

**University College  
Literary and Athletic  
Society**

**BY-LAW NUMBER ONE**

**University of Toronto**

<b>Article 1: Definitions</b>	<b>6</b>
<b>Article 2: Objects</b>	<b>7</b>
<b>Article 3: Head Office and Seal</b>	<b>8</b>
<i>Article 3.1: Head Office</i>	8
<i>Article 3.2: Seal</i>	8
<b>Article 4: The Society: Composition and Fees</b>	<b>9</b>
<i>Article 4.1: Membership</i>	9
<i>Article 4.2: Termination and Transfer</i>	9
<i>Article 4.3: Annual Membership Fee</i>	9
<i>Article 4.4: Disbursements to Other Groups</i>	9
<b>Article 5: The Society: Meetings</b>	<b>10</b>
<i>Article 5.1: Annual General Meeting</i>	10
<i>Article 5.2: Annual General Meeting, Powers</i>	10
<i>Article 5.3: Annual General Meeting, Notice</i>	10
<i>Article 5.4: Annual General Meeting, Procedure</i>	10
<i>Article 5.5: General Meetings</i>	11
<i>Article 5.6: General Meeting, Powers</i>	11
<i>Article 5.7: General Meeting, Notice</i>	11
<i>Article 5.8: General Meeting, Procedure</i>	11
<b>Article 6: Council: Composition and Authority</b>	<b>12</b>
<i>Article 6.1: Membership of Council</i>	12
<i>Article 6.2: Observers of Council</i>	13
<i>Article 6.3: Eligibility for Membership on Council</i>	13
<i>Article 6.4: Term of Office</i>	13
<i>Article 6.5: Termination and Transfer</i>	14
<i>Article 6.6: Investigations and Removal from Office</i>	14
<i>Article 6.7: Authority of Council and Council Policies</i>	14
<i>Article 6.8: Amendments to Council Policies</i>	14
<i>Article 6.9: Responsibilities of Council Members</i>	15
<i>Article 6.10: Records of the Society</i>	15
<i>Article 6.11: Judiciary</i>	15
<b>Article 7: Council: Regular Meetings</b>	<b>17</b>

<i>Article 7.1: Council Meetings</i>	17
<i>Article 7.2: Notice of Meetings</i>	17
<i>Article 7.3: Summer Meetings</i>	17
<i>Article 7.4: Procedure</i>	17
<i>Article 7.5: Quorum</i>	17
<i>Article 7.6: Proxies</i>	17
<i>Article 7.7: Speaker</i>	17
<i>Article 7.8: Secretary</i>	17
<i>Article 7.9: Rights of Council Members</i>	17
<i>Article 7.10: Notice of Resolution</i>	18
<i>Article 7.11: Meetings Open to Society Members</i>	18
<b>Article 8: Council: Emergency Meetings</b>	<b>19</b>
<i>Article 8.1: Emergency Meetings, Called</i>	19
<i>Article 8.2: Notice of Meetings</i>	19
<i>Article 8.3: Similarity</i>	19
<b>Article 9: Council: Elections</b>	<b>20</b>
<i>Article 9.1: Elections Schedule</i>	20
<i>Article 9.2: Vacancies</i>	21
<i>Article 9.3: Voting</i>	21
<i>Article 9.4: Notice of Elections</i>	21
<i>Article 9.5: Elections Code</i>	21
<b>Article 10: Council: Conflict of Interest</b>	<b>22</b>
<i>Article 10.1: Defined</i>	22
<i>Article 10.2: Declaring Conflict of Interest</i>	22
<i>Article 10.3: Voting Limits</i>	22
<i>Article 10.4: Salaries and Honoraria</i>	22
<i>Article 10.5: Grounds for Dismissal</i>	22
<b>Article 11: Council: Indemnity and Insurance</b>	<b>23</b>
<i>Article 11.1: Indemnity of Council members, Employees, and Appointed Agents</i>	23
<i>Article 11.2: Insurance</i>	23
<b>Article 12: The Executive: Membership and Authority</b>	<b>24</b>
<i>Article 12.1: Membership</i>	24
<i>Article 12.2: Authority of Executive Members</i>	24

<b>Article 13: The Executive: Meetings</b>	<b>25</b>
<i>Article 13.1: Scheduled Meetings</i>	25
<i>Article 13.2: Procedure</i>	25
<i>Article 13.3: Attendance</i>	25
<i>Article 13.4: Purpose</i>	25
<b>Article 14: The Executive: Deputies</b>	<b>26</b>
<i>Article 14.1: Deputies</i>	26
<i>Article 14.2: Appointment of Deputies</i>	26
<i>Article 14.3: Deputy Responsibilities</i>	26
<b>Article 15: The Core Executive: Membership and Authority</b>	<b>27</b>
<i>Article 15.1: Membership</i>	27
<i>Article 15.2: Authority of the Core Executive</i>	27
<b>Article 16: Standing Committees</b>	<b>28</b>
<i>Article 16.1: Definition</i>	28
<i>Article 16.2: Striking Standing Committees</i>	28
<i>Article 16.3: List of Standing Committees</i>	28
<b>Article 17: Hiring</b>	<b>29</b>
<i>Article 17.1: Statement of Equity</i>	29
<i>Article 17.2: Exclusions</i>	29
<i>Article 17.3: Hired Positions</i>	29
<b>Article 18: Ancillaries</b>	<b>30</b>
<i>Article 18.1: Definition</i>	30
<i>Article 18.2: Diabolos' Coffee-Bar</i>	30
<i>Article 18.3: Orientation</i>	30
<i>Article 18.4: UC Follies</i>	30
<b>Article 19: Financial Matters</b>	<b>31</b>
<b>Article 20: Editorial Autonomy</b>	<b>33</b>
<b>Article 21: Referenda</b>	<b>34</b>
<i>Article 21.1: Calling Referenda</i>	34
<i>Article 21.2: Notice of Referenda</i>	34
<i>Article 21.3: Policy on Referenda</i>	34

