



**BE IT ENACTED AND IT IS HEREBY ENACTED, that St. Clair Thames
Students Incorporated By-laws are amended
In the form as attached hereto
This day of March.10, 2016**

ST. CLAIR THAMES STUDENTS INC.

By-law #1
(as amended, 2016)

By-law #2
(as amended, 2016)

By-law #3
(as amended, 2016)

INTERPRETATION

In this By-law and all other By-laws and resolutions of the Corporation, *unless the By-law specifically states otherwise*:

Ad Hoc Committee:	a temporary committee empowered by TSI, which ceases to function when they have completed their duties and brought in a report.
Agent:	shall mean a signing officer of St. Clair Thames Students Inc.
Board:	shall mean the Board of Directors of the Corporation.
Corporation:	shall mean St. Clair Thames Students Inc.
Corporation Act:	shall mean the Ontario Corporation Act, chapter 38 of the Revised Statutes of Ontario 1990, and any statute which amends or is passed in substitution for that Act.
Directors	shall mean the Board of Directors of the Corporation.
Executive or Executive Committee	shall mean a committee consisting of the voting members of President and Executive Vice-President; and non-voting member Operations Manager.
Gender	the masculine gender shall include the feminine.
In Camera	where, at a Board meeting, a motion is passed to go “in camera”, all spectators and visitors leave the assembly and all proceedings “in camera” remain confidential to the TSI Board of Directors.
Notice of Motion	means an action taken whereby notice is formally given at a regular Board meeting, advising that a specific resolution will be proposed for consideration at a specific Board meeting.
Referendums	a question that is in accordance with the By-laws to be resolved by membership vote, conducted in the same manner as a regular election.
Resolution	an act of the Board, passed by a majority vote at a Board meeting.
Standing Committee	committees named in the By-Laws to function throughout the year, empowered and responsible to the TSI.
Singular/Plural	the singular shall include the plural.
Special Resolution	shall mean a resolution passed by the Directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a general or annual meeting of the members of the TSI Inc. duly called for that purpose.
TSI	shall mean the St. Clair Thames Students Inc.

BY-LAW #1
(as amended 2016)

**A BY-LAW RELATING GENERALLY TO THE TRANSACTION OF BUSINESS
AND AFFAIRS OF ST. CLAIR THAMES STUDENTS INC.**

INTERPRETATION: In this By-law and in all other By-laws of the St. Clair Thames Students Inc. hereafter passed, unless the By-law specifically states otherwise, words importing the singular number of the masculine gender, shall include the plural number of the feminine gender, as the case may be and vice versa, and references shall include firms and corporations

**BE IT ENACTED and it is hereby enacted as a By-law of St. Clair Thames Students Inc.
(Hereinafter called "TSI") as follows:**

ARTICLE:

- 1.1. HEAD OFFICE** The Head Office of the TSI shall be in the Municipality of Chatham-Kent, in the Province of Ontario and at such a place therein as the TSI may from time to time, fix, by special resolution.
- 1.2. SEAL** The Corporate Seal, an impression whereof is stamped in the margin hereof, shall be the Corporate Seal of the Corporation.
- 1.3. GENERAL MEMBERSHIP** All students who are enrolled at St.Clair College, Thames Campus, are qualified to become members of the Corporation upon payment of the full, annual Student Activity Fee as set by the College and TSI from time to time.
- 1.4. TERMINATION OF GENERAL MEMBERSHIP** Membership, shall lapse and cease to exist if for any reason the member ceases to be a student at St. Clair College.
- 1.5. TRANSFERABILITY OF GENERAL MEMBERSHIP** General Membership is not transferable.
- 1.6. PRIVILEGES OF GENERAL MEMBERSHIP** All members of the Corporation shall be entitled:
- 1.6.1 to vote in all TSI elections or referendums;
 - 1.6.2 to establish and/or join organizations under the jurisdiction of the TSI;
 - 1.6.3 to nominate or second a candidate for election in the TSI elections;
 - 1.6.4 to stand for election or appointment providing they be students in good standing as defined by St. Clair College policy;
 - 1.6.5 to seek and receive representation as per the Purpose declared in the Constitution.

