

FOR APPROVAL**PUBLIC****OPEN SESSION**

TO: University Affairs Board

SPONSOR: Professor Sandy Welsh, Vice-Provost, Students
CONTACT INFO: 416-978-3870, vp.students@utoronto.ca

PRESENTER: See Sponsor.

DATE: April 24, 2025, for May 1, 2025

AGENDA ITEM: 7

ITEM IDENTIFICATION:

Incorporation of the Faculty of Music Undergraduate Association

JURISDICTIONAL INFORMATION:

Section 5 of the *Terms of Reference* lists student societies on the St. George campus among the University Affairs Board's areas of responsibility.

Section 5.3.2 provides that "[t]he Board is responsible for approving constitutions, articles of incorporation and corporate bylaws for... incorporated student societies... for which the University collects fees".

GOVERNANCE PATH:

1. University Affairs Board [For Approval] (May 1, 2025)

PREVIOUS ACTION TAKEN:

Consideration of approval of articles of incorporation and bylaws of newly incorporated student societies occurs infrequently. The University Affairs Board last the incorporation of a student society on January 17, 2006, when it approved the articles of incorporation and bylaws of the University College Literary & Athletics Society of the University of Toronto.

HIGHLIGHTS:

The Faculty of Music Undergraduate Association (FMUA) includes all undergraduate students registered at the Faculty of Music. Faculty of Music undergraduate students automatically become members of the society and are charged compulsory non-academic incidental fees pursuant to the *Policy for Compulsory Non-Academic Incidental Fees*.

The FMUA has requested University approval to incorporate under the Province of Ontario's *Not-for-Profit Corporations Act* and to have the proposed corporate name of the society include the name of a division of the University (i.e., the Faculty of Music).

The Office of the Vice-Provost, Students and the Office of University Counsel have reviewed the proposed articles of incorporation and the FMUA Bylaws and do not have any objections to the approval of the application and the bylaws subject to the normal conditions applied in these circumstances.

FINANCIAL IMPLICATIONS:

There are no direct financial implications for the University's operating budget.

RECOMMENDATION:

Be It Resolved:

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

- (a) the proposed articles of incorporation of the Faculty of Music Undergraduate Association be approved;
- (b) the use of the words "Faculty of Music" in the corporate name of the "Faculty of Music Undergraduate Association" be approved; and
- (c) the Bylaws of the Faculty of Music Undergraduate Association be approved.

The conditions of the foregoing approvals are that:

- (a) the Governing Council reserves the right to approve changes to certain sections of the corporate bylaws (as stipulated in the current Faculty of Music Undergraduate Association Bylaws) and that the corporation will inform the Office of the Vice-Provost, Students of any and all changes to sections of the bylaws not reserved for approval by the Governing Council;
- (b) the student society will eliminate the words "Faculty of Music" in the corporate name of the Faculty of Music Undergraduate Association upon the corporation ceasing to be recognized by the University in accordance with applicable policies, noting that retaining the word "Music" is permissible; and
- (c) the student society will enter into an agreement with the University in form and substance satisfactory to the Office of the Vice-Provost, Students, regarding the use University space by the corporation.

DOCUMENTATION PROVIDED:

- Incorporation of the Faculty of Music Undergraduate Association
- Faculty of Music Undergraduate Association Bylaw 1 (Constitution)
- Faculty of Music Undergraduate Association Bylaw 2 (Election Code)



To: Members of the University Affairs Board
From: Professor Sandy Welsh, Vice-Provost, Students
Date: April 24, 2025
Re: Incorporation of the Faculty of Music Undergraduate Association

Overview

The Faculty of Music Undergraduate Association (FMUA) includes all undergraduate students registered at the Faculty of Music. Faculty of Music undergraduate students automatically become members of the society and are charged compulsory non-academic incidental fees pursuant to the *Policy for Compulsory Non-Academic Incidental Fees*.

The FMUA has requested University approval to incorporate under the Province of Ontario's *Not-for-Profit Corporations Act* and to have the proposed corporate name of the society include the name of a division of the University (i.e., the Faculty of Music).

A key benefit of incorporation to officers of a student society, and other students in leadership positions, is some measure of protection from personal liability arising from actions of the organization, provided that appropriate measures, including insurance, are in place. As a learning opportunity, involvement in an incorporated student society is enhanced by higher levels of fiduciary responsibility and corporate 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*, the *Policy on Open, Accessible and Democratic Autonomous Student Organizations*, and other relevant University policies.

It has been the University's normal practice to endorse incorporation of student societies provided that these organizations agree to three conditions:

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

The FMUA has agreed to these conditions. Provisions reserving the right for the Governing Council to approve changes to certain sections of the FMUA Bylaws can be found in clause 17.02.03 of Bylaw 1 (Constitution), which was approved by the FMUA membership at its annual general meeting on April 23, 2025. On or after May 1, 2025, and before incorporation, officers of the FMUA will sign an undertaking, formally agreeing to the second condition. The third condition will be the subject of discussion and negotiation among the FMUA, the Faculty of Music, and the Office of the Vice-Provost, Students in the coming months.

The Office of the Vice-Provost, Students and the Office of University Counsel have reviewed the proposed articles of incorporation and the FMUA Bylaws and do not have any objections to the approval of the application and the bylaws subject to the normal conditions applied in these circumstances.

Recommendation

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

- (a) the proposed articles of incorporation of the Faculty of Music Undergraduate Association be approved;
- (b) the use of the words “Faculty of Music” in the corporate name of the “Faculty of Music Undergraduate Association” be approved; and
- (c) the Bylaws of the Faculty of Music Undergraduate Association be approved.

The conditions of the foregoing approvals are that:

- (a) the Governing Council reserves the right to approve changes to certain sections of the corporate bylaws (as stipulated in the current Faculty of Music Undergraduate Association Bylaws) and that the corporation will inform the Office of the Vice-Provost, Students of any and all changes to sections of the bylaws not reserved for approval by the Governing Council;
- (b) the student society will eliminate the words “Faculty of Music” in the corporate name of the Faculty of Music Undergraduate Association upon the corporation ceasing to be recognized by the University in accordance with applicable policies, noting that retaining the word “Music” is permissible; and
- (c) the student society will enter into an agreement with the University in form and substance satisfactory to the Office of the Vice-Provost, Students, regarding the use University space by the corporation.

Faculty of Music Undergraduate Association

Bylaw 1 (Constitution)

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Section 1 - Definitions

1.01 Definitions

In this bylaw, unless the context otherwise requires:

“Academic Year” shall refer to the months of September, October, November, December, January, February, March and April;

“Act” means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;

“Association” shall mean the Faculty of Music Undergraduate Association;

“Board” means the Board of Directors of the Association;

“Bylaws” means this bylaw (including the schedules to this bylaw) and all other bylaws of the Association as amended and which are, from time to time, in force;

“Chair” means the Chair of the Board;

“Corporation” means the Corporation that has passed these bylaws under the Act or that is deemed to have passed these bylaws under the Act;

“Director” means an individual occupying the position of director of the Association by whatever name they are called;

“Executive Committee” means the Officers of the Association;

“Faculty” shall mean the Faculty of Music of the University of Toronto;

“General Meeting” shall mean any meeting of the Members;

“Governing Council” shall mean the Governing Council of the University of Toronto;

“Joint Meeting” shall refer to a board meeting with both the incoming and outgoing Directors and Officers of the Board;

“Member” means a member of the Association, excluding Honorary Members;

“Members” means the collective membership of the Association; excluding Honorary Members;

“Officer” means an officer of the Association as specified in Section 8;

“Program” shall mean a course of study in a Music discipline, as defined by the Faculty;

“Resolution” shall mean a motion approved by a majority vote;

“Rules of Order” shall mean the most recent edition of Robert’s Rules of Order;

“Signing Officer” shall mean a person who has the right to authorize financial transactions on behalf of the Association;

“Special Resolution” shall mean a motion presented as such, and approved by a two-thirds vote;

“Speaker” shall mean the Speaker of the Board, who shall be elected from the Board Members, and shall serve as the Chair;

“Summer Months” shall refer to the months of May, June, July and August.

1.02 Interpretation

1.02.01 Other than as specified in Section 1.01, all terms contained in this bylaw that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

1.03.01 The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw. If any of the provisions contained in the Bylaws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

Section 2 - Head Office and Seal

2.01 Head Office

2.01.01 The head office of the Association shall be at 80 Queens Park Cres. W. Toronto, Ontario, Canada, M5S 2C5, or such other location within the Faculty as the Board of Directors may identify by resolution.

2.02 Seal

2.02.01 The Board of Directors shall adopt, by resolution, a seal and the Seal shall be in such form as is affixed to this bylaw.

2.02.02 The Seal of the Association shall be kept at the Head Office of the Association and shall not be removed.

2.03 Execution of Contracts

2.03.01 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association must be co-signed by the President and Vice-President Operations.

2.03.02 The Board may from time to time direct the manner in which a particular document or type of document shall be executed.

2.03.03 Any Director or Officer may certify a copy of any instrument, resolution, bylaw, or other document of the Association to be a true copy thereof.

Section 3 - Membership

3.01 Members

3.01.01 All full-time and part-time students registered at the Faculty of Music, or a current University of Toronto student with a proof of transfer issued by the Faculty registrar for the Fall Semester, shall be voting members (“Members”) of the Association upon payment of the annual membership fee and compulsory levies.

3.01.02 Termination and Transfer

a) Membership in the Association shall end when a Member withdraws, is suspended, or is expelled from the Faculty or the University, or when a Member dies or ceases to be a full-time or part-time student at Faculty.

b) Membership is not transferable.

3.02 Honorary Membership

3.02.01 The following persons shall be honorary members of the Association:

a) Graduates of the Faculty, who have paid membership fees to the Association.

b) Any persons to whom this privilege is granted by a two-thirds majority vote at any General Meeting of the Association, providing that they have:

(i) made significant contributions toward undergraduate education at the Faculty;

(ii) been involved in or contributed toward the growth and development of the Association or Student Organizations in general; or

(iii) promoted the goals, values, and ethics of the Association.

3.02.02 Termination and Transfer

- a) Honorary Membership in the Association shall be for life.
- b) Honorary Membership is not transferable.

3.02.03 Limitations

- a) Honorary Members shall have speaking rights at meetings of the Board of Directors and in General Meetings;
- b) Honorary Members shall be non-voting in elections, meetings of the Board of Directors and at General Meetings; and
- c) Honorary Members shall not have access to the Association's Services, Events or Assets.

Section 4 - Annual Membership Fee

4.01 Fees

- 4.01.01 The Association's Annual Membership Fee shall include two components:
 - a) The Membership Fee; and
 - b) The Compulsory Levies.

4.02 Fee Schedule

- 4.02.01 A detailed schedule of these fees shall be laid out in the Association's Policies.

4.03 Fee Collection

- 4.03.01 Membership fees and Compulsory Levies are to be collected by the University with tuition fees and disbursed promptly to the Association.

4.04 Changes to Fees

- 4.04.01 Changes to the membership fee or compulsory levies shall only be made:
 - a) Through a referendum in which all Members are eligible to vote, held in accordance with the Association's Elections Code and Charter for Referenda; or,
 - b) In the case of cost-of-living increases to the membership fee, which do not exceed the annual Consumer Price Index (CPI), through a simple majority vote of the Board of Directors.
- 4.04.02 Any such changes must be appropriately approved by Governing Council.

