



# BYLAWS

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## 1. DEFINITIONS

1. **Annual General Election** means the annual election event in which the Board is elected by the membership.
2. **Annual General Meeting** means the annual meeting of the membership to transact general business relating to the oversight and accountability of the corporation.
3. **Annual Report** means the corporate report issued to the membership and public identifying corporate achievements, activities, and accountabilities.
4. **Board** means the governing board of the corporation.
5. **By-Election** means an election occurring outside the annual general election period.
6. **Bylaws** means the corporate bylaws as amended, which govern the corporation in accordance with higher-order documents.
7. **Calendar Year** means the period from January 1<sup>st</sup> to December 31<sup>st</sup> each year.
8. **Corporation** means the Students' Representative Council of Bishop's University.
9. **Consumer Price Index** means the consumer price index, year over year, calculated by Statistics Canada.
10. **Director** means an individual elected to the Board by the membership.
11. **Executive Director** means the chief executive officer of the corporation, hired and supervised by the Board.
12. **Ex-Officio** means by virtue of holding a particular office.
13. **Fiscal Year** means the dates the dates from May 1<sup>st</sup> to April 30<sup>th</sup> each year and regulates the financial management and reporting of the corporation.
14. **Governing Year** means the dates from May 1<sup>st</sup> to April 30<sup>th</sup> each year and regulates routine governance matters of the corporation.
15. **Higher-Order Documents** means, collectively, the constitution and applicable statutes of Canada and Quebec, any regulations thereof, and the letters patent.

**16. Letters Patent** means the instrument established under the statutes of the province of Quebec that creates the corporation as a legal entity.

**17. Member** means a member as defined in these bylaws.

**18. Membership** means all members as defined in these bylaws.

**19. Quorum** means the minimum number of persons required to properly and officially transact business.

**20. President** means the chair of the Board and chief governance officer of the corporation.

**21. Referendum** means a specific question put to the members for their authoritative decision.

**22. Regulations** means the regulations established under the constitution and laws of Canada and the province of Quebec.

**23. Requisition** means a request signed by enough members to demand a general meeting or referendum.

**24. Secretary General** means the individual responsible for the custody and maintenance of all corporate governance records.

**25. Special General Meeting** means a general meeting of the membership that is not the annual meeting to transact specified business detailed in the meeting call.

**26. Statutes** means the constitution and laws of Canada and the province of Quebec.

**27. University** means Bishop's University located in Sherbrooke, Quebec, Canada.

**28. Vice-President** means the vice-chair of the Board and deputy chief governance officer of the corporation.

## **2. GENERAL**

1. These bylaws replace and supersede all bylaws of the corporation.
2. To the extent these bylaws contradict higher-order documents, including but not limited to statutes, regulations, or the letters patent, the higher-order documents shall prevail in order of precedence.

3. To the extent lower-order documents contradict these bylaws, including but not limited to Board policies and procedures, minuted resolutions, and administrative policies and procedures, these bylaws shall prevail.
4. The corporation shall, insofar as it is practicably capable, conduct its business in both French and English.

### **3. THE MEMBERSHIP**

1. The members of the corporation shall be individuals enrolled in any for credit academic course at the university and paying administrative fees to the university.
2. The members of the corporation are entitled to:
  - 2.1. initiate and/or sign requisitions to the Board, subject to statutory restrictions and the governing documents of the corporation;
  - 2.2. vote by secret ballot in elections to the Board and referenda of the corporation;
  - 2.3. nominate and/or stand as a candidate for election to the Board, subject to statutory restrictions and the governing documents of the corporation;
  - 2.4. support and campaign for preferred candidates and referenda positions, subject to external restrictions and the governing documents of the corporation;
  - 2.5. attend, participate, and vote at general meetings of the membership, subject to statutory restrictions and the governing documents of the corporation;
  - 2.6. observe Board meetings, without speaking rights, except those portions of meetings deemed *in-camera* by the Board;
  - 2.7. inspect bylaws, minutes, budgets, financial statements, annual reports, policies and procedures, and other appropriate records of the corporation, subject to statutory restrictions and the governing documents of the corporation;
  - 2.8. receive periodic updates, not less than once annually, on the corporation's progress against stated objects, plans, strategies, and other defined efforts;

- 2.9.** participate in activities, events, and other offerings sponsored by the corporation or its agents, subject to statutory restrictions and the governing documents of the corporation;
- 2.10.** establish and operate groups, societies, clubs, and other subsidiaries under the authority of the corporation, subject to statutory restrictions and the governing documents of the corporation;
- 2.11.** access programs, services, and other supports provided by the corporation or its agents, subject to statutory restrictions and the governing documents of the corporation;
- 2.12.** make reasonable use of the property of the corporation, subject to statutory restrictions and the governing documents of the corporation; and,
- 2.13.** exercise all other rights and privileges generally and customarily conferred on the membership.

