



**Association of Part-time Undergraduate Students
of the University of Toronto**

Amended: July 24, 2019 APUS Board of Directors
January 16, 2020 APUS Board of Directors

By-Law No. 1

BE IT ENACTED as a by-law of the Association of Part-time Undergraduate Students of the University of Toronto (hereinafter referred to as the "Corporation") as follows:

I. INTERPRETATION

1.01 Definitions

In this by-law and all other by-laws of the Corporation unless the context requires otherwise:

- (a) "the Act" means the Ontario Corporations Act or any statute which may be substituted therefor, as amended from time to time;
- (b) "Association of Part-time Undergraduate Students" means the Association of Part-time Undergraduate Students of the University of Toronto.
- (c) "Board" means the Board of Directors of the Corporation;
- (d) "Class" shall mean any undergraduate course or section thereof in which Part-time Undergraduate Students are enrolled;
- (e) "Continuing Education Student" means all individuals enrolled within the School of Continuing Studies at the University of Toronto.
- (f) "Designated publication" shall mean the newsletter *Voice*, or such other comparable publication (distributed on the University campuses and having comparable circulation) as the Board may by resolution designate.
- (g) "Force majeure" means any of the following: an act of God, fire, governmental order, court order, civil disturbance, act of public enemy, embargo, war, work stoppage or labour dispute.
- (h) "Governing Council" means the Governing Council of the University of Toronto, or such other body as may succeed the Governing Council or be substituted therefor from time to time;
- (i) "Letters patent" means the letters patent of incorporation of the Corporation as from time to time amended or restated;
- (j) "Members" shall refer to members of the Corporation as defined in Article 3.01 herein;
- (k) "Non-business day" means Saturday, Sunday and any other day that the University is closed. Any day that is not a "non-business day" is a "business day";
- (l) "Part-time Undergraduate Students" means all students registered at the University in a program of part-time study and who are not registered in the School of Graduate Studies.
 - (i) in the case of undergraduate students in the Faculty of Arts and Science, students enrolled in less than three full course equivalents;

(ii) in the case of undergraduate students in any other Faculty or Division of the University, students who are designated as part-time students by such Faculty or Division including such students enrolled in certificate and diploma courses offered by Woodsworth College.

(m) "Person" includes individuals, bodies corporate, partnerships, trusts and unincorporated associations;

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

(o) "Special Students" means all individuals who are taking at least one undergraduate or professional course or section thereof at the University but who are not registered in a program of full-time study that leads to degree or post-secondary diploma or certificate of the University and who are not Continuing Education Students.

(p) "Suburban campus" means either the University of Toronto Mississauga or University of Toronto Scarborough campus of the University of Toronto;

(q) "University" shall mean the University of Toronto;

(r) all words used in this by-law and defined in the Act shall have the meanings given to such words in the Act.

II. HEAD OFFICE AND SEAL

2.01 Head Office

Until changed by by-law, the head office of the Corporation shall be in the City of Toronto, in the Municipality of Metropolitan Toronto, in the Province of Ontario, at 563 Spadina Crescent or at such other locations within the City of Toronto as the Board may from time to time determine by resolution.

2.02 Seal

The seal of the Corporation shall be in such form as the Board may from time to time determine by resolution and the name of the Corporation shall be endorsed thereon.

III. MEMBERSHIP AND FEES

3.01 Membership

The following shall be members of the Corporation upon payment of the membership fee prescribed by section 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 3.03.

3.03 Membership Fee

(a) The membership fee shall be \$27.30 in the winter session and \$13.65 dollars 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;

(b) Part-time Undergraduate Students age 65 and over not required by the University to remit student tuition payments and/or incidental fees shall be exempt from payment of the membership fee.

(c) In addition to the amount authorized in the foregoing provisions of this Section 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 General Meeting 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 the General Meeting may direct.

(d) In addition to the amount authorized in the foregoing provisions of Section 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 General Meeting 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 the General Meeting 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%).

3.04 Termination and Transfer

The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon their death or when they cease to be a member of the Corporation. A member ceases to be a member of the Corporation upon withdrawal, suspension or expulsion from the University, or upon ceasing to be qualified for membership pursuant to Section 3.01 or 3.02.

IV. MEMBERS

4.01 General Meetings of the Members of Corporation

There shall be at least three General Meetings of the Members of the Corporation per annum, one in each of the Fall Term, Winter Term and Summer Session. The General Meetings shall be held at such date, time and place on or in the vicinity of the University campuses as the Board

may from time to time determine. Additionally, a General Meeting shall be called upon written petition to the Speaker signed by at least 10% of the members of the Corporation. The petition shall indicate the purpose for which the meeting is to be called.

General Meetings shall not be held during the first three weeks of the Fall Term, Winter Term or Summer Session. General Meetings shall be held no later than the commencement of the final exam period of the Fall Term, Winter Term or Summer Session.

