

BROCK UNIVERSITY GRADUATE STUDENTS' ASSOCIATION

Document 001C

CONSTITUTION AND PURSUANT SCHEDULES



**AS PRESENTED & APPROVED
January 23rd, 2020**



Brock University Graduate Students' Association

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Graduate Students' Association Constitution and Pursuant Schedules

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ARTICLE ONE – THE BROCK UNIVERSITY GRADUATE STUDENTS' ASSOCIATION

- I. The Brock University Graduate Students' Association shall be an organization constructed for the representation of its members at Brock University.
- II. The membership organization shall be composed primarily of persons attending or working at Brock University.
- III. For the purposes of this Constitution and any enactments hereunder, a member of the Corporation must meet the requirements of at least one class of membership as outlined in Article Four of the GSA Constitution, as well as any additional membership requirements established by GSA Bylaws as well as the Omnibus Agreement between the Brock University Graduate Students' Association and Brock University.
- IV. In this Constitution of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number, or one gender shall include the plural number and be treated as non-gender specific and vice versa, and references to persons shall be taken to include firms and Corporations, unless clearly stipulated.



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ARTICLE TWO – OBJECTS OF THE CORPORATION

The objects of the corporation are:

- I. To represent all registered graduate students at all administrative levels at Brock University,
- II. To develop, monitor and promote the academic and social affairs of said students,
- III. To act as representatives of the members of the GSA in their dealings with the governing bodies of Brock University,
- IV. To develop and maintain unity and to encourage cooperation among the graduate students,
- V. To develop and maintain a responsible graduate student government which will promote the interests of GSA members and provide a communication medium between membership and Brock University representatives,
- VI. To advance the cause of higher learning in the Province of Ontario,
- VII. To act as a liaison between the members of the GSA and other universities, educational institutions and society as a whole,
- VIII. To receive and administer all funds accruing to the GSA from membership fees or by donations, gifts, returns, business ventures, legacies and bequests for use in promoting the above objects.



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ARTICLE THREE – INTERPRETATION

- I. In this Constitution and all other bylaws of the Corporation, unless the context otherwise requires:
 - a. “Act” means the Corporations Act (Ontario) and any act that may hereafter be substituted therefore, and as from time to time amended,
 - b. “Annual General Meeting” means meetings that are held in the spring at which time the financial statements, year-end reports, and, if applicable, the report of the auditors is presented along with the appointment of the auditors appointed for the following year. Article Four of this Constitution clarifies who may attend, speak and vote at such meetings,
 - c. “Board of Directors” means the Board of Directors of the Corporation, as defined in Article Eleven of this constitution,
 - d. “Bylaws” refer to any documents made in support of this document and the objects of the corporation, as approved by the relevant governing body, from time to time, as outlined by the organization’s legislative hierarchy,
 - e. “Campus Wide” means an election or referenda that provides an opportunity for every eligible member of the GSA to nominate, campaign and vote for a specific issue,
 - f. “Constitution” means Document 001 of the GSA, and its highest governing document, approved and amended by the members of the corporation, in accordance with this document and other relevant legislation, as may be passed from time to time in accordance with the Act,
 - g. “Corporation” means the corporation without share capital incorporated under the Act by letters patent dated March 31, 2008 and named Brock University Graduate Students’ Association,
 - h. “Council Meeting” means a meeting of the Board of Directors,
 - i. “Department” means an academic department within Brock University offering graduate programs of study,
 - j. “Department Representative” means the individual registered in graduate studies within a Department, elected by graduate students from within that Department to the Board of Directors,
 - k. “Director” means a voting member of the Directors Meetings. Consists of one representative per program per year, or per term, as designated by the program,
 - l. “Director’s Meeting” means meetings of Directors of the Board, comprised of the officers and directors, all directors shall have voting privileges, except any members designated by the board as *ex-officio, non-voting*.
 - m. “Executive Director” is the Chief Administrative Officer of the organization, who shall be an *ex-officio, non-voting* member of the executive committee and the board of directors.
 - n. “Executive Meeting” means a meeting comprised of all elected officers, with the addition of the two (2) elected GSA senators, who shall be full voting members of this committee.



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- o. "Ex Officio Director" means a director who shall hold office because of another position, these directors may be voting or non-voting, as specified,
- p. "Faculty" means one of the six academic faculties at Brock University,
- q. "Faculty Representative" means the individual registered in graduate studies in one of the six academic faculties, elected by graduate students from within that faculty, to the Board of Directors,
- r. "Head Office" means the head office of the Corporation as set out herein;
- s. "Letters Patent" means the letters patent incorporating the Corporation as from time to time amended and supplemented by supplementary letters patent;
- t. "Member" means a member of the corporation who meets the criteria for one of the three classes of membership as defined in Article Four.
- u. "Officer" as stated in the corporate papers, namely, the President, Vice Presidents; Internal, External, Finance, Communications, and International all of whom have voting rights in the Officers and Directors meetings.
- v. "Officers Meeting" means a meeting comprised of the elected officers, namely, the President, Vice Presidents; Internal, External, Finance, Communications and International.
- w. "Program" means an academic program within Brock University with offerings of study for graduate students,
- x. "Program Representative" means the individual registered in graduate studies within a Program, elected by graduate students from within that Program, to the Board of Directors,
- y. "Special General Meeting" means any meeting held for conducting business of the GSA requiring approval of its membership. Article Four of this Constitution clarifies who may attend, speak and vote at such meetings.



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ARTICLE FOUR – GSA MEMBERSHIP AND MEMBERSHIP CLASSIFICATIONS

Membership in the Corporation shall be limited to persons registered in full time or part time graduate studies at Brock University, as defined by Brock University. The Graduate Students' Association shall have three (3) classes of membership, further defined within this Article. These three (3) classes of membership shall be; I) Full Membership, II) Associate Membership, and III) Honourary Membership. Membership shall only be granted to individual persons. No additional classes of membership may be created without revision to this Article through the appropriate process. All classes of membership shall have the right and responsibility to other such privileges and restrictions as may be conferred by any other relevant Bylaws of the GSA, if they do not conflict with the provisions set out in Section I, II and III of this Article.

