



CENTENNIAL COLLEGE STUDENT ASSOCIATION INC.

GENERAL OPERATING BYLAWS NO. 1

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GENERAL OPERATING BY-LAW NO. 1

A by-law to repeal and replace previous by-law, being a by-law relating generally to the transaction of the business and affairs of
CENTENNIAL COLLEGE STUDENT ASSOCIATION INC.
(the "Corporation")

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SECTION I**INTERPRETATION****1.01 Purpose**

The purpose of the CCSAI 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.

1.02 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise specifies or requires:

- a. "Act" means the *Not-for-Profit Corporations Act (Ontario)* (ONCA), including the Regulations, and any statute or regulations that may be substituted therefor, as amended from time to time;
- b. "Articles" means the articles of incorporation, restated articles, amendment, amalgamation, arrangement, continuance, dissolution, reorganization, revival, letters patent, supplementary letters patent or a Special Act of the Corporation, or any other similar documents;
- c. "Board" means the board of directors of the Corporation;
- d. "By-Laws" means this By-Law No. 1 and all other by-laws of the Corporation as amended and which are in force and effect at a given time;
- e. "Campus" means one of the following locations of the Institution- Downsview, Morningside, Progress and Ashtonbee;
- f. "Chair" means Chair of the Board;
- g. "College" means The Centennial College of Applied Arts and Technology;
- h. "Corporation" means Centennial College Student Association Inc.;
- i. "Director" means a member of the Board;
- j. "Extraordinary Resolution" means a resolution passed by at least eighty percent (80%) of the votes cast at a Special Meeting of Members;
- k. "Class A Member" shall have the meaning set out in Section 9;

- l. "Class B Member" shall have the meaning set out in Section 9;
- m. "CCSAI Non-Business Days" means any day of the week that the Institution does not schedule classes for full-time students;
- n. "CCSAI Business- Day" means a day of other than Saturday, Sunday or a statutory holiday in the province of Ontario.
- o. "Mandatory CCSAI Fees" are the fees collected by the College each Semester from all full-time and part-time students and provided by the College to the Corporation;
- p. "Meeting of Members" means either or both an annual Meeting of Members or a Special Meeting of Members;
- q. "Member" means a member of the Corporation;
- r. "Officer" means an officer of the Corporation appointed pursuant to Section 5;
- s. "Ordinary Resolution" means a resolution passed by a majority of votes cast on that resolution
- t. at a Meeting of Members;
- u. "Policy and Procedures" means the set of rules, policies, and procedures adopted by the Board, consistent with the By-Laws, for the conduct of the affairs of the Corporation, from time to time in force and effect;
- v. "Proposal" means a proposal submitted by a member that meets the requirements of Section 56 of the *Act*;
- w. "Registered Office" means the registered address of the Corporation as set out in its articles or in the most recent notice filed under the *Corporations Information Act*;
- x. "Regulations" means the regulations made under the *Act*, as amended, restated, or in effect from time to time;
- y. "Semesters" means, collectively, the academic terms of the Institution, being the "Fall Semester" beginning in late August or early September of each year, the "Winter Semester" beginning in January of each year, and the "Summer Semester" beginning in May of each year, and "Semester" shall mean any of them;
- z. "Special Meeting of Members" means a Meeting of Members that is not an annual Meeting of Members;
- aa. "Special Resolution" means a resolution passed by not less than two-thirds (2/3rds) of the votes cast on that resolution at a Special Meeting of Members;
- bb. "Student" means a full-time or part-time student of the College;
- cc. "Voting Members" shall mean Class A Members. Each Voting Member shall be entitled to one (1) vote.

1.03 **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 Articles or the *Act*, the provisions contained in the Articles or the *Act*, as the case may be, shall prevail.

1.04 Head Office and Seal

Head Office: The head office of the Association shall be in the city of Toronto located at 941 Progress Avenue, Scarborough, Ontario.

Seal: The Corporation may, but need not, have a corporate seal. If adopted, the seal shall be in the form and at such location as approved by the Board.

