

STUDENT ASSOCIATION OF GEORGE BROWN COLLEGE

BOARD REPORT

DATE August 9, 2019
FROM Charles Wilson Governance Consultant SP
SUBJECT By-law amendment
ACTION For approval

MOTION

Appendix I-IV

BACKGROUND

The executive retained Charles Wilson Governance Consultant SP to create recommendations regarding further changes to the By-laws especially in light of changes to the regulatory frameworks and other incidental matters which were not addressed in last winters work. As a result, I am recommending to the Board four motions to amend the by-laws. Other motions were prepared and at the request of the executive they were sent to appropriate committees.

Appendix I - A resolution to Amend the By-Laws of the Student Association of George Brown College in order to create classes of membership

Under the current fee protocol agreed to by the College and SAGBC, there is a membership fee. This fee is critical for funding the governance of the Student Association, and as a result I was asked to review what role should those who does not pay this fee should have in the governance of the Student Association. In this regard, I have three recommendations:

- 1) The current one class membership structure is unclear on what rights are associated with paying this fee;
- 2) The right to vote at the Membership Meeting (AGM) and run and vote in the election should be clarified in this regard.
- 3) It would create significant issues regarding the organizing and running of an election should those who do not pay this fee be barred from voting, however this is not the case for the annual general meeting.

The resolution as drafted accomplishes two actions:

- 1) It authorises a change to the governance structure by authorizing a supplemental article reflecting a fundamental change in the way the organization functions, in accordance with the Canada Not for Profit Corporations Act, section 197(1(d)).
- 2) It creates a voting and non-voting class of membership.

Appendix II - A resolution to amend the appointment process for Board and Executive members after vacancies

During the current vacancy in the Director of Communications and Internal, and the previous vacancy in the Director of Operations (summer 2017), a number of clarifications is needed regarding the way in which vacancies are filled. This resolution modernizes the vacancy procedures and brings that procedure in line with a similar procedure set forth to fill vacancies in the council of municipal corporations under the Municipal Act, 2007 and best governance practices in that regard.

Appendix III -The External Chairperson codification resolution

This by-law simply codifies the already existing practice regarding the external chair.

Appendix IV - A resolution to amend sections of the by-laws to clarify the procedures of the Student Association of George Brown College

This resolution accomplishes two things: (1) it deletes a section which mandates a percentage of the budget of the Student Association is used for specific purposes, as this is no longer possible under the ancillary fee framework; (2) it clarifies the amending formula to ensure clarity in style, format, and current practice.

Appendix V – Redline version

This is a “redline version” of the by-laws affected by the above four resolutions.

Respectfully submitted,

Charles Wilson Governance Consultant SP

Charles Wilson Governance Consultant SP

Per: Charles Wilson, LGVA(s), B.A. (Hons)., M.P.A., P.M.P.C.

Principal Consultant

OMBL #290451111

Appendix I

A resolution to Amend the By-Laws of the Student Association of George Brown College in order to create classes of membership

WHEREAS, the Minister of Training Colleges and Universities have created a framework for incidental fees wherein some fees are optional for students;

AND WHEREAS, a membership fee is charged by the Student Association under the fees protocol as negotiated between the Corporation and the College;

AND WHEREAS, voting rights attached to these positions require a fundamental change to the membership in accordance with section 197(d) of the Canada Not for Profit Corporations Act (SC 2009, c. 23)

Be it enacted as a resolution of the Student Association of George Brown College, which is incorporated under the Canada Not-for-Profit Corporations Act, as follows:

1. In accordance with Section 197(1(d)) of *the Canada Not for Profit Corporations Act, (SC 2009, c. 23)* the Members of the Student Association of George Brown College hereby consent to a fundamental change in the Articles of Incorporation as follows:

The By-laws of the Corporation may set forth Classes of Membership and attach voting rights to such classes: Class A – Voting and Class B - Non-Voting.

Membership in such classes shall be contingent on the payment of a membership fee set forth in the by-laws and subject to directives regarding ancillary fees made under section 4 of *the Ontario Colleges of Applied Arts and Technology Act (2002, S.O. 2002, c. 8, Sched. F)*.

The Members of the Student Association of George Brown College also direct the Directors of the Corporation to do all things necessary to give effect to the said change under provisions of the Act.

