



University of Toronto

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January 10, 2006

MEMORANDUM

TO: MEMBERS OF THE UNIVERSITY AFFAIRS BOARD

FROM: JIM DELANEY

SUBJECT: INCORPORATION AND BY-LAWS OF THE UNIVERSITY COLLEGE LITERARY AND ATHLETICS SOCIETY OF THE UNIVERSITY OF TORONTO

The University College Literary and Athletics Society of the University of Toronto (the "Lit") is the main student society of University College. The Lit's membership includes all full-time and part-time students registered at University College. UC students automatically become members of the society and are charged a compulsory non-academic incidental fees pursuant to the *Policy for Compulsory Non-Academic Incidental Fees*.

The Lit has requested University approval for its application for incorporation to the province. Since the proposed corporate name of the society will include the name of the University and a name of a division of the University, governance approval is required.

A key benefit of incorporation to officers (and other students in leadership positions) of a student society is some measure of protection from personal liability arising from actions of the organization (provided appropriate measures including insurance are in place). As a learning opportunity, involvement in an incorporated student society is enhanced because of higher levels of corporate responsibility and accountability.

From the University's perspective, the relationship with an independently incorporated body requires a different level of attention (e.g., with respect to matters such as insurance, space agreements, etc.). Notwithstanding this, an independently incorporated student society continues to be subject to the provisions of the *Policy for Compulsory Non-Academic Incidental Fees* and other relevant policies.

It has been the administration's normal practice to endorse incorporation of representative student committees (the Students' Administrative Council, the Association of Part-time Undergraduate Students, the Graduate Students' Union, and the Scarborough Campus Students' Union), student societies and other organizations on whose behalf the University collects a



compulsory non-academic incidental fee provided that these organizations agree to three conditions:

1. that the Governing Council reserves the right to approve changes to certain sections of the by-laws and that the society will advise the University of all changes to other sections of their by-laws;
2. that references to the name of the University or the names of divisions of the University in the corporate name of the organization be removed upon the corporation ceasing to be recognized in accordance with applicable policies; and
3. that, as an independently incorporated body, the organization enter into an agreement with the University concerning the use of space.

The Lit has agreed to the these conditions. A provision reserving the right for the Governing Council to approve changes to certain sections of the by-laws is included in the draft by-laws. Three officers of the Society have signed an undertaking (attached) agreeing to the second condition. The third condition will be the subject of discussion and negotiation among the Society, University College, and Student Affairs in the coming months.

Legal counsel, H. Donald Guthrie (Cassels Brock) has reviewed the application for letters patent (attached) and the draft by-laws (attached). He has no objection to approval of the application and the draft by-laws subject to the normal conditions applied in these circumstances.

Recommendation For Approval:

It is recommended that the University Affairs Board approve:

THAT, subject to fulfillment of the conditions set out below,

1. the application for letters patent of the University College Literary and Athletics Society of the University of Toronto (attached) be approved;
2. the use of the words “University College” and “University of Toronto” in the corporate name of the “University College Literary and Athletics Society of the University of Toronto” be approved; and
3. the draft by-laws of the University College Literary and Athletics Society of the University of Toronto (attached) be approved replacing any and all previous Governing Council approved constitutions of the Society.

The conditions of the foregoing approvals are that:

1. the Governing Council reserves the right to approve changes to certain sections of the corporate by-laws (as stipulated in the draft by-laws) and that the corporation will inform the Office of the Vice-President & Provost of any and all changes to sections of the by-laws not

reserved for approval by the Governing Council;

2. the student society will eliminate the words “University College” and “University of Toronto” in the corporate name of the University College Literary and Athletics Society of the University of Toronto upon the corporation ceasing to be recognized by the University in accordance with applicable policies; and
3. the student society will enter into an agreement with the University in form and substance satisfactory to the Vice-Provost, Students, regarding the use University space by the corporation.

cc. K. Buchanan, President, University College Literary and Athletics Society
N. Robinson, Dean of Students, University College
S. Bashevkin, Principal, University College

JD/

Form 2
Corporations
Act

Formule 2
Loi sur les
personnes
morales

**APPLICATION FOR INCORPORATION OF A CORPORATION WITHOUT SHARE CAPITAL
REQUÊTE EN CONSTITUTION D'UNE PERSONNE MORALE SANS CAPITAL-ACTIONS**

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale de la société : (Écrire en LETTRES MAJUSCULES SEULEMENT)

U	N	I	V	E	R	S	I	T	Y		C	O	L	L	E	G	E		L	I	T	E	R	A	R	Y		A	N
D		A	T	H	L	E	T	I	C		S	O	C	I	E	T	Y		A	T		T	H	E		U	N	I	V
E	R	S	I	T	Y		O	F		T	O	R	O	N	T	O													

2. The address of the head office of the corporation is:

Adresse du siège social:

15 King's College Circle, Jr. Common Room,

(Street & Number or R.R. Number & if Multi-Office Building give Room No.)

(Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

Toronto

Ontario

M	5	S	3	H	7
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(Name of Municipality or Post Office)

(Postal Code)

(Nom de la municipalité ou du bureau de poste)

(Code postal)

3. The applicants who are to be the first directors of the corporation are:

Requérants appelés à devenir les premiers administrateurs de la personne morale :

First name, middle names and
surname

*Prénom, autres Prénoms et nom de
famille*

Address for service, giving Street & No. or R.R. No., Municipality,
Province, Country and Postal Code

*Domicile élu, y compris la rue et le numéro, le numéro de la R.R. ou
le nom de la municipalité, la province, le pays et le code postal*

Pedram Kaya

79 Clydesdale Drive, Toronto, Ontario, M2T 3N3

George Mastoras

25 White Pine Avenue, Toronto, Ontario, M4B 2Z8

Kent Buchanan

140 Robert Street, Toronto, Ontario, M5S 2K3

4. The objects for which the corporation is incorporated are:
Objets pour lesquels la personne morale est constituée:

The establishment and operation of a students' society for the purposes of

a) promoting an atmosphere of collegiality, community and opportunity that best serves the needs of the students of University College;

b) organizing social, cultural, academic and athletic activities and events throughout the year;

c) representing the interests of its members within University College and the University of Toronto;

and such other complementary purposes not inconsistent with these objects.

5. The special provisions are:
Dispositions particulières:

The corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the corporation shall be used in promoting its objects.

La personne morale doit exercer ses activités sans rechercher de gain pécuniaire pour ses membres, et tout bénéfice ou tout accroissement de l'actif de la personne morale doit être utilisé pour promouvoir ses objets.

6. The names and address for service of the applicants:

4.

Nom et prénoms et domicile élu des requérants :

First name, middle names and
surname

*Prénom, autres Prénoms et nom de
famille*

Address for service, giving Street & No. or R.R. No., Municipality, Province,
Country and Postal Code

*Domicile élu, y compris la rue et le numéro, le numéro de la R.R. ou le
nom de la municipalité, la province, le pays et le code postal*

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This application is executed in duplicate.

La présente requête est faite en double exemplaire.

Signatures of applicants
Signature des requérants

University College Literary and Athletic Society at the University of Toronto

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Approved by Council: September 25, 2005

Article 1 -- Definitions

In this By-law,

“**Act**” means the *Corporations Act* (Ontario), as amended from time to time;

“**College**” means University College;

“**Constitution**” means the Letters Patent and by-laws of the Society;

“**Council**” means the body that fulfills the function of the Board of Directors as described in the Act and whose composition is described in Article 6;

“**Council Meeting**” means either a Regular Council Meeting, or an Emergency Council Meeting, unless the context demands otherwise;

“**Council Policy**” means any policy created in accordance with Article 6, Section 7 of this by-law, and governs the operations of the Society in accordance with the Constitution;

“**Executive**” means the body described in Article 12;

“**Governing Council**” means the governing body of the University of Toronto;

“**Letters Patent**” mean the Letters Patent of the Society issued [date], as amended or restated from time to time by means of Supplementary Letters Patent or otherwise;

“**Member**” shall have the meaning assigned to it in Article 4;

“**Residence**” means a residence as identified by Council from time to time as being principally for the use of University College students and, until otherwise determined by Council, includes Whitney Hall, Sir Daniel Wilson, and Morrison Hall;

“**SAC**” means the Students’ Administrative Council of the University of Toronto;

“**School Day**” means a day from Monday to Friday inclusive, unless such a day is listed as a holiday in the Faculty of Arts & Science course calendar;

“**Society**” means the University College Literary and Athletic Society, a corporation without share capital incorporated under the *Corporations Act* (Ontario);

“**UC**” means University College;

“**University**” means the University of Toronto;

“**University College Council**” means the governing body of University College.

Article 2 -- Objects

The objects of the Society, as provided in the Letters Patent, are:

The establishment and operation of a students’ society for the purposes of

- a. promoting an atmosphere of collegiality, community and opportunity that best serves the needs of the students of University College;
- b. organizing social, cultural, academic, and athletic activities and events throughout the year;
- c. representing the interests of its members within University College and the University of Toronto;

and such other complementary purposes not inconsistent with these objects.

Article 3 -- Head Office and Seal

Section 1 -- Head Office

The head office of the Society shall be at 15 King’s College Circle, Toronto, Ontario, Canada, M5S 3H7, or such other location within the College as Council may identify by resolution.

Section 2 -- Seal

Council shall be entitled, but not obliged, to adopt by resolution a seal and, if so adopted, the seal shall be in such form as is affixed to this by-law.

Article 4 -- The Society: Composition and Fees

Section 1 -- Membership

All and only full-time and part-time students registered at University College shall be voting members ("Members") of the Society upon payment of the annual membership fee and compulsory levies.

Section 2 -- Termination and Transfer

Membership in the Society shall end when a Member withdraws, is suspended, or is expelled from the College or the University, or when a Member dies or ceases to be a full-time or part-time student at University College. Membership is not transferable.

Section 3 -- Annual Membership Fee

The Society's Annual Membership Fee shall include two components: (1) The Membership Fee, and (2) the Compulsory Levies. As of the 2005-2006 Academic Year, the total Annual fee shall be: full time \$33.04; part time \$14.68. A detailed schedule of these fees shall be laid out in Council Policy.

Membership fees are to be collected by the University with tuition fees and disbursed promptly to the Society. No changes shall be made to the membership fee or compulsory levies except through a referendum in which all Members are eligible to vote, and any changes must be appropriately approved by Governing Council.

Section 4 -- Disbursements to Other Groups

The following portions of the Society fee are designated for other organizations: The Gargoyle (levy), UC Review (levy), Association of College Programs (levy). Disbursement of these fees shall be conducted in accordance with relevant Council Policies and as outlined by University policy.

Article 5 -- The Society: Meetings

Section 1 -- Annual General Meeting

Each year the Society shall hold an Annual General Meeting on a time and day to be determined by Council. The meeting shall be held no later than October 31st of each year and shall be held at such a location, determined by the President, on or in the vicinity of the St. George Campus of the University.

