



Centennial College Student Association Inc.

Special General Meeting Package

This package contains important information regarding the upcoming Special General Meeting of the Centennial College Student Association Inc. Please review the contents carefully prior to the meeting.

Date:

February 26, 2026

Time:

11:00 am

Location:

Centennial College – Story Arts Centre
951 Carlaw Avenue
Toronto, Ontario M4K 2M2



TABLE OF CONTENT

Notice of Special General Meeting	2
Message from the Chair	3
Special General Meeting Agenda	4
Resolutions for Approval	5
Form of Proxy	6
Executive Summary of Proposed Bylaws Changes	9
Appendix A: Draft Bylaws NO.1	12
Appendix B: Comparison of Current Bylaws vs. Drafts	46
Appendix C: Legal Review	47
Appendix D: Implementation Notes	53
Appendix E: AGM April 2026 Minutes	54
Appendix F: President's Executive Team Job Description	62



NOTICE OF SPECIAL GENERAL MEETING OF MEMBERS

NOTICE IS HEREBY GIVEN that a Special General Meeting ("SGM") of the Members of the Centennial College Student Association Inc. (the "Association") will be held as follows:

Date: February 26, 2025

Time: 11:00 a.m. – 1:00 p.m.

Location: Centennial College – Story Arts Centre
951 Carlaw Avenue
Toronto, Ontario M4K 2M2

Purpose of the Special General Meeting

The purpose of the Special General Meeting is to consider and, if deemed appropriate, approve the newly drafted bylaws of the Association. If approved by the Members, the newly drafted bylaws will replace and repeal all current bylaws of the Association in their entirety. Members will be asked to vote on a resolution to adopt the proposed bylaws in accordance with the Association's current bylaws and the *Ontario Not-for-Profit Corporations Act, 2010*.

Eligibility to Vote

Only full-time Centennial College students who are fee-paying Members of the Association, are eligible to vote under the current bylaws of the Association shall be entitled to vote at the meeting.

Proxy Voting

Members who are unable to attend the meeting in person may appoint another member, board member or board representative of the Association as their proxy to attend and vote on their behalf in accordance with the Association's bylaws. Proxy forms and submission instructions are included in the meeting package and must be submitted by the deadline indicated in the proxy instructions.

Meeting Materials

The full text of the proposed bylaws and supporting meeting materials are being made available to Members in advance of the meeting and may be accessed through Association communication channels and official postings.

Accommodations

Members requiring accessibility accommodations to participate in the meeting are encouraged to send an email to BKaur@centennialcollege.ca and aadams@centennialcollege.ca in advance of the meeting date.

DATED at Toronto, Ontario this _05___ day of February, 2026.

Aboalfadel Ghazi Faisal Almushattat

A handwritten signature in black ink, appearing to be "Aboalfadel Ghazi Faisal Almushattat", written over a horizontal line.

Secretary of the Board
Centennial College Student Association Inc.

Message from the Chair

Dear Members,

On behalf of the Board of Directors, I am writing to share the proposed new bylaws of the Centennial College Student Association Inc. and to invite you to participate in a Special General Meeting of the membership where these bylaws will be considered for approval.

Over the past several months, the Board has undertaken a comprehensive review of the Association's bylaws to ensure they reflect current legal requirements under the *Ontario Not-for-Profit Corporations Act (ONCA)*, align with best practices in student governance, and respond to feedback received from students through surveys, consultations, and engagement sessions held between October and December 2025. The proposed bylaws are intended to strengthen transparency, accountability, and effective governance, while also embedding commitments to accessibility, equity, Indigenization, and culturally safe participation across the Association's structures and processes. Importantly, the revised bylaws preserve the Association's independence as a student-led organization while clarifying roles, responsibilities, and decision-making frameworks.

The Board along with the Governance Committee has reviewed and approved the proposed bylaws and is now bringing them forward to the membership for consideration, as required. Your participation in this process is important. Members are encouraged to review the full bylaws package, including the summary of key changes and consultation findings, in advance of the meeting.

Details regarding the date, time, and format of the Special General Meeting, as well as voting and proxy instructions, are included in the accompanying notice.

Thank you for your continued engagement in the governance of your student association. We look forward to your participation and to a thoughtful and informed discussion at the meeting.

Sincerely,

Baljit Kaur

A handwritten signature in black ink that reads "Baljit Kaur". The signature is written in a cursive style with a horizontal line under the name.

Chair of the Board
Centennial College Student Association Inc.



Special General Meeting
Thursday, February 26, 2026
11am – 1pm
Location: Centennial College – Story Arts Centre
951 Carlaw Avenue
Toronto, Ontario M4K 2M2

AGENDA

- | | |
|---|---------|
| 1. Call Meeting to Order | B. Kaur |
| 2. Land Acknowledgement | B. Kaur |
| 3. Approval of Agenda (M) | B. Kaur |
| 4. Approval of Minutes (M) | B. Kaur |
| 5. Special Resolution- New Bylaws Ratification (M) | B. Kaur |
| 6. Approval of Election Deadline Waiver (M) | B. Kaur |
| 7. Other Business | B. Kaur |
| 8. Termination of February 26, 2026 Special General Meeting | |



RESOLUTIONS FOR APPROVAL

Resolution 1: Approval of the February 26, 2026 Special General Meeting Agenda

BIRT: the February 26, 2026 Special General Meeting of CCSAI Members be approved as presented.

Resolution 2: Approval of the April 8, 2025 AGM Minutes

BIRT: the April 8, 2025 Annual General Meeting Minutes be approved as presented.

Special Resolution: Adoption of New Bylaws and Repeal of Existing Bylaws

Whereas the Board of Directors has completed a comprehensive review of the bylaws of the Centennial College Student Association Inc. (the "Association"), including consultation with members and stakeholders, and has approved a revised set of bylaws for consideration by the membership;

And whereas the proposed revised bylaws are intended to modernize the governance framework of the Association, align with the *Ontario Not-for-Profit Corporations Act, 2010*, and strengthen transparency, accountability, accessibility, and inclusive governance;

Be it resolved as a Special Resolution that:

1. The revised bylaws of the Centennial College Student Association Inc., as presented to the membership and attached to this resolution, are hereby approved and adopted as Bylaws No. 1 of the Association; and
2. Upon adoption of these bylaws, all previously existing bylaws of the Association are hereby repealed and replaced in their entirety; and
3. The Board of Directors and Officers of the Association are authorized and directed to take all necessary steps to implement, publish, and administer the newly adopted bylaws in accordance with applicable law and governance requirements.

Resolution 4: Approval of Election Deadline Waiver

BIRT: the April 1st election deadline for Directors is hereby waived for the 2026 election cycle, and that the election of Directors shall be held no later than the conclusion of the 2026 Annual General Meeting.

Resolution 5: Termination of the February 26, 2026 Special General Meeting

BIRT: the February 26, 2026 Special General Meeting be Adjourned at XX pm.



FORM OF PROXY

Meeting of Members of the Centennial College Student Association Inc.

This Proxy is given for the meeting of members of the Centennial College Student Association Inc. (the “Corporation”) to be held on:

Date: February 26, 2026

Time: 11 am

Location / Platform: Centennial College – Story Arts Centre 951 Carlaw Avenue, Toronto, Ontario M4K 2M2.

MEMBER INFORMATION (PROXY GRANTOR)

I, the undersigned, am a fee-paying voting member of the Corporation and am entitled to vote at the above-noted meeting.

Full Name: _____

Student / Member Number: _____

Email Address: _____

Signature: _____

Date Signed: _____

APPOINTMENT OF PROXY HOLDER

I hereby appoint the following Member, Board Member or Representative of the Corporation as my proxy to attend, act, and vote on my behalf at the above-noted meeting and at any adjournment thereof:

Name of Proxy Holder: _____

☐ *If the above-named person is unable or unwilling to act, I appoint the Chair of the meeting as my proxy.*

VOTING INSTRUCTIONS

(Please mark one option for each resolution. If no option is marked, the proxy holder may vote at their discretion.)

Resolution 1: Approval of the February 26, 2026 Special General Meeting Agenda

BIRT: the February 26, 2026 Special General Meeting of CCSAI Members be approved as presented.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

Resolution 2: Approval of the April 8, 2025 AGM Minutes

BIRT: the April 8, 2025 Annual General Meeting Minutes be approved as presented.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

Special Resolution: Adoption of New Bylaws and Repeal of Existing Bylaws

Whereas the Board of Directors has completed a comprehensive review of the bylaws of the Centennial College Student Association Inc. (the “Association”), including consultation with members and stakeholders, and has approved a revised set of bylaws for consideration by the membership;

And whereas the proposed revised bylaws are intended to modernize the governance framework of the Association, align with the *Ontario Not-for-Profit Corporations Act, 2010*, and strengthen transparency, accountability, accessibility, and inclusive governance;

Be it resolved as a Special Resolution that:

1. The revised bylaws of the Centennial College Student Association Inc., as presented to the membership and attached to this resolution, are hereby approved and adopted as Bylaws No. 1 of the Association; and
2. Upon adoption of these bylaws, all previously existing bylaws of the Association are hereby repealed and replaced in their entirety; and
3. The Board of Directors and Officers of the Association are authorized and directed to take all necessary steps to implement, publish, and administer the newly adopted bylaws in accordance with applicable law and governance requirements.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

Resolution 4: Approval of Election Deadline Waiver

BIRT: the April 1st election deadline for Directors is hereby waived for the 2026 election cycle, and that the election of Directors shall be held no later than the conclusion of the 2026 Annual General Meeting.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

Form of Proxy

Member Signature:

INSTRUCTIONS TO PROXY HOLDER

☐ Directed Proxy

My proxy holder **must vote strictly in accordance with the voting instructions marked above** and has no discretion to vote otherwise.

☐ Undirected Proxy

If no voting instructions are provided, my proxy holder may vote at their discretion on my behalf.

IMPORTANT NOTES

- Each proxy represents one (1) member vote.
- Proxy holders must be voting member, board members or Representative of the Corporation.
- No proxy holder may exercise more than ten (10) proxies at a meeting of members, in accordance with the Bylaws.
- This proxy must be submitted in writing by the deadline specified below.
- A member may revoke a proxy at any time before it is exercised by attending the meeting in person or submitting written notice of revocation.

SUBMISSION INSTRUCTIONS

Completed proxy forms must be submitted no later than:

Deadline: February 24, 2026 4pm EST

Submit via:

☐ Baljit Kaur (BKaur@centennialcollege.ca) and Ajané Adams (aadams@centennialcollege.ca)

☐ Secretary of the Board (Aboalfadel Almushattat: aalmushatta@centennialcollege.ca)

☐ Email: _____

☐ Other (as specified): _____

PRIVACY NOTICE

Information collected on this proxy form is used solely for the purpose of verifying eligibility and conducting votes at meetings of members, in accordance with the Corporation's bylaws and applicable law.



Executive Summary of Proposed Bylaw Changes

The Board of Directors has undertaken a comprehensive review and modernization of the Association's bylaws to ensure alignment with the *Ontario Not-for-Profit Corporations Act (ONCA)*, strengthen governance accountability, and reflect feedback gathered through extensive consultation with the membership and institutional partners.

This Executive Summary outlines the evolution from the previous bylaws, to Draft 1, and finally to Draft 2, which incorporates consultation feedback and has been approved by the Board for consideration by the membership. Between October and December 2025, CCSAI conducted an extensive consultation process involving more than 400 participants, including student members, staff, Board committees, Indigenous staff and representatives, and external legal and governance consultants. Feedback focused on strengthening transparency, equity and inclusion, leadership accountability, election accessibility, and clarity of governance roles. This input directly informed revisions incorporated into Draft 2 and reflects a commitment to member-driven governance reform.

Purpose, Values, and Definitions

The previous bylaws focused primarily on representation, student engagement, and anti-discrimination. Draft 1 expanded the purpose to include equity, inclusion, and sustainability principles. Draft 2 further strengthens this framework by introducing clear definitions for Anti-Racism, Decolonization, Indigenization, and Reconciliation, and aligning the purpose of the Association with ONCA requirements regarding corporate objects and capacity.

Membership Structure

The previous bylaws recognized fee-paying students as members with voting rights. Draft 1 introduced formal membership classes and clarified rights, transferability, and termination provisions. Draft 2 refines these classes by distinguishing between full-time voting members and part-time members who retain limited voting rights on ordinary resolutions, ensuring clarity and ONCA compliance regarding membership categories and voting rights.

Board Composition and Governance Structure

Under the previous bylaws, the Board consisted of campus-based representatives and included several ex-officio and advisory roles. Draft 1 restructured the Board into a seven-director voting model, introducing greater clarity between voting Directors and advisory participants. Draft 2 maintains this governance model but further strengthens accountability by removing fiduciary responsibility from liaison roles, refining Indigenous leadership representation, introducing restrictions around honorarium changes, and establishing formal I-EDIAA accountability and transparency mechanisms.

