



# OCAD Student Union By-Laws

By-laws relating generally to the conduct of the affairs of the  
**OCAD Student Union**  
(the "Corporation")

Amended: February 17, 2016

Amended: March 15, 2017

**BE IT ENACTED** as by-laws of the Corporation as follows:

## 1. Definition

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

**"Act"** means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

**"articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

**"board"** means the board of directors of the Corporation and "director" means a member of the board;

**"by-law"** means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

**"meeting of members"** includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

**"ordinary resolution"** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

**"proposal"** means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

**"Regulations"** means the regulations made under the Act, as amended, restated or in effect from time to time; and

**"special resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of

the votes cast on that resolution.

## **2. Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

## **3. Corporate Seal**

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the Director of Operations shall be the custodian of the corporate seal.

## **4. Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons 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 signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

## **5. Financial Year**

The financial year end of the Corporation shall be August 31 in each year.

## **6. Banking Arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

## **7. Borrowing Powers**

The directors of the Corporation may, without authorization of the members,

- 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 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.

## **8. Annual Financial Statements**

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of

sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

## **9. Membership Conditions**

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals enrolled in a minimum of .5 credits at OCAD University in an undergraduate or graduate degree program. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

## **10. Membership Transferability**

Membership is non-transferable.

Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

## **11. Notice of Members Meeting**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

## **12. Members Calling a Members' Meeting**

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

## **13. Membership Dues**

All undergraduate and graduate students of OCAD University enrolled in .5 credits or more will pay membership dues to the OCAD Student Union at the beginning of each academic year.

Amounts owing for membership dues to the OCAD Student Union will be recorded and communicated on the student's University fees account.

## **14. Termination of Membership**

A membership in the Corporation is terminated when:

- i. the member dies or withdraws their membership;
- ii. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- iii. the member's term of membership expires; or
- iv. the Corporation is liquidated and dissolved under the Act.

## **15. Effect of Termination of Membership**

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

## **16. Discipline of Members**

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds by special resolution:

- i. violating any provision of the articles, by-laws, or written policies of the Corporation;
- ii. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- iii. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the Director of Operations, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion.

The member may make written submissions to the Director of Operations, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Director of Operations, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation.

If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

## **17. Cost of Publishing Proposals for Annual Members' Meetings**

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 members present at the meeting.

## **18. Place of Members' Meeting**

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

## **19. Persons Entitled to be Present at Members' Meetings**

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and 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.

## **20. Chair of Members' Meetings**

The Board of Directors may designate a person to chair the member's meeting. This person does not have to be a member.

## **21. Quorum at Members' Meetings**

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be twenty (20).

If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

## **22. Votes to Govern at Members' Meetings**

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the question shall be considered failed.

## **23. Participation by Electronic Means at Members' Meetings**

Participation at meetings of members may not be by telephonic, electronic or other communication facility.

## **24. Members' Meeting Held Entirely by Electronic Means**

Meetings of members may not be held entirely by telephonic, an electronic or other communication facility.

## **25. Number of Directors**

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board.

## **26. Description of the Board of Directors**

### **A. Purpose**

The purpose of the Board of Directors is to manage and supervise the management of the activities and affairs of the Corporation.

### **B. Powers**

The Board of Directors of the Corporation shall manage the affairs of the Corporation and shall make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the Board of Directors is expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings, and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation for such consideration and upon such terms and condition as they may deem advisable.

The Board of Directors shall determine the date for the Fall and Spring General Meetings of the Corporation.

The Board of Directors shall determine the Terms of Reference, Purpose and Powers of any other committees or sub-committees of the Board of Directors.

The Board of Directors of the Corporation is responsible to review the finances of the Corporation, and approve its annual budgets. Directors oversee the Executive in the performance of their jobs.

### **C. Duties**

Directors must, in addition to what is otherwise set out in the by-laws, the policies, and the procedures of the Corporation, or in the Act:

- i. Familiarize themselves with the by-laws of the Corporation, the board procedures, and the Act;
- ii. Attend all Board meetings, Board orientation and trainings;
- iii. Actively participate in decisions and strategy development.