Section 2 -- Annual General Meeting, Powers

The following items shall be considered by the Members at each Annual General Meeting: receiving the financial statements and auditor's report for the previous year, appointing auditors for the current year, authorizing Council to fix the remuneration of the auditors and approving changes to the Constitution made pursuant to Article 24 Section 1. All business transacted at the Annual General Meeting other than these items shall be deemed "special business".

Notice of any special business shall be submitted at the Head Office no less than 14 days before the Annual General Meeting and shall be posted conspicuously in the Head Office and distributed by e-mail to Members at least 7 days before the AGM. This notice shall state or be accompanied by a statement of:

- a. the nature of the business in sufficient detail to permit Members to form a reasoned judgment thereon; and
- b. the text of any resolution or by-law to be submitted to the meeting.

Section 3 -- Annual General Meeting, Notice

Notice of the Annual General Meeting shall be distributed to Members and others entitled to notice at least two weeks prior to the date of the Meeting. At the same time, the Society shall release a copy of the balance sheet and statement of income and expenses, extracted from the Society's financial statements and auditor's report. These shall be published in appropriate College publications, posted in conspicuous places around the College, and made available for inspection at the Office.

Section 4 -- Annual General Meeting, Procedure

1. Quorum for the conduct of business at an Annual General Meeting is at least 30 Members.
2. All Members are entitled to vote by proxy at an Annual General Meeting. No person may carry more than one proxy.
3. The Annual General Meeting shall be called to order by the Speaker or the President, chaired by the Speaker, and conducted according to the rules laid out in the Constitution, Council Policies, and the latest edition of Robert's Rules of Order, in that order of precedence.
4. All Members are permitted to move, second, speak to, and vote on resolutions at an Annual General Meeting.

Section 5 -- General Meetings

In addition to the Annual General Meeting, there may be any number of General Meetings of Members. General Meetings may only occur between September 1 and April 30, and may be called in one of the following ways:

1. By the President, on the unanimous consent of the Core Executive.
2. By a simple majority resolution of Council.
3. By requisition of no fewer than 10% of Society Members. The requisition shall include the names, student numbers, and signatures of the requisitionists, and shall be submitted to the Society's Head Office. Upon due receipt of the requisition, the President shall forthwith call a General Meeting to be held no more than 21 days later.

Section 6 -- General Meeting, Powers

A General Meeting, other than the Annual General Meeting, shall have the same authority as a Council Meeting.

Section 7 -- General Meeting, Notice

Notice of a General Meeting shall be distributed to Members and others entitled to notice at least two weeks prior to the date of the Meeting. At the same time, the Society must release a copy of all agenda items for the meeting described in sufficient detail to enable Members to understand the issues to be addressed. These must be published in appropriate College publications, posted in conspicuous places around the College, and made available for inspection at the Office.

Section 8 -- General Meeting, Procedure

1. Quorum for the conduct of business at a General Meeting is at least 5% of Society Members.
2. All Members are entitled to vote by proxy at a General Meeting. No person may carry more than one proxy.
3. The General Meeting shall be called to order by the Speaker or the President, chaired by the Speaker, and conducted according to the rules laid out in the Constitution, Council Policies, and the latest edition of Robert's Rules of Order, in that order of precedence. If the President does not promptly call to order a validly called General Meeting, any Member may do so.
4. All Members are permitted to move, second, speak to, and vote on any resolution at a General Meeting.

Article 6 -- Council: Composition and Authority

Section 1 -- Membership of Council

Council shall be composed of 34 members, consisting of the directors outlined as follows:

1. The Members shall elect the following officers, who shall serve as directors of the Society and who shall be voting members of Council by virtue of their office: President, Vice President, Finance Commissioner.
2. The Members shall elect the following directors, who shall be voting members of Council by virtue of their office: University and Academic Affairs Commissioner, Services Commissioner, Social Commissioner, Men's Athletics Commissioner, Women's Athletics Commissioner, Off-Campus Commissioner, Literary and Creative Arts Commissioner, Outreach Commissioner, University College Residence Council President, three First Year Off-Campus representatives, three First-Year Residence representatives, seven Upper Year Off-Campus representatives, and seven Upper Year Residence representatives.
3. Two SAC Directors, elected exclusively by the UC constituency shall serve as directors of the Society and shall be voting members of Council by virtue of their office.

Section 2 -- Observers of Council

1. The following Observers shall have speaking rights at all Council Meetings but shall not be directors and shall be considered non-voting members of Council: the Speaker of the Society, Secretary of the Society, Past President of the Society, UC's Coordinator of Student Life, UC's Dean of Students, UC's Principal, one Coffee Bar Manager, one Yearbook Editor, one Gargoyle editor, one UC Review Editor, and one Orientation Chair.

Section 3 -- Eligibility for Membership on Council

All Members and only Members are eligible to be elected to any voting Council position.

Section 4 -- Term of Office

1. The term of office for Core Executives, Executives and Upper Year Representatives shall begin at the Joint Council Meeting of the year in which they were elected immediately upon the dissolution of the previous year's Council and shall end at the next Joint Council Meeting.
2. Council shall, in April of each year, hold a Joint Council Meeting, at which it shall dissolve itself and thereby end its term of office. Incoming Council members elected and ratified previous to this meeting take office immediately upon dissolution.
3. Council members elected in First Year Representative elections or By-Elections held after the Joint Council Meeting take office immediately when the existing Council ratifies their membership. Their term of office ends immediately upon the dissolution of Council at the next Joint Council Meeting.
4. No person may hold more than one elected position on Council and/or ex officio voting position on Council and/or be Speaker of the Society and/or be Secretary of the Society simultaneously, although the President may act as speaker in the Speaker's absence.
5. Each position on Council may be held by one and only one individual.

