

Centennial College Student Association Incorporated

Approved by Full Board October 18, 2017

By-law #1

A By-law relating to the transactions of the affairs of the Corporation

Article I	Interpretation
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1. **Definitions and Interpretation:** In this By-law and all subsequent by laws and any Policy and Procedures of the Corporation, unless the context otherwise requires:
 - a) "Act" means the *Ontario Corporations Act* as from time to time amended and every act that may be substituted therefore;
 - b) "Board of Directors" or "Board" are used interchangeably and shall mean the Board of Directors of the CCSAI;
 - c) "College" means Centennial College;
 - d) "CCSAI", "Corporation" and "Association" shall be used interchangeably and shall mean the Centennial College Student Association Incorporated.
 - e) "Business Days" means a day other than a Saturday, Sunday or a statutory holiday in the province of Ontario.
2. **Head Office:** The head office of the Association shall be in the city of Toronto, in the province of Ontario.

Article II	SEAL
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1. **Seal:** The seal, an impression of which appears in the margin, shall be the seal of the Association.

Article III	Purpose
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1. **Purpose:** The purpose of the CCSAI Association shall be to:
 - a) represent and promote the needs and interests of activity fee paying students;
 - b) develop and maintain community and encourage cooperation among such students;

- c) serve as a liaison between such students and the College, other educational institutions and the broader community;
- d) provide and promote inclusive programs, activities and services that encourage student engagement and enrich student life;
- e) provide student leadership opportunities;
- f) promote an environment which is free from discrimination and harassment with mutual respect for the dignity and rights of each individual.

Article IV	Membership
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1. **Membership:** Each student who has paid the student activity fee, or who is serving a co-op work term, is a member of the CCSAI. Each member is entitled to the following:

- a) The right to one (1) vote in a general election for elected positions;
- b) The right to nominate candidates for any elected position of the Corporation;
- c) The right to stand for election and to hold office provided the member meets eligibility qualifications;
- d) The right to vote in any referenda called by the Board;
- e) The right to form or join a club or association under guidelines and policies established by the Board, unless this privilege is revoked by the Board;
- f) The right to receive benefit or benefit from any service offered by the association;
- g) The right to attend all meetings of the members, special meetings and meetings of the Board;
- h) The right to cast one (1) vote per motion at each meeting of the members.

2. **Fees:** Student activity fees may be set from time to time through the College's Compulsory Ancillary Fees Protocol.

Article V	Board of Directors
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1. **Board of Directors:** The Board shall be comprised of a minimum of seven (7) and a maximum of nine (9) elected, voting members as follows:

- a) A President; elected college wide;
- b) A Vice-President from Progress campus;
- c) A Vice-President from Morningside campus;

- d) A Vice-President from Ashtonbee campus;
- e) A Vice-President from Story Arts Centre;
- f) A Campus Director from Progress campus;
- g) A Campus Director from Morningside campus;
- h) A Campus Director from Ashtonbee campus;
- i) A Campus Director from Story Arts Centre.

The Board is also comprised of the following six (6) ex-officio, non-voting members;

- i. A club liaison;
- ii. An athletics representative;
- iii. A board development officer;
- iv. Two (2) student advocates;
- v. An events liaison.

In addition, the board is supported by two (2) ex-officio, non-voting members;

- a) The Executive Director/CEO of the Association: and
- b) A representative from the College.

2. Eligibility: In order to qualify for election and to serve on the Board of Directors, a member of the Association must:

- a) be a full-time student at Centennial College,
- b) be enrolled continuously through his or her term,
- c) be bondable,
- d) be 18 years of age or older at the time of taking office,
- e) have attained a Grade Point Average of 3.0 in their most recently completed academic semester,
- f) be registered in a college approved minimum number of courses related to full time status during the day, working towards a diploma, certificate or degree, for two out of three semesters of the academic year in which they are serving, or less if serving during their graduating semester
- g) be in good financial standing with the Association
- h) not be enrolled in a cooperative education/placement/internship program for more than three days per week, during their term in office,
- i) have satisfied the requirements for volunteer experience as per the CCSAI Volunteer Experience Protocol,

- j) be able to attend full board meetings and other Standing Committee meetings as scheduled
- k) not have been found to be in violation of this By-law for at least 365 calendar days.
- l) In the case of the President, a member of the Association must also;
 - i. have been a member of the Board of Directors since May 1 of the previous year,
 - ii. be available to work 35 hours per week,
 - iii. and be enrolled in a minimum of one professional development offering at Centennial College in at least two of three semesters in which they are serving
- m) not be suspended or expelled from the college.

