

FEDERATION OF STUDENTS

By-Laws

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Article I. Interpretation

Section 1.01 Definitions

- (a) For the purpose of these by-laws and all other by-laws of the Federation of Students, unless the context requires otherwise, the following shall mean:
1. Board of Directors: the body whose purpose is to define high-level strategic direction, approve and monitor the Annual Action Plan, and supervise the management of the affairs of the Corporation;
 2. Business Day: a day in which the Corporation's Head Office is open;
 3. Clubs: those student groups gathered together with the intent of fulfilling a specific mandate, that have completed the sanctioning process outlined in the procedures officially recognized by the Federation of Students, and have been formally recognized by the Federation of Students;
 4. Commercial Services: those revenue generating operations provided by the Corporation to its membership;
 5. Commissions: those groups of one or more volunteers who undertake specific projects under the supervision of an Executive;
 6. Committees: those bodies struck by either the Board of Directors or Students' Council to fulfill a specific mandate in a finite period of time;
 7. Councillor: a voting member of Students' Council of the Corporation;
 8. Director: a voting member of the Board of Directors of the Corporation;
 9. Executive: the President and Vice-Presidents of the Corporation;
 10. Federation of Students: the corporation of the Federation of Students, University of Waterloo, in the City of Waterloo, in the Province of Ontario;
 11. General Meeting: a meeting of the members of the Corporation which may be the annual meeting of the Corporation for purposes of the Act, or any other meeting of the members;
 12. Policy: a document setting out the beliefs of the Corporation;
 13. President: the Chief Executive Officer of the Corporation;
 14. Procedure: a document defining governing and operational rules of the Corporation, including special rules of order;
 15. Referendum: a vote in which voting members of the Corporation are asked to accept, reject, or decide between particular proposals;
 16. Services: those non-revenue generating operations provided by the Corporation to its membership;
 17. Society: those student groups recognized by the Board of Directors that officially represent the interests of undergraduate students within, and to, their faculty, the university, and community at large;
 18. Standing Committees: those bodies struck by either the Board of Directors or Students' Council whose mandate is continuous;

19. Student: a full- or part-time undergraduate student of the University of Waterloo;
20. Students' Council: the body whose purpose is to determine the common interests of students on all issues relating to post-secondary education and to determine the policies of the Corporation;
21. The Act: the statute of Ontario governing the incorporation of the Federation: the Corporations Act; the Not-for-Profit Corporations Act, 2010; or a successor thereto, as applicable;
22. The Corporation: the corporation of the Federation of Students, University of Waterloo, in the City of Waterloo, in the Province of Ontario;
23. University of Waterloo: the academic institution and the corporation of the University of Waterloo, and all campuses thereof, in the Province of Ontario; and
24. Year: from May 1 to April 30.

Section 1.02 Language

- (a) Words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

Section 1.03 Parliamentary Authority

- (a) The rules contained in the current edition of *Robert's Rules of Order* shall govern the Corporation in all cases to which they are applicable and in which they are consistent with the law, the by-laws, and any special rules of order the Corporation may adopt.

Section 1.04 Order of Governance

- (a) The By-Laws apply to all transactions and affairs of the Corporation.
- (b) The transactions and affairs of the Corporation shall be governed in order of precedence by:
 1. The Act;
 2. The Letters Patent;
 3. The By-Laws;
 4. The Policies;
 5. The Procedures; and
 6. The Long-Range Plan.
- (c) In the event of a conflict between these documents, the document with higher precedence shall be the authority.

Article II. The Corporation

Section 2.01 Corporate Mandate

(a) The Corporate Mandate, as defined in the Letters Patent, includes:

1. To promote the welfare and interests of the Students of the University of Waterloo in all matters respecting their common interests;
2. To act as the representatives of the students;
3. To promote and maintain responsible student government;
4. To promote and coordinate student participation in athletic, cultural, and social activities; and
5. To promote and maintain communication between the student body and the duly elected and appointed authorities of the University of Waterloo.

Section 2.02 Strategic Vision

(a) The Board of Directors shall enact a Long-Range Plan to stand as a reference document for the Corporation when strategic decisions need to be made and to provide strategic direction for all facets of the Corporation. The Board shall ensure that the Corporation maintains this plan and ensure it reflects the current status of the Corporation. The Long-Range Plan shall be updated every three to five (3–5) years.

Section 2.03 Head Office

(a) The Head Office of the Corporation shall be in the City of Waterloo, in the Province of Ontario, and at such place therein as the Board of Directors may determine.

Article III. Membership

Section 3.01 Full Membership

(a) The full membership of the Corporation shall consist of:

1. Each undergraduate student currently registered at the University of Waterloo;
2. Each undergraduate student currently engaged in a co-operative work term;
3. Each person who was an undergraduate student in the previous term who has not withdrawn or graduated; and
4. The Executive of the Corporation.

(b) Notwithstanding the above, an individual excused from membership as per Article IV Dues is not a full member.

(c) Full members may:

1. Vote in elections, referenda, and general meetings of the Corporation;
2. Sign petitions of the Corporation;
3. Nominate a candidate for election to the position of Councillor, Director, or Executive of the Corporation;
4. Stand as a candidate for, or hold the position of Councillor, Director, or Executive of the Corporation; and
5. Sit on any committee of the Corporation.

(d) Full members enjoy the rights and privileges of social membership.