Director Eligibility and President Qualifications

The previous bylaws required directors to be full-time students with academic and conduct requirements, with limited accommodation flexibility. Draft 1 strengthened eligibility criteria by expanding governance expectations and clarifying conflict-of-interest and disqualification rules. Draft 2 maintains these expectations while introducing accommodations to support accessibility needs and clarifying presidential eligibility requirements, including operational workload expectations and member ratification safeguards.

Elections, Appointments, and Leadership Selection

The previous bylaws relied primarily on election processes for Board members and appointment processes for certain Indigenous representation roles. Draft 1 expanded appointment procedures and clarified accessibility expectations for elections. Draft 2 strengthens these provisions by establishing culturally safe participation options, clearer Indigenous appointment processes in partnership with Indigenous offices, and enhanced transparency in director selection.

Director Removal, Resignation, and Member Oversight

The previous bylaws permitted the Board to remove Directors in certain circumstances. Draft 1 shifted removal authority to the membership, aligning with ONCA provisions. Draft 2 retains this member-driven accountability while clarifying resignation triggers and governance discipline processes, improving procedural fairness and transparency.

Board Meetings, Voting, and Governance Procedures

The previous bylaws required super-majority voting for Board decisions. Draft 1 and Draft 2 simplify Board decision-making by adopting majority voting thresholds consistent with ONCA, while maintaining procedural safeguards such as quorum, meeting notice requirements, and structured in-camera procedures. Draft 2 further clarifies electronic participation and meeting accessibility standards.

Strategic Planning and Accountability

The previous bylaws required the development of a five-year strategic plan. Draft 1 formalized the requirement for annual action plans aligned with strategic priorities. Draft 2 builds on this by introducing mandatory I-EDIAA performance objectives, enhanced member oversight for strategic changes, and improved public reporting and transparency requirements.

Meetings of Members, Quorum, and Proxy Voting

The previous bylaws established fixed quorum requirements and proxy limits. Draft 1 modernized meeting procedures and clarified proxy voting rights. Draft 2 increases quorum requirements, permits electronic attendance to count toward quorum, and further strengthens procedural clarity, ensuring alignment with ONCA meeting requirements.

Financial Oversight and Officer Roles

Financial governance provisions in the previous bylaws focused on audit requirements and budget approval. Draft 1 clarified officer appointment authority and governance reporting lines. Draft 2 retains these improvements while strengthening signing authority, executive accountability, and financial reporting timelines in accordance with ONCA requirements.

Financial Oversight and Officer Roles

Financial governance provisions in the previous bylaws focused on audit requirements and budget approval. Draft 1 clarified officer appointment authority and governance reporting lines. Draft 2 retains these improvements while strengthening signing authority, executive accountability, and financial reporting timelines in accordance with ONCA requirements.

Complaints, Discipline, and Internal Resolution

The previous bylaws contained limited procedural guidance on member complaints or discipline. Draft 1 introduced Board authority for discipline. Draft 2 strengthens fairness protections by establishing internal dispute resolution processes, appeals mechanisms, and compliance with human rights and workplace safety laws while promoting restorative governance practices.

Committees, Equity Integration, and Transparency

The previous bylaws allowed committees but did not prescribe governance standards. Draft 1 maintained committee authority while strengthening oversight. Draft 2 introduces mandatory I-EDIAA considerations in committee work, expands member access to governance information, and establishes formal transparency and reporting mechanisms.

Overall Impact of the Proposed Bylaws

Collectively, Draft 2 modernizes CCSAI's governance framework by:

- Aligning with ONCA requirements and best practices
- Strengthening member oversight and accountability
- Expanding equity, accessibility, and Indigenous governance commitments
- Clarifying leadership roles and election processes
- Enhancing transparency, complaints processes, and governance safeguards
- Improving clarity and operational effectiveness of the Association

These changes reflect the voices and priorities of students and stakeholders while positioning CCSAI to operate with stronger governance integrity, transparency, and member accountability moving forward.



CENTENNIAL COLLEGE STUDENT ASSOCIATION INC.

GENERAL OPERATING BYLAWS NO. 1

DRAFT

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")

INDEX

SECTION I	6
INTERPRETATION.....	6
1.01 Purpose.....	6
1.02 Definitions.....	6
1.03 Severability and Precedence.....	8
1.04 Head Office and Seal	8
1.05 Execution of Contracts	8
1.06 Board Policies	8
SECTION II	9
BOARD OF DIRECTORS.....	9
2.01 Duties of the Board of Directors	9
2.02 Qualifications of Voting Director-at-large	11
Exceptions:	12
2.03 Size and Constitution of the Board	13
2.04 Election/Appointments of Voting Directors	14
2.05 Appointment of Advisory Non-Voting Board Members.....	15
2.06 Term of Office	16
2.07 Resignation and Deemed Resignation	16
2.08 Removal from Office.....	17
2.09 Vacancies	17
2.10 Committees	17
2.11 Clubs	18
2.12 Remuneration of Directors	18
	2

	Draft
SECTION III	19
BOARD MEETINGS	19
3.01 Calling of Meetings	19
3.02 Regular Meetings	19
3.03 Notice of Meetings	19
3.04 Chair	19
3.05 Voting	19
3.06 Participation by Telephone or Other Communications Facilities	19
3.07 In-Camera	20
3.08 Quorum of the Board	20
3.09 Dissent at Meeting	20
3.10 Dissent of Absent Director	20
3.11 No Alternate Directors	20
3.12 Resolutions in Writing	20
3.13 Confidentiality	21
3.14 Rules of Order	21
SECTION IV	21
FINANCIALS	21
4.01 Banking	21
4.02 Financial Year	21
4.03 CCSAI Fees	21
4.04 Remuneration (of President and Executive Team Members)	21
4.05 Financial Statements	21
4.06 Budget	22
4.07 Signing Officers	22
4.08 Audits	22
4.09 Auditor and Review Engagement	22
4.10 Borrowing	23
a) Borrowing Powers	23
b) Authorization	23
SECTION V	24
OFFICERS	24
5.01 Officers and Duties	24
5.02 Office Held at Board's Discretion	25
SECTION VI	25
PRESIDENT'S EXECUTIVE TEAM	25
6.01 Executive Team	25
	3

	Draft
SECTION VII	26
PROTECTION OF DIRECTORS AND OTHERS.....	26
SECTION VIII.....	27
CONFLICT OF INTEREST.....	27
SECTION IX.....	27
COMPLAINTS AND INTERNAL RESOLUTION PROCESS	27
SECTION X.....	27
MEMBERS	27
10.01 Member Classes.....	27
i. Class A: A full-time student who pays the mandatory CCSAI fees shall be a Class A member.	27
ii. Class B: A part-time student who pays prorated mandatory CCSAI fees shall be a Class B member.....	27
10.02 Transferability of Membership.....	28
10.03 Termination of Membership	28
10.04 Resignation.....	28
10.05 Discipline and Termination of Members	28
10.06 Membership Dues	29
SECTION XI.....	29
MEETING OF MEMBERS	29
11.01 Annual General Meeting (AGM)	29
11.02 Special General Meeting (SGM).....	30
11.03 Notice	30
11.04 Quorum.....	30
11.05 Proxy	30
11.06 Voting	30
11.07 Chairperson	31
11.08 Adjournment	31
11.09 Persons Entitled to be Present	31
11.10 Proposals at Annual Meetings	32
SECTION XII.....	32
NOTICE.....	32
12.01 Service.....	32
12.02 Computation of Time	32
12.03 Error or Omission in Given Notice	32
SECTION XIII.....	33
ADOPTION AND AMENDMENTS OF BY-LAWS	33
13.01 Amendments of By-laws	33
13.02 Suspension of the Rules.....	33
	4

13.03 Transition Provisions 33

13.04 Effective Date 34

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. "Anti-Racism" means the active and intentional identification, prevention, and elimination of racism, racial discrimination, and systemic racial inequities within the policies, practices, culture, and decision-making of the Corporation, including through accountability measures, education, and equitable access to participation and leadership.
- c. "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;
- d. "Board" means the board of directors of the Corporation;
- e. "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;
- f. "Campus" means one of the following locations of the Institution- Downsview, Morningside, Progress and Ashtonbee;
- g. "Chair" means Chair of the Board;
- h. "College" means The Centennial College of Applied Arts and Technology;
- i. "Corporation" means Centennial College Student Association Inc.;

- j. "Decolonization" means an ongoing and intentional process of identifying, challenging, and transforming colonial systems, policies, and practices that perpetuate inequity, and of supporting Indigenous self-determination, cultural continuity, and respectful relationships, including through changes to governance structures, institutional practices, and decision-making processes of the Corporation.
- k. "Director" means a member of the Board;
- l. "Extraordinary Resolution" means a resolution passed by at least eighty percent (80%) of the votes cast at a Special Meeting of Members;
- m. "Class A Member" shall have the meaning set out in Section 9;
- n. "Class B Member" shall have the meaning set out in Section 9;
- o. "CCSAI Non-Business Days" means any day of the week that the Institution does not schedule classes for full-time students;
- p. "CCSAI Business- Day" means a day of other than Saturday, Sunday or a statutory holiday in the province of Ontario.
- q. "Indigenization" means the intentional and ongoing inclusion of Indigenous Peoples, perspectives, knowledge systems, cultures, and ways of knowing into the governance, policies, programs, services, and decision-making processes of the Corporation, in ways that respect Indigenous self-determination and are guided by meaningful relationships with Indigenous students, communities, and institutional partners;
- r. "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;
- s. "Meeting of Members" means either or both an annual Meeting of Members or a Special Meeting of Members;
- t. "Member" means a member of the Corporation;
- u. "Officer" means an officer of the Corporation appointed pursuant to Section 5;
- v. "Ordinary Resolution" means a resolution passed by a majority of votes cast on that resolution at a Meeting of Members;
- w. "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;
- x. "Proposal" means a proposal submitted by a member that meets the requirements of Section 56 of the *Act*;
- y. "Reconciliation" means an ongoing process of building and maintaining respectful, accountable, and reciprocal relationships between Indigenous and non-Indigenous peoples, grounded in truth-telling about the impacts of colonialism and guided by the Calls to Action of the Truth and Reconciliation Commission of Canada, including through institutional change, equitable decision-making, and sustained support for Indigenous self-determination and student success.
- z. "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*;
- aa. "Regulations" means the regulations made under the *Act*, as amended, restated, or in effect from time to time;
- bb. "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;

cc. “Special Meeting of Members” means a Meeting of Members that is not an annual Meeting of Members;

dd. “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;

ee. “Student” means a full-time or part-time student of the College;

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 Executive Director.
- 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) In carrying out their fiduciary duties, the Directors shall collectively be responsible for:
 - (i) understanding and respecting the distinction between governance and management, and delegating operational authority appropriately through approved policies;
 - (ii) ensuring that the Corporation operates in compliance with the *Ontario Not-for-Profit Corporations Act (ONCA)*, these Bylaws, and all other applicable legal and regulatory requirements, and in accordance with ethical standards of conduct;
 - (iii) approving strategic goals and monitoring organizational performance, risk, and alignment with the approved Strategic Plan;
 - (iv) monitoring and evaluating the performance of the Executive Director, President and Chief Governance Relations Officer (CGRO) in accordance with criteria established in Board policy, including achievement of strategic objectives, leadership effectiveness, compliance with governance frameworks, and stakeholder feedback, and using evaluation outcomes to inform contract renewal, compensation decisions, and professional development planning;
 - (v) establishing performance expectations for the Board and participating in annual governance orientation, training, and professional development, including training facilitated by the CGRO or other qualified governance experts;

- (vi) conducting a formal Board self-assessment at least once per year to evaluate Board effectiveness, committee performance, and governance practices, and to identify areas for improvement; and
- (vii) reporting to the membership on the activities, performance, and accountability of the Board and the Corporation.

Representation Responsibilities of Directors-at-Large: Directors-at-Large are expected to represent the interests of the membership as a whole, including students across multiple campuses, academic schools, modes of study, and diverse lived experiences. In fulfilling their fiduciary duties, Directors-at-Large shall make reasonable efforts to engage with and consider the perspectives of students from different campuses and equity-seeking communities, and to bring forward systemic issues affecting underrepresented groups within 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.

I-EDIAA Accountability in Planning: The Strategic Plan and the Annual Action Plan shall include measurable objectives related to Indigenization, Equity, Diversity, Inclusion, Accessibility, and Anti-Racism (I-EDIAA), and the Corporation shall provide at least an annual public update on progress toward these objectives.

Transparency and Access to Governance Information: In addition to any financial disclosure requirements set out in these Bylaws and the Act, the Corporation shall make key governance documents reasonably accessible to the membership in the interest of transparency, accountability, and informed participation. Without limiting the generality of the foregoing, the Corporation shall provide members with access to:

- (a) the approved Strategic Plan and Annual Action Plan, or a publicly available summary of such plans; and
- (b) the structure, mandates, and terms of reference of Standing Committees of the Board.

