



FROST STUDENT ASSOCIATION

BY-LAW NO. 1

Board Approved: April 11, 2018

Member Approved: Fall, 2018

A by-law relating generally to the transaction of the activities and affairs of Frost Student Association (the “Corporation”).

PART 1 - INTERPRETATION

1.1 **Definitions.** In this by-law and all other by-laws of the Corporation, unless the context otherwise specifies or requires:

“**Act**” means the *Corporations Act* (Ontario), as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any reference 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;

“**Ancillary Fees**” means fees that are imposed by the College in addition to tuition fees that are transferred by the College to the Corporation;

“**Board**” means the board of directors of the Corporation;

“**By-laws**” means this by-law and all other by-laws of the Corporation from time to time in force and effect;

“**Chief Returning Officer**” or “**CRO**” means the individual appointed by the Board that is responsible for the coordination and execution of elections of directors;

“**College**” means the Sir Sandford Fleming College of Applied Arts and Technology (“**Fleming College**”);

“**Cumulative Grade Point Average**” means the indication of a student’s academic achievement for all completed semesters calculated on a points basis by the College;

“**Director**” means an individual elected or appointed to the Board;

“**Ex-officio**” means by virtue of holding office, describing an individual who has a right because of an office held;

“**Frost Campus**” means the campus of the College located in Lindsay, Ontario;

“**Full-Time Student**” means a student who is enrolled in at least 66.66% of the courses, or at least 70% of the hours prescribed for the semester in the student’s current program;

“**Haliburton Campus**” means the campus of the College located in Haliburton, Ontario;

“**Letters Patent**” means the letters patent incorporating the Corporation as from time to time amended and supplemented by supplementary letters patent;

“**Majority Vote**” means the affirmative vote of more than half of the votes cast by those entitled to vote;

“**Meeting of Members**” includes an annual meeting of Members and a general meeting of Members of the Corporation;

“**Member**” means any member of the Corporation and “**Members**” means all of them;

“**Part-Time Student**” means a student who is enrolled in less than 66.66% of the courses, or less than 70% of the hours prescribed for the semester in the student’s current program;

“**Referendum**” means a binding vote on a question or issue put forth on a ballot for voting by Members;

“**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;

“**Signing Officer**” means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by section 2.4 or by a resolution passed pursuant thereto;

“**Special Resolution**” means a resolution passed by the Board and confirmed with or without variation by at least two-thirds (2/3s) of the votes cast at a Meeting of Members duly called for that purpose or, in lieu of such confirmation, by the consent in writing of all of the Members entitled to vote at such meeting.

1.2 **Interpretation.** This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) save as aforesaid, words and expressions defined in the Act or the Regulations have the same meanings when used herein;
- (b) words importing number include the singular and plural; words importing gender include all genders and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations; and
- (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 and provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

1.3 **Letters Patent.** If any of the provisions contained in the By-laws are inconsistent with those in the Letters Patent, the provisions contained in the Letters Patent shall prevail.

PART 2 - TRANSACTION OF THE AFFAIRS OF THE CORPORATION

2.1 **Head Office.** The head office of the Corporation shall be on Frost Campus, or at such place within the Town of Lindsay, as the Board may fix from time to time.

2.2 **Seal.** The Board may adopt or change a corporate seal for the Corporation from time to time.

2.3 **Financial Year.** Until changed by the Board, the financial year of the Corporation shall end on the 31st day of March in each year.

2.4 **Execution of Instruments.**

- (a) Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any two (2) of the Directors and officers of the Corporation;
- (b) In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed;
- (c) Any Signing Officer may affix the corporate seal (if any) to any deeds, transfers, assignments, contracts, obligations, certificates and other instruments;
- (d) Any Signing Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof;
- (e) For certainty, any deeds, transfers, assignments, contracts, obligations, certificates and other instruments which bind the Corporation for a period of one (1) year or more, or obligate the expenditure of more than \$5,000 shall require the prior approval of the Board; and
- (f) A “Delegation of Authority” policy, as adopted by the Board from time to time, shall be maintained at all times.

2.5 **Banking Arrangements.** The banking business of the Corporation shall be transacted with such governmentally regulated banks or trust companies as may from time to time be designated by resolution of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may prescribe or authorize from time to time.

