



ESS-AÉG

Engineering Students' Society
Association des Étudiant(e)s en Génie

By-Laws

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BY-LAW NO. 1

A By-Law relating generally to the conduct of the affairs of The Engineering Students' Society of the University of Ottawa

BE IT ENACTED as a By-Law of the Society as follows:

SECTION 1 - GENERAL

1.01 Definitions

In this By-Law and all other By-Laws of the Society, unless the context otherwise requires: a.

- a. "Act" means the Canada Not-for profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Society;
- c. "Board" means the Board of Directors of the Society and "Director means a Member of the Board;
- d. "By-Law" means this By-Law and any other By-Laws of the Society as amended and which are, from time to time, in force and effect;
- e. "meeting of Members" includes an annual meeting of Members or a special meeting of Members; "special meeting of Members" includes a meeting of any class or classes of Members and a special meeting of all Members entitled to vote at an annual meeting of Members;
- f. "ordinary resolution" means a resolution passed by a majority (for example more than 50%) of the eligible votes cast on that resolution;
- g. "proposal" means a proposal submitted by a Member of the Society that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- h. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
- i. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the eligible votes cast on that resolution;
- j. "Faculty" means the Faculty of Engineering at the University of Ottawa;
- k. "University" means the University of Ottawa;
- l. "Society" means Engineering Students' Society of the University of Ottawa;
- and
- m. "Officers" means both Executives and Managers.

1.02 Interpretation

In the interpretation of this By-Law and all other By-Laws, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these By-Laws.

1.03 Corporate Seal

The Society may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Vice President of Internal Affairs of the Society shall be the custodian of the corporate seal.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Society may be signed any two (2) of the signing authorities as defined by the Policy and Procedure Manual. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing authority may certify a copy of an instrument, resolution, By-Law or other document of the Society to be a true copy thereof.

1.05 Financial Year End

The financial year end of the Society shall be April 30 of each year.

1.06 Banking Arrangements

The banking business of the Society shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Society and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

1.07 Annual Financial Statements

The Society may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Society and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

1.08 Amendments

All amendments to this By-Law, or any other By-Law of the Society, as well as all policy of the Society, must be submitted to the President of the Society and distributed to the Board of Directors at a minimum of fourteen (14) days before the meeting of the Board at which the vote for amendments shall occur. The amendments shall be passed at the meeting of the Board by special resolution. The amendments approved by the Board shall then be distributed to the Members at a minimum of fourteen (14) days before the meeting of Members at which the vote for amendment shall occur. The amendment shall be passed at the meeting of Members by special resolution.

SECTION 2 - MEMBERSHIP - MATTERS REQUIRING SPECIAL RESOLUTION

2.01 Membership Conditions

Subject to the articles, there shall be three classes of Members in the Society, namely, Active Members, Associate Members and Honorary Members. The Board of Directors of the Society may, by resolution, approve the admission of the Members of the Society. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of Membership shall apply:

Active Members

- a. Active voting Membership shall be available only to undergraduate students in the faculty who have paid their Membership dues in full.
- b. The term of Membership of an Active Member shall be annual, subject to renewal in accordance with the policies of the Society.
- c. As set out in the articles, each Active voting Member is entitled to receive notice of, attend and vote at all meetings of Members and each such Active voting Member shall be entitled to one (1) vote at such meetings.

Associate Members

- a. Associate non-voting Membership shall be available only to undergraduate students who have applied and have been accepted for Associate Membership in the Society.
 - i. An Associate Member can pay fees equal to ESS Membership fees in order to become an Active Member
- b. The term of Membership of an Associate non-voting Member shall be annual, subject to renewal in accordance with the Policies of the Society.
- c. Subject to the Act and the articles, an Associate non-voting Member shall not be entitled to receive notice of, attend or vote at meetings of the Members of the Society. **Honorary**

Members

- a. Honorary non-voting Membership shall be available only to Members who have provided outstanding services to the Society and have been accepted for Honorary non-voting Membership in the Society by special resolution in a meeting of Members.
- b. The term of Membership of a Honorary non-voting Member shall be life. c. Subject to the Act and the articles, a Honorary non-voting Member shall not be entitled to receive notice or vote at, but shall be entitled to attend meetings of the Members of the Society.