The format, method, and timing of publication shall be determined in accordance with Board-approved policies, provided that access shall be provided in a manner that is reasonably accessible and consistent with the Corporation's commitments to equity, accessibility, and inclusion.

Any fee-paying Member of the Corporation may submit a written request to the Secretary, Chair of the Board, and Chief Governance Relations Officer (CGRO) for access to governance or operational information of the Corporation, subject to the limitations set out in these Bylaws, Board policies, and applicable law. All such requests shall be reviewed in accordance with Board-approved policies, and a determination shall be made as to whether the requested information may be disclosed, in whole or in part, having regard to considerations including confidentiality, privacy, legal privilege, contractual obligations, and the best interests of the Corporation. The Corporation shall respond to information requests within a reasonable timeframe and shall make reasonable efforts to provide access where disclosure is appropriate, consistent with the principles of transparency, accountability, and procedural fairness.

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 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 a CCSAI sanctioned organization; and
- o) Must not have been removed from a position of Director or Officer of the Association for misconduct or breach of fiduciary duty, unless reinstated as eligible by resolution of the Board or as otherwise permitted by these Bylaws; provided that a prior voluntary resignation, including deemed resignation, shall not in itself disqualify a candidate from eligibility.

Exceptions:

President: Notwithstanding any other enrollment or eligibility requirements in these Bylaws, a candidate for President must be a full-time fee-paying member (Class A) of the Association at the time of appointment or election to a first term. Upon assuming office, the President shall not be enrolled as a full-time student at the College and may be enrolled on a part-time basis or not enrolled, provided that they are able to fulfill the full-time employment obligations of the position. The President must be able to work a minimum of thirty-five (35) hours per week for the duration of the term, primarily during the regular business hours of the Association (Monday to Friday), and additionally during evenings and weekends as required to fulfill the duties of the office, including but not limited to mandatory training sessions, internal and external meetings, and institutional obligations.

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

Director-at-large Indigenous Student Representative: Notwithstanding any other eligibility or enrollment requirements set out in these Bylaws, a person appointed or elected as an Indigenous Student Representative shall be eligible for office provided that they are an enrolled student of the College at the time of appointment or election, whether enrolled on a full-time or part-time basis. The Indigenous Student Representative shall not be disqualified from holding office solely on the basis of part-time enrollment or changes in enrollment status during the term, provided that the individual remains enrolled at the College for a portion of the term, unless otherwise required by the Act.

GPA Requirement: Notwithstanding the minimum grade point average requirement set out in these Bylaws, a candidate or who does not meet the required grade point average may be deemed eligible to stand for election or appointment where:

- (a) the candidate provides documentation of disability-related accommodation needs or other extenuating circumstances that have materially affected academic performance; or
- (b) the candidate demonstrates a credible academic improvement plan, including evidence of current enrollment in good academic standing or an academic recovery strategy.

Any exception granted under this section shall be limited to a single term of office and shall be subject to continued enrollment in good academic standing for the duration of the term. The authority to grant such exceptions shall rest with the Governance Committee or Elections Coordinator or Chair of the Board of Directors, in accordance with procedures approved by the Board, and shall be applied in a fair, confidential, and non-discriminatory manner.

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)~~ Five (5) advisory no-voting members (holding fiduciary duties as ex-officio board 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. Executive Director
- ii. Treasurer
- iii. Secretary
- iv. Chief Governance Relations Officer
- v. Board Communications Officer

College Designate: The Corporation shall provide for the participation of a College Designate the President of the College, or their Designate, in open and public meetings of the Board and at meetings of the membership, for the purposes of providing institutional updates and perspectives on matters for consideration, participating in training or information sessions, and supporting both formal and informal collaboration between the Association and the College. Participation of the College Designate Representative President or Designate in in-camera or confidential portions of meetings shall be at the discretion of the Association Board or the CCSAI President, where such participation is relevant and appropriate. Any such College Designate representative shall not be a Director or Officer of the Association, shall not be an ex officio member of the Board, shall not have voting rights, shall not be counted toward quorum, and shall not owe fiduciary duties to the Association. Participation does not constitute appointment to any office or position of the Association.

Eighth Fire Representative or Designate: The Board may, from time to time, invite an Indigenous faculty or staff member of the College, identified in consultation with appropriate Indigenous governance or support offices of the College, to attend meetings of the Board for the purposes of providing cultural guidance, institutional perspective, and support for Indigenous-related initiatives and reconciliation efforts of the Association. Any such individual shall not be a Director or Officer of the Association, shall not be an ex officio member of the Board, shall not have voting rights, shall not be counted toward quorum, and shall not owe fiduciary duties to the Association. Attendance shall be by invitation of the Board or the President and does not constitute appointment to any office or position of the Association. The participation of an Indigenous Faculty/Staff Liaison is intended to support respectful engagement, relationship-building, and informed decision-making by the Board, and shall not limit or replace the authority of Indigenous student representatives within the governance structure of the Association.

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". Once Vote of Confidence has been passed, ratification by membership through an ordinary resolution at the next meeting of the members is required. 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 respectful partnership between the Corporation and its Indigenous members, the Corporation shall recognize and observe the results of an appointment or selection process mutually agreed upon by the Board of Directors and the College Indigenous Office (Eighth Fire) for the purpose of appointing an Indigenous Student Director to the Board.

- (a) The Board shall appoint one (1) Indigenous Student Director to the Board of Directors in accordance with the mutually agreed-upon process established with the Eighth Fire.
- (b) Once established, the appointment or selection process shall remain in effect unless and until amended by mutual agreement of the Board and the Eighth Fire.
- (c) The term of office of the Indigenous Student Director shall run concurrently with the terms of other Directors of the Corporation.

- (d) The Indigenous Student Director shall have the same obligations, fiduciary duties, powers, and voting rights as all other Directors of the Corporation.
- (e) The Eighth Fire, or its designate, shall provide written confirmation of the selected Indigenous Student appointee to the Corporation for the purposes of formal Board appointment.
- (f) The Indigenous Student Director shall be considered an appointed Director within the meaning of these Bylaws.
- (g) The Corporation shall convene at least one (1) joint meeting annually involving representatives of the Board, the Eighth Fire, and Indigenous student leadership for the purposes of relationship-building, information-sharing, and collaborative planning in support of Indigenous student priorities.
- (h) The Corporation's annual budgeting and strategic planning processes shall include a defined mechanism for identifying and supporting Indigenous student priorities, including the allocation of resources or program funding informed through engagement with Indigenous student leadership and the Eighth Fire.
- (i) Where the Corporation seeks Indigenous knowledge, cultural guidance, or participation from Elders, Knowledge Keepers, or Indigenous community members, the Corporation shall do so in accordance with Board-approved policies that establish expectations for respectful engagement, appropriate compensation, and non-extractive relationship-building practices.

Equity, Accessibility, and Safety in Electoral Processes: The Corporation shall ensure that all election and referendum rules, procedures, and meetings are conducted in a manner that is accessible, inclusive, and culturally safe, and that promotes equitable participation by all members. Without limiting the generality of the foregoing, the Corporation's election policies and procedures shall provide for:

- (a) reasonable accessibility accommodations for candidates and voters, including physical, technological, and communication supports;
- (b) culturally safe and inclusive participation options, recognizing that not all members may be able or willing to participate in adversarial or confrontational campaign or debate formats; and
- (c) clear standards of conduct and enforcement mechanisms to prevent and address harassment, discrimination, and racism during electoral processes.

These requirements shall be implemented through Board-approved election policies and procedures, which shall be reviewed and approved annually.

2.05 Appointment of Advisory Non-Voting Board Members

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

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) The 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.
- d) 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 or vote to appoint an individual to replace the vacant Director seat.

Interim Suspension Power: The Board may impose interim restrictions on a director's participation in Board activities where necessary to protect the integrity of an investigation or the interests of the Corporation, provided that such restrictions are applied in accordance with the Governance Policy and reviewed within a reasonable timeframe.

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 board shall appoint the VP External or the VP Internal or the VP Indigenous Affairs as the President following a formal vote of confidence process within 10 business days of the office becoming vacant. The appointee shall immediately assume the role 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 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.

Equity and Inclusion Responsibilities of Standing Committees: All Standing Committees of the Corporation shall apply an Indigenization, Equity, Diversity, Inclusion, Accessibility, and Anti-Racism (I-EDIAA) lens to their mandates, deliberations, and recommendations to the Board. Each Standing Committee shall ensure that equity considerations are integrated into decision-making, policy development, and program oversight within its scope of responsibility, and shall identify potential impacts on equity-seeking and marginalized student communities. Members of Standing Committees shall participate in equity-focused orientation and training, including training related to cultural safety, accessibility, and anti-racism, in accordance with Board-approved governance and training policies. The Board shall ensure that committee terms of reference and annual work plans reflect these I-EDIAA responsibilities and that progress is reviewed as part of the Corporation's governance and accountability processes.

2..11 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.

2.12 Remuneration of Directors

Directors shall not receive remuneration for acting in their capacity as Directors, except in the form of an honorarium as provided for in the Board's Honorarium Policy and approved within the Corporation's annual budget. Any honorarium paid to Directors is intended as recognition of service and contribution to governance and shall not constitute employment income or compensation for specific services rendered. No Director shall participate in any discussion or vote relating to the amount, structure, or payment of honoraria applicable to Directors, except as permitted by the *Act* and the Corporation's conflict of interest policy. Directors may also be reimbursed for reasonable expenses incurred in the performance of their duties in accordance with policies approved by the Board. A Director shall not be engaged as an employee or independent contractor of the Corporation during their term of office, except with the approval of the membership by ordinary resolution.

Restrictions on Amendments to Board Honorarium Policy: Any amendment to the Board Honorarium Policy shall only be approved between May 1 and September 30 of a Board term and shall apply only to the subsequent Board term. No Board of Directors shall approve or implement any amendment to the Board Honorarium Policy that has the effect of increasing, decreasing, or otherwise altering the honorarium payable to members of that same Board during their current term of office. All amendments to the Board Honorarium Policy must be approved by resolution of the Board in accordance with the

Corporation's conflict of interest policy and reflected in the annual budget approved by the Board and, where required, the membership.

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 Executive Director 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 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 Job description 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. Executive Director: The ED 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 ED. The ED 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 ED, 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 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. Vice President Indigenous Affairs: 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.

Qualifications of Members of the President's Executive Team: Members of the President's Executive Team must be current or former students of Centennial College and must have been members of the Association (Class A or Class B) prior to appointment. Candidates must demonstrate competency, relevant skills, and capacity to fulfill the responsibilities of the specific executive role to which they are appointed.

In addition, candidates for the President's Executive Team must have previously contributed to the governance or leadership of the Association through at least one of the following roles:

- (a) Director or appointed representative to the Board of Directors;
- (b) member of a Board or Association committee, whether as an appointed member or volunteer observer;
- (c) executive member of a recognized student club or association; or
- (d) prior service as a member of the President's Executive Team.

Term of Office and Term Limits: Members of the President's Executive Team shall be appointed for a term running concurrently with the Board of Directors, commencing on May 1 and ending on April 30 of the following year. No individual may serve more than two (2) consecutive terms or a total of two (2) years on the President's Executive Team. Any period of service, whether by appointment at the beginning of the term or through mid-term appointment, shall be deemed to constitute one (1) full term for the purposes of term limits. Reappointment beyond the maximum term limit shall not be permitted, except where expressly authorized by these Bylaws.

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

COMPLAINTS AND INTERNAL RESOLUTION PROCESS

The Corporation shall maintain policies and procedures for the receipt, assessment, and resolution of complaints arising within the Association, including workplace, governance, and interpersonal disputes. Except where prohibited or limited by law, complaints shall first be addressed through the Corporation's internal policies and conflict resolution processes, including informal resolution and formal investigation procedures where appropriate, before external investigative or enforcement mechanisms are pursued. Nothing in these Bylaws or in any policy of the Corporation shall be interpreted so as to prevent or discourage any person from exercising their rights or obligations under applicable legislation, including but not limited to the *Occupational Health and Safety Act* or the *Human Rights Code*, or from reporting matters to appropriate external authorities where required or permitted by law. The Board shall ensure that complaint-related policies are fair, accessible, trauma-informed where appropriate, and consistent with principles of procedural fairness, confidentiality, and non-retaliation.

SECTION X

MEMBERS

10.01 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.

10.02 Transferability of Membership

A member's membership cannot be transferred.

10.03 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.

10.04 Resignation

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

10.05 Discipline and Termination of Members

Any disciplinary action or termination of membership shall be undertaken in good faith, in a fair and reasonable manner, and in accordance with the principles of procedural fairness, natural justice, and the Corporation's commitment to equity, diversity, inclusion, accessibility, and anti-racism.