PART 3 - DIRECTORS

3.1 **Number of Directors and Powers.** The affairs of the Corporation shall be managed by the Board of nine (9) Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the By-laws or any Special Resolution of the Corporation or by statute expressly directed or required to be done with the consent of the Members. Any increase or decrease in the size of the Board shall require prior approval by Special Resolution of the Members at the annual meeting of the Members in accordance with the Act.

3.1.1 **Ex-Officio Directors.** There shall be two (2) non-voting Ex-officio Directors, being the manager of the Corporation (the “**Manager**”), as appointed by the Board from time to time, and the College liaison.

3.2 **Election and Term.** The term of office for Directors shall be from 1st day of May until the 30th day of April in the following year, or until their successors shall have been duly elected or appointed, unless a Director resigns or is removed prior to the completion of the term in accordance with these By-laws.

Elections will be administered by a CRO according to the elections process as contemplated by the “Elections Process” policy as adopted by the Board from time to time.

3.3 **Qualifications.** Every Director shall:

- (a) be eighteen (18) or more years of age;
- (b) be a Member in good standing;
- (c) not be an undischarged bankrupt nor a mentally incompetent person; and
- (d) maintain a minimum Cumulative Grade Point Average of 2.0, as calculated in accordance with the College policy – “Academic Regulations”, as established by the College from time to time.

3.4 **Vacancy in Office.** The office of a Director shall be automatically vacated upon the occurrence of any of the following events:

- (a) if the Director ceases to be a Member in good standing;
- (b) if the Director becomes bankrupt or suspends payment of personal debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- (c) if the Director is found to be a mentally incompetent person or becomes of unsound mind;
- (d) if by notice in writing to the Corporation the Director resigns, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- (e) if the Director dies;
- (f) if the Director fails to maintain the required minimum Cumulative Grade Point Average as required in section 3.3(d); and
- (g) if the Director is removed from office by the Members, in accordance with section 3.6.

3.5 **Duties.** Every Director and officer, in exercising their power and discharging their duties to the Corporation shall:

- (a) act honestly and in good faith with a view to the best interests of the Corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Without limiting the above, the duties of the Board shall include:

- (a) recommending to the College, the amount of the Corporation activity fee to be included in the Ancillary Fees payable by Members;
- (b) determining the time and place of the Meetings of the Members;
- (c) approving the election policies and procedures;
- (d) appointing a CRO for any necessary elections, and at the Board's discretion, pay a fee or compensation to the CRO;
- (e) approving the policies and procedures of the Corporation annually;
- (f) determining the banking business and financial policies and procedures of the Corporation; and
- (g) approving all of the operating, capital expenditure and leasehold improvement budgets for the Corporation.

The duties and responsibilities of each Director shall be further described in Board policies as established and revised from time to time by the Board.

3.6 **Removal of Directors.** The Members may, by resolution passed at a general Meeting of Members of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of the Director's term of office and may, by Majority Vote, elect any qualified person in the Director's stead for the remainder of the Director's term.

3.7 **Vacancies.** Subject to section 3.3 hereof, a vacancy or vacancies on the Board, however caused, may, so long as there is a quorum of Directors then in office, be filled by the Directors as they see fit. Otherwise, such vacancy shall be filled at the next Meeting of Members at which Directors for the ensuing year(s) are elected. If there is not a quorum of Directors, the remaining Directors shall forthwith call a Meeting of Members to fill the vacancy or vacancies.

3.8 **Remuneration of Directors.** The Directors will be reimbursed for reasonable expenses incurred by them in the performance of their duties, and shall be entitled to honorariums in accordance with the "Board Remuneration" policy, as adopted by the Board from time to time. Any changes to remuneration, including the reduction or the elimination of a Director's honorarium, will be ratified at a Board meeting with a two thirds vote.

PART 4 - MEETINGS OF DIRECTORS

4.1 **Place of Meeting.** Meetings of the Board and the executive management committee (“**Executive Management Committee**”) may be held either at the head office of the Corporation or at any place within Ontario.