Section 3.02 Full-time Staff Membership

(a) The full-time staff membership of the Corporation shall consist of:

1. All salaried employees of the Corporation who are hired to work a minimum of 35 hours/week for at least 12 months.

(b) Full-time staff may, unless otherwise specified in the procedures or by-laws of the corporation:

1. Vote in elections, referenda, and general meetings of the Corporation;
2. Sign petitions of the Corporation; and
3. Nominate a candidate for election to the position of Director, Councillor, or Executive of the Corporation.

(c) Full-time staff shall enjoy the rights and privileges of social membership.

Section 3.03 Honorary Membership

(a) The honorary membership in the Corporation shall consist of:

1. Each individual or group awarded honorary membership by a two-thirds vote of a General Meeting in recognition of outstanding service to the Corporation and/or the University of Waterloo.

(b) An honorary membership is valid for the life of the Corporation. Honorary members shall enjoy the rights and privileges of social membership.

(c) Honorary Members are not members for the purposes of the Act.

Section 3.04 Social Membership

(a) The social membership of the Corporation may consist of:

1. Each student currently registered at the University of Waterloo;
2. Each Faculty member currently registered at the University of Waterloo;

3. Each Staff member of the Corporation;
 4. Each Staff member of the University of Waterloo;
 5. All alumnus of the University of Waterloo; and
 6. All past Executive of the Corporation.
- (b) Social members must have paid the Federation of Students fee to the Corporation.
- (c) Social members may:
1. Participate in the social activities of the corporation;
 2. Join Clubs recognized by the Corporation; and
 3. Use or volunteer with Services or Commissions of the Corporation.
- (d) Social Members are not members for the purposes of the Act.

Article IV. Dues

Section 4.01 Procedure

- (a) The Corporation shall enter into agreement with the University of Waterloo, in order that a Federation of Students' fee may be collected by the University from each student, at the time of registration each academic term, and that these fees may be awarded to the Corporation on a fee-per-student basis at the beginning of each academic term. The fee assessed to part-time students shall be 30% of that assessed to full-time students.
- (b) Payment of the Federation of Students fee is compulsory, but a student of the University of Waterloo, who for reasons of conscience, does not wish to be a member of the Corporation may signify this in writing to the Board of Directors and shall cease to be a member of the Corporation upon receipt of this notice by the Board of Directors. The fee, however, is non-refundable.
- (c) Changes to the Federation of Students fee levied to students by the Federation of Students shall be subject to ratification at a general meeting of the corporation. Annual increases of a percentage increment equal to or less than the increase in the Consumer Price Index for Canada (according to statistics Canada for the calendar year immediately previous) and other changes appearing in the orders of business for the general meeting shall be ratified independently. All changes to fees shall take effect for the academic term starting nearest to September 1, unless permission is sought from and granted by the University Of Waterloo Board of Governors or the Vice-President, Operations & Finance, or equivalent of the University of Waterloo.

Article V. General Meetings

Section 5.01 Timing

- (a) The annual meeting of the members shall be held at the head office of the Corporation, or elsewhere in Waterloo, as the Board of Directors may determine, during the month of October. The financial statement and the report of the auditor shall be presented at the annual general meeting.
- (b) A General Meeting shall be held at the head office of the Corporation, or elsewhere in Waterloo, as the Board of Directors may determine, during the month of March. The names of the Executives-elect and Directors-elect shall be presented for ratification.

Section 5.02 Procedure

- (a) At any time a General Meeting may be called by any one of the following:
 - 1. Fourteen hundred and fifty (1450) or five percent (5%), whichever is fewer, voting members of the Corporation, by requisition;
 - 2. The Board of Directors;
 - 3. The President; or
 - 4. Students' Council.
- (b) In the case of a meeting called by requisition, the requisition for the meeting shall state the general nature of the business to be presented at the meeting and shall be signed by the requisitioners. The Board shall call a General Meeting within twenty-one (21) days from the date of the deposit of the requisition at the head office of the Corporation. If allowed by the Act the Board may refuse to call a General Meeting.
- (c) A General Meeting must be held in a venue that does not restrict access to the full members of the Corporation.

Section 5.03 Notice

- (a) Initial notice of a General Meeting must be given no more than forty-five (45) days before the meeting and include some form of public communication, such as the front page of the Corporation's website or an ad in the official student newspaper. The initial notice shall include all information required to be in the notice of a meeting, except a list of business to be transacted, and shall specify a deadline for the submission of proposals for consideration at the meeting at least five (5) Business Days after the initial notice is given.
- (b) After the Board has determined the business to be transacted at the meeting, a second notice shall be circulated to members by the same means as the initial notice, listing the business to be transacted. This second notice shall be given no fewer than ten (10) Business Days before the meeting.

- (c) Business to be transacted may be required by the Act to be included in the notice of the meeting.

Section 5.04 Proposals

- (a) The Corporation must include in the second notice any proposal submitted to it by a member before the deadline given in the initial notice, unless:
 - 1. It clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the corporation or its directors, officers, members or debt obligation holders; or
 - 2. It clearly appears that the proposal does not relate in a significant way to the activities or affairs of the corporation; or
 - 3. Substantially the same proposal was submitted to members in a notice of a meeting of the members held not more than one (1) year before the receipt of the proposal and the proposal was defeated; or
 - 4. The rights conferred by this section are being abused to secure publicity.

Section 5.05 Quorum of Members

- (a) A quorum for the transaction of business at any meeting of members shall consist of at least fifty (50) voting members present in person or represented by proxy.