1.05 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. 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. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.06 Board Policies

The Board may adopt, amend, or repeal such board policies that are not inconsistent with Bylaws of the Corporation relating to the management and operation of the Corporation as the Board may deem appropriate from time to time. Any board policy adopted by the Board shall continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

SECTION II**BOARD OF DIRECTORS****2.01 Duties of the Board of Directors**

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

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 CCSAI in accordance with the procedures outlined in Section 11.
- b) Approve and recommend the amount of all CCSAI fees each year to the Centennial College Board of Governors.

- c) Appoint an Elections Coordinator for any necessary elections; approve the election policies and procedures; and call elections as required annually during the period of January 1 to March 31.
- d) Provide guidance and succession planning following a vacancy in the office of the President or CEO.
- e) Ratify appointments to CCSAI Committees following any vacancy in the office of any Committee member.
- f) Approve and abide by all policies respecting board governance.
- g) Representing the student body in all matters affecting their common interest;
- h) Safeguarding the finances of the Association at all levels
- i) Approving the mission, vision, values and strategic direction of the Association;
- j) 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.

Strategic Plan: The Board of Directors shall develop and implement a five (5)-year strategic plan. The strategic plan will define the Board and organization's vision, long-term goals, and overall direction of the organization. The Strategic Plan will be renewed every five (5) years. Only at the end of this five-year period, can a Board vote to discontinue the use of the strategic plan or make substantial changes to be implemented. In the 5th year of the strategic plan, the Board, will begin the renewal process, creating a new strategic plan, if necessary. Discontinuation of a strategic plan before its due to expire requires 2/3 majority vote by the board and a subsequent special resolution vote by the members of the corporation.

Board Action Plan: Each year, the board shall develop an annual action plan. The strategic plan will be used to develop an annual Board action plan. This action plan will outline specific steps to be taken to achieve short-term goals. The annual action plan must be developed in alignment within the framework of the five (5)-year strategic plan, the annual action plan must be approved before the last business day in July. Minor and substantial changes to the action plan can be implemented, if approved by 2/3 majority vote at a meeting of the Board.

2.02 Qualifications of Voting Director-at-large

All voting Directors-at-large on the Board shall be:

- a) Full time membership fee paying student (Class A) enrolled in a Centennial College Diploma, Certificate or Degree program that may exist from time to time at Centennial College.
- b) Duly elected or appointed to the Board.
- c) Able to serve a complete term of office while at Centennial College.
- d) Required to abide by all CCSAI By-Laws, policies, and procedures and Centennial College policies.
- e) No Voting Director shall concurrently occupy any other elected, appointed, or hired position within the CCSAI.
- f) Be 18 or more years of age;
- g) Be a member of the Corporation or shall become a member of the corporation within 10 days after the Director's election or appointment
- h) must be an individual (i.e., a human being);
- i) must not have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;

- j) must not have been found to be incapable by any court in Canada or elsewhere;
- k) must not have the status of bankrupt;
- l) must not be on Academic Probation (as defined by Centennial College Policy);
- m) must have and maintain a cumulative GPA of 3.0;
- n) must have completed at least one semester in a post-secondary program prior to nomination;
- o) must not have a relationship with another student association or student advocacy group, including as a member, director, or officer of such association or group, unless the association or group is an CCSAI sanctioned organization; and
- p) must not have previously resigned (explicitly or through deemed resignation), and must not have been previously removed from as a director, officer or appointed role of board.

Exceptions:

President: The President needs only to be a full-time fee-paying member (Class A) when appointed to serve a first term and may be an unenrolled student at Centennial College. The President must be able to work a minimum of 35 hours per week for the length of their term during regular business hours of the Association (Monday – Friday, 8 hours per day), and evenings and weekends as necessary. This includes, but not limited to; mandatory training sessions, internal and external meetings.

