



# CARLETON STUDENT ENGINEERING SOCIETY



# CONSTITUTION

Date Revised: January 28<sup>th</sup>, 2020



## BY-LAW 1

*A by-law relating generally to the transaction of the affairs and business of the Society*

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BE IT ENACTED as a by-law of the Carleton Student Engineering Society, as follows:

### **Part I            Society**

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#### **Article 1 – Corporation**

- 1.1 The name of the corporation shall be the “Carleton Student Engineering Society”, hereinafter referred to as the Society.
- 1.2 The head office of the Society shall be located at Carleton University in the City of Ottawa, Canada.
- 1.3 The corporate seal of the Society shall be in such form as shall be prescribed by the council and shall bear the name of the Society.
- 1.4 The Society Year shall commence on the first day of May in one year and end on the last day of April in the next year.

#### **Article 2 – Objects of the Society**

- 2.1 The objects of the Society shall be as stated in the Letters Patent of the Society

#### **Article 3 – Equal Treatment**

- 3.1 The Society in its affairs shall strive to ensure equal treatment of all individuals without discrimination based on personal beliefs or characteristics, and in particular, without discrimination based on race, political views, national or ethnic origin, colour, religion, sex, sexual orientation, age, residency, language, or mental or physical disability.

#### **Article 4 – Dissolution of the Society**

- 4.1 Upon dissolution of the Society, all its remaining assets after payment of its liabilities shall be distributed to one or more recognized charitable organizations as determined by the Members prior to dissolution.

#### **Article 5 – Governing Documents**

- 5.1 The term Governing Documents shall include, but is not to be limited to: this document, hereinafter referred to as the Constitution, as well as a set of policies adopted by the Society representing best practices, hereinafter referred to as the Policy Manual.
- 5.2 The Constitution shall specify the fundamental organization of the Society.
  - 5.1.1 The provisions of this by-law repeal and annul all previous by-laws of the Society to date.
  - 5.1.2 The by-laws of the Society may be repealed or amended by a majority of the Council at a meeting and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering said by-law.
  - 5.1.3 The enactment, repeal or amendment of a by-law shall not take effect or be acted upon until a copy of the amended by-laws has been sent to Corporations Canada.



### **Article 6 – Meetings & Notice**

- 6.1 Unless other rules are adopted in accordance with the Constitution, the rules contained in the most current edition of “Robert’s Rules of Order” shall be used at all meetings insofar as they are not inconsistent with the Constitution.
- 6.2 Unless otherwise stated, all notice of meetings shall be given in person or by telephone, fax, or electronic mail.
- 6.3 No error or omission in giving notice of any meeting, or any adjourned meeting, shall invalidate such meeting or make void any proceedings taken thereat and any person entitled to such notice may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

### **Article 7 – Regulations**

- 7.1 The Council may institute such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Society by a majority vote of the Council in attendance at a Meeting, provided that such rules and regulations shall have force and effect only until the next General Meeting when they shall be confirmed, and failing such confirmation, shall cease to have any force and effect from that time forward.

### **Article 8 – Interpretation**

- 8.1 In the Constitution and in all other by-laws, rules, regulations, and policies of the Society hereafter passed, unless the context otherwise requires, the following definitions shall apply:
  - a. “Constitution” means the present by-laws of the Society;
  - b. “Councillors-elect” means the Members elected as Councillors who have not yet assumed office;
  - c. “Faculty” means the Faculty of Engineering and Design at Carleton University;
  - d. “engineering program” means a program of study offered by the Faculty leading to a engineering degree;
  - e. “engineering student” means a student registered in an undergraduate engineering program;
  - f. “Executive-elect” means the Members elected as Executive Officers who have not yet assumed office;
  - g. “first year student” means a student who has first year standing as defined by Carleton University;
  - h. “Members present” means Members present in person or represented by proxy;
  - i. “school year” means the period of time commencing on the first day of the fall term, and ending on the last day of the winter examination period, as determined by Carleton University;
  - j. “school day” means a weekday on which Carleton University is open, classes are scheduled and during the school year, however, not a day during an official examination period;
  - k. “CUESEF” stands for Carleton Undergraduate Engineering Student Equipment Fund;



1. “good standing” refers to Members of the Society who are not currently suspended.
- 8.2 In this by-law and in all other by-laws, rules, regulations, and policies of the Society hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number of any other gender identity, as the case may be, and vice versa, and references to person shall include firms and corporations.

## **Part II                      Members**

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### **Article I – Classes of Membership**

- 1.1 There shall be three classes of membership in the Society, namely:
- a. Regular;
  - b. Alumni; and,
  - c. Honourary.
- 1.2 Regular membership is given to all undergraduate engineering students registered at Carleton University, who pay regular dues by way of membership fees or who are currently registered for a work term recognized by Carleton University’s Co-op program.
- 1.3 Alumni Membership is given to all former Regular Members that graduate with an undergraduate degree in Engineering from Carleton University.
- 1.4 Honourary Membership shall be available to those persons nominated by the Members and passed by at least two-thirds (2/3) of the regular Members at a Meeting of the Members
- 1.4.1 Honourary Membership will be bestowed upon those persons in recognition of their outstanding contribution to engineering and the sciences.
- 1.5 Membership in the Society is non-transferable.