3. Automatic Removal: Any member of the Board of Directors shall automatically cease to be a board member upon the occurrence of any of the following events:

- a) The board member ceases to satisfy the eligibility criteria set out in Article V.2, or (except in the case of a grade point average falling to 2.9 – in which case the student shall be placed on probation and have one term to increase their grade point average to 3.0)
- b) The board member is absent from three (3) regular and/or standing committee meetings of the board;
- c) The Board member violates these Bylaws and/or the Policies and Procedures of the CCSAI and/or the non-academic polices of the College.
- d) The board member becomes bankrupt or suspends payment of personal debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- e) The board member resigns by notice in writing;
- f) The board member is removed from office by the Board of Directors, in accordance with section V.4.

4. Suspension or Removal by Board of Directors: Any board member can be suspended or removed as a member of the Board of Directors before the expiry of their term of office, providing a motion is passed by at least **two-thirds (2/3) of the votes cast in person at a meeting of the Board (notice of which, specifying the intention of such a vote shall be given at a previous meeting of the Board)**. Reasons for the suspension or removal of any board member in accordance with these bylaws include, but are not limited to:

- a) Failure to perform duties as described in the board member’s job description, and/or such duties as have been delegated throughout the course of the term of office;

5. Filling Vacancies:

Provided there is a quorum of board members;

- a) Should the position of President become vacant, or not be filled in a general election, the newly elected Board shall, within fifteen (15) business days of taking office, appoint an interim President from among the Vice Presidents and shall hold office for the remainder of the term.
- b) Should any of the Vice President or Campus Director positions be vacant because of not being filled in a general election, the Board may, within ninety (90) business days of taking office, appoint a Vice President from among the Campus Directors, and shall commence the appointed position process for the selection of a Campus Director from that campus as per Board policies and procedures.
- c) Should the position of Vice-President become vacant, the Board shall, within fifteen (15) business days, appoint one of the Campus Directors from that campus to the position as per Board policies and procedures and;
- d) Should the position of Campus Director become vacant, the Board shall, within thirty (30) business days, commence the appointed position process to appoint a Campus Director from the membership of that campus, as per Board policies and procedures.

6. Honourariums: Each member shall be remunerated by way of Honourarium as determined by the Board’s Honourarium policy.

7. Terms in Office: The terms of office for the Board is May 1 to April 30. The position of President can be held for a maximum of two years consecutively (concurrently).

8. Restrictions: No individual shall hold two positions or portfolios on the Board simultaneously. No board member shall simultaneously be an employee of the Association.

9. Leave of Absence: The Board may, by majority vote following a request by a member of the Board of Directors, grant a leave of absence to the board member for a maximum of two meetings once per term in office.

Article VI	Meetings of the Board
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1. Meetings of the Board: Meetings of the Board will be held approximately once per calendar month, and shall have the discretion to call further such meetings, in

each case on at least seven business days' notice. The meeting schedule shall be set annually in the month of May.

- 2. Chairperson:** All meetings of the Board shall be chaired by the Chairperson.
- 3. Attendance:** Meetings of the Board will be open to the members of the Association unless the Board passes a motion for an agenda item to be moved or held in camera in accordance with a guideline established by the Board. Members of the Board of Directors are required to attend all meetings of the Board.
- 4. College Representation:** The College, through its representatives, shall hold/occupy one (1) ex-officio non-voting position as permanent observer to the Board meetings.
- 5. Invited Guests:** The President, Executive Director/CEO, or any Director may, from time to time, elect to invite a guest to a meeting to present material relevant to the agenda, with consent from President and Executive Director/CEO.
- 6. Agenda:** The President and the Executive Director shall prepare an agenda for each meeting incorporating all agenda items.
- 7. Minutes:** Minutes of all meetings of the Board shall be taken, including the decisions made during in camera sessions, provided that no minutes shall be official until approved by a majority vote of the Board at the next meeting. Official minutes of meeting shall be available for review by members.
- 8. Notice:** Notice of Board meetings shall be posted through Association media and facilities.
- 9. Voting Rights:** Each voting Director shall have one (1) vote on matters coming before the Board. Questions arising at a meeting of the Board shall be decided by two-thirds (2/3) majority of the votes cast on the matter.
- 10. Method of Voting:** Votes shall be taken by a show of hands unless a director requests that the voting be done by secret ballot. In the case of a tie, the Chairperson's vote will count as a tie breaker. It shall be noted in the minutes whether the resolution has been carried or defeated, the number of votes cast for and against the matter and any abstentions.
- 11. Rules:** Unless waived, Roberts Rules of Order shall apply to all such meetings.
- 12. Quorum:** A majority of the in person directors (50% plus one) shall constitute a quorum at a meeting of the Board of Directors. Proxies are not considered in establishing quorum.