No Member shall be disciplined, suspended, or expelled on the basis of any protected ground under the *Ontario Human Rights Code*, nor on the basis of Indigeneity, cultural identity, political advocacy, or participation in equity-seeking activities. The Corporation acknowledges the need for culturally safe processes, particularly where Indigenous students and other marginalized communities are involved.

The Board may consider disciplinary action only on one or more of the following grounds:

- (a) material violation of the Articles, Bylaws, or written policies of the Corporation;
- (b) conduct that demonstrably and materially harms the Corporation's ability to fulfill its purpose, mission, or legal

obligations; or

(c) serious misconduct that poses a risk to the safety, integrity, or functioning of the Corporation.

Where appropriate and consistent with the nature of the concern, the Corporation shall seek to apply progressive or restorative approaches to conflict resolution prior to imposing suspension or expulsion, including facilitated dialogue, mediation, education, or behavioural agreements, in accordance with Board-approved policies. Where the Board proposes suspension or expulsion of a Member, written notice of the proposed action and the reasons for it shall be provided to the Member at least fifteen (15) days in advance, and the Member shall have the right to provide written submissions and relevant evidence in response. The Board shall consider any submissions received before making a decision. Prior to a decision becoming final, the Member shall have the right to request an internal review in accordance with procedures established in Board policy, which shall include review by a body or committee independent of the original decision-makers and including at least one individual with equity and governance training. Following completion of any internal review, the Board may confirm, vary, or rescind the proposed disciplinary action and shall provide written notice of its final decision and reasons. Nothing in these Bylaws limits any rights of Members under the *Ontario Not-for-Profit Corporations Act*, the *Ontario Human Rights Code*, or other applicable law.

10.06 Membership Dues

The Board has the authority to determine Membership fees.

SECTION XI

MEETING OF MEMBERS

11.01 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.

11.02 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 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.

11.03 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.

11.04 Quorum

Eighty-five members of the Association, including members present by proxy or participating by electronic means, 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.

11.05 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.

11.06 Voting

Except where a greater number of votes is required by the *Act* or these Bylaws, a simple majority of the votes cast by members present in person, participating by electronic means, or represented by proxy shall determine all questions at meetings of members.

At a meeting of members, each Class A member of the CCSAI shall be entitled to be present and cast one vote on any motion at the meeting. Class B members of the CCSAI shall be entitled to be present and cast one vote on only ordinary motion (simple majority). 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.

- (b) 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.

- (c) 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.
- (d) 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.
- (e) 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.

11.07 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.

11.08 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.

11.09 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.

11.10 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 XII**NOTICE****12.01 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.

12.02 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.

12.03 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 XIII

ADOPTION AND AMENDMENTS OF BY-LAWS**13.01 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.

13.02 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

13.03 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.

13.04 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: _____

APPENDIX B: COMARISON OF CURRENT BYLAWS VS. DRAFTS

Current Bylaws vs. Drafts				
Section/Article	Current Bylaws	Draft 1- August 2025	Draft 2- January 2026- Approved at Full-Board January 29, 2026	Key ONCA Considerations
Interpretation & Purpose & Definitions	Purpose: Representation, community, liaison, inclusion, engagement, leadership, anti-discrimination.	Expanded purpose to explicitly include equity, inclusion, sustainability. Same anti-discrimination focus.	Expanded purpose to explicitly include equity, inclusion, sustainability. Same anti-discrimination focus. Added definitions of Anti-Racism, Decolonization, Indigenization, Reconciliation.	Purpose statement aligned with ONCA s.7 (capacity/objects). Definitions updated to ONCA terms.
Seal	Seal mandatory; impression provided.	Seal optional, not mandatory.	Seal optional, not mandatory.	ONCA does not require seal; optional in draft aligns with Act.
Membership	Membership: all fee-paying/co-op students; voting rights, club rights, attend meetings, referenda.	Class A = voting (fee-paying students). Class B = others. Explicit transferability/termination provisions.	Class A = voting (Full-time fee-paying students). Class B = Voting only on ordinary resolutions (Part-time fee-paying students). Explicit transferability/termination provisions.	Membership classes (ONCA s.48). Draft aligns by specifying voting (Class A) vs non-voting (Class B).
Board Composition	Min 5 – Max 6 elected voting members (President + VP Progress, Morningside, Ashtonbee, Story Arts, Aerospace). Ex-officio: CEO + College rep. Appointed PAC Rep + 2 Indigenous Reps (non-voting). CGRO non-voting. Chair appointed.	7 voting directors: Chair, President, 4 faculty directors, Indigenous Director. 8 advisory non-voting (CEO, College Rep, Indigenous Advisor, Indigenous Rep, Treasurer, Secretary, CGRO, Board Comms).	7 voting directors: Chair, President, 4 faculty directors, Indigenous Director. 5 advisory non-voting (Executive Director, Treasurer, Secretary, CGRO, Board Comms). College Rep and Indigenous Advisor serves as liaisons with no fiduciary responsibilities. Indigenous representative is now called Vice President Indigenous Affairs and serves on the president's executive team. Added restrictions on board honorarium policy. Added exception for the Indigenous representative on the board. Added I-EDIAA Accountability Planning and Transparency and access to governance information.	ONCA s.22 requires min 3 directors; draft ensures compliance. Advisory non-voting roles clearly separated to avoid director liability.
Eligibility (Directors)	Full-time students, GPA ≥3.0, bondable, 18+, good standing, attend meetings. Probation allowed if GPA <3.0.	FT Class A student, GPA ≥3.0, 18+, no probation, no bankruptcy, no conflicts, no dual roles. Broader disqualification grounds incl. past resignation/removal.	FT Class A student, GPA ≥3.0, 18+, no probation, no bankruptcy, no conflicts, no dual roles. Broader disqualification grounds incl. past resignation/removal. Added exceptions to consider accessibility needs and accommodations.	Eligibility restrictions consistent with ONCA s.23 (age, bankruptcy, incapacity). Draft adds stricter governance expectations (GPA, probations).
Eligibility (President)	Board member since Sept 1, FT/part-time allowed, GPA ≥3.0, 35 hr/wk, pass Vote of Confidence.	President must be FT fee-paying for first term but can be unenrolled later; 35 hrs/wk. Appointment process outlined (vote of confidence must be passed, ratification by membership).	President must be FT fee-paying for first term but can be unenrolled later; 35 hrs/wk. Appointment process outlined (vote of confidence must be passed, ratification by membership). However, eligibility is clarified to state that the president must not be a full-time enrolled student at centennial college upon taken office.	ONCA s.24–25 allows members to elect/ratify president/board. Draft's appointment route must still ensure member control of directors.
Elections/Appointment of Voting Directors	All directors including the president is elected. The Indigenous rep is appointed. Terms May 1–Apr 30; max 2 years consecutive. President & VPs require Vote of Confidence for continuation.	President is appointed through VoC process.	Expanded on the Director at Large Indigenous Student Representative Appointment process in consultation with the Eighth Fire. President is appointed through VoC Process, ratified by membership. Added accessibility + culturally safe participation.	
Board Terms	Automatic removal if eligibility fails, absence from 3 meetings, GPA below threshold, violation, bankruptcy. Removal by 2/3 Board vote.	One-year terms (May1–Apr 31). Max 2 consecutive. ED & CGRO up to 5 years. Resignation: written or deemed (e.g. 3 consecutive absences, GPA <3.0, criminal charge, conduct detrimental). Removal: Members only via ordinary resolution.	One-year terms (May1–Apr 31). Max 2 consecutive. ED & CGRO up to 5 years. Resignation: written or deemed (e.g. 3 consecutive absences, GPA <3.0, criminal charge, conduct detrimental). Removal: Members only via ordinary resolution.	ONCA permits 4-year terms max; draft aligns with 1-year renewable. Removal by members (ONCA s.26) — draft compliant. Current allows board to suspend/remove which may conflict with ONCA.
Removal & Resignation	Monthly, 5 days' notice, open to members unless in camera.	Monthly, 5 days' notice, agenda posted. Quorum = simple majority. In-camera provisions defined.	Monthly, 5 days' notice, agenda posted. Quorum = simple majority. In-camera provisions defined.	ONCA s.34 requires notice, quorum defined in bylaws; both compliant. Draft provides clarity on in camera/telecom participation.
Board Meetings	Decisions by 2/3 majority.	Decisions by majority vote; tie broken by Chair (casting vote).	Decisions by majority vote; tie broken by Chair (casting vote).	ONCA allows majority vote; draft aligns. Current requiring 2/3 may be stricter than law (permissible).
Voting Threshold (Board)	Board must create 5-year strategic plan. Minor changes = majority vote; discontinuation only at expiry. Annual action plan aligned with strategic plan.	Mandatory 5-year strategic plan & annual board action plan. Changes require 2/3 Board vote. Early discontinuation needs 2/3 Board + special resolution of members.	Mandatory 5-year strategic plan & annual board action plan. Changes require 2/3 Board vote. Early discontinuation needs 2/3 Board + special resolution of members. Added I-EDIAA Accountability Planning and Transparency and access to governance information. Added access to governance information mechanism.	Strategic planning not mandated by ONCA but fits governance best practices. Draft adds member oversight in discontinuation.
Strategic & Action Plans	AGM Mar–Apr annually. SGM called by majority Board vote or request of Pres/CEO. 10 days notice. Quorum 75 members. Proxy allowed (max 10 per person).	AGM must be held annually (timing flexible). SGM called by Board. Notice rules defined. Proxies explicitly recognized. Quorum remains 75.	AGM must be held annually (timing flexible). SGM called by Board. Notice rules defined. Proxies explicitly recognized. Quorum increased to 85. Added electronic means of attendance counting towards quorum.	ONCA requires AGM annually within 15 months; both comply. Draft quorum rule meets s. 57
AGM & SGM	Honoraria set by policy. Audited FS approved at AGM. Budget approved at AGM.	Board approves fees. Pres + Exec team receive salary. Audited FS within 6 months of FY end. Chair, President, Secretary, Treasurer, CEO, CGRO defined. Secretary/Treasurer appointed via formal hiring. CGRO & CEO max 5-year terms.	Board approves fees. Pres + Exec team receive salary. Audited FS within 6 months of FY end.	ONCA requires audited/review engagement if revenue thresholds met. Draft aligns
Financial Oversight	President, VPs, Chair, CGRO, CEO, College rep defined; CGRO reports to Board.	President's Executive Team includes VP External, VP Internal, Secretary, Treasurer, Board Comms, Indigenous Rep.	Signing officers are the President, Treasurer, Secretary and ED. President's Executive Team includes VP External, VP Internal, Secretary, Treasurer, Board Comms, Vice President Indigenous Affairs. Added qualifications and term of office (max 2 terms)	ONCA requires officers be appointed by board (s.42). Draft aligns by Board appointment of Secretary, Treasurer, CGRO, ED
Officers	VPs by campus, plus PAC & Indigenous reps (non-voting).	Indemnification + adherence to laws.	Indemnification clause aligned with ONCA standards.	Executive team structure not mandated by ONCA. Draft codifies roles for governance clarity
President's Executive Team		Indemnification clause aligned with ONCA standards.	Indemnification clause aligned with ONCA standards.	ONCA s.46 indemnity provisions adopted
Conflict of Interest & Protection				ONCA supports internal dispute resolution as part of the Board's fiduciary oversight, but bylaws cannot restrict statutory rights under OHSa or the Human Rights Code. The proposed clause balances early conflict resolution and risk management with full legal compliance and whistleblower protections.
Complaints and Internal Resolution Process	N/A	N/A	Added section IX to clarify complaints and internal resolutions processes.	
Discipline and Termination of Members	N/A	Board can terminate or discipline a member.	Tightened language to ensure due process and an appeals mechanism.	
Committees	The Board can strike standing committees.	The Board can strike standing committees.	Added Equity and Inclusion requirements for the committees.	



To: Centennial College Student Association

From: Courtney Fraser/ Fraser and Associates Legal Group

Date: October 3rd, 2025

Subject: Updates and Recommendations Regarding the Association's Bylaws

Introduction

As part of my review and revisions to the Centennial College Student Association's bylaws, I was asked to review the current bylaws. It should be noted that I have reviewed previous versions of the CCSA bylaws and below is an outline of the major governance improvements and structural updates made from prior versions. The current draft reflects significant modernization efforts, full alignment with the Ontario Not-for-Profit Corporations Act (ONCA), and several changes that support transparency, accountability, and sound governance.

General Opinion:

This report provides a comprehensive legal review and analysis of the Centennial College Student Association Inc. (CCSAI) General Operating By-law No. 1. The draft reflects a strong alignment with the Ontario Not-for-Profit Corporations Act (ONCA), introduces a number of modern governance mechanisms, and improves clarity, accountability, and member engagement. Key improvements include defined director term limits, new officer positions, updated financial protocols, and enhanced membership rights. Minor revisions are recommended for procedural clarity and operational practicality.

1. Legal Review: General Compliance with ONCA

a. Board Governance

- The composition, appointment, resignation, and removal of directors are clearly defined.