### **Article 2 – Annual Membership Fee**

- 2.1 Regular Members of the Society shall pay an annual membership fee for the school year.
- 2.2 The cost of the membership fee shall be decided by the Council from time to time.
- 2.3 Any change in the annual membership fee shall not come into effect until the commencement of the Society Year following the ratification of the change by the Members at a meeting of the Members.

### **Article 3 – Term of Membership**

- 3.1 Regular membership in the Society shall commence on the first day of the school year for which the Member has paid the annual membership fee.
- 3.2 Honourary membership in the Society shall commence immediately following the Meeting of the Members in which the membership was approved.
- 3.3 Alumni membership in the Society shall commence when the Member has graduated their undergraduate degree and ceases to be an undergraduate engineering student registered at Carleton University.
- 3.4 A Member may request to withdraw their fee and membership from the Society by submitting a written resignation to the Vice-President Internal.



- 3.5 The Council may, by a resolution adopted by at least two-thirds (2/3) of the Councillors present at a meeting duly called for the purpose, suspend a Member for the remainder of the Society year.
- 3.5.1 A Member may be suspended for failing to comply with a by-law, rule, regulation, or policy of the Society; or, whose conduct or activities are deemed detrimental to the well being or functioning of the Society.
  - 3.5.2 The Council must provide written notice to the Member in question at least one (1) week before the Council meeting duly called for the purpose of suspension.
  - 3.5.3 The Member in question shall be given the opportunity to present submissions or be heard during the debate of suspension.
  - 3.5.4 Once the Council has adopted the resolution, the suspension will not be subject to appeal.
  - 3.5.5 A Member ceases to be in good standing when suspended.
- 3.6 The Members may, by a resolution adopted by at least three-quarters (3/4) of the Regular Members present at a meeting of the Members duly called for that purpose, expel a suspended Member.
- 3.6.1 A resolution to expel a Member from the Society shall be moved only by the Council.
  - 3.6.2 The Council must provide written notice to the suspended Member in question at least two (2) weeks before the meeting of the Members where the resolution will be discussed.
  - 3.6.3 The Member in question shall be given the opportunity to present submissions or be heard during the debate of expulsion.
  - 3.6.4 Once the resolution to expel a Member has been adopted during a meeting of the Members, the expulsion will not be subject to appeal.
  - 3.6.5 A person previously expelled from the Society shall be ineligible for any class of membership.
- 3.7 Membership in the Society terminates:
- a. At the completion of the term of membership;
  - b. Upon withdrawal;
  - c. Upon expulsion;
  - d. Upon the Member's death; or,
  - e. Upon dissolution of the Society.

#### **Article 4 – Rights of Membership**

- 4.1 Every Member of the Society in good standing, regardless of membership class, shall be entitled to:
- a. Attend meeting of the Members, and be granted speaking rights thereat; and,
  - b. Attend open meeting of the Council and the Executive, and be granted speaking rights thereat.
- 4.2 A Regular Member in good standing shall be entitled to:
- a. Move or second motions at meetings of the Members;
  - b. Vote on any and all questions arising at meetings of the Members;



- c. Vote in elections for elected positions for which that Member is eligible to vote;
  - d. Seek to hold any elected position within the Society for which that Member is eligible; and,
  - e. Receive unbiased treatment when applying for voluntary positions within the Society.
- 4.3 The rights and privileges of all Members, or of a class of Members, in good standing may include such other rights and privileges as the Council may confer from time to time, provided that at no time shall the rights and privileges of Honourary Members or Alumni Members exceed those of Regular Members.
- 4.3.1 All rights and privileges granted to the Member are subject to the provisions of the Constitution.

### **Article 5 – Freedom of Information**

- 5.1 The Vice-President Internal shall provide to any Member in good standing on request, free of charge, any of the following:
- a. The Constitution;
  - b. Any by-law, rule, regulation, or policy of the Society;
  - c. Minutes from any meeting of the Members;
  - d. Minutes from any open meeting of the Council and the Executive;
  - e. Documents tabled at any meeting of the Members;
  - f. Documents tabled at any open meeting of the Council and the Executive; and,
  - g. Financial statements from the previous fiscal year or earlier.
- 5.2 The Vice-President Internal shall not be obliged to release information, documents, or minutes concerning discussions or minutes upon which no action was taken.

## **PART III Council**

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### **Article 1 – Composition**

- 1.1 The property and business of the Society shall be managed by a Council, comprised of a minimum of thirteen (13) to a maximum of fifty (50) Councillors, consisting of:
- a. The eight (8) executive Officers;
  - b. Four (4) to thirty-two (32) program Representatives; and,
  - c. One (1) to ten (10) first-year Representatives.
- 1.2 Each program Representative shall be assigned a list of engineering programs offered by the Faculty, provided that each engineering program offered by the Faculty is assigned to at least one program Representative.
- 1.3 The number of program and first-year Representatives, and the engineering programs assigned to each program Representative, shall be determined from time to time by a resolution adopted by a majority of the regular Members present at a special meeting of the Members.
- 1.4 All changes in the number of Councillors, or in the engineering programs assigned to a program Representative, shall come into effect on the first day of the Society Year following the adoption of the resolution directing the change.



