coordinators shall be decided by a majority of votes. Each elected and appointed voting member is entitled to one vote, and the Chair may have one vote, and in the event of equality of votes, the motion or resolution is deemed to have failed.



### **13. REMOVAL FROM OFFICE**

13.01 All officers (except the Executive Director) and councillors shall be required to resign from office under the following circumstances:

- (a) Termination of S.S.F. membership;
- (b) Inability to maintain required program and current G.P.A.;
- (c) Inability to serve a full term of office;
- (d) If an officer or councillor fails to fulfill his duties and the motion is carried by a two-thirds majority of the Board at any meeting of the Board;
- (e) If at any Board meeting a vote of non-confidence is moved against an officer or councillor and the motion carried by a two-thirds majority;
- (f) Where, during his term of office, an officer or councillors is found to no longer be in good standing with Seneca College and the S.S.F.;
- (g) Where, during his term of office, an officer fails to attend two (2) consecutive S.S.F.C. meetings without a minimum of 24 hours' notice or a legitimate reason or under exceptional circumstances;
- (h) Where, during his term of office, an officer fails to attend three (3) S.S.F.C. meetings in total, without a minimum of 24 hours' notice or a legitimate reason or under exceptional circumstances;
- (i) Where, during his term of office, a councillor fails to attend two (2) consecutive L.B.C. meetings without a minimum of 24 hours' notice or a legitimate reason or under exceptional circumstances;
- (j) Where, during his term of office, a councillor fails to attend three (3) L.B.C. meetings in total, without a minimum of 24 hours' notice or a legitimate reason or under exceptional circumstances;

13.02 Upon occurrence of an officer or councillor removal from office, all Seneca College students shall be notified and invited to indicate their candidacy for the appropriate position. The vacant position shall be filled from the slate of nominated candidates by a vote of the existing Seneca college students.

**14. INTERESTS OF BOARD OF DIRECTORS AND OFFICERS IN CONTRACTS AND ARRANGEMENTS**

- 14.01 Subject to the provisions of the Act and by-laws of the S.S.F., every director or officer who is in any way directly or indirectly interested in a proposed or existing contract or arrangement with the S.S.F. shall declare such interest at a meeting of the Board of Directors and/or S.S.F.C. in accordance with the Act and shall refrain from discussing or voting in respect of the contract or arrangement. Failure to declare such interest may result in automatic termination of his office forthwith and/or termination of the contract or arrangement.
- 14.02 Provided such disclosure and restraint are complied with and if not otherwise prohibited by law, no director or officer shall be disqualified by his office from contracting with the S.S.F., nor shall any such contract be liable to be voided, nor shall any director or officer so contracted be liable to account for any profit realized from such contract.
- 14.03 Any consideration offered by the contracting party shall be immediately forfeited to the S.S.F and shall be the property of the S.S.F.
- 14.04 The member or party that has so declared a conflict of interest shall be removed from any vote or decision process regarding the contract or matter in conflict.

## **15. INDEMNITY OF BOARD DIRECTORS, OFFICERS AND COUNCILLORS**

- 15.01 Every Board Director, Officer and Coordinator of the S.S.F. and his heirs, executors, administrators and other legal personal representatives shall from time to time be indemnified and saved harmless out of the funds of the S.S.F. from and against:
- (a) Provided that they act within the scope of authority given to them by the S.S.F., all costs, charges and expenses whatsoever which such Board Director, Officer or Coordinator may sustain or incur in any action or proceeding which is brought in respect of any act, or thing whatsoever done, or permitted by the Board Director, Officer or Coordinator in or about the execution of the duties of his office, except such costs, charges or expenses as are occasioned by the Board Director, Officer or Coordinator's own wilful neglect or default or breach of any duty or responsibility imposed upon him under the Act or under any other Statute.
- 15.02 Subject to the provisions of the Act and by-laws of the S.S.F., the Board shall purchase and maintain such insurance for the benefit of its Board Directors, Officers and Coordinators.
- 15.03 Upon request of any Board Director, Officer or Coordinator so insured, a copy of the insurance policy shall be provided to that Board Director, Officer or Coordinator.
- 15.04 No Board Director, Officer or Coordinator shall be liable for the acts, receipts, neglects or defaults of any other Board Director, Officer, Coordinator or employee, or for the insufficiency or deficiency of any security in or upon which any of the monies of the S.S.F. shall be in good faith invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which monies, security or effects of the S.S.F. shall be deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or any other assets belonging to the S.S.F., or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his office in or relation thereto unless the same shall happen by or through his or her own wilful neglect or default.
- 15.05 The Board is hereby authorized from time to time to cause the S.S.F. to give indemnities to any Board Director, Officer, Coordinator or other person who has undertaken or is about to undertake any liability on behalf of the S.S.F.

## **16. ELECTIONS**

- 16.01 An Election to appoint the elected members of the Board, S.S.F.C. and L.B.C. shall be held during the period of March 1<sup>st</sup> to April 30<sup>th</sup> in each year. The election shall be conducted in accordance with established policies and procedures as approved annually by the S.S.F. Board.
- 16.02 Chief Electoral Officer. The Board shall appoint a Chief Electoral Officer to administer the conduct of any election or by-election. In the event there is a change in appointment of the Chief Electoral Officer, the Chief Electoral Officer shall submit to the Board for approval a summary of the procedures used in conducting any election or by-election.

**17. AFFILIATES**

- 17.01 There shall be affiliate organizations of the S.S.F. who shall be accountable to the L.B.C. and/or the S.S.F.C., as the case may be, and be subject to the by-laws of the S.S.F.
- 17.02 All affiliates must be approved by the L.B.C. and/or S.S.F.C., as the case may be, and may include members who do not pay the membership fee.
- 17.03 The Executive members of any affiliate organization shall be S.S.F. members who are Membership fee Members, as set out in accordance with the by-laws.