4.2 **Notice.**

- (a) A meeting of the Board may be convened at any time by:
 - (i) the president (the “**President**”);
 - (ii) a Vice President (the “**Vice President**”); or
 - (iii) any two (2) Directors.
- (b) **Convening of Meeting.** The secretary (the “**Secretary**”), when directed or authorized by any of such officers or any two Directors, shall convene a meeting of the Directors. The notice of any meeting convened as aforesaid need not specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting shall be served in the manner specified in section 13.1 of this By-law not less than one (1) day before the meeting is to take place.
- (c) **Waiver.** A Director may in any manner and at any time (before or after the meeting to which such waiver relates) waive notice of a meeting of Directors and the attendance of a Director at a meeting of Directors shall constitute a waiver of notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business.
- (d) **No Notice.** A meeting of Directors may be held at any time without notice if all the Directors are present (except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent Directors waive notice before or after the date of such meeting. If the first meeting of the Board following the election of Directors by the Members is held immediately thereafter, then for such meeting or for a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, no notice shall be necessary to the newly elected or appointed Directors or Director in order to legally constitute the meeting, provided that a quorum of the Directors is present.
- (e) **Regular Meetings.** The Board may appoint a day or days in any month or months for regular meetings of the Board at a place or hour to be named by the Board and a copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no further notice shall be required for any such regular meetings.

4.3 **Means of Meetings.** If all the Directors consent, a meeting of Directors or of a committee of Directors may be held by such telephone, electronic or other communication facilities as permit

all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in the meeting by those means is deemed for the purposes of this By-law to be present at the meeting.

4.4 **Written Resolutions.** A resolution in writing, unanimously endorsed by all 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.

4.5 **Omission of Notice.** The accidental omission to give notice of any meeting of Directors to, or the non-receipt of any notice by any person, shall not invalidate any resolution passed or any proceedings taken at such meeting.

4.6 **Adjournment.** Any meeting of Directors may, with the consent of the meeting, be adjourned from time to time by the chairperson (the “**Chairperson**”) 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 present 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.

4.7 **Chairperson.** A Chairperson will be appointed in accordance with the “Elections Process” policy, as adopted by the Board from time to time or as otherwise determined by the Board. In the absence of the Chairperson, the President will assume the role of Chairperson. In the absence of the Chairperson and the President, a Chairperson will be appointed by the Board from amongst themselves.

4.8 **Voting.** Questions arising at any meeting of Directors shall be decided by a Majority Vote. All votes at such a meeting will be taken by the ballot if so demanded by any Director present, but if no demand is made, the vote will be taken by the raising of hands for or against a resolution. A declaration by the Chairperson that a resolution has been carried and an entry to that effect into the minutes will be proof of the number of proportion of the votes recorded in favor of or against such a resolution.

4.9 **Quorum.** A majority of the authorized number of Directors on the Board (50% + 1) shall constitute a quorum for the transaction of business at any meeting of Directors. Notwithstanding vacancies in the Board, the remaining Directors may exercise all the powers of the Board as long as a quorum of the Board who remains in office exists.

4.10 **Rules of Order.** Any questions of procedure at any meeting of the Board, or of any committee, which have not been provided for in this By-law or by the Act, shall be determined by the Chairperson of such meeting in accordance with the rules of procedure adopted by resolution of the Board, or failing such resolution, adopted by the Chairperson of the meeting.

PART 5 - FOR THE PROTECTION OF DIRECTORS AND OFFICERS

5.1 Declaration of Conflict.

- (a) Any Director who is in any way, directly or indirectly, interested in a contract or proposed contract with the Corporation shall disclose in writing or have entered in the minutes, the nature and extent of such Director's interest in such contract or proposed contract with the Corporation.
- (b) The disclosure required by subsection 5.1(a), shall be made:
 - (i) at the meeting at which a proposed contract is first considered if the Director is present, and otherwise, at the first meeting after the Director becomes aware of the contract or proposed contract;
 - (ii) if the Director was not then interested in a proposed contract, at the first meeting after such Director becomes so interested; or
 - (iii) if the Director becomes interested after a contract is made, at the first meeting held after the Director becomes so interested.
- (c) A Director referred to in subsection 5.1(a) is not liable to account for any profit made on the contract by the Director or by a corporate entity, business firm or organization in which the Director has a material interest, provided:
 - (i) the Director disclosed the Director's interest in accordance with subsection 5.1(b) or (e); and
 - (ii) the Director has not voted on the contract.
- (d) A Director referred to in subsection 5.1(a) shall not vote on any resolution to approve the contract and shall not take part in the discussion or consideration of, or in any way attempt to influence the voting on any question with respect thereto and shall exit the meeting when the applicable issue is under consideration.
- (e) For the purposes of this section 5.1, a general notice to the Directors by a Director declaring that the person is a Director or officer of or has a material interest in a body corporate, business firm or organization and is to be regarded as interested in any contract made therewith, is a sufficient declaration of interest in relation to any contract so made.
- (f) The provisions of this part are in addition to any conflict of interest policy adopted by the Board from time to time.