<i>Article 21.4: Requirements for Valid Referenda</i>	34
<b>Article 22: Notice</b>	<b>35</b>
<b>Article 23: Dissolution</b>	<b>36</b>
<b>Article 24: Amendments</b>	<b>37</b>
<i>Article 24.1: Amendments to the Constitution</i>	37
<i>Article 24.2: Exceptions</i>	37
<i>Article 24.3: Approval by Governing Council</i>	37

# Article 1: Definitions

In this By-law:

“**Act**” means the *Corporations Act* (Ontario), as amended from time to time;

“**College**” means University College;

“**Constitution**” means the Letters Patent and by-laws of the Society;

“**Council**” means the body that fulfills the function of the Board of Directors as described in the Act and whose composition is described in Article 6;

“**Council Meeting**” means either a Regular Council Meeting, or an Emergency Council Meeting, unless the context demands otherwise;

“**Council Policy**” means any policy created in accordance with Article 6, Article 7 of this by-law, and governs the operations of the Society in accordance with the Constitution;

“**Executive**” means the body described in Article 12;

“**Governing Council**” means the governing body of the University of Toronto;

“**Letters Patent**” mean the Letters Patent of the Society issued *[date]*, as amended or restated from time to time by means of Supplementary Letters Patent or otherwise;

“**Member**” shall have the meaning assigned to it in Article 4;

“**Residence**” means a residence as identified by Council from time to time as being principally for the use of University College students and, until otherwise determined by Council, includes Whitney Hall, Sir Daniel Wilson, and Morrison Hall;

“**SAC**” means the Students’ Administrative Council of the University of Toronto (Also referred to as U.T.S.U);

“**School Day**” means a day from Monday to Friday inclusive, unless such a day is listed as a holiday in the Faculty of Arts & Science course calendar;

“**Society**” means the University College Literary and Athletic Society, a corporation without share capital incorporated under the *Corporations Act* (Ontario);

“**UC**” means University College;

“**University**” means the University of Toronto;

“**University College Council**” means the governing body of University College.

## Article 2: Objects

The objects of the Society, as provided in the Letters Patent, are:

The establishment and operation of a students' society for the purposes of

1. Promoting an atmosphere of collegiality, community and opportunity that best serves the needs of the students of University College;
2. Organizing social, cultural, academic, and athletic activities and events throughout the year;
3. Representing the interests of its members within University College and the University of Toronto; and
4. Such other complementary purposes not inconsistent with these objects.

## **Article 3: Head Office and Seal**

### **Article 3.1: Head Office**

The head office of the Society shall be at 15 King's College Circle, Toronto, Ontario, Canada, M5S 3H7, or such other location within the College as Council may identify by resolution.

### **Article 3.2: Seal**

Council shall be entitled, but not obliged, to adopt by resolution a seal and, if so adopted, the seal shall be in such form as is affixed to this by-law.



## **Article 4: The Society: Composition and Fees**

### **Article 4.1: Membership**

All and only full-time and part-time students registered at University College, or a current University of Toronto student with a proof of transfer issued by the college registrar for the Fall Semester, shall be voting members (“Members”) of the Society upon payment of the annual membership fee and compulsory levies.

### **Article 4.2: Termination and Transfer**

Membership in the Society shall end when a Member withdraws, is suspended, or is expelled from the College or the University, or when a Member dies or ceases to be a full-time or part-time student at University College. Membership is not transferable.

### **Article 4.3: Annual Membership Fee**

1. The Society’s Annual Membership Fee shall include two components:
  - a. The Membership Fee; and
  - b. The Compulsory Levies.
2. A detailed schedule of these fees shall be laid out in Council Policy.
3. Membership fees are to be collected by the University with tuition fees and disbursed promptly to the Society.  
Changes to the membership fee or compulsory levies shall only be made:
  - a. Through a referendum in which all Members are eligible to vote; or,
  - b. In the case of cost-of-living increases to the membership fee, which do not exceed the annual Consumer Price Index (CPI), through a simple majority vote of the Council.
4. Any such changes must be appropriately approved by Governing Council.

### **Article 4.4: Disbursements to Other Groups**

1. The following portions of the Society fee are designated for other organizations:
  - a. The Gargoyle (levy);
  - b. UC Review (levy); and
  - c. Association of College Programs (levy).
2. Disbursement of these fees shall be conducted in accordance with relevant Council Policies and as outlined by University policy.

## Article 5: The Society: Meetings

### Article 5.1: Annual General Meeting

Each year the Society shall hold an Annual General Meeting on a time and day to be determined by Council. The meeting shall be held no later than January 31st of each year and shall be held at such a location, determined by the President, on or in the vicinity of the St. George Campus of the University.

### Article 5.2: Annual General Meeting, Powers

1. The following items shall be considered by the Members at each Annual General Meeting:
  - a. Receiving the financial statements and auditor's report for the previous year;
  - b. Appointing auditors for the current year; and
  - c. Authorizing Council to fix the remuneration of the auditors and approving changes to the Constitution made pursuant to Article 24.1.
2. All business transacted at the Annual General Meeting other than these items shall be deemed "special business".
  - a. Notice of any special business shall be submitted at the Head Office no less than fourteen (14) days before the Annual General Meeting; and
  - b. Shall be posted conspicuously in the Head Office and distributed by e-mail to Members at least seven (7) days before the AGM; and
  - c. This notice shall state or be accompanied by a statement of:
    - i. the nature of the business in sufficient detail to permit Members to form a reasoned judgment thereon; and
    - ii. the text of any resolution or by-law to be submitted to the meeting.

### Article 5.3: Annual General Meeting, Notice

1. Notice of the Annual General Meeting shall be distributed to Members and others entitled to notice at least two (2) weeks prior to the date of the Meeting.
2. At the same time, the Society shall release a copy of the balance sheet and statement of income and expenses, extracted from the Society's financial statements and auditor's report.
  - a. These shall be published in appropriate College publications, posted in conspicuous places around the College, and made available for inspection at the Office.

