

The Constitution of the Students' Society of McGill University

Adopted on 2020-03-27





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Students' Society of McGill University

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Located on Haudenosaunee and Anishinaabe, traditional territories

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LAND ACKNOWLEDGEMENT

The SSMU acknowledges that McGill University is situated on the traditional territory of the Haudenosaunee and Anishinaabe nations, a place which has long served as a site of meeting and exchange amongst Indigenous peoples. The SSMU recognizes and respects these nations as the traditional custodians of the lands and waters on which it is located.

PREAMBLE

Service

The Society 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 Members. Made up of undergraduate and professional students of McGill University, the Society shall endeavour to facilitate communication and interaction between all students from all McGill communities. The Society is a central focal point for McGill students and shall provide a wide variety of services to its different constituencies. The Society 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 Society shall act as the official voice of its Members and as a liaison between them and the University. The Society shall act in the best interests of its Members as a whole. The Society shall properly create spaces for self-representation whenever possible. Such spaces will allow students to use the Society's platform to self-advocate on issues that align with Society positions to affect change in institutions such as the Society, the University, and the Government. When making decisions, Society representatives shall be obligated to inform themselves on each topic, consult affected populations, work for their constituents, and seek to create and improve avenues to understand the needs and priorities of all Members.



Leadership

All of the Society'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 Society commits to demonstrating leadership in matters of human rights, social justice and environmental protection. The Society shall be mindful of the direct and indirect effects that Society businesses and organizations have on their social, political, economic, and environmental surroundings. The Society commits itself to groups, programs, and activities that are devoted to the well-being of a group disadvantaged because of irrelevant personal characteristics as outlined above.

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 Internal Regulations, the Constitution shall prevail over the Internal Regulations.

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 Internal Regulations shall be made available in both the English and French languages. In the case of conflict, the version in the French language shall be authoritative.

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 Internal Regulations 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;
- b. **“Board of Directors”** shall mean the body of the Society made up of all of the Directors;
- c. **“Bylaw Appellate Committee”** shall refer to the body of the Society, established in accordance with section 15 of the Constitution;
- d. **“Chief Electoral Officer”** shall mean the person appointed by the Society, in accordance with the Internal Regulations, who shall be responsible for the general conduct and execution of Elections and Referenda;
- e. **“Constitution”** shall mean the present Constitution;
- f. **“Councillor”** shall mean the members of the Legislative Council who are not Officers;
- g. **“Director”** shall mean any person holding the office of;
- h. **“Election”** shall refer to the processes through which the Directors, Officers, executive members of the First Year Council, Senators, and Councillors are elected, as set out in the Internal Regulations;
- i. **“Executive Committee”** shall refer to the body of the Society established in accordance with section 11 of the Constitution;
- 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. **“Internal Regulations”** shall mean any Internal Regulations of the Society adopted in accordance with the Constitution and the Act;



- m. **“Legislative Council”** shall refer to the body of the Society, established in accordance with section 8 of the Constitution;
- n. **“Letters Patent”** shall mean the Letters Patent incorporating the Society, issued pursuant to the Act, obtained on June 1st 2007 from the Province of Québec;
- o. **“Member”** shall mean any person satisfying the requirements for membership to the Society in accordance with section 5 of the Constitution;
- p. **“Nominating Committee”** shall refer to the committee of the Board of Directors established in accordance with the Internal Regulations;
- q. **“Officer”** shall include any person elected to any position created under section 10.1 of the Constitution;
- r. **“Policy”** “Policy” shall mean a long-term governing document of the Society, as may be adopted in accordance with the Constitution and the Internal Regulations;
- s. **“Referendum”** shall refer to the process through which Members vote on a particular question, as set out in the Internal Regulations;
- t. **“Simple Majority”** shall mean over fifty percent (50%) of the votes cast on any motion at a meeting of the Legislative Council, Board of Directors, any committee meeting, or at a General Assembly;
- u. **“Society” and “SSMU”** shall mean the Student’s Society of McGill University/l’Association Étudiante de l’Université McGill, the corporation duly incorporated pursuant to the laws of the Province of Québec pursuant to the Act, and accredited as a student association pursuant to the Act Respecting the Accreditation and Financing of Students' Associations, CQLR c A-3.01;
- v. **“Speaker”** shall refer to the speaker of the Society, as set out at section 11.6 of the Constitution;
- w. **“Special General Assembly”** shall mean a General Assembly that is not normally scheduled; and
- x. **“University”** shall mean the Royal Institution for the Advancement of Learning/McGill University.