- I. Full Membership (Class I)
 - a. The requirements for Full Membership within the Graduate Students' Association shall be:
 - i. Registration as a full-time or part-time graduate student at Brock University.
 - ii. Payment, in full, per term, of the designated membership fee.
 - b. The minimum rights and privileges shall be afforded to full members of the GSA:
 - i. The right to vote on any issue brought forward to the GSA membership through Annual General Meetings (AGM's), Special General Meetings (SGM's), and referenda,
 - ii. The right to campaign, following any restrictions established in relevant GSA legislation, for or against any issue brought forward to the GSA membership through Annual General Meetings (AGM's), Special General Meetings (SGM's), and referenda,
 - iii. The right to nominate or second candidate(s), at the discretion of the Chair, following any restrictions established in relevant GSA legislation, to be Officer or Director of the GSA at Annual General Meetings (AGM's) and Special General Meetings (SGM's), as well as for any elections and referenda,
 - iv. The right to run for any elected officer or director position, granted they meet the minimum qualifications outlined elsewhere in this document and as established and amended by the Act,
 - v. The right to access all public minutes of Annual General Meetings (AGM's) and Special General Meetings (SGM's) of the GSA, as well as election and referenda results,
 - vi. The right to attend all public meetings of the Board of Directors and Executive Committee,



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- vii. The right to access to all public minutes of the GSA, including minutes of the Board and Executive,
 - viii. The right to obtain access or benefit from GSA programs supported by compulsory ancillary fees,
 - ix. The right to propose recall proceedings in accordance with the Constitution of the GSA, as well as any relevant Bylaws,
 - x. The right to enjoy such other privileges as may be conferred by this Constitution or any relevant Bylaws of the GSA.
- II. Associate Membership (Class II)
- a. The requirements for Associate Membership within the Graduate Students' Association shall be:
 - i. Registration as a full-time or part-time graduate student at Brock University.
 - b. The minimum rights and privileges shall be afforded to associate members of the GSA:
 - i. The right to vote on any issue brought forward to the GSA membership through Annual General Meetings (AGM's), Special General Meetings (SGM's), and referenda,
 - ii. The right to campaign, following any restrictions established in relevant GSA legislation, for or against any issue brought forward to the GSA membership through Annual General Meetings (AGM's), Special General Meetings (SGM's), and referenda,
 - iii. The right to nominate or second candidate(s), at the discretion of the Chair, following any restrictions established in relevant GSA legislation, to be Officer or Director of the GSA at Annual General Meetings (AGM's) and Special General Meetings (SGM's), as well as for any elections and referenda,
 - iv. The right to access all public minutes of Annual General Meetings (AGM's) and Special General Meetings (SGM's) of the GSA, as well as election and referenda results,
 - v. The right to access to all public minutes of the GSA, including minutes of the Board and Executive,
 - vi. The right to obtain access or benefit from GSA programs supported by compulsory ancillary fees,
 - vii. The right to propose recall proceedings in accordance with the Constitution of the GSA, as well as any relevant Bylaws.
 - viii. The right to enjoy such other privileges as may be conferred by this Constitution or any relevant Bylaws of the GSA.
- III. Honourary Membership (Class III)



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- a. The requirements for Honourary Membership within the Graduate Students' Association shall:
 - i. Be persons offered membership by the Executive Committee, on recommendation by the Board of Directors,
 - ii. Be subject to further criteria as established by the Board of Directors,
 - iii. Not normally constitute more than one percent (1%) of the total GSA Membership.
 - b. Honourary Members of the GSA shall be subject to the following minimum restrictions, they shall:
 - i. Not be entitled to vote in any referenda,
 - ii. Not be entitled to vote at Annual General Meetings (AGM's) and Special General Meetings (SGM's), but may attend and speak, at the discretion of the Chair,
 - iii. Not be permitted to hold elected office,
 - iv. The right to enjoy such other privileges as may be conferred by this Constitution or any relevant Bylaws of the GSA.
- IV. General Membership Limitations:
- a. In Good Standing:
 - i. Such rights and privileges described and outlined in Article Four, Section's I, II, and III shall only be provided to members determined to be in good standing. Definition for Membership in Good Standing may be further defined with the GSA's Bylaws and Policies but must follow any guidelines established within the Constitution. Members determined to not be in good standing may be subject to further limitations as may be specified elsewhere in this Constitution or in the GSA's Bylaws or Policies.
 - b. GSA Staff:
 - i. All GSA staff shall be considered honorary members of the GSA, under Article Four, Section III upon the commencement, and for the duration of their term/appointment. Honorary membership for all GSA staff shall automatically cease upon the completion of their term/appointment, unless so extended under the provisions of Article Four, Section III,
 - ii. The GSA Executive Director shall be considered an ex-officio non-voting member of the Board of Directors and the Executive Committee for the term of their appointment,
- V. Removal of Members:
- a. Any class of member whose conduct is deemed by two-thirds (2/3) of the Directors of the Corporation, then in office and present at a meeting of the Board of Directors to be unbecoming of a member, as established and further outlined by Bylaw(s) established by the Board of Directors, may have their membership revoked and any related fees made forfeit,



