

THE CONSTITUTION

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In the interest of promoting and protecting the welfare of our peers, we the members of the SSMU, the accredited association of undergraduate students at the downtown campus of McGill University, reaffirm in this Constitution our commitment to service, representation, and leadership.

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**STUDENTS' SOCIETY OF MCGILL UNIVERSITY/
L'ASSOCIATION ÉTUDIANTE DE L'UNIVERSITÉ DE MCGILL**

The Constitution of the Students' Society of McGill University

By-law No. 2013-1

PREAMBLE

SERVICE. The SSMU shall serve as an umbrella organization to coordinate and support the student groups that make up civic life in the McGill community, while providing services to strengthen the educational, cultural, environmental, political and social conditions of our membership. Made up of all of the undergraduate and professional students of McGill University, the SSMU shall endeavour to facilitate communication and interaction between all students from all McGill communities. The SSMU is a central focal point for McGill students and shall provide a wide variety of services to its different constituencies. The SSMU shall strive to provide excellence and quality of service at all times, and shall continue to enhance the quality and scope of these services.

REPRESENTATION. The SSMU shall act as the official voice of the undergraduate and professional students of McGill and as a liaison between them and the university. The SSMU shall act in the best interests of its membership as a whole. This does not preclude a faculty or school Society from acting in the best interests of its Members.

LEADERSHIP. All the SSMU's endeavours shall be undertaken with full respect for human dignity and bodily sovereignty and without discrimination on the basis of irrelevant personal characteristics that include but are not limited to race, national or ethnic origin, colour, religion, sex, gender identification, age, mental or physical disability, language, sexual orientation or social class. The SSMU commits to demonstrating leadership in matters of human rights, social justice and environmental protection. The SSMU shall be mindful of the direct and indirect effects Society's, businesses and organizations have on their social, political, economic, and environmental surroundings. The SSMU commits itself to groups, programs and activities that are devoted to the well-being of a group disadvantaged because of irrelevant personal characteristics that include but are not limited to race, national or ethnic origin, colour, religion, sex, gender identification, age, mental or physical disability, sexual orientation or social class.

1. INTERPRETATION

- 1.1 **SINGULAR AND PLURAL.** Words in the singular include the plural and vice versa.
- 1.2 **PRECEDENCE.** In the event of a contradiction between the Act, the Letters Patent or the Constitution, the Act shall prevail over the Letters Patent and over the Constitution, and the Letters Patent shall prevail over the Constitution. In the event of a contradiction between the Constitution and the By-laws, the Constitution shall prevail over the By-laws.
- 1.3 **PREAMBLE.** The preamble shall form an integral part of the Constitution.
- 1.4 **HEADINGS.** The headings used in the Constitution are for reference purposes only and they shall not be considered in the interpretation of the terms or provisions in the Constitution.
- 1.5 **LANGUAGE.** The Constitution and By-laws shall be made available in both the English and French languages. Both versions shall have equal authority.
- 1.6 **THRESHOLD FOR ADOPTION.** Except as otherwise stated, any reference herein to a resolution shall mean a resolution adopted by Simple Majority.

2. DEFINITIONS

In this Constitution and all other By-laws and Policies of the Society, unless the context otherwise requires:

- (a) “**Act**” shall mean the *Companies Act*, R.S.Q., c. C-38, and any amendment hereto, either past or future, and shall include, in particular, any Act or statute which may replace it, in whole or in part; and shall also mean the regulations under the Act, as amended from time to time;
- (b) “**By-laws**” shall mean any by-laws of the Society adopted from time to time in accordance with the Constitution and the Act;
- (c) “**Chief Electoral Officer**” shall mean the person appointed by the Society, in accordance with the By-laws, who shall be responsible for the general conduct and execution of Elections and Referenda;
- (d) “**Constitution**” shall mean the present Constitution;

- (e) **“Councillor”** shall mean the members of the Legislative Council who are not Officers;
- (f) **“Director”** shall mean any person holding the office of; and **“Board of Directors”** shall mean the body of the Society made up of all of the Directors;
- (g) **“Election”** shall refer to the process through which the Directors and the Officers are elected, as set out in the By-laws;
- (h) **“Executive Committee”** shall refer to the body of the Society established in accordance with Section 11 of the Constitution;
- (i) **“External Policy”** shall mean such policies, that address matters beyond the scope of the objects of the Society as set out in the Letters Patent, as may be adopted, from time to time, by the Board of Directors in accordance with the Constitution and the By-laws;
- (j) **“General Assembly”** shall refer to the body of the Society, established in accordance with Section 13 of the Constitution;
- (k) **“General Manager”** shall refer to the employee of the Society described at Section 12 of the Constitution;
- (l) **“Investments”** shall have the meaning given to it at Section 17.5(a) of the Constitution;
- (m) **“Judicial Board”** shall refer to the body of the Society, established in accordance with Section 14 of the Constitution;
- (n) **“Legislative Council”** shall refer to the body of the Society, established in accordance with Section 8 of the Constitution;
- (o) **“Letters Patent”** shall mean the Letters Patent incorporating the Society, issued pursuant to the Act, obtained on June 1st 2007 from the Province of Quebec;
- (p) **“Member”** shall mean any person satisfying the requirements for membership to the Society in accordance with Section 5 of the Constitution;
- (q) **“Nominating Committee”** shall refer to the committee of the Legislative Council established in accordance with the By-laws;
- (r) **“Officer”** shall include any person elected to any position created under Section 10.1 of the Constitution;

- (s) “**Policy**” shall mean such policies, other than an External Policy, as may be adopted, from time to time, by the Board of Directors in accordance with the Constitution and the By-laws;
- (t) “**Referendum**” shall refer to the process through which Members vote on a particular question, as set out in the By-laws;
- (u) “**Recording Secretary**” shall mean the person appointed by the Legislative Council, from time to time and in accordance with this Constitution, to fulfil the role of recording secretary as set forth in and in accordance with this Constitution;
- (v) “**Simple Majority**” shall mean over fifty percent (50%) of the votes cast on any motion at a General Assembly, Legislative Council meeting, Board of Directors meeting or any committee meeting;
- (w) “**Society**” and “**SSMU**” shall mean the Student’s Society of McGill University/l’Association Étudiante de l’Université de McGill, the corporation duly incorporated pursuant to the laws of the Province of Quebec pursuant to the Act, and accredited as a student association pursuant to the *Act Respecting the Accreditation and Financing of Students’ Associations*; and
- (x) “**Speaker**” shall refer to the speaker of the Society, as set out at Section 11.6 of the Constitution.

