

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

TO: University Affairs Board

SPONSOR: Professor Sandy Welsh, Vice-Provost, Students
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PRESENTER: See Sponsor.

DATE: May 14, 2025, for May 21, 2025

AGENDA ITEM: 5

ITEM IDENTIFICATION:

University of Toronto Graduate Students' Union: Bylaw Revisions

JURISDICTIONAL INFORMATION:

Section 5 of the *Terms of Reference* lists student societies among the University Affairs Board's areas of responsibility. Section 5.3.2 provides that "[t]he Board is responsible for approving constitutions... and corporate by-laws for University-wide student groups that represent students on the St. George, UTM and UTSC campuses, for multi-campus student societies, and for incorporated student societies and campus organizations for which the University collects fees".

GOVERNANCE PATH:

1. University Affairs Board [For Approval] (May 21, 2025)

PREVIOUS ACTION TAKEN:

The Board last considered revisions to the University of Toronto Graduate Students' Union Bylaws on June 1, 2022.

HIGHLIGHTS:

Some older and/or incorporated student societies have clauses in their constitutions and/or bylaws that require approval from the society's board, council, and/or general membership and from the University's Governing Council (through its Boards, Campus Councils, and Committees). The University of Toronto Graduate Students' Union (UTGSU) is one such society for which:

"An amendment, repeal or re-enactment of Article 2, Clauses 3.1, 3.3, 9.3, 15.2 and Article 17 of [the UTGSU] Bylaw shall be effective only upon [Governing Council] approval."

The attached revisions to *The Bylaw of the University of Toronto Graduate Students' Union* were approved by the UTGSU's general membership at the society's annual general meeting on December 5, 2024.

FINANCIAL IMPLICATIONS:

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

RECOMMENDATION:

Be It Resolved,

THAT the revisions to *The Bylaw of the University of Toronto Graduate Students' Union* (UTGSU), as approved at the UTGSU Annual General Meeting on December 5, 2024, be approved.

DOCUMENTATION PROVIDED:

- *The Bylaw of the University of Toronto Graduate Students' Union* – Original Version
- *The Bylaw of the University of Toronto Graduate Students' Union* – Tracked Changes Version
(Note: The sections shaded in grey reflect changes that are not within the Board's purview and are provided for reference only.)
- *The Bylaw of the University of Toronto Graduate Students' Union* – Revised Version



The Bylaw of the University of Toronto Graduate Students' Union

Last updated on December 5, 2024

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A note on updates to this document:

Text that is presented in red text indicates additional text added to the Bylaws made by the UTGSU Board of Directors between UTGSU General Meetings. Text that is presented in blue text indicates additional text added to the Bylaws made by the UTGSU Board of Directors between UTGSU General Meetings and which requires approval by the Governing Council of the University of Toronto.

For ease of reading, removed text is not indicated in this document but can be requested by emailing internal@utgsu.ca. Such changes are subject to confirmation votes at the next scheduled Annual General Meeting.

CONSTITUTION OF THE GRADUATE STUDENTS' UNION, UNIVERSITY OF TORONTO (THE "UTGSU")

PREAMBLE

WHEREAS the Graduate Students of the University of Toronto, to ensure the protection and enhancement of the Graduate Students' interest, both as individuals and as a group, in all spheres of activities that we do deem to concern us as Students, have incorporated the UTGSU for the purposes of furthering the UTGSU's objects listed below:

1. To coordinate the governmental activities of the Students in various departments of the University, the Graduate Students' Union Council and the School of Graduate Studies, their boards and committees and other related committees.
2. To promote and maintain communication between the Members of the UTGSU and the administration of the University.
3. To represent the Members of the UTGSU, individually or collectively, on all matters in which representation may be in the interest of such Students.
4. To promote and maintain responsible Student government at the University.
5. To initiate, sponsor, coordinate and promote athletic, cultural, and social events in which the Members of the UTGSU may be interested, and in general to promote the welfare and interests of Graduate Students.

AND WHEREAS the governing body of the UTGSU deems it expedient that all Bylaws of the UTGSU heretofore enacted be cancelled and revoked, that the following Bylaw be adopted for regulating the affairs of the UTGSU;

NOW THEREFORE BE IT ENACTED and it is hereby enacted that all Bylaws of the UTGSU heretofore be cancelled and revoked and that the following Bylaw be substituted in lieu thereof:

BYLAW 1 DEFINITIONS AND INTERPRETATION

Amended: December 2021, December 2024

1.1. Definitions

In these Bylaw:

- 1.1.1.** “Act” shall refer to the Canada Not-for-Profit Corporations Act (S.C. 2009, c. 23) and, where the context requires, includes the regulations made under it;
- 1.1.2.** “Affiliated Organization” shall refer to the Affiliated Organizations of the UTGSU, which are: the Graduate Students’ Association at Scarborough, the University of Toronto Mississauga Association of Graduate Students, and the Aerospace Students’ Association;
- 1.1.3.** “Articles of Continuance” shall refer to the corporate registration with the Canada Not-for-profit Corporations Act;
- 1.1.4.** “Assembly” shall refer to the Assembly of Representatives, pursuant to Bylaw 5;
- 1.1.5.** “Board of Appeal” shall refer to the decision-making body at the final level of dispute resolution pursuant to Bylaw 14;
- 1.1.6.** “Board of Directors” shall refer to the decision-making body pursuant to Bylaw 4;
- 1.1.7.** “Bylaw” shall refer to the Constitution and the UTGSU Bylaws 1 to 17 ;
- 1.1.8.** “Caucus” shall refer to one of the Caucuses of the UTGSU pursuant to Bylaw 6;
- 1.1.9.** “Chair” shall refer to the Chair of the Board of Directors pursuant to Bylaw 4, unless otherwise defined in a specific Bylaw or Policy;
- 1.1.10.** “Chief Returning Officer” shall refer to the Chief Returning Officer of the UTGSU pursuant to Bylaw 9;
- 1.1.11.** “Committee” shall refer to a Committee of the UTGSU pursuant to Bylaw 6;
- 1.1.12.** “Conflict of Interest” shall refer to a plausible risk that a Director’s loyalty to the UTGSU would be materially and adversely affected by the Director’s or third party’s own interest, and as further defined in Bylaw 13;
- 1.1.13.** “Course Union” shall refer to those Members of the UTGSU who form Course Unions for the advancement of their particular interests. These Course Unions must be recognized by the Board of Directors or under the Bylaws.
- 1.1.14.** “Director” shall refer to a person duly elected or appointed, in accordance with Bylaw 4 of this Bylaw;

- 1.1.15. "Division" shall refer to one of the academic divisions as defined by the School of Graduate Studies of the University of Toronto;
- 1.1.16. "Equity Officer" shall refer to the dispute resolutions officer pursuant to Bylaw 14;
- 1.1.17. "Executive Committee" shall refer to the Standing Committee pursuant to Bylaw 7;
- 1.1.18. "Executive Director" shall refer to the full-time staff member pursuant to Bylaw 8;
- 1.1.19. "General Meeting" shall refer to a meeting of Members pursuant to Bylaw 3;
- 1.1.20. "Governing Council" shall refer to the Governing Council of the University of Toronto;
- 1.1.21. "Members" shall refer to the persons who are admitted as Members of the UTGSU pursuant to Article 2 of the Bylaws;
- 1.1.22. "Officer" shall refer to a person duly elected or appointed, pursuant to Bylaw 7;
- 1.1.23. "Policy" shall refer to all Policies contained in the UTGSU Policy Handbook and individual Policies contained therein;
- 1.1.24. "Representative" shall refer to a person duly elected or appointed to the Assembly by their Course Union, pursuant to Bylaw 5;
- 1.1.25. "School of Graduate Studies" shall refer to the recognized school which registers Graduate Students at the University of Toronto;
- 1.1.26. "Session" shall refer to one (1) of the fall, winter, and summer subdivisions of the academic year, as defined in the academic calendar of the School of Graduate Studies;
- 1.1.27. "Staff" shall refer to the full-time employees, including the Executive Director and those employed under the Collective Agreement with the Canadian Union of Public Employees - Local 1281;
- 1.1.28. "University" shall refer to the University of Toronto;
- 1.1.29. "University of Toronto Act" shall refer to the University of Toronto Act, 1971 as amended; and
- 1.1.30. "UTGSU" shall refer to means 12384426 Canada Association, operating as the Graduate Students' Union of the University of Toronto.

1.2. Interpretation

- 1.2.1. These Bylaw shall be interpreted in accordance with the following, unless the context otherwise specifies or requires:

- 1.2.1.1.** All terms which are contained in these Bylaws and which are defined in the Act or the University of Toronto Act, shall have the meanings given to terms in the Act or University of Toronto Act;
 - 1.2.1.2.** The UTGSU shall use gender-neutral descriptors throughout the Bylaws and Policies. Definitions in singular form shall retain the same definition for the plural case and vice versa.
 - 1.2.2.** In addition, the following procedures shall be used for interpreting these Bylaws:
 - 1.2.1.1.** Any dispute over interpretation of a Bylaw shall be referred to the Chair, who shall make a ruling. The Chair shall be entitled to make use of legal counsel in consultation with the Executive Committee to make determinations on such matters.
 - 1.2.1.2.** Any interpretation of the Bylaws made by the Chair outside a Board of Directors meeting shall be reported to the Board of Directors at its next meeting.
- 1.3. Rules of Order**
 - 1.3.1.** Subject to these Bylaws, all General Meetings, Board of Directors meetings, Assembly meetings, and Committee meetings shall adopt the latest edition of Roberts Rules of Order.

BYLAW 2 MEMBERSHIP

Amended: December 2021, March 2022

2.1. Membership Qualifications

The following persons shall be Members of the UTGSU:

- 2.1.1.** All students registered in the School of Graduate Studies.
- 2.1.2.** The UTGSU shall choose to admit any other student of the University of Toronto, as defined by the University of Toronto Act, 1971, as amended, enrolled in a graduate programme, subject to the following procedures:
 - 2.1.2.1.** Following a referendum of their Membership, a motion to admit a group of graduate students shall be made at a Board of Directors' meeting stating why they should be admitted;
 - 2.1.2.2.** This group must have previously held a referendum of their members to join the UTGSU according to their own referenda processes;
 - 2.1.2.3.** At least fourteen (14) days' written notice must be given before the motion is voted upon;
 - 2.1.2.4.** The vote to admit this group shall be decided by a two-thirds (2/3) vote of the Board of Directors; and
 - 2.1.2.5.** If the vote is carried, the individual students of the group seeking Membership will then become Members upon paying the annual Membership Fee of the UTGSU.
- 2.1.3.** The UTGSU shall not admit entities, incorporated or unincorporated, to its Membership.

2.2. Membership

- 2.2.1.** The UTGSU shall be entitled to establish one (1) class of members, in accordance with the UTGSU's Articles of Continuance.
- 2.2.2.** An individual's Membership in the UTGSU shall be valid for as long as the individual is registered in the School of Graduate Studies or any other graduate programme at the University of Toronto, except as provided in Section 2.1.

2.3. Termination of Membership

A person's Membership in the UTGSU is automatically terminated upon the occurrence of any of the following events:

- 2.3.1.** The expiration or end of the term in which the person ceases to be registered as a student in a graduate student programme leading to a graduate degree of the University;

2.4. Not Transferable

The interest of the Member in the UTGSU is not transferable and ceases to exist upon termination of the Membership.

2.5. Membership Fee

Each Member of the UTGSU shall pay the Membership Fee annually. The structure of the Membership Fee and the mechanisms for altering it shall be contained in the UTGSU's Policy Handbook. Alterations to the UTGSU's Membership Fee shall only come into effect after being approved by the Governing Council of the University of Toronto. All Membership Fees are collected by the University on behalf of the UTGSU.

BYLAW 3 GENERAL MEETINGS

Amended: December 2021, December 2024

3.1. Role of the General Meetings

The UTGSU shall hold General Meetings as required by the Bylaws where all Members shall be entitled to speaking and voting rights.

3.2. Types of General Meeting

There shall be three types of General Meetings

- 3.2.1.** Annual General Meeting
- 3.2.2.** Special General Meeting
- 3.2.3.** Special General Meeting to Remove Directors

3.3. Annual General Meeting

- 3.3.1.** The Annual General Meeting shall be held in November or December with a date and time set by the Board of Directors.
- 3.3.2.** Notice of the Annual General Meeting shall be provided to Members by email and shall be posted on the UTGSU website at least twenty-eight (28) days before the meeting. Notice shall include the date, time and location of the meeting. The meeting must be held at the University of Toronto St. George Campus or, if a university space is not reasonably available, at a venue close to the St. George Campus with the intent of matching a typical university space in size and accessibility for the Members.
- 3.3.3.** The agenda for the Annual General Meeting shall be prepared by the Vice-President Internal and presented at a Board of Directors meeting for approval.
 - 3.3.3.1.** Agenda Motions
 - 3.3.3.1.1.** Members may submit a motion for the Annual General Meeting through a written request submitted to the Vice-President Internal, signed by no less than one hundred (100) Members.
 - 3.3.3.1.2.** Directors may submit a motion for the Annual General Meeting through a written request submitted to the Vice-President Internal, without signatures collected from Members.
 - 3.3.3.1.3.** The timeline and procedure for submitting motions shall be posted by the Vice-President Internal no later than September 30.

- 3.3.3.1.4.** The written request to the Vice-President Internal shall follow these procedures:
 - 3.3.3.1.4.1.** The requisition shall contain the following: 'Whereas' clauses that provide relevant context to the motion and 'Be it Resolved' clauses that articulate the tangible actions and/or stances for the UTGSU to take.
 - 3.3.3.1.4.2.** The requisition shall include the requisitioners' name, student number, and University of Toronto email, further set out in Policy G4.
 - 3.3.3.1.4.3.** The Vice-President Internal, in consultation with the Chair of the Board of Directors and the Executive Committee, shall determine if the motion is in order in accordance with 3.8 Business to be Deemed Out of Order.
 - 3.3.3.1.4.4.** If the motion is in order, it shall be added to the proposed Annual General Meeting agenda.
 - 3.3.3.1.4.5.** If the motion is deemed out of order, the Member who submitted the motion shall be notified at least five (5) days before the Board of Directors meeting where the Annual General Meeting agenda is approved, and the Vice-President Internal or Chair of the Board of Directors shall provide the reason for why it is deemed out of order.
- 3.3.4.** The Board of Directors may only amend the Annual General Meeting agenda to deem motions in/out of order in accordance with Bylaw 3.8 or to reorder the agenda.
- 3.3.5.** The agenda shall be provided to Members by email and on the UTGSU website at least fourteen (14) days before the Annual General Meeting.
- 3.3.6.** The agenda shall include, in the following order:
 - 3.3.6.1.** Approval of the Agenda
 - 3.3.6.2.** Approval of previous minutes
 - 3.3.6.3.** Approval of the financial statements, auditor's report, and additional financial business
 - 3.3.6.4.** Appointment of public accountant (the UTGSU auditors)

- 3.3.6.5. Annual Report from the Board of Directors
- 3.3.6.6. Approval of Bylaw amendments presented in accordance with Bylaw 17
- 3.3.6.7. Motions

3.3.7. The minutes for approval, financial statements, auditor's report, additional financial business, Bylaw amendments, Annual Report from the Board of Directors, and other relevant meeting documents shall be provided to Members by email and made available on the UTGSU website at least fourteen (14) days before the Annual General Meeting.

3.3.8. Quorum for the Annual General Meeting shall be one hundred (100) Members.

3.4. Special General Meeting

3.4.1. A Special General Meeting is an irregularly held General Meeting, called to deal with special or emergency business. All business transacted at a Special General Meeting is deemed to be special business.

3.4.2. A Special General Meeting may be called by:

3.4.2.1. A majority vote at a meeting of the Board of Directors;

3.4.2.2. A written request to the Board of Directors, stating the purpose of the meeting, signed by no less than two hundred (200) Members. The written request to the Board of Directors shall follow these procedures:

3.4.2.2.1. The requisition shall include the business to be transacted at the meeting;

3.4.2.2.2. The requisition shall be sent to the Vice-President Internal and Chair of the Board of Directors;

3.4.2.2.3. The requisitioners' signature shall include their name, student number, and University of Toronto email;

3.4.2.2.4. Within twenty-one (21) days of the receipt of the requisition, the Board of Directors shall provide notice for the Special General Meeting to transact the business stated in the requisition.

3.4.2.2.5. The Vice-President Internal, in consultation with the Chair of the Board of Directors and the Executive Committee, shall determine if the Special General Meeting is in order in accordance with Bylaw 3.8.

3.4.2.2.6. If the Special General Meeting is deemed out of order, the Member who submitted the requisition shall be notified within fourteen (14) days of submitting the requisition, and the Vice-President Internal or Chair of

the Board of Directors shall provide the reason for why it is deemed out of order.

- 3.4.3.** Notice of a Special General Meeting shall be given to Members by email and on the UTGSU website at least twenty-one (21) days and no more than sixty (60) days before the meeting date.
- 3.4.4.** Notice of a Special General Meeting shall include a date, time, location (in alignment with Bylaw 3.3), and agenda that specifies the purpose or purposes of the meeting and contains sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.
- 3.4.5.** Quorum for a Special General Meeting shall be one hundred and fifty (150) Members.

3.5. Special General Meeting to Remove Directors

- 3.5.1.** A Special General Meeting may be held for the Removal of Directors in accordance with Article 10.
- 3.5.2.** The Board of Directors may requisition a Special General Meeting to Remove Directors, using the following procedures:
 - 3.5.2.1.** The Board of Directors may call a Special General Meeting solely for the purpose of removing Directors with two-thirds (2/3) vote of the Board;
 - 3.5.2.2.** The Board of Directors shall draft a resolution calling for the removal of the Director. The reasons for the removal shall be described in the resolution. If some or all of the reasons are protected by confidentiality, the Board of Directors shall take reasonable steps to provide appropriate justification to inform the Members of the reasons while maintaining confidentiality;
 - 3.5.2.3.** The Board of Appeal shall conduct a fairness review on the process leading to the call for removal and provide a written report for the Special General Meeting to Remove Directors; and
 - 3.5.2.4.** The Board of Directors shall follow the same procedures as set in Bylaws 3.4.3, 3.4.4, and 3.4.5.
- 3.5.3.** The Members may requisition a Special General Meeting to Remove Directors, using the following procedures:
 - 3.5.3.1.** The Members may call a Special General Meeting solely for the purpose of removing Directors by submitting a written resolution to the Vice-President Internal and the Chair of the Board of Directors signed by no less than two thousand (2000) Members;
 - 3.5.3.2.** The Board of Directors may, on advice from legal counsel, amend the original resolution signed by Members or deem the resolution

out of order as per Bylaw 3.8, to ensure that the resolution is in compliance with the law and governance structures of the UTGSU and that appropriate confidentiality is maintained;

3.5.3.3. The Board of Appeal shall conduct a fairness review on the process leading to the call for removal, and provide a written report for the Special General Meeting to Remove Directors; and

3.5.3.4. The Board of Directors shall follow the same procedures as set in Bylaws 3.4.3, 3.4.4 and 3.4.5.

3.5.4. The agenda and meeting documents for the Special General Meeting to Remove Directors shall include:

3.5.4.1. The motion to remove one (1) or more Director(s);

3.5.4.2. Accompanying documents from the movers of the motion;

3.5.4.3. The Director statement as per Bylaw 10.3; and

3.5.4.4. The fairness review report submitted by the Board of Appeals.

3.5.5. Unless otherwise stated, the Special General Meeting to Remove Directors shall follow the procedures of a Special General Meeting.

3.6. Meeting Procedures at General Meetings

3.6.1. The Chair of any General Meeting shall be the Chair of the Board of Directors or, in their absence, an interim Chair appointed by the Board of Directors through a simple majority vote.

3.6.2. If, within one-half (1/2) hour after the time appointed for a General Meeting, a quorum is not present, the meeting shall stand adjourned until a day within twenty-one (21) days to be determined by the Board of Directors. At least seven (7) days' notice of the new meeting date for the adjourned meeting shall be provided to Members.

3.7. Voting Procedures at General Meetings

3.8.1. Each Member of the UTGSU shall be entitled to one (1) vote at a General Meeting.

3.8.2. Unless otherwise stated in the Bylaws, every motion shall be decided by a simple majority of votes of the Members present.

3.8.3. The Chair shall be responsible to count and rule on all votes.

3.8. Business to be Deemed Out of Order

The Board of Directors are not bound to give notice of any Annual General Meeting agenda item, Special General Meeting, or Special General Meeting to Remove Directors where:

- 3.8.1.** The agenda item is in violation of the Act or the UTGSU Articles of Continuance, Bylaws, or other governing documents the UTGSU is bound to, such as Collective Agreements and university agreements;
- 3.8.2.** It clearly appears that the primary purpose of the agenda item is to enforce a personal claim or redress a personal grievance against the UTGSU or its Directors, Members, or debt obligation holders;
- 3.8.3.** It clearly appears that the agenda item does not relate in a significant way to the activities or affairs of the UTGSU;
- 3.8.4.** Substantial components of the agenda item were submitted to a General Meeting less than three (3) years before the receipt of the agenda item and the Member(s) that requisitioned the similar agenda item:
 - 3.8.4.1.** Failed to present the agenda item at the meeting; or
 - 3.8.4.2.** The agenda item was defeated.
- 3.8.5.** The agenda item presents a real conflict of interest for the requisitioner.

3.9. Persons Entitled to be Present

The only persons entitled to attend a General Meeting shall be the Chair, Members, Directors, UTGSU Staff, and the auditor of the UTGSU. Any other person may be admitted only on the invitation of the Chair of the meeting or with the consent of the meeting.

3.10. Participation through Electronic Means

The Board of Directors may allow Members to participate electronically through an electronic platform, facilitated by the UTGSU, utilized for the purpose of holding a General Meeting. For greater clarity, the provisions of this Bylaw 3.10 shall satisfy the purposes of subsection 159(5) (Meeting held by Electronic Means) of the Act and the UTGSU shall enact any appropriate measures to satisfy those provisions.

3.11. Omission of Notice

- 3.11.1.** Only systematic errors or systematic omissions in giving notice of a General Meeting may invalidate resolutions passed or proceedings taken at the meeting.
- 3.11.2.** Any Member who is entitled to notice of a General Meeting may waive notice and attendance of the Member at the meeting is a waiver of notice of the meeting, unless the Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

3.12. Policy

The Board of Directors shall establish a Governance Policy to enhance best practices in the administration of General Meetings.

~~3.1. Annual Meeting~~

~~3.1.1. The annual meeting of Members shall be held on such date in each year and at such time and at such place on or in the vicinity of the University's campuses as the Board of Directors may from time to time determine, for the purposes of receiving the financial statements and the auditor's report thereon, appointing auditors for the ensuing year and authorizing the Members to fix the remuneration of the auditors.~~

~~3.1.2. The financial statements of the UTGSU and the auditor's report thereon shall be made available and distributed to the Members at least twenty one (21) days and no more than sixty (60) days before the day on which an annual meeting of members is held.~~

~~3.1.3. All Members in attendance shall have voting rights.~~

~~3.2. Special Meeting~~

~~3.2.1. Meetings of Members other than the annual meeting ("special meetings") may be convened by the Board of Directors at any place and time.~~

~~3.2.2. If given by mail, notice of a special meeting shall be given to each Member at least twenty one (21) days and no more than sixty (60) days before the meeting date.~~

~~3.2.3. If given electronically, notice of a special meeting shall be given to each Member at least twenty one (21) days and no more than thirty five (35) days before the meeting date.~~

~~3.2.4. The notice of a special meeting shall specify the purpose or purposes for which it is called.~~

~~3.2.5. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken.~~

~~3.2.6. The notice of meeting shall also specify whether the Members are entitled to vote by ballot and, if so, the form of ballot shall be attached to the notice.~~

~~3.3. Calling Meetings~~

~~3.3.1. The Board of Directors may at any time call a general or special meeting of the Members for the transaction of any business.~~

~~3.3.2. Members representing at least 1% of the total Membership entitled to vote at a meeting of the Members may, in writing, requisition the Board of Directors to~~

~~call a general or special meeting of the Members for any purpose connected with the affairs of the UTGSU.~~

~~3.3.3. A requisition proposed pursuant to Paragraph 3.3.2 above shall be deposited in accordance with the following procedure:~~

~~3.3.3.1. The requisition shall state the business to be transacted at the meeting;~~

~~3.3.3.2. The requisition shall be sent to each Director by email and deposited at the head office of the UTGSU;~~

~~3.3.3.3. The requisition may consist of several documents in like forms, signed by one or more requisitioners;~~

~~3.3.3.4. Within twenty one (21) days of the receipt of the requisition, the Directors shall call a meeting of the Members to transact the business stated in the requisition, unless a meeting of Members has already been called or the business stated in the requisition includes matters described in Paragraphs 3.5.4.1 to 3.5.4.4 herein;~~

~~3.3.3.5. If the Directors fail to call a Board of Directors meeting within twenty one (21) days of receipt, any Member who signed the requisition may call the meeting.~~

BYLAW 4 BOARD OF DIRECTORS

Amended: December 2023 (AGM), December 2024

4.1. Board of Directors Composition

- 4.1.1.** The Board of Directors shall consist of a minimum of three (3) and a maximum of fifty (50) Directors, as provided for in the Articles of Continuance of the UTGSU.
- 4.1.2.** The number of Directors may be increased or decreased by ordinary resolution of the Members at any General Meeting, but such number shall not be less than three (3).

More specifically, the Board of Directors shall consist of the following individuals, elected by the Membership:

- 4.1.3.** All members of the Executive Committee, acting in their capacity as Directors and Officers of the UTGSU;
- 4.1.4.** Five (5) Directors, elected from the membership at large, representing Division 1: Humanities at the University of Toronto;
- 4.1.5.** Five (5) Directors, elected from the membership at large, representing Division 2: Social Sciences Division at the University of Toronto;
- 4.1.6.** Five (5) Directors, elected from the membership at large, representing Division 3: Physical Sciences at the University of Toronto;
- 4.1.7.** Five (5) Directors, elected from the membership at large, representing Division 4: Life Sciences at the University of Toronto;

The Board of Directors shall further consist of the following individuals:

- 4.1.8.** One (1) Director, elected by the University of Toronto Mississauga campus students, to be their representative;
- 4.1.9.** One (1) Director, elected by the University of Toronto Scarborough campus students, to be their representative;

4.2. Eligibility

- 4.2.1.** A Director shall:
 - 4.2.2.1.** Be a Member of the UTGSU in accordance with Bylaw 2;
 - 4.2.2.2.** Be 18 or more years of age;
 - 4.2.2.3.** Be duly elected in accordance with Bylaw 9;
 - 4.2.2.4.** Execute a Consent to Act form, as prescribed in Policy G10.

- 4.2.2.5.** Not have the status of an undischarged bankrupt;
- 4.2.2.6.** Not have been removed as a Director or Officer in accordance with Bylaw 10;
- 4.2.2.7.** Not have been deemed ineligible to seek election as sanctioned in Bylaw 10.5.3; and
- 4.2.2.8.** Not have previously resigned from their position as a Director or Officer with less than fourteen (14) days notice.

4.2.2. A Member that fails to meet the qualifications outlined in Bylaw 4.2.1 shall be deemed ineligible to be a candidate for a Director position on the Board of Directors.

4.3. Power

- 4.3.1.** The Board of Directors is hereby vested with the governance and management of the UTGSU.
- 4.3.2.** The management and administration of the day-to-day affairs of the UTGSU, as more particularly described in Bylaw 7, shall be delegated to the Executive Committee, pursuant to the Act.

4.4. Vacancies

The office of a Director shall be vacated upon the occurrence of any of the following events:

- 4.4.1.** The Director ceases to hold any of the qualifications outlined in Bylaw 4.2.1;
- 4.4.2.** By notice in writing to the UTGSU, the Director resigns, where the resignation shall become effective at the time it is received by the UTGSU or at the time specified in the notice, whichever is later;
- 4.4.3.** The Director misses three (3) or more consecutive Board of Director meetings;
- 4.4.4.** The Members remove the Director from office by ordinary resolution at a Special General Meeting to Remove Directors, in accordance with Bylaw 3.5;
- 4.4.5.** The death of the Director.

4.5. Discipline of Director

A Director may be subject to discipline by the UTGSU, in accordance with Bylaw 10.

4.6. Honorarium

- 4.6.1.** Directors may be compensated with an honorarium.
- 4.6.2.** The amount of the honorarium and its requirements shall be governed by Policy O9, and the associated duties of the Officers and Directors shall be

governed by Policy O10 and O11 respectively. Directors shall, as per the UTGSU's Policy Handbook, be reimbursed for expenses properly incurred by them in conducting UTGSU business approved by the Board of Directors.

4.7. Voting

- 4.7.1.** Each Director shall be entitled to one (1) vote at the Board of Directors meeting.
- 4.7.2.** Questions arising at any Board of Directors meeting shall be decided by ordinary resolution.
- 4.7.3.** If a secret ballot is requested by any Director, the Chair shall ensure that the ballot is conducted in a manner that ensures confidentiality while still maintaining the integrity of the voting process.

4.8. Board of Directors Chair

- 4.8.1.** The Chair shall be appointed with the following procedure:
 - 4.8.2.1.** A Nomination Committee shall be established as an ad hoc Committee to recommend a Chair for the following governance year. The Committee shall be composed of the incoming and outgoing President, the incoming and outgoing Vice-President Internal and one member of the outgoing Board of Directors. The Executive Director shall sit as a non-voting member.
 - 4.8.2.2.** The Nomination Committee shall make a recommendation for the incoming Board of Directors to approve a Chair. If a consensus recommendation is not established, members of the Nomination Committee may present majority and minority reports with their recommendations.
 - 4.8.2.3.** The incoming Board of Directors shall appoint a Chair at the first scheduled Board of Directors meeting.
 - 4.8.2.4.** All efforts shall be made to nominate a Chair who is a Member. However, in the absence of strong candidates, the Nominating Committee may nominate a Chair who is external to the UTGSU.
- 4.8.2.** Should the Chair leave office for any reason, the Board of Directors shall choose a replacement through a process approved by the Board of Directors.
- 4.8.3.** In the absence of the Chair at a Board of Directors meeting, the Executive Committee shall recommend an interim Chair to be approved by the Board of Directors, who may be a Director.
- 4.8.4.** The Chair has no vote.
- 4.8.5.** A stipend shall be paid to the Chair as stipulated in Policy O9.

4.8.6. The Chair shall:

4.8.7.1. Chair all Board of Directors meetings;

4.8.7.2. Chair all General Meetings;

4.8.7.3. Interpret the Bylaw, Policies and Articles of Continuance when required. Such an interpretation may be overruled by a majority vote of the Board of Directors, which has the final authority;

4.8.7.4. Facilitate the dispute resolution processes set out in Bylaw 14; and

4.8.7.5. Arrange the head count should the question arise during a Board of Directors meeting or General Meeting.

4.9. Notice of Meeting

4.9.1. The Directors are entitled to receive seven (7) days' notice of a Board of Directors meeting.

4.9.2. Notice of any meeting shall contain sufficient information to permit the Director to form a reasoned judgment on the decision to be taken during the meeting.

4.9.3. No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent in writing to the meeting being held without notice and in their absence.

4.9.4. A Board of Directors meeting shall be called by the President, Vice-President Internal, or a minimum of twenty-five percent (25%) of the Directors (no less than two (2)).

4.10. Agenda

4.10.1. The Vice-President Internal shall send by email the agenda for any Board of Directors meeting at least four (4) days before the meeting takes place.

4.10.2. All items for the agenda shall be presented in writing to the Vice-President Internal.

4.10.3. Any Director may submit to the Vice-President Internal a proposed agenda item at least six (6) days before the relevant Board of Directors meeting.

4.10.4. The Vice-President Internal, in consultation with the Chair and the Executive Committee, may rule a proposed agenda item out of order in advance of the meeting. Such ruling shall require the Vice-President Internal or Chair to provide the mover, in writing, the reason the agenda item is out of order in advance of the relevant Board of Directors meeting.

4.11. Quorum

4.11.1. Quorum consists of fifty percent plus one (50%+1) of the Director's.

4.12. Accessibility of Information

4.12.1. The minutes of Board of Directors meetings and all non-confidential documents submitted to or tabled before a Board of Directors meeting shall be available to any Member.

4.12.2. The date, time, location, and registration details of the Board of Directors meeting shall be publicly available on the UTGSU website.

4.13. Persons Entitled to be Present

The only persons entitled to attend a Board of Directors meeting shall be the Chair of the Board of Directors (or their substitute, as the case may be), Directors, the auditor of the UTGSU, the Executive Director and others who are entitled or required under any provisions of the Act, the Articles of Continuance, Bylaws, or the Policies to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or with the consent of the meeting.

BYLAW 5 COURSE UNIONS, AFFILIATED ORGANIZATIONS, AND ASSEMBLY

Amended: December 2021, December 2024

5.1. Formation

- 5.1.1.** Members may form Course Unions for the advancement of their particular interests.
- 5.1.2.** Course Unions shall be organized within a single department, center, institute, or other academic program.
- 5.1.3.** All Course Unions shall be governed by a constitution that shall include:
 - 5.1.3.1** The name of the Course Union;
 - 5.1.3.2** The Members represented by the Course Union (“constituency”);
 - 5.1.3.3** The composition and duties of the executive committee, which shall include at least four executive members;
 - 5.1.3.4** The process for selecting and recalling Representatives;
 - 5.1.3.5** The process for approving expenses and financial controls; and
 - 5.1.3.6** The governing process for elections, including but not limited to the voting system, who administers the election process, where election complaints and appeals are handled, and how vacancies shall be filled.
- 5.1.4.** Members may form a Course Union by approving a constitution at a general meeting of its constituency. The Course Union shall only be recognized following a vote at a Board of Directors meeting.

5.2. Compliance

- 5.2.1.** Each Course Union shall comply with the Act, the Articles of Continuance, Bylaws, and Policies.
- 5.2.2.** Each Course Union shall be open to all Members in its constituency.
- 5.2.3.** The qualifications for membership in a Course Union shall not discriminate against Members on the basis of citizenship, age, race, religious belief, place of origin, ethnic origin, ancestry, disability, political or religious affiliation, caste, sex, sexual orientation, gender identity, gender expression, family status, marital status, place of residence, or status as a full-time, flex-time or part-time Graduate Student.
- 5.2.4.** Annually, when Course Union elections take place, each Course Union shall provide the Vice-President Internal and designated staff member with the names and contact details of its Course Union executive members and Representatives.

- 5.2.5. Copies of changes, alterations, or additions to the constitution of a Course Unions shall be sent to the Vice-President Internal and designated staff member within fourteen (14) days of finalization. Such changes shall be deemed to take effect only when they have been received by the Vice-President Internal.

5.3. Finances

- 5.3.1. Only those Course Unions which are recognized by the Board of Directors shall be entitled to call themselves a Graduate Students' Association of the UTGSU and thereby be eligible for, and entitled to, Course Union funding ("Head Grants").
- 5.3.2. The amount and details of the Head Grants shall be established in Policy and shall include two (2) installments, one (1) distributed in the Fall Session and one (1) in the Winter Session.
- 5.3.3. Upon request, Course Unions in receipt of funds from the UTGSU shall submit to the Vice-President Finance records of the Course Union's finances.

5.4. Representatives

- 5.4.1. Course Unions may have Representatives on the Assembly in accordance with the following formula:
 - 5.4.1.1. Ten (10) to one hundred (100) full-time equivalent students, one (1) Representative;
 - 5.4.1.2. One hundred and one (101) to two hundred (200) full-time equivalent students, two (2) Representatives;
 - 5.4.1.3. Two hundred and one (201) to one thousand (1000) full-time equivalent students, three (3) Representatives; and
 - 5.4.1.4. One thousand and one (1001) and over full-time equivalent students, four (4) Representatives.
- 5.4.2. A full-time equivalent student is defined as one (1) full-time enrolled student or two (2) part-time enrolled students.
- 5.4.3. Representation shall be based on the School of Graduate Studies membership figures for the previous academic year, subject to revision according to the March headcount.

5.5. The Assembly

- 5.5.1. The Assembly is a forum for Representatives to discuss University and UTGSU affairs.
- 5.5.2. Every Representative has one (1) vote at the Assembly. Representatives shall be permitted to delegate their vote to another member of their Course Union.

- 5.5.3.** Failure of a Course Union to have at least one (1) Representative or delegate attend every Assembly meeting shall result in a curtailing of the Course Union's Head Grants proportional to the percentage of missed Assembly meetings.
- 5.5.4.** Directors shall have speaking rights at the Assembly. Directors shall not have voting rights at the Assembly, unless they are also Representatives.
- 5.5.5.** Representatives may submit agenda items to the chair of the Assembly no less than seven (7) days in advance of the Assembly meeting.
- 5.5.6.** Assembly meetings shall be held at the following times:
 - 5.5.6.1.** In September or October, to provide an orientation to all Representatives;
 - 5.5.6.2.** In November, February, and March. The March meeting shall occur no later than the second full week of March.
- 5.5.7.** Notice of an Assembly meeting shall be provided to each Representative at least fourteen (14) days before the Assembly meeting. The notice of the Assembly meeting shall state the date, time, and location of the meeting.
- 5.5.8.** The President or any other Officer shall chair the Assembly meetings, as decided by the Executive Committee.
- 5.5.9.** The chair of the Assembly shall present an agenda for the Assembly meeting and provide it to all Representatives four (4) days prior to the Assembly meeting. The chair of the Assembly shall have the right to refuse any proposed agenda item in accordance with the rules set out in Bylaw 3.8.
- 5.5.10.** The Assembly may vote to propose agenda items to the Board of Directors, which shall be considered at the next Board of Directors meeting. For greater clarity, notice of such agenda items to the next Board of Directors meeting shall follow the notice period for Board of Directors meetings.