- 1.5 Unless and until otherwise provided by the Council, the Council shall consist of one (1) program Representative from each of the following departments of engineering:
- a. Mechanical and Aerospace Engineering;
  - b. Civil and Environmental Engineering;
  - c. Systems and Computer Engineering; and,
  - d. Electrical Engineering.

## **Article 2 – Eligibility**

- 2.1 Councillors must:
- a. Be Regular Members in good standing;
  - b. Be at least eighteen (18) years of age with the power to contract under law;
  - c. Be individuals;
  - d. Not have been declared incapable by a court in Canada or in another country; and
  - e. Not be in bankrupt status.
- 2.2 An individual may hold only one (1) office of a Councillor at the same time.
- 2.3 A program Representative shall be enrolled in one of the engineering programs assigned to that program Representative.
- 2.4 A first-year Representative shall be a first-year student at the time of the election or appointment and be in their first-year in Engineering at Carleton University.

## **Article 3 – Selection, Removal, and Terms of Office**

- 3.1 A Councillor's term shall commence on the first day of the next Society year in which they were elected, except in the case of a Councillor elected in a by-election.
- 3.1.1 When a Councillor is elected in a by-election, their term shall commence immediately following the ratification of the results at a Council meeting or a meeting of the Members.
- 3.2 A Councillor may be removed at any time by a resolution passed by at least two-thirds (2/3) of regular Members present at a special meeting of the Members duly called for that purpose.
- 3.2.1 In the case of removing a program Representative, only those regular Members present at the meeting enrolled in the engineering programs assigned to the program Representative are eligible to vote in the resolution.
- 3.2.2 In the case of removing a first-year Representative, only those regular Members present at the meeting enrolled in their first year in Engineering at Carleton University are eligible to vote in the resolution.
- 3.3 The office of Councillor shall be automatically vacated:
- a. Upon passage of a resolution calling for that Councillor's removal;
  - b. If the Councillor ceases to be eligible to hold that office under Article 2;
  - c. If the Councillor resigns the office by delivering a written resignation to the President or to the Chair;
  - d. Upon expiry of their term of office; or,
  - e. Upon death.





- 3.4 If a vacancy shall occur in the office of a Councillor for any reason, the Council by resolution may appoint an eligible Member to fill the vacancy for the balance of the term or until an elected successor assumes the office.
- 3.5 If at any time there is not a quorum of Councillors, the remaining Councillors shall immediately call a meeting of the Members, at which the Members shall elect eligible Members to fill any vacancies.

#### **Article 4 – Powers**

- 4.1 The Council may administer the affairs of the Society in all things and make or cause to be made for the Society, in its name, any kind of contract into which the Society may lawfully enter and save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Society is, by its Charter or otherwise, authorized to exercise to do.
- 4.2 Without restricting the generality of the foregoing, the Council may:
  - a. Administer the property and funds of the Society;
  - b. Authorize expenditures on behalf of the Society from time to time;
  - c. Delegate by resolution to an executive Office the right to employ and pay salaries to employees;
  - d. 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 to the benefit of promoting the interest of the Society in accordance with such terms as the Council may prescribe;
  - e. Take such steps as it deems requisite to enable the Society to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever for the purpose of furthering the Objects of the Society; and
  - f. Appoint such agents and engage such employees as it deems necessary from time to time and such persons shall have authority and shall perform such duties as shall be prescribed by the Council at the time of such appointment, and whose terms of employment the Council may terminate in its discretion.
- 4.3 The Council may establish policies governing the Society.
- 4.4 The Council shall determine the rules of order governing meeting of the Council and the various committees of the Society.
- 4.5 By majority resolution, the Council may at any time review, alter, or reverse any act of decision of any Office or committee of the Society.

#### **Article 5 – Meeting**

- 5.1 Meetings of the Council may be held at any time and place to be determined by the Council, the President, or any two (2) Councillors.
- 5.2 Seventy-two (72) hours notice of such meeting shall be given to each member of the Council.
- 5.3 There shall be at least three (3) meetings of the Council in each half of a school year.
- 5.4 Each Councillor is authorized to exercise one (1) in person vote.
- 5.5 A majority of Councillors shall constitute a quorum for meetings of the Council.





- 5.6 If all Councillors consent thereto, a member of the Council may participate in a meeting by means of suitable teleconference or other communications facilities, and said member shall be deemed present and in person at the meeting.
- 5.7 At all meetings of the Council, every question shall be determined by a majority of votes cast unless the consent of a greater number is required by the Constitution, the law, or any rules of order adopted by the Council.
- 5.8 Meetings of the Council shall be open to the general membership of the Society, unless the Council resolves otherwise.
- 5.9 The minutes of the Council shall be available to the members of the Council, each of who shall receive a copy of such minutes.
- 5.10 In the event of emergency business, proper notice for a meeting may be waived by a resolution adopted at said meeting, by at least two-thirds (2/3) of all Councillors.

#### **Article 6 – Remuneration**

- 6.1 The Councillors shall serve as such without remuneration and no Councillor shall directly or indirectly receive any profit from the position, provided that a Councillor may be paid expenses incurred in the performance of that Councillor's duties.
- 6.2 Nothing aforementioned shall be construed to disallow any Councillor from serving the Society in any other employed capacity and receiving compensation therefore.

