

**BYLAW 1**  
**THE CONSTITUTION**  
**UNIVERSITY OF TORONTO ENGINEERING SOCIETY**



## CONTENTS

<b>0</b>	<b>General</b>	<b>3</b>
<b>1</b>	<b>Membership and Fees</b>	<b>5</b>
<b>2</b>	<b>General Meetings</b>	<b>8</b>
<b>3</b>	<b>Officers</b>	<b>11</b>
<b>4</b>	<b>Board of Directors</b>	<b>15</b>
<b>5</b>	<b>Council</b>	<b>22</b>
<b>6</b>	<b>Employees</b>	<b>23</b>
<b>7</b>	<b>Amendments, Bylaws, and Policies</b>	<b>24</b>



## CHAPTER 0 - GENERAL

### 0.0. General

- 0.0.1. The name of the Corporation shall be "The University of Toronto Engineering Society", hereafter called "the Society."
- 0.0.2. The Head Office of the Society shall be in the City of Toronto, at such a place as the Board of Directors of the Society may fix from time to time.
- 0.0.3. The Seal, an impression of which is stamped in the margin hereof, shall be the Seal of the Society.
- 0.0.4. The fiscal year of the Society shall conclude on 31 May each year.

### 0.1. Interpretation

- 0.1.1. In this document:
  - a. "Constituencies" shall mean the divisions of the student body, defined by both year and discipline, as well as the PEY Constituency and the TrackOne class;
  - b. "Board Members" shall mean members of the Board of Directors, as specified in Chapter 4;
  - c. "Faculty" shall mean the Faculty of Applied Science and Engineering of the University of Toronto;
  - d. "Governing Council" shall mean the Governing Council of the University of Toronto;
  - e. "Members" shall mean members of the Society, as specified in Chapter 1;
  - f. "Officers" shall mean the President and all Vice-Presidents of the Society, as specified in Chapter 3;
  - g. "PEY Constituency" shall mean the group of Members registered in the Professional Experience Year Co-op Program;
  - h. "Program" shall mean a course of study in an Engineering discipline, as defined by the Faculty;
  - i. "Recall" shall mean a process by which a position-holder of the Society may be removed from their position without their consent;
  - j. "Resolution" shall mean a motion approved by a majority vote;
  - k. "Signing Officer" shall mean a person who has the right to authorize financial transactions on behalf of the Society;
  - l. "Summer Months" shall refer to the months of May, June, July and August;
  - m. "Academic Year" shall refer to the months of September, October, November, December, January, February, March and April; and
  - n. "First Year", "Second Year", "Third Year", and "Fourth Year" shall mean "First Year", "Second Year", "Third Year", and "Fourth Year" as defined by the Faculty.
  - o. "Final Year" shall refer to the Academic Year in which a person fulfills the remainder of their academic criteria for graduation (as defined by the Faculty) and



is eligible for graduation in the following June.

- p. "ONCA" shall mean The Ontario Not-For-Profit Corporations Act.
- 0.1.2. All other words shall carry their common dictionary definitions.
- 0.1.3. Where a Board of Directors meeting is referred to by month (such as "the April Board of Directors meeting") or as "monthly", the meeting referred to is the last regular meeting in that month, unless otherwise specified.
- 0.1.4. In the event of any ambiguity in a by-law or policy, its interpretation shall be ruled upon by the Speaker. The Speaker shall commit an item to the Policy and Structures Committee to review the Bylaw or policy found to be in ambiguity and make a recommendation to the Board.
- 0.1.5. The Speaker shall rule out of order any vote on an interpretation that is not reasonably plausible in the existing by-law or policy or that would contravene any act of Parliament.
- 0.1.6. The interpretation and enforcement of Bylaw 3 during Election Periods, to the extent required to run free and fair elections, is the jurisdiction of the Chief Returning Officer (with substantive decisions subject to appeal by the process described in Bylaw 3 Chapter 10).
  - a. The CRO shall consult the Speaker to ensure fair and consistent interpretations and judgements in accordance with the Bylaws and the principles of fundamental justice.
  - b. In all other cases (i.e. interpretation of the Bylaw not strictly related to the administration of elections) the interpretation of the Bylaw rests with the Speaker in accordance with Section 0.1.3



## CHAPTER 1 - MEMBERSHIP AND FEES

### 1.0. General

- 1.0.1. There shall be two (2) types of Members:
- Regular Members
  - Ex-Officio Members

