



BOARD OF DIRECTORS' MEETING PACKAGE
Association of Part-time Undergraduate Students of the University of Toronto
(APUS)

January 16, 2020
5:30pm
Meeting #5
APUS North Borden Office

Board of Directors' Meeting #5

Dear Directors of the Board,

The following package includes all the relevant documents in anticipation of the next APUS Board of Directors' Meeting to be held on **January 16 at 5:30 pm** in the APUS Board Room at the North Borden office.

Included in this package:

- I. Agenda (page 3-4)
- II. Minutes Package (page 5 – 10)
- III. Bylaw Amendments (page 11-25)

Please feel free to forward any question or concerns via email to me directly.

Sincerely,

Jaime Kearns
President
Association of Part-Time Undergraduate Students of the University of Toronto (APUS)
Local 97 of the Canadian Federation of Students
president@apus.ca

I. AGENDA

1. Call to Order

2. Approval of Agenda

MOTION Moved: Kearns Seconded: Coggon

Be it resolved that the meeting agenda for Board of Directors' meeting #5 be adopted as presented.

3. Approval of Minutes

MOTION Moved: Froom Seconded: Pyne

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

- a. Board of Directors Meeting #4 – October 29, 2019

4. Appointment of Directors to the Board of Directors

MOTION Moved: Kearns Seconded: Froom

Whereas Article 6.09 of the APUS Bylaws states that a vacancy of an elected Director on the Board of Directors shall be filled by appointment by the remaining Directors from amongst the members of the Assembly; and

Whereas there are currently three (3) vacancies for Directors registered in the Faculty of Arts & Science St George campus as per Article 6.03 (b) (i); and

Whereas there is currently one (1) vacancy for a Director registered in University of Toronto Scarborough campus as per Article 6.03 (b) (iii); and

Whereas there are currently three (3) vacancies for At-large Directors as per Article 6.03 (b) (iv); and

Be it resolved that _____ (current Assembly members) be appointed as Directors for Faculty of Arts & Science St George campus for the remainder of the 2019-2020 term.

Be it further resolved that _____ (current Assembly member) be appointed as Director for University of Toronto Scarborough campus for the remainder of the 2019-2020 term.

Be it further resolved that _____ (current Assembly members) be appointed as At-large Directors for the remainder of the 2019-2020 term.

Be it further resolved that the newly elected Directors commence their terms on January 13, 2020.

5. Bylaw Amendments

MOTION Moved: Froom Seconded: Kearns

Whereas a Bylaw Review Committee was struck in July 2019 with a mandate to review the Bylaws and make recommendations to the Board to amend the Bylaws; and

Whereas the Bylaw Review Committee is recommending the following amendments to the Bylaws;

Be it resolved that the APUS Bylaws be amended as recommended by the Bylaw Review Committee and proposed in the addendum.

6. Executive Updates

1. President
2. Vice-President Internal
3. Vice-President Events and Outreach
4. Vice-President Equity

7. Adjournment

II. MINUTES

a) Board of Directors Meeting #4 – October 29, 2019

In attendance: Jaime Kearns, Susan Froom, Richie Pyne, Jennifer Coggon, Christine Cullen
Staff: Caitlin Campisi
Speaker: Nadia Kanani
Auditors: Kashif Khan, Melanie Dugard

1. Call to Order

The meeting is called to order at 6:46pm.

Everyone introduces themselves and states their access needs.

2. Approval of Agenda

MOTION Moved: Pyne Seconded: Coggon

Be it resolved that the meeting agenda for Board of Directors' meeting #4 be adopted as amended.

The agenda is amended to move Item #5 to the new Item #3 and to re-number subsequent items to accommodate the auditors.

Vote carries.

3. APUS Audited Financial Statements 2018-2019

MOTION Moved: Froom Seconded: Kearns

Be it resolved that the APUS Audited Financial Statements for the fiscal year ending August 30, 2019 be approved as presented.