2.02 Notice of Meeting of Members

Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each Member entitled to vote at the meeting, a minimum of 15 business days to a maximum of 35 business days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, a minimum of 15 business days to maximum 35 business days before the day on which the meeting is to be held.

2.03 Absentee Voting by Mail Ballot

Pursuant to section 171(1) (Absentee Voting) of the Act, a Member entitled to vote at a meeting of Members may vote by mailed-in ballot if the Society has a system that: a. enables the votes to be gathered in a manner that permits their subsequent verification, and

- b. permits the tallied votes to be presented to the Society without it being possible for the Society to identify how each Member voted.

SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.01 Membership Dues

Membership dues shall be paid through the amount of money allocated to the Society by the University of Ottawa's Student Union. Thus, once tuition is paid in full, Membership dues are paid in full.

3.02 Termination of Membership

A Membership in the Society is terminated when:

- a. the Member dies, or, in the case of a Member that is a corporation, the corporation is dissolved;
- b. a Member fails to maintain any qualifications for Membership described in Section 2.01 of these By-Laws;
- c. the Member resigns by delivering a written resignation to the vice president of administration of the Society in which case such resignation shall be effective on the date received;
- d. the Member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or By-Laws;
- e. the Member's term of Membership expires; or
- f. the Society is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of Membership, the rights of the Member, including any rights in the property of the Society, automatically cease to exist. Upon termination of Membership, the Society shall not refund any Membership fees that have already been paid by the terminated Member.

3.03 Discipline of Members

The Board shall have authority to suspend or expel any Member from the Society for any one or more of the following grounds:

- a. violating any provision of the articles, By-Laws, or written policies of the Society;
- b. carrying out any conduct which may be detrimental to the Society as determined by the Board in its sole discretion;
- c. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Society.

In the event that the Board determines that a Member should be expelled or suspended from Membership in the Society, the president, or such other Officer as may be designated by the Board, shall provide fifteen (15) business days notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, or such other Officer as may be designated by the Board, in response to the notice within a fifteen (15) business days period. In the event that no written

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submissions are received by the President, the President, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from Membership in the Society. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision after the next meeting of the Board including a special meeting of the Board. The Board's decision shall be final and binding on the Member, without any further right of appeal.

SECTION 4 - MEETINGS OF MEMBERS

4.01 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be those entitled to vote as stated in section 2.01, at the meeting, the Directors and the public accountant of the corporation and such other persons who are entitled or required under any provision of the Act, articles or By-Laws of the Society to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or by resolution of the Members.

4.02 Chair of the Meeting

In the event that the Chair of the Board and the President of the Society are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.03 Quorum

Quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be 1% of the Members entitled to vote at the meeting. (If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if quorum is not present throughout the meeting).

4.04 Votes to Govern

At any meeting of Members every question shall, unless otherwise provided by the articles or By-Laws or by the Act, be determined by a majority of the eligible votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the president of the meeting shall have a casting vote.

SECTION 5 - DIRECTORS

5.01 Election and Term

Subject to the articles, unless otherwise stated in this By-Law or any other By-Law of the Society, the Members will elect the Directors at a meeting of the Board and at each succeeding meeting at which an election of Directors is required. All Directors, excluding those who hold office shall, subject to the authority of the Board, have a term ending on August 31 of each year.

5.02 Appointment

Subject to the articles, if the maximum number of Directors has not been elected, the Board of Directors can appoint Directors to the vacant Director positions, at meetings of the Board. Pursuant to subsection 128(8) (Appointment of Directors) of the Act, the total number of Directors so appointed may not exceed one third of the number of Directors elected at the first meeting of the Board.

