SENECA STUDENT FEDERATION

BY-LAWS

Replace previous By-Laws on October 9, 2024

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SECTION 1 - GENERAL

This is the By-Law of the Seneca Student Federation Incorporated (SSF or the corporation).

1.01 Objects

The objects of the SSF as set forth in its Letters Patent are as follows:

(a) To represent the needs and interests of the student body of Seneca College of Applied Arts & Technology,

(b) To serve as a liaison between the students of Seneca and Seneca 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.

1.02 Definitions

In this By-Law and all other By-Laws of the SSF, unless the context requires otherwise:

(a) Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended, or re-enacted 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) "Active Members" means those full-time, daytime students who have paid a student membership fee remitted to the SSF by Seneca and who are candidates for a diploma or certificate or degree from Seneca and are registered and studying under one of the program divisions existing from time to time at Seneca.

(d) "Board" means the Board of Directors of the SSF

(e) "Board of Governors" means the Board of Governors of Seneca College of Applied Arts and Technology.

(f) "Full-time" means post-secondary students as defined according to the Ministry of Colleges and Universities (or successor Ministry as changed from time to time) guidelines, provided that in the event that such member has a reduced course load that qualifies as full-time, the member shall be considered Full-time.

(g) “Grade Point Average (GPA)” means values calculated by dividing the total points earned by the total units of credits attempted. Points are calculated by multiplying the value earned by the units assigned.

(h) “LBC” means Local Branch Council at King, Markham, Newnham, and Seneca@York consisting of a Vice President (who reports to the SSF President) and three (3) Coordinators (who report to their respective Vice President). LBC

shall be responsible for meeting the mandate of the SSF on their respective campus.

(i) "Letters Patent" means the letters patent of incorporation of the SSF as from time to time amended or restated.

(j) "Person" includes individuals, bodies corporate, partnership, trusts and unincorporated associations;

(k) "Seneca" means Seneca College of Applied Arts and Technology, operating as Seneca Polytechnic.

(l) “SSFC” means Seneca Student Federation Central which is a committee consisting of the SSF President and the Vice President of each LBC, the Executive Director, and the Manager, Finance and Administration.

(m) Words importing the singular number include the plural and vice versa.

1.03 Head Office and Seal

The head office of the SSF shall be at 1750 Finch Avenue East in the City of Toronto and Province of Ontario or at such other location in the City of Toronto as the Board may from time to time determine by ordinary resolution.

1.04 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Letters Patent or the Act, the provisions contained in the Letters Patent or the Act, as the case may be, shall prevail.

1.05 Execution of Contracts

(a) Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the corporation may be signed by the President or Vice President and the Executive Director or the Executive Director’s duly authorized designate. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. The President or Vice President or any Officer may certify a copy of any instrument, resolution, By-Law, or other document of the Corporation to be a true copy thereof.

(b) The Board may, by resolution, determine other alternative signing authorities.

(c) The Executive Director may determine in writing their alternative signing authority.

SECTION 2 - BOARD OF DIRECTORS

2.01 Duties of the Board of Directors

The Board shall be the governing body of the SSF and supervise the management of the affairs of the SSF Members of the Board shall act with diligence, honesty and with good faith and act in the best interest of the SSF.

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 SSF in accordance with the procedures outlined in Section 11.

(b) Recommend the amount of all SSF fees each year to the Seneca Board of Governors.

(c) Appoint a Chief Electoral Officer for any necessary elections; approve the election policies and procedures; and call elections as required annually during the period of March 1 to April 30, and any required by-election.

(d) Provide guidance and succession planning following a vacancy in the office of the President.

(e) Ratify appointments to SSFC following any vacancy in the office of any SSFC member.

(f) Approve and abide by all policies respecting board governance.

(g) Be responsible for approving any referendum of the members on any issue and determine the rules and procedures of each referendum. Further,

(i) the Board may, at any time, initiate a referendum of the members on any issue.
(ii) 5% of the active members 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.
(iii) A referendum must be held in order to approve or reject SSF admittance into a municipal, provincial, federal or international student-focused organization.
(iv) A referendum shall normally be held concurrently with the annual SSF elections.

(h) Fulfill such other duties and responsibilities as may be set out in a Board of Directors Terms of Reference approved by the Board from time to time.

2.02 Qualifications of the Voting Directors

All voting Directors on the Board shall be:

(a) Full time membership fee paying student enrolled in a Seneca Diploma, Certificate or Degree program that may exist from time to time at Seneca.
(b) Duly elected to the Board.
(c) Able to serve a complete term of office while at Seneca.
(d) Required to abide by all SSF By-Laws, policies, and procedures and Seneca policies.
(e) No Voting Director shall concurrently occupy any other elected, appointed, or hired position within the SSF.

