

**APUS Assembly Meeting #2b Agenda
(adjourned from November 6, 2017)**

**November 28, 2017
6:00 – 7:00 PM
APUS North Borden Office
563 Spadina Crescent, Suite 236
Toronto ON**



Assembly Meeting #2b
November 28, 2017
(adjourned from November 6, 2017)
6:00 PM

I. AGENDA

1. Call to order

2. Introductions and welcome

3. Approval of Agenda

MOTION Moved: Froom Seconded: Zhao

Be it resolved that the agenda be approved as presented.

4. Approval of Minutes

MOTION Moved: Kashyap Seconded: Ebifegha

Be it resolved that the minutes' package be approved as presented.

- a. Assembly Meeting #1 – July 11, 2017
- b. Assembly Meeting #1b – August 1, 2017

5. About APUS and role of APUS Assembly

6. APUS Preliminary Budget 2017-2018

MOTION Moved: Froom Seconded: Kashyap

Be it resolved that the APUS Preliminary Budget 2017-2018 as approved by the APUS Board of Directors be adopted as presented.

7. Approval of APUS Bylaw Amendments

MOTION Moved: Froom Seconded: Pyne

Be it resolved that the amendments to the APUS bylaws as approved by the APUS Board of Directors on August 1, 2017 and October 20, 2017 be approved as presented.

8. Executive Updates

9. Adjournment



II. MINUTES PACKAGE

a. Assembly Meeting #1 – July 11, 2017

In attendance: Jackie Zhao, Richie Pyne, Susan Froom, Jennifer Coggon, Margaret Ebifegha

Speaker: Richie Pyne

Staff: Danielle Sandhu

1. Call to order

The meeting was called to order at 5:30 pm.

Pyne states that we do not have quorum. He states that the items requiring approval require quorum in order to be discussed and these will need to wait until the reschedule date for a date between 3-6 weeks in accordance with the bylaws. He states we can postpone the presentation until the next date as well.

Coggon asks if agenda items could be added to the agenda on the reschedule date.

Pyne states that the deadline for submitting items has passed. He states items for future meetings can be directed to Froom. He states that Coggon is also a member of the Board and items can be brought forward to the Board as appropriate.

2. Adjournment

The meeting was adjourned at 5:35 pm. Pyne states the meeting is adjourned until 5:00 pm on August 1, 2017.



**b. Assembly Meeting #1b – August 1, 2017
(adjourned from July 11, 2017)**

In attendance: Margaret Ebifegha, Jennifer Coggon, Christine Cullen, Susan Froom, Mala Kashyap, Jackie Zhao, Richie Pyne

Speaker: Mala Kashyap

Staff: Caitlin Campisi

1. Call to order

The meeting was called to order at 5:30 pm.

2. Introductions

Everyone introduces themselves.

3. Approval of Agenda

MOTION Moved: Froom Seconded: Coggon

Be it resolved that the agenda be approved as presented.

Vote carries.

4. Approval of Minutes

MOTION Moved: Froom Seconded: Zhao

Be it resolved that the minutes' package be approved as presented.

- a. March 16, 2017
- b. April 6, 2017

Vote carries.

5. About APUS and role of APUS Assembly

Campisi states that this is a standing item for new Assembly members. Froom provides clarification regarding relevant Bylaws. Kashyap provides clarification regarding number of meetings a year and role of Assembly within APUS structure.

6. Executive Updates

DISCUSSION

Kashyap states she has been involved in hiring process for new Interim Executive Director. Caitlin Campisi has been hired.

Froom states she has also been involved in hiring process for new Interim Executive Director. She states the Sid Smith office will be closed for the last two weeks of August. She states the health and dental plan has been renewed.



Zhao states he has been working on preliminary planning for the upcoming Provincial Day of Action. He will be meeting with the Canadian Federation of Students-Ontario to discuss recommendations for the date and logistics. He is also looking for suggestions from the Assembly and the Executive. Coggon and Ebifegha provide suggestions regarding the date in relation to the upcoming provincial election and coordinated meetings with MPPs. Zhao states the date will likely be in early February and agrees with coordinated meetings with MPPs. He has recently met with MPP Han Dong along with other student and labour unions meetings regarding \$15 & Fairness and student issues.

Pyne states Caribana Patio Lime will take place this Thursday on the Sid Smith patio. He is also in the process of planning an Orientation event for part-time and mature students at UTM and a collaboration with LGBTOUT.

Ebifegha states that the U of T Sexual Violence Prevention and Support Centre is now open. She states she is looking to collaborate with campus groups, especially Indigenous and equity-seeking groups to further the recommendations from the Truth and Reconciliation Committee. She states the APUS 50th Anniversary is coming up next year. She hopes for widespread participation from members and encourages anyone interested to get in touch with her.

7. Adjournment

MOTION Moved: Froom Seconded: Cullen

Vote carries.

The meeting adjourned at 5:50 pm.



