

# By-Law #1

Membership Approval:	April 1, 2015
Board Approval:	March 10, 2015

## **Article 1: INTENT**

The intent of By-Law #1 is to set the standards for the general transaction of affairs of the Waterloo Public Interest Research Group - WPIRG (the "Organization"), including the standards established through the Corporations Act Ontario) (the "Act").

## **Article 2: OBJECTIVES**

The Organization has the following objectives as contained in the Letters Patent:

- a. To engage in charitable research and activities to advance the welfare of the community, and
- b. To execute, sponsor and publish charitable educational studies and programs to advance the welfare of the community.

## **Article 3: HEAD OFFICE**

The Head Office of the Organization shall be in the City of Waterloo, in the Province of Ontario, and at such place therein as the Board of Directors (the "Directors" or the "Board") may from time to time determine.

## **Article 4: BOARD OF DIRECTOR**

**4.1 Composition.** The affairs of the Organization shall be managed by a Board consisting of nine Directors, each of whom shall be a voting member of the Organization within ten (10) days after his or her election or appointment. In the event that a Director ceases to qualify for voting membership in the Organization, that Director shall cease to hold office.

**4.2 Qualifications.** The rules stating who can be a Director are in Section 286 of the Act. They are repeated in this By-law:

- a. a Director must be 18 years or older, and a member of the Organization,
- b. a majority of Directors must be Canadian citizens or landed immigrants, and
- c. anyone who is an undischarged bankrupt cannot be a Director.

**4.3 Seats.** For purposes of election or appointment, five Director seats shall be reserved for student members, and one seat shall be reserved for community members.

**4.4 Term of Office.** Directors shall be elected for a two year term of office, so long as no more than 5 Directors are due to complete their terms at the same time. In such an event, some Directors, chosen by Board decision or by lot, shall hold one year terms.

**4.5 Election.** Elections of Directors shall be held annually in accordance with Article 9 at the Annual General Meeting.

**4.6 Leave of Absence.** Directors may receive, at the discretion of the Board, leaves of absence from their positions. A Director elected to a two year term may receive leave for no more than two consecutive four-month academic terms, and may not exceed three four-month academic terms of leave over his/her two years. A Director elected to a one year term may not exceed more than one four-month academic term of leave over his/her year.

**4.7 Appointment of Directors.** The Board shall determine a policy for the appointment of interim Directors in order to fill vacancies made by Directors' leaves. Such appointed Directors shall have the same rights and responsibilities as duly elected Directors and shall hold office until the next elections. If there is not a quorum of Directors, the remaining Directors shall forthwith call a General Meeting of the members to fill the vacancies.

**4.8 Vacancy.** The office of Director shall be automatically vacated:

- a. If they miss three consecutive duly called meetings of the Board, or in the event that they miss four out of five consecutive duly called Board meetings, without leave of the Board. For this cessation process, meetings for which a Director does not receive notice, and cannot be reasonably expected to have received notice, shall not be counted, and any number of meetings held within a period of one week shall be considered to be one meeting;
- b. If a Director resigns his or her office by delivering a written resignation to the President or Secretary of the Organization;
- c. If he or she is found by a court to be mentally incompetent;
- d. If he or she becomes bankrupt or suspends payment or compounds with his or her creditors; or
- e. On death.

**4.9 Removal.** The Board may recommend that the members remove a Director, if the Director:

- a. has not carried out the responsibilities of a Director;
- b. has acted in a manner contrary to the best interests or objects or policies of the Organization; or
- c. has failed to adhere to the policies and principles of the Organization.

**4.10 Resignation.** Directors may resign by submitting a resignation in writing to the Board and it will take effect upon receipt.

**4.11 No Remuneration.** The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties. The Board must authorize these expenses. Nothing herein contained shall be construed as precluding any Director from serving the Organization in any other capacity and receiving compensation therefore.