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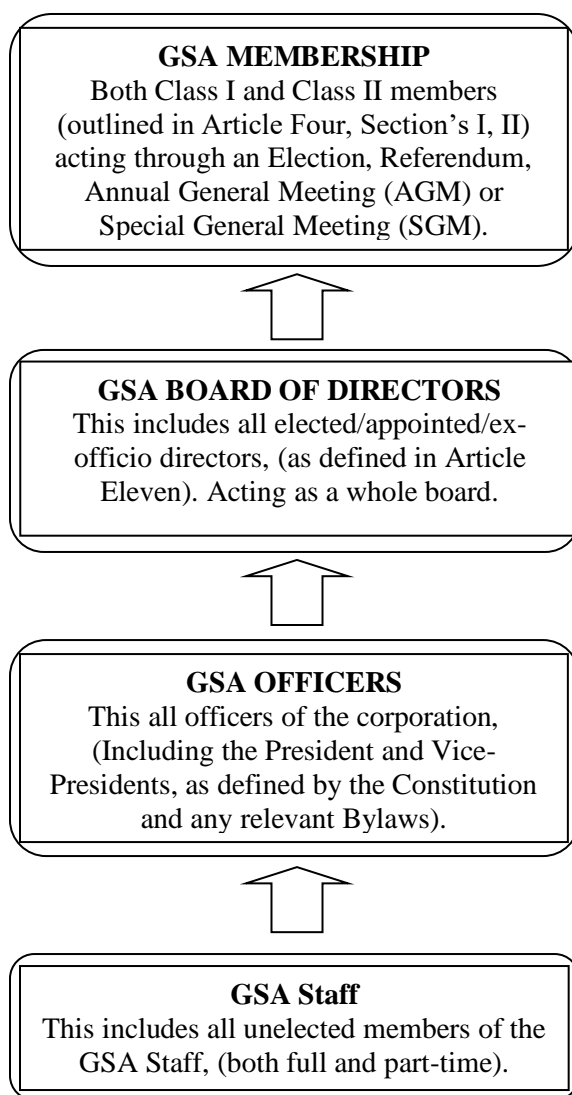
- b. Any class of member whose conduct is deemed by two-thirds (2/3) of the Directors of the Corporation, then in office and present at a meeting of the Board of Directors, to be detrimental to the objects, aims and welfare of the Corporation, as established and further outlined by Bylaw(s) established by the Board of Directors,
 - c. Membership may be reinstated pursuant to any relevant Bylaw(s) established by the Board of Directors of the GSA.
 - d. Any class of member, whose conduct is found to meet the requirements outlined in Section V, Subsection a & b of this Article shall have the right to notice of the alleged impropriety and the right to be heard at present their case to a disciplinary panel of the Board of Directors.
- VI. Record of Members:
- a. The Corporation shall ensure an up-to-date list of members is maintained at the Corporation's head office.
- VII. Membership Fees and Dues:
- a. Membership fees shall be payable by the respective class of membership, as established by the Directors of the Corporation, from time to time.
- VIII. Non-Transferable Interest:
- a. Membership in the Corporation is not transferable. Such membership shall lapse and ceases to exist upon the death of the member or when the membership ceases by resignation or otherwise in accordance with the Constitution of the Corporation as well as relevant Bylaws.



ARTICLE FIVE – ORGANIZATION OF THE CORPORATION

The Brock University Graduate Students' Association shall be structured in such a way as to ensure that the voices and decisions of the members remain the most powerful decision-making authority. Article Five, Section I provides an outline of this structure.

I. Organizational Chart



II. Membership and Ancillary Fees:

- a. Membership and Ancillary Fees shall be payable when Graduate Student Fees are paid, upon registration in a graduate program at Brock



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University, whether portions of the program be offered on or off the main campus.

- b. Such fees are listed as ancillary fees and may be collected for other such fee as is deemed necessary and collectible by the Directors, pursuant to any relevant legislation.
 - c. Notwithstanding Article Four, Section II and Section III there shall be a fee associated with membership in the Graduate Students' Association.
 - d. The method of collection and amount of the aforesaid fees shall be that which is determined at an Officer's Meeting and then recommended for approval at an appropriate meeting of the Board of Directors.
 - e. Any changes in membership and ancillary fees shall be approved by two-thirds (2/3) majority of directors, present, voting in favour.
 - f. No due or fee increase shall be put into effect until the motion is approved by a two-thirds (2/3) majority at a meeting of the Board of Directors.
 - g. If any membership or ancillary fees are proposed to increase by more than ten percent (10%) in any academic year over the previous academic year this change must be approved: through referendum, an Annual General Meeting (AGM) or a Special General Meeting (SGM).
 - h. Health and Dental Plan fee increases will not exceed five-percent (5%) in any given year.
 - i. The Board of Directors, on recommendation from the GSA Executive may choose to send any of element related to their jurisdiction and oversight of ancillary fees to referendum, Annual General Meeting (AGM) or Special General Meeting (SGM) for approval.
- III. Corporate Seal
- a. As authorized by the Act, the Corporation does not maintain a seal but may do so at any time upon approval by most of the Directors of the Corporation, provided that an impression of the seal shall be maintained in the minute book of the Corporation.
- IV. Head Office
- a. Until changed in accordance with the Act, the Head Office of the Corporation shall be at Brock University, in the Regional Municipality of Niagara, in the Province of Ontario.



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ARTICLE SIX – FINANCIAL UNDERTAKINGS OF THE GSA

- I. Contracts in the ordinary course of the GSA's operations may be entered on behalf of the GSA by the President and Vice-President designated as a signing officer. The GSA shall follow all appropriate spending guidelines as established in relevant financial policies and procedures. Expenses not allocated under the Annual Budget of the GSA shall be approved by the Board of Directors.
- II. Monies collected by the GSA on behalf of the graduate students will be used in such a way as to financially benefit all graduate students. Monies collected will not be distributed by the GSA, either internally to faculty or departmental councils, unions, or organizations composed of graduate students; nor will these monies be dispersed/distributed/donated to outside organizations. This does not preclude the GSA from conducting fundraising campaigns for specific not-for-profit organizations, (i.e. United Way, Community Care, etc).
- III. 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 GSA, shall be signed by any two of the three signing Officers, who shall be the President, the Executive Director and one of the Vice-Presidents. Upon approval of the President, any Officer or the Executive Director may endorse notes and drafts for collection because of the GSA through its bankers and endorse notes and cheques for deposit with the GSA bankers for the credit of the GSA.
- IV. Powers of Directors:
 - a. The Directors of the Corporation may administer the affairs of the Corporation in all things and 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.
- V. Expenditures:
 - a. The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an Officer or Officers of the Corporation the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Directors of the Corporation may prescribe.
- VI. Borrowing:
 - a. The Directors of the Corporation is hereby authorized, from time to time:



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- i. to borrow money upon the credit of the Corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Directors of the Corporation in its discretion may deem expedient;
 - ii. to limit or increase the amount to be borrowed;
 - iii. to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Directors of the Corporation;
 - iv. to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

- VII. The Directors of the Corporation shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for furthering the objectives of the Corporation.