2. By-Law 1 is rescinded and replaced in accordance with Schedule 1.
3. By-law 3, section 1(a) is amended as follows:
Be a member of Class A - Voting in accordance with By-law 1.
4. By-law 9, section 1 is amended as follows:
 - a) The Board shall call a general meeting of the membership to be held at which the corporation's financial statements and reports of the directors and of the auditor shall be presented.
 - b) At that meeting Class A - Voting have full voice and vote and Class B - Non-Voting shall have full voice and no vote.
5. By-law 9, section 8 is amended as follows:
A motion intended for a meeting of the members from any individual member shall be placed on the agenda of a meeting of the Membership if fifteen (15) members of Class A - Voting sign a petition in support of it. The full text of the motion must be included in the petition and the text of the

motion and signed petitions must be submitted to the Director of Communications and Internal a minimum of 45 (forty-five) days before the meeting of the Membership. The petition referred in this section is the same as a Membership Proposal in accordance with section 163 of the Act.

6. By-law 12, section 3(a) is amended as follows:

All members of Class A-Voting shall be eligible to run.

Schedule 1

By-Law 1: Organization of the Corporation

Be it enacted as a by-law of the Student Association of George Brown College, which is incorporated under the Canada Not-for-Profit Corporations Act, as follows:

Composition of membership

1. The Corporation's membership shall consist of two classes:

- a) class A, hereafter called "Class A - Voting"
- b) class B, hereafter called "Class B - Non-Voting".

2. Class A - Voting shall consist of all individuals *who*:

- a) have paid the Student Association Membership Fee which shall from time to time be set by the Board of Directors;
- b) *belong* to a category of students in respect of which the Corporation has accepted a grant in lieu of such membership fee;
- c) *are* currently enrolled students of the College belonging to a category of students such as full-time students on a reduced course load due to College approved accessibility accommodations, in respect of which the Corporation has acknowledged membership and negotiation the terms and conditions of a membership fee; *or*
- d) *are* members of the Executive of the Corporation as set forth in By-Law 7.

3. Class B - Non-Voting shall consist of all other full-time students of the College.

4. Class A - Voting shall have the rights as follows:

- a) the right to speak and vote at *a* Membership Meeting;
- b) the right to be nominated for office *on* the Board of Directors;
- c) the right to vote in elections for the Board of Directors and in referenda sponsored under these by-laws;
- d) all other rights which shall from time to time be determined by the Board of Directors.

5. Class B - Non-Voting shall have the rights as follows:

- a) the right to vote in elections for the Board of Directors and in referenda sponsored under these by-laws;

b) all other rights which shall from time to time be determined by the Board of Directors.

Property and business –Board of Directors

6. The property and business of the Corporation shall be managed by a Board of Directors.

Committees

7. The Board of Directors shall be advised by the Committees of the Corporation.

General Manager

8. The Board of Directors shall delegate the ongoing day-to-day operation of the corporation to the General Manager, who will be accountable to the Board and report to the Executive Committee on a minimum bi-weekly basis. The General Manager shall exercise general control and management of the affairs of the Corporation for the purpose of efficient and effective operations of the Corporation.

Appendix II

A resolution to amend the appointment process for Board and Executive members after vacancies

Whereas the Board has deemed it necessary to change the procedures for filling vacancies in the Board of Director;

Be it enacted as a resolution of the Student Association of George Brown College, which is incorporated under the Canada Not-for-Profit Corporations Act, as follows:

7. By-law 5 is rescinded and replace in accordance with Schedule 1.
8. By-law 7 is amended by adding section 2:
When a member is acting in an executive role, that member in accordance with by-law 6, section 6, that person is an officer for the time when they are acting.

Schedule 1

By-Law 5: Board of Directors Members

Be it enacted as a by-law of the Student Association of George Brown College, which is incorporated under the Canada Not-for-Profit Corporations Act, as follows:

Deemed vacancy - Director

1. The position of Director shall be deemed vacant if:
 - a) The Director dies, ceases to be qualified or resigns in writing to the Director Communications and Internal, or, in the case of the Director Communications and Internal, to the General Manager;
 - b) The Director becomes bankrupt or declared incapable of managing property under the *Mental Health Act, R.S.O. 1990, c. M.7*, or the *Substitute Decision Act, S.O. 1992, c. 30*;
 - c) The Director commences legal action against the corporation;
 - d) The Director fails to abide by the roles and responsibilities of the Directors as set forth in the governing documents for a period of one calendar month, as per their written agreement.
 - e) At a meeting of members called for that purpose an ordinary resolution is passed to declare the office vacant; or

- f) If they are absent at two consecutive meetings of the Board, without having provided written regrets in advance to the Director Communications and Internal or the General Manager, the Board may pass a resolution declaring that the member has abandoned their office, then the Director shall be deemed to have resigned their office.
- g) If the director ceases to be a member of class A in accordance with By-law 1.

