



CONSTITUTION

BC Society · Societies Act

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CAROL PREST

NAME OF SOCIETY: ROYAL ROADS UNIVERSITY STUDENT ASSOCIATION

Incorporation Number: S0039989

Business Number: 82021 6448 BC0001

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The name of the Society is ROYAL ROADS UNIVERSITY STUDENT ASSOCIATION

The purposes of the Society are:

- a) the promotion of the general welfare and furtherance of total education of the students; and
- b) the development and management of services including various recreational activities and student facilities which enhance student life at the University;
- c) the representation of the student interests with the authority to deal on their behalf with the University, and other internal or external bodies.



Bylaws of Royal Roads University Student Association (the “Association”)


CAROL PREST

Part I. DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these bylaws,

“*Act*” means the *Societies Act* of British Columbia as amended from time to time;

“Bylaws” means these Bylaws as altered from time to time;

“*Council*” means the entire Student Council of the Association including Executive Officers and Program Representatives;

“*Executive Committee*” means the administrative committee of the Association as defined in Bylaw 8.7.

“Member Program” means a Royal Roads University education program approved for membership in the association in accordance with these Bylaws;

“*University*” means Royal Roads University;

1.2 The definitions in the Act apply to these Bylaws.

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part II. MEMBERSHIP

Membership

2.1 Members shall be those persons currently registered in a Member Program.

2.2 A Member ceases to be a member of the Association

- (a) on the first day immediately following their convocation; or
- (b) in any other case where they cease to meet the requirements of bylaw 2.1;

2.3 A member is not in good standing if the member fails to pay the member's membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

2.4 All members are voting members of the Association.

2.5 A member who is not in good standing

- (a) may not vote at a general meeting,
- (b) may not cast ballots in elections or referenda,
- (c) may not run for or hold office, and
- (d) shall be refused Association benefits, programs and services.

2.6 Every member of the Association shall uphold the Constitution and Bylaws of the Association.

Fees

2.7 The fees of the Association shall be determined by referendum in accordance with the *University Act*, and

- (a) must comply with these Bylaws;
- (b) be approved by the University Board of Governors; and
- (c) may be collected by the University on behalf of the Association.

2.8 To promote equal access to post-secondary education, the association will maintain or support a financial award or bursary for students attending the University.

2.9 Membership fees are non-refundable unless a student withdraws from their program at the University within two weeks of the commencement of the program in which they are enrolled.

Member Programs

2.10 Any program of the University may apply to become a member program, and

- (a) shall become a member program upon
 - (i) *approval by the University, including any referendum to collect fees the University may require; and*
 - (ii) *acceptance by Council;*
- (b) upon becoming a member program
 - (i) *all persons currently enrolled in the program become members in accordance with these Bylaws; and*
 - (ii) *membership fees, benefits and services may be prorated, reduced or limited by council for existing students in the new member program based on operational and practical requirements of such programs.*

Part III. GENERAL MEETINGS OF MEMBERS

Time and Place of General Meeting

3.1 An Annual General Meeting shall be called as soon as practical after the fall elections, but in any case, no later than November 20th of each year.

3.2 Every general meeting other than the Annual General Meeting is a Special General Meeting.

3.3 Special General Meetings may be called by the Council or by requisition of the members in accordance with the Act.

3.4 A requisition must include the full name, program name, and student number of all members making the requisition.

3.5 Notices of general meetings may be given in accordance with Section 77(2) of the Act.

3.6 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Quorum

- 3.7 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.
- 3.8 The quorum for the transaction of business at a general meeting is 5% of voting members.
- 3.9 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - (b) in any other case, those present shall be deemed to be a quorum, but may only transact such business as is referred to in Bylaw 3.11
- 3.10 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Meeting Procedures