5.2 For the Protection of Directors and Officers. Any Director or officer of the Corporation shall not be liable for any act, receipt, neglect or default of any other Director, officer or employee or for any loss, damage or expense happening to the Corporation through any deficiency of title to any property acquired by the Corporation or for any deficiency of any security upon which any

moneys of the Corporation shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be deposited or for any loss, conversion, or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune which may happen in the execution of the duties of such Director's or officer's respective office unless such occurrence is as a result of such Director's or officer's own wilful neglect or default or failure to act honestly and in good faith with a view to the best interests of the Corporation; provided that nothing herein shall relieve any Director or officer of any liability imposed by statute.

PART 6 - INDEMNITIES TO DIRECTORS AND OTHERS

6.1 **Indemnities.** Every Director or officer of the Corporation and their heirs, executors, administrators and estates 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 or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office; and
- (b) all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by their wilful neglect or default.
- (c) The indemnity provided for in Part 6 shall be applicable only if the Director or officer of the Corporation acted honestly and in good faith with a view to the best interests of the Corporation and in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

6.2 **Insurance.** Subject to applicable law, the Corporation shall purchase and maintain insurance for a Director or officer of the Corporation against any liability incurred by the Director or officer, in the capacity as a Director or officer of the Corporation, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the Corporation.

PART 7 - OFFICERS

7.1 **Election.** A general election for the coming year will be called to fill the elected positions which include the President and Vice President who will be elected by the Members.

7.2 **Appointment.**

- (a) In addition to the automatic appointment of the President and Vice President upon the validation of the election results, the Board shall annually and more often as may be required:

- (i) appoint a Secretary;
 - (ii) appoint a treasurer (the “**Treasurer**”); and
 - (iii) appoint a Chairperson.
- (b) **Officer Appointments.** A Director may be appointed to any office of the Corporation but, subject to section 291 of the Act, none of the said officers except the President, need be a Director of the Corporation.
- (c) **Same Person.** Two or more of the aforesaid offices may be held by the same person. In case and whenever the same person holds the offices of Secretary and Treasurer the officer may but need not be known as the Secretary-Treasurer.
- (d) **Other Officers.** The Board may from time to time appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

7.3 **Qualifications.** Every officer of the Corporation shall adhere to all of the requirements set out in section 3.3 of this By-law, except that subsection 3.3(d) will be replaced with the following:

- (a) Every officer shall maintain a minimum Cumulative Grade Point Average of 2.7, as calculated in accordance with the College policy – “Academic Regulations”, as established by the College from time to time.

7.4 **Vacancies.** Notwithstanding the foregoing, each incumbent officer shall continue in office until the earliest occurrence of any of the events set out in section 3.4 of this By-law.

7.5 **Remuneration.** The remuneration of all officers elected or appointed by the Board shall be determined from time to time by resolution of the Board. The fact that any officer or employee is a Member shall not disqualify the person from receiving such remuneration as an officer or employee as may be determined.

7.6 **Removal of Officers.** All officers shall serve at the pleasure of the Board and may be removed by Board resolution.

7.7 **Powers and Duties.** All officers shall 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.

7.8 **Duties of Officers may be Delegated.** In case of the absence or inability to act of any officer of the Corporation or for any other reason that the Board may deem sufficient, the Board may delegate by resolution all or any of the powers of any such officer to any other officer or to any Director from time to time.

7.9 **Chairperson.** The Chairperson will conduct all Board meetings; decide on all matters of parliamentary procedure; never express a bias on an agenda item or to take part in any debate. The

Chairperson may be removed from office at any time by a two-thirds (2/3) majority vote of Directors.

7.10 **President.** The President shall be the individual serving as chief executive officer (the “**Chief Executive Officer**”) of the Corporation unless otherwise determined by resolution of the Board. The President or their designate shall, when present, preside at all meetings of the Members and act as the spokesperson of the Corporation and perform other duties as determined by the Board from time to time.

7.11 **Vice President.** The Vice President, or if more than one, the Vice Presidents in order of seniority, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President.

In the event that the office of the President becomes vacant during the term of office, the Vice President will assume the duties of President for the remainder of the term of office unless otherwise determined by the Board.

7.12 **Secretary.** The Secretary shall give or cause to be given notices for all meetings of the Board, the Executive Management Committee or the Members when directed to do so and have custody and control of the minute books of the Corporation and of the documents and registers referred to in section 300 of the Act.