- 3.** The members of the corporation shall be required to pay mandatory, non-refundable membership fees.
- 4.** The mandatory, non-refundable membership fees may be adjusted once per fiscal year by the Board by an amount not greater than ten (10%) percent or the consumer price index, whichever is higher.
- 5.** Fee adjustments beyond this threshold shall require the approval of a simple majority of the membership in a referendum.
- 6.** Fee questions may be put to membership referenda by the Board or a signed requisition of the bona fide signatures of not less than ten (10%) percent of the membership.
- 7.** The specific questions for all such referenda shall be formulated by the Board.
- 8.** Referenda on proposed fee adjustments shall occur concurrently with the next annual general election that is not less than sixty (60) days following the determination of their questions, unless otherwise determined by a three-quarters (3/4) majority of the Board.
- 9.** Quorum for fee referenda shall be twenty (20%) percent of the membership with notice to the membership to be not less than thirty (30) days.

- 10.** The results of all quorate fee referenda shall be binding on the corporation.

## 4. THE BOARD

1. There shall be a Board of the corporation comprised of nine (9) Directors elected at-large by and from among the membership to serve a term of office concurrent with the governing year.
2. An annual general election shall occur each calendar year no later than April 1<sup>st</sup> at a time and date fixed by the Board with notice to the membership to be not less than thirty (30) days.
3. Elections shall be free, fair, secure, and transparent, using the system of proportional representation known as single transferable vote. The quota shall be calculated using the Droop formula, votes shall be transferred by means of the fractional method, and the order that candidates appear on each ballot shall be randomized.
4. The Directors-elect shall meet at the call of the Secretary General within thirty (30) days of their election to select from among themselves a President and Vice-President. The term of office for the President and Vice-President shall be concurrent with the governing year.
5. The President and Vice-President shall be the officers of the Board.
6. The President shall be the chair of the Board and chief governance officer of the corporation and shall exercise such powers and perform such responsibilities as may be determined by the Board.
7. The Vice-President shall be the vice-chair of the Board and deputy chief governance officer of the corporation and shall exercise such powers and perform such responsibilities as may be determined by the Board.
8. The Vice-President shall exercise the powers and perform the responsibilities of the President in the President's temporary absence or incapacity.
9. The office of any Director, including the President and/or Vice-President, shall be automatically vacated:
  - 9.1. if they cease to be a member of the corporation;
  - 9.2. if they have resigned their office by delivering a signed statement of resignation to the Secretary General;
  - 9.3. if they are removed by a majority vote at a special general meeting called for that purpose by the Board or a signed requisition of the bona fide signatures of not less than ten (10%) percent of the membership;

- 9.4.** if they are absent from more than three (3) Board meetings during one (1) term of office;
- 9.5.** if they are found by a court of law to be of unsound mind;
- 9.6.** if they are convicted of an indictable offence in a court of law during their term;
- 9.7.** if they declare bankruptcy;
- 9.8.** if they become prohibited from sitting on a board in the province of Quebec;
- 9.9.** if they are sanctioned, without pending appeals, under the disciplinary policies and procedures of the university during their term; or,
- 9.10.** if death shall occur.

**10.** A vacancy in the office of Director:

- 10.1.** may not be filled by the Board;
- 10.2.** need not be filled where there remains two-thirds (2/3) or more of the Board;
- 10.3.** may be filled by the membership in a by-election called by the Board with notice to be not less than thirty (30) days.

**11.** Any Director elected to fill a vacancy shall hold office for the remainder of the term of office of the Director whose office has been vacated.

**12.** A vacancy in the office of President shall be filled by the Vice-President for the remainder of the term.

**13.** A vacancy in the office of Vice-President shall be filled by the Board from among the remaining Directors for the remainder of the term.

**14.** The Executive Director shall act, or designate another employee to act, as the Secretary General and shall ensure all required secretarial services are provided to the Board.