3. HEAD OFFICE

- 3.1 **HEAD OFFICE.** The head office of the Society shall be located in the City of Montreal, in the Province of Québec, Canada.

4. BOOKS AND REGISTERS

- 4.1 **BOOKS AND REGISTERS OF THE SOCIETY.** The Society shall adopt one (1) or more books in which the following documents are to be kept:

- (a) A copy of the Letters Patent of the Society;
- (b) The Constitution and the By-laws and any amendments thereto;
- (c) The minutes of all proceedings of each General Assembly, meetings of the Councillors, meetings of the Executive Committee, Meetings of the Board of Directors and meetings of other committees established by the Board of Directors; and
- (d) A register of the persons who are or have been Officers, members of the Board of Directors, and/or of the Legislative Council,

indicating the name and address of each one of them as well as the date of the commencement and, as the case may be, of the end of their term of office.

- 4.2 SAFEKEEPING.** The book(s) shall be kept by the General Manager at the head office of the Society or at any other place determined by the Board of Directors.

5. MEMBERSHIP

- 5.1 MEMBERSHIP.** All students registered at McGill University shall be Members of the Society, except for the following:

- (a) students registered in the Faculty of Agricultural and Environmental Sciences;
- (b) students registered at the Centre for Continuing Education;
- (c) students registered in graduate programs; and
- (d) students who are also full-time members of the teaching staff.

- 5.2 MEMBERSHIP FEES.** All Members shall pay a membership fee, as adopted from time to time by way of a Referendum in accordance with the *Act respecting the accreditation and financing of students' associations* and subject to the provisions governing membership fees set forth in the By-laws.

6. BOARD OF DIRECTORS

- 6.1 POWERS.** The Board of Directors shall supervise the management and administer the business and affairs of the Society and shall exercise all of the powers of the Society, except for those which the Act expressly reserves to the Members, the whole subject to the provisions of the Act, the Constitution and the By-laws.

In making any decisions or taking any actions on behalf of the Society, the Board of Directors shall consider, where applicable and appropriate, any recommendation in respect thereof provided by the Legislative Council.

- 6.2 COMPOSITION.** The Society shall be managed by a Board of Directors comprised of 15 Directors. Subject to Section 6.3 hereof, the Board of Directors shall be comprised of:

- (a) six (6) Officers; and
- (b) nine (9) Councillors.

Notwithstanding paragraphs 6.2(a) and 6.2(b) above, in the event that one or more Officers do not meet the requirements provided for in Section 6.3 hereof, the number of Councillors who shall sit on the Board of Directors shall be increased by an amount equal to the number of Officers not meeting the requirements set out in Section 6.3 hereof.

The General Manager shall be an *ex-officio* and non-voting member of the Board of Directors.

- 6.3 QUALIFICATIONS.** The following persons shall not be eligible for the office of Director: (i) such persons who have not yet reached the age of majority; (ii) such persons who are not qualified to be a Director due to the institution of a regime of protective supervision in their respect or by one of the common causes of extinction of obligations provided for by law, such as if such person is recognised by a court as having lost the ability to reason, if such person becomes bankrupt, suspends their payments or if such person makes arrangements with their creditors; (iii) such persons who do not possess Canadian citizenship or permanent resident status; and (iv) such persons who are not members of the Legislative Council.
- 6.4 ELECTION.** The Directors shall be elected by and from amongst the Members of the Society by way of an Election, the whole in accordance with Sections 6.2 and 6.3 hereof.
- 6.5 TERM OF OFFICE.** The term of office of each Director of the Society shall be as follows:
- (a) for the Directors contemplated in Section 6.2(a), the term of office commences on the first (1st) of June of the year in which they are elected at an Election and terminates on the thirty-first (31st) of May of the following year; and
 - (b) for the Directors contemplated in Section 6.2(b), the term of office commences on the first (1st) of May of the year in which they are elected at an Election and terminates on the thirtieth (30th) of April of the following year.
- 6.6 RESIGNATION.** Any Director may resign from office at any time by forwarding a letter of resignation to the head office of the Society by e-mail, courier or by registered mail. The resignation shall become effective on the date when the letter of resignation is sent to the Society or on such other date as may be specified in the letter.
- 6.7 REMOVAL FROM OFFICE.** Any Director may be removed from office for impropriety, violation of the provisions of this Constitution or its By-laws, delinquency of duties or misappropriation of Society funds by way of a Referendum adopted at a General Assembly called for this purpose, by a two-thirds (2/3) vote of the Members present. The Board of

Directors may, upon resolution passed by two-thirds (2/3) of the Board of Directors, present a Director for removal before the Members in accordance with the previous sentence.

The Director against whom a request for removal from office is directed shall be notified of the place, the date and the time of the General Assembly called to remove him within the same time frame as that provided by the Constitution for the calling of such General Assembly. Such Director shall have the right to attend and to address the meeting or, in a written statement and read by the Speaker, to put forth the reasons why such Director opposes the proposed removal from office.

- 6.8 END OF TERM OF OFFICE.** The term of office of a Director shall end in the event of death, resignation, removal from office or where the Director ceases to be qualified to be a Director in accordance with the Constitution.
- 6.9 REPLACEMENT AND VACANCY.** A Director whose term of office ends in accordance with Section 6.8 shall be replaced, from among the members of the Legislative Council, by a resolution of the Board of Directors for a term extending to the expiry of the original term of the Director so replaced. Where the members of the Board of Directors number fewer than eight (8) individuals following vacancies, the Board of Directors shall no longer be able to meet or act and the vacancies shall be filled by way of an Election.
- 6.10 REMUNERATION AND EXPENSES.** Directors shall receive no remuneration with respect to their duties. The Board of Directors may, by way of resolution, authorise the reimbursement of expenses incurred by Directors in the exercise of their duties.
- 6.11 COMMITTEES.** In addition to the Executive Committee, the Board of Directors may, by way of resolution, create permanent committees and *ad hoc* committees, as necessary, which shall have the powers and responsibilities as determined by the Board of Directors. Those persons appointed or elected to these committees need not be Directors or members of the Legislative Council. Those persons who are members of such additional committees shall not be remunerated for their services, however, the Board of Directors may, by way of resolution, authorize the reimbursement of expenses incurred by committees in the exercise of their functions.