### Article 5.4: Annual General Meeting, Procedure

1. Quorum for the conduct of business at an Annual General Meeting is at least thirty (30) Members.
2. All Members are entitled to vote by proxy at an Annual General Meeting.
  - a. No person may carry more than one (1) proxy.
3. The Annual General Meeting shall be called to order by the Speaker or the President, chaired by the Speaker, and conducted according the rules laid out in the Constitution, Council Policies, and the latest edition of Robert's Rules of Order, in that order of precedence.
4. All Members are permitted to move, second, speak to, and vote on resolutions at an Annual General Meeting.

### **Article 5.5: General Meetings**

In addition to the Annual General Meeting, there may be any number of General Meetings of Members. General Meetings may only occur between September 1 and April 30, and may be called in one of the following ways:

1. By the President, on the unanimous consent of the Core Executive.
2. By a simple majority resolution of Council.
3. By requisition of no fewer than 10% of Society Members.
  - a. The requisition shall include:
    - i. The names;
    - ii. Student numbers; and
    - iii. Signatures of the requisitioners; and
    - iv. Shall be submitted to the Society's Head Office;
  - b. Upon due receipt of the requisition, the President shall forthwith call a General Meeting to be held no more than twenty-one (21) days later.

### **Article 5.6: General Meeting, Powers**

A General Meeting, other than the Annual General Meeting, shall have the same authority as a Council Meeting.

### **Article 5.7: General Meeting, Notice**

1. Notice of a General Meeting shall be distributed to Members and others entitled to notice at least two (2) weeks prior to the date of the Meeting.
2. At the same time, the Society must release a copy of all agenda items for the meeting described in sufficient detail to enable Members to understand the issues to be addressed.
  - a. These must be published in appropriate College publications, posted in conspicuous places around the College, and made available for inspection at the Office.

### **Article 5.8: General Meeting, Procedure**

1. Quorum for the conduct of business at a General Meeting is at least 5% of Society Members.
2. All Members are entitled to vote by proxy at a General Meeting.
  - a. No person may carry more than one (1) proxy.
3. The General Meeting shall be called to order by the Speaker or the President, chaired by the Speaker, and conducted according the rules laid out in the Constitution, Council Policies, and the latest edition of Robert's Rules of Order, in that order of precedence.
  - a. If the President does not promptly call to order a validly called General Meeting, any Member may do so.
4. All Members are permitted to move, second, speak to, and vote on any resolution at a General Meeting.

## Article 6: Council: Composition and Authority

### Article 6.1: Membership of Council

Council shall be composed of thirty-one (31) members, consisting of the directors outlined as follows:

1. The Members shall elect the following officers, who shall serve as directors of the Society and who shall be voting members of Council by virtue of their office:
  - a. President;
  - b. Vice President; and
  - c. Finance Commissioner.
2. The Members shall elect the following directors, who shall be voting members of Council by virtue of their office:
  - a. Athletics Commissioner;
  - b. Communications and Outreach Commissioner;
  - c. Equity Commissioner;
  - d. Formals Commissioner;
  - e. Literary and Creative Arts Commissioner;
  - f. Mental Wellness Commissioner;
  - g. Off-Campus Commissioner;
  - h. Spirit and Social Commissioner;
  - i. Sustainability Commission;
  - j. University and Academic Affairs Commissioner;
  - k. Five First Year Representatives;
  - l. Six Mid-Year Residence Representatives; and
  - m. Three Upper Year Representatives.
  - n. SAC Director(s) if elected exclusively by the UC constituency in an election administered by the society shall serve as directors of the Society and shall be voting members of Council by virtue of their office.
  - o. The University College Residence Council President, elected exclusively by those living in a Residence, shall serve as a director of the Society and shall be a voting member of Council by virtue of their office.

#### **Article 6.2: Observers of Council**

1. The following Observers shall have speaking rights at all Council Meetings but shall not be directors and shall be considered non-voting members of Council:
  - a. the Speaker of the Society;
  - b. Secretary of the Society;
  - c. Past Presidents of the Society;
  - d. UC's Assistant to the Dean, Student Life;
  - e. UC's Dean of Students;
  - f. UC's Principal;
  - g. One delegate from Diabolos' Coffee Bar;
  - h. One delegate from the UC Gargoyle;
  - i. One delegate from the UC Review;
  - j. One delegate from the UC Follies;
  - k. One delegate from the World University Service Canada (WUSC) Committee;
  - l. The Orientation Chair(s); and
  - m. All public deputies.

#### **Article 6.3: Eligibility for Membership on Council**

All Members and only Members are eligible to be elected to any voting Council position.

#### **Article 6.4: Term of Office**

1. Council shall, in April of each year, hold a Joint Council Meeting (JCM), at which it shall:
  - a. Dissolve itself; and thereby
  - b. End its term of office; for
  - c. Council members elected and ratified previous to this meeting take office immediately upon dissolution.
2. The term of office for Core Executives, Executives, Upper Year Representatives, Middle Year Representatives and SAC representatives shall begin at:
  - a. The Joint Council Meeting of the year in which they were elected immediately upon the dissolution of the previous year's Council; and
  - b. That term shall end at the next Joint Council Meeting.
3. Council members elected in any regular or by-election, held after the Joint Council Meeting, including the First Year Representative elections, take office immediately when:
  - a. The existing Council ratifies their membership; and therefore
  - b. Their term of office ends immediately upon the dissolution of Council at the next Joint Council Meeting.
4. No person may hold more than one elected position on Council and:
  - a. Hold an ex-officio voting position on Council; or
  - b. Be the Speaker of the Society; or
  - c. Be the Secretary of the Society; although
    - i. The President may act as Speaker in the Speaker's absence.
5. Each position on Council may be held by one and only one individual.

#### **Article 6.5: Termination and Transfer**

1. The membership on Council of an elected Council member ends if the member:
  - a. Gives written notice of resignation;
  - b. Is removed from their position in accordance with the Constitution and Council Policies;
  - c. Ceases to be a Member of the Society; or
  - d. When Council is dissolved.
2. Membership on Council for any non-elected Member ends if the member:
  - a. Gives written notice of resignation; or
  - b. Is removed from their position.
3. Membership on Council is not transferable.