- 1.7. STUDENT ACTIVITY FEE** The Student Activity Fee payable by members shall be as set by the St.Clair College Board of Governors in consultation with the St. Clair Thames Students Inc., the St. Clair Alumni Association, the St. Clair Student Athletic Association and the St. Clair Student Representative Council Inc.
- 1.8. T.S.I BOARD OF DIRECTORS** The TSI will be governed by a maximum 10 Directors [two (2) elected Directors & eight (8) appointed Directors]
1. 8.1 The elected Directors shall include:
- The President; and
The Executive Vice President;
1. 8.2 The eight (8) appointed Directors being selected from applications submitted by members of the Corporation and determined by the Executive-elect and current Executive;
- 1.8.3 The Ex-officio members of the Board of Directors include the two voting members, President and Vice President of the Executive Committee of the immediate preceding year;
- 1.8.4 All Directors of TSI Inc. will be bound by the Corporation Act of Ontario;
- 1.8.5 Appointed Directors shall be allocated specific realms of responsibility identified by Director "titles", and shall be provided with job descriptions unique to these positions. Notwithstanding such descriptions, all Directors must contribute on an equitable basis;
- 1.8.6 Appointed Director positions shall be allocated annually by the Executive Committee based on identified goals and objectives, and may not necessarily be selected by the Directors themselves;
- 1.8.7 Appointed Directors must be members of the Corporation; and must be students in good standing as defined by St. Clair College Policy; and must enroll as full-time post secondary students in the next Fall semester of the college where applicable;
- 1.8.8 Every application for the position of Director must be supported by the signatures of 25 members of the TSI;
- 1.8.9 Every appointed Director shall be bondable and as evidence thereof, at time of hire shall present a valid police clearance showing no criminal convictions for which a pardon has not been granted;
- 1.8.10 Every appointed Director shall, at time of hire or as reasonably practicable thereafter, provide a reference from their Program Coordinator indicating support of that candidate joining the TSI Board;
- 1.8.11 No current TSI Board Member may sign the nomination form of any member applying to a position on the Board of Directors of TSI.
- 1.9. STANDING COMMITTEES** The TSI shall have Standing Committees. The Standing Committees of the TSI shall be:
- EXECUTIVE COMMITTEE:

Shall consist of the President, and the Executive Vice President as voting members. Non-voting member shall include the Operations Manager.

1.10. SUB-COMMITTEES

The TSI may have sub-committees to support the directors. Each sub-committee shall be chaired by the appropriate TSI Director or appointee of the Board Members of the sub-committee may be appointed by the specific Chairperson.

Sub-committees and their members shall be confirmed by the TSI Board of Directors at a Board meeting. The members of each committee shall be students in good standing.

1.11. TENURE OF OFFICE

Pursuant to the By-laws of the TSI, the Board of Directors of the TSI shall hold office from May 1st of the year they are elected, until April 30th of the following year.

1.12. REMOVAL FROM OFFICE

A member, or members, of the Board of Directors of TSI may be removed from office by:

1.12.1

A resolution passed by at least fifty percent plus one of the votes cast in person at a general membership meeting, and/or Board of Directors Meeting (notice of which, specifying the intention of such a vote shall have been given at a previous TSI board meeting) shall remove any member, or members, of the Board of Directors of the TSI from office before the expiration of his term of office, and further, that member must relinquish any other office or position held by him in the TSI and such offices shall be declared vacant;

1.12.2

By ceasing to be a student in good standing, in which case the member must resign his position and relinquish any other offices or positions held by him in the TSI, whether paid or unpaid, and such positions or offices shall be declared vacant, to be filled at the discretion of the Executive Committee and ratified by the Board of Directors by a majority (fifty percent plus one);

1.12.3

By ceasing to conduct one-self professionally at all times when representing TSI, including failing to govern oneself at Board of Directors Meetings per Robert's Rules of Order, as stipulated within these By-laws;

1.12.4

By failing to satisfy Board of Directors Meeting requirements in accordance with these By-laws;

1.12.5

Any Executive member removed from office for any reason shall not be eligible for re-election to the Board of Directors of the TSI until the next scheduled general election.

1.13. VACANCIES

Vacancies, prior to the expiration of the term of office on the TSI, however caused, shall be filled as herein provided:

1.13.1

The position of President, should it become vacant, shall, upon the approval of fifty percent plus one of the present voting Board members of the TSI, be filled by the Executive Vice President and shall assume the duties for the remainder of the term of office;

1.13.2

If, for any reason the Executive Vice President is unable to fill the position of President, the position shall be open to any other voting

Board member of the TSI, by nomination and subsequent approval of fifty percent plus one of the present voting Board members of the TSI;

1.13.3 Should any other elected position of the TSI become vacant, the said vacant position shall be filled by majority vote of the Board of Directors of TSI from nominations of any eligible member of the Corporation or by election when demanded as per By-law. Elections shall be governed by Election by-laws;

1.13.4 Vacancies for the eight (8) appointed Board of Directors shall be filled at the discretion of the Executive Committee and ratified by the Board of Directors by a majority (fifty percent plus one).

1.14. MEETINGS OF TSI

Meetings of the Board of Directors of TSI shall:

1.14.1 Be on a regular basis, not less than twice a month throughout the academic year, with exception given to the months of May, June, July, and August, where meetings will be at least once per month as called by the President or President's delegate; two meetings annually shall be held as General Membership meetings of the Corporation, as stipulated within these By-Laws;

1.14.2 If events warrant, ad hoc meetings may take place upon twenty-four (24) hours notification. Notice of such meetings shall be by telephone and/or in writing delivered to each member of the Board of Directors of the TSI and such special meetings shall be called upon petition by 1/3 of the members of the Board of Directors of TSI or by petition by 10% of the members of the Corporation or by the President himself;

1.14.3 Be open to members of the Corporation and any guest as may be invited from time to time unless otherwise stipulated in the By-Laws of the TSI or unless such meeting is declared "in camera" by a majority (fifty percent plus one) of the members of the Board of Directors of TSI present and voting;

1.14.4 Be recorded by hand or electronic recording device, and prepared minutes of meetings shall be approved by the majority (fifty percent plus one) of the Board of Directors, prior to posting. Posted minutes shall be available to all members of the Corporation;

