

BY-LAW NO.1

being the General By-law of

THE STUDENTS' ASSOCIATION OF THE ALGONQUIN COLLEGE OF APPLIED ARTS AND TECHNOLOGY CORPORATION

hereinafter referred to as the "Corporation"

A By-law relating to the transactions of the affairs at THE STUDENTS' ASSOCIATION OF THE ALGONQUIN COLLEGE OF APPLIED ARTS AND TECHNOLOGY CORPORATION

Article I

INTERPRETATION

1. **Definitions** In this By-law and in all subsequent By-laws and documents of the Corporation, unless the context otherwise specifies or requires:
 - a) "Act" means the *Corporations Act*, R.S.O. 1990, chapter C. 38 as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
 - b) "By-law" means any By-law of the Corporation from time to time in force and effect;
 - c) "Letters Patent" means the Letters Patent and any supplementary letters patent of the Corporation;
 - d) "Regulations" means the regulations made under the Act, as from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the regulations shall be read as references to the substituted provisions therefor in the new regulations

2. **Interpretation** In this By-law and all subsequent By-laws and documents of the Corporation, unless the context otherwise specifies or requires:
 - a) all terms which are contained in the By-laws of the Corporation and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations;

- b) words importing the singular number shall include the plural and visa-versa; words imparting the masculine gender shall include the feminine and neuter genders; and, the word “person” shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons;
 - c) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of the By-laws or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
 - d) any word contained in this By-law shall have the meaning ascribed to it in the Concise Oxford Dictionary, Tenth Edition, except as otherwise defined in this By-law.
3. **Mission Statement** “It is the mission of the Corporation to create an environment that inspires a passion for student success.”
4. **Head Office** The head office of the Corporation shall be located at 1385 Woodroffe Avenue in the City of Ottawa in the Province of Ontario (subject to change in location approved by special resolution), or in such place within the municipality in Ottawa where the head office is from time to time situated as the directors of the Corporation may determine from time to time by resolution.

Article II

SEAL

1. **Corporate Seal**, The seal an impression of which is stamped in the margin hereof, shall be the corporate seal of the Corporation.

Article III

MEMBERSHIP

1. **Membership** All students who are enrolled at Algonquin College of Applied Arts and Technology automatically become members of the Corporation upon satisfying one of the following conditions:
- a) payment of all fees as set forth by the Corporation and enrollment in a full-time post-secondary Ministry funded program; or
 - b) payment of all fees as set forth by the Corporation and enrollment as a part-time student in a full-time program (non-Continuing Education); or
 - c) belonging to a category of students for which the Board of Directors has

from time to time agreed to accept in lieu of payment of student fees; or

- d) having been granted a lifetime membership by a two-thirds (2/3) majority vote of the Board of Directors of the Corporation.
2. The period of membership shall, unless otherwise determined by the By-laws of the Corporation, be for the term of enrollment as a student of Algonquin College of Applied Arts and Technology. Students who become members in January, shall continue to be members until the end of the first week of the following fall semester of the same calendar year.
 3. **Termination of Membership** The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon:
 - a) the death or dissolution of the member;
 - b) the end of the membership period;
 - c) the resignation or otherwise in accordance with the By-laws.

Article IV

BOARD OF DIRECTORS

1. **Board of Directors** The affairs of the Corporation shall be managed by a Board of Directors (hereinafter referred to as the Board) composed of (9) Directors or such other number of Directors as may be determined from time to time by special resolution.
2. **Composition** Each Campus of Algonquin College of Applied Arts and Technology Corporation (the "Corporation") shall be represented by at least one director nominated by the members of that Campus. Each Campus must meet the following criteria:
 - a) a minimum of two hundred and fifty (250) students must be enrolled and must meet the criteria outlined in Article III, subsection 1(a);
 - b) the distribution of said members will be set forth according to such policies as shall be determined from time to time by the Board of Directors.
3. **Qualifications** In order to qualify to be a Director a member of the Corporation must meet all of the following criteria under Article III, Section 1 (a) of this By-law.
 - a) member must have paid his or her fees as set forth by the Corporation and been enrolled in a full-time post-secondary Ministry funded program;