Article VII

Goals and Duties of the Board

- 1. Administer Affairs:** The Board of Directors and the Executive Director/CEO of the CCSAI shall administer the affairs and the business of the Association. The Board, and the Executive Director/CEO, shall act with diligence, honesty and good faith in the best interest of the CCSAI. The Board of Directors is empowered to and responsible for;
 - a) Adhering to the Association's By-laws, Policies and Procedures and any other manual or agreements approved by the Board of Directors, all College policies, and all other applicable municipal, provincial and federal laws, and;
 - b) Managing the affairs of the Association through responsible governance and delegation;
 - c) Representing the student body in all matters affecting their common interest;
 - d) Accepting any revisions to the Bylaws as recommended by the Governance committee and to be presented to the Annual General meeting for ratification;
 - e) Approving any revision or additions to the Bylaws and policies;
 - f) Safeguarding the finances of the Association at all levels;
 - g) Approving the audited financial statements;
 - h) Approving the mission, vision, values and strategic direction of the Association:
 - i) Manage the performance of the Executive Director/CEO.

Article VIII

Meetings of the Members

- 1. Annual General Meeting (AGM):** The annual general meeting of members shall be held each year during the fall semester, between October 1st and November 30th, and on such day as the Board of Directors may from time to time determine, for the purposes of:
 - a) Hearing and receiving the reports and statements required by the Act to be read at, and placed before the annual meeting;
 - b) Receiving CCSAI election and appointed position results;
 - c) Approving the annual budget for the upcoming fiscal year;
 - d) Approving the audited financial statement from the previous fiscal year;

- e) Approving auditors with the consideration of the recommendation of the Board of Directors;
 - f) Approving any Board approved amendments to the Bylaws; and
 - g) For the transaction of such other business as may properly be brought to the meeting.
2. **Special General Meeting (SGM):** The Board may, by majority vote at a board meeting, call a special general meeting of the members at any time deemed necessary. The Board shall, at the request of the President and/or Executive Director/CEO call special general meetings of the Members.
 3. **Notice:** Not less than ten (10) days business notice of meetings shall be given to each member of any annual or special general meeting of members. Meetings shall be posted through association media.
 4. **Proxy:** A board member may, via means of a written proxy, appoint another voting member of the Association to attend and act at a general meeting of members, in the manner and to the extent authorized by the proxy. No member of the Board shall exercise more than ten proxies at a meeting of the members.
 5. **Quorum:** Seventy-five members of the Association, including members present by proxy, shall constitute quorum at a general meeting of the members.
 6. **Voting:** A simple majority of the votes cast by the members present, in person, or by proxy, shall determine all motions in meetings.
 7. **Chairperson:** The Chair of any general meeting shall be the Chair of the meetings of the board.

Article IX	Committees
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1. **Standing Committees:** The Association shall maintain two Standing Committees, each responsible for a specific functional area. The Standing Committees shall be the Governance Committee and Programming Committee. These committees shall function in accordance with their own terms of reference and in accordance with these bylaws.
2. **Ad Hoc Committees:** The Board of Directors may from time to time appoint committees, as it deems necessary or for such purposes and with such powers that the Board sees fit. Any such committee may formulate its own, subject to such regulations or directions as the Board may from time to time make. The Board may remove any committee member at any such time by resolution of the Board.