Section 5.06 Voting of Members

- (a) Each voting member of the Corporation shall at all meetings be entitled to one (1) vote.
- (b) Voting members may vote by proxy in accordance with the Act. The proxy shall contain the signatures and student identification number, if applicable, of the member and of the proxy-holder and shall be open to examination by any member of the Corporation. No one may hold more than one (1) proxy.
- (c) Voting on Directors, when necessary, shall be conducted by secret ballot, unless there are no more nominees than available positions.

Article VI. Referenda

Section 6.01 Referendum for Recall

- (a) A referendum for recall of an Executive, Director, or Student Councillor may be initiated only by a requisition signed by at least ten percent (10%) of the voting members of the respective constituency, specifying a specific Executive, Director, or Student Councillor to recall.
- (b) A referendum for recall does not pass unless the number of votes in favour of the referendum is at least the number of votes cast for that Executive, Director, or Student Councillor in the most recent election, the rest of these by-laws notwithstanding. The wording of the referendum question shall

be "Should [Name] be removed from the office of [Office]?" Upon the adoption of a referendum for recall, the Executive, Director, or Student Councillor is removed from office.

Section 6.02 Initiation

- (a) A Referendum for any other purpose connected with the affairs of the Corporation may only be called by:
 - 1. Fourteen hundred and fifty (1450) or five percent (5%), whichever is fewer, voting members of the Corporation, by requisition;
 - 2. A General Meeting;
 - 3. Students' Council;
 - 4. The President; or
 - 5. The Board of Directors.

Section 6.03 Notice

- (a) Notice of a Referendum must include some form of public communication, such as the front page of the Corporation's website or an ad in the official student newspaper. The notice of the Referendum shall include the exact wording of the question being decided along with instructions on how to cast a vote. Notice must be given at minimum fifteen (15) Business Days before the voting begins.

Section 6.04 Procedure

- (a) The requisition or resolution for the Referendum shall state the exact wording of the question to be answered on the referendum. In the event that multiple requisitions or resolutions are received pertaining to the same matter, the President shall consult with the initiators and decide on a question or series of questions providing a clear choice between differing alternatives.
- (b) Council shall establish other aspects of the referendum procedure not contradictory to the bylaws.
- (c) The Corporation shall only bring forward Referendums for ratification if a majority of votes cast for the option that received the most votes is at least seven percent (7%) of the voting members of the Corporation.
- (d) The results of the Referendum shall be binding on the Corporation, upon ratification at a General Meeting.

Article VII. Requisitions

Section 7.01 Procedure

- (a) No requisition for a Referendum shall be accepted if a Referendum pertaining to the same item of business has been held within ninety (90) days.

- (b) The Corporate Secretary shall verify the validity of the requisition and of each signature, and shall rule on the validity of the requisition.
- (c) If requests are received at the same time for more than one kind of decision-making procedure pertaining to the same item of business, a petition for a general meeting shall take precedence over a requisition for a referendum.

Article VIII. Board of Directors

Section 8.01 Purpose of the Board

- (a) The purpose of the Board of Directors is to define high-level strategic direction, approve and monitor the Annual Action Plan, and supervise the management of the affairs of the Corporation.

Section 8.02 Membership of the Board

- (a) The Board of Directors shall be comprised of eleven (11) voting Directors, who shall not be the Executive. The composition of these members shall be:
 - 1. Five (5) students-at-large;
 - 2. One (1) Faculty of Applied Health Sciences student;
 - 3. One (1) Faculty of Arts student;
 - 4. One (1) Faculty of Engineering student;
 - 5. One (1) Faculty of Environment student;
 - 6. One (1) Faculty of Mathematics student; and
 - 7. One (1) Faculty of Science student.
- (b) No individual may hold multiple voting seats on the Board.
- (c) Each Director, regardless of the faculty or students they represent, shall always act in the best interests of the Corporation, and, by extension, the students it represents.
- (d) Each Director at the time of their appointment and throughout their term of office must be a full member of the Corporation. Directors must be at least eighteen (18) years of age and not bankrupt, as The Act.
- (e) Directors' seats shall be elected, in accordance with Article XIII Elections.
- (f) The President shall have speaking rights on Board.
- (g) The Chair of the Board shall be chosen from the voting members of the Board, by the Board.
- (h) The secretary of the Board shall normally be the Corporate Secretary, however, the Board may appoint a Director in their stead.

- (i) In the absence of the Chair or secretary, the Board may temporarily appoint another Director in their stead.

Section 8.03 Term of Office of Directors

- (a) Each Director shall hold office for one (1) year or until their successor is duly elected.

Section 8.04 Quorum of the Board

- (a) Quorum shall be a majority of the voting members of the Board.

Section 8.05 Meetings of the Board

- (a) Regular meetings of the Board shall occur at least monthly at a date, time, and place determined by the Board. One (1) weeks' notice shall be required for regular meetings. Notice of all Board meetings shall be made public.
- (b) Minutes of the all public sessions of Board shall be made public.
- (c) A special meeting of the Board may be called, with twenty-four (24) hours' notice, by:
 - 1. Any four (4) voting members of the Board;
 - 2. The Chair of the Board; or
 - 3. The President.
- (d) A meeting may be held without notice if every absent Director provides a written waiver of notice for the meeting.
- (e) Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may determine. Unless authorized in advance by the Board, no special meeting may be held outside of a University of Waterloo Campus.