1.14.5 Be conducted in accordance with Robert's Rules of Order, subject to the By-Laws of the TSI. Robert's Rules of Order shall be disseminated and read by each Director of TSI upon hire

1.14.6 Be attended by all members of the Board of Directors of TSI, per the following:

- a) A designated form for the purpose of expressing regrets pertaining to an upcoming scheduled meeting shall be available to all Directors, and must be completed in full in advance of a scheduled meeting; completed and signed forms must be submitted to the President as soon as the Board member becomes aware of their upcoming absence, with a minimum of seven days' notice being the expectation where possible;

- b) The Executive Committee shall review all completed and submitted regret forms, and determine whether said regrets have been accepted or not accepted; in the latter case they shall be determined to be unauthorized "absences" and minutes shall be duly noted as such;
- c) Submitted regrets forms, whether accepted or not, shall be maintained within each Director's personnel file;
- d) If any member absents himself from two regularly scheduled Board meetings without providing prior notice as required, written by the Board Member and received by the President/alternate a minimum of one hour prior to the scheduled TSI Board meeting, he shall cease to be a member of the TSI Board of Directors. A declaration of vacancy shall be entered in the minutes as conclusive evidence thereof, and the ousted member shall not be eligible for re-election to the Board of Directors of TSI until the next regularly scheduled general election during the academic year. Extenuating circumstances shall be considered by the Executive Committee;
- e) Where a Director is required to complete a placement or work period off-campus as part of their academic program, that Director must submit a placement schedule to the President, signed by their Program Coordinator; the Director must also complete all required regrets forms in advance per Article 1.14.6 (a), and continue to satisfy all requirements of a Director as outlined within the TSI By-laws;
- f) Any Director, who has missed greater than fifty percent of meetings in an academic term, even if such regrets were accepted, may be terminated at the discretion of the Board.

1.15. GAINING MEMBERSHIP

Any motion to gain membership to Provincial and/or National Organizations must be submitted as a notice of motion at a previous meeting of the board and, to be accepted, the motion must receive two-thirds (2/3) of the vote.

1.16. NOTICE OF MEETING

The time and place of regular business meetings of the Board of Directors shall be mutually decided upon at the beginning of each semester. Written notice must be given in the event of a meeting day, date, or room change. Cancellations shall be posted one (1) hour prior to the scheduled start of the meeting when and where possible.

1.17. ERROR IN NOTICE BOARD MEETINGS

No error or omission in giving such notice for a meeting of the Board of Directors shall invalidate such meeting properly constituted.

1.18. QUORUM AT BOARD MEETINGS

A quorum for the transaction of business at any meeting of the Board of Directors shall consist of fifty percent plus one eligible voting member.

1.19. VOTING AT BOARD MEETINGS

1. 19.1

Questions arising at any meeting of the Board shall be decided by a majority of the voting members present. In case of a tie, the Chairperson shall have a casting vote, providing the Chairperson is eligible to vote. All votes at any such meeting shall be taken by a ballot if so demanded by any voting member present, but if no

demand be made, the vote shall be taken in the usual way and members shall indicate to the Chairperson either "in favour, or opposed". A declaration by the Chairperson 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;

1.19.2

Debate on any motion may be cut off or limited providing only that an agreement to that effect be passed by a 2/3-majority vote of eligible members.

1.20. VOTE BY PROXY

A vote by proxy will be permitted only when the Motion has been presented in writing to the TSI Board, and all eligible voting members have had an opportunity to respond and vote accordingly; written responses shall constitute prima facie proof of vote tabulation. The proxy shall contain the Motion and the vote of the absent member. The Motion shall then be read into the Minutes at the next Meeting of the Board.

1.21. DUTIES OF THE PRESIDENT

The President shall;

- a) when present, preside and chair all meetings of the members of the TSI. The President may also delegate the duties of the Chair to an alternate in his absence;
- b) along with the TSI Operations Manager, shall also be charged with the general management of the affairs and operations of the TSI;
- c) work with the other members of the Executive Committee, Directors and employees of the TSI to meet the goals and objectives of TSI;
- d) be available for the student body at all possible times;
- e) provide assistance to students with complaints;
- f) advocate on behalf of students when requested;
- g) participate in all decisions of the TSI, at meetings;
- h) have voting rights;
- i) at the discretion of the Board, be entitled to a stipend and/or warranted honorarium equal to standard basic domestic tuition plus domestic compulsory fees;
- j) submit completed time sheets to the Operations Manager no later than noon on the first Monday following a biweekly payroll period;
- k) shall be bondable and as evidence thereof, at time of hire shall present a valid police clearance showing no criminal convictions for which a pardon has not been granted;
- l) represent the student body on various college committees;
- m) be the official representative of the TSI;

- n) meet all requirements of the By-laws and the appropriate Job Description and other duties as may arise;
- o) be the official observer of TSI to the St. Clair College Board of Governors.