#### **Article 6.6: Investigations and Removal from Office**

1. During an investigation of a Council Member by the University or other authorities, Council may, at its discretion:
  - a. Make special accommodations that can be used in order to protect individuals; and/or
  - b. Minimize disruption to the normal activities of the society; and
  - c. These accommodations shall be detailed in Council Policy.
2. No Council member may be removed from office except:
  - a. By a resolution of two-thirds (2/3) of Council members; or
  - b. By a referendum in which every Society Member is eligible to vote.
3. Motions for removal at a Council Meeting must be moved by a member of the Core Executive.
4. A referendum on removal shall be initiated if the Society receives to its Head Office:
  - a. A petition containing the name, signature, and student number of at least 5% of Society members.

#### **Article 6.7: Authority of Council and Council Policies**

1. Council shall manage the affairs of the Society and fulfill the function of directors under the Act.
2. Council may from time to time adopt and amend Council Policies to govern the operations of the Society.
  - a. These policies will serve alongside the bylaws as a governing document of the Society.

#### **Article 6.8: Amendments to Council Policies**

1. The Constitutional Review Committee shall regularly review the Society Policies.
2. Any Society member may submit a motion to amend the Policies to the chair of the Constitutional Review Committee.
  - a. Upon receipt of a member motion, the Committee will meet within a reasonable time to discuss the proposed amendments.
3. Any amendments to the Society Policies must undergo the following process:
  - a. The Constitutional Review Committee must vote a majority (50% + 1) in favour to forward the motion to Council
  - b. Council must approve the change with a two-thirds (2/3) majority vote.
4. Amendments to the Policy will take effect immediately after the conclusion of the Council meeting in which it was approved.

### **Article 6.9: Responsibilities of Council Members**

1. All Council members have a responsibility to contribute to the operations and success of the Society.
  - a. Council members shall act in compliance with the Constitution and shall fulfill the additional and specific responsibilities assigned to them in the Council Policies.
2. If a Council member fails to perform the duties described in Article 6.8.1, any Council member may:
  - a. Seek a resolution from Council permitting this failure; and
  - b. If Council does not then so resolve; then
  - c. A member of the Core Executive shall immediately motion for removal of this Council member pursuant to Article 6.6; and
  - d. Notice of such a resolution shall be given no less than ten (10) School Days prior to its consideration; and
  - e. The Council member in question shall be permitted to address the resolution fully.

### **Article 6.10: Records of the Society**

1. All financial records, budgets, audits, and committee, commission, board, and Council minutes detailing the business of Council shall be made available in the Head Office for inspection by any Member.
  - a. Should a record be unavailable, the President shall see that it be made available within two (2) business days of a request filed at the Head Office by any Member.

### **Article 6.11: Judiciary**

1. The Judiciary shall be responsible for ruling on matters of constitutional dispute that arise at:
  - a. Council Meetings;
  - b. Annual General Meetings;
  - c. General Meetings; and
  - d. Whenever voiced by Members.
  - e. Relevant disputes shall include, but not be limited to:
    - i. Interpretation of verbiage;
    - ii. Contradictory statements within the Constitution; or
      1. Between the Constitution and Council Policies.
    - iii. Actions taken by Council which may potentially breach the statutes laid out in these Governing Documents.
2. The Judiciary shall be composed of:
  - a. The Speaker;
  - b. The Chair of the Constitutional Review Committee; and
  - c. One other Council member who is not a member of the Core executive; all of whom
  - d. Shall be ratified at the Joint Council Meeting.
3. At any Council Meeting, General Meeting, or Annual General Meeting, the Judiciary shall convene to pass ruling on a dispute only if a motion is:
  - a. Passed to refer such disputes to the Judiciary for consideration.
  - b. Such a motion shall:
    - i. Always be in order;
    - ii. Interrupt precedence over all other motions; and
    - iii. Carry upon approval of no less than one-third (1/3) of Council members present and voting.

- c. In this case, the Judiciary may recess from the meeting for no more than fifteen (15) minutes.
- 4. Upon receipt at the Head Office of a petition by no fewer than fifty (50) Members, the Judiciary shall:
  - a. Convene within five (5) business days to consider the dispute referred to in the petition; and
  - b. The Judiciary shall deliver its ruling to Council at the next regularly scheduled Council Meeting.
    - i. Such ruling shall not take force prior to this Meeting.
- 5. Council may reverse any ruling of the Judiciary by simple majority resolution of all Council members.
- 6. From time to time upon request by the relevant body, the Judiciary may:
  - a. Give its opinion to Council; or
  - b. Any of its Committees, Commissions, or Boards; regarding
  - c. The application and interpretation of the Constitution.
  - d. Such an opinion shall always be nonbinding.



# Article 7: Council: Regular Meetings

## Article 7.1: Council Meetings

1. The date, time, and place of Regular Council Meetings shall be determined by the Core Executive promptly upon taking office.
2. There shall be a minimum of forty-eight (48) hours elapsed between two (2) Council Meetings (including Emergency Council meetings).
3. The first meeting of each Council shall be called to order by the President, or Vice President, in their absence.
4. Subsequent Council Meetings shall be called to order by the Speaker.
  - a. In absence of a ratified Speaker, the President may call any meeting to order.

## Article 7.2: Notice of Meetings

Notice of all Regular Council Meetings shall be distributed to Council and to the Society immediately after they are scheduled, and no later than two (2) weeks prior to the first meeting.

## Article 7.3: Summer Meetings

1. Summer Council conducts the Society's business during May, June, July and August.
2. Summer Council is identical in every respect to Council except that Summer Council is composed of volunteers from amongst Council appointed and ratified at the last Council Meeting before May.

## Article 7.4: Procedure

1. Council Meetings are conducted in accordance with, in descending order of precedence:
  - a. The Constitution;
  - b. Council Policies; and
  - c. The most recent edition of Robert's Rules of Order.

## Article 7.5: Quorum

1. Quorum for a Council Meeting is a majority of all voting Council members.
2. Non-voting Council members do not affect quorum.