3. Head Office

3.1. Head Office

The head office of the Society shall be located in Suite 1200, 3600 rue McTavish, the City of Montréal, in the Province of Québec, Canada.



4. Books and Registers

4.1. Books and Registers

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 Internal Regulations 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, except for the following:

- a. students registered in the Faculty of Agricultural and Environmental Sciences;
- b. students registered at the School of Continuing Studies;
- 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 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 Internal Regulations.



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 Internal Regulations.

The Board of Directors shall undertake upon itself to seek approval or recommendation in respect thereof from the Legislative Council on any decision or item of business except for those relating to (i) the acquisition or disposition of property of the Society, (ii) the current legal or quasi-judicial proceedings involving the Society, (iii) the financial affairs of the Society, and (iv) business relating to contractual negotiations or matters regarding human resources.

The Board of Directors may, from time to time as it deems advisable, refer to the Legislative Council any item of business it wishes to receive recommendation or feedback, broad consultation, or thoughtful deliberation before making its decision.

6.2. Composition

The Society shall be managed by a Board of Directors composed of eleven (11) voting Directors. Subject to Section 6.3 hereof, the Board of Directors shall be composed of:

- a. the President;
- b. the Vice-President (Finance);
- c. the Vice-President (Student Life);
- d. one additional Officer as determined by the outgoing Legislative Council at the first meeting following the conclusion of elections; and
- e. five (5) Members, who are not Officers;
- f. one (1) Alumni Director who shall be a person that was formerly on the Board of Directors either as an Officer, member of the Legislative Council, or Member-at-Large but is no longer enrolled as an undergraduate student in the University for the duration of their term in office;
- g. one (1) professional Director who shall be a person that possess significant expertise in the field of business, finance, management, operations, law, or other relevant disciplines that are not currently students at the university and have not been for a minimum of five (5) years.

Notwithstanding paragraphs 6.2(a) through 6.2(e) above, in the event that one or more Officers holding ex-officio seats on the Board of Directors do not meet the requirements



provided for in Section 6.3 hereof, their seat shall be filled by another Officer. In the event that fewer than four (4) Officers meet the requirements, the number of Members 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 recognized 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 neither Members nor Officers.

A Councillor who is nominated by the Legislative Council to the Board of Directors in accordance with Section 6.4 hereof, and whose appointment is subsequently ratified by the Members of the Society in accordance with Section 6.5 hereof, but later ceases to be a member of the Legislative Council shall remain eligible for the office of Director provided that such Councillor meets the other qualifications outlined in Section 6 of the Constitution.

6.4. Selection of Board Members

The Nominating Committee shall solicit, through an application process, and nominate five (5) Members who are not members of the Legislative Council to the Board of Directors, in accordance with Section 6.2 hereof.

The Nominating Committee shall solicit, through an application process, and nominate one (1) Alumni Director and one (1) Professional Director, in accordance with Section 6.2 hereof.

6.5. Ratification

The nomination of Directors in accordance with Section 6.4 shall be submitted for ratification by the Members of the Society by way of Referendum or approved by the General Assembly, the whole in accordance with sections 6.2 and 6.3 hereof. The Legislative Council shall nominate four (4) members of the Legislative Council, who are not Officers, to the Board of Directors, in accordance with Section 6.2 hereof.



The Legislative Council shall nominate the Officer(s) to the Board of Directors, the whole subject to Section 6.2 hereof.

6.6. Terms of Office

The term of office for each Director who is an Officer appointed in accordance with 6.6.a through 6.6.d (inclusive) shall commence on the first (1st) of June of the year in which they are elected to office and terminates on the thirty-first (31st) of May of the following year.

The term of office for each Director who is Member-at-Large appointed in accordance 6.6.e shall commence on the fifteenth (15th) of November in the year in which they are elected to the Board of Directors and terminates on the fourteenth (14th) of November of the following year. Such Directors shall enjoy preferential right of re-appointment for a second (2nd) term of one (1) year should they continue to meet the eligibility conditions, subject to the support of the Board of Directors with the advice of the Legislative Council and ratification by the Membership.

The term of office for each Director who is an Alumni Director appointed in accordance 6.6.g shall commence on the first (1st) of June in the year in which they are appointed and ratified to the Board of Directors and terminates on the thirty-first (31st) of May two (2) years thereafter.

The term of office for each Director who is a Professional Director appointed in accordance 6.6.h shall commence on the fifteenth (15th) of November in the year in which they are elected to the Board of Director terminates on the fourteenth “(14th) of November two (2) years thereafter.