SECTION 6 - MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the Board may be called by the Chair of the Board, the President of the Society or any two (2) Directors at any time.

6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given to every Director of the Society not less than 7 days before the time when the meeting is to be held by one of the following methods:

- a. delivered personally to the latest address as shown in the last notice that was sent by the Society in accordance with section 128 (Notice of Directors) or 134 (Notice of change of Directors);
- b. mailed by prepaid ordinary mail to the Director's address as set out in (a); c. by telephonic, electronic or other communication facility at the Director's recorded address for the purpose; or
- d. by an electronic document in accordance with Part 17 of the Act.

Notice of a meeting shall not be necessary if all of the Directors are present, and none object to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-Law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of the Board shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.03 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.04 Quorum

Quorum at any meeting of the Board shall be 50% of the Directors, plus one (1), entitled to vote at the meeting. If a quorum is present at the opening of a meeting of the Board, the Directors present may proceed with the business of the meeting even if quorum is not present throughout the meeting.

6.05 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the eligible votes cast on the question. In case of an equality of eligible votes, the President of the Society shall have a casting vote.

6.06 Committees

The Board may from time to time appoint any Committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such responsibilities as the Board shall see fit. Any such Committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of Directors.

SECTION 7 - OFFICERS

7.01 Description of Officers

Unless otherwise specified by the Board which may, subject to the Act modify, restrict or supplement such duties and responsibilities, the offices of the Society, if designated and if Executives are appointed, shall have the following duties and responsibilities associated with their positions:

a. Chair of the Board

- The Chair of the Board, if any, shall when present, preside at all meetings of the Board and of the Members. The Chair shall have such other duties and responsibilities as the Board may specify.

b. President

- If elected, the President shall be the Chief Executive Officer of the Society, an Executive, a Director, and shall be responsible for implementing the strategic plans and policies of the Society. If the Chair of the Board is absent, or is unable or refuses to act, the President, if any, shall, when present, preside at all meetings of the Board of Directors and of the Members. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Society.

c. Vice President of External Affairs

- If elected, the Vice President of External Affairs shall be the Chief External Officer of the Society, an Executive, a Director and shall be responsible for reporting on, and maintaining relationships with external entities to the Society. The Vice President of External Affairs shall, subject to the authority of the Board, have general supervisions of the Society's participation in external affairs.

- d. Vice President of Financial Affairs
- If elected, the Vice President of Financial Affairs shall be the Chief Financial Officer of the Society, an Executive, a Director and shall be responsible for implementing the financial plans and policies of the Society. The Vice President of Financial Affairs shall, subject to the authority of the Board, have general supervision of the finances of the Society.

e. Vice President of Internal Affairs

- If elected, the Vice President of Internal Affairs shall be the Chief Internal Officer of the Society, an Executive, a Director and shall be responsible for maintaining the relationships between of the Society and other engineering student groups, as well as as run the University of Ottawa Engineering Competition and all subsequent competitions. The Vice President of Internal Affairs shall, subject to the authority of the Board, have general supervision of the internal affairs of the Society.

f. Vice President of Academic Affairs

- If elected, the Vice President of Academic Affairs shall be an Executive, Director, and responsible for maintaining academic relations with the Faculty and the University. The Vice President of Academic Affairs shall, subject to the authority of the Board, have general supervision of academic affairs conducted by the Society.

g. Vice President of Communications

- If elected, the Vice President of Communications shall be an Executive, Director, and subject to the authority of the Board, have general supervision of all marketing and promotional activities of the Society.

h. Vice President of Services

- If elected, the Vice President of Services shall be an Executive, Director, and subject to the authority of the Board, have general supervision of all services provided by the Society.

i. Vice President of Philanthropic Affairs

- If elected, the Vice President of Services shall be an Executive, Director, and be responsible for organizing all philanthropic events for the Society. The Vice President of Philanthropic shall, subject to the authority of the Board, have general supervision of philanthropic events, specifically with respect to the University and the Society.

j. Vice President of Social Affairs

- If elected, the Vice President of Social Affairs shall be an Executive, Director, and subject to the authority of the Board, have general supervision of all social events of the Society.