2.03 Size and Constitution of the Board

The Board shall consist of seven (7) voting directors who shall have the right to vote, and eight (8) advisory members as defined below:

(a) Voting Directors:

(i) One (1) elected King campus student representative.
(ii) One (1) elected Seneca@York campus student representative.
(iii) One (1) elected Markham campus student representative.[1]
(iv) One (1) elected Newnham campus student representative.
(v) Three (3) elected student representatives at large from all campus.[2]

(b) Advisory members:

(i) SSF President
(ii) Four (4) SSF Vice Presidents [3]
(iii) Two (2) College Representatives or designates
(iv) SSF Executive Director or designate

2.04 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 1st to April 30th. All terms of office shall end on April 30th, regardless of the time of their election. For a Voting Director who resigns (explicitly or is deemed to have resigned) or is removed as a Voting Director, the time spent by such individual as a Voting Director shall count as a term.

(b) All elected SSF positions that report to the Board, either directly or indirectly, shall hold office for a term not exceeding one (1) year and may be re-elected to the same position for only one (1) additional term. The term of office shall be twelve (12) months in length and shall run from May 1st to April 30th. All terms of office shall end on April 30th, regardless of the time of their election. For any person who resigns (explicitly or is deemed to have resigned) or is removed from their position, the time spent by such individual in their role shall count as a term.

(c) An election to appoint the elected members of the Board, SSFC and LBC shall be held during the period of March 1st to April 30th in each year. The election shall be conducted in accordance with established policies and procedures as approved annually by the SSF Board.

(d) Seneca representatives to the Board shall be appointed jointly by Seneca and the SSF 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.

[1] Suspended effective January 1, 2025, until Seneca reopens the Markham campus. See BoD Minutes of November 21, 2024.
[2] Increased to 4 effective January 1, 2025, until Seneca reopens the Markham campus. See BoD Minutes of November 21, 2024.
[3] Decreased to 3 effective January 1, 2025, until Seneca reopens the Markham campus. See BoD Minutes of November 21, 2024.

2.05 Removal from Office

SSF members may, by ordinary resolution at a special meeting of the membership, remove from office any Voting Director. Additionally:

(a) All Voting Directors shall cease to hold office under the following circumstances:

(i) Immediately on termination of SSF membership.
(ii) Inability to maintain a G.P.A. as determined by the Board from time to time.
(iii) Inability to serve a full term of office.
(iv) Immediately where, during their term of office, a director is found to no longer be in good standing with Seneca or the SSF
(v) Where a director is absent from three (3) consecutive meetings of the Board, the Board may, by simple resolution, declare the seat to be 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.

2.06 Voting Director Vacancies

If a board vacancy occurs within the period prior to the established by-election period, the vacancy shall be filled through the by-election process. Any board seat that becomes vacant after the by-elections shall remain vacant for the duration of the term.

2.07 Administrative and Faculty Appointee Vacancies

Upon the removal or completion of term of office in Seneca Representative positions Seneca and SSF will jointly appoint another representative.

2.08 Committees

(a) Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board shall from time to time approve a committee structure setting out specific duties and responsibilities that will be published on the SSF website. The Board may dissolve any committee by resolution at any time.

(b) There shall be a Local Branch Council set out for each campus listed in 2.03 c) i) to iv), consisting of four (4) voting members as listed below:

i) Vice President
ii) Three (3) Coordinators

2.09 Board of Directors Remuneration

The Voting directors of the Board shall not be paid any remuneration for their services as Directors of the Board. Directors may be reimbursed for travelling or other expenses properly incurred by them in attending meetings of the Board or any Committee.

SECTION 3 - MEETINGS OF THE BOARD

3.01 Call of Meetings

The Chair of the Board alone may call a meeting of the Board.

3.02 Regular Meetings

(a) The Board shall hold regularly scheduled meetings at least 6 (six) times in each fiscal year.

(b) All regularly scheduled meetings of the Board shall be open to members of the SSF Guests may be invited at the discretion of the Board.

3.03 Notice

A notice of seven (7) business days shall be given for all regularly scheduled Board meetings, posted for SSF members on social media or other widely available mediums, in writing to board members, but orally if necessary.

3.04 In-Camera Meetings

Where a matter is determined by the Board to be confidential, the Board may convene a meeting of the Board to be held in camera at any time or determine the part of the regularly scheduled meeting concerning such confidential matter may be held in camera and attended by Board Directors only. Guests may be invited at the discretion of the Board.

3.05 Quorum of the Board

Quorum of the Board for the purpose of transacting any business shall be a simple majority of filled board seats.

3.06 Unscheduled Meetings

(a) The request of any three (3) Voting members of the Board shall 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, The Chair shall call the meeting within three (3) business days of receipt of the request.