## Article 7.6: Proxies

Proxy attendance and proxy voting are prohibited.

## Article 7.7: Speaker

1. The Speaker of the Society serves as the Speaker at Council Meetings.
  - a. In the Speaker's absence, Council members may select a Speaker pro tempore; who shall
  - b. Act as Speaker until the Speaker of the Society is present.
2. The Speaker or acting Speaker can never vote.

## Article 7.8: Secretary

1. The Secretary of the Society serves as the Secretary at Council Meetings.
  - a. In the Secretary's absence, the Speaker may select another person to act as Secretary pro tempore.

## Article 7.9: Rights of Council Members

1. Elected members of Council and ex officio voting members of Council may make, second, speak to, and vote on any motion.
2. Ex officio non-voting members of Council may speak to any motion, but may not make, second, or vote on any motion.

**Article 7.10: Notice of Resolution**

No motion may be made at any Council Meeting (including Emergency Council Meetings) of which notice has not been distributed to Council members at least twenty-four (24) hours before the meeting, unless three-fourths (3/4) of all Council members present at the meeting permit its addition to the agenda through resolution.

**Article 7.11: Meetings Open to Society Members**

Subject to Robert's Rules, Council Meetings are open to all Members of the Society, however, Members may only speak when this right is extended by a member of Council.

## **Article 8: Council: Emergency Meetings**

### **Article 8.1: Emergency Meetings, Called**

1. Should Society business arise which demands Council's consideration prior to the next Regular Council Meeting, an Emergency Council Meeting may be called in one of the following ways:
  - a. By the President distributing notice of such a meeting to Council.
  - b. By petition of any 10 Council members, including their names, signatures, and time, date, and place of the meeting, delivered to the Head Office and notice of the meeting distributed to Council.

### **Article 8.2: Notice of Meetings**

Notice of an Emergency Council Meeting shall be distributed to Council members no fewer than thirty-six (36) hours prior to the meeting.

### **Article 8.3: Similarity**

Emergency Council Meetings are, except as noted in the Constitution and Council Policies, identical to Regular Council Meetings in every other respect.

# Article 9: Council: Elections

## Article 9.1: Elections Schedule

1. There shall be a Council Policy pertaining to Elections all rules which govern the election of Council members, excepting those outlined in the Constitution.
2. Each candidate shall be:
  - a. Seconded by one (1) Member; and
  - b. Nominated by no less than ten (10) Members prior to standing for election.
3. Elections for Council Member positions described in Article 15, called Core Executive Elections, shall take place prior to March 15.
4. Elections for Council Member positions described in Article 12, called Executive Elections, may take place simultaneously with Core Executive Elections.
  - a. Simultaneous Core Executive Elections and Executive Elections shall take place prior to March 15
5. Elections for the remaining elected Council member positions described in Article 6, with the exception of First Year Representatives, called Representative Elections, shall take place no fewer than five (5) School Days before the Joint Council Meeting.
  - a. Nominations for Representative Elections shall be open for at least two (2) days after Council has received unofficial results of Executive Elections.
6. Elections for Council member positions not filled in Executive and Representative elections, including First Year Representatives, called Fall Elections, shall take place between September 15 and 30.
7. Any additional elections shall take place only between September 15th and January 31st, excluding the December exam period.
8. Subject to the above conditions, all elections are to be scheduled by the President in consultation with the Elections Co-Ordinator and Elections Committee.
9. The Society shall, on the request of the University College Residence Council, conduct the election of the UC Residence Council President.
  - a. This election shall take place at the same time as the Executive Elections and shall be conducted in accordance with the established policies of the Society and of the Residence Council.
10. The Society shall, on the request of the University of Toronto Students' Union, conduct the election of the University College Director position.
  - a. This election shall take place at the same time as the Representative Elections and shall be conducted in accordance with the established policies of the Society and the University of Toronto Student's Union.
  - b. The election shall use the Elections Policy and procedures of the Society.
11. If the Society does not host an election for the SAC Directors, then those Directors shall be:
  - a. Elected by the University of Toronto Students' Union according to Society policy; and
  - b. Ratified as voting members by a simple majority of Council.

**Article 9.2: Vacancies**

Any vacancies in the elected positions of the Board of Directors may be filled by means of a by-election or by such other method that has been adopted by a resolution of Council.

**Article 9.3: Voting**

1. All Society Members are eligible to vote in all Society elections, subject to the following restriction:
  - a. SAC Directors are elected only by Members whose student number shows them to be registered members of the University of Toronto Students' Union

**Article 9.4: Notice of Elections**

Notice of the dates of nominations shall be distributed to Members at least fourteen (14) days prior to the close of nominations.

**Article 9.5: Elections Code**

Council shall keep and maintain an Elections Code which serves as a governing document of the Society and governs the operations of all Society elections.

## **Article 10: Council: Conflict of Interest**

### **Article 10.1: Defined**

A Council member is in a conflict of interest who has an executive or similar role with, or who is a paid employee of, or who receives payment from, any business or other organization, including student organizations, which stands to directly benefit from Society business.

### **Article 10.2: Declaring Conflict of Interest**

Any Council member who is in a conflict of interest must declare that conflict to the Speaker prior to making, seconding, speaking to, or voting (where permissible) on any motion related to that conflict.

### **Article 10.3: Voting Limits**

No Council member who is in a conflict of interest with regard to any monetary motion may vote on such a motion.

### **Article 10.4: Salaries and Honoraria**

Additionally, no Council member may receive a salary or honorarium for any activity funded by the Society unless approval is first secured from Council.

### **Article 10.5: Grounds for Dismissal**

Violation of this Article is grounds for removal of a Council member in accordance with Article 6.6.