Section 5 -- Termination and Transfer

1. The membership on Council of an elected Council member ends if the member gives written notice of resignation, if the member is removed from his/her position in accordance with the Constitution and Council Policies if the member ceases to be a Member of the Society, or when Council is dissolved.
2. The membership on Council of a Council member other than an elected Council member ends if the member gives written notice of resignation, or if the member is removed from his/her position.
3. Membership on Council is not transferable.

Section 6 -- Investigations and Removal from Office

1. During an investigation of a Council Member by the University or other authorities Council may, at its discretion, make special accommodations that can be used in order to protect individuals and/or minimize disruption to the normal activities of the society. These accommodations shall be detailed in Council Policy.
2. No Council member may be removed from office except by a resolution of 2/3rds of Council members or by a referendum in which every Society Member is eligible to vote.
3. Motions for removal at a Council Meeting must be moved by a member of the Core Executive.
4. A referendum on removal shall be initiated if the Society receives, in its Head Office, a petition containing the name, signature, and student number of at least 5% of Society members.

Section 7 -- Authority of Council and Council Policies

1. Council shall manage the affairs of the Society and fulfill the function of directors under the Act.
2. Council may from time to time adopt and amend Council Policies to govern the operations of the Society. In order to take effect, a new Council Policy or an amendment of an existing Council Policy must be approved,
 - a. by two-thirds resolution of Council at any Council Meeting, not including emergency meetings, notice of such resolution having been given at least one week in advance of the meeting; or
 - b. by a simple majority resolution of Council at two consecutive Council Meetings, no more than one of which may be an Emergency Council Meeting, notice having been given at least two days in advance of the first meeting.

Section 8 -- Responsibilities of Council Members

1. All Council members have a responsibility to contribute to the operations and success of the Society. Council members shall act in compliance with the Constitution and shall fulfill the additional and specific responsibilities assigned to them in the Council Policies.
2. If a Council member fails to perform the duties described in (1) above, any Council member may seek a resolution from Council permitting this failure and if Council does not then so resolve, a member of the Core Executive shall immediately move a motion for removal of this Council member, as detailed in section 6 of this article. Notice of such a resolution shall be given no less than ten School Days prior to its consideration. The Council member in question shall be permitted to address the resolution fully.

Section 9 -- Records of the Society

1. All financial records, budgets, audits, and committee, commission, board, and council minutes detailing the business of Council shall be made available in the Head Office for inspection by any Member. Should a record be unavailable, the President shall see that it be made available within two (2) business days of a request filed at the Head Office by any Member.

Section 10 -- Judiciary

1. The Judiciary shall be responsible for ruling on matters of constitutional dispute that arise at Council meetings, Annual General Meetings and General Meetings, and when voiced by Members. Relevant disputes shall include, but not be limited to: disputes involving interpretation of wordings, contradictory statements within the Constitution or between the Constitution and Council Policies, actions taken by Council which may potentially breach the statutes laid out in the Governing Documents.
2. The Judiciary shall be composed of the Speaker, the Chair of the Constitutional Review Committee, and one other Council member who is not a member of the Core executive, to be ratified at the Joint Council Meeting.
3. At any Council meeting, General Meeting, or Annual General Meeting, the Judiciary shall convene to pass ruling on a dispute only if a motion is passed to refer such dispute to the Judiciary for consideration. Such a motion shall always be in order, shall have interrupt precedence over all other motions, and shall carry upon approval of no less than one-third of Council members present and voting. In this case, the Judiciary may retire from the meeting for no more than fifteen minutes.
4. Upon receipt at the Head Office of a petition by no fewer than 50 Members, the Judiciary shall convene within five (5) business days to consider the dispute referred to in the petition. The Judiciary shall deliver its ruling to Council at the next regularly scheduled Council Meeting, such ruling never taking force prior to this meeting.
5. Council may reverse any ruling of the Judiciary by simple majority resolution of all Council members.
6. From time to time upon request by the relevant body, the Judiciary may give its opinion to Council, or any of its Committees, Commissions, or Boards, regarding application and interpretation of the Constitution. Such an opinion shall always be non-binding.

Article 7 -- Council: Regular Meetings

Section 1 -- Council Meetings

The date, time, and place of Regular Council Meetings shall be determined by the Core Executive promptly upon taking office. There shall be a minimum of 48 hours elapsed between two Council Meetings (including Emergency Council Meetings). The first meeting of each Council shall be called to order by the President, or Vice President in his/her absence. Subsequent Council Meetings shall be called to order by the Speaker. In absence of a ratified Speaker, the President may call any meeting to order.

Section 2 -- Notice of Meetings

Notice of all Regular Council Meetings shall be distributed to Council and to the Society immediately after they are scheduled, and no later than two weeks prior to the first meeting.

Section 3 -- Summer Meetings

Summer Council conducts the Society's business during May, June, July and August. Summer Council is identical in every respect to Council except that Summer Council is composed of volunteers from amongst Council appointed and ratified at the last Council Meeting before May.

Section 4 -- Procedure

Council Meetings are conducted in accordance with, in descending order of precedence, the Constitution, Council Policies, and the most recent edition of Robert's Rules of Order.