Section 8.06 Confidential Sessions of the Board

- (a) Meetings of the Board of Directors shall normally be open to the public. The Board of Directors may hold confidential sessions as a part of their meetings for legal, contractual, or human resource issues, by a majority vote. Any other issues, which if disclosed, could compromise or adversely affect the Corporation, require a two-thirds (2/3) majority vote.
- (b) The motion to enter confidential session shall be included in the non-confidential minutes, and a reference to the type of issues discussed shall be included as part of the motion.
- (c) Any person whose presence is determined to be necessary by the Board of Directors may also be permitted to attend a confidential session. The presence of the President and the Corporate Secretary is presumed necessary, unless the Board passes a resolution specifying otherwise.

Section 8.07 Powers of the Board

- (a) The Board of Directors of the Corporation shall manage the affairs of the Corporation and shall 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 charter or otherwise authorized to exercise and do.
- (b) Without in any way derogating from the foregoing, the Board of Directors is expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings, and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation for such consideration and upon such terms and condition as they may deem advisable.
- (c) The Board of Directors shall:
 - 1. Enforce and monitor the Long-Range Plan;
 - 2. Approve the Annual Action Plan;
 - 3. Oversee the President in the performance of their job;
 - 4. Review the finances of the Corporation, or appoint an auditor in their stead, and approve its annual budgets;
 - 5. Approve all changes and any new job descriptions of the Corporation; and
 - 6. Determine the date for the October and March General Meetings of the Corporation.
- (d) The Board of Directors may:
 - 1. Form committees, as required for the conduct of its business, of which it may appoint any members of the Corporation to sit on;
 - 2. Develop and adjust the Long-Range Plan, as necessary;
 - 3. Delegate authority, except those powers that cannot be delegated under The Act, to Students' Council or its committees, or to any employee of the Corporation; and
 - 4. Strip any and all powers, authorities, or privileges, with cause, of any Officer or Executive of the Corporation, except those powers that cannot be removed under The Act. Only powers, authorities, or privileges granted by the position may be stripped.

Section 8.08 Duties of Directors

- (a) Directors shall, in addition to what is otherwise set out in the by-laws, the policies, and the procedures of the Corporation, or in the Act:
 - 1. Familiarize themselves with the by-laws of the Corporation, the board procedures, the Act, and the Long-Range Plan;
 - 2. Attend all Board meetings;
 - 3. Attend all General Meetings of the Corporation;

4. Actively participate in decisions and strategy development; and
 5. Conduct and report on consultation efforts, and the results thereof.
- (b) The Secretary of the Board must maintain all documentation of Board minutes and agendas.
- (c) The Chair of the Board must fulfill all duties as outlined in Section 10.05 Chair of the Board.

Section 8.09 Removal of Directors

- (a) For the purposes of this section, meetings shall mean any meeting of the body or any General Meetings.
- (b) A Director who is absent for multiple meetings per academic term may be removed from their seat upon adoption of a motion to that effect by the Board of Directors, if they meet any of the following conditions:
1. Absent for two (2) or more meetings without being excused; or
 2. Absent for four (4) or more meetings, both excused and unexcused absences, where:
 - (i) Travel costs could have been paid for by the Federation of Students; or
 - (ii) The councillor currently resides in the Waterloo Region.
- (c) Directors arriving to a meeting more than 30 minutes late will be considered absent for that meeting.
- (d) Directors must request an excused absence from the Chair before each meeting for which they desire to be excused, except under extenuating circumstances. Excused absences can be sought for late attendance or early departure from a meeting. The determination of excusal is at the discretion of the Chair, in conformance with the By-laws, Policies, and Procedures of the Corporation.
- (e) A Director shall be permitted to debate a motion to remove them from their seat brought under this subsection. Should such a motion to remove a Director be defeated, it may not be renewed at a future meeting of the Board of Directors unless that Director is absent from a subsequent meeting of the Board of Directors. These rules are not suspendable.

Section 8.10 Remuneration of Directors

- (a) Directors, with the exclusion of the Chair of the Board, shall not receive monetary remuneration, excluding discounts at any Federation of Students operation, for serving as such, though they may receive such remuneration for serving as officers or employees in other capacities.

Article IX. Students' Council

Section 9.01 Purpose of Students' Council

- (a) The purpose of Students' Council is to determine the common interests of students on all issues relating to post-secondary education and to determine the policies of the Corporation.

Section 9.02 Membership of Students' Council

- (a) Voting members shall include a number of elected representatives. The elected representatives shall each represent a constituency and must be full members of the corporation belonging to that constituency. No individual may hold multiple seats on Council.
- (b) Non-voting members shall be:
1. The Executive of the Corporation;
 2. The Speaker of Students' Council;
 3. The Secretary of Students' Council;
 4. Presidents of Societies which are recognized as Constituency, Federated and Affiliated College, or University Councils or their representatives, unless elected members;
 5. Chairpersons of Committees of Council who are not members of Council;
 6. Federation of Students Commissioners;
 7. Past Presidents of the Corporation; and
 8. Such employees as determined by the Board of Directors.

Section 9.03 Constituencies of Students' Council

- (a) The constituencies of Students' Council will be:
1. Faculty of Applied Health Sciences, 2 seats;
 2. Faculty of Arts, 5 seats;
 3. Faculty of Engineering, 6 seats;
 4. Faculty of Environment, 2 seats;
 5. Faculty of Mathematics, 5 seats;
 6. Faculty of Science, 4 seats;
 7. Cambridge Campus, 1 seat;
 8. Kitchener Campus, 1 seat;
 9. Renison University, 1 seat; and
 10. St. Jerome's University, 1 seat.