**18. COMMITTEES**

- 18.01 All Committees as sanctioned by the Board shall follow Robert's Rules of Order.
- 18.02 All Chairs or their designate of the various sanctioned Committees shall keep the Board informed of all matters concerning their particular committees.
- 18.03 All Chairs or their designate of any sanctioned Committee shall be the official representative of the Committee at the Board, L.B.C. or S.S.F.C.

**19. REFERENDA**

- 19.01 The Board may, at any time, initiate a referendum of the members on any issue.
- 19.02 Any active member may, at any time, initiate a referendum of the members on any issue by petitioning the Board in accordance with established policies and procedures as approved by the Board.
- 19.03 A referendum must be held in order to approve or reject S.S.F. admittance into a municipal, provincial, federal or international student-focused organization.
- 19.04 A referendum shall normally be held concurrently with the annual S.S.F. elections.
- 19.05 The Elections Committee shall administer any referenda that are introduced.

**20. FISCAL YEAR**

20.01 The fiscal year of the S.S.F. shall end on the 30th day of April in each year, unless determined otherwise by resolution of the Board and in accordance with law.



## **21. FINANCIAL STATEMENTS**

21.01 The S.S.F. shall comply with the Financial Statement requirements of the Act, which are applicable to the S.S.F. Notwithstanding the generality of the foregoing; the S.S.F. shall cause to be prepared the following Financial Statements unless otherwise determined by the Board:

- (a) Balance sheet;
- (b) Statement of Income and Expenses;
- (c) Statement of change and financial position.

21.02 The Financial Statements of the S.S.F. and the Auditor's Report thereon shall be published when available for distribution to members of the S.S.F. in accordance with the provisions hereof and shall be filed with the head office of the S.S.F. not later than six (6) months following the end of the S.S.F.'s fiscal year.

**22. BANKING, OPERATING BUDGETS AND SURPLUS/SHORTFALL**

22.01 The banking business of the S.S.F. or any part thereof, shall be transacted with such bank, trust company or other firm or body corporate as the Board may designate, appoint or authorize from time to time, and all such banking business, or any part thereof, shall be transacted on the S.S.F's behalf by such one or more officers or other persons as designated by the by-laws or as designated by the Board from time to time and to the extent thereby provided.

## **23. EXECUTION OF INSTRUMENTS**

- 23.01 Instruments and/or any other documents affecting the S.S.F in any way and/or requiring an authorized signature of the S.S.F, shall be executed by the President (Chair of S.S.F.C) and/or Vice President and the Executive Director of the S.S.F or any designate thereof. The Board may at any time and from time to time direct the manner in which any person or persons by whom any particular instrument, class of instruments or instruments in general shall or may be signed. In the absence of specific Board resolutions, no document executed by any Officer other than herein set forth shall bind the S.S.F.; and any director, council member or officer reporting alone without specific authority to bind the S.S.F. shall be considered to have acted wilfully and shall be personally responsible for any damages suffered by the S.S.F. The corporate seal shall be affixed to any instruments where the seal is required. For the purpose of this section "instruments" include contracts, deeds, mortgages, transfers and assignments of any property of the S.S.F., proxies, obligations, certificates and any other documents.
- 23.02 The Board may, by resolution, determine other alternative signing authorities.
- 23.03 The Executive Director may determine their alternative signing authorities.
- 23.05 Instruments for a term shall not exceed three (3) years.

**24. REMUNERATION**

24.01 The President shall be paid an annual salary as approved by the Board.

24.02 Voting L.B.C. members shall receive remuneration as approved by Board.

24.03 The allocation of any remuneration shall not place the S.S.F. in a deficit financial position.

24.04 Any L.B.C. or S.S.F.C. member shall be eligible for remuneration for the period they have served during the semester.

24.05 Approval of remuneration needs approval of two-thirds of the Board.

## **25. AMENDMENTS OF BY-LAWS**

25.01 The Board may by resolution passed by two-thirds of the Board present and voting at a meeting make, amend or repeal any by-laws not contrary to Law, the Act or the Letters Patent that regulate the affairs of the S.S.F. Notice of a meeting of the Board called to consider such a resolution shall, in addition to the other requirements proposed by these by-laws, be given as follows:

- (a) Notice of the full text of the proposed by-law amendment shall be given to each director at least fourteen (14) days prior to the date of the meeting called to consider same;
- (b) Summary of the proposed by-law amendment shall be published in any or all informational and promotional media utilized or employed by the S.S.F. as the Board may by resolution designate, at least fifteen (15) days prior to the date of the meeting called to consider same and the full text thereof shall be available, without cost, to any member of the S.S.F. upon request at the offices of the S.S.F.

**26. SUSPENSION OF THE RULES**

- 26.01 The Board may by resolution passed by two-thirds of the Board present and voting at a meeting of the Board approve a request to suspend a by-law or by-laws, provided that such suspension of the by-law would not be contrary to the Law, the Act or the letters patent.
- 26.02 Any suspension of the by-laws must be defined for a specific situation and therefore cannot be of a general nature. It must be shown to the Board's satisfaction that due to unusual circumstances a suspension of the rules is necessary to meet the objects of the S.S.F.
- 26.03 A suspension of the by-laws shall be valid only as long as the Board is satisfied that the situation warrants continuation of the suspension of the rules.

ENACTED this \_\_\_\_\_ day of \_\_\_\_\_

President \_\_\_\_\_

Secretary \_\_\_\_\_