**15.** The Directors shall not serve the corporation as agents or employees during their terms of office.

## 5. BOARD POWERS

1. The Board may govern the affairs of the corporation in all things and may make or cause to be made for the corporation, in its name, any kind of contract which the corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the corporation is by its letters patent or otherwise authorized to exercise and do.
2. The Board may authorize expenditures on behalf of the corporation.
3. The Board may:
  - 3.1. borrow money upon the credit of the corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as it in its discretion may deem expedient;
  - 3.2. limit or increase the amount to be borrowed;
  - 3.3. subject to such limitations as provided in higher-order documents, issue or cause to be issued bonds, debentures or other securities of the corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as it deems expedient; or,
  - 3.4. secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the corporation, and the undertaking and rights of the corporation.
4. The Board may enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the corporation in accordance with such terms as it may prescribe.
5. The Board, subject to such limitations as provided in higher-order documents, may take such steps as it may deem requisite to enable the corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever to further the purposes of the corporation.
6. The Board may strike and dissolve standing and ad-hoc committees to advise the Board on such matters and for such durations as it shall prescribe.

7. The Board may appoint or engage, or authorize to be appointed or engaged, such agents and employees as it shall deem necessary and such persons shall exercise such powers and perform such duties as shall be prescribed or authorized by the Board.
8. The Board may determine, or authorize to be determined, remuneration rates for all agents and employees of the corporation.
9. The Board may provide honoraria for itself and its committees provided that no adjustment to such honoraria shall take effect until an annual general election and governing year turnover shall have both intervened, except that honoraria may be adjusted once per fiscal year by an amount not greater than the consumer price index.
10. The Board may authorize the corporation to federate, affiliate, or cooperate with other institutions, bodies, or corporations to further the purposes of the corporation and to enter into agreements for such purpose, provided that no such agreements shall take precedence over these bylaws.
11. The Board may enact such further policies, procedures, resolutions, and statements relating to the governance of the corporation, and not inconsistent with statutes, regulations, the letters patent and these bylaws, as it shall deem expedient.

## 6. BOARD MEETINGS

1. Board meetings shall be called by the President or within fifteen (15) days of a written request signed by at least one-third (1/3) of the Board.
2. The President shall determine the times, dates, and locations of meetings with notice to be not less than seven (7) days unless the notice requirement is waived by a two-thirds (2/3) majority of the Board at the beginning of the meeting.
3. The Board shall meet not less than quarterly during the governing year with the first meeting following the turnover to occur no later than May 15<sup>th</sup>.
4. Quorum for the transaction of business shall be a simple majority of the Board and any quorate Board meeting shall be legally competent to exercise all powers vested in the Board.
5. The agenda for each meeting shall be drafted by the President, with support from the Secretary General, and ratified by the Board.
6. Written notices of motion from individual Directors shall be provided to the Board not less than one (1) meeting or fifteen (15) days in advance,

whichever is shorter, except in extraordinary circumstances as determined by a two-thirds (2/3) majority of the Board.

7. The President shall conduct Board meetings in accordance with the requirements of applicable statutes and regulations, the letters patent, these bylaws, policies, procedures, and resolutions adopted by the Board, and generally in accordance with the procedures outlined in the latest edition of the Robert's Rules of Order, Newly Revised.
8. In the absence of the President, the Vice-President shall preside. In the absence of both the President and Vice-President, an acting chair shall be appointed by and from among the attending Directors for the duration of that meeting.
9. The Executive Director shall be entitled to attend Board meetings, ex-officio and non-voting, except where they are the subject of Board deliberation, in which case legal counsel shall be present.
10. Where the Board deems that matters of a confidential or personal nature are being discussed, it may, by a two-thirds (2/3) majority of the Board, go *in-camera* and shall be subject to the following rules:
  - 10.1. persons not serving on the Board nor providing required support to the Board may not be present during *in-camera* sessions of the Board unless the Board provides for their attendance by a two-thirds (2/3) majority; and,
  - 10.2. once *in-camera* the chair shall not permit any individual to enter or leave the session except in extraordinary circumstances as determined by the chair.
11. Where Directors are placed in a conflict of interest with respect to their fiduciary duty to the corporation, they shall withdraw without comment from deliberation and shall not vote on the items on which they are conflicted. Except as otherwise determined by higher-order documents, Directors are not conflicted with respect to matters affecting their general rights and privileges as owners, Directors, or consumers of the corporation.
12. In extraordinary or extenuating circumstances, a resolution approved in writing, either electronically or otherwise, by a majority of the Board shall have the same force and effect as a resolution approved at a properly constituted meeting and shall be recorded in the minutes for the immediately subsequent meeting.
13. The minutes of each meeting shall be ratified at a subsequent Board meeting and following their ratification they shall be signed by the President and

Secretary General and be made available for inspection by all members at the head office of the corporation.