DISCUSSION

The auditors state that they are with the auditing firm Grant Thornton and that this is their first year as the APUS auditors. They state that they are pleased to be here and will review the Auditors Report to the Board as well as the audited financial statements, both of which were sent in advance to the Board. They state that the audited financial statements will become final after the approval of Board. The auditors review presumed risks, generally accepted accounting principles, and where fraud can occur. The auditors state that since this was their first year with APUS, they did a lot of testing around journal entries. They also looked for the completeness of accounts payable by reviewing payments made after year-end to ensure they were properly recorded and found that there were no areas of concern. They reviewed significant estimates and found that there were no improper estimates. They also tested for fraud and illegal acts and did not detect any fraud or illegal acts. Based on the review of expenditures and discussion with management, they are not aware of any litigation. They have attached adjusted journal entries. There are also \$10k of stale-dated cheques to be cleared subsequently. The auditors state that they have a few recommendations to bring to the Board. They state that there is a normal risk in an organization such as ours, which is that a small number of people work on finances so we do not have the appropriate segregation of duties. Their recommendation is for the Executive Director to carefully review journal entries and do spot checks on journal entries to ensure that

journal entries by staff are done properly. They recommend reviewing the full list of journal entries on at least a quarterly basis. The auditors note that there was a significant issue with the bank reconciliation this fiscal year, partially due to a change in accounting software at the beginning of the fiscal year where a large entry was incorrectly entered twice. The auditors brought in their accounting team to fix this and re-do the bank reconciliations. The auditors additionally recommend the creation of a whistleblower program. The auditors recommend that the Health & Dental administrative expense be formalized through a written agreement. The auditors state that they have been independent and objective and that there are no new accounting standards since the last report.

From asks if the auditors are recommending more management oversight by the Executive Director and management over staff who work on finances, i.e. journal entries, bank reconciliation. The auditors state that it is prudent to have a second set of eyes on the financial information and recommend frequent reviews of bank reconciliations and spot checking the journal entries. The auditors also state the staff who does the bank reconciliation should have additional training so that it is done properly in the future.

The auditors review other tools they have available for their not-for-profit clients and review the supporting appendices.

The auditors review the audited financial statements. Their opinion is at the beginning of the audit report and defines the responsibilities of all involved. They review the statement of financial position. They state that the statement of financial position is consistent year over year though this year there is a different presentation of cash. This year they are showing overall cash, and then Note 6 details the cash that is restricted for Health & Dental deferred fees. Investment details are given in Note 3. They state that liabilities include prepaid GreenShield premiums, prepaid liability insurance, and amortizations. The deferred Health & Dental fee is explained in Note 6, and includes: fees collected, opt-ins, opt outs, payments remitted to insurer, administrative expenses, committed premiums for summer fees, which shows the plan's net surplus. They state that revenue is consistent but the overall change is due to the Health & Dental fee. Some of the difference is also from salaries and benefits as an additional employee was hired this fiscal year. Net assets at the end of the year are 1.1 million. They state that the statement of cash flows explains where the cash is coming from. They state that there was nothing significantly unusual this year. Some notes are consistent with other student union clients and not-for-profit best practices. Note 1 has been amended to reflect that we are provincially incorporated.

From thanks the auditors for being so comprehensive. Kearns notes that we have not had detailed reports from our auditors in the past and thanks them for this. Coggon states that it is reassuring that they have other student union clients. Pyne asks regarding Appendix C in terms of the adjusting journal entries that need to be made. The auditors clarify that the adjusting journal entries are reflected in the audited financial statements. Coggon asks for further clarification regarding the whistleblower program. The auditors state that it could be possible to partner with other student unions to save costs. Coggon asks regarding training for staff. The auditors state that they can recommend training.

The auditors encourage the Board and management to contact them at any time.

Vote carries.

4. Approval of Minutes

MOTION Moved: Froom Seconded: Pyne

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

- a. Board of Directors Meeting #3 – July 24, 2019
- b. Executive Committee Meeting #4 – July 17, 2019
- c. Executive Committee Meeting #5 – July 24, 2019
- d. Executive Committee Meeting #6 – August 7, 2019

Coggon thanks staff for preparing the minutes and states that they are accurate.

Vote carries.

5. Resignation of Board Member

MOTION Moved: Kearns Seconded: Coggon

Be it resolved that the Board accept the resignation of Mala Kashyap from the Board of Directors.

