



**CENTENNIAL COLLEGE STUDENT ASSOCIATION INC.**

**GENERAL OPERATING BYLAWS NO. 1**

**GENERAL OPERATING BY-LAW NO. 1**

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

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## SECTION I

### INTERPRETATION

#### 1.01 Purpose

The purpose of the CCSAI shall be to:

- a) Represent and promote the needs and interests of activity fee paying students;
- b) Develop and maintain community and encourage cooperation among such students;
- c) Serve as a liaison between such students and the College, other educational institutions and the broader community; with a focus on equity, inclusion and sustainability;
- d) Provide and promote inclusive programs, activities and services that encourage student engagement and enrich student life;
- e) Provide student leadership opportunities;
- f) Promote an environment which is free from discrimination and harassment with mutual respect for the dignity and rights of each individual.

#### 1.02 Definitions

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

- a. "Act" means the *Not-for-Profit Corporations Act (Ontario)* (ONCA), including the Regulations, and any statute or regulations that may be substituted therefor, as amended from time to time;
- b. "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 (ASCENT<sup>3</sup>)
- 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 31<sup>st</sup> each year and cannot be amended between January 1<sup>st</sup> and March 31<sup>st</sup>.
- 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 carrying out any conduct which may be detrimental to the Corporation, as determined by the Board; or
- vii. 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.

### **Clubs**

#### **2..11**

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.

### **Remuneration of Directors**

#### **2.12**

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 act 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 31<sup>st</sup> 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 ceases 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 29th day of January 2026

**CONFIRMED and ENACTED** by Members this 26th day of February 2026,

Board of Directors Chair: Baljit Kaur

President: Logan Routhier

Secretary: Aboalfadel Almushattat