Chair: The Chair needs only to be a full-time fee-paying member (Class A) when appointed and may be an unenrolled student at Centennial College

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 no-voting members as defined below:

(a) Voting Directors:

- i. Chair of the Board
- ii. President
- iii. Director-at-large representing the Faculty of Integrated Health and Community Care (IHCC).
- iv. Director-at-large representing the Faculty of Global Business and Creative Industries (GBCI)
- v. Director-at-large representing the Faculty of Lifelong Learning and Industry Training (LLIT) Representative
- vi. Director-at-large representing the Faculty of Applied Sciences, Engineering Technology, Trades and Transportation (ASCENT³)
- vii. Director-at-large Indigenous Student Representative

(b) Advisory non-voting Members

- i. Chief Executive Officer/ Executive Director
- ii. College Representative or designate
- iii. Indigenous College Advisor (Eighth Fire)
- iv. Indigenous Student Representative
- v. Treasurer

- vi. Secretary
- vii. Chief Governance Relations Officer
- viii. Board Communications Officer

2.04 **Election/Appointments of Voting Directors**

The members of the association shall annually elect four (4) Directors-at-large, one (1) representative from each faculty from among the Class A 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. All candidates for elected positions must meet the qualifications as set forth and outlined in section 2.02 of this Bylaw in addition to the election guidelines set forth from time to time by the Board of Directors. 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.

Chair: The Chair of the Board shall be appointed by the Board of Directors from among eligible individuals who are outgoing or former Directors who have served within the past (3) three years, current or former Representatives, Vice Presidents, the Secretary, the Treasurer, or Committee Chairs. The election/appointment process, as well as the roles and responsibilities of the Chair, shall be outlined in the *Chair of the Board of Directors Policy*. No individual shall serve more than two (2) terms as Chair.

President: The President shall be appointed from among eligible Directors-at-large, Vice Presidents, Treasurer and Secretary. If there are no eligible or qualified candidates from among the Directors-at-large, Vice Presidents, Treasurer or Secretary, then eligible CCSAI committee members may be considered for appointment. If there are no eligible or qualified CCSAI Committee member, a formal call-out for application must be made to all outgoing/graduating CCSAI Class A Members. The process of appointment shall be done through a vote of confidence as outlined in the organization's "vote of confidence policy". No individual shall serve more than two (2) terms as President.

Director-at-large: Voting Directors-at-large representing a faculty shall be elected by Class A members of the corporation to hold office for a term not exceeding one (1) year and may be re-elected for only one (1) additional term.

Director-at-Large Indigenous Student Representative: As part of an ongoing and mutually beneficial partnership between CCSAI and its Indigenous members, CCSAI shall observe the results of an elective process mutually agreed upon by the Board of Directors and the College Indigenous Office (Eighth Fire):

- (a) The board shall appoint one (1) Indigenous Student Director to the CCSAI Board.
- (b) Once a process is agreed upon it will remain in place until one or both parties say otherwise.
- (c) The Indigenous Student Director position will run concurrently with all other Director positions.
- (d) The Indigenous Student Director Position will have all the same obligations, powers, and duties as other Directors, including the right to vote.

- (d) The Eighth Fire Director or designate will submit a written confirmation of the Indigenous Student appointee,
- (e) The Indigenous Student Director shall be considered as an appointed Director.

2.05 Appointment of Advisory Non-Voting Board Members

The Chief Executive Officer/Executive Director: The board shall appoint a Chief Executive Officer/Executive Director by two thirds (2/3) majority vote of the directors present, following a formal hiring process in accordance with the board's ED/CEO Hiring Committee Policy.

College Representative: The board shall appoint one (1) representative from the College by simple majority vote of the directors upon written recommendation from the College.

College Representative (Indigenous Advisor): The board shall appoint one (1) Indigenous Advisor/ College Representative by simple majority vote of the directors upon written recommendation from the college's Indigenous Centre (Eighth Fire).

Indigenous Student Representative: The board shall appoint one (1) Indigenous Student Representative by simple majority vote, upon written recommendation from the college's Indigenous Centre (Eighth Fire).

Treasurer: The board shall appoint a board treasurer by simple majority vote upon written recommendation from the President, following a formal hiring process.

