

UCRU Bylaws - Consultation Preamble

Undergraduates of Canadian Research-Intensive Universities (UCRU) is a coalition of student associations whose mandate is to advocate to the Canadian federal government for an affordable, inclusive and high-calibre undergraduate und

A by-law relating generally to the conduct of the affairs of

The motion to approve auditors, receive financial

The board of the Corporation may, without authorization of the members,

- a. borrow money on the credit of the Corporation;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- c. give a guarantee on behalf and
- d. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the

- c. The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- d. As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

Class B Members

- e. Class B non-voting membership shall be available to persons who have applied and have been accepted for Class B non-voting membership in the Corporation and are:
 - 1. any student union or government that has membership encompassing most or all of the undergraduate population of a U15 post-secondary institution, or any organization that supersedes the U15 not a Class A member, as described herein at section 8(a)(1)..
- f. Class B Members shall be considered associate members, and shall at all times be entitled, but not required, to access such privileges and duties as determined by the Board. Where such Class B Member accesses such privileges and duties as determined by the Board, they shall also abide by associated duties as provided by the Board.
- g. The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- h. Subject to the Act and the articles, a Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

9. Transferring Membership

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

10. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each

a. by mail, courier or

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special

- b. a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- c. the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires; or

such committee shall operate within the rules and directions the board may from time to time make. Any committee member may be removed by

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

28. Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to

- h. Authorize the reimbursement of reasonable expenses incurred by the Directors in carrying out their duties, including the reasonable expenses incurred by member associations engaged in projects approved by the Board.

31. Number of Directors

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board.

The board shall consist of one (1) director selected by each member.

32. Term of Office of Directors

Each Director shall hold office for the duration of their term as a representative of their respective student government, which shall not exceed one year, unless such Director is reappointed as a representative of their student government the following year. A Director shall cease being a Director of UCRU upon the submission of their resignation, or the completion of their term at their respective student government.

33. Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any

Unless the by-law otherwise

director may be appointed to any office of the Corporation. Two or more offices may not be held by the same person.

40. Officers of the Corporation

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and pow

documents and other instruments belonging to the Corporation. The Secretary Treasurer shall have such other duties and powers as the board may specify.

All officers must be directors.

Officers may be removed by a simple majority vote of no confidence of the board.

Directors may only run for Chair, Vice-Chair or Secretary Treasurer if they have announced their intention to do so to the board before the agenda where elections will take place is released. They must also issue a platform for all directors to review.

41. Executive Committee

There shall be an Executive Committee that shall coordinate operational details and shall generally meet more frequently than the Board.

The Executive Committee shall consist of the Chair, the Vice-Chair, and Secretary & Treasurer.

The Executive Committee may include or exclude others from their discussion

43. Dissolution of the Board

The board may, at any time and by unanimous vote, dissolve the Corporation in the event that the Corporation is not upholding the established values thereof.

In the event that the board decides to dissolve the Corporation, it must ensure that all of its liabilities are paid in full and that the Directors are relieved of their fiduciary duty.

The board must further ensure that the remainder of any financial assets are equitably distributed among its members in the event of dissolution.

44. Proposal and Vote on Amendment

Amendment to these by-laws shall require a resolution by the Board.

Notice of thirty (30) days shall be given to the board for any change to these by-laws, including exact text of the change to be voted upon.

The Chair, upon receiving a notice from a member of a resolution for change to the by-laws shall place a vote on the first regular meeting after the thirty (30) days' notice has elapsed.

Changes to these by-laws shall be subject to the approval of a special majority of the Board.

- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

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In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to