III. PRELIMINARY BUDGET

ASSOCIATION OF PART-TIME UNDERGRADUATE STUDENTS
Local 97, Canadian Federation of Students

DRAFT PRELIMINARY BUDGET 2017-2018
 Fiscal year ending April 30, 2018

REVISED REVENUE

	Revised Budget	Preliminary Budget	Operating Budget
	Apr./17	Aug./17	jan./18
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MEMBERSHIP FEES			
Summer Term (May-Aug 2017)	178,754.85	177,000.00	
OPIRG ⁽¹⁾	12953.25	12,800.00	
CFS ⁽¹⁾	47797.50	47,300.00	
Fall and Winter Terms (Sep-Dec 2017 Jan-Apr 2018)	173,735.99	168,000.00	
OPIRG ⁽¹⁾	6,272.06	6,100.00	
CFS ⁽¹⁾	46,287.78	44,700.00	
Sub-total	465,801.43	455,900.00	
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SERVICES			
Health and Dental Plan Administration ⁽²⁾	100,000.00	100,000.00	
Student Printing Service	6,681.00	7,000.00	
Sub-total	106,681.00	107,000.00	
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OTHER			
Interest Income	95.34	100.00	
Miscellaneous Income ⁽³⁾	1,031.12	500.00	
Sub-total	1,126.46	600.00	
TOTAL OPERATING REVENUES	573,608.89	563,500.00	

Notes:

- 1 These monies are remitted directly to OPIRG and CFS.
- 2 Exact figure cannot be determined until the end of the policy year.
Also note that plan fees (collected from members) for premiums are not included.
- 3 Includes event ticket sales.



ASSOCIATION OF PART-TIME UNDERGRADUATE STUDENTS
Local 97, Canadian Federation of Students

DRAFT PRELIMINARY BUDGET 2017-2018

Fiscal year ending April 30, 2018

REVISED EXPENSES

		Revised Budget apr./17	Preliminary Budget Aug./17	Operating Budget jan./18
MEMBERSHIP FEES				
Summer Term	Transfer to OPIRG ⁽¹⁾	12953.25	12,800.00	
	Transfer to CFS ⁽¹⁾	47797.50	47,300.00	
Fall & Winter Term	Transfer to OPIRG ⁽¹⁾	6,272.06	6,100.00	
	Transfer to CFS ⁽¹⁾	46,287.78	44,700.00	
		113,310.59	110,900.00	
SERVICES				
Scholarships & Bursaries ⁽²⁾		11,500.00	11,500.00	
Accessibility Subsidy		0.00	500.00	
Daycare Subsidy		0.00	500.00	
Health and Dental Plan Administration		100,000.00	100,000.00	
Student Printing Service		7,577.03	8,000.00	
Income Tax Clinics		0.00	200.00	
Sub-total		119,077.03	120,700.00	
CAMPAIGNS, PROJECTS, EVENTS				
Campaigns and Projects		4,373.96	3,000.00	
Events and Outreach		24,531.81	20,500.00	
Coalition and Solidarity		3,000.00	2,000.00	
Sub-total		31,905.77	25,500.00	
ADMINISTRATION AND OFFICE				
Audit		7,910.00	7,910.00	
Bank Charges		1,299.94	1,000.00	
Computer Supplies and Maintenance		10,009.75	2,000.00	
Copier Services and Supplies		2,000.00	2,000.00	
Insurance ⁽³⁾		5,067.36	5,100.00	
Legal		8,996.50	8,000.00	
Telephone		3,310.93	3,300.00	
Repairs and Maintenance		4,230.31	4,000.00	



General Office	6,476.48	7,000.00
Transportation	201.70	500.00
Sub-total	49502.97	40810.00
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MEETINGS, CONFERENCES		
Accessibility	0.00	250.00
Annual General Meeting	1,996.13	2,000.00
Board of Directors	1,015.26	1,000.00
Class Assembly	745.85	1,000.00
Executive Meetings	1,799.58	2,000.00
Staff Meetings	299.55	400.00
Other Meetings and Conferences	0.00	200.00
CFS Meetings	11,335.73	11,000.00
Sub-total	17192.10	17850.00
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ELECTIONS AND REFERENDA		
Notices	0.00	500.00
Meeting of Assembly	100.00	500.00
Sub-total	100.00	1000.00
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HUMAN RESOURCES		
Salaries and Benefits ⁽⁴⁾		
Executive Honoraria ⁽⁵⁾	34,457.88	42,000.00
Salaries and Wages ⁽⁶⁾	180,000.00	180,000.00
Employer Contributions		
CPP	6,024.54	7,800.00
EI	3,178.86	4,500.00
RRSP	1,873.32	2,500.00
Payroll Service	1,725.53	1,800.00
Health Insurance	7,886.19	8,000.00
Other	0.00	0.00
Sub-total	235146.32	246600.00
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MISCELLANEOUS	102.02	0.00
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TOTAL OPERATING EXPENSES	566,336.80	563,360.00
SURPLUS (DEFICIT)	7,272.09	140.00

Notes:

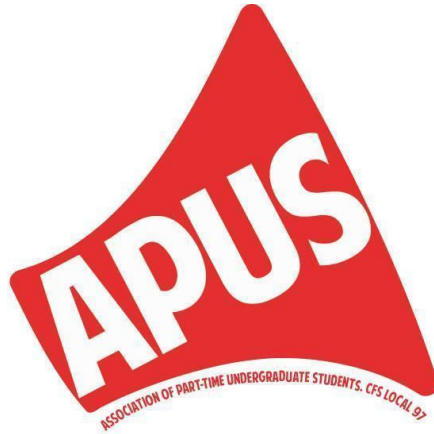
- 1 These monies are remitted directly to OPIRG and CFS.
- 2 Scholarships & bursaries are awarded by Enrolment Services.