- I -

Fraser & Associates

Tel: 1 (416) 648-5431 | E-Mail: info@FraserLegalGroup.com | Web: FraserLegalGroup.com

#908-7191 Yonge Street, Markham, ON L3T 0C4

- Eligibility criteria align with ONCA section 23 and include additional CCSAI-specific safeguards (e.g., GPA minimums, academic standing).
- The new framework introduces a more robust process for appointing Chairs and Presidents, including fallback mechanisms and term limits.

b. Membership Rights and Classes

- Members are divided into Class A (full-time) and Class B (part-time), consistent with ONCA's allowance for multiple classes.
- Voting rights are properly restricted to Class A members.
- Member discipline and termination procedures meet ONCA procedural fairness standards, including notice and response periods.

c. Meetings and Decision-Making

- AGMs and SGMs are governed by defined procedures including quorum, notice, proxies, and voting protocols.
- Provisions for written resolutions and electronic participation are compliant with ONCA.
- Proxy caps (max 10 per member) and tie-breaking procedures have been introduced.

d. Financial Management

- Budgeting, auditing, and reporting timelines are well articulated.
- Signing officers are defined with flexibility for board delegation.
- Auditor qualifications meet ONCA conflict-of-interest requirements.

e. Conflict of Interest and Indemnity

- Conflict rules mirror ONCA requirements.
- Indemnification and advancement of legal costs for directors are provided subject to good faith and lawful conduct.

f. Bylaw Amendments

- The bylaw amendment process includes clear notice requirements and compliance with ONCA section 17(2).

2. Summary of Improvements Over Previous Bylaws

a. Full ONCA Compliance

- Revised definitions and structure aligned with ONCA terminology and legislative requirements.
- Introduction of member proposal mechanisms and clarification of member voting rights.

b. Modern Governance Structure

- Introduction of:
 - Board Communications Officer
 - Indigenous Student Director and Indigenous Advisor
- Clear distinction between voting and advisory board members.

c. Defined Term Limits and Appointment Processes

- 1-year term maximum with limit of two terms for most positions.
- Chair and President appointments include fallback processes in case of no eligible candidates.

d. Strategic Planning Requirements

- New requirement for a 5-year strategic plan to be developed and renewed.
- Annual action plan required by July each year, aligned with the strategic plan.

e. Bylaw Suspension Powers

- New clause allowing temporary suspension of bylaws by a 2/3 board vote in extraordinary circumstances.

f. Enhanced Voting and Meeting Procedures

- Proxy voting capped at 10 proxies per person.
- Defined quorum (75 members) and mechanisms for polling and casting votes.

g. Expanded Financial Oversight

- Auditor qualifications and review engagement rules formalized.
- Defined process for budget development and approval.

h. Clarified Director Resignation and Removal

- New rules for deemed resignation (e.g., GPA drop, absenteeism, conduct violations).
- Member removal of directors requires an ordinary resolution, per ONCA.

i. Compensation Guidelines

- Directors may be compensated for work beyond their elected duties with prior approval, subject to budget constraints.

j. Enhanced Format and Readability

- Clear sectioning, cross-references to policies, and a comprehensive table of contents.

3. Observations and Recommendations

- Deemed Resignation Grounds: Consider adding a procedural fairness clause before automatic removal.
- Bylaw Suspension Clause: Recommend limiting this power to procedural rules or requiring member ratification if suspension is longer than a defined period.
- Meeting Quorum: Consider reducing quorum from 75 to a percentage (e.g., 1% of Class A members), especially for online AGMs.
- Proxy Voting: Clarify submission procedures (format, deadline, and to whom proxies must be delivered).
- Policy Alignment: Ensure governance policies (Chair, President, CGRO, Elections) are reviewed and updated to reflect these new bylaw provisions.

Conclusion

The 2025 draft of the CCSAI General Operating By-law represents a major step forward in aligning the Association's governance framework with the Ontario Not-for-Profit Corporations Act. It introduces a clear, comprehensive, and modernized approach to leadership, accountability, student representation, and financial oversight. The inclusion of Indigenous governance roles, a

- 5 -

Fraser & Associates

Tel: 1 (416) 648-5431 | E-Mail: info@FraserLegalGroup.com | Web: FraserLegalGroup.com

#908-7191 Yonge Street, Markham, ON L3T 0C4

strategic planning mandate, and improved operational transparency are notable and commendable.

With only a few targeted refinements recommended, this bylaw positions CCSAI to operate with enhanced integrity, legal compliance, and responsiveness to its membership. Once ratified, it will serve as a strong foundation for the organization's future governance and growth.

I am available to draft any additional policies or sections as needed.

Should you have any questions or require further assistance, please do not hesitate to contact me.

Sincerely,



Courtney Fraser

Barrister and Solicitor, Fraser & Associates Legal Group PC



Implementation Note to Members

Proposed CCSAI Bylaws

If the proposed bylaws are approved by the membership at the Special General Meeting, the new bylaws will take effect immediately and will replace all existing bylaws of the Centennial College Student Association Inc. The approved bylaws will be published and made accessible to members through CCSAI's official communication channels.

Following adoption, CCSAI will begin implementing the updated governance structure. This includes issuing a call for applications for positions on the President's Executive Team and opening nominations for Director positions to be elected at the Annual General Meeting. To support broad student participation, leadership opportunities will be promoted through CCSAI communications and academic channels, including outreach to faculty advisors, program coordinators, and student leadership networks.

To support implementation of the new bylaws, CCSAI will review and update governance policies, including election procedures, committee structures, transparency requirements, and complaints and dispute resolution processes. Orientation and governance training will be provided to incoming student leaders to support compliance with legal obligations, fiduciary responsibilities, and CCSAI's commitments to equity, accessibility, and inclusive governance.

To facilitate a smooth transition, the April 1 deadline for Director elections will be waived for the 2026 election cycle. Director elections will instead be conducted no later than the conclusion of the 2026 Annual General Meeting.

Members will continue to receive updates throughout the implementation process and are encouraged to participate in governance through elections, committee service, consultations, and general meetings.



CENTENNIAL COLLEGE STUDENT ASSOCIATION INC.

ANNUAL GENERAL MEETING

MINUTES OF THE ANNUAL GENERAL MEETING OF Centennial College Student Association Incorporated held in the Student Centre at Progress Campus and via Zoom teleconference/webinar on Tuesday, April 8, 2025 at 12:00 p.m.

With the consent of all in attendance and no objections noted, A. Adams presided as Chair of the meeting. All present were welcomed and the head table was introduced as follows:

Present:	A. Adams	-	President
	K. Singh	-	Vice President, Downsview Campus
	B. Kaur	-	Vice President, Morningside Campus
	V. Eke	-	Vice President, Story Arts Centre
	K. M. Herrera	-	Vice President, Progress Campus
	L. Routhier	-	Representative, Performing Arts Centre
	D. Ip Yam	-	Dean of Students, Centennial College
Staff:	N. Singh	-	Executive Assistant, Progress Campus
By Invitation:	S. Robertson	-	Recording Secretary, MinuteTakers Inc.

An attendance list is attached as an Appendix to these minutes.

1. **WELCOME and CEREMONIAL PRESENTATION**

A. Adams welcomed all in attendance and thanked everyone for taking the time to come to the meeting.

2. **ANNOUNCEMENT OF QUORUM and CALL TO ORDER**

The meeting was duly called to order at 12:26 p.m.

3. **LAND ACKNOWLEDGEMENT**

The Land Acknowledgement was read aloud by K. Singh.

4. **AGENDA**

The Chair noted the following proposed amendments to the agenda:

- ☐ Item #6 removed
- ☐ The Federal Advocacy Report will be presented by L. Routhier and B. Kaur
- ☐ The Provincial Advocacy Report will be presented by K. M. Herrera and V. Eke
- ☐ Item #12 will be presented by A. Adams

The Chair called for a Motion to approve the agenda as presented. On Motion by L. Routhier and seconded by B. Kaur it was

“Resolved that the agenda is approved as amended. Motion carried as evidenced by a virtual show of hands.
(94-0-1).

5. **APPROVAL OF SPECIAL GENERAL MEETING MINUTES**

The Minutes of the Special General Meeting held on March 13, 2025 were provided with the Notice of the Annual General Meeting.

There being no errors or omissions noted, the Chair requested a Motion that the reading of these Minutes be dispensed with and that same be approved. On a Motion by V. Eke and seconded by B. Kaur it was:

“Resolved that the reading of the Minutes of the Special General Meeting of CCSAI members held on March 13, 2025 be dispensed with and that they be adopted and verified as presented.” Motion carried as evidenced by a virtual show of hands.
(86-0-3).

6. **PRESIDENT'S REPORT** – A. Adams

A. Adams delivered a report on behalf of the Board of Directors. Highlights are noted as follows:

- (a) *Acknowledgement* – A. Adams acknowledged the Board of Directors and student community.
- (b) *Strategic Plan* – The Board of Directors completed a strategic plan that has a new vision and clear directions to enhance the student's experience.
- (c) *Governance* – The Board of Directors focussed on accountability and transparency and as part of that over 40 governance policies were developed. There is new student led committees being established and a call for membership will be issued in the coming weeks.

7. **BYLAW AMENDMENT – ARTICLE XII**

The Chair presented the CCSAI bylaw amendment to add article XII.3 stating “The Executive Director/CEO shall serve a term not exceeding five (5) years, with the possibility of a single extension for up to two (2) additional years, subject to Board approval. The Executive Director/CEO shall be subject to an annual performance evaluation conducted by the Board of Directors in accordance with the Board's governance policy related to the Executive Director's role. At the conclusion of the Executive Director/CEO's initial five-year term, the Board shall undertake a comprehensive review to determine whether an extension is in the best interest of the organization. The decision to extend the term shall require a formal resolution of the Board.”

On a Motion by L. Routhier and seconded by K. Singh it was:

“Resolved that the By-Law Article XII be amended to add #3 as presented. Motion carried as evidenced by a virtual show of hands. (78-12-4).

8. **APPROVAL OF AUDITOR** – A. Adams presented the following:

On a Motion by K. M. Herrera and seconded by B. Kaur it was:

“Resolved that the firm of BDO Dunwoody be re-appointed as Auditor of the Corporation for the fiscal period ending March 31, 2026.” Motion carried as evidenced by a virtual show of hands. (88-0-5).

9. **APPROVAL OF AUDITED FINANCIAL STATEMENTS** – A. Adams presented the following:

On a Motion by K.M. Herrera and seconded by V. Eke it was:

“Resolved that the Audited Financial Statements for the fiscal year ended March 31, 2024 as prepared by BDO Canada LLP, be duly accepted as presented.” Motion carried as evidenced by a virtual show of hands.
(79-1-6).

10. **APPROVAL OF 2025/2026 CCSAI OPERATING BUDGET**

- 10.1 **Operating Budget Overview** – A. Adams presented the 2025/2026 CCSAI Operating Budget.

- 10.2 **Discussion** – The floor was now opened for questions; however, none came forward.

- 10.3 **Approval of Operating Budget 2025-2026** – On a Motion by B. Kaur and seconded by V. Eke it was:

“Resolved that the 2025-2026 CCSAI Operating Budget be approved as presented.” Motion carried as evidenced by a virtual show of hands with K.M. Herrera and their proxies abstaining.
(62-18-18).

11. **BOARD OF DIRECTORS ADVOCACY REPORTS**

- 11.1 **Federal Advocacy Report** – B. Kaur and L. Routhier presented an overview of the federal advocacy priorities and key achievements. The Chair acknowledged the federal advocacy efforts of the past year. Members participated on every committee and in leadership roles at the Canadian Alliance of Student Associations.

- 11.2 **Provincial Advocacy Report** – K. M. Herrera and V. Eke provided an overview of the activities for provincial advocacy that focuses on housing and education. One key area of focus was to advocate for increased funding and policies addressing student needs. The group created the CCSAI pre-budget submission and presented recommendations to policymakers in the Legislative Assembly of Ontario.

- 11.3 **Municipal Advocacy Report** – K. Singh noted that municipal advocacy is focused on city-level change and student representation. It works independently and does not have an umbrella organization. The volunteers worked on the U-Pass initiative aimed at introducing a universal transit pass across the GTA. This requires agreement from 9 GTA institutions and negotiations are ongoing. There was also focus on the student housing project in partnership with HOUSE Canada.

- 11.3.. Housing Our University Students Equitably (HOUSE), is a non-profit housing organization that builds and operates affordable student housing on or near post-secondary campuses across Canada. The project is currently on hold due to budgetary impact. The Chair encouraged members to continue to participate to have their voices heard.

12. **INDIGENOUS REPRESENTATIVE REPORT**

A. Adams presented a report on behalf of the indigenous representative. The by-laws were recently updated to have two indigenous representatives on the Board of Directors to ensure advancing indigenization across the college and continue to work towards truth and reconciliation. The indigenous centre will determine a liaison while will work with the Association to develop a comprehensive indigenous plan.