## **Article 5: MEETINGS OF THE BOARD OF DIRECTORS**

- 5.1 **Business.** The Directors may transact any business of the Organization at a meeting of the Board, with the exception of those items of business for which a General Meeting must be called.
- 5.2 **Meetings.** The Board of Directors shall meet regularly.
- 5.3 **Attendance.** Board meetings shall be open to members, except where confidential matters are to be discussed, and members may speak at meetings with consent of the Facilitator.
- 5.4 **Quorum.** Quorum of a meeting of the Board shall be five Directors. Decisions may only be made by the Board when quorum is present.
- 5.5 **Decision Making Process.** Decisions of the Board shall usually be reached by consensus. If there is not a consensus of the Directors present at a meeting on any given issue, any Director may call for a vote on whether or not to decide the issue by vote. All votes require a three quarters majority in order to pass. Only Directors may vote in Board decisions, and votes shall be taken by show of hands unless a secret ballot is requested by any Director. Each Director is authorized to exercise one vote.
- 5.6 **Calling Meetings.** Directors' meetings shall be formally called by any Director with a written notice co-signed by at least one other Director. Notice of such meeting shall be delivered, telephoned or E-mailed to each Director not less than one day before the meeting is to take place. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A Director's meeting may also be held without notice immediately following the Annual General Meeting of the Organization.
- 5.7 **Resolutions.** A statement by the Facilitator of the meeting that a decision has been made and/or a decision is recorded in the minutes of the meeting is admissible as proof on its face that the decision was made, without proof being required of the number of votes recorded in favour of or against such decision. The Board may make decisions without calling a Board meeting by way of resolutions signed by all Directors.
- 5.8 **Teleconference Meetings.** If all the Directors of the Organization consent generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting.
- 5.9 **Notice.** No formal notice of any meeting of the Board of Directors shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence.
- 5.10 **Location and Time.** Except as otherwise required by law, the Board may hold its meetings at such place or places as the Directors decide.

**5.11 Errors or Omissions.** No error or omissions in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceeding taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

## **Article 6: MEMBERSHIP**

6.1 **Types.** There shall be two types of voting members: student members and community members.

6.2 **Student Member.** A Student Member is each person who:

- a. is a full-time registered undergraduate student at the University of Waterloo, and
- b. has paid the Organization a student membership fee in such amount and in such manner as the Board shall from time to time determine, and has not received a refund for that fee.

6.3 **Community Member.** A Community Member is each person who:

- a. is not a registered full-time undergraduate student at the University of Waterloo, and
- b. has paid the Organization a community membership fee in such amount and in such manner as the Board shall from time to time determine, and has not received a refund for that fee.

6.4 **Total Members.** The total number of voting members in the organization shall be calculated as the sum of all members whose membership fees are paid, specifically:

- a. the Student Members who have paid their Student Membership Fee for the current academic term and have not received a refund;
- b. the Student Members who are not currently enrolled but have paid their Student Membership Fee for the previous academic term in which they were enrolled and did not receive a refund and intend to return to school full-time; and
- c. the Community Members who have paid their Community Membership Fee.

6.5 **Member Rights.** Voting members have the right to:

- a. create, distribute and sign a petition calling for a General Meeting to consider a specific item of business;
- b. attend, participate in discussion, and vote at General Meetings;
- c. proxy their vote at General Meetings to another person;
- d. run for election to the Board of Directors; and
- e. be given reasonable notice of General Meetings.

6.6 **No Membership Rights.** An applicant whose membership fee is unpaid does not have any membership rights, including voting rights and does not otherwise become a member until the applicant ceases to be in debt to the Organization.