- 3 Insurance includes Director and Office Liabilities
- 4 Obligations under the Collective Agreement
- 5 Approved by 2017 Board of Directors, Executives earn \$600.00/month honorarium, \$25/month cellphone allowance. Executives may be eligible for per diems as per APUS Board of Directors' policy.
- 6 Represents salaries and wages for (1) Executive Director, (1) Events & Outreach Coordinator, (1) Campaigns & Advocacy Coordinator, (1) Member Services Coordinator (1) Financial Coordinator, (4) Information Clerks



IV. BYLAW AMENDMENTS PACKAGE



APUS BYLAW AMENDMENT PACKAGE

Approved by the APUS Board of Directors
August 1, 2017
October 20, 2017

In this package:

- I. Summary of Changes**
- II. Proposed Bylaw Changes**



I. Summary of Changes

The proposed amendments seek to ensure accuracy of APUS bylaws with regards to membership fees, and definitions of members, representatives, sessions, designated publications and U of T campuses.

The proposed amendments further seek to clarify timelines for adjourned meetings, election procedures for representatives, and proxies at meetings of the members.

The proposed amendments further seek to ensure resolutions of the Board remain in effect until rescinded.

The proposed amendments further seek to update budget timelines, methods of giving notice and Executive portfolios with current practice.

The proposed amendments further seek to correct typos, mis-numbering, apply gender-neutral language throughout, and ensure internal consistency within Bylaws.



II. Proposed Bylaw Changes

Amendment #1:

Add the following definitions for "members" and "representatives" in Article 1.01.

(#) "Members" shall refer to members of the Corporation as defined in Article 3.01 herein;

(#) "Representatives" shall refer to members elected to the Assembly in accordance with Article 5.03 herein;

Amend the definition of "Session" in 1.01 as follows:

(p) "Session" means either the **fall**-winter session or the summer session of the University as defined in the relevant University calendar;

And re-alphabetize subsequent sub-clauses of 1.01.

Amendment #2:

Amend clause 3.03 clause (d) as follows:

3.03 Membership Fee

(d) In addition to the amount authorized in the foregoing provisions of this Section ~~3.04~~ **3.03**, the membership fee in the **Fall-Winter Session in 2017-2018 shall be \$119.32 for the APUS health plan and \$99.56 for the APUS dental Insurance Plan.** ~~shall include \$35.78 plus applicable taxes designated for the support of the APUS Accident and Prescription Drug Insurance Plan ("the Plan").~~ The Board and the Assembly may, by resolution, direct that the Corporation shall cease to operate the Plan, in which event such fee shall cease to form part of the membership fee. The Board and Assembly shall have the authority to decrease this fee, or to make increases to the fee described herein, provided that such increases shall be subject to a yearly maximum increase of no more than ten percent (10%).

Amendment #3:

Amend clause 4.02 as follows:

4.02 Notices



Notices of the date, time and place of the annual meeting of members of the Corporation shall be given to members by publication in the two consecutive issues of the designated newspaper next preceding the meeting. If the designated newspaper is not then published, notice shall be given by posting of notices in public places on each of the University campuses, at locations designated by the Board. **In no case shall notice of the Annual Meeting be less than fourteen (14) days.** Notice of the date, time and place of the annual meeting of members of the Corporation shall be given to the auditors in writing at least fourteen days before the meeting. Notice of a meeting of members shall state the general nature of the business that is to be transacted thereat.

Amendment #4:

Amend clause 4.05 as follows:

4.05 Quorum

A quorum for the transaction of business at an annual meeting of members of the Corporation (pursuant to Section 4.01 hereof) shall be 50 members of the Corporation of whom at least 25 shall be present in person. If a quorum is not present within half an hour after the time appointed for the annual meeting, then the meeting shall be adjourned to a date being not less than three weeks nor more than ~~five~~~~six~~ weeks from the date of the initial meeting and to such time and place as may be appointed by the Speaker. Notice shall be given of such adjourned meeting by publication in the issue of the designated newspaper preceding the date of the adjourned meeting by at least one week. Such notice shall specify the purpose for which the meeting was originally called. At such adjourned meeting, the members present in person or represented by proxy may transact the business for which the meeting was originally called and there shall be no quorum requirement for the purposes of properly constituting such adjourned meeting as an annual meeting of members.

Amendment #5:

Amend clause 4.08 as follows:

4.08 Proxies

Every member entitled to vote at a meeting of members may by means of a proxy appoint another member, as his nominee to attend and act at such meeting in a manner, to the extent and with the power conferred by the proxy. The proxy shall be in writing executed by the member or his attorney authorized in writing and shall conform with the requirements of the Act. The proxy shall cease to be valid after the expiration of one month from the date thereof. The proxy shall be deposited with the Secretary of the meeting before any vote is cast under its authority, or before such



earlier time, not exceeding 48 hours (excluding non-business days) preceding the meeting as the Board may fix by resolution. **No member may carry more than one (1) proxy.**

Amendment #6:

Split clause 5.03 clause (b) into two and re-order subsequent clauses as follows:

5.03 Election

- (a) The members of the Corporation in each Class shall be entitled to elect from amongst themselves one Representative for each 50 or less members in such Class to a maximum of 3 Representatives in any such Class;
- (b) ~~The instructor of a Class shall be requested to conduct and be responsible for the election of the Representatives in accordance with election guidelines as established by the Board from time to time.~~ Nominations shall be by and among the members of the Corporation in each Class with election by plurality of votes. Each member in each such Class shall be entitled to one vote;
- (c) Representatives must be elected within such time periods as may be specified by the Board from time to time and shall hold office until midnight on the first day of the session next following the session during which they were elected;**
- (d) Notwithstanding any defects in the election of a Representative, persons elected in accordance with the election guidelines established by the Board shall be deemed to properly hold office unless otherwise determined pursuant to paragraph (e) hereof;**
- (e) Any member of the Corporation shall be entitled within 30 days of any election of a Representative to refer the issue of the validity of such election to the Grievance Officer in accordance with the provisions of Article XIV hereof. If no such referral is made within such 30 day period then the results of such election shall be deemed final and binding upon all concerned;**
- (f) The instructor of a Class shall be requested to conduct and be responsible for the election of the Representatives in accordance with election guidelines as established by the Board from time to time.**
- (g) The Board shall establish and publish the rules relating to the conduct of elections of Representatives provided that the same are not in conflict with the letters patent or the by-laws of the Corporation.**

Amendment #7:

Amend clause 5.06 as follows:

5.06 Quorum



Twenty-five per cent of the members of the Assembly or 25 members of the Assembly, whichever is the greater, shall constitute a quorum for the transaction of business at all meetings of the Assembly. If a quorum is not present within half an hour after the time appointed for the meeting, then the meeting shall be adjourned to a date being not less than three weeks nor more than ~~six~~**five** weeks from the date of the initial meeting and to such time and place as may be appointed by the Speaker. Notice shall be given to all Assembly members of such adjourned meeting, such notice shall specify the purpose for which the meeting was originally called. At such adjourned meeting, the members present may transact the business for which the meeting was originally called and there shall be no quorum requirement for the purposes of properly constituting such adjourned meeting as a meeting of the Assembly.

Amendment #8:

Re-name Article 6 Directors as 'Board of Directors'.

VI. ~~DIRECTORS~~ BOARD OF DIRECTORS

Amend clause 6.02 clause (a) as follows:

6.02 Eligibility

Each Director and Officer shall be a Part-Time Undergraduate ~~undergraduate~~ Student and a member of the Assembly of Representatives during the session in which their election is held. ~~and pursuant to Section 3.02 hereof shall remain a member of the Corporation throughout the term of his or her office.~~

Amendment #9:

Amend clause 6.06 as follows:

6.06 Quorum

A quorum for meetings of the Directors shall be 50 per cent of the elected Directors then holding office (excluding ex-officio members) or five elected Directors whichever is the greater.

If a quorum is not present within half an hour after the time appointed for the meeting, then the meeting shall be adjourned to ~~a date being not less than three weeks nor more than six weeks from the date of the initial meeting and to~~ such time and place as may be appointed by the Speaker. Notice shall be given to all Directors of such adjourned meeting, such notice shall specify the purpose for which the meeting was



originally called. At such adjourned meeting, the Directors present may transact the business for which the meeting was originally called and there shall be no quorum requirement for the purposes of properly constituting such adjourned meeting as a meeting of the Board.

Amendment #10:

Amend clause 6.08 clause (b) as follows:

6.08 Removal of Directors

Any elected Director may also be removed from his or her position by resolution approved by at least 2/3 of the members of the Assembly of Representatives present and voting to the effect that such Director has failed to properly perform all or any part of the duties allotted to him or her as a Director. Notice of a resolution to remove a Director must be signed by 25% of the members of the Assembly and be given fifteen days (excluding non-business days) prior to the Assembly meeting where such resolution will be ~~put~~ **considered**.

Amendment #11:

Amend clause 6.11 as follows:

Article 6.11 Joint Meeting

A meeting of the Board of Directors shall be called no later than forty-five days after the election of the Directors by the Assembly, **and in no case later than April 30.** ~~and~~ ~~at~~ ~~At~~ such Board meeting, both incoming and outgoing directors shall be entitled to be present; outgoing directors shall be entitled to exercise votes on all matters excepting the election of officers; and incoming Directors shall be entitled to exercise their votes only in connection with the election of officers.

Amendment #12:

Amend clause 6.14 as follows:

6.14 Open to **Public Membership**

All meetings of the Board shall be open to all members of the Corporation unless otherwise decided by a majority of the voting Directors present. If a meeting is closed to the **public membership** the reason therefor shall be announced at the next meeting of the Board.



Amendment #13:

Amend clause 6.15 as follows:

6.15 Rescission of Resolutions

All resolutions passed by the Board shall remain in force until rescinded. Resolutions of the Board may be rescinded by a two-thirds vote of the Directors present and voting or by majority vote of the Directors present and voting if notice of resolution to rescind has been given at least one meeting prior to the meeting at which the resolution is rescinded.

~~Notwithstanding the above, after five years from the end of the academic year in which a resolution on a substantive matter or policy was approved by the Board, such resolution or policy shall cease to be in force and effect, unless specifically renewed by a simple majority vote of the Board.~~

Amendment #14:

Amend clause 6.21 as follows:

6.21 Remuneration and Expenses

Except for services provided by directors during temporary periods, which services are necessitated by the occurrence of ~~force majeure~~ **Force majeure**, the Directors shall not be paid any remuneration for their services as Directors.

Amend clause 6.22 as follows:

6.22 Conflict of Interest and Interest of Directors in Contracts

Subject to the provisions of the Act it shall be the duty of every Director of the Corporation who has, directly or indirectly, any material interest in any material contract or transaction to which the Corporation or a subsidiary thereof is or is to be a party, other than a contract for remuneration as a Director, Officer or employee, to disclose his or her interest in such contract or transaction in accordance with the requirements of the Act and to refrain from voting in respect thereof at any meeting of the Board of Directors, and any Director so disclosing his or her interest will not be counted as being present at the meeting for the purpose of determining whether a quorum is present at the time a vote is taken in respect of the contract or transaction in which he or she has disclosed his or her interest.