### **Part IV            Officers**

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#### **Article 1 – Definition**

- 1.1 The Officers of the Society shall consist of:
  - a. The eight (8) executive Officers;
  - b. The three (3) advisory Officers;
  - c. A Secretary;
  - d. A Chair;
  - e. A Chief Electoral Officer;
  - f. The eight (8) Executive-Elect;
  - g. An Accountability Officer; and,
  - h. Any such other Officers as the Council may by resolution determine.
- 1.2 The Executive Officers of the Society shall consist of a President, a Vice-President Internal, a Vice-President Finance, and five (5) other Executive Officers whose titles shall be determined by the Council from time to time.
- 1.3 The Advisory Officers of the Society shall consist of those persons who last held the offices of the President, Vice-President Internal and Vice-President Finance in the immediately preceding Society Year, provided that those persons were not removed from office prior to the completion of their term.

#### **Article 2 – Eligibility**

- 2.1 One person may hold more than one (1) office, with the following exceptions:



- a. One person may hold no more than one (1) office of an executive Officer, and
  - b. One person may not hold the office of the Chair and the office of the Chief Electoral Officer at the same time.
- 2.2 The candidates for the position of President must have held a prior Council position, the position of Chair, or the position of Secretary, for the duration of at least one school year.

### **Article 3 – Selection & Removal**

- 3.1 Officers other than the executive Officers shall be appointed by resolution of the Council to hold office for a term determined at the time of appointment or until a successor is appointed, with the following exceptions:
- a. The Advisory Officers shall assume office for a term of one (1) Society Year, determined under the requirements of Article 1.3.
- 3.2 An Officer may resign their office by presenting a written resignation to the Council.
- 3.3 The Chair, the Chief Electoral Officer, and the Accountability Officer may, at any time, be removed by resolution of the Council passed by at least two-thirds (2/3) of the Councillors at a meeting duly called for that purpose.
- 3.4 Officers other than the Executive Officers, the Chair, the Chief Electoral Officer, and the Accountability Officer shall be subject to removal at any time by a majority resolution of the Council.

### **Article 4 – Duties**

- 4.1 Each Officer shall exercise any power and execute all duties in accordance with the policies established by the Council.
- 4.2 Each executive Officer shall:
- a. Perform all duties inherent and incident to their office;
  - b. Have such other powers and duties as may be required by the Council from time to time; and,
  - c. Execute any mandate handed to the Officer by the Members at a meeting of the Members, unless the mandate is later revoked by the Members or by a unanimous resolution passed by the Council.
- 4.3 The President shall:
- a. Be the chief executive Officer of the Society;
  - b. Assume responsibility for the general and active management of the affairs of the Society;
  - c. See that all orders and resolutions of the Council, the Executive, and the Members are carried into effect;
  - d. Serve as a non-voting member of every committee of the Society of which the President is not a voting member; and
  - e. Where the Chair is the subject of a question arising at a meeting of the Council or of the Executive, perform the duties and exercise the powers of the Chair;
- 4.4 The Vice-President Internal shall:
- a. During the absence or disability of the President, perform the duties and exercise the



- powers of the President;
  - b. Make provisions to obtain all names of present members of the society
  - c. Be custodian of the corporate seal of the Society, delivering it only when authorized by a resolution of the Council and to such person or persons as may be named in the resolution;
  - d. Oversee the workings of the different committees of the Society, and coordinate the activities of those committees;
  - e. Be a non-voting member of every committee of the Society of which the Vice-President Internal is not a voting member; and,
  - f. Give notice of all meetings of the Members.
- 4.5 The Vice-President Finance shall:
- a. Have custody of the funds and securities of the Society;
  - b. Keep full and accurate accounts of all assets, liabilities, receipts, and disbursements of the Society in the books belonging to the Society;
  - c. Under the direction of the Council, supervise and control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Society; and,
  - d. Render to the Council, and to the Executive, at regular meetings, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Society.
- 4.6 Each Advisory Officer shall:
- a. Relate to the Council their previous experience; and,
  - b. Provide input and advice to the Council on any matter.
- 4.7 The Secretary shall:
- a. Attend all meetings of the Members, the Council, and the Executive to act as clerk thereof and to record all votes and minutes of all proceedings in the books to keep for that purpose.
- 4.8 The Chair shall:
- a. When present and not the subject of a question, preside at meetings of the Council and of the Executive; and
  - b. Give notice of all meetings of the Council and of the Executive.
- 4.9 The Chief Electoral Officer shall:
- a. Not be a candidate for any elected office during the Chief Electoral Officer's term.
  - b. Ensure that public notice is given for all writs of election and election proceedings;
  - c. Take responsibility for the collection and distribution of nomination forms, ballots and all other documents pertaining to elections;
  - d. Ensure that all rules relating to elections are executed and followed;
  - e. Exhibit no political or other bias in favour of, or against any candidate;
  - f. Select the electoral committee for each election with the Vice-President Internal;
  - g. Serve as the only point of contact between candidates and the electoral committee; and
  - h. Perform all duties inherent and incident to the office.
- 4.10 The Accountability Officer shall:



- a. Preside during accountability sessions at meetings of the Members; and
  - b. Communicate anonymous Member concerns to the Council.
- 4.11 The duties of all other Officers of the Society shall be for such as the terms of their engagement call or as the Council requires of them.