DISCUSSION

Kearns states that Kashyap is resigning to focus on her academic journey and we wish her all the best in completing her degree. Kearns states that Kashyap has been a great mentor to all.

Froom notes that we thank Kashyap for her commitment and dedication to APUS as a board member and as an Executive.

Vote carries.

6. Health & Dental Plan Mental Health Coverage 2019-2020

MOTION Moved: Kearns Seconded: Froom

Be it resolved that the Board of Directors increase the psychology and counselling benefit on the current APUS Health & Dental Plan 2019-2020 to cover up to \$125 per visit up to 20 visits at a projected increase of \$130,000 in total annual premiums for the current year; and

Be it further resolved that the previous years' Health & Dental plan accumulated surplus be used to cover the projected increase in premiums as needed; and

Be it further resolved that this increase in coverage be retroactive to September 1, 2019.

DISCUSSION

Kearns states that there has been a lot of discussion around student mental health recently. Students have been struggling a lot. She states that we have been trying to address this mental health crisis through partnerships, advocacy and programming. One additional thing we have been discussing at the Executive is increasing mental health coverage on our Health and Dental plan. She states that we were able to negotiate a very good deal for better mental health

coverage with GreenShield. She states that we see the need for providing mental health support in alternative ways as well, but this is one of the ways in which we can support our members by providing access to psychology and counselling.

Froom notes that we do have an accumulated surplus as was indicated in the financial reports that we just reviewed. She states that we were discussing how best to use our surplus and that this is how best to use our surplus.

Coggon states that she is glad the coverage will be retroactive to September 1 and notes the importance of promoting this significant change to our members.

Vote carries.

7. Executive Reports

MOTION Moved: Pyne Seconded: Kearns
Be it resolved the Executive Reports be accepted as presented.

DISCUSSION

1. President

Kearns reviews the Student Choice Initiative and states that we have an amazing staff and Executive team who are working together to support our members. She states that we saw quite low opt-out rates this Fall. Pyne states that we are in a privileged position in relation to levy groups and clubs and we want to uplift those groups as well. Board members agree that it is important to make APUS available to our student community.

Kearns notes this report includes August, September and October. She reviews programming in which she has participated including Cupcakes and Chill, Lunch & Learn workshops, Caribana, Part-Time & Mature Student Orientation. She is maintaining connections with students who have attended one event and are coming back to others. She was outreaching earlier today with care packages for students during mid-term season. She has been speaking at Governing Council, Academic Board and other U of T governing bodies frequently regarding student mental health. She is also advocating for an embedded counsellor at First Nations House who is Indigenous to serve Indigenous students. She also attended a meeting with the Student Mental Health Task Force. She has been advocating strongly that the administration repeal the University Mandated Leave of Absence Policy. She is also serving on the Council on Student Services and Council of Athletics and Recreation as the APUS rep and has been attending meetings. She also attends the Presidents Undergraduate Student Advisory Group where she has been discussing mental health on campus. She is the APUS rep on the CFS-Ontario Executive Committee and has been attending meetings. She was also elected as the Circle of First Nations, Metis and Inuit Students' representative and is working on a standalone meeting with Ontario Chiefs. She attended the CFS-O Skills Symposium in the summer and the Ontario General Meeting. She spoke at the Mature & Transfer Student Orientation on a student panel. She also attended other Orientation events such as Academic Bridging, Street Fest, and First Nations House. She states that we have our new APUS agendas for our members this year and they are very popular. She is also working with Students for Barrier Free Access on various partnerships. For example we co-hosted an Accessible Tour of Robarts Library. She also attended the Global Climate Strike and has been helping with supporting students at the Bahen Centre.