1.22. DUTIES OF THE EXECUTIVE VICE PRESIDENT

The Executive Vice President shall:

- a) work with the other members of the Executive Committee, Directors and employees of the TSI to meet the goals and objectives of TSI;
- b) assume the duties and rights of the President in his absence;
- c) be the Student Representative to the St. Clair College Board of Governors when applicable;
- d) be the TSI Liaison to any provincial or national organization in which the TSI has membership;
- e) represent the student body on various college committees, as required, (i.e. Academic Council);
- f) provide assistance to students with complaints and advocate on behalf of students;
- g) participate in all decisions of the TSI at meetings;
- h) have voting rights;
- i) shall be bondable and as evidence thereof, at time of hire shall present a valid Police Clearance revealing no criminal convictions for which a pardon has not been granted;
- j) at the discretion of the Board, be entitled to a stipend and/or warranted honorarium equal to standard basic domestic tuition plus compulsory domestic fees;
- k) submit completed time sheets to the Operations Manager no later than noon on the first Monday following a biweekly payroll period;
- l) meet all requirements of the By-laws and the appropriate Job Description and other duties as may arise.

1.23. DUTIES OF THE APPOINTED DIRECTORS

The Directors shall:

- a) work with the Executive Committee, Directors and employees of the TSI to meet the goals and objectives of TSI;
- b) bring the needs, views and opinions of the class reps and of the students of St. Clair College, to the Board of Directors;

- c) bring information from the Board of Directors to the class reps and to the students of St. Clair College;
- d) assist the other Directors in the performance of their duties;
- e) participate in all decisions of the Board of Directors at meetings;
- f) have voting rights;
- g) at the discretion of the Board, be entitled to a warranted honorarium equal to standard basic domestic tuition plus compulsory domestic fees;
- h) represent the student body on various college committees;
- i) meet all requirements of the By-laws;
- j) be bondable and as evidence thereof, at time of hire shall present a valid police clearance showing no criminal convictions for which a pardon has not been granted;
- k) assume the responsibilities and perform the duties as detailed in the job description of the position to which they were appointed and other duties as may arise;
- l) utilize their St. Clair College issued e-mail accounts for all TSI correspondence; all e-mail business communications requiring reply shall be responded to within 24 business hours;
- m) complete five "service" hours weekly to TSI, including dedicated office time;
- n) complete a biweekly time sheet, outlining hours worked on behalf of TSI and submit it to the Operations Manager;
- o) make an oral report to the Board at each meeting, outlining project and assignment status, and bring the bi weekly time sheet with them to such Board meetings.

**1.24. DUTIES OF THE
EX-OFFICIO EXECUTIVE**

The Ex-Officio Executive shall:

- a) consist of the President and Vice President of the immediate preceding year who the Board may elect to act in this capacity for a one-year non-renewable term;
- b) act in an advisory capacity to the Board and with no voting privileges;
- c) under-take such duties as may be assigned by the Executive Committee.

**1.25. DUTIES OF THE
EXECUTIVE COMMITTEE**

The Executive Committee, pursuant to the By-Laws of the TSI shall:

- a) work with the Directors and employees of the TSI to meet the goals and objectives of TSI;
- b) manage the affairs of the TSI in order to expedite the policies established by the Board of Directors of the TSI;
- c) refer all matters requiring a decision of the Board, as soon as possible, to a duly called meeting of the Board of Directors of TSI;
- d) be bound by the decision of the Board;
- e) establish and co-ordinate the work of any Ad-hoc committees and organizations of the TSI;
- f) act in matters where action is immediately necessary for the best interest of the students of St. Clair College provided that any such action be reported as soon as possible at a meeting of the Board of Directors of the TSI;
- g) meet on a weekly basis;
- h) ensure that Director's and Officer's Liability Insurance is in place on an annual basis, renewable on March 31st of each year;
- i) arrange and hold a minimum of two General Membership meetings throughout their term; time to be decided at the Executive Committee's discretion. The meetings shall be advertised in the Student Newspaper and posted at the TSI office at least twice starting two weeks before the scheduled meeting.

1.26. PROTECTION OF BOARD MEMBERS

Except as otherwise provided for by law, no director or officer shall be liable for:

- a) the acts, receipts, neglects, or defaults of any other director, officer or employee;
- b) joining in any receipt or act for conformity;
- c) any loss, damage or expense happening to the corporation through insufficiency or deficiency of title to any property acquired by the corporation or on behalf of the corporation;
- d) the insufficiency of any security in or upon which any of the monies belonging to the corporation shall be placed or invested;
- e) any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
- f) any loss, conversion, misapplication or misappropriation of any damage resulting from any dealings with any monies, securities or other assets of the corporation; and
- g) Any other loss, damage or misfortune whatever which may happen in the execution of the duties of his/her respective office or trust in relation thereto.

1.26.1

Directors shall not be under any duty or responsibility in respect of any contract, act or transaction, done or entered into in the name of

or on behalf of the corporation, except as authorized or approved by the Board.

1.26.2 The protections outlined in this section shall be valid unless any event mentioned in this section happens as a result of a director's or officer's failure to exercise the powers and discharge the duties of his/her office honestly, in good faith and in the best interests reasonably prudent person would exercise in comparable circumstances.

1.26.3 Director's and Officer's Liability Insurance shall be in place annually as further protection of Board members, officers and agents of the TSI.