Section 5 -- Quorum

Quorum for a Council Meeting is a majority of all voting Council members. Non-voting Council members do not affect quorum.

Section 6 -- Proxies

Proxy attendance and proxy voting are prohibited.

Section 7 -- Speaker

The Speaker of the Society serves as the Speaker at Council Meetings. In the Speaker's absence, Council members may select a Speaker pro tempore, who shall act as Speaker until the Speaker of the Society is present. The Speaker or acting Speaker can never vote.

Section 8 -- Secretary

The Secretary of the Society serves as the Secretary at Council Meetings. If he/she is absent at a meeting, the Speaker of the meeting can appoint another person to act as Secretary pro tempore.

Section 9 -- Rights of Council Members

Elected members of Council and ex officio voting members of Council may make, second, speak to, and vote on any motion. Ex officio non-voting members of Council may speak to any motion, but may not make, second, or vote on any motion.

Section 10 -- Notice of Resolution

No motion may be made at any Council Meeting (including Emergency Council Meetings) notice of which has not been distributed to Council members at least 24 hours before the meeting, unless 3/4 of all Council members present at the meeting permit its addition to the agenda through resolution.

Section 11 -- Meetings Open to Society Members

Subject to Robert's Rules, Council Meetings are open to all Members of the Society, however, Members may only speak when this right is extended by a member of Council.

Article 8 -- Council: Emergency Meetings

Section 1 -- Emergency Meetings, Called

Should Society business arise which demands Council's consideration prior to the next Regular Council Meeting, an Emergency Council Meeting may be called in one of the following ways:

1. By the President distributing notice of such a meeting to Council.
2. By petition of any 10 Council members, including their names, signatures, and time, date, and place of the meeting, delivered to the Head Office and notice of the meeting distributed to Council.

Section 2 -- Notice of Meetings

Notice of an Emergency Council Meeting shall be distributed to Council members no fewer than 36 hours prior to the meeting.

Section 3 -- Similarity

Emergency Council Meetings are, except as noted in the Constitution and Council Policies, identical to Regular Council Meetings in every other respect.

Article 9 -- Council: Elections

Section 1 -- Elections Schedule

1. There shall be a Council Policy pertaining to Elections, in which is contained, subject to the Constitution, all rules which govern the election of Council members.
2. Each candidate shall be seconded by one Member and nominated by no less than 10 Members prior to standing for election.
3. Elections for Council member positions described in Article 15, called Core Executive Elections, shall take place prior to March 15.
4. Elections for Council member positions described in Article 12, other than those of the Core Executive, called Executive Elections, shall take place after Core Executive Elections. Nominations for Executive Elections shall be open for at least two days after Council has received unofficial results of Core Executive Elections.
5. Elections for the remaining elected Council member positions described in Article 6, with the exception of First Year Representatives, called Representative Elections, shall take place no fewer than five School Days before the Joint Council Meeting. Nominations for Representative Elections shall be open for at least two days after Council has received unofficial results of Executive Elections.
6. Elections for Council member positions not filled in Executive and Representative elections, including First Year Representatives, called Fall Elections, shall take place between September 15 and 30.
7. Any additional elections shall take place only between September 15th and January 31st.
8. Subject to the above conditions, all elections are to be scheduled by the President in consultation with the Elections Co-Ordinator and Elections Committee.

Section 2 -- Vacancies

Any vacancies in the elected positions of the Board of Directors may be filled by means of a by-election or by such other method that has been adopted by a resolution of Council.

Section 3 -- Voting

All Society Members are eligible to vote in all Society elections, subject to the following restriction:

1. First Year Representatives are elected only by Members whose student number shows them to be registered at the University in their first year.

Section 4 -- Notice of Elections

Notice of the dates of nominations shall be distributed to Members at least ten days prior to the close of nominations.

Article 10 -- Council: Conflict of Interest

Section 1 -- Defined

A Council member is in a conflict of interest who has an executive or similar role with, or who is a paid employee of, or who receives payment from, any business or other organization, including student organizations, which stands to directly benefit from Society business.

Section 2 -- Declaring Conflict of Interest

Any Council member who is in a conflict of interest must declare that conflict to the Speaker prior to making, seconding, speaking to, or voting (where permissible) on any motion related to that conflict.

Section 3 -- Voting Limits

No Council member who is in a conflict of interest with regard to any monetary motion may vote on such a motion.

Section 4 -- Salaries and Honoraria

Additionally, no Council member may receive a salary or honorarium for any activity funded by the Society unless approval is first secured from Council.

Section 5 -- Grounds for Dismissal

Violation of this Section is grounds for removal of a Council member in accordance with Article 6, Section 6 above.

Article 11 -- Council: Indemnity and Insurance

Section 1 -- Indemnity of Council members, employees, and appointed agents

The Society may from time to time indemnify and save harmless all Council members, employees, and appointed agents and their heirs, executors, administrators and other legal personal representatives from and against:

- a) any liability and all costs and expenses that they sustain or incur in respect of any action, suit or proceeding that is proposed or commenced against them for or in respect of anything done or permitted by them in respect of the execution of their duties; and
- b) all costs, charges and expenses that they sustain or incur in respect of the affairs of the Society.

The Society shall not indemnify Council members of any liability, costs, charges or expenses that they sustain or incur in or about any action, suit, or other proceeding as a result of which they are adjudged to be in breach of any duty or responsibility imposed upon them under the laws of the Government of Ontario or under any other statute, unless, in an action brought against them in their capacity as Council members, they have achieved complete or substantial success as a defendant.