2. Vice-President Internal

Froom states that she participated in many of the same events as Kearns, including Caribana, Plant Pot Painting Party, Part-Time & Mature Student Orientation, Streetfest, and the Accessible Tour of Robarts Library. She also attends the Presidents Undergraduate Student Advisory Group and met with the Student Mental Health Task Force. She represents APUS on the Student Life Strategic Planning Task Force. She also represents APUS on the Community Liaison Committee where they have been discussing student housing. She has been advocating for more housing for mature students, students with families, and more accessible spaces. She has participated in many meetings about student mental health. She also represents APUS on the Library Committee, where they have been discussing the new Robarts Commons to be open in May 2020. There will be 1200 new study spaces that will be open 24 hours a day. They are also looking at ways to have laptops available on loan overnight. Food will be allowed throughout the Commons and also most of the Reading Rooms. There will be small improvements to the group study rooms. She attended the Global Climate Strike. She also attended the CFS-Ontario General Meeting where she presented several APUS motions which all passed. She was also elected Part-Time and Continuing Education Caucus Chair, which has a non-voting seat on CFS-Ontario Executive Committee. She attended the CFS-O Skills Symposium in the summer. She has been working on motions for consideration at the upcoming CFS national meeting. She attended the legal challenge hearing on October 11 where there were lots of students in attendance and it was a packed room. She states that we are waiting to hear from the judicial board regarding the outcome.

3. Vice-President Events and Outreach

Coggon states that she attended many of the same events and programming as the other Executives, including Caribana Patio Lime, Lunch & Learn workshops, Plant Pot Painting Party with LGBTOUT, and many Orientation events. She also represented APUS on the Student Initiative Fund. She also attended the meeting with the Student Mental Health Task Force. She attended a U of T mental health conference and brought back lots of materials. She represented APUS at a Woodsworth College Council Meeting which was very interesting and lots of students there spoke about the mental health crisis. She states that we finalized the report on the student-led review of the sexual violence policy and submitted it to the Vice Provost Students on behalf of the central student unions. She also attended a TTCRiders Student Union joint meeting where there was a great discussion of many transit changes. She also attended the CFS-Ontario General Meeting. She has been tabling at WCSA Wednesdays Pancake Breakfast every Wednesday along with staff and speaking with mature and part-time students at Woodsworth. She has also been helping to facilitate Cupcakes & Chill every Wednesday. She attended the 50th Anniversary Party for LGBTOUT. She collected updated harm reduction pamphlets and distributed them in our offices.

4. Vice-President Equity

Pyne states that he attended programming and events along with the other Executives, including Caribana, Plant Pot Painting Party and the meeting with the Student Mental Health Task Force. He represents APUS on the Hart House Board of Stewards. He states that the Hart House Arbor Room should be open by the end of this year. He is also representing APUS on the Council on Student Services and has been attending meetings. He also attended the CFS-Ontario General Meeting. He attended the Black Students Association Annual General Meeting and further meetings to plan for Black History Month. He participated in student mental health meetings. He also attended TYP Orientation. He is working on Indigenous Language Signage for APUS office

as well as a campus wide initiative. He is reaching out to faculty, students and community members who are Indigenous to start these conversations. He states that we received two donation requests: Regenesis and the Dalla Lana School of Public Health student conference. He states that these donations are in the Executive minutes. He states that we gave \$150 each as listed in the minutes.

Vote carries.

8. Adjournment

MOTION Moved: Froom Seconded: Cullen

The meeting is adjourned at 8:20pm.

Vote carries.

III. PROPOSED BYLAW AMENDMENTS

Bolded represents new language

~~Strikethrough~~ represents language to be removed

Numbering and re-numbering are *[bracketed in italics]*

Amendment 3 is formatted differently. Please see note below.

Amendment 1:

I. INTERPRETATION

1.01 Definitions

~~(b) "Assembly" shall refer to the Assembly of Representatives as constituted in accordance with the provisions of Article V hereof;~~

[Renumber subsequent clauses]

(l) "Non-business day" means Saturday, Sunday and any other day that is a holiday as defined in the Interpretation Act (Ontario), **the University is closed. Any day that is not a "non-business day" is a "business day";**

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

[Renumber subsequent clauses]

Amendment 2:

3.03 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 Assembly~~ **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 Assembly~~ **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 Assembly~~ **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 Assembly~~ **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%).

Amendment 3:

Note: Amendment 3 seeks to strike current Articles IV and V in their entirety and replace them with new Article IV as written below. This amendment seeks to amalgamate the role and responsibilities of the Annual General Meeting (Article IV) and the Assembly (Article V) under the new General Meetings (new Article IV). New language has not been bolded and language to be removed has not been included in strikethrough. Please see the existing Bylaws for the current Article IV and V to be removed. The text below seeks to amalgamate and incorporate the substance of both Articles IV and V.