5.6. Investigations and Discipline

- 5.6.1.** The Board of Directors shall, at any time, have the right to direct a Course Union investigation ad hoc Committee to investigate the conduct of any Course Union when there is reason to believe that the constitution of the Course Union or the Act, Articles of Continuance, Bylaws, Policies, or Memorandum of Agreement are not being observed.
- 5.6.2.** Any Course Union failing to adhere to any of the conditions in the documents named in Bylaw 5.6.1 shall be subject to the judgment of the Board of Directors, which may impose such penalties as the case may warrant, up to and including withdrawal of recognition or funding of the Course Union concerned or any penalty lesser in extent or degree consistent with this power.

5.7. Affiliated Organizations

- 5.7.1.** All provisions in Bylaw 5 shall apply to Affiliated Organizations.

- 5.7.2.** Affiliated Organizations shall be Course Unions, whose primary campus is not the St. George Campus (downtown Toronto) of the University or whose operational requirements exceed the ones typically seen in other Course Unions and whose operational requirements are not already covered by the UTGSU.
- 5.7.3.** Course Unions shall become Affiliated Organizations through a vote at a Board of Directors meeting.
- 5.7.4.** Affiliated Organizations shall be listed in Bylaw 1.1.2.
- 5.7.5.** Affiliated Organizations shall execute a long-term Memorandum of Agreement between the UTGSU and the Affiliated Organization.
- 5.7.6.** Affiliated Organizations shall receive funding according to their Memorandum of Agreement.

BYLAW 6 COMMITTEES AND CAUCUSES

Amended: December 2021, March 2022, December 2024

6.1. Committees

- 6.1.1.** Committees shall serve as Director-led working groups of the UTGSU.
- 6.1.2.** Each Committee shall have a chair who is a Director and who shall be responsible for ensuring that minutes of all meetings are written, kept, and provided to the Board of Directors.
- 6.1.3.** The following shall be Standing Committees:
 - 6.1.3.1.** Executive Committee, which shall be governed primarily by Bylaw 7;
 - 6.1.3.1.1.** Executive Committee members shall form subcommittees to address matters under their purview, including but not limited to the Human Resources Committee and Building Management Committee;
 - 6.1.3.2.** Governance Committee;
 - 6.1.3.3.** Campaigns and Advocacy Committee;
 - 6.1.3.4.** Graduate Affairs Committee;
 - 6.1.3.5.** Finance Committee; and
 - 6.1.3.6.** Elections and Referenda Committee, which shall be governed primarily by Bylaws 9 and 11.
- 6.1.4.** The mandate and membership of Standing Committees shall be contained in Policy G4.
- 6.1.5.** The Board of Directors may form ad hoc Committees at any time. These Committees shall exist throughout the term of the Board of Directors, but if an ad hoc Committee's work continues beyond the current term of the Board of Directors, it shall require reconstitution by the next Board of Directors.
 - 6.1.5.1.** Ad hoc Committees shall be given a clear mandate from the Board of Directors through the motion that creates that Committee and it shall be restricted to that mandate, unless otherwise amended by the Board of Directors.
 - 6.1.5.2.** Unless the Board of Directors specifically determines otherwise, an ad hoc Committee shall be deemed resolved following the ratification of its final report by the Board of Directors.

6.2. Caucuses

- 6.2.1.** Caucuses shall serve as Member-led working groups of the UTGSU.
- 6.2.2.** The mandate and membership of the Caucuses shall be contained in Policy G5.
- 6.2.3.** Each Caucus shall have an executive team consisting at minimum of a chair and one other member of the Caucus, pursuant to Policy G5.
- 6.2.4.** The creation or dissolution of a Caucus shall require a two-thirds (2/3) majority vote at a General Meeting.
- 6.2.5.** Caucuses shall comply with the Articles of Continuance, Bylaws, and Policies.

BYLAW 7 EXECUTIVE COMMITTEE

Amended: December 2021, December 2024

7.1. Composition

7.1.1. The Executive Committee shall consist of the following:

7.1.1.1. President;

7.1.1.2. Vice-President Academics;

7.1.1.3. Vice-President External;

7.1.1.4. Vice-President Finance;

7.1.1.5. Vice-President Graduate Life; and

7.1.1.6. Vice-President Internal.

7.1.2. The Executive Director shall be an ex-officio, non-voting member of the Executive Committee, and shall be governed primarily by Bylaw 8.

7.2. Qualifications of Officers

7.2.1. Any Member shall be a Member for at least one (1) Session before seeking election as an Officer.

7.2.2. Officers shall hold their respective offices from May 1 to April 30.

7.2.3. The elections of Officers shall follow the procedure set out in Bylaw 9.

7.2.4. Officers shall be deemed ineligible if they fail to meet the qualifications set out in Bylaw 4.2. Officers that cease to be Members while in office may retain their office until April 30.

7.3. Vacancy

7.3.1. Officer vacancies may only be filled with by-elections pursuant to Bylaw 9.

7.4. Training for the Executive Committee

7.4.1. All Officers shall undergo anti-oppression training within sixty (60) days of taking office.

7.4.2. All Officers shall undergo management training within sixty (60) days of taking office.

7.5. Executive Committee Meetings

7.5.1. Notice and the agenda for Executive Committee meetings shall be provided at least forty-eight (48) hours in advance. Notice of a meeting may be waived if all

Officers are present or if those absent have signified their consent in writing to the meeting being held without notice and in their absence.

- 7.5.2. Quorum for the Executive Committee shall be fifty percent plus one (50%+1).
- 7.5.3. The President shall chair Executive Committee meetings as a voting member.
- 7.5.4. The Executive Committee may appoint at any time another Officer to chair the Executive Committee meetings.

7.6. Authority of the Executive Committee

The Executive Committee shall:

- 7.6.1. Authorize the reimbursement of reasonable expenses incurred by Directors in carrying out their duties.
- 7.6.2. Have the responsibility to evaluate, continually reassess, and recommend direction to the Board of Directors.
- 7.6.3. Make reports and provide information to the Board of Directors.
- 7.6.4. Expend funds of the UTGSU in accordance with the budget as approved by the Board of Directors.
- 7.6.5. Have the authority to approve unbudgeted expenditures of up to \$5,000. Authority to exceed this limit shall be granted by the Board of Directors as it may deem appropriate.
- 7.6.6. In conjunction with the Executive Director's powers and duties pursuant to Bylaw 8, employ unionized and contractual staff, as it deems necessary for the best interest of the UTGSU, and in keeping with the Collective Agreement between the UTGSU and the Canadian Union of Public Employees Local 1281.
- 7.6.7. Carry out all decisions of the Board of Directors and shall have the powers and duties as prescribed in the Bylaws or as delegated by the Board of Directors.
- 7.6.8. Be charged with the responsibility for all legal items that may arise as a result of the actions of the UTGSU.
- 7.6.9. Retain any legal counsel, as it deems necessary, to carry out the business of the UTGSU and has the right to settle or litigate any item, subject to the approval of the Board of Directors.
- 7.6.10. Shall have, subject to approval by the Board of Directors, the ability to reassign tasks of Officers for the duration of a term of office.
- 7.6.11. Be vested with the governance and management of the UTGSU between meetings of the Board of Directors, subject to direction from, accountability to, review by, and approval of, the Board of Directors.

7.7. Additional Duties of the Executive Committee

All Officers shall:

- 7.7.1.** Participate in membership engagement opportunities.
- 7.7.2.** Participate in campaigns, events, and services related to their portfolio and duties.
- 7.7.3.** Provide communication and promotional updates for the UTGSU website, newsletters, social media, and other areas related to their portfolio and duties.
- 7.7.4.** Participate in internal and external committees, meetings, and consultations related to their portfolio and duties, as decided during the executive training or directed by the Executive Committee.
- 7.7.5.** Assist in media relations related to their portfolio.
- 7.7.6.** Work with on-campus organizations, including the sibling students' union, faculty and teaching assistant labour unions, levy groups, Course Unions, and other groups as relevant to their portfolio.
- 7.7.7.** Provide work reports to the Executive Committee and the Board of Directors pursuant to Policies.
- 7.7.8.** Create or maintain a transition document for their incoming successor.
- 7.7.9.** Train and advise their incoming successor upon the ratification of election results until the end of their term of office.
- 7.7.10.** These duties, and additional duties, may be set out in the Policies.

7.8. Duties of the President

The President shall:

- 7.8.1.** Be the Chief Executive Officer of the UTGSU and the official spokesperson to the Members, University, and general public.
- 7.8.2.** Be a designated signing officer.
- 7.8.3.** Be responsible for the membership relations and communication strategy of the UTGSU.
- 7.8.4.** Be responsible for the maintenance of a media relations strategy.
- 7.8.5.** Oversee the development of an annual strategic plan with the Executive Committee in consultation with the Board of Directors.
- 7.8.6.** Oversee the human resources strategy, in consultation with the Executive Director and Executive Committee, including but not limited to chairing the Human Resources Committee.

- 7.8.7. Liaise between Staff and the Board of Directors and be the direct supervisor of the Executive Director in consultation with the Executive Committee.
- 7.8.8. Chair the Executive Committee and ensure that Officers carry out their assigned duties as directed by the Board of Directors and their respective job descriptions.
- 7.8.9. Be responsible for the strategy and relations with Course Unions and graduate-specific student groups.
- 7.8.10. In collaboration with the Vice-President Academics, coordinate relations with the Office of the President of the University, Office of the Vice-Provost Students, and the Governing Council and its committees.
- 7.8.11. In collaboration with the Vice-President Academics, coordinate relations with the School of Graduate Studies.
- 7.8.12. Be an ex-officio on all Committees of the UTGSU, except for the Elections and Referenda Committee or where a conflict of interest may be present.
- 7.8.13. Facilitate, in collaboration with the Vice-President External, engagement with satellite campuses.

7.9. Duties of the Vice-President Academics

The Vice-President Academics shall:

- 7.9.1. Be responsible for academic and University campaigns and advocacy strategies.
- 7.9.2. Facilitate campaigns and advocacy strategies around graduate student funding, grants, and awards.
- 7.9.3. Monitor academic unit funding, policies, and procedures including assisting in the funding complaints process.
- 7.9.4. Monitor academic appeal policies and procedures.
- 7.9.5. Chair the Graduate Affairs Committee.
- 7.9.6. In collaboration with the President, coordinate relations with the Office of the President of the University, Office of the Vice-Provost Students, and the Governing Council and its committees.
- 7.9.7. Monitor the affairs of the Governing Council committees including the Academic Board, Business Board, and University Affairs Board.
- 7.9.8. Be responsible for monitoring policies and procedures relating to student-supervisor relationships and for maintaining relations with the Centre for Graduate Mentorship and Supervision.

- 7.9.9.** Be responsible for monitoring reports and maintaining relations with the University of Toronto Ombudsperson.
- 7.9.10.** In collaboration with the President, coordinate relations with the School of Graduate Studies.
- 7.9.11.** In conjunction with the Vice-President Graduate Life and Vice-President External, coordinate UTGSU's representatives on the Council of Student Services and subsidiary bodies.
- 7.9.12.** In conjunction with the Executive Committee, coordinate UTGSU's representatives on the Graduate Education Council, Advisory Committee on the University of Toronto Library System and Student Library Advisory Committee.

7.10. Duties of the Vice-President External

The Vice-President External shall:

- 7.10.1.** Be responsible for the municipal, provincial and federal governmental and community-based campaigns and advocacy strategies.
- 7.10.2.** Chair the Campaigns and Advocacy Committee.
- 7.10.3.** Coordinate relations and strategies with the sibling students' unions.
- 7.10.4.** Be the UTGSU's liaison with the University of Toronto Employee Associations and Unions and other labour unions on and off-campus.
- 7.10.5.** Coordinate the UTGSU's representatives and liaisons with partner advocacy organizations or coalitions as set by the Executive Committee or Board of Directors.
- 7.10.6.** Be the representative to the executive committee of the Canadian Federation of Students-Ontario, and oversee the implementation of campaigns, services, and opportunities from the provincial and national components.
- 7.10.7.** In conjunction with the Vice-President Graduate Life and Vice-President Academics, coordinate UTGSU's representatives on the Council of Student Services and subsidiary bodies.
- 7.10.8.** In collaboration with the President, coordinate engagement with satellite campuses.

7.11. Duties of the Vice-President Finance

The Vice-President Finance shall:

- 7.11.1.** Be responsible for the financial planning and oversight, and the oversight of UTGSU services.

- 7.11.2. Be the Chief Financial Officer of the UTGSU.
- 7.11.3. Be a designated signing officer.
- 7.11.4. Chair the Finance Committee.
- 7.11.5. Develop and recommend the annual budget to the Board of Directors in consultation with the Finance Committee and Executive Committee.
- 7.11.6. Monitor the UTGSU's financial status including budget variances and make recommendations to the Board of Directors and Executive Committee regarding major expenditures.
- 7.11.7. Ensure the conduct of an annual third-party audit of the UTGSU's finances and the accessibility of UTGSU financial statements on the website.
- 7.11.8. Be responsible for the oversight of the Health and Dental Plan, including the annual recommendations for approval to the Board of Directors.
- 7.11.9. Be responsible for the governance and financial relations with UTGSU levy groups, and be responsible for ensuring a designated programming liaison for each levy group.
- 7.11.10. Be responsible for service-based programs such as tax clinics and discount programs.
- 7.11.11. Be responsible for the administration and distribution of individual bursary and grants programs.
- 7.11.12. Be responsible for the administration and distribution of group donation and grant programs.
- 7.11.13. As required, conduct financial audits of Course Unions as per Bylaws and Policies.

7.12. Duties of the Vice-President Graduate Life

The Vice-President Graduate Life shall:

- 7.12.1. Be responsible for the strategic planning of graduate student life programming and advocacy initiatives.
- 7.12.2. Be responsible for programming and events related to graduate student life, including a volunteer engagement strategy.
- 7.12.3. Be responsible for planning and implementing orientation and welcome back programming for the Fall and Winter Sessions.
- 7.12.4. Be responsible for planning and implementing regular programming in the UTGSU building.

- 7.12.5.** Be responsible for mental health and wellness strategies and initiatives.
- 7.12.6.** Coordinate relations with the School of Graduate Studies Department of Student Life (Grad Life), Grad House, and other graduate student experience bodies.
- 7.12.7.** In collaboration with the Vice-President Academics and Vice-President External, coordinate relations with the Department of Student Life, Hart House, Athletics and Recreation, and Council of Student Services.

7.13. Duties of the Vice-President Internal

The Vice-President Internal shall:

- 7.13.1.** Be responsible for the oversight of organizational governance documents and minutes, the planning of governance meetings, and the overall internal operations of the UTGSU governance process.
- 7.13.2.** Chair the Governance Committee.
- 7.13.3.** Be responsible for the organization of General Meetings.
- 7.13.4.** Be responsible for ensuring meetings of the Executive Committee and Board of Directors are scheduled, and that agendas are created for these meetings.
- 7.13.5.** Be responsible for collecting and filing minutes for General Meetings, Board of Directors meetings, and Committee meetings and providing them to the Board of Directors.
- 7.13.6.** Facilitate the appointment process for governance positions, including but not limited to the Chair, Equity Officer and Board of Appeal, pursuant to Bylaws and Policies.
- 7.13.7.** Maintain, review and update Bylaws and Policies as required.
- 7.13.8.** Facilitate the general oversight and support of Caucuses.
- 7.13.9.** In collaboration with the President, assist with the UTGSU's oversight of Course Unions' affairs, including maintaining a repository of Course Union constitutions and coordinating an annual training for Representatives.

7.14. Conflict of Duties

- 7.14.1.** In the event of a conflict between Officers, the President and Executive Director shall mediate. If the conflict involves the President, the Vice-President Internal and Executive Director shall mediate.
- 7.14.2.** Where a conflict between duties of Officers arises, the Executive Committee may choose to reassign duties, in part or entirely, amongst the Officers before being escalated to the Board of Directors.

BYLAW 8 EXECUTIVE DIRECTOR

Adopted: December 2021

8.1. Accountability

The Executive Director shall be directly accountable to the Executive Committee.

8.2. Reporting Obligations

8.2.1. The Executive Director shall have continued reporting obligations to the Executive Committee.

8.2.2. Despite section 8.2.1 above, the Executive Director shall give a verbal or written report to the Board of Directors at the monthly Board of Directors' meetings.

In the reports outlined at section 8.2.2, the Executive Director shall inform the Board of Directors of:

8.2.3. Human resources matters affecting the UTGSU;

8.2.4. Agreements affecting the UTGSU;

8.2.5. Legal matters affecting the UTGSU;

8.2.6. Their continued work with the Executive Committee members;

8.2.7. Any other matters outlined in section 8.3 below or the Executive Director employment agreement.

8.3. Responsibilities

The Executive Director of the UTGSU shall have the following responsibilities:

8.3.1. Determining the UTGSU's human resources requirements;

8.3.2. Creating and approving such paid and volunteer positions as are deemed necessary, subject to complying with the approved budget of the UTGSU;

8.3.3. Liaise with all employees and CUPE 1281;

8.3.4. Maintain the financial health of the UTGSU by ensuring all bookkeeping is up to date;

8.3.5. Manage the front office of the UTGSU;

8.3.6. Facilitate the day-to-day financial transactions of the UTGSU;

8.3.7. Cause the UTGSU to enter into agreements that have been approved by the Board or, to the extent permitted, the Executive Committee;

- 8.3.8.** Be a signing authority for the UTGSU;
- 8.3.9.** Ensure that remittances to external organizations are made in accordance with the UTGSU's agreements with external organizations;
- 8.3.10.** Carry out the duties and responsibilities described in their employment agreement with the UTGSU; and
- 8.3.11.** Authorize the reimbursement of the reasonable expenses incurred by the Executive Director of the UTGSU in carrying out their duties.

BYLAW 9 ELECTIONS

Amended: December 2021, December 2024

9.1. Elections and Referenda Committee

9.1.1. The Elections and Referenda Committee is a Standing Committee that shall:

9.1.1.1. Consist of at least three (3) Committee members;

9.1.1.2. Propose timelines for elections and referenda to the Board of Directors;

9.1.1.3. Hire election staff including but not limited to the Chief Returning Officer;

9.1.1.4. Facilitate amendments to elections and referenda Bylaw and Policy;

9.1.1.5. Act as the first body of appeal for decisions made by the Chief Returning Officer;

9.1.1.6. Submit a report on the conduct and results of any election to the Board of Directors for ratification within fourteen (14) days of the conclusion of an election; and

9.1.1.7. Fulfill other duties as prescribed in election and referenda Policy.

9.1.2. For a member of the Elections and Referenda Committee to be a candidate in an election they shall recuse themselves from the Committee at least ninety (90) days prior to the start of the nomination period for that election. Any committee member who recused themselves is no longer considered an Elections and Referenda Committee member.

~~9.1.1. The Elections and Referenda Committee shall oversee the election of the Executive Officers and any referenda question, if applicable.~~

~~9.1.2. The Elections and Referenda Committee shall be struck no later than the January Board of Directors Meeting.~~

~~9.1.3. The Chief Returning Officer shall chair the Elections and Referenda Committee.~~

~~9.1.4. The Elections and Referenda Committee shall consist of:~~

~~9.3.4.1. The Chief Returning Officer (chair, non-voting, may vote in the event of a tie);~~

~~9.3.4.2. The Deputy Returning Officer (ex-officio, non-voting);~~

~~9.3.4.3. Three (3) members of the Board of Directors; and~~

~~9.3.4.4. A UTGSU staff person (ex-officio, non-voting).~~

- ~~9.1.5. The policies governing elections to the UTGSU of its Officers shall be contained in Policy G2: Elections.~~

9.2. Chief Returning Officer

- 9.2.1. The Chief Returning Officer shall be appointed through the following procedure:
- 9.2.1.1. The Elections and Referenda Committee shall advertise for the position of Chief Returning Officer for at least fourteen (14) days.
 - 9.2.1.2. The Elections and Referenda Committee shall recommend a candidate who is not:
 - 9.2.1.2.1. A current Director, Caucus or Committee chair, Board of Appeal member, or UTGSU staff member; or
 - 9.2.1.2.2. In a real or perceived conflict of interest.
 - 9.2.1.3. The Board of Directors shall appoint a candidate recommended by the Elections and Referenda Committee by the last Board of Directors meeting in the Fall Session. Members of the Elections and Referenda Committee may present majority and minority recommendations if they do not reach consensus.
 - 9.2.1.4. If the Board of Directors has not appointed a Chief Returning Officer prior to the notice period of a by-election or referendum, the Elections and Referenda Committee shall recommend and the Board of Directors shall appoint an interim Chief Returning Officer.
- 9.2.2.** The Chief Returning Officer shall be the point of contact for Members and candidates regarding an election during an election period. Their responsibilities shall include:
- 9.2.2.1. Distributing candidate information packages and providing election training;
 - 9.2.2.2. Verifying the eligibility of all nominated candidates;
 - 9.2.2.3. Approving campaign materials;
 - 9.2.2.4. Overseeing the voting platform; and
 - 9.2.2.5. Issuing demerit points and sanctions that may disqualify candidates.

9.3. Schedule of Elections

- 9.3.1.** The UTGSU shall hold an election annually for all Director positions no later than March 31.

- 9.3.2.** The Elections and Referenda Committee may recommend a by-election to be held between September 15 and the Annual General Meeting upon ratification by a simple majority vote at a Board of Directors meeting.
- 9.3.3.** The UTGSU shall hold a by-election during this time period if the following positions are unfilled or become vacant between May 1 and October 31:
 - 9.3.3.1. All Director positions representing any of the four (4) Divisions; or
 - 9.3.3.2. One (1) or more Officer positions.
- 9.3.4.** An election shall include at least:
 - 9.3.4.1. Notice given seven (7) days before the nomination period;
 - 9.3.4.2. A nomination period of seven (7) days;
 - 9.3.4.3. A campaign period of seven (7) days; and
 - 9.3.4.4. A voting period of three (3) days concurrent with the last three days of the campaign period.
- 9.3.5.** The cumulative election period from the start of the nomination period to the end of the voting period shall not exceed thirty-five (35) days.
- 9.3.6.** Notice shall include the election timeline (as per Bylaw 9.3.4.) and a description of the roles and responsibilities of electable positions. Notice shall be provided to Members by email and posted on the UTGSU website.

9.4. Candidate Eligibility

A candidate shall:

- 9.4.1.** Seek nomination for:
 - 9.4.1.1.** One (1) Officer position; or
 - 9.4.1.2.** One (1) (non-Officer) Director position. A candidate shall represent one (1) of the four (4) Divisions or two (2) Campuses of the University of Toronto to which they belong as per Bylaw 4.1.
- 9.4.2.** Be eligible in accordance with Bylaw 4.2.
- 9.4.3.** Submit a valid nomination form to the Chief Returning Officer.
- 9.4.4.** Complete elections training defining the election protocol and candidate guidelines.

9.5. Voting

- 9.5.1.** Members may cast one (1) vote for each Officer position and for Directors in their Division and/or Campus.

- 9.5.2.** Candidates who are uncontested shall face a Yes or No vote. The candidate requires a simple majority (50%+1) to be elected.
- 9.5.3.** The candidate who receives the plurality of votes shall be elected.

BYLAW 10 DISCIPLINE OF MEMBERS AND DIRECTORS

Amended: December 2021, December 2024

10.1. Discipline of an Executive, commenced by the Executive Committee

- 10.1.1.** If an Executive member is suspected of not performing the duties of their position it is to be reported to the current chair of the Executive committee at an Executive meeting.
- 10.1.2.** If the majority of the voting Executive members suspect that the accused Executive member is not performing the duties of their position, the accused Executive member must prepare a report and circulate it by email twenty-four (24) hours in advance of the next Executive meeting.
- 10.1.3.** After a period of one (1) week, if that Executive member's duties have not been reported to the satisfaction of the majority of the voting Executives (including the chair), the Executive committee shall have the ability to suspend the Executive member's honorarium until a satisfactory report is made. Whether a retroactive honorarium will be paid shall be subject to an Executive vote.
- 10.1.4.** If a satisfactory report is not accepted by the Executives within one (1) month, the Executive Committee shall report to the Board of Directors.
- 10.1.5.** The Board of Directors may enforce the provisions at section 10.3.2 to discipline the Executive Officer.

10.2. Discipline of a Director or Executive Officer by the Board of Directors

- 10.2.1.** The UTGSU's Board of Directors shall have the right to discipline any Director or Executive Officer on the following grounds:
 - 10.2.1.1.** Missing two (2) or more meetings without just or proper cause;
 - 10.2.1.2.** Theft, fraud, or embezzlement of funds;
 - 10.2.1.3.** Failure to disclose a Conflict of Interest, as defined in Bylaw 1.1;
 - 10.2.1.4.** Breach of confidentiality;
 - 10.2.1.5.** Misuse of UTGSU property;
 - 10.2.1.6.** Failure to perform their duties as specified in the UTGSU Bylaws;
and
 - 10.2.1.7.** Failure to disclose any of the following:
 - 10.2.1.7.1.** An ongoing, pending or former legal proceeding commenced in any court of law or tribunal against the Representative or Officer;

10.2.1.7.2. A disciplinary action against the Representative or Officer by any professional regulatory body; and

10.2.1.7.3. Any similar type of proceeding against the Representative or Officer.

10.3. Sanctions

10.3.1. The Board of Directors may impose any of the following sanctions on a Director:

10.3.1.1. Provide a written reprimand;

10.3.1.2. Notify the Members;

10.3.1.3. Organize a Members' meeting for the purpose of disciplining the Director; and

10.3.1.4. Organize a Members' meeting for the purpose of removing the Director.

10.3.2. The Board of Directors may impose any of the following sanctions on an Executive Officer:

10.3.2.1. provide a written reprimand;

10.3.2.2. Suspend the Officer with or without pay until a Members' meeting can be held in accordance with the UTGSU By-laws; and

10.3.2.3. Call a Members' meeting for the purposes of considering a motion to remove the Officer.

10.3.3. The Director or Officer will be entitled to give the UTGSU a written statement giving reasons for opposing their removal as Director or Officer if a Members' meeting is called for that purpose.

10.3.4. If the Director or Officer provides a statement, the statement shall be circulated with the notice of the meeting in question or as soon as possible thereafter if it is not practical to circulate the statement with the notice.

10.4. Automatic Vacancy of Executive Office

The office of an Executive shall automatically be vacated:

10.4.1. If they become bankrupt, suspend payment of debts generally, compound with creditors, make an assignment in bankruptcy or are declared insolvent;

10.4.2. If they are found to be incapable, as such term is defined in the Act, by a certified medical professional;

- 10.4.3.** If they, by notice in writing to the UTGSU, resign office, which resignation shall be effective at the time it is received by the President of the UTGSU or at the time specified in the notice, whichever is later;
- 10.4.4.** If they are recalled in accordance with the provisions of Section 10.2; or 10.4.5 if they die.

In the cases stipulated above, the Executive in question shall be excluded from voting.

10.5. Discipline of a Member by the Board of Directors

- 10.5.1.** The Board of Directors shall have right to discipline any Member on the following grounds:

- 10.5.1.1.** Violating any provision of the Articles of Continuance, Bylaws or written policies of the UTGSU; or
- 10.5.1.2.** Carrying out conduct that is harmful, targeted, vexatious, or detrimental to the UTGSU, as determined by the Board in its sole discretion.

10.5.2. Procedure for Discipline

- 10.5.2.1.** The Board of Directors may call a special meeting of the Board of Directors by passing a motion for the purpose of authorizing the disciplinary action set out in section 10.5.1.
- 10.5.2.2.** Fourteen (14) days notice shall be provided to the Member for the special Board of Directors' meeting. The notice shall set out the reasons for the proposed disciplinary action as well as the contact information to send a written submission as per 10.5.2.3.
- 10.5.2.3.** The Member receiving the notice shall be entitled to give the Board of Directors a written submission opposing the disciplinary action no later than five (5) days before the end of the fourteen (14) day period.
- 10.5.2.4.** If written submissions are received, the Board of Directors will consider such submissions in arriving at a final decision and any applicable sanctions. The Board of Directors shall notify the Member concerning the final decision within ten (10) days of the special meeting.

10.5.3. Sanctions

- 10.5.3.1.** The Board of Directors may impose any of the following sanctions on a Member:
 - 10.5.3.1.1.** Provide a written reprimand;

- 10.5.3.1.2.** Require training or workshop participation;
- 10.5.3.1.3.** Prohibit the Member from UTGSU spaces, services and programs; or
- 10.5.3.1.4.** Deem the Member ineligible to be a candidate for Director and Officer positions, in accordance with section 4.2 of these Bylaws.

10.5.3.2. Sanctions on Members must be approved at the Board of Directors by a two-thirds ($\frac{2}{3}$) vote at the special meeting, in accordance with section 10.5.2 of these Bylaws.

10.5.4. Appealing Sanctions

- 10.5.4.1.** Any of the sanctions imposed by the Board of Directors, in accordance with section 10.5.3.1 of these By-laws, may be appealed to the Board of Appeal.
- 10.5.4.2.** All decisions rendered by the Board of Appeal regarding any sanctions by the Board of Directors, in accordance with section 10.5.3.1 of these By-laws, shall be final and binding on the Member, without any further right to appeal.

BYLAW 11 REFERENDA

Amended: December 2021, December 2024

11.1. Referendum Guidelines

11.1.1. A referendum is one or more questions put to all Members to determine the opinion of Members regarding one or more issues relating to the UTGSU, which may or may not include fees.

11.1.2. Referenda shall be administered by the Elections and Referenda Committee and Chief Returning Officer, pursuant to Bylaw 9.

11.1.3. There shall be two classifications of referenda:

2.1.2.1. A Yes or No Campaign, which shall be implemented if there are clear or likely divisions within the membership regarding an issue that is to be put to referendum; and

2.1.2.2. An Information Campaign, which shall be implemented if there are no clear or likely divisions within the membership.

11.1.4. The Board of Directors, by the recommendation of the Vice-President Internal, shall have the authority to classify the referendum.

11.1.5. Referenda may be called:

11.1.4.1. To run concurrently with the schedule of an election as provided in Bylaw 9.3; or

11.1.4.2. To run concurrently with the Annual General Meeting, including additional voting days in accordance with Bylaw 11.3 and referenda Policy.

11.1.6. A referendum question shall:

11.1.5.1. Have a preamble that objectively explains the historical context of the issue that is the subject of the referendum; and

11.1.5.2. Have a question that is positively worded and ensures that a vote of “yes” signifies agreement with the described issue, and a vote of “no” signifies disagreement with it.

11.1.7. Unless a referendum question is an Information Campaign, notice of the referendum shall contain a call for one (1) advocating committee in support of the referendum question (“Yes committee”) and one (1) in opposition to the referendum question (“No committee”).

11.1.7.1. Advocating committees shall apply for registration during the notice period of the referendum, pursuant to Bylaw 11.3.

- 11.1.7.2. The advocating committees shall be permitted to campaign during the campaign period of the referendum.

11.2. Initiation of Referenda

11.2.1. Submission Timeline

- 11.2.1.1. The referendum question shall be submitted to the Vice-President Internal and the Chair at least twenty-one (21) days in advance of a Board of Directors meeting.
- 11.2.1.2. The Vice-President Internal shall provide the referendum question to the Board of Directors at least fourteen (14) days in advance of the Board of Directors meeting at which they vote to approve the question.

11.2.2. A submitted referendum question shall follow these procedures:

- 11.2.2.1. Members may consult with the Vice-President Internal regarding the legality, financial feasibility, and general wording when developing a referendum question.
- 11.2.2.2. A Member may submit a referendum question through a petition signed by no less than two hundred (200) Members. The petition shall include the name, student number, and University of Toronto email of all petitioners.
- 11.2.2.3. A Director may submit a referendum question without signatures collected from Members.
- 11.2.2.4. The Vice-President Internal, in consultation with the Chair and the Executive Committee, shall determine if the referendum question is in order in accordance with 11.2.3 Questions to be Deemed Out of Order.
- 11.2.2.5. If the question is in order, there shall be a vote to accept the question at the next Board of Directors meeting.
 - 11.2.2.5.1. The Board of Directors shall require a simple majority vote at a Board of Directors meeting to approve a referendum question submitted by a Member petition.
 - 11.2.2.5.2. The Board of Directors shall require a two-thirds ($\frac{2}{3}$) majority vote at a Board of Directors meeting to approve a referendum question submitted by a Director.
- 11.2.2.6. If the question is deemed out of order, the Member who submitted the question shall be notified no more than five (5) days after their submission. The Vice-President Internal or the Chair shall provide the

reason for why the question is deemed out of order to the Member who submitted the question.

11.2.3. The Vice-President Internal or Board of Directors may deem the referendum question out of order if:

- 11.2.3.1.** The Member petition did not meet the required signatory threshold; or
- 11.2.3.2.** The question is not factually accurate or properly worded; or
- 11.2.3.3.** The question is not legal or financially feasible; or
- 11.2.3.4.** The question or recipient of potential referendum funds are not aligned with the mandate of the UTGSU, sufficiently associated with the University of Toronto campus, or is not adequately organized to receive the funds; or
- 11.2.3.5.** The referendum question has an overlapping mandate with another referendum question; or
- 11.2.3.6.** Members and potential stakeholders have not been reasonably consulted.

11.3. Referenda Timeline

11.3.1. A Yes or No Campaign referendum shall be scheduled and administered in accordance with the associated election or Annual General Meeting schedule but shall have, at minimum:

- 11.3.1.1.** A notice period of at least fourteen (14) days, during which advocating committees shall be recruited; and
- 11.3.1.2.** A campaign period between seven (7) and fourteen (14) days; and
- 11.3.1.3.** A voting period of at least three (3) days concurrent with the last three days of the campaign period.

11.3.2. An Information Campaign referendum shall be scheduled and administered in accordance with the associated election or Annual General Meeting schedule but shall have, at minimum:

- 11.3.2.1.** A notice period of at least fourteen (14) days; and
- 11.3.2.2.** An information period between seven (7) and fourteen (14) days; and
- 11.3.2.3.** A voting period of at least three (3) days concurrent with the last three days of the information period.

11.4. Voting Procedures

- 11.4.1.** If a referendum runs concurrently with an election, voting for the referendum shall be conducted on the same platform as the associated election.
- 11.4.2.** If a referendum runs concurrently with the Annual General Meeting, voting for the referendum shall be conducted on the same platform as the immediately preceding or succeeding election.
- 11.4.3.** Each Member may cast one (1) vote per referendum question.

BYLAW 12 INDEMNIFICATION OF REPRESENTATIVES AND OFFICERS

Amended: December 2021

12.1. Protection of Director and Officers

Except as otherwise provided in the Act, no Director, Officer or Executive Director shall be liable:

- 12.1.1.** For the acts, receipts, neglects or defaults of any other Director or Officer or employee; or
- 12.1.2.** For any loss, damage or expense happening to the UTGSU through the insufficiency or deficiency of title to any property acquired by the UTGSU; or
- 12.1.3.** For or on behalf of the UTGSU; or
- 12.1.4.** For the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the UTGSU shall be placed out or invested; or
- 12.1.5.** For any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the UTGSU; or
- 12.1.6.** For any other loss, damage or misfortune whatsoever that may happen in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto, unless the same shall happen by or through the Director's, Officer's or Executive Director's own willful neglect or default.

12.2. Indemnification of Directors and Officers

Every UTGSU Director, Officer, Executive Director, member of a committee, or any other person who has undertaken or is about to undertake any liability on behalf of the UTGSU, and his or her heirs, executors and administrators, and estate and effects, successors and assigns, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the UTGSU, from and against:

- 12.2.1.** All costs, charges and expenses whatsoever that such Director, Officer, Executive Director, committee member or other person sustains or incurs in or in relation to any action, suit or proceeding which is brought, commenced or prosecuted against the Director, Officer, Executive Director, committee member or other person, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or in relation to the execution of the duties of such office or in respect of any such liability; and

- 12.2.2.** All other costs, charges and expenses that the Director, Officer, Executive Director, member or other person sustains or incurs in or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default. The UTGSU shall also indemnify any such person in such other circumstances as the Act or law permits or requires. Nothing in this Bylaw shall limit the right of any person entitled to claim indemnity apart from the provisions of this Bylaw to the extent permitted by the Act or law.

The indemnity described in Paragraphs 12.2.1 and 12.2.2 above shall only be available to an individual if:

- 12.2.3.** They acted honestly and in good faith with a view to the best interests of the UTGSU; and
- 12.2.4.** In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

12.3. Insurance

The UTGSU shall purchase and maintain insurance for the benefit of any Director, Officer, Executive Director, or other person acting on behalf of the UTGSU against any liability incurred in that person's capacity as a Director, Officer, Executive Director or other person acting on behalf of the UTGSU, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the UTGSU.

BYLAW 13 CONFLICT OF INTEREST

Amended: December 2021

13.1. Conflict

A Conflict of Interest, as defined in Section 1.1 herein, arises when a Director, Officer or an Executive Director:

- 13.1.1.** has a material interest in a contract to which the UTGSU is a party;
- 13.1.2.** is a Director or an Officer of, or has a material interest in, any person or organization who is a party to a material contract or transaction with the UTGSU;
- 13.1.3.** has a material interest in the result of a resolution passed at a Board of Directors' meeting;
- 13.1.4.** is not acting in the best interests of the UTGSU, as determined by the Board of Directors by a special resolution.

The above list is not exhaustive. In instances where the Board of Directors is uncertain on whether there has or would be a Conflict of Interest, it may seek guidance from the UTGSU's legal counsel, auditor or other professional who may be suited to address such an inquiry.

13.2. Disclosure of the Conflict of Interest

A Director, Officer or Executive Director shall disclose to Board of Directors the nature and extent of the Conflict of Interest, either in writing or by having it entered into the minutes of a Board of Directors' meeting.