Declaration of vacancy

2. If the office of a member of becomes vacant under section 1, the Director of Communications and Internal (or the General Manager in case of the Director of Communications and Internal) shall at its next meeting of the Board declare the office to be vacant, except if a vacancy occurs as a result of the death of a member, the declaration may be made at either of its next two meetings.

Filling Vacancies

- 3.** When a vacancy has occurred, the Board shall fill the vacancy within 60 days of the declaration made under section 2 by either:
- a) fill the vacancy by appointing a member of class A, who has consented to accept the office, in accordance with section 4; or
 - b) require a by-election to be held to fill the vacancy in accordance with By-law 12. (By-Laws 2019, b.5, s.2, as amended AGM F2019).

Method of filling vacancies

- 4.** If the vacancy is filled through appointment, the appointment shall be made as follows.
- a) Candidates shall apply by submission of a cover letter, a resume, and profile addressed to the Chief Returning Officer who shall present the resume, cover letter, and profile to the Board at the Board Meeting.
 - b) The Board shall meet to fill the vacancy, at the appointed time, and each candidate shall address the board for up to three minutes, and then answer any questions from members of the board.
 - c) The Board shall then proceed to a vote by secret ballot. Balloting shall continue until one candidate receives a two-thirds majority of the total votes casted. The candidate with the lowest number of votes shall be removed after each ballot which does not produce a winner until there are two candidates left on the ballot. If there are two candidates left, and no candidate receives the required two-thirds majority after three successive ballots, then a majority shall be used to determine the winner. (By-Laws 2019, b.5, s.2, as amended AGM F2019).

Term

5. A person appointed or elected to fill a vacancy under section 2 shall hold office for the remainder of the term of the person he or she replaced.

Interim provisions

6. a) The Board may appoint a member to perform the functions of an executive office which is vacant until the vacancy is filled under section 3.

b) When an appointment is made under subsection (a) by-law 3, section 7 does not apply.

Special rule regarding pending elections

7. Despite section 3, if a vacancy occurs within 60 days before voting day for the office, there is no requirement to fill the vacancy. For an executive office which becomes vacant which will not be filled, the Board shall appoint a member to perform those function in accordance with section 6.

Power to suspend – Board of Directors

8. The Board of Directors may suspend the capacity to exercise the power and duties of the office of a member of the Board of Directors, during the course of an investigation into the actions regarding the member's action, and pending final reporting and determination regarding what action is warranted in accordance with section 1 of this by-law. (By-laws 2019, b.5, s.8 as amended AGM F2019).

Appendix III

The External Chairperson codification resolution

Whereas, it is prudent to amend the by-laws to codify the already existing powers of the external chairperson;

Be it enacted as a resolution of the Student Association of George Brown College, which is incorporated under the Canada Not-for-Profit Corporations Act, as follows:

1. The By-laws are amended by adding by-law 7A as set forth in schedule I.

Schedule I

By-Law 7A: The Chairperson of the Corporation

Be it enacted as a by-law of the Student Association of George Brown College, which is incorporated under the Canada Not-for-Profit Corporations Act, as follows:

1. The Board shall appoint a Chairperson who shall preside over board and membership meetings so that its business can be carried out efficiently and effectively. The Chairperson shall hold office for a one-year period during good behaviour. The Chairperson shall not be a member of the Corporation.
2. The Chairperson shall prepare the agenda of the board and members meetings and shall review and approve the minutes of the board and membership.
3. The Chairperson shall have the authority to be vigilant and active in causing the by-laws, the code of conduct, and the policies of the Corporation to be duly executed and obeyed.
4. In performing the duties under section 3, the Chairperson shall have the authority to:
 - a) investigate and report on breaches of the by-laws, the code of conducts, and policies of the corporation;
 - b) make recommendations to the Board regarding the duties found in subsection (a);
 - c) all other things incidental to either (a) or (b).
5. In performing the duties under sections 3 and 4, the Chairperson shall have the right to compel members of the Board to review the matter with them. Should the member refuse, the chairperson shall have the right to suspend the capacity to exercise the power and duties of the office of a member of the Board of Directors for that time which the member so refuses.