7. MEETINGS OF THE BOARD OF DIRECTORS

- 7.1 CALLING OF MEETINGS.** The Directors shall use their best efforts to ensure that there shall be no fewer than six (6) meetings of the Board of Directors per year. The President, provided such person is a member of the

Board of Directors, or any four (4) Directors may call a meeting of the Board of Directors. Such meetings shall be called by way of a notice sent by mail, by facsimile or by any other electronic means capable of being read and printed, to the last known address of the Directors. If the address of a Director does not appear in the Society's books, such notice may be sent to the address where, in the judgment of the sender, it is most likely to be received promptly by the Director. The notice of the meeting shall specify the place, the date and the time of such meeting. In the event that the notice is called by means other than by regular mail, it must be sent no less than forty-eight (48) hours prior to the date set for the meeting. This term may be reduced to twenty-four (24) hours in instances deemed urgent by the President or, where applicable, the four (4) Directors calling the meeting. In the event that the notice of a meeting is sent by regular mail, it must be sent no less than fourteen (14) days prior to the date set for the meeting.

Members who are not members of the Board of Directors shall receive notice of and be permitted to attend meetings of the Board of Directors, however they shall not have the right to vote and shall not be counted towards the quorum at meetings of the Board of Directors.

7.2 PARTICIPATION BY WAY OF TECHNICAL MEANS. A Director may participate in a meeting of the Board of Directors by way of technical means, such as a telephone or teleconference, which enables such Director to hear and communicate well with the other Directors. In such a case, the Director shall be deemed to have attended the meeting.

7.3 PLACE OF MEETINGS. Meetings of the Board of Directors shall be held in Montreal, Province of Quebec.

7.4 QUORUM AND PROCEDURE. The quorum for the meetings of the Board of Directors shall be a Simple Majority of the voting Directors. Where, following the commencement of a meeting, less than a majority of the voting Directors are present during any time, the meeting of the Board of Directors shall be adjourned as of such time and the procedure set forth in Section 7.8 shall apply. Meetings of the Board of Directors shall be conducted according to *Robert's Rules of Order*.

The General Manager, the Speaker, the Recording Secretary and members of the Legislative Council who do not otherwise serve on the Board of Directors shall not be counted towards the quorum at meetings of the Board of Directors.

7.5 VOTE. Each member of the Board of Directors has the right to one (1) vote and all questions submitted to the Board of Directors shall be decided by Simple Majority.

The General Manager, the Speaker, the Recording Secretary and members of the Legislative Council who do not otherwise serve on the Board of Directors shall not have the right to vote at meetings of the Board of Directors.

- 7.6 RESOLUTION IN WRITING.** A resolution in writing, signed by all of the Directors entitled to vote on that resolution at a meeting of the Board of Directors, is as valid as if it had been passed at a meeting of the Board of Directors.
- 7.7 WAIVER OF NOTICE.** Any Director may, in writing, by facsimile or by any other electronic means capable of being read and printed, and addressed to the head office of the Society, waive their right to receive notice of a meeting of the Board of Directors or of a change in the notice or even the holding of such meeting; such waiver may be given validly before, during or after the meeting in question. The attendance of a Director at the meeting, in itself, shall constitute a waiver, except where such Director indicates that they are attending the meeting for the express purpose of objecting to the proceedings because, among other reasons, the meeting was not validly called.
- 7.8 ADJOURNMENT.** The Speaker may, with the consent of the Directors in attendance at a meeting of the Board of Directors, adjourn any meeting of the Directors to another date and place that the Speaker chooses, without having to give further notice to the Directors. At the continuance of the meeting, the Directors may validly decide on any matter which was not settled at the original meeting, provided a quorum is present. The Directors who constituted the quorum at the original meeting need not be those constituting the quorum at the continuance of the meeting. If a quorum does not exist at the continuance of the meeting, the meeting shall be deemed to have terminated with the previous meeting, or when the adjournment was pronounced at the previous meeting.

8. LEGISLATIVE COUNCIL

- 8.1 POWERS.** The advisory body of the Society shall be known as the Legislative Council and it shall be empowered to make recommendations to the Board of Directors in respect of all actions taken by the Board of Directors on behalf of the Society.
- 8.2 COMPOSITION.** The Legislative Council shall be composed of:
- (a) the Officers;
 - (b) one (1) Councillor appointed by each faculty or school, if that school is not already represented by a faculty-level student association, for every two thousand (2000) students or part thereof

to a maximum of four (4) councillors in accordance with the procedures set out by that constituency;

- (c) one (1) Councillor appointed by students of the Interfaculty of Arts and Science;
- (d) three (3) Councillors appointed by the Society's activities, clubs and functional groups;
- (e) three (3) Councillors appointed by the undergraduate student members of the Senate, excluding the President and Vice-President (University Affairs);
- (f) one (1) Councillor appointed by students living in McGill residences;
- (g) one (1) Councillor appointed by the Students' Athletics Council;
- (h) one (1) Councillor from the SSMU First Year Council in accordance with the procedures set out by that constituency; and
- (i) the General Manager, who shall be an *ex-officio* member of the Legislative Council and who shall not have the right to vote.
- (j) one (1) Councillor appointed by the students of the McGill School of Environment in accordance with the procedures set out by that constituency.

8.3 QUALIFICATIONS. All Members in satisfactory standing, as determined by McGill University, shall be eligible for appointment as a Councillor.

No Member may hold more than one position on the Legislative Council.