13.3. Timing

The disclosure required in the above Section 13.2 shall be made:

- 13.1.1.** At the Board of Directors' meeting at which a proposed contract or transaction is first considered;
- 13.1.2.** If the Director, Officer or Executive Director was not, at the time of the meeting referred to in Paragraph 13.3.1, interested in the proposed contract or transaction, at the first Board of Directors' meeting after the individual becomes a Director, Officer or an Executive Director;
- 13.1.3.** If the Director, Officer or Executive Director becomes interested after a contract or transaction is made, at the first Board of Directors' meeting after the Director, Officer or Executive Director becomes so interested;
- 13.1.4.** If an individual who is interested in a contract or transaction later becomes a Director, Officer or an Executive Director, at the first Board of Directors'

meeting after the individual becomes a Director, Officer or an Executive Director;

- 13.1.5.** If a material contract or transaction, whether entered into or proposed, is one that, in the ordinary course of the UTGSU's activities, would not require approval at a Board of Directors' meeting, the Director, Officer or an Executive Director shall, immediately after they become aware of the contract or transaction, disclose the nature and extent of the Conflict of Interest to the Board of Directors.

13.4. Voting

A Director, Officer or Executive Director required to make a disclosure under Section 13.2 herein shall not vote on any resolution associated to the Conflict of Interest itself or any related outcome, material or otherwise.

13.5. Attendance at Meetings

A Director, Officer or Executive Director required to make a disclosure under Section 13.2 shall promptly leave the Board of Directors' meeting at which the Conflict of Interest or any related outcome, material or otherwise, is being discussed.

13.6. Failure to Disclose

Failure to disclose a potential Conflict of Interest constitutes ground for the disciplinary procedures outlined in Bylaw 10 herein.

BYLAW 14 INTERNAL DISPUTE RESOLUTION

Amended: December 2021

14.1. Internal Dispute Resolution

The UTGSU shall maintain an internal dispute resolution system, whereby the Executive Director, Chair, Equity Officer, and Board of Appeal respond to complaints, disputes and conflicts in the manner set out in the Dispute Resolution Policy.

14.2. Staff-Related Complaints or Disputes

- 14.2.1.** The Executive Director shall be responsible for the intake of any complaint or dispute related to the staff or the Executive Officer.
- 14.2.2.** The Executive Director shall be the employer representative to all staff represented by CUPE 1281.
- 14.2.3.** The dispute resolution processes related to staff shall be outlined in the Policy Handbook.

14.3. Complaints or Disputes Related to the Board of Directors

- 14.3.1.** The Chair shall be responsible for the intake of any complaint or dispute related to a Director or an Executive Officer.
- 14.3.2.** In the event of a complaint or dispute related to a Director or an Executive Officer, the Chair shall bring such matters to the Board of Directors.
- 14.3.3.** Director or Executive Officer complaints or disputes related to racism, transphobia, sexism, homophobia, and other charges that violate the UTGSU's equity statement shall be brought to the Equity Officer.
- 14.3.4.** The dispute resolution processes related to Directors or Executive Officers shall be outlined in the Policy Handbook.

14.4. Election-Related Complaints or Disputes

The CRO shall be responsible for the intake of any election-related complaint or dispute.

- 14.4.1.** The Elections and Referendum Committee shall make determinations regarding any election-related complaint or dispute.
- 14.4.2.** The procedures for handling election-related complaints or disputes are described in Policy E1: Elections.

14.5. Equity Officer

- 14.5.1.** Terms of Reference

- 14.5.1.1.** The Equity Officer shall be responsible for the intake of complaints or disputes related to racism, transphobia, sexism, homophobia, and other charges that violate the UTGSU's equity statement.
- 14.5.1.2.** The Equity Officer shall be responsible for upholding the UTGSU's Equity Statement and Anti-Discrimination Policy.
- 14.5.1.3.** The Equity Officer shall be responsible for the intake of complaints regarding the UTGSU or any of its affiliated entities, including Course Unions.
- 14.5.1.4.** The Equity Officer shall be responsible for the intake of disputes between Members.
- 14.5.1.5.** The dispute resolution processes of the Equity Officer shall be prescribed in the UTGSU Policy Handbook.

14.6. The Board of Appeal

14.6.1. Terms of Reference

- 14.6.1.1.** Any decision rendered by the Equity Officer, the Board of Directors, the Chair or the Elections and Referendum Committee may be appealed at the Board of Appeal.
- 14.6.1.2.** The Board of Appeal shall have authority to investigate any decisions rendered by the Chair, the Board of Directors, the Executive Committee, the Elections and Referenda Committee, the Chief and Deputy Returning Officers, and the UTGSU Course Unions.
- 14.6.1.3.** The Board of Appeal is the final level of appeal within the UTGSU for the matters described in section 14.6.1.1 above.
- 14.6.1.4.** The establishment and the procedures of the Board of Appeal shall be prescribed by Policy G7: Appeals Process.

BYLAW 15 FINANCES

Amended: December 2021

15.1. Financial Year End

15.1.1. The Financial Year end of the UTGSU shall be the 31st day of August.

15.2. Banking and Borrowing

Each year following the election of the Officers, and in accordance with the rules set out in the UTGSU's Policy Handbook, said Officers are given signing authority for the UTGSU. Thereafter, any one of the designated Officers or persons who may be authorized from time to time by resolution of the Board of Directors, are hereby authorized for and in the name of the UTGSU:

15.2.1. To draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for payment of money;

15.2.2. To receive all monies and to give a quittance for the same;

15.2.3. Subject to the approval of the Board of Directors, to assign and transfer to the bank all or any stocks, bonds and other securities;

15.2.4. Subject to the authorization of the Board of Directors from time to time, to borrow money from a chartered bank, trust company, or credit union, by incurring an overdraft or otherwise; and

15.2.5. Generally, for and in the name and on behalf of the UTGSU, to transact with said bank any business they may think fit. Notwithstanding the foregoing, the UTGSU may not:

15.2.5.1. Without the approval of the Board of Directors, borrow money other than from chartered banks, trust companies, or credit unions, provided that such restriction may not apply to purchase money obligations; or

15.2.5.2. Borrow money that is not fully repayable during a term of one (1) year or less, unless approved by a resolution passed by two-thirds (2/3) of the Representatives present and voting.

15.3. Delegation of Banking

The Executive Director, the Vice-President Finance or any official as may from time to time be designated by the Board of Directors, are hereby authorized:

15.3.1. To negotiate with, deposit with, endorse or transfer to a bank, but for the credit of the UTGSU only, all or any bills of exchange, promissory notes, cheques, or orders for the payment of money and other negotiable paper;

- 15.3.2. From time to time to arrange, settle, balance and certify all books and accounts between the UTGSU and the UTGSU's bank;
- 15.3.3. To receive all paid cheques and vouchers; or
- 15.3.4. To sign the bank's form of settlement of balances and release.

15.4. Signing Officers

- 15.4.1. The President, Vice-President Finance, the Finance Administrator, and the Executive Director, shall be signing officers of the UTGSU. Signing officers may sign on behalf of the UTGSU all contracts, agreements, conveyances, mortgages, or other documents, as may be required by law or as authorized by the Board of Directors.
- 15.4.2. Notwithstanding the above paragraph, the Board of Directors may from time to time, by resolution, authorize any person or persons to sign documents on behalf of the UTGSU.

15.5. Financial Operations and Procedures

- 15.5.1. All financial operations and procedures shall be prescribed in the UTGSU Policy Handbook.

15.6. Auditor

- 15.6.1. The UTGSU shall at its annual meeting appoint an auditor. Said auditor shall not be a Director, an Officer or an employee of the UTGSU or a partner or employee of any such person, and shall be duly licensed under the provisions of the Public Accountancy Act (Ontario) to hold office until the next annual meeting of the UTGSU.
- 15.6.2. The auditor shall have all the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein.
- 15.6.3. In addition to making the report at the annual meeting of the UTGSU, the auditor shall from time to time report through the Executive Director to the Board of Directors on the audit work with any necessary recommendations.

BYLAW 16 BOOKS AND RECORDS

Amended: December 2021

16.1. Records

- 16.1.1.** The Board of Directors, or a person designated by the Board of Directors at its sole discretion, shall ensure that all the necessary books and records of the UTGSU are regularly and properly kept, in accordance with Section 16.2 herein.
- 16.1.2.** Amongst the necessary books and records that must be regularly and properly kept are the UTGSU's Letters Patent, Articles of Continuance, By-laws (and any amendments to the latter), any unanimous Members' agreement, minutes of both Members' and Board of Directors' meetings, resolutions of Members and Directors, debt obligations registers, if any, as well as registers of Directors, Officers and Members.

16.2. Corporate Minute Book

- 16.2.1.** The records referred to in Paragraph 16.1.2 herein shall be stored in a corporate minute book, which shall be kept at the UTGSU's head office or with the UTGSU's legal counsel, at the discretion of the UTGSU.
- 16.2.2.** The minute book shall be stored electronically.

BYLAW 17 AMENDMENTS

Amended: December 2021, December 2024

17.1. Amendment Proposals

17.1.1. For an amendment to the Bylaws to be considered, the proposed amendment shall:

17.1.1.1. Be submitted to the Governance Committee;

17.1.1.2. Thereafter, be submitted by the Governance Committee to the Board of Directors; and

17.1.1.2.1. If there is no active Governance Committee or if the Governance Committee has not been convened within twenty-eight (28) days of receiving the proposal, then the proposal shall be moved directly to the Board of Directors;

17.1.1.3. Thereafter, be submitted by the Board of Directors as a motion to an Annual General Meeting or as a Special General Meeting in accordance with Bylaw 3.

17.1.2. The Governance Committee and Board of Directors are responsible for any due diligence regarding the Bylaw amendments and must practice their fiduciary duty in recommending or denying the said Bylaw amendments.

17.1.3. The mover of the Bylaw amendment shall be entitled to motivate their motion at all stages of the amendment procedure.

17.2. Amendment of Bylaws by the Board of Directors

17.2.1. The Directors may, by resolution passed by two-thirds (2/3) majority vote of the Board of Directors, make, amend, or repeal any Bylaw not contrary to law, the Act or the Articles of Continuance that regulate the affairs of the UTGSU.

17.2.2. Notice of Amendments

17.2.2.1. Where it is intended to pass or amend the Bylaw at a Board of Directors meeting, written notice of any proposed Bylaw amendment shall be prepared and copies distributed to all Directors at least two (2) weeks in advance of such a meeting.

17.2.2.2. Notice of a meeting of the Board of Directors called to consider such a resolution shall, in addition to the other requirements imposed by these Bylaws, contain the full text of the proposed Bylaw or amendment.

17.2.3. A Bylaw amendment passed by the Board of Directors has full force and effect:

- 17.2.3.1. From the time the motion is passed; or
- 17.2.3.2. Upon ratification by Governing Council if required by Bylaw 17.4; or
- 17.2.3.3. From such future time as may be specified in the motion.
- 17.2.4. A Bylaw amendment immediately put into effect by the Board of Directors shall be presented for confirmation at the next Annual General Meeting or to a Special General Meeting called for that purpose. The Bylaw amendment shall be included in the meeting agenda in accordance with notice provisions in Bylaw 3.
 - 17.2.4.1. The Members at a General Meeting may confirm, amend, or reject the Bylaw as presented, and if rejected it thereupon ceases to have effect and if amended, it takes effect as amended.
 - 17.2.4.2. If a Bylaw amendment, or any part of it, is rejected or amended as described in this section, any actions taken or rights obtained under the Bylaw before such decision are not affected and would not be prejudicially affected.

17.3. Approval of Amendments of Bylaws by a General Meeting Effective Date and Confirmation

- 17.3.1. Any vote to confirm or reject a Bylaw amendment at a General Meeting shall require a simple majority (50%+1) of Members present at the meeting.
- 17.3.2. A motion to amend a Bylaw amendment at a General Meeting shall require a two-thirds (2/3) majority of Members present at the meeting.
- ~~17.2.1. A Bylaw or an amendment to a Bylaw passed by the Board of Directors has full force and effect:~~
 - ~~17.2.1.1. From the time the motion is passed; or~~
 - ~~17.2.1.2. From such future time as may be specified in the motion.~~
- ~~17.2.2. A Bylaw or an amendment to a Bylaw passed by the Board of Directors shall be presented for confirmation at the next annual meeting or to a special meeting of the Members called for that purpose. The Bylaw or amendment to the Bylaw shall be distributed to all Members at least two (2) weeks in advance of such a meeting. The notice of such annual or special meeting shall refer to the Bylaw or amendment to be presented.~~
- ~~17.2.3. The Members at an annual meeting or at a special meeting may confirm the Bylaw as presented or reject or amend it, and if rejected it thereupon ceases to have effect and if amended, it takes effect as amended.~~
- ~~17.2.4. In any case of rejection, amendment, or refusal to approve a Bylaw or a part of a Bylaw in force and effect in accordance with any part of this section, no act~~

~~done or right acquired under any such Bylaw is prejudicially affected by any such rejection, amendment or refusal to approve.~~

17.4. Governing Council Approval

An amendment, repeal, or re-enactment of Bylaw 2, 3.1, 3.3.1, 3.3.2, 3.3.7, 9.1, 15.2, 15.6, 17.3 and 17.4 shall be effective only upon approval by the Governing Council of the University of Toronto.

~~An amendment, repeal or re-enactment of Article 2, Clause 3.1, 3.3, 9.3, 15.2 and Article 17 of this Bylaw shall be effective only upon approval.~~



The Bylaw of the University of Toronto Graduate Students' Union

Last updated on December 5, 2024

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A note on updates to this document:

Text that is presented in red text indicates additional text added to the Bylaws made by the UTGSU Board of Directors between UTGSU General Meetings. Text that is presented in blue text indicates additional text added to the Bylaws made by the UTGSU Board of Directors between UTGSU General Meetings and which requires approval by the Governing Council of the University of Toronto.

For ease of reading, removed text is not indicated in this document but can be requested by emailing internal@utgsu.ca. Such changes are subject to confirmation votes at the next scheduled Annual General Meeting.

CONSTITUTION OF THE GRADUATE STUDENTS' UNION, UNIVERSITY OF TORONTO (THE "UTGSU")

~~BYLAW NO. 1 OF THE GRADUATE STUDENTS' UNION, UNIVERSITY OF TORONTO (the "UTGSU")~~

PREAMBLE

WHEREAS the Graduate Students of the University of Toronto, to ensure the protection and enhancement of the Graduate Students' interest, both as individuals and as a group, in all spheres of activities that we do deem to concern us as Students, have incorporated the UTGSU for the purposes of furthering the UTGSU's objects listed below:

1. To coordinate the governmental activities of the Students in various departments of the University, the Graduate Students' Union Council and the School of Graduate Studies, their boards and committees and other related committees.
2. To promote and maintain communication between the Members of the UTGSU and the administration of the University.
3. To represent the Members of the UTGSU, individually or collectively, on all matters in which representation may be in the interest of such Students.
4. To promote and maintain responsible Student government at the University.
5. To initiate, sponsor, coordinate and promote athletic, cultural, and social events in which the Members of the UTGSU may be interested, and in general to promote the welfare and interests of Graduate Students.

AND WHEREAS the governing body of the UTGSU deems it expedient that all Bylaws of the UTGSU heretofore enacted be cancelled and revoked, that the following Bylaw be adopted for regulating the affairs of the UTGSU;

NOW THEREFORE BE IT ENACTED and it is hereby enacted that all Bylaws of the UTGSU heretofore be cancelled and revoked and that the following Bylaw be substituted in lieu thereof:

ARTICLE BYLAW 1 DEFINITIONS AND INTERPRETATION

Amended: December 2021, December 2024

1.1. Definitions

In ~~this~~ these Bylaws:

- 1.1.1. "Act" ~~shall refer to means~~ the Canada Not-for-Profit Corporations Act (S.C. 2009, c. 23) and, where the context requires, includes the regulations made under it;
- 1.1.2. "Affiliated Organization" ~~shall refer to means~~ the Affiliated Organizations of the UTGSU, which are: the Graduate Students' Association at Scarborough, ~~and~~ the University of Toronto Mississauga Association of Graduate Students, ~~and~~ the Aerospace Students' Association, pursuant to Bylaw 5;
- 1.1.3. "Articles of Continuance" shall refer to the corporate registration with the Canada Not-for-profit Corporations Act;
- ~~1.1.4. "Annual Executive Programme" means the Annual Executive Programme presented at every October Board of Directors meeting, in the format prescribed in the UTGSU Policy Handbook;~~
- 1.1.5. "Assembly" shall refer to the Assembly of Representatives, pursuant to Bylaw 5;
- 1.1.6. "Board of Appeal" shall refer to the decision-making body at the final level of dispute resolution pursuant to Bylaw 14;
- 1.1.7. "Board of Directors" shall refer to the decision-making body pursuant to Bylaw 4;
- 1.1.8. "Bylaw" shall refer to the Constitution and the UTGSU Bylaws 1 to 17 ;
- 1.1.9. "Caucus" shall refer to one of the Caucuses of the UTGSU pursuant to Bylaw 6;
- 1.1.10. "Chair" shall refer to the Chair of the Board of Directors pursuant to Bylaw 4, unless otherwise defined in a specific Bylaw or Policy;
- 1.1.11. "Chief Returning Officer" shall refer to the Chief Returning Officer of the UTGSU pursuant to Bylaw 9;
- 1.1.12. "Committee" shall refer to a Committee of the UTGSU pursuant to Bylaw 6;
- 1.1.13. "Conflict of Interest" ~~shall refer to means the existence of~~ a plausible risk that ~~an Officer's or~~ Director's loyalty to the UTGSU would be materially and adversely affected by the ~~Officer's,~~ Director's or third party's own interest, ~~and as further defined in Bylaw 13~~;

- ~~1.1.14. “UTGSU” means 12384426 Canada Association, operating as the Graduate Students’ Union of the University of Toronto;~~
- 1.1.15. “Course Union” shall refer to means to those Members of the UTGSU who form Course Unions for the advancement of their particular interests. These Course Unions must be recognized by the Board of Directors or under the Bylaws.
- 1.1.16. “Director” shall refer to means a person duly elected or appointed, in accordance with ~~Article-Bylaw~~ 4 of this Bylaw;
- 1.1.17. “Division” shall refer to means one of the academic divisions as defined by the School of Graduate Studies of the University of Toronto;
- 1.1.18. “Equity Officer” shall refer to the dispute resolutions officer pursuant to Bylaw 14;
- 1.1.19. “Executive Committee” shall refer to the Standing Committee pursuant to Bylaw 7;
- 1.1.20. “Executive Director” shall refer to the full-time staff member pursuant to Bylaw 8;
- 1.1.21. “General Meeting” shall refer to a meeting of Members pursuant to Bylaw 3;
- 1.1.22. “Governing Council” shall refer to means the Governing Council of the University of Toronto;
- 1.1.23. “Members” shall refer to means the persons who are admitted as Members of the UTGSU pursuant to Article 2 of the Bylaws;
- ~~1.1.24. “Motion” means “resolution” and vice-versa;~~
- 1.1.25. “Officer” shall refer to a person duly elected or appointed, pursuant to Bylaw 7; ~~means the President, Vice-President Internal, Vice-President External, Vice-President Academic 1 & 2, Vice-President Academic 3 & 4, and Vice-President Finance;~~
- 1.1.26. “Policy” shall refer to all Policies contained in the UTGSU Policy Handbook and individual Policies contained therein;
- ~~1.1.27. “OPIRG” means the Ontario Public Interest Research Group—Toronto;~~
- 1.1.28. “Representative” shall refer to a person duly elected or appointed to the Assembly by their Course Union, pursuant to Bylaw 5 ~~means those students elected by their Course Union to the UTGSU Assembly;~~
- 1.1.29. “School of Graduate Studies” shall refer to means the recognized school which registers Graduate Students at the University of Toronto;

- 1.1.30.** “Session” shall refer to one (1) of the fall, winter, and summer subdivisions of the academic year, as defined in the academic calendar of the School of Graduate Studies;
- 1.1.31.** ~~“Special Resolution” means a resolution passed by the Members by at least two thirds (2/3) of the votes cast at a general meeting of the Members of the UTGSU duly called for that purpose;~~
- 1.1.32.** ~~“Students” means students who are registered in the School of Graduate Studies;~~
- 1.1.33.** ~~“T.A. Union” means the Canadian Union of Public Employees—Local 3902;~~
- 1.1.34.** “Staff” shall refer to the full-time employees, including the Executive Director and those employed under the Collective Agreement with the Canadian Union of Public Employees - Local 1281;
- 1.1.35.** “University” shall refer to ~~means~~ the University of Toronto;
- 1.1.36.** “University of Toronto Act ~~(Ontario)~~” shall refer to ~~means~~ the University of Toronto Act, 1971 as amended; and
- 1.1.37.** “UTGSU” shall refer to ~~means~~ 12384426 Canada Association, operating as the Graduate Students’ Union of the University of Toronto.

1.2. Interpretation.

- 1.2.1.** ~~These This~~ Bylaw shall be interpreted in accordance with the following, unless the context otherwise specifies or requires:

- 1.2.1.1.** All terms which are contained in ~~these~~ Bylaws ~~of the UTGSU~~ and which are defined in the Act or the University of Toronto Act, ~~1971~~, shall have the meanings given to terms in the Act or University of Toronto Act, ~~1971~~;
- 1.2.1.2.** The UTGSU shall use gender-neutral descriptors throughout the Bylaws and Policies. Definitions in singular form shall retain the same definition for the plural case and vice versa. ~~The use of the singular number shall include the plural and vice versa, the use of gender shall include the masculine, feminine and neuter genders, and the word “person” shall include an individual, a trust, a partnership, a body corporate or public, an association or other incorporated or unincorporated entity;~~

- 1.2.2.** In addition, the following procedures shall be used for interpreting ~~these this~~ Bylaws:

- 1.2.1.1.** Any dispute over interpretation of ~~a the UTGSU~~ Bylaw shall be referred to the Chair, who shall make a ruling. The Chair shall be entitled to make use of ~~legal counsel in consultation with the Executive Committee professional services, such as the UTGSU’s~~

~~legal counsel or public accountant, to make determinations on such matters. However, in such instances, the Chair shall seek authorization by the Board of Directors to engage the UTGSU's professional services. The Chair's ruling shall be delivered to the Board of Directors in writing within three (3) weeks of the Chair's receipt of the request for a ruling.~~

- 1.2.1.2.** Any interpretation of the ~~UTGSU~~ Bylaws made by the Chair outside a Board of Directors meeting shall be reported to the Board of Directors at its next meeting.

1.3. Rules of Order

- 1.3.1.** Subject to these Bylaws ~~and any standing orders of the Board of Directors~~, all General Meetings, Board of Directors meetings, Assembly meetings, and Committee meetings ~~meetings of Board of Directors, Executive Committee or any other committee of the UTGSU~~, shall adopt the latest edition of the Roberts Rules of Order.

- ~~**1.3.2.** Calling the question shall have a threshold of 2/3rds majority to succeed and no debate shall be allowed during a call to question.~~

ARTICLE BYLAW 2 MEMBERSHIP IN THE UTGSU

Amended: December 2021, March 2022

2.1. Membership Qualifications

The following persons shall be Members of the UTGSU:

- 2.1.1.** All students registered in the School of Graduate Studies.
- 2.1.2.** The UTGSU shall choose to admit any other student of the University of Toronto, as defined by the University of Toronto Act, 1971, as amended, enrolled in a graduate programme, subject to the following procedures:
 - 2.1.2.1.** Following a referendum of their Membership, a motion to admit a group of graduate students shall be made at a Board of Directors' meeting stating why they should be admitted;
 - 2.1.2.2.** This group must have previously held a referendum of their members to join the UTGSU according to their own referenda processes;
 - 2.1.2.3.** At least fourteen (14) days' written notice must be given before the motion is voted upon;
 - 2.1.2.4.** The vote to admit this group shall be decided by a two-thirds (2/3) vote of the Board of Directors; and
 - 2.1.2.5.** If the vote is carried, the individual students of the group seeking Membership will then become Members upon paying the annual Membership Fee of the UTGSU.
- 2.1.3.** The UTGSU shall not admit entities, incorporated or unincorporated, to its Membership.

2.2. Membership

- 2.2.1.** The UTGSU shall be entitled to establish one (1) class of members, in accordance with the UTGSU's Articles of Continuance.
- 2.2.2.** An individual's Membership in the UTGSU shall be valid for as long as the individual is registered in the School of Graduate Studies or any other graduate programme at the University of Toronto, except as provided in Section 2.1.

2.3. Termination of Membership

A person's Membership in the UTGSU is automatically terminated upon the occurrence of any of the following events:

- 2.3.1.** The expiration or end of the term in which the person ceases to be registered as a student in a graduate student programme leading to a graduate degree of the University;

2.4. Not Transferable

The interest of the Member in the UTGSU is not transferable and ceases to exist upon termination of the Membership.

2.5. Membership Fee

Each Member of the UTGSU shall pay the Membership Fee annually. The structure of the Membership Fee and the mechanisms for altering it shall be contained in the UTGSU's Policy Handbook. Alterations to the UTGSU's Membership Fee shall only come into effect after being approved by the Governing Council of the University of Toronto. All Membership Fees are collected by the University on behalf of the UTGSU.

ARTICLE BYLAW 3 ANNUAL AND SPECIAL GENERAL MEETINGS

Amended: December 2021, December 2024

3.1. Role of the General Meetings

The UTGSU shall hold General Meetings as required by the Bylaws where all Members shall be entitled to speaking and voting rights.

3.2. Types of General Meeting

There shall be three types of General Meetings

- 3.2.1.** Annual General Meeting
- 3.2.2.** Special General Meeting
- 3.2.3.** Special General Meeting to Remove Directors

3.3. Annual General Meeting

3.3.1. The Annual General Meeting shall be held in November or December with a date and time set by the Board of Directors.

3.3.2. Notice of the Annual General Meeting shall be provided to Members by email and shall be posted on the UTGSU website at least twenty-eight (28) days before the meeting. Notice shall include the date, time and location of the meeting. The meeting must be held at the University of Toronto St. George Campus or, if a university space is not reasonably available, at a venue close to the St. George Campus with the intent of matching a typical university space in size and accessibility for the Members.

3.3.3. The agenda for the Annual General Meeting shall be prepared by the Vice-President Internal and presented at a Board of Directors meeting for approval.

3.3.3.1. Agenda Motions

- 3.3.3.1.1.** Members may submit a motion for the Annual General Meeting through a written request submitted to the Vice-President Internal, signed by no less than one hundred (100) Members.
- 3.3.3.1.2.** Directors may submit a motion for the Annual General Meeting through a written request submitted to the Vice-President Internal, without signatures collected from Members.
- 3.3.3.1.3.** The timeline and procedure for submitting motions shall be posted by the Vice-President Internal no later than September 30.
- 3.3.3.1.4.** The written request to the Vice-President Internal shall follow these procedures:

- 3.3.3.1.4.1.** The requisition shall contain the following: 'Whereas' clauses that provide relevant context to the motion and 'Be it Resolved' clauses that articulate the tangible actions and/or stances for the UTGSU to take.
- 3.3.3.1.4.2.** The requisition shall include the requisitioners' name, student number, and University of Toronto email, further set out in Policy G4.
- 3.3.3.1.4.3.** The Vice-President Internal, in consultation with the Chair of the Board of Directors and the Executive Committee, shall determine if the motion is in order in accordance with 3.8 Business to be Deemed Out of Order.
- 3.3.3.1.4.4.** If the motion is in order, it shall be added to the proposed Annual General Meeting agenda.
- 3.3.3.1.4.5.** If the motion is deemed out of order, the Member who submitted the motion shall be notified at least five (5) days before the Board of Directors meeting where the Annual General Meeting agenda is approved, and the Vice-President Internal or Chair of the Board of Directors shall provide the reason for why it is deemed out of order.

3.3.4. The Board of Directors may only amend the Annual General Meeting agenda to deem motions in/out of order in accordance with Bylaw 3.8 or to reorder the agenda.

3.3.5. The agenda shall be provided to Members by email and on the UTGSU website at least fourteen (14) days before the Annual General Meeting.

3.3.6. The agenda shall include, in the following order:

- 3.3.6.1.** Approval of the Agenda
- 3.3.6.2.** Approval of previous minutes
- 3.3.6.3.** Approval of the financial statements, auditor's report, and additional financial business
- 3.3.6.4.** Appointment of public accountant (the UTGSU auditors)
- 3.3.6.5.** Annual Report from the Board of Directors
- 3.3.6.6.** Approval of Bylaw amendments presented in accordance with Article-Bylaw 17

3.3.6.7. Motions

3.3.7. The minutes for approval, financial statements, auditor's report, additional financial business, Bylaw amendments, Annual Report from the Board of Directors, and other relevant meeting documents shall be provided to Members by email and made available on the UTGSU website at least fourteen (14) days before the Annual General Meeting.

3.3.8. Quorum for the Annual General Meeting shall be one hundred (100) Members.

3.4. Special General Meeting

3.4.1. A Special General Meeting is an irregularly held General Meeting, called to deal with special or emergency business. All business transacted at a Special General Meeting is deemed to be special business.

3.4.2. A Special General Meeting may be called by:

3.4.2.1. A majority vote at a meeting of the Board of Directors;

3.4.2.2. A written request to the Board of Directors, stating the purpose of the meeting, signed by no less than two hundred (200) Members. The written request to the Board of Directors shall follow these procedures:

3.4.2.2.1. The requisition shall include the business to be transacted at the meeting;

3.4.2.2.2. The requisition shall be sent to the Vice-President Internal and Chair of the Board of Directors;

3.4.2.2.3. The requisitioners' signature shall include their name, student number, and University of Toronto email;

3.4.2.2.4. Within twenty-one (21) days of the receipt of the requisition, the Board of Directors shall provide notice for the Special General Meeting to transact the business stated in the requisition.

3.4.2.2.5. The Vice-President Internal, in consultation with the Chair of the Board of Directors and the Executive Committee, shall determine if the Special General Meeting is in order in accordance with Bylaw 3.8.

3.4.2.2.6. If the Special General Meeting is deemed out of order, the Member who submitted the requisition shall be notified within fourteen (14) days of submitting the requisition, and the Vice-President Internal or Chair of the Board of Directors shall provide the reason for why it is deemed out of order.

- 3.4.3.** Notice of a Special General Meeting shall be given to Members by email and on the UTGSU website at least twenty-one (21) days and no more than sixty (60) days before the meeting date.
- 3.4.4.** Notice of a Special General Meeting shall include a date, time, location (in alignment with Bylaw 3.3), and agenda that specifies the purpose or purposes of the meeting and contains sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.
- 3.4.5.** Quorum for a Special General Meeting shall be one hundred and fifty (150) Members.

3.5. Special General Meeting to Remove Directors

3.5.1. A Special General Meeting may be held for the Removal of Directors in accordance with Article 10.

3.5.2. The Board of Directors may requisition a Special General Meeting to Remove Directors, using the following procedures:

3.5.2.1. The Board of Directors may call a Special General Meeting solely for the purpose of removing Directors with two-thirds (2/3) vote of the Board;

3.5.2.2. The Board of Directors shall draft a resolution calling for the removal of the Director. The reasons for the removal shall be described in the resolution. If some or all of the reasons are protected by confidentiality, the Board of Directors shall take reasonable steps to provide appropriate justification to inform the Members of the reasons while maintaining confidentiality;

3.5.2.3. The Board of Appeal shall conduct a fairness review on the process leading to the call for removal and provide a written report for the Special General Meeting to Remove Directors; and

3.5.2.4. The Board of Directors shall follow the same procedures as set in Bylaws 3.4.3, 3.4.4, and 3.4.5.

3.5.3. The Members may requisition a Special General Meeting to Remove Directors, using the following procedures:

3.5.3.1. The Members may call a Special General Meeting solely for the purpose of removing Directors by submitting a written resolution to the Vice-President Internal and the Chair of the Board of Directors signed by no less than two thousand (2000) Members;

3.5.3.2. The Board of Directors may, on advice from legal counsel, amend the original resolution signed by Members or deem the resolution out of order as per Bylaw 3.8, to ensure that the resolution is in compliance with the law and governance structures of the UTGSU and that appropriate confidentiality is maintained;

3.5.3.3. The Board of Appeal shall conduct a fairness review on the process leading to the call for removal, and provide a written report for the Special General Meeting to Remove Directors; and

3.5.3.4. The Board of Directors shall follow the same procedures as set in Bylaws 3.4.3, 3.4.4 and 3.4.5.

3.5.4. The agenda and meeting documents for the Special General Meeting to Remove Directors shall include:

3.5.4.1. The motion to remove one (1) or more Director(s);

3.5.4.2. Accompanying documents from the movers of the motion;

3.5.4.3. The Director statement as per Bylaw 10.3; and

3.5.4.4. The fairness review report submitted by the Board of Appeals.

3.5.5. Unless otherwise stated, the Special General Meeting to Remove Directors shall follow the procedures of a Special General Meeting.

3.6. Meeting Procedures at General Meetings

3.6.1. The Chair of any General Meeting shall be the Chair of the Board of Directors or, in their absence, an interim Chair appointed by the Board of Directors through a simple majority vote.

3.6.2. If, within one-half (1/2) hour after the time appointed for a General Meeting, a quorum is not present, the meeting shall stand adjourned until a day within twenty-one (21) days to be determined by the Board of Directors. At least seven (7) days' notice of the new meeting date for the adjourned meeting shall be provided to Members.

3.7. Voting Procedures at General Meetings

3.8.1. Each Member of the UTGSU shall be entitled to one (1) vote at a General Meeting.

3.8.2. Unless otherwise stated in the Bylaws, every motion shall be decided by a simple majority of votes of the Members present.

3.8.3. The Chair shall be responsible to count and rule on all votes.

3.8. Business to be Deemed Out of Order

The Board of Directors are not bound to give notice of any Annual General Meeting agenda item, Special General Meeting, or Special General Meeting to Remove Directors where:

3.8.1. The agenda item is in violation of the Act or the UTGSU Articles of Continuance, Bylaws, or other governing documents the UTGSU is bound to, such as Collective Agreements and university agreements;

- 3.8.2.** It clearly appears that the primary purpose of the agenda item is to enforce a personal claim or redress a personal grievance against the UTGSU or its Directors, Members, or debt obligation holders;
- 3.8.3.** It clearly appears that the agenda item does not relate in a significant way to the activities or affairs of the UTGSU;
- 3.8.4.** Substantial components of the agenda item were submitted to a General Meeting less than three (3) years before the receipt of the agenda item and the Member(s) that requisitioned the similar agenda item:
- 3.8.4.1.** Failed to present the agenda item at the meeting; or
 - 3.8.4.2.** The agenda item was defeated.
- 3.8.5.** The agenda item presents a real conflict of interest for the requisitioner.

3.9. Persons Entitled to be Present

The only persons entitled to attend a General Meeting shall be the Chair, Members, Directors, UTGSU Staff, and the auditor of the UTGSU. Any other person may be admitted only on the invitation of the Chair of the meeting or with the consent of the meeting.

3.10. Participation through Electronic Means

The Board of Directors may allow Members to participate electronically through an electronic platform, facilitated by the UTGSU, utilized for the purpose of holding a General Meeting. For greater clarity, the provisions of this Bylaw 3.10 shall satisfy the purposes of subsection 159(5) (Meeting held by Electronic Means) of the Act and the UTGSU shall enact any appropriate measures to satisfy those provisions.

3.11. Omission of Notice

- 3.11.1.** Only systematic errors or systematic omissions in giving notice of a General Meeting may invalidate resolutions passed or proceedings taken at the meeting.
- 3.11.2.** Any Member who is entitled to notice of a General Meeting may waive notice and attendance of the Member at the meeting is a waiver of notice of the meeting, unless the Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

3.12. Policy

The Board of Directors shall establish a Governance Policy to enhance best practices in the administration of General Meetings.