## **27. Membership of the Board of Directors**

The Board of Directors shall consist of the six (6) Executives, and all twelve (12) elected Student Union representatives. Additionally, the General Manager shall serve as a nonvoting member. No individual may hold multiple seats on the board.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

## **27. Election of Directors to the Board**

### **A. Election of Executive Directors by the Membership in General Elections**

The General Membership of the OCAD Student Union elects the following six Executive Positions to the OCAD Student Union Board of Directors:

- i. Director of Academic Affairs
- ii. Director of Campaigns & Advocacy
- iii. Director of Diversity & Equity
- iv. Director of Graduate Studies
- v. Director of Operations
- vi. Director of Outreach and Communication

General Elections take place annually in the Winter term. Candidates with the most number of votes cast by members eligible to elect a director in a duly called general election shall win their seat in office.

### **B. Election of Representatives by the membership in General Elections**

The General Membership of the OCAD Student Union elects the following twelve (12) Representatives to the OCAD Student Union Board of Directors:

- i. Accessibility Representative
- ii. Faculty of Art Representative
- iii. Faculty of Design Representative
- iv. Faculty of Liberal Studies Representative
- v. Shops & Studios Representative
- vi. First Year Representative
- vii. First Generation Representative
- viii. Indigenous Student Representative
- ix. International Student Representative
- x. Mature & Part-time Student Representative
- xi. BIPOC Student Representative
- xii. Sustainability Representative

## **28. Nominations of Candidates for General Elections**

In order to stand for election, any member eligible to run in General Elections or By-Elections as a candidate for elected office, must be nominated in writing.

Executives of the OCAD Student Union must be nominated in writing by twenty-five (25) members eligible to elect the director into office.

## **29. Term of Office of Executive Directors**

Each Director shall be elected to hold office for a one year term, beginning May 1st of each year and expiring on April 30th of each year, or until their successor has been duly elected.

## **30. Term of Office of Representatives**

Each Representative shall be elected to hold office for a one year term, beginning May 1st of each year and expiring on April 30th of each year, or until their successor has been duly elected

### **31. Calling of Meetings of Board of Directors**

Meetings of the board may be called by the Executive Committee of the Board, or any six (6) Executive Directors.

### **32. Notice of Meeting of Board of Directors**

Notice of the time and place for the holding of a regular meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than seven (7) days before the time when the meeting is to be held.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

### **33. Quorum of Meetings of the Board of Directors**

Quorum is a simple majority of the voting members of the Board.

### **34. Votes to Govern at Meetings of the Board of Directors**

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the question shall be considered failed, as a majority of votes in favour was not cast.

### **35. Committees of the Board of Directors**

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

### **36. Election of Officers in General Elections**

The Executives will act as Officers of the corporation, and will be elected into their offices by members of the corporation.

### **37. Description of Offices of the Board of Directors**

The officers of the corporation who sit on the Board of Directors are as follows:

- i. Director of Academic Affairs
- ii. Director of Campaigns & Advocacy
- iii. Director of Diversity & Equity
- iv. Director of Graduate Studies



- v. Director of Operations
- vi. Director of Outreach and Communications
- vii. Accessibility Representative
- viii. Faculty of Art Representative
- ix. Faculty of Design Representative
- x. Faculty of Liberal Studies Representative
- xi. Shops & Studios Representative
- xii. First Year Representative
- xiii. First Generation Representative
- xiv. Indigenous Student Representative
- xv. International Student Representative
- xvi. Mature & Part-time Student Representative
- xvii. BIPOC Student Representative
- xviii. Sustainability Representative

Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. To be aware of and adhere to all OCAD Student Union By-laws, policies, and procedures;
- b. To be aware of and to respond to their constituents concerns and interests;
- c. To promote sharing of information and generating dialogue within programs, faculties, and the Student Union;
- d. Attend Student Union Board meetings every 6-8 weeks;
- e. Work within the University to promote Student Union activities and projects.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

Duties and responsibilities of a representative are subject to approval by the OCAD Student Union Board of Directors and are outlined as follows:

**i. Director of Academic Affairs** is elected by all members of the OCAD Student Union. Works internally with the Student Union and externally with the University to ensure all students' academic interests are being represented, that students' academic pursuits on campus are enhanced, and working to reduce academic barriers to keep high quality post-secondary education financially accessible. Serves as an advisor and administrative officer relative to any and all issues relating to academic affairs, co-operative education (ie. internships for course credit) external matters in which the Student Union may participate. Liaises between students and the University, especially around academic policies, procedures, and grading practices. Organizes platforms for student feedback which can be used to advocate on behalf of students' academic interests. Promotes course evaluations on campus.