8.4 TERM OF OFFICE. The term of office of each Councillor of the Society commences on the first (1st) of May of the year in which they are appointed and terminated on the thirtieth (30th) of April of the following year.

8.5 RESIGNATION. Any Councillor may resign from office at any time by forwarding a letter of resignation to the head office of the Society by e-mail, courier or by registered mail. The resignation shall become effective on the date when the letter of resignation is sent to the Society or on such other date as may be specified in the letter.

8.6 REMOVAL FROM OFFICE. Any Councillor of the Society may be removed from office for impropriety, violation of the provisions of this Constitution or its By-laws, delinquency of duties or misappropriation of

Society funds by way of a Referendum adopted at a General Assembly called for this purpose, by a two-thirds (2/3) vote of the Members present. The Legislative Council may, upon resolution passed by two-thirds (2/3) of the Legislative Council, present a Councillor for removal before the Members in accordance with the previous sentence.

The Councillor against whom a request for removal from office is directed shall be notified of the place, the date and the time of the General Assembly called to remove him within the same time frame as that provided by the Constitution for the calling of such General Assembly. Such Councillor shall have the right to attend and to address the meeting or, in a written statement and read by the Speaker, to put forth the reasons why such Councillor opposes the proposed removal from office.

- 8.7 END OF TERM OF OFFICE.** The term of office of a Councillor shall end in the event of death, resignation, removal from office or where the Councillor ceases to be qualified to be a Councillor in accordance with the Constitution.
- 8.8 REPLACEMENT AND VACANCY.** A Councillor whose term of office ends in accordance with Section 8.7 or who is otherwise removed from office by the relevant appointing body shall be replaced pursuant to an appointment by the relevant appointing body for a term extending to the expiry of the original term of the Councillor so replaced.
- 8.9 REMUNERATION AND EXPENSES.** Councillors shall receive no remuneration with respect to their duties. The Board of Directors may, by way of resolution, authorise the reimbursement of expenses incurred by Councillors in the exercise of their duties.
- 8.10 COMMITTEES.** In addition to the Judicial Board, the Legislative Council may, by way of resolution, create permanent committees and *ad hoc* committees, as necessary, which shall have the powers and responsibilities as determined by the Legislative Council. Those persons appointed or elected to these committees need not be Directors or members of the Legislative Council. Those persons who are members of such additional committees shall not be remunerated for their services, however, the Legislative Council may, by way of resolution, authorize the reimbursement of expenses incurred by committees in the exercise of their functions. All such committees shall provide regular reports to the Legislative Council.

9. MEETINGS OF THE LEGISLATIVE COUNCIL

- 9.1 CALLING OF MEETINGS.** The President or any eight (8) members of the Legislative Council may call a meeting of the Legislative Council. Such meetings shall be called by way of a notice sent by mail, by

facsimile or by any other electronic means capable of being read and printed, to the last known address of the members of the Legislative Council. If the address of a member of the Legislative Council does not appear in the Society's books, such notice may be sent to the address where, in the judgment of the sender, it is most likely to be received promptly by the member of the Legislative Council. The notice of the meeting shall specify the place, the date and the time of such meeting. In the event that the notice is called by means other than by regular mail, it must be sent no less than forty-eight (48) hours prior to the date set for the meeting. This term may be reduced to twenty-four (24) hours in instances deemed urgent by the President or, where applicable, the eight (8) members of the Legislative Council calling the meeting. In the event that the notice of a meeting is sent by regular mail, it must be sent no less than fourteen (14) days prior to the date set for the meeting.

Members who are not members of the Legislative Council shall receive notice and be permitted to attend meetings of Legislative Council, however they shall not have the right to vote and shall not be counted towards the quorum at meetings of the Legislative Council.

9.2 PARTICIPATION BY WAY OF TECHNICAL MEANS. A member of the Legislative Council may, under exceptional circumstances, participate in a meeting of the Legislative Council by way of technical means, such as a telephone or teleconference, which enables such member of the Legislative Council to hear and communicate well with the other members of the Legislative Council. In such a case, the member of the Legislative Council shall be deemed to have attended the meeting.

9.3 PLACE OF MEETINGS. Meetings of the Legislative Council shall be held in Montreal, Province of Quebec.

9.4 QUORUM AND PROCEDURE. The quorum for the meetings of the Legislative Council shall be a Simple Majority of the voting members of the Legislative Council. Where, following the commencement of a meeting, less than a majority of the voting members of the Legislative Council are present during any time, the meeting of the Legislative Council shall be adjourned as of such time and the procedure set forth in Section 9.7 shall apply. Meetings of the Legislative Council shall be conducted according to *Robert's Rules of Order*.

The General Manager, the Speaker and the Recording Secretary shall not be counted towards the quorum at meetings of the Legislative Council.

9.5 VOTE. Each member of the Legislative Council has the right to one (1) vote and all questions submitted to the Legislative Council shall be decided by Simple Majority.

The General Manager, the Speaker and the Recording Secretary shall not have the right to vote at meetings of the Legislative Council.

- 9.6 WAIVER OF NOTICE.** Any Councillor may, in writing, by facsimile or by any other electronic means capable of being read and printed, and addressed to the head office of the Society, waive their right to receive notice of a meeting of the Legislative Council or of a change in the notice or even the holding of such meeting; such waiver may be given validly before, during or after the meeting in question. The attendance of a Councillor at the meeting, in itself, shall constitute a waiver, except where such Councillor indicates that they are attending the meeting for the express purpose of objecting to the proceedings because, among other reasons, the meeting was not validly called.
- 9.7 ADJOURNMENT.** The Speaker may, with the consent of the Councillors in attendance at a meeting of the Legislative Council, adjourn any meeting of the Councillors to another date and place that the Speaker chooses, without having to give further notice to the Councillors. At the continuance of the meeting, the Councillors may validly decide on any matter which was not settled at the original meeting, provided a quorum is present. The Councillors who constituted the quorum at the original meeting need not be those constituting the quorum at the continuance of the meeting. If a quorum does not exist at the continuance of the meeting, the meeting shall be deemed to have terminated with the previous meeting, or when the adjournment was pronounced at the previous meeting.

