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Preamble

Whereas the Members of The Association have seen fit to provide general direction and oversight to the business and affairs of the Association;

Understanding that it is necessary to generally expand upon the Act of Incorporation as passed by the Legislative Assembly of the Province of Nova Scotia;

Recognizing that additional policies of governance and managerial matters will be designed in accordance with the vision of this document by the bodies duly empowered herein;

Be It Enacted, as the Constitution of the Association, the Following:

Article I: General

- 1.1 The Association shall be officially named “The Saint Mary’s University Students’ Association Incorporated.”
- 1.2 The term of office for any elected or appointed official shall be one fiscal year as defined in this document unless otherwise stated.
- 1.3 All other by-laws of the Association are hereby subject to the terms and provisions of this document.
- 1.4 Where any article, section or provision of this document is found to be in violation with the Act of Incorporation, only that section or provision will be deemed of no force or effect and shall be considered repealed. All other articles, sections or provision shall remain valid and enforceable.
- 1.5 The Association will design its laws, policies, and procedures in a manner resembling the Policy Governance™ model and adapted for use at the Association.

Article II: Members

- 1.1 Membership in the Association shall constitute individuals enrolled in any for credit academic program of Saint Mary’s University and paying administrative fees to Saint Mary’s University, including students’ association fees.
- 1.2 Members of the Association are entitled to:
 - a) Make reasonable use of the property of the Association in accordance with the rules and regulations established by the Association from time to time;
 - b) Participate and vote in all elections of the Association;
 - c) Nominate, second or stand as a candidate for election to the Board of Directors;
 - d) Nominate, second or stand as a candidate for election as President and Chief Executive Officer;
 - e) Attend the meetings of the Board of Directors with exclusion to those portions of meetings deemed to be *in-camera* by the Board.

- f) Participate in activities hosted, or sponsored by the Association or its agents subject to all statutory regulations, and any other restrictions that the Association may prescribe.
- 1.3 Members of the Association shall be required to pay regular dues in an amount to be set from time-to-time by resolution of the members, subject to the approval of the University as established in §6 of the Act of Incorporation. The regular dues paid by Members may be adjusted once each fiscal year by the rate of core inflation.
- 1.4 Members of the Association may from time-to-time be required to pay special dues in addition to regular dues set by plebiscite of the members, subject to the approval of the University as established in §6 of the Act of Incorporation. Such plebiscites shall expire every four (4) fiscal years. The special dues paid by Members may be adjusted once each fiscal year by the rate of core inflation.

Article III: Elections

- 1.1 Elections shall occur at least annually and no later than the month of March to elect the President and any vacant director positions. Elections for vacant director positions shall occur where necessary upon the expiration of a term, or the resignation of a director.
- 1.2 Elections shall be held at dates and times to be determined by the Board of Directors.

Article IV: Board of Directors

- 1.1 There shall be a Board of Directors comprised of nine (9) directors elected at-large to serve for the duration of two fiscal years from amongst the members and possess general oversight of the governance and affairs of the Association.
- 1.2 All Directors must be of 18 years of age and hold membership in the Association for the duration of their term.
- 1.3 Upon their election, the Board of Directors shall meet with the sole responsibility of electing from amongst themselves a Chair and Chief Governance Officer to be a specially empowered director with the authorities and responsibilities as outlined in Article VII.
- 1.4 Directors may be automatically removed from office upon:
 - a) The director resigning their office by delivering a signed statement of resignation to the Chair of the Board of Directors;
 - b) The delivery of a signed resolution of members consisting of the bona fide signatures of not less than ten (10) percent of the members collected over a period of forty-five (45) days;
 - c) The directors absence from three (3) meetings of the Board in one (1) fiscal year;
 - d) Being found by a competent authority to be of unsound mind;
 - e) The conviction of an indictable offence in a court of law; and
 - f) Death.
- 1.5 Vacancies on the Board, occurring at any time:

- a) Need not be filled where there remains more than five (5) directors, following a resolution passed by a two-thirds (2/3) majority of the Board permitting such vacancy;
 - b) May be filled by an election called by the Board for such purposes as provided for in Article III.
- 1.6 Directors shall be eligible to receive a stipend for their services as Director in an amount to be set from time-to-time by resolution of the Board of Directors. Directors may not serve the Association as a paid employee, excepting that the Chair and Chief Governance Officer shall be entitled to receive an additional stipend of such an amount and at such times, as may be set by the Board of Directors. Such resolution shall not take effect until the following fiscal year.
- 1.7 Directors shall sign an Oath of Office, prior to assuming their duties, to be set from time-to-time by the Board of Directors.