7.02 Election and Beginning of Term

The Members of the Society shall elect the Executives of the Society. All offices, subject to the authority of the Board, shall begin their term on May 1st.

7.03 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove with cause, any Executive of the Society by special resolution. Unless so removed, an Executive shall hold office until the earlier of:

- a. April 30;
- b. the Executive's resignation;
- c. such Executive ceasing to be a Director (if a necessary qualification of appointment); or
- d. such Executive's death.
- e. if the office of any Executive of the Society shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy, until a By-Election can be held.

SECTION 8 - SUB-ASSOCIATIONS

8.01 Application for Sub-Association Status

Any Association whose specific interest is to represent the students in one or more programs of study of an engineering discipline within the faculty can apply for Sub-Association status. An application for Sub-Association status must be submitted to the President of the Society and distributed to all Members at minimum of twenty-one (21) days before the meeting of the Board at which the vote for Sub-Association status shall occur. Sub-Association status shall be passed by resolution at the soonest possible meeting of the Board and special resolution at the next meeting of members.

8.02 Compatibility of Sub-Associations

Only one Association may hold Sub-Association status for a specific program of study. If Sub Associations status is being requested for a specific program of study which is already acquired, the requester shall obtain signatures from 10% of the Members from the program of study being contested.

SECTION 9 - NOTICES

9.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of Members or a meeting of the Board, pursuant to the Act, the Articles, the By-Laws or otherwise to a Member, Director, Executive or Member of a committee of the Board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Society or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Society in accordance with section 128 (Notice of Directors or 134 (Notice of change of Directors); or
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for the purpose; or

d. if provided in the form of an electronic document in accordance with Part 17 of the Act. 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 given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Vice President of Communications may change or cause to be changed the recorded address of any Member, Director, Executive, public accountant or Member of a Committee of the Board in accordance with any information believed by the Vice President of Communications to be reliable. The declaration by the Vice President of Communications that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Executive of the Society to any notice or other document to be given by the corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

9.02 Invalidity of any Provisions of this By-Law

The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law.

9.03 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Executive, Member of a Committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Society has provided notice in accordance with the By-Laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 10 - DISPUTE RESOLUTION

10.01 Mediation and Arbitration

Disputes or controversies among Members, Directors, Officers, Committee Members, or volunteers of the Society are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.02 of this By-Law.

10.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among Members, Directors, Officers, Committee Members or volunteers of the Society arising out of or related to the articles or By-Laws, or out of any aspect of the operations of the Society is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the Members, Directors, Officers, committee Members, employees or volunteers of the Society as set out in the articles, By-Laws or the Act, and as an alternative to such person instituting a lawsuit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the Society) appoints one mediator and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the Provincial or Territorial legislation governing domestic arbitration in force in the Province or Territory where the registered office of the Society is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- d. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

SECTION 11 - EFFECTIVE DATE

11.01 Effective Date

Subject to matters requiring a special resolution, this By-Law shall be effective when made by the Board.

CERTIFIED to be the By-Law No. 1 of the Society, as enacted by the Directors of the Society by special resolution on the 6 day of March, 2016 and confirmed by the Members of the Society by special resolution on the 3 day of April, 2016.

Dated as of the 6 day of March, 2016.

Nicholas Burgel

Amended by the Board and Members on the 2nd of April 2017

Chloe Hayes

Amended and confirmed by the Directors of the Society by special resolution on the 31st day of March, 2019.

Dated as of the 10th day of March, 2019.

Barber, Devon

Davies, Travis

Maloney, Liam

Roche, Liam

Amended by the Board and Members on the 28th of April 2021

Scott Fulton

Alexis McCreath-Frangakis

Liam Roche

Julian Ward

Reese Wunsche

Antonia Zupu