4.02 Purpose and Powers of General Meetings of the Corporation

(a) The General Meeting shall serve as the supervisory body representing the interests of the members of the Corporation in the ongoing affairs of the Corporation and shall:

- (i) Advise, counsel, supervise and guide the Board in the fulfilment of its duties;
- (ii) Elect the members of the Board of Directors in each year in accordance with the provisions of Article VI hereof;
- (iii) Act as a final appeal body in connection with the grievance procedure outlined in Article 13 hereof;
- (iv) Confirm, or refer back to the Board such decisions of the Board by simple or special majority as expressly provided for in these by-laws;
- (v) receive the financial statements and the auditor's report thereon, appoint auditors for the ensuing year, and authorize the Board to fix the remuneration of the auditors;

(b) The General Meeting shall make all determinations and take all action in exercise of its powers by or pursuant to a by-law or resolution passed at a meeting of the General Meeting at which a quorum is present.

4.03 Annual General Meeting

The General Meeting of the Members of the Corporation in the Winter Term shall be deemed the Annual General Meeting at which the membership shall receive the financial statements and the auditor's report thereon, appoint auditors for the ensuing year, authorize the Board to fix the remuneration of the auditors, and elect the Board for the ensuing year. The Annual General Meeting shall be held no later than March 15.

As per Article 5.04 (b) notice of the Annual General Meeting at which the Election of the Board of Directors is to be held shall be given to members at least one month prior to the proposed date thereof.

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 publication. Copies of the complete financial statements shall be made available for inspection at the St. George campus and at the Scarborough and Mississauga campuses. 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.

4.04 Notices

Notices of the date, time and place of the General Meetings shall be given to members by publication in the two consecutive issues of the designated publication next preceding the meeting. If the designated 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 General Meetings be less than fourteen (14) days. Notice of

a General Meeting shall state the general nature of the business that is to be transacted thereat.

Additionally, an agenda, published under the authority of the Board, which sets forth the items of business to be discussed at the meeting shall be made publicly available no less than fourteen days prior to the meeting. Any matter not on the agenda published prior to the meeting may not be introduced unless the introduction thereof be agreed to by two-thirds of the members present and voting in person or by proxy.

4.05 Speaker and Secretary

The Speaker of the Corporation, or in their absence, the President, or in their absence, a designate from the Executive Committee shall be Speaker at the General Meetings and, if none of the said officers be present within fifteen minutes after the time appointed for holding the meeting, the persons present entitled to vote shall choose a Speaker from amongst themselves. The Vice-President Internal of the Corporation shall act as Secretary at the General Meetings or, if the Vice-President Internal of the Corporation be absent, the Speaker of the meeting shall appoint some person, who need not be a member, to act as Secretary of the meeting.

4.06 Persons Entitled to be Present

The only persons entitled to attend General Meetings shall be the Speaker, those entitled to vote thereat, the Directors and Officers of the Corporation, the auditor of the Corporation and others who, although not entitled to vote, are entitled or required under any provisions of the Act, the letters patent or the by-laws of the Corporation to be presented at the meeting. Any other person may be admitted only on the invitation of the Speaker of the meeting or with the consent of the meeting.

4.07 Quorum

A quorum for the transaction of business at General Meetings (pursuant to Section 4.01 hereof) shall be 25 members of the Corporation of whom at least 13 shall be present in person. If a quorum is not present within half an hour after the time appointed for the General 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 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.

4.08 Right to Vote

At General Meetings each member of the Corporation shall be entitled to one vote. The status of a person as a member of the Corporation shall be established by presentation of a valid student identity card or by such other means as may be determined by the Board.

4.09 Scrutineers

At each meeting of members one or more scrutineers who need not be members of the Corporation may be appointed by a resolution of the meeting or by the Speaker to serve at the meeting.

4.10 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 Speaker 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.

4.11 Show of Hands

Subject to the provisions of the Act, any question at General Meetings shall be decided by a show of hands unless a poll thereon is required or demanded as hereinafter provided. Upon a show of hands every member who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the Speaker of the meeting that the vote upon the question has been carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of any number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question and the result of the vote so taken shall be the decision of the members upon the said question.

4.12 Polls

On any question proposed for consideration at General Meetings and whether or not a show of hands has been taken thereon the Speaker may require, or any member entitled to vote on a question may demand, a poll thereon. A poll so required or demanded shall be taken in such manner as the Speaker shall direct. The requirement or demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll each member present shall be entitled to that number of votes provided by the by-laws and the result of the polls so taken shall be the decision of the members upon the said question.

4.13 Casting Vote

In case of an equality of votes at any General Meeting either upon a show of hands or upon a poll, the Speaker appointed pursuant to Article 8.01 shall not be entitled to a second or casting vote and the resolution shall be deemed to be defeated. However, a member acting as Speaker pursuant to Article 4.05 shall retain the right to vote.