- VIII. Execution of Documents:
 - a. Deeds, transfers, licenses, contracts and engagements on behalf of the GSA shall be signed by the President and Vice-President, Finance. Notwithstanding any provisions to the contrary contained in the by-laws of the GSA, the Board of Directors of the GSA may at any time, by resolution, direct the way, and the person or persons by whom, any instrument, contract, or obligations of the GSA may or shall be executed.

- IX. Oversight:
 - a. Actions taken by the Officers of the GSA in accordance with these powers shall be reported to the Board of Directors at Directors Meetings and to the full membership at Annual General Meetings.



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ARTICLE SEVEN – QUALIFICATIONS, AUTHORITY AND PROVISIONS OF THE GSA OFFICERS AND DIRECTORS

- I. General Qualifications:
 - a. Officers of the Corporation must be:
 - i. At least eighteen (18) years of age on the day of election or appointment,
 - ii. Of sound mind,
 - iii. Have not declared bankruptcy within the last six (6) years,
 - iv. Legally entitled to be Director of a corporation in the Province of Ontario under the Ontario Not-for-Profit Corporations Act,
 - v. Be a registered graduate student at Brock University and Class I member of the GSA at the time of their election, and maintain membership in the corporation for at least one subsequent term of office,
 - b. Directors of the Corporation must be:
 - i. At least eighteen (18) years of age on the day of election or appointment,
 - ii. Of sound mind,
 - iii. Have not declared bankruptcy within the last six (6) years,
 - iv. Legally entitled to be Director of a corporation in the Province of Ontario under the Ontario Not-for-Profit Corporations Act,
 - v. Be a registered graduate student at Brock University and Class I member of the GSA at the time of their election, and maintain membership in the corporation for the duration of their term of office,
 - c. Ex-officio Directors of the Corporation must be:
 - i. At least eighteen (18) years of age on the day of election or appointment,
 - ii. Of sound mind,
 - iii. Have not declared bankruptcy within the last six (6) years,
 - iv. Legally entitled to be Director of a corporation in the Province of Ontario under the Ontario Not-for-Profit Corporations Act,
- II. The affairs of the GSA shall be managed by the Officers and the Board of Directors.
- III. All elected Members of the Board of Directors of the GSA must be members of the GSA for the full length of their one-year term of office.
- IV. The Officers of the Corporation, referred to herein, shall be elected from among those GSA members holding Full Membership and shall be elected by all Class I and II members in accordance with the GSA's Constitution and relevant Bylaws. Officers shall hold office from May 1st to April 30th of the following year.



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- V. The Directors of the Corporation, referred to herein, shall be elected from among those GSA members holding Full Membership and shall be elected by all Class I and II members in accordance with the GSA's Constitution and relevant Bylaws. Directors shall hold office from September 1st to August 31st of the following year.
- VI. General Authority:
- a. The Officers of the GSA shall administer the affairs of the GSA in all things and make or cause to be made for the GSA, in its name, any kind of contract which the GSA 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 GSA is, by its by-laws, authorized to exercise and do.
 - b. The Officers of the GSA have the power to create and appoint boards, commissions, departments, task forces, and committees, both standing and ad-hoc, that it deems to be in the interests of the GSA and deemed as necessary for the efficient operation of the affairs of the GSA. All boards, commissions, departments, task forces, and committees so created, shall be responsible to the Officers of the GSA.
 - c. The Officers of the GSA must approve the membership of all committees at the first meeting of each semester or reject the said membership whereupon a Membership Committee will be charged with presenting an alternative.
 - d. The Officers of the GSA also must intermittently evaluate their existing boards, commissions, departments, task forces, and committees to determine and/or justify the continuity/elimination of said, by process of internal review.
 - e. From time to time, a vacancy may become available on any board, committee, task force, etc. Should this happen, it will be brought to the following Officers Meeting. The Senators will take names and arrange for representation. Membership in those committees will be filled for the duration of the term, by interested parties on a priority basis.
 - f. The Directors of the Corporation shall be responsible for the approval of the GSA's annual operating budget, as well as an associated budget.
 - g. The Directors of the Corporation shall be responsible for approving monthly meeting dates of the Board of Directors.
 - h. The Directors of the Corporation shall be responsible for approving dates associated with the Annual General Meeting (AGM), any Special General Meetings (SGM's), GSA Executive Elections, GSA Referenda, as well as any dates associated with the recruitment and appointment of members of the board.



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ARTICLE EIGHT – LIMITATION OF POWERS

- I. No Officer of the GSA shall have the power to impound or delay the expenditure of monies or services properly appropriated by a singular motion of the Board of Directors of the GSA. Such an authorization can only be rescinded by resolution of the Board of Directors of the GSA.
- II. Other Officers:
 - a. All other Officers of the GSA shall have such power and duties as may be conferred upon or assigned to them.
- III. Attendance at Meetings:
 - a. Attendance of the Officers at Officer's Meetings, Board of Directors Meetings and General Meetings is mandatory,
 - b. Attendance of the Executive at Executive Meetings, Board of Directors Meetings and General Meetings is mandatory,
 - c. Attendance of the Directors at Board of Directors Meetings and General Meetings is mandatory,
 - d. If a member of the Officers or Directors is absent for two consecutive meetings without leave of the Officers, or without valid excuse, that individual will cease to hold his/her position and an election will be called to fill the vacant seat at the next election or bi-election.



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ARTICLE NINE – PROTECTION OF OFFICERS AND DIRECTORS

- I. Limitation of Liability:
 - a. No Officer or Director of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other 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 or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto unless the same shall happen through their own willful neglect or default.

- II. Indemnity:
 - a. Every Officer and Director of the Corporation and their heirs, executors and administrators and estate and effects, respectively, shall always from time to time and be indemnified and saved harmless out of the funds of the Corporation from and against:
 - i. all costs, charges and expenses whatsoever that such Officer or Director sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of their office; and
 - ii. all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs of the Corporation; except such costs, charges or expenses as are occasioned by their own willful neglect or default.