13. **ANNOUNCEMENT OF BOARD OF DIRECTORS 2025/2026**

The new members of the Board of Directors were introduced as follows:

Al Helal Shourav	-	Vice President, Progress Campus
Logan Routhier	-	Vice President, Story Arts Centre
Harjyot Singh	-	Vice President, Downsview Centre
Ayesha Siddiqua	-	Vice President, Ashtonbee

14. **OTHER BUSINESS**

With the formal business concluded, the meeting was opened for questions.

- (a) *President Election* – A question was tabled regarding why the President election was cancelled. **Response:** There was a legal matter internally that is underway. Due to confidentiality, the details cannot be shared until the matter is concluded. The Board of Directors will need to have a meeting when the report is received. The incoming Board will need to appoint an interim President. An announcement will be made as soon as there is an update from the lawyer.
- (b) *Conferences* – It was noted that there is \$100,000 in the budget for conferences and a query was raised on how this would be beneficial for the students. What are some of the activities that have been learned or applied from attending conferences and what is the decision making process and criteria used for this budget allocation? **Response:** Each year in the summer the Board members undertake governance and leadership training to ensure they are equipped to work on the priorities for the year including student advocacy. There are four conferences per year that Board members attend, and travel and accommodations are covered. The Board of Directors recently developed new financial policies to ensure fiscal responsibility for travel and accommodations. There is an update each month on the website that includes information on every conference that is attended.

- (b..) There are usually four conferences per year with 3 or 4 people attending. Their flights, accommodations and meals are covered. **Comment:** Why is attendance at conferences limited to the board and not open to students? **Response:** Currently for each organization requires a delegate each year and because they are elected to serve the students they are the first priority.
- (c) *Budget* – A question was raised as to why the clubs only receive 0.25% of the whole budget. **Response:** Each gets about \$400 per semester to plan and execute events. The Board of Directors is working on a new model to equitably allocate funds for clubs based on membership numbers. In the meantime, if more funds are needed for a special event, this can be considered by the Board.
- (d) *CCSAI Policies* – A student asked why they are not allowed to print their own materials. **Response:** This is an appropriate topic to bring to the club presidents committee for discussion and possibly propose amendments to the policy.
- (e) *Revenue and Expenses* – A comment was tabled that the revenue and expenses in the budget are exactly the same and how this is accomplished. There is also one item to be determined in the budget. **Response:** The budget is done based on expected student enrolment and the revenue is based on that. This year the provincial advocacy leads determined that Ontario Student Voices are not meeting the standards and agreed not to maintain the membership. The Association has asked for their governance policies and strategic plan. The incoming Board will discuss this further as it is important to hold the partner organizations to task and ensure that it benefits the students.
- (f) *Executive Director/CEO* – The Chair noted that after 37 years, the executive director is no longer with the organization. An interim CEO has been appointed, and their term will start on May 1, 2025 until a permanent individual can be appointed.
- (g) *President* – A question was raised if the President will stay beyond their term. **Response:** A. Adams noted that he will not be staying as President beyond the end of the term. A. Adams will assume a different position to conduct board training and transferring knowledge to the new Board members and committees. This is a paid full-time, contract position.
- (h) *By-Law Article XII* – A question was raised whether the Executive Director/CEO could be a student. **Response:** The CEO/ED role is a full-time position that oversees the day-to-day operations and not suitable for a student.
- (i) *Travel and Phone Expenses* – A request was tabled for the details of the travel and phone expenses. **Response:** The Board use their personal phone to work during working hours and this is covered by the Association. Board members are provided with a bus pass or funds for travel for meetings.

-
- (i...) The breakdown of the amounts reimbursed for travel and benefits are \$150/month for bus pass, \$100/month for the phone and wellness benefits of 1,500/year. **Comment:** How much is spent for each person on the Board. **Response:** It is approximately \$4,500 for each person per year.
- (j) *Student Opportunities at Conferences* – It was noted that there are travel grants available for students to attend conferences. **Response:** The Board will be investigating grants this year. Students are encouraged to send information on other grant opportunities for Board awareness.
- (k) *Roles* – A question was asked about the difference between the executive director and the president and if this is a financial burden. **Response:** From a governance perspective, the chair needs to be non-partisan and it is not feasible to have these two positions with the same individual. The chair is paid a small honorarium for chairing the meetings. **Comment:** It was inquired how is it fair that the one that they are choosing to be chair used to be part of the board? **Response:** The chair needs to have governance experience and training to effectively carry out the duties.

The Chair thanked everyone for their questions and attending the meeting.

15. **ADJOURNMENT OF MEETING**

There being no further business brought before the meeting, the Chair requested a Motion to conclude the meeting. On a Motion and seconded it was:

“Resolved that the Annual General Meeting of Centennial College Student Association Inc. be concluded.” Motion carried as evidenced by a virtual show of hands. (69-0-0).

The meeting was concluded at 2:05 p.m.



President – A. Adams

Executive Director/CEO

Centennial College Student Association Inc. Minutes of Annual General Meeting, April 8, 2025

8

Board Votes/Proxies		AGM In-Person Attendance List			AGM Attendance/ Proxies/ Votes				
Board Name	Proxy total #	Name (First)	Name (Last)	Student Number	Agenda Item	Mover	Second	Board Voting	Final Voting (In favour - Against- Abstain)
Ajane Adams	11	Abdullah	Divkar	301302441	BIRT: The April 8, 2025 Annual General Meeting agenda be approved.	L. Routhier	B. Kaur	66-0-0	94 - 0 - 1
Logan Routhier	11	Akshdeep	Kaur	301418809	BIRT: The March 13, 2025 Special General Meeting minutes be approved.	V. Eke	B. Kaur	66-0-0	86 - 0-3
Baljit Kaur	11	Al Hetal	Shourav	301387518	BIRT: The CCSAI bylaws be amended to add article XII.3 stating "The Executive Director/CEO shall serve a term not exceeding five (5) years, with the possibility of a single extension for up to two (2) additional years, subject to Board approval. The Executive Director/CEO shall be subject to an annual performance evaluation conducted by the Board of Directors in accordance with the Board's	L. Routhier	K. Singh	66-0-0	78 - 12 - 4
Khushbir Singh	11	Alex	Taetos	301008525	BIRT: The CCSAI membership approve BDO, Canada as auditors to conduct the 2025/2026 CCSAI audit.	K.M. Herrera	B. Kaur	66-0-0	88 - 0 - 5
Vivian Eke	11				BIRT: The CCSAI membership approve the audited financial statements as presented.	K.M. Herrera	V. Eke	66-0-0	79 - 1 - 6
Total Board proxies	66	Amiljot	Singh	301427318	BIRT: The CCSAI board of directors approve the 25/26 budget.	B. Kaur	V. Eke	55-0-11 <i>Note- K.M.Herrera and her proxies abstain</i>	62 - 18 - 18
		Amy	Liu	301499239	BIRT: The April 8, 2025 Annual General Meeting be adjourned at XXpm.			66-0-0	69 - 0 - 0
		Andres	Ramona	301480383					
		Andri	Tashit	301335235					
		Angela	Palomino	301286914					
		Anisha	Manoj	301351198					
		Arsal	Shahayyar	301461570					
		Arshdeep	Kaur	301273287					
		Ashmani	Jagnanan	819924234					
		Ayushi	Shivetha	301446932					
		Beechan	Jansav	301294752					
		Bhavesh	Narang	301453509					
		Billy Joe	Gragasin	301338765					
		Chanuae	Gibbs	301421282					
		Charveen	Lauron	301288420					
		Charlie Belle	Sy	301315468					
		Christon	Co	301409481					
		Cyril	Paloma	301289179					
		Darpan		301500396					
		Delina	Joby	301430364					
		Dennis	Sekamatte	301477252					
		Diego	Salinas	301346881					
		Dijpreet	Singh	301450070					
		Edwin	Reyes	301324666					
		Elijah	Browne	822604641					
		Emeka	Niumanze	301313544					
		Erik	Soler	301475450					
		Franklin	Opata	301314194					
		Gheorghe	Georgescu	301377303					
		Glavia	Jamenez	301327014					
		Hanzelle	Albin	301380187					
		Hasimranjeet	Kaur Toor	301499274					
		Ian	Jennings	300651628					
		Jaylyn	Corpuz	301324214					
		Jaypee	Balato	301438728					
		Jehnuma	Romero	301295574					
		Jesus	Ruz	301312068					
		Joshua	Dilag	301245138					
		Joseph	Ekanem	301247162					
		Kantor	Kerimkulov	301460801					
		Karan	Shrestha	301380785					
		Katherine	Deaming	301500800					
		Krupal	Tajani	301490387					
		Lourdes	Hadatty	301345873					
		Lucky	Mejby	301312091					
		Luz	Rivera	301375059					
		Ma. Anestel	Santiago	301386845					
		Madhya	Kamboj	301238987					
		Mahima	Mohandas	301331575					
		Majid	Hameed	300271889					
		Maria	Soto	301483078					
		Maria	Sebastian	301418668					
		Martar	Allona	301330901					
		May Ann	Dacir	301238254					
		Mr. Thatha	Ali	301418071					
		Michael	Tamesa	301380519					
		Michael	Gomez	300763715					
		Mohammed	Quazi	301247516					
		Mohammed	Alan	301286730					
		Monica	Zabarellos	301361463					
		Nabin	Chhantyal	301390404					
		Nasrin	Choolukanan Nazeer	301490502					
		Nathan	Hara	301413715					
		Nathania	Mberhi	301477619					
		Nico	Castro	301476703					
		Nrupamjit	Kaur Toor	301496086					
		Nithya	Beechanu	301389984					
		Norman	Sanchez	301046834					
		Obyosore	Dosunmu	301325668					
		Oghenotaji	Money	301337682					
		Olusamoke	Menyua	301476839					
		Olusegunmilayo	Olalee	301312812					
		Pauline	Aniola	301375039					
		Prisca	Anukam	301280257					
		Sahayveer	Saini	301437801					
		Sandesh	Panth	301474295					
		Sandra	Abu	301475153					
		Sangee	Usufu	301291676					
		Sarah	Celestino	301256027					
		Saurav	Mann	301509438					
		Serkan	Orkanli	301432286					
		Sharath	Dev	301377536					
		Shamir	Pinder	301386360					
		Simranjit	Singh	301356246					
		Sophia	Araujo	301447711					
		Syeda	Imam	301483864					
		Temilola	Afuye-Joshua	301221278					
		Temilayo	Omiwale	301364378					
		Temitope	Bode-Lawal	301325684					
		Teody	Ann	301310901					
		Temena	Raphy	301431884					
		Varinder	Kaur	301417373					
		Vishnu	Sajithal	301338976					



President's Executive Team Job Descriptions

Created: January 2026
Last Review/Approval Date: January 29, 2026
Review by Date: January 2027
Reviewed by: Board of Directors

Vice President Indigenous Affairs

Position Title: Vice President Indigenous Affairs

Employment Status: Full-time, Contract

Term of Office: May 1 – April 30 (12 months)

Work Arrangement: Hybrid (on-campus, community-based, and remote as operationally required)

Reports To: President, CCSAI

Works Closely With: President, Executive Director / CEO, Indigenous Student Leaders, Advocacy & Research Team, College Indigenous Services (Eighth Fire)

Position Summary

The Indigenous VP is responsible for advancing Indigenous student interests within CCSAI and supporting the development, implementation, and evaluation of CCSAI's Indigenous Strategic Framework. The role leads advocacy on Indigenous student priorities, supports the development of the Indigenous Student Union or Indigenous student governance structures, and works to ensure that CCSAI's policies, programs, and governance practices reflect principles of reconciliation, self-determination, and culturally grounded engagement.

Reporting to the President, this position serves as a key advisor on Indigenous relations and institutional accountability, working collaboratively with Indigenous students, College partners, and advocacy organizations to strengthen Indigenous representation, services, and student voice.

Eligibility Requirements

- Self-identify as an Indigenous student (First Nations, Métis, or Inuit).
- Be a current Centennial College student with a reduced course load approved to fulfill full-time executive duties OR have been previously enrolled/graduated at Centennial College within two (2) years of the date of appointment.
- Be eligible to work in Canada for the full term of the contract.
- Have experience in Indigenous student leadership, community advocacy, or cultural programming.
- Knowledge of Indigenous governance systems and community engagement principles is considered an asset.

Core Responsibilities

1. Indigenous Strategic Framework Implementation

- Lead implementation of CCSAI's Indigenous Strategic Framework and associated action plans.
- Track progress, outcomes, and reporting on Indigenous strategy commitments.
- Work with CCSAI leadership and staff to integrate Indigenous priorities into organizational planning and budgeting.
- Ensure accountability mechanisms are in place to support long-term institutional commitments.