3.1. Annual Meeting

~~3.1.1. The annual meeting of Members shall be held on such date in each year and at such time and at such place on or in the vicinity of the University's campuses as the Board of Directors may from time to time determine, for the purposes of receiving the financial statements and the auditor's report thereon, appointing auditors for the ensuing year and authorizing the Members to fix the remuneration of the auditors.~~

~~3.1.2. The financial statements of the UTGSU and the auditor's report thereon shall be made available and distributed to the Members at least twenty one (21) days and no more than sixty (60) days before the day on which an annual meeting of members is held.~~

~~3.1.3. All Members in attendance shall have voting rights.~~

3.2. Special Meeting

~~3.2.1. Meetings of Members other than the annual meeting ("special meetings") may be convened by the Board of Directors at any place and time.~~

~~3.2.2. If given by mail, notice of a special meeting shall be given to each Member at least twenty one (21) days and no more than sixty (60) days before the meeting date.~~

~~3.2.3. If given electronically, notice of a special meeting shall be given to each Member at least twenty one (21) days and no more than thirty five (35) days before the meeting date.~~

~~3.2.4. The notice of a special meeting shall specify the purpose or purposes for which it is called.~~

~~3.2.5. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken.~~

~~3.2.6. The notice of meeting shall also specify whether the Members are entitled to vote by ballot and, if so, the form of ballot shall be attached to the notice.~~

3.3. Calling Meetings

~~3.3.1. The Board of Directors may at any time call a general or special meeting of the Members for the transaction of any business.~~

~~3.3.2. Members representing at least 1% of the total Membership entitled to vote at a meeting of the Members may, in writing, requisition the Board of Directors to call a general or special meeting of the Members for any purpose connected with the affairs of the UTGSU.~~

~~3.3.3. A requisition proposed pursuant to Paragraph 3.3.2 above shall be deposited in accordance with the following procedure:~~

- ~~3.3.3.1. The requisition shall state the business to be transacted at the meeting;~~
- ~~3.3.3.2. The requisition shall be sent to each Director by email and deposited at the head office of the UTGSU;~~
- ~~3.3.3.3. The requisition may consist of several documents in like forms, signed by one or more requisitioners;~~
- ~~3.3.3.4. Within twenty one (21) days of the receipt of the requisition, the Directors shall call a meeting of the Members to transact the business stated in the requisition, unless a meeting of Members has already been called or the business stated in the requisition includes matters described in Paragraphs 3.5.4.1 to 3.5.4.4 herein;~~
- ~~3.3.3.5. If the Directors fail to call a Board of Directors meeting within twenty one (21) days of receipt, any Member who signed the requisition may call the meeting.~~

~~3.4. Omission of Notice~~

~~No error or omission in giving notice of a meeting of the Members may invalidate resolutions passed or proceedings taken at the meeting. Any Member may, at any time, waive notice of any such meeting and may ratify, approve and confirm any or all resolutions passed or proceedings taken at the meeting.~~

~~3.5. Member Proposals~~

- ~~3.5.1. Members representing at least 1% of the total Membership entitled to vote at a meeting of the Members, as evidenced by a written proposal signed by such Members, may give the Board of Directors notice of any matter that such Members intend to raise at an upcoming meeting of the Members, including the wording of a resolution to be moved at the meeting and a statement of no more than 1,000 words with respect to the matter referred to in the proposed resolution (the "Proposal").~~
- ~~3.5.2. The UTGSU will include the Proposal in the agenda for the meeting and will circulate a copy of the Proposal to all Members entitled to attend the meeting with the notice of the meeting, provided that where it is not practicable to send the Proposal along with the notice of the meeting, the Proposal shall be sent as soon as practicable thereafter.~~
- ~~3.5.3. The Directors are not bound under this Section 3.5 to give notice of any Proposal that is delivered less than ten (10) days (or such longer period as may be set out in the Act) prior to the meeting.~~
- ~~3.5.4. The Directors are not bound under this Section 3.5 to give notice of any Proposal where:~~

- ~~3.5.4.1. It clearly appears that the primary purpose of the Proposal is to enforce a personal claim or redress a personal grievance against~~

~~the UTGSU or its Directors, Officers, Members or debt obligation holders;~~

~~3.5.4.2. It clearly appears that the Proposal does not relate in a significant way to the activities or affairs of the UTGSU;~~

~~3.5.4.3. Substantially the same Proposal was submitted to Members in a notice of a meeting of the Members held no more than five (5) years before the receipt of the Proposal and the Members that requisitioned the similar Proposal failed to present the Proposal at the meeting or the Proposal was defeated; or~~

~~3.5.4.4. The rights conferred by this Section 3.5 are being abused to secure publicity.~~

~~3.5.5. If the UTGSU refuses to provide notice of the Proposal, it shall, within twenty-one (21) days after the day on which it received the Proposal, notify the Members submitting the Proposal of its refusal to provide notice of the Proposal and the reasons for its refusal.~~

~~3.6. Voting~~

~~3.6.1. At all annual or special meetings, questions shall, subject to the Members' right to vote in an election (Article 9), be determined by a majority of affirmative votes cast by Members present at the meeting, unless otherwise required by statute or the Bylaw.~~

~~3.6.2. At all annual or special meetings, votes may be cast by a show of hands, by electronic means or by a poll, if the latter is requested by the Chair or any Member entitled to vote. If a poll is requested, the process outlined in Paragraph 3.6.4 herein shall be followed.~~

~~3.6.3. At any meeting, unless a poll is demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost whether unanimously or by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive of the fact.~~

~~3.6.4. A poll may be demanded either before or after any vote by a show of hands by any person entitled to vote at the meeting. If, at any meeting, a poll is demanded on the election of the Chair or on the question of adjournment, it shall be taken forthwith without adjournment. If, at any meeting, a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner as the Chair of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.~~

~~3.6.5. For greater clarity, the provisions of Section 3.6.2 shall satisfy the purposes of subsection 165(3) (Electronic Voting) and subsection 165(4) of the Act (Voting While Participating Electronically) and the UTGSU shall enact any appropriate measures to satisfy those provisions in the Act.~~

~~3.7.—Quorum~~

~~3.7.1.—The quorum for the Annual Meeting of the Members shall consist of one hundred (100) Members.~~

~~3.7.2.—The quorum for a Special Meeting of the Members of the UTGSU called by the Board of Directors shall be one hundred and fifty (150) Members.~~

~~3.7.3.—The quorum for a special meeting of the Members of the UTGSU called by the Members shall be equal to one hundred and fifty (150) Members, or thirty percent (30%) of the number of Members who requisitioned the special meeting. The enrollment numbers used in this calculation will be the most recent monthly enrollment figures available from the School of Graduate Studies.~~

~~3.8.—Chair of the Meeting~~

~~The Chair of a meeting of the UTGSU shall be the Chair of the Board of Directors or, in his or her absence, the President.~~

~~3.9.—Adjourned Meeting~~

~~3.9.1.—If, within one half (1/2) hour after the time appointed for a meeting of the UTGSU, a quorum is not present, the meeting shall stand adjourned until a day within two weeks to be determined by the Board of Directors.~~

~~3.9.2.—At least seven (7) days' notice of the adjourned meeting shall be given in accordance to the provisions of Section 3.3.~~

~~3.10.—Persons Entitled to be Present~~

~~The only persons entitled to attend a meeting of Members shall be the Chair (or their substitute, as the case may be), Members, Directors, Officer, and the auditor of the UTGSU, although not entitled to vote. Any other person may be admitted only on the invitation of the Chair of the meeting (or their substitute, as the case may be) or with the consent of the meeting.~~

~~3.11.—Participation through Electronic Means~~

~~Members may participate electronically through an electronic platform, facilitated by the UTGSU, utilized for the purposes of holding a Members' meeting. For greater clarity, the provisions of this Section 3.11 shall satisfy the purposes of subsection 159(5) (Meeting held by Electronic Means) and the UTGSU shall enact any appropriate measures to satisfy those provisions in the Act.~~

ARTICLE BYLAW 4 BOARD OF DIRECTORS

Amended: December 2023 (AGM), December 2024

4.1. Board of Directors Composition

- 4.1.1. The Board of Directors shall consist of a minimum of three (3) and a maximum of fifty (50) Directors, as provided for in the Articles of Continuance of the UTGSU.
- 4.1.2. The number of Directors may be increased or decreased by ordinary resolution of the Members at any ~~General Meeting~~meeting of the Members, but such number shall not be less than three (3).

More specifically, the Board of Directors shall consist of the following individuals, elected by the Membership:

- 4.1.3. All members of the Executive Committee, acting in their capacity as Directors and Officers of the UTGSU;
- 4.1.4. ~~Five (5) Seven (7)~~ Directors, elected from the membership at large, representing Division 1: Humanities at the University of Toronto;
- 4.1.5. ~~Five (5) Seven (7)~~ Directors, elected from the membership at large, representing Division 2: Social Sciences Division at the University of Toronto;
- 4.1.6. ~~Five (5) Seven (7)~~ Directors, elected from the membership at large, representing Division 3: Physical Sciences at the University of Toronto;
- 4.1.7. ~~Five (5) Seven (7)~~ Directors, elected from the membership at large, representing Division 4: Life Sciences at the University of Toronto;

The Board of Directors shall further consist of the following individuals, ~~appointed by the Directors~~:

- 4.1.8. One (1) ~~appointed~~ Director, elected by the University of Toronto Mississauga campus students, to be their representative;
- 4.1.9. One (1) ~~appointed~~ Director, elected by the University of Toronto Scarborough campus students, to be their representative;
- ~~4.1.10. One (1) appointed Director, representing the 1st year masters students; and~~
- ~~4.1.11. One (1) appointed Director, representing the 1st year doctoral students.~~

4.2. Eligibility

- 4.2.1. A Director shall:

- 4.2.2.1. Be a Member of the UTGSU in accordance with Bylaw 2;
- 4.2.2.2. Be 18 or more years of age;

- 4.2.2.3. Be duly elected in accordance with Bylaw 9;
- 4.2.2.4. Execute a Consent to Act form, as prescribed in Policy G10.
- 4.2.2.5. Not have the status of an undischarged bankrupt;
- 4.2.2.6. Not have been removed as a Director or Officer in accordance with Bylaw 10;
- 4.2.2.7. Not have been deemed ineligible to seek election as sanctioned in Bylaw 10.5.3; and
- 4.2.2.8. Not have previously resigned from their position as a Director or Officer with less than fourteen (14) days notice.

4.2.2. A Member that fails to meet the qualifications outlined in Bylaw 4.2.1 shall be deemed ineligible to be a candidate for a Director position on the Board of Directors.

4.3. Power

- 4.3.1. The Board of Directors is hereby vested with the governance and management of the UTGSU.
- 4.3.2. The management and administration of the day-to-day affairs of the UTGSU, as more particularly described in ~~Article~~ Bylaw 7, shall be delegated to the Executive Committee, pursuant to the Act.

4.4. Vacancies

The office of a Director shall be vacated upon the occurrence of any of the following events:

- 4.4.1. The Director ceases to hold any of the qualifications outlined in Bylaw 4.2.1;
- 4.4.2. By notice in writing to the UTGSU, the Director resigns, where the resignation shall become effective at the time it is received by the UTGSU or at the time specified in the notice, whichever is later;
- 4.4.3. The Director misses three (3) or more consecutive Board of Director meetings;
- 4.4.4. The Members remove the Director from office by ordinary resolution at a Special General Meeting to Remove Directors, in accordance with Bylaw 3.5;
- 4.4.5. The death of the Director.

~~The office of a Director shall be vacated upon the occurrence of any of the following events:~~

- ~~4.4.1. The Director ceases to hold any of the qualifications outlined in Section 4.2 herein;~~

- ~~4.4.2. By notice in writing to the UTGSU, the Director resigns, which resignation shall become effective at the time it is received by the UTGSU or at the time specified in the notice, whichever is later;~~
- ~~4.4.3. The Members of the UTGSU remove the Director from office by ordinary resolution at a special meeting called for that purpose, in accordance with Article 10;~~
- ~~4.4.4. The death of the Director.~~
- ~~A vacancy on the Board of Directors may be filled in the following manner:~~
- ~~4.4.5. The vacated position shall be filled by the individuals entitled to elect the Director in said position;~~
- ~~4.4.6. The remaining Directors shall hold a by-election in accordance with the UTGSU's Policy Handbook or, if a by-election for a vacant Director position has not been held before the calling of the annual meeting of the members, section 4.4.8 of these Bylaws;~~
- ~~4.4.7. If a vacancy is filled under sections 4.4.6 or 4.4.8 of these Bylaws, the individual elected to fill such vacancy shall serve for the remainder of the term.~~
- ~~4.4.8. If a by-election for a vacant Director position has not been held before the calling of the annual meeting of the members, the UTGSU members may elect directors at the annual meeting of the Members to fill any vacancy on the Board of Directors;~~
- 4.4.9. The Board of Directors may implement any necessary action or procedure, not otherwise written in the Policy Handbook or the Bylaws, to ensure the election process at 4.4.8 takes effect.**

4.5. Discipline of Director

~~The~~**A** Director may be subject to discipline by the UTGSU, in accordance with ~~Article~~**Bylaw** 10.

4.6. Honorarium

- ~~4.6.1. Directors may be compensated with an honorarium.~~
- ~~4.6.2. The amount of the honorarium and its requirements shall be governed by Policy O9, and the associated duties of the Officers and Directors shall be governed by Policy O10 and O11 respectively. Directors shall, as per the UTGSU's Policy Handbook, be reimbursed for expenses properly incurred by them in conducting UTGSU business approved by the Board of Directors.~~
- ~~4.6.3. The Directors shall be compensated with an honorarium, the amount of which shall be determined annually by the Members at the annual general Member's Meeting. At this agenda item of the meeting, the Vice President Finance shall provide a recommendation for setting the amount of the honorarium.~~

- ~~4.6.4. Any honorarium provided by the UTGSU will be paid only if the Director performs the duties required of such Director.~~
- ~~4.6.5. If the resignation or termination of the Director occurs before the first installment of the honorarium (timing of the installment to be determined according to the budgetary provisions) then the Director forfeits the entire amount of the honorarium.~~
- ~~4.6.6. If a Director misses more than three Board of Directors meetings, the Director shall have forfeited their honorarium.~~
- ~~4.6.7. The honorarium in this Section 4.6 shall not apply to the members of the Executive Committee.~~

4.7. Voting

- ~~4.7.1. Each Director, whether elected or appointed, shall be entitled to one (1) vote at a meeting of the Board of Directors meeting.~~
- ~~4.7.2. Questions arising at any Board of Directors meeting of the Board of Directors shall be decided by ordinary resolution.~~
- ~~4.7.3. A tie vote shall defeat the resolution.~~
- ~~4.7.4. A declaration by the Chair that a resolution has been carried and an entry to that effect in the meeting minutes will be proof of the number or proportion of the votes recorded in favour of or against such a resolution.~~
- ~~4.7.5. Voting shall be conducted by a show of hands or by electronic means as approved by Board of Directors.~~
- ~~4.7.6. If a secret ballot is requested by any Director present at a Board of Directors meeting, the Chair Directors shall ensure that the ballot is conducted in a manner that ensures confidentiality while still maintaining the integrity of the voting process.~~

~~4.8. Annual Executive Programme~~

- ~~4.8.1. Every member of the Executive Committee shall create an Annual Executive Programme, detailing their expected projects and duties, upon taking office.~~
- ~~4.8.2. At the October Board of Directors meeting, the Executive Committee shall present their Annual Executive Programme to the Board.~~
- ~~4.8.3. The Annual Executive Programme shall be in the format prescribed in the UTGSU Policy Handbook.~~

4.9. Board of Directors Chair

- ~~4.9.1. There shall be a Board of Directors Chair, who is not a member of the Board of Directors.~~

4.9.2. The Chair shall be appointed with the following procedure:

4.9.2.1. A Nomination Committee shall be established as an ad hoc Committee to recommend a Chair for the following governance year. The Committee shall be composed of the incoming and outgoing President, the incoming and outgoing Vice-President Internal and one member of the outgoing Board of Directors. The Executive Director shall sit as a non-voting member.

4.9.2.2. The Nomination Committee shall make a recommendation for the incoming Board of Directors to approve a Chair. If a consensus recommendation is not established, members of the Nomination Committee may present majority and minority reports with their recommendations.

4.9.2.3. The incoming Board of Directors shall appoint a Chair at the first scheduled Board of Directors meeting.

4.9.2.4. All efforts shall be made to nominate a Chair who is a Member. However, in the absence of strong candidates, the Nominating Committee may nominate a Chair who is external to the UTGSU.

~~4.9.2. At least two (2) weeks prior to the last Board of Directors' meeting before the new Executive Officers take office, the Board of Directors shall appoint (normally at the March Meeting) a nominating committee consisting of the outgoing Chair, one outgoing Executive Officer, and one other person.~~

~~4.9.3. If an outgoing Executive Officer or outgoing Chair might be considered for the post, Board of Directors shall appoint substitutes to serve on the nominating committee.~~

~~4.9.4. All efforts shall be made to nominate a Chair who is a Member. However, in the absence of strong candidates, the nominating committee may nominate a Chair who is external to the UTGSU.~~

~~4.9.5. The Board of Directors, at the last meeting before the new Executive Officers take office (normally in April), shall consider the recommendations of the nominating committee, and choose the new Chair.~~

4.9.3. Should the Chair leave office for any reason, the Board of Directors shall choose a replacement through a process approved by the Board of Directors.

4.9.4. In the absence of the Chair at a Board of Directors meeting, the Executive Committee shall recommend an interim Chair to be approved by the Board of Directors, who may be a Director. ~~one (1) Executive Committee member shall be selected by the Board of Directors to replace the Chair for that meeting.~~

4.9.5. The Chair has no vote ~~and in the case of a tie vote, the motion, amendment, or resolution shall be lost.~~

4.9.6. A stipend shall be paid to the Chair as stipulated in Policy O9.

4.9.7. The Chair shall:

- 4.9.7.1.** Chair all ~~meetings of~~ Board of Directors ~~meetings~~;
- 4.9.7.2.** Chair all ~~General Meetings annual and special meetings of the~~ UTGSU;
- 4.9.7.3.** Interpret the Bylaw, ~~Policies~~ and Articles ~~of Continuance~~ when required. ~~provided that~~ Such an interpretation may be overruled by a majority vote of the Board of Directors, which has the final authority.
- 4.9.7.4.** Facilitate the dispute resolution processes set out in Bylaw 14 ~~Chair meetings of the Executive, upon request, when the Vice-President Governance vacates the Chair because of conflict of interest~~;
- 4.9.7.5.** ~~Chair Board of Directors or committees of the Executive upon request when the usual Chair eaves the Chair because of a conflict of interest; and~~
- 4.9.7.6.** Arrange the head count ~~of Members~~ should the question arise during a ~~Board of Directors meeting or General Meeting of the Board of Directors and annual or special meetings of the Members.~~

4.10. Notice of Meeting

- 4.10.1.** The Directors are entitled to receive seven (7) days' notice of a ~~regular or special~~ Board of Directors meeting.
- 4.10.2.** Notice of any meeting ~~where special business will be transacted~~ shall contain sufficient information to permit the Director to form a reasoned judgment on the decision to be taken ~~during the meeting~~.
- 4.10.3.** ~~The Chair shall send by email the agenda for any Board of Directors meeting at least seven (7) days before the meeting takes place.~~
- 4.10.4.** No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent in writing to the meeting being held without notice and in their absence.
- 4.10.5.** A ~~Board of Directors meeting shall be called by the President, Vice-President Internal, or a minimum of twenty-five percent (25%) of the Directors (no less than two (2)). meeting of the Board of Directors shall be held if called by more than 25% of the Directors and a minimum of two directors.~~

4.11. ~~Remuneration and Expenses~~

~~The members of the Executive Committee shall, as per the UTGSU's Policy Handbook, be granted honoraria and be reimbursed for traveling and other expenses properly incurred by them in attending meetings approved by the Executive Committee. Nothing~~

~~herein contained shall preclude any member of the Board of Directors from serving the UTGSU in any other capacity and receiving remuneration therefore.~~

4.12. Quorum

~~4.12.1. Quorum consists of 50% of the Director's elected in office, at the time of the Board of Directors meeting.~~

~~4.12.2. A motion questioning quorum shall take precedence over all other motions on the floor. Should the quorum not be present, the meeting is adjourned and all business deferred until the next meeting.~~

4.13. Agenda Proposed Motions

4.13.1. The Vice-President Internal shall send by email the agenda for any Board of Directors meeting at least four (4) days before the meeting takes place.

4.13.2. All ~~items motions~~ for the agenda shall ~~must~~ be presented in writing to the Vice-President Internal.

4.13.3. Any Director may submit to the Vice-President Internal a proposed ~~agenda item motion, to be added to the agenda, at the discretion of the VP Internal and the Chair,~~ at least ~~six (6) fourteen (14)~~ days before the relevant Board of Directors meeting.

4.13.4. The Vice-President Internal, in consultation with the Chair and the Executive Committee, may rule a proposed agenda item out of order in advance of the meeting. Such ruling shall require the Vice-President Internal or Chair to provide the mover, in writing, the reason the agenda item is out of order in advance of the relevant Board of Directors meeting.

4.14. Quorum

4.14.1. Quorum consists of fifty percent plus one (50%+1) of the Director's.

4.15. Attendance of Directors on UTGSU Committees

~~Any member of a Board of Director subcommittee or ad hoc committee who misses three (3) consecutive meetings of that committee shall be replaced unless that member can show just cause.~~

4.16. Attendance of Representative on External Organizations

~~Any representative of the UTGSU on external organizations (including University committees) who misses three (3) consecutive meetings of that organization shall be replaced if it is within the power of the UTGSU to do so, unless that representative can show just cause.~~

4.17. Accessibility of Information

4.17.1. The minutes of Board of Directors meetings and ~~of any committees or other bodies of the UTGSU,~~ all non-confidential documents submitted to or tabled

before a Board of Directors meeting, ~~the minutes and submitted or tabled documents of General Meetings annual or special meeting of the Members and all documents submitted or tabled at annual or special meetings of the Members~~ shall be available to any Member.

4.17.2. The date, time, location, and registration details of the Board of Directors meeting shall be publicly available on the UTGSU website.

4.18. Persons Entitled to be Present

The only persons entitled to attend a Board of Directors meeting ~~of Board of Directors~~ shall be the Chair of the Board of Directors meeting (or their substitute, as the case may be), ~~those entitled to vote thereat, the~~ Directors ~~and Officers of the UTGSU~~, the auditor of the UTGSU, ~~the Executive Director~~ and others who, ~~although not entitled to vote,~~ are entitled or required under any provisions of the Act, ~~the Letters Patent~~, the Articles of Continuance, ~~the Bylaws of the UTGSU~~, or the Policies ~~y documents of the UTGSU~~ to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting ~~(or their substitute, as the case may be)~~ or with the consent of the meeting.

~~ARTICLE 5 COURSE UNIONS AND THE UTGSU ASSEMBLY~~

BYLAW 5 COURSE UNIONS, AFFILIATED ORGANIZATIONS, AND ASSEMBLY

Amended: December 2021, December 2024

5.1. Formation

5.1.1. Members may form Course Unions for the advancement of their particular interests.

5.1.2. Course Unions shall be organized within a single department, center, institute, or other academic program.

5.1.3. All Course Unions shall be governed by a constitution that shall include:

5.1.3.1 The name of the Course Union;

5.1.3.2 The Members represented by the Course Union (“constituency”);

5.1.3.3 The composition and duties of the executive committee, which shall include at least four executive members;

5.1.3.4 The process for selecting and recalling Representatives;

5.1.3.5 The process for approving expenses and financial controls; and

5.1.3.6 The governing process for elections, including but not limited to the voting system, who administers the election process, where election complaints and appeals are handled, and how vacancies shall be filled.

5.1.4. Members may form a Course Union by approving a constitution at a general meeting of its constituency. The Course Union shall only be recognized following a vote at a Board of Directors meeting.

5.2. Compliance

5.2.1. Each Course Union shall comply with the Act, the Articles of Continuance, Bylaws, and Policies.

5.2.2. Each Course Union shall be open to all Members in its constituency.

5.2.3. The qualifications for membership in a Course Union shall not discriminate against Members on the basis of citizenship, age, race, religious belief, place of origin, ethnic origin, ancestry, disability, political or religious affiliation, caste, sex, sexual orientation, gender identity, gender expression, family status, marital status, place of residence, or status as a full-time, flex-time or part-time Graduate Student.

- 5.2.4.** Annually, when Course Union elections take place, each Course Union shall provide the Vice-President Internal and designated staff member with the names and contact details of its Course Union executive members and Representatives.
- 5.2.5.** Copies of changes, alterations, or additions to the constitution of a Course Unions shall be sent to the Vice-President Internal and designated staff member within fourteen (14) days of finalization. Such changes shall be deemed to take effect only when they have been received by the Vice-President Internal.

5.3. Finances

- 5.3.1.** Only those Course Unions which are recognized by the Board of Directors shall be entitled to call themselves a Graduate Students' Association of the UTGSU and thereby be eligible for, and entitled to, Course Union funding ("Head Grants").
- 5.3.2.** The amount and details of the Head Grants shall be established in Policy and shall include two (2) installments, one (1) distributed in the Fall Session and one (1) in the Winter Session.
- 5.3.3.** Upon request, Course Unions in receipt of funds from the UTGSU shall submit to the Vice-President Finance records of the Course Union's finances.

5.4. Representatives

- 5.4.1.** Course Unions may have Representatives on the Assembly in accordance with the following formula:
 - 5.4.1.1.** Ten (10) to one hundred (100) full-time equivalent students, one (1) Representative;
 - 5.4.1.2.** One hundred and one (101) to two hundred (200) full-time equivalent students, two (2) Representatives;
 - 5.4.1.3.** Two hundred and one (201) to one thousand (1000) full-time equivalent students, three (3) Representatives; and
 - 5.4.1.4.** One thousand and one (1001) and over full-time equivalent students, four (4) Representatives.
- 5.4.2.** A full-time equivalent student is defined as one (1) full-time enrolled student or two (2) part-time enrolled students.
- 5.4.3.** Representation shall be based on the School of Graduate Studies membership figures for the previous academic year, subject to revision according to the March headcount.

5.5. The Assembly

- 5.5.1.** The Assembly is a forum for Representatives to discuss University and UTGSU affairs.
- 5.5.2.** Every Representative has one (1) vote at the Assembly. Representatives shall be permitted to delegate their vote to another member of their Course Union.
- 5.5.3.** Failure of a Course Union to have at least one (1) Representative or delegate attend every Assembly meeting shall result in a curtailing of the Course Union's Head Grants proportional to the percentage of missed Assembly meetings.
- 5.5.4.** Directors shall have speaking rights at the Assembly. Directors shall not have voting rights at the Assembly, unless they are also Representatives.
- 5.5.5.** Representatives may submit agenda items to the chair of the Assembly no less than seven (7) days in advance of the Assembly meeting.
- 5.5.6.** Assembly meetings shall be held at the following times:
 - 5.5.6.1.** In September or October, to provide an orientation to all Representatives;
 - 5.5.6.2.** In November, February, and March. The March meeting shall occur no later than the second full week of March.
- 5.5.7.** Notice of an Assembly meeting shall be provided to each Representative at least fourteen (14) days before the Assembly meeting. The notice of the Assembly meeting shall state the date, time, and location of the meeting.
- 5.5.8.** The President or any other Officer shall chair the Assembly meetings, as decided by the Executive Committee.
- 5.5.9.** The chair of the Assembly shall present an agenda for the Assembly meeting and provide it to all Representatives four (4) days prior to the Assembly meeting. The chair of the Assembly shall have the right to refuse any proposed agenda item in accordance with the rules set out in Bylaw 3.8.
- 5.5.10.** The Assembly may vote to propose agenda items to the Board of Directors, which shall be considered at the next Board of Directors meeting. For greater clarity, notice of such agenda items to the next Board of Directors meeting shall follow the notice period for Board of Directors meetings.

5.6. Investigations and Discipline

- 5.6.1.** The Board of Directors shall, at any time, have the right to direct a Course Union investigation ad hoc Committee to investigate the conduct of any Course Union when there is reason to believe that the constitution of the Course Union or the Act, Articles of Continuance, Bylaws, Policies, or Memorandum of Agreement are not being observed.
- 5.6.2.** Any Course Union failing to adhere to any of the conditions in the documents named in Bylaw 5.6.1 shall be subject to the judgment of the Board

of Directors, which may impose such penalties as the case may warrant, up to and including withdrawal of recognition or funding of the Course Union concerned or any penalty lesser in extent or degree consistent with this power.

5.7. Affiliated Organizations

- 5.7.1.** All provisions in Bylaw 5 shall apply to Affiliated Organizations.
- 5.7.2.** Affiliated Organizations shall be Course Unions, whose primary campus is not the St. George Campus (downtown Toronto) of the University or whose operational requirements exceed the ones typically seen in other Course Unions and whose operational requirements are not already covered by the UTGSU.
- 5.7.3.** Course Unions shall become Affiliated Organizations through a vote at a Board of Directors meeting.
- 5.7.4.** Affiliated Organizations shall be listed in Bylaw 1.1.2.
- 5.7.5.** Affiliated Organizations shall execute a long-term Memorandum of Agreement between the UTGSU and the Affiliated Organization.
- 5.7.6.** Affiliated Organizations shall receive funding according to their Memorandum of Agreement.

5.1. ~~Formation~~

- ~~**5.1.1.** Members of the UTGSU may form Course Unions for the advancement of their particular interests.~~
- ~~**5.1.2.** A Course Union shall be recognized by the Board of Directors when a motion proposing such recognition has been approved by a simple majority of Board of Directors members then present.~~
- ~~**5.1.3.** The constitution of a Course Union must be approved by the Board of Directors and shall include a provision delegating responsibility for its financial accounts to a member of the Course Union executive.~~

5.2. ~~Compliance~~

- ~~**5.2.1.** All Course Unions shall be subordinate to the UTGSU and the Board of Directors.~~
- ~~**5.2.2.** The Course Union shall comply with the provisions of the Articles of Continuance of the UTGSU, the Bylaw and UTGSU Policy documents and in addition, shall execute a "Memorandum of Agreement".~~
- ~~**5.2.3.** Each Course Union shall be open to all Members who fulfill the qualifications of membership as stated in the constitution of the Course Union concerned.~~
- ~~**5.2.4.** The qualifications for membership in a Course Union may not discriminate against Members on the basis of age, race, creed, colour, national origin,~~

political or religious affiliation, sex, sexual orientation, marital status, place of residence, status as a full-time or part-time Graduate Student, or type of programme.

~~5.2.5. — Annually, each Fall and when elections take place, each Course Union shall provide the Board of Directors with the names of its executive and members of UTGSU Assembly and a copy of all its publications.~~

~~5.2.6. — Copies of changes, alterations, or additions to the constitutions of Course Unions shall be sent to the Vice President Internal as soon as possible. Such changes shall be deemed to take effect only when they have been received by the Vice President Internal or designate.~~

5.3. — Finances

~~5.3.1. — Only those Course Unions which are recognized by UTGSU Board of Directors shall be entitled to call themselves a Graduate Student association of the University of Toronto and thereby be eligible for, and entitled to, Course Union funding and representation on UTGSU Assembly. Course Unions shall be organized within a single graduate department, centre or institute or other academic programme.~~

~~5.3.2. — In accordance with the UTGSU's Policy Handbook, Course Union Head Grants will be dispersed to recognized Course Unions in two (2) installments annually.~~

~~5.3.3. — Upon request, Course Unions in receipt of funds from the UTGSU shall be required to submit to the Vice President Finance and/or Finance Committee records of the Course Union's finances.~~

5.4. — Course Union Representatives

~~5.4.1. — Course Unions shall have Representatives on the UTGSU Assembly in accordance with the following formula:~~

~~5.4.1.1. — Ten (10) to one hundred (100) full-time equivalent students, one (1) member;~~

~~5.4.1.2. — One hundred and one (101) to two hundred (200) full-time equivalent students, two (2) members;~~

~~5.4.1.3. — Two hundred and one (201) to one thousand (1000) full-time equivalent students, three (3) members; and~~

~~5.4.1.4. — One thousand and one (1001) and over full-time equivalent students, four (4) members.~~

~~5.4.2. — A full-time equivalent student is defined as one (1) full-time enrolled student or two (2) part-time enrolled students.~~

~~5.4.3. — Course Unions in departments, centres and institutes with fewer than ten (10) full-time equivalent Graduate Students shall, for the purpose of representation~~

~~on the UTGSU Assembly, affiliate with other Course Unions within their division of the School of Graduate Studies which have less than the required minimum. The number of representatives shall be based on the sum of their combined membership. Where there is only one Course Union in a division with less than the required minimum of Students, that Course Union shall have one (1) Representative on the UTGSU Assembly.~~

~~5.4.4. Representation shall be based on the School of Graduate Studies membership figures for the previous academic year, subject to revision according to the February head count.~~

~~5.4.5. Course Unions shall determine the method of choosing Representatives for UTGSU Assembly.~~

~~5.4.6. Where no Course Union exists, the Members in the department shall be notified of vacancies in a manner deemed appropriate by the President and at the request of any student in such a department, an election committee established by UTGSU Assembly shall conduct an election.~~

~~5.4.7. Course Union Representatives shall hold office for a one (1) year term.~~

~~5.4.8. Each Course Union Representative has one (1) vote in UTGSU Assembly meetings, which she or he may not delegate to another member of her or his Course Union who is not a member of UTGSU Assembly, or to anyone else.~~

~~5.4.9. No person shall have more than one (1) vote at a meeting of UTGSU Assembly.~~

~~5.4.10. Any Course Union Representative who misses more than one (1) UTGSU Assembly meeting shall be replaced, unless that Member has just cause.~~

~~5.4.11. Failure of a Course Union to have at least one (1) of their members of the UTGSU Assembly, or their designated proxy, attend a percentage of UTGSU Assembly meetings shall result in the curtailing of the UTGSU's financial support to said Course Union.~~

~~5.4.12. The members of any Course Union may recall their Board of Directors Representative by filing a motion with the Chair of the Board of Directors signed by fifty percent (50%) of the Members in the Course Union. The petition must state the grounds for recall.~~

~~5.4.13. If a vacancy occurs at any time among the Representatives either by a resignation, by death or removal by the Course Union, or by any other cause, the President shall direct the Course Union to elect a qualified person to replace him or her for the remainder of their term.~~

~~5.4.14. For greater clarity, a Course Union Representative shall not be deemed to be a Director.~~

5.5.—The UTGSU Assembly

~~5.5.1. The UTGSU Assembly is a forum for Course Unions and their Representatives to discuss University and UTGSU affairs.~~

~~5.5.2. Representatives can propose motions for consideration at a Board of Directors' meeting.~~

~~5.5.3. The President shall organize a UTGSU Assembly meeting at the following times:~~

~~5.5.3.1. In September of every year, to provide an orientation to all Representatives;~~

~~5.5.3.2. In November or December of every year; and~~

~~5.5.3.3. In March or February of every year.~~

~~5.5.4. Notice of a meeting, when sent by electronic means, must be provided to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.~~

~~5.5.5. The notice of meeting will state the date, time and location of the meeting.~~

~~5.5.6. Notice to each Representative will be deemed sufficiently given if notice is delivered by email (or by other electronic means of individual delivery), in which case it shall be deemed to have been given the day of such delivery.~~

~~5.5.7. The President shall preside over the UTGSU Assembly.~~

~~5.5.8. The President shall create an agenda for the Assembly meeting and share it with all course Union, one (1) week prior to the meeting. Any Course Union wanting to add matters to the agenda may contact the President directly. The President shall have the right to refuse any proposed agenda item in accordance with the rules set out in section 3.5.4.~~

~~5.5.9. UTGSU Assembly meetings shall be conducted, using the procedures and practices set out in Section 5.5.3, 5.5.4, 5.5.5, 5.5.6, 5.5.7, 5.5.8 and 5.5.9.~~

~~5.5.10. The UTGSU Assembly may propose motions to the Board of Directors, which shall be considered at the next Directors' Meeting or at any Directors' Meeting proposed by the Assembly or the Directors.~~

~~5.6. Investigations and Discipline~~

~~5.6.1. The Board of Directors shall, at any time, have the right to direct a Course Union investigation ad hoc committee to investigate the conduct of any Course Union when there is reason to believe that the constitution of the Course Union or the Letters Patent, Articles of Continuance, Bylaw of the UTGSU, UTGSU Policy Documents, or Memorandum of Agreement are not being observed.~~

~~5.6.2. Any Course Union failing to adhere to any of the conditions in these Bylaws or the Policy Handbook shall be subject to the judgment of the Board of~~

~~Directors, which may impose such penalties as the case may warrant, up to and including withdrawal of recognition or funding of the Course Union concerned or any penalty lesser in extent or degree consistent with this power.~~

ARTICLE BYLAW 6 COMMITTEES AND CAUCUSES ~~OF THE~~ UTGSU

Amended: December 2021 (AGM), March 2022 (BOD), December 2024

6.1. Committees

6.1.1. Committees shall serve as Director-led working groups of the UTGSU.

6.1.2. Each Committee shall have a chair who is a Director and who shall be responsible for ensuring that minutes of all meetings are written, kept, and provided to the Board of Directors.

6.1.3. The following shall be Standing Committees:

6.1.3.1. Executive Committee, which shall be governed primarily by Bylaw 7;

6.1.3.1.1. Executive Committee members shall form subcommittees to address matters under their purview, including but not limited to the Human Resources Committee and Building Management Committee;

6.1.3.2. Governance Committee;

6.1.3.3. Campaigns and Advocacy Committee;

6.1.3.4. Graduate Affairs Committee;

6.1.3.5. Finance Committee; and

6.1.3.6. Elections and Referenda Committee, which shall be governed primarily by Bylaws 9 and 11.

6.1.4. The mandate and membership of Standing Committees shall be contained in Policy G4.

6.1.5. The Board of Directors may form ad hoc Committees at any time. These Committees shall exist throughout the term of the Board of Directors, but if an ad hoc Committee's work continues beyond the current term of the Board of Directors, it shall require reconstitution by the next Board of Directors.

6.1.5.1. Ad hoc Committees shall be given a clear mandate from the Board of Directors through the motion that creates that Committee and it shall be restricted to that mandate, unless otherwise amended by the Board of Directors.

6.1.5.2. Unless the Board of Directors specifically determines otherwise, an ad hoc Committee shall be deemed resolved following the ratification of its final report by the Board of Directors.

6.2. Caucuses

- 6.2.1. Caucuses shall serve as Member-led working groups of the UTGSU.
- 6.2.2. The mandate and membership of the Caucuses shall be contained in Policy G5.
- 6.2.3. Each Caucus shall have an executive team consisting at minimum of a chair and one other member of the Caucus, pursuant to Policy G5.
- 6.2.4. The creation or dissolution of a Caucus shall require a two-thirds (2/3) majority vote at a General Meeting.
- 6.2.5. Caucuses shall comply with the Articles of Continuance, Bylaws, and Policies.