- b) the member must be eighteen (18) or more years of age and have the power to contract;
 - c) the member must be bondable;
 - d) the member must have a cumulative grade point average (GPA) of at least 2.25, or its equivalent from a post-secondary institution in the semester preceding the election;
4. **Term of Office** A Director shall hold office from May 1st of the academic year until April 30th of the next academic year, or for such other period of time as shall be determined from time to time by the members, or until he/she ceases to meet the qualifications of a Director.
5. **Vacancies**
- a) The office of the Director shall automatically be vacated:
 - i) if the Director does not become a member within ten (10) days after his/her election as a Director, or ceases to be a member as per Article III;
 - ii) if the Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
 - iii) if the Director is found to be mentally incompetent or becomes of unsound mind;
 - iv) if the Director provides written notification to the Corporation of his or her resignation from the position of Director. Such resignation shall be effective at the time it is received by the Chair of the Corporation or at the time specified in the notice, whichever is later;
 - v) if at a Special General Meeting (SGM) of the members, a resolution to remove the Director before the expiration of the Director's term of office is passed by at least two-thirds (2/3) of the votes cast by the members at the SGM ;
 - vi) if the Director dies.
 - b) A Director may be removed from office as determined by such policies as shall be determined from time to time by the Board of Directors.

6. **Filling Vacancies**

- a) A vacancy in the Board of Directors shall be filled in one or more of the following events:
 - i) if the vacancy occurs as a result of the removal of any Director by the members in accordance with Article IV, Subsection (5), (a), (v), it may be filled upon the vote of a majority of the members and any Director elected to fill a removed Director's place shall hold office for the remainder of the removed Director's term;
 - ii) any other vacancy on the Board of Directors may be filled for the remainder of the term by the Directors then in office, if they shall see fit to do so, so long as there is a quorum of Directors. The remaining Directors shall forthwith call a meeting of the members to fill the vacancy, and, in default or if there are no Directors then in office, the meeting may be called by any member of the Corporation;
 - iii) otherwise such vacancy shall be filled at the next Annual General Meeting (AGM) of the members at which the Directors for the coming year are elected.
- b) If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

7. **Remuneration**

- a) A Director will be reimbursed for reasonable expenses incurred by the Director in the performance of the Director's duties, and shall be entitled to honorariums and tuition reimbursements intended to serve as reimbursements for forgone part-time wages during the Director's academic year.
- b) Any changes to remuneration, including the reduction or cessation of a Director's honorarium for non-performance, will be ratified at the Annual General Meeting of the membership.

Article V	MEETINGS OF THE BOARD OF DIRECTORS
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1. **Regular Meetings**

- a) Meetings of the Board of Directors may be held at the Head Office or at any place within or outside Ontario.
 - b) The Board shall be convened by the President, Vice-President or Secretary at least once a month in every month of the year.
 - c) Meetings of the Board may be convened and shall be chaired by the President unless:
 - i) he/she is unable to fulfill his/her duties as chair as outlined in such policies as shall be determined from time to time by the Board of Directors;
 - ii) the President's position is vacant;
 - iii) in which event the Vice-President shall take the chair.
2. **Notice** Notice of directors' meetings to the members shall be posted in conspicuous places on each Campus of Algonquin College attended. Such notice will be posted at least forty-eight (48) hours in advance of the meeting. Directors shall be given notice not less than one (1) week prior to when the aforesaid meeting is to take place. Notice may be given by e-mail, facsimile or interoffice correspondence. A directors' meeting may also be held, without notice, immediately following a meeting of members of the Corporation.
3. **Attendance** All meetings will be open to the members of the Corporation unless the chair has deemed it necessary to hold the meeting in-camera. Directors are required to attend all scheduled meetings of the Board.
4. **Voting of the Directors** Except as hereinafter set forth, each Director is authorized to exercise one (1) vote. Questions arising at any meeting of the Board shall be decided by a majority of votes. In the case of an equality of votes the chairperson of the meeting shall have a casting vote. Votes shall be taken by ballot unless a majority of the Directors otherwise vote. Voting, if a ballot is not called, shall take place by a show of hands. A declaration by the chairperson that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of votes recorded in favour or against such resolution.
5. **Procedures and Rules** Except where otherwise set forth by the chairperson or by law, the Directors shall employ the procedures and rules set out in "Robert's Rules of Order."
6. **Error or Omission in Giving Notice** No error or accidental omission in giving notice of any meeting shall invalidate such meeting or make void any proceedings taken at such meetings.