7.13 **Treasurer.** Subject to the provisions of any resolution of the Board, the Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board may direct. The Treasurer shall keep or cause to be kept the books of account and accounting records referred to in section 302 of the Act.

7.14 **Manager.** The Board may from time to time appoint a Manager and may delegate to the Manager full power to manage and direct the business and affairs of the Corporation (except such businesses and affairs of the Corporation as must be transacted or performed by other Officers, by the Board or by the Members) and to employ and discharge agents and employees of the Corporation or may delegate to them any lesser authority. The Manager shall conform to all lawful orders delegated by the Board of such matters and duties as by law, including, without limitation, a Special Resolution of the Corporation and shall at all reasonable times give notice to the Directors or any of them all information they may require regarding the affairs of the Corporation. Any agent or employee appointed by the Manager shall be subject to discharge by the Board.

7.15 **Chief Returning Officer.** The CRO is a non-voting, non-Director position, although the CRO is responsible for attending and reporting at all Board meetings from the time of appointment until such time as a final report is submitted. A final report will be submitted no later than two (2) weeks after the final election results have been announced. The CRO is hired with the responsibility for overseeing the election of Directors and officers. The CRO has the capacity to declare an individual acclaimed where there is no contest. After investigation, the CRO may disqualify a candidate for breach of the “Election Process” policy, as adopted by the Board from time to time. All complaints pertaining to breach of election rules must be submitted, in writing, to the CRO within two (2) business days of the announcement of the results. Candidates are not

permitted to publicly accuse another candidate of any breaches until a formal decision has been made by the CRO. Decisions of the CRO are final, binding and not subject to review or approval. The CRO will report to the Board and/or an appointed delegate for job-related issues. The Board shall have the power to remove the CRO at its discretion from time to time.

PART 8 - COMMITTEES

8.1 **Committees.** The Board may establish committees from time to time. The Board shall determine the duties of such committees. The committees of the Board shall be:

- (a) standing committees (“**Standing Committees**”), being those committees whose duties are normally continuous; and
- (b) special committees (“**Special Committees**”), being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.

8.2 **Functions, Duties, Responsibilities and Powers of Committees.** The functions, duties, responsibilities and powers of committees shall be provided in the resolution of the Board by which such committee is established or in terms of reference adopted by the Board. All committees will be required to provide written reports or minutes to the Board in a timely manner.

8.3 **Committee Members, Chair.** Unless otherwise provided by By-law, committee terms of reference, or by Board resolution, the Board shall appoint the members of the committee, the chair of the committee and, if desirable, the vice chair thereof. The members of any committee (other than the Executive Management Committee) need not be Directors of the Corporation. The members and the chair and vice chair of a committee will hold their office at the pleasure of the Board. Each chair of a Standing Committee shall be a Director. Unless otherwise provided, the chair and President shall be Ex-officio members of all committees. The Board may remove any member of any committee.

8.4 **Procedures at Committee Meetings.** Procedures at and quorum for committee meetings shall be determined by the chair of each committee, unless established by the Board by resolution or by way of general committee regulations adopted by the Board from time to time.

8.5 **Executive Management Committee.** The Board may, but shall not be required to, elect an Executive Management Committee consisting of not fewer than three (3) elected Directors and may delegate to the Executive Management Committee any powers of the Board, subject to such restrictions, as may be imposed by the Board by resolution. The Executive Management Committee shall fix its quorum at not less than a majority of its members. Any Executive Management Committee member may be removed by a Majority Vote of the Board.

PART 9 - MEMBERS

9.1 **Qualifications.** All students who are enrolled at the Frost Campus or Haliburton Campus automatically become Members of the Corporation upon satisfying one of the following conditions:

- (a) Payment of all Ancillary Fees as set forth by the Corporation and enrollment as a Full-Time Student;
- (b) Payment of all Ancillary 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 has from time to time agreed to accept in lieu of payment of Ancillary Fees.

But membership shall only continue so long as the Member remain enrolled as a student in good standing with the College and these By-laws.

9.2 **Statutory Entitlement.** All Members shall be entitled to receive notice of, attend and vote at any Meeting of Members of the Corporation.

9.3 **Additional Entitlement.** All Members shall, unless otherwise determined by the By-laws of the Corporation be entitled to the following additional rights:

- (a) The right to nominate candidates for any elected positions of the Corporation;
- (b) The right to stand for election and to hold office provided they meet eligibility qualifications;
- (c) The right to vote in any Referendum called by the Board; and
- (d) The right to form or join a club or association under guidelines and policies established by the Board, unless this privilege is revoked by the Board.