## **Part V                      Committees**

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### **Article 1 – Executive Committee**

- 1.1 There shall be an executive committee of the Society referred to as the Executive and composed of the Executive Officers and such other Officers as appointed by the Council
- 1.2 The Executive shall also consist of the following non-voting members:
  - a. The Secretary;
  - b. The Chair; and,
  - c. The Executive-elect.
- 1.3 The Executive shall:
  - a. Execute any mandate handed to the Executive by the Members at a Meeting of the Members, unless the mandate is later revoked by the Members or by a unanimous resolution passed by the Council; and,
  - b. Submit minutes of its meetings to the Council.
- 1.4 The Executive may study, advise, and make recommendations to the Council or the Members on any matter.

### **Article 2 – Committees**

- 2.1 The Council may establish standing committees, whose composition shall be determined by the Council.
- 2.2 Members of a standing committee shall be elected or appointed in the manner prescribed by the Council subject to removal at any time by a resolution of the Council.
- 2.3 The Council may appoint select committees whose members will hold their offices at the will of the Council.
- 2.4 The Council shall determine the duties and powers of all standing and select committees.

### **Article 3 – Meetings**

- 3.1 Meetings of a committee shall be held at any time and place to be determined by the members of such committee, provided that twenty-four (24) hours notice of such meeting shall be given to each member of the committee.
- 3.2 Each member of a committee, except non-voting members, shall be entitled to exercise one (1) vote.
- 3.3 A majority of members of a committee, except non-voting members, shall constitute a quorum.
- 3.4 If all members of a committee consent thereto, a committee member may participate in a meeting by means of suitable teleconference or other communications facilities, and said committee member shall be deemed present at the meeting.



- 3.5 At all meetings of a committee, every motion shall be determined by a majority of votes cast unless the consent of a greater number is required by any rules of order adopted by the Council.
- 3.6 Meetings of a committee shall be open to the Members of the Society, unless the committee resolves otherwise or the Council requires a closed meeting.
- 3.7 The minutes of a committee shall be available to the members of the committee, each of whom shall receive a copy of such minutes, and to the Councillors if required by the Council.

## **Part VI Elections**

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### **Article 1 – Time & Place**

- 1.1 A general election shall be held after the second week in January and prior to the Annual General Meeting to elect program Councillors and the executive Officers.
- 1.2 A fall election shall be held after September 1<sup>st</sup> and prior to the Fall General Meeting to elect the first-year Councillors.
- 1.3 A by-election to fill a vacancy in the office of a Councillor, or to replace a Councillor appointed to fill a vacancy, may be held concurrently at the fall election or at any other time during the Society Year prior to the general election.
- 1.4 The Vice-President Internal in each Society Year shall determine the specific dates for each election to be held during that Society Year, provided that all elections fall on a school day.
- 1.5 For every election, the Vice-President Internal shall present a Writ of Election or By-Election for the approval of Council. Council may amend or reject a Writ when presented, but may not make further modifications to it once it has been approved.
- 1.6 A Writ of Election or By-Election shall include:
  - a. The list of elected offices to be filled, and the number of nomination signatures required for each;
  - b. Where nomination forms may be obtained;
  - c. All important dates, times and locations for the various components of the election; and,
  - d. The members of the electoral committee as selected by the Chief Electoral Officer and the Vice-President Internal.
- 1.7 An election may not commence without the approval of a corresponding Writ.
- 1.8 All election proceedings shall be held at the head office and all polling stations (if required) shall be located in prominent locations where the Members normally congregate.
- 1.9 Seven (7) days prior to the nomination period of each election, the Chief Electoral Officer shall post the Writ in prominent locations where the Members normally congregate.

### **Article 2 – Voter and Nominator Eligibility**

- 2.1 The executive Officers shall be nominated and elected by regular Members in good standing.
- 2.2 The program Representatives shall be nominated and elected by regular Members in good standing who are engineering students enrolled in one of the engineering programs assigned to that Councillor.
- 2.3 The first-year Representatives shall be nominated and elected by regular Members in good



- standing who are first-year students at the time of election as defined in Part III, Article 2.4.
- 2.4 Every candidate for an elected office must, at the close of the Nomination Period and at the start of the voting period, be eligible to hold the office in accordance with the restrictions and regulations outlined in this By-Law.
- 2.5 On or before the close of the Nomination Period, the Vice-President Internal shall provide to the Chief Electoral Officer the list of all Members entitled to nominate and vote.