At the first nomination of Directors following the ratification of this Constitution, one (1) Alumni Director and one (1) Professional Director as described in 6.2.g and 6.2.h respectively shall only be nominated for a term of one (1) year.

6.7. Resignation

Any Director may resign from office at any time by forwarding a letter of resignation to the head office of the Society by electronic 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.

6.8. Removal from Office

Any Director, excepting Officers, may be removed from office for impropriety, violation of the provisions of this Constitution or its Internal Regulations, delinquency of duties or



misappropriation of Society funds by way of a resolution adopted at a meeting of the Board of Directors, by a two-thirds (2/3) vote of the Directors present.

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 meeting of the Board of Directors called to remove them within the same time frame as that provided by the Constitution for the calling of such a meeting of the Board of Directors. Such Director shall have the right to attend and to address the meeting or, in a written statement read by the Speaker, to put forth the reasons why such Director opposes the proposed removal from office. Such Director shall not have the right to vote on their own removal.

6.9. 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.

6.10. Replacement and Vacancy

A Director whose term of office ends in accordance with section 6.9 shall be replaced, from among the Members, 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 seven (7) individuals following vacancies, the Board of Directors shall no longer be able to meet or act and the vacancies shall be filled by a nomination and ratification in accordance with section 6.4 hereof.

6.11. 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.

6.12. Committees

The Board of Directors may, by way of resolution, create permanent committees and ad-hoc committees, as necessary, which shall have powers and responsibilities as determined by the Board of Directors. Those persons appointed or elected to these committees need not be Directors nor 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.



6.13. International Student Representative

Subject to ratification by the Board of Directors, the Nominating Committee shall solicit, through an application process, and nominate the International Student Representative.

The International Student Representative may, at the invitation of the Board of Directors, attend meetings of the Board of Directors as a guest. The International Student Representative shall not have the right to vote or be counted for the purposes of establishing quorum at the meetings of the Board of Directors. For greater certainty, the International Student Representative is not a Director.

7. Meetings of the Board of Directors

7.1. Participation By Way of Electronic Means

A Director may participate in a meeting of the Board of Directors by way of electronic 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.

7.2. Place of Meetings

Meetings of the Board of Directors shall be held in Montréal, Province of Québec.

7.3. 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.

No persons who do not otherwise serve on the Board of Directors shall be counted towards the quorum at meetings of the Board of Directors.

7.4. 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, unless otherwise required by the Constitution or the Internal Regulations.



No persons who do not otherwise serve on the Board of Directors shall have the right to vote at meetings of the Board of Directors.

7.5. Resolution in Writing

A resolution in writing, signed outside a meeting by two-thirds (2/3) of all Directors, is as valid as if it had been passed at a meeting of the Board of Directors.

7.6. Waiver of Notice

Any Director may, in writing 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.

7.7. 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 representative and political body of the Society shall be known as the Legislative Council with the powers, all and singular, to make decisions and initiate legislation for the Society, including but not limited to, setting internal policies and procedures, defining external policy on advocacy and setting mandates for Officers and Senators, amending the Internal Regulations, approval of referendum questions and fee levy questions, providing comments



to the Board of Directors on its public session business, and approving items referred to it by the Board of Directors.

8.2. Composition

The Legislative Council shall be composed of:

- a. one (1) Councillor appointed for every two thousand (2000) students or part thereof by the following faculties or schools in accordance with the procedures set out by that constituency. 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:
 - i. Faculty of Arts;
 - ii. School of Social Work;
 - iii. Faculty of Dentistry;
 - iv. Faculty of Education;
 - v. Faculty of Engineering;
 - vi. Faculty of Law;
 - vii. Desautels Faculty of Management;
 - viii. Faculty of Medicine;
 - ix. Ingram School of Nursing;
 - x. School of Physical & Occupational Therapy;
 - xi. Schulich School of Music;
 - xii. Faculty of Science;
 - xiii. Interfaculty of Arts and Science; and
 - xiv. School of Religious Studies to represent and be nominated by students registered in the Bachelor of Theology (B.Th.);
- b. two (2) Councillors appointed by the Society's Clubs in accordance with the Internal Regulations;
- c. one (1) Councillor appointed by the Society's Services in accordance with the Internal Regulations;
- d. one (1) Councillor appointed by the undergraduate student members of the Senate, excluding the President and Vice-President (University Affairs);
- e. one (1) Councillor appointed by the Students' Athletics Council in accordance with the procedures set out by that constituency;
- f. one (1) Councillor from the SSMU First Year Council in accordance with the procedures set out by that constituency;
- g. one (1) Councillor from the SSMU Indigenous Affairs Committee in accordance with the procedures set out by that constituency;
- h. one (1) Councillor from among the SSMU Equity Committee in accordance with the procedures set out by that constituency;



- i. one (1) Councillor from among the SSMU Francophone Affairs Committee in accordance with the procedures set out by that constituency; and
- j. one (1) Councillor representing the Macdonald Campus Students' Society (MCSS) in accordance with the procedures set out by that constituency, who shall not have the right to vote.