### 1.1. Qualifications for Membership

- 1.1.1. Regular Members shall be students who are enrolled (as defined by the Faculty) in a degree-seeking undergraduate program of study in the Faculty and have paid or deferred either the Full Time or Part Time Membership Fees for the semester.
- Regular Members shall only retain their membership for the semesters in which they have paid or deferred their Membership Fees.
  - Regular Members retain their membership during the Summer following the Academic Year if they were enrolled and paid their membership fees during the Winter Semester.
- 1.1.2. Regular Members who complete the requirements of their undergraduate degree (as defined by the Faculty) shall lose Membership of the Society and become Alumni (as defined in 1.2) on the date of their Convocation.
- 1.1.3. Ex-Officio Members shall be individuals who have been granted Membership by the Bylaws of the Society.
- The UTSU Representative, as described in Section 4.1, shall be considered an Ex-Officio Member of the Engineering Society.
- 1.1.4. The “Confidentiality Agreement - Information Sharing” document provides the ability for the President, Speaker, and Chief Returning Officer of the Engineering Society to verify a Member’s enrolment status if they hold, are attempting to hold a position, or have signed a nomination form for a Member attempting to hold a position through a process administered by the Society.
- The enrolment status of a Member may be verified in the following circumstances:
    - After a Nomination Period for each candidate, and if applicable, the Members who signed their nomination form. This is the responsibility of the Chief Returning Officer;
    - At the beginning of each semester, if the individual holds a position within the Society which may only be held by a Member. This is the responsibility of the Speaker; and
    - Upon a concern or complaint regarding an individual’s enrollment status brought to the attention of the Ombudsperson, and/or Speaker, in which case the Speaker shall notify in writing the individual who is the subject of



the complaint at least twenty-four (24) hours prior to verifying their enrollment status.

- b. If it is the Speaker's enrolment status under consideration, the President shall be the one to verify the Speaker's enrolment status.

## **1.2. Alumni**

1.2.1. Alumni are individuals who have either:

- a. Received an undergraduate degree, diploma, or certificate from the University of Toronto Faculty of Applied Science and Engineering or its precursor, the Ontario School of Practical Science, or
- b. Completed the requirements for the first year of study in any undergraduate program, but are not currently registered with the University of Toronto Faculty of Applied Science and Engineering or its precursor, the Ontario School of Practical Science, towards a degree, diploma or certificate.

## **1.3. Fees**

- 1.3.1. Regular Members shall have paid in full, or successfully deferred, their Membership Fees for the Fall and/or Winter semesters in which they are considered a Member.
- 1.3.2. The Membership Fee shall be \$30.00 in each of the Fall and Winter Semesters for Full Time Students and \$28.21 in each of the Fall and Winter Semesters for Part Time Students in the year 2023- 2024, and \$0.00 for the summer semester of 2024, for both Full Time Students and Part Time Students, provided the student continues to meet the other conditions of membership.
- 1.3.3. Upon a resolution of the Board of Directors, the Membership Fee for each subsequent year shall include a cost of living adjustment as approved by the Governing Council.
- 1.3.4. The Membership Fee shall be non-refundable.
- 1.3.5. Any fees to be created or increased except as specified in Section 1.3.3 shall be done so by the Membership through a referendum.
- 1.3.6. Any fees to be decreased or removed except as specified in Section 1.3.3 shall be done so by one of:
  - a. A simple majority vote in a referendum of the Membership; or
  - b. A two-thirds majority vote at a General Meeting; or
  - c. A unanimous vote at a Board of Directors Meeting.

## **1.4. Rights of Membership**

- 1.4.1. Alumni are not Members and shall enjoy no rights of Membership other than the right to speak at General Meetings and at meetings of the Board of Directors.
- 1.4.2. Ex-Officio Members shall enjoy no rights of Membership other than the right to speak and vote at General Meetings and speak at meetings of the Board of Directors, unless they have been individually granted other rights of Membership.



- 1.4.3. All other rights and responsibilities of Members described in this document and other Bylaws and Policies of the Engineering Society shall pertain only to Regular Members.
- 1.4.4. Individuals who are neither Members nor Alumni enjoy no rights within the Society, and do not have the right to attend or speak at General Meetings or meetings of the Board of Directors.
  - a. The right to attend or speak at said meetings may be granted by a resolution of the meeting's voting members.



## CHAPTER 2 - GENERAL MEETINGS

### 2.0. General

- 2.0.1. The duties specified in this chapter, where they relate to:
- Annual General Meetings, are the responsibility of the Vice-President Communications;
  - General Meetings for the purpose of Recall, are the responsibility of the Chief Returning Officer; and
  - Other General Meetings, are the responsibility of the Vice-President Communications.

### 2.1. Calling a Meeting

- 2.1.1. An Annual General Meeting (AGM) shall be called annually, in October.
- The AGM shall serve as the Annual Meeting of the Members as defined under Section 52 of ONCA.
- 2.1.2. A General Meeting shall be called upon:
- A resolution of the Board of Directors requesting such a meeting;
  - The receipt of a requisition by the Speaker requesting such a meeting signed by the lesser of one hundred (100) voting Members, or 10% of all voting Members within the Society;
    - If the directors do not call a meeting within twenty-one (21) days after receiving the requisition, any Member who signed the requisition may call the meeting.
  - A resolution of the Officers requesting such a meeting; or
  - A resolution passed at a General Meeting, such as the Annual General Meeting, during that same academic year.
- 2.1.3. Resolution or petition as referred to in 2.1.2. shall specify the purpose of the General Meeting.
- 2.1.4. An annual Accountability Meeting shall be called annually, in October.
- The agenda for each Accountability Meeting shall include motions to recall each Officer from their position.