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 XIV 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 6.04 (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 9.01 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.

[Renumber subsequent Articles]

Amendment 4:

VI. BOARD OF DIRECTORS

6.01 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 Assembly of Representatives~~ **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 XVI 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 ~~Assembly of Representatives~~ **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 XIII.;

(g) determine the election guidelines for election to the ~~Assembly of Representatives~~ and to the Board of Directors, and the election of the Officers;

(h) elect the Officers from the members of the Board;

~~(i)~~ **(i)** set policy for the Association of Part-time Undergraduate Students.;

~~(j)~~ **(j)** be voting members of the ~~Assembly of Representatives~~ **General Meetings of the Members of the Corporation.;**

(k) Members of the Board of Directors shall be deemed to be Members of the Corporation throughout their terms.

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 Assembly of Representatives~~ to the **General Meetings of the Members of the Corporation.**

6.02 Eligibility

(a) Each Director and Officer shall be a ~~Part-Time Undergraduate Student and a member of the Assembly of Representatives~~ **Member of the Corporation** during the session in which their election is held.

[6.02 (b) remains as is]

6.03 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 ~~Assembly~~ **Annual General Meeting** from and amongst the members of the ~~Assembly~~ **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.

6.04 Election of the Board of Directors

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

(a) The election of Directors shall be held at the ~~meeting of the Assembly held during the month of March of each year~~ **Annual General Meeting held during the Winter Term;**

(b) Notice of such meeting shall be given to members of the ~~Assembly~~ **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 ~~Assembly~~ **Corporation** to be constituted as a nomination committee which shall be responsible for obtaining nominations of members of the ~~Assembly~~ **Corporation** to stand for election to the Board and to present a report to the ~~March meeting of the Assembly of Representatives~~ **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 ~~Assembly~~ **Corporation** may, upon presentation of a written nomination form signed by five members of the ~~Assembly~~ **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 6.03 above and shall be elected by the ~~plurality~~ **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.

[Articles 6.05, 6.06, 6.07 remain the same]

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~~**two** consecutive meetings of the Board and/or have missed ~~more than 80% of the Board and Assembly meetings~~ **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 ~~members of the Assembly of Representatives present and voting~~ **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 ~~25% of the members of the Assembly~~ **10% of the members of the Corporation** and be given fifteen days (excluding non-business days) prior to the ~~Assembly meeting~~ **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 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 XIV 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 6.09.

6.09 Vacancy

Any vacancy of an elected Director on the Board of Directors shall be filled by ~~appointment made by the remaining Directors from amongst the members of the Assembly provided that any such appointment shall maintain the representation of constituencies contemplated by Section 6.02 hereof.~~ **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 6.08 shall be made until such removal shall have become final and binding.

[Article 6.10 remains as is]

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~~ **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.

[Article 6.12 remains as is]

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.

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 ~~all of the rights of a member of the Board, save that said representative~~ **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.

[Articles 6.14, 6.15, 6.16, 6.17, 6.18, 6.19, 6.20, 6.21 remain as is]

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 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 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 permanent 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, 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.

Amendment 5:

VII. OFFICERS AND EXECUTIVE COMMITTEE

7.02 Powers and Duties of the Executive Committee

The Executive Committee shall carry out all decisions of meetings of the Board or ~~Assembly~~ **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.

[Remainder of Article 7.02 remains as is]

[Article 7.03 and Article 7.04 remain as is]

7.05 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~~ **General Meeting**
- (vi) work with other executive members to implement the campaigns of the Canadian Federation of Students and Canadian Federation of Students – Ontario

7.06 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~~ **Board** and volunteers
- (v) along with the Vice-President External, liaise with campus groups at the University

of Toronto

7.07 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~~ **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

7.08 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 7.08 (a), the Officers may be removed by:

~~i) resolution approved by at least 2/3 of the members of the Assembly of Representatives present and voting to the effect that such Officer has failed to properly perform all or any part of the duties allotted to them as an Officer. Notice of a resolution to remove a Officer 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 or;~~

ii) **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 11.04 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.