2. Indigenous Student Advocacy & Representation

- Serve as the primary advocate for Indigenous students within CCSAI and with external partners.
- Represent Indigenous student concerns to College administration and governance bodies.
- Support Indigenous students in navigating institutional systems and accessing supports.
- Advocate on issues related to academic success, cultural safety, housing, financial aid, and wellness.

3. Development of Indigenous Student Governance Structures

- Support development and sustainability of the Indigenous Student Union or equivalent governance body.

- Facilitate leadership development among Indigenous student representatives.
- Ensure Indigenous governance structures have formal pathways into CCSAI decision-making processes.
- Support community-led approaches to student engagement and representation.

4. Community Partnerships & Cultural Engagement

- Build and maintain relationships with Indigenous community organizations and Elders where appropriate.
- Support cultural programming and community events that strengthen Indigenous student belonging.
- Collaborate with College Indigenous Services and community partners.
- Ensure engagement approaches respect Indigenous protocols and cultural practices.

5. Governance, Reporting & Accountability

- Provide regular reports to the Board of Directors and membership on Indigenous strategy and advocacy outcomes.
- Ensure advocacy work aligns with CCSAI governance frameworks and Board policy.
- Maintain records of consultations, commitments, and partnership activities.
- Escalate systemic issues affecting Indigenous students to the President and Board.

General Executive Responsibilities

- Participate fully in Executive and Board meetings as required by bylaws.
- Contribute to executive team strategy and organizational planning.
- Support cross-portfolio initiatives and collaboration.
- Prepare annual portfolio reports and transition documentation.

Knowledge, Skills, and Competencies

- Strong advocacy and community engagement skills.
- Culturally grounded leadership and relationship-building.
- Understanding of reconciliation, Indigenous rights, and post-secondary policy.
- Strong communication and facilitation skills.
- Ability to navigate institutional governance environments.

Conduct, Ethics, and Professional Standards

- Uphold CCSAI's Code of Conduct, confidentiality obligations, and conflict-of-interest policies.
- Respect Indigenous cultural protocols and community accountability.
- Act in the best interests of Indigenous students and the broader CCSAI membership.
- Maintain professionalism in all institutional and community interactions.

Performance Evaluation

Performance shall be evaluated by the President in accordance with Board-approved executive evaluation policies, including progress on Indigenous Strategic Framework implementation, effectiveness of advocacy, community engagement, and adherence to governance and accountability requirements.

Vice President External

Position Title: Vice President External (VP External)

Employment Status: Full-time, Contract

Term of Office: May 1 – April 30 (12 months)

Work Arrangement: Hybrid (on-campus, community, and remote as operationally required)

Reports To: President, CCSAI

Works Closely With: Executive Director / CEO, Executive Team, Board of Directors, Student advocacy organizations, Government and institutional partners

Position Summary

The Vice President External is a student advocate and external relations lead of the Centennial College Student Association Inc. The role is responsible for advancing CCSAI's advocacy agenda, representing students to municipal, provincial, and federal governments, maintaining relationships with sector partners, and leading policy development on issues affecting students' academic success, affordability, equity, and well-being.

The VP External works under the direction of the President and in alignment with Board-approved strategic priorities, ensuring that all advocacy initiatives are evidence-based, student-informed, and consistent with CCSAI's mission, bylaws, and policy framework.

This is an intensive, highly public-facing role requiring professionalism, political acuity, discretion, and strong relationship-building skills.

Eligibility Requirements

- Be a current Centennial College student with a reduced course load approved to fulfill full-time executive duties OR have graduated from Centennial College within two (2) years of the date of appointment.
- Have prior student governance or student union leadership experience.
- Be eligible to work in Canada for the full term of the contract.
- Be able to commit to full-time hours, including evenings and occasional weekends.
- Be available for local, provincial, and national travel as required.

Core Responsibilities

1. Government Relations & Advocacy

- Represent CCSAI and its membership to municipal, provincial, and federal governments.
- Lead meetings, delegations, and advocacy campaigns on student issues.
- Prepare advocacy materials, briefing notes, and campaign strategies aligned with CCSAI policy positions and Board direction.

2. Policy Development & Research

- Lead the development and maintenance of CCSAI's advocacy and policy priorities.
- Conduct or commission research using student consultation, institutional data, and sector reports.
- Draft policy submissions and consultation responses.
- Ensure advocacy positions align with CCSAI bylaws, strategic plan, and equity commitments.

3. External Partnerships & Sector Engagement

- Serve as CCSAI's primary delegate to CASA and provincial advocacy coalitions.
- Participate in coordinated lobbying efforts and sector conferences.

- Build partnerships with community organizations and equity-seeking groups.
- Collaborate with Centennial College administration while maintaining advocacy independence.

4. Portfolio Leadership & Organizational Integration

- Develop annual advocacy work plans aligned with CCSAI Strategic Plan and Board priorities.
- Coordinate advocacy initiatives with the President, Communications Officer, and Indigenous Student Representative.
- Support institutional committees and task forces requiring student representation.

5. Reporting, Accountability & Governance Compliance

- Submit written and verbal reports to the Board and membership as required.
- Ensure advocacy activities respect governance boundaries and ONCA compliance.
- Maintain accurate records of meetings, commitments, and correspondence.

General Executive Responsibilities

- Support organizational strategy and executive collaboration.
- Participate in Executive and Board meetings as required by bylaws.
- Support executive transitions through documentation and training of successors.

Knowledge, Skills, and Competencies

- Strong written and verbal communication skills.
- Professional discretion and political judgment.
- Public speaking and media-facing confidence.
- Policy research and analysis skills.
- Ability to manage competing priorities.

Conduct, Ethics, and Professional Standards

- Uphold CCSAI's Code of Conduct and confidentiality obligations.
- Avoid representing personal political views as CCSAI positions.
- Act in the best interests of the organization and its membership at all times.

Performance Evaluation

Performance shall be evaluated by the President in accordance with Board-approved executive evaluation policies, including achievement of advocacy goals, quality of reporting, and adherence to governance frameworks.

Vice President Internal

Position Title: Vice President Internal (VP Internal)

Employment Status: Full-time, Contract

Term of Office: May 1 – April 30 (12 months)

Work Arrangement: Hybrid (on-campus and remote as operationally required)

Reports To: President, CCSAI

Works Closely With: Executive Director / CEO, Advocacy & Research Manager, Executive Team, Board of Directors, College administration

Position Summary

The Vice President Internal is a student advocate of the Centennial College Student Association Inc. The role is responsible for representing CCSAI and its members within Centennial College governance structures, advocating directly to College administration, and leading internal engagement and mobilization of students around institutional issues affecting academic success, equity, accessibility, and student experience.

The VP Internal functions in a role parallel to the Vice President External, but with a focus on internal institutional advocacy, student consultation, and engagement-building within the College. The position works closely with the CCSAI Advocacy Team and Advocacy & Research Manager to ensure student concerns are translated into evidence-based advocacy positions and policy recommendations presented to College decision-makers.

Eligibility Requirements

- Be a current Centennial College student with a reduced course load approved to fulfill full-time executive duties OR have graduated from Centennial College within two (2) years of the date of appointment.
- Have prior student governance, advocacy, or student leadership experience.
- Be eligible to work in Canada for the full term of the contract.
- Be able to commit to full-time hours, including evenings and occasional weekends.
- Demonstrated experience working with committees, campaigns, or institutional processes is considered an asset.

Core Responsibilities

1. Internal Advocacy & Institutional Representation

- Serve as CCSAI's primary representative on Centennial College committees, councils, and working groups as designated.
- Advocate directly to College administration on student priorities, academic concerns, equity issues, and service delivery.
- Monitor institutional policy changes and academic developments affecting students.
- Ensure student perspectives are effectively communicated within College decision-making structures.

2. Student Consultation, Engagement & Mobilization

- Lead student consultation processes to gather feedback on institutional and campus-based issues.
- Chair the CCSAI Mobilization Committee and guide engagement strategies and campaigns.
- Build relationships with student groups, equity-seeking communities, and campus partners.
- Promote civic engagement, advocacy participation, and awareness of student rights and supports.

3. Policy Development & Advocacy Strategy

- Work with the Advocacy & Research Manager to analyze data, student feedback, and institutional trends.

- Translate consultation results into advocacy priorities and policy recommendations.
- Support development of CCSAI policy submissions, internal advocacy briefs, and College consultation responses.
- Align internal advocacy efforts with CCSAI Strategic Plan and Board-approved priorities.

4. Committee Leadership & Organizational Integration

- Sit on internal CCSAI committees as designated by bylaws or Board policy.
- Coordinate advocacy-related committee work with executive and staff leads.
- Ensure student governance structures remain connected to institutional advocacy efforts.
- Support leadership development of student representatives serving on College bodies.

5. Reporting, Accountability & Governance Compliance

- Submit written and verbal reports to the Board and membership as required.
- Maintain records of College meetings, advocacy commitments, and follow-up actions.
- Ensure advocacy activities respect governance boundaries and ONCA compliance.
- Escalate institutional risks or systemic issues to the President and Executive Director/CEO.

General Executive Responsibilities

- Participate fully in Executive and Board meetings as required by bylaws.
- Contribute to executive team strategy, organizational planning, and accountability.
- Support cross-portfolio initiatives and executive collaboration.
- Prepare annual portfolio reports and detailed transition documentation.

Knowledge, Skills, and Competencies

- Strong advocacy, facilitation, and relationship-building skills.
- Understanding of post-secondary governance and institutional decision-making.
- Strong research, consultation, and issue analysis skills.
- Public speaking and group facilitation abilities.
- High level of professionalism, discretion, and political judgment.

Conduct, Ethics, and Professional Standards

- Uphold CCSAI's Code of Conduct, confidentiality obligations, and conflict-of-interest policies.
- Avoid representing personal views as CCSAI positions without mandate.
- Maintain respectful, professional relationships with students, staff, and College officials.

Performance Evaluation

Performance shall be evaluated by the President in accordance with Board-approved executive evaluation policies, including effectiveness of internal advocacy, quality of student engagement, institutional relationships, and adherence to governance and policy frameworks.

Treasurer

Position Title: Treasurer

Employment Status: Part-time, Contract; Officer of the Board

Term of Office: May 1 – April 30 (12 months)

Hours of Work: Up to 20 hours per week

Work Arrangement: Hybrid (on-campus meetings and remote administrative work as operationally required)

Reports To: President, CCSAI

Works Closely With: Finance Team, Executive Director / CEO, Finance Committee, Board of Directors, External Auditors

Position Summary

The Treasurer is the financial governance officer of the Centennial College Student Association Inc. and serves as an Officer of the Board. The role is responsible for providing financial oversight, ensuring fiscal accountability, and supporting sound financial decision-making by the Board of Directors. The Treasurer chairs the Finance Committee and works closely with the Finance Team and Executive Director/CEO to monitor budgets, financial performance, and compliance with financial policies and regulatory requirements.

The Treasurer does not manage day-to-day accounting operations, which are the responsibility of staff, but provides strategic oversight, governance review, and fiduciary leadership on behalf of the Board and membership.

Eligibility Requirements

- Be a current Centennial College student or have graduated within two (2) years of the date of appointment.
- Have prior experience with student governance, boards, or financial oversight roles.
- Be eligible to work in Canada for the full term of the contract.
- Demonstrated financial literacy and ability to interpret financial statements.
- Experience with budgeting, audits, or financial committee work is considered an asset.

Core Responsibilities

1. Financial Oversight & Fiduciary Responsibility

- Act as an Officer of the Board with fiduciary responsibility to safeguard organizational assets.
- Review financial statements, variance reports, and cash flow projections.
- Ensure financial decisions align with Board policy, budget approvals, and risk management frameworks.
- Support the Board in fulfilling its financial oversight obligations under the Ontario Not-for-Profit Corporations Act (ONCA).

2. Finance Committee Leadership

- Chair the Finance Committee and set agendas in collaboration with the President and Executive Director/CEO.
- Guide budget development and financial planning processes for Board consideration.
- Oversee monitoring of expenditures, reserves, and major financial commitments.
- Ensure committee recommendations are properly documented and reported to the Board.

3. Budgeting, Audit & Compliance

- Support annual budget preparation and presentation to the Board and membership where required.
- Work with staff and external auditors during annual financial audits and reviews.
- Ensure implementation and monitoring of Board-approved financial policies and internal controls.
- Support financial reporting obligations to funders, regulators, and institutional partners as required.

4. Organizational Financial Strategy

- Advise the Board on long-term financial sustainability and risk management strategies.
- Support development of reserve policies and investment strategies in accordance with Board direction.
- Provide financial input into strategic planning and major operational initiatives.
- Flag emerging financial risks or pressures to the President and Board.

5. Reporting & Accountability

- Provide regular financial oversight reports to the Board of Directors.
- Ensure transparency of financial information to student members where appropriate.
- Support timely response to financial inquiries from Directors and committees.
- Maintain appropriate documentation of financial governance decisions.