4.14 Adjournment

The Speaker presiding at any General Meeting of the Members of the Corporation may, with the consent of the meeting, decide to adjourn the meeting from time to time and from place to place.

V. BOARD OF DIRECTORS

5.01 Powers and Duties of Directors

The Board of Directors shall manage or supervise the management of the affairs of the Corporation and without limiting the generality of the foregoing, the Board shall:

- (a) carry out all the decisions of the meetings of the General Meetings of the Members of the Corporation;
- (b) employ such staff as it deems necessary and determine and review their terms of employment;
- (c) establish standing and special committees according to the provisions of Article 15 and appoint the chair thereof for such purposes as may be determined by the Board and terminate any special committees when their purpose has been fulfilled;
- (d) authorize the reimbursement of the reasonable expenses incurred by the Directors and Officers of the Corporation in carrying out their duties including their attendance at meetings of the Board, its standing or special committees and the General Meetings of the Members of the Corporation;
- (e) authorize the reimbursement of the reasonable expenses incurred by members of the Corporation engaged in projects approved by the Board;
- (f) set the Budgets of the Corporation in accordance with Article 12;
- (g) determine the election guidelines for election to the Board of Directors, and the election of the Officers;
- (h) elect the Officers from the members of the Board;
- (i) set policy for the Association of Part-time Undergraduate Students;
- (j) be voting members of the General Meetings of the Members of the Corporation;

The Board shall make all determinations and take all action in exercise of its power or pursuant to a by-law or resolution passed at a meeting of Directors at which a quorum is present. Directors shall act with diligence, honesty and good faith in the best interest of the Corporation. Directors shall report on the activities of the Board on a regular basis to the General Meetings of the Members of the Corporation.

5.02 Eligibility

- (a) Each Director and Officer shall be a Member of the Corporation during the session in which their election is held.
- (b) A Director or Officer of the Corporation shall cease to be eligible to remain in such office:
 - (i) if at any time they shall become of unsound mind or be found by any court of competent jurisdiction to be mentally incompetent;
 - (ii) if at any time they shall become bankrupt;
 - (iii) upon the submission of their written resignation from such office; or
 - (iv) upon their removal from such office pursuant to Sections 5.08 or 6.08 hereof.

5.03 Composition of the Board

(a) The Board of Directors shall be composed of twelve elected members who shall serve as the Directors of the Corporation.

(b) The elected Directors shall be elected by the Annual General Meeting from and amongst the members of the Corporation in accordance with the following:

(i) 6 Directors shall be members who are registered in the Faculty of Arts and Science, St. George campus;

(ii) 1 Director shall be a member who is registered in University of Toronto Mississauga Campus;

(iii) 1 Director shall be a member who is registered in University of Toronto Scarborough Campus; and

(iv) 4 Directors shall be directors at large.

5.04 Election of the Board of Directors

Elected Directors shall be elected by and from amongst members of the Corporation as follows:

(a) The election of Directors shall be held at the Annual General Meeting held during the Winter Term;

(b) Notice of such meeting shall be given to members of the Corporation at least one month prior to the proposed date thereof;

(c) On or prior to January 31st in each year, the Board may designate five members of the Corporation to be constituted as a nomination committee which shall be responsible for obtaining nominations of members of the Corporation to stand for election to the Board and to present a report to the Annual General Meeting regarding such nominees;

(d) Notwithstanding the nominations proposed by the nominating committee contemplated by paragraph (c) hereof, any eligible member of the Corporation may, upon presentation of a written nomination form signed by five members of the Corporation and prior to the time when the meeting shall be called to order shall be eligible to stand for election to the Board;

(e) Directors shall be elected from and amongst the constituencies set forth in Section 5.03 above and shall be elected by the majority of the votes cast in a secret ballot. Should no candidate achieve a majority in the initial round of voting, the candidate with the least votes shall be dropped from the balloting and voting shall continue in this manner until a single candidate attains the majority of votes cast.

5.05 Term of Office

The term of office of the Directors shall be from May 1st to April 30th.

5.06 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 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 an meeting of the Board.

5.07 Voting

All elected Directors shall have one vote at each meeting of the Board.

5.08 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 two consecutive meetings of the Board and/or have missed two (2) General Meetings of the Members of the Corporation, 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 them as a Director.

(b) Any elected Director may also be removed from their position by resolution approved by at least 2/3 of the General Meeting of the Members of the Corporation, to the effect that such Director has failed to properly perform all or any part of the duties allotted to them as a Director. Notice of a resolution to remove a Director must be signed by 10% of the members of the Corporation and be given fifteen days (excluding non-business days) prior to the General Meeting where such resolution will be considered.

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

(d) Any Director removed under Section 5.08 (a) shall be entitled to object to their removal by referring the issue to the Grievance Officer in accordance with the provisions of Article 13 hereof within one week from the date of receipt of written notice of their removal.