4.05 Disbursements to Other Groups

- 4.05.01 Disbursement of these fees shall be conducted in accordance with the Association's relevant policies and as outlined by University's policies.

Section 5 - Board of Directors

5.01 Elected Directors

5.01.01 The Board shall be comprised of all:

- a) Seven (7) Officers of the Association as follows, to be reduced to six (6) upon the dissolution of the Office of the Vice-President External on May 1st, 2025;
 - (i) President;
 - (ii) Vice-President Operations;
 - (iii) Vice-President Finance;
 - (iv) Vice-President Communications;
 - (v) Vice-President Academic;
 - (vi) Vice-President External;
 - (vii) Vice-President Student Life;
- b) Nine (9) Program Representatives as follows:
 - (i) One (1) Composition Director;
 - (ii) One (1) History, Culture, and Theory Director;
 - (iii) One (1) Interdisciplinary Music Studies Director;
 - (iv) Two (2) Jazz Directors;
 - (v) Two (2) Music Education Directors;
 - (vi) Two (2) Performance Directors;
- c) Three (3) First Year Representatives as follows:
 - (i) Two (2) First Year Classical Director;
 - (ii) One (1) First Year Jazz Director;
- d) Seven (7) Commissioners as follows:
 - (i) Two (2) Commuter Directors;
 - (ii) One (1) Equity and Accessibility Director;
 - (iii) Two (2) Social Activity Directors;
 - (iv) Two (2) Sports Directors.

5.02 Ex-Officio Members of the Board

5.02.01 The following shall have speaking rights at all Meetings of the Board of Directors but shall not be directors and shall be considered non-voting members of the Board:

- a) From the Association:
 - (i) The Employees of the Association;
 - (ii) The past (Co-)Presidents of the Association;
 - (iii) The (Co-)Presidents of Clubs Recognized by the FMUA;
- b) From the Faculty:
 - (i) The Faculty's Associate Dean, Academic and Student

Affairs;

- (ii) The Faculty's Dean;
- (iii) The Faculty's Registrar.

5.03 Eligibility

- 5.03.01 All Full-Time and Part-Time Members and only Members at the Faculty are eligible to be elected to any voting position on the Association's Board of Directors with the Exception of the First Year Classical Directors and First Year Jazz Director.
- 5.03.02 Only Full-Time and Part-Time Members who are in their first year of study at the Faculty of Music in a Classical program are eligible to be elected to the position of First Year Classical Director.
- 5.03.03 Only Full-Time and Part-Time Members who are in their first year of study at the Faculty of Music in a Jazz program are eligible to be elected to the position of First Year Jazz Director.

5.04 Election

- 5.04.01 The Directors shall be elected by and only by the Members.
- 5.04.02 Elections shall be conducted in accordance with the Association's Bylaw 2 (Elections Code).

5.05 Term

- 5.05.01 The term of office of the Directors (subject to the provisions, if any, of the articles) shall be:
 - a) From the 1st of May of the year in which they were elected immediately upon the dissolution of the previous year's Board of Directors and shall end the following April 30th.
 - b) From the 1st of October of the year in which they were elected upon the completion of the Fall elections, joining the incumbent Board of Directors and shall end the following April 30th.

5.06 Oath of Office

- 5.06.01 The Oath of Office shall be taken by all incoming Directors.
- 5.06.02 Each Director shall take the Oath of Office, administered by the Chair, during:
 - a) The transition meeting if elected in the Spring Election; or
 - b) The first board meeting in October if elected in the Fall Election.
- 5.06.03 The text of the Oath of Office shall be the following: "I, (name), declare that I will, to the best of my ability, faithfully serve the undergraduate students of the Faculty of Music, execute my duties as (position) of the Association, and preserve, protect, and defend the Constitution and Bylaws of the Faculty of Music Undergraduate Association."

- 5.06.04 The Oath of Office shall be taken in witness of the Members present during either the transition meeting or Board meeting, and shall be administered in this manner:
 - a) The Chair shall instruct the Director to raise their right hand; and
 - b) The Director shall recite the text of the Oath of Office verbatim.
- 5.06.05 The Oath of Office shall be taken individually.
- 5.07** Votes and Proxies
 - 5.07.01 Each Board Member shall have one (1) vote on each motion to be decided by the Board.
 - 5.07.02 A Board Member (including Officers) may proxy their vote to any Member of the Association.
 - 5.07.03 No member may hold more than two (2) votes at a meeting of the Board of Directors.
- 5.08** Indemnity
 - 5.08.01 Every Board Member and his heirs, executors and administrators, and estate and effects, respectively shall be indemnified and saved harmless out of the funds of the Association, from and against:
 - a) All costs, charges and expenses whatsoever that are sustained or incurred by the Board Member in or about any action, suit or proceeding that is brought, commenced and prosecuted against the Board Member for, or in any respect of, any act, deed, matter or thing whatsoever made, done or permitted by the Board Member, in or about the execution of the duties of the Board Member's office; and
 - b) All other costs, charges or expenses that resulted, were sustained or were incurred by the Board Member in, about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the Board Member's own willful neglect or default.
- 5.09** Vacancies
 - 5.09.01 The office of a Director shall be vacated immediately:
 - a) if the Director resigns office by written notice to the Executive Committee, which resignation shall be effective at the time it is received by the Executive Committee or at the time specified in the notice, whichever is later;
 - b) if the Director dies or becomes bankrupt;
 - c) if the Director is found to be incapable of managing property by a court or under Ontario law; or
 - d) if the Director is removed under Section 5.11.
- 5.10** Filling Vacancies

5.10.01 A vacancy on the Board shall be filled as follows:

- a) a quorum of Directors may fill a vacancy among the Directors;
- b) if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call for an election to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- c) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- d) the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director.

5.11 Investigations and Removal from Office

- 5.11.01 During an investigation of a Board member by the Code of Conduct Committee, University, or other authorities, the Board of Directors 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 Association.
- 5.11.02 The grounds for removal shall be detailed in the Association's Policies and shall include the dereliction of duties by any Director or Officer as outlined in the Association's Bylaws or Policies.
- 5.11.03 No Board member may be removed from office except by a resolution of 2/3rds of Board members or by a majority referendum in which every Member of the Association is eligible to vote.
- 5.11.04 A referendum on removal shall be initiated if the Association receives, in its Head Office, a petition containing the names, signatures, and student numbers of at least five per-cent (5%) of Association's members.

5.12 Remuneration of Directors

- 5.12.01 The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:
 - a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
 - b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Association in their capacity other than as Directors, provided that the amount of

any such remuneration or reimbursement is:

- (i) considered reasonable by the Board;
- (ii) compliant with the Association's Financial Policies; and
- (iii) in compliance with the conflict of interest provisions of the Act.

c) Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Association is a charitable Association, unless the provisions of the Act and the law applicable to charitable Associations are complied with.

5.13 Dissolution of the Vice-President External

5.13.01 The Office of the Vice-President External shall be removed on May 1st, 2025.

5.13.02 The Officers on May 1st, 2025, shall be comprised of the President, Vice-President Operations, Vice-President Finance, Vice-President Communications, Vice-President Academic, and Vice-President Student Life, totalling six (6).

Section 6 - Board Meetings

6.01 Calling of Meetings

6.01.01 Regular Meetings of the Board of Directors may be called by the Speaker, President, Executive Committee, or by request of one-half of the voting Directors at any time and any place on notice as required by this bylaw.

6.01.02 Emergency Meetings of the Board of Directors may be called by the Speaker, President, Executive Committee, or by request of one-half of the voting Directors at any time and any place on notice as required by this bylaw.

6.02 Regular Meetings

6.02.01 The Board of Directors shall hold a meeting at least once a month during the Academic Year.

6.02.02 The Board may fix the place and time of regular board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

6.02.03 Notice of Meetings

- a) Notice of the time and place for the holding of a meeting of the Board shall be given to every Director of the Association not less than seven (7) days before the date that the meeting is to be held via email or other electronic means.

- b) Notice of a meeting is not necessary if all of the Directors are present, and none object to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

6.02.04 Agenda

- a) The Speaker or Vice-President Operations shall ensure that an agenda is circulated to every Director of the Association not less than five (5) days before the date that the meeting is to be held; and
- b) All motions shall be submitted by a Member or Board Director to the Speaker or Vice-President Operations at least seven (7) days before a meeting of the Board of Directors shall be included on that agenda.

6.03 Emergency Meetings

6.03.01 Notice of Meetings

- a) Notice of the time and place for the holding of a meeting of the Board shall be given to every Director of the Association not less than two (2) days before the date that the meeting is to be held via email or other electronic means.
- b) Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

6.03.02 Agenda

- a) The Speaker or Vice-President Operations shall ensure that an agenda is circulated to every Director of the Association not less than twelve (12) hours before the date and time that the meeting is to be held; and
- b) All motions shall be submitted by a Member or Board Director to the Speaker or Vice-President Operations at least twenty-four (24) hours before an Emergency meeting of the Board of Directors shall be included on that agenda.

6.04 Transition Meeting

6.04.01 A meeting of the Board of Directors shall be called by the Executive Committee no later than thirty (30) days after the unofficial results of the election of the Directors have been released to Members. The transition meeting itself must take place no later than April 30th.

6.04.02 At such board meetings both incoming and outgoing directors shall be entitled to be present.

6.04.03 Part One:

- a) The agenda shall include:

- (i) The ratification of election results of the incoming Directors.
 - (ii) The taking of the Oath of Office for the incoming Directors, as defined under Section 5.06.
 - b) Only outgoing Directors shall be entitled to exercise votes on the ratification.
- 6.04.04 Part Two:
 - a) The agenda shall include:
 - (i) The appointment of the elected Officers;
 - (ii) The election of the Speaker;
 - (iii) The approval of the Policies and Procedures;
 - (iv) The approval of the summer budget;
 - (v) The ratification of the change of signing authority;
 - (vi) The striking of the Budget Committee; and
 - (vii) The striking of Program Unions.
 - b) Incoming Directors shall be entitled to exercise their votes only in connection with the appointment of the elected officers, the election of the Speaker, the approval of the summer budget, and the striking of the Budget Committee.
- 6.05** Meeting Procedure
 - 6.05.01 Subject to the letters patent and bylaws of the Association, the most recent edition of Robert's Rules of Order shall be the rules of order for all meetings of the Board.
- 6.06** Quorum
 - 6.06.01 Quorum for Regular Meetings of the Board of Directors held in the Academic Term shall be fifty per-cent (50%) of the voting members present.
 - 6.06.02 Quorum for Regular Meetings of the Board of Directors held in the Summer months shall be thirty per-cent (30%) of the voting members present.
 - 6.06.03 Quorum for Emergency Meetings of the Board of Directors shall be twenty-five per-cent (25%) of the voting members present.
 - 6.06.04 Quorum for Transition Meetings of the Board of Directors held in the Academic Term shall be fifty per-cent (50%) of the outgoing and fifty per-cent (50%) of the incoming Board of Directors.
 - 6.06.05 Proxy members shall not count towards quorum.
- 6.07** Open to Public
 - 6.07.01 All meetings of the Board shall be open to all members of the Association unless otherwise decided by a majority of the voting Directors present.
- 6.08** Rescission of Resolutions