(b) Five Hundred (500) members of the SSF may by petition requisition a meeting of the Board, and upon receipt and validation of the signatures the Chair shall within three (3) business days call the meeting of the Board giving the requisite notice. 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.

3.07 Voting

All Voting Directors shall have one vote at Board meetings, and proxy voting shall not be allowed. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

3.08 Participation by Telephone or Other Communications Facilities

If all of the Voting Directors consent, a Director may participate in a meeting of the Board or of a committee by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

SECTION 4 - FINANCIALS

4.01 Banking, Operating Budgets and Surplus/Shortfall

The banking business of the SSF 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, shall be transacted on the SSF'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.

4.02 Fiscal Year

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

4.03 SSF Fees

The Board shall approve the SSF membership fee and other associated student fees annually.

4.04 Remuneration (Of Executive and Council Members)

(a) The President shall be paid an annual salary as approved by the Board.

(b) Voting L.B.C. members shall receive remuneration as approved by Board.

4.05 Financial Statements

(a) The SSF shall comply with the Financial Statement requirements of the Act, which are applicable to the SSF. Notwithstanding the generality of the foregoing, the SSF shall cause to be prepared the following Financial Statements:

(i) Balance sheet
(ii) Statement of Income and Expenses
(iii) Statement of change and financial position.

(b) The Financial Statements of the SSF and the Auditor's Report shall be published when available for distribution to members of the SSF and shall be filed with the head office of the SSF not later than six (6) months following the end of the SSF's fiscal year.

SECTION 5 - OFFICERS

5.01 Officers

The Board shall elect the following officers from the Voting board members:

(a) The Chair of the Board, which shall be elected or appointed from amongst the Voting Directors (as defined in 2.03 (a)) at a meeting of the Board of Directors

(b) The Vice Chair who shall immediately assume the duties of the Chair in their absence or vacancy of office.

(c) The Treasurer who shall act as the Chair of the Finance and Audit Committee.

5.02 Duties of Officers

(a) The Chair: shall preside at meetings of members and at meetings of the Board of Directors. The Chair shall order that a meeting of the Directors be held when required or deemed necessary. The Chair shall be responsible for the guidance and monitoring of Board and committee activities between Board meetings.

(b) The Vice Chair: shall assume the duties of the chair in their absence.

(c) The Treasurer: shall be the chair of the Finance Committee and shall be responsible for ensuring appropriate oversight of relevant financial matters of the corporation.

(d) The President: shall be a non-voting member of the Board who has been elected by the members and is responsible for representing the interests of the student body at the Board, and assumes such specific duties and responsibilities as set out by the Board from time to time. The President shall report to the board on a regular basis.

(e) The Executive Director: shall be a non-voting member of the Board and is responsible to the Board of Directors for the management of the operations of the SSF. The Executive Director is responsible for implementing the strategic plan and other policies developed by the Board of Directors and for managing the operations of the SSF. The Executive Director shall report to the Board on a regular basis.

SECTION 6 – PROTECTION OF DIRECTORS AND OFFICERS

6.01 Indemnity of Board Directors, Officers, and Coordinators

(a) Every Board Director, Officer and Coordinator of the SSF and their heirs, executors, administrators and other legal personal representatives shall from time to time be indemnified and saved harmless out of the funds of the SSF from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment,

reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the corporation or other entity.

(b) The corporation shall not indemnify an individual under subsection (a) unless,

i) the individual acted honestly and in good faith with a view to the best interests of the corporation, and

ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

(c) Subject to the provisions of the Act and By-Laws of the SSF, the Board shall purchase and maintain such insurance for the benefit of its Board Directors, Officers and Coordinators.

(d) 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.

(e) 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 SSF 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 SSF 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 SSF, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of their office provided that they have: complied with the Act and the SSF's Letters Patent and By-laws; and exercised their powers and discharged their duties in accordance with the Act.

(f) The Board is hereby authorized from time to time to cause the SSF to give indemnities to any other person who has undertaken or is about to undertake any liability on behalf of the SSF.

SECTION 7 – CONFLICT OF INTEREST

7.01 – Conflict of Interest

(a) Subject to the provisions of the Act and By-Laws of the SSF, every director or officer who is in any way directly or indirectly interested in a proposed or existing contract or arrangement with the SSF shall declare such interest at a meeting of the Board of Directors. 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 their office and/or termination of the contract or arrangement.

(b) Provided such disclosure and restraint are complied with and if not otherwise prohibited by law, no director or officer shall be disqualified by their office from contracting with the SSF, 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.

(c) Any consideration offered by the contracting party shall be immediately forfeited to the SSF and shall be the property of the SSF.

(d) 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.