Article V: Powers of the Board of Directors

- 1.1 The Board of Directors governs the affairs of the Association in all things and may make or may cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, may generally exercise all such other powers of the Association as legally provided in the Act of Incorporation, the laws of the Province and the laws of the Country.
- 1.2 The Board of Directors is hereby empowered to enact all powers enumerated in section 3 of the Act of Incorporation regarding the powers of the association, on behalf of the association including but not limited to:
- a) Authority over property, including acquisition by any legal means, and the building of structures on leased or owned property;
 - b) The power to invest the money of the Association;
 - c) The authority to borrow money from creditors in the name of the Association;
 - d) To issue financial documents and instruments in the name of the Association;
 - e) To enter into legal agreements on behalf of the Association;
 - f) To establish trusts arrangements with trust companies for the purpose of creating trust funds in which the capital or interest will be used and made available for the promotion of the interests of the Association
- 1.3 The powers restated in §1.2a are subject to further restrictions and regulations as may be passed by the Board of Directors and are subject to any amendments that may be passed altering the authorities vested in section 3 of the Act of Incorporation.
- 1.4 The Board of Directors shall additionally have the authority to appoint and retain the annual auditors of the Association.
- 1.5 The authority to bind the Association, or issue cheques, drafts, notes and/or bills of exchange in the name of the Association shall be vested with the Board of Directors who may delegate this power further where deemed necessary and/or prudent.

- 1.6 The Board of Directors may neither appoint additional directors to the board, nor pass any resolution, policy or motion, regardless of majority, which conflicts with these Bylaws, the Act of Incorporation, or the laws of the Province, or the laws of the Country.

Article VI: Meetings of the Board of Directors

- 1.1 Members shall be permitted to attend all meetings of the Board with exception to those meetings, or portions of meetings, deemed to be *in-camera* in accordance with this bylaw.
- 1.2 Members who are not Directors shall be provided with an opportunity to be heard at meetings of the Board where recognized by the Chair.
- 1.3 Where the Board determines that matters of a confidential or personal nature are being discussed, it may by a two-thirds vote of directors present and voting, go *in-camera* and shall be subject to the following rules:
 - a) Persons not serving as Directors may not be present during *in-camera* sessions of the Board unless the Board provides for their attendance with a motion passed by two-thirds of directors present and voting.
 - b) Once *in-camera* the Chair shall not permit any individual to enter or leave the session unless the Chair determines that extenuating circumstances exist
- 1.4 Quorum of the Board of Directors shall be two-thirds (2/3) of all directors, for the transaction of business.
- 1.5 Any meeting of the Board of Directors at which a quorum is present shall be legally competent to exercise any and all authorities vested in the Board of Directors.
- 1.6 There shall be no less than three (3) meetings of the Board each academic term and be these meetings shall be held at a time, date and location to be set by the Chair with reasonable notice.
- 1.7 Meetings of the Board of Directors shall be called by the Chair of the Board who shall also be provided with the authority to draft and prepare an agenda to be presented to the Board at the beginning of all meetings.
- 1.8 The Chair shall conduct the Meetings of the Board in accordance with the By-Laws and policies of the Association and in general accordance with the rules and procedures as outlined in the latest edition of Robert's Rules of Order.
- 1.9 Minutes shall be adopted at a subsequent meeting of the Board of Directors; and, following their adoption the minutes shall be signed by the Chair and be made available for inspection by all Directors and members of the Association at the head office of the Association during normal business.
- 1.10 No accidental error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Association shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

Article VII: Chair of the Board of Directors and Chief Governance Officer

- 1.1 The Chief Governance Officer shall be the Chair of the Board of Directors, a specially empowered Director responsible for overseeing the operations of the Board and its members.
- 1.2 The Chair shall be elected annually by the Directors from amongst their own membership by a simple majority.
- 1.3 The Chair may choose to resign their office at which point the Board will select a successor from amongst their membership.
- 1.4 The Duties of the Chair shall be determined from time-to-time by the Board of Directors.
- 1.5 The Chair shall sign an Oath of Office, prior to assuming their duties, to be set from time-to-time by the Board of Directors.