Notwithstanding 6.02, no person in the employ of APUS shall serve as a Director or member of the Assembly while they are employed by the Corporation. A person who has been in the employ of APUS shall not be eligible to serve as a Director or member of the Assembly within a period of six months after the termination of their employment. Subject to the occurrence of ~~force majeure~~ **Force majeure**, no Director or Officer may apply for a position of employment with the Corporation while they are serving as a Director or Officer or for a period of six months after the Director or Officer has completed his or her mandate.

Amendment #15:

Amend clause 8.05 as follows:

8.05 Vice-President External

Without limiting the generality of the foregoing in Section 8.02, or the ability of the Board from time to time to vary, add to or limit the powers and duties of any of the officer, the Vice-President (External) shall:

- (i) in the absence of the President, perform all duties of the President
- (ii) be responsible for representation of the Corporation in provincial and national student organizations; including the Canadian Federation of Students and Canadian Federation of Students-Ontario
- (iii) Along with Vice-President Events and Outreach be responsible for community outreach and liaising with other students and student/community organizations and their representatives on and off campus
- (iv) liaise with all student unions at the University of Toronto, including part-time student representatives elected at the University of Toronto Mississauga Students' Union and Scarborough Campus Students' Union
- (v) work with other executive members to organize campaigns, including campaigns on education, according to the mandate of APUS and as directed by the Executive, Board and Assembly\
- (vi) work with other executive members to implement the campaigns of the Canadian Federation of Students and Canadian Federation of Students – Ontario
- (vii) ~~be a signing officer for the Corporation.~~

Amend clause 8.06 as follows:

8.06 Vice-President Events and Outreach



Without limiting the generality of the foregoing in Section 8.02, or the ability of the Board from time to time to vary, add to or limit the powers and duties of any of the officer, the Vice-President Events and Outreach shall:

- (i) be responsible for organizing social and membership development events, including orientation events for the Corporation
- (ii) coordinate the outreach and membership recruitment initiatives of the Corporation
- (iii) coordinate outreach across all campuses of the University of Toronto
- (iv) coordinate outreach with the APUS Class Representatives and volunteers
- (v) along with the Vice-President External, liaise with campus groups at the University of Toronto
- (vi) ~~be a signing officer for the Corporation.~~

Amend clause 8.07 as follows:

8.07 Vice-President Equity

Without limiting the generality of the foregoing in Section 8.02, or the ability of the Board from time to time to vary, add to or limit the powers and duties of any of the officer, the Vice-President Equity shall:

- (i) work to improve the status of mature students, students with disabilities, student parents and other marginalized groups at the University
- (ii) work with other executive members to organize campaigns on part-time student issues, including but not limited to, access to education, childcare, transit, housing, tuition fees, and systemic discrimination in accordance with the mandate of APUS and as directed by the Executive, Board and Assembly
- (iii) liaise with equity-seeking campus groups and APUS levy groups
- (iv) liaise with the equity offices at the University of Toronto
- (v) along with the Vice-President Events and Outreach organize events promoting social justice and equity
- (vi) ~~be a signing officer for the Corporation.~~

Amendment #16:

Amend clause 11.04 as follows:

11.04 Referendum Procedure



A referendum of the members of the Corporation for the purposes of amending Section ~~3.04~~ **3.03** hereof, **or of removing an officer under Section 8.07(b) (ii) hereof**, shall be conducted in accordance with the following provisions:

Amendment #17:

Amend clause 12.01 as follows:

12.01 Method of Giving

Any notice, communication or other document to be given or sent by the Corporation to a Director, a member of the Assembly or Officer, or auditor of the Corporation under any provision of the letters patent or by-laws of the Corporation or the Act, shall be sufficiently given if it is:

(g) Sent to their email address as shown in the records of the Corporation

Amendment #18:

Amend clause 13.04 as follows:

13.04 ~~Summer and Winter Budgets~~ **Preliminary Budget**

The Finance Committee shall present a proposed ~~Summer~~ **Preliminary Budget for the fiscal year** to the Directors for their consideration no later than ~~April~~ **August 1** in each year.

~~The Summer Preliminary Budget shall be the budget for the May 1 to August 31 period in each fiscal year.~~

~~The Finance Committee shall present a proposed Winter Operating Budget to the Directors for their consideration no later than August December 1 in each year. The Winter Budget shall be the budget for the September 1 to April 30 period in each fiscal year.~~

~~The Board shall cause a copy of the Summer and Winter Budgets to be sent to the Assembly.~~

Amend clause 13.05 as follows:

13.05 ~~Revised Winter Budget~~ **Operating Budget**

The Finance Committee shall present a proposed ~~Revised Winter~~ **Operating Budget** to the Directors for their consideration no later than ~~January 30~~ **December 1** of each year.



The ~~Revised Winter~~ **Operating Budget** shall provide revised estimates of income and expenditures to reflect the financial position of the Corporation for the current fiscal year.

~~The Board shall cause a copy of the Revised Winter Budget to be sent to the Assembly.~~

Add a new clause after 13.05 as follows:

13.0X **Revised Operating Budget**

The Finance Committee shall present a proposed Revised Operating Budget to the Directors for their consideration no later than April 30 each year. The Revised Operating Budget shall provide revised estimates of income and expenditures to reflect the financial position of the Corporation for the current fiscal year.