- 6.08.01 All resolutions passed by the Board shall remain in force until rescinded.
- 6.08.02 Resolutions of the Board may be rescinded by a vote of the Directors present and voting using the same threshold required to enact it.
- 6.09** Votes to Govern
 - 6.09.01 Except as otherwise expressly provided in these bylaws, at all meetings of the Board, all questions shall be decided by a majority vote of the Directors present and voting, and in the case of an equality of voters, the Speaker shall break the tie.
 - 6.09.02 Questions of a procedural nature (including privilege) shall be determined by the most recent edition of Robert's Rules of Order.
- 6.10** Speaker and Secretary
 - 6.10.01 A Speaker selected in accordance with Section 9 of this bylaw shall act as Chair and preside at all meetings of the Board of Directors.
 - 6.10.02 In the absence of the Speaker, the President of the Association shall be chairperson of any meeting of the Board and if they are also absent or is unable or unwilling to act, the Directors present shall choose one of their number to be Chair.
 - 6.10.03 The Vice-President Operations of the Association shall act as Secretary at any meeting of the Board, and, if the Secretary of the Association be absent, the Chair of the meeting shall appoint a person who need not be a Director to act as Secretary of the meeting.
- 6.11** Participation by Telephone or Other Communications Facilities
 - 6.11.01 A Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.
 - 6.11.02 A Director participating by such means is deemed to be present at that meeting.
- 6.12** Rules of Order
 - 6.12.01 The Board shall follow Robert's Rules of Order unless otherwise specified by the Association's Bylaws, Policies or special resolutions.
- 6.13** Speaking Rights
 - 6.13.01 Any Member or Honorary Member may attend, speak and move or second motions at meetings of the Board of Directors subject to the Rules of Order.
 - 6.13.02 Any Ex-Officio may attend and speak at meetings of the Board of Directors subject to the Rules of Order.
- 6.14** Records of the Association
 - 6.14.01 All financial records, budgets, audits, and committee, commission, program union, and Board minutes detailing the business of the Board of Directors

shall be made available in the Head Office for inspection by any Member. Should a record be unavailable, the Vice-President Operations shall see that it be made available within five (5) business days of a request filed at the Head Office by any Member.

Section 7 - Financial

7.01 Budgets

- 7.01.01 The Board of Directors shall approve two budgets each year, a Summer Budget approved by the incoming Board of Directors at the Transition Meeting, and a Fall Budget, approved by the Board of Directors no later than the first regular board meeting in October.
- 7.01.02 The Board of Directors, and only the Board of Directors, shall have the unrestricted authority to amend a proposed budget prior to approval.
- 7.01.03 Detailed budgeting procedures shall be laid out in the Association's Policies pertaining to financial matters.
- 7.01.04 The Board of Directors shall have the authority, by a two-thirds resolution, to amend the Budget subsequent to its approval.
- 7.01.05 The Board of Directors 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.

7.02 Banking

- 7.02.01 The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Association shall be placed for safekeeping.

7.03 Borrowing

- 7.03.01 The Board shall have the authority to loan funds from an institution seen fit by a three-quarters resolution.
- 7.03.02 The Board shall remunerate loaned funds within a maximum loan period of twelve (12) months.

7.04 Fiscal Year

- 7.04.01 The financial year of the Association ends on April 30th in each year or on such other date as the Board may from time to time by resolution determine.

7.05 Signing Officers

- 7.05.01 The Signing Officers of the Association shall be the Vice-President Financial, President, and Vice-President Operations.
- 7.05.02 Should any of the positions of the Signing Officers be vacant, the Board may appoint another Officer of the association as the Signing Officer until the vacant position is filled.

Section 8 - Officers

8.01 Officers of the Association

- 8.01.01 The Officers of the Association shall be the President, the Vice-President Operations, the Vice-President Finance, the Vice-President Communications, the Vice-President External, the Vice-President Academic and the Vice-President Student Life.
- 8.01.02 In case of infirmity, death, resignation, or other form of ineligibility of an Officer other than the President:
 - a) The President shall assume said Officer's responsibilities;
 - b) If before the second academic semester of the Officer's term, an election for said Officer's position shall be held as early as possible, as described in Section 5.04;
 - c) If during the second academic semester of the Officer's term, or if no candidate(s) run for said Officer's position, a Board Member may be appointed to the position by resolution; and
 - d) all other Officers may be candidates to replace said Officer, by resigning from their positions.
- 8.01.03 In case of infirmity, death, resignation, or other form of ineligibility of the President:
 - a) The Vice-President Operations shall assume the President's responsibilities;
 - b) An election for President shall be held as early as possible, as described in Bylaw 5.04; and
 - c) All other Officers may be candidates to replace the President, by resigning from their positions.
- 8.01.04 Officers shall be official representatives of the Association, in the following order of precedence: President, Vice-President Operations, Vice-President Finance, Vice-President Communications, Vice-President Academic, Vice-President External, and Vice-President Student Life.

8.02 Election and Term

- 8.02.01 The Officers shall be elected by and amongst the Members.
- 8.02.02 The term of office of the Officers (subject to the provisions, if any, of the articles) shall be from the 1st of May of the year in which they were elected following the ratification of their election at the Transition Meeting, and shall end the following April 30th or until their successors are elected or appointed.
- 8.02.03 Each Officer shall oversee Directors, as specified in Section 8.04.
- 8.02.04 Each Officer shall have such other duties as may be outlined in the Bylaws

or Policies.

8.03 Office Held at Board's Discretion

8.03.01 An Officer may only be recalled by a two-thirds vote at a General Meeting called for that purpose or by Special Resolution of the Board.

8.04 Duties

8.04.01 Officers shall be responsible for the duties assigned by the Board or in the Association's Bylaws and Policies.

8.04.02 President

- a) The President shall be the Chief Executive Officer of the Association.
- b) The President must be at least eighteen (18) years of age.
- c) The President must be a full member as defined in Section 3.01 and 5.03.
- d) The President shall maintain the Seal of the Association.
- e) The President shall oversee the activities of the other five (5)

Officers:

- (i) Vice-President Operations
- (ii) Vice-President Finance
- (iii) Vice-President Communications
- (iv) Vice-President Academic
- (v) Vice-President External
- (vi) Vice-President Student Life
- f) The President shall be the official representative and spokesperson of the Association.
- g) The President shall serve as an Officer of the St. George Round Table, for as long as the Association remains a member division of the St. George Round Table.
- h) The President shall serve as an ex-officio member with a vote on all Committees and Commissions of the Association with the exception of the Code of Conduct Committee.
- i) The President shall be responsible for all communication between the Association and organizations external to the University of Toronto.
- j) The President shall gather information required for the strategic development of the Association and implement new strategic programs.

8.04.03 Vice-President Operations

- a) The Vice-President Operations shall act as Secretary of the Association.

- b) The Vice-President Operations shall be the Chief Operating Officer of the Association.
- c) The Vice-President Operations shall be the Human Resources Officer of the Association.
- d) In accordance with the provisions of the Act, the Vice-President Operations shall be responsible for the maintenance of:
 - (i) A copy of the letters patent and any supplementary letters patent issued to the Association;
 - (ii) All Bylaws, Policies and Special Resolutions of the Association;
 - (iii) A register of all Members which shall include their names, addresses and phone numbers; and
 - (iv) All minutes and associated documents.
- e) The Vice-President Operations shall be responsible for all other duties assigned to Secretaries of Corporations under the Act.
- f) The Vice-President Operations shall, upon request by a member, make available to that member the full and correct version of any of the Association's non-confidential documents (e.g. bylaws, policies, special resolutions of Board, minutes and their associated documents) within ten (10) business days.
- g) The Vice-President Operations shall be responsible for submitting Notices of Change to the Ontario Ministry of Consumer and Business Services within fifteen (15) days of any change in officer or director in the Association. The Vice-President Operations will be further responsible for keeping duplicates of these Notices on file in the Association's office in accordance with the Ontario Corporations Information Act.
- h) Vice-President Operations shall be responsible for the security of the Association's property and offices and overseeing access thereto.
- i) The Vice-President Operations along with Vice-President Finance shall be responsible for operating and improving all business ventures and services that the Association provides to its members.

8.04.04 Vice-President Finance

- a) The Vice-President Finance shall be the Chief Financial Officer of the Association.
- b) The Vice-President Finance shall be responsible for the preparation of budgets for Board of Director approval as specified in the Bylaws.

- (i) Any amendment to a Board-approved Association budget must also be approved by the Board of Directors.
 - c) The Vice-President Finance shall be responsible for reporting the expenditures of the Association's funds in accordance with the budget approved by the Board of Directors.
 - d) In accordance with the Corporation Act of Ontario, the Vice-President Finance shall be responsible for the keeping of all accounting records with respect to all financial and like transactions of the Association.
 - e) The Vice-President Finance shall be responsible for the maintenance of records of:
 - (i) All sums of money received and disbursed by the Association and the matters with respect to which receipt and disbursement took place;
 - (ii) All sales and purchases of the Association;
 - (iii) The assets and liabilities of the Association;
 - (iv) All other transactions affecting the financial position of the Association; and
 - (v) Trademarks, copyrights, and other intellectual property.
 - f) The Vice-President Finance shall be responsible for the security of the financial records of the Association.
- 8.04.05 Vice-President Communications
- a) The Vice-President Communications shall maintain the Association's website, social media accounts, and weekly newsletter.
 - b) The Vice-President Communications shall be responsible for all communications between the Members and the Officers.
- 8.04.06 Vice-President Academic
- a) The Vice-President Academic shall represent Members' interests with regards to their academic and professional development.
 - b) The Vice-President Academic shall be responsible for maintaining and disseminating information on the academic regulations and procedures of the Faculty and University.
 - c) The Vice-President Academic shall be responsible for operating and improving academic services that the Association provides to its Members.
 - d) The Vice-President Academic shall be responsible for communicating and overseeing the activities of the Association's Program Unions.
 - e) The Vice-President Academic shall oversee the activities of the nine (9) Program Representatives:

- (i) One (1) Composition Director;
 - (ii) One (1) History, Culture, and Theory Director;
 - (iii) One (1) Interdisciplinary Music Studies Director;
 - (iv) Two (2) Jazz Directors;
 - (v) Two (2) Music Education Directors;
 - (vi) Two (2) Performance Directors;
 - f) The Vice-President Academic shall oversee the activities of the three
 - (3) First Year Representatives:
 - (i) Two (2) First Year Classical Representatives; and
 - (ii) One (1) First Year Jazz Representative.
- 8.04.07 Vice-President External
- a) The Office of the Vice-President External shall dissolve on May 1st, 2025.
 - b) All duties and responsibilities of the Office of the Vice-President External shall be executed by the President:
 - (i) The Vice-President External shall represent the Association and its members at provincial and national conferences.
 - (ii) The Vice-President External shall be responsible for all communication between the Association and organizations external to the University of Toronto.
 - (iii) The Vice-President External shall gather information required for the strategic development of the Association and implement new strategic programs.
 - (iv) The Vice-President External shall be the Faculty of Music Director on the University of Toronto Students' Union (UTSU) Board of Directors.
 - (v) The Vice-President External shall be the Association's Representative to the St. George Round Table (SGRT).
 - (vi) The Vice-President External shall be the Association's Representative to the Association of Part-time Undergraduate Students (APUS).
- 8.04.08 Vice-President Student Life
- a) The Vice-President Student Life is responsible for the social and cultural well-being of the Association's Members.
 - b) The Vice-President Student Life shall be responsible for outreach and social activities as specified in the Bylaws and Policies.
 - c) The Vice-President Student Life shall be responsible for operating

and improving social services that the Association provides to its Members.