10. OFFICERS

- 10.1 OFFICERS OF THE SOCIETY.** The Officers of the Society shall be the following: the President; the Vice-President (Clubs & Services); the Vice-President (Internal Affairs); the Vice-President (External Affairs); the Vice-President (Finance and Operations); and the Vice-President (University Affairs).
- 10.2 QUALIFICATIONS.** All Members of the Society in satisfactory standing, as determined by McGill University, shall be eligible to stand for election as Officers. Officers must remain members of the Society throughout their term of office.

The following persons shall not be eligible for the office of Officer: (i) such persons that have not yet reached the age of majority; and (ii) such persons who are not qualified to be an Officer due to the institution of a regime of protective supervision in their respect or by one of the common causes of extinction of obligations provided for by law, such as if such Officer is recognised by a court as having lost the ability to reason, if such Officer becomes bankrupt, suspends their payments or if such Officer makes arrangements with its creditors.

- 10.3 ELECTION.** The Officers shall be elected by and from amongst the Members of the Society by way of an Election.
- 10.4 TERM OF OFFICE.** The term of office of each Officer of the Society commences on the first (1st) of June of the year in which they are elected at the Election and terminates on the the thirty-first (31st) of May of the following year.
- 10.5 RESIGNATION.** Any Officer may resign from office at any time by forwarding a letter of resignation to the head office of the Society by e-mail, courier or by registered mail. The resignation shall become effective on the date when the letter of resignation is sent to the Society or on such other date as may be specified in the letter.
- 10.6 REMOVAL FROM OFFICE.** Any Officer may be removed from office for impropriety, violation of the provisions of this Constitution or its By-laws, delinquency of duties or misappropriation of Society funds by way of a Referendum adopted at a General Assembly called for this purpose, by a two-thirds (2/3) vote of the Members present. The Board of Directors may, upon resolution passed by two-thirds (2/3) of the Board of Directors, present an Officer for removal before the Members in accordance with the previous sentence.
- The Officer against whom a request for removal from office is directed shall be notified of the place, the date and the time of the General Assembly called to remove him within the same time frame as that provided by the Constitution for the calling of such General Assembly. Such Officer shall have the right to attend and to address the meeting or, in a written statement and read by the Speaker, to put forth the reasons why such Officer opposes the proposed removal from office.
- 10.7 END OF TERM OF OFFICE.** The term of office of an Officer shall end in the event of death, resignation, removal from office or where the Officer ceases to be qualified to be an Officer in accordance with the Constitution.
- 10.8 REPLACEMENT AND VACANCY.** An Officer whose term of office ends in accordance with Section 10.7 may, at the discretion of the Officers, be replaced pursuant to an Election for a term extending to the expiry of the original term of the Officer so replaced. In the event that the Officers decide to forego said Election, the Office of an Officer whose term of office ends in accordance with Section 10.7 may remain vacant, subject to the various requirements for quorum throughout this Constitution.
- 10.9 REMUNERATION AND EXPENSES.** The remuneration of Officers shall be fixed by the Board of Directors. The Board of Directors may, by

way of resolution, authorise the reimbursement of expenses incurred by Officers in the exercise of their duties.

- 10.10 POWERS AND DUTIES.** Except as otherwise provided in the Letters Patent, the Board of Directors shall determine the powers of the Officers of the Society. The members of the Board of Directors may delegate all of their powers to the Officers, except for the powers which the members of the Board of Directors are required to exercise themselves or those requiring the approval of the Members of the Society. The Officers shall also have the powers set out in the Act and those which are inherent in the nature of their office. In case of absence, incapacity, a refusal or failure to act or for any other reason the Board of Directors considers sufficient, the Board of Directors may delegate, exceptionally and for a determinate time period, the powers of an Officer to any other Officer.
- 10.11 PRESIDENT.** The President shall possess the following powers and duties: to be the chief officer of the Society; to ensure the long term integrity of the Society; to be the spokesperson for the Society in a manner not inconsistent with a Policy set out by the Board of Directors; to enforce the Constitution and By-laws of the Society; to chair and coordinate the activities of the Executive Committee; to call meetings of and set the agenda for the Legislative Council; to coordinate relations between the Society and the administration of McGill University; to represent the members of the Society on the University Senate and Board of Governors; to develop an external Policy in cooperation with the Vice-President (External Affairs); to manage the Society's human resources in cooperation with the General Manager; to coordinate the Society's relations with faculty and school student associations; and to reside in the Montreal area throughout the term of office.
- 10.12 VICE-PRESIDENT (CLUBS AND SERVICES).** The Vice-President (Clubs and Services) shall exercise the following powers and perform the following duties: to manage relations between the Society and its clubs and services; to communicate Policy and procedures of the Society, financial and otherwise, to the clubs and services; to meet with the Officers of the Society's clubs and services to discuss their budget submissions; to provide activities, events, and support services to enhance the well-being of the Society's clubs and services; to maintain relations between the Society and independent student groups (not including faculty associations); to manage the use of the William Shatner University Centre in cooperation with the General Manager; to coordinate the physical development of the William Shatner University Centre; and to reside in the Montreal area throughout the term of office.
- 10.13 VICE-PRESIDENT (INTERNAL).** The Vice-President (Internal) shall exercise the following powers and perform the following duties: to ensure a good rapport between the Society and its membership; to coordinate the

Society's relations with faculty, school and other student associations, and to facilitate communication amongst these groups; to coordinate and oversee the programming of activities and events of the Society in a manner not inconsistent with a Policy set out from time to time by the Board of Directors; and to reside in the Montreal area throughout the term of office.