7. **Adjournment** The chairperson of the meeting may adjourn the meeting with the consent of the meeting to a fixed time and place. Notice of any adjourned meeting of Directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
8. **Quorum** A majority of Directors shall form a quorum. Notwithstanding any vacancies, a quorum of Directors may exercise all the powers of Directors.
9. **Budget or By-laws** Where meetings of the Board pertain to the approval of the budget or to matters concerning By-laws of the corporation, two-thirds (2/3) of the Directors on the Board shall constitute a quorum.
10. **Telephone Participation** If all the Directors of the Corporation consent, a meeting of Directors may be held by means of such telephone, electronic or other communication facilities as to permit all, some or one (1) person (s) participating in the meeting to hear each other simultaneously and instantaneously, and a Director participating in such meeting by such means is deemed to be present at that meeting.
11. **Resolution in Lieu of Meeting** A resolution in writing signed by all of the Directors entitled to vote on that resolution at a meeting of Directors is as valid as if it had been passed at a meeting of Directors.

Article VI

POWERS OF DIRECTORS

1. **Administer Affairs** The Board of Directors of the Corporation will administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as herein provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Letter Patent or otherwise authorized to exercise and do.
2. **Expenditures** The Board of Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate, by resolution to an officer or officers of the Corporation, the right to employ and pay salaries to

employees. The Board of Directors shall have the power to make expenditures for the purpose of furthering the objectives of the Corporation. The Board of Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Directors may prescribe.

3. **Agents and Employees** The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.
4. **Remuneration of Agents and Employees** The remuneration of agents, employees and committee members shall, subject to other provisions of this By-law, be fixed by the Board of Directors by resolution.

Article VII

ELECTIONS

1. **Election of President, Vice-President and Secretary** The Directors shall elect from among themselves the positions of President, Vice-President and Secretary, upon receipt of a written nomination of a Director by another Director for a position. Elections shall be held annually at such time as agreed to by the Board of Directors. One (1) person may hold more than one position, save and except the positions of President and Vice-President.
2. Should more than one (1) Director be nominated for the position of President, Vice-President or Secretary, a general election of the members shall be called. Seven (7) days' notice of the election shall be given. The said notice shall be posted in conspicuous places throughout each campus of the Algonquin College of Applied Arts and Technology. The elections shall be by ballot and shall be decided by a majority of votes cast in favour of a particular individual. In case of an equality of votes, the Chairperson, in addition to his/her original vote, shall have a second or casting vote. The Board of Directors shall accept and confirm all individuals elected by the foregoing procedure.
3. **Primary Electoral Officer (PEO)**. All aspects of elections shall be controlled and overseen by the PEO as set forth through such policies as shall be determined from time to time by the Board of Directors. The Board shall appoint a Board member to act as PEO of the Corporation. The PEO will be charged with monitoring the election process and reporting to the Board. If no Director wishes to assume the duties of PEO, the Board of Directors will appoint one from the general membership.

4. **Nominations of Directors** Nominations of Directors will be accepted by a Board appointed selection committee, and the selection committee must ensure that there is at least one (1) nominee from each Campus. Directors will be elected from among the nominees through the process outlined in the election guidelines determined from time to time by the Board of Directors, provided that each Campus shall be represented by at least one (1) director nominated by the members of that Campus.