(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 5.09.

5.09 Vacancy

Any vacancy of an elected Director on the Board of Directors shall be filled by election at the next General Meeting of the Members of the Corporation. No such vacancy created by the removal of an elected Director in accordance with Section 5.08 shall be made until such removal shall have become final and binding.

5.10 Meetings of the Board

Meetings of the Board shall be held at least eight times a year.

5.11 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 Annual General Meeting of the Members of the Corporation, and in no case later than April 30. 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.

5.12 Notice of Meetings

Notice of Board Meetings shall be given by electronic mail at least ten (10) days prior to the date of such proposed meeting. Notice shall not be necessary if all Directors are present or if those absent waive notice or otherwise specify their consent to the holding of such meeting.

5.13 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, 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.

The immediate past president of APUS, and the part-time undergraduate student members of Governing Council, as well as a representative of the student organizations representing part-time undergraduate students at the Scarborough and Mississauga campuses shall be entitled to attend and speak at all meetings of the Board but shall not be entitled to exercise votes, to move or second motions, or to participate in in-camera sessions at Board meetings.

5.14 Open to 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 membership the reason therefor shall be announced at the next meeting of the Board.

5.15 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 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.

5.16 Notice of Resolution

Notices of resolution shall include the reading of or written submission of the resolution to the Board, the moving and seconding of the resolution by two Directors, and the deposit of a copy of the resolution with the secretary for inclusion in the minutes.

The agenda for an Board meeting shall be distributed under the authority of the Executive Committee and be approved by the Board at the commencement of each Board meeting. The agenda shall set forth the items of business to be discussed at the meeting. Five (5) days notice of a resolution is required for such resolution to be considered at a meeting of the Board, except that a matter not on the agenda may be introduced if the introduction thereof be agreed to by

two-thirds of the Directors present and voting.

The Board may by resolution determine that a matter be included on the agenda of a subsequent meeting. In addition, on written request signed by two Directors, a stated matter or notice of motion shall be included on the agenda of the committee's next regular meeting.

5.17 Auditor's Attendance at Meetings

The auditor of the Corporation shall be entitled to attend and be heard at meetings of the Board on matters relating to their duties as auditor.

5.18 Place of Meeting

Meetings of the Board of Directors may be held on one of the University campuses or any other place within the Province of Ontario.

5.19 Votes to Govern

Except as otherwise expressly provided in these by-laws, at all meetings of the Board, all questions shall be decided by a majority vote of the Directors present and voting, and in the case of an equality of voters, the resolution shall be deemed defeated. Questions of a Procedural nature (including privilege) shall be determined by Robert's Rules of Order, Newly Revised.

5.20 Chair and Secretary

A Speaker selected in accordance with Section 8.01 of this by-law shall act as Chair and preside at all meetings of the Board of Directors. In the absence of the Speaker, the President of the Corporation or if they are absent or unwilling to act, a designate from the Executive Committee shall be chairperson of any meeting of the Board, and if they are also absent or are unable or unwilling to act, the Directors present shall choose one of their number to be Chair. The Vice-President Internal of the Corporation shall act as Secretary at any meeting of the Board, and, if the Vice-President Internal of the Corporation be absent, the Chair of the meeting shall appoint a person who need not be a Director to act as Secretary of the meeting.

5.21 Remuneration and Expenses

Except for services provided by directors during temporary periods, which services are necessitated by the occurrence of Force majeure, the Directors shall not be paid any remuneration for their services as Directors. The Directors may with the approval of the Board of Directors be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the Board or any committees thereof. Nothing herein contained shall preclude any Director from serving the Corporation in any other capacity excluding full or part-time employment and receiving remuneration therefor.

5.22 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 their 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 their 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 they have disclosed their interest.

Notwithstanding 5.02, no person in the employ of APUS shall serve as a Director while they are employed by the Corporation. A person who has been in the permanent employ of APUS shall not be eligible to serve as a Director within a period of six months after the termination of their employment. Subject to the occurrence of 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 their mandate.

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

VI. OFFICERS and EXECUTIVE COMMITTEE

6.01 Officers and Executive Committee

The Corporation shall have the following officers, who shall form the Executive Committee of the Board of Directors:

- (a) President
- (b) Vice-President Internal
- (c) Vice-President External
- (d) Vice-President Events and Outreach
- (e) Vice-President Equity

The Officers shall be elected in the sequence indicated above by and from among the incoming elected Directors present and voting at the first meeting of the Board, at the Joint Meeting held pursuant to Section 5.11 hereof. Officers shall be elected by a majority of the votes cast in a secret ballot. If more than two candidates are nominated, successive ballots shall be conducted, if necessary, until one candidate has received a majority of the votes cast, and on each ballot after the first ballot, the name of the candidate for whom the least number of elected Directors voted for on the immediate preceding ballot shall be removed from the ballot.