Access to services and activities offered to the Members by the Corporation is a privilege, not a right, and is subject to each Member complying with the terms and conditions imposed by the Board from time to time.

9.4 **Termination of Membership.** Membership in the Corporation terminates automatically upon the occurrence of any of the following events:

- (a) if the Members resigns in writing as a Member;
- (b) if the Member dies;
- (c) if a Member is expelled by resolution of the Board, provided the Member is provided advanced notice of such action and is provided an opportunity to be heard prior to such Board resolution; and
- (d) if the Member fails to comply with the requirements as set out in section 9.1 of the By-law.

PART 10 - MEMBERS' MEETINGS

10.1 **Annual Meeting.** Subject to compliance with section 293 of the Act, the annual Meeting of Members shall be held at any place within Ontario within the first three (3) months of each year, or on such day in each year and at such time as the Directors may by resolution, determine or, in the absence of such determination, at the place where the head office of the Corporation is located. The annual meeting shall be for the purpose of receiving reports and statements required by the Act to be placed before an annual meeting electing Directors, appointing auditors and for the transaction of such other business that may properly be brought before the meeting.

10.2 **General Meetings.** Other meetings of Members may be convened by:

- (a) the President;
- (b) a Vice President who is a Director; or
- (c) the Board,

at any date and time and at any place within Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located.

10.3 **Notice.** Subject to the Act, fifteen (15) days written notice shall be given to each Member of any annual or general meeting of the Members. Notices shall be given in the following manner:

- (a) an email or letter distributed to each Member of the Corporation through physical or electronic means; and
- (b) posters placed conspicuously in the Frost Campus or Haliburton Campus; 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.

10.4 **Waiver of Notice.** A Member and any other person entitled to attend any Meeting of Members may in any manner waive notice of a Meeting of Members and the 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 purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. A Meeting of Members may be held if all such persons entitled to vote thereat are present in person or represented by proxy, or if those not present or represented by proxy waive notice or otherwise consent to the meeting being held. The only persons entitled to attend a Meeting of Members shall be those entitled to vote thereat, the auditors of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the Letters Patent or the By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the Chairperson of the meeting or with the consent of the meeting.

10.5 **Omission of Notice.** The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any Member or by the auditor of the Corporation shall not invalidate any resolutions passed or any proceedings taken at any Meeting of Members.

10.6 **Votes.**

- (a) Every question submitted to any Meeting of Members shall be decided in the first instance by a show of hands. A declaration by the Chairperson of the meeting that the vote upon the question has been carried (by a particular majority or not carried) and an entry to that effect in the meeting minutes shall be prima facie evidence of the fact without proof, of the number or proportion of the votes recorded in favour of or against any resolution, or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question. In the case a majority cannot be determined or a poll is requested, the Chairperson shall conduct a vote using a poll and a paper ballot.
- (b) **Poll.** A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a Chairperson of the meeting or on the question of adjournment, it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the Chairperson of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn. A poll, so required or demanded, shall be taken in such manner as the Chairperson shall direct. When a poll is taken the minutes of the meeting shall record the number of votes in favours of and against the said question.
- (c) **Equality.** In case of an equality of votes at any Meeting of Members either upon a show of hands or upon a poll, the Chairperson of the meeting shall not be entitled to a second or casting vote and the resolution shall be deemed to be defeated.
- (d) **Proxies.** No Member shall be entitled either in person or by proxy to vote at any Meeting of Members of the Corporation unless the person has paid all dues or fees, if any, then payable by the person.
- (e) **Declaration.** Every question shall, unless otherwise required by the Act, Regulations, Letters Patent or By-laws, be determined by a Majority Vote duly cast on the question. At any Meeting of Members unless a poll is demanded, a declaration by the Chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

10.7 **Chairperson of the Meeting.** The Chairperson of the meeting shall be the President of the Corporation. In the event that that President is not able to chair the meeting, the Vice President shall assume the role of the Chairperson. In the event both the President and Vice President of the

Corporation are absent, a Chairperson shall be selected by a Majority Vote from those in attendance at the meeting.

10.8 **Rules of Order.** Any questions of procedure at any Meetings of Members which have not been provided for in this By-law or by the Act, shall be determined by the Chairperson of such meeting in accordance with the rules of procedure adopted by resolution of the Board, or failing such resolution, adopted by the Chairperson of the meeting.