Secretary: The board shall appoint a board secretary by simple majority vote upon written recommendation from the President, following a formal hiring process.

Chief Governance Relations Officer: The board shall appoint a Chief Governance Relations Officer by two thirds (2/3) majority vote of directors present, following a formal hiring process in accordance with the board's CGRO Hiring Committee Policy.

Board Communications Officer: The board shall appoint a Board Communications Officer by simple majority, upon recommendation from the President, following a formal hiring process.

2.06 Term of Office

- a) Voting Directors shall be elected/appointed to hold office for a term not exceeding one (1) year and may be re-elected/re-appointed 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/appointment. 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) An election to appoint the elected members of the Board, shall be held during the period of February 1st to March 31st in each year. The election shall be conducted in accordance with established policies and procedures as approved annually by the CCSAI Board. All election related policies and procedures must be approved no later than December 31st each year and cannot be amended between January 1st and March 31st.
- c) Centennial College representatives to the Board shall be appointed jointly by the College and the CCSAI to hold office for a two (2) year term and may be reappointed. A vote of confidence with a simple majority vote will be held to confirm their appointment.
- d) The Chief Executive Officer/Executive Director shall serve a term not exceeding five (5) years, subjected to board approval and yearly performance evaluations conducted by the board of directors in accordance with board governance policies.
- e) The Chief Governance Relations Officer shall serve a term not exceeding five (5) years subjected to board approval and yearly performance evaluations conducted by the board directors in accordance with board governance policies.

2.07 Resignation and Deemed Resignation

A Director may resign from office by giving a written resignation to the Secretary (or the Chair, if the Director resigning is also the Secretary), in which case such resignation shall be effective at the time the resignation is received, or at the time specified in the resignation, whichever is later. A Director will be deemed to have resigned upon the occurrence of any of the following events:

- a) absence from three (3) consecutive regular meetings of the Board or a total of 4 meetings during the duration of their term;
- b) if the Board determines, in its sole and absolute discretion, by a simple majority vote, that a director should be deemed to have resigned for any one or more of the following grounds:
 - i. being charged with any criminal offence;
 - ii. violating any provision of the CCSAI By-Laws, or Policy and Procedures;
 - iii. becomes ineligible to hold office in accordance to section 2.02 of the By-laws.
 - iv. Inability to maintain a cumulative GPA of 3.0.
 - v. Inability to serve a full term of office
 - vi. During their term of office, a director is found to no longer be in good standing with Centennial College
 - vii. carrying out any conduct which may be detrimental to the Corporation, as determined by the Board; or
 - viii. any other reason that the Board considers to be reasonable, having regard to the purpose and the best interest of the Corporation.

2.08 Removal from Office

In accordance with the provisions of the Act, the Directors elected by the Members can only be removed by an ordinary resolution passed by the Members at a Member's Meeting called for that purpose. Notice of such meeting shall specify the intention to pass the resolution. The Members may also, by an ordinary resolution at that same meeting, vote to call a by-election to replace the vacant Director seat.

2.09 Vacancies

Subject to section 2.08, a vacancy on the Board may be filled by the Board through an appointment process with an eligible/qualified individual from any Campus or faculty for the remainder of the term of the vacated Director's office. The procedure to nominate an individual for appointment by the Board pursuant to this Section shall be set out in policy approved by the Board.

Exception: If for any reason should the office of the President become vacant before the term ends, the VP External and the VP Internal shall both immediately assume the role and serve as co-presidents for the remainder of the President's term. The formal appointment process is automatically triggered to fill the President's seat for the upcoming term.

2.10 College Representative Vacancies

Upon the removal or completion of term of office in Centennial College Representative position, Centennial College and CCSAI will jointly appoint another representative.

2.11 Committees

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 CCSAI website. The Board may dissolve any committee by resolution at any time.

2.12 Clubs

Club Status: The Association shall have sole authority to sanction, deny or extend club status to student groups operating at any or all the College's campuses.

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.