**ii. Director of Campaigns and Advocacy** is elected by all members of the OCAD Student Union. Works externally on campaigns and advocates on behalf of the membership to work in accordance with our mandate both at the University level, as well as in the wider community. This Director will develop and implement campaigns that fall under the OCAD Student Union mandate around

anti-oppression, social justice, and equity, to be carried out on behalf of OCAD University Students. Recruits and oversees contributions of volunteers. Promotes and supports campaigns launched by other groups on and off campus with aligned interests, such as Student Groups, external organizations (such as Canadian Federation of Students, etc). Works with initiatives like Critical Soup to raise awareness of social justice and global issues outside of the University.

**iii. Director of Diversity and Equity** is elected by all members of the OCAD Student Union. This is mostly an internal position. The Director will work to ensure that the Student Union is representative of all equity-seeking students in daily operations and strategizes to create greater diversity in the OCAD U Community. Promotes anti-oppression, safer space, equity, and social justice on campus and at the SU. Helps promote SU initiatives like the Black, Indigenous, and People of Colour Space. Works with the University to develop decolonizing curriculum, progressive consent and sexual assault policies among others. Coordinates with Toronto Public Health to order and receive free safer sex supplies as well as other health related promotional materials, ex: the SU donates 1000 condoms to O-days; Promotes and supports events that project voices of underrepresented communities at OCAD University (such as Black Futures Month, Indigenous Visual Culture pow-wow). Advances the autonomy of marginalized voices on campus: Work with Board Representatives such as International Student Rep, Accessibility Rep, Mature and Part-time Student Rep, BIPOC Student Rep, and Indigenous Student Rep to coordinate forums, campaigns or actions as required.

**iv. Director of Graduate Studies** is elected by all graduate student members of the OCAD Student Union. Works internally with the Student Union and externally with the University to ensure Graduate students' academic, social, political, and professional interests are being represented and work to reduce systemic barriers for Graduate Students. Communicates relevant information Graduate Students regarding news, information, and updates about matters affecting Graduate Students on and off campus; Resolves issues raised by graduate students attending OCAD University. Issues may be related to all areas of graduate studies including but not limited to: academic policy governing graduate studies, curricula, research, work placements, advisor relationships, employment on campus, access to facilities, and graduate studies administration. Advocates on behalf of graduate students.

**v. Director of Operations** is elected by all members of the OCAD Student Union. Oversees all major decisions that financially and legally impact the Student Union. Oversees the administration of the Health and Dental Plan, and report to the Board of Directors all relevant details of the plan including costs and coverage. Ensures that the Student Union along with the General Manager is in compliance with the OCAD Student Union's HR Policies, hiring policies (for both the SU and Xspace), overseeing Contract Staff, and acting as a resource to staff about personnel matters.

**vi. Director of Outreach and Communications** is elected by all members of the OCAD Student Union. Communicates with student membership to provide transparency between the Student Union and membership and to ensure SU visibility on campus. The Director of Outreach and Communications shall publicly represent the OCAD Student Union to external groups, organizations, press, and media. The Director will also be responsible for assisting student groups and other OCAD U departments in promoting their events to students. The Director will have a close working relationship with the Events Coordinator to ensure events planned by the SU are appealing and accessible to students, and fall within the SU mandate.

**vii. Accessibility Representative** is elected by all members of the OCAD Student Union. This student will work with the Executive and other Representatives to advance accessibility on campus

and help to break down barriers faced by students in accessing their education at OCADU. This student will meet approximately once per month with Campaigns & Advocacy and Diversity & Equity Directors outside board meetings. This student will be expected to evaluate and make recommendations on the accessibility initiatives of the SU as well as liaise with the University's Office of Diversity, Equity, and Sustainability Initiatives (ODESI).