Section 2 -- Insurance

The Society may buy and maintain such insurance for the benefit of Council members, employees, and appointed agents as Council may from time to time determine.

Article 12 -- The Executive: Membership and Authority

Section 1 -- Membership

1. The President, Vice-President, Finance Commissioner, University and Academic Affairs, Services Commissioner, Social Commissioner, Men's Athletics Commissioner, Women's Athletics Commissioner, Off-Campus Commissioner, Literary and Creative Arts Commissioner, Outreach Commissioner, and UC Residence Council President shall be Executive members.
2. The Coordinator of Student Life and the Secretary of the Society shall be non-voting members of the Executive.

Section 2 -- Authority of Executive Members

1. Executive members shall be responsible for enacting spending decisions pertaining to Society funds that are allocated to their position in budgets approved by Council.
2. Notwithstanding the above, the authority of an Executive member may be restricted in any action pertaining to the business of the Society by resolution of Council.
3. Executive members shall always act in accordance with duties laid out in the Constitution and Council Policies, and with resolutions of Council.

Article 13 -- The Executive: Meetings

Section 1 -- Scheduled Meetings

The date, time, and place of Executive meetings shall be determined by the President, and notice of Executive meetings shall be published at the Society's office and distributed electronically to all Council members. Executive Meetings are to be held as necessary to fulfill their purpose below.

Section 2 -- Procedure

Executive Meetings are chaired by the President and any decisions are made on a basis of 2/3 majority.

Section 3 -- Attendance

Executive Meetings are open to all Society Members. All Council members are permitted to speak at Executive Meetings.

Section 4 -- Purpose

The purpose of Executive Meetings shall be to prepare draft budgets for Council's consideration and to organize transition from one year's Council to the next.

Article 14 -- The Executive: Deputies

Section 1 -- Deputies

There shall be the following Deputies: Deputy Vice President – Operations, Finance Deputy, Services Deputy, Social Deputy, Outreach Deputy, Literary and Creative Arts Deputy, Athletics Deputy – Men's Intramurals, Athletics Deputy – Women's Intramurals, Off Campus Deputy – Mentors, Off Campus Deputy – Events. Any additional deputy positions shall be established in the Council Policies.

Section 2 -- Appointment of Deputies

Deputies are appointed by Council through selection from amongst Council members. If after the last Council Meeting in September no Council member has nominated themselves for a particular deputyship, that position may be filled by another Society Member.

Section 3 -- Deputy Responsibilities

The responsibility of Deputies shall be laid out in the Council Policies. Additional responsibilities may be agreed upon by the Executive member and Deputy jointly.

Article 15 -- The Core Executive: Membership and Authority

Section 1 -- Membership

1. The President, Vice-President and Finance Commissioner, are ex officio voting Core Executive members.
2. The Co-ordinator of Student Life is an ex officio non-voting member of the Core Executive.

Section 2 -- Authority of the Core Executive

1. The Core Executive oversees all activities of the Society and assists in their successful execution.
2. The Core Executive manages the Society's relations with external groups and within the University, except in areas specifically delegated in the Constitution and Council Policies to other Executive members.
3. The Core Executive reviews and when necessary filters incoming Society business.
4. The Core Executive fulfills a leadership role within Council.

Article 16 -- Standing Committees

Section 1 -- Definition

Standing Committees are composed of Council members and carry out specific functions in the operation of the Society. They have such powers and follow such procedures as described in their respective Council Policies.

Section 2 -- Striking Standing Committees

The membership of Standing Committees is as outlined in the Council Policies. With the exception of First Year Representatives, membership of Standing Committees shall be ratified at the Joint Council Meeting.

Section 3 -- List of Standing Committees

1. Constitution Review Committee: reviews the Constitution and Council Policies and is chaired by the Vice President.
2. Elections Committee: supervises Council elections and referenda and is chaired by the President, or by another member selected by resolution of Council should the President resign from the committee.
3. Elections Appeals Committee: reviews appeals of Elections Committee decisions and is chaired by the Vice President, or by another member selected by resolution of Council should the Vice-President resign from the committee.
4. Hiring Committee: conducts hiring of paid employees of the Society and is chaired by the President, or by another member selected by resolution of Council should the President resign from the committee.

Article 17 -- Hiring

Section 1 -- Statement of Equity

A fair and equitable hiring process contributes to the University College community by permitting all Members to apply for and to receive equal consideration for all positions within the Society.

Section 2 -- Exclusions

Due to the need for financial oversight, personal accountability, and checks-and-balances on the authority of individuals, the President, Vice-President, and/or Finance Commissioner cannot serve during their term of office in any position defined in Section 3 below.

Section 3 -- Hired Positions

1. There shall be a detailed Council Policy pertaining to the hiring of employees, which outlines the procedure used for hiring each of the positions below.
2. Each year, the Society shall hire (a): Diabolos' Manager(s), Orientation Co-Chair(s), Speaker, Secretary, Elections Co-Ordinator, and Communications Coordinator. Any additional hired positions shall be established in the Council Policies.
3. The Hiring Committee shall recommend to Council candidates to be hired for the positions outlined in 3.2 above, in accordance with Council Policy.

Article 18 -- Ancillaries

Section 1 -- Definition

The Society shall operate the following Ancillary Services, which are specific activities of the Society. Each Ancillary shall be governed by its own Council Policy, which shall create a Board, composed of at least the Core Executive, relevant Society employees, and additional Council members, to govern that Ancillary. Notwithstanding any Council Policy, the ultimate authority for the mandate and long-term planning of all Ancillaries resides with Council.