2.13 Remuneration of Directors

The Director shall serve as Director and, to avoid the appearance of any conflict of interest, the remuneration of Directors shall be as decided by the previous Board.

At the discretion of the Executive Director and President, Directors may be compensated for performing certain tasks that go beyond the duties required of a Director, on behalf of the Board. Such compensation is to be determined by the Executive Director and President having due regard to the budgetary provisions established each year by the Corporation and approved by the Board.

SECTION III**BOARD MEETINGS****3.01 Calling of Meetings**

Meetings of the Directors may be called by the Chair, President or any two Directors at any time and any place on notice as required by this by-law.

3.02 Regular Meetings

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 semestery.

3.03 Notice of Meetings

Notice of Board meetings shall be posted through Association media.

3.04 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Governance Officer act as the Chair and if both the Chair and the Governance Officer is absent, the Directors present shall choose one of their number to act as the Chair.

3.05 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a second vote or casting vote.

3.06 Participation by Telephone or Other Communications Facilities

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permit 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.

3.07 In-Camera

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 Voting Board Directors only. Guests may be invited at the discretion of the Board.

3.08 Quorum of the Board

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

3.09 Dissent at Meeting

Subject to the Act, a Director who is present at a Board meeting or a meeting of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting unless:

- a) the Director requests a dissent to be entered in the minutes of the meeting;
- b) the Director sends a written dissent to the secretary of the meeting before the meeting is adjourned; or
- c) the Director sends a dissent by registered mail or delivers it to the registered office of the Corporation immediately after the meeting is adjourned;

provided that a Director who votes for or consents to a resolution may not dissent.

3.10 Dissent of Absent Director

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:

- a) causes a dissent to be placed with the minutes of the meeting; or
- b) sends a dissent by registered mail or delivers it to the registered office of the Corporation.

3.11 No Alternate Directors

No person shall acct for an absent Director at Board meeting.

3.12 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Board or committee of Directors, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board.

3.13 Confidentiality

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board, or any matter dealt with in the course of employment or involvement of such person in the activities of the Corporation. All materials whether in print or electronic format shall be the property of the corporation and every Director, Officer, committee member, employee or volunteer shall, when requested by the Corporation, return or destroy such materials upon termination of their association with the Corporation.

3.14 Rules of Order

The chair of the meeting shall conduct the meeting and, subject to the following sentence, determine the procedure to be followed at the meeting. Any questions of procedures at or for any meetings of the Directors, which have not been provided for in this By-law or by the Act, shall be determined by the chair of the meeting in accordance with the most current edition of *Robert's Rules of Order*.

SECTION IV**FINANCIALS****4.01 Banking**

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.02 Financial Year

The financial year of the Corporation ends on March 31st in each year or on such other date as the Board may from time to time by resolution determine.

4.03 CCSAI Fees

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

4.04 Remuneration (of President and Executive Team Members)

The President and the Executive Team members shall be paid an annual salary as approved by the board.

4.05 Financial Statements

The CCSAI shall comply with the Financial Statement requirements of the Act, which are applicable to the CCSAI.

Notwithstanding the generality of the foregoing, the CCSAI 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.

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

4.06 Budget

The CEO/ED and the President shall prepare and present the initial budget to the Finance Committee for the upcoming term of office no later than January 31 each year. The Finance committee is responsible for consulting with membership and pre-approving the budget after which the treasurer of the board shall present and submit the pre-approved budget to Board of Directors for approval and at the General Meeting of the members for final approval and ratification.

4.07 Signing Officers

The signing officers of the corporation shall be:

- i. The President
- ii. The Treasurer
- iii. The Secretary
- iv. The Executive Director

The board may delegate this authority for the association by a simple majority vote at a meeting of board upon receiving a written noticed signed by at least three of the listed signing officers.

4.08 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 Finance committee and the treasurer shall have full authority to sanction an audit (external or internal) at any time should it be deemed necessary, by providing 15 days written notice to the board of directors. The Executive Director/CEO and the President shall regularly present financial statements to the treasurer and the Finance Committee.