10.9 **Written Resolutions.** A resolution in writing, signed by all the Members entitled to vote on that resolution at a Meeting of Members, is as valid as if it had been passed at a Meeting of Members.

10.9 **Proxies.**

- (a) Votes at meetings of Members may be given either personally or by proxy. At every meeting at which Members are entitled to vote, every Member and person appointed by proxy to represent one or more Members and any individual so authorized to represent a Member who is present in person shall have one vote on a show of hands. Upon a poll, every Member who is entitled to vote at the meeting and is present in person or represented by an individual so authorized shall have one vote and every person appointed by proxy shall have one vote for each Member who is entitled to vote at the meeting and is represented by such proxyholder. A proxy shall be executed by the Member or the Member's attorney authorized in writing. A person appointed by proxy need not be a Member.
- (b) **Form of Proxies.** Subject to the provisions of the Act, a proxy may be in the form contained within Schedule "A".
- (c) **Proxy Regulations.** The Directors may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned Meeting of Members is to be held and for particulars of such proxies to be sent by any means of prepaid transmitted or recorded communication before the meeting or adjourned meeting of the Corporation or to any agent of the Corporation for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The Chairperson of any Meeting of Members may, subject to any regulations made as aforesaid, in the Chairperson's discretion accept any means of prepaid transmitted or recorded communication as to the authority of any person claiming to vote on behalf of and to represent a Member notwithstanding that no proxy conferring such authority has been lodged with the Corporation, and any votes given in accordance with such prepaid transmitted or recorded communication accepted by the Chairperson of the meeting shall be valid and shall be counted.

10.10 **Adjournment.** The Chairperson of any Meeting of Members may, with the consent of the meeting and subject to such conditions as the meeting decides, adjourn the same from time to time

to a fixed time and place and no 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.

10.11 **Quorum.** A quorum at any meeting of the Members shall be a minimum of 5% of the total number of Members rounded down to the nearest hundred. (ex. (1750 rounded down to 1700) * .05 = 85) present in person. No business shall be transacted at any meetings unless the quorum is present at the time of the 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 section 10.3 with regard to notice shall apply to such adjournment.

10.12 **Agenda.** The agenda of the annual general meeting will include, but is not limited to: minutes from the previous annual general meeting; report and presentation of financial statements; approval of financial statements; appointment of auditors for the next fiscal year; and any other business that is deemed appropriate to the agenda.

PART 11 - VOTING SHARES AND SECURITIES

11.1 **Voting Shares and Securities.** All of the shares or other securities carrying voting rights of any company or corporation held from time to time by the Corporation may be voted at any and all meetings of shareholders, bondholders, debenture holders or holders of other securities (as the case may be) of such company or corporation and in such manner and by such person or persons as the Board shall from time to time determine. The duly authorized Signing Officers of the Corporation may also from time to time execute and deliver for and on behalf of the Corporation proxies or arrange for the issuance of voting certificates or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the Board.

PART 12 - CUSTODY OF SECURITIES

12.1 **Custody of Securities.** All shares and securities owned by the Corporation shall be lodged (in the name of the Corporation) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by resolution of the Board, with such other depositaries or in such manner as may be determined from time to time by the Board. All share certificates, bonds, debentures, notes or other obligations belonging to the Corporation may be issued or held in the name of a nominee or nominees of the Corporation (and if issued or held in the names of more than one nominee shall be held in the names of the nominees jointly with the right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfer to be completed and registration to be effected.

PART 13 - NOTICES

13.1 **Method of Giving Notices.** Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), pursuant to the Act, the Regulations, the Letters Patent, the By-laws or otherwise to a Member, Director, officer, auditor or Member of a committee of the Board shall be sufficiently given if delivered personally to the

person to whom it is to be given or if delivered to their last recorded address or if mailed to the person at the person's last recorded address by prepaid ordinary or air mail, or if sent to the person at the person's last recorded address by any means of prepaid transmitted, electronic or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been received by the addressee on the fifth day after mailing; and a notice so sent by any means of transmitted, electronic or recorded communication shall be deemed to have been given on the first business day after it was so sent. The Secretary may change or cause to be changed the recorded address of any Member, Director, officer, auditor or Member of a committee of the Board in accordance with any information believed by the Secretary to be reliable.

13.2 Signature of Notices. The signature of any Director or officer of the Corporation on any notice or document to be given by the Corporation may be written, stamped, typewritten or printed.