ARTICLE TEN – ELECTION OF THE OFFICERS OF THE CORPORATION

- I. Election and Term:
 - a. Members of the Executive shall normally hold office from May 1st through April 30th of the following year, unless membership with other institutional requirements stipulates otherwise.
 - b. Members of the Board of Directors shall normally serve a term of office corresponding to the Fiscal Year of the GSA.
 - c. A minimum of 5 of 6 Officers must be elected to hold office from May 1st to April 30th. If this requirement is not met, an election for the vacant positions will be held 21 days following the first election. The directors will be elected a minimum of 5 days prior to the first Board of Directors meeting in September, as scheduled by the Officers at their May Meeting.
 - d. The GSA Student Senators will be elected by the general membership to coincide with the election of the officers.

- II. Calling an Election:
 - a. An election for the Executive shall be called annually,
 - b. An election may be called upon the termination of a member of the Executive Committee. Such elections shall be presided over by the Chief Returning Officer (CRO). The election shall be conducted as follows:
 - i. An election date shall be announced a minimum of four weeks prior to an election,
 - ii. The appointment of a Chief Returning Officer (CRO) and deputies shall be announced at least five weeks prior to an election date,
 - iii. Nominations shall be closed one week prior to the election date,
 - iv. The Chief Returning Officer (CRO) shall conduct the nominations procedures as prescribed herein.

- III. Nomination Procedures:
 - a. Nomination forms, information, and instructions shall be e-mailed to the membership of the GSA at least four weeks prior to the election date,
 - b. Nomination information shall indicate the following: the vacant offices, the closing date of nominations, the election date, and the return campus mailing address of the Chief Returning Officer (CRO) and Deputy,
 - c. Returns shall be accepted until 4:30 p.m. of the closing date of nominations. This nomination period may be extended by the Chief Returning Officer (CRO) in the case of any vacant office receiving no nominations by the closing date,
 - d. In the case of a uncontended election for any Office, owing to a single nomination being submitted and approved, the contest shall proceed to an affirmation vote,
 - e. Chief Returning Officer (CRO) shall inform the nominees and the GSA of the results of nominations as soon as the results are known;



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- f. If two nomination periods fail to solicit a candidate for an Office, the responsibilities of that Office may be delegated by the Board of Directors of the GSA, through an appointment by them for the duration of the proposed term.
- IV. Election Procedures:
- a. An election shall be conducted by secret ballot. One ballot shall be available to each member of the GSA. Voting instructions shall be enclosed,
 - b. The Chief Returning Officer (CRO) shall accept returns until the scheduled end of the voting period,
 - c. A nominee shall have the right to appoint one scrutineer who may be present during the counting of the returns,
 - d. In the presence of the scrutineer(s), the Chief Returning Officer (CRO) shall conduct the counting of ballots and shall determine valid and invalid ballots,
 - e. Each nominee has the right to one recount,
 - f. As soon as they are known, the election results shall be announced and broadcast to the GSA membership by the Chief Returning Officer (CRO),
 - g. In the event of any tie, there shall be a run-off election within one week (1) of the original election date. These results shall also be announced to the membership of the GSA within one week,
 - h. All nomination forms and ballots shall be the property of the GSA and stored for forty-eight (48) hours following the announcement of the election results.
 - i. Results shall be announced by the CRO as 'preliminary' prior to their ratification by the GSA Board of Directors.



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ARTICLE ELEVEN – ELECTION AND COMPOSITION OF THE BOARD OF DIRECTORS

The Board of Directors shall be composed of the following Groups of Directors. There are three groups; I) Ex-Officio, Voting Directors, II) Ex-Officio, Non-Voting Directors, III) Elected Directors

- I. The Ex-Officio, Voting Directors shall be:
 - a. Any Officer of the Corporation,
 - b. Any Graduate Student Senator,

- II. The Ex-Officio, Non-Voting Directors shall be:
 - a. The GSA Executive Director
 - b. Any member of the corporation, so appointed, in accordance with the GSA Constitution and any relevant Bylaws.

- III. The Elected Directors shall be:
 - a. Any persons elected or appointed to act on behalf of graduate students at Brock University, from various programs, departments and/or faculties.

- IV. Pursuant to the GSA Constitution, the Directors of the Corporation may enact rules and regulations respecting the election of representatives from various departments, programs and/or Faculties by those respective members of those academic units.

- V. The number of directors may not be less or more than the number prescribed in relevant provincial legislation.



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ARTICLE TWELVE – APPOINTMENTS

- I. Appointment of the Chief Returning Officer (CRO):
 - a. The Chief Returning Officer (CRO) shall make application to the Executive of the GSA. Only current members of the GSA shall be eligible for appointment. The member selected shall be approved by the Board of Directors.

- II. Appointment of the Deputy Returning Officers:
 - a. The Deputy Returning Officers shall be selected and appointed by the Chief Returning Officer (CRO) from amongst the members of the GSA and approved at an Officers Meeting.

- III. Appointment of all other Officers of the GSA:
 - a. Members of the GSA seeking positions which may be created by the Executive of the GSA, shall make application to the Officers of the GSA.

- IV. Conflict of Interest:
 - a. Conflict of interest arises when one puts or appears to put interests other than those of the GSA forward in their GSA dealings,
 - b. The Officers and Directors of the corporation, as well as any hired employees, when carrying out their duties, should do so in a manner that will prevent real, perceived or potential conflict of interest from arising.
 - c. To avoid any real or perceived conflict(s) of interest, Officers, Directors and hired staff:
 - i. Should not have private interests that would be affected by the actions of the GSA,
 - ii. Should not solicit or accept anything of economic benefit from a third party,
 - iii. Should not step out of their official roles to assist persons which would result in preferential treatment,
 - iv. Should not knowingly take advantage of, or benefit from, information that is not available to the public, but which has been obtained in the course of their duties,
 - v. Should not use or allow to be used, GSA equipment or property for anything other than officially approved activities.
 - d. In a meeting, should a conflict of interest arise, in matters of discussion or voting, the person should excuse him/herself from the discussion and/or abstain from voting.
 - e. Should the conflict appear in any other manner, is should be brought to the attention of the President, who will then decide on a course of action.