- 3.11 At a general meeting, the following business is ordinary business:
- (a) adoption of rules of order;
 - (b) consideration of any financial statements of the Society presented to the meeting;
 - (c) consideration of the reports, if any, of the directors or auditor;
 - (d) announcement of the results of election results since the last general meeting;
 - (e) appointment of an auditor, if any;
 - (f) business arising out of a report of the directors not requiring the passing of a special resolution;
 - (g) announcement of the results of elections since the last general meeting.
- 3.12 The following individual is entitled to preside as the chair of a general meeting:
- (a) the individual, if any, appointed by the Council to preside as the chair;
 - (b) if the Council has not appointed an individual to preside as the chair or the individual appointed by the Council is unable to preside as the chair,
 - (i) *the President,*
 - (ii) *one of the other Executive Officers present at the meeting, if the president is unable to preside as the chair.*
- 3.13 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as Chair.
- 3.14 The order of business at a general meeting is as follows:
- (a) elect an individual to chair the meeting, if necessary;
 - (b) determine that there is a quorum;
 - (c) approve the agenda;
 - (d) approve the minutes from the last general meeting;
 - (e) deal with unfinished business from the last general meeting;

- (f) if the meeting is an annual general meeting,
 - (i) *receive the officers' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,*
 - (ii) *receive any other reports of officers' activities and decisions since the previous annual general meeting,*
 - (iii) *announcement of the results of elections since the last general meeting; and*
 - (iv) *appoint an auditor, if any;*
 - (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
 - (h) terminate the meeting.
- 3.15 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members.
- 3.16 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.
- 3.17 Voting by proxy is not permitted.
- 3.18 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.
- 3.19 All general meetings shall follow Robert's Rules of Order, and
- (a) all resolutions put forward shall be seconded;
 - (b) the chair may put forward or second a motion and may vote;
 - (c) in the case of an equality of votes, the chair shall not have a casting or second vote in addition to the vote to which the chair may be entitled as a member and the proposed resolution fails.

Part IV. STUDENT COUNCIL

Members of Council

- 4.1 The Student Council of the Association shall be composed of the Executive Officers and Program Representatives as elected or appointed from time to time.

Program Representatives

- 4.2 Every Member Program will be entitled to elect the following Program Representatives to the Student Council:
- (a) one (1) program representative for each 70 students currently enrolled in the program or part thereof.
- 4.3 For the purposes of these Bylaws, programs with the same title offered by different means (eg: online, on campus, or blended) are to be considered distinct programs with each entitled to its own program representative(s).
- 4.4 Election of program representatives is to be conducted amongst members of each program in a democratic manner as determined by the Executive Committee or Council, and

- (a) should occur within 30 days of:
 - (i) *the program start date,*
 - (ii) *the end of a program representative's term,*
 - (iii) *graduation, removal, or resignation of the previous program representative, or*
 - (iv) *the number of enrolled students increasing past the threshold for an additional program representative;*
- (b) Program Representatives hold office from the date of election for a maximum term of 12 months, but may be elected to a subsequent term.

4.5 Each Program Representative shall

- (a) sit on or chair at least one Committee;
- (b) convey the concerns of the students they represent to the appropriate Vice-President and Council;
- (c) act as the communication conduit between Council and the students they represent;
- (d) assist in the promotion of Association programs, events, and benefits;
- (e) write a report or complete an exit interview with a person appointed by the President at the end of their term.
- (f) any other duties assigned by the Council from time to time; and
- (g) act in the best interests of the Association.

Authority of Council

4.6 The Council is the supreme authority of the Association and may exercise all the powers and do all the acts and things the Association may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in a general meeting, but subject, nevertheless, to

- (a) all laws affecting the Association;
- (b) these Bylaws;
- (c) a resolution of members in a general meeting; and
- (d) rules, not being inconsistent with these Bylaws, that are made from time to time by the Association in a general meeting.

4.7 The Council shall have power to name standing and ad-hoc committees as it may from time to time deem advisable, and appoint the members and chair thereof to hold office for some time as the Council deems fit, but in any event, no longer than the next Annual Council Retreat, and

- (a) any Association member may sit on a committee;
- (b) committees may regulate their meetings and proceedings as they see fit;
- (c) Council may delegate power and authority normally reserved for Council to a committee provided that
 - (i) *committees are not to be authorized to expend Association funds, except funds designated for the use of their committee in a budget approved by Council; and*
 - (ii) *committees must report all exercises of such delegations to the Council at the next Council meeting;*
- (d) Council may place any requirements or restrictions on the operation of a committee as they see fit;

- (e) committees will report all actions and decisions taken to Council at the earliest possible opportunity; and
- (f) this Bylaw does not apply to the Executive Committee as defined in Part VIII of these Bylaws.