6.6.1.—Standing Committees

~~The following shall be Standing Committees of the Board of Directors:~~

- ~~a.—Executive Committee;~~
- ~~b.—Governance Committee;~~
- ~~c.—Equity and Advocacy Committee;~~
- ~~d.—Graduate Affairs Committee;~~
- ~~e.—Finance Committee;~~
- ~~f.—Grad Minds Committee.~~

6.6.2.—Caucuses

- ~~6.2.1.—The Caucuses of the UTGSU will be described in the UTGSU Policy Handbook under Policy G5: “Caucuses”.~~
- ~~6.2.2.—The creation or dissolution of a Caucus shall require a two thirds (2/3) majority vote at the annual or a special meeting of Members.~~
- ~~6.2.3.—The Caucuses shall comply with the provisions of the Articles of Continuance of the UTGSU and the UTGSU Bylaw and Policy Handbook~~

~~The following shall be Caucuses of the UTGSU:~~

- ~~Women and Trans People Caucus;~~
- ~~Queer Caucus;~~
- ~~International Students’ Caucus;~~
- ~~Race and Ethnicity Caucus;~~
- ~~Professional Graduate Students Caucus;~~
- ~~Boycott, Divestment, & Sanctions Caucus; and~~
- ~~Royal Ontario Museum Caucus.~~

6.6.3.—Descriptions of Committees and Caucuses

~~6.3.1.—The Executive Committee is the committee which manages and administers the day to day affairs of the UTGSU and consists of the Executive of the UTGSU, as described in Article 7 of this Bylaw.~~

~~6.3.2.—All other standing committees' terms of reference shall be described in the UTGSU's Policy Handbook, under Policy G4, "Standing Committees".~~

~~6.3.3.—All caucus terms of reference shall be described in the UTGSU's Policy Handbook, under Policy G5, "Caucuses".~~

~~6.6.4.—Members of Committees and Caucuses~~

~~6.4.1.—Membership in the Committees of the UTGSU shall be defined by the Bylaw or Policy that defines said committee.~~

~~6.4.2.—Each committee must have a chair, which shall be a member of the Executive Committee, and a vice chair.~~

~~6.4.3.—Notwithstanding the above paragraph, the Chair of the Executive Committee will rotate among the members of the Executive Committee, and the Executive Committee shall have no Vice Chair.~~

~~6.6.5.—Ad hoc Committees~~

~~6.5.1.—The Board of Directors may form ad hoc committees at any time, as they deem necessary, via a simple majority vote. These committees shall exist throughout the term of Board of Directors, but, if an ad hoc committee's work continues beyond the current term of Board of Directors, it must be reconstituted by the next Board of Directors as described in the initial and any subsequent motions.~~

~~6.5.2.—Ad hoc committees shall be given a clear mandate from the Board of Directors through the motion that created that committee and will be restricted to that mandate, unless otherwise amended by the Board of Directors, which shall also have the right to expand or restrict membership of said ad hoc committee.~~

~~6.5.3.—Unless Board of Directors specifically determines otherwise, following the acceptance of the final report of the ad hoc committee by Board of Directors, the committee shall be deemed to have automatically dissolved.~~

~~6.6.6.—Responsibilities of Chairs of Committees and Caucuses~~

~~The chairs of committees and caucuses of the UTGSU shall be responsible for:~~

~~6.6.1.—Ensuring that minutes of all meetings are written and kept; and~~

~~6.6.2.—Providing a report to the Executive Committee and Board of Directors as soon as possible after the committee has met.~~

~~6.6.3.—Publishing foreseeable actionable items in their draft agendas (e.g. endorsements, oppositions, campaigns, donations, etc.) on the UTGSU's website.~~

ARTICLE BYLAW 7 THE EXECUTIVE COMMITTEE

Amended: December 2021, ~~December 2024~~

7.1. Composition

7.1.1. The Executive Committee shall consist of the following:

7.1.1.1. President;

7.1.1.2. Vice-President Academics;

7.1.1.3. Vice-President External;

7.1.1.4. Vice-President Finance;

7.1.1.5. Vice-President Graduate Life; and

7.1.1.6. Vice-President Internal.

~~7.1.1.7. Vice-President External;~~

~~7.1.1.8. Vice-President Academics, Divisions 1 and 2;~~

~~7.1.1.9. Vice-President Academics, Divisions 3 and 4; and~~

~~7.1.1.10. Vice-President Finance.~~

7.1.2. The Executive Director shall be an ex-officio, non-voting member of the Executive Committee, and shall be governed primarily by Bylaw 8.

7.2. Qualifications of Officers

7.2.1. Any Member shall be a Member for at least one (1) Session before seeking election as an Officer. ~~All Officers of the UTGSU shall be Members for at least one (1) term before seeking election and shall continue to be Members while in office. Should an Officer of the UTGSU cease to be a Member, they shall resign office at the end of their term of office.~~

7.2.2. ~~The Officers of the UTGSU~~ shall hold their respective offices from May 1 to April 30 ~~for a period of one (1) year beginning May 01.~~

7.2.3. The elections of ~~the Officers of the UTGSU~~ shall follow the procedure set out in ~~Article~~ Bylaw 9.

~~**7.2.4.** Officers are eligible for re-election.~~

7.2.5. Officers shall be deemed ineligible if they fail to meet the qualifications set out in Bylaw 4.2. Officers that cease to be Members while in office may retain their office until April 30.

7.3. Vacancy

- 7.3.1.** Officer vacancies may only be filled with by-elections pursuant to Bylaw 9.
- ~~7.3.2. The Board of Directors has the full authority to establish a by-election to fill vacant positions of the Officers of the UTGSU.~~
- ~~7.3.3. By-elections may occur during times outside the regular election period, with the exception of any period of scheduled University closure.~~
- ~~7.3.4. Any by-election set during an unscheduled closure must be rescheduled by the Elections and Referenda Committee.~~

7.4. Training for the Executive Committee

- 7.4.1. All Officers shall undergo anti-oppression training within sixty (60) days of taking office.
- 7.4.2. All Officers shall undergo management training within sixty (60) days of taking office.

7.5. Executive Committee Meetings-Conduct of Executive Meetings

- 7.5.1. Notice and the agenda for Executive Committee meetings shall be provided at least forty-eight (48) hours in advance. Notice of a meeting may be waived if all Officers are present or if those absent have signified their consent in writing to the meeting being held without notice and in their absence.
- 7.5.2. Quorum for the Executive Committee shall be fifty percent plus one (50%+1).
- 7.5.3. The President shall chair Executive Committee meetings as a voting member.
- 7.5.4. The Executive Committee may appoint at any time another Officer to chair the Executive Committee meetings.
- ~~7.5.5. Executive Committee meetings shall be chaired by all members of the Executive, in rotation.~~
- ~~7.5.6. The meeting chair shall interpret the rules in a contextual manner, having regard for the facts in any given interpretive decision.~~
- ~~7.5.7. The chair of the Executive has the right to cast a tie-breaking vote.~~
- ~~7.5.8. Quorum at Executive meetings will be half the number of the current members of the Executive. In the event of an odd number of Executive members, the larger number shall constitute quorum.~~

7.6. Authority of the Executive Committee-Duties of the Executive

The Executive Committee shall:

- 7.6.1. Authorize the reimbursement of reasonable expenses incurred by Directors in carrying out their duties.

- 7.6.2.** Have the responsibility to evaluate, continually reassess, and recommend direction to the Board of Directors.
- 7.6.3.** Make reports and provide information to the Board of Directors.
- 7.6.4.** Expend funds of the UTGSU in accordance with the budget as approved by the Board of Directors.
- 7.6.5.** Have the authority to approve unbudgeted expenditures of up to \$5,000. Authority to exceed this limit shall be granted by the Board of Directors as it may deem appropriate.
- 7.6.6.** In conjunction with the Executive Director's powers and duties pursuant to Bylaw 8, employ unionized and contractual staff, as it deems necessary for the best interest of the UTGSU, and in keeping with the Collective Agreement between the UTGSU and the Canadian Union of Public Employees Local 1281.
- 7.6.7.** Carry out all decisions of the Board of Directors and shall have the powers and duties as prescribed in the Bylaws or as delegated by the Board of Directors.
- 7.6.8.** Be charged with the responsibility for all legal items that may arise as a result of the actions of the UTGSU.
- 7.6.9.** Retain any legal counsel, as it deems necessary, to carry out the business of the UTGSU and has the right to settle or litigate any item, subject to the approval of the Board of Directors.
- 7.6.10.** Shall have, subject to approval by the Board of Directors, the ability to reassign tasks of Officers for the duration of a term of office.
- 7.6.11.** Be vested with the governance and management of the UTGSU between meetings of the Board of Directors, subject to direction from, accountability to, review by, and approval of, the Board of Directors.

- ~~**7.5.1.** All Executive Officers must attend an Anti Oppression Workshop within sixty (60) of taking office as per Policy O16: Anti Oppression Policy.~~
- ~~**7.5.2.** The Executive shall be delegated the management and administration of the day-to-day affairs of the UTGSU in accordance with section 142 of the Act. The Executive is hereby vested with all executive powers including the right to negotiate contracts on behalf of the UTGSU, staffing, and the right to delegate authority.~~
- ~~**7.5.3.** Without limiting the generality of the foregoing, the Executive Committee will:~~
 - ~~**7.5.3.1.** Authorize the reimbursement of the reasonable expenses incurred by the Executive Director of the UTGSU in carrying out their duties;~~
 - ~~**7.5.3.2.** Recommend to the Board of Directors annually, via the Vice-President Finance, a proposed budget for the allocation of UTGSU funds for the ensuring Financial Year; and~~

~~7.5.3.3. Between 15 May and 30 June of each year, hold a planning meeting for the UTGSU to determine priorities for the upcoming year. This meeting will set attendance and regrets policies for Executive members as outlined in Section 4.14.~~

7.7. Additional Duties of the Executive Committee

All Officers shall:

- ~~7.7.1. Participate in membership engagement opportunities.~~
- ~~7.7.2. Participate in campaigns, events, and services related to their portfolio and duties.~~
- ~~7.7.3. Provide communication and promotional updates for the UTGSU website, newsletters, social media, and other areas related to their portfolio and duties.~~
- ~~7.7.4. Participate in internal and external committees, meetings, and consultations related to their portfolio and duties, as decided during the executive training or directed by the Executive Committee.~~
- ~~7.7.5. Assist in media relations related to their portfolio.~~
- ~~7.7.6. Work with on-campus organizations, including the sibling students' union, faculty and teaching assistant labour unions, levy groups, Course Unions, and other groups as relevant to their portfolio.~~
- ~~7.7.7. Provide work reports to the Executive Committee and the Board of Directors pursuant to Policies.~~
- ~~7.7.8. Create or maintain a transition document for their incoming successor.~~
- ~~7.7.9. Train and advise their incoming successor upon the ratification of election results until the end of their term of office.~~
- ~~7.7.10. These duties, and additional duties, may be set out in the Policies.~~

7.8. Duties of the President

The President shall:

- ~~7.8.1. Be the Chief Executive Officer of the UTGSU and the official spokesperson to the Members, University, and general public.~~
- ~~7.8.2. Be a designated signing officer.~~
- ~~7.8.3. Be responsible for the membership relations and communication strategy of the UTGSU.~~
- ~~7.8.4. Be responsible for the maintenance of a media relations strategy.~~

- 7.8.5.** Oversee the development of an annual strategic plan with the Executive Committee in consultation with the Board of Directors.
- 7.8.6.** Oversee the human resources strategy, in consultation with the Executive Director and Executive Committee, including but not limited to chairing the Human Resources Committee.
- 7.8.7.** Liaise between Staff and the Board of Directors and be the direct supervisor of the Executive Director in consultation with the Executive Committee.
- 7.8.8.** Chair the Executive Committee and ensure that Officers carry out their assigned duties as directed by the Board of Directors and their respective job descriptions.
- 7.8.9.** Be responsible for the strategy and relations with Course Unions and graduate-specific student groups.
- 7.8.10.** In collaboration with the Vice-President Academics, coordinate relations with the Office of the President of the University, Office of the Vice-Provost Students, and the Governing Council and its committees.
- 7.8.11.** In collaboration with the Vice-President Academics, coordinate relations with the School of Graduate Studies.
- 7.8.12.** Be an ex-officio on all Committees of the UTGSU, except for the Elections and Referenda Committee or where a conflict of interest may be present.
- 7.8.13.** Facilitate, in collaboration with the Vice-President External, engagement with satellite campuses.

7.9. Duties of the Vice-President Academics

The Vice-President Academics shall:

- 7.9.1.** Be responsible for academic and University campaigns and advocacy strategies.
- 7.9.2.** Facilitate campaigns and advocacy strategies around graduate student funding, grants, and awards.
- 7.9.3.** Monitor academic unit funding, policies, and procedures including assisting in the funding complaints process.
- 7.9.4.** Monitor academic appeal policies and procedures.
- 7.9.5.** Chair the Graduate Affairs Committee.
- 7.9.6.** In collaboration with the President, coordinate relations with the Office of the President of the University, Office of the Vice-Provost Students, and the Governing Council and its committees.

- 7.9.7.** Monitor the affairs of the Governing Council committees including the Academic Board, Business Board, and University Affairs Board.
- 7.9.8.** Be responsible for monitoring policies and procedures relating to student-supervisor relationships and for maintaining relations with the Centre for Graduate Mentorship and Supervision.
- 7.9.9.** Be responsible for monitoring reports and maintaining relations with the University of Toronto Ombudsperson.
- 7.9.10.** In collaboration with the President, coordinate relations with the School of Graduate Studies.
- 7.9.11.** In conjunction with the Vice-President Graduate Life and Vice-President External, coordinate UTGSU's representatives on the Council of Student Services and subsidiary bodies.
- 7.9.12.** In conjunction with the Executive Committee, coordinate UTGSU's representatives on the Graduate Education Council, Advisory Committee on the University of Toronto Library System and Student Library Advisory Committee.

7.10. Duties of the Vice-President External

The Vice-President External shall:

- 7.10.1.** Be responsible for the municipal, provincial and federal governmental and community-based campaigns and advocacy strategies.
- 7.10.2.** Chair the Campaigns and Advocacy Committee.
- 7.10.3.** Coordinate relations and strategies with the sibling students' unions.
- 7.10.4.** Be the UTGSU's liaison with the University of Toronto Employee Associations and Unions and other labour unions on and off-campus.
- 7.10.5.** Coordinate the UTGSU's representatives and liaisons with partner advocacy organizations or coalitions as set by the Executive Committee or Board of Directors.
- 7.10.6.** Be the representative to the executive committee of the Canadian Federation of Students-Ontario, and oversee the implementation of campaigns, services, and opportunities from the provincial and national components.
- 7.10.7.** In conjunction with the Vice-President Graduate Life and Vice-President Academics, coordinate UTGSU's representatives on the Council of Student Services and subsidiary bodies.
- 7.10.8.** In collaboration with the President, coordinate engagement with satellite campuses.

7.11. Duties of the Vice-President Finance

The Vice-President Finance shall:

- 7.11.1.** Be responsible for the financial planning and oversight, and the oversight of UTGSU services.
- 7.11.2.** Be the Chief Financial Officer of the UTGSU.
- 7.11.3.** Be a designated signing officer.
- 7.11.4.** Chair the Finance Committee.
- 7.11.5.** Develop and recommend the annual budget to the Board of Directors in consultation with the Finance Committee and Executive Committee.
- 7.11.6.** Monitor the UTGSU's financial status including budget variances and make recommendations to the Board of Directors and Executive Committee regarding major expenditures.
- 7.11.7.** Ensure the conduct of an annual third-party audit of the UTGSU's finances and the accessibility of UTGSU financial statements on the website.
- 7.11.8.** Be responsible for the oversight of the Health and Dental Plan, including the annual recommendations for approval to the Board of Directors.
- 7.11.9.** Be responsible for the governance and financial relations with UTGSU levy groups, and be responsible for ensuring a designated programming liaison for each levy group.
- 7.11.10.** Be responsible for service-based programs such as tax clinics and discount programs.
- 7.11.11.** Be responsible for the administration and distribution of individual bursary and grants programs.
- 7.11.12.** Be responsible for the administration and distribution of group donation and grant programs.
- 7.11.13.** As required, conduct financial audits of Course Unions as per Bylaws and Policies.

7.12. Duties of the Vice-President Graduate Life

The Vice-President Graduate Life shall:

- 7.12.1.** Be responsible for the strategic planning of graduate student life programming and advocacy initiatives.
- 7.12.2.** Be responsible for programming and events related to graduate student life, including a volunteer engagement strategy.

- 7.12.3.** Be responsible for planning and implementing orientation and welcome back programming for the Fall and Winter Sessions.
- 7.12.4.** Be responsible for planning and implementing regular programming in the UTGSU building.
- 7.12.5.** Be responsible for mental health and wellness strategies and initiatives.
- 7.12.6.** Coordinate relations with the School of Graduate Studies Department of Student Life (Grad Life), Grad House, and other graduate student experience bodies.
- 7.12.7.** In collaboration with the Vice-President Academics and Vice-President External, coordinate relations with the Department of Student Life, Hart House, Athletics and Recreation, and Council of Student Services.

7.13. Duties of the Vice-President Internal

The Vice-President Internal shall:

- 7.13.1.** Be responsible for the oversight of organizational governance documents and minutes, the planning of governance meetings, and the overall internal operations of the UTGSU governance process.
- 7.13.2.** Chair the Governance Committee.
- 7.13.3.** Be responsible for the organization of General Meetings.
- 7.13.4.** Be responsible for ensuring meetings of the Executive Committee and Board of Directors are scheduled, and that agendas are created for these meetings.
- 7.13.5.** Be responsible for collecting and filing minutes for General Meetings, Board of Directors meetings, and Committee meetings and providing them to the Board of Directors.
- 7.13.6.** Facilitate the appointment process for governance positions, including but not limited to the Chair, Equity Officer and Board of Appeal, pursuant to Bylaws and Policies.
- 7.13.7.** Maintain, review and update Bylaws and Policies as required.
- 7.13.8.** Facilitate the general oversight and support of Caucuses.
- 7.13.9.** In collaboration with the President, assist with the UTGSU's oversight of Course Unions' affairs, including maintaining a repository of Course Union constitutions and coordinating an annual training for Representatives.

7.14. Conflict of Duties

7.14.1. In the event of a conflict between Officers, the President and Executive Director shall mediate. If the conflict involves the President, the Vice-President Internal and Executive Director shall mediate.

7.14.2. Where a conflict between duties of Officers arises, the Executive Committee may choose to reassign duties, in part or entirely, amongst the Officers before being escalated to the Board of Directors.

~~7.15.—Duties of the President~~

The President shall:

~~7.6.1.—Be the Chair of the UTGSU Assembly;~~

~~7.6.2.—Shall act as Vice Chair of the Finance Committee;~~

~~7.6.3.—Be responsible for the duties of the Board of Directors Chair in her or his absence;~~

~~7.6.4.—Oversee and monitor the UTGSU's services and operations, including the creation of human resources guidelines;~~

~~7.6.5.—Develop and implement strategic communication policies for UTGSU materials, including but not limited to the website, digest, agenda, and overall brand;~~

~~7.6.6.—Act as a liaison with School of Graduate Studies and other University administration, including the office of the president, the office of the provost, and the offices of the various vice provosts;~~

~~7.6.7.—Ensure communication between the UTGSU and graduate student representatives on Governing Council committees of the University;~~

~~7.6.8.—Coordinate the efforts of other Executives;~~

~~7.6.9.—Monitor the following University bodies for issues relevant to graduate students:~~

~~7.6.9.1.—Governing Council;~~

~~7.6.9.2.—Academic Board of the Governing Council;~~

~~7.6.9.3.—Business Board of the Governing Council; and~~

~~7.6.9.4.—University Affairs Board of the Governing Council;~~

~~7.6.10.—Act as the one of UTGSU's contact and respondent for all campus media organizations;~~

~~7.6.11.—Act as a liaison between the UTGSU and:~~

~~7.6.11.1.—All affiliated levy groups;~~

~~7.6.11.2.—The School of Graduate Studies; and~~

~~7.6.11.3. Other provincial or national student organizations;~~

~~7.6.12. Coordinate implementation of campaigns developed by the national, provincial, and G.T.A. student federations of which the UTGSU is a member;~~

~~7.6.13. Act as the Union representative on university committees dealing with community, civic and municipal issues and inform the Board of Directors of any related developments;~~

~~7.6.14. Organize an orientation every September for Course Union Representative attending the UTGSU Assembly;~~

~~7.6.15. Oversee provincial and federal government lobbying efforts of the UTGSU;~~

~~7.6.16. Be a signing authority of the UTGSU; and~~

~~7.6.17. Perform such other functions as the Executive Committee or the Board of Directors may determine.~~

7.16.—Duties of the Vice-President Internal

The Vice-President Internal shall:

~~7.7.1. Be responsible for ensuring meetings of the Executive Committee and Board of Directors are scheduled, that agendas are created for these meetings, that proper and adequate minutes are prepared, and to sign one (1) copy of the approved minutes;~~

~~7.7.2. Be responsible for the duties of the Chair of the Board of Directors in their absence and attend meetings and conferences that will enhance the interests of the UTGSU;~~

~~7.7.3. Keep the Board of Directors informed of external issues affecting Members;~~

~~7.7.4. Facilitate and monitor the Union's Bylaw and Policy updates;~~

~~7.7.5. Chair the Governance Subcommittee; and~~

~~7.7.6. Organize an orientation for the UTGSU Board of Directors and related skill-building efforts; and~~

~~7.7.7. Perform such other functions as the Executive Committee or the Board of Directors may determine.~~

7.17.—Duties of the Vice-President External

The Vice-President External shall:

~~7.8.1. Act as a liaison with the University administration, including the office of the president, the office of the provost, and the offices of the various vice provosts, on both academic and non-academic matters;~~

~~7.8.2. Represent the UTGSU with regards to non-academic services matters within the University, including but not limited to Athletics and Recreation, Hart House, Student Life and additional Councils and/or Organizations dealing with Student Services;~~

~~7.8.3. Chair the Equity and Advocacy Committee~~

~~7.8.4. Act as a liaison between the UTGSU and:~~

~~7.8.4.1. All affiliated levy groups; and~~

~~7.8.4.2. International, provincial or national student organizations;~~

~~7.8.5. Coordinate implementation of campaigns developed by the international, national, provincial, and G.T.A. student federations of which the UTGSU is a member;~~

~~7.8.6. Act as the Union representative on university committees dealing with community, civic and municipal issues and inform the Board of Directors of any related developments;~~

~~7.8.7. Coordinate the efforts of other Executives, on issues that go beyond their portfolios; and~~

~~7.8.8. Act as one of the UTGSU's primary contact and respondent for all campus media organizations.~~

~~7.18. Duties of the VP-Academic, Divisions 1 and 2~~

~~The Vice-President Academics, Divisions 1 and 2 shall:~~

~~7.9.1. Act as a liaison with the faculties in division 1 and 2;~~

~~7.9.2. Monitor the implementation of S.G.S. grants and awards (including the S.G.S. emergency grant), for students in divisions 1 and 2;~~

~~7.9.3. Monitor the implementation of university and departmental student funding policies for students in divisions 1 and 2;~~

~~7.9.4. Address specific student and Course Union concerns with regards to academic policy, funding, student supervisor issues, and S.G.S. calendar guidelines for students in division 1 and 2 (including working together with staff on student appeals). This should include regular meetings with Course Unions and assisting them on matters that need to be handled above the departmental level;~~

~~7.9.5. Be the Union's representative on the Graduate Education Council;~~

~~7.9.6. Be the Union's representative on the Library Advisory Group;~~

~~7.9.7. Co chair the committee dealing with Graduate Affairs;~~

~~7.9.8. — Perform such other functions as the Executive or Board of Directors may determine;~~

~~7.9.9. — Monitor the Funding Complaints Process with the VP Academic, Divisions 3 and 4;~~

~~7.19. — Duties of the VP Academic, Divisions 3 and 4~~

~~The Vice President Academics, Divisions 3 and 4 shall:~~

~~7.10.1. — Act as a liaison with the faculties in divisions 3 and 4;~~

~~7.10.2. — Monitor the implementation of S.G.S. grants and awards (including the S.G.S. emergency grant), for students in divisions 3 and 4;~~

~~7.10.3. — Monitor the implementation of university and departmental student funding policies for students in divisions 3 and 4;~~

~~7.10.4. — Address specific student and Course Union concerns with regards to academic policy, funding, student supervisor issues, and S.G.S. calendar guidelines for students in division 3 and 4 (including working together with staff on student appeals). This should include regular meetings with Course Unions and assisting them on matters that need to be handled above the departmental level;~~

~~7.10.5. — Be the Union's representative on the Graduate Education Council;~~

~~7.10.6. — Co-chair the committee dealing with Graduate Affairs;~~

~~7.10.7. — be the Union's representative on the Library Advisory group;~~

~~7.10.8. — Be a member of the committee dealing with Employer Group;~~

~~7.10.9. — Monitor the Funding Complaints Process with the VP Academic, Divisions 1 and 2;~~

~~7.10.10. — Perform such other functions as the Executive or the Board of Directors may determine;~~

~~7.20. — Duties of the Vice-President Finance~~

~~The Vice President Finance shall:~~

~~7.11.1. — Cooperate with the Finance Administrator, Finance Committee, and Executive Committee and present to the Members at the UTGSU's annual meeting a full and complete audit of the previous Financial Year;~~

~~7.11.2. — Cooperate with the Finance Administrator, Finance Committee, and Executive Committee and prepare and present to the Board of Directors a proposed budget for the allocation of UTGSU funds for the ensuing Financial Year;~~

- ~~7.11.3. Present to the Board of Directors and the Executive Committee and Finance Committee recommendations concerning the UTGSU's financial bylaws and policies;~~
- ~~7.11.4. Present to the Board of Directors the Finance Committee's recommendations for the allocation of Donation Requests, Bursaries, Grants, Awards, and other funds as per the UTGSU's Policy Handbook;~~
- ~~7.11.5. Oversee the administration and execution of the UTGSU Conference Bursary as per the UTGSU's Policy Handbook;~~
- ~~7.11.6. Oversee the administration and execution of the Graduate Community Development Fund (GCDF) Awards as per the UTGSU's Policy Handbook;~~
- ~~7.11.7. Oversee the financial auditing of UTGSU recognized course unions as per the UTGSU's Policy Handbook;~~
- ~~7.11.8. Ensure that the UTGSU's financial documents are made available to the Members in the UTGSU's offices, and that the UTGSU's audit report and budget are made available on the UTGSU's website;~~
- ~~7.11.9. Chair the Finance Committee; and~~
- ~~7.11.10. Perform such other functions as the Executive Committee or the Board of Directors may determine.~~

7.21. Other Duties

Each Executive member shall be responsible for:

- ~~7.12.1. Campaigns related to their portfolio;~~
- ~~7.12.2. Website updates, UTGSU digest submissions, and other publicity related to their portfolio;~~
- ~~7.12.3. Media relations related to their portfolio;~~
- ~~7.12.4. Working with on-campus organizations, including the faculty and teaching assistant unions, as relevant to their portfolio;~~
- ~~7.12.5. Acting as a signing authority of the UTGSU, as determined by both the Executive Committee and the Board of Directors;~~
- ~~7.12.6. Chairing the Executive Committee in turn, according to a rotation of Executive members;~~
- ~~7.12.7. Serving on a minimum of two of the UTGSU's subcommittees;~~
- ~~7.12.8. Notwithstanding duties contained in this Bylaw, the Executive Committee shall have the ability to reassign tasks of Executive members for the duration of a term of office; and~~

~~7.12.9. Each Executive member shall provide a weekly work report to the Executive Committee and a written monthly report to the Board of Directors. The monthly report shall be approved by the Executive Committee before being circulated to the Board of Directors. Failure to provide reports to two consecutive Board of Directors meetings will result in an Executive member's honorarium being suspended until a satisfactory report has been provided.~~

~~7.22. Notice of Executive Meetings~~

~~7.13.1. Notification of regular and special Executive meetings shall be given at least three (3) days in advance of the meeting. Notification may be given in writing, in person, by phone, or by e-mail. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member of the Executive to form a reasoned judgment on the decision to be made.~~

~~7.13.2. An emergency Executive meeting may be called by any members of the Executive, with notification to every Member one day (1) in advance, if possible.~~

~~7.13.3. Such notification of an emergency meeting shall include the reason for calling the meeting.~~

~~7.23. Limitation of Executive Power~~

~~7.14.1. The Executive may not take independent action concerning matters that fall within the terms of reference of properly constituted standing or ad hoc committees of the Board of Directors without first consulting with the chair of the committee concerned.~~

~~7.14.2. If the committee chair indicates that their committee is currently considering matters regarding the specific action being discussed by the Executive, the Executive shall halt all action until the committee has completed its deliberations.~~

~~7.14.3. When Executive portfolios intersect with the terms of reference of a committee, said Executive member must consult with the committee to the appropriate level with the chair and vice chair of the committee.~~

~~7.14.4. If there is a dispute over jurisdiction or role between the Executive or an Executive and a committee, the Chair of the Board of Directors will be asked to give an interpretation of the resolutions, policies and Bylaw which will give clarity to this matter.~~

ARTICLE BYLAW 8 THE EXECUTIVE DIRECTOR

Adopted: December 2021, **December 2024**

8.1. Accountability

The Executive Director shall be directly accountable to the Executive Committee.

8.2. Reporting Obligations

8.2.1. The Executive Director shall have continued reporting obligations to the Executive Committee.

8.2.2. Despite section 8.2.1 above, the Executive Director shall give a verbal or written report to the Board of Directors at the monthly Board of Directors' meetings.

In the reports outlined at section 8.2.2, the Executive Director shall inform the Board of Directors of:

8.2.3. Human resources matters affecting the UTGSU;

8.2.4. Agreements affecting the UTGSU;

8.2.5. Legal matters affecting the UTGSU;

8.2.6. Their continued work with the Executive Committee members;

8.2.7. Any other matters outlined in section 8.3 below or the Executive Director employment agreement.

8.3. Responsibilities

The Executive Director of the UTGSU shall have the following responsibilities:

8.3.1. Determining the UTGSU's human resources requirements;

8.3.2. Creating and approving such paid and volunteer positions as are deemed necessary, subject to complying with the approved budget of the UTGSU;

8.3.3. Liaise with all employees and CUPE 1281;

8.3.4. Maintain the financial health of the UTGSU by ensuring all bookkeeping is up to date;

8.3.5. Manage the front office of the UTGSU;

8.3.6. Facilitate the day-to-day financial transactions of the UTGSU;

8.3.7. Cause the UTGSU to enter into agreements that have been approved by the Board or, to the extent permitted, the Executive Committee;

8.3.8. Be a signing authority for the UTGSU;

- 8.3.9.** Ensure that remittances to external organizations are made in accordance with the UTGSU's agreements with external organizations;
 - 8.3.10.** Carry out the duties and responsibilities described in their employment agreement with the UTGSU; and
 - 8.3.11.** Authorize the reimbursement of the reasonable expenses incurred by the Executive Director of the UTGSU in carrying out their duties.
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ARTICLE BYLAW 9 ELECTIONS

Amended: December 2021, December 2024

9.1. Elections and Referenda Committee

9.1.1. The Elections and Referenda Committee is a Standing Committee that shall:

9.1.1.1. Consist of at least three (3) Committee members;

9.1.1.2. Propose timelines for elections and referenda to the Board of Directors;

9.1.1.3. Hire election staff including but not limited to the Chief Returning Officer;

9.1.1.4. Facilitate amendments to elections and referenda Bylaw and Policy;

9.1.1.5. Act as the first body of appeal for decisions made by the Chief Returning Officer;

9.1.1.6. Submit a report on the conduct and results of any election to the Board of Directors for ratification within fourteen (14) days of the conclusion of an election; and

9.1.1.7. Fulfill other duties as prescribed in election and referenda Policy.

9.1.2. For a member of the Elections and Referenda Committee to be a candidate in an election they shall recuse themselves from the Committee at least ninety (90) days prior to the start of the nomination period for that election. Any committee member who recused themselves is no longer considered an Elections and Referenda Committee member.

9.2. Chief Returning Officer

9.2.1. The Chief Returning Officer shall be appointed through the following procedure:

9.2.1.1. The Elections and Referenda Committee shall advertise for the position of Chief Returning Officer for at least fourteen (14) days.

9.2.1.2. The Elections and Referenda Committee shall recommend a candidate who is not:

9.2.1.2.1. A current Director, Caucus or Committee chair, Board of Appeal member, or UTGSU staff member; or

9.2.1.2.2. In a real or perceived conflict of interest.

9.2.1.3. The Board of Directors shall appoint a candidate recommended by the Elections and Referenda Committee by the last Board of Directors meeting in the Fall Session. Members of the Elections and Referenda

Committee may present majority and minority recommendations if they do not reach consensus.

9.2.1.4. If the Board of Directors has not appointed a Chief Returning Officer prior to the notice period of a by-election or referendum, the Elections and Referenda Committee shall recommend and the Board of Directors shall appoint an interim Chief Returning Officer.

9.2.2. The Chief Returning Officer shall be the point of contact for Members and candidates regarding an election during an election period. Their responsibilities shall include:

9.2.2.1. Distributing candidate information packages and providing election training;

9.2.2.2. Verifying the eligibility of all nominated candidates;

9.2.2.3. Approving campaign materials;

9.2.2.4. Overseeing the voting platform; and

9.2.2.5. Issuing demerit points and sanctions that may disqualify candidates.

9.3. Schedule of Elections

9.3.1. The UTGSU shall hold an election annually for all Director positions no later than March 31.

9.3.2. The Elections and Referenda Committee may recommend a by-election to be held between September 15 and the Annual General Meeting upon ratification by a simple majority vote at a Board of Directors meeting.

9.3.3. The UTGSU shall hold a by-election during this time period if the following positions are unfilled or become vacant between May 1 and October 31:

9.3.3.1. All Director positions representing any of the four (4) Divisions; or

9.3.3.2. One (1) or more Officer positions.

9.3.4. An election shall include at least:

9.3.4.1. Notice given seven (7) days before the nomination period;

9.3.4.2. A nomination period of seven (7) days;

9.3.4.3. A campaign period of seven (7) days; and

9.3.4.4. A voting period of three (3) days concurrent with the last three days of the campaign period.

9.3.5. The cumulative election period from the start of the nomination period to the end of the voting period shall not exceed thirty-five (35) days.

- 9.3.6. Notice shall include the election timeline (as per Bylaw 9.3.4.) and a description of the roles and responsibilities of electable positions. Notice shall be provided to Members by email and posted on the UTGSU website.

9.4. Candidate Eligibility

A candidate shall:

- 9.4.1. Seek nomination for:

9.4.1.1. One (1) Officer position; or

9.4.1.2. One (1) (non-Officer) Director position. A candidate shall represent one (1) of the four (4) Divisions or two (2) Campuses of the University of Toronto to which they belong as per Bylaw 4.1.

- 9.4.2. Be eligible in accordance with Bylaw 4.2.

- 9.4.3. Submit a valid nomination form to the Chief Returning Officer.

- 9.4.4. Complete elections training defining the election protocol and candidate guidelines.

9.5. Voting

- 9.5.1. Members may cast one (1) vote for each Officer position and for Directors in their Division and/or Campus.

- 9.5.2. Candidates who are uncontested shall face a Yes or No vote. The candidate requires a simple majority (50%+1) to be elected.

- 9.5.3. The candidate who receives the plurality of votes shall be elected.

~~9.1. Appointment of the Chief Returning Officer~~

~~9.1.1. At the October Board of Directors' meeting, the Directors shall appoint a nominating committee that will be tasked with soliciting a candidate for the position of Chief Returning Officer for Executive Officer elections and referenda within the current academic year.~~

~~9.1.2. This committee shall consist of one (1) former member of the Elections Committee, the Executive Director (non-voting), and one (1) other representative from the Board of Directors.~~

~~9.1.3. In the event that no member of the former Elections Committee is available, the Board of Directors shall appoint substitutes to serve on the nominating committee.~~

~~9.1.4. The nominating committee will present a candidate for the position of Chief Returning Officer at a Fall Board of Directors' meeting.~~

~~9.1.5. — Should there be no suitable candidate, the Elections Committee may choose a UTGSU Member to fill the role.~~

~~9.1.6. — No Member shall serve, in a single election cycle, in more than one of the following capacities: as the GRO, as a Deputy GRO, as a GRO Hiring Committee member, or as an Elections Committee member. Further, any Member serving in one of the previous capacities shall be ineligible to run for election to the Executive Committee in an election in which they are serving in said capacity.~~

~~9.1.7. — Section 9.1.5 must be included in the advertising of these positions, and any person applying for these positions must be informed of this limitation of eligibility prior to their acceptance to serve in said roles.~~

~~9.2. — Duties of the Chief Returning Officer~~

~~The Chief Returning Officer:~~

~~9.2.1. — May be a Member of the UTGSU;~~

~~9.2.2. — May not be a member of the Executive Committee;~~

~~9.2.3. — Shall chair the Elections and Referendum Committee;~~

~~9.2.4. — Shall be responsible for the conduct of the election which includes hiring a Deputy Returning Officer (if required) and Poll Clerks, subject to the following requirements:~~

~~9.2.1. — The Deputy Returning Officer shall be a Member of the UTGSU;~~

~~9.2.2. — Poll Clerks shall be students of the University and preference shall be given to Members; and~~

~~9.2.5. — the responsibilities of the Deputy Returning Officer and the Poll Clerks shall be at the discretion of the Chief Returning Officer in accordance with Election policy.~~

~~9.2.6. — Shall ensure that nominations papers are valid;~~

~~9.2.7. — Shall advertise the nominations and elections using ads, posters, and electronic distribution means; and~~

~~9.2.8. — Shall be responsible for resolving any or all discrepancies in the nomination, campaign and election process.~~

~~9.3. — Elections and Referenda Committee~~

~~9.3.1. — The Elections and Referenda Committee shall oversee the election of the Executive Officers and any referenda question, if applicable.~~

~~9.3.2. — The Elections and Referenda Committee shall be struct no later than the January Board of Directors Meeting.~~

~~9.3.3. The Chief Returning Officer shall chair the Elections and Referenda Committee.~~

~~9.3.4. The Elections and Referenda Committee shall consist of:~~

~~9.3.4.1. The Chief Returning Officer (chair, non-voting, may vote in the event of a tie);~~

~~9.3.4.2. The Deputy Returning Officer (ex-officio, non-voting);~~

~~9.3.4.3. Three (3) members of the Board of Directors; and~~

~~9.3.4.4. A UTGSU staff person (ex-officio, non-voting).~~

~~9.3.5. The policies governing elections to the UTGSU of its Officers shall be contained in Policy G2: Elections.~~

ARTICLE BYLAW 10 DISCIPLINE OF MEMBERS AND DIRECTORS AND OFFICERS

Amended: December 2021, **December 2024**

10.1. Discipline of an Executive, commenced by the Executive Committee

- 10.1.1.** If an Executive member is suspected of not performing the duties of their position it is to be reported to the current chair of the Executive committee at an Executive meeting.
- 10.1.2.** If the majority of the voting Executive members suspect that the accused Executive member is not performing the duties of their position, the accused Executive member must prepare a report and circulate it by e-mail twenty-four (24) hours in advance of the next Executive meeting.
- 10.1.3.** After a period of one (1) week, if that Executive member's duties have not been reported to the satisfaction of the majority of the voting Executives (including the chair), the Executive committee shall have the ability to suspend the Executive member's honorarium until a satisfactory report is made. Whether a retroactive honorarium will be paid shall be subject to an Executive vote.
- 10.1.4.** If a satisfactory report is not accepted by the Executives within one (1) month, the Executive Committee shall report to the Board of Directors.
- 10.1.5.** The Board of Directors may enforce the provisions at section 10.3.2 to discipline the Executive Officer.