Should a member of the Corporation wish to nominate an individual not already nominated for the position of Director following the determination of the selection committee, he/she may do so after obtaining the written consent of at least two hundred (200) members of the Corporation (the “Nominated Individual”). The name of the Nominated Individual, together with the written consent of the members nominating such person, shall be filed with the Secretary of the Corporation no later than forty-eight (48) hours before the meeting of members at which Directors are being elected. The Secretary of the Corporation shall then add the Nominated Individual’s name to the slate of nominations for the meeting of members at which Directors are being elected.

5. **Election of Directors** The members of the corporation shall annually elect all of the Directors of the Corporation from among the members of the corporation at a meeting of the members of the Corporation.
6. **Qualifications** All candidates for elected positions must meet the qualifications as set forth and outlined in Article IV, Section (3) of this By-law 1 in addition to the election guidelines set forth from time to time by the Board of Directors.
7. **Duties of Officers may be Delegated** In case of absence or inability to act of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any powers of any such officer to any Director for the time being.
8. **Powers and Duties of Officers** All officers shall sign such contracts, documents or instruments in writing as might require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board of Directors. The duties of the officers shall include but not be limited by the following:
 - a) The President shall be the chief executive officer of the Corporation unless otherwise determined by special resolution of the Board of Directors. The President shall be vested with and may exercise all the powers and perform all the duties of the chairperson of any meeting of the Board of Directors or members.

- b) The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence, inability, removal or refusal to act of the President.
- c) The Secretary shall be ex officio clerk of the Board of Directors. He/she shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. He/she shall give all notices required to be given to members and to directors. He/she shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he/she shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and he/she shall perform such other duties as may from time to time be determined by the Board of Directors.

Article VIII

GENERAL MANAGER

- 1. **General Manager** The Board of Directors will hire from time to time a General Manager for the Corporation and will delegate to that person full power to manage and direct the business and affairs of the Corporation (except such matters and duties as by law must be transacted or performed by the Board of Directors and/or by the members) and to employ and discharge agents and employees of the Corporation or to delegate to that person any authority. The General Manager shall conform to all lawful orders given by the Board of Directors of the Corporation as set forth in such policies as shall be determined from time to time by the Board of Directors, and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation.

The General Manager is accountable to the Board acting as a Board and not to individuals on the Board. The Board shall instruct the General Manager through written policies, delegating to him/her interpretation and implementation of those policies.

Article IX

OATH OF OFFICE

- 1. Each Director shall take the following oath of office:

“I swear that I shall faithfully observe and uphold the provisions of the By-laws, Letters Patent, and Policies of the Students Association of the Algonquin College of Applied Arts and Technology Corporation, and to the best of my ability shall administer the duties of my position for the students I serve”.

This shall be done at meetings of the members prior to the beginning of their term of office.

Article X	FOR THE PROTECTION OF OFFICERS AND DIRECTORS
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1. **For the Protection of Directors and Officers** Except as otherwise provided in the Act, no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any money, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the director’s or officer’s respective office or trust or in relation thereto unless the same shall happen by or through the director’s or officer’s own willful neglect or default.

Article XI	INDEMNITIES TO DIRECTORS AND OTHERS
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1. **Indemnities to Directors and Others** Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
 - a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the director, officer or other person for or in respect of any act, deed, matter or thing whatever made, done

or permitted by them, in or about the execution of the duties of such office or in respect of any such liability: and

- b) all other costs, charges and expenses which the director, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

The Corporation shall also indemnify any such person in such other circumstances as the Act or law permit or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

Article XII

GENERAL MEETINGS

1. **Annual General Meetings (AGM)** Subject to compliance with the Act, the annual meeting of the members shall be held on such day in each year and at such time as the Directors may by resolution determine at any place within Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located.
2. **Special General Meetings (SGM)** A special meeting of the members shall be held in accordance with the Act on such day in each year and at such time as the Directors may by resolution determine at any place within Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located.
3. **Notice of Meeting** Subject to the Act, fifteen (15) days written notice shall be given to each member of any annual or special general meeting of members. Notices shall be in the following manner:
 - a) advertisements in the student newspaper publication if being published at the time preceding the meeting;
 - b) posters placed conspicuously in all campuses of Algonquin College attended by members; or
 - c) any other manner of providing reasonable notice decided by the Board from time to time.

Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.

4. **Waiver of Notice** A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
5. **Error or Omission in Giving Notice** No error or omission in giving notice of any annual or special meeting or any adjourned meeting of the members of the Corporation shall invalidate any resolution passed or any proceedings taken at any meeting of the members.
6. **Quorum** A quorum at any meeting of the members shall be twenty (20) persons present in person. No business shall be transacted at any meetings unless the requisite quorum is present at the time of transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business, and the provisions of the Act with regard to notice shall apply to such adjournment.
7. **Chairperson of the Meeting** The chairperson of the meeting shall be the President of the Corporation. In the event the President is not able to chair the meeting the Vice-President will assume the role of chair. If in the event that neither the President or Vice-President are able to assume the role of chair, a Director will be chosen as chairperson of the meeting and if no Director is present or if all the Directors present decline to take the chair then the persons who are present and entitled to vote shall choose one of their number to be the chairperson.
8. **Adjournment** The chairperson of any meeting may with the consent of the Board adjourn the same from time to time to a fixed time and place. Notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting, which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
9. **Voting of Members** Every question submitted to any meeting of members shall be decided in the first instance on a show of hands by a majority of votes unless otherwise specifically provided by the Act or by these By-laws. In the case of an equality of votes the chairperson of the meeting shall both on a show of hands and at a poll have a casting vote.

No member shall be entitled either in person or by proxy to vote at meetings of members of the Corporation unless the member has paid in full all applicable student fees.

10. **Proxies** Votes at meetings of the members may only be given either personally or by proxy by members qualifying under Article III, Subsection (1) who are in attendance at aforesaid annual or general meeting of the members. Proxy votes will be granted to members no later than forty-eight (48) hours prior to the meeting of the membership. Proxy votes are to be used sparingly and at the discretion of the chairperson. Members granted vote by proxy must obtain and use the Corporation's official proxy form as outlined below:

Voting by Proxy

I, _____, residing at _____, bearing the student number _____ and having the telephone number _____, and who is in good standing as a member of the Students' Association of the Algonquin College of Applied Arts and Technology Corporation (hereinafter called the "Students' Association"), hereby appoint residing at the address _____, bearing the student number _____ (where applicable), with the telephone number _____ as my proxy for the members' meeting being held at the Algonquin College of Applied Arts and Technology, 1385 Woodroffe Avenue, Ottawa, Ontario K2G 1V8 in Room _____, on the _____ day of _____, undersigned at the said member's meeting and at any adjournments. Set out hereunder are my proxy limitations:

1. _____
2. _____
3. _____
4. _____

It is also my understanding that this proxy is valid for the date of the meeting mentioned herein only, and that the powers of my proxy cease once the meeting is adjourned. However, the proxy shall continue if the meeting is adjourned to another date.

This proxy hereby revokes any proxy previously given.

Furthermore, it is to my knowledge that this document must be presented to the main office of the Students' Association no later than forty-eight (48) hours in advance of the scheduled meeting as set out herein, that Saturdays, Sundays and legal holidays are to be discounted, and that the Students' Association will not accept proxies within the forty-eight (48) hour period nor during the meeting, nor after the meeting has adjourned. It is also to my knowledge that this proxy is subject to verification by the Students' Association, and, once verified, the Students' Association's seal shall be affixed.

I also understand that proxies are not to be considered as part of quorum. Quorum is twenty (20) members in attendance, as stated in By-law No. 1.

In addition, if the Students' Association is notified that proxies will be used, the entire membership must be canvassed in order to give all members the opportunity of using a proxy.

Dated at _____ this _____ day of _____, 200__.