13.3 Computation of Time. In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

13.4 Omissions and Errors. The accidental omission to give any notice to any Member, Director, officer or auditor or the non-receipt of any notice by any Member, Director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice.

13.5 Waiver of Notice. Any Member or Member's duly appointed proxy, any Director, officer or auditor may waive any notice required to be given and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

PART 14 - CHEQUES, DRAFTS, NOTES, ETC.

14.1 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 officers or persons, whether or not officers of the Corporation, and in such manner as the Board may from time to time designate by resolution.

PART 15 - AUDITOR

15.1 Auditor. Unless the Corporation qualifies under the exemption in section 96.1 of the Act, the Members shall at each annual meeting appoint the independent auditor of Frost Student Association from time to time as the auditor of the Corporation to audit the accounts of the Corporation for report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board. The said auditor shall be duly licensed under the laws of Ontario and shall not be a Director, officer or employee of the Corporation or a partner, employer or employee of any such person.

PART 16 - BOOKS AND RECORDS

16.1 **Records.** The director of finance shall see that all necessary books and records of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept.

16.2 **Minutes.** The Secretary will ensure that all minutes from the Board, Executive Management Committee and any Meetings of the Members will be kept in an organized manner at the head office of the Corporation. The original copies may not leave head office but Members in good standing may access or receive copies of this information upon request.

PART 17 - BORROWING/LENDING

17.1 **Borrowing.** Without limiting the borrowing powers of the Corporation as set forth in the Act, the Board may from time to time, on behalf of the Corporation, without authorization of the Members:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge securities (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts and unpaid calls, rights and powers, franchises and undertakings, to secure any securities or for any money borrowed, or other debt, or any other obligation or liability of the Corporation.

17.2 **Lending.** The Corporation will not permit any loans to be granted to any person whatsoever.

PART 18 - RULES AND REGULATIONS

18.1 **Rules and Regulations.** The Board may prescribe such rules and regulations not inconsistent with these By-laws relating to the management and operation of the Corporation as it deems expedient.

PART 19 - AMENDMENT OF BY-LAWS

19.1 **Amendments of By-Laws.** The Board may from time to time recommend changes to the By-laws relating in any way to the Corporation or to the conduct of its affairs, including, but not limited to, By-laws providing for applications for supplementary Letters Patent, and may from time to time amend, repeal or re-enact the By-laws. By-laws 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 annual general meeting following such meeting of the Directors.

PART 20 – REVOCATION

20.1 **Revocation.** Any and all previous by-laws of the Corporation are hereby revoked and replaced by this By-law, effective as of the date of approval of this By-law by the Directors. For certainty, any and all acts taken pursuant to and in accordance with the provisions of such previous by-laws of the Corporation prior to their revocation shall remain valid.

PART 21 - EFFECTIVE DATE

21.1 **Effective Date.** This By-law shall come into force without further formality upon its enactment by the Board, provided it is then confirmed by the Members.

WITNESS the corporate seal of the Corporation.

ENACTED by the Board as of the _____ day of _____, 2018.

President

Vice-President

CONFIRMED by the Members as of the _____ day of _____, 2018.

Secretary

TOR01: 7348578: v2

SCHEDULE “A” – PROXY FORM

**FROST STUDENT ASSOCIATION
(the “Corporation”)**

FORM OF PROXY

I, _____, a member in good standing of the Corporation bearing
the student number _____ and email address _____

_____, hereby appoint [Note to Member: indicate the individual you wish to appoint as proxyholder on the following line or leave blank to appoint the person described following the line] _____, or failing them, the [President] of the Corporation on the board of directors of the Corporation, as proxyholder for me to attend, act and vote on my behalf at the meeting, including any adjournments thereof, and I hereby revoke all proxies previously given by me.

The membership represented by this proxy shall be voted at the discretion of the proxyholder set out above, if any, whether the vote is conducted by ballot, show of hands or some other manner.

I acknowledge that this document must be accepted by the Corporation no later than forty-eight (48) hours in advance of the scheduled meeting. In order to verify same, and once verified, the Corporation's seal or other evidence of validation shall be affixed.

DATED this _____ day of _____, _____.

(Signature of Member)

Name of Member: _____

Address: _____

(Signature of Witness)

Name of Witness: _____

Please send this signed and completed form: (a) by mail to [address]; by fax to [fax #]; or (c) by email to: [email].