Removal of Council Members

- 4.8 A Program Representative may be removed from office by a two-thirds majority resolution of Council if the Program Representative has been absent from two consecutive Council meetings without being excused by the President and
- (a) An election shall be held in accordance with these Bylaws; and
 - (b) the person removed may run in the new election.
- 4.9 Executive Officers and Program Representatives may be removed from office in accordance with the provisions of the Act for the removal of Directors.

Part V. EXECUTIVE OFFICERS

Positions

- 5.1 Officers must be elected to the following Board positions, and an officer, other than the president, may hold more than one executive position, but may only cast a single vote:
- (a) President;
 - (b) Vice-President On Campus;
 - (c) Vice-President Online;
 - (d) Vice-President Finance;
 - (e) Vice-President Communications;
 - (f) Vice President Executive Administration; and
 - (g) Vice President Engagement.
- 5.2 The Vice-Presidents Finance and On Campus must be on campus students.
- 5.3 A program representative is deemed to have resigned from that position if they are elected as an executive officer, and an executive officer may not be a program representative. This bylaw comes into force on September 1st, 2017.
- 5.4 For the purposes of the reporting requirements of the Act, the Executive Officers are the Directors of the Association.
- 5.5 Students who have accepted a place in a University Program, but have not yet begun their studies, may run for an Executive Office in an Advance Election provided they will begin their program no later than November 20th of that year.

Roles

- 5.6 All Executive Officers shall act in the best interests of the Association.
- 5.7 All Executive Officers shall write a report before the end of their term in office.
- 5.8 The President is responsible for doing, or making arrangements for, the following:
- (a) attend and preside as chair of the Council and for supervising the other Executive Officers in the execution of their duties;

- (b) act as the official liaison between the University and the Council;
- (c) be an ex-officio member of all Association Committees;
- (d) prepare and submit the Annual Report to the University; and
- (e) any other duties assigned by the Council from time to time.

5.9 The Vice-President On Campus is responsible for doing, or making arrangements for, the following:

- (a) carrying out the duties of the President if the president is unable to act;
- (b) coordinating with the program representatives of On Campus Programs;
- (c) working to ensure the programs, activities, events, and benefits of the Association are in the best interests of on campus members;
- (d) reporting monthly on the state of on campus members; and
- (e) any other duties assigned by the Council from time to time.

5.10 The Vice-President Online is responsible for doing, or making arrangements for, the following:

- (a) coordinating with the program representatives of Online Programs;
- (b) working to ensure the programs, activities, events, and benefits of the Association are in the best interests of online members;
- (c) reporting monthly on the state of online members; and
- (d) any other duties assigned by the Council from time to time.

5.11 The Vice-President Finance is responsible for doing, or making arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Association's financial transactions;
- (c) preparing the Association's financial statements;
- (d) making the Association's filings respecting taxes, if any;
- (e) reporting on the state of the Association's finances monthly; and
- (f) any other duties assigned by the Council from time to time.

5.12 The Vice-President Communications is responsible for doing, or making arrangements for, the following:

- (a) providing a monthly report on his or her activities to Council;
- (b) working with Council to develop and implement the Association's communication plan, and present the message of the Association to members and others;
- (c) assisting the Vice-President Engagement in their duties;
- (d) overseeing all communications media, including websites, social media, and emails;
- (e) acting as the primary contact for non-member inquiries, including the media and the public; and
- (f) any other duties assigned by the Council from time to time.