[Article 7.09 and Article 7.10 remain as is]

Amendment 6:

IX. SPEAKER

9.01 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 Assembly of Representatives~~, the Board of Directors, and at the ~~annual meeting~~ **General Meetings** of members.

[Remainder of Article 9.01 remains as is]

9.02 Powers and Duties

[Remainder of Article 9.02 remains as is]

(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~~ **General Meetings** of members of the Corporation. The Speaker shall also serve as Grievance Officer in accordance with the provisions of Article XIV 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 ~~Assembly of Representatives~~, Board of Directors, or at the ~~annual meeting~~ **General Meetings** of members of the Corporation, or as otherwise provided in this by-law.

9.03 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.**

Amendment 7:

XI. AMENDMENT OF BYLAWS

Note: Strike the text below.

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 3.03, 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~~

~~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.~~

Note: Replace with the text below.

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 except for amendments to Article 3.03 which may be amended pursuant to Articles 11.03 and 11.04.

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.

11.02 Requisition of By-Law

~~Twenty-five percent (25%) of the members of the Board, or twenty-five percent (25%) of the members of the Assembly, 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 11.01 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 ~~meeting of the Assembly~~ **General Meeting** for the purposes of confirming the same in accordance with the provisions of 11.01 hereof then any of the requisitioners may call a ~~meeting of the Assembly~~ **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 ~~meeting of the Assembly~~ **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 12.01 hereof. Where a by-law or resolution is passed at a ~~meeting of the Assembly~~ **General Meeting** called in accordance with the foregoing, either as set out in the requisition or as varied at such ~~meeting of the Assembly~~ **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 a ~~meeting of the Assembly~~ **Annual General Meeting** duly called, constituted and held for that purpose. Any approval at such meeting of the ~~Assembly~~ **General Meeting** shall require the votes of at least two-thirds of the members of the ~~Assembly~~ **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 ~~Assembly~~ **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 ~~meeting of the Assembly~~ **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 11.04.

[Articles 11.03 and 11.04 remain as is]

11.05 Timing of Confirmation

Notwithstanding anything hereinbefore contained to the contrary, no ~~meeting of the Assembly of Representatives~~ **General Meeting** or a referendum to be held in accordance with Section 11.04 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.

11.06 Effective Date

~~A by-law, amendment or repeal of a by-law shall be effective when confirmed by the Assembly General Meeting unless the approval of members of the Corporation is required pursuant to Section 11.03 in which case the by-law, amendment or repeal shall be effective only upon confirmation thereof by members pursuant to Section 11.04 hereof.~~

Amendment 8:

XII. NOTICES

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, **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:

[Remainder of Article 12 remains as is]

Amendment 9

XIII. FINANCIAL MATTERS

13.07 Approval of Budgets

The Preliminary, Operating and Revised Operating Budgets shall be approved by a majority 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~~ **General Meeting**.

13.08 Interim Reports

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

[remainder of Article 13.08 remains as is]

[Articles 13.09, 13.10, 13.11, 13.12, 13.13 remain as is]

13.14 Access to Records, etc.

All financial records, budgets, auditor's reports and minutes of proceedings of the Board, ~~Assembly~~ **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.

13.15 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 ~~Assembly~~ **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.

Amendment 10:

XIV. GRIEVANCE PROCEDURE:

14.01 Grievance Procedures

[Article 14.01 a, b. and c. remain as is]

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

(e) At this ~~Assembly meeting~~ **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 ~~Assembly of Representatives present at the meeting~~ **General Meeting**.

Amendment 11:

XV. TRANSITIONAL PROVISIONS

15.01 Continuity of ~~Assembly~~, Executive Committee and Officers, and Board of Directors

The ~~Class Representatives, and~~ 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 ~~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.

15.02 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.

Amendment 12:

XVI. COMMITTEES

16.02 Special Committees

The Board or the ~~Assembly~~ **General Meeting** may from time to time establish special committees for such purposes as the Board or the ~~Assembly~~ **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 ~~Assembly~~ **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.