- (b) The number of seats per constituency is allotted by the formula prescribed in Section 9.04 Seat Allocations of Students' Council. The members of each constituency shall elect Councillors to their seats, in accordance with Article XIII Elections.

Section 9.04 Seat Allocations of Students' Council

- (a) The composition of Students' Council shall be reviewed before the end of the fall term every four (4) years. The first review shall be completed during the 2017 calendar year.
- (b) The composition of Students' Council may be reviewed before the four (4) years have elapsed.
- (c) The composition of the voting membership of Students' Council shall be allotted by the Board of Directors in accordance with the following formula:
 - 1. The fraction composition of the total undergraduate enrolment of each constituency as calculated by the University of Waterloo in the Fall of each session, is multiplied by twenty-five (25);
 - 2. Each constituency shall receive the same number of seats in the above-mentioned product, fractions of 0.500 or greater being considered as whole numbers and thus whole seats. In cases where a constituency has less than 0.500 of a seat, that constituency shall receive one seat; and
 - 3. In cases where a new constituency having registered students is created after the annual allotment of seats, there shall be added to Students' Council additional voting representatives for that constituency for the remainder of that session only, the number to be determined such that the new constituency is represented to the same extent as it would have been had it existed at the time of the annual allotment of seats.
- (d) Students registered at a college or satellite campus location will be members of that constituency. Students registered in multiple faculties may run and vote in the elections of the faculty of their first major. Students registered in programs which are jointly hosted by several faculties may run or vote in elections for both.

Section 9.05 Term of Office of Councillors

- (a) Each elected Councillor shall hold office for one (1) year or until their successor is duly elected.

Section 9.06 Quorum of Students' Council

- (a) Quorum shall be a majority of the voting members of Students' Council.

Section 9.07 Meetings of Students' Council

- (a) Regular meetings of Council shall occur at least monthly at a date, time, and place determined by Council. One (1) weeks' notice shall be required for regular meetings. Notice of all Council meetings shall be made public.

- (b) Minutes of the all public sessions of Council shall be made public.
- (c) Special meetings of Students' Council may be called, with at least forty-eight (48) hours' notice, by:
 - 1. One half (50%) of the voting members of Students' Council;
 - 2. The Board of Directors; or
 - 3. The President.
- (d) A meeting may be held without notice if every absent Councillor provides a written waiver of notice for the meeting.
- (e) Meetings of Council must be held on a University of Waterloo campus unless authorized by a two-thirds (2/3) vote of Council.

Section 9.08 Powers of Students' Council

- (a) The Board of Directors irrevocably empowers Students' Council to:
 - 1. Determine the policies of the Corporation;
 - 2. Set the procedures governing the elections and referendum process;
 - 3. Delegate representatives to serve on bodies outside of the University; and
 - 4. Appoint an Electoral Officer for the administration of all Federation of Students' elections and by-elections.
- (b) Students' Council may:
 - 1. Form committees, as required for the conduct of its business;
 - 2. Create procedures for the conduct of its business;
 - 3. Cooperate with other university bodies in the formation of joint committees;
 - 4. Advise the Board on any matter relating to external representation; and
 - 5. Make non-binding recommendations to the Board on any matter relating to the Corporation.

Section 9.09 Duties of Councillors

- (a) Councillors shall, in addition to what is otherwise set out in the by-laws, the policies, and the procedures of the Corporation:
 - 1. Attend all Council meetings;
 - 2. Attend all General Meetings of the Corporation;
 - 3. Actively participate in decisions and policy development;
 - 4. Actively engage and consult with students regarding the student experience;
 - 5. Report on any relevant updates and activities within their constituency; and
 - 6. Report on consultation efforts with their constituents, and the results thereof.

Section 9.10 Removal of Councillors

- (a) For the purposes of this section, meetings shall mean any meeting of the body or any General Meetings.
- (b) A Councillor, other than an Executive, who is absent for multiple meetings may be removed from their seat upon adoption of a motion to that effect by Students' Council, if they meet any of the following conditions:
 - 1. Absent for two (2) or more meetings without being excused; or
 - 2. Absent for four (4) or more meetings, both excused and unexcused absences, where:
 - (i) Travel costs could have been paid for by the Federation of Students; or
 - (ii) The councillor currently resides in the Waterloo Region.
- (c) Councillors arriving to a meeting more than 30 minutes late will be considered absent for that meeting.
- (d) Councillors must request an excused absence from the Speaker before each meeting for which they desire to be excused, except under extenuating circumstances. Excused absences can be sought for late attendance or early departure from a meeting. The determination of excusal is at the discretion of the Speaker, in conformance with the By-laws, Policies, and Procedures of the Corporation.
- (e) A Councillor shall be permitted to debate a motion to remove them from their seat brought under this subsection. Should such a motion to remove a Councillor be defeated, it may not be renewed at a future meeting of Council unless that Councillor is absent from a subsequent meeting of Council. These rules are not suspendable.

Section 9.11 Remuneration of Councillors

- (a) Councillors shall not receive monetary remuneration, excluding discounts, for serving as such, though they may receive such remuneration for serving as officers or employees in other capacities.