5.13 The Vice-President Executive Administration is responsible for doing, or making arrangements for, the following:

- (a) issuing notices of general meetings and Council meetings;
- (b) taking minutes of general meetings and Council meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;

- (e) filing the annual report of the Society and making any other filings with the Registrar under the Act;
- (f) maintaining the register of members;
- (g) preparing the agenda for general and Council meetings; and
- (h) any other duties assigned by the Council from time to time.

5.14 In the absence of the Vice-President Executive Administration from a meeting, the Council must appoint another individual to take minutes at the meeting.

5.15 The Vice-President Engagement is responsible for doing, or making arrangements for, the following:

- (a) providing a monthly report on his or her activities to Council;
- (b) developing and fostering relations with other University associations, community groups, and local businesses as appropriate;
- (c) developing student outreach events to the benefit of all students in cooperation with the Vice-Presidents Online and On Campus;
- (d) evaluating student participation and satisfaction of Association programs and events; and
- (e) any other duties assigned by the Council from time to time.

Part VI. COUNCIL MEETINGS

Council Meetings

6.1 Council members are required to attend all Council meetings.

6.2 The members of Council may regulate their meetings as they think fit.

6.3 A Council meeting may be called by the President or three members of Council.

6.4 Council will strive to meet monthly, and Council shall not meet less than eight (8) times annually.

6.5 At least two days' notice of a Council meeting shall be given unless all members of Council agree to a shorter notice period.

6.6 The accidental omission to give notice of a Council meeting to a Council member, or the non-receipt of a notice by a Council member, does not invalidate proceedings at the meeting.

6.7 The quorum for the transaction of business at a Council meeting is 7 Council members then in office.

Annual Retreat

6.8 There shall be an annual retreat of the Council between October 1st and November 30th of each year, following the elections of Council, and at which all Council members are expected to attend for the purposes of:

- (a) establishing standing committees for the year,
- (b) discussing strategic plans for the year,
- (c) learning Association policy, standards, and procedures, and
- (d) any other matter the Executive Committee sees fit.

6.9 The annual retreat will be a Council Meeting as defined in these Bylaws and the business portion of the retreat will be recorded in the minutes of Council with all decisions of Council properly documented.

Part VII. ELECTIONS AND REFERENDA

General

7.1 All voting in elections and referenda shall be by secret ballot and may be conducted by electronic means provided that each member may only cast one ballot.

Elections

7.2 Executive officers hold office for a maximum term of 12 months which shall terminate on August 31st and begin on

- (a) September 1st in the case of an Advance Election in Bylaw 7.5;
- (b) on the date they are appointed by Council; or
- (c) on the date a General Election result is confirmed, in all other cases.

7.3 All elected Officers may be elected for subsequent terms provided they continue to meet the requirements of these Bylaws.

7.4 Executive Officers may continue to hold office up to four months after they convocate and cease to be members, but nonetheless, only until the end of their current term.

7.5 An Advance Election will be held in May of each year for the following positions:

- (a) President;
- (b) Vice-President Finance; and
- (c) Vice-President Executive Administration (Effective Spring 2018).

7.6 A General Election shall occur in the last two weeks of October or as soon as possible thereafter for all vacant Executive Officer positions.

7.7 If only one person is nominated for an executive office, the nominee must be ratified by a majority vote in an election held in the form of a “yes” or “no” ballot.

7.8 Elections shall be administered by the Executive Committee, or if they are unable, by Council.

Vacancies and By-Elections

7.9 In the event, any Executive Officer vacates, resigns, or is removed from office the following shall occur:

- (a) Council may appoint any member to fill the vacancy as an acting officer for a maximum of four months, provided that
 - (i) *if the appointed term ends before August 31st, a by-election must be arranged before the end of the appointed term; and*
 - (ii) *any appointed term must end by August 31st;*
- or
- (b) conduct a by-election as soon as practical;