10.2. Discipline of a Director or Executive Officer by the Board of Directors

- 10.2.1.** The UTGSU's Board of Directors shall have the right to discipline any Director or Executive Officer on the following grounds:
 - 10.2.1.1.** Missing two (2) or more meetings without just or proper cause;
 - 10.2.1.2.** Theft, fraud, or embezzlement of funds;
 - 10.2.1.3.** Failure to disclose a Conflict of Interest, as defined in **Article-Bylaw 1.1**;
 - 10.2.1.4.** Breach of confidentiality;
 - 10.2.1.5.** Misuse of UTGSU property;
 - 10.2.1.6.** Failure to perform their duties as specified in the UTGSU Bylaws; and
 - 10.2.1.7.** Failure to disclose any of the following:
 - 10.2.1.7.1.** An ongoing, pending or former legal proceeding commenced in any court of law or tribunal against the Representative or Officer;

- 10.2.1.7.2.** A disciplinary action against the Representative or Officer by any professional regulatory body; and
- 10.2.1.7.3.** Any similar type of proceeding against the Representative or Officer.

10.3. Sanctions

10.3.1. The Board of Directors may impose any of the following sanctions on a Director:

- 10.3.1.1.** Provide a written reprimand;
- 10.3.1.2.** Notify the Members;
- 10.3.1.3.** Organize a Members' meeting for the purpose of disciplining the Director; and
- 10.3.1.4.** Organize a Members' meeting for the purpose of removing the Director.

10.3.2. The Board of Directors may impose any of the following sanctions on an Executive Officer:

- 10.3.2.1.** provide a written reprimand;
- 10.3.2.2.** Suspend the Officer with or without pay until a Members' meeting can be held in accordance with the UTGSU By-laws; and
- 10.3.2.3.** Call a Members' meeting for the purposes of considering a motion to remove the Officer.

10.3.3. The Director or Officer will be entitled to give the UTGSU a written statement giving reasons for opposing their removal as Director or Officer if a Members' meeting is called for that purpose.

10.3.4. If the Director or Officer provides a statement, the statement shall be circulated with the notice of the meeting in question or as soon as possible thereafter if it is not practical to circulate the statement with the notice.

10.4. Automatic Vacancy of Executive Office

The office of an Executive shall automatically be vacated:

- 10.4.1.** If they become bankrupt, suspend payment of debts generally, compound with creditors, make an assignment in bankruptcy or are declared insolvent;
- 10.4.2.** If they are found to be incapable, as such term is defined in the Act, by a certified medical professional;

10.4.3. If they, by notice in writing to the UTGSU, resign office, which resignation shall be effective at the time it is received by the President of the UTGSU or at the time specified in the notice, whichever is later;

10.4.4. If they are recalled in accordance with the provisions of Section 10.2; or 10.4.5 if they die.

In the cases stipulated above, the Executive in question shall be excluded from voting.

10.5. Discipline of a Member by the Board of Directors

10.5.1. The Board of Directors shall have right to discipline any Member on the following grounds:

10.5.1.1. Violating any provision of the Articles of Continuance, Bylaws or written policies of the UTGSU; or

10.5.1.2. Carrying out conduct that is harmful, targeted, vexatious, or detrimental to the UTGSU, as determined by the Board in its sole discretion.

10.5.2. Procedure for Discipline

10.5.2.1. The Board of Directors may call a special meeting of the Board of Directors by passing a motion for the purpose of authorizing the disciplinary action set out in section 10.5.1.

10.5.2.2. Fourteen (14) days notice shall be provided to the Member for the special Board of Directors' meeting. The notice shall set out the reasons for the proposed disciplinary action as well as the contact information to send a written submission as per 10.5.2.3.

10.5.2.3. The Member receiving the notice shall be entitled to give the Board of Directors a written submission opposing the disciplinary action no later than five (5) days before the end of the fourteen (14) day period.

10.5.2.4. If written submissions are received, the Board of Directors will consider such submissions in arriving at a final decision and any applicable sanctions. The Board of Directors shall notify the Member concerning the final decision within ten (10) days of the special meeting.

10.5.3. Sanctions

10.5.3.1. The Board of Directors may impose any of the following sanctions on a Member:

10.5.3.1.1. Provide a written reprimand;

10.5.3.1.2. Require training or workshop participation;

10.5.3.1.3. Prohibit the Member from UTGSU spaces, services and programs; or

10.5.3.1.4. Deem the Member ineligible to be a candidate for Director and Officer positions, in accordance with section 4.2 of these Bylaws.

10.5.3.2. Sanctions on Members must be approved at the Board of Directors by a two-thirds ($\frac{2}{3}$) vote at the special meeting, in accordance with section 10.5.2 of these Bylaws.

10.5.4. Appealing Sanctions

10.5.4.1. Any of the sanctions imposed by the Board of Directors, in accordance with section 10.5.3.1 of these By-laws, may be appealed to the Board of Appeal.

10.5.4.2. All decisions rendered by the Board of Appeal regarding any sanctions by the Board of Directors, in accordance with section 10.5.3.1 of these By-laws, shall be final and binding on the Member, without any further right to appeal.

ARTICLE BYLAW 11 REFERENDA

Amended: December 2021, December 2024

11.1. Referendum Guidelines

11.1.1. A referendum is one or more questions put to all Members to determine the opinion of Members regarding one or more issues relating to the UTGSU, which may or may not include fees.

11.1.2. Referenda shall be administered by the Elections and Referenda Committee and Chief Returning Officer, pursuant to Bylaw 9.

11.1.3. There shall be two classifications of referenda:

2.1.2.1. A Yes or No Campaign, which shall be implemented if there are clear or likely divisions within the membership regarding an issue that is to be put to referendum; and

2.1.2.2. An Information Campaign, which shall be implemented if there are no clear or likely divisions within the membership.

11.1.4. The Board of Directors, by the recommendation of the Vice-President Internal, shall have the authority to classify the referendum.

11.1.5. Referenda may be called:

11.1.4.1. To run concurrently with the schedule of an election as provided in Bylaw 9.3; or

11.1.4.2. To run concurrently with the Annual General Meeting, including additional voting days in accordance with Bylaw 11.3 and referenda Policy.

11.1.6. A referendum question shall:

11.1.5.1. Have a preamble that objectively explains the historical context of the issue that is the subject of the referendum; and

11.1.5.2. Have a question that is positively worded and ensures that a vote of “yes” signifies agreement with the described issue, and a vote of “no” signifies disagreement with it.

11.1.7. Unless a referendum question is an Information Campaign, notice of the referendum shall contain a call for one (1) advocating committee in support of the referendum question (“Yes committee”) and one (1) in opposition to the referendum question (“No committee”).

11.1.7.1. Advocating committees shall apply for registration during the notice period of the referendum, pursuant to Bylaw 11.3.

11.1.7.2. The advocating committees shall be permitted to campaign during the campaign period of the referendum.

11.2. Initiation of Referenda

11.2.1. Submission Timeline

11.2.1.1. The referendum question shall be submitted to the Vice-President Internal and the Chair at least twenty-one (21) days in advance of a Board of Directors meeting.

11.2.1.2. The Vice-President Internal shall provide the referendum question to the Board of Directors at least fourteen (14) days in advance of the Board of Directors meeting at which they vote to approve the question.

11.2.2. A submitted referendum question shall follow these procedures:

11.2.2.1. Members may consult with the Vice-President Internal regarding the legality, financial feasibility, and general wording when developing a referendum question.

11.2.2.2. A Member may submit a referendum question through a petition signed by no less than two hundred (200) Members. The petition shall include the name, student number, and University of Toronto email of all petitioners.

11.2.2.3. A Director may submit a referendum question without signatures collected from Members.

11.2.2.4. The Vice-President Internal, in consultation with the Chair and the Executive Committee, shall determine if the referendum question is in order in accordance with 11.2.3 Questions to be Deemed Out of Order.

11.2.2.5. If the question is in order, there shall be a vote to accept the question at the next Board of Directors meeting.

11.2.2.5.1. The Board of Directors shall require a simple majority vote at a Board of Directors meeting to approve a referendum question submitted by a Member petition.

11.2.2.5.2. The Board of Directors shall require a two-thirds ($\frac{2}{3}$) majority vote at a Board of Directors meeting to approve a referendum question submitted by a Director.

11.2.2.6. If the question is deemed out of order, the Member who submitted the question shall be notified no more than five (5) days after their submission. The Vice-President Internal or the Chair shall provide the reason for why the question is deemed out of order to the Member who submitted the question.

11.2.3. The Vice-President Internal or Board of Directors may deem the referendum question out of order if:

- 11.2.3.1.** The Member petition did not meet the required signatory threshold; or
- 11.2.3.2.** The question is not factually accurate or properly worded; or
- 11.2.3.3.** The question is not legal or financially feasible; or
- 11.2.3.4.** The question or recipient of potential referendum funds are not aligned with the mandate of the UTGSU, sufficiently associated with the University of Toronto campus, or is not adequately organized to receive the funds; or
- 11.2.3.5.** The referendum question has an overlapping mandate with another referendum question; or
- 11.2.3.6.** Members and potential stakeholders have not been reasonably consulted.

11.3. Referenda Timeline

11.3.1. A Yes or No Campaign referendum shall be scheduled and administered in accordance with the associated election or Annual General Meeting schedule but shall have, at minimum:

- 11.3.1.1.** A notice period of at least fourteen (14) days, during which advocating committees shall be recruited; and
- 11.3.1.2.** A campaign period between seven (7) and fourteen (14) days; and
- 11.3.1.3.** A voting period of at least three (3) days concurrent with the last three days of the campaign period.

11.3.2. An Information Campaign referendum shall be scheduled and administered in accordance with the associated election or Annual General Meeting schedule but shall have, at minimum:

- 11.3.2.1.** A notice period of at least fourteen (14) days; and
- 11.3.2.2.** An information period between seven (7) and fourteen (14) days; and
- 11.3.2.3.** A voting period of at least three (3) days concurrent with the last three days of the information period.

11.4. Voting Procedures

11.4.1. If a referendum runs concurrently with an election, voting for the referendum shall be conducted on the same platform as the associated election.

11.4.2. If a referendum runs concurrently with the Annual General Meeting, voting for the referendum shall be conducted on the same platform as the immediately preceding or succeeding election.

11.4.3. Each Member may cast one (1) vote per referendum question.

11.1. The following Paragraphs guide the processes through which referenda of the UTGSU take place:

11.1.1. Referenda of the UTGSU may be initiated at any time by Members or by the Board of Directors collectively through processes set out below.

11.1.2. Members should consult with the VP-Internal regarding legality when wishing to develop a question and notice of motion regarding a referendum before following either of the processes set out below.

11.1.3. Members should have said consultation completed and a notice readied, which can be sent to the Board of Directors as specified by each process by January 01.

11.1.4. The Directors should consult frequently with those they represent in all considerations regarding referenda and their passage through the various stages of these processes to ensure valid and proper decision-making and a well informed Membership.

11.1.5. Referenda will be held simultaneously with the election of Officers of the UTGSU, unless a specific and extraordinary circumstance requires that it be held at another time.

11.1.6. The conduct of the polls for a referendum shall be explained within the policies of the UTGSU.

11.1.7. Directors may present at any time, on behalf of those they represent, an issue that the Director feels must be addressed through the process of referenda. They may propose a draft referendum question at the same time.

11.1.8. The Directors will present by, at the latest, the January meeting of the Board of Directors, the proposed referendum question. The Board of Directors may discuss any issues that arise from the question and its phrasing, but may not debate the merits of the question's intent at this meeting.

11.1.9. Written notice, including the final phrasing of the proposed question, must be given two (2) weeks prior to the ratification meeting of the Board of Directors.

11.1.10. A two-thirds (2/3) majority vote of the Board of Directors is required to ratify a referendum question and such a vote must be held by the January meeting of the Board of Directors in order to be held that year, in accordance with 11.1.5.

11.1.11. Any referendum question ratified after the January meeting of the Board of Directors will be voted on by the Membership in the following year, in accordance with 11.1.5.

- ~~11.1.12. Any Member may initiate a referendum by filing a petition signed by at least 1% of the Members, which clearly states a proposed referendum question and the purposes of holding such a referendum.~~
- ~~11.1.13. Forms of the aforementioned petition must be available at the UTGSU's office and website, in an appropriate format for the medium, and shall include, in addition to what is stated above, space for Members' names, student numbers, department, signature and date of signing.~~
- ~~11.1.14. A petition for a referendum must be filed with the Vice President Internal within twelve (12) months of the date of the first petition entry or it shall be deemed automatically invalid.~~
- ~~11.1.15. A petition must be received by the Vice President Internal at least two (2) weeks prior to giving notice to the Board of Directors regarding a given petition, to verify signatures and ensure requirements have been followed.~~
- ~~11.1.16. Notice of a petition must be given to the Board of Directors at least two (2) weeks prior to the January meeting of the Board of Directors.~~
- ~~11.1.17. The Board of Directors, by at least its January meeting, shall discuss the overall phrasing of the question and hear opinions on issues that reflect the Directors' role as the Board of Directors, such as the question's legality and financial feasibility, but may not debate the question's intent or merit. A two-thirds (2/3) majority vote of the Board of Directors is required to ratify a question as phrased.~~
- ~~11.1.18. If the Board of Directors does not ratify the question as phrased, the Member shall have until the January meeting of the Board of Directors to address the issues raised by the Board of Directors and incorporate them into the presentation of the question. At this meeting, the Board of Directors will again vote to ratify the improved question.~~
- ~~11.1.19. Any referendum question ratified after the January meeting of the Board of Directors will be voted on by the Membership in the following year, in accordance with 11.1.5.~~
- ~~11.1.20. Issues and agreements determined by referenda that follow the above procedures are not to be altered in any meaningful fashion and any decisions expressly against a referenda's outcome may not be made unless there is another referendum terminating the prior referendum. The process for terminating a referendum shall be the same process for introducing a referendum, as described in this Article 11.~~

ARTICLE BYLAW 12 INDEMNIFICATION OF REPRESENTATIVES AND OFFICERS

Amended: December 2021

12.1. Protection of Director and Officers

Except as otherwise provided in the Act, no Director, Officer or Executive Director shall be liable:

- 12.1.1.** For the acts, receipts, neglects or defaults of any other Director or Officer or employee; or
- 12.1.2.** For any loss, damage or expense happening to the UTGSU through the insufficiency or deficiency of title to any property acquired by the UTGSU; or
- 12.1.3.** For or on behalf of the UTGSU; or
- 12.1.4.** For the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the UTGSU shall be placed out or invested; or
- 12.1.5.** For any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the UTGSU; or
- 12.1.6.** For any other loss, damage or misfortune whatsoever that may happen in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto, unless the same shall happen by or through the Director's, Officer's or Executive Director's own willful neglect or default.

12.2. Indemnification of Directors and Officers

Every UTGSU Director, Officer, Executive Director, member of a committee, or any other person who has undertaken or is about to undertake any liability on behalf of the UTGSU, and his or her heirs, executors and administrators, and estate and effects, successors and assigns, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the UTGSU, from and against:

- 12.2.1.** All costs, charges and expenses whatsoever that such Director, Officer, Executive Director, committee member or other person sustains or incurs in or in relation to any action, suit or proceeding which is brought, commenced or prosecuted against the Director, Officer, Executive Director, committee member or other person, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or in relation to the execution of the duties of such office or in respect of any such liability; and
- 12.2.2.** All other costs, charges and expenses that the Director, Officer, Executive Director, member or other person sustains or incurs in or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by

their own willful neglect or default. The UTGSU shall also indemnify any such person in such other circumstances as the Act or law permits or requires. Nothing in this Bylaw shall limit the right of any person entitled to claim indemnity apart from the provisions of this Bylaw to the extent permitted by the Act or law.

The indemnity described in Paragraphs 12.2.1 and 12.2.2 above shall only be available to an individual if:

12.2.3. They acted honestly and in good faith with a view to the best interests of the UTGSU; and

12.2.4. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

12.3. Insurance

The UTGSU shall purchase and maintain insurance for the benefit of any Director, Officer, Executive Director, or other person acting on behalf of the UTGSU against any liability incurred in that person's capacity as a Director, Officer, Executive Director or other person acting on behalf of the UTGSU, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the UTGSU.

ARTICLE BYLAW 13 CONFLICT OF INTEREST

Amended: December 2021

13.1. Conflict

A Conflict of Interest, as defined in Section 1.1 herein, arises when a Director, Officer or an Executive Director:

- 13.1.1.** has a material interest in a contract to which the UTGSU is a party;
- 13.1.2.** is a Director or an Officer of, or has a material interest in, any person or organization who is a party to a material contract or transaction with the UTGSU;
- 13.1.3.** has a material interest in the result of a resolution passed at a Board of Directors' meeting;
- 13.1.4.** is not acting in the best interests of the UTGSU, as determined by the Board of Directors by a special resolution.

The above list is not exhaustive. In instances where the Board of Directors is uncertain on whether there has or would be a Conflict of Interest, it may seek guidance from the UTGSU's legal counsel, auditor or other professional who may be suited to address such an inquiry.

13.2. Disclosure of the Conflict of Interest

A Director, Officer or Executive Director shall disclose to Board of Directors the nature and extent of the Conflict of Interest, either in writing or by having it entered into the minutes of a Board of Directors' meeting.

13.3. Timing

The disclosure required in the above Section 13.2 shall be made:

- 13.1.1.** At the Board of Directors' meeting at which a proposed contract or transaction is first considered;
- 13.1.2.** If the Director, Officer or Executive Director was not, at the time of the meeting referred to in Paragraph 13.3.1, interested in the proposed contract or transaction, at the first Board of Directors' meeting after the individual becomes a Director, Officer or an Executive Director;
- 13.1.3.** If the Director, Officer or Executive Director becomes interested after a contract or transaction is made, at the first Board of Directors' meeting after the Director, Officer or Executive Director becomes so interested;
- 13.1.4.** If an individual who is interested in a contract or transaction later becomes a Director, Officer or an Executive Director, at the first Board of Directors' meeting after the individual becomes a Director, Officer or an Executive Director;

13.1.5. If a material contract or transaction, whether entered into or proposed, is one that, in the ordinary course of the UTGSU's activities, would not require approval at a Board of Directors' meeting, the Director, Officer or an Executive Director shall, immediately after they become aware of the contract or transaction, disclose the nature and extent of the Conflict of Interest to the Board of Directors.

13.4. Voting

A Director, Officer or Executive Director required to make a disclosure under Section 13.2 herein shall not vote on any resolution associated to the Conflict of Interest itself or any related outcome, material or otherwise.

13.5. Attendance at Meetings

A Director, Officer or Executive Director required to make a disclosure under Section 13.2 shall promptly leave the Board of Directors' meeting at which the Conflict of Interest or any related outcome, material or otherwise, is being discussed.

13.6. Failure to Disclose

Failure to disclose a potential Conflict of Interest constitutes ground for the disciplinary procedures outlined in ~~Article-Bylaw~~ 10 herein.

ARTICLE BYLAW 14 INTERNAL DISPUTE RESOLUTION

Amended: December 2021

14.1. Internal Dispute Resolution

The UTGSU shall maintain an internal dispute resolution system, whereby the Executive Director, Chair, Equity Officer, and Board of Appeal respond to complaints, disputes and conflicts in the manner set out in the Dispute Resolution Policy.

14.2. Staff-Related Complaints or Disputes

- 14.2.1.** The Executive Director shall be responsible for the intake of any complaint or dispute related to the staff or the Executive Officer.
- 14.2.2.** The Executive Director shall be the employer representative to all staff represented by CUPE 1281.
- 14.2.3.** The dispute resolution processes related to staff shall be outlined in the Policy Handbook.

14.3. Complaints or Disputes Related to the Board of Directors

- 14.3.1.** The Chair shall be responsible for the intake of any complaint or dispute related to a Director or an Executive Officer.
- 14.3.2.** In the event of a complaint or dispute related to a Director or an Executive Officer, the Chair shall bring such matters to the Board of Directors.
- 14.3.3.** Director or Executive Officer complaints or disputes related to racism, transphobia, sexism, homophobia, and other charges that violate the UTGSU's equity statement shall be brought to the Equity Officer.
- 14.3.4.** The dispute resolution processes related to Directors or Executive Officers shall be outlined in the Policy Handbook.

14.4. Election-Related Complaints or Disputes

The CRO shall be responsible for the intake of any election-related complaint or dispute.

- 14.4.1.** The Elections and Referendum Committee shall make determinations regarding any election-related complaint or dispute.
- 14.4.2.** The procedures for handling election-related complaints or disputes are described in Policy E1: Elections.

14.5. Equity Officer

- 14.5.1.** Terms of Reference

- 14.5.1.1.** The Equity Officer shall be responsible for the intake of complaints or disputes related to racism, transphobia, sexism, homophobia, and other charges that violate the UTGSU's equity statement.
- 14.5.1.2.** The Equity Officer shall be responsible for upholding the UTGSU's Equity Statement and Anti-Discrimination Policy.
- 14.5.1.3.** The Equity Officer shall be responsible for the intake of complaints regarding the UTGSU or any of its affiliated entities, including Course Unions.
- 14.5.1.4.** The Equity Officer shall be responsible for the intake of disputes between Members.
- 14.5.1.5.** The dispute resolution processes of the Equity Officer shall be prescribed in the UTGSU Policy Handbook.

14.6. The Board of Appeal

14.6.1. Terms of Reference

- 14.6.1.1.** Any decision rendered by the Equity Officer, the Board of Directors, the Chair or the Elections and Referendum Committee may be appealed at the Board of Appeal.
- 14.6.1.2.** The Board of Appeal shall have authority to investigate any decisions rendered by the Chair, the Board of Directors, the Executive Committee, the Elections and Referenda Committee, the Chief and Deputy Returning Officers, and the UTGSU Course Unions.
- 14.6.1.3.** The Board of Appeal is the final level of appeal within the UTGSU for the matters described in section 14.6.1.1 above.
- 14.6.1.4.** The establishment and the procedures of the Board of Appeal shall be prescribed by Policy G7: Appeals Process.

ARTICLE BYLAW 15 FINANCES

Amended: December 2021

15.1. Financial Year End

15.1.1. The Financial Year end of the UTGSU shall be the 31st day of August.

15.2. Banking and Borrowing

Each year following the election of the Officers, and in accordance with the rules set out in the UTGSU's Policy Handbook, said Officers are given signing authority for the UTGSU. Thereafter, any one of the designated Officers or persons who may be authorized from time to time by resolution of the Board of Directors, are hereby authorized for and in the name of the UTGSU:

15.2.1. To draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for payment of money;

15.2.2. To receive all monies and to give a quittance for the same;

15.2.3. Subject to the approval of the Board of Directors, to assign and transfer to the bank all or any stocks, bonds and other securities;

15.2.4. Subject to the authorization of the Board of Directors from time to time, to borrow money from a chartered bank, trust company, or credit union, by incurring an overdraft or otherwise; and

15.2.5. Generally, for and in the name and on behalf of the UTGSU, to transact with said bank any business they may think fit. Notwithstanding the foregoing, the UTGSU may not:

15.2.5.1. Without the approval of the Board of Directors, borrow money other than from chartered banks, trust companies, or credit unions, provided that such restriction may not apply to purchase money obligations; or

15.2.5.2. Borrow money that is not fully repayable during a term of one (1) year or less, unless approved by a resolution passed by two-thirds (2/3) of the Representatives present and voting.

15.3. Delegation of Banking

The Executive Director, the Vice-President Finance or any official as may from time to time be designated by the Board of Directors, are hereby authorized:

15.3.1. To negotiate with, deposit with, endorse or transfer to a bank, but for the credit of the UTGSU only, all or any bills of exchange, promissory notes, cheques, or orders for the payment of money and other negotiable paper;

15.3.2. From time to time to arrange, settle, balance and certify all books and accounts between the UTGSU and the UTGSU's bank;

15.3.3. To receive all paid cheques and vouchers; or

15.3.4. To sign the bank's form of settlement of balances and release.

15.4. Signing Officers

15.4.1. The President, Vice-President Finance, the Finance Administrator, and the Executive Director, shall be signing officers of the UTGSU. Signing officers may sign on behalf of the UTGSU all contracts, agreements, conveyances, mortgages, or other documents, as may be required by law or as authorized by the Board of Directors.

15.4.2. Notwithstanding the above paragraph, the Board of Directors may from time to time, by resolution, authorize any person or persons to sign documents on behalf of the UTGSU.

15.5. Financial Operations and Procedures

15.5.1. All financial operations and procedures shall be prescribed in the UTGSU Policy Handbook.

15.6. Auditor

15.6.1. The UTGSU shall at its annual meeting appoint an auditor. Said auditor shall not be a Director, an Officer or an employee of the UTGSU or a partner or employee of any such person, and shall be duly licensed under the provisions of the Public Accountancy Act (Ontario) to hold office until the next annual meeting of the UTGSU.

15.6.2. The auditor shall have all the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein.

15.6.3. In addition to making the report at the annual meeting of the UTGSU, the auditor shall from time to time report through the Executive Director to the Board of Directors on the audit work with any necessary recommendations.

ARTICLE BYLAW 16 BOOKS AND RECORDS

Amended: December 2021

16.1. Records

- 16.1.1.** The Board of Directors, or a person designated by the Board of Directors at its sole discretion, shall ensure that all the necessary books and records of the UTGSU are regularly and properly kept, in accordance with Section 16.2 herein.
- 16.1.2.** Amongst the necessary books and records that must be regularly and properly kept are the UTGSU's Letters Patent, Articles of Continuance, By-laws (and any amendments to the latter), any unanimous Members' agreement, minutes of both Members' and Board of Directors' meetings, resolutions of Members and Directors, debt obligations registers, if any, as well as registers of Directors, Officers and Members.

16.2. Corporate Minute Book

- 16.2.1.** The records referred to in Paragraph 16.1.2 herein shall be stored in a corporate minute book, which shall be kept at the UTGSU's head office or with the UTGSU's legal counsel, at the discretion of the UTGSU.
- 16.2.2.** The minute book shall be stored electronically.

ARTICLE BYLAW 17 AMENDMENTS

Amended: December 2021, December 2024

17.1. Amendment Proposals

17.1.1. For an amendment to the Bylaws to be considered, the proposed amendment shall:

17.1.1.1. Be submitted to the Governance Committee;

17.1.1.2. Thereafter, be submitted by the Governance Committee to the Board of Directors; and

17.1.1.2.1. If there is no active Governance Committee or if the Governance Committee has not been convened within twenty-eight (28) days of receiving the proposal, then the proposal shall be moved directly to the Board of Directors;

17.1.1.3. Thereafter, be submitted by the Board of Directors as a motion to an Annual General Meeting or as a Special General Meeting in accordance with Bylaw 3.

17.1.2. The Governance Committee and Board of Directors are responsible for any due diligence regarding the Bylaw amendments and must practice their fiduciary duty in recommending or denying the said Bylaw amendments.

17.1.3. The mover of the Bylaw amendment shall be entitled to motivate their motion at all stages of the amendment procedure.

17.2. Amendment of Bylaws by the Board of Directors

17.2.1. The Directors may, by resolution passed by two-thirds (2/3) majority vote of the Board of Directors ~~or their designated alternatives present and voting at a meeting~~, make, amend, or repeal any Bylaw not contrary to law, the Act or the Articles of Continuance that regulate the affairs of the UTGSU.

17.2.2. Notice of Amendments

17.2.2.1. Where it is intended to pass or amend the Bylaw at a **Board of Directors** meeting ~~of the Directors~~, written notice of any proposed ~~amendment to the~~ Bylaw **amendment** shall be prepared and copies distributed to all Directors at least two (2) weeks in advance of such a meeting.

17.2.2.2. Notice of a meeting of the Board of Directors called to consider such a resolution shall, in addition to the other requirements imposed by these Bylaws, contain the full text of the proposed Bylaw or amendment.

17.2.3. A Bylaw amendment passed by the Board of Directors has full force and effect:

17.2.3.1. From the time the motion is passed; or

17.2.3.2. Upon ratification by Governing Council if required by Bylaw 17.4; or

17.2.3.3. From such future time as may be specified in the motion.

17.2.4. A Bylaw amendment immediately put into effect by the Board of Directors shall be presented for confirmation at the next Annual General Meeting or to a Special General Meeting called for that purpose. The Bylaw amendment shall be included in the meeting agenda in accordance with notice provisions in Bylaw 3.

17.2.4.1. The Members at a General Meeting may confirm, amend, or reject the Bylaw as presented, and if rejected it thereupon ceases to have effect and if amended, it takes effect as amended.

17.2.4.2. If a Bylaw amendment, or any part of it, is rejected or amended as described in this section, any actions taken or rights obtained under the Bylaw before such decision are not affected and would not be prejudicially affected.

17.3. Approval of Amendments of Bylaws by a General Meeting ~~Effective Date and Confirmation~~

17.2.1. Any vote to confirm or reject a Bylaw amendment at a General Meeting shall require a simple majority (50%+1) of Members present at the meeting.

17.2.2. A motion to amend a Bylaw amendment at a General Meeting shall require a two-thirds (2/3) majority of Members present at the meeting.

~~**17.2.3.** A Bylaw or an amendment to a Bylaw passed by the Board of Directors has full force and effect:~~

~~**17.2.1.1.** From the time the motion is passed; or~~

~~**17.2.1.2.** From such future time as may be specified in the motion.~~

~~**17.2.4.** A Bylaw or an amendment to a Bylaw passed by the Board of Directors shall be presented for confirmation at the next annual meeting or to a special meeting of the Members called for that purpose. The Bylaw or amendment to the Bylaw shall be distributed to all Members at least two (2) weeks in advance of such a meeting. The notice of such annual or special meeting shall refer to the Bylaw or amendment to be presented.~~

~~**17.2.5.** The Members at an annual meeting or at a special meeting may confirm the Bylaw as presented or reject or amend it, and if rejected it thereupon ceases to have effect and if amended, it takes effect as amended.~~

~~17.2.6. In any case of rejection, amendment, or refusal to approve a Bylaw or a part of a Bylaw in force and effect in accordance with any part of this section, no act done or right acquired under any such Bylaw is prejudicially affected by any such rejection, amendment or refusal to approve.~~

17.4. Governing Council Approval

An amendment, repeal, or re-enactment of Bylaw 2, 3.1, 3.3.1, 3.3.2, 3.3.7, 9.1, 15.2, 15.6, 17.3 and 17.4 shall be effective only upon approval by the Governing Council of the University of Toronto.

~~An amendment, repeal or re-enactment of Article 2, Clause 3.1, 3.3, 9.3, 15.2 and Article 17 of this Bylaw shall be effective only upon approval.~~



The Bylaw of the University of Toronto Graduate Students' Union

Last updated on December 5, 2024

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A note on updates to this document:

Text that is presented in red text indicates additional text added to the Bylaws made by the UTGSU Board of Directors between UTGSU General Meetings. Text that is presented in blue text indicates additional text added to the Bylaws made by the UTGSU Board of Directors between UTGSU General Meetings and which requires approval by the Governing Council of the University of Toronto.

For ease of reading, removed text is not indicated in this document but can be requested by emailing internal@utgsu.ca. Such changes are subject to confirmation votes at the next scheduled Annual General Meeting.

CONSTITUTION OF THE GRADUATE STUDENTS' UNION, UNIVERSITY OF TORONTO (THE "UTGSU")

PREAMBLE

WHEREAS the Graduate Students of the University of Toronto, to ensure the protection and enhancement of the Graduate Students' interest, both as individuals and as a group, in all spheres of activities that we do deem to concern us as Students, have incorporated the UTGSU for the purposes of furthering the UTGSU's objects listed below:

1. To coordinate the governmental activities of the Students in various departments of the University, the Graduate Students' Union Council and the School of Graduate Studies, their boards and committees and other related committees.
2. To promote and maintain communication between the Members of the UTGSU and the administration of the University.
3. To represent the Members of the UTGSU, individually or collectively, on all matters in which representation may be in the interest of such Students.
4. To promote and maintain responsible Student government at the University.
5. To initiate, sponsor, coordinate and promote athletic, cultural, and social events in which the Members of the UTGSU may be interested, and in general to promote the welfare and interests of Graduate Students.

AND WHEREAS the governing body of the UTGSU deems it expedient that all Bylaws of the UTGSU heretofore enacted be cancelled and revoked, that the following Bylaw be adopted for regulating the affairs of the UTGSU;

NOW THEREFORE BE IT ENACTED and it is hereby enacted that all Bylaws of the UTGSU heretofore be cancelled and revoked and that the following Bylaw be substituted in lieu thereof:

BYLAW 1 DEFINITIONS AND INTERPRETATION

Amended: December 2021, December 2024

1.1. Definitions

In these Bylaw:

- 1.1.1.** “Act” shall refer to the Canada Not-for-Profit Corporations Act (S.C. 2009, c. 23) and, where the context requires, includes the regulations made under it;
- 1.1.2.** “Affiliated Organization” shall refer to the Affiliated Organizations of the UTGSU, which are: the Graduate Students’ Association at Scarborough, the University of Toronto Mississauga Association of Graduate Students, and the Aerospace Students’ Association;
- 1.1.3.** “Articles of Continuance” shall refer to the corporate registration with the Canada Not-for-profit Corporations Act;
- 1.1.4.** “Assembly” shall refer to the Assembly of Representatives, pursuant to Bylaw 5;
- 1.1.5.** “Board of Appeal” shall refer to the decision-making body at the final level of dispute resolution pursuant to Bylaw 14;
- 1.1.6.** “Board of Directors” shall refer to the decision-making body pursuant to Bylaw 4;
- 1.1.7.** “Bylaw” shall refer to the Constitution and the UTGSU Bylaws 1 to 17 ;
- 1.1.8.** “Caucus” shall refer to one of the Caucuses of the UTGSU pursuant to Bylaw 6;
- 1.1.9.** “Chair” shall refer to the Chair of the Board of Directors pursuant to Bylaw 4, unless otherwise defined in a specific Bylaw or Policy;
- 1.1.10.** “Chief Returning Officer” shall refer to the Chief Returning Officer of the UTGSU pursuant to Bylaw 9;
- 1.1.11.** “Committee” shall refer to a Committee of the UTGSU pursuant to Bylaw 6;
- 1.1.12.** “Conflict of Interest” shall refer to a plausible risk that a Director’s loyalty to the UTGSU would be materially and adversely affected by the Director’s or third party’s own interest, and as further defined in Bylaw 13;
- 1.1.13.** “Course Union” shall refer to those Members of the UTGSU who form Course Unions for the advancement of their particular interests. These Course Unions must be recognized by the Board of Directors or under the Bylaws.
- 1.1.14.** “Director” shall refer to a person duly elected or appointed, in accordance with Bylaw 4 of this Bylaw;

- 1.1.15. "Division" shall refer to one of the academic divisions as defined by the School of Graduate Studies of the University of Toronto;
- 1.1.16. "Equity Officer" shall refer to the dispute resolutions officer pursuant to Bylaw 14;
- 1.1.17. "Executive Committee" shall refer to the Standing Committee pursuant to Bylaw 7;
- 1.1.18. "Executive Director" shall refer to the full-time staff member pursuant to Bylaw 8;
- 1.1.19. "General Meeting" shall refer to a meeting of Members pursuant to Bylaw 3;
- 1.1.20. "Governing Council" shall refer to the Governing Council of the University of Toronto;
- 1.1.21. "Members" shall refer to the persons who are admitted as Members of the UTGSU pursuant to Article 2 of the Bylaws;
- 1.1.22. "Officer" shall refer to a person duly elected or appointed, pursuant to Bylaw 7;
- 1.1.23. "Policy" shall refer to all Policies contained in the UTGSU Policy Handbook and individual Policies contained therein;
- 1.1.24. "Representative" shall refer to a person duly elected or appointed to the Assembly by their Course Union, pursuant to Bylaw 5;
- 1.1.25. "School of Graduate Studies" shall refer to the recognized school which registers Graduate Students at the University of Toronto;
- 1.1.26. "Session" shall refer to one (1) of the fall, winter, and summer subdivisions of the academic year, as defined in the academic calendar of the School of Graduate Studies;
- 1.1.27. "Staff" shall refer to the full-time employees, including the Executive Director and those employed under the Collective Agreement with the Canadian Union of Public Employees - Local 1281;
- 1.1.28. "University" shall refer to the University of Toronto;
- 1.1.29. "University of Toronto Act" shall refer to the University of Toronto Act, 1971 as amended; and
- 1.1.30. "UTGSU" shall refer to means 12384426 Canada Association, operating as the Graduate Students' Union of the University of Toronto.