1.27. CONFLICT OF INTEREST

Where a Director, either on his or her own behalf or while acting for, by, with or through another, has any pecuniary (consisting of or relating to money; having a monetary penalty or entailing a fine) interest, direct or indirect, in any matter and is present at a meeting of the Board or any committee of the Board at which the matter is the subject or consideration, he or she:

- a) Shall, prior to any consideration of the matter at the meeting, disclose his or her interest and the general nature thereof;
- b) Shall not take part in the discussion of, or vote on any question in respect of the matter, and shall forthwith leave the meeting or the part of the meeting during which the matter is under consideration;
- c) Shall not attempt in any way, whether before, during or after the meeting to influence the voting on any such question;
- d) Where the interest of a Director has not been disclosed by reason of his or her absence from the meeting of the Board or committee of the Board, the Director shall disclose his or her interest and the general nature thereof at the first meeting of the Board, or such committee, attended by him or her thereafter.

1.27.1 Every declaration of interest, but not the general nature of that interest, shall be recorded in the Minutes of the meeting of the Board or committee of the Board.

(As quoted from the Ontario Municipal Conflict of Interest Act, R.S.O. 1990, c. M50.)

1.27.2 A Director shall be considered to have a direct interest in a matter when the interests listed above involve an immediate family member of that Director, including child, parent and/or spouse, as defined within the *Ontario Family Law Act, R.S.O. 1990, c. F.3.*

1.28. REFERENDUMS AND PLEBISCITES

Referendums shall be held upon a decision of a two-thirds vote of the eligible members of the Board of Directors of TSI or upon a petition bearing the names and student numbers of fifteen (15%) percent of the members of the Corporation. The Executive shall be responsible for conducting the referendum and shall appoint a Returning Officer for such referendum and the question to be decided by such referendum shall be published on the campus and placed on designated bulletin boards, not less than seventy-two (72) hours prior to the opening of the polls.

- 1.29. VALIDITY OF REFERENDUMS AND PLEBISCITES** A majority (two-thirds) of votes cast in response to the referendum will be sufficient to decide the answer to any such question.
- 1.30. AMENDMENT OF THE BY- LAWS**
- The by-laws of the TSI Inc. may be amended by Special Resolution of the Board of Directors, provided that Notice of Motion of such Special Resolution shall have been given in writing at a previous meeting of the Board of Directors and such Notice of Motion, including details of proposed by-law amendment, must be received by the President of the Board not later than 14 days prior to the Board meeting at which the Special Resolution will be put forward. An amendment to a By-Law duly passed at a Board meeting is effective only until the next annual or general meeting of the members;
- 1.30.1 Notice of any By-Law amendment to be brought to the Annual or General Meeting must be published in the student newspaper and posted at the TSI office at least twice beginning two weeks prior to the scheduled meeting. The requirement to publish such Notice in the student newspaper does not apply during months when the newspaper is not published; in such cases, sufficient notice will be deemed to have been made when posters have been placed on all student bulletin boards two weeks prior to the scheduled meeting;
- 1.30.2 Members may, at the general meeting or the annual meeting, confirm, reject, amend or otherwise deal with any By-Law passed by the directors and submitted to the meeting for confirmation, provided any proposed amendment does not alter the fundamental sense of the original amendment. If such proposed amendment is passed by two-thirds be deemed to be accepted and shall be included within the formal By-Laws of the corporation.
- 1.31. AMENDMENT OF THE CONSTITUTION** The Constitution of the TSI may be amended by a two-thirds majority of the votes cast for such a Motion at a Board of Directors meeting where $\frac{3}{4}$ of the voting membership is present. The amended Constitution can be passed but shall not be in effect until the first day (May 1) of the start of the incoming council's term of office.
- 1.32. VALIDITY OF BY-LAWS** Any By-Law violating the TSI constitution or Federal, Provincial, or Municipal laws shall be deemed invalid.
- 1.33. DISSOLUTION OF THE CORPORATION** The Corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the Corporation shall be used in promoting its objects. Upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to the governing body of the College, in trust, for existing or future student organizations at the College, failing which it shall be distributed or disposed of to organizations, the objects of which are beneficial to the community.
- 1.34. EXECUTION OF DOCUMENTS** All cheques, licenses, contracts and engagements on behalf of the Corporation shall be signed by two of the Executive Committee members; in most cases this shall be the President and Executive Vice President, however the Operations Manager may sign where one of the other two Executive Committee members is unavailable. They shall affix the seal of the Corporation to such instruments as may require same. Contracts in the ordinary course of the Corporations'

operations may be entered into on behalf of the Corporation by any person authorized by the Board.

1.36. 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 applicable statutes or laws are regularly and properly kept. The President, or a person authorized by him in his absence, shall review and sign the monthly bank reconciliations of the TSI.

1.37. 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, and in its name, and kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such acts and things as the Corporation is by its charter or is otherwise authorized to exercise and do.

1.38. POLICY AND PROCEDURES

The Board of Directors may prescribe such policy and procedures not inconsistent with these By-Laws relating to the management and operation of the Corporation as they deem expedient.