4.09 Auditor and Review Engagement

- a) Remuneration: The Board shall fix the remuneration of the auditor (or the person appointed to conduct a review engagement, if applicable).
- b) Qualifications: The auditor (or the person appointed to conduct a review engagement, if applicable) shall be duly licensed under the laws of Ontario. Such individual, and such individual's business partners, shall not (i) be a business partner, Director, an Officer, or an employee of the Corporation or any of its affiliates, or a business partner of any Director, Officer, or employee of the Corporation or any of its affiliates; (ii) beneficially own or control a material interest in the debt obligations of the Corporation or any of its affiliates; or (iii) have been a receiver, receiver-manager, liquidator, or trustee in bankruptcy of the Corporation or any of its affiliates within two years before the person is proposed to be appointed as the auditor of the Corporation (or as the person to conduct a review engagement of the Corporation, if applicable).
- c) Removal: The auditor (or the person appointed to conduct a review engagement, if applicable) shall cease to hold such position when such person dies or resigns, is declared disqualified by a court, or is removed by the Members in accordance with the Act.
- d) Vacancy: The Board shall immediately fill a vacancy in the position of auditor (or person appointed to conduct a review engagement, if applicable) if such appointment is permitted by the Act.

4.10 Borrowing

- a) Borrowing Powers

Subject to the limitations set out in the Act, the Articles and this By-law, the Board may:

- i. borrow money on the credit of the Corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;

- iii. give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- iv. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

b) Authorization

From time to time, the Board may authorize any Director or Officer or other persons of the Corporation to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan, and as to the security to be given for the loan, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

SECTION V

OFFICERS

5.01 Officers and Duties

Officers shall be responsible for the duties assigned to them by the board through approved policies or as the board may determine from time to time and may not delegate to others the performance of any or all of such duties.

The board shall elect/appoint the following officers:

- i. The Chair: The Chair shall perform the duties described in sections 3.04 and such other duties as may be required by law or as the Board may determine from time to time and as outlined in the “Chair of the Board of Director Policy”.
- ii. The President: The President serves as the head of the organization and shall perform the duties described in board’s “President Policy” and such other duties as may be required by law or as the Board may determine from time to time.
- iii. The Secretary: The Secretary shall be the Board Administrator (or such other employee of the Corporation who is delegated the responsibilities of the Secretary), shall attend and be the secretary of all meetings of the Board, Members, and committees of the Board, or shall delegate such responsibility and oversee the fulfillment of such responsibility. The Secretary shall enter or cause to be entered in the Corporation’s minute book, minutes of all proceedings at such meetings. The Secretary shall give, or cause to be given, as and when instructed, meeting notices to Members, Directors, the auditor, and members of committees. The Secretary shall be, or shall oversee the employee or contractor of the Corporation appointed to be, the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary shall have such other duties and powers as the Board may specify.

- iv. 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.
- v. The Chief Executive Officer: The Chief Executive Officer shall exercise the authority delegated by the Board through Board policies over the general management, supervision, and direction of the affairs and operations of the Corporation and its staff. The Board shall determine the terms of employment, remuneration, and duties of the Chief Executive Officer. The Chief Executive Officer shall be accountable to the Board for the accomplishment of measurables set by the Board from time to time. In the case of absence or inability to act of the Chief Executive Officer, or for any other reason that the Board may deem sufficient, the Board shall delegate, for a definite period of time, all or any of the powers of the Chief Executive Officer to one or more member(s) of the Corporation's administration, a director, or a third party appointed by the Board.
- vi. The Chief Governance Relations Officer: The CGRO will be responsible for: leading governance development, policy management, providing guidance on governance best practices and organizational compliance, overseeing governance trainings, policy alignment with CCSAI's strategic goals, evaluating CCSAI's legal and risk management framework, and any other duties as outlined in the CGRO Policy and Job Description as formulated by the Board. The CGRO reports directly to the Board of Directors.

5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board.