8.3. Qualifications

All Members 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 June of the year in which they are appointed and terminated on the thirty-first (31st) of May 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 electronic 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 Internal Regulations, delinquency of duties or misappropriation of Society funds by way of a resolution adopted at a meeting of the Legislative Council, by a two-thirds (2/3) majority of the Councillors present, and subsequently ratified by the Board of Directors.

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 meeting of the Legislative Council called to remove them within the same time frame as that provided by the Constitution for the calling of such a meeting. 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. Such Councillor shall not have the right to vote on their own removal.



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, excepting honouraria based on financial need. 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

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. Participation By Way of Electronic Means

A member of the Legislative Council may, under exceptional circumstances, participate in a meeting of the Legislative Council by way of electronic 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.



9.2. Place of Meetings

Meetings of the Legislative Council shall be held in Montréal, Province of Québec.

9.3. 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 the Standing Rules adopted by the Legislative Council in each year which shall be based on the Code de procédures des assemblées délibérantes (Code Véronneau).

No persons who do not otherwise serve on the Legislative Council shall be counted towards the quorum at meetings of the Legislative Council.

Any Member of the Society may petition their Councillor to bring a motion before the Legislative Council, or where the foregoing is not possible, feasible, or appropriate, bring the motion to the Steering Committee with the signatures of not fewer than 100 other Members of the Society in accordance with the requirements set out in the Internal Regulations.

Such a motion will be revised by the Steering Committee in collaboration with the Member before being inscribed on the next agenda of the Legislative Council for questions, discussions and debate.

The Steering Committee reserves the right to refuse to accept any Member-initiated motion in instances where it contravenes the law, the Society's Constitution, the Internal Regulations, or is on any subject matter deemed to be unconstitutional by the Bylaw Appellate Committee and Board of Directors.

9.4. 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, unless otherwise provided for in the Constitution or the Internal Regulations.

No persons who do not otherwise serve on the Legislative Council shall have the right to vote at meetings of the Legislative Council.



9.5. Waiver of Notice

Any Councillor may, in writing 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.

9.6. 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.

9.7. Joint Board-Council Session

In each of the Fall and Winter semesters, the Speaker of Council and President shall plan a joint Board of Directors-Legislative Council session where all members of the Board of Directors will be invited to attend a meeting of the Legislative Council in both public session and confidential session. At such meetings, the Legislative Council may engage in generative discussions with the Board of Directors and ask questions on the buildings, operations, and finances of the Society.

10. Officers

10.1. Officers of the Society

The Officers of the Society shall be the following: the President; the Vice-President (Student Life); the Vice-President (Internal Affairs); the Vice-President (External Affairs); the



Vice-President (Finance); and the Vice-President (University Affairs) which duties and responsibilities elaborated in the Internal Regulations.

10.2. Qualifications

All persons who have been Members during the current academic year and are eligible to work in Canada shall be eligible to stand for election as Officers. Officers must maintain their eligibility to work in Canada 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 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 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 electronic 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 Internal Regulations, delinquency of duties or misappropriation of Society funds by way of a resolution 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 them 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 and the Constitution, 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, exceptionally and for a determinate time period, suspend an Officer's exercise of their powers and privileges or delegate the powers of an Officer to any other Officer.



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. Such meetings shall be called by way of a notice sent by electronic mail. The notice of the meeting shall specify the place, the date, and the time of such meeting and shall be distributed at least 24 hours prior to the meeting time, excepting emergencies.

Meetings of the Executive Committee shall be chaired by the President or their 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 the Act, the Directors are obliged to exercise themselves as well as the powers that the Directors may expressly reserve for themselves in the Internal Regulations or by way of resolution. 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 amend the Constitution or Internal Regulations.

12. General Manager

12.1. 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 Internal Regulations, delinquency of duties or misappropriation of Society funds by way of a resolution adopted at a meeting of the Board of Directors, by a two-thirds (2/3) vote of the Directors present.