- d) The Vice-President Student Life shall be responsible for overseeing the activities of the Association's Clubs.
- e) The Vice-President Student Life shall oversee the activities of the seven (7) Commissioners:
 - (i) Two (2) Commuter Directors;
 - (ii) One (1) Equity and Accessibility Director;
 - (iii) Two (2) Social Activity Directors; and
 - (iv) Two (2) Sports Directors.

8.05 Remuneration of Officers

8.05.01 Officers shall serve as such without remuneration unless the remuneration has first been approved by the Board of Directors and then codified the Association's Policies.

8.05.02 Notwithstanding 8.05.01, no Officer shall directly or indirectly receive any profit from occupying the position of Officer; provided that:

- a) Officers may be reimbursed for reasonable expenses they incur in the performance of their Officers' duties;
- b) Officers may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Association in their capacity other than as Officers, provided that the amount of any such remuneration or reimbursement is:
 - (i) considered reasonable by the Board;
 - (ii) compliant with the Association's Financial Policies; and
 - (iii) in compliance with the conflict of interest provisions of the Act.
- c) Notwithstanding the foregoing, no Officer shall be entitled to any remuneration for services as an Officer or in other capacity if the Association is a charitable Association, unless the provisions of the Act and the law applicable to charitable Associations are complied with.

Section 9 - Chair and Speaker

9.01 Duties of the Chair

9.01.01 The Chair shall serve as the presiding officer as described in the Rules of Order and execute the duties of the office.

9.01.02 The Chair shall perform the duties described in sections 6.01, 6.10 and 12.05 and such other duties as may be required by law or as the Board may

determine from time to time.

9.02 Duties of the Speaker

- 9.02.01 In agreeance with sections 6.10 and 12.05, the Speaker shall serve as Chair in Board meetings and in General Meetings of the Association.
- 9.02.02 In agreeance with section 6.09, the Speaker shall only cast their vote if there is an equality of voters.

9.03 Election of the Speaker

- 9.03.01 The Speaker shall be elected during the Transition Meeting by the incoming Board through a ballot.
- 9.03.02 Board members who wish to be nominated as the Speaker must, during the Transition Meeting, put forth a motion to nominate themselves.
- 9.03.03 The nominee with the most votes from the Board shall be elected as the Speaker.

9.04 Eligibility of the Speaker

- 9.04.01 The Speaker shall be selected from the Board.
- 9.04.02 The Speaker shall not be an Officer of the Association.

9.05 Removal of the Speaker

- 9.05.01 The Speaker shall only be removed through a two-thirds majority vote of the Board.
- 9.05.02 Upon the removal of the Speaker, any subsequent Board meeting shall be privileged to re-elect a new Speaker from the Board.

Section 10 - Program Representatives, First Year Representatives, and Commissioners

10.01 Duties of the Program Representatives of the Association

- 10.01.01 Program Representatives shall represent the interests of the students in their respective programs of study.
- 10.01.02 Program Representatives shall serve as chair for their respective Program Unions.

10.02 Duties of the First Year Representatives of the Association

- 10.02.01 First Year Representatives shall represent the unique interests of the first year students in either the classical or jazz programs.

10.03 Duties of the Commissioners of the Association

- 10.03.01 Commissioners shall assist the Vice-President Student Life in their respective areas of representation.

Section 11 - Indemnity and Insurance

11.01 Indemnity of Directors, employees, and appointed agents

- 11.01.01 The Association may from time to time indemnify and save harmless all Directors, 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 Association.
- 11.01.02 The Association shall not indemnify Directors, employees, and appointed agents 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 Directors, employees, or appointed agents they have achieved complete or substantial success as a defendant.

11.02 Insurance

- 11.02.01 The Association may buy and maintain such insurance for the benefit of Directors, employees, and appointed agents as the Association may from time to time determine.

Section 12 - Conflict of Interest

12.01 Conflict of Interest

- 12.01.01 A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Association shall make the disclosure required by the Act.
- 12.01.02 Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.
- 12.01.03 No Director who is in a conflict of interest with regard to any monetary motion may vote on such a motion.

12.02 Grounds for Dismissal

- 12.02.01 Violation of this Section is grounds for removal of a Board member in accordance with Section 5.10.

Section 13 - Members' Meetings

13.01 Annual Meeting

- 13.01.01 Each year the Association shall hold an Annual General Meeting on a time and day to be determined by the Board of Directors.
- 13.01.02 The meeting shall be held no later than fifteen (15) months after the preceding annual meeting, as required by Section 52 the Act.
- 13.01.03 The meeting shall be held at such a location, determined by the Executive Committee, on or in the vicinity of the St. George Campus of the University.
- 13.01.04 Powers
 - a) Any Member, upon request, shall be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the Bylaws or articles.
 - b) The business transacted at the annual meeting shall include:
 - (i) receipt of the agenda;
 - (ii) receipt of the minutes of the previous annual and subsequent special meetings;
 - (iii) consideration of the financial statements;
 - (iv) report of the auditor or person who has been appointed to conduct a review engagement;
 - (v) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year; and
 - (vi) such other or special business as may be set out in the notice of meeting.
 - c) No other item of business shall be included on the agenda for the annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

13.02 Special Meetings

- 13.02.01 In addition to the Annual General Meeting, there may be any number of General Meetings of Members for any purpose connected with the affairs of the Association that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act.
- 13.02.02 General Meetings may only occur between September 1st and April 30th, and may be called in one of the following ways:

- a) By the President;
- b) By the Executive;
- c) By a simple majority resolution of the Board of Directors; or
- d) By written requisition of no fewer than ten per-cent (10%) of Association Members.
 - (i) The requisition shall include the names, student numbers, and signatures of the requisitionists, and shall be submitted to the Association's Head Office.
 - (ii) Upon due receipt of the requisition, the President shall, without derogating from Section 12.03.01, forthwith call a General Meeting to be held within thirty-one (31) days of the date received.

13.03 Notice

- 13.03.01 Subject to the Act, not less than ten (10) and not more than fifty (50) days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement.
- 13.03.02 Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.
- 13.03.03 Notice of each meeting must remind the Member of the right to vote by proxy.

13.04 Quorum

- 13.04.01 A quorum for the transaction of business at a Members' meeting is 5% of the Members entitled to vote at the meeting, whether present in person or by proxy.
- 13.04.02 If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

13.05 Chair and Secretary of the Meeting

- 13.05.01 The Speaker shall be the Chair of the Board of Directors.
- 13.05.02 In the absence of the Speaker, the President of the Association shall be chairperson of any meeting of the Board and if he or she is also absent or is unable or unwilling to act, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.
- 13.05.03 The Vice-President Operations of the Association shall act as Secretary at

any meeting of the Board, and, if the Secretary of the Association be absent, the Chair of the meeting shall appoint a person who need not be a Director to act as Secretary of the meeting.

13.06 Voting of Members

13.06.01 Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the Bylaw provided that:

- a) each Member shall be entitled to one vote at any meeting;
- b) votes shall be taken by a show of hands and proxy holder cards among all Members present and the chair of the meeting, if a Member, shall have a vote;
- c) an abstention shall not be considered a vote cast;
- d) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

13.07 Proxy

13.07.01 All Members are entitled to vote by proxy at a General Meeting.

13.07.02 No person may carry more than five (5) proxies.

13.08 Persons Entitled to be Present

13.08.01 The only persons entitled to attend a Members' meeting are the Members, the Directors, Ex-Officio Members of the Board, the auditors of the Association (or the person who has been appointed to conduct a review engagement, if any), legal counsel, and others who are entitled or required under any provision of the Act or the articles to be present at the meeting.

13.08.02 Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Section 14 - Clubs, Committees, and Program Unions

14.01 Clubs of the Association

- 14.01.01 The Association shall maintain a policy and mechanism for the recognition of Faculty organizations.
- 14.01.02 The Association shall maintain a policy and mechanism for the financing and financial reporting of recognized clubs.
- 14.01.03 The Association may elect to run referenda (levy fee or otherwise) on the behalf of recognized clubs.
- 14.02 Committees of the Association**
 - 14.02.01 All Committees shall adhere to the Association's Bylaws and Policies and Procedure.
 - 14.02.02 The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors with exception of those powers set out in the Act that are not permitted to be delegated.
 - 14.02.03 Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee.
 - 14.02.04 The Board may dissolve any committee by resolution at any time.
 - 14.02.05 Standing Committees of the Association shall be as follows:
 - a) Budget
 - (i) The Budget Committee shall assist with budget preparation in accordance with the policies and procedures governing budget preparations.
 - (ii) The Budget Committee shall oversee Orientation budget.
 - (iii) The Budget Committee shall oversee disbursements to the Association's recognized clubs.
 - b) Elections and Referenda
 - (i) The Elections and Referenda Committee shall oversee the elections and referenda.
 - (ii) The Elections and Referenda Committee shall review the Elections Code and Charter for Referenda governing elections and referenda and recommend any changes to the Board of Directors.
 - (iii) The Elections and Referenda Committee shall schedule election dates, subject to the approval of the Board of Directors.
 - (iv) The Elections and Referenda Committee shall hire election officials, the Chief Returning Officer, and polling

clerks.

c) Policy, Procedure, and Organizational Development

- (i) The Policy, Procedure, and Organizational Development Committee shall propose amendments to policies, procedures, and bylaws.
- (ii) The Policy, Procedure, and Organizational Development Committee shall ensure that any unwritten policy or procedure commonly utilized by the Association be proposed in the form of a written policy. These policies or procedures shall be presented to the Board of Directors for approval.
- (iii) The Policy, Procedure, and Organizational Development Committee shall ensure that the policy and procedure manual is updated and complete.
- (iv) The Policy, Procedure, and Organizational Development Committee shall plan, review, and administer all services of the Association.
- (v) The Policy, Procedure, and Organizational Development Committee shall recognize, withdraw recognition, assist, or otherwise deal with the Association's recognized clubs.
- (vi) All policies and procedures must be submitted to the Committee for review before approval by the Board of Directors.

d) Code of Conduct Committee

- (i) The Code of Conduct Committee shall investigate charges of misconduct or dereliction of duty of a Board Member or Officer and recommend disciplinary action to the Board of Directors.
- (ii) An Officer may not hold a seat on this committee or interfere in the proceedings of this committee.
- (iii) If the committee receives a complaint implicating a Director actively serving on the committee, that Director must recuse themselves from the committee immediately and the remaining directors must appoint a replacement.

e) Executive Committee

- (i) The Executive Committee shall carry out all decisions of the Board of Directors and shall have the powers and duties as are prescribed in the Bylaws or as delegated by

the Board of Directors.