6.02 Powers and Duties of the Executive Committee

The Executive Committee shall carry out all decisions of meetings of the Board or General Meeting, and shall have such specific powers and duties as are provided in this by-law or as may be delegated to it from time-to-time by the Board of Directors.

Without limiting the generality of the foregoing, the Executive Committee may:

- (a) recommend the appointment or dismissal of the Speaker to the Board;
- (b) set the proposed agenda for meetings of the Board; and
- (c) approve the expenditure of the Corporation's funds in accordance with Section 12.02.

The Executive Committee shall report any action taken under its authority to the Board at the next available Board meeting.

The Executive Committee shall fix its own rules of procedure and shall meet when, where and as provided by such rules or by resolution of the Board. Every question considered by the Executive Committee shall be determined by a majority of the votes cast on the question, and in the case of an equality of votes, the resolution shall be deemed to be defeated. Three members of the Executive Committee shall constitute a quorum for the transaction of business. The

President shall act as the chair at meetings of the Executive Committee and in their absence, the Executive Committee shall choose one of its members to act as chair.

6.03 President

Without limiting the generality of the foregoing in Section 6.02, 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 President shall:

- (i) serve as the official representative and media liaison of the Corporation;
- (ii) serve as the chief executive officer of the Corporation;
- (iii) be an ex-officio member with a vote on all standing and special committees of the Corporation, or designate another Director to represent the President at such committees,
- (iv) act as Chair of the Executive Committee
- (v) be a signing officer for the Corporation.

6.04 Vice-President Internal

Without limiting the generality of the foregoing in Section 6.02, 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 Internal shall:

- (i) work with the President to ensure the well-being of the overall internal operations of the Corporation
- (ii) work with the President to manage the human resources function of the Corporation
- (iii) act as Chief Financial Officer of the Corporation
- (iv) act as the official Secretary of the Corporation
- (v) be a signing officer for the Corporation

6.05 Vice-President External

Without limiting the generality of the foregoing in Section 6.02, 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 General Meeting
- (vi) work with other executive members to implement the campaigns of the Canadian Federation of Students and Canadian Federation of Students – Ontario

6.06 Vice-President Events and Outreach

Without limiting the generality of the foregoing in Section 6.02, 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 Board and volunteers
- (v) along with the Vice-President External, liaise with campus groups at the University of Toronto

6.07 Vice-President Equity

Without limiting the generality of the foregoing in Section 6.02, 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 General Meeting
- (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

6.08 Term of Office and Removal of Officers

(a) Officers shall hold office from May 1st in each year until April 30th of the following year or until their successor is elected or appointed. The Board may pursuant to a two-thirds vote of the Directors present and voting, remove at its pleasure any officer of the Corporation and appoint a substitute from among its members in their place.

(b) In addition to the procedure in 6.08 (a), the Officers may be removed by:

i) requisition of not less than 500 members of the Corporation requiring the Directors to hold a referendum with respect to removal of members of the Executive Committee. No more than 250 members from any one college or faculty shall be counted for the purpose of determining the number of requisitioners. Such a requisition shall be signed by the requisitioners and contain each requisitioners' student number and may consist of several documents in like form, each signed by one or more requisitioner. Within twenty-one days (excluding non-business days) of the receipt of such a requisition at the head office of the Corporation, the Directors shall cause a referendum to be held in accordance with the provisions of Section 10.04 hereof. Officers shall be deemed removed from office as an Officer, but not as a Director, by a majority of votes cast in such referendum. An Officer who has been removed from office pursuant to this section may not stand for re-election.

6.09 Agents and Attorneys

The Board shall have power from time to time to appoint Agents or Attorneys for the Corporation in or out of Ontario with such powers of management or otherwise (including the power to sub-

delegate) as the Board may determine.

6.10 Variation of Duties

From time to time the Board may vary, add to or limit the powers and duties of any Officer, agent or attorney of the Corporation.

VII. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

7.01 Indemnity of the Speaker, Directors, Officers and Employees

Every Speaker, Director, Officer and employee of the Corporation and their heirs, executors, administrators and other legal personal representatives shall from time to time be indemnified and saved harmless by the Corporation from and against:

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

(b) all other costs, charges and expenses that they sustain or incur in respect of the affairs of the Corporation;

provided that no Director, employee or Officer of the Corporation shall be indemnified by the Corporation in respect of any liability, costs, charges or expenses that they sustain or incur in or about any action, suit or other proceeding as a result of which they are adjudged to be in breach of any duty or responsibility imposed upon them under the Act or under any other statute as Speaker, Director or Officer, unless they have achieved complete or substantial success as a defendant.

7.02 Insurance

Subject to the provisions of the Act, the Corporation may purchase and maintain such insurance for the benefit of its Speaker, Directors, Officers or employees as the Board may from time to time determine.