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ARTICLE THIRTEEN – REMUNERATION

- I. Any Director of the Board, not serving in an executive role, shall not be eligible for any remuneration.
- II. The Officers may receive reasonable remuneration for their services to the GSA and related expenses, as approved by the Board of Directors.
- III. Other members of the executive committee may receive remuneration for their services to the GSA and related expenses, as approved by the Board of Directors.



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ARTICLE FOURTEEN – OFFICER AND EXECUTIVE MEETINGS

- I. Any meeting of the Officers may also be a meeting of the Executive Committee, provided the two GSA Student Senators have been invited to participate.
- II. Conduct:
 - a. Except as otherwise required by law, the Officers of the GSA may hold meetings at such place or places as they may determine,
 - b. The Officers may consider or transact any business either special or general at any Officer's Meeting,
 - c. The President shall conduct the proceeding in conformity with the by-laws of the GSA. If the president is absent at this meeting the Deputy President shall conduct the proceeding in conformity with the by-laws of the GSA. If both the President and the Deputy President are absent, the meeting shall be cancelled.
 - d. Members may bring any business they wish to the attention of the Officers by email to the Officers or to the GSA office. The Officers shall, upon receipt of such correspondence from a member, consider such business at the next meeting of the Officers,
 - e. Questions arising at any Officer's Meeting shall be decided, determined and approved by a show of hands, should any motion result in a tied vote then it shall be counted as a failed motion, as it did not pass the threshold (50%+1) required for a simple majority.
 - f. All executive members shall be entitled to vote, including the President, as a simple majority (50%+1) is the lowest possible threshold required for a motion to pass, a tied vote (50/50) is therefore considered to be unsuccessful and a failed motion.
 - g. A declaration by the chair that a resolution /motion has been carried and an entry to that effect in the minutes with a record of the number of votes for each, written in order as those in favour of the motion, those against the motion, and those abstaining from the motion.
 - h. The Officers will conduct business meetings in the spring/summer term (May 1st through August 31st) subject to Article Fifteen, Section II inclusive. Such business shall be conducted on an as needed basis. No such business shall be conducted, if it can be conducted during the regularly scheduled meetings of the Board of Directors. If such business must be conducted in the summer months, the Officers will carry out such business and report all motions/resolutions passed, at the September Meeting of the Board of Directors.
- III. Notice:
 - a. Officers and the Executive Director meet as needed to discuss matters of operational concern,



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- b. Special Officer's Meetings during the summer, may be called by the President, Deputy President or a Vice-President at the request of most of the executive,
- c. Notice of such meetings shall be sent by e-mail to each Officer not less than twenty-four (24) hours before the meeting is to take place,
- d. The statutory declaration of the Secretary or President that notice has been given shall be enough and conclusive evidence of giving such notice,
- e. No error or omission in giving such notice for a meeting of Officers shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any officer may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

IV. Quorum:

- a. A quorum for the transaction of business at any Officer's Meetings shall a simple majority (50%+1) of those currently in office provided that in no case can an Officer's Meeting be held unless there are four (4) officers present.
- b. A quorum for the transaction of business at any Executive Meetings shall a simple majority (50%+1) of those currently in office provided that in no case can an Executive Meeting be held unless there are five (5) executive members present.
- c. Quorum shall be reduced by one should any member of the executive be holding two positions concurrently.

V. Minutes:

- a. A record of the proceedings of all Officer's and Executive Meetings shall be kept in a Book or Books provided for that purpose and the Minutes of all such meetings shall be given to the Officers,
- b. Minutes shall be adopted at the next regular meeting of the Officers and after adoption by the Officers, the Minutes shall be signed by the President (Chair) and the Secretary,
- c. Given enough notice, the public minutes of meetings of the Officers of Executive shall be open to inspection by any member of the GSA.



ARTICLE FIFTEEN – MEETINGS OF THE BOARD OF DIRECTORS

I. Conduct:

- a. Except as otherwise required by law, meetings of the Officers, and meetings of the Board of Directors will usually be held on the Brock Campus. From time to time, the meetings may be held at such place or places as determined by the Executive,
- b. The Meetings of the Board of Directors may be used to consider or transact any business either special or general as it relates to the GSA, so long as it falls within their jurisdiction,
- c. The President, as chair shall normally conduct the proceedings of the meeting in conformity with all relevant GSA legislation,
- d. At any meeting of the Officers and the Board of Directors where matters of a confidential or personal nature are being considered, an “in camera” closed session may be designated with the approval a simple majority (50%+1) of voting members, present voting in favour. Open justification for the motion must be reiterated by the President prior to the meeting being closed,
- e. Members may bring any business they wish to the attention of the Officers or to the Board of Directors. Such notice shall be in writing and brought or e-mailed to the GSA Office at least seven (7) days prior to a Directors meeting. The Directors shall, upon receipt of such correspondence from a member, consider such business at the next meeting of the Directors,
- f. A member whose business is placed on the agenda, will have five (5) minutes to present his/her business. After which time, the Directors may, at their discretion, discuss this issue, pass motion(s) and/or a resolution(s) on the business brought forth, or table the issue until further information can be obtained.
- g. Show of Hands. Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Upon a show of hands every member who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the Chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried, and an entry to that effect in the minutes of the meeting, shall be prima facie evidence of the fact without proof of the numbers of proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon said question.
- h. Polls. After a show of hands has been taken on any question, the Chair may demand a poll thereon. A poll so required or demanded shall be taken in such a manner as the Chair shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each



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Governing member present shall be entitled to one vote, and the result of the poll shall be the decision of the members upon the said question.