### **Article 3 – Election Results**

- 3.1 After the closing of polls, the Chief Electoral Officer shall immediately tabulate the votes.
- 3.2 A candidate shall be elected with a plurality of unspoiled votes cast.
- 3.3 In the event of only one candidate for an office, they must receive a majority vote in a vote of confidence as part of the election.
- 3.4 In the event of a tie between two or more candidates for an office, the elected candidate shall be determined by a runoff election between the tied candidates, officiated by the Chief Electoral officer and taking place within seven (7) days after the election.
- 3.4.1 In the event of a tie following a runoff election between tied candidates, the Chief Electoral Officer shall determine the tie-breaking format.
- 3.5 In the event that, following the general election, a Councillor position is vacant, the Members may appoint an eligible Member to the position at a meeting of the Members held prior to the end of that Society Year.
- 3.6 No later than five (5) school days after the election, the Chief Electoral Officer shall notify the candidates and the Members of the final election results, and submit to the Council and the Secretary a signed written statement listing and certifying those results, including all findings and rulings, and such statement shall be entered into the minutes of the council.

### **Article 4 – Election Rules**

- 4.1. The Council may from time to time by a resolution passed by at least two thirds (2/3) of the Councillors present at a meeting, prescribe further election rules not inconsistent with this By-Law, which shall come into effect at the next posting of a notice of election.
- 4.2. No election rule prescribed by the Council shall restrict the eligibility of a regular Member for any office beyond the restrictions and regulations outlined in this By-Law, except for the office of an executive Officer that is not explicitly defined in this By-Law.

## **Part VII Legal Matters**

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### **Article 1 – Indemnities**

- 1.1 Every Councillor and Officer of the Society, and any other person who has undertaken or is about to undertake any liability on behalf of the Society or any company 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 Society, from and against:
- a. All costs, charges and expenses which such Councillor, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or





prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and,

- b. All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.
- 1.2 The Councillors may rely upon the accuracy of any statement or reports prepared by the Society's auditors and shall not be responsible or held liable for any loss or damage resulting from any action based upon such statement or report.

### **Article 2 – Execution of Documents**

- 2.1 Contracts, documents or any instruments in writing requiring the signature of the Society, shall be signed by any two executive Officers, and all contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality.
- 2.2 The Council by resolution may direct the manner in which, and the Officer or Officers by whom any particular instrument, contract or obligation of the Society may or shall be executed.
- 2.3 The Council may give the Society's Power of Attorney to any registered dealer in securities for the purpose of and dealing with any stocks, bonds, and other securities of the Society.
- 2.4 The corporate seal of the Society, when required, may be affixed to contracts, document and instruments in writing signed as aforementioned or by any Officer appointed by the Council.

### **Article 3 – Books and Records**

- 3.1 The Councillors shall see that all necessary books and records of the Society required by the Constitution or by any applicable law are regularly and properly kept.

## **PART VIII Financial Matters**

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### **Article 1 – Fiscal Year**

- 1.1 Unless otherwise ordered by the Council, the Fiscal Year of the Society shall end on April 30th.
- 1.2 The Society must send a summary of its annual financial statements to the members not less than 21 days but not more than 60 days before the next Annual General Meeting of the Members.

### **Article 2 – Auditor**

- 2.1 The accounts of the Society shall be maintained according to the Canadian generally accepted accounting principles (GAAP) and annual financial statements shall be made available to the members upon request.
- 2.2 At each Annual General Meeting, the Members must appoint a public accountant by ordinary resolution.
  - 2.2.2 Member may choose to annually waive this appointment by unanimous passing a resolution presented at a General Meeting.
- 2.3 The appointed public accountant must conduct a review engagement, unless the members pass an





ordinary resolution requiring an audit instead.

- 2.4 Any Regular Member of the Society can demand an independent audit by a chartered accountant by presenting a written Motion to the Society Council. If the Motion is passed by the Society Council, then the audit shall be performed, with the cost being absorbed by the Society.

### **Article 3 - Banking**

- 3.1 The banking business of the Society, or any part thereof, shall be transacted with such banks, trust companies or other financial institutions as the Council may designate from time to time, and shall be transacted on the Society's behalf by the Vice-President Finance and any other Officer or employee designated by the Council.

### **Article 4 - Remuneration**

- 4.1 Remuneration for all Agents, Employees and Committee Members shall be fixed by the Council by resolution.

### **Article 5 - Budget**

- 5.1 The Council shall, prior to the end of the Fiscal Year, prepare and present to the Members at a meeting of the Members a budget setting forth estimated revenues and expenses of the Society for the succeeding Fiscal Year.
- 5.2 The budget shall be reviewed by the Members and, prior to implementation, shall be approved by the Members in the form presented or with such changes as the Members may resolve.
- 5.3 Upon any budget being approved, the Officers and committees of the Society, for the Fiscal Year to which the budget relates, shall be entitled to carry out any actions contemplated by the budget and in compliance therewith without further authorization by the Council.
- 5.4 The Executive may, prior to or during the Fiscal Year to which a particular budget relates, present to the Council amendments to the budget, and any such amendment may be reviewed and amended by the Council, and shall be approved by two-thirds (2/3) of the Councillors present at a meeting.
- 5.5 Any expenditure not contemplated in the budget and in excess of one-thousand five-hundred dollars (\$1500.00) must be authorized by a resolution passed by at least two-thirds (2/3) of the Councillors present at a meeting.
- 5.6 Prior to assuming office as the Executive, the Executive-Elect may choose to assume the duties of the Executive under this Article.
- 5.7 The Society shall not operate at a deficit unless as outlined in Article 6.