# Article 11: Council: Indemnity and Insurance

## Article 11.1: Indemnity of Council members, Employees, and Appointed Agents

1. The Society may from time to time indemnify and save harmless all Council members, employees, and appointed agents and their heirs, executors, administrators and other legal personal representatives from and against:
  - a. Any liability and all costs and expenses that they sustain or incur in respect of any action, suit or proceeding that is proposed or commenced against them for or in respect of anything done or permitted by them in respect of the execution of their duties; and
  - b. All costs, charges and expenses that they sustain or incur in respect of the affairs of the Society.
2. The Society shall not indemnify Council members of any liability, costs, charges or expenses that they sustain or incur in or about any action, suit, or other proceeding as a result of which:
  - a. They are adjudged to be in breach of any duty or responsibility imposed upon them under the laws of the Government of Ontario; or
  - b. Under any other statute; unless
  - c. In an action brought against them in their capacity as Council members they have achieved complete or substantial success as a defendant.

## Article 11.2: Insurance

The Society may buy and maintain such insurance for the benefit of Council members, employees, and appointed agents as Council may from time to time determine.

## **Article 12: The Executive: Membership and Authority**

### **Article 12.1: Membership**

1. The following Members shall be considered Executives:
  - a. President;
  - b. Vice President;
  - c. Finance Commissioner;
  - d. Athletics Commissioner;
  - e. Communications and Outreach Commissioner;
  - f. Equity Commissioner;
  - g. Formals Commissioner;
  - h. Literary and Creative Arts Commissioner;
  - i. Mental Wellness Commissioner;
  - j. Off-Campus Commissioner;
  - k. Spirit and Social Commissioner;
  - l. Sustainability Commissioner; and
  - m. University and Academic Affairs Commissioner;
2. The University College Residence Council President shall be an Executive member by virtue of their office.
3. The Assistant to the Dean, Student Life and the Secretary of the Society shall be non-voting members of the Executive.

### **Article 12.2: Authority of Executive Members**

1. Executive members shall be responsible for enacting spending decisions pertaining to Society funds that are allocated to their position in budgets approved by Council.
2. Notwithstanding the above, the authority of an Executive member may be restricted in any action pertaining to the business of the Society by resolution of Council.
3. Executive members shall always act in accordance with duties laid out in the Constitution and Council Policies, and with resolutions of Council.



## **Article 13: The Executive: Meetings**

### **Article 13.1: Scheduled Meetings**

1. The date, time, and place of Executive meetings shall be determined by the President, and notice of Executive meetings shall be published at the Society's office and distributed electronically to all Council members.
2. Executive Meetings are to be held as necessary to fulfill their purpose below.

### **Article 13.2: Procedure**

Executive Meetings are chaired by the President and any decisions are made on a basis of two-thirds (2/3) majority.

### **Article 13.3: Attendance**

1. Executive Meetings are open to all Society Members.
2. All Council members are permitted to speak at Executive Meetings.

### **Article 13.4: Purpose**

The purpose of Executive Meetings shall be to prepare draft budgets for Council's consideration and to organize transition from one year's Council to the next.

# Article 14: The Executive: Deputies

## Article 14.1: Deputies

1. There shall be the following Deputies:
  - a. Deputy Vice President, Operations;
  - b. Deputy Vice President, Clubs;
  - c. Finance Deputy;
  - d. Two (2) Athletics Deputies;
  - e. Up to three (3) Communications and Outreach Deputies;
  - f. Up to two (2) Equity Deputies;
  - g. Formals Deputy;
  - h. Up to two (2) Literary and Creative Arts Deputies;
  - i. Mental Wellness Deputy;
  - j. Off Campus Deputy;
  - k. Up to two (2) Spirit & Social Deputies;
  - l. Up to two (2) Sustainability Deputies; and
  - m. University and Academic Affairs Deputy;
2. Any additional deputy positions shall be established in the Council Policies.

## Article 14.2: Appointment of Deputies

1. Deputies are appointed by Council through a selection process.
2. Positions are open to all society members through an application process.
  - a. The application period for deputy positions must begin fourteen (14) days before the JCM and the nomination period closes seven (7) days before the JCM.
3. If there are deputy positions that remain unfilled, the process will occur again at future council meetings, until the position is filled.

## Article 14.3: Deputy Responsibilities

1. The responsibility of Deputies shall be laid out in the Council Policies.
2. Unless otherwise noted, the Deputies shall assist their respective Commissioners in fulfilling all responsibilities to be undertaken by the Commission.
  - a. Additional responsibilities may be agreed upon by the Executive member and Deputy jointly.

## **Article 15: The Core Executive: Membership and Authority**

### **Article 15.1: Membership**

1. The President, Vice-President and Finance Commissioner, are ex-officio, voting Core Executive members.
2. The Assistant to the Dean, Student Life is an ex-officio, non-voting member of the Core Executive.

### **Article 15.2: Authority of the Core Executive**

1. The Core Executive oversees all activities of the Society and assists in their successful execution.
2. The Core Executive manages the Society's relations with external groups and within the University, except in areas specifically delegated in the Constitution and Council Policies to other Executive members.
3. The Core Executive reviews and when necessary filters incoming Society business.
4. The Core Executive fulfills a leadership role within Council.
5. The Core Executive designs and executes Council training in order to maximize efficiency and effectiveness of the Council to the benefit of the Society
6. The Core Executive promotes environmentally sustainable practices among the Council to encourage sustainability to all members of the Society

# Article 16: Standing Committees

## Article 16.1: Definition

1. Standing Committees are composed of Council members and carry out specific functions in the operation of the Society.
2. They have such powers and follow such procedures as described in their respective Council Policies.

## Article 16.2: Striking Standing Committees

1. The membership of Standing Committees is as outlined in the Council Policies.
2. With the exception of First Year Representatives, membership of Standing Committees shall be ratified at the Joint Council Meeting (JCM).

## Article 16.3: List of Standing Committees

1. Constitution Review Committee:
  - a. Reviews the Constitution and Council Policies; and
  - b. Is chaired by the Vice President.
2. Elections Committee:
  - a. Supervises Council elections and referenda; and
  - b. Is chaired by the President; or
  - c. By another member selected by resolution of Council should the President resign from the Committee.
3. Elections Appeals Committee:
  - a. Reviews appeals of Elections Committee decisions; and
  - b. Is chaired by the Vice President; or
  - c. By another member selected by resolution of Council should the Vice-President resign from the committee.
4. Hiring Committee:
  - a. Conducts hiring of paid employees of the Society; and
  - b. Is chaired by the President; or
  - c. By another member selected by resolution of Council should the President resign from the committee.