**14.** No accidental error nor accidental omission in giving notice of any Board meeting or any adjourned Board meeting shall invalidate such meeting or make void any proceedings taken thereat, and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

## **7. EXECUTION OF DOCUMENTS**

1. The agents designated by the Board shall sign the contracts, documents, or instruments in writing requiring the signature of the corporation and all contracts, documents, and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality.

## **8. FISCAL YEAR**

1. The fiscal year governing the financial management and reporting of the corporation shall be May 1<sup>st</sup> to April 30<sup>th</sup>.

## **9. INDEMNIFICATION**

1. Every Director, officer, agent and employee of the corporation and their executors, administrators and estate shall be indemnified and saved harmless, out of the funds of the corporation, from and against:
  - 1.1.** All costs, charges and expenses whatsoever that they sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution, in good faith, of the responsibilities of his office or in respect of any such liability; and,
  - 1.2.** All other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default. The corporation shall carry such sufficient indemnification insurance as is currently available and can be reasonably afforded by the corporation.

## **10. ANNUAL REPORTS**

1. Not more than one-hundred eighty (180) days following the end of each fiscal year, the corporation shall produce an annual public report detailing essential

information regarding its goals achievement, strategic environment, financial position, and operational activities for the preceding fiscal year.

## 11. GENERAL MEETINGS

1. There shall be an annual general meeting of the membership not more than one-hundred eighty (180) days following the end of each fiscal year.
2. Annual general meetings shall be called by the Board provided that not less than ten (10) nor more than fifteen (15) months shall have intervened since the preceding annual general meeting. Notice to the membership shall be not less than thirty (30) days.
3. The agenda for each annual general meeting shall include the following business:
  - 3.1. receipt of the financial statements for the corporation for the preceding fiscal year;
  - 3.2. receipt of the report of the external accountant for the corporation for the preceding fiscal year;
  - 3.3. appointment of an external accountant for the corporation for the current fiscal year;
  - 3.4. ratification of bylaw amendments made or proposed by the Board since the preceding annual meeting;
  - 3.5. such other reports and updates as the Board may deem prudent and expedient; and,
  - 3.6. such other business as may be placed on the agenda by the Board or a signed requisition of the bona fide signatures of not less than ten (10%) percent of the membership not less than sixty (60) days prior the meeting.
4. A special general meeting of the membership may be called by the Board or a signed requisition of the bona fide signatures of not less than ten (10%) percent of the membership.
5. Special general meetings shall occur within twenty (20) days of the Board resolution or requisition calling for them. Notice to the membership shall be not less than ten (10) days and shall state the business which is to be transacted thereat.
6. Special general meetings shall be confined to those matters contained within the resolutions or requisitions calling for them, except that a special general

meeting whereat the conduct of a special audit, review, or investigation is approved shall necessitate a subsequent special general meeting within thirty (30) days of its completion to receive its report.

7. Quorum for the transaction of business shall be twenty (20) members and any quorate general meeting shall be legally competent to exercise the powers vested in said general meeting.
8. All resolutions passed at quorate general meetings shall be binding on the corporation.
9. A general meeting cannot reconvene as the same general meeting once adjourned and cannot be recessed for more than one (1) hour at a time.
10. In the event of a tie at a general meeting, the chair is entitled to a second or casting vote.
11. Insofar as is consistent with higher-order documents or these bylaws and appropriate to the circumstance, the rules governing Board meetings apply to general meetings.

## **12. REFERENDA**

1. Questions may be put to membership referenda by the Board or a signed requisition of the bona fide signatures of not less than ten (10%) percent of the membership.
2. Such referenda questions shall be determined by a simple majority.
3. The specific questions for all such referenda shall be formulated by the Board.
4. Referenda on proposed fee adjustments shall occur concurrently with the next annual general election that is not less than sixty (60) days following the determination of their questions, unless otherwise determined by a three-quarters (3/4) majority of the Board.
5. Quorum for referenda shall be twenty (20%) percent of the membership with notice to the membership to be not less than thirty (30) days.
6. The results of all such quorate referenda shall be binding on the corporation.
7. In the event of a contradiction between multiple referenda decisions, the most recent decision shall prevail to the extent of the contradiction.

## 13. AMENDMENTS

1. These bylaws may be amended by the Board, subject to appropriate ratification by the membership at the next general meeting following their adoption, except those provisions deemed non-amendable by the Board by higher-order documents. Such excepted provisions shall be amended by the membership at a general meeting on the proposal of the Board.
2. Until such time as these bylaws are properly amended, they remain in full force and effect.