Article X. Officers of the Corporation

Section 10.01 Officers

- (a) The officers of the Corporation shall be the:
 - 1. Chief Executive Officer;
 - 2. Chief Financial Officer;
 - 3. Corporate Secretary; and
 - 4. Chair of the Board.

- (b) Each officer shall perform the duties assigned to them by the by-laws, by the procedures of the Corporation, and by the Directors.
- (c) All officers shall attend all General Meetings of the Corporation.

Section 10.02 Chief Executive Officer

- (a) The Chief Executive Officer shall be responsible for:
 - 1. The management and oversight of the Corporation; and
 - 2. All responsibilities as outlined in Section 11.05 President.
- (b) The Chief Executive Officer shall be the President.

Section 10.03 Chief Financial Officer

- (a) The Chief Financial Officer shall be responsible for:
 - 1. Termly financial reports to the Board of Directors;
 - 2. Annual financial reports for each fiscal year to the Board of Directors and the student body at-large;
 - 3. Compliance with all applicable financial laws, regulations, procedures, and policies; and
 - 4. Financial oversight of the Corporation.
- (b) The Chief Financial Officer shall be the Vice-President Operations & Finance.

Section 10.04 Corporate Secretary

- (a) The Corporate Secretary shall be responsible for:
 - 1. Maintaining all records and information of the Corporation;
 - 2. Releasing notice, as well as preparing and publishing an agenda for General Meetings; and
 - 3. Confirming the validity of proxy votes for any vote of the members of the Corporation.
- (b) The Board of Directors shall appoint the Corporate Secretary from its members, and determine compensation, if any.

Section 10.05 Chair of the Board

- (a) As per Section 8.08 Duties, the Chair of the Board is a member of the Board of Directors, who, in addition to their duties as a Director, must:
 - 1. Chair all meetings of the Board of Directors;
 - 2. Chair all General Meetings of the Corporation, but may designate a Director or Officer in their stead;
 - 3. Act as the primary liaison between the Board of Directors and the Chief Executive Officer;

4. Ensure the Board is properly trained and prepared to complete its job effectively;
 5. Ensure relevant and timely communications about the Board and its decisions; and
 6. Handle all incoming requests of the Board, maintaining all confidences.
- (b) The Chair of the Board continues to exercise their ability to vote and participate in debate in meetings of Board.

Article XI. Executive of the Corporation

Section 11.01 Executives

- (a) The Executive of the Corporation shall consist of:
1. The President;
 2. The Vice-President, Education;
 3. The Vice-President, Operations & Finance; and
 4. The Vice-President, Campus Life.
- (b) All Executives must be full members of the corporation.

Section 11.02 Conflict of Interest

- (a) The executive may not be a chairperson or executive member of a club or other organization receiving or petitioning to receive funds from the Corporation.
- (b) The President or the Vice-President, Operations & Finance, may not sign cheques to organizations of which they are a member without explicit authorization from the Board of Directors.

Section 11.03 Terms of Office

- (a) Each executive shall hold office for one (1) year, commencing June 1 and terminating May 31 of the following year, or until their successor is duly appointed.
- (b) The Corporation shall employ each incoming executive for a period of one (1) month prior to the commencement of their terms of office, for the purpose of orienting them to their positions.
- (c) The incoming executive shall be compensated by an amount equal to that received by the executive for that same period of time.

Section 11.04 Reporting Structure

- (a) The President shall report to the Board of Directors. The Vice-Presidents shall report to the President.

- (b) The President shall define annual priorities for the Corporation. The President shall develop the Annual Action Plan in conjunction with the Vice-Presidents. The President shall submit this plan to the Board of Directors for approval.
- (c) If the President is removed from their position or stripped of their powers, the Board of Directors can elect an interim President from the Vice-Presidents or form an Executive Committee of the Vice-Presidents, who will take over all responsibilities and powers of the President. They will hold this position until a new President is duly elected, or their temporary successor is chosen.

Section 11.05 President

- (a) The President shall be the Chief Executive Officer of the Corporation.
- (b) The mandate of the President is to represent the interests of the Federation of Students and the student body, develop and implement the Annual Action Plan, and act as the primary spokesperson of the Corporation.
- (c) The President shall:
 - 1. Define the annual strategic direction;
 - 2. Implement the Long-Range Plan;
 - 3. Create and implement the Annual Action Plan;
 - 4. Provide regular updates on progress towards the Annual Action Plan and the Long-Range Plan;
 - 5. Coordinate and communicate executive plans, programs, and results to students at-large, Students' Council, and the Board of Directors;
 - 6. Act as a liaison between the Board of Directors and Students' Council;
 - 7. Direct periodic reviews of the governance, structure, management, and communication systems of the Corporation;
 - 8. Conduct regular meetings with the Vice-Presidents and other appropriate employees to facilitate the coordination of the Corporation's activities;
 - 9. Identifying resources, professional development, and other supports that could assist the Vice-Presidents in their work; and
 - 10. Coordinate public relations activities.
- (d) The President shall act as a representative to, or provide for the representation for the Corporation, at:
 - 1. The University Senate;
 - 2. The Board of Governors;
 - 3. Official functions;
 - 4. Public occasions;
 - 5. The University administration; and
 - 6. Any other University Committees.

- (e) The President shall be present at all meetings of the Board of Directors, unless otherwise directed by Board.