1.2. Interpretation

- 1.2.1. These Bylaw shall be interpreted in accordance with the following, unless the context otherwise specifies or requires:

- 1.2.1.1.** All terms which are contained in these Bylaws and which are defined in the Act or the University of Toronto Act, shall have the meanings given to terms in the Act or University of Toronto Act;
 - 1.2.1.2.** The UTGSU shall use gender-neutral descriptors throughout the Bylaws and Policies. Definitions in singular form shall retain the same definition for the plural case and vice versa.
 - 1.2.2.** In addition, the following procedures shall be used for interpreting these Bylaws:
 - 1.2.1.1.** Any dispute over interpretation of a Bylaw shall be referred to the Chair, who shall make a ruling. The Chair shall be entitled to make use of legal counsel in consultation with the Executive Committee to make determinations on such matters.
 - 1.2.1.2.** Any interpretation of the Bylaws made by the Chair outside a Board of Directors meeting shall be reported to the Board of Directors at its next meeting.
- 1.3. Rules of Order**
 - 1.3.1.** Subject to these Bylaws, all General Meetings, Board of Directors meetings, Assembly meetings, and Committee meetings shall adopt the latest edition of Roberts Rules of Order.

BYLAW 2 MEMBERSHIP

Amended: December 2021, March 2022

2.1. Membership Qualifications

The following persons shall be Members of the UTGSU:

- 2.1.1.** All students registered in the School of Graduate Studies.
- 2.1.2.** The UTGSU shall choose to admit any other student of the University of Toronto, as defined by the University of Toronto Act, 1971, as amended, enrolled in a graduate programme, subject to the following procedures:
 - 2.1.2.1.** Following a referendum of their Membership, a motion to admit a group of graduate students shall be made at a Board of Directors' meeting stating why they should be admitted;
 - 2.1.2.2.** This group must have previously held a referendum of their members to join the UTGSU according to their own referenda processes;
 - 2.1.2.3.** At least fourteen (14) days' written notice must be given before the motion is voted upon;
 - 2.1.2.4.** The vote to admit this group shall be decided by a two-thirds (2/3) vote of the Board of Directors; and
 - 2.1.2.5.** If the vote is carried, the individual students of the group seeking Membership will then become Members upon paying the annual Membership Fee of the UTGSU.
- 2.1.3.** The UTGSU shall not admit entities, incorporated or unincorporated, to its Membership.

2.2. Membership

- 2.2.1.** The UTGSU shall be entitled to establish one (1) class of members, in accordance with the UTGSU's Articles of Continuance.
- 2.2.2.** An individual's Membership in the UTGSU shall be valid for as long as the individual is registered in the School of Graduate Studies or any other graduate programme at the University of Toronto, except as provided in Section 2.1.

2.3. Termination of Membership

A person's Membership in the UTGSU is automatically terminated upon the occurrence of any of the following events:

- 2.3.1.** The expiration or end of the term in which the person ceases to be registered as a student in a graduate student programme leading to a graduate degree of the University;

2.4. Not Transferable

The interest of the Member in the UTGSU is not transferable and ceases to exist upon termination of the Membership.

2.5. Membership Fee

Each Member of the UTGSU shall pay the Membership Fee annually. The structure of the Membership Fee and the mechanisms for altering it shall be contained in the UTGSU's Policy Handbook. Alterations to the UTGSU's Membership Fee shall only come into effect after being approved by the Governing Council of the University of Toronto. All Membership Fees are collected by the University on behalf of the UTGSU.

BYLAW 3 GENERAL MEETINGS

Amended: December 2021, December 2024

3.1. Role of the General Meetings

The UTGSU shall hold General Meetings as required by the Bylaws where all Members shall be entitled to speaking and voting rights.

3.2. Types of General Meeting

There shall be three types of General Meetings

3.2.1. Annual General Meeting

3.2.2. Special General Meeting

3.2.3. Special General Meeting to Remove Directors

3.3. Annual General Meeting

3.3.1. The Annual General Meeting shall be held in November or December with a date and time set by the Board of Directors.

3.3.2. Notice of the Annual General Meeting shall be provided to Members by email and shall be posted on the UTGSU website at least twenty-eight (28) days before the meeting. Notice shall include the date, time and location of the meeting. The meeting must be held at the University of Toronto St. George Campus or, if a university space is not reasonably available, at a venue close to the St. George Campus with the intent of matching a typical university space in size and accessibility for the Members.

3.3.3. The agenda for the Annual General Meeting shall be prepared by the Vice-President Internal and presented at a Board of Directors meeting for approval.

3.3.3.1. Agenda Motions

3.3.3.1.1. Members may submit a motion for the Annual General Meeting through a written request submitted to the Vice-President Internal, signed by no less than one hundred (100) Members.

3.3.3.1.2. Directors may submit a motion for the Annual General Meeting through a written request submitted to the Vice-President Internal, without signatures collected from Members.

3.3.3.1.3. The timeline and procedure for submitting motions shall be posted by the Vice-President Internal no later than September 30.

- 3.3.3.1.4.** The written request to the Vice-President Internal shall follow these procedures:
 - 3.3.3.1.4.1.** The requisition shall contain the following: 'Whereas' clauses that provide relevant context to the motion and 'Be it Resolved' clauses that articulate the tangible actions and/or stances for the UTGSU to take.
 - 3.3.3.1.4.2.** The requisition shall include the requisitioners' name, student number, and University of Toronto email, further set out in Policy G4.
 - 3.3.3.1.4.3.** The Vice-President Internal, in consultation with the Chair of the Board of Directors and the Executive Committee, shall determine if the motion is in order in accordance with 3.8 Business to be Deemed Out of Order.
 - 3.3.3.1.4.4.** If the motion is in order, it shall be added to the proposed Annual General Meeting agenda.
 - 3.3.3.1.4.5.** If the motion is deemed out of order, the Member who submitted the motion shall be notified at least five (5) days before the Board of Directors meeting where the Annual General Meeting agenda is approved, and the Vice-President Internal or Chair of the Board of Directors shall provide the reason for why it is deemed out of order.
- 3.3.4.** The Board of Directors may only amend the Annual General Meeting agenda to deem motions in/out of order in accordance with Bylaw 3.8 or to reorder the agenda.
- 3.3.5.** The agenda shall be provided to Members by email and on the UTGSU website at least fourteen (14) days before the Annual General Meeting.
- 3.3.6.** The agenda shall include, in the following order:
 - 3.3.6.1.** Approval of the Agenda
 - 3.3.6.2.** Approval of previous minutes
 - 3.3.6.3.** Approval of the financial statements, auditor's report, and additional financial business
 - 3.3.6.4.** Appointment of public accountant (the UTGSU auditors)

- 3.3.6.5. Annual Report from the Board of Directors
 - 3.3.6.6. Approval of Bylaw amendments presented in accordance with Bylaw 17
 - 3.3.6.7. Motions
- 3.3.7. The minutes for approval, financial statements, auditor's report, additional financial business, Bylaw amendments, Annual Report from the Board of Directors, and other relevant meeting documents shall be provided to Members by email and made available on the UTGSU website at least fourteen (14) days before the Annual General Meeting.
- 3.3.8. Quorum for the Annual General Meeting shall be one hundred (100) Members.
- 3.4. Special General Meeting**
 - 3.4.1. A Special General Meeting is an irregularly held General Meeting, called to deal with special or emergency business. All business transacted at a Special General Meeting is deemed to be special business.
 - 3.4.2. A Special General Meeting may be called by:
 - 3.4.2.1. A majority vote at a meeting of the Board of Directors;
 - 3.4.2.2. A written request to the Board of Directors, stating the purpose of the meeting, signed by no less than two hundred (200) Members. The written request to the Board of Directors shall follow these procedures:
 - 3.4.2.2.1. The requisition shall include the business to be transacted at the meeting;
 - 3.4.2.2.2. The requisition shall be sent to the Vice-President Internal and Chair of the Board of Directors;
 - 3.4.2.2.3. The requisitioners' signature shall include their name, student number, and University of Toronto email;
 - 3.4.2.2.4. Within twenty-one (21) days of the receipt of the requisition, the Board of Directors shall provide notice for the Special General Meeting to transact the business stated in the requisition.
 - 3.4.2.2.5. The Vice-President Internal, in consultation with the Chair of the Board of Directors and the Executive Committee, shall determine if the Special General Meeting is in order in accordance with Bylaw 3.8.
 - 3.4.2.2.6. If the Special General Meeting is deemed out of order, the Member who submitted the requisition shall be notified within fourteen (14) days of submitting the requisition, and the Vice-President Internal or Chair of

the Board of Directors shall provide the reason for why it is deemed out of order.

- 3.4.3.** Notice of a Special General Meeting shall be given to Members by email and on the UTGSU website at least twenty-one (21) days and no more than sixty (60) days before the meeting date.
- 3.4.4.** Notice of a Special General Meeting shall include a date, time, location (in alignment with Bylaw 3.3), and agenda that specifies the purpose or purposes of the meeting and contains sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.
- 3.4.5.** Quorum for a Special General Meeting shall be one hundred and fifty (150) Members.

3.5. Special General Meeting to Remove Directors

- 3.5.1.** A Special General Meeting may be held for the Removal of Directors in accordance with Article 10.
- 3.5.2.** The Board of Directors may requisition a Special General Meeting to Remove Directors, using the following procedures:
 - 3.5.2.1.** The Board of Directors may call a Special General Meeting solely for the purpose of removing Directors with two-thirds (2/3) vote of the Board;
 - 3.5.2.2.** The Board of Directors shall draft a resolution calling for the removal of the Director. The reasons for the removal shall be described in the resolution. If some or all of the reasons are protected by confidentiality, the Board of Directors shall take reasonable steps to provide appropriate justification to inform the Members of the reasons while maintaining confidentiality;
 - 3.5.2.3.** The Board of Appeal shall conduct a fairness review on the process leading to the call for removal and provide a written report for the Special General Meeting to Remove Directors; and
 - 3.5.2.4.** The Board of Directors shall follow the same procedures as set in Bylaws 3.4.3, 3.4.4, and 3.4.5.
- 3.5.3.** The Members may requisition a Special General Meeting to Remove Directors, using the following procedures:
 - 3.5.3.1.** The Members may call a Special General Meeting solely for the purpose of removing Directors by submitting a written resolution to the Vice-President Internal and the Chair of the Board of Directors signed by no less than two thousand (2000) Members;
 - 3.5.3.2.** The Board of Directors may, on advice from legal counsel, amend the original resolution signed by Members or deem the resolution

out of order as per Bylaw 3.8, to ensure that the resolution is in compliance with the law and governance structures of the UTGSU and that appropriate confidentiality is maintained;

3.5.3.3. The Board of Appeal shall conduct a fairness review on the process leading to the call for removal, and provide a written report for the Special General Meeting to Remove Directors; and

3.5.3.4. The Board of Directors shall follow the same procedures as set in Bylaws 3.4.3, 3.4.4 and 3.4.5.

3.5.4. The agenda and meeting documents for the Special General Meeting to Remove Directors shall include:

3.5.4.1. The motion to remove one (1) or more Director(s);

3.5.4.2. Accompanying documents from the movers of the motion;

3.5.4.3. The Director statement as per Bylaw 10.3; and

3.5.4.4. The fairness review report submitted by the Board of Appeals.

3.5.5. Unless otherwise stated, the Special General Meeting to Remove Directors shall follow the procedures of a Special General Meeting.

3.6. Meeting Procedures at General Meetings

3.6.1. The Chair of any General Meeting shall be the Chair of the Board of Directors or, in their absence, an interim Chair appointed by the Board of Directors through a simple majority vote.

3.6.2. If, within one-half (1/2) hour after the time appointed for a General Meeting, a quorum is not present, the meeting shall stand adjourned until a day within twenty-one (21) days to be determined by the Board of Directors. At least seven (7) days' notice of the new meeting date for the adjourned meeting shall be provided to Members.

3.7. Voting Procedures at General Meetings

3.8.1. Each Member of the UTGSU shall be entitled to one (1) vote at a General Meeting.

3.8.2. Unless otherwise stated in the Bylaws, every motion shall be decided by a simple majority of votes of the Members present.

3.8.3. The Chair shall be responsible to count and rule on all votes.

3.8. Business to be Deemed Out of Order

The Board of Directors are not bound to give notice of any Annual General Meeting agenda item, Special General Meeting, or Special General Meeting to Remove Directors where:

- 3.8.1.** The agenda item is in violation of the Act or the UTGSU Articles of Continuance, Bylaws, or other governing documents the UTGSU is bound to, such as Collective Agreements and university agreements;
- 3.8.2.** It clearly appears that the primary purpose of the agenda item is to enforce a personal claim or redress a personal grievance against the UTGSU or its Directors, Members, or debt obligation holders;
- 3.8.3.** It clearly appears that the agenda item does not relate in a significant way to the activities or affairs of the UTGSU;
- 3.8.4.** Substantial components of the agenda item were submitted to a General Meeting less than three (3) years before the receipt of the agenda item and the Member(s) that requisitioned the similar agenda item:
 - 3.8.4.1.** Failed to present the agenda item at the meeting; or
 - 3.8.4.2.** The agenda item was defeated.
- 3.8.5.** The agenda item presents a real conflict of interest for the requisitioner.

3.9. Persons Entitled to be Present

The only persons entitled to attend a General Meeting shall be the Chair, Members, Directors, UTGSU Staff, and the auditor of the UTGSU. Any other person may be admitted only on the invitation of the Chair of the meeting or with the consent of the meeting.

3.10. Participation through Electronic Means

The Board of Directors may allow Members to participate electronically through an electronic platform, facilitated by the UTGSU, utilized for the purpose of holding a General Meeting. For greater clarity, the provisions of this Bylaw 3.10 shall satisfy the purposes of subsection 159(5) (Meeting held by Electronic Means) of the Act and the UTGSU shall enact any appropriate measures to satisfy those provisions.

3.11. Omission of Notice

- 3.11.1.** Only systematic errors or systematic omissions in giving notice of a General Meeting may invalidate resolutions passed or proceedings taken at the meeting.
- 3.11.2.** Any Member who is entitled to notice of a General Meeting may waive notice and attendance of the Member at the meeting is a waiver of notice of the meeting, unless the Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

3.12. Policy

The Board of Directors shall establish a Governance Policy to enhance best practices in the administration of General Meetings.

BYLAW 4 BOARD OF DIRECTORS

Amended: December 2023 (AGM), December 2024

4.1. Board of Directors Composition

- 4.1.1.** The Board of Directors shall consist of a minimum of three (3) and a maximum of fifty (50) Directors, as provided for in the Articles of Continuance of the UTGSU.
- 4.1.2.** The number of Directors may be increased or decreased by ordinary resolution of the Members at any General Meeting, but such number shall not be less than three (3).

More specifically, the Board of Directors shall consist of the following individuals, elected by the Membership:

- 4.1.3.** All members of the Executive Committee, acting in their capacity as Directors and Officers of the UTGSU;
- 4.1.4.** Five (5) Directors, elected from the membership at large, representing Division 1: Humanities at the University of Toronto;
- 4.1.5.** Five (5) Directors, elected from the membership at large, representing Division 2: Social Sciences Division at the University of Toronto;
- 4.1.6.** Five (5) Directors, elected from the membership at large, representing Division 3: Physical Sciences at the University of Toronto;
- 4.1.7.** Five (5) Directors, elected from the membership at large, representing Division 4: Life Sciences at the University of Toronto;

The Board of Directors shall further consist of the following individuals:

- 4.1.8.** One (1) Director, elected by the University of Toronto Mississauga campus students, to be their representative;
- 4.1.9.** One (1) Director, elected by the University of Toronto Scarborough campus students, to be their representative;

4.2. Eligibility

- 4.2.1.** A Director shall:
 - 4.2.2.1.** Be a Member of the UTGSU in accordance with Bylaw 2;
 - 4.2.2.2.** Be 18 or more years of age;
 - 4.2.2.3.** Be duly elected in accordance with Bylaw 9;
 - 4.2.2.4.** Execute a Consent to Act form, as prescribed in Policy G10.

- 4.2.2.5.** Not have the status of an undischarged bankrupt;
- 4.2.2.6.** Not have been removed as a Director or Officer in accordance with Bylaw 10;
- 4.2.2.7.** Not have been deemed ineligible to seek election as sanctioned in Bylaw 10.5.3; and
- 4.2.2.8.** Not have previously resigned from their position as a Director or Officer with less than fourteen (14) days notice.

4.2.2. A Member that fails to meet the qualifications outlined in Bylaw 4.2.1 shall be deemed ineligible to be a candidate for a Director position on the Board of Directors.

4.3. Power

- 4.3.1.** The Board of Directors is hereby vested with the governance and management of the UTGSU.
- 4.3.2.** The management and administration of the day-to-day affairs of the UTGSU, as more particularly described in Bylaw 7, shall be delegated to the Executive Committee, pursuant to the Act.

4.4. Vacancies

The office of a Director shall be vacated upon the occurrence of any of the following events:

- 4.4.1.** The Director ceases to hold any of the qualifications outlined in Bylaw 4.2.1;
- 4.4.2.** By notice in writing to the UTGSU, the Director resigns, where the resignation shall become effective at the time it is received by the UTGSU or at the time specified in the notice, whichever is later;
- 4.4.3.** The Director misses three (3) or more consecutive Board of Director meetings;
- 4.4.4.** The Members remove the Director from office by ordinary resolution at a Special General Meeting to Remove Directors, in accordance with Bylaw 3.5;
- 4.4.5.** The death of the Director.

4.5. Discipline of Director

A Director may be subject to discipline by the UTGSU, in accordance with Bylaw 10.

4.6. Honorarium

- 4.6.1.** Directors may be compensated with an honorarium.
- 4.6.2.** The amount of the honorarium and its requirements shall be governed by Policy O9, and the associated duties of the Officers and Directors shall be

governed by Policy O10 and O11 respectively. Directors shall, as per the UTGSU's Policy Handbook, be reimbursed for expenses properly incurred by them in conducting UTGSU business approved by the Board of Directors.

4.7. Voting

- 4.7.1.** Each Director shall be entitled to one (1) vote at the Board of Directors meeting.
- 4.7.2.** Questions arising at any Board of Directors meeting shall be decided by ordinary resolution.
- 4.7.3.** If a secret ballot is requested by any Director, the Chair shall ensure that the ballot is conducted in a manner that ensures confidentiality while still maintaining the integrity of the voting process.

4.8. Board of Directors Chair

- 4.8.1.** The Chair shall be appointed with the following procedure:
 - 4.8.2.1.** A Nomination Committee shall be established as an ad hoc Committee to recommend a Chair for the following governance year. The Committee shall be composed of the incoming and outgoing President, the incoming and outgoing Vice-President Internal and one member of the outgoing Board of Directors. The Executive Director shall sit as a non-voting member.
 - 4.8.2.2.** The Nomination Committee shall make a recommendation for the incoming Board of Directors to approve a Chair. If a consensus recommendation is not established, members of the Nomination Committee may present majority and minority reports with their recommendations.
 - 4.8.2.3.** The incoming Board of Directors shall appoint a Chair at the first scheduled Board of Directors meeting.
 - 4.8.2.4.** All efforts shall be made to nominate a Chair who is a Member. However, in the absence of strong candidates, the Nominating Committee may nominate a Chair who is external to the UTGSU.
- 4.8.2.** Should the Chair leave office for any reason, the Board of Directors shall choose a replacement through a process approved by the Board of Directors.
- 4.8.3.** In the absence of the Chair at a Board of Directors meeting, the Executive Committee shall recommend an interim Chair to be approved by the Board of Directors, who may be a Director.
- 4.8.4.** The Chair has no vote.
- 4.8.5.** A stipend shall be paid to the Chair as stipulated in Policy O9.

4.8.6. The Chair shall:

4.8.7.1. Chair all Board of Directors meetings;

4.8.7.2. Chair all General Meetings;

4.8.7.3. Interpret the Bylaw, Policies and Articles of Continuance when required. Such an interpretation may be overruled by a majority vote of the Board of Directors, which has the final authority;

4.8.7.4. Facilitate the dispute resolution processes set out in Bylaw 14; and

4.8.7.5. Arrange the head count should the question arise during a Board of Directors meeting or General Meeting.

4.9. Notice of Meeting

4.9.1. The Directors are entitled to receive seven (7) days' notice of a Board of Directors meeting.

4.9.2. Notice of any meeting shall contain sufficient information to permit the Director to form a reasoned judgment on the decision to be taken during the meeting.

4.9.3. No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent in writing to the meeting being held without notice and in their absence.

4.9.4. A Board of Directors meeting shall be called by the President, Vice-President Internal, or a minimum of twenty-five percent (25%) of the Directors (no less than two (2)).

4.10. Agenda

4.10.1. The Vice-President Internal shall send by email the agenda for any Board of Directors meeting at least four (4) days before the meeting takes place.

4.10.2. All items for the agenda shall be presented in writing to the Vice-President Internal.

4.10.3. Any Director may submit to the Vice-President Internal a proposed agenda item at least six (6) days before the relevant Board of Directors meeting.

4.10.4. The Vice-President Internal, in consultation with the Chair and the Executive Committee, may rule a proposed agenda item out of order in advance of the meeting. Such ruling shall require the Vice-President Internal or Chair to provide the mover, in writing, the reason the agenda item is out of order in advance of the relevant Board of Directors meeting.

4.11. Quorum

4.11.1. Quorum consists of fifty percent plus one (50%+1) of the Director's.

4.12. Accessibility of Information

4.12.1. The minutes of Board of Directors meetings and all non-confidential documents submitted to or tabled before a Board of Directors meeting shall be available to any Member.

4.12.2. The date, time, location, and registration details of the Board of Directors meeting shall be publicly available on the UTGSU website.

4.13. Persons Entitled to be Present

The only persons entitled to attend a Board of Directors meeting shall be the Chair of the Board of Directors (or their substitute, as the case may be), Directors, the auditor of the UTGSU, the Executive Director and others who are entitled or required under any provisions of the Act, the Articles of Continuance, Bylaws, or the Policies to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or with the consent of the meeting.

BYLAW 5 COURSE UNIONS, AFFILIATED ORGANIZATIONS, AND ASSEMBLY

Amended: December 2021, December 2024

5.1. Formation

- 5.1.1.** Members may form Course Unions for the advancement of their particular interests.
- 5.1.2.** Course Unions shall be organized within a single department, center, institute, or other academic program.
- 5.1.3.** All Course Unions shall be governed by a constitution that shall include:
 - 5.1.3.1** The name of the Course Union;
 - 5.1.3.2** The Members represented by the Course Union (“constituency”);
 - 5.1.3.3** The composition and duties of the executive committee, which shall include at least four executive members;
 - 5.1.3.4** The process for selecting and recalling Representatives;
 - 5.1.3.5** The process for approving expenses and financial controls; and
 - 5.1.3.6** The governing process for elections, including but not limited to the voting system, who administers the election process, where election complaints and appeals are handled, and how vacancies shall be filled.
- 5.1.4.** Members may form a Course Union by approving a constitution at a general meeting of its constituency. The Course Union shall only be recognized following a vote at a Board of Directors meeting.

5.2. Compliance

- 5.2.1.** Each Course Union shall comply with the Act, the Articles of Continuance, Bylaws, and Policies.
- 5.2.2.** Each Course Union shall be open to all Members in its constituency.
- 5.2.3.** The qualifications for membership in a Course Union shall not discriminate against Members on the basis of citizenship, age, race, religious belief, place of origin, ethnic origin, ancestry, disability, political or religious affiliation, caste, sex, sexual orientation, gender identity, gender expression, family status, marital status, place of residence, or status as a full-time, flex-time or part-time Graduate Student.
- 5.2.4.** Annually, when Course Union elections take place, each Course Union shall provide the Vice-President Internal and designated staff member with the names and contact details of its Course Union executive members and Representatives.

- 5.2.5. Copies of changes, alterations, or additions to the constitution of a Course Unions shall be sent to the Vice-President Internal and designated staff member within fourteen (14) days of finalization. Such changes shall be deemed to take effect only when they have been received by the Vice-President Internal.

5.3. Finances

- 5.3.1. Only those Course Unions which are recognized by the Board of Directors shall be entitled to call themselves a Graduate Students' Association of the UTGSU and thereby be eligible for, and entitled to, Course Union funding ("Head Grants").
- 5.3.2. The amount and details of the Head Grants shall be established in Policy and shall include two (2) installments, one (1) distributed in the Fall Session and one (1) in the Winter Session.
- 5.3.3. Upon request, Course Unions in receipt of funds from the UTGSU shall submit to the Vice-President Finance records of the Course Union's finances.

5.4. Representatives

- 5.4.1. Course Unions may have Representatives on the Assembly in accordance with the following formula:
 - 5.4.1.1. Ten (10) to one hundred (100) full-time equivalent students, one (1) Representative;
 - 5.4.1.2. One hundred and one (101) to two hundred (200) full-time equivalent students, two (2) Representatives;
 - 5.4.1.3. Two hundred and one (201) to one thousand (1000) full-time equivalent students, three (3) Representatives; and
 - 5.4.1.4. One thousand and one (1001) and over full-time equivalent students, four (4) Representatives.
- 5.4.2. A full-time equivalent student is defined as one (1) full-time enrolled student or two (2) part-time enrolled students.
- 5.4.3. Representation shall be based on the School of Graduate Studies membership figures for the previous academic year, subject to revision according to the March headcount.

5.5. The Assembly

- 5.5.1. The Assembly is a forum for Representatives to discuss University and UTGSU affairs.
- 5.5.2. Every Representative has one (1) vote at the Assembly. Representatives shall be permitted to delegate their vote to another member of their Course Union.

- 5.5.3.** Failure of a Course Union to have at least one (1) Representative or delegate attend every Assembly meeting shall result in a curtailing of the Course Union's Head Grants proportional to the percentage of missed Assembly meetings.
- 5.5.4.** Directors shall have speaking rights at the Assembly. Directors shall not have voting rights at the Assembly, unless they are also Representatives.
- 5.5.5.** Representatives may submit agenda items to the chair of the Assembly no less than seven (7) days in advance of the Assembly meeting.
- 5.5.6.** Assembly meetings shall be held at the following times:
 - 5.5.6.1.** In September or October, to provide an orientation to all Representatives;
 - 5.5.6.2.** In November, February, and March. The March meeting shall occur no later than the second full week of March.
- 5.5.7.** Notice of an Assembly meeting shall be provided to each Representative at least fourteen (14) days before the Assembly meeting. The notice of the Assembly meeting shall state the date, time, and location of the meeting.
- 5.5.8.** The President or any other Officer shall chair the Assembly meetings, as decided by the Executive Committee.
- 5.5.9.** The chair of the Assembly shall present an agenda for the Assembly meeting and provide it to all Representatives four (4) days prior to the Assembly meeting. The chair of the Assembly shall have the right to refuse any proposed agenda item in accordance with the rules set out in Bylaw 3.8.
- 5.5.10.** The Assembly may vote to propose agenda items to the Board of Directors, which shall be considered at the next Board of Directors meeting. For greater clarity, notice of such agenda items to the next Board of Directors meeting shall follow the notice period for Board of Directors meetings.

5.6. Investigations and Discipline

- 5.6.1.** The Board of Directors shall, at any time, have the right to direct a Course Union investigation ad hoc Committee to investigate the conduct of any Course Union when there is reason to believe that the constitution of the Course Union or the Act, Articles of Continuance, Bylaws, Policies, or Memorandum of Agreement are not being observed.
- 5.6.2.** Any Course Union failing to adhere to any of the conditions in the documents named in Bylaw 5.6.1 shall be subject to the judgment of the Board of Directors, which may impose such penalties as the case may warrant, up to and including withdrawal of recognition or funding of the Course Union concerned or any penalty lesser in extent or degree consistent with this power.

5.7. Affiliated Organizations

- 5.7.1.** All provisions in Bylaw 5 shall apply to Affiliated Organizations.

- 5.7.2.** Affiliated Organizations shall be Course Unions, whose primary campus is not the St. George Campus (downtown Toronto) of the University or whose operational requirements exceed the ones typically seen in other Course Unions and whose operational requirements are not already covered by the UTGSU.
- 5.7.3.** Course Unions shall become Affiliated Organizations through a vote at a Board of Directors meeting.
- 5.7.4.** Affiliated Organizations shall be listed in Bylaw 1.1.2.
- 5.7.5.** Affiliated Organizations shall execute a long-term Memorandum of Agreement between the UTGSU and the Affiliated Organization.
- 5.7.6.** Affiliated Organizations shall receive funding according to their Memorandum of Agreement.

BYLAW 6 COMMITTEES AND CAUCUSES

Amended: December 2021, March 2022, December 2024

6.1. Committees

- 6.1.1.** Committees shall serve as Director-led working groups of the UTGSU.
- 6.1.2.** Each Committee shall have a chair who is a Director and who shall be responsible for ensuring that minutes of all meetings are written, kept, and provided to the Board of Directors.
- 6.1.3.** The following shall be Standing Committees:
 - 6.1.3.1.** Executive Committee, which shall be governed primarily by Bylaw 7;
 - 6.1.3.1.1.** Executive Committee members shall form subcommittees to address matters under their purview, including but not limited to the Human Resources Committee and Building Management Committee;
 - 6.1.3.2.** Governance Committee;
 - 6.1.3.3.** Campaigns and Advocacy Committee;
 - 6.1.3.4.** Graduate Affairs Committee;
 - 6.1.3.5.** Finance Committee; and
 - 6.1.3.6.** Elections and Referenda Committee, which shall be governed primarily by Bylaws 9 and 11.
- 6.1.4.** The mandate and membership of Standing Committees shall be contained in Policy G4.
- 6.1.5.** The Board of Directors may form ad hoc Committees at any time. These Committees shall exist throughout the term of the Board of Directors, but if an ad hoc Committee's work continues beyond the current term of the Board of Directors, it shall require reconstitution by the next Board of Directors.
 - 6.1.5.1.** Ad hoc Committees shall be given a clear mandate from the Board of Directors through the motion that creates that Committee and it shall be restricted to that mandate, unless otherwise amended by the Board of Directors.
 - 6.1.5.2.** Unless the Board of Directors specifically determines otherwise, an ad hoc Committee shall be deemed resolved following the ratification of its final report by the Board of Directors.

6.2. Caucuses

- 6.2.1.** Caucuses shall serve as Member-led working groups of the UTGSU.
- 6.2.2.** The mandate and membership of the Caucuses shall be contained in Policy G5.
- 6.2.3.** Each Caucus shall have an executive team consisting at minimum of a chair and one other member of the Caucus, pursuant to Policy G5.
- 6.2.4.** The creation or dissolution of a Caucus shall require a two-thirds (2/3) majority vote at a General Meeting.
- 6.2.5.** Caucuses shall comply with the Articles of Continuance, Bylaws, and Policies.

BYLAW 7 EXECUTIVE COMMITTEE

Amended: December 2021, December 2024

7.1. Composition

7.1.1. The Executive Committee shall consist of the following:

7.1.1.1. President;

7.1.1.2. Vice-President Academics;

7.1.1.3. Vice-President External;

7.1.1.4. Vice-President Finance;

7.1.1.5. Vice-President Graduate Life; and

7.1.1.6. Vice-President Internal.

7.1.2. The Executive Director shall be an ex-officio, non-voting member of the Executive Committee, and shall be governed primarily by Bylaw 8.

7.2. Qualifications of Officers

7.2.1. Any Member shall be a Member for at least one (1) Session before seeking election as an Officer.

7.2.2. Officers shall hold their respective offices from May 1 to April 30.

7.2.3. The elections of Officers shall follow the procedure set out in Bylaw 9.

7.2.4. Officers shall be deemed ineligible if they fail to meet the qualifications set out in Bylaw 4.2. Officers that cease to be Members while in office may retain their office until April 30.

7.3. Vacancy

7.3.1. Officer vacancies may only be filled with by-elections pursuant to Bylaw 9.

7.4. Training for the Executive Committee

7.4.1. All Officers shall undergo anti-oppression training within sixty (60) days of taking office.

7.4.2. All Officers shall undergo management training within sixty (60) days of taking office.

7.5. Executive Committee Meetings

7.5.1. Notice and the agenda for Executive Committee meetings shall be provided at least forty-eight (48) hours in advance. Notice of a meeting may be waived if all

Officers are present or if those absent have signified their consent in writing to the meeting being held without notice and in their absence.

- 7.5.2. Quorum for the Executive Committee shall be fifty percent plus one (50%+1).
- 7.5.3. The President shall chair Executive Committee meetings as a voting member.
- 7.5.4. The Executive Committee may appoint at any time another Officer to chair the Executive Committee meetings.

7.6. Authority of the Executive Committee

The Executive Committee shall:

- 7.6.1. Authorize the reimbursement of reasonable expenses incurred by Directors in carrying out their duties.
- 7.6.2. Have the responsibility to evaluate, continually reassess, and recommend direction to the Board of Directors.
- 7.6.3. Make reports and provide information to the Board of Directors.
- 7.6.4. Expend funds of the UTGSU in accordance with the budget as approved by the Board of Directors.
- 7.6.5. Have the authority to approve unbudgeted expenditures of up to \$5,000. Authority to exceed this limit shall be granted by the Board of Directors as it may deem appropriate.
- 7.6.6. In conjunction with the Executive Director's powers and duties pursuant to Bylaw 8, employ unionized and contractual staff, as it deems necessary for the best interest of the UTGSU, and in keeping with the Collective Agreement between the UTGSU and the Canadian Union of Public Employees Local 1281.
- 7.6.7. Carry out all decisions of the Board of Directors and shall have the powers and duties as prescribed in the Bylaws or as delegated by the Board of Directors.
- 7.6.8. Be charged with the responsibility for all legal items that may arise as a result of the actions of the UTGSU.
- 7.6.9. Retain any legal counsel, as it deems necessary, to carry out the business of the UTGSU and has the right to settle or litigate any item, subject to the approval of the Board of Directors.
- 7.6.10. Shall have, subject to approval by the Board of Directors, the ability to reassign tasks of Officers for the duration of a term of office.
- 7.6.11. Be vested with the governance and management of the UTGSU between meetings of the Board of Directors, subject to direction from, accountability to, review by, and approval of, the Board of Directors.

7.7. Additional Duties of the Executive Committee

All Officers shall:

- 7.7.1.** Participate in membership engagement opportunities.
- 7.7.2.** Participate in campaigns, events, and services related to their portfolio and duties.
- 7.7.3.** Provide communication and promotional updates for the UTGSU website, newsletters, social media, and other areas related to their portfolio and duties.
- 7.7.4.** Participate in internal and external committees, meetings, and consultations related to their portfolio and duties, as decided during the executive training or directed by the Executive Committee.
- 7.7.5.** Assist in media relations related to their portfolio.
- 7.7.6.** Work with on-campus organizations, including the sibling students' union, faculty and teaching assistant labour unions, levy groups, Course Unions, and other groups as relevant to their portfolio.
- 7.7.7.** Provide work reports to the Executive Committee and the Board of Directors pursuant to Policies.
- 7.7.8.** Create or maintain a transition document for their incoming successor.
- 7.7.9.** Train and advise their incoming successor upon the ratification of election results until the end of their term of office.
- 7.7.10.** These duties, and additional duties, may be set out in the Policies.

7.8. Duties of the President

The President shall:

- 7.8.1.** Be the Chief Executive Officer of the UTGSU and the official spokesperson to the Members, University, and general public.
- 7.8.2.** Be a designated signing officer.
- 7.8.3.** Be responsible for the membership relations and communication strategy of the UTGSU.
- 7.8.4.** Be responsible for the maintenance of a media relations strategy.
- 7.8.5.** Oversee the development of an annual strategic plan with the Executive Committee in consultation with the Board of Directors.
- 7.8.6.** Oversee the human resources strategy, in consultation with the Executive Director and Executive Committee, including but not limited to chairing the Human Resources Committee.

- 7.8.7. Liaise between Staff and the Board of Directors and be the direct supervisor of the Executive Director in consultation with the Executive Committee.
- 7.8.8. Chair the Executive Committee and ensure that Officers carry out their assigned duties as directed by the Board of Directors and their respective job descriptions.
- 7.8.9. Be responsible for the strategy and relations with Course Unions and graduate-specific student groups.
- 7.8.10. In collaboration with the Vice-President Academics, coordinate relations with the Office of the President of the University, Office of the Vice-Provost Students, and the Governing Council and its committees.
- 7.8.11. In collaboration with the Vice-President Academics, coordinate relations with the School of Graduate Studies.
- 7.8.12. Be an ex-officio on all Committees of the UTGSU, except for the Elections and Referenda Committee or where a conflict of interest may be present.
- 7.8.13. Facilitate, in collaboration with the Vice-President External, engagement with satellite campuses.

7.9. Duties of the Vice-President Academics

The Vice-President Academics shall:

- 7.9.1. Be responsible for academic and University campaigns and advocacy strategies.
- 7.9.2. Facilitate campaigns and advocacy strategies around graduate student funding, grants, and awards.
- 7.9.3. Monitor academic unit funding, policies, and procedures including assisting in the funding complaints process.
- 7.9.4. Monitor academic appeal policies and procedures.
- 7.9.5. Chair the Graduate Affairs Committee.
- 7.9.6. In collaboration with the President, coordinate relations with the Office of the President of the University, Office of the Vice-Provost Students, and the Governing Council and its committees.
- 7.9.7. Monitor the affairs of the Governing Council committees including the Academic Board, Business Board, and University Affairs Board.
- 7.9.8. Be responsible for monitoring policies and procedures relating to student-supervisor relationships and for maintaining relations with the Centre for Graduate Mentorship and Supervision.

- 7.9.9.** Be responsible for monitoring reports and maintaining relations with the University of Toronto Ombudsperson.
- 7.9.10.** In collaboration with the President, coordinate relations with the School of Graduate Studies.
- 7.9.11.** In conjunction with the Vice-President Graduate Life and Vice-President External, coordinate UTGSU's representatives on the Council of Student Services and subsidiary bodies.
- 7.9.12.** In conjunction with the Executive Committee, coordinate UTGSU's representatives on the Graduate Education Council, Advisory Committee on the University of Toronto Library System and Student Library Advisory Committee.