BY-LAW #2
(as amended 2016)

A BY-LAW RELATING GENERALLY TO THE ELECTION PROCEDURES OF
ST. CLAIR THAMES STUDENTS INC.

BE IT ENACTED and it is hereby enacted as a By-law of St. Clair Thames Students Inc.
(Hereinafter called "TSI") as follows:

ARTICLE:

2.1. TYPE OF ELECTIONS

There shall be two (2) types of elections, namely:

2.1.1

Elections of the Executive, of which the electorate shall be comprised of all eligible members of the Corporation in good standing;

2.1.2

Other elections of which the eligible electorate shall be determined by the By-laws of the TSI

2.2. ELECTION COMMITTEE

2.2.1

The TSI Board of Directors shall appoint a committee of three (3) eligible members, in good standing, to form an Election Committee at least one month prior to the opening of nominations. These three (3) eligible members shall be selected through interviews from applicants solicited through advertising by the TSI Board of Directors.

The Election Committee shall:

- a) Appoint a member of the Election Committee as Chief Returning Officer;
- b) Act as a resource to the Chief Returning Officer in conducting the election;
- c) Act as an appeal committee for contested election issues.

2.2.2

If an election committee cannot be formed due to the lack of applicants, the Board shall appoint a Chief Returning Officer, who may appoint two eligible members to form the election committee.

2.3. CHIEF RETURNING OFFICER

The Chief Returning Officer for the election of the executive shall:

2.3.1

Be impartial to any candidate and shall not be running for any office in the TSI;

2.3.2

Be directly responsible to the TSI for the general conduct of the election;

2.3.3

Appoint deputies within 14 days to assist with duties, each of whom shall be a member of the Corporation and a student in good standing and shall be impartial to any active candidate and shall not be running for office in the TSI;

2.3.4

Give at least twenty-one (21) days' notice to the members of the TSI of the election date and the positions open;

2.3.5

To ensure that nominations are open for at least seven (7) days and shall be closed at least seven (7) days prior to the election date and no

nomination shall be accepted or changed after nominations have been closed.

2.4. DUTIES OF THE CHIEF RETURNING OFFICER

The duties of the Chief Returning Officer shall be:

- 2.4.1 To work with the College to develop election posting regulations;
- 2.4.2 To designate the location of polling stations and the deputizing of personnel for them and to arrange for an advance poll;
- 2.4.3 To arrange a location and schedule for the candidate speeches and to advertise and assemble the members of the TSI Inc.;
- 2.4.4 To declare an election invalid, if warranted, and if, in the opinion of the Election Committee, the election procedures were not adhered to. This decision may be appealed to the TSI Board of Directors within five (5) business days whose majority vote (fifty percent plus one) shall be final;
- 2.4.5 To ensure against tampering of the ballot boxes;
- 2.4.6 To retain the ballots for thirty-one (31) days after the elections and then destroy them;
- 2.4.7 To receive written requests for a re-count or re-evaluation of the election, and to transmit such request to the TSI within forty-eight (48) hours of the request for the decision;
- 2.4.8 To appoint two (2) election deputies to reside at each polling station, during the operation of such polling stations;
- 2.4.9 To ensure that each member of the Corporation presents proper photo identification before such member marks his ballot and to ensure members only vote once;
- 2.4.10 To post complete information and regulations on the election procedures according to TSI by-laws;
- 2.4.11 To prepare a report, which is to include all regulations, instructions, material distributed to candidates and any comments or suggested changes for the subsequent Chief Returning Officers within thirty-one (31) days subsequent to the election date.

2.5. ELECTIONS OF TSI

The following regulations shall apply to the election of the TSI Executive:

- 2.5.1 All nominees must be members of the Corporation; and must be students in good standing as defined by St. Clair College Policy; and must enroll as full-time post secondary students in the next fall semester of the college; and all nominees for executive positions must be bondable;
- 2.5.2 Every nomination must be supported with the consent of the nominee and by the signatures of 50 members of the TSI;
- 2.5.3 Should insufficient nominations be received, the Chief Returning Officer shall give seven (7) days notice of an alternate election date or extend the period for accepting nominations by a length of time

determined by the TSI Board of Directors wherein 2/3 of the Board vote in favour.

The following regulations shall apply to the election of TSI President only:

2.5.4 ***All nominees must be members of the Corporation serving on the Board of Directors at the time of their nomination;***

2.5.5 ***In the event that no member of the Board of Directors brings forth nomination papers 14 days prior to the opening of nominations for other TSI positions any member of the Corporation may run for the position of President.***

2.6. ELIGIBILITY FOR ALTERNATE POSITIONS

Pursuant to the By-laws of the TSI, any members of the TSI shall be eligible to stand for election to any vacant position on the TSI, provided that if elected he shall resign from his presently held position prior to assuming his newly elected office.