- 10.14 VICE-PRESIDENT (EXTERNAL AFFAIRS).** The Vice-President (External Affairs) shall exercise the following powers and perform the following duties: to represent the Society and communicate positions and Policy taken by the Society to external bodies and agencies; to lobby federal, provincial, and municipal governments to further the objectives, goals and Policy of the Society; to develop a Policy and initiatives in the off-campus McGill community; to communicate to the Board of Directors relevant external issues which may significantly affect McGill University or its students; to attend meetings of relevant local, provincial, national or international student groups; to develop an external Policy in cooperation with the President; and to reside in the Montreal area throughout the term of office.
- 10.15 VICE-PRESIDENT (FINANCE AND OPERATIONS).** The Vice-President (Finance and Operations) shall exercise the following powers and perform the following duties: to ensure the long-term financial stability of the Society in cooperation with the General Manager; to provide the Executive Committee and the Board of Directors with regular reports on the financial status of the Society; to develop the annual budget of the Society in a manner not inconsistent with the Policy and priorities set out by the Executive Committee and the Board of Directors; to ensure that no individual or group disburses Society's funds without authorization; to oversee the management of the Society's business operations; to manage any Society group assurance plan duly approved by the membership, in a manner not inconsistent with the Policy set out by the Board of Directors; and to reside in the Montreal area throughout the term of office.
- 10.16 VICE-PRESIDENT (UNIVERSITY AFFAIRS).** The Vice-President (University Affairs) shall exercise the following powers and perform the following duties: to coordinate the activities of the Senate Caucus; to ensure communication between the Board of Directors, student Senators, and all student members of University committees; to maintain relations between the Society and all levels of government at McGill University, with the exception of the Board of Governors; to represent the members of the Society on the University Senate; to attend, or to appoint and advise student representatives to, committees and subcommittees of Senate; to coordinate the representation of the Society on University selection committees for Deans and Directors of faculties and schools, senior

administrators and University representatives; and to reside in the Montreal area throughout the term of office.

11. THE EXECUTIVE COMMITTEE

11.1 FUNCTIONS OF THE COMMITTEE. There shall be a body of the Society called the Executive Committee, which shall govern the Society between meetings of Board of Directors, in a manner not inconsistent with a Policy set out by the Board of Directors.

11.2 COMPOSITION. The Executive Committee shall be composed of the Officers of the Society. The General Manager shall be an *ex-officio* and non-voting member of the Executive Committee.

11.3 MEETINGS. The President or any other member of the Executive Committee may call meetings of the Executive Committee by way of a notice sent by mail, by facsimile or by any other electronic means capable of being read and printed, to the last known address of the Officers. If the address of an Officer does not appear in the Society's books, such notice may be sent to the address where, in the judgement of the sender, it is most likely to be received promptly by the relevant Officer. The notice of the meeting shall specify the place, the date and the time of such meeting.

Meetings of the Executive Committee shall be chaired by the President or its delegate on the Executive Committee. All other rules applicable to meetings of the Board of Directors shall apply to meetings of the Executive Committee.

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

11.5 POWERS. The Executive Committee shall have all the powers of the Board of Directors between meetings of the Board of Directors, except for the powers which, under of the Act, the Directors are obliged to exercise themselves as well as the powers that the Directors may expressly reserve for themselves in the By-laws or by way of resolution from time to time. The Executive Committee shall report on its activities to the Board of Directors as may be determined by the Board of Directors who may modify, confirm or reverse the decisions of the Executive Committee.

11.6 SPEAKER. The Executive Committee shall appoint, from among the Members, a Speaker, and may appoint Vice-Speakers from among the Members as it deems necessary. The Speaker shall receive notice of and preside over the General Assembly, meetings of the Legislative Council, meetings of the Board of Directors and, where applicable, meetings of the Executive Committee. For greater certainty, the Speaker may not vote or

be counted towards the quorum at meetings over which the Speaker presides.

11.7 RESTRICTION ON POWERS. Notwithstanding Section 11.5, the Executive Committee may not:

- (a) amend the Constitution or By-laws; or
- (b) select or remove the General Manager of the Society.

12. GENERAL MANAGER

12.1 STATUS AND DUTIES. The General Manager shall be an employee of the Society. The General Manager shall exercise the following powers and perform the following duties: to assist the Executive Committee, the Legislative Council and the Board of Directors in the performance of their duties and implementation of their decisions; to provide input on long-term planning and administrative continuity; to ensure the long-term financial stability of the Society in cooperation with the Vice-President (Finance and Operations); to manage the Society's human resources in cooperation with the President; to manage the University Centre in cooperation with the Vice-President (Clubs and Services); to oversee the management of technology within the Society; to make emergency decisions when necessary, to be ratified at the next meeting of the Executive Committee; and to act in accordance with the Constitution and By-laws.

12.2 REMOVAL FROM OFFICE. The General Manager of the Society may be removed from office for impropriety, violation of the provisions of this Constitution or its By-laws, delinquency of duties or misappropriation of Society funds by way of a Referendum adopted at a General Assembly called for this purpose, by a two-thirds (2/3) vote of the Members present. The Board of Directors may, upon resolution passed by two-thirds (2/3) of the Board of Directors, present the General Manager for removal before the Members in accordance with the previous sentence.

The General Manager against whom a request for removal from office is directed shall be notified of the place, the date and the time of the meeting called to remove him within the same time frame as that provided by the Constitution for the calling of the meeting. The General Manager shall have the right to attend and to address the meeting or, in a written statement and read by the Speaker, to put forth the reasons why such General Manager opposes the proposed removal from office.

13. GENERAL ASSEMBLY

13.1 GENERAL. A General Assembly shall receive and take notice of the annual report of the Board of Directors, the financial statements of the

Society, including the balance sheet and statements of revenue and expenditures and the report of the auditors, and take notice of, and decide on, any other matter which the General Assembly may legally consider.

A General Assembly may establish, amend or rescind any Policy of the Society except the following:

- (a) the Constitution or the By-laws;
- (b) membership fees or other financial matters of the Society; and
- (c) the composition of the Society's staff.

Furthermore, a special General Assembly may be held in conjunction with a General Assembly of Members. Notice of a special General Assembly shall specify the nature of the business to be transacted thereat and no other business than that specified in the notice shall be transacted.

- 13.2 PROCEDURES AND CALLING OF THE MEETINGS.** The Speaker shall call a regular General Assembly to be held once during each fall and winter semester. Items on the agenda shall be submitted in writing to the Speaker two weeks before the date of the regular General Assembly by either the Board of Directors, no fewer than four (4) Councillors or one hundred (100) Members of the Society from at least four (4) different faculties or schools without more than fifty percent (50%) being from any one faculty or school.