Conduct, Ethics, and Professional Standards

- Uphold CCSAI's Code of Conduct and conflict-of-interest policies.
- Maintain confidentiality of financial and personnel information.
- Exercise independent judgment in financial oversight matters.
- Act in the best financial interests of the organization and its membership.

Knowledge, Skills, and Competencies

- Strong financial literacy and analytical skills.
- Ability to interpret budgets, financial statements, and audit reports.
- Strong organizational and committee leadership skills.
- Clear written and verbal communication.
- High level of integrity and accountability.

Performance Evaluation

Performance shall be evaluated by the President in accordance with Board-approved evaluation policies, including effectiveness of financial oversight, committee leadership, compliance with financial policies, and contribution to organizational sustainability.

Board Communications Officer

Position Title: Board Communications Officer

Employment Status: Part-time, Contract

Term of Office: May 1 – April 30 (12 months)

Hours of Work: Up to 20 hours per week

Work Arrangement: Hybrid (meetings on-campus and administrative work remote as operationally required)

Reports To: President, CCSAI

Works Closely With: Board of Directors, Executive Team, Executive Director / CEO,

Position Summary

The Board Communications Officer plays a vital role in ensuring transparency, accountability, and consistent engagement between the CCSAI Board of Directors and its members, stakeholders, and the broader student body. Reporting directly to the President and supporting the communications needs of the Board, this role is responsible for managing strategic communications, developing board messaging, coordinating public-facing updates, and ensuring that key decisions, initiatives, and priorities of the Board are clearly and effectively communicated.

Key Responsibilities

Board Communications & Engagement

- Serve as the primary communications liaison between the Board of Directors and CCSAI membership.
- Collaborate with the President, Chair, and the Marketing and Communications Team to develop strategic communication plans for Board initiatives and decisions.
- Work with the CCSAI Communications Team to draft and disseminate Board updates, newsletters, key messages, open letters, public statements, and media releases on behalf of the Board.
- Ensure students are kept informed about Board governance, priorities, and major resolutions in accessible, student-friendly language.

Governance Transparency & Messaging

- Coordinate content of Board meeting summaries, decisions, and policy updates in consultation with the Governance and Policy Committees.
- Assist in developing plain-language versions of Board documents, including bylaws, policies, and strategic plans.
- Maintain consistent tone and narrative aligned with CCSAI's mission, values, and commitments to equity, Indigenization, and good governance.

Stakeholder Relations

- Collaborate with the President and Board to prepare briefing notes and external communications for College administration, community organizations, and advocacy partners.
- Support Board outreach through town halls, consultation meetings, and official correspondence.
- Attend all Board meetings and retreats, as required, to remain informed and document key highlights for public communication.

Brand & Digital Presence (Board-Facing)

- Work with CCSAI's Communications Team to align Board messaging with CCSAI branding guidelines.

- Provide content for the Board section of the CCSAI website and social media platforms, ensuring timely and relevant updates.
- Develop infographics, visual summaries, or short video messages translating governance work into accessible formats for students.

Qualifications & Competencies

Required Qualifications

- Experience in communications, journalism, public relations, political science, or a related field.
- Exceptional writing, editing, and communication skills with strong grasp of tone, grammar, and plain-language principles.
- Familiarity with non-profit governance, student associations, or institutional policy-making is an asset.
- Strong understanding of equity, diversity, and inclusion principles in student governance.
- Proven ability to manage multiple priorities and deadlines with discretion and professionalism.

Requirements

- Conduct all actions in accordance with CCSAI bylaws, policies, procedures, the Corporations Act, Human Rights legislation, and Centennial College policies.
- Work a minimum of 15 hours per week during regular business hours, with evenings and weekends as necessary.
- Mandatory attendance at Board and committee meetings.
- Occasional travel for conferences and training may be required.
- Participate in training and development sessions offered.
- Be a current Centennial College student with a reduced course load approved to fulfill full-time executive duties OR have graduated from Centennial College within two (2) years of the date of appointment.
- Provide evidence of volunteer experience within CCSAI, the College, or the community.
- Be available from date of ratification until April of the term of office.
- Maintain a minimum GPA of 3.00 in the most recently completed academic semester.
- Be at least 18 years of age at the time of taking office.
- Be bondable and in good standing with the College.
- Not have been found in violation of CCSAI bylaws within the past 365 days.

Key Competencies

- Strategic and political communication
- Stakeholder engagement
- Governance awareness
- Initiative and proactiveness
- Visual and digital literacy (e.g., Canva, WordPress, social media tools)
- Confidentiality and discretion

Additional Information

This position is accountable to the Board through the President and works closely with the Chair, Executive Director/CEO, and Governance Advisor. The Board Communications Officer must maintain strict confidentiality on internal Board matters and adhere to CCSAI's Conflict of Interest and Confidentiality Policies. Term length and honorarium are determined annually and outlined in a Letter of Appointment. Training on Board governance, communication standards, and CCSAI policies will be provided upon onboarding.

Secretary

Position Title: Secretary

Employment Status: Part-time, Contract

Term of Office: May 1 – April 30 (12 months)

Hours of Work: Up to 20 hours per week

Work Arrangement: Hybrid (meetings on-campus and administrative work remote as operationally required)

Reports To: President, CCSAI

Works Closely With: Board of Directors, Executive Team, Executive Director / CEO, Committee Chairs

Position Summary

The Secretary is the records and administration officer of the Centennial College Student Association Inc. The role is responsible for ensuring the integrity, accuracy, and accessibility of the Association's official records, supporting effective board and committee functioning, and maintaining compliance with bylaw and policy requirements.

The Secretary supports the President and Board of Directors by coordinating meeting logistics, maintaining statutory and corporate records, and ensuring that governance processes are properly documented and executed.

Eligibility Requirements

- Be a current Centennial College student or have graduated within two (2) years of the date of appointment.
- Have prior experience with student governance, boards, or committee administration.
- Be eligible to work in Canada for the full term of the contract.
- Strong organizational and documentation skills.
- Ability to manage confidential and sensitive information with discretion.

Core Responsibilities

1. Board and Committee Administration

- Schedule and coordinate all Board of Directors meetings and committee meetings in consultation with the President and Chairs.
- Prepare and distribute meeting notices, agendas, and supporting materials in accordance with bylaws and policy timelines.
- Record accurate minutes of Board and committee meetings and ensure timely distribution and approval.
- Track motions, resolutions, and action items and maintain official records of Board decisions.

2. Records Management and Corporate Compliance

- Maintain CCSAI's official corporate records, including bylaws, policies, resolutions, and governance registers.
- Ensure statutory records required under the Ontario Not-for-Profit Corporations Act (ONCA) are properly maintained.
- Support filing and documentation required for audits, investigations, or regulatory reporting.
- Ensure secure storage and controlled access to confidential governance documents.

3. Governance Process Support

- Advise the President and Board on procedural requirements related to meetings and documentation.

- Support execution of elections, referenda, and membership meetings in accordance with bylaws and policy.
- Assist with implementation of Board policy governance frameworks and procedural standards.
- Support governance training and onboarding of Directors and committee members.

4. Communication and Coordination

- Serve as the primary administrative liaison between the Board, committees, and executive officers.
- Coordinate calendars, meeting logistics, and document flow for governance bodies.
- Support timely follow-up on Board directives and committee mandates.
- Ensure members receive proper notice of meetings and governance actions where required.

Conduct, Ethics, and Professional Standards

- Maintain strict confidentiality of sensitive governance and personnel information.
- Act impartially and in the best interests of the organization.
- Uphold CCSAI's Code of Conduct and conflict-of-interest policies.
- Exercise professionalism in all communications and record-keeping.

Knowledge, Skills, and Competencies

- Strong organizational and time-management skills.
- Excellent written communication and minute-taking ability.
- Familiarity with governance processes and meeting procedures.
- Ability to manage multiple schedules and deadlines.
- High attention to detail and accuracy.

Performance Evaluation

Performance shall be evaluated by the President in accordance with Board-approved evaluation policies, including effectiveness of records management, meeting coordination, procedural compliance, and responsiveness to governance needs.



Frequently Asked Questions (FAQ)

Proposed CCSAI Bylaws

Special General Meeting- Member Information Guide

This FAQ document is intended to help members understand the proposed bylaws, why they are being updated, and how the changes may affect students and the Association.

General Questions About the Bylaws

1. What are bylaws?

Bylaws are the rules that govern how the Student Association operates. They establish how leaders are selected, how decisions are made, how members can vote, and how accountability and transparency are maintained.

2. Why are the bylaws being updated?

The current bylaws were developed under an older legislative framework. The proposed bylaws update the Association's governance to align with the *Ontario Not-for-Profit Corporations Act* (ONCA), modern governance standards, and student feedback gathered through consultations.

3. Will the new bylaws change the independence of CCSAI?

No. The proposed bylaws maintain CCSAI as an independent student-led organization. The bylaws clarify collaboration with the College but do not give the College decision-making authority over the Association.

4. How were students consulted?

CCSAI conducted consultations with over 400 participants, including students, staff, committees, Indigenous student representatives, and governance and legal advisors. Feedback directly informed the revisions reflected in the proposed bylaws.

Voting and Member Rights

5. Who can vote at the Special General Meeting?

Fee-paying members of CCSAI who meet the membership requirements in the bylaws are eligible to vote.

6. Can I vote if I cannot attend the meeting?

Yes. Members may vote by proxy by appointing another voting board member to vote on their behalf using the official proxy form.

7. What happens if the bylaws are approved?

The new bylaws will replace all current bylaws and will take effect immediately. CCSAI will then implement leadership appointments, election processes, and governance updates based on the new framework.

8. What happens if the bylaws are not approved?

The current bylaws will remain in effect, and CCSAI will need to reassess governance updates and compliance requirements.

Board of Directors and Leadership

9. Why is the Board structure changing?

The revised Board structure improves clarity, accountability, and efficiency while aligning with ONCA governance standards and consultation feedback.

10. Will students still elect their leaders?

Yes. Students will continue to elect Directors and approve major governance changes through member voting processes.

11. What is the President's Executive Team?

The President's Executive Team supports operational leadership and strategic initiatives. The new bylaws clarify roles, qualifications, and term limits to strengthen leadership accountability.

12. Why are there new eligibility requirements for leadership roles?

Eligibility requirements ensure leaders have the capacity, experience, and accountability needed to effectively govern and represent students.

Indigenous Governance and Equity Commitments

13. Why do the bylaws include Indigenous representation and equity provisions?

Student feedback emphasized the importance of inclusive governance. The bylaws incorporate Indigenous representation, reconciliation commitments, and equity and accessibility standards to ensure governance reflects the diversity of the student body.

14. Do these changes give special voting power to any group?

No. All voting Directors hold equal voting authority. Indigenous representation strengthens inclusion and consultation but does not change democratic voting principles.

Elections and Participation

15. Will election processes change?

The proposed bylaws strengthen accessibility and transparency in elections, including culturally safe participation options and clearer nomination procedures.

16. How will students be informed about director nominations?

CCSAI will actively promote nominations through academic departments, student communications, and Association outreach to encourage diverse participation.

Transparency and Accountability

17. Will students have more access to information?

Yes. The proposed bylaws strengthen transparency requirements, including public summaries of strategic plans, governance structures, and member access to governance information.

18. How are complaints handled under the new bylaws?

The revised bylaws introduce clearer, fairer complaint and dispute resolution processes that emphasize procedural fairness, confidentiality, and compliance with human rights and workplace safety standards.

Financial and Operational Governance

19. Do the new bylaws change student fees?

No. The bylaws govern how CCSAI operates but do not change student fees.

20. How is CCSAI financially accountable?

The Association must continue to prepare financial statements, undergo financial review or audit processes, and report financial information to members.

Meetings and Participation

21. Can members attend Board meetings?

Members may attend open Board meetings unless the Board moves into confidential in-camera sessions for legal or sensitive matters.

22. Will meetings allow online participation?

The proposed bylaws allow electronic participation to improve accessibility and student engagement.

Strategic Planning and Student Priorities

23. How do the bylaws support student priorities?

The bylaws require CCSAI to maintain strategic plans and annual action plans, including measurable equity and inclusion objectives and public reporting on progress.

Implementation Questions

24. What happens after the bylaws are approved?

CCSAI will:

- Launch calls for leadership applications
- Conduct Director elections at the Annual General Meeting
- Update governance policies
- Provide training and orientation for leaders
- Communicate implementation updates to members

Getting More Information

25. Where can I review the full bylaws?

The full proposed bylaws are available through CCSAI communication channels and member meeting materials.

26. Who can I contact with questions?

Members may contact CCSAI through official communication channels or attend the Special General Meeting to ask questions and participate in discussion. You may also send an email to the organization's Chief Governance Relations Officer, Ajané Adams at aadams@centennialcollege.ca.

Final Note to Members

The bylaws are the foundation of how your Student Association operates. Your participation in reviewing and voting on these changes helps ensure CCSAI remains transparent, accountable, and representative of students.