6. An investigation under this section shall be conducted in accordance with the Board Mediation Process.

Appendix IV

A resolution to amend sections of the by-laws to clarify the procedures of the Student Association of George Brown College

Whereas, the Board has deemed it necessary to amend the by-laws to clarify procedures in light of recent regulatory changes to the ancillary fees protocols and other unclarity regarding interoperations of the By-laws;

Be it enacted as a resolution of the Student Association of George Brown College, which is incorporated under the Canada Not-for-Profit Corporations Act, as follows:

1. 1. By-law 10, section 10 is repealed.
2. By-law 11, section 1 is amended as follows:
 - a) These By-laws may be amended or replaced by a majority vote of the members, provided that the full text of such amendment or replacement is included in the respective notices for such meetings.
 - b) This section does not apply to a By-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act where the act shall be followed.

Appendix V

Redline copy of by-laws changes.

Editor note. This red line copy of by-laws effected by resolutions are compiled for information only, and the source resolutions should be viewed as authoritative. Sections where no change is noted has been omitted from this document.

Legend

Class resolution

Vacancies resolution

Chairperson resolution

Clarifying resolution

Deleted text

Insert text

THE BY-LAWS OF THE STUDENT ASSOCIATION OF GEORGE BROWN COLLEGE

By-Law 1: Organization of the Corporation

Be it enacted as a by-law of the Student Association of George Brown College, which is incorporated under the Canada Not-for-Profit Corporations Act, as follows:

Composition of membership

~~1. The Corporation's membership shall consist of all individuals who are either:~~

~~a) Currently enrolled as students of the College and either have paid the student activity fee for the current term of study; or~~

~~b) Belong to a category of students in respect of which the corporation has accepted a grant in lieu of such fee; or~~

~~c) The elected members of the Board of Directors of the corporation as defined in these by-laws; or~~

~~d) Currently enrolled students of the College belonging to a category of students, such as full-time students on a reduced course load due to College-approved accessibility accommodations, in respect of which the corporation has acknowledged associated membership and negotiated the terms and conditions of membership fees. (By laws 2019, b.1, s.1)~~

Composition of membership

1. The Corporation's membership shall consist of two classes:

a) class A, hereafter called "Class A -Voting"

b) class B, hereafter called "Class B- Non-Voting".

2. Class A - Voting shall consist of all individuals:

a) who have paid the Student Association Membership Fee which shall from time to time be set by the Board of Directors;

b) belonging to a category of students in respect of which the corporation has accepted a grant in lieu of such membership fee;

Legend

Class resolution

Vacancies resolution

Chairperson resolution

Clarifying resolution

Deleted text

Insert text

- c) currently enrolled students of the College belonging to a category of students such as full-time students on a reduced course load due to College approved accessibility accommodations, in respect of which the Corporation has acknowledged membership and negotiation the terms and conditions of a membership fee; and
- d) Members of the Executive of the Corporation as set forth in By-Law 7.

3. Class B-Non-Voting shall consist of all other full-time students of the College.

4. Class A-Voting shall have the rights as follows:

- a) the right to speak and vote at the Membership Meeting;
- b) the right to be nominated for office in the Board of Directors;
- c) the right to vote in the elections for the Board of Directors and in the referenda sponsored under these by-laws;
- d) all other rights which shall from time to time be determined by the Board of Directors.

5. Class B-Non-Voting shall have the rights as follows:

- a) the right to vote in the elections for the Board of Directors and in the referenda sponsored under these by-laws;
- b) all other rights which shall from time to time be determined by the Board of Directors.

Property and business –Board of Directors

2. 6. The property and business of the Corporation shall be managed by a Board of Directors.

Legend

Class resolution

Vacancies resolution

Chairperson resolution

Clarifying resolution

Deleted text

Insert text

Committees

3. 7. The Board of Directors shall be advised by the Committees of the Corporation.