- 6.7 **Membership Fees.** If membership fees or dues are set by the Board, every member must pay the membership fee or dues in order to retain membership in the Organization. However, membership fees may be reduced or may not be required by the Board in special circumstances.
- 6.8 **Non-Voting Membership.** The Board may create, modify or eliminate categories of non-voting membership, and may set fees and grant various privileges within the Organization, for members in these categories.
- 6.9 **Non-Voting Member Rights.** Non-voting members shall not be granted any privileges which are not available to voting members. Non-voting members shall not be granted any of the rights of voting members which are provided for in the By-laws of the Organization, unless those non-voting members become voting members by satisfying the conditions of voting membership set forth in this By-law.
- 6.10 **Resignation or Termination of Membership.** Members may resign by seeking a refund of their membership fee at designated periods or by submitting a resignation in writing stating their forfeiture of membership duties which shall be effective upon delivery to the Board.
- 6.11 Full-time paid Employees of the Organization are not eligible for membership within the organization.

#### **Article 7: ANNUAL GENERAL MEETINGS**

- 7.1 **Timing.** The Board shall call an Annual General Meeting (the “AGM”) to be held within each financial year at an interval not to exceed 15 months. At each AGM the Board shall report on activities of the previous financial year.
- 7.2 **Business.** At this meeting, the audited financial report for the previous financial year shall be presented for approval, an auditor shall be appointed for the next year, and a report from the Board shall be received.
- 7.3 **Procedures.** In all other regards, the AGM shall be held in the same manner as for other General Meetings.
- 7.4 **Notification.** Notification of the AGM shall include at least one advertisement in a newspaper with campus-wide distribution.
- 7.5 **Quorum.** Quorum for the Annual General Meeting shall be 40 voting members.

#### **Article 8: GENERAL MEETINGS**

- 8.1 **Business.** The Board may call a General Meeting to transact any business which does not specifically require the calling of an AGM. The Board is obligated to call regular General Meetings throughout the course of the year.

- 8.2 **Insufficient Directors.** In the event that the Board ceases to have sufficient Directors for quorum at Board meetings, a General Meeting for the purposes of electing more Directors may be called by those Directors who remain on the Board.
- 8.3 **No Directors.** In the event that no Directors remain on the Board, a group of a minimum of five voting members shall have the right to call and oversee a General Meeting for the purpose of electing a Board. This group of members shall have Board powers and indemnification necessary to carry out an election, but shall have no further authority for the Organization.
- 8.4 **Petitions.** A General Meeting must be called by the Board if the Board is presented with a petition signed by no less than 10% of the voting membership. This General Meeting shall occur within 21 days of receipt of the petition. Upon receipt of a petition signed by no less than 10% of the voting membership, the Officers shall verify the validity of the petition and of each signature, and shall rule on the validity of the petition. Such petition must state the business to be considered at that meeting.
- 8.5 **Notification.** Voting members shall be notified of the time and place of General Meetings at least two weeks in advance of the date of the meeting. Such notice shall state, in general terms, the business to be transacted at the meeting, and shall include a call for nominations if an election is to be held.
- 8.7 **Location and Time.** General Meetings shall be held at the Head Office of the Organization or elsewhere in Waterloo as the Directors may determine and on such date as the Directors shall appoint.
- 8.8 **Quorum.** Quorum for a General Meeting shall be 25 voting members.
- 8.10 **Decision Making Process.** Decisions at a General Meeting shall be made by majority vote unless otherwise required by the By-laws of the Organization or by law. Unless a ballot is requested by a member, a declaration by the Chair of the General Meeting that a decision has been made and/or decision recorded in the minutes of the General Meeting is admissible in evidence as proof, on its face, of the decision without requiring proof of the number or proportion of the votes recorded in favour of or against such decision.
- 8.11 **Voting.** Each member in good standing shall be entitled to one vote on each question arising at any General Meeting. No member shall be entitled either in person or by proxy to vote at meetings of the Organization unless she or he has paid all dues or fees, if any, then payable by her or him.
- 8.12 **Errors or Omissions.** No error or omission in giving notice of any Annual or General Meeting or any adjourned meeting, whether Annual or General of the members of the Organization will invalidate that meeting or make void any decisions made at it and any member may at any time give up her or his right to notice of any such meeting and may approve and confirm any or all decisions made at it.

