# BY-LAW NUMBER 3 A BY-LAW RELATING GENERALLY TO THE AFFAIRS OF GSA CARLETON INC. AMENDING & SUPERSEDING ALL PREVIOUS BY-LAWS PASSED THIS 11 OF DECEMBER., 1992

# AS AMENDED THIS 7th DAY OF APRIL 1995

# AS AMENDED THIS 7th DAY OF JULY 2021

# 1. DATE OF INCORPORATION & OBJECTIVES

GSA Carleton Inc. was incorporated the 9th day of June, 1981, with the objectives of:

i) representing graduate students at Carleton University, in the City of Ottawa;

ii) developing and maintaining unity, and encouraging cooperation among them;

iii) developing, monitoring and promoting the social and academic affairs of them;

iv) advancing the cause of higher learning in the Province of Ontario in the Dominion of Canada; and,

v) receiving and administering all funds accruing to the corporation from membership fees or by donations, gifts, returns, business ventures, legacies and bequests for use in promoting the above objects.

# 2. HEAD OFFICE

The Head Office of the Corporation shall be in the City of Ottawa, in the Regional Municipality of Ottawa-Carleton, in the Province of Ontario.

# 3. SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

# 4. FINANCIAL YEAR

Unless otherwise ordered by the Board of Directors, the financial year of the Corporation shall end on the 30th day of April in each year.

# 5. MEMBERSHIP

## a) SELECTION

The membership shall consist of currently existing members. New members shall be admitted upon being duly elected or appointed as graduate-student, voting members of council, executive or executive-elect of the Graduate Students’ Association of Carleton University. Membership to the Corporation shall terminate when members cease to hold office as members of council or as executive of the GSA of Carleton, or upon their written resignation. The Secretary of the Corporation shall inform members, upon admission, of their duties, responsibilities and powers.

## b) POWERS

Members of the Corporation shall oversee the actions of the directors of the Corporation in accordance with corporate laws of Ontario. Each member shall have one vote at any meeting of members. In addition, members of the corporation may request access to and explanation of the books of the corporation, which shall be given by the directors within seven working days of the request.

## c) GENERAL MEETINGS - REQUIREMENTS & PROVISIONS

### i) ANNUAL AND SEMI-ANNUAL MEETINGS

The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the board of directors may determine and on such day as the said directors shall appoint. The annual meeting shall be held at least once in every calendar year with not less than ten and no more than 14 months between each annual meeting.

At every annual meeting, in addition to any other business that may be transacted, the membership must appoint the auditors, bank and lawyer, who shall be recommended by the directors. At this time, the membership shall also select and confirm the directors and officers of the corporation.

The Corporation must have a semi-annual meeting at which time the report of the directors, the financial statements and the report of the auditors shall be presented. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. At any annual or general meeting of members any member or their duly appointed proxy may at any time add any business to the agenda of the meeting and such business shall be considered by the membership at that meeting.

### ii) NOTICE OF MEETINGS

The board of directors or the President shall have power to call at any time a general meeting of the members of the Corporation. No public notice nor advertisement of members’ meetings, annual or general, shall be required but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail or telegraph, 14 days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact. If 10 or more members in writing request the board of directors to hold a general meeting of members, the board of directors shall forthwith issue notice of a general meeting and that business specified by the requisitioning members shall be transacted along with any other business as shall properly come before the meeting.

### iii) ERROR OR OMISSION IN NOTICE

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meetings or make void any proceedings taken thereat and any member may at any time waive notice of any such meetings and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose for sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be their last address recorded on the books of the Corporation.

### iv) QUORUM

A quorum for the transaction of business at any meeting of members shall consist of not less than 10 members present in person or represented by proxy; provided that in no case can any meeting be held unless there are two members present in person.

### v) VOTING

Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote. Members may also vote by proxy. Such proxy need not themselves be a member but before voting shall produce and deposit with the Secretary sufficient appointment in writing signed by their constituent. Each proxy shall be entitled to exercise the vote of only one member or other member.

At all meetings of members every question shall be decided by a majority of the votes of the members present ,in person or represented by proxy, unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands, unless a poll is demanded by any member. Every member having voting rights shall have one vote,. Unless a poll is demanded a declaration by the President that a resolution has been carried or not carried ,and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the passage of that resolution, without proof of the number or proportion of the votes accorded in favour of or against such a resolution. The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy,. Such a poll shall be taken in such a manner as the President shall direct and the results of such a poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of a tie vote at any general meeting, whether upon a show of hands or at a poll, the President shall be entitled to a second or casting vote.

# 6. DIRECTORS

## a) SELECTION [Amended 07.06.2021]

The affairs of the Corporation shall be managed by a board of nine (9) directors, each of whom shall be a member of the Corporation. Five of these shall be nominated by being duly elected executives of the Graduate Students’ Association of Carleton University, and confirmed by members of the Corporation at the annual general meeting. The remaining four shall be selected by the members from among their number. The term of offices of the latter four shall be from May 1 to April 30 of the following year.

The number of directors may be increased, for the duration of a fiscal year, by the directors or by a resolution passed by a two-thirds vote at any general meeting, in the event that a greater degree of supervision of the directors is desired by the membership.

In that case, directors-at-large will be selected by the members from among their numbers.

**PASSED BY COUNCIL THIS 11 OF DECEMBER., 1992**

**AMENDED AT COUNCIL 07.06.2021**

## b) POWERS:

The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the directors are expressly empowered to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

### i) BORROWING

The directors may :

(a) borrow money on the credit of the Corporation; or

(b) issue, sell or pledge securities of the Corporation; or

(c) 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.