- (ii) Between meetings of the Board of Directors and its Committees and Course Unions, the governance and management of the Association are vested in the members of the Executive Committee, subject to direction from, accountability to, review by, and approval of the Board of Directors.

- (iii) All Officers sit on the Executive Committee.

f) Bursaries, Grants and Awards Committee

- (i) The Bursaries, Grants and Awards Committee shall oversee the Bursaries program.
- (ii) The Bursaries, Grants and Awards Committee shall oversee the Grants program.
- (iii) The Bursaries, Grants and Awards Committee shall oversee the Awards program.
- (iv) The Bursaries, Grants and Awards Committee shall ensure the fair distribution of the funds as allocated in the Associations budget.

14.02.06 Committee Membership

- a) Members of the Board of Directors shall be elected (by ranked ballot) at a Board of Directors meeting by the Directors to serve on the Committees.

14.02.07 Committee Procedures

- a) Committees shall meet when and where they choose as necessary to fulfil their mandate as stipulated in the Association's Bylaws and Policies.
- b) Notice of meeting shall be given not less than forty-eight (48) hours before the start of the meeting.
- c) Quorum is four (4) members and proxies count for quorum.
- d) Members may carry no more than two (2) proxies.
- e) Procedures and timelines for striking committees shall be delineated in the Association's Policies.
- f) The Board of Directors reserves the right to strike Ad Hoc Committees, as it deems necessary. Ad Hoc Committees are committees established by the Board of Directors to fulfill a specific mandate in a finite period of time.

14.03 Program Unions of the Association

- 14.03.01 All Program Unions shall adhere to the Association's Policies.

14.03.02 The Program Unions of the Association shall be as follows:

a) History, Culture, and Theory

- (i) The History, Culture, and Theory Program Union shall advocate for issues facing students enrolled in the following programs:
 - (i) History, Culture, and Theory.
- (ii) The History, Culture, and Theory Program Union shall run events and recommend services for History, Culture, and Theory students.
- (iii) The History, Culture, and Theory Program Union shall be chaired by the History, Culture, and Theory Director.

b) Composition

- (i) The Composition Program Union shall advocate for issues facing students enrolled in the following programs:
 - (i) Composition.
- (ii) The Composition Program Union shall run events and recommend services for Composition students.
- (iii) The Composition Program Union shall be chaired by the Composition Director.

c) Jazz

- (i) The Jazz Program Union shall advocate for issues facing students enrolled in the following programs:
 - (i) Jazz Performance;
 - (ii) Jazz Music Education; and
 - (iii) Jazz Interdisciplinary Music Studies.
- (ii) The Jazz Program Union shall run events and recommend services for Jazz students.
- (iii) The Jazz Program Union shall be chaired by the Jazz Director.

d) Music Education

- (i) The Music Education Program Union shall advocate for issues facing students enrolled in the following programs:
 - (i) Music Education; and
 - (ii) Concurrent programs with the Ontario Institute for Studies in Education.
- (ii) The Music Education Program Union shall run events and recommend services for Music Education students.
- (iii) The Music Education Program Union shall be co-chaired

by the Music Education Directors.

e) Performance

- (i) The Performance Program Union shall advocate for issues facing students enrolled in the following programs:
 - (i) Advanced Certificates in Performance;
 - (ii) Artists Diploma; and
 - (iii) Performance.
- (ii) The Performance Program Union shall run events and recommend services for Performance students.
- (iii) The Performance Program Union shall be co-chaired by the Performance Directors and the Opera Director.

f) Interdisciplinary Music Studies

- (i) The Interdisciplinary Music Studies Program Union shall advocate for issues facing students enrolled in the following programs:
 - (i) Classical Interdisciplinary Music Studies.
- (ii) The Interdisciplinary Music Studies Program Union shall run events and recommend services for Interdisciplinary Music Studies students.
- (iii) The Interdisciplinary Music Studies Program Union shall be chaired by the Interdisciplinary Music Studies Director.

14.03.03 Program Union Membership

- a) Membership in a Program Union shall consist of those students, members of the Association or not, who are enrolled in a program (minor, major, or specialist) in the department or program which the Program Union represents.

14.03.04 Program Union Procedures

- a) Program Unions must meet at least once each semester, or provide alternative means for Members to engage with their mandate.
- b) Notice of meeting shall be given not less than forty-eight hours (48) before the start of the meeting.
- c) Quorum is eight (8) members and proxies count for quorum.
- d) Members may carry no more than two (2) proxies.
- e) Program Unions shall be struck at the Transition Meeting.
- f) A Divisional representative shall act as a coordinator and (co-)chair for each Program Unions based on their designation.

14.03.05 All Commissions, Committees and Program Unions of the Association shall conduct all decisions made by the Board of Directors and seek approval

from the Board of Directors on all matters.

14.04 Ratification of Resolutions

14.04.01 No resolution of a Commission, Committee or Program Union shall take force until it is ratified by the Board.

Section 15 - Hiring

15.01 Statement of Equity

15.01.01 A fair and equitable hiring process contributes to the Faculty of Music community by permitting all Members to apply for and to receive equal consideration for all contracted positions within the Association.

15.01.02 A fair and equitable hiring process shall also be utilized for all part-time or full-time positions intended for non-members.

15.02 Exclusions

15.02.01 Due to the need for financial oversight, personal accountability, and checks-and-balances on the authority of individuals, the President and Vice-President Operations cannot serve during their term of office in any position outlined in 15.03.02.

15.03 Hired Positions

15.03.01 There shall be a detailed Hiring Policy in the Association's Policy and Procedures Manual pertaining to the hiring of employees.

15.03.02 Each year, the Association shall hire: Orientation Co-Chairs, Orientation Executives, and Chief Returning Officers. Any additional hired positions shall be established in the Association Policies and Procedures.

15.03.03 A Hiring Committee shall be struck to:

- a) Interview candidates;
- b) Recommend to the Board of Directors candidates to be hired for the positions outlined in 15.03.02 or those outlined in the Association's Policies; and
- c) Ensure that hiring is done equitably and in compliance with the Association's Bylaws and Policies as well as the Act and any Provincial or Federal Laws.

15.03.04 The composition of all hiring committees, save those specified otherwise by the Association's Bylaws or Policies, shall be as follows:

- a) Voting:
 - (i) Vice-President Operations (Chair);
 - (ii) President;
 - (iii) One (1) additional Officer; and
 - (iv) Two (2) Directors of the Board.
- b) Non-Voting

- (i) One Director (Clerk).

Section 16 - Notices

16.01 Service

16.01.01 Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Association and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

16.02 Computation of Time

16.02.01 Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

16.03 Error or Omission in Giving Notice

16.03.01 No error or accidental omission in giving notice of any board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Section 17 - Amendment, Bylaws, and Policies and Procedures

17.01 Order of Precedence

17.01.01 There shall be three levels of documents specifying the organization of the Association;

- a) Bylaw 1 (Constitution);
- b) Other Bylaws; and
- c) Policy and Procedure.

17.02 Bylaw 1 (The Constitution of the Faculty of Music Undergraduate Association)

17.02.01 Bylaw 1 shall specify the fundamental organization of the Association.

17.02.02 Bylaw 1 may only be amended by:

- a) A two-thirds vote at a General Meeting; or

- b) A two-thirds vote at the Board of Directors Meeting with ratification by a two-thirds vote at:
 - (i) A General Meeting called for that purpose; or
 - (ii) The next Annual General Meeting.
 - c) If such approval has not occurred by the next Annual General Meeting, the amendment is struck down and neither it nor any substantially similar amendment, may be proposed at a meeting of the Board of Directors for one year following the date of the Annual General Meeting.
- 17.02.03 Any amendment, repeal, or re-enactment of Sections 3, 4, and 11, and of Articles 5.01, 5.02, 5.04, 5.05, 5.07, 5.12, 6.04, 7.01, 7.03, 8.02, 13.01, 13.03, and 17.02.03, shall be effective only upon the approval thereof by the Governing Council.
- 17.03 Bylaw 2 (The Election Code of the Faculty of Music Undergraduate Association)**
 - 17.03.01 Bylaw 2 shall specify the election process for members of the Board of Directors of the Faculty of Music Undergraduate Association.
 - 17.03.02 Bylaw 2 may only be amended by:
 - a) A two-thirds vote at a General Meeting; or
 - b) A two-thirds vote at the Board of Directors Meeting with ratification by a two-thirds vote at:
 - (i) A General Meeting called for that purpose; or
 - (ii) The next Annual General Meeting.
 - 17.03.03 If such approval has not occurred by the next Annual General Meeting, the amendment is struck down and neither it nor any substantially similar amendment, may be proposed at a meeting of the Board of Directors for one year following the date of the Annual General Meeting.
- 17.04 Other Bylaws**
 - 17.04.01 Other Bylaws shall:
 - a) Provide additional order to the organization specified in Bylaw 1; and/or
 - b) Specify the organization of other areas of the Association.
 - 17.04.02 Other Bylaws may only be passed, repealed, or amended by:
 - a) A two-thirds vote at a General Meeting; or
 - b) A two-thirds vote at the Board of Directors Meeting with ratification by a two-thirds vote at:
 - (i) A General Meeting called for that purpose; or
 - (ii) The next Annual General Meeting.
 - c) If such approval has not occurred by the next Annual General

Meeting, the amendment is struck down and neither it nor any substantially similar amendment, may be proposed at a meeting of the Board of Directors for one year following the date of the Annual General Meeting.

17.05 Policies and Procedures

17.05.01 Policies and Procedures shall:

- a) Provide details for all events, services, and advocacy of the Association;
- b) Describe details of the functioning of the Association;
- c) Provide continuity in the Association;
- d) Be maintained by the Vice-President Operations.

17.05.02 Policies and Procedures may only be passed, repealed, or amended by a majority vote of:

- a) A General Meeting; or
- b) A meeting of the Board of Directors.

17.05.03 When a policy is passed, repealed, or amended, it shall be noted which governing body of the Association did so (i.e., a General Meeting or the Board of Directors).

Section 18 - Complaints from Members

18.01 Preamble

18.01.01 The University of Toronto Policy for Compulsory Non-Academic Incidental Fees requires organisations receiving such fees to have “a description of a procedure which provides for the expeditious consideration of complaints from members of the society that the society is not following its constitution or is failing in some other way to manage its affairs properly.” This Complaints Policy is a structured, internal process intended to fulfil this requirement.

18.02 Definition of a Complaint

18.02.01 This policy applies to any allegation that finds an Officer, Director, employee of the Association, the Board itself, Committees, Commissions, Clubs, or any person or group of persons acting in their official capacity with respect to the Association in violation of:

- a) Association bylaws and/or policies;
- b) University policies; and/or
- c) Municipal, provincial, and/or federal laws.

18.03 Components of a Complaint

18.03.01 A complaint will be considered complete where it contains the following:

- a) The date or approximate date of the alleged violation;
- b) The name and office of the subject of the complaint, and the reason that the complainant believes that the subject was acting in their official capacity with respect to the Association; and
- c) Sufficient detail for a reasonable person, with full access to the Association's documents, to ascertain the factual accuracy of the allegation.