## **Article 9: ELECTION OF DIRECTORS**

- 9.1 **Date and Time.** The Board shall decide the date for nomination and a date of election. The date of election shall be on the date of the Annual General Meeting.
- 9.2 **Appointment of Election Committee.** Before opening nominations, and at least three weeks prior to the election, the Board shall appoint an Election Committee of three people. The Board shall designate one Election Committee member as the Chief Returning Officer (the "CRO"). No member of the Election Committee may be a candidate for election to the Board.
- 9.3 **Authority to Conduct Election.** The Election Committee shall be accountable to the Board, but shall have authority to conduct the election. This authority shall usually include; the setting of time-lines, approval of nominations, setting of campaign rules, instructing of candidates, printing of ballots and other non-partisan election materials, overseeing of balloting, and such other election matters as are delegated to the Committee by the Board.
- 9.4 **Appeals.** The members of the Board who have not been nominated in the election shall constitute an Appeal Board for the decisions of the Election Committee. Voting members of the Organization may appeal any decision or action of the Election Committee within five days after the date of the election, by filing with a member of the Appeal Board an appeal signed by the member which outlines the nature of the complaint. The Appeal Board may order a new election to be held, or make such other order as it deems necessary, after a hearing conducted in accordance with the rules of natural justice. Decisions by the Appeal Board are final.
- 9.5 **Nomination Period.** There shall be at least a one week nomination period, closing one week before the election.
- 9.6 **Nominations.** Nominations shall be submitted to the Election Committee in a manner approved by the Board, and shall include the signature of the person nominated.
- 9.7 **Notification.** The CRO is responsible to post in the Head Office of the Organization the dates, times and place that nominations may be made, the names of the persons nominated, and the date, time and place of the election.
- 9.8 **Candidates Meeting.** The Election Committee shall call a candidates' meeting at the close of nominations, in order to clarify election procedures and requirements, and again previous to the General Meeting in order to ensure that any electoral exceptions are addressed. These two meetings are mandatory for all candidates, though exceptions may be arranged between the Election Committee and a student candidate on an out-of-town co-op or academic term. Such an arrangement will provide for the disclosure to the candidate of the proceedings of the candidates' meetings. Other meetings may be called by the Election Committee as needed.
- 9.9 **Voting.** All open positions will be decided by a vote at the General Meeting.
- 9.10 **Voting.** Voting shall be by secret ballot. All voting members may vote for both student and community member candidates. Each voting member will have the opportunity to cast a yes/no/abstain ballot for as many candidates as they wish, up to a maximum equivalent to the number of open seats. Candidates receiving more yes votes than no votes will be eligible for a

seat on the board, with seats being granted to the eligible candidates garnering the most yes votes.

- 9.11 **Proxy.** Voting members may authorize other persons to vote on their behalf by proxy. No more than one proxy may be carried by any one person. Proxies shall be authorized in a manner approved by the Board, and shall include the signature of the voting member authorizing the proxy.
- 9.12 **Scrutineers.** Candidates for the Board may have scrutineers present for the counting of ballots.
- 9.13 **Reserved Seats.** In the event that, among the Directors whose terms are not ending with this election, there are not enough student member Directors to fill the number of seats reserved for student members, or there are not enough community member Directors to fill the number of seats reserved for community members, seats shall be reserved in the election for student or community members, as required, and the election shall be counted as follows:
- a. Student candidates who receive the most votes shall fill the reserved student seats.
  - b. Community candidates who receive the most votes shall fill the reserved community seats.
  - c. Candidates who have received the most votes but have not been placed in reserved seats shall fill the remaining unreserved seats.
- 9.14 **Assignment of Seats.** In the event that no seats need be reserved, candidates shall be placed in Director seats according to the number of votes received, and without regard to whether they are student or community members.
- 9.15 **Posting of Results.** In advance of balloting, the CRO may advise voters of how the votes are to be counted, but after the counting is complete, the number of votes received by each candidate shall not usually be publicized. The Election Committee, Board, and candidates shall all see the full voting results in order to ensure that the election was properly counted, and any candidate may call for one recount before the announcement of the results. The names of elected candidates shall be announced in alphabetic or random order, and the election shall be declared closed.
- 9.16 **Transfer of Power.** The incumbent Board shall call a meeting of the Board within two weeks of the date of election, at which meeting power shall be transferred to the Board-elect. The Board-elect shall see to the appointment of Officers and setting of Board terms at this meeting.
- 9.17 **Nominations Committee.** The Board may appoint, on an ad hoc or standing basis, a Nominations Committee with a mandate of searching for and recommending a sufficient number of qualified election candidates to ensure that the following Board will have a full complement of Directors.
- 9.18 **Recommendations of Nominations Committee.** Ballots, General Meeting publicity, and other materials related to the election shall not make reference to which candidates were or were not recommended by the Nominations Committee.