Furthermore, the Speaker shall call a General Assembly if requested to do so in writing either by no fewer than four (4) Councillors or one hundred (100) Members of the Society from at least four (4) different faculties or schools with no more than fifty percent (50%) being from any one faculty or school.

General Assemblies shall be called by way of a notice sent by mail, by facsimile or by any other electronic means capable of being read and printed, to the last known address of the Members. If the address of a Member does not appear in the Society's books, such notice may be sent to the address where, in the judgment of the sender, it is most likely to be received promptly by the Member. The notice of the meeting shall specify the place, the date and the time of such meeting. In the event that the notice is called by means other than by regular mail, it must be sent no less than forty-eight (48) hours prior to the date set for the meeting. This term may be reduced to twenty-four (24) hours in instances deemed urgent by the President. In the event that the notice of a meeting is sent by regular mail, it must be sent no less than fourteen (14) days prior to the date set for the meeting.

A General Assembly may be called by the Speaker or the Board of Directors when it is considered convenient for the due management of the affairs of the Society.

General Assemblies shall be conducted according to *Robert's Rules of Order*, subject to any special rules of procedure adopted by the Board of Directors.

13.3 PLACE OF MEETING. General Assemblies shall be held in Montreal, Province of Quebec.

13.4 QUORUM. Unless the Act or the Letters Patent of the Society dictate otherwise, quorum for a regular General Assembly shall be one hundred (100) Members of the society from at least four (4) different faculties or schools. A maximum of fifty (50) Members from a particular faculty or school are counted for purposes of quorum.

The Speaker and the Recording Secretary shall not be counted towards the quorum at the General Assembly.

13.5 ADJOURNMENT. If quorum is not reached at a General Assembly, those Members present shall have the power to adjourn the meeting until the quorum is reached. No notice is required for any adjourned meeting provided a quorum is reached. At the continuance of the meeting, the Members may resume dealing with the business for which the original meeting was called.

13.6 STRIKE GENERAL ASSEMBLY. A General Assembly may be called for a motion to strike.

Quorum for a strike General Assembly shall be five hundred (500) Members from at least four (4) different faculties or schools. A maximum of two hundred and fifty (250) Members from a particular faculty or school shall be counted for purposes of quorum.

13.7 VOTING. All Members in satisfactory standing, as determined by McGill University, shall be eligible to vote at a General Assembly. Unless otherwise provided for in the Act, this Constitution or the By-laws, all questions submitted to the Members shall be decided by a Simple Majority. Voting by proxy shall not be permitted.

The Speaker and the Recording Secretary shall not have the right to vote at meetings of the General Assembly.

13.8 RATIFICATION. All Referenda adopted at the General Assembly must be submitted to an online vote for ratification overseen by the Chief Electoral Officer. The quorum for all General Assembly ratifications shall be ten percent (10%) of the Members.

- 13.9 CONSULTATIVE FORUM.** In the event that the General Assembly fails to meet quorum or loses quorum at any point, a consultative forum shall be established, wherein the Members present may debate issues, but not vote on any matter, the whole as set forth in the By-laws.

14. JUDICIAL BOARD

- 14.1 GENERAL.** There shall be a body of the Society called the Judicial Board, which shall be a committee of the Legislative Council. It shall have authority to adjudicate on matters within its jurisdiction, as set out in the By-laws. Every Member shall have the right to petition the Judicial Board on matters falling within the Judicial Board's jurisdiction.

- 14.2 COMPOSITION.** The Judicial Board shall be composed of the following:

- (a) five (5) Members of the Society who have completed at least four (4) full-time semesters in the Faculty of Law; and
- (b) two (2) Members of the Society, appointed by the Nominating Committee from amongst all of the Members of the Society.

Members of the Judicial Board shall serve for a term of one (1) year, or until their successors are appointed (whichever is later).

No member of the Legislative Council, or of any faculty-level student association council, past or present, may sit as a member of the Judicial Board.

- 14.3 REMOVAL.** Any member of the Judicial Board may be removed from office for impropriety, violation of the provisions of this Constitution or its By-laws, delinquency of duties or misappropriation of Society funds by way of a motion adopted at a meeting of the Legislative Council called for this purpose, by a two-thirds (2/3) vote of the members of the Legislative Council present. The Board of Directors may, upon resolution passed by two-thirds (2/3) of the Board of Directors, present a member of the Judicial Board for removal before the Legislative Council in accordance with the previous sentence.

The member of the Judicial Board against whom a request for removal from office is directed shall be notified of the place, the date and the time of the meeting of the Legislative Council called to remove him within the same time frame as that provided by the Constitution for the calling of such meeting. Such member of the Judicial Board shall have the right to attend and to address the meeting or, in a written statement and read by the

Speaker, to put forth the reasons why such member of the Judicial Board opposes the proposed removal from office.

- 14.4 **VACANCIES.** If any vacancies shall occur on the Judicial Board by reason of death, resignation, removal from office or otherwise, the Legislative Council may, by resolution, fill the vacancy.
- 14.5 **QUORUM.** The quorum for a meeting of the Judicial Board shall be three (3) members of the Judicial Board, the majority of whom must be Members of the Society who have completed at least four (4) full-time semesters in the Faculty of Law.
- 14.6 **PROCEDURE.** The Judicial Board shall follow the rules of procedure set out in the By-laws.

15. **PROTECTION OF DIRECTORS, COUNCILLORS, OFFICERS AND OTHERS**

- 15.1 **STANDARD OF CARE.** Every Director, Councillor, Officer and member of any committee of the Board of Directors or Legislative Council of the Society (for the purposes of this Section 15, the “**Representative**”) in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Society and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Representative shall comply with the Act, the regulations, the Constitution, the By-laws and any Policy.
- 15.2 **NO RIGHT TO CONTRACT.** A Representative shall not be permitted to contract with the Society, directly or indirectly, either in their personal capacity, through a corporation where the Representative is a shareholder or officer or through any other representative of the Representative or such corporation.
- 15.3 **CONFLICT OF INTEREST.** A Representative shall avoid placing themselves in a position of conflict of interest between their personal interest and that of the Society and they shall declare any conflict of interest to the Board of Directors. Any such Representative shall abstain from voting on and participating in, the deliberations on matters pertaining to such conflict of interest.
- 15.4 **INDEMNITY OF DIRECTORS, COUNCILLORS AND OFFICERS.** Subject to the Act, the Society may indemnify a present or former Director, Councillor or Officer of the Society, or another individual who acts or acted at the Society’s request as a Director, Councillor or Officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil,

criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Society or other entity if,

- (a) the individual acted honestly and in good faith with a view to the best interests of the Society or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Society's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

The Society may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in the Constitution shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of the Constitution.