From time to time the directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give any additional securities for any moneys borrowed or remaining due by the Corporation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

### ii) DEPOSIT OF SECURITIES FOR SAFEKEEPING

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the membership as advised by the Board of Directors. Any and all securities so deposited may be withdrawn only upon the written order of the Corporation signed by such officer or officers, and in such manner, as shall be determined by resolution of the board of directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the board of directors shall be fully protected in acting in accordance with the directions of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

### iii) SUPERVISION

Actions taken by the board of directors in accordance with these powers shall be reported to the members of the corporation at both the annual and semi-annual general meetings.

## c) MEETINGS: PROCEDURES

### i) GENERAL

A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors’ meetings may be formally called by the President or Vice-President Administration on direction of the President. Notice of such meeting shall be delivered, telephoned or telegraphed to each director not less than one day before the meeting is to take place or shall be mailed to each director not less than two days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A directors’ meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the board.

### ii) INTERVENTIONS BY MEMBERS

Members may bring any business they wish to the attention of the Board either by letter to the Board or by appearing in person at a meeting of the Board. The Board shall, upon receipt of such a letter from a member, consider such business at the next meeting of the Board, or, upon an appearance of a member at any meeting of the Board, consider such business at that meeting.

### iii) ERROR OR OMISSION IN NOTICE

No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

### iv) VOTING

Questions arising at any meeting of directors shall be decided by a majority of votes. In case of a tied vote, the President, in addition to the original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President, the duties of the President shall be performed by Vice-President Administration or such other director as the board may appoint for the purpose.

# 7. OFFICERS

## a) SELECTION

There shall be a President, a Vice-President Administration and a Vice-President Finance, who shall be confirmed as officers of the Corporation. These shall be elected from among the board of directors elected at the annual general meeting, and nominated through their election to the corresponding positions in the executive of the Carleton University Graduate Students’ Association. In default of such election the then incumbents, being members of the board, shall hold office until their successors are elected. The Secretary of the Corporation shall be selected by the other officers from the employees of GSA Inc.

## b) DUTIES

### i) PRESIDENT

The President shall preside at all meetings of the members of the Corporation and the board of directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with Vice-President Administration or other officer appointed by the board for the purpose shall sign all by-laws and membership certificates.

### ii) VICE-PRESIDENT ADMINISTRATION

Vice-President Administration shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation. In the absence or inability of the President, Vice-President Administration shall exercise the duties and powers of the President.

### iii) VICE-PRESIDENT FINANCE

Vice-President Finance shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or other financial institution as may be designated by the board of directors. Vice-President Finance shall disburse the funds of the Corporation under the direction of the board of directors, taking proper vouchers therefor and shall render to the board of directors at the regular meetings thereof or whenever required an account of all transactions conducted, and of the financial position of the Corporation. Vice-President Finance shall also perform such other duties as may be determined by the board of directors.

### iv) SECRETARY OF THE BOARD

The Secretary shall be the ex-officio clerk of the board of directors. The Secretary shall attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose. As well, the Secretary shall give notification of all meetings of board and corporation as well as notification of membership to the Corporation.

### v) DUTIES OF OTHER DIRECTORS

The duties of the other directors shall be determined by resolution of the Board.

## c) POWERS

### i) EXECUTION OF DOCUMENTS

Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by any two of the President, Vice-Administration or Vice-President Finance and the Vice-Administration shall affix the seal of the Corporation to such instruments as required.

Contracts in the ordinary course of the Corporation’s operations may be entered into on behalf of the Corporation by the President, Vice-President Administration, or by any other person authorized by the board.

The President, Vice-President Administration, or Vice-President Finance, or any person or persons designated by the board of directors may transfer any and all shares, bonds or other securities standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporation seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the board of directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

### ii) BOOKS AND RECORDS

The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept by the officers or their agents.

### iii) CHEQUES ETC.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of Corporation, shall be signed by two of the three elected officers of the board and in such manner as shall be be determined by resolution of the board of directors and any two signing officers may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation’s bankers for the credit of the Corporation, or the same may be endorsed “for collection” or “for deposit” with the bankers of the Corporation by using the Corporation’s rubber stamp for the purpose. Any one of such officers so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation’s bankers and may receive all paid cheques and vouchers and sign all the bank’s forms or settlement of balances and release or verification slips.

# 8. DISTRIBUTION ON DISSOLUTION

That upon the dissolution of the Corporation and after the payment of all debts and liabilities, the remaining property of the Corporation shall be distributed or disposed of to charitable organizations the objects of which are beneficial to the graduate student community of Carleton University.

# 9. AMENDMENT

All members of the Corporation may propose amendments or additions to the By-Laws of the Corporation, the wording of which shall then be reviewed by the Corporation’s lawyer(s). Following this, any amendment will go before the membership at an annual or semi-annual meeting, with notice of any amendment accompanying notice of the meeting, passage of any amendment requiring a two-thirds (2/3) majority vote .

# 10. INTERPRETATION

In this By-Law and in all other by-laws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number shall include the plural number, as the case may be, and vice-versa, and references to persons shall include firms and corporations.

Amended by the membership and sealed with the corporate seal this 7th day of April 1995

P. Christopher Loewen, Vice-President Internal

Amended by the membership and sealed with the corporate seal this 7th day of June 2021

Kimberley Keller, Vice President Operations