General Manager

4. 8.The Board of Directors shall delegate the ongoing day-to-day operation of the corporation to the General Manager, who will be accountable to the Board and report to the Executive Committee on a minimum bi-weekly basis. The General Manager shall exercise general control and management of the affairs of the Corporation for the purpose of efficient and effective operations of the Corporation.

- Legend
- Class resolution
- Vacancies resolution
- Chairperson resolution
- Clarifying resolution
- ~~Deleted text~~
- Insert text**

By-Law 3: Board of Directors Eligibility

Be it enacted as a by-law of the Student Association of George Brown College, which is incorporated under the Canada Not-for-Profit Corporations Act, as follows:

Voting Director Eligibility

1. Each voting director shall be a member of the Corporation shall:

a) ~~Be a member in accordance with Article 1;~~

Be a member of Class A-Voting in accordance with By-law 1.

b) Be at least 18 years of age as of the date of ratification; and

c) Otherwise eligible to be a Director of a Corporation under the Act, namely not being found incapable of handling property under the *Substitute Decisions Act, S.O. 1992, c.30* or the *Mental Health Act, R.S.O. 1990, c.M.7* and not having an undischarged bankruptcy under the *Bankruptcy and Insolvency Act, R.S.C. 1985, c.B-3*.

Legend

Class resolution

Vacancies resolution

Chairperson resolution

Clarifying resolution

~~Deleted text~~

Insert text

By-Law 5: Board of Directors Members

Be it enacted as a by-law of the Student Association of George Brown College, which is incorporated under the Canada Not-for-Profit Corporations Act, as follows:

Deemed vacancy - Director

1. The position of Director shall be deemed vacant if:

- h) The Director dies, ceases to be qualified or resigns in writing to the Director Communications and Internal, or, in the case of the Director Communications and Internal, to the General Manager;
- i) The Director becomes bankrupt or declared incapable of managing property under the *Mental Health Act, R.S.O. 1990, c. M.7*, or the *Substitute Decision Act, S.O. 1992, c. 30*;
- j) The Director commences legal action against the corporation;
- k) The Director fails to abide by the roles and responsibilities of the Directors as set forth in the governing documents for a period of one calendar month, as per their written agreement.
- l) At a meeting of members called for that purpose an ordinary resolution is passed to declare the office vacant; or
- m) If they are absent at two consecutive meetings of the Board, without having provided written regrets in advance to the Director Communications and Internal or the General Manager, the Board may pass a resolution declaring that the member has abandoned their office, then the Director shall be deemed to have resigned their office.
- n) If the director ceases to be a member of class A in accordance with By-law 1.**

By elections to fill vacancy – Before September 1st

- ~~2. a) In the event of a vacancy prior to September 1st in the Directors offices, the Board of Directors shall call a by election to fill the vacant position. Until the by election is held, an existing member of the Board shall be~~

Legend

Class resolution

Vacancies resolution

Chairperson resolution

Clarifying resolution

Deleted text

Insert text

appointed to fill the vacancy, as agreed upon by two-thirds majority vote. (By laws 2019, b.5, s.2(a)).

Idem—After September 1st

- b) If such an office becomes vacant after September 1st, the Board of Directors may appoint any Member, as agreed upon by two-thirds majority vote, of the respective constituency to fill the vacancy with the office's full remuneration paid. (By laws 2019, b.5, s.2(b)).

Vacancy—Director of Education and Equity

3. a) In the event of a vacancy in the Director of Education and Equity, prior to September 1st, the Board of Directors shall call a by-election to fill the vacant position. Until the by-election is held, an existing member of the Board shall be appointed, as agreed upon by two-thirds majority vote.

b) In the event of a vacancy in the office Director of Education and Equity becomes vacant after September 1st, the Board of Directors shall appoint any member, as agreed upon by two-thirds majority vote, to fill the vacancy with the office's full remuneration paid to the appointed member, no later than 30 days following such vacancy.

c) Until the vacancy is filled, whether the vacancy has occurred before or after September 1st, the Executive Committee shall appoint another member of the Executive Committee to fill the vacant office with, in addition to their own remuneration, half of the vacant position's remuneration.

d) Failure of any appointed member to fulfill the responsibilities of the vacant position will result in full repayment of the additional remuneration. (By laws 2019, b.5, s.3)

Vacancy—Director of Communications and Internal or Director of Operations

4. a) In the event of a vacancy in the Director of Communications and Internal or the Director of Operations prior to the start of the