**viii. Faculty of Art Representative** is elected by all Faculty of Art members of the OCAD Student Union. This Representative will work with the Executive and SU staff to improve the quality of education at OCADU within the Faculty they represent. Responsibilities will include meetings with Faculty Deans once per semester, and the organization (with the help of the Executive) of one feedback roundtable meeting per semester. Representatives will also be expected to regularly seek feedback from students about issues, improvements to be made, accomplishments, and initiatives.

**ix. Faculty of Design Representative** is elected by all Faculty of Design members of the OCAD Student Union. This Representative will work with the Executive and SU staff to improve the quality of education at OCADU within the Faculty they represent. Responsibilities will include meetings with Faculty Deans once per semester, and the organization (with the help of the Executive) of one feedback roundtable meeting per semester. Representatives will also be expected to regularly seek feedback from students about issues, improvements to be made, accomplishments, and initiatives.

**x. Faculty of Liberal Studies Representative** is elected by all Faculty of Liberal Studies members of the OCAD Student Union. This Representative will work with the Executive and SU staff to improve the quality of education at OCADU within the Faculty they represent. Responsibilities will include meetings with Faculty Deans once per semester, and the organization (with the help of the Executive) of one feedback roundtable meeting per semester. Representatives will also be expected to regularly seek feedback from students about issues, improvements to be made, accomplishments, and initiatives.

**xi. Shops and Studios Representative** is elected by all members of the OCAD Student Union. This Representative will work with the Executive and SU staff to improve the quality of shops and studio space at OCADU. Responsibilities will include meetings with Faculty Deans once per semester, and the organization (with the help of the Executive and Faculty Reps) of one feedback roundtable meeting per semester. Representatives will also be expected to regularly seek feedback from students about issues, improvements to be made, accomplishments, and initiatives.

**xii. First Year Representative** is elected by all first year members of the OCAD Student Union. This student will act as representative for all first year students at OCADU. They will be elected by their constituency during by-elections during the Fall semester, 2016. Responsibilities for this position include working with the Executive, Student Advocate, Shops & Studios Rep, and Faculty Reps, to provide support for first year students at OCADU. This student will work as a team with Mature and Part Time Student Rep and First Generation Rep to provide a welcoming environment and facilitate community-building at OCADU.

**xiii. First Generation Representative** is elected by all members of the OCAD Student Union. This student will act as a representative for all students who are the first in their family to seek post-secondary education. They will work with Executives and the Student Advocate to advance the rights of, and provide support for, first generation students on campus. They will encourage collaboration with the University's First Generation Student Department and Indigenous Visual

Culture Centre. This student will work as a team with Mature and Part Time Student Rep and First Year Rep to provide a welcoming environment and facilitate the creation of community at OCADU.

**xiv. Indigenous Student Representative** is elected by all members of the OCAD Student Union. This Indigenous-identified student will act as a representative for students on campus who identify as Indigenous. They have the ability to form an Indigenous students council and act as representative for that group. They will work with the Executive, Student Advocate, and other constituency reps to create spaces that allow for Indigenous voices to be heard on campus and to advocate for greater decolonization of the University. This student may be expected to sit on the Student Union Grants Committee and assist in facilitating the SU Black, Indigenous, and Person Of Colour (BIPOC) Space.

**xv. International Student Representative** is elected by all members of the OCAD Student Union. This international student will act as a representative for International students at OCAD U. They will work closely with the Executive and Student Advocate to advance the international student experience at OCAD U, and engage international students with the SU. This student will work to open up cultural dialogue and sharing at OCADU, Assist with advocacy, outreach, feedback collection (on academic & non-academic matters), as needed, and keep in contact with fellow reps to assist in SU initiatives.