- i. Chair: The President or, in their absence, the Deputy President shall be the Chair of any meeting of the Board of Directors. If both the President and the Deputy President are absent, those present at the meeting shall select a chair from among those members present.
 - j. Casting Vote: As a simple majority (50%+1) is the lowest possible threshold required for a motion to pass, a tied vote (50/50) is therefore considered to be unsuccessful and a failed motion.
 - k. A declaration by the chair that a resolution /motion has been carried and an entry to that effect in the minutes with a record of the number of votes for each, written in order as those in favour of the motion, those against the motion, and those abstaining from the motion.
- II. Responsibility:
- a. The Directors of the Board may transfer their decision-making authority, and all the responsibilities therein, to the Executive Committee for the duration of the term of office from May 1st to August 31st. This transfer shall not limit the liabilities or rights of the board during that time
- III. Notice:
- a. A notice of all regularly scheduled meetings of the Officers and Board of Directors for the upcoming year will be sent by e-mail to all members of the Board of Directors before the first meeting in September.
 - b. Special meetings of the Officers shall be called by the President, the Deputy President or a Vice-President on the direction of the President;
 - c. Special meetings of the Board of Directors shall be called by the President, or in their absence the Deputy President. Special meetings may also be called upon request of twenty-five percent (25%) of the directors currently in office,
 - d. Notice of such meetings shall be sent by e-mail to each member of the Board of Directors and placed on the GSA webpage not less than twenty-four (24) hours before the meeting is to take place.
 - e. The statutory declaration of the Secretary, President, or Deputy President that notice has been given shall be enough, and conclusive evidence of giving such notice.
- IV. Error or Omission in Notice:
- a. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat, and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, Officer or Director for any meeting or otherwise, the address of the member, Officer



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or Director shall be their last address recorded on the books of the Corporation.

V. Quorum and Majority Vote:

- a. A quorum for the transaction of business at any Board of Directors Meeting, shall consist of fifty percent plus one (50%+1) of voting directors, currently in office, provided that in no case can a Board of Directors meeting be held unless there are ten (10) members present in person.
- b. All motions/resolutions must be passed with a simple majority (50%+1) majority vote of members present, unless related legislation requires a higher threshold.

VI. Minutes:

- a. A record of the proceedings of all Directors Meetings shall be kept in a Book or Books provided for that purpose and the Minutes of all such meetings shall be given to the Directors,
- b. Minutes shall be adopted at the next regular meeting of the Directors and after adoption by the Directors, the Minutes shall be signed by the Chair and the Secretary,
- c. Public minutes of the Board of Directors shall be open to inspection by members of the GSA at the Head Office during normal business hours.



ARTICLE SIXTEEN – SPECIAL GENERAL MEETINGS AND ANNUAL GENERAL MEETINGS

I. Meeting Proceedings:

- a. **Place of Meeting:** The annual or any other general meeting of the members shall be held at the main address of the Corporation or at any place in the Regional Municipality of Niagara as the officers may determine and on such day as the said officers shall appoint,
- b. **Conduct:** At all General meetings, every question shall be decided and approved by a simple majority of fifty percent plus one (50%+1) of the voting members present in person, unless other relevant legislation requires a higher threshold be met,
- c. **Chair:** The President or, in their absence, the Deputy President shall be the Chair any special or annual general meeting. If both the President or Deputy President are unavailable, the Membership shall select a chair, for the duration of the meeting, from amongst those Class I and II members present at the meeting,
- d. **Show of Hands:** Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Upon a show of hands every member who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the Chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried, and an entry to that effect in the minutes of the meeting and recorded by number for/against/abstaining. Those wishing to be noted in the minutes may do so.
- e. **Polls:** After a show of hands has been taken on any question, the Chair may demand a poll thereon. A poll so required or demanded shall be taken in such a manner as the Chair shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, all Class I and II members present shall be entitled to one vote, and the result of the poll shall be the decision of the members upon the said question,
- f. **Notice:** Whenever general notice is required to be given, such notice shall consist of posters to be posted around Brock University, as well as notice placed on the GSA web page and a general e-mail sent out,
- g. **Error or Omission in Notice:** No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, Officer or Director for any meeting or otherwise, the address of the member, Officer or Director shall be their last address recorded on the books of the Corporation,



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- h. For sending notice to any member for any meeting or otherwise, the e-mail address registered with the Faculty of Graduate Studies shall be used,
 - i. If twenty-five percent (25%) of the members request, in writing, that the Board of Directors of the GSA hold a Special General Meeting, the Board of Directors shall forthwith issue notice of a Special General Meeting and that business specified by the requisitioning members shall be transacted along with any other business as shall properly come before the meeting.
 - j. Of the twenty-five percent (25%) in Section I, Subsection i of this Article, no one department/program may hold a simple majority, fifty percent plus one (50%+1) or more of the twenty-five (25%) or more of students requesting a General Meeting.
- II. Meeting Minutes:
- a. A record of the proceedings of all General Meetings shall be kept in a Book or Books provided for that purpose in the GSA office,
 - b. The Minutes shall be signed by the Chair and the Secretary and shall be available in the GSA office,
 - c. Public minutes for meetings of the members shall be open to inspection by members of the GSA at the Head Office during normal business hours.



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ARTICLE SEVENTEEN – FINANCIAL YEAR

I. Financial Year:

- a. The financial year of the GSA shall begin on September 1st, and end on the 31st day August the following year. The officers shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.



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ARTICLE EIGHTEEN – REMOVAL OF MEMBERS OF THE BOARD OF DIRECTORS

I. Automatic Vacation of Office:

- a. The office of an Officer or Director shall be automatically vacated:
 - i. If they have resigned their office by delivering a written/email resignation to the President or the GSA Executive Director,
 - ii. If they are found by a court to be of unsound mind,
 - iii. If they become bankrupt or suspends payment or compounds with their creditors,
 - iv. If they should fail to comply with any membership or position provision outlined in the GSA Constitution,
 - v. If they should fail to satisfy appropriate attendance requirements, as outlined in relevant GSA legislation,
 - vi. upon death of the office holder.
- b. Provided that a vacancy occurs because of any provision outlined in Article Eighteen, Section I, Subsection a, the Board of Directors of the Corporation by majority vote, may, by appointment, fill the vacancy for the remainder of the vacant Officer or Director's term.

II. Non-Automatic Vacation of Officers:

- a. The Directors of the GSA may, by resolution passed by a two-thirds (2/3) majority, of those present, at a Board Directors Meeting, of which notice specifying the intention to pass such resolutions has been given, before the expiration of their term of office, remove any Officer from their office and may, by a majority of votes cast at that meeting, elect any member in their stead for the remainder of that term.