Legend

Class resolution

Vacancies resolution

Chairperson resolution

Clarifying resolution

Deleted text

Insert text

~~nominations for the spring elections, the Board of Directors shall declare that that position is included in the spring election. Until the by-election is held, an existing member of the Board shall be appointed, as agreed upon by two thirds majority vote.~~

~~b) In the event of a vacancy in the Director of Communications and Internal or the Director of Operations after the start of nominations for the spring election, the Board of Directors shall appoint any member, as agreed upon by two thirds majority vote, to fill the vacancy with the office's full remuneration paid to the appointed member, no later than 30 days following such vacancy.~~

~~c) Until the vacancy is filled, whether the vacancy has occurred before or after the start of nominations, the Executive Committee shall appoint another member of the Executive Committee to fill the vacant office with, in addition to their own remuneration, half of the vacant position's remuneration. Failure of any appointed member to fulfill the responsibilities of the vacant position will result in full repayment of the additional remuneration. (By laws 2019, b.5, s. 4)~~

Term of office

~~5. A person elected under section 3 or 4 takes office upon the confirmation of the election and remains in office for the remainder of the term office. (By laws 2019, b.5, s.5)~~

Declaration of vacancy

2. If the office of a member of becomes vacant under section 1, the Director of Communications and Internal (or the General Manager in case of the Director of Communications and Internal) shall at its next meeting of the Board declare the office to be vacant, except if a vacancy occurs as a result of the death of a member, the declaration may be made at either of its next two meetings.

Filling Vacancies

3. When a vacancy has occurred, the Board shall fill the vacancy within 60 days of the declaration made under section 2 by either:

Legend

Class resolution

Vacancies resolution

Chairperson resolution

Clarifying resolution

Deleted text

Insert text

- a) fill the vacancy by appointing a member of class A, who has consented to accept the office, in accordance with section 4; or
- b) require a by-election to be held to fill the vacancy in accordance with By-law 12. (By-Laws 2019, b.5, s.2, as amended AGM F2019).

Method of filling vacancies

4. If the vacancy is filled through appointment, the appointment shall be made as follows.

- a) Candidates shall apply by submission of a cover letter, a resume, and profile addressed to the Chief Returning Officer who shall present the resume, cover letter, and profile to the Board at the Board Meeting.
- b) The Board shall meet to fill the vacancy, at the appointed time, and each candidate shall address the board for up to three minutes, and then answer any questions from members of the board.
- c) The Board shall then proceed to a vote by secret ballot. Balloting shall continue until one candidate receives a two-thirds majority of the total votes casted. The candidate with the lowest number of votes shall be removed after each ballot which does not produce a winner until there are two candidates left on the ballot. If there are two candidates left, and no candidate receives the required two-thirds majority after three successive ballots, then a majority shall be used to determine the winner. (By-Laws 2019, b.5, s.2, as amended AGM F2019).

Term

5. A person appointed or elected to fill a vacancy under section 2 shall hold office for the remainder of the term of the person he or she replaced.

Interim provisions

6. a) The Board may appoint a member to perform the functions of an executive office which is vacant until the vacancy is filled under section 3.

Legend

Class resolution

Vacancies resolution

Chairperson resolution

Clarifying resolution

Deleted text

Insert text

b) When an appointment is made under subsection (a) by-law 3, section 7 does not apply.

Special rule regarding pending elections

7. Despite section 3, if a vacancy occurs within 60 days before voting day for the office, there is no requirement to fill the vacancy. For an executive office which becomes vacant which will not be filed, the Board shall appoint a member to perform those function in accordance with section 6.

Power to suspend – Board of Directors

5. The Board of Directors may suspend the capacity to exercise the power and duties of the office of a member of the Board of Directors, during the course of an investigation into the actions regarding the member's action, and pending final reporting and determination regarding what action is warranted in accordance with section 1 of this by-law. (By-laws 2019, b.5, s.6)

Legend

Class resolution

Vacancies resolution

Chairperson resolution

Clarifying resolution

Deleted text

Insert text

By-Law 7A: The Chairperson of the Corporation

Be it enacted as a by-law of the Student Association of George Brown College, which is incorporated under the Canada Not-for-Profit Corporations Act, as follows:

1. The Board shall appoint a Chairperson who shall preside over board and membership meetings so that its business can be carried out efficiently and effectively. The Chairperson shall hold office for a one-year period during good behaviour. The Chairperson shall not be a member of the Corporation.