**xvi. Mature and Part-time Student Representative** is elected by all members of the OCAD Student Union. This mature or part-time student will act as a representative to students at OCAD U who identify as either or both part-time and mature (over the age of 25). This student will work with the Executive and Student Advocate to advance the rights and autonomy of mature and part-time students on campus. This student will help to bring mature student (including Graduate and Undergrad) concerns to the board, and will work as a team with First Generation and First Year representative to provide a welcoming environment and facilitate the creation of community at OCAD U.

**xvii. BIPOC Student Representative** is elected by all members of the OCAD Student Union. This BIPOC student will act as a representative for student on campus who identify as black, indigenous or persons of color. They will work with the Executive, Student Advocate, and other constituency reps to create spaces that allow for marginalized voices to be heard on campus. This student may sit on the Student Union Grants Committee and assist in facilitating the SU Black, Indigenous, and Person Of Colour (BIPOC) Space.

**xvii. Sustainability Representative** is elected by all members of the OCAD Student Union. This student will work with the Executive and other Representatives to advance sustainable practices and decrease environmental impact/footprint of OCAD University. This student will meet approximately once per month with Campaigns & Advocacy and Diversity & Equity Directors outside board meetings. This student will be expected to evaluate and make recommendations on the sustainable (enviro) practices of the SU as well as sit on the University's Sustainability Committee in collaboration with the University's Office of Diversity, Equity, and Sustainability Initiatives (ODESI).

## **38. Removal of Members from Elected Offices**

### **a. Board of Directors**

Any Executive or Director to the Board of the Corporation who is absent for multiple meetings of the board may be removed from their office upon adoption of a motion to that effect by the Board of Directors, if the absences meet any of the following conditions:

- i. Absent for two (2) or more meetings without being excused; or
- ii. Absent for four (4) or more meetings, both excused and unexcused absences, where:
- iii. Travel expenses could have reasonably been paid by the OCAD Student Union; or
- iv. The Director currently resides in the Toronto Region.

Officers or Directors of the Board arriving more than 30 minutes late to a board meeting or leaving the meeting before its adjournment will be considered absent for that meeting. Officers or Directors must request an excused absence from the Chair before each board meeting for which they desire to be excused, except under extenuating circumstances. Excused absences can be sought for late attendance or early departure from a meeting. The determination of excusal is at the discretion of the Chair, in conformance with the By-laws, Policies, and Procedures of the Corporation.

A Director shall be permitted to debate a motion to remove them from their seat brought under this subsection. Should such a motion to remove a Director be defeated, it may not be renewed at a future meeting of the Board unless that director is absent from a subsequent meeting of the Board without being excused. These rules are not suspendable.

### **b. Breach of Duty**

The board shall have authority to suspend or expel any member from their elected office of the Corporation for any one or more of the following grounds by special resolution:

- i. violating any provision of the articles, by-laws, or written policies of the Corporation;
- ii. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- iii. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from elected office of the Corporation, the Director of Operations, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion.

The member may make written submissions to the Director of Operations, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Director of Operations, the Director of Operations, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from elected office in the Corporation.

If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

### **39. Vacancy in Office**

A director or officer shall hold office until the earlier of:

- i. the appointment of their successor,
- ii. their resignation of the director or officer,
- iii. such director or officer ceasing to be a member (if a necessary qualification of appointment) or
- iv. such director's or officers death.

If the office of any elected official of the Corporation shall be or become vacant, the board of directors may, by resolution, appoint a person to fill such vacancy. Any director or officer appointed to their office by the board of directors must win their seat in the next duly called general election of the corporation.

### **40. Method of Giving Any Notice**

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- i. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- ii. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- iii. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- iv. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

### **41. Invalidity of any Provisions of this By-law**

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.

## 42. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## 43. By-laws and Effective Date

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.



X \_\_\_\_\_  
Lizz Aston  
SU Director of Operations



X \_\_\_\_\_  
Tori Maas  
SU Director of Academic Affairs



X \_\_\_\_\_  
Agata Mrozowski  
SU Director of Outreach & Communications



X \_\_\_\_\_  
Veronika Ivanova  
SU Director of Graduate Studies



X \_\_\_\_\_  
Khadija Aziz  
SU Director of Diversity & Equity



X \_\_\_\_\_  
Pablo Munoz  
SU Director of Campaigns & Advocacy