## Article 17: Hiring

### Article 17.1: Statement of Equity

A fair and equitable hiring process contributes to the University College community by permitting all Members to apply for and to receive equal consideration for all positions within the Society.

### Article 17.2: Exclusions

Due to the need for financial oversight, personal accountability, and checks-and-balances on the authority of individuals, the President, Vice-President, and/or Finance Commissioner cannot serve during their term of office in any position pursuant to Article 17.3.

### Article 17.3: Hired Positions

1. There shall be a detailed Council Policy pertaining to the hiring of employees, which outlines the procedure used for hiring each of the positions below.
2. Each year, the Society shall hire
  - a. Diabolos' Manager(s);
  - b. Orientation Co-Chair(s);
  - c. Society Speaker;
  - d. Society Secretary;
  - e. Web Coordinator; and
  - f. Elections Coordinator; and
  - g. Any additional hired positions shall be established in the Council Policies.
3. The Hiring Committee shall recommend to Council candidates to be hired for the positions outlined in Article 17.3.2, pursuant to all relevant Council Policies.

## Article 18: Ancillaries

### Article 18.1: Definition

1. The Society shall operate the following Ancillary Services, which are specific activities of the Society.
2. Each Ancillary shall be:
  - a. Governed by its own Council Policy; which
  - b. Shall create a Board, composed of at least:
    - i. The Core Executive;
    - ii. Relevant Society employees; and
    - iii. Additional Council members to govern that Ancillary.
3. Notwithstanding any Council Policy, the ultimate authority for the mandate and long-term planning of all Ancillaries resides with Council.

### Article 18.2: Diabolos' Coffee-Bar

1. The Diabolos' Coffee-Bar is governed by the Council Policy "Diabolos Coffee-Bar", according to the following principles:
  - a. The Coffee-Bar contributes to the overall well-being of the University College community by providing a desired service and by helping to bring people together in fellowship.
  - b. The Coffee-Bar must be managed and operated primarily by and for University College students.
  - c. The Coffee-Bar must remain free from outside influence that adversely limits decision-making.
  - d. The Coffee-Bar must be managed and operated in an environmentally and socially responsible manner.

### Article 18.3: Orientation

1. Orientation is governed by the Council Policy "Orientation" according to the following principles:
  - a. Orientation contributes to the overall well-being of the University College community by integrating incoming students into the University College Community, celebrating their arrival at University and introducing them to each other and to Upper Year students.
  - b. Orientation must be managed and operated primarily by and for University College students.
  - c. Orientation must remain free from outside influence that adversely limits decision-making.
  - d. Orientation must be managed and operated in an inclusive and welcoming manner.

### Article 18.4: UC Follies

1. The UC Follies is governed by the Council Policy "UC Follies", according to the following principles:
  - a. The UC Follies contributes to the overall enjoyment of the University College community by encouraging students to participate in the dramatic arts, as well, by providing the College and University with quality theatrical productions.
  - b. The UC Follies must be managed and operated primarily by and for University College students.
  - c. The UC Follies must remain free from outside influence that adversely limits decision-making.
  - d. The UC Follies must be managed and operated in an environmentally and socially responsible manner.

# Article 19: Financial Matters

## Article 19.1: Budgets

1. Council shall approve two (2) budgets each year:
  - a. A Summer Budget approved by the incoming Council at the Summer Budget Meeting held no later than May 31st; and
  - b. A Fall Budget approved by Council at the Fall Budget Meeting, held no later than October 31st.
2. Council, and only Council, shall have the unrestricted authority to amend a proposed budget prior to approval.
3. Detailed budgeting procedures shall be laid out in Council Policies pertaining to financial matters.
4. Council shall have the authority, by a two-thirds (2/3) resolution, to amend the Budget subsequent to its approval.
5. Council may only approve a deficit budget:
  - a. Either in the regular approval process; or
  - b. Subsequently, by a resolution passed by a three-quarters (3/4) majority of the votes cast.

## Article 19.2: Fiscal Year

The fiscal year of the Society ends on April 30 in each year, unless otherwise determined by Council and in accordance with the law.

## Article 19.3: Signing Officers

1. All Society cheques, except as noted in Article 19.3.2 and 19.3.3 below, are to be:
  - a. Signed by the Finance Commissioner; and
  - b. Either the President or the Vice President.
  - c. Financial Commitments other than regular budgeted commitments may be made only by the Finance Commissioner and either the President or Vice President.
2. Ancillary Services of the Society shall operate their own bank accounts.
  - a. Such accounts shall always require two (2) signatories.
  - b. The Finance Commissioner shall be a required signatory on these accounts.
3. From time to time, Commissions or Committees may operate bank accounts which are independent of the Society's general account.
  - a. The Finance Commissioner and the Executive member responsible for the account shall both be required signatories on these accounts.
4. Contracts, documents or any instruments in writing requiring the signature of the Society shall be:
  - a. Signed by any two (2) members of the Executive; and
  - b. All contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality.
5. Notwithstanding Article 19.3.2, the President shall be enabled to act in lieu of the Finance Commissioner when:
  - a. The Finance Commissioner is incapable of fulfilling the duties as signatory on the Diabolos' Coffee Bar and/or Orientation accounts.
  - b. The Finance Commissioner alone shall be empowered to elect the President to act in their stead under such circumstances of incapability.

#### **Article 19.4: Emergency Expenditures**

1. In case of an emergency, the Core Executive may, by unanimous consent, expend up to \$1000.00 between Council Meetings.
2. For the purposes of this Article, an “emergency” shall be considered an expense that cannot reasonably be postponed until the next Council Meeting or until an Emergency Council Meeting can be held.

#### **Article 19.5: Personal Liability**

1. Expenditures in excess of amounts:
  - a. Approved in the Budget; and
  - b. Outside of those in Article 19.4; and
  - c. Financial commitments other than those described in Article 19.3.1; shall be
  - d. Unauthorized actions; and
    - i. Any person or persons who makes unauthorized commitments or expenditures shall be personally liable to the Society; and to
    - ii. Third parties for such commitments or expenditures.