- 9.19 **Remote Candidates.** Noting the importance of co-operative education and academic exchanges at the University of Waterloo and recognizing that such remote students wishing to serve on the Board of Directors may be unable to attend the Annual General Meeting, the board and staff of the organization shall make reasonable attempts to allow for the candidacy of such remote students. Arrangements shall enable the membership to ask questions of the candidate before balloting.

#### **Article 10: RECALL**

Upon receipt by the Board of a petition signed by at least 10% of the voting membership requesting that the person named in the petition be removed as a Director, that person will be removed immediately.

#### **Article 11: OFFICERS**

- 11.1 **Officers.** The Board of Directors shall appoint a President, a Secretary and a Treasurer.
- 11.2 **Appointment of Officers.** The President and Secretary must be Directors of the Organization.. The Board shall appoint other Officers as may be required from time to time.
- 11.3 **Duties of Officers.** The duties of all Officers of the Organization shall be such as the Board determines from time to time.
- 11.4 **Resignation.** An Officer can resign by giving written notice to the Board. The resignation takes effect upon receipt.
- 11.5 **Removal.** An Officer's appointment may be revoked at any time by the Board.

#### **Article 12: REFERENDA**

- 12.1 **Calling a Referendum.** A referendum may only be called by a two-thirds majority vote at a General Meeting, duly called to consider this business. Notice for this General Meeting shall state that a referendum will be considered.
- 12.2 **Petition.** Voting members may petition the Board of Directors to call a General Meeting to consider a referendum. Such petition must state that the members wish to have a General Meeting to consider a referendum. Such petition must include the name and signature for each voting member; student members shall also indicate their student number.
- 12.3 **Validity of a Petition.** Upon receipt of a petition signed by no less than 10% (ten percent) of the voting membership, the Officers shall verify the validity of the petition and of each signature, and shall rule on the validity of the petition.
- 12.4 **Calling a General Meeting.** Within twenty-one days of receipt of a valid petition, the Board of Directors shall call and hold a General Meeting to consider a referendum.
- 12.5 **Referendum question.** The motion to call a referendum shall include an affirmatively worded referendum question.

- 12.6 **Referendum Committee.** Within ten days of a membership decision to hold a referendum, the Board of Directors shall appoint a three person Referendum Committee.
- 12.7 **Authority to Conduct a Referendum.** The Referendum Committee shall be accountable to the Board of Directors, but shall have authority to conduct the referendum. This authority shall usually include: the setting of time-lines, approval of Campaign Committees, setting of campaign rules, instructing the Campaign Committees, printing of ballots and other non-partisan campaign materials, overseeing of balloting, and other such referendum matters as are delegated to the Referendum Committee by the Board of Directors.
- 12.8 **Appeals.** Voting members may appeal any decision or action of the Referendum Committee to the Board of Directors within five days of the decision or action. The Board of Directors shall be the final authority in any appeal.
- 12.9 **Voting.** Voting members shall have the right to cast one ballot in a referendum.
- 12.10 **Balloting.** Balloting shall occur for a minimum of five days. Ballot booths shall be organized in such a manner that all voting student members have an opportunity to cast their ballot within their faculty.
- 12.11 **Scrutineers.** All bona fide University of Waterloo organizations are entitled to have a representative act as a scrutineer for the ballot counting process.
- 12.12 **Timing.** A referendum shall only be held in the fall or winter academic terms. If a referendum is called between May and August, this referendum will occur in the fall academic term.
- 12.13 **Results.** The results of a referendum shall be binding on the Organization, provided that not less than 10% (ten percent) of the voting members of the Organization vote in the referendum.
- 12.14 **Posting of Results.** The results of the referendum shall be made available to the membership.