Section 11.06 Vice-President, Operations & Finance

- (a) The Vice-President, Operations & Finance, shall be the Chief Financial Officer of the Corporation.
- (b) The mandate of the Vice-President, Operations & Finance, is to ensure effective management of the allocation of corporate resources, and oversee the strategic direction of the Corporation's Commercial Services.
- (c) The Vice-President, Operations & Finance, shall:
 - 1. Provide for financial oversight of the Corporation;
 - 2. Prepare the annual budget of the Corporation for submission to the Board of Directors for approval;
 - 3. Provide regular updates on the financial status of the Corporation to students at-large, Students' Council, and the Board of Directors;
 - 4. Supervise and manage the finances of all Commercial Services and Services of the Corporation;
 - 5. Oversee the administration of the Health and Dental Plan;
 - 6. Provide an advisory and oversight role with regards to the marketing of corporate operations;
 - 7. Implement financial controls to properly administer the efficient management of funds;
 - 8. Ensure that all expenditures of the Corporation are authorized and evidenced by proper vouchers;
 - 9. Oversee purchasing done in the name of the Corporation and the maintenance of all associated receipts and disbursements;
 - 10. Allocate funding to Clubs, in consultation with the Vice-President, Campus Life;
 - 11. Secure corporate sponsorship as appropriate for the Corporation;
 - 12. Provide recommendations on funding applications and investment opportunities; and
 - 13. Ensure accuracy and timeliness of all relevant financial matters and reports.

Section 11.07 Vice-President, Education

- (a) The mandate of the Vice-President, Education, is to advocate on behalf of students to external institutions that affect students in any matter, with a primary focus on post-secondary education policy.
- (b) The Vice-President, Education, shall:
 - 1. Advocate for more accessible, affordable, and high-quality undergraduate education;
 - 2. Build and maintain relationships with the University Administration, Provincial and Federal Governments, and other external stakeholders that influence post-secondary educational policy;

3. Act as the chief advocate and representative to external educational lobby groups;
 4. Represent undergraduate students academic and educational interests;
 5. Encourage the evaluation, formulation, and implementation of academic policies and procedures;
 6. Strengthen career development for students; and
 7. Represent the Federation of Students at a municipal level.
- (c) The Vice-President, Education, shall act as a representative to, or provide for the representation for the Corporation, any body in matters pertaining to:
1. Academic appeals and petitions;
 2. Student success;
 3. Program quality or accessibility;
 4. Cooperative education; and
 5. Federal, provincial, or municipal affairs.
- (d) The Vice President, Education, shall provide for the representation of the Corporation when more than one representative is required at official university functions and on public occasions, or when the President is unable to attend.

Section 11.08 Vice-President, Campus Life

- (a) The mandate of the Vice-President, Campus Life, is to enhance the student experience and student life by facilitating events and programming.
- (b) The Vice-President, Campus Life, shall be responsible for:
1. Work towards ensuring that the University of Waterloo provides an environment wherein its members can pursue personal and social growth as well as academic excellence;
 2. Act as a liaison between the Federation of Students and Faculty Student Societies;
 3. Address important issues outside the responsibility of the Vice President, Education, with the purpose of educating the university community, in conjunction with related university departments and groups;
 4. Overseeing the Federation of Students Services;
 5. Administer the student clubs system;
 6. Promote and coordinate a student volunteer program to encourage volunteer participation in the activities of the Federation of Students;
 7. Promote awareness of non-educational issues facing the student body;
 8. Oversee the Federation of Students' services that encompass social, diversity, sensitivity, and social/cultural issues;
 9. Ensure safe and relevant programming for students.

Article XII. Protection of Officers and Directors

Section 12.01 Procedure

- (a) Every Director or Executive of the Corporation as well as any other Officers, or an individual who acts or acted at the Corporation's request as a Director or Officer, or in a similar capacity, of another entity, current or former, and their respective heirs, executors and administrators, estate trustees, and other legal personal representatives, shall be indemnified and saved harmless by the Corporation from and against:
1. All costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity, so long as:
 - (i) The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
 - (ii) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful;
 2. All costs, charges and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal, administrative, investigative or other action or proceeding to which the individual is subject because of the individual's association with the Corporation or other entity as described herein, if the individual,
 - (i) Was not judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done; and
 - (ii) The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
 - (iii) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.
- (b) Except as otherwise provided in the Act, no Director or Executive of the Corporation as well as any other Officers, or an individual who acts or acted at the Corporation's request as a Director or Officer, or in a similar capacity, of another entity, current or former, is liable for the act, neglects, defaults or receipts of any other Director, Executive, Officer or employee, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in which any Corporation funds are invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom any of the assets of the Corporation are deposited, or for any loss caused by any error of judgment or misfortune which may occur in the execution of his/her duties or in relation to his/her office, unless the same occurs through his/her failure to exercise the powers and to discharge the duties of his/her office honestly, in good faith with a view to the best interests of the Corporation

and was not judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done.

Article XIII. Elections

Section 13.01 Vacant Positions

- (a) Student's Council, the Board of Directors, and the Executive shall be elected in the week before Reading Week, during the month of February.
- (b) Vacant positions in Student's Council, the Board of Directors, and the Executive, including the President, shall be filled by the earliest election of the student-body in conformance to the by-laws and the procedures of the Corporation.
- (c) An individual cannot run for an Executive position with any other position at any given time.
- (d) A Society may run the elections for any vacant seats from their Faculty on the Board of Directors or Students' Council, pending approval from Students' Council.
- (e) No vacant positions for Students' Council shall be filled if the process to fill them has not begun as of November 1.
- (f) After November 1, vacant seats of the Board of Directors and Executive, including the President, shall be filled in a manner determined by the Board of Directors. For empty Executive Offices, the Board of Directors may, if deemed necessary, divide and delegate the responsibilities of the vacant office, in consultation with the President.