7.10 Any Executive Officer elected in a by-election will hold office in accordance with Bylaw 7.2.

Referenda

- 7.11 A referendum of the Association shall be called by the President and administered by the Executive Committee upon:
- (a) a Resolution of Council; or
 - (b) by the members if they follow the same procedure for requisitioning a general meeting.
- 7.12 Referendum may be used to pass ordinary and special resolutions.
- 7.13 The text of the referendum shall be drafted to ensure the question is capable of being answered “yes” or “no”, and if in the opinion of Council, a requisition for a referendum does not meet this requirement, the Council may refer the question back to the members requisitioning the referendum or modify the question themselves.
- 7.14 Once the requirements of Bylaw 7.13 have been met, the referendum shall be put to the members after not less than ten (10) days and not more than thirty (30) days; however
- (a) no referendums will be conducted during the months of June, July and August, and
 - (i) *if the deadline to hold a referendum falls during this time, it will instead be put to the members in the third week of October.*
- 7.15 A referendum of the Association shall, subject to these Bylaws, be acted upon by the Association where:
- (a) a majority, or such greater percentage as may be required by the Act or these Bylaws (as in cases where the Act requires a Special Resolution), of the votes cast supporting the referendum; and
 - (b) the number of votes cast supporting the referendum is equal to or greater than 10 percent of the members.
- 7.16 Notwithstanding these Bylaws, a referendum required for the approval of fees or program membership must meet the thresholds and requirements set by the University.

Part VIII. FINANCE AND ADMINISTRATION

Finances

- 8.1 The Association shall not borrow funds.
- 8.2 An auditor shall be appointed in accordance with the Act and shall
- (a) conduct a complete audit every third year; and
 - (b) a review engagement in all other years;
- 8.3 All cheques shall require the signature of two signing officers.
- 8.4 No funds may be expended for the purchase of alcohol, either directly or indirectly.
- 8.5 The Vice President Finance shall provide a written report to council each month, and the report shall include
- (a) current account balances,
 - (b) current liabilities,
 - (c) current budget balances, and

(d) any other item Council directs.

8.6 The Council may create restricted funds, including endowments or long term planning funds, and

- (a) the Council may expend these funds only with a two-thirds majority vote of Council; and
- (b) Council may return the funds to an un-restricted status provided the Association is not contractually obligated to maintain them.

Executive Committee

8.7 The Executive Committee shall be a permanent standing committee composed of the Executive Officers and shall be responsible for the day to day administration of the association and any other tasks assigned to it by Council.

8.8 The Executive Committee shall be chaired by the President, or in the President's absence, any other Executive Officer as selected amongst themselves.

8.9 The Executive Committee may regulate their affairs as they see fit, and

- (a) may conduct business by email or other electronic means;
- (b) does not need to meet to conduct business; and
- (c) may use written or electronic documents to record decisions made.

8.10 Regardless of how the Executive Committee conducts business, records of all decisions must be kept.

8.11 The Executive Committee shall submit a budget to the Council for approval as soon as practical after the Annual General Meeting, or as otherwise required.

8.12 The Council may delegate authority to expend Association funds to the Executive Committee, and may stipulate and restrictions and reporting requirements as they see fit.

8.13 The Executive Committee members shall report all activities of the Executive Committee to Council monthly.

8.14 All funding requests shall be directed to the Executive Committee for review and recommendation to Council, and such requests may come from any member or committee of the Association or from Council.

8.15 Council may authorize funding which was not put before the Executive Committee only by a two-thirds majority vote.

8.16 The Executive Council shall appoint 4 members from amongst themselves to be signing officers.

Alterations

8.17 These Bylaws may be altered by a special resolution of the members.

Notice to Members

8.18 A notice to members, other than notice of a general meeting, is to be given by email to the members registered email address and by posting the notice is the Learning and Innovation Centre.

Dissolution

- 8.19 In the event of the dissolution of the Association, after paying or adequately providing for its debts and obligations, the Association shall devote any remaining assets to the carrying out of one or more of the objects of the Association if feasible, and if not, the Association shall dispose of such remaining assets of the Association to a Canadian benevolent, philanthropic, charitable, provident, scientific, artistic, literary, social or educational organization which the Association shall select. This provision was previously unalterable.
- 8.20 Bylaws respecting dissolution, including this Bylaw may only be amended by special resolution requiring a three-quarters majority.