VIII. SPEAKER

8.01 Appointment of Speaker

The Board of Directors, upon the recommendation of the Executive Committee, shall appoint a Speaker of the Corporation who shall preside at meetings of the Board of Directors, and at the General Meetings of members. The Board shall fix the remuneration of the Speaker. The Directors and any person in the employ of the Corporation shall not be qualified to be appointed as Speaker during their term of office.

The Speaker may be removed from their position by resolution approved by at least 2/3 of the Directors to the effect that the Speaker has in the opinion of the Board failed to properly perform all or any part of the duties allotted to them. Notice of a resolution to remove the Speaker must be given fifteen (15) days (excluding non-business days) prior to the Board meeting where such resolution will be put.

8.02 Powers and Duties

The Speaker shall have full power and authority to maintain order and decorum at meetings held pursuant to these By-Laws, which power and authority shall be:

(a) Subject to the letters patent and by-laws of the Corporation, in accordance with Robert's Rules of Order, Newly Revised; and

(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 Board of Directors, and at the General Meetings of members of the Corporation. The Speaker shall also serve as Grievance Officer in accordance with the provisions of Article 13 hereof.

In the absence of the Speaker, an Interim Speaker may be chosen by the Executive Committee. In the absence of either the Speaker or Interim Speaker, the President, or in their absence, a designate of the Executive Committee, shall be Speaker at meetings of the Board of Directors, or at the General Meetings of members of the Corporation, or as otherwise provided in this by-law.

8.03 Term

The Speaker shall serve at the pleasure of the Board from May 1st to April 30th in any year, or until a new speaker is appointed.

IX. ADMINISTRATION

9.01 Executive Director

The Board shall appoint an Executive Director. Notwithstanding other duties that may be required, the Executive Director shall:

(i) be immediately responsible to the Board;

(ii) hire and supervise such personnel as necessary to assist them in executing their duties and responsibilities in accordance with the Corporation's personnel policies;

(iii) receive and administer all funds accruing to the Corporation and maintain appropriate accounting records;

(iv) maintain close liaison with the Executive Committee;

(v) maintain the official copy of the letters patent and supplementary letters patent and the by-laws of the Corporation and all amendments thereto;

(vi) be responsible for the safekeeping of all minutes and publications of the Corporation, the seal of the Corporation, and such other records as may be of value to the Corporation;

(vii) conduct and file the necessary correspondence in accordance with established policy.

From time to time the Board may by resolution vary, add to or limit the powers and duties of the Executive Director.

X. AMENDMENT OF BY-LAWS

10.01 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 except for amendments to Article 3.03 which may be amended pursuant to Articles 10.03 and 10.04.

A by-law passed by the Board and a repeal, amendment or re-enactment thereof, is effective only until the next Annual General Meeting. The Annual General Meeting may, by resolution passed by two-thirds of the members present and voting in person or by proxy, confirm, reject, or amend such by-law, amendment, re-enactment or repeal. Should the Annual General Meeting vote to reject the new By-law, repeal, amendment, or re-enactment, then it shall cease to have effect at and from that time. In that case, no new By-law of the same or like substance has any effect until confirmed at a subsequent Annual General Meeting.

Notice of a meeting of the Annual General Meeting 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 Corporation 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 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 Corporation upon request at the offices of the Corporation.

10.02 Requisition of By-Law

Twenty-five percent (25%) of the members of the Board, or 500 members of the Corporation, with no more than 250 from any one college or faculty, (as evidenced by a petition in writing signed by such 500 members) may requisition the Directors to call a meeting of the Board for the purpose of approving any enactment, amendment or repeal of a by-law contemplated in Section 10.01 hereof and upon deposit of such requisition, the Board shall forthwith call a meeting of Directors for the purposes set forth in such requisition.

Where the Board does not within 21 business days from the date of the deposit of the requisition call and hold such meeting and pass such enactment, amendment or repeal and thereafter call a General Meeting for the purposes of confirming the same in accordance with the provisions of 10.01 hereof then any of the requisitioners may call a General Meeting for the purposes of passing the enactment, amendment or repeal of the by-law as set forth in the requisition and such meeting shall be held within 60 days from the date of the initial deposit of the requisition.

A General Meeting called by the requisitioners in accordance with the foregoing provisions shall be called as nearly as possible in the same manner as are provided for in Section 11.01 hereof. Where a by-law or resolution is passed at a General Meeting called in accordance with the foregoing, either as set out in the requisition or as varied at such General Meeting, it is as valid and effective as if it had been passed at a meeting of Directors duly called, constituted and held for that purpose and confirmed at an Annual General Meeting duly called, constituted and held for that purpose. Any approval at such meeting of the General Meeting shall require the votes of at least two-thirds of the members of the General Meeting present and voting on the matter in person or by proxy. Unless at the meeting called by the requisitioners the amendment, enactment or repeal of the by-law is rejected by the General Meeting, then the requisitioners shall be reimbursed for all reasonable expenses incurred by them by reason of the failure of the Directors to act in accordance with the provisions of the foregoing. Where the enactment, repeal or amendment of a by-law, in respect of which a meeting of Directors is requisitioned under this

section is not passed or confirmed at a General Meeting, no requisition for a meeting of Directors in respect of a similar by-law or resolution shall be made for a period of at least two years.