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 them 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, but may not alter the following:

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

13.2. Procedures and Calling of the Meetings

At the instruction of the Executive Committee, the Speaker shall call a regular General Assembly to be held once during each year in the Winter semester.

Furthermore, the Speaker shall call a Special General Assembly if requested to do so by a resolution of the Legislative Council, or in writing by no fewer than fifty (50) 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 electronic mail. The notice of the meeting shall specify the place, the date, and the time of such meeting. For a Special General Assembly, the notice shall additionally specify the nature of the business to be transacted, in which case no business that is not germane to the nature specified in the notice shall be transacted. The notice must be sent no less than forty-eight (48) hours prior to the date set for the meeting.

General Assemblies shall be conducted according to the Standing Rules of the General Assembly adopted by the Legislative Council which shall be based on the most recent edition of the Code de procédures des assemblées délibérantes (Code Véronneau).

13.3. Place of Meeting

General Assemblies shall be held at the downtown campus of the University.

13.4. Quorum

Unless the Act or the Letters Patent of the Society dictate otherwise, quorum for a regular General Assembly shall be three hundred fifty (350) Members of the Society.

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



13.5. Adjournment Without Quorum

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

13.6. Resolution Without Quorum

In the event that a General Assembly fails to meet quorum or loses quorum at any point, it may nonetheless transact business, but any resolutions passed without quorum shall not be binding unless subsequently ratified as set forth in the Internal Regulations.

13.7. Strike General Assembly

A Special General Assembly may be called to consider business related to a Society strike.

Quorum for a resolution to put the Society on strike shall be five hundred (500) Members of the Society.

13.8. Voting

All Members shall be eligible to vote at a General Assembly. Unless otherwise provided for in the Act, this Constitution, or the Internal Regulations, all questions submitted to the Members shall be decided by a Simple Majority. Voting by proxy shall not be permitted.

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

13.9. Ratification

Resolutions adopted by the General Assembly that do not pass online ratification shall be null. The quorum for all General Assembly ratifications shall be ten percent (10%) of the Members.

14. Referenda

14.1. General

The Society may hold Referenda, on which Members may directly vote on resolutions, in accordance with its Internal Regulations.



14.2. Initiation

Referenda may be initiated by the Legislative Council or Members, in accordance with the Internal Regulations.

14.3. Voting

All Members shall be eligible to vote in a Referendum. Unless otherwise provided for in the Act, this Constitution, or the Internal Regulations, all Referendum questions submitted to the Members shall be decided by a Simple Majority.

14.4. Quorum

The quorum for all Referenda shall be fifteen percent (15%) of the Members.

15. Bylaw Appellate Committee

15.1. General

There shall be a body of the Society called the Bylaw Appellate Committee, which shall be a permanent committee of the Board of Directors. It shall have authority to adjudicate on matters within its jurisdiction, as set out in the Internal Regulations. Every Member shall have the right to bring to the Bylaw Appellate Committee matters falling within the Bylaw Appellate Committee's jurisdiction. The Bylaw Appellate Committee was formerly and shall interchangeably known as the Judicial Board.

16. Protection of Directors, Councillors, Officers, and Others

16.1. 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 16, 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 Internal Regulations, and any Policy.

16.2. 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.

16.3. 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.

16.4. 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 16.3 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.



16.5. 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 16.3(a) and 16.3(b) of this Constitution.

17. Fiscal Year and Auditor

17.1. 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.

17.2. Financial Statements

The financial statements of the Society shall be published annually on the Society's website, no later than the fifteenth (15th) of November of each year, and shall be made available at the main office of the Society. The Society shall not operate at a deficit.

17.3. 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.



17.4. 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.

18. Contracts, Bills of Exchange, and Banking

18.1. 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 the relevant Officer specified in the Internal Regulations, the Vice-President (Finance), and the General Manager, or such other person or persons as may be determined by the Board of Directors. The Board of Directors may also authorise, in general or specific terms, any person to sign any document in the name of the Society.

18.2. 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.

18.3. 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.

18.4. 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.

18.5. 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. 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.

19. 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. The Society shall respond to Members in the language of the originating correspondence.

20. Amendment of the Constitution

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



Students' Society of McGill University

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Located on Haudenosaunee and Anishinaabe, traditional territories

21. Effective Date

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

A handwritten signature in black ink, which appears to read 'J. Earle', is written above a horizontal line.

Jemark Earle, President