18.03.02 Complaints may be submitted anonymously, so long as the identity of the complainant is not germane to the complaint itself.

- a) Anonymous complainants must still provide an email or telephone number by which the complainant may be contacted.

18.04 Submission of Complaints

18.04.01 Complaints shall be submitted to the Chair of the Code of Conduct Committee in writing, either in person to the Association's Head Office or mailbox, or by electronic means.

18.04.02 Withdrawal from the Code of Conduct Committee

- a) Where the subject of the complaint is a member of the Code of Conduct Committee, or where there is a conflict of interest between the subject of the complaint and a member of the Code of Conduct Committee, the Committee shall ensure the member in conflict withdraw themselves from the committee when such a conflict is apparent.
- b) If the member in conflict refuses to withdraw voluntarily, the other committee members may, by a two-thirds vote, force an individual to withdraw from the committee when such a conflict is apparent.
 - (i) If this course of action is taken, the Chair must submit a report to the Executive Committee.
- c) The Board of Directors shall appoint a replacement member from amongst themselves.

18.05 Acknowledgement of Complaints

18.05.01 The receipt of a complaint shall be immediately acknowledged.

18.05.02 Within seven (7) days, the Code of Conduct Committee shall advise the complainant whether they believe the complaint is complete or not.

18.05.03 If the complaint is incomplete, the complainant shall be given seven (7) days to resubmit a complete complaint.

18.06 Investigation of Complaints

18.06.01 Upon determining that a complaint is complete, the Code of Conduct Committee shall immediately take steps to ascertain whether the complaint

has merit under section 18.02.01.

18.06.02 Upon determining that a complaint is complete and has merit under section 18.02.01, the Chair of the Code of Conduct Committee shall:

- a) immediately contact any persons for which the complaint applies with notice of the complaint;
- b) immediately request written testimony from all parties mentioned in the complaint and any additional parties as it deems fit;
- c) immediately invite any party or member to bring optional oral testimony to the committee; and
- d) convene within fourteen (14) days to discuss the complaint, review any written testimonies submitted, hear any oral testimonies, and attempt to reach a fair recommendation(s) on the appropriate course of action to the Board of Directors for ratification.

18.07 Response to Complaints

18.07.01 The Code of Conduct Committee shall respond to all complete complaints in writing no more than thirty (30) days after acknowledging the complaint's completeness.

18.07.02 Responses shall clearly state why the designated person found or did not find merit to the substance of the complaint and include any supplementary information used in the determination of such.

18.07.03 Where appropriate, responses should recommend a remedy to the substance of the complaint.

18.08 Confidentiality

18.08.01 Complaints shall be kept confidential unless confidentiality is waived by the complainant.

18.08.02 The Code of Conduct Committee shall report to the Board on the nature and disposal of complaints to whatever extent possible within Section 18.08.01.

18.08.03 A summary of complaints received and how they were disposed of shall be posted publicly, subject to Section 18.08.01.

18.09 Appeals

18.09.01 A complainant may appeal the determination of the Code of Conduct to the Board of Directors.

18.09.02 Appeals under section 18.09 should be considered by special resolution at an in-camera session.

18.09.03 There are no further internal appeals procedures beyond the Board of Directors. Complainants wishing to pursue the complaint further should consult the University of Toronto's Policy on Open, Accessible and Democratic Autonomous Student Organizations.

Enacted February 20, 2016.

Amended January 8, 2017.

Amended July 13, 2024.

Amended

University of Toronto Music Society

Bylaw 2 (Elections Code)

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Section 1 - Definitions

1.01 Definitions

- 1.01.01 The Chief Returning Officer and the Elections and Referenda Committee make all interpretations to this Code. For the purposes of this code:
- Arms'-Length Party** means any individual or group who is not a "non-arm's length party";
 - Association** means the University of Toronto Music Society, operating under the name Faculty of Music Undergraduate Association;
 - Board** means the Board of Directors of the Association;
 - Campaign Material** refers to any item, design, sound, symbol, file, or mark that is created or copied in any form in order to influence at least one voter to cast a ballot or not to cast a ballot, in favour or in opposition to a Candidate.
 - Campaign Period** refers to the period of time in the election schedule ratified by the Board during which Campaigning is authorised.
 - Campaigning** refers to any attempt to solicit votes for or against a candidate. Campaigning can occur even in the absence of Campaign

Materials.

- g) **Candidate** refers to any individual who has met the requirements of Section 3 and 4 of this Code.
- h) **Code** means the Bylaw 2 (Elections Code) of the Faculty of Music Undergraduate Association.
- i) **CRO** means Chief Returning Officer.
- j) **Cross Campaigning** refers to the sharing of campaign materials, slogans, tactics, identifying marks or names, other materials or joint Campaigning with the intent of associating two or more Candidates in the mind of a voter.
- k) **Director Candidate** refers to any Candidate that is not an Officer Candidate.
- l) **Endorsing/Endorsement** refers to supporting a Candidate, through either verbal or non-verbal communication, through the provision of materials, advertisements or non-financial donations.
- m) **ERC** refers to the Elections and Referenda Committee.
- n) **Fall Election** refers to the election held between the first and sixth week of the Fall Semester for the purpose of electing Members to fill the first year representative positions and any other vacant positions.
- o) **FMUA** means the Faculty of Music Undergraduate Association.
- p) **Harassment** means engaging in a course of vexatious comments or conduct that is known or ought reasonably to be known to be unwelcome.
- q) **Member** refers to any individual who is a current member of the Association as defined in the Association Bylaws.
- r) **Nominee** refers to any individual who obtains a nomination form intending to seek nomination from the membership and/or Constituency for a position on the FMUA Board of Directors.
- s) **Nomination Period** refers to the period of time in the election schedule ratified by the Board during which Members may seek nomination from the membership.
- t) **Non-Arm's-Length Party** means an individual or groups that can be show to have:
 - (i) Publically campaigned with a Candidate;
 - (ii) Campaigned using a Candidate's approved physical materials;
 - (iii) Performed Campaign-related tasks that are not Campaigning on behalf of the Candidate; or
 - (iv) Had their actions which are deemed in violation of the Code publically defended by the candidate.
 - (v) This does not apply if the Candidate has publically stated that they do not desire or condone the party performing such tasks.

- u) **Officer Candidate** refers to Candidates running for the position of President, Vice-President Internal, Vice-President Communications, Vice-President Academic, Vice-President External, and Vice-President Student Life.
- v) **Polling Station** means any Association-sanctioned ballot box or computer with voting provisions during the election period.
- w) **Poster** shall refer to print media to be affixed to a surface, or displayed for viewing.
- x) **Social Media** means websites and applications that enable users to create and share content or to participate in social networking.
- y) **Spoiled Vote** means any ballot cast that meets the definition of an invalid ballot as described in Section 7.05.04.
- z) **Spring Election** refers to the election held between the sixth and twelfth week of the Spring Semester for the purpose of electing Members to fill the first year representative positions and any other vacant positions.
- aa) **Valid Identification** means a valid University of Toronto student identification card (i.e. T-Card).
- bb) **Valid Vote** means any ballot cast that is not a spoiled vote.
- cc) **Votes Cast** refers to the total number of Valid Votes and the total number of Spoiled Votes.
- dd) **Voting Period** refers to the period of time in the election schedule, as defined in Section 8, during which Members may cast their vote(s).

1.02 Interpretation

1.02.01 In this code, unless a contrary intention appears:

- a) Words importing the singular include the plural and vice versa;
- b) Words importing one gender include all genders; and
- c) All capitalized terms found herein but not defined have the meaning ascribed to them are found in the Faculty of Music Undergraduate Association constitution.

Section 2 - General (Powers of the Elections Code)

- 2.01 Jurisdiction
 - 2.01.01 The provisions of this Code shall apply to those elections conducted by the Association, the Candidates within those elections, and any Non-Arms' Length Parties.
 - 2.01.02 Where this Code is in contradiction with the Association's constitution (Bylaw 1), the Association's constitution will prevail.
- 2.02 Administration of Elections Code
 - 2.02.01 It is the duty of the Chief Returning Officer and the Elections and Referenda Committee to administer this code and to uphold its spirit and principles.
- 2.03 Amendments to Elections Code
 - 2.03.01 The Association's Elections and Referenda Committee may amend the Code and recommend changes to elections policies to the Board of Directors.
 - 2.03.02 Amendments to the Code must be ratified through the process described in Article 17.03 of the Association's constitution (Bylaw 1).
 - 2.03.03 The Association cannot adopt amendments to the Code between the commencement of the Nomination Period(s) and the announcement of results of each election period.

Section 3 - Administration of Elections

- 3.01 Elections and Referenda Committee (ERC)
 - 3.01.01 As stated in the Association's bylaws, the ERC oversees the elections and referenda of the Association.
 - 3.01.02 The ERC serves as the CRO hiring committee.
 - 3.01.03 The ERC reserves the right to overrule decisions made by the CRO.
 - 3.01.04 All ERC members shall act impartially during the election period. Failure to act impartially may result in removal from the ERC.
 - 3.01.05 The ERC Chair issues the official election and referenda results to Candidates, the membership and the media, as appropriate.
 - 3.01.06 If an ERC member resigns, the Board of Directors may elect another Director to fill the vacancy.
 - 3.01.07 The ERC shall recommend schedules for the Fall Elections and Spring Elections to the Board for ratification.
- 3.02 Chief Returning Officer (CRO)
 - 3.02.01 The CRO shall be selected by the ERC in accordance with the Association's bylaws and policies. Should the election only contain First Year Classical and First Year Jazz Directors, the Board may decide, by supermajority, to appoint the Vice-President Internal as CRO for that election.
 - 3.02.02 Duties of the CRO
 - a) The CRO shall report to the ERC and ERC Chair.
 - b) The CRO shall oversee and be responsible for all proceedings of the elections and referenda of the Association.

- c) The CRO shall ensure that elections and referenda are conducted in accordance with the requirements outlined in the Association's Elections Code and constituting documents.
- d) The CRO shall ensure fairness and impartiality in the conduct of the election.
- e) The CRO shall adhere to the Association's Code of Conduct, bylaws, and policies.
- f) The CRO shall post and maintain regular office hours during the elections period.
- g) The CRO shall organize and conduct the All-Candidates Meeting.
- h) The CRO shall authorize all election notices, publicity and campaign materials regulated by the Elections Code.
- i) The CRO shall write a final qualitative report immediately following the end of the elections period for the Board.
- j) The CRO shall serve on any such bodies as required by virtue of the position.
- k) The CRO shall set-up, supervise, and tear-down election polling stations.
- l) The CRO shall assume other duties assigned or deemed necessary by the ERC Chair and the ERC.

Section 4 - Nominations

4.01 Nomination Package

- 4.01.01 The ERC shall prepare a nomination package containing a list and description of all the positions available, the elections period schedule, the nomination form, brief instructions on the nomination process, and a copy of the Elections Code to the Association prior to the Nomination Period.
- 4.01.02 Hard copies of the nomination form shall be made available in the FMUA Office, and a digital file of the nomination form shall be made available for download from the FMUA website.
- 4.01.03 Officer nomination forms must be signed by at least thirty (30) Members.
- 4.01.04 Director nomination forms must be signed by at least twenty (20) Members.