The Board shall have the authority to amend any motion to bring it into conformity with law and this By-Law, provided that the intention of the motion shall not be substantially altered.

The Board shall have the authority to refer any motion approved under this section to the members of the Corporation for approval in a referendum in accordance with the provisions of Section 10.04.

10.03 Members' Approval

Any amendment, repeal or enactment of Section 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 10.04 hereof.

10.04 Referendum Procedure

A referendum of the members of the Corporation for the purposes of amending Section 3.03 hereof or of removing an officer under Section 7.07(b) (ii) hereof shall be conducted in accordance with the following provisions:

- (a) The procedures for holding the referendum shall be determined by the Board of Directors, subject to the specific provisions hereinafter set out;
- (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 publication or in such other comparable 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 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;
- (c) The notice shall include the text of the question or questions to be voted upon in the referendum;
- (d) The referendum shall be conducted by secret ballot and each member shall be entitled to cast one vote;
- (e) A majority of the votes cast in the referendum (excluding invalidated ballots) shall determine the question, subject to the requirements of the Act.

10.05 Timing of Confirmation

Notwithstanding anything hereinbefore contained to the contrary, no General Meeting or a referendum to be held in accordance with Section 10.04 shall be held between the last scheduled day of classes in April and the last scheduled day to officially add or drop F and Y courses in September in any year for the purpose of confirming and amendment, re-enactment or repeal of the by-laws of the Corporation.

XI. NOTICES

11.01 Method of Giving

Any notice, communication or other document to be given or sent by the Corporation to a Director, Officer, Member of the Corporation, 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:

- (a) delivered personally to the person to whom it is to be given; or
- (b) delivered to their latest address as shown on the records of the Corporation; or
- (c) mailed by prepaid ordinary or air mail in a sealed envelope addressed to them at their latest address as shown on the records of the Corporation; or
- (d) sent to them at such address by any form of transmitted or recorded communication; or
- (e) published in the Designated publication; provided that this paragraph (e) shall not apply in respect of the auditors; or
- (f) telephoned to them or a message is left with a person who could reasonably be expected to communicate the message to the person; or
- (g) Sent to their email address as shown in the records of the Corporation.

A notice, communication, or document so delivered shall be deemed to have been given when it is delivered personally at the address aforesaid; and a notice, communication or document so mailed shall be deemed to have been given or sent when deposited in a post office or public letter box; and a notice sent by any form of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch. Where, on three consecutive occasions, notices, communications or other documents have been mailed to a person at their latest address as shown on the records of the Corporation and where, on three consecutive occasions, notices, communications or other documents until such time as the Corporation receives written notice from the person requesting that notices, communications or other documents be sent to the person at a specified address. The Vice-President Internal may change the address on the records of the Corporation of any person in accordance with any information believed by them to be reliable.

11.02 Computation of Time

In computing the date when notice must be given pursuant to any requirement for a specified number of days' notice of any meeting or other event, the date on which the notice is given shall be included and the date of the meeting or other event shall be excluded.

11.03 Omissions and Errors

The accidental omission to give any notice to any member, Director, officer or auditor or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

11.04 Waiver of Notice

Any person entitled to receive a notice required to be given by the Corporation under the letters patent or by-laws of the Corporation or the Act, or the duly appointed proxy of a member so

entitled, may waive such requirement and such waiver, whether given before or after the meeting or other event of which notice is required to be given shall cure any error, omission or default in giving such notice.

XII. FINANCIAL MATTERS

12.01 General Guidelines

The Corporation shall at all times consider and to the greatest extent applicable adhere to generally accepted accounting principles. Directors shall act with diligence, fiduciary care and in the best interest of the Corporation.

12.02 Expenditure of Funds

(a) The funds of the Corporation shall be expended only pursuant to a budget approved by the Board of Directors. Notwithstanding the foregoing the Executive Committee may by resolution approve the expenditure of the Corporation's funds pursuant to Section 6.02 hereof. The Executive Committee shall report any such expenditure to the next meeting of the Board.

(b) If it is necessary to make an expenditure not authorized by the budget process, and in the opinion of the Executive Committee, as reflected by a minimum three-quarters vote, the matter cannot be put before the Board in time, the Executive Committee shall have the authority to authorize the expenditure.

12.03 Preparation of Budgets

Budgets shall be prepared by a Finance Committee (made up of such members of the Board as the Directors determine) based on the Corporation's priorities, as determined by the Board, and on previous years' experience. The Finance Committee shall submit its budget recommendations to the Board for its consideration and approval.