Section 2 -- Diabolos' Coffee-Bar

The Diabolos' Coffee-Bar is governed by the Council Policy "Diabolos Coffee-Bar", according to the following principles:

1. The Coffee-Bar contributes to the overall well-being of the University College community by providing a desired service and by helping to bring people together in fellowship.
2. The Coffee-Bar must be managed and operated primarily by and for University College students.
3. The Coffee-Bar must remain free from outside influence that adversely limits decision-making.
4. The Coffee-Bar must be managed and operated in an environmentally and socially responsible manner.

Section 3 -- Orientation

Orientation is governed by the Council Policy "Orientation" according to the following principles:

1. Orientation contributes to the overall well-being of the University College community by integrating incoming students into the University College Community, celebrating their arrival at University and introducing them to each other and to Upper Year students.
2. Orientation must be managed and operated primarily by and for University College students.
3. Orientation must remain free from outside influence that adversely limits decision-making.
4. Orientation must be managed and operated in an inclusive and welcoming manner.

Article 19 -- Financial Matters

Section 1 -- Budgets

1. Council shall approve two budgets each year, a Summer Budget approved by the incoming Council at the Joint Council Meeting, and a Fall Budget, approved by Council at the first regular Council Meeting in October.
2. Council, and only Council, shall have the unrestricted authority to amend a proposed budget prior to approval.
3. Detailed budgeting procedures shall be laid out in Council Policies pertaining to financial matters.
4. Council shall have the authority, by a two-thirds resolution, to amend the Budget subsequent to its approval.
5. Council may only approve a deficit budget, either in the regular approval process or subsequently, by a resolution passed by a three-quarters majority of the votes cast.

Section 2 -- Fiscal Year

The fiscal year of the Society ends on April 30 in each year, unless otherwise determined by Council and in accordance with the law.

Section 3 -- Signing Officers

1. All Society cheques, except as noted in (2) and (3) below, are to be signed by the Finance Commissioner and either the President or the Vice President. Financial Commitments other than regular budgeted commitments may be made only by the Finance Commissioner and either the President or Vice President.
2. Ancillary Services of the Society shall operate their own bank accounts. Such accounts shall always require two signatories. The Finance Commissioner shall be a required signatory on these accounts.
3. From time to time Commissions or Committees may operate bank accounts which are independent of the Society's general account. The Finance Commissioner and the Executive member responsible for the account shall both be required signatories on these accounts.
4. Contracts, documents or any instruments in writing requiring the signature of the Society shall be signed by any two members of the Executive and all contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality.
5. Notwithstanding clause 2 of this section, the President shall be enabled to act in lieu of the Finance Commissioner when the Finance Commissioner is incapable of fulfilling his/her duties as signor on the Diabolos' Coffee Bar accounts. The Finance Commissioner alone shall be empowered to elect the President to act in his or her stead under such circumstances of incapability.

Section 4 -- Emergency Expenditures

In case of an emergency, the Core Executive may, by unanimous consent, expend up to \$1000.00 between Council Meetings. For the purposes of this section, an "emergency" shall be considered an expense that cannot reasonably be postponed until the next Council Meeting or until an Emergency Council Meeting can be held.

Section 5 -- Personal Liability

Expenditures in excess of amounts approved in the Budget and outside of those in Section 4 above, and financial commitments other than those described in Section 3.1 above, shall be considered unauthorized actions and any person or persons who makes

unauthorized commitments or expenditures shall be personally liable to the Society and to third parties for such commitments or expenditures.

Section 6 -- Financial Statements

1. The Society shall comply with the financial reporting requirements of the Act and those particular practices as may be set out in Council Policy and by University Policy. The Society's Financial Statements shall be audited each year. These statements, with the Auditors Report, shall be approved by the Society's members at the Annual General Meeting, and be filed with the University not later than six months following the end of the Society's fiscal year.
2. All bank accounts operated independently of the Society's general account, as described in Section 3 above, must provide the Finance Commissioner with access to all records and financial statements for inclusion in the audit outlined in (1) above.
3. The outgoing Finance Commissioner shall close the books no later than April 30 of each year, in order to prepare for an audit.

Section 7 -- Financial Updates

The Finance Commissioner shall present an updated budget containing actual expenditures versus budgeted expenditures at each Council Meeting.

Article 20 -- Editorial Autonomy

Publications for which fees are collected by the Society, including but not limited to the UC Review and the Gargoyle but excepting those of Council or its Commissions or Committees, shall have complete editorial autonomy. While respecting such autonomy, Council shall encourage these publications to fulfill the objects of the Society in Article 2 above.

Article 21 -- Referenda

Section 1 -- Calling Referenda

Binding Referenda may only be called by one of the following ways:

1. No fewer than 5% of Members may direct Council to hold a referendum on a particular matter by submitting to the Society's Head Office a petition including the names, student numbers, and signatures of the petitioners. Immediately upon receipt of such a petition, the President shall schedule the referendum, provided that the President may refuse to schedule the Referendum if he/she, acting reasonably, determines that the referendum has been requested for a purpose that is contrary to federal or provincial law.
2. A two-thirds resolution of Council may put a question to the Members through a referendum. Such a resolution must include the date(s) and time(s) of the referendum and the referendum question.

Section 2 -- Notice of Referenda

At least six weeks must elapse between the selection of a referendum question and it being put before Society members. At least four weeks prior to the first day of voting on a referendum, notice of the question and voting days must be publicized to Members.