13.06 Approval of Budgets

~~The Winter and Summer Budget~~ **The Preliminary, Operating and Revised Operating Budgets** shall be approved by a majority of vote of the members of the Board present and voting at a meeting of the Board. Notwithstanding this provision, the Board may revise any budget at any time. To the extent that such decision revises or amends the expenditures or provides for new expenditures, shall be approved by a two-thirds vote of the Board present and voting at a meeting of the Board.

The Board shall cause a copy of the Preliminary, Operating, and Revised Operating Budgets to be sent to the Assembly.

Re-number the clauses of article 13 accordingly.

Amendment #19:

Amend clause 13.10 as follows:

13.10 Execution of Instruments

Instruments requiring the signature of the Corporation shall be signed by any two of the following persons: the President, the Vice-President **Internal, the Treasurer, the Secretary**, or the Executive Director of the Corporation. Any member of the Board may certify under the corporate seal copies of any by-law, resolution, minutes or other document relating to the Corporation and any officer may sign a certificate under the seal of the Corporation as to matters of fact in connection with the Corporation within the purview of authority of such officer. Instruments so signed shall be binding upon the Corporation without further authorization of formality. The Board may at any time and from time to time direct the manner in which any person or persons by whom any



particular instrument, class of instruments or instruments in general shall or may be signed. The corporate seal shall be affixed to any instrument on which the seal is required. For the purpose of this section, "instruments" include contracts, deeds, mortgages, transfers and assignments of any property of the Corporation, proxies, obligations, certificates and any other documents.

Amendment #20:

Amend clause 15.01 as follows:

15.01 Continuity of Assembly, Executive Committee and Officers

The Class Representatives, and ~~the President, Vice-President(s), Secretary and Treasurer and~~ the members of the Executive Committee of the Association of Part-time Undergraduate Students elected or appointed pursuant to the Constitution and the By-Laws of the Association of Part-Time Undergraduate Students in effect at the date of the enactment of this By-Law shall be deemed to be the members of the Assembly of Representatives, the officers and the members of the Board of Directors, respectively, of the Corporation until their successors are elected or appointed pursuant to the provisions of this By-Law.

Amendment #21:

Amend clause 13.09 as follows:

13.09 Borrowing

The Board of Directors may from time to time:

- (a) borrow money on the credit of the Corporation; or
- (b) charge, mortgage, hypothecate or pledge all or ~~may~~ any of the real or personal property of the Corporation including book debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

Notwithstanding the foregoing, the Corporation shall not:

- (i) borrow money other than from chartered banks or trust companies provided that such restriction shall not apply to purchase money obligations; or



(ii) borrow money which is not fully repayable during a term of one year or less, unless approved by a resolution passed by two-thirds of the Directors present and voting

Amendment #22:

Replace 'Section 3.04' with 'Section 3.03' in clause 3.01, 3.02, 3.03 (c), 3.03 (d), 6.22, 11.01, and 11.03.

3.01 Membership

The following shall be members of the Corporation upon payment of the membership fee prescribed by section ~~3.04~~ **3.03**:

1. **All Part-time Undergraduate Students, as defined in Section 1.01 hereof:**
2. **All Continuing Education students and Special students, as defined in Section 1.01 hereof**
3. **Any other individual who has taken, is taking, or will be taking at least one course at the University of Toronto during the academic sessions, subject to the following procedures:**
 - a. **A motion to admit a person (or groups of persons) shall be made at a Board of Directors meeting stating why they should be admitted;**
 - b. **At least one week's written notice must be given before the motion is to be voted upon;**
 - c. **The vote to admit shall be decided by a 2/3 vote of those Directors, who are present and voting.**

3.02 Board of Directors

Persons elected to the Board shall be deemed to be members of the Corporation throughout their respective terms of office, provided that they pay the membership fee prescribed by Section ~~3.04~~ **3.03**.

3.03 Membership Fee

(c) In addition to the amount authorized in the foregoing provisions of this Section ~~3.04~~ 3.03, the membership fee shall include one dollar per session designated for the support of the Ontario Public Interest Research Group-Toronto ("OPIRG") for so long as the Corporation remains affiliated with OPIRG. The Board and the Assembly may, by resolution, direct that the Corporation shall cease to be affiliated with OPIRG, in which event such one additional dollar per session shall cease to form part of the membership fee and any amount collected and not



previously remitted to OPIRG shall be applied for such purposes as the Board and Assembly may direct.

(d) In addition to the amount authorized in the foregoing provisions of Section ~~3.04~~ 3.03, the membership fee in the Fall-Winter Session in 2017-2018 shall be \$119.32 for the APUS health plan and \$99.56 for the APUS dental Insurance Plan. The Board and the Assembly may, by resolution, direct that the Corporation shall cease to operate the Plan, in which event such fee shall cease to form part of the membership fee. The Board and Assembly shall have the authority to decrease this fee, or to make increases to the fee described herein, provided that such increases shall be subject to a yearly maximum increase of no more than ten percent (10%).

6.22 Conflict of Interest and Interest of Directors in Contracts

No member of the board of directors or agent of any organization receiving membership fees collected under Section ~~3.04~~ 3.03 may serve as a Director or Officer of the Corporation."