### **Article 6 – Investment Portfolio**

- 6.1 The Society shall establish and maintain a low risk investment portfolio (mutual funds, bonds, GIC's) with no less than sixty thousand dollars (\$60000.00).
- 6.2 Funds may be withdrawn from the investment portfolio and not repaid in the same year in the following situation:
- a. Capital Expenditure(s) in excess of five thousand dollars (\$5000.00) after partial or no



- funding is provided by CUESEF. A decision must be received first from CUESEF; or
- b. To pay for any current or past financial liabilities.
- 6.3 A minimum of seventy-five per cent (75%) of the investment portfolio balance as prescribed in Article 6.1 must be maintained at all times when using Article 6.2
- 6.4 A special meeting of the members must be called for the purpose of withdrawing funds from the investment portfolio with no less than seven (7) days notice. A three-quarters (3/4) majority in favour is required by those in attendance.
- 6.5 Funds withdrawn from the portfolio are repayable in three (3) equal installments (over three (3) years) with interest starting in the next fiscal year in which the funds were withdrawn. Payment due date is January 1st. Interest rate for the purpose of repayment is the Prime Rate.
- 6.6 Funds can be repaid in full in the first or second year with no interest charge for that year.
- 6.7 The investment portfolio minimum balance may be increased at a special meeting of the members with a majority of those in attendance voting in favour of the increase.

### **Article 7 – Interest and Gains**

- 7.1 All interest generated on the investment portfolio must first be used to maintain the portfolio at its current balance as described under Article 6.1 and 6.2. Any interest not used in maintaining the portfolio may be included in the revenue section of the budget as ‘revenue from investments’.
- 7.2 Revenues in excess of expenses (gains) in one fiscal year may be carried forward into the next fiscal year and classified in the revenue section of the budget as ‘previous year’s gains’ and used in carrying out the activities of the Society. These gains may also be added to the investment portfolio or used in repaying the portfolio should funds have been withdrawn under Article 6.
- 7.3 In any fiscal year in which the investment portfolio is in excess of sixty thousand dollars (\$60000.00), the excess funds may be used by the Society to carry out its activities and will be classified in the revenue section of the budget as ‘gains from portfolio’.

## **Part IX Meetings of Members**

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### **Article 1 – Scheduling and Location**

- 1.1 All meetings of the Members shall be held in a room on campus prescribed by the Society.
- 1.2 The time and date of each general meeting of the Members, and subject to this Part, shall be determined by Council.
- 1.2.1 Each meeting of the Members must be held on a weekday and, in the case of a meeting during the academic year, it must be on a school day.

### **Article 2 – General Meeting**

- 2.1 There shall be three general meetings of the members held each Society Year as follows:
- a. The Annual General Meeting within the last two weeks of March.
  - b. The Fall General Meeting within the first two weeks of October.
  - c. The Winter General Meeting within the last two weeks of January.
- 2.2 At every General Meeting, in addition to any other business that may be transacted, the following business shall be conducted:



- a. The financial statements shall be presented;
- b. The activities of the Society since the last meeting of the Members shall be reviewed;
- c. Any vacancies in the office of a Councillor shall be filled;
- d. Any mandates to the elected Officers shall be given.

### **Article 3 – Notice**

- 3.1 Notice of any meeting of the Members shall be given to the Members and the Councillors of the Society, and the public accountant of the Society.
- 3.2 Notice of a meeting of the Members shall be given:
  - a. by telephonic, electronic, or other communication facility to each member entitled to vote at the meeting during a period of 21 to 35 days before the meeting; and/or,
  - b. by affixing the notice, no later than 30 days before the meeting, to a notice board where information about the Society's activities is regularly posted in a location that is frequented by the members.
- 3.3 In addition to the above, notice may also be given in person, or in any official medium of the Society.
- 3.4 A form of proxy or a reminder of the right to proxy shall be included in all notices for a meeting of the Members.
- 3.5 The ability to attend the meeting by using a telephonic, electronic, or other communication facility shall be announced with all notices, if applicable.

### **Article 4 – Special Meetings**

- 4.1. The Council or the President may call, at any time, a special meeting of the members.
- 4.2. The President must call a special meeting of the Members upon receipt of a written requisition of not less than five-percent (5%) of the regular Members.
  - a. If the President fails to call the meeting with 7 days of receiving the requisition, any member who signed the requisition may call a meeting and the Society must reimburse the member for the cost of doing so.
  - b. The President is not obliged to call a meeting if the Council has already started the process to call a members meeting, or the Council has called a members meeting.
- 4.3. Where special business is to be conducted, any notice shall contain sufficient information to permit a Member to form an informed judgment on the issue at hand.
- 4.4. At all special meetings of the Members, every question shall be determined by a two thirds (2/3) majority of votes cast unless the consent of a greater number is required by law, the Constitution, or any rules of order adopted by the Members.
- 4.5. Special meetings of the Members include, but are not limited to, any meeting called for the purpose of:
  - a. Expelling a Member of the society;
  - b. Removing a Councillor of the Society from office;
  - c. Approving amendments and appeals to the Society's by-laws;
  - d. Withdrawing funds from the investment portfolio; or,



- e. Increasing the minimum balance of the investment portfolio.