### 2.2. Agenda

- 2.2.1. The agenda for each Annual General Meeting shall include motions to:
- Appoint an auditor for the current year;
  - Receive the auditor's report for the previous year;
  - Authorize the Board of Directors to set the remuneration for the auditor for the current year;
  - Ratify any amendments to the Bylaws in accordance with Section 7.3; and
  - Perform any other functions specified by the Not-for-Profit Corporations Act of Ontario and other relevant legislation.





- 2.2.2. The agenda of any other General Meeting shall contain only those motions pertaining to matters specified under 2.1.3.
- 2.2.3. Motions shall be added to the agenda of a General Meeting upon receipt of notice in writing to the Speaker at any time earlier than fourteen (14) days prior to the meeting.
  - a. A motion included within Section 56 Subsection (6) paragraphs (b) through (f) of ONCA shall not be required to be added to the agenda.
  - b. If a motion is not added to the agenda, the Speaker shall, within 10 days of receiving the motion, inform the Member of the reasoning for omission of the motion.
- 2.2.4. The agenda of a General Meeting shall be circulated to the Membership with the notice of the meeting as referred to in Section 2.3

### **2.3. Notice**

- 2.3.1. Notice shall be given at least fourteen (14) days prior to any General Meeting;
- 2.3.2. Notice shall be given electronically through email to the Membership.
- 2.3.3. Without notice as defined in Sections 2.3.1 and 2.3.2, no motions passed at a General Meeting shall have force, unless all Members present waive notice as described in section 55(3) of ONCA.
- 2.3.4. If a General Meeting is adjourned for less than thirty (30) days but more than seven (7) days, notice by the aforementioned means shall be given at least seven (7) days prior to the meeting that continues the adjourned meeting.
- 2.3.5. For the Annual General Meeting, notice must be given to the Auditor of the Society, however their attendance is not required.
  - a. Notwithstanding Section 1.4, the Auditor shall be permitted to attend and speak at the Annual General Meeting.

### **2.4. Voting**

- 2.4.1. Each Member of the Society shall be entitled to one (1) vote at General Meetings.
- 2.4.2. A Member may proxy their vote at a General Meeting to any person.
  - a. Every proxy must be in a form that complies with the regulations of the Ontario Not-for-Profit Corporations Act, Section 64.3
  - b. The Proxyholder shall bring the signed proxy form to the Speaker at the start of the AGM.
- 2.4.3. No person shall hold more than four (4) votes at a General Meeting, including their own.

### **2.5. Quorum**

- 2.5.1. Quorum is fifty (50) Members present in person or by proxy.
- 2.5.2. At least half of quorum shall be maintained after the meeting has started.

### **2.6. Order**

- 2.6.1. The Speaker of the Board of Directors shall preside over General Meetings.



- 2.6.2. All General Meetings shall be governed by Robert's Rules of Order where these rules of order do not conflict with the Bylaws of the Society.
- 2.6.3. The Speaker shall not hold more than one (1) vote at any General Meeting.

## **2.7. Publication of Financial Statements**

- 2.7.1. The Society's audited financial statements are to be approved by the Board of Directors before they are circulated in advance of the Annual General Meeting.
  - a. The Society's audited financial statements must be presented to the Board *in camera* by the September Board of Directors Meeting, and may not be issued, published, or circulated publicly until the Board of Directors has approved them.
- 2.7.2. As soon as possible after they are approved by the Board of Directors, the Vice-President Finance shall cause a copy of the Society's audited financial statements and the auditor's report to be:
  - a. Published online on the Society's website; and
  - b. Submitted to the Office of the Governing Council and any other University offices that require them.

## CHAPTER 3 - OFFICERS

### 3.0. General

- 3.0.1. The Officers of the Society shall be the President, the Vice-President Finance, the Vice-President Communications, the Vice-President Academic and the Vice-President Student Life.
- 3.0.2. Each Officer shall be elected by the Membership, as defined in Bylaw 3.
- 3.0.3. In case of infirmity, death, resignation, or other form of ineligibility of an Officer:
  - a. The President shall assume said Officer's responsibilities, unless the President's position is the one in question, in which case the Vice-President Finance shall assume the President's responsibilities;
  - b. An Election for said Officer's position shall be held as early as possible, as described in Bylaw 3; and
  - c. Should the Vice-President Finance be unable to fulfill these responsibilities, the following order of succession shall apply: Vice-President Communications, Vice-President Academic, Vice-President Student Life, and Speaker; and
  - d. All other Officers may be candidates to replace said Officer, by resigning from their positions.
- 3.0.4. An Officer, once elected, will not be considered eligible to run in an election for the same or substantially similar position.
- 3.0.5. Except in cases of Section 3.0.3, no person may hold two Officer positions simultaneously.
- 3.0.6. The term of office for each Officer shall commence when they take the Oath of Office and shall end upon the respective incoming Officer's Oath of Office the following year.
- 3.0.7. Each Officer shall oversee Directors, as specified in Bylaw 2.
- 3.0.8. Each Officer shall have such other duties as may be outlined in Bylaws or Policies.
- 3.0.9. Officers shall be official representatives of the Society, in the following order of precedence: President, Vice-President Finance, Vice-President Communications, Vice-President Academic, and Vice-President Student Life.
- 3.0.10. Each Officer shall be a Full Time Member of the Society or a Part Time Member of the Society who is not completing a Professional Experience Year (PEY) in the September of their term of Office and thereafter during their term of Office.
- 3.0.11. Each Officer shall be at least eighteen (18) years of age.
- 3.0.12. Each Officer shall attend a form of or equivalent of Equity Training and Sexual Violence Prevention and Response Training, before the November month of their term, provided by the University of Toronto and their resources or from an external organization deemed reliable at a meeting of the Board of Directors.