2.7. ELECTION RULES

Election rules of TSI are:

2.7.1 Slander and defamation of character are prohibited;

2.7.2 All campaigning must be done in such a manner that will not harm others and must comply with St. Clair College policies and procedures regarding posters, advertising, students' rights and responsibilities and provision of student services;

2.7.3 No person running for an elected position may campaign at a TSI pub or other TSI-sponsored event;

2.7.4 No campaigning may take place after 11:59pm on the day immediately prior to the election. Campaigning shall include advising others to vote for a particular candidate (be it in person, texting, messaging, e-mailing or other forms of communication), handing out campaign-related materials, wearing campaign-related items, etc.;

2.7.5 All campaign posters must be removed by the candidate on the day prior to Election before the College closes for the evening. Where an Election Day falls on a Monday, posters must be removed by the preceding school day, at the discretion of the Election Committee;

2.7.6 Candidates will not be allowed to loiter in plain sight of the voting area during election periods, other than when they themselves are voting [this includes advanced polling day(s)]. They may traverse the voting area as is needed to get from point to point, however candidates may not remain at the voting station or in sight of the voting station for any length of time;

2.7.7 Candidates are cautioned to spend only what they feel is reasonable and can be afforded by them, on campaign materials. Any candidate's campaign materials are prepared and presented at each person's own risk. TSI and St. Clair College will not be responsible for the removal, movement or destruction of any campaign-related materials. Candidates are fully cautioned that posters and other materials may be defaced, removed or moved by any persons, and neither the Election Committee, nor the TSI Board, shall investigate such matters

unless a clear violation of an existing St. Clair College Code of Conduct Regulation has been violated;

- 2.7.8 No current TSI Board Member or Executive Committee Member may campaign for, or otherwise endorse, any candidate for Election, while representing TSI in their capacity as Director or Executive Committee Member. They may demonstrate their support for a specific candidate only when acting as a student of the College, and may not use their position to privilege any candidate in any way.
- 2.7.9 The gratuitous use of any of the TSI or the TSI subsidiaries' equipment will not be allowed for the purposes of preparing campaign materials or campaigning; this shall include TSI computers, faxes, phones, printers, paper, office supplies, etc.;
- 2.7.10 The printing services of St. Clair College shall not be used for the production of campaign materials;
- 2.7.11 Each candidate may have two (2) scrutineers present;
- 2.7.12 Any member whose name does not appear on the electoral list, and who is deemed to be eligible to vote by the Election Committee, shall be permitted to vote, and their name recorded to indicate that they have done so. This information shall subsequently be shared with the Manager, Registration Services Thames;
- 2.7.13 On Election Day(s), polls shall be open from 9am – 4pm daily. On one date per Election period, to be determined by the Election Committee, polls shall be open until 6pm;
- 2.7.14 Should any Candidate for Election have a complaint regarding alleged violations of by-laws pertaining to the Election, the complainant must follow specific steps:
- i) The complainant must first attempt to mediate the dispute with the other party themselves. Should resolution at this stage be satisfactory, the Election Committee need not be informed of the initial dispute or its outcome;
 - ii) If resolution is not possible following step (i), the complainant must forward their concern to the Election Committee in writing. The requirement for the complaint to be in writing shall not be waived, no matter the perceived urgency of the allegation. A copy of the complaint shall be provided to the alleged violator. The Election Committee shall investigate the complaint as soon as is immediately practicable, and issue a written response and action, if any;
- 2.7.15 Should any member of the Corporation have a complaint regarding the Election, the complaint may be considered and acted upon by the Election Committee only if brought to the attention of an Election Committee member by the student themselves. Should a member of the Corporation voice a complaint to an Election Candidate, that candidate shall direct the member to an Election Committee member;
- 2.7.16 The Election Committee shall be the final authority in the interpretations of election rules;

- 2.7.17 A sign shall be erected in plain view of the voting stations that indicates all invalid forms of voting as identified within these by-laws;
- 2.7.18 A sign shall be placed in the immediate vicinity of the voting location, listing Election Committee members, and indicating when voting tabulation shall take place and when results will be announced.
- 2.7.19 A tie vote is defined as any count of candidate ballots which results in a difference of zero (0) ballots for the same position. In the event of a tie, a subsequent vote will be held to determine the successful candidate on a date determined by the election committee.

2.8. FAILURE TO ADHERE TO ELECTION RULES

If a candidate fails to adhere to the election rules the Chief Returning Officer shall:

- 2.8.1 Notify the candidate of the infraction of the rules;
- 2.8.2 Discuss the problem with the Election Committee, and decide on the penalty, if any;
- 2.8.3 Inform the candidate and TSI Executive members of the penalty, if any;
- 2.8.4 Penalties shall be invalidation of results, or disqualification of the candidate, as decided by the Election Committee.