15.5 INSURANCE. Subject to the Act, the Society may purchase and maintain insurance for the benefit of any individual entitled to be indemnified by the Society pursuant to Section 15.4 hereof against any liability incurred by the individual

- (a) in the individual's capacity as a director or an officer of the Society; or
- (b) in the individual's capacity as a Director, Councillor or Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Society's request.

15.6 ADVANCES. With respect to the defense by a Director, Councillor, Officer or other individual of any claims, actions, suits or proceedings, whether civil, criminal, administrative, investigative or other proceeding for which the Society is liable to indemnify a Director, Councillor, Officer or other individual pursuant to the terms of the Act, the Board of Directors may authorize the Society to advance to the Director, Councillor, Officer or other individual such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director, Councillor, Officer or other individual to the Society disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance. The Director, Councillor, Officer or other individual shall repay the money advanced if the director or officer does not fulfill the conditions set forth in paragraphs 15.4(a) and 15.4(b) of this Constitution.

16. FISCAL YEAR AND AUDITOR

- 16.1 FISCAL YEAR.** The fiscal year of the Society shall be from the first (1st) of June to the thirty-first (31st) of May of the following year.
- 16.2 FINANCIAL STATEMENTS .** The financial statements of the Society shall be published annually, no later than the fifteenth (15th) of November of each year, in a Society publication, or any other campus newspaper, and shall be made available at the main office of the Society. The Society shall not operate at a deficit.
- 16.3 AUDITOR.** The Auditor shall be appointed by the Members according to the Act, each year, at the General Assembly. The remuneration of the Auditor shall be fixed by the Board of Directors. No Councillor, Officer or employee of the Society, or associate of a Councillor, Officer or employee may be appointed Auditor. If the Auditor ceases for any reason whatsoever to hold office before the end of its term, the Councillors may fill the vacancy by appointing a replacement to serve the unexpired term.
- 16.4 MANDATE OF THE AUDITOR.** The Auditor shall complete the audit of the accounts and financial condition of the Society. It shall submit a report to the Members at each annual meeting and confirm that the financial condition is presented in accordance with generally accepted accounting principles.

17. CONTRACTS, BILLS OF EXCHANGE AND BANKING

- 17.1 CONTRACTS.** In the absence of a decision to the contrary by the Board of Directors, deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Society shall be signed by both the relevant Officer specified in the By-laws and the General Manager, or such other person or persons as may be determined by the Board of Directors from time to time. The Board of Directors may also authorise, in general or specific terms, any person to sign any document in the name of the Society.
- 17.2 BILLS OF EXCHANGE.** Cheques or other bills of exchange drawn, accepted or endorsed in the name of the Society shall be signed by any Officer duly authorised by the Board of Directors. Any one of such Officers may alone endorse the bills of exchange in the name of the Society, for depositing into the account of the Society or for collection on account of the Society through its bankers. Any one of such authorised Officers may discuss, settle, balance and certify all account books with the Society's bank and in its name; such executives may also receive all paid cheques and vouchers and sign all of the bank's forms of settlement of balances and release or verification slips.

17.3 DEPOSITS. The funds of the Society may be deposited to the credit of the Society with one or more banks or financial institutions situated either within or outside of Canada, as may be determined by the Board of Directors.

17.4 DEPOSITS IN SURETY. The securities of the Society may be deposited in surety with one or more banks or financial institutions situated either within or outside of Canada, as selected by the Councillors. No securities so deposited may be withdrawn without the written authorisation of the Society signed by a representative duly authorised by the Vice-President (Finance and Operations). Such authorisations may be in general or specific terms.

17.5 SECURITIES. A person designated in writing by the Board of Directors by way of resolution, is hereby authorized to:

- (a) purchase or acquire in any way, shares, securities, bonds or debentures or other securities of the Government of Canada or any province of Canada or any country or political subdivision thereof, or obligations of a municipality, or shares, stocks, bonds, debentures or securities of any company or Society (the "**Investments**");
- (b) execute and deliver receipts evidencing the Society's ownership of the Investments;
- (c) where applicable, to exercise any voting rights attached to such Investments in a manner it sees fit; and
- (d) from time to time, sell, assign, dispose of and deal fairly with the Investments and receive consideration for the sale thereof and perform all transfers or sales required to sell such Investments, or a portion thereof, to the purchaser or purchasers thereof.

All Investments shall be held in the name of the Society.

18. OFFICIAL LANGUAGES OF THE SOCIETY

English and French are the official languages of the Society. Members may use either official language at all meetings and in all documentation of the Society.

19. AMENDMENT OF THE CONSTITUTION

Unless otherwise provided for by law, the Constitution may be amended, superseded, or repealed by way of a Referendum.

20. EFFECTIVE DATE

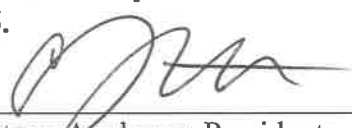
This Constitution shall come into force when adopted by the Legislative Council and confirmed by way of Referendum of the Members, subject to the provisions of the Act.

ADOPTED by the Legislative Council on the 10th day of October, 2013.

CONFIRMED by the Members by way of Referendum on the 15th day of November, 2013.

CONFIRMED by the Board of Directors on the 21st day of November, 2013.

AMENDED by the Members by way of Referendum on the 21st day of February, 2015.



Courtney Ayukawa, President



Claire Stewart-Kanigan, Vice-President (University Affairs)