7.10. Duties of the Vice-President External

The Vice-President External shall:

- 7.10.1.** Be responsible for the municipal, provincial and federal governmental and community-based campaigns and advocacy strategies.
- 7.10.2.** Chair the Campaigns and Advocacy Committee.
- 7.10.3.** Coordinate relations and strategies with the sibling students' unions.
- 7.10.4.** Be the UTGSU's liaison with the University of Toronto Employee Associations and Unions and other labour unions on and off-campus.
- 7.10.5.** Coordinate the UTGSU's representatives and liaisons with partner advocacy organizations or coalitions as set by the Executive Committee or Board of Directors.
- 7.10.6.** Be the representative to the executive committee of the Canadian Federation of Students-Ontario, and oversee the implementation of campaigns, services, and opportunities from the provincial and national components.
- 7.10.7.** In conjunction with the Vice-President Graduate Life and Vice-President Academics, coordinate UTGSU's representatives on the Council of Student Services and subsidiary bodies.
- 7.10.8.** In collaboration with the President, coordinate engagement with satellite campuses.

7.11. Duties of the Vice-President Finance

The Vice-President Finance shall:

- 7.11.1.** Be responsible for the financial planning and oversight, and the oversight of UTGSU services.

- 7.11.2. Be the Chief Financial Officer of the UTGSU.
- 7.11.3. Be a designated signing officer.
- 7.11.4. Chair the Finance Committee.
- 7.11.5. Develop and recommend the annual budget to the Board of Directors in consultation with the Finance Committee and Executive Committee.
- 7.11.6. Monitor the UTGSU's financial status including budget variances and make recommendations to the Board of Directors and Executive Committee regarding major expenditures.
- 7.11.7. Ensure the conduct of an annual third-party audit of the UTGSU's finances and the accessibility of UTGSU financial statements on the website.
- 7.11.8. Be responsible for the oversight of the Health and Dental Plan, including the annual recommendations for approval to the Board of Directors.
- 7.11.9. Be responsible for the governance and financial relations with UTGSU levy groups, and be responsible for ensuring a designated programming liaison for each levy group.
- 7.11.10. Be responsible for service-based programs such as tax clinics and discount programs.
- 7.11.11. Be responsible for the administration and distribution of individual bursary and grants programs.
- 7.11.12. Be responsible for the administration and distribution of group donation and grant programs.
- 7.11.13. As required, conduct financial audits of Course Unions as per Bylaws and Policies.

7.12. Duties of the Vice-President Graduate Life

The Vice-President Graduate Life shall:

- 7.12.1. Be responsible for the strategic planning of graduate student life programming and advocacy initiatives.
- 7.12.2. Be responsible for programming and events related to graduate student life, including a volunteer engagement strategy.
- 7.12.3. Be responsible for planning and implementing orientation and welcome back programming for the Fall and Winter Sessions.
- 7.12.4. Be responsible for planning and implementing regular programming in the UTGSU building.

- 7.12.5. Be responsible for mental health and wellness strategies and initiatives.
- 7.12.6. Coordinate relations with the School of Graduate Studies Department of Student Life (Grad Life), Grad House, and other graduate student experience bodies.
- 7.12.7. In collaboration with the Vice-President Academics and Vice-President External, coordinate relations with the Department of Student Life, Hart House, Athletics and Recreation, and Council of Student Services.

7.13. Duties of the Vice-President Internal

The Vice-President Internal shall:

- 7.13.1. Be responsible for the oversight of organizational governance documents and minutes, the planning of governance meetings, and the overall internal operations of the UTGSU governance process.
- 7.13.2. Chair the Governance Committee.
- 7.13.3. Be responsible for the organization of General Meetings.
- 7.13.4. Be responsible for ensuring meetings of the Executive Committee and Board of Directors are scheduled, and that agendas are created for these meetings.
- 7.13.5. Be responsible for collecting and filing minutes for General Meetings, Board of Directors meetings, and Committee meetings and providing them to the Board of Directors.
- 7.13.6. Facilitate the appointment process for governance positions, including but not limited to the Chair, Equity Officer and Board of Appeal, pursuant to Bylaws and Policies.
- 7.13.7. Maintain, review and update Bylaws and Policies as required.
- 7.13.8. Facilitate the general oversight and support of Caucuses.
- 7.13.9. In collaboration with the President, assist with the UTGSU's oversight of Course Unions' affairs, including maintaining a repository of Course Union constitutions and coordinating an annual training for Representatives.

7.14. Conflict of Duties

- 7.14.1. In the event of a conflict between Officers, the President and Executive Director shall mediate. If the conflict involves the President, the Vice-President Internal and Executive Director shall mediate.
- 7.14.2. Where a conflict between duties of Officers arises, the Executive Committee may choose to reassign duties, in part or entirely, amongst the Officers before being escalated to the Board of Directors.

BYLAW 8 EXECUTIVE DIRECTOR

Adopted: December 2021

8.1. Accountability

The Executive Director shall be directly accountable to the Executive Committee.

8.2. Reporting Obligations

8.2.1. The Executive Director shall have continued reporting obligations to the Executive Committee.

8.2.2. Despite section 8.2.1 above, the Executive Director shall give a verbal or written report to the Board of Directors at the monthly Board of Directors' meetings.

In the reports outlined at section 8.2.2, the Executive Director shall inform the Board of Directors of:

8.2.3. Human resources matters affecting the UTGSU;

8.2.4. Agreements affecting the UTGSU;

8.2.5. Legal matters affecting the UTGSU;

8.2.6. Their continued work with the Executive Committee members;

8.2.7. Any other matters outlined in section 8.3 below or the Executive Director employment agreement.

8.3. Responsibilities

The Executive Director of the UTGSU shall have the following responsibilities:

8.3.1. Determining the UTGSU's human resources requirements;

8.3.2. Creating and approving such paid and volunteer positions as are deemed necessary, subject to complying with the approved budget of the UTGSU;

8.3.3. Liaise with all employees and CUPE 1281;

8.3.4. Maintain the financial health of the UTGSU by ensuring all bookkeeping is up to date;

8.3.5. Manage the front office of the UTGSU;

8.3.6. Facilitate the day-to-day financial transactions of the UTGSU;

8.3.7. Cause the UTGSU to enter into agreements that have been approved by the Board or, to the extent permitted, the Executive Committee;

- 8.3.8.** Be a signing authority for the UTGSU;
- 8.3.9.** Ensure that remittances to external organizations are made in accordance with the UTGSU's agreements with external organizations;
- 8.3.10.** Carry out the duties and responsibilities described in their employment agreement with the UTGSU; and
- 8.3.11.** Authorize the reimbursement of the reasonable expenses incurred by the Executive Director of the UTGSU in carrying out their duties.

BYLAW 9 ELECTIONS

Amended: December 2021, December 2024

9.1. Elections and Referenda Committee

9.1.1. The Elections and Referenda Committee is a Standing Committee that shall:

9.1.1.1. Consist of at least three (3) Committee members;

9.1.1.2. Propose timelines for elections and referenda to the Board of Directors;

9.1.1.3. Hire election staff including but not limited to the Chief Returning Officer;

9.1.1.4. Facilitate amendments to elections and referenda Bylaw and Policy;

9.1.1.5. Act as the first body of appeal for decisions made by the Chief Returning Officer;

9.1.1.6. Submit a report on the conduct and results of any election to the Board of Directors for ratification within fourteen (14) days of the conclusion of an election; and

9.1.1.7. Fulfill other duties as prescribed in election and referenda Policy.

9.1.2. For a member of the Elections and Referenda Committee to be a candidate in an election they shall recuse themselves from the Committee at least ninety (90) days prior to the start of the nomination period for that election. Any committee member who recused themselves is no longer considered an Elections and Referenda Committee member.

9.2. Chief Returning Officer

9.2.1. The Chief Returning Officer shall be appointed through the following procedure:

9.2.1.1. The Elections and Referenda Committee shall advertise for the position of Chief Returning Officer for at least fourteen (14) days.

9.2.1.2. The Elections and Referenda Committee shall recommend a candidate who is not:

9.2.1.2.1. A current Director, Caucus or Committee chair, Board of Appeal member, or UTGSU staff member; or

9.2.1.2.2. In a real or perceived conflict of interest.

9.2.1.3. The Board of Directors shall appoint a candidate recommended by the Elections and Referenda Committee by the last Board of Directors meeting in the Fall Session. Members of the Elections and Referenda

Committee may present majority and minority recommendations if they do not reach consensus.

9.2.1.4. If the Board of Directors has not appointed a Chief Returning Officer prior to the notice period of a by-election or referendum, the Elections and Referenda Committee shall recommend and the Board of Directors shall appoint an interim Chief Returning Officer.

9.2.2. The Chief Returning Officer shall be the point of contact for Members and candidates regarding an election during an election period. Their responsibilities shall include:

9.2.2.1. Distributing candidate information packages and providing election training;

9.2.2.2. Verifying the eligibility of all nominated candidates;

9.2.2.3. Approving campaign materials;

9.2.2.4. Overseeing the voting platform; and

9.2.2.5. Issuing demerit points and sanctions that may disqualify candidates.

9.3. Schedule of Elections

9.3.1. The UTGSU shall hold an election annually for all Director positions no later than March 31.

9.3.2. The Elections and Referenda Committee may recommend a by-election to be held between September 15 and the Annual General Meeting upon ratification by a simple majority vote at a Board of Directors meeting.

9.3.3. The UTGSU shall hold a by-election during this time period if the following positions are unfilled or become vacant between May 1 and October 31:

9.3.3.1. All Director positions representing any of the four (4) Divisions; or

9.3.3.2. One (1) or more Officer positions.

9.3.4. An election shall include at least:

9.3.4.1. Notice given seven (7) days before the nomination period;

9.3.4.2. A nomination period of seven (7) days;

9.3.4.3. A campaign period of seven (7) days; and

9.3.4.4. A voting period of three (3) days concurrent with the last three days of the campaign period.

9.3.5. The cumulative election period from the start of the nomination period to the end of the voting period shall not exceed thirty-five (35) days.

- 9.3.6.** Notice shall include the election timeline (as per Bylaw 9.3.4.) and a description of the roles and responsibilities of electable positions. Notice shall be provided to Members by email and posted on the UTGSU website.

9.4. Candidate Eligibility

A candidate shall:

- 9.4.1.** Seek nomination for:
- 9.4.1.1.** One (1) Officer position; or
 - 9.4.1.2.** One (1) (non-Officer) Director position. A candidate shall represent one (1) of the four (4) Divisions or two (2) Campuses of the University of Toronto to which they belong as per Bylaw 4.1.
- 9.4.2.** Be eligible in accordance with Bylaw 4.2.
- 9.4.3.** Submit a valid nomination form to the Chief Returning Officer.
- 9.4.4.** Complete elections training defining the election protocol and candidate guidelines.

9.5. Voting

- 9.5.1.** Members may cast one (1) vote for each Officer position and for Directors in their Division and/or Campus.
- 9.5.2.** Candidates who are uncontested shall face a Yes or No vote. The candidate requires a simple majority (50%+1) to be elected.
- 9.5.3.** The candidate who receives the plurality of votes shall be elected.

BYLAW 10 DISCIPLINE OF MEMBERS AND DIRECTORS

Amended: December 2021, December 2024

10.1. Discipline of an Executive, commenced by the Executive Committee

- 10.1.1.** If an Executive member is suspected of not performing the duties of their position it is to be reported to the current chair of the Executive committee at an Executive meeting.
- 10.1.2.** If the majority of the voting Executive members suspect that the accused Executive member is not performing the duties of their position, the accused Executive member must prepare a report and circulate it by email twenty-four (24) hours in advance of the next Executive meeting.
- 10.1.3.** After a period of one (1) week, if that Executive member's duties have not been reported to the satisfaction of the majority of the voting Executives (including the chair), the Executive committee shall have the ability to suspend the Executive member's honorarium until a satisfactory report is made. Whether a retroactive honorarium will be paid shall be subject to an Executive vote.
- 10.1.4.** If a satisfactory report is not accepted by the Executives within one (1) month, the Executive Committee shall report to the Board of Directors.
- 10.1.5.** The Board of Directors may enforce the provisions at section 10.3.2 to discipline the Executive Officer.

10.2. Discipline of a Director or Executive Officer by the Board of Directors

- 10.2.1.** The UTGSU's Board of Directors shall have the right to discipline any Director or Executive Officer on the following grounds:
 - 10.2.1.1.** Missing two (2) or more meetings without just or proper cause;
 - 10.2.1.2.** Theft, fraud, or embezzlement of funds;
 - 10.2.1.3.** Failure to disclose a Conflict of Interest, as defined in Bylaw 1.1;
 - 10.2.1.4.** Breach of confidentiality;
 - 10.2.1.5.** Misuse of UTGSU property;
 - 10.2.1.6.** Failure to perform their duties as specified in the UTGSU Bylaws;
and
 - 10.2.1.7.** Failure to disclose any of the following:
 - 10.2.1.7.1.** An ongoing, pending or former legal proceeding commenced in any court of law or tribunal against the Representative or Officer;

10.2.1.7.2. A disciplinary action against the Representative or Officer by any professional regulatory body; and

10.2.1.7.3. Any similar type of proceeding against the Representative or Officer.

10.3. Sanctions

10.3.1. The Board of Directors may impose any of the following sanctions on a Director:

10.3.1.1. Provide a written reprimand;

10.3.1.2. Notify the Members;

10.3.1.3. Organize a Members' meeting for the purpose of disciplining the Director; and

10.3.1.4. Organize a Members' meeting for the purpose of removing the Director.

10.3.2. The Board of Directors may impose any of the following sanctions on an Executive Officer:

10.3.2.1. provide a written reprimand;

10.3.2.2. Suspend the Officer with or without pay until a Members' meeting can be held in accordance with the UTGSU By-laws; and

10.3.2.3. Call a Members' meeting for the purposes of considering a motion to remove the Officer.

10.3.3. The Director or Officer will be entitled to give the UTGSU a written statement giving reasons for opposing their removal as Director or Officer if a Members' meeting is called for that purpose.

10.3.4. If the Director or Officer provides a statement, the statement shall be circulated with the notice of the meeting in question or as soon as possible thereafter if it is not practical to circulate the statement with the notice.

10.4. Automatic Vacancy of Executive Office

The office of an Executive shall automatically be vacated:

10.4.1. If they become bankrupt, suspend payment of debts generally, compound with creditors, make an assignment in bankruptcy or are declared insolvent;

10.4.2. If they are found to be incapable, as such term is defined in the Act, by a certified medical professional;

- 10.4.3.** If they, by notice in writing to the UTGSU, resign office, which resignation shall be effective at the time it is received by the President of the UTGSU or at the time specified in the notice, whichever is later;
- 10.4.4.** If they are recalled in accordance with the provisions of Section 10.2; or 10.4.5 if they die.

In the cases stipulated above, the Executive in question shall be excluded from voting.

10.5. Discipline of a Member by the Board of Directors

- 10.5.1.** The Board of Directors shall have right to discipline any Member on the following grounds:

- 10.5.1.1.** Violating any provision of the Articles of Continuance, Bylaws or written policies of the UTGSU; or
- 10.5.1.2.** Carrying out conduct that is harmful, targeted, vexatious, or detrimental to the UTGSU, as determined by the Board in its sole discretion.

10.5.2. Procedure for Discipline

- 10.5.2.1.** The Board of Directors may call a special meeting of the Board of Directors by passing a motion for the purpose of authorizing the disciplinary action set out in section 10.5.1.
- 10.5.2.2.** Fourteen (14) days notice shall be provided to the Member for the special Board of Directors' meeting. The notice shall set out the reasons for the proposed disciplinary action as well as the contact information to send a written submission as per 10.5.2.3.
- 10.5.2.3.** The Member receiving the notice shall be entitled to give the Board of Directors a written submission opposing the disciplinary action no later than five (5) days before the end of the fourteen (14) day period.
- 10.5.2.4.** If written submissions are received, the Board of Directors will consider such submissions in arriving at a final decision and any applicable sanctions. The Board of Directors shall notify the Member concerning the final decision within ten (10) days of the special meeting.

10.5.3. Sanctions

- 10.5.3.1.** The Board of Directors may impose any of the following sanctions on a Member:
 - 10.5.3.1.1.** Provide a written reprimand;

- 10.5.3.1.2.** Require training or workshop participation;
- 10.5.3.1.3.** Prohibit the Member from UTGSU spaces, services and programs; or
- 10.5.3.1.4.** Deem the Member ineligible to be a candidate for Director and Officer positions, in accordance with section 4.2 of these Bylaws.

10.5.3.2. Sanctions on Members must be approved at the Board of Directors by a two-thirds ($\frac{2}{3}$) vote at the special meeting, in accordance with section 10.5.2 of these Bylaws.

10.5.4. Appealing Sanctions

- 10.5.4.1.** Any of the sanctions imposed by the Board of Directors, in accordance with section 10.5.3.1 of these By-laws, may be appealed to the Board of Appeal.
- 10.5.4.2.** All decisions rendered by the Board of Appeal regarding any sanctions by the Board of Directors, in accordance with section 10.5.3.1 of these By-laws, shall be final and binding on the Member, without any further right to appeal.

BYLAW 11 REFERENDA

Amended: December 2021, December 2024

11.1. Referendum Guidelines

11.1.1. A referendum is one or more questions put to all Members to determine the opinion of Members regarding one or more issues relating to the UTGSU, which may or may not include fees.

11.1.2. Referenda shall be administered by the Elections and Referenda Committee and Chief Returning Officer, pursuant to Bylaw 9.

11.1.3. There shall be two classifications of referenda:

2.1.2.1. A Yes or No Campaign, which shall be implemented if there are clear or likely divisions within the membership regarding an issue that is to be put to referendum; and

2.1.2.2. An Information Campaign, which shall be implemented if there are no clear or likely divisions within the membership.

11.1.4. The Board of Directors, by the recommendation of the Vice-President Internal, shall have the authority to classify the referendum.

11.1.5. Referenda may be called:

11.1.4.1. To run concurrently with the schedule of an election as provided in Bylaw 9.3; or

11.1.4.2. To run concurrently with the Annual General Meeting, including additional voting days in accordance with Bylaw 11.3 and referenda Policy.

11.1.6. A referendum question shall:

11.1.5.1. Have a preamble that objectively explains the historical context of the issue that is the subject of the referendum; and

11.1.5.2. Have a question that is positively worded and ensures that a vote of “yes” signifies agreement with the described issue, and a vote of “no” signifies disagreement with it.

11.1.7. Unless a referendum question is an Information Campaign, notice of the referendum shall contain a call for one (1) advocating committee in support of the referendum question (“Yes committee”) and one (1) in opposition to the referendum question (“No committee”).

11.1.7.1. Advocating committees shall apply for registration during the notice period of the referendum, pursuant to Bylaw 11.3.

- 11.1.7.2. The advocating committees shall be permitted to campaign during the campaign period of the referendum.

11.2. Initiation of Referenda

11.2.1. Submission Timeline

- 11.2.1.1. The referendum question shall be submitted to the Vice-President Internal and the Chair at least twenty-one (21) days in advance of a Board of Directors meeting.
- 11.2.1.2. The Vice-President Internal shall provide the referendum question to the Board of Directors at least fourteen (14) days in advance of the Board of Directors meeting at which they vote to approve the question.

11.2.2. A submitted referendum question shall follow these procedures:

- 11.2.2.1. Members may consult with the Vice-President Internal regarding the legality, financial feasibility, and general wording when developing a referendum question.
- 11.2.2.2. A Member may submit a referendum question through a petition signed by no less than two hundred (200) Members. The petition shall include the name, student number, and University of Toronto email of all petitioners.
- 11.2.2.3. A Director may submit a referendum question without signatures collected from Members.
- 11.2.2.4. The Vice-President Internal, in consultation with the Chair and the Executive Committee, shall determine if the referendum question is in order in accordance with 11.2.3 Questions to be Deemed Out of Order.
- 11.2.2.5. If the question is in order, there shall be a vote to accept the question at the next Board of Directors meeting.
 - 11.2.2.5.1. The Board of Directors shall require a simple majority vote at a Board of Directors meeting to approve a referendum question submitted by a Member petition.
 - 11.2.2.5.2. The Board of Directors shall require a two-thirds ($\frac{2}{3}$) majority vote at a Board of Directors meeting to approve a referendum question submitted by a Director.
- 11.2.2.6. If the question is deemed out of order, the Member who submitted the question shall be notified no more than five (5) days after their submission. The Vice-President Internal or the Chair shall provide the

reason for why the question is deemed out of order to the Member who submitted the question.

11.2.3. The Vice-President Internal or Board of Directors may deem the referendum question out of order if:

- 11.2.3.1.** The Member petition did not meet the required signatory threshold; or
- 11.2.3.2.** The question is not factually accurate or properly worded; or
- 11.2.3.3.** The question is not legal or financially feasible; or
- 11.2.3.4.** The question or recipient of potential referendum funds are not aligned with the mandate of the UTGSU, sufficiently associated with the University of Toronto campus, or is not adequately organized to receive the funds; or
- 11.2.3.5.** The referendum question has an overlapping mandate with another referendum question; or
- 11.2.3.6.** Members and potential stakeholders have not been reasonably consulted.

11.3. Referenda Timeline

11.3.1. A Yes or No Campaign referendum shall be scheduled and administered in accordance with the associated election or Annual General Meeting schedule but shall have, at minimum:

- 11.3.1.1.** A notice period of at least fourteen (14) days, during which advocating committees shall be recruited; and
- 11.3.1.2.** A campaign period between seven (7) and fourteen (14) days; and
- 11.3.1.3.** A voting period of at least three (3) days concurrent with the last three days of the campaign period.

11.3.2. An Information Campaign referendum shall be scheduled and administered in accordance with the associated election or Annual General Meeting schedule but shall have, at minimum:

- 11.3.2.1.** A notice period of at least fourteen (14) days; and
- 11.3.2.2.** An information period between seven (7) and fourteen (14) days; and
- 11.3.2.3.** A voting period of at least three (3) days concurrent with the last three days of the information period.

11.4. Voting Procedures

- 11.4.1.** If a referendum runs concurrently with an election, voting for the referendum shall be conducted on the same platform as the associated election.
- 11.4.2.** If a referendum runs concurrently with the Annual General Meeting, voting for the referendum shall be conducted on the same platform as the immediately preceding or succeeding election.
- 11.4.3.** Each Member may cast one (1) vote per referendum question.

BYLAW 12 INDEMNIFICATION OF REPRESENTATIVES AND OFFICERS

Amended: December 2021

12.1. Protection of Director and Officers

Except as otherwise provided in the Act, no Director, Officer or Executive Director shall be liable:

- 12.1.1.** For the acts, receipts, neglects or defaults of any other Director or Officer or employee; or
- 12.1.2.** For any loss, damage or expense happening to the UTGSU through the insufficiency or deficiency of title to any property acquired by the UTGSU; or
- 12.1.3.** For or on behalf of the UTGSU; or
- 12.1.4.** For the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the UTGSU shall be placed out or invested; or
- 12.1.5.** For any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the UTGSU; or
- 12.1.6.** For any other loss, damage or misfortune whatsoever that may happen in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto, unless the same shall happen by or through the Director's, Officer's or Executive Director's own willful neglect or default.

12.2. Indemnification of Directors and Officers

Every UTGSU Director, Officer, Executive Director, member of a committee, or any other person who has undertaken or is about to undertake any liability on behalf of the UTGSU, and his or her heirs, executors and administrators, and estate and effects, successors and assigns, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the UTGSU, from and against:

- 12.2.1.** All costs, charges and expenses whatsoever that such Director, Officer, Executive Director, committee member or other person sustains or incurs in or in relation to any action, suit or proceeding which is brought, commenced or prosecuted against the Director, Officer, Executive Director, committee member or other person, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or in relation to the execution of the duties of such office or in respect of any such liability; and

- 12.2.2.** All other costs, charges and expenses that the Director, Officer, Executive Director, member or other person sustains or incurs in or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default. The UTGSU shall also indemnify any such person in such other circumstances as the Act or law permits or requires. Nothing in this Bylaw shall limit the right of any person entitled to claim indemnity apart from the provisions of this Bylaw to the extent permitted by the Act or law.

The indemnity described in Paragraphs 12.2.1 and 12.2.2 above shall only be available to an individual if:

- 12.2.3.** They acted honestly and in good faith with a view to the best interests of the UTGSU; and
- 12.2.4.** In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

12.3. Insurance

The UTGSU shall purchase and maintain insurance for the benefit of any Director, Officer, Executive Director, or other person acting on behalf of the UTGSU against any liability incurred in that person's capacity as a Director, Officer, Executive Director or other person acting on behalf of the UTGSU, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the UTGSU.

BYLAW 13 CONFLICT OF INTEREST

Amended: December 2021

13.1. Conflict

A Conflict of Interest, as defined in Section 1.1 herein, arises when a Director, Officer or an Executive Director:

- 13.1.1.** has a material interest in a contract to which the UTGSU is a party;
- 13.1.2.** is a Director or an Officer of, or has a material interest in, any person or organization who is a party to a material contract or transaction with the UTGSU;
- 13.1.3.** has a material interest in the result of a resolution passed at a Board of Directors' meeting;
- 13.1.4.** is not acting in the best interests of the UTGSU, as determined by the Board of Directors by a special resolution.

The above list is not exhaustive. In instances where the Board of Directors is uncertain on whether there has or would be a Conflict of Interest, it may seek guidance from the UTGSU's legal counsel, auditor or other professional who may be suited to address such an inquiry.

13.2. Disclosure of the Conflict of Interest

A Director, Officer or Executive Director shall disclose to Board of Directors the nature and extent of the Conflict of Interest, either in writing or by having it entered into the minutes of a Board of Directors' meeting.

13.3. Timing

The disclosure required in the above Section 13.2 shall be made:

- 13.1.1.** At the Board of Directors' meeting at which a proposed contract or transaction is first considered;
- 13.1.2.** If the Director, Officer or Executive Director was not, at the time of the meeting referred to in Paragraph 13.3.1, interested in the proposed contract or transaction, at the first Board of Directors' meeting after the individual becomes a Director, Officer or an Executive Director;
- 13.1.3.** If the Director, Officer or Executive Director becomes interested after a contract or transaction is made, at the first Board of Directors' meeting after the Director, Officer or Executive Director becomes so interested;
- 13.1.4.** If an individual who is interested in a contract or transaction later becomes a Director, Officer or an Executive Director, at the first Board of Directors'

meeting after the individual becomes a Director, Officer or an Executive Director;

- 13.1.5.** If a material contract or transaction, whether entered into or proposed, is one that, in the ordinary course of the UTGSU's activities, would not require approval at a Board of Directors' meeting, the Director, Officer or an Executive Director shall, immediately after they become aware of the contract or transaction, disclose the nature and extent of the Conflict of Interest to the Board of Directors.

13.4. Voting

A Director, Officer or Executive Director required to make a disclosure under Section 13.2 herein shall not vote on any resolution associated to the Conflict of Interest itself or any related outcome, material or otherwise.

13.5. Attendance at Meetings

A Director, Officer or Executive Director required to make a disclosure under Section 13.2 shall promptly leave the Board of Directors' meeting at which the Conflict of Interest or any related outcome, material or otherwise, is being discussed.

13.6. Failure to Disclose

Failure to disclose a potential Conflict of Interest constitutes ground for the disciplinary procedures outlined in Bylaw 10 herein.

BYLAW 14 INTERNAL DISPUTE RESOLUTION

Amended: December 2021

14.1. Internal Dispute Resolution

The UTGSU shall maintain an internal dispute resolution system, whereby the Executive Director, Chair, Equity Officer, and Board of Appeal respond to complaints, disputes and conflicts in the manner set out in the Dispute Resolution Policy.

14.2. Staff-Related Complaints or Disputes

- 14.2.1.** The Executive Director shall be responsible for the intake of any complaint or dispute related to the staff or the Executive Officer.
- 14.2.2.** The Executive Director shall be the employer representative to all staff represented by CUPE 1281.
- 14.2.3.** The dispute resolution processes related to staff shall be outlined in the Policy Handbook.

14.3. Complaints or Disputes Related to the Board of Directors

- 14.3.1.** The Chair shall be responsible for the intake of any complaint or dispute related to a Director or an Executive Officer.
- 14.3.2.** In the event of a complaint or dispute related to a Director or an Executive Officer, the Chair shall bring such matters to the Board of Directors.
- 14.3.3.** Director or Executive Officer complaints or disputes related to racism, transphobia, sexism, homophobia, and other charges that violate the UTGSU's equity statement shall be brought to the Equity Officer.
- 14.3.4.** The dispute resolution processes related to Directors or Executive Officers shall be outlined in the Policy Handbook.

14.4. Election-Related Complaints or Disputes

The CRO shall be responsible for the intake of any election-related complaint or dispute.

- 14.4.1.** The Elections and Referendum Committee shall make determinations regarding any election-related complaint or dispute.
- 14.4.2.** The procedures for handling election-related complaints or disputes are described in Policy E1: Elections.

14.5. Equity Officer

- 14.5.1.** Terms of Reference

- 14.5.1.1.** The Equity Officer shall be responsible for the intake of complaints or disputes related to racism, transphobia, sexism, homophobia, and other charges that violate the UTGSU's equity statement.
- 14.5.1.2.** The Equity Officer shall be responsible for upholding the UTGSU's Equity Statement and Anti-Discrimination Policy.
- 14.5.1.3.** The Equity Officer shall be responsible for the intake of complaints regarding the UTGSU or any of its affiliated entities, including Course Unions.
- 14.5.1.4.** The Equity Officer shall be responsible for the intake of disputes between Members.
- 14.5.1.5.** The dispute resolution processes of the Equity Officer shall be prescribed in the UTGSU Policy Handbook.

14.6. The Board of Appeal

14.6.1. Terms of Reference

- 14.6.1.1.** Any decision rendered by the Equity Officer, the Board of Directors, the Chair or the Elections and Referendum Committee may be appealed at the Board of Appeal.
- 14.6.1.2.** The Board of Appeal shall have authority to investigate any decisions rendered by the Chair, the Board of Directors, the Executive Committee, the Elections and Referenda Committee, the Chief and Deputy Returning Officers, and the UTGSU Course Unions.
- 14.6.1.3.** The Board of Appeal is the final level of appeal within the UTGSU for the matters described in section 14.6.1.1 above.
- 14.6.1.4.** The establishment and the procedures of the Board of Appeal shall be prescribed by Policy G7: Appeals Process.

BYLAW 15 FINANCES

Amended: December 2021

15.1. Financial Year End

15.1.1. The Financial Year end of the UTGSU shall be the 31st day of August.

15.2. Banking and Borrowing

Each year following the election of the Officers, and in accordance with the rules set out in the UTGSU's Policy Handbook, said Officers are given signing authority for the UTGSU. Thereafter, any one of the designated Officers or persons who may be authorized from time to time by resolution of the Board of Directors, are hereby authorized for and in the name of the UTGSU:

15.2.1. To draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for payment of money;

15.2.2. To receive all monies and to give a quittance for the same;

15.2.3. Subject to the approval of the Board of Directors, to assign and transfer to the bank all or any stocks, bonds and other securities;

15.2.4. Subject to the authorization of the Board of Directors from time to time, to borrow money from a chartered bank, trust company, or credit union, by incurring an overdraft or otherwise; and

15.2.5. Generally, for and in the name and on behalf of the UTGSU, to transact with said bank any business they may think fit. Notwithstanding the foregoing, the UTGSU may not:

15.2.5.1. Without the approval of the Board of Directors, borrow money other than from chartered banks, trust companies, or credit unions, provided that such restriction may not apply to purchase money obligations; or

15.2.5.2. Borrow money that is not fully repayable during a term of one (1) year or less, unless approved by a resolution passed by two-thirds (2/3) of the Representatives present and voting.

15.3. Delegation of Banking

The Executive Director, the Vice-President Finance or any official as may from time to time be designated by the Board of Directors, are hereby authorized:

15.3.1. To negotiate with, deposit with, endorse or transfer to a bank, but for the credit of the UTGSU only, all or any bills of exchange, promissory notes, cheques, or orders for the payment of money and other negotiable paper;

- 15.3.2. From time to time to arrange, settle, balance and certify all books and accounts between the UTGSU and the UTGSU's bank;
- 15.3.3. To receive all paid cheques and vouchers; or
- 15.3.4. To sign the bank's form of settlement of balances and release.

15.4. Signing Officers

- 15.4.1. The President, Vice-President Finance, the Finance Administrator, and the Executive Director, shall be signing officers of the UTGSU. Signing officers may sign on behalf of the UTGSU all contracts, agreements, conveyances, mortgages, or other documents, as may be required by law or as authorized by the Board of Directors.
- 15.4.2. Notwithstanding the above paragraph, the Board of Directors may from time to time, by resolution, authorize any person or persons to sign documents on behalf of the UTGSU.

15.5. Financial Operations and Procedures

- 15.5.1. All financial operations and procedures shall be prescribed in the UTGSU Policy Handbook.

15.6. Auditor

- 15.6.1. The UTGSU shall at its annual meeting appoint an auditor. Said auditor shall not be a Director, an Officer or an employee of the UTGSU or a partner or employee of any such person, and shall be duly licensed under the provisions of the Public Accountancy Act (Ontario) to hold office until the next annual meeting of the UTGSU.
- 15.6.2. The auditor shall have all the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein.
- 15.6.3. In addition to making the report at the annual meeting of the UTGSU, the auditor shall from time to time report through the Executive Director to the Board of Directors on the audit work with any necessary recommendations.

BYLAW 16 BOOKS AND RECORDS

Amended: December 2021

16.1. Records

- 16.1.1.** The Board of Directors, or a person designated by the Board of Directors at its sole discretion, shall ensure that all the necessary books and records of the UTGSU are regularly and properly kept, in accordance with Section 16.2 herein.
- 16.1.2.** Amongst the necessary books and records that must be regularly and properly kept are the UTGSU's Letters Patent, Articles of Continuance, By-laws (and any amendments to the latter), any unanimous Members' agreement, minutes of both Members' and Board of Directors' meetings, resolutions of Members and Directors, debt obligations registers, if any, as well as registers of Directors, Officers and Members.

16.2. Corporate Minute Book

- 16.2.1.** The records referred to in Paragraph 16.1.2 herein shall be stored in a corporate minute book, which shall be kept at the UTGSU's head office or with the UTGSU's legal counsel, at the discretion of the UTGSU.
- 16.2.2.** The minute book shall be stored electronically.

BYLAW 17 AMENDMENTS

Amended: December 2021, December 2024

17.1. Amendment Proposals

17.1.1. For an amendment to the Bylaws to be considered, the proposed amendment shall:

17.1.1.1. Be submitted to the Governance Committee;

17.1.1.2. Thereafter, be submitted by the Governance Committee to the Board of Directors; and

17.1.1.2.1. If there is no active Governance Committee or if the Governance Committee has not been convened within twenty-eight (28) days of receiving the proposal, then the proposal shall be moved directly to the Board of Directors;

17.1.1.3. Thereafter, be submitted by the Board of Directors as a motion to an Annual General Meeting or as a Special General Meeting in accordance with Bylaw 3.

17.1.2. The Governance Committee and Board of Directors are responsible for any due diligence regarding the Bylaw amendments and must practice their fiduciary duty in recommending or denying the said Bylaw amendments.

17.1.3. The mover of the Bylaw amendment shall be entitled to motivate their motion at all stages of the amendment procedure.

17.2. Amendment of Bylaws by the Board of Directors

17.2.1. The Directors may, by resolution passed by two-thirds (2/3) majority vote of the Board of Directors, make, amend, or repeal any Bylaw not contrary to law, the Act or the Articles of Continuance that regulate the affairs of the UTGSU.

17.2.2. Notice of Amendments

17.2.2.1. Where it is intended to pass or amend the Bylaw at a Board of Directors meeting, written notice of any proposed Bylaw amendment shall be prepared and copies distributed to all Directors at least two (2) weeks in advance of such a meeting.

17.2.2.2. Notice of a meeting of the Board of Directors called to consider such a resolution shall, in addition to the other requirements imposed by these Bylaws, contain the full text of the proposed Bylaw or amendment.

17.2.3. A Bylaw amendment passed by the Board of Directors has full force and effect:

17.2.3.1. From the time the motion is passed; or

17.2.3.2. Upon ratification by Governing Council if required by Bylaw 17.4; or

17.2.3.3. From such future time as may be specified in the motion.

17.2.4. A Bylaw amendment immediately put into effect by the Board of Directors shall be presented for confirmation at the next Annual General Meeting or to a Special General Meeting called for that purpose. The Bylaw amendment shall be included in the meeting agenda in accordance with notice provisions in Bylaw 3.

17.2.4.1. The Members at a General Meeting may confirm, amend, or reject the Bylaw as presented, and if rejected it thereupon ceases to have effect and if amended, it takes effect as amended.

17.2.4.2. If a Bylaw amendment, or any part of it, is rejected or amended as described in this section, any actions taken or rights obtained under the Bylaw before such decision are not affected and would not be prejudicially affected.

17.3. Approval of Amendments of Bylaws by a General Meeting

17.3.1. Any vote to confirm or reject a Bylaw amendment at a General Meeting shall require a simple majority (50%+1) of Members present at the meeting.

17.3.2. A motion to amend a Bylaw amendment at a General Meeting shall require a two-thirds (2/3) majority of Members present at the meeting.

17.4. Governing Council Approval

An amendment, repeal, or re-enactment of Bylaw 2, 3.1, 3.3.1, 3.3.2, 3.3.7, 9.1, 15.2, 15.6, 17.3 and 17.4 shall be effective only upon approval by the Governing Council of the University of Toronto.