

Centennial College Student Association Incorporated

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Bylaw #1

A Bylaw relating to the transactions of the affairs of the Corporation

Article I	Interpretation
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1. **Definitions and Interpretation:** In this Bylaw and all subsequent Bylaws 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; with a focus on equity, inclusion and sustainability;
 - 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 support the nomination of 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

1. **Board of Directors:** The Board shall be comprised of a minimum of five (5) and a maximum of six (6) elected, voting/appointed 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 Vice-President from the Bombardier Centre for Aerospace and Aviation.

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

- i. The Executive Director/CEO of the Association: and
 - ii. A representative from the College.
2. **Eligibility:** In order to qualify to run for election and/or apply for an appointed position on the Board of Directors, excluding President, a member of the association must:
 - a) Be a full-time student at Centennial College, registered in a college approved minimum number of courses related to full-time status during the day, working towards a diploma, certificate or degree;
 - b) Be bondable;
 - c) Be 18 years of age at the time of taking office;
 - d) Have attained a GPA of at least 2.500 in their most recently completed academic semester;
 - e) Not be enrolled in a cooperative education/placement/internship program for a period of time in the week that would interfere with the board members ability to perform their duties during that;

- f) Meet all criteria as outlined in the CCSAI general elections/appointed position application
- g) Be in good standing with the College;
- h) Be able to attend all full board meetings and other meetings as scheduled;
- i) Not to be found in violation of this by-law for at least 365 calendar days;
- j) In the case of the Vice-President, members can only apply for the campus they are enrolled in.

3. In order to continue to serve on the Board of Directors, excluding President, the successful candidate/applicant must:

- a) Be enrolled continuously in a Centennial College approved full time program, working towards a diploma, certificate or degree for at least two out of three semesters of the academic year in which they are serving. One of the semesters in which they must be enrolled in is the winter semester of their term;
- b) In the event that a Board member is in their final semester and only enrolled part-time they may continue their term on the Board.
- c) Maintain a GPA of at least 2.500 in their most recently completed academic semester;
- d) Maintain good standing with the College;
- e) Not violate any of these Bylaws during their term of office;
- f) Attends all full board, general and special meetings of the CCSAI Board of Directors.

Eligibility for President:

The elected/appointed Board of Directors are eligible to run for the President.

In the case, no existing elected/appointed member runs for President, the Position will open to the following

- a) Student Advocates
- b) Advising Council Members
- c) Club Liaison
- d) Event Liaison

The following requirements need to be fulfilled by candidates for President at the time of nomination:

- a) Should be part of the Board at least since September 1st;
- b) Be available to work 35 hours a week upon taking office;
- c) Be registered as a full-time student at Centennial College; Board members may be enrolled part-time and run for President
- d) Be bondable;
- e) Have attained a GPA of at least 2.500 in their most recently completed academic semester;
- f) Be in good standing with the College;
- g) Meet all criteria as outlined in the CCSAI general elections/appointed position application;
- h) Be able to attend all full board meetings and other meetings as scheduled;
- i) Not to be found in violation of these Bylaws for at least 365 calendar days;
- j) Not be currently suspended or expelled from the College.

Criteria for President to continue to serve on the Board of Directors, they must:

- a) Complete a minimum of one professional development workshop/session at Centennial College/COLT or other Board development training in at least two or three semesters in which they are serving;
 - b) Not violate any of these by-laws during their term of office;
 - c) Attends all full board, general and special meetings of the CCSAI Board of Directors;
 - d) Be available to work 35 hours a week;
 - e) Not be currently 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 below 2.50 threshold outlined above – in which case the student shall be placed on probation and have one term to increase their grade point average to meet that threshold);
 - b) The board member is absent from three (3) regular meetings of the Board (excluding reasons of academic nature) without justification to the Board in an in-camera session;
 - c) The board member violates these Bylaws and/or the Policies and Procedures of the CCSAI and/or the non-academic policies 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. Board members removed in accordance to this provision cannot run and/or apply for a Board position within the current term and subsequent term.
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 until such time a selection committee appoints a new President from the current Board upon review of eligibility requirements.
 - b) Should any of the Vice President positions be vacant because of not being filled in a general election, the Board shall, within fifteen (15) business days of taking office, start the appointment process from the membership of 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, start the appointment process of the Vice-President from the membership of that campus.
- 6. **Honorariums:** Each member shall be remunerated by way of Honorarium as determined by the Board's Honorarium 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); if successfully elected.²
- 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 Directors
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Meetings of the Board: Meetings of the Board will be held at least once per calendar month, and shall have the discretion to call further such meetings, in each case on at least five business days' notice. The meeting schedule shall be set semesterly.

- 1. **Chairperson:** The Chair of the Board shall be the President as per the Board Chair Policy.
- 2. **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.
- 3. **College Representation:** The College, through its representatives, shall hold/occupy one (1) ex-officio non-voting position as permanent observer to the Board meetings.
- 4. **Invited Guests:** The President, Executive Director/CEO, or any board member 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.
- 5. **Agenda:** The President, Executive Director/CEO shall prepare an agenda for each meeting incorporating all agenda items.
- 6. **Minutes:** Minutes of all meetings of the Board shall be taken, including the decisions made during in camera sessions, provided that ~~no~~ minutes shall not be considered official until

approved by a majority vote of the Board at the next meeting. Official minutes of meetings shall be available for review by members.

7. **Notice:** Notice of Board meetings shall be posted through Association media.
8. **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.
9. **Method of Voting:** Votes shall be taken by a show of hands, or an alternative method, unless a director requests that the voting be done by secret ballot. 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.
10. **Rules:** Unless waived, Robert's Rules of Order shall apply to all such meetings.
11. **Quorum:** A majority of the directors present (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
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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 Bylaws, 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 and/or Special 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) Understanding their own role, setting targets for the organization, identifying risks, delegating work appropriately, assessing performance, practicing discipline in their roles, and reporting back to the membership.

Article VIII	Meetings of the Members
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1. **Annual General Meeting (AGM):** The Annual General Meeting of members shall be held each year during the winter semester, between March 1st and April 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 results;
 - c) Approving the annual budget for the upcoming fiscal year;
 - d) Approving auditors;
 - e) Approving any Board approved amendments to the Bylaws; and
 - f) 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 for the purposes of:
 - a) Hearing and receiving reports and statements;
 - b) Approving any Board approved amendments to the Bylaws; and
 - c) For the transaction of such other business as may properly be brought to the meeting.
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. **Ad Hoc Committees/Working Groups:** The Board of Directors may from time to time appoint/revise 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. Manage the performance of the Executive Director/CEO.

Article XII	Executive Director/CEO
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1. **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

Finance of the Association

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 a budget for the upcoming term of office 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 XIII

Elections

1. **Elections:** The members of the association shall annually elect the position of President, five (5) Vice Presidents from among the members 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 Elections Coordinator shall be responsible for the conduct of all elections in accordance with this Bylaw and the Elections Policy and Procedure. The

Association shall hire an Elections Coordinator. The Elections Coordinator 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

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 Bylaws 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 Bylaws, 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.

Article XVI

Protection and Indemnity of Directors
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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.