### 3.1. President

- 3.1.1. The President shall be the Chief Executive Officer of the Society.



- 3.1.2. The President shall be a Member entering their Final Year of an undergraduate program in the Faculty in September of their term of office.
- 3.1.3. In the August following the election of the President, the Speaker will confirm that the President is entering their Final Year of an undergraduate program.
- 3.1.4. The President shall maintain the Seal of the Society.

### **3.2. Vice-President Finance**

- 3.2.1. The Vice-President Finance shall be the Chief Financial Officer of the Society.
- 3.2.2. The Vice-President Finance shall be a Member entering their Final Year of an undergraduate program in the Faculty in September of their term of office.
- 3.2.3. The Vice-President Finance shall be responsible for the preparation of budgets for approval by the Board of Directors as specified in the Bylaws.
- 3.2.4. In the August following the election of the Vice-President Finance, the Speaker will confirm that the Vice-President Finance is entering their Final Year of an undergraduate program.
- 3.2.5. In accordance with the Not-for-Profit Corporations Act of Ontario and generally accepted accounting principles, the Vice-President Finance shall be responsible for the keeping of all accounting records with respect to all financial and like transactions of the Society.
- 3.2.6. Without derogating from Section 3.2.3, the Vice-President Finance shall be responsible for the maintenance of records of:
  - a. All sums of money received and disbursed by the Society and the matters with respect to which receipt and disbursement took place;
  - b. All sales and purchases of the Society;
  - c. The assets and liabilities of the Society;
  - d. All other transactions affecting the financial position of the Society; and
  - e. Trademarks, copyrights, and other intellectual property.
- 3.2.7. The Vice-President Finance shall be responsible for the security of the financial records, property, and offices of the Society, and overseeing access thereto.
- 3.2.8. The Vice-President Finance shall be responsible for reporting the expenditures of the Society's funds in accordance with the budget approved by the Board of Directors.

### **3.3. Vice-President Communications**

- 3.3.1. In accordance with the provisions of ONCA, the Vice-President Communications shall be responsible for the maintenance of:
  - a. A copy of the articles of incorporation and any supplementary articles issued to the Society;
  - b. All Bylaws, Policies and Special Resolutions of the Society;
  - c. A register of all Members which shall include their names, addresses and phone numbers; and
  - d. All minutes and associated documents.

- 3.3.2. For all purposes of the Not-for-Profit Corporations Act of Ontario or other legislation, the Vice-President Communications shall serve as the Secretary of the Corporation.
- 3.3.3. The Vice-President Communications shall, upon request by a Member, make available to that Member the full and correct version of any document of the Society within ten (10) business days, including: Bylaws, Policies, Special Resolutions, and Minutes and their associated documents.
- 3.3.4. In accordance with the Ontario Corporations Information Act, the Vice-President Communications shall be responsible for:
  - a. Submitting Notices of Change to the Ontario Ministry of Consumer and Business Services within fifteen (15) days of any change in Officer or Director in the Society; and
  - b. Keeping duplicates of these Notices on file in the Society's office.
- 3.3.5. The Vice-President Communications shall provide a full and correct version of the Bylaws and Policies of the Society to the Society's website after any amendment to such documents within thirty (30) days of said amendment or before the following monthly Board of Directors Meeting, whichever should occur first.

### **3.4. Vice-President Academic**

- 3.4.1. The Vice-President Academic shall represent students' interests with regards to their academic and professional development.
- 3.4.2. The Vice-President Academic shall be responsible for maintaining and disseminating information on the academic regulations and procedures of the Faculty and University.
- 3.4.3. The Vice-President Academic shall be responsible for operating and improving academic services that the Engineering Society provides to its students.

### **3.5. Vice-President Student Life**

- 3.5.1. The Vice-President Student Life is responsible for promoting the social and cultural well-being of the Society's members.
- 3.5.2. The Vice-President Student Life shall be responsible for outreach and social activities as specified in the Bylaws.

### **3.6. Signing Officers**

- 3.6.1. The Signing Officers of the Society shall be the President, the Vice-President Finance, the Vice-President Communications, the Vice-President Academic, and the Vice-President Student Life.
- 3.6.2. Any expenditure of the Society's funds requires two (2) signatures of any Signing Officers, one (1) of which must be the President or Vice-President Finance.

### **3.7. Recall**

- 3.7.1. An Officer shall be automatically recalled upon cessation of their membership of the Society.