### **Article 5 – Voting**

- 5.1 Each regular Member in good standing shall be entitled to exercise one (1) vote either in person or by proxy.
- 5.2 A regular Member in good standing may, by means of a written proxy, appoint a proxy holder to attend and act on that Member's behalf, at a specific meeting of the Members, in the manner and to the extent authorized in the proxy.
- 5.3 A proxy holder must be a regular Member of the Society and shall be limited to holding one (1) proxy per meeting.

### **Article 6 – Procedure**

- 6.1 Quorum for a meeting of the Members present in person at a meeting shall be 1% of the current membership rounded to the nearest whole number.
- 6.2 The President shall chair at meetings of the Members unless the Members elect another Member to preside.
- 6.3 Regular Members have the right to add agenda items any time before the agenda has been approved at the Meeting of the Members.
- 6.4 Meetings of the Members shall be conducted in accordance with the rules of order as adopted from time to time by at least two-thirds (2/3) of the members present at a meeting of the Members, where such rules of order are not inconsistent with the Constitution.
- 6.5 At all meetings of the Members, every question shall be determined by a majority of votes cast unless the consent of a greater number is required by law, the Constitution, or any rules of order adopted by the Members.
- 6.6 At any meeting of the Members, the Council and the Executive have the right to propose with no need of a second.

## **Part X Revision History**

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### **Article 1 – General**

- 1.1 The Revision History section of the Constitution will serve to:
  - a. Document and summarize the changes made to the Constitution; and,
  - b. Summarize the rationale for each change made to the Constitution.
- 1.2 The Revision History is only to be updated when a change has been made to a section of the Constitution.
  - a. An update to the Revision History section of the Constitution need not be approved by two-thirds (2/3) majority of the Members present at a General Meeting.

### **Article 2 – Revision History**

- 2.1 2019-2020 Academic Year
  - 2.1.1 Part I, Article 1.3 – Revised for grammar and capitalization.
  - 2.1.2 Part I, Article 1.4 – Revised for grammar and capitalization.



- 2.1.3 Part I, Article 3.6 – Revised for grammar and capitalization.
- 2.1.4 Part I, Article 4.2 – Revised for grammar and capitalization.
- 2.1.5 Part I, Article 4.3 – Revised for grammar and capitalization.
- 2.1.6 Part I, Article 5 – Revised to recognize the Policy Manual and Constitution as governing documents.
- 2.1.7 Part I, Article 7.1 – Revised for clarity of language and to ensure any rules and regulations instated by Council can subject confirmation at all General Meetings.
- 2.1.8 Part I, Article 8 – Revised for clarity of language and gender inclusivity.
- 2.1.9 Part II, Article 1.2 – Revised to recognize engineering students serving co-op terms as Society members in addition to those that pay membership fees.
- 2.1.10 Part II, Article 3.6 – Revised for clarity of language.
- 2.1.11 Part II, Article 4.1 – Revised to allow all Society membership classes to attend and be granted speaking rights to all General, Council and Executive meetings.
- 2.1.12 Part II, Article 4.2 – Revised for grammar, capitalization and clarity of language.
- 2.1.13 Part III, Article 1 – Revised to clarify the definition of a “Councillor” vs. a “Representative”
- 2.1.14 Part III, Article 3.1 – Revised for clarity of language.
- 2.1.15 Part III, Article 3.2 – Revised for clarity of language.
- 2.1.16 Part III, Article 3.3 – Revised for clarity of language.
- 2.1.17 Part III, Article 4.5 – Revised for clarity of language.
- 2.1.18 Part III, Article 5.6 – Revised for clarity of language.
- 2.1.19 Part IV, Article 1 – Revised for clarity of language, grammar, to recognize the Accountability Office as an Officer of the Society, and to remove the CUSA FED Reps as Officers of the Society.
- 2.1.20 Part IV, Article 3 – Revised to also apply to the Accountability Officer and for clarity of language.
- 2.1.21 Part IV, Article 4.3 – Revised for clarity of language.
- 2.1.22 Part IV, Article 4.6 – Revised for clarity of language.
- 2.1.23 Part IV, Article 4.7 – Revised for grammar and clarity of language.
- 2.1.24 Part IV, Article 4.8 – Revised for clarity of language.
- 2.1.25 Part IV, Article 4.9 – Revised for clarity of language.
- 2.1.26 Part IV, Article 4.10 – Added to define the duties of the Accountability Officer.
- 2.1.27 Part V, Article 1.3a – Revised for grammar and capitalization.
- 2.1.28 Part V, Article 2.1 – Revised for grammar and capitalization.
- 2.1.29 Part V, Article 3.5 – Revised for clarity of language.
- 2.1.30 Part V, Article 3.6 – Revised for clarity of language and capitalization.
- 2.1.31 Part VI, Article 2.3 – Revised for clarity of language.
- 2.1.32 Part VI, Article 2.4 – Revised for grammar and capitalization.
- 2.1.33 Part VI, Article 4.1 – Revised for clarity of language.
- 2.1.34 Part X, Articles 1 & 2 – Added to Constitution to keep record of the amendments made to the Constitution as of the 2019-2020 academic year.



Enacted this 28<sup>th</sup> day of January, 2020

Witness the seal of the corporation

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Johan Prent, President

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Andre Lawrence, Vice-President Internal