4.02 Eligibility

- 4.02.01 All Candidates must be full-time or part-time Members of the Association during the entire term of the position they are running.
- 4.02.02 All Candidates must complete and submit the nomination form within the designated nomination period.
- 4.02.03 The completeness, accuracy, and delivery of the nomination form is the responsibility of the Member seeking nomination.
- 4.02.04 Any person who fails to submit a valid nomination form before the end of the Nomination Period is treated as if they submitted no nomination form.
- 4.02.05 The CRO shall be obligated to refuse an application if the Nominee:
 - a) Has previously had their Membership in the Association terminated under section 3.03 (“Disciplinary Act or Termination of Membership for Cause”) of the bylaws; or
 - b) Has previously been removed from office under section 5.10 (“Investigations and Removal from Office”) of the bylaws.
- 4.02.06 The validity of any nomination may be disputed by submitting a “request to review” to the ERC no later than twenty-four (24) hours following the release of the names of eligible Candidates.

4.03 Conflict of Interest

- 4.03.01 Any current member of the Board of Directors or staff, volunteers and committee members of the Association seeking election must remove themselves from all involvement relating to the elections at the start of the Nomination Period.
- 4.03.02 Withdrawal from the Elections and Referenda Committee:
 - a) In the event of conflict of interest between Candidates and members of the ERC, the committee members shall ensure the member in conflict withdraw themselves from the committee when such a conflict is apparent.
 - b) If the member in conflict refuses to withdraw voluntarily, the other committee members may, by a two-thirds vote, force an individual to withdraw from the committee when such a conflict is apparent.

- (i) If this course of action is taken, the Chair must submit a report to the Code of Conduct Committee.
 - c) The Executive Committee shall appoint a replacement member from amongst themselves or the Board of Directors.
- 4.04 Limit on Position Sought
 - 4.04.01 A Member is limited to seek nomination for one position on the Board of Directors per election cycle. Should a Member be found to be seeking nominations for multiple positions, that Member will be treated as having not registered as a Nominee and will not be considered for candidacy for any position.
- 4.05 Nomination Period
 - 4.05.01 The Nomination Period shall be designated as five (5) academic school days during which Members of the Association may submit their nomination form.
 - 4.05.02 For Fall Elections, the Nominations Period is designated to begin within the first week of the Fall Term, as determined by the ERC.
 - 4.05.03 For Spring Elections, the Nominations Period is designated to begin within the eighth week of the Spring Term, as determined by the ERC.
 - 4.05.04 During the Nomination Period, the nomination forms must be made available through both the FMUA Office and online media.
 - 4.05.05 No nomination forms are to be accepted following the end of the Nomination Period.
- 4.06 Verification of Nomination Forms
 - 4.06.01 A Candidate's Nomination Form shall be considered valid only when the CRO has verified that:
 - a) At least 30 supporters for Officer Candidates and 20 supporters for Director Candidates are Members; and
 - b) All fields in the nomination form have been filled completely.

Section 5 - All-Candidates' Meeting

5.01 Holding the All-Candidates' Meeting

- 5.01.01 No later than twenty-four (24) hours of the close of the Nomination Period, the CRO shall contact all nominees who have completed and submitted their nomination forms and inform them of whether their nominations were successful (i.e. verified as valid), and provide the date, time, and location of the All-Candidates' Meeting.
- 5.01.02 The All-Candidates' Meeting shall be held within one (1) week from the last day of Nomination Period.

5.02 Candidate Attendance

- 5.02.01 All Nominees, or a proxy (i.e. authorized representative) of each Nominee, must attend the All-Candidates Meeting in its entirety. If this is not possible, the Nominee must contact the CRO within twenty-four (24) hours of the All-Candidates Meeting to arrange a meeting.
- 5.02.02 Any Nominee who fails to attend or send a proxy to the All-Candidates Meeting, or fails to meet with the CRO, shall not be considered a Candidate and shall be deemed ineligible to run in the election.
- 5.02.03 A proxy shall only be considered valid if the CRO is informed by the Nominee prior to the start of the All-Candidates' Meeting by e-mail of the proxy's name and authority to act on their behalf for the duration of the meeting.
- 5.02.04 A proxy may not represent more than one Nominee.
- 5.02.05 A prospective Candidate, or their proxy, whose nomination form is pending a "request for review," as per Article 3.02.06, shall be permitted to attend the All-Candidates' Meeting.

5.03 Candidate Ratification

- 5.03.01 In the event that there are vacant positions after the nomination process, the CRO will motion to allow any interested Candidates to shift their candidacy to those vacant positions.
- 5.03.02 Candidates interested in shifting their position of choice may only shift to available vacant positions within the division they originally nominated themselves for.
 - a) Candidates who applied for a Director position may only shift to another Director position.
 - b) Candidates who applied for an Officer position may only shift to another Officer position.

- 5.03.03 Candidates may not shift to any positions that will cause competition with other candidate(s) running for those positions.
- 5.03.04 Once the revised list of Candidates has been made, a motion must be made to finalize and ratify the list. The vote requires a supermajority of two-thirds to pass.
- 5.03.05 Any vacant positions following the meeting shall remain vacant until the next election.
- 5.04 Meeting Process
 - 5.04.01 All-Candidates' Meeting topics to be covered:
 - a) The Elections Code;
 - b) The election schedule;
 - c) The structure and function of the Association;
 - d) The duties and functions of the election officials; and
 - e) Other relevant topics at the discretion of the CRO.
 - 5.04.02 Each Candidate or proxy must sign a statement before leaving the All-Candidates' Meeting that indicates that they understand the rules and regulations governing the election, including the Code.
 - 5.04.03 It is the responsibility of each Candidate to understand the information provided at the All-Candidates Meeting.

Section 6 - Campaigning

- 6.01 Campaign Period
 - 6.01.01 The Campaign Period shall be ten (10) days following the All-Candidates' Meeting as determined by the ERC.
 - 6.01.02 No Candidate may campaign outside the Campaign Period. This includes, but is not limited to, posting or distributing Campaign Materials, online Campaigning, social media statements, classroom Campaign talks and Campaigning at social events.
- 6.02 Responsibility of Candidates
 - 6.02.01 Candidates are responsible for actions and violations of any Non-Arm's Length Party. The CRO reserves the right to investigate and make rulings in exceptional cases.
 - 6.02.02 Candidates are to keep a positive, professional, and respectful attitude for the duration of the Elections.
 - 6.02.03 Candidates shall uphold the spirit and principles of the elections for the entire duration of the elections.
- 6.03 Fair Play
 - 6.03.01 Candidates shall campaign in accordance with the rules of Fair Play. Breaking the rules of fair play include, but are not limited to:
 - a) Breaching generally accepted community standards;
 - b) Defamation, slander, and/or libel;
 - c) Harassment;
 - d) General sabotage or disruption of the Campaigns of other Candidates;

- e) Malicious or intentional breach of elections policy;
 - f) Persistent attempts to undermine the ability of the CRO or the ERC to carry out their responsibilities; and
 - g) Any attempt to undermine the electoral process including:
 - (i) Interference with the Polling Station materials;
 - (ii) Interference with Poll Clerks; and
 - (iii) Misrepresentation of facts.
- 6.03.02 Breaking the rules of fair play may result in punishment ranging from demerit points to disqualification, as the CRO or ERC sees fit.
- 6.04 Adherence to Existing Policy
 - 6.04.01 It is the responsibility of the Candidates to ensure that all campaign tactics, materials and advertisements conform to all policies and regulations of the Association and the University, and with all municipal, provincial and federal laws.
 - 6.04.02 Campaign displays and distribution of literature on campus are also subject to the individual rules and regulations of Libraries, Buildings on Campus and campuses.
- 6.05 Campaign Materials
 - 6.05.01 All campaign material and advertisements, whether print or digital, must be approved by the CRO in advance. Materials must be processed by the CRO within twelve (12) hours of receipt from candidates. This does not apply to Candidate statements on social media platforms.
 - a) Campaign Materials containing text in any language other than English must have an accurate English translation that appears in equal stature and size.
 - b) Candidates are not permitted to refer to or make statements about another Candidate in their campaign materials, unless they are cross-campaigning.
 - 6.05.02 Campaign Materials may only be distributed or posted within the Campaign Period.
 - 6.05.03 All print Campaign Materials must be removed within seventy-two (72) hours after the close of the Voting Period.
 - 6.05.04 All web and social media pages must be removed within forty-eight (48) hours after the close of the Voting Period.
 - a) For any web or social media pages that take more than forty-eight (48) hours to remove, Candidates must submit proof of request for removal, as determined by the CRO.
 - 6.05.05 Physical Campaign Materials may not:
 - a) Be affixed in classrooms or elevators;
 - b) Be affixed on the FMUA office door or bulletin board;
 - c) Be affixed on the Edward Johnson Building's glass doors or glass rotunda on the 3rd floor;

- d) Be affixed in any locations other than the Faculty of Music (i.e. Edward Johnson Building and 90 Wellesley);
- e) Be removed from any posted location without the authorization of the CRO during the Campaign Period. This does not apply to Candidates removing their own material.

6.05.06 Candidate Posters

- a) No Candidate's Poster may overlap another Candidate's poster, or any other poster.
- b) No Candidate may post one of their Posters within 30 cm of another one of their own Posters. This does not apply if posted on lockers; however, permission to post a poster must be granted from the locker owner.
- c) Candidates are not permitted to post more than 35 posters.

- 6.06 Campaign Restrictions and Prohibitions
 - 6.06.01 To campaign in a classroom, a Candidate must obtain permission from the lecturer before the start of class.
 - 6.06.02 No campaigning of any form is permitted in the FMUA office.
 - 6.06.03 No campaign materials may be disseminated through Faculty of Music administration or platforms, including but not limited to newsletters from the Registrar's office and the Edward Johnson Building lobby TVs.
 - 6.06.04 Candidates may not campaign by distributing goods, including but not limited to food and paraphernalia. This does not apply to flyers, pamphlets, or other print campaign materials.
 - 6.06.05 Banners and other oversized physical Campaign Materials with dimensions larger than 57.2cm x 72.4cm are not permitted.
- 6.07 Cross Campaigning
 - 6.07.01 Cross Campaigning is allowed between Candidates in the elections governed by this Elections Code.
- 6.08 Benefits Acquired by Virtue of Office
 - 6.08.01 Candidates cannot use services or funds that they acquired through holding a position in a campus organization unless the same services are available to all other Candidates. This includes the use of office supplies, equipment, advertising space and staff.
- 6.09 Endorsement by Current Officers and Directors of the Association
 - 6.09.01 Current Officers and Directors are prohibited from endorsing any Candidates running in the elections.
 - 6.09.02 If a current Officer or Director is found to have endorsed a Candidate, they shall be penalized with a monetary fine of \$5.00 for the first allegation of endorsement, \$10.00 for the second allegation of endorsement, and \$15.00 for the third allegation of endorsement.
 - 6.09.03 If a current Officer or Director is found guilty of forth allegation of endorsement, the CRO must submit a report to the Code of Conduct Committee. The Officer or Director in question shall be subject to review by the Code of Conduct Committee, which may result in removal from office in accordance with section 5.10 of the By-laws.
 - 6.09.04 Current Officers and Directors are barred from running in any subsequent elections until fines are paid in full.
- 6.10 Unauthorized Campaigners
 - 6.10.01 Only members of the Association may engage in Campaigning. Any individual who has, at any point, engaged in Campaigning must provide proof of membership to the CRO and/or ERC upon request.
 - 6.10.02 All employees of the Association are prohibited from Campaigning in any way, and cannot be affiliated with Candidates.
- 6.11 Campaign Expenses
 - 6.11.01 Candidates may not incur more than \$40 in campaign expenditures.

