

BY-LAW I-6 – THE CORPORATION, DIRECTORS & OFFICERS

Article 1 – General

- 1.1 The Society is a corporation named the Student Society of McGill University (hereinafter referred to as Corporation). The Corporation shall conduct the financial operations of the Society.
- 1.2 The Executive Committee of the Board and the Board of Directors shall not act in a manner inconsistent with the Constitution, By-laws or Policies of the Students' Society.
- 1.3 All employees hired after November 25, 1992 shall be employed by the Student Society of McGill University Inc.
- 1.4 All employees hired before November 25, 1991 shall be employed by McGill University.

Article 2- The Board of Directors

- 2.1 ~~The Board of Directors shall be governed by the Society's corporate bylaws, in compliance with the Companies Act.~~
 - 2.1.1 ~~These corporate bylaws shall be maintained by the General Manager and made public on the Society's website.~~
- 2.2 ~~The Board of Directors shall not make decisions without consulting members of the Society's Legislative Council.~~
- 2.1 ~~The property and business of the Corporation shall be managed by a Board of Directors consisting of seven (7) individuals, of whom a majority shall constitute quorum.~~
- 2.2 ~~Directors must be individuals of at least eighteen (18) years of age, with power under law to contract, and must possess Canadian citizenship or permanent resident status.~~
- 2.3 ~~Directors shall be the members of the Executive Committee who conform to the requirements in Article 2.~~
- 2.4 ~~The General Manager of the Corporation shall be a non-voting member of the Board of Directors.~~
- 2.5 ~~Members of the Legislative Council who conform to the requirements in Article 2 shall be selected to fill any unfilled positions.~~
- 2.6 ~~Directors shall be elected for a term of no less than (1) year and no more than (2) years at an annual meeting of members.~~
- 2.7 ~~Nothing in the Corporation's Constitution or its By-Laws shall limit the powers the Board of Directors enjoys under the Corporation's Letters Patent or by law.~~
- 2.8 ~~The Board of Directors shall delegate its responsibilities to the Legislative Council between meetings of the Board of Directors.~~
- 2.9 ~~The Board of Directors shall receive bi-monthly financial statements from the Vice President (Finance & Operations) of the Corporation.~~
- 2.10 ~~In the event of any vacancy occurring in the Board of Directors by death, resignation, incapacity or removal, or other, the remaining members of the Board of Directors shall have the right by majority vote to fill the vacancy so occurring with any person capable of carrying on the duties of a director and meeting the eligibility requirements set out herein.~~
- 2.11 ~~Where the members of the Board of Directors number fewer than four (4) individuals following vacancies by death, resignation, incapacity or removal, the Board of Directors shall no longer be able to meet or act and the vacancies shall be filled at an extraordinary meeting of the members called for this purpose by the remaining directors.~~
- 2.12 ~~The Board of Directors shall hold no fewer than six (6) meetings a year.~~
- 2.13 ~~The Board of Directors holds meetings at the initiative of the President of the Corporation, provided the latter is a member of the Board of Directors.~~
- 2.14 ~~Where the President of the Corporation is not a director of the Corporation, any four (4) directors may, in writing, call a meeting of the Board of Directors.~~
- 2.15 ~~Meetings of the Board of Directors may be held at any time and place provided that forty-eight (48) hours notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least fourteen (14) days prior to the meeting.~~

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~~2.16 Each director is authorized to exercise one vote, with the exception of the General Manager of the Corporation who shall be a non-voting member of the Board of Directors.~~

~~2.17 The Board of Directors shall follow the meetings procedure set out in the latest edition of Robert's Rules of Order.~~

Article 3 - The Executive Committee of the Board of Directors

3.1 The Corporation shall have an Executive Committee of the Board of Directors that shall consist of all members of the Executive Committee of the Students' Legislative Council as provided in Title II, Section II of the Society's Constitution.

3.2 The Executive Committee of the Board of Directors that shall govern the Corporation between meetings of the Board, in a manner not inconsistent with the policies of the Board or the Students' Society.