SECTION VI

PRESIDENT'S EXECUTIVE TEAM

6.01 Executive Team

Collective Duties of the President's Executive Team

The President's Executive Team shall collectively support the governance, advocacy, and operational leadership of the Association. Acting under the direction of the President, the Executive Team is responsible for advancing the interests of Centennial College students both internally within the College and externally with relevant stakeholders. In fulfilling this mandate, the team shall work collaboratively to ensure effective representation of students, uphold transparency and accountability in governance, and provide strategic support to the Board of Directors. Each member of the Executive Team shall carry out the specific responsibilities of their office, as prescribed in these bylaws, their respective job descriptions, or as assigned by the President, while contributing collectively to the cohesion, integrity, and effective functioning of the Association.

The President shall have full authority to hire and recommend to the board for appointment any member of the President's Executive Team. The President's Executive Team shall be comprised of the following positions:

- i. Vice President External: Responsible for representing the needs and interests of centennial college students externally through advocacy and to fulfil any other such duties as outlined in the job description or as assigned by the President.
- ii. Vice President Internal: Responsible for representing the needs and interests of centennial college students internally through advocacy and to fulfil any other such duties as outlined in the job description or as assigned by the President.
- iii. Secretary: As prescribed in section 5.01 of these bylaws.
- iv. Treasurer: As prescribed in section 5.01 of these bylaws.
- v. Board Communications Officer: Responsible for the timely communication of board level matters to CCSAI membership and any other such duties as outlined in the job description or as assigned by the President.
- vi. Indigenous Student Representative: Represents the needs and interest of Indigenous Students through advocacy externally and internally and any other such duties as outlined in the job description or as assigned by the President.

SECTION VII

PROTECTION OF DIRECTORS AND OTHERS

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.

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.

Advances: With respect to the defence by a Director or Officer or other individual of any claims, actions, suits or proceedings, whether civil or criminal, for which the Corporation is liable to indemnify a Director or Officer pursuant to the terms of the Act, the Board may authorize the Corporation to advance to the Director or Officer or other individual such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director or Officer to the Corporation disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance. The Director or Officer shall repay the money advanced if the Director or Officer is required to do so by the Act.

SECTION VIII**CONFLICT OF INTEREST**

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

SECTION IX**MEMBERS****9.01 Member Classes**

Subject to the Articles, there shall be two (2) classes of Members:

- i. Class A: A full-time student who pays the mandatory CCSAI fees shall be a Class A member.
- ii. Class B: A part-time student who pays prorated mandatory CCSAI fees shall be a Class B member.

The rights and privileges of each class of Members shall be as determined by the Board, from time to time, and set out in the CCSAI Membership Benefits Policy.

9.02 Transferability of Membership

A member's membership cannot be transferred.

9.03 Termination of Membership

A member's membership shall automatically terminate for any of the following reasons:

- a) The member dies or cease to be a Student at Centennial College
- b) The member is expelled or the Member's membership is otherwise terminated in accordance with the by-laws.
- c) The Corporation is liquidated or dissolved pursuant to the Act.

Subject to the Articles, upon any termination of a Member's membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist and any and all positions of the Member as a Director or Officer automatically terminate (if being a Member is a requirement to hold such position). No membership dues will be returned to a

previous Member upon termination of the Member's membership. Termination of a Member's membership will not relieve the Member from the payment of any obligation due to the Corporation at the time of termination.

9.04 Resignation

A member may not resign as a member of the Corporation.

9.05 Discipline of Members

Any disciplinary action or termination of a member's membership must be done in good faith and in a fair and reasonable manner. The Board shall have the authority to suspend or expel any Member for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-Laws, or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole and absolute discretion; or
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose, mission, vision, and values of the Corporation.