#### **Article 19.6: Financial Statements**

1. The Society shall comply with:
  - a. The financial reporting requirements of the Act; and
  - b. Those particular practices as may be set out in Council Policy and by University Policy.
2. The Society’s Financial Statements shall be audited each year.
  - a. These statements, with the Auditors Report, shall be:
    - i. Approved by the Society’s members at the Annual General Meeting; and
    - ii. Be filed with the University not later than six (6) months following the end of the Society’s fiscal year.
3. All bank accounts operated independently of the Society’s general account, as described in 19.3 above, must provide the Finance Commissioner with access to all records and financial statements for inclusion in the audit outlined in Article 19.1.
4. The outgoing Finance Commissioner shall close the books no later than April 30 of each year, in order to prepare for an audit.

#### **Article 19.7: Financial Updates**

The Finance Commissioner shall present an updated budget containing actual expenditures versus budgeted expenditures at each Council Meeting.



## Article 20: Editorial Autonomy

1. Publications for which fees are collected shall have complete editorial autonomy, including but not limited to:
  - a. The UC Review; and
  - b. The UC Gargoyle; but
  - c. Excepting those of Council or its Commissions or Committees.
2. While respecting such autonomy, Council shall encourage these publications pursuant to the objects in Article 2.

# Article 21: Referenda

## Article 21.1: Calling Referenda

1. Binding Referenda may only be called by one of the following ways:
  - a. No fewer than 5% of Members may direct Council to hold a referendum on a particular matter by submitting to the Society's Head Office a petition including:
    - i. The names;
    - ii. Student numbers; and
    - iii. Signatures of the petitioners.
    - iv. Immediately upon receipt of such a petition, the President shall schedule the referendum; provided that
    - v. The President may refuse to schedule the Referendum if they, acting reasonably, determine that the referendum has been requested for a purpose that is contrary to federal or provincial law.
2. A two-thirds (2/3) resolution of Council may put a question to the Members through a referendum.
  - a. Such a resolution must include the date(s) and time(s) of the referendum and the referendum question.

## Article 21.2: Notice of Referenda

1. At least six (6) weeks must elapse between the selection of a referendum question and it being put before Society members.
2. At least four (4) weeks prior to the first day of voting on a referendum, notice of the question and voting days must be publicized to Members.

## Article 21.3: Policy on Referenda

There shall be a Council Policy pertaining to referenda which outlines the procedure according to which all referenda must take place.

## Article 21.4: Requirements for Valid Referenda

1. Quorum for a valid referendum is two-thirds (2/3) of the total votes cast in either the most recent Core Executive, most recent Executive, or most recent Representative elections, defined in Article 9; or
2. 5% of all Members, whichever is highest.
3. If Quorum is not reached, the referendum is of no force and the results are not binding.

All referenda require a simple majority of the votes cast in order to pass.

## Article 22: Notice

1. Any notice required to be given under this by-law may be sent by e-mail.
2. The day on which the notice is sent shall be included in calculating the number of days of notice given.

## **Article 23: Dissolution**

Upon dissolution of the Society and after payment of all its debts and liabilities, its remaining property shall be distributed to an organization or organizations having cognate or similar objects, or to the University College Council, in trust, for such organization or organizations.

## Article 24: Amendments

### Article 24.1: Amendments to the Constitution

1. The Constitutional Review Committee shall regularly review the Society Bylaws.
2. Any Society member may submit a motion to amend the Bylaws to the chair of the Constitutional Review Committee.
  - a. Upon receipt of a member motion, the Committee will meet within a reasonable time to discuss the proposed amendments.
3. Any amendments to the Society Bylaws must undergo the following process:
  - a. The Constitutional Review Committee must vote two-thirds (2/3) in favour to forward the motion to Council.
  - b. Council must vote two-thirds (2/3) in favour to forward the motion to a meeting of members.
  - c. A general meeting of members must approve the change with a two-thirds (2/3) majority.
4. Subject to the Act, no amendments to the Constitution shall be enacted until approved by a meeting of members.

### Article 24.2: Exceptions

Amendments to the Constitution are exempt from the amending procedures in Article 1 if the Speaker rules that the amendment is simply correcting a typographical error, spelling or grammar mistake.

### Article 24.3: Approval by Governing Council

1. No amendment, alteration, repeal, or re-enactment of any of the following Articles shall be effective or acted upon until approved by the Governing Council or the appropriate Board or Committee thereof having jurisdiction:
  - a. From Article 4 (The Society: Composition and Fees):
    - i. Article 4.1 (Membership);
    - ii. Article 4.3 (Annual Membership Fee).
  - b. From Article 5 (The Society: Meetings):
    - i. Article 5.1 (Annual General Meeting)
  - c. From Article 6 (Council: Composition and Authority):
    - i. Article 6.1 (Membership of Council);
    - ii. Article 6.10 (Records of the Society).
  - d. Article 9 (Council: Elections)
  - e. From Article 12 (The Executive: Membership and Authority):
    - i. Article 12.2 (Authority of Executive Members)
  - f. From Article 15 (The Core Executive: Membership and Authority):
    - i. Article 15.1 (Membership);
    - ii. Article 15.2 (Authority of the Core Executive).
  - g. From Article 19 (Financial Matters):
    - i. Article 19.1 (Budgets);
    - ii. Article 19.6 (Financial Statements).
  - h. Article 23 (Dissolution)
  - i. From Article 24 (Amendments):

- i. Article 24.1 (Amendments to the Constitution);
- ii. Article 24.3 (Approval by Governing Council)

**Article 24.4: Notification of the Provincial Government**

1. Subject to the Act, all amendments to the Constitution, duly passed in accordance with the preceding Articles of this Article, must be promptly reported to the Provincial Government.
2. It shall be the responsibility of the Core Executive to ensure that appropriate documentation is filed in accordance with the Act, immediately after any such amendment is approved.