11.01 Procedure

The Board may by resolution passed at a meeting of the Board enact, amend or repeal any by-laws not contrary to law, the Act or Letters Patent that regulate the affairs of the Corporation. The Board shall submit any such amendment, repeal or enactment of any by-law of the Corporation, except for amendments to Section ~~3.04~~ 3.03, to the Assembly at the next meeting of the Assembly. The members of the Assembly may, at such meeting, by resolution passed by two-thirds of the members of the Assembly present and voting at such meeting, confirm, reject or amend such by-law, amendment or repeal. Notice of a meeting of the Assembly called to consider such resolution shall, in addition to the other requirements imposed by the by-laws be given as follows:

a) Notice of the full text of the proposed by-law or amendment shall be given to each member of the Assembly at least 14 days prior to the date of the meeting called to consider the same.

(b) A summary of the proposed by-law or amendment shall be published in the designated newspaper at least 14 days prior to the date of the proposed meeting called to consider the same and the full text thereof shall be available without cost to any member of the Assembly upon request at the offices of the Corporation.

11.03 Members' Approval



Any amendment, repeal or enactment of Section ~~3.04~~ 3.03 of this by-law shall be referred to the members of the Corporation for confirmation by referendum in accordance with the provisions of Section 11.04 hereof.

Amendment #23:

Replace the second 6.08 clause (b) with (c) and re-number accordingly.

6.08 Removal of Directors

(a) Any Director may be removed from their position on the Board by resolution approved by at least 2/3 of the remaining Directors to the effect that such Director has failed to attend three consecutive meetings of the Board and/or have missed more than 80% of the Board and Assembly meetings, without, in the opinion of the Board, reasonable cause for such absence and/or has in the opinion of the Board failed to properly perform all or any part of the duties allotted to him or her as a Director.

(b) Any elected Director may also be removed from their position by resolution approved by at least 2/3 of the members of the Assembly of Representatives present and voting to the effect that such Director has failed to properly perform all or any part of the duties allotted to him or her as a Director. Notice of a resolution to remove a Director must be signed by 25% of the members of the Assembly and be given fifteen days (excluding non-business days) prior to the Assembly meeting where such resolution will be considered.

~~(b)~~ (c) Any such removed Director shall receive written notice of their removal.

~~(c)~~ (d) Any Director removed under Section 6.08 (a) shall be entitled to object to their removal by referring the issue to the Grievance Officer in accordance with the provisions of Article XV hereof within one week from the date of receipt of written notice of their removal.

~~(d)~~ (e) In the event that any such objection to the removal of a Director is not made within the time period allotted therefor or upon a final determination pursuant to the grievance procedure that such removal was authorized, then such removal shall be final and binding and the remaining Directors shall be authorized to fill the vacancy created by such removal in accordance with the provisions of 6.09.

Amendment #24:

Replace 'Article XV' in clause 6.08 d) and clause 9.02 b) with 'Article XIV'.

6.08 Removal of Directors



(d) Any Director removed under Section 6.08 (a) shall be entitled to object to their removal by referring the issue to the Grievance Officer in accordance with the provisions of ~~Article XV~~ Article XIV hereof within one week from the date of receipt of written notice of their removal.

9.02 Powers and Duties

(b) in a manner which permits such meetings to proceed fairly and efficiently. The Speaker shall rule on procedural matters arising at meetings of the Assembly of Representatives, the Board of Directors, and at the annual meeting of members of the Corporation. The Speaker shall also serve as Grievance Officer in accordance with the provisions of ~~Article XV~~ Article XIV hereof.

Amendment #25:

Re-number Article '~~XIV. TRANSITIONAL PROVISIONS~~' as '~~XV. TRANSITIONAL PROVISIONS~~'.

~~XIV.~~ XV. TRANSITIONAL PROVISIONS

Amendment #26:

Strike the second 8.07 clause and re-number subsequent clauses accordingly.

8.07 Vice-President Equity

~~8.07~~ 8.08 Term of Office and Removal of Officers

~~8.08~~ 8.09 Agents and Attorneys

~~8.09~~ 8.10 Variation of Duties

Amendment #27:

Re-number any other mis-numbered Articles accordingly.

Amendment #28:

Replace references to "newspaper" with "publication" in clauses 1.01 (g), 4.01, 4.02, 4.05, 11.01 (b), 11.04 (b), 12.01 (e).



(g) "**Designated newspaper publication**" shall mean the newsletter *Voice*, or such other comparable **newspaper publication** (distributed on the University campuses and having comparable circulation) as the Board may by resolution designate.

4.01 Annual Meeting of the Members of the Corporation

The annual meeting of members of the Corporation shall be held on such day in each year at such time and at such place on or in the vicinity of the University campuses as the Board 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 Board to fix the remuneration of the auditors. At least fourteen days before the annual meeting, the Corporation shall cause a copy of the balance sheet and statement of income and expenses, extracted from the Corporation's financial statements and the auditor's report thereon to be published in the designated **newspaper publication**. Copies of the complete financial statements shall be made available for inspection at the downtown campus and at each suburban campus.

4.02 Notices

Notices of the date, time and place of the annual meeting of members of the Corporation shall be given to members by publication in the two consecutive issues of the designated **newspaper publication** next preceding the meeting. If the designated **newspaper publication** is not then published, notice shall be given by posting of notices in public places on each of the University campuses, at locations designated by the Board. In no case shall notice of the Annual Meeting be less than fourteen (14) days.