- 3.7.2. An Officer may only be recalled by a two-thirds vote at a General Meeting called for that purpose.
- 3.7.3. An Officer shall adhere to a standard of conduct that includes the following:
  - a. An Officer shall not be absent from more than 2 regular meetings of the Board of Directors without regrets.
    - i. An Officer shall submit regrets in the same manner as other Board Members, as specified in section 4.7.7
  - b. An Officer shall not be absent from more than three (3) regular meetings of the Board of Directors (except for meetings held for the sole purpose of ratification of election results) over the course of their term.
  - c. An Officer shall not commit offences as defined in Section B1 of the University of Toronto Code of Student Conduct.
- 3.7.4. If an Officer breaches the standard of conduct outlined in Section 3.7.3, the Speaker shall submit a motion at the next regular meeting of the Board of Directors following the breach of conduct to call a General Meeting for the purpose of recalling the Officer. The Officer in question will have the opportunity to defend their breach of conduct at the meeting of the Board of Directors in which the motion is submitted by the Speaker.
- 3.7.5. An Officer's failure to meet the standard of conduct outlined in section 3.7.3 may be neglected if the Officer's circumstances are proven to be extraneous or due to other factors, at the discretion of the Speaker.
  - a. The Speaker shall inform the Board of Directors any time the failure to meet the standard of conduct is neglected.
  - b. A Member of the Board of Directors may request additional information from the Speaker regarding the Speaker's decision to neglect a failure to meet the standard of conduct.
  - c. If any personal information must be disclosed by the Speaker in order to meet the request of a Member of the Board of Directors described in Section 3.7.5b, the Speaker must gain permission from the person whose information will potentially be disclosed.
  - d. If such permission is granted, a motion must be submitted to move the meeting to an in camera session before the Speaker can meet the Member's request. If permission is not granted, the Member's request as described in Section 3.7.5b will not be fulfilled.
- 3.7.6. In all other situations not specified in section 3.7.3, upon a resolution to recall an Officer, the Chief Returning Officer shall hold a General Meeting for the purpose of recalling the Officer.



## CHAPTER 4 - BOARD OF DIRECTORS

### 4.0. General

4.0.1. The business and affairs of the Society shall be managed by a Board of Directors.

### 4.1. Directors of the Board

4.1.1. The Board shall be comprised of all:

- a. The Five (5) Officers of the Engineering Society;
- b. Nine (9) Discipline Representatives as follows:
  - i. Chemical Engineering Representative;
  - ii. Civil Engineering Representative;
  - iii. Two (2) Electrical and Computer Engineering Representatives;
  - iv. Engineering Science Representative;
  - v. Industrial Engineering Representative;
  - vi. Materials Science and Engineering Representative;
  - vii. Mechanical Engineering Representative;
  - viii. Mineral Engineering Representative;
- c. Three (3) Representatives from First Year;
- d. Four (4) At-Large Representatives, representing the Society At-Large; and
- e. One (1) Ex-officio Director appointed by the Student's Administrative Council of the University of Toronto (UTSU) Executive committee (the UTSU Representative).
  - i. The UTSU Representative shall not be subject to the Recall provisions set forth in Section 4.12; and
  - ii. The UTSU Representative shall be entitled to attend and hold a vote at meetings of the Board of Directors.

4.1.2. All Directors of the Board must meet the following criteria when their respective term of office begins, as described in Section 4.2.

- a. Must be at least 18 years of age.
- b. Must not have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property.
- c. Must not have been found to be incapable by any court in Canada or elsewhere.
- d. Must not be bankrupt.

4.1.3. Discipline Representatives are responsible for providing updates and raising concerns, as necessary, between their respective Discipline Clubs and the Board of Directors. The primary contact for the Representative in question will be their respective Discipline Club Chair, unless otherwise determined by the Discipline Club.

### 4.2. Elections and Term of Office

4.2.1. The results of any election held by the Society shall become official when they are ratified by a general resolution of the Board.



- 4.2.2. The Board shall not refuse to ratify the results of an election conducted in accordance with the Bylaws of the Society.
- 4.2.3. Each Board member's term of office shall begin at the adjournment of the April Board of Directors meeting.
  - a. Within 10 days of being elected, each Board Member must sign a written letter attesting their consent to act as a Director of the Society.
- 4.2.4. The term of the First Year Representative position extends until the adjournment of the Board of Directors meeting ratifying the election of their successor.
- 4.2.5. A Member of the Board of Directors may resign from their position at any point during their term by giving formal written notice to the Vice President Communications and Speaker.
  - a. Notwithstanding Section 27 of ONCA, the Society is not required to provide Members with a statement written by a Member of The Board of Directors.
- 4.2.6. No Member of the Society may hold more than one (1) position on the Board of Directors at any given time.
- 4.2.7. If a seat on the Board of Directors is left vacant after the Board of Directors Election Period and prior to the First Year Board of Directors Election Period as defined in Bylaw 3, the Chief Returning Officer shall hold an election in accordance with the relevant sections of Bylaw 3.

#### **4.3. Votes and Quorum**

- 4.3.1. Each Board Member shall have one (1) vote on each motion to be decided by the Board.
- 4.3.2. Quorum of the Board shall be a majority of the members of the Board.

