



Students' Society of McGill University
Association étudiante de l'Université McGill

Office of the Speakers
Bureau de Présidents du Conseil

Motion Regarding the Democratic Reform of the SSMU Board of Directors

Whereas, the Students' Society of McGill University (SSMU) must meet Quebec Law requirements that only Canadian citizens or permanent residents may sit on the Board of Directors in order to not risk the Society's liquor permit;

Whereas, the Society's Board of Directors currently comprises seven people, of whom the voting members are the Society's Executive Officers who meet the citizenship requirements outlined above, plus SSMU Councillors elected to fill any additional seats;

Whereas, the Society's Board of Directors must have ultimate decision-making authority according to Quebec law;

Whereas, the Legislative Council is designed to be the highest decision-making body of the Society;

Whereas, the current composition of the Board of Directors gives more power to the Executive Officers than to the elected members of the Legislative Council;

Whereas, transparency in decision-making is crucial to a democratic students' society;

Resolved, that the SSMU shall insert the following into its by-laws:

STUDENTS' SOCIETY OF MCGILL UNIVERSITY / ASSOCIATION ÉTUDIANTE DE L'UNIVERSITÉ MCGILL (the "Corporation")

By-Law 2011-2

Concerning the Size, Composition and Functioning of the Board of Directors of the Corporation

General

1. The property and business of the Corporation shall be managed by a Board of Directors consisting of sixteen (16) individuals, of whom a majority of the voting members of the Board of Directors shall constitute quorum.

Eligibility

2. Directors must be individuals, eighteen (18) years of age, with power under law to contract, and must possess Canadian citizenship or permanent resident status.
3. 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.



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Composition

4. Six (6) Directors shall be named from among the Executive Officers of the Corporation where such Executive Officers conform to the requirements of Sections 3 and 4 above.
5. Nine (9) Directors shall be named from among the members of the Corporation's Legislative Council, where such members conform to the requirements of Sections 3 and 4 of this By-Law 2011-2.
6. The General Manager shall be named as a Director of the Corporation.

Powers and Responsibilities

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.
8. The Board of Directors shall receive bi-monthly financial statements from the Vice-president, Finance and Operations of the Corporation.
9. The Board of Directors shall delegate its responsibilities to the Legislative Council between meeting of the Board of Directors.

Vacancies and Removal

10. In the event of any vacancy occurring in the Board of Directors by death, resignation, incapacity or removal, 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.
11. Where a member of the Board of Directors, where applicable, loses his or her status as an Executive Officer or Councillor, said Director shall immediately be removed from the Board of Directors and the provisions of Section 10 of this By-Law 2011-2 shall apply.
12. Where the members of the Board of Directors number fewer than eight (8) 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.

Procedure at Meetings of the Board of Directors

13. 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.
14. The Board of Directors shall hold no fewer than six (6) meetings a year.



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15. 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. Notwithstanding the above, any four (4) directors may, in writing, call a meeting of the Board of Directors.
16. 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.
17. All members of the Legislative Council who are not members of the Board of Directors shall be permitted to attend, but not vote at, any meeting of the Board of Directors and shall receive the notice provided in Section 16 herein.
18. The Board of Directors shall follow the meetings procedure set out in the latest edition of *Robert's Rules of Order*.

Interpretation

19. The Corporation's Constitution, By-Laws and Policies shall be interpreted so as to give effect to the present By-Law 2011-2.
20. This By-Law 2011-2 replaces By-Law 2010-1, which By-Law 2010-1 shall be of no further force and effect as of the date of ratification of this By-Law 2011-2 by the members of the Corporation.

ENACTED BY THE DIRECTORS OF THE CORPORATION ON SEPTEMBER 16, 2011.
CONFIRMED BY THE MEMBERS OF THE CORPORATION ON SEPTEMBER 26, 2011.

Maggie Knight
President

Shyam Patel
Secretary

Moved by:

Maggie Knight, President
Shyam Patel, VP Finance & Operations
Emily Yee Clare, VP University Affairs
Carol Ellen Fraser, VP Clubs & Services
Todd Plummer, VP Internal
Joël Pedneault, VP External