III. Non-Automatic Vacation of Directors:

- a. Members of the Board of Directors of GSA belonging to a specific department may, by resolution passed by at least two-thirds (2/3) of the votes cast by the members of said department/program, present at that program/department meeting, of which notice specifying the intention to pass such resolutions has been given, remove any Director before the expiration of their term. Two Officers and/or Directors of the GSA not belonging to the unit (program) concerned must be present at such a departmental General Meeting.



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ARTICLE NINETEEN – VACANCIES

- I. Upon the recall or resignation of an Officer of the GSA, the duties of said office may be taken over by one of the Vice Presidents for the duration of the term. Should this occur, the said Vice President will be known as “Acting”. Should the situation arise whereby a seat becomes vacant, one Officer may hold two offices, one as their primary responsibility and one as “Acting” Officer.
- II. Each officer may hold only one (1) additional role while in office.
- III. Only one (1) Officer can hold an additional role at any one-time, additional vacancies must be filled through either election or recruitment.
- IV. If fewer than 5 of 6 officers hold office during a single term of office (May 1st-April 30th), a special election to fill all vacant or acting positions shall be called. No special election shall be called prior to September 1st or after December 5th.
- V. Should more than one Director be recalled and or resign, and if it would impact the ability for the Board of Directors to maintain quorum, an election to fill all vacant positions will be called within three weeks, if that by-election can be held before December 5th.
- VI. Recall proceedings refers to the process of having a petition, with stated reasons for recall, presented by a minimum of ten percent (10%) of members, to call for the removal of an individual from a position. Signatories must come from the graduate student body with no one program/department representing more than one-quarter (25%) of the signatures on the presented petition.



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ARTICLE TWENTY – DISTRIBUTION UPON DISSOLUTION

- I. Upon the dissolution of the GSA and after the payment of all debts and liabilities created by the GSA, the remaining property of the GSA shall be distributed with the following considerations:
 - a. Each program or faculty shall be given a percentage of the remaining property equal to that of the percentage they have contributed to the GSA's total credit, be it through membership fees, or fundraising events, so long as official records of such contributions are available,
 - b. Once the property has been distributed accordingly, each program may distribute it as they see fit,
 - c. Special consideration will not be given to any program with personal debts that have accumulated because of their individual activities, separate from those of the GSA.



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ARTICLE TWENTY-ONE – REPEAL AND AMENDMENT OF THE GSA CONSTITUTION

- I. The Constitution of the Corporation may be repealed or amended by:
 - a. A motion enacted by a simple majority of fifty percent plus one (50%+1) of the members present, voting in person at an Annual General Meeting (AGM) or a Special General Meeting (SGM),
 - b. A Memorandum of Understanding (MOU), sent to referendum by a simple majority of fifty percent plus one (50%+1) from the Board of Directors, and approved by a simple majority of fifty percent plus one (50%+1) of the membership in a referendum.
- II. Absenting Votes shall count towards quorum for a referendum or motion at an Annual General Meeting (AGM) or Special General Meeting (SGM) but not towards the simple majority calculation.



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ARTICLE TWENTY-TWO – GSA HIERARCHY OF LEGISLATION

- I. In all cases where a stipulation is not specified within this Constitution, the next highest legislated document, as established by the GSA's Hierarchy of Legislation, shall apply.

- II. The following types of legislation shall govern the Brock University Graduate Students' Association (GSA). All legislation listed below is in hierarchical order, therefore no piece of legislation may contradict a piece of legislation ranked above it. Should any conflict arise, the higher-ranking legislation shall always take precedence.
 - a. Federal, Provincial, Regional, Municipal laws as well as relevant campus policy;
 - b. The Brock University Graduate Students' Association Constitution;
 - c. A motion or question along with all associated documentation as passed by the membership of the Corporation through a referendum, General Meeting, or Special General Meeting;
 - d. Organizational Contractual Agreements;
 - e. Documents relating to the incorporation and registered status of the organization;
 - f. GSA Standing Orders of the Council/Board;
 - g. GSA Bylaws, as passed by the Council/Board;
 - h. GSA Policies, as passed by the Officers/Executive;
 - i. GSA Terms of Reference;

Christopher Yendt,
President

Siddharth Pathak,
Vice President, Finance & Acting
Vice-President, Communications



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SCHEDULE A – GSA CONSTITUTIONAL AMENDMENT HISTORY

- I. Prior to the incorporation of the Brock University Graduate Students' Association, as a not-for-profit organization within the Province of Ontario and under the laws established and amended thereafter, the GSA operated as an unincorporated organization, whose original bylaws were enacted on March 31st, 2008.

- II. These existing bylaws, adopted on March 31, 2008 from the unincorporated organization operating as Brock University Graduate Students' Association were hereby repealed and rescinded; provided, however, that such repeal and rescission shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder or the validity of any contract or agreement made pursuant thereto prior to the repeal and rescission hereby. Further revisions to this document, have been made as follows:
 - a. Amendments passed by the Officers at a meeting held on January 27th, 2009.
 - b. Amendments passed and approved by at least 2/3rd of the directors, present, at a meeting held on January 27th, 2009.
 - c. Amendments presented and carried by at least two-thirds (2/3) of the members, present at the Annual General Meeting of the GSA, held on April 28th, 2011.
 - d. Amendments presented and carried unanimously by the membership at the GSA Annual General Meeting on April 20, 2017 – GSA Bylaw 1 renamed GSA Constitution.
 - e. Amendments presented and carried unanimously by the membership at a Special General Meeting of the GSA held on February 14th, 2019 – GSA Constitution renamed Document 001A – GSA Constitution.
 - f. Amendments presented and carried unanimously by the membership at the Annual General Meeting of the GSA, held on April 18th, 2019 – Document 001A – GSA Constitution renamed Document 001B – GSA Constitution and Pursuant Schedules.
 - g. Amendments presented and carried unanimously by the membership at a Special General Meeting of the GSA, held on January 23rd, 2020 –



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Document 001B – GSA Constitution renamed Document 001C – GSA Constitution and Pursuant Schedules.