3.3 The Executive Committee of the Board shall be responsible for the hiring, conduct, discipline and dismissal of all paid employees of the Corporation in a manner not inconsistent with the general guidelines set out from time to time by the Board of Directors, save that the Committee shall not have the power to select or remove the General Manager of the Society.

3.4 The Executive Committee shall have all the powers of the Board between meetings of the Board except that it shall not:

3.4.1 entertain motions to amend the Corporation's Charter or Constitution;

3.4.2 select or remove the General Manager of the Society; or

3.4.3 enter the Society into any financial arrangement that binds the Society for longer than twelve (12) months with any organisation autonomous of the Society, prior to receiving ratification by the Council.

3.5 The Executive Committee of the Board shall submit for ratification to each regular meeting of the Board a report of all matters upon which it has acted since the previous meeting of the Board.

3.6 The quorum for a meeting of the Executive Committee shall be four (4) members.

Article 4 - Staff Policies

4.1 The Employee Policy of the Students' Society shall apply to all employees of the Society.

4.2 McGill University Personnel Policies shall apply to all employees of McGill University employed by the Students' Society.

Article 5 - McGill Staff

5.1 When McGill employees work for the Students' Society, the General Manager, in conjunction with the Executive Committee, shall be responsible for the conduct, discipline and dismissal of all McGill employees in a manner not inconsistent with McGill Personnel Policies and the current Memorandum of Agreement between McGill University and the Students' Society.

Article 6 - Removal from Office

6.1 Any member of the Board of Directors may be removed for impropriety, violation of the provisions of the Corporation's Charter or Constitution or any applicable By-law or Policy of the Students' Society or the Corporation.

6.2 The procedure for removal from the Board shall be the same as that for removal of officers as set forth in Article 32 of the Students' Society Constitution.

Article 7 - The General Manager

7.1 The General Manager shall;

7.1.1 be the chief of staff of the Society;

- 7.1.2 be responsible to the Board of Directors and the Executive Committee of the Board, and Council and the Executive Committee of the Society;
- 7.1.3 oversee all employee matters and concerns of the Corporation;
- 7.1.4 be responsible for administrative continuity, especially with regard to leases and contracts;
- 7.1.5 provide financial planning for the Society;
- 7.1.6 be empowered to make emergency decisions without the prior approval of Council or of the Executive Committee, subject to ratification at the next meeting of the appropriate body;
- 7.1.7 not commit more than one-tenth of one percent (0.1%) of the Society's budget without the approval of either the Executive Committee or Council, except where necessary for reasons of physical safety;
- 7.1.8 be responsible for carrying out those duties which the Executive Committee of the Society or the Board delegate to her or him; and
- 7.1.9 be a full-time employee of the Corporation.

Article 8 - The Comptroller

8.1 The Comptroller shall:

- 8.1.1 be responsible for the financial accounting of the Society in a manner not inconsistent with the policies set out from time to time by the Council;
- 8.1.2 submit regular reports, following McGill University accounting procedures, to the Vice President, Operations, the General Manager, the Treasurer and the Finance Committee describing the financial status of the Society;
- 8.1.3 assume on an interim basis the duties of the General Manager should that position be vacant; and
- 8.1.4 be a full-time member of the Society's staff
- 8.1.4 enforce all financial regulations and policies of the Corporation

Article 9 - Ratification of the Decisions of Legislative Council

9.1 The Board of Directors shall meet at least three times per semester in order to ratify decisions of the Legislative Council.

Article 10 – Selection of Directors

10.1 The Board of Directors shall consist of voting members of the Legislative Council who are Canadian citizens or permanent residents.

10.2 All Executive Officers who meet the above requirements shall be Directors.

10.2 At the last meeting of Council of the Winter semester, Council shall nominate eligible Directors from amongst the following year's Councillors to serve a term commencing June 1st and ending May 31st.

10.3 The Board of Directors shall then meet, and, upon receiving notice of the resignations of outgoing directors effective May 31st, shall appoint Directors from amongst those nominated by Council to complete a term from June 1st to May 31st.

10.3.1 These nominations shall be considered an interim measure until the new membership of the Board of Directors is ratified by a meeting of the members, such as at the Fall General Assembly.

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