2. The Chairperson shall prepare the agenda of the board and members meetings and shall review and approve the minutes of the board and membership.

3. The Chairperson shall have the authority to be vigilant and active in causing the by-laws, the code of conduct, and the policies of the Corporation to be duly executed and obeyed.

4. In performing the duties under section 3, the Chairperson shall have the authority to:

- a) investigate and report on breaches of the by-laws, the code of conducts, and policies of the corporation;
- b) make recommendations to the Board regarding the duties found in subsection (a);
- c) all other things incidental to either (a) or (b).

5. In performing the duties under sections 3 and 4, the Chairperson shall have the right to compel members of the Board to review the matter with them. Should the member refuse, the chairperson shall have the right to suspend the capacity to exercise the power and duties of the office of a member of the Board of Directors for that time which the member so refuses.

6. An investigation under this section shall be conducted in accordance with the Board Mediation Process.

Legend

Class resolution

Vacancies resolution

Chairperson resolution

Clarifying resolution

Deleted text

Insert text

Legend

Class resolution

Vacancies resolution

Chairperson resolution

Clarifying resolution

Deleted text

Insert text

By-law 9: Meetings of Members

Be it enacted as a by-law of the Student Association of George Brown College, which is incorporated under the Canada Not-for-Profit Corporations Act, as follows:

General Meeting – Calling of Meeting

~~1. The Board shall call a general meeting of the membership to be held at which the corporation's financial statements and reports of the directors and of the auditor shall be presented. (By-laws 2019, b.9, s.1)~~

1. a) The Board shall call a general meeting of the membership to be held at which the corporation's financial statements and reports of the directors and of the auditor shall be presented.

b) At that meeting Class A-Voting have full voice and vote and Class B-Non-Voting shall have full voice and no vote.

Member's Proposal

8. A motion intended for a meeting of the members from any individual member shall be placed on the agenda of a meeting of the Membership if fifteen (15) members **of Class A-Voting** sign a petition in support of it. The full text of the motion must be included on the petition and the text of the motion and signed petitions must be submitted to the Director of Communications and Internal a minimum of 45 (forty-five) days before the meeting of the Membership. The petition referred in this section is the same as a Membership Proposal in accordance with section 163 of the Act. (By-laws 2019, b.9, s.8)

Legend

Class resolution

Vacancies resolution

Chairperson resolution

Clarifying resolution

Deleted text

Insert text

By-Law 10: Legal and Financial

Be it enacted as a by-law of the Student Association of George Brown College, which is incorporated under the Canada Not-for-Profit Corporations Act, as follows:

Constituency Centre Budget

~~10. Each fiscal year, a minimum of 5% of the General Operating Budget will be distributed evenly amongst the constituency centres for programming and student staff. (By laws 2019, b.10, s.10)~~

Legend

Class resolution

Vacancies resolution

Chairperson resolution

Clarifying resolution

Deleted text

Insert text

By-Law 11: The By-laws, Policies and Procedures of the Corporation

Be it enacted as a by-law of the Student Association of George Brown College, which is incorporated under the Canada Not-for-Profit Corporations Act, as follows:

By-laws Amendment procedures

~~1. These By-laws may be amended or replaced by a majority vote of the Board and a subsequent majority vote of the members, provided that the full text of such amendment or replacement is included in the respective notices for such meetings. This section does not apply to a By-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act. (By laws 2019, b.11, s.1)~~

1. a) These By-laws may be amended or replaced by a majority vote of the members, provided that the full text of such amendment or replacement is included in the respective notices for such meetings.

b) This section does not apply to a By-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act where the act shall be followed.

Legend

Class resolution

Vacancies resolution

Chairperson resolution

Clarifying resolution

Deleted text

Insert text

By-Law 12: Elections

Be it enacted as a by-law of the Student Association of George Brown College, which is incorporated under the Canada Not-for-Profit Corporations Act, as follows:

Eligibility of Candidates

3. a) ~~All members who meet the qualifications as outlined in By-law 1 shall be eligible to run.~~ **All members of Class A-Voting shall be eligible to run.**

Legend

Class resolution

Vacancies resolution

Chairperson resolution

Clarifying resolution

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