Witness (please print)

Member (please print)

Article XIII

COMMITTEES OF THE BOARD

1. The Board of Directors may from time to time appoint committees, as it deems necessary or for such purposes and with such powers that the Board sees fit. Any such committee may formulate its own rules and procedures, subject to such regulations or directions as the Board may from time to time make. The Board of Directors may remove any committee member at any such time by special resolution of the Board.
2. Board committees will be used sparingly, only when all other reasonable methods have been deemed inadequate.

Article XIV

SIGNING AUTHORITIES

1. The Board reserves the signing authority for the Corporation and may delegate this authority as set forth in such policies as shall be determined from time to time by the Board of Directors.

Article XV

EXECUTION OF DOCUMENTS

1. **Execution of Instruments** Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by either the President or the Vice-President, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors shall have power the from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The term “contracts, documents or instruments in writing” as used in this By-law shall include but not be limited to deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

The seal of the Corporation when required may be affixed to any instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

Article XVI **CHEQUES, DRAFTS, NOTES ETC.**

1. **Cheques, Drafts, Notes Etc.** All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the Board of Directors may from time to time designate by resolution.

Article XVII **FINANCES OF THE CORPORATION**

1. **Collection of Monies**
 - a) The Corporation shall be empowered to collect the Corporation's fees, as directed by the Board, for and on behalf of the Corporation.
 - b) The Corporation may collect monies through business enterprises and other means as approved by the Board.
 - c) All monies collected by the Corporation must be deposited, in the Corporation's name, in a financial institution approved by the Board.
 - d) The amount of the fees set forth by the Corporation may be altered by a two-thirds (2/3) majority vote at a meeting of the Board at which a standard quorum is present.

Article XVIII **AUDITORS**

1. The members shall at each annual meeting appoint an auditor to audit the accounts of the corporation to report to the members.

Article XIX **FINANCIAL YEAR**

1. The financial year of the Corporation shall terminate on the thirtieth day of June in each year or on such other date that the Board of Directors from time to time by resolution determine, provided that the prior written consent of the Canada Customs and Revenue Agency has been obtained.

1. This By-law may be amended by a two-thirds (2/3) majority vote at any meeting of the Directors and must be confirmed by the members at the next AGM following such meeting of the Directors.

1. The Board of Directors will follow a Governance Process on behalf of the members which guarantees accountability of the Students' Association of the Algonquin College of Applied Arts and Technology Corporation by assuring that it:
 - a) achieves appropriate results with the appropriate persons at an appropriate cost;
 - b) avoids unacceptable activities, conditions, and decisions.
2. In fulfillment of this charge, the Board is committed to rigorous, continual improvement of its capabilities to define said values and visions.
3. The Board will govern with emphasis on outward vision rather than an internal preoccupation, encouragement of diversity in viewpoints, strategic leadership more than administrative detail, clear distinction of the Board and staff roles, collective rather than individual decisions, future rather than past or present, and proactivity rather than reactivity.
4. The job of the Board is to represent the members, determining and demanding appropriate organizational performance. To distinguish the Board's own unique job from jobs of staff, the Board will concentrate its efforts on the following job products or outputs:
 - a) A link between the organization and the members. This link shall be formed and maintained through the solicitation and dissemination of information, activity, and participation at Students' Association events, and attendance at formal gatherings of the student body.
 - b) Written governance policies which, at the broadest levels, address:
 - i) **ENDS:** organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which needs at what cost?).

- ii) **EXECUTIVE LIMITATIONS:** constraints on executive authority, which establish the prudence and ethical boundaries within which all executive activity and decisions must take place.
 - iii) **GOVERNANCE PROCESS:** specification of how the Board conceives, carries out, and monitors its own performance.
 - iv) **BOARD/STAFF RELATIONSHIP:** how authority is delegated and its proper use monitored; the staff role, authority and accountability.
- c) The assurance of Staff performance: (via the General Manager, as staff) how authority is delegated and its proper use monitored; the staff role, authority and accountability.
 - d) Legislative change at the Local, Provincial and Federal levels of government.

ENACTED by the Board of Directors on the nineteenth day of December 2007.

WITNESS the seal of the Corporation.

President

Secretary

Ratified by the Members of the Corporation this sixth day of March 2008.