#### **4.4. Indemnity**

- 4.4.1. Every Board Member and their heirs, executors and administrators, and estate and effects, respectively shall be indemnified and saved harmless out of the funds of the Society, from and against:
  - a. All costs, charges and expenses whatsoever that are sustained or incurred by the Board Member in or about any action, suit or proceeding that is brought, commenced and prosecuted against the Board Member for, or in any respect of, any act, deed, matter or thing whatsoever made, done or permitted by the Board Member, in or about the execution of the duties of the Board Member's office; and
  - b. All other costs, charges or expenses that resulted, were sustained or were incurred by the Board Member in, about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the Board Member's own willful neglect or default.

#### **4.5. Board Members' Interest in Contracts**



- 4.5.1. Every Board Member shall follow the provisions of the Ontario Not-for-Profit Corporations Act, Section 41.

#### **4.6. Speaker**

- 4.6.1. The Speaker shall act as Chair of the Board of Directors and shall ensure proper procedure during all meetings of the Board.
- 4.6.2. In the absence of the Speaker, the President shall act as Chair of the Board, except as determined by a majority vote of the Board.
- 4.6.3. The Speaker shall be a non-voting member of the Board of Directors.
- 4.6.4. All decisions of the Speaker may be reversed by a two-thirds majority vote of the Board, except regarding applicable law, the Constitution and Bylaws of the Society from which there is no appeal.
- 4.6.5. In addition to the responsibilities outlined above, the Speaker shall also fulfill the duties specified in Bylaw 2, Section 3.1

#### **4.7. Meetings**

- 4.7.1. The rules contained in Robert's Rules of Order, Twelfth Edition shall govern the Board of Directors, and in which they are not inconsistent with the by-laws or the special rules of order of this society.
- 4.7.2. The Board of Directors shall have regular meetings once a month, except that:
- There shall be no regular meetings in the month of December.
  - There shall be one additional regular meeting in the month of January for the sole purpose of ratifying the results of the Winter Elections (the "Winter Ratification Meeting").
  - There shall be one additional regular meeting in the month of either March or April for the sole purpose of ratifying the results of the Spring Elections (the "Spring Ratification Meeting").
- 4.7.3. Any Member may attend, speak and move, second or amend motions at meetings of the Board of Directors subject to the rules of order.
- 4.7.4. The Speaker shall ensure that an agenda is circulated to all Board members five (5) days before any meeting of the Board.
- 4.7.5. All motions submitted by a Member to the Vice-President Communications or Speaker at least seven (7) days before a meeting of the Board of Directors shall be included on that agenda.
- The Speaker shall edit all motions for correct usage of the English language and clarity;
  - The Speaker shall have the authority to reject any motion that does not comply with the Constitution and Bylaws of the Society or Robert's Rules of Order.
- 4.7.6. Unless its consideration is unanimously approved by the Board, no substantive motion shall be considered other than those on the agenda, or those to clarify motions on the agenda.



- 4.7.7. Board Members who are unable to attend a meeting of the Board of Directors shall send their regrets by notifying the Speaker of their absence through email, or any other means as specified by the Speaker.
  - a. Regrets for a regular meeting of the Board of Directors shall be communicated to the Speaker no less than 72 hours prior to the commencement of the meeting.
  - b. Board Members shall otherwise be deemed absent without regrets for the purpose of recall, except at the discretion of the Speaker.
- 4.7.8. All members participating in the meeting by teleconference or videoconference shall be deemed to be present and in attendance of the meeting.
  - a. Intent to participate in the meeting by the foregoing means shall be communicated to the Speaker no less than twenty-four (24) hours before the start of the meeting.
  - b. Members who have expressed intent to participate in the meeting by remote means, and have taken reasonable steps to do so, but are ultimately prevented from participating due to technical issues, shall not be deemed absent for the purpose of recall, except at the discretion of the Speaker.

#### **4.8. Special Meetings**

- 4.8.1. The Speaker may call a Special Meeting of the Board of Directors with a notice of twenty-four (24) hours provided the purpose of the meeting warrants immediate disposition.
  - a. The President may also call a Special Meeting of the Board of Directors with a notice of twenty-four (24) hours in the absence of the Speaker or if the purpose of the meeting is to recall the Speaker.
- 4.8.2. A Special Meeting of the Board of Directors may also be called by submitting a petition to the Speaker that is signed by at least one-half of all members of the Board.
  - a. The petition must specify the purpose of the meeting and no other business may be conducted at the Special Meeting.
  - b. The Speaker must call a meeting within seven (7) days of receiving a valid petition.

#### **4.9. Notice of Meetings**

- 4.9.1. Notice of meetings of the Board of Directors, which shall also include the agenda for that meeting, shall be given electronically or in writing to every Member by the Vice-President Communications at least five (5) days before the time chosen for such a meeting.
  - a. For Special Meetings of the Board of Directors called with less than five (5) days notice, notice must be provided to every Member within six (6) hours of the meeting being called.
- 4.9.2. Notice is not required for a meeting that continues an adjourned meeting of Directors if the time and place of the continued meeting is announced at the meeting that is

adjourned.