SECTION 8 - MEMBERSHIP OF THE SSF

8.01 - Active Members

The SSF membership shall be comprised of full-time students of Seneca who have paid the required membership fees for the current period.

8.02 Exclusions

Corporations, organizations, and other such entities are not permitted to be members of the SSF.

8.03 Termination and Transfer of Membership.

The interest of a member in the SSF shall not be transferable and shall lapse and cease to exist upon their death or when he ceases to be a member of the SSF Any member shall cease to be a member of the SSF upon withdrawal, suspension, or expulsion from Seneca, or upon failure to pay the membership fee each semester.

SECTION 9 - MEETINGS OF THE MEMBERS OF SSF

9.01 Annual Meeting.

(a) 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 Seneca 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. Meetings may be held in person or by electronic means or both.

(b) The business transacted at the annual meeting shall include:

(i) receipt of the agenda.
(ii) receipt of the minutes of the previous annual and subsequent special meetings.
(iii) report of the auditor or person who has been appointed to conduct a review engagement.
(iv) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year.
(v) Report on the election of Directors and other elected SSF positions; and
(vi) such other or special business as may be set out in the notice of meeting.

9.02 Special Meeting.

(a) The Board shall have the power at any time to call a General or Special Meeting of the members of the SSF to be held on such date, at such time and at such place on or in the vicinity of Seneca, as may be determined by the Board. The same notices and/or publications shall be required as set out in Section 10 and shall state the general

nature of the business to be transacted thereat.

(b) Notwithstanding Section 9.02 (a), any notice of a meeting of members at which special business is to be transacted must,
   (i) State the nature of that business to be transacted in sufficient detail to permit a member to form a reasoned judgment on the business and
   (ii) State the text of any special resolution to be submitted to the meeting.

(c) Five Hundred (500) SSF members may by petition request a General or Special Meeting of the members of the SSF Upon receipt and validation of the signatures, the Chair of the Board shall, within twenty-one (21) 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 Section10.

9.03 Notice of Meeting.

(a) At least twenty-one (21) but no more than fifty (50) calendar days before the Annual Meeting, the Board shall cause a copy of the Financial Statements, the Notice of Meeting and the Auditors Report to be published in the SSF website, or any other comparable, approved SSF social media.

(b) No minor immaterial error or omission in giving the notice of any meetings of the members shall invalidate such meeting, provided that such notice would reasonably come to the attention of most students at Seneca.

9.04 Quorum.

(a) A quorum for the transaction of business at any meeting of members shall be not less than one hundred (100) Active members in person or by electronic means provided their attendance and vote can be verified, provided that for the purpose of adjourning a meeting, the presence of two members in person shall constitute a quorum.

(b) If a quorum is present at the opening of a meeting of the members, the members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.05 Chairperson.

The Chairperson ("Chair") for any 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.

9.06 Right to Vote.

At a meeting of members, each member of the SSF 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.

(a) Votes to Govern. Unless otherwise required by the letters patent or By-Laws of the SSF or by law, all questions proposed for the consideration of members at a meeting shall be determined by a majority of the votes cast.

(b) 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 is required or demanded. 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 is required or demanded, a declaration by the Chair of the meeting that the vote upon the matter 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 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 matter, and the result of the vote so taken shall be the decision of the members upon the matter.

(c) Polls. On any matter proposed for consideration at a meeting of members and whether or not a show of hands has been taken the Chair may require, or any member entitled to vote on a question may demand, a poll. 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 member present shall be entitled to vote, and the result of the polls so taken shall be the decision of the members upon the said matter. When a poll is taken the minutes of the meeting shall record the number of votes in favour of and against the matter.

(d) 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.

9.07 Adjournment.

Any meeting of the SSF may at any time be adjourned for up to thirty (30) days to any fixed time and place, and 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 as referred to in Section10.

SECTION 10 – NOTICES

10.01 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to it.

10.02 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

SECTION 11 – ADOPTION AND AMENDMENTS OF BY-LAWS

11.01 Amendments of By-Laws

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 the Act or the Letters Patent that regulate the affairs of the SSF, 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 the matter.

(b) A summary of the proposed By-Law amendment shall be published in any or all informational and promotional media utilized or employed by the SSF as the Board may by resolution designate, at least fifteen (15) days prior to the date of the meeting called to consider the matter and the full text shall be available, without cost, to any member of the SSF upon request at the offices of the SSF.

(c) Any such By-Laws, amendment or repeal shall be effective from the date of the resolution of the Board until the next Meeting of the Members, where it must be confirmed, rejected or amended by the Members by ordinary resolution. If the By-Laws, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it is confirmed.

11.02 Suspension of the Rules

The Board may by resolution passed by two-thirds of the Board members 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 Act or the letters patent.

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 SSF.

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 _____

Board of Directors Chair: **_____**

President: **_____**