- 6.11.02 The Association shall reimburse up to \$20 Candidates' campaign expenses provided that valid documentation is submitted to the CRO within seventy-two (72) hours of the close of voting.
 - a) Valid documentation consists of the original receipt(s) or other proof of purchase of all campaign expenditures and a list itemizing and explaining each receipt.
- 6.11.03 The CRO may at any time request from any of the Candidates original receipts for expenditures prior to the close of voting.
- 6.11.04 Candidates are prohibited from accepting campaign donations and/or sponsorship.

Section 7 - Violation of Rules

- 7.01 CRO and ERC Authority
 - 7.01.01 The CRO has the sole authority to enforce the provisions of this code.
 - 7.01.02 The ERC may enforce this Code where no ruling is given by the CRO.
 - 7.01.03 The ERC reserves the right to modify any ruling of the CRO.
 - 7.01.04 The CRO and ERC both have the power to make decisions about issues and events not otherwise covered by this code.
- 7.02 Allegations Process
 - 7.02.01 Any allegations of violations of this Code must be submitted to the CRO accompanied by evidence within forty-eight (48) hours of the violation, and within forty-eight (48) hours of the close of the Voting Period.
 - 7.02.02 Where the CRO or a member of the ERC finds evidence of a violation, the CRO or ERC may charge a Candidate with a violation of the Code.
- 7.03 Evidence for Rulings
 - 7.03.01 For a ruling to find a Candidate in violation of the Code, there must be evidence which gives due cause to believe that the violation has occurred.
 - 7.03.02 If this evidence is personal testimony, then it must be submitted to the CRO in writing, and the CRO must know the identity of the person giving the testimony.
 - a) The CRO must withhold the identity of the person giving testimony from any other party, including the ERC, and must withhold that person's identity if requested.
 - b) Any Candidate that a ruling finds in violation of the Code may request to have the evidence used in making said ruling available to them. If such a request is made, evidence must be provided within twenty-four (24) hours of the request. The evidence must be provided in a form that balances confidentiality of the complaint with the Candidate's right to knowledge of the evidence.

- 7.04 CRO's Ruling
 - 7.04.01 The CRO shall make a ruling on a violation, within twenty-four (24) hours of receiving the complaint, in writing.
 - 7.04.02 Upon receiving the complaint, the CRO must immediately contact any candidates for which the complaint applies with notice of the complaint.
 - 7.04.03 The candidate for which the complaint applies may submit a written statement to the CRO contesting the complaint.
 - 7.04.04 Upon making a ruling, the CRO must immediately contact any candidates for which the ruling applies with notice of the ruling and any punishments, and publish the details of the appeal on a designated website within forty-eight (48) hours of the ruling being made. Any decisions shall indicate the time posted.
- 7.05 Appeals of CRO's Ruling
 - 7.05.01 All CRO rulings may be appealed to the ERC. Appeals must be made in writing and submitted to the CRO.
 - 7.05.02 Any appeal of a CRO ruling decision must be submitted in writing within forty-eight (48) hours of the CRO ruling being published.
 - 7.05.03 Candidates may attend the ERC meeting at which their appeal will be considered. The Candidate may make oral statements and/or deliver a written statement to present their case.
 - 7.05.04 Upon making a ruling, the ERC must immediately contact any candidates for which the ruling applies with notice of the ruling and any punishments, and publish the details of the appeal on a designated website within forty-eight (48) hours of the ruling being made. Any decisions shall indicate the time posted.
- 7.06 Candidate's Responsibility of Knowledge of Decisions
 - 7.06.01 It is the responsibility of each Candidate to be aware of every decision made by the CRO and ERC, especially decisions regarding violations committed by that Candidate.
 - 7.06.02 Candidates are deemed to be informed of a CRO or ERC decision six (6) hours after the decision is published on a designated website, or six (6) hours after being sent notice of the decision to their preferred email address, whichever is later. Any decisions shall indicate the time posted.
- 7.07 Penalties for Violations
 - 7.07.01 Where the CRO or ERC finds there has been a violation of the Election Code by a Candidate or a Non-Arm's-Length Party of the Candidate, the CRO or ERC may, depending on the nature of the violation:
 - a) Assign a demerit point penalty resulting in a fine against a Candidate.
 - b) Disqualify a Candidate.
 - c) Declare that an election in a particular Constituency be ruled void.

7.07.02 A violation encompassing more than one offence may result in multiple penalties.

7.08 Demerit Points

7.08.01 The values listed below are the maximum that may be issued for a given violation.

7.08.02 Campaigning

Violation	Maximum Demerit Points
Misrepresentation of facts	3
Intentional misrepresentation of facts	10
Campaigning in an unauthorized area	10
Multiple violations in the same location/building	3
Campaigning within five (5) meters of a polling station	15
Pre-Campaigning	20
Post-Campaigning	3
Campaigning to a student while they are voting	15
Unauthorized campaigners	10
Breaking University, municipal, provincial, and/or federal law/regulation while Campaigning	30

7.08.03 Campaign Materials

Violation	Maximum Demerit Points
Misrepresentation of facts	3
Intentional misrepresentation of facts	10
Displayed in an unauthorized area	5
Improper distribution of Campaign Materials	7
Multiple violations in the same location/building	3
Unapproved Material	15
Pre-Campaign Material	20
Post-Campaign Material	3

7.08.04 Fair Play

Violation	Maximum Demerit Points
Unsanctioned use of Association resources	10
Malicious or intentional violation of Elections Code	20
Failure to comply with the spirit/purpose of elections	20
Repeated frivolous complaints and/or appeals	3
Spending over the prescribed limit, as per Section 6.09, to a maximum of five dollars (\$5)	2 per \$1

7.09 Disqualification

7.09.01 Violations of the following nature will result in an automatic disqualification of a Candidate:

- a) Being ineligible as per Section 3 and 4;
- b) Spending more than five dollars (\$5) over the maximum spending limit as per Section 5.11;
- c) Intentional misrepresentation of campaign expenditures;
- d) Accruing greater than 100 percent (100%) of the allowable demerit point limit of 30 points.

7.09.02 In the event that a winning Candidate in any election is disqualified, the runner-up will become the winner.

- a) If there is no runner up, the position shall remain vacant and the vacancy shall be filled according to the Association's bylaws and policies.

Section 8 - Voting Procedures

8.01 General Procedures

8.01.01 Voting may take place by paper ballot, online voting, or a combination of the two methods.

8.01.02 Valid Identification (i.e. T-Card) is required for voting by paper ballot.

8.02 Voting Period

8.02.01 The Voting Period shall be the last five (5) days of the Campaign Period, as determined by the ERC.

8.03 Election of the Candidates

8.03.01 Winners shall be elected by the first-past-the-post electoral system.

8.03.02 If there is only one candidate for any position, there will be a confirmation vote put to the membership. The ballot will contain the Candidate's name and an option of "Yes" or "No" for the Candidate. In the event that there are more "No" votes than "Yes" votes, the position is declared vacant.

8.04 Polling Stations

8.04.01 Locations of Polling Stations

- a) Locations of polling stations shall be determined by the Elections and Referenda Committee in consultation with the CRO.
- b) In allocating polling stations, the ERC will consider factors including, but not limited to, cost, logistics, proximity to other polling stations, accessibility, traffic, and polling locations in previous elections.
- c) The ERC shall have the power to ratify a new polling location should a previously chosen location become unavailable or prove impractical for election needs.
- d) In the event that the ERC ratifies new polling locations, the CRO must inform Candidates of the change within twelve (12) hours or before the next opening of polling stations, whichever is sooner.

- 8.04.02 Polling stations shall be publicized before the start of the Campaign Period.
- 8.05 Counting and Tabulation of Ballots
- 8.05.01 This section applies only if paper ballots are used during the election period.
- 8.05.02 Immediately after the Voting Period closes, the CRO and scrutineers chosen by each candidate (one [1] representative per candidate) shall collect the ballot box(es) and proceed to a room that will be designated as the counting room.
- 8.05.03 No person shall leave the counting room until the final results have been tabulated and ratified or unless authorized by the CRO.
- 8.05.04 Invalid ballots (“spoiled ballots”) shall be those fulfilling the following descriptions:
- a) Ballots with more x markings than the number of Candidate positions available;
 - b) Ballots with no markings;
 - c) Ballots with markings, but none clearly indicating a vote for a candidate;
 - d) Ballots where the voter’s intention cannot clearly be ascertained;
 - e) Ballots which are improperly printed or distributed; or
 - f) Ballots which are ripped or otherwise destroyed.

- 8.05.05 Invalid ballots shall be tallied as a spoiled vote.
- 8.05.06 An automatic recount will take place if the vote margin on the paper ballots is within the five (5) votes.
- 8.05.07 Complaints raised by any scrutineers regarding the validity of any ballot will be discussed among those present and the CRO will make the final decision regarding the validity of the ballot.
- 8.05.08 Upon completion of counting, the CRO and the scrutineers present shall ratify the tabulation of the results.

Section 9 - Election Results

9.01 Election Results

- 9.01.01 In the event of a tie, the winner(s) are decided in a run-off election commencing within two weeks of the release of unofficial results.
- 9.01.02 The CRO shall inform all of the candidates of the unofficial results within twenty-four (24) hours of their tabulation. This should include a complete report on the statistics of total votes and spoiled votes for each Candidate.
- 9.01.03 After the appeals period is over, the CRO shall announce the unofficial results to the Members of the Association within twenty-four (24) hours. This should include a complete report on the statistics of total votes and spoiled votes for each candidate, a list of any appeals that have been made, and a list of vacant positions that remain, if any.
- 9.01.04 Candidates will not be deemed officially elected until they have been ratified by the Association's Board of Directors at the subsequent meeting following the election results with the condition that there are no outstanding appeals involving the Candidate.

Section 10 - Appeals

10.01 Appeals Regulation

- 10.01.01 Any Candidate may challenge the validity of their election result in a written submission containing their reasons to the CRO within forty-eight (48) hours of the close of the Voting Period.
- 10.01.02 The CRO shall investigate any appeal and make a recommendation to the Board of Directors via the ERC on the appropriate action.
- 10.01.03 Upon the recommendation of the ERC, the Board of Directors may refuse to ratify any single election. The Board of Directors may not amend rulings of the CRO or ERC.

Amended August 31st, 2016

Ratified September 10th, 2016

Amended July 3rd, 2024



University of Toronto Faculty of Music
Edward Johnson Building
Room 312

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Ratified August 16th, 2024

Amended November 23rd, 2024