#### **4.10. Minutes**

- 4.10.1. Minutes of all meetings of the Board of Directors shall be the responsibility of the Vice-President Communications and be kept in accordance with the Bylaws.
- 4.10.2. Copies of all Board meeting minutes shall be circulated to all Board members and added to the agenda for the upcoming Board meeting for approval.
- 4.10.3. Minutes shall indicate each voting member's vote on each motion, whether in favour, against, or in abstention.

#### **4.11. Recall**

- 4.11.1. A Member of the Board of Directors shall be automatically recalled upon cessation of their membership of the constituency or constituencies that elected them.
- 4.11.2. A Member of the Board of Directors shall adhere to a standard of conduct that includes the following:
  - a. A Member of the Board of Directors shall not be absent from more than two (2) regular meetings of the Board of Directors without regrets over the course of their term.
  - b. A Member of the Board of Directors shall not be absent from more than three (3) regular meetings of the Board of Directors over the course of their term.
- 4.11.3. If a Member of the Board of Directors breaches the standard of conduct outlined in section 4.11.2, the Speaker shall submit a motion at the next monthly meeting of the Board of Directors following the breach of conduct to call a General Meeting for the purpose of recalling the Member in question. The Member in question will have the opportunity to defend their breach of conduct at the meeting of the Board of Directors in which the motion is submitted by the Speaker.
- 4.11.4. A Member of the Board of Directors' failure to meet the standard of conduct outlined in section 4.11.2 may be neglected if the Member of the Board of Directors' circumstances are proven to be extraneous or due to other factors, at the discretion of the Speaker.
  - a. The Speaker shall inform the Board of Directors any time a failure to meet the standard of conduct is neglected.
  - b. A Member of the Board of Directors may request additional information from the Speaker about the Speaker's decision to neglect a failure to meet the standard of conduct.
  - c. If any personal information must be disclosed in order for the Speaker to meet the request of a Member of the Board of Directors described in section 4.11.4b, the Speaker must gain permission from the person whose information will potentially be disclosed.
  - d. If such permission is granted, a motion must be submitted to move the meeting to an in camera session before the Speaker may meet the Member's request. If

permission is not granted, the Member's request as described in section 4.11.4b will not be fulfilled.

- 4.11.5. In all other situations not specified in section 4.11.2, upon a resolution to recall a Member of the Board of Directors, the Chief Returning Officer shall hold a General Meeting for the purpose of recalling the Member in question in which only the Member's constituency or constituencies are eligible to vote.
- 4.11.6. A Member of the Board of Directors may only be recalled by a simple majority vote at a General Meeting called for the purpose of recalling the Member in question, in which only the Member's constituency or constituencies are eligible to vote.

#### **4.12. Committees**

- 4.12.1. The following shall be considered Standing Committees of the Board:
  - a. The Executive Committee;
  - b. The Finance Committee;
  - c. The Policy and Structures Committee;
  - d. The Academic Advocacy Committee; and
  - e. The Affiliation Committee.
- 4.12.2. The Executive Committee shall consist of the Officers of the Society.
  - a. The President shall serve as the Chair of the Executive Committee.
- 4.12.3. The Finance Committee shall consist of the Vice-President Finance, the Vice-President Student Life and other members as the Board may appoint.
  - a. The Vice-President Finance shall serve as the Chair of the Finance Committee; and
  - b. The Vice-President Finance shall strike the Finance Committee no later than at the May Board of Directors Meeting.
- 4.12.4. The Policy and Structures Committee shall consist of the President, the Vice-President Communications, the CRO (as defined in Bylaw 3), the Speaker of the Board, members of the Board as elected, and appointed members of the Society.
  - a. The Vice-President Communications shall fulfill the role of the Chair until such time as the Committee elects its own Chair.
  - b. The Vice-President Communications shall strike the Policy and Structures Committee no later than at the May Board of Directors Meeting.
  - c. The Policy and Structures Committee will review Bylaw 3 at their August and November meetings.
- 4.12.5. The Academic Advocacy Committee shall consist of the Vice-President Academic, other members of the Board that may be appointed, one representative from each Discipline appointed by Discipline Club Chairs, Faculty Council Standing Committee Representatives, Faculty Council Representatives and appointed members of the Society.
  - a. The Vice-President Academic shall serve as the Chair of the Academic Advocacy Committee; and

- b. The Vice-President Academic shall strike the Academic Advocacy Committee no later than at the May Board of Directors Meeting.
  - c. The Academic Advocacy Committee shall meet prior to each Faculty Council meeting of the Academic Year to discuss the agenda items of the Faculty Council meeting.
- 4.12.6. The Clubs Affiliation Committee shall consist of the Vice-President Student Life, Vice-President Finance, the DTA Director, members of the Board as elected, and appointed members of Society.
  - a. The Vice-President Student Life shall serve as the Chair of the Affiliation Committee;
  - b. The Affiliation Committee shall have the authority to approve Trial Status applications and Full Status Renewal applications without ratification from the Board of Directors; and
  - c. The Vice-President Student Life shall strike the Affiliation Committee no later than at the May Board of Directors Meeting.
- 4.12.7. No resolution of a Standing Committee shall take force until it is ratified by the Board, unless otherwise specified in these bylaws.
- 4.12.8. Notice of meetings of Standing Committees of the Board shall be given electronically or in writing to every member who has expressed interest in meetings of that committee at least three (3) days before the time chosen for such a meeting.