### **Article 13: FINANCES**

- 13.1 **Financial Year.** The financial year of the Organization shall terminate on the 31st day of August in each year.
- 13.2 **Audit.** The Board shall ensure that the records and books of account of the Organization are audited at least once each fiscal year or at such other times as it deems necessary or appropriate. Such audit shall be made available to all members of the Organization for their scrutiny upon reasonable notice, and adequate notice of its availability shall be given to members.
- 13.3 **Execution of Documents.** The Board shall appoint signing officers as may be required from time to time. Such appointment may be for a time fixed, or until the authority given by the Board is revoked. All cheques must be signed by two signing officers, of which at least one should be a Director. Before signing a document or cheque, the signing officers must ensure that the rights, duties, or expenses have been properly approved by the Board.

#### **Article 14: BOOKS AND RECORDS**

The Board shall ensure that all necessary books and records of the Organization required by the By-laws of the Organization, the Act or any other applicable statute or law, are regularly and properly kept.

#### **Article 15: DISSOLUTION**

Upon dissolution of the Organization or the winding up of its affairs for any reason, all of its remaining property of every kind, nature and description wherever situated after payment of liability shall be disposed of by dedication to the Ontario Public Interest Research Group (OPIRG).

#### **Article 16: INDEMNIFICATION OF DIRECTORS AND OFFICERS**

16.1 **Indemnification.** Every person who is or has been a Director or an Officer of the Organization and their respective heirs and legal personal representatives shall be indemnified by the Organization against all expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be a party, defendant or with which he or she may be threatened, by reason of or going out of or in relationship to his or her being or having been a Director or Officer of the Organization.

The term "expenses" includes amounts paid in satisfaction of judgements or in settlement, other than amounts paid to the Organization itself. The Organization shall not, however, indemnify any Director or Officer in relation to matters as to which he or she shall be judged liable for negligence or misconduct in the performance of his or her duties as such Director or Officer. Further the Organization shall not indemnify any Director or Officer in case of settlement unless such settlement shall be approved by, first, a majority of the Directors of the Organization when in office other than those involved (regardless of whether or not such majority constitutes a quorum), or second, if there are not at least two Directors then in office other than those involved, by a majority of the Committee (selected by the Board of Directors) of two or more members of the Organization who are not the Directors or Officers involved, as being made. The foregoing right of indemnification shall not be exclusive but shall be in addition to any and all other rights and remedies to which any such Director or Officer may be entitled as a matter of law.

16.2 **Insurance.** The Organization shall purchase and maintain such insurance for the protection of the Directors and Officers of the Organization, as the Board may from time to time determine.

#### **Article 17: AMENDMENTS**

Amendments to all By-laws of the Organization shall require approval by the Board at a Board meeting, and subsequent approval by a two-thirds majority vote of the membership present at a General Meeting, in order to be adopted. Notice for such General Meetings must state that the proceedings shall include consideration of amendments by the membership, and the text of the amendment proposal must be available at the Head Office of the Organization from when the notice is served until the General Meeting is held. Amendments may be altered at the meeting by the membership prior to approval. Amendments may also be tabled for further Board consideration, by a greater than 50% majority of the members present at this General Meeting.