Article VIII: President and Chief Executive Officer

- 1.1 The Chief Executive Officer shall be the President of the Association elected by the members annually by preferential balloting.
- 1.2 The President must be of 18 years of age and hold membership in the Association for the duration of their term.
- 1.3 The Board shall be empowered to collectively supervise the President and may, where determined prudent and in the best interests of the members, dismiss the President from office.
- 1.4 Should the office of President and Chief Executive Officer become vacant for any reason, the Board shall appoint an interim successor to manage the day-to-day affairs of the corporation to serve for not more than thirty (30) days, during which time a general meeting of the members shall be held for the purposes of electing a permanent successor to complete the duration of the vacant term.
- 1.5 The President shall be responsible for the general oversight and management of the daily operations of the Association and advancing the interests of the Association; and, for achieving the objectives determined by the Board of Directors.
- 1.6 The President shall be the official representative of the Association; this duty may be delegated.
- 1.7 The President shall be the Secretary to the Board and shall be the custodian of all records and papers of the Board; this duty may be delegated.
- 1.8 The President shall sign an Oath of Office prior to assuming their duties, to be set from time-to-time by the Board of Directors.

Article IX: University Governing Bodies

- 1.1 There shall be a separate caucus of Governors and of Senators responsible for advocating the official position of the Association to their respective University governing body.

- 1.2 The Caucuses shall each include the President, who shall serve as caucus chair and the Chair of the Board of Directors ex-officio.
 - a) The Board of Governors Caucus shall additionally consist of one member selected by the President, and one member selected by the Board.
 - b) The Senate Caucus shall additionally consist of one member selected by the President, and two members selected by the Board.
- 1.3 The caucuses shall meet prior to every meeting of their respective governing body and shall be responsible for reporting to the Board of Directors on all pertinent business transacted following each meeting.

Article X: Indemnification and Protection against Liability

- 1.1 To the extent permissible by the laws of the Province and the Country, the Association does hereby indemnify the following:
 - a) Directors and/or officers of the Association;
 - b) Former directors and/or officers;
 - c) Persons who acting or who have acted at the Associations request; and
 - d) The estates, heirs, and legal representatives of the above mentioned groups.
- 1.2 To the extent permissible by the laws of the Province and the Country, no Director or Officer of the Association shall be liable for:
 - a) The acts, omissions, receipts or defaults of any other Director, Officer, Employee or Agent;
 - b) Any loss, damage, or expense to happen to the Association relating to insufficiency or deficiency of title to the property acquired by, or on behalf of the Association;
 - c) Any loss, damage, or expense relating to the insufficiency of any security in which the moneys of the Association are placed or invested;
 - d) Any losses, or damages of, relating to, or arising from the bankruptcy, insolvency of the Association, or to a tortious act of any person, firm, or Association that is a creditor of the Association;
 - e) The misapplication or misappropriation of, or any damage resulting from, any dealings involving the assets of the Association;
 - f) Any damages or losses which may occur through execution of a duly elected, appointed or employed office where the individual is deemed to have acted in a prudent, honest, and faithful, manner with a view for to the best interests of the Association
- 1.3 To the extent permissible by the laws of the Province and the Country, the Association may additionally elect to indemnify and save harmless any person:
 - a) Who was or is party to, or threatened to be made party to, any threatened, pending, or completed action, suit or proceeding of a civil, criminal, administrative, or investigative manner by reason of their employment association or designation as an agent of the Association past, present, or future;

- b) Against expenses, judgements, fines and any amount determined to have been reasonably incurred by him/her in connection with any action or suit subject to the provisions of this article.
- 1.4 Such indemnifications extend only to those directors, officers, employees or agents of the Association deemed to have acted in a prudent, honest, and faithful, manner with a view for to the best interests of the Association, and with respect to criminal proceedings, possessed a reasonable belief that their actions were lawful.
- 1.5 Such indemnifications may not extend to any action or activity of a civil criminal, administrative or investigative nature by or in right of the Association.
- 1.6 These provisions shall not be construed so as to limit or exclude any provision of indemnification or protection outlined by any lawfully executed agreement or vote of the members or directors.