4.05 Quorum

A quorum for the transaction of business at an annual meeting of members of the Corporation (pursuant to Section 4.01 hereof) shall be 50 members of the Corporation of whom at least 25 shall be present in person. If a quorum is not present within half an hour after the time appointed for the annual meeting, then the meeting shall be adjourned to a date being not less than three weeks nor more than five weeks from the date of the initial meeting and to such time and place as may be appointed by the Speaker. **Notice shall be given of such adjourned meeting by publication in the issue of the designated newspaper publication preceding the date of the adjourned meeting by at least one week. Such notice shall specify the purpose for which the meeting was originally called. At such adjourned meeting, the members present in person or represented by proxy may transact the business for which the meeting was originally called and there shall be no quorum requirement for the purposes of properly constituting such adjourned meeting as an annual meeting of members.**



11.01 Procedure

(b) A summary of the proposed by-law or amendment shall be published in the designated newspaper publication at least 14 days prior to the date of the proposed meeting called to consider the same and the full text thereof shall be available without cost to any member of the Assembly upon request at the offices of the Corporation.

12.01 Method of Giving

(e) published in the Designated Newspaper publication; provided that this paragraph (e) shall not apply in respect of the auditors; or

Further amend clause 11.04 as follows:

11.04 Referendum Procedure

(b) Notice of the date, time, manner and place of the referendum shall be given to members by publication in the issue next preceding the referendum of the designated newspaper publication and ~~in the two consecutive issues of the Varsity, or the newspaper,~~ or in such other comparable newspaper publication (distributed on the University campuses and having comparable distribution) as the Board may by resolution designate next preceding the referendum, provided that in either case, notice of the referendum shall be first given twenty-one days prior to the date of the vote. If the designated newspapers publications are not then being published, notice shall be given by posting of notices at least two weeks prior to the scheduled date of the referendum in public places in each of the University campuses, at locations designated by the Board;

Amendment #29:

Replace "downtown campus" and "suburban campuses" with "St George campus" and "Scarborough and Mississauga campuses" in clauses 4.01, 5.09 and 6.13.

4.01 Annual Meeting of the Members of the Corporation

The annual meeting of members of the Corporation shall be held on such day in each year at such time and at such place on or in the vicinity of the University campuses as the Board 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 Board to fix the remuneration of



the auditors. At least fourteen days before the annual meeting, the Corporation shall cause a copy of the balance sheet and statement of income and expenses, extracted from the Corporation's financial statements and the auditor's report thereon to be published in the designated newspaper. Copies of the complete financial statements shall be made available for inspection at the ~~downtown~~ St George campus and at ~~each suburban campus~~ Scarborough and Mississauga campuses.

5.09 Meeting Procedure

Subject to the letters patent and by-laws, Robert's Rules of Order, Newly Revised shall be the rules of procedure at all meetings of the Assembly.

The agenda for an Assembly meeting shall be distributed under the authority of the Board, and shall set forth the items of business to be discussed at the meeting. Any matter not on the agenda distributed prior to the meeting may not be introduced unless the introduction thereof be agreed to by two-thirds of the members present and voting.

The Assembly may by resolution determine that a matter be included on the agenda of a subsequent meeting. In addition, on written request signed by at least 10% percent of the members of the Assembly, a stated matter or notice of motion shall be included on the agenda of the committee's next regular meeting. A Notice of Motion consists of the written submission of the resolution proposed, as well as the mover and seconder thereof.

A representative of the student organizations representing part-time undergraduate students at the ~~suburban campuses~~ Scarborough and Mississauga campuses shall be entitled to all of the rights of a member of the Assembly, save that said representative shall not be entitled to notice of meetings or to exercise votes at Assembly meetings.

6.13 Meeting Procedure

Subject to the letters patent and by-laws of the Corporation, Robert's Rules of Order, Newly Revised shall be the rules of procedure of meetings of the Board.

Unless otherwise expressly provided herein, or by resolution of the Assembly, the Board shall conduct its meetings by such rules of order as are considered just and expedient for the transaction of the business before the Board meeting, save that the Speaker may, at their discretion, invoke Robert's Rules of Order Newly Revised to expedite the transaction of business.



A representative of the student organizations representing part-time undergraduate students at the ~~suburban~~ campuses Scarborough and Mississauga campuses shall be entitled to all of the rights of a member of the Board, save that said representative shall not be entitled to exercise votes, to move or second motions, or to participate in in-camera sessions at Board meetings.

Amendment #30:

Amend clause 3.03 (a) as follows:

3.03 Membership Fee

(a) The membership fee shall be ~~twenty dollars~~ \$27.30 in the winter session and ~~ten dollars~~ \$13.65 in the summer session until changed by by-law. The Corporation may enter into an agreement or arrangement with the University whereby the University shall collect the membership fee from members together with student tuition payments and remit the membership fee to the Corporation in a manner satisfactory to the Directors, in satisfaction of the membership fee obligations of the members;

Amendment #31:

Amend clause 6.15 as follows:

6.15 Rescission of Resolutions

All resolutions passed by the Board shall remain in Force until rescinded. Resolutions of the Board may be rescinded by a two-thirds vote of the Directors present and voting. Resolutions of the Board may also be rescinded by majority vote of the Directors present and voting if notice of resolution to rescind has been given at least one meeting prior to the meeting at which the resolution is rescinded.

Amendment #32:

Replace all gendered language with gender-neutral language.

Association of Part-Time Undergraduate Students
November 28, 2017 | 6:00 – 7:00 PM
APUS North Borden Office | Board Room