In the event that the Board determines by resolution to propose that a Member's membership should be suspended or that a Member should be expelled, the Secretary or such other Officer as the Board may determine shall provide fifteen (15) days' notice of suspension or expulsion to the Member and shall provide written reasons approved by the Board for the proposed suspension or expulsion. The Member may make written submissions in response to the notice to the Secretary or such other Officer providing the notice within such fifteen (15) day period. If no written submissions are received in accordance with this Section 9.5 within such fifteen (15) day period, the Secretary or such other Officer shall notify the Member that the proposed suspension or expulsion has taken effect. If written submissions are so received, the Secretary or such other Officer shall notify and provide a copy thereof to the Board. Within ten (10) days of receipt of same by the Board, the Board shall hold a meeting to consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of the Board meeting. The Board's decision shall be final and binding on the Member, without any further right of appeal, other than as set out in the Act.

9.06 Membership Dues

The Board has the authority to determine Membership fees.

SECTION X**MEETING OF MEMBERS****10.01 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 and ratifying board members;
- 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.

10.02 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.

10.03 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.

10.04 Quorum

Seventy-five members of the Association, including members present by proxy, shall constitute quorum at a general meeting of the members. 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.

10.05 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 voting member of the Board shall exercise more than ten proxies at a meeting of the members.

10.06 Voting

A simple majority of the votes cast by the members present, in person, or by proxy, shall determine all motions in meetings.

At a meeting of members, each Class A member of the CCSAI shall be entitled to be present and cast 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 CCSAI 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 or 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.

10.07 Chairperson

The Chair of any general meeting of the members shall be the Chair of the Board of Directors, unless another person otherwise appointed by the Board of Directors by simple majority vote to Chair such meeting of the members. The Board shall appoint a recording secretary at any meeting of the members.

10.08 Adjournment

Any Meeting of Members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original Meeting from which the adjournment took place. No notice is required of any adjourned Meeting.

10.09 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors, the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members.

10.10 Proposals at Annual Meetings

Subject to compliance with the Act, a Member entitled to vote at an annual meeting may submit to the Corporation notice of any matter that the Member proposes to raise at that annual meeting and discuss at the meeting any matter with respect to which the member would have been entitled to submit a proposal. A proposal that includes nominations for the election of Directors must be signed by at least five percent (5%) of the Members entitled to vote at that meeting. Subject to the Act, the Corporation shall include the proposal in the notice of meeting and, if so, requested by the Member, shall also include a statement by the Member in support of the proposal and the name and address of the Member, provided that the statement and the proposal shall together not exceed five hundred (500) words. The Member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by Ordinary Resolution of the Member present at the meeting.

SECTION XI**NOTICE****11.01 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.

11.02 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.

11.03 Error or Omission in Given 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 XII**ADOPTION AND AMENDMENTS OF BY-LAWS****12.01 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 CCSAI, 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 CCSAI 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 CCSAI upon request at the offices of the CCSAI.
- 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.

12.02 Suspension of the Rules

- a) 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.

- b) 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 CCSAI. 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

12.03 Transition Provisions

Members: Upon this By-law coming into effect, the Members at the time when this By-law comes into effect shall continue to be the Members under this By-law.

Directors and Officers:

- a) Upon this By-law coming into effect, the Directors and Officers then in office at the time when this By-law comes into effect shall continue to remain in office for the remainder of their respective term until their respective successors are elected in accordance with this By-law.
- b) The number of terms served by the Directors up to the time of this By-law coming into effect shall not be included in the maximum number of terms Directors are permitted to be served under this By-law.

12.04 Effective Date

Upon the enactment of this By-Law No. 1, all previous By-Laws of the Corporation shall be repealed. Such repeal shall not affect the previous operation of any By-Laws or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Articles obtained pursuant to, any such By-Laws prior to its repeal. All Directors, Officers, and person acting under any By-Laws so repealed shall continue to act as if appointed under the provisions of this By-Law No. 1 and all resolutions of the Members and of the Board with continuing effect passed under any repealed By-Laws shall continue as good and valid except to the extent inconsistent with this By-Law No. 1 and until amended or repealed.

APPROVED by the Board of Directors as of the _____ day of _____ 2025

CONFIRMED and ENACTED by Members this _____ day of _____ 2025,

Board of Directors Chair: _____ President: _____

Secretary: _____