Article X	Clubs
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1. **Club Status:** The Association shall have sole authority to sanction, deny or extend club status to student groups operating at any or all of the College's campuses.
2. **Financial Support:** Upon receiving club status, a club shall be eligible to apply for financial support from the Association under the terms and conditions set out in the Club Policy as amended from time to time.

Article XI	President
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1. **President:** Reporting to the Board of Directors, the President is responsible for advising, guiding and enabling the Board of Directors and for performing other duties as described in the President's job description, Bylaws, and Policies and Procedures of the CCSAI.

Article XII	Executive Director/CEO
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2. **Executive Director/CEO:** The Board of Directors will hire from time to time an Executive Director/CEO for the Association and will delegate to the person full authority to manage and direct the business and affairs of the Corporation (except such matters and duties as by law must be transacted or performed by the Board of Directors and/or by the members) and to employ and discharge agents and employees of the Association or to delegate to that person any authority. The Executive Director/CEO shall conform to all lawful orders given by the Board of Directors of the Corporation as set forth in such policies as shall be determined from time to time by the Board of Directors, and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation.

The Executive Director/CEO is accountable to the Board acting as a Board and not to individuals on the Board. The Board shall instruct the Executive Director/CEO through written policies, delegating to them interpretation and implementation of those policies.

Article XIII	Finances of the Association
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1. **Fiscal Year:** The fiscal year of the Association shall be from April 1 to March 31.
2. **Budgets:** The Executive Director/CEO, in conjunction with the President, shall prepare and present an annual budget prior to the General Meeting — and shall submit it at such meeting of the Board of Directors and at the Annual General Meeting of members, and it shall be ratified, as amended if necessary, at each meeting.

3. **Signing Officers:** The Board reserves the signing authority for the Association and may delegate this authority as set forth in such policies as shall be determined from time to time by the Board of Directors.
4. **Audits:** The Board of Directors shall ensure that an audit is completed for each fiscal year. The members shall at a general meeting appoint an auditor to audit the accounts of the corporation to report to the members. The Executive Director/CEO shall regularly present financial statements at Board meetings.

Article XIV	Elections
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1. **Elections:** The members of the association shall annually elect the position of President, four (4) Vice Presidents and four (4) Campus Directors from among the member of the association. Yearly elections shall be held no later than April 1, and shall be conducted in accordance with Board policies and procedures.
2. **Qualifications:** All candidates for elected positions must meet the qualifications as set forth and outlined in Article V, Section 2 of this Bylaw in addition to the election guidelines set forth from time to time by the Board of Directors.
3. **Conduct of Elections:** The Board Development Officer shall be responsible for the conduct of all elections in accordance with this Bylaw and the Elections Policy and Procedure. The Board shall appoint the Board Development Officer through the Appointed Position Process. The Board Development Officer will be charged with monitoring the election process and reporting to the Board.
4. **Referenda:** The members of the Association may resolve issues by means of referenda following the terms and conditions as outlined in the Guidelines for Student Referenda.

Article XV	Amendatory Procedures
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1. **Amendatory Procedures:** These bylaws may be amended by a two-thirds (2/3) majority vote of the Board Directors and a subsequent majority vote made by the members present in person or by proxy at a General Meeting of the members of the Association, provided that the full text of such amendment is posted at all campuses of the College subsequent to approval by the Board of Directors but at least ten (10) business days prior to the vote of the members of the Association.
2. **Legal advice:** All amendments to these By-laws shall be referred to the Corporation’s legal advisor prior to membership approval.
3. **Policies:** The Board may prescribe supplementary policies, not inconsistent with these By-laws, relating to the governance of the Association, as they deem expedient which shall be binding upon the Association. Policies of the Association may be established or amended by a two-thirds majority vote at any meeting of the Board. Policies that govern the Board’s operation must be presented at a General Meeting of members.

1. **Indemnity of Directors and Officers:** Subject to the provisions of the Act, the Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation, or a person who acts or acted at the Corporation's request as a director or officer of another entity, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a director or officer of such Corporation or body corporate if:
 - (a) He or she acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
 - (b) In the case of a criminal or administrative action or proceeding that is enforced by monetary penalty, he or she had reasonable grounds for believing that his conduct was lawful.
2. **Insurance:** Subject to the limitations contained in the Act, the Corporation may purchase and maintain such insurance for the benefit of its directors and officers as such, as the Board of Directors may from time to time determine.