Section 13.02 Election Procedure

- (a) Students' Council may establish procedures for elections not contrary to these by-laws, including, but not limited to:
 - 1. Expense limits;
 - 2. Campaigning rules;
 - 3. Nomination procedure;
 - 4. Voting rules;
 - 5. Dispute resolution;
 - 6. Disqualification of candidates.
- (b) Unless otherwise specified by Students' Council, the Students' Council shall resolve all matters of controversy in elections.

Section 13.03 Voting Method

- (a) In all elections, a plurality voting system shall be employed for the counting of ballots:

1. Electors shall mark a number of choices not exceeding the number of open positions or available referendum options;
2. Votes shall be counted for each candidate, and the candidate(s) with the most votes shall be declared duly elected;
3. Votes shall be counted for each referendum option, and the option with the most votes shall be considered the outcome;
4. Votes shall only be cast for eligible candidates; and
5. If a candidate is disqualified or chooses to withdraw after polling has taken place, any ballot cast for that candidate shall be counted as an abstention.

Article XIV. Financial Management

Section 14.01 Signing Officers

- (a) All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such agent or agents of the Corporation, appointed by the Board of Directors as signing officers for the Corporation.
- (b) Any signing officer may:
 1. Endorse notes and drafts for collection on account of the Corporation through its bankers;
 2. Endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation;
 3. Endorse notes, drafts, and cheques as "for collection" or "for deposit" by using the Corporation's rubber stamp for the purpose;
 4. Arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers; and
 5. Receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release of verification slips.

Section 14.02 Financial Year

- (a) The fiscal year of the Corporation shall terminate on the 30th day of April in each year.

Section 14.03 Execution of Documents

- (a) Deeds, transfers, licenses, contracts, agreements, memorandums of understanding, and engagements on behalf of the Corporation shall be approved by a resolution of the Board of Directors and be signed by the President and the Vice-President, Operations & Finance, or any other Director authorized by the Board of Directors.
- (b) Deeds, transfers, licenses, contracts, agreements, memorandums of understanding, and engagements on behalf of the Corporation deemed by a resolution of the Board of Directors to be in the ordinary course of the Corporation's Operations & Finance may be entered into on behalf of

the Corporation by the President; Vice-President, Operations & Finance; or the General Manager or by any person authorized by the Board of Directors. The General Manager shall affix the seal of the Corporation to such instruments as require the same.

- (c) The President; Vice-President, Operations & Finance; General Manager; the Directors, or any one of them; or any person or persons designated by the Board of Directors may transfer any and all shares, bonds or other securities standing in the name of the Corporation, in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities transferred to the Corporation and may affix the Corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the Corporate seal any and all purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or Corporation.
- (d) Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

Section 14.04 Deposit of Securities for Safekeeping

- (a) The securities of the Corporation shall be deposited for safekeeping with one or more financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn only upon the written order of the Corporation by resolution of the Board of Directors, and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the Board of Directors and shall not be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

Section 14.05 Borrowing

- (a) The Board of Directors may:
 - 1. Borrow money on the credit of the Corporation;
 - 2. Issue, reissue, sell or pledge debt obligations of the Corporation;
 - 3. Give a guarantee on behalf of the corporation to secure performance of an obligation of any person; or
 - 4. Mortgage, pledge, or otherwise create a security interest in any or all property of the corporation, owned or subsequently acquired, to secure any obligation of the Corporation.
- (b) The Board of Directors may authorize any Director, Officer or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or be borrowed as aforesaid and as to the terms and condition of the loan thereof, and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies

borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

Article XV. Committee of Presidents

Section 15.01 Responsibilities

(a) The Committee of Presidents shall:

1. Maintain and promote communication, liaison, and co-ordination among the Federation of Students and Faculty Student organizations;
2. Maintain, uphold, and review the November 1968 Federation-Societies Agreement or any such statement to follow afterwards;
3. Form sub-committees, as required for conduct of its business;
4. Formulate its own policies and procedures in accordance with the Federation of Students policies and bylaws;
5. Fulfill such duties as may be requested from time to time; and
6. Encourage and develop student representation in all sectors of the University of Waterloo.

Section 15.02 Membership

(a) Voting members shall be:

1. Vice-President, Campus Life, of the Federation of Students, who shall serve as chair;
2. President of the Federation of Students; and
3. Presidents, or their designates, of any organization that signed the November 1968 Federation-Societies Agreement or any such statement to follow afterwards.

Section 15.03 Term of Office

(a) The term of office of the Committee of Presidents shall correspond to that of Students' Council, except:

1. The term of office of members of the Committee shall terminate with the election or appointment of their successor.

Section 15.04 Meetings

(a) The Committee of Presidents shall meet at least once per term, where:

1. Seventy-two (72) hours' notice must be given in writing of any meeting unless all members of the Committee waive the requirement;
2. Quorum shall consist of a simple majority of the voting members or their recognized proxies;

3. A member of the Committee may appoint a voting proxy for one meeting at a time with one hours written notice to the chair; and
4. All issues shall be settled by a majority vote, except in the event of a tied vote, in which the chair shall cast the deciding vote.