Section 3 -- Policy on Referenda

There shall be a Council Policy pertaining to referenda which outlines the procedure according to which all referenda must take place.

Section 4 -- Requirements for Valid Referenda

1. Quorum for a valid referendum is two-thirds of the total votes cast in either the most recent Core Executive, most recent Executive, or most recent Representative elections (defined in Article 9); or 5% of all Members, whichever is highest. If Quorum is not reached, the referendum is of no force and the results are not binding.
2. A referendum which changes fees or levy allotments requires a two-thirds majority of the votes cast in order to pass. All other referenda require a simple majority of the votes cast in order to pass.

Article 22 -- Notice

Any notice required to be given under this by-law may be sent by e-mail. The day on which the notice is sent shall be included in calculating the number of days of notice given.

Article 23 -- Dissolution

Upon dissolution of the Society and after payment of all its debts and liabilities, its remaining property shall be distributed to an organization or organizations having cognate or similar objects, or to the University College Council, in trust, for such organization or organizations.

Article 24 -- Amendments

Section 1 -- Amendments to the Constitution

Amendments to the Constitution can be made in one of the following ways:

1. A motion, submitted with at least two days notice, passed by a simple majority vote of the Constitution Review Committee, followed by approval of the same motion, submitted to Council with at least one week notice, at two consecutive Council Meetings, not including Emergency Council Meetings, by a two-thirds majority.
2. A motion, submitted with at least two days notice, and passed by a two-thirds majority at three consecutive Council Meetings, no more than one of which may be an Emergency Council Meeting.
3. A motion, submitted to Council with at least one week notice, which carries with no opposition at a Council Meeting attended by 3/4 of all voting Council members.

Subject to the Act, all amendments to the Constitution must be approved by the Members who vote at a General Meeting or Annual General Meeting in order to take effect.

Section 2 -- Exceptions

Amendments to the Constitution are exempt from the amending procedures in Section 1 if the Speaker rules that the amendment is simply correcting a typographical error, spelling or grammar mistake.

Section 3 -- Approval by Governing Council

No amendment, alteration, repeal, or re-enactment of any of the following sections shall be effective or acted upon until approved by the Governing Council or the appropriate Board or Committee thereof having jurisdiction:

- Article 4 (The Society: Composition and Fees): Section 1 (Membership), Section 3 (Annual Membership Fee)
- Article 5 (The Society: Meetings): Section 1 (Annual General Meeting)
- Article 6 (Council: Composition and Authority): Section 2 (Membership of Council), Section 9 (Records of the Society)
- Article 9 (Council: Elections)
- Article 12 (The Executive: Membership and Authority): Section 2 (Authority of Executive Members)
- Article 15 (The Core Executive: Membership and Authority): Section 1 (Membership), Section 2 (Authority of the Core Executive)
- Article 19 (Financial Matters): Section 1 (Budgets), Section 6 (Financial Statements)
- Article 23 (Dissolution)
- Article 24 (Amendments): Section 1 (Amendments to the Constitution), Section 3 (Approval by Governing Council)

UNDERTAKING

TO: THE GOVERNING COUNCIL OF THE
UNIVERSITY OF TORONTO

IN CONSIDERATION OF The Governing Council of the University of Toronto consenting to the use of the corporate name University College Literary and Athletic Society at the University of Toronto or an acceptable variation thereof, the undersigned applicants for the incorporation of a corporation without share capital to be incorporated under Part III of the Corporations Act (Ontario) having the said name hereby agree that forthwith upon the incorporation of the said corporation, they will cause the corporation to enter into an agreement with The Governing Council of the University of Toronto substantially on the terms set out in Schedule "A" annexed hereto.

IN WITNESS WHEREOF the undersigned have executed this Undertaking under seal.

DATED at Toronto, this 18 day of NOVEMBER, 2005.

SIGNED, SEALED AND DELIVERED)
in the presence of)
)
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)
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)
)


Pedram Kaya


George Mastoras


Kent Buchanan

SCHEDULE "A"

TO: THE GOVERNING COUNCIL OF THE
UNIVERSITY OF TORONTO

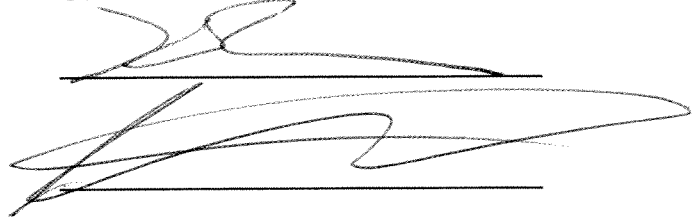
UNDERTAKING

The undersigned corporation hereby agrees to change its corporate name so as to eliminate therefrom the words "University College" and "University of Toronto" or any variation or adaptation thereof which may from time to time form part of the said name and so as to eliminate any indication of an association between the corporation and the University of Toronto or its University College forthwith upon the corporation ceasing to be recognized in accordance with recognition policies of The Governing Council of the University of Toronto for the time being in force.

IN WITNESS WHEREOF the corporation has executed this Undertaking under its corporate seal and the signatures of its proper officers duly authorized.

DATED at Toronto, this 18 day of NOVEMBER, 2005.

UNIVERSITY COLLEGE LITERARY
AND ATHLETIC SOCIETY AT THE
UNIVERSITY OF TORONTO

The image shows a handwritten signature in black ink, which is somewhat stylized and cursive. Below the signature, there are two horizontal lines representing a corporate seal or stamp. The lines are parallel and extend across the width of the signature.