#### **4.13. Conflicts of Interest**

- 4.13.1. The Speaker shall have the authority to bar Board members from voting on a motion where the Member has a conflict of interest.
  - a. Notwithstanding Section 4.6.7, the Speaker shall not bar the UTSU Representative from voting on any matter before the Board of Directors.
- 4.13.2. It shall be out of order for the Board of Directors to vote on motions to approve its own non-essential expenses unless a non-essential expenses quota is approved at a General Meeting of the Society.
  - a. Non-essential expenses include any food or recreational purchases which members of the Board or Council as a whole will have free and exclusive access to.
  - b. A non-essential expenses quota specifies a maximum amount of money which the Board is able to use for non-essential expenses cumulatively until the quota expires.
  - c. An active non-essential expenses quota expires immediately after 365 days from when a quota comes into effect or when a new quota comes into effect.
  - d. Unused funds from an expired quota do not carry over.



## CHAPTER 5 - COUNCIL

### 5.0. General

- 5.0.1. The Council shall be composed of the Board Members, Project Directors, Class Representatives, one (1) representative selected by each Ancillary Organization, Internal Representatives, and Spirit Heads.

### 5.1. Quorum

- 5.1.1. Quorum at a meeting of the Council shall be fifty percent (50%) of voting members present.
- 5.1.2. Proxy votes shall count towards Quorum.



## CHAPTER 6 - EMPLOYEES

### 6.0. General

- 6.0.1. The Society shall employ a Business Manager and such other persons as the Board of Directors may approve.

### 6.1. Specific Employees

- 6.1.1. There shall be a Business Manager who shall be responsible for:
- a. Overseeing the administration of the Society's Head Office;
  - b. Maintaining the day-to-day financial records of the Society; and
  - c. Other duties as may be specified in Bylaws and Policies.

## CHAPTER 7 - AMENDMENTS, BYLAWS, AND POLICIES

### 7.0. General

- 7.0.1. There shall be three levels of documents specifying the organization of the Society;
  - a. Bylaw 1 (Constitution);
  - b. Other Bylaws; and
  - c. Policies.
- 7.0.2. All of the documents contained under each of the levels of documents listed in 7.0.1 must be written using gender neutral pronouns.

### 7.1. Bylaw 1 (The Constitution of the University of Toronto Engineering Society)

- 7.1.1. Bylaw 1 shall specify the fundamental organization of the Society.
- 7.1.2. Bylaw 1 may only be amended by:
  - a. A two-thirds majority vote at a General Meeting; or
  - b. A two-thirds majority vote at a Board of Directors Meeting.

### 7.2. Other Bylaws

- 7.2.1. Other Bylaws shall:
  - a. Provide additional order to the organization specified in Bylaw 1; and/or
  - b. Specify the organization of other areas of the Society.
- 7.2.2. Other Bylaws may only be passed, repealed, or amended by a simple majority of:
  - a. A General Meeting; or
  - b. A meeting of the Board of Directors.

### 7.3. Amendments

- 7.3.1. A bylaw amendment made by the Board of Directors is effective only until the next Annual General Meeting or a General Meeting called for the purpose of its ratification unless confirmed thereat, and in default of confirmation thereat, ceases to have effect at and from that time, and in that case no new bylaw of the same or like substance has any effect until confirmed at a General Meeting. If such approval has not occurred by the next Annual General Meeting the amendment is struck down and neither it nor any substantially similar amendment may be proposed at a meeting of the Board for one year following the date of the Annual General Meeting.

### 7.4. Policies

- 7.4.1. Policies shall:
  - a. Describe details of the functioning of the Society; and
  - b. Provide continuity in the Society.
- 7.4.2. Policies may only be passed, repealed, or amended by a majority vote of:
  - a. A General Meeting;
  - b. A meeting of the Board of Directors; or





- c. A meeting of the Officers.
- 7.4.3. When a policy is passed, repealed, or amended, it shall be noted which governing body of the Society did so (i.e., a General Meeting, Board of Directors, or the Officers).
- 7.4.4. A notice shall be given to the Board of Directors when a policy is repealed, reinstated or amended at a Meeting of the Officers.
- 7.4.5. Policies passed, repealed, or amended at a General Meeting may only be repealed, re-instated, or amended at another General Meeting for a period of one (1) year.
- 7.4.6. Policies passed, repealed, or amended at a meeting of the Board of Directors may only be repealed, re-instated, or amended at another meeting of the Board, or a General Meeting for a period of one (1) year.
- 7.4.7. Policies passed, repealed, or amended at a meeting of the Officers may be repealed, amended, or re-instated at another meeting of the Officers, a Board of Directors meeting, or a General Meeting for a period of one (1) year.
- 7.4.8. One (1) year after a policy has been passed, repealed, or amended; it may again be amended or repealed by anybody outlined in Section 7.3.2