Article XI: Interpretation of Documents

- 1.1 In this document words imparting the singular only shall include the plural and vice versa where appropriate; words imparting the masculine gender shall include the feminine gender and vice versa; words imparting a person shall include an individual, partnership association, corporate entity, executor, estate, administrator, or legal representative and any number of aggregate persons.
- 1.2 The following definitions shall be observed for terms throughout the document:
 - a) “Act of Incorporation” refers to the legislation passed by the Legislature of the Province of Nova Scotia creating the Association, and any amendments thereto.
 - b) “The Association” refers to the Saint Mary’s University Students’ Association
 - c) “Board of Directors” and “Director(s)” shall refer to the Board of Directors of the Saint Mary’s University Students’ Association, and a duly elected member thereof, respectively.
 - d) “CGO” and/or “Chair” and/or “Chief Governance Officer” shall refer to the office of Chief Governance Officer of Saint Mary’s University Students’ Association and Chair of the Board of Directors.
 - e) “CEO” and/or “President” shall refer to office of President and Chief Executive Office of the Saint Mary’s University Students’ Association.
 - f) “The University” shall refer to Saint Mary’s University
 - g) “Board of Governors” and “Governor” shall refer to the governing Board of Saint Mary’s University and any member thereof, respectively.
 - h) “Senate” and “Senator” refers to the Academic governing body of Saint Mary’s University and any member thereof, respectively.
 - i) The Province – The Province of Nova Scotia
 - j) The Country – The Country of Canada
 - k) Fiscal Year – The annual period of the Association starting on the 1st of May each year and concluding on the 30th of April of the proceeding year

- 1.3 The Board of Directors shall be empowered to interpret this document, and the provisions contained within, and act within those reasonable interpretations in the execution of their duties.
- 1.4 The members retain the right to evaluate the interpretations of the Board by plebiscite called for that purpose and in the case of any discrepancy the decisions of the members shall bind the Board.

Article XII: Policies, Resolutions and Statements

- 1.1 The Board of Directors is hereby empowered to make additional policies, resolutions and statements not inconsistent with the Act of Incorporation or these bylaws, to govern the affairs of the Association.

Article XIII: Amendments and Plebiscites

- 1.1 Amendments to the By-Laws may be made with the approval of a plurality vote of the members upon a plebiscite.
- 1.2 The form of -any question in a plebiscite, other than one required by a petition as set out in 1.3 below, may be approved by the Board of Directors.
- 1.3 A plebiscite shall be held where requested by a petition containing the names and signatures of not less than 10% of the members of the Association. In that case the form of the question to be put to a plebiscite shall be that set out in said petition.
- 1.4 In order for any plebiscite to have effect, a minimum of 10% of the Members of the Association must participate by voting in such plebiscite.
- 1.5 All questions to be voted upon by plebiscite must be published and disseminated to the members at least 30 days before the vote is held.

Oaths of Office

President:

I [insert name] do solemnly affirm that I will exercise the powers of President of the Saint Mary's University Students' Association with my fiduciary responsibility always in mind, and will to the best of my ability, uphold its Constitution and Policies, achieve the objectives set by its Board of Directors and advance the common interests of its members.

Chair of the Board of Directors:

I [insert name] do solemnly affirm that I will exercise the powers of the Chair of the Board of Directors of the Saint Mary's University Students' Association with my fiduciary responsibility always in mind, and will to the best of my ability, ensure the Board acts consistently with its own rules and those legitimately imposed on it by external authorities.

Directors:

I [insert name] do solemnly affirm that I will exercise the vote entitled to me as a member of the Board of Directors of the Saint Mary's University Students' Association with my fiduciary responsibility always in mind, and will to the best of my knowledge, represent the interests of its members and promote their objectives and opinions to the Board.