12.04 Preliminary Budget

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

12.05 Operating Budget

The Finance Committee shall present a proposed Operating Budget to the Directors for their consideration no later than February 1 of each year. The Operating Budget shall provide revised estimates of income and expenditures to reflect the financial position of the Corporation for the current fiscal year.

12.06 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.

12.07 Approval of Budgets

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 General Meeting.

12.08 Interim Reports

The Corporation shall cause to be prepared and presented to the Board and to the General Meeting reports from the most recent fiscal period ending, on the Corporation's financial position consisting of:

- (a) a comparison of year to date actual income and expense to the budget, and
- (b) a statement of expected income and expense for the balance of the current fiscal year.

12.09 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 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.

12.10 Banking Arrangements

The banking business of the Corporation, or any part thereof, shall be transacted on the Corporation's behalf by such one or more Officers or other person as the Board may designate, direct or authorize from time to time and to the extent thereby provided.

12.11 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, 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.

12.12 Fiscal Year

The fiscal year of the Corporation shall end on the 30th day of April in each year.

12.13 Financial Statements

The Corporation shall comply with the financial statement requirements of the Act, which are applicable to the Corporation. Notwithstanding the generality of the foregoing, the Corporation shall cause to be prepared the following financial statements:

- (i) Balance Sheet;
- (ii) Statement of Income and Expenses;
- (iii) Statement of Accumulated Equity;
- (iv) Statement of Change in Financial Position.

The financial statements of the Corporation and the auditor's report thereon shall be published and made available for distribution to members of the Corporation in accordance with the provisions of Section 4.01 hereof.

12.14 Access to Records, etc.

All financial records, budgets, auditor's reports and minutes of proceedings of the Board, General Meeting or committees thereof, shall be made available for examination by any member of the Corporation provided however, no information or material shall be made available if such information would be deemed confidential or protected under legislation of Ontario or Canada or which would otherwise be protected by common law.

12.15 Transfer Payment to Suburban Campuses

A transfer payment based on the Corporation's fees paid by members at the suburban campuses may be made to the student organizations representing part-time undergraduate students at these campuses. The amount of the transfer payment shall be determined by resolution of the Board and the General Meeting. The recipient student organizations shall be accountable for the expenditure of these funds in terms of the scope and purpose of the Corporation and shall provide audited financial statements not later than six months following the end of their fiscal year.

XIII. GRIEVANCE PROCEDURES

13.01 Grievance Procedures

- (a) Any alleged violation of the administration or procedures of this by-law by the Directors or Officers may be dealt with by the filing of a grievance by any member of the Corporation. Any such grievance shall be put in writing and addressed to the Grievance Officer, who shall be the Speaker of the Corporation in Article 8 hereof.
- (b) The Grievance Officer shall ask for a written response from the person or persons responsible for the matter in contention. This response must be received within two weeks of the request.
- (c) The Grievance Officer shall meet with the parties concerned within two weeks of receiving the response referred to in (b) above, and attempt to effect a mutually satisfactory resolution of the

matter.

(d) If the matter cannot be resolved in the above manner, then a General Meeting must be called within thirty days of the meeting referred to in (c) above.

(e) At this General Meeting, one authorized representative from each side shall present their case and answer any questions from the floor.

(f) The resolution of the issue shall be decided by majority vote of the General Meeting.

XIV. TRANSITIONAL PROVISIONS

14.01 Continuity of Executive Committee and Officers, and Board of Directors

The Officers and members of the Board of Directors 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 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.

14.02 Resolutions

All resolutions passed by the Assembly of Representatives, General Meeting and/or the Board of Directors of the Association of Part-time Undergraduate Students pursuant to the provisions of the Constitution and the By-Laws of the Association of Part-time Undergraduate Students and in effect at the date of the enactment of this By-Law (provided that such resolutions are not contrary to the provisions of the Act, the Letters Patent or this By-Law) shall be deemed to be the resolutions of the Assembly of Representatives, General Meeting and/or the Board of Directors, respectively, of the Corporation until such resolutions are amended or rescinded pursuant to the provisions of this By-Law.

XV. COMMITTEES

15.01 Standing Committees

The Board may from time to time, by a two-thirds vote of the Board, establish standing committees for such purposes as the Board may determine at the time of establishment. The powers, duties and membership of such standing shall be determined by the Board. Such standing committees shall continue to exist until such time as the Board may, by a two-thirds vote, rescind or repeal the existence of such committees.

15.02 Special Committees

The Board or the General Meeting may from time to time establish special committees for such purposes as the Board or the General Meeting may determine at the time of establishment. The powers, duties and membership of special committees shall be determined by the Board or the General Meeting, as the case may be, provided that such special committees shall cease to exist at the end of the fiscal year, unless renewed by the Board.

End of By-Laws.