2.9. ELECTION BALLOTS

Ballots for Election voting purposes shall:

- 2.9.1 Be prepared so as to specify the name of each candidate in the format "LAST NAME, First Name", and shall list candidates in alphabetical order by last name. Ballots shall clearly indicate the corresponding box by which voters identify that they are voting for a selected candidate;
- 2.9.2 Be prepared so as to indicate acceptable examples of candidate support on the bottom of the ballot as identified within these by-laws, and shall be limited to these examples;
- 2.9.3 Be prepared so as not to contain any other text than has been identified within these by-laws;
- 2.9.4 Be completed in person by eligible voting members of TSI in a private area which offers secrecy for the voter; no proxy voting shall be permitted;
- 2.9.5 Be counted in support of a candidate only if an acceptable vote indicator has been used; this shall include an "X", checkmark, filled in box, circled box, etc., so long as it is a definitive indicator as to which specific candidate has been selected, and does not constitute a spoiled and/or invalid ballot as indicated within TSI by-laws;
- 2.9.6 Be deemed to be invalid and/or spoiled if they do not clearly indicate the voter's candidate preference. Spoiled and/or invalid ballots shall include: Ballots that have been torn or defaced; under-votes (no vote is cast as is the case with blank ballots); over-votes (ballots selecting more than one candidate); ballots that contain stray markings or other markings that invalidate the entire ballot; write-ins; selecting a preference order (indicating first choice, second choice, etc.); ballots

that have been marked in error (erasure indicators or crossing a vote indicator out and voting elsewhere on the ballot).

BY-LAW #3
(As amended 2016)

A BY-LAW RELATING GENERALLY TO THE FINANCIAL PRODEDURES OF
ST. CLAIR THAMES STUDENTS INC.

BE IT ENACTED and it is hereby enacted as a By-law of St. Clair Thames Students Inc.
(Hereinafter called "TSI") as follows:

ARTICLE:

- 3.1. EXECUTION OF TSI DOCUMENTS** All contracts, documents, deeds, mortgages, hypothecs, charges, transfers and assignments of property, real or personal, immovable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers, and assignments of shares, bonds, debentures or other securities and all paper writings shall be executed in accordance with the By-Laws of the TSI and shall be reviewed by legal advisor when required.
- 3.2. BONDING** Persons receiving or disbursing monies of the TSI shall be bondable. At the time of hire a valid police clearance will be required. Consent will be required to ensure bonding clearance from the insurance carrier.
- 3.3. DISBURSEMENTS OF MONIES** Monies of the TSI shall be disbursed as follows:
- 3.3.1 Excepting Petty Cash, monies shall be disbursed by means of pre-numbered cheques and all voided cheques shall be kept on file and no cheques shall be made payable to "cash" or "bearer". Cheques issued by TSI shall be signed in accordance with the By-Laws. Where invoices are not available in advance of preparing a cheque, in conjunction with Bylaw 3.3.3, a completed and signed Cheque Request must be submitted;
- 3.3.2 Petty cash shall be disbursed only in amounts up to \$20.00 per transaction, except in the event of extenuating circumstances as determined by the Executive Committee. Numbered petty cash slips must be used to account for such transactions, and shall be signed by an authorized signing officer;
- 3.3.3 No monies shall be paid without presentation of a numbered and dated receipt or invoice issued by the vendor/supplier of goods or services. In instances where an invoice cannot be supplied, a completed and signed appropriate accounting document must accompany the claim per TSI's Policies and Procedures;
- 3.3.4 Any person who utilizes a TSI cash float for any purpose must sign for receipt of the float in the ledger that exists for that purpose, count the cash prior to use, count the cash at the end of use completing a cash report for this purpose, and ensure that a second person recounts the float before returning it to the safe; both individuals must sign the cash report. The float must be properly sealed and signed in upon its return.

3.4. VALUABLES HELD AT THE OFFICE

All valuables held at the office shall be maintained in accordance with the following:

- 3.4.1 Monies and securities, including petty cash, held by the TSI and its office shall be kept in the TSI vault. The President and the TSI Operations Manager shall hold the combination or key of the aforementioned vault. The combination or key shall not be given out to any other parties. Disclosing this information to another party may be grounds for termination;
- 3.4.2 Each Director shall be issued one key to their respective offices upon hire. Each Director is responsible for maintaining these keys and must report their loss immediately to the Executive Committee;
- 3.4.3 All TSI offices must remain locked when unoccupied. When the Student Centre is accessed after-hours by TSI Directors or employees, they are responsible for ensuring that it is locked after use;
- 3.4.4 The office used to house the TSI vault, accounting and bookkeeping records, and general records of the organization, shall not be occupied unnecessarily by Directors at any time, and shall not be open during TSI events. Said office shall be used only by the Executive Committee where such use is deemed to be required;
- 3.4.5 Keys to all TSI assets shall be maintained in a locked box in the TSI Operations Manager's Office, which is to remain locked at all times. Only Executive Committee members may access the lock box to retrieve keys; no Director may remove keys from this lock box themselves.

3.5. EXPENDITURES

All expenditures by the TSI shall adhere to the following:

- 3.5.1 Executive Committee members shall be deemed to have such authority to purchase up to \$500 per single transaction without prior approval;
- 3.5.2 Single purchase transactions valued at \$1,000 or greater must be authorized by the Board;
- 3.5.3 Executive Committee members shall be granted a Corporate Credit card, and shall submit all receipts to the Operations Manager no later than on a monthly basis. Credit card expenditures shall adhere to By-laws 3.5.1 and 3.5.2. After reconciling credit card receipts to statements, card holders must sign their statements, and in the case of the Vice President and Operations Manager, these shall be approved by the President; in the case of the President, statements shall be approved by the Operations Manager;
- 3.5.4 The TSI Corporate Credit cards shall bear a limit of \$3,000 each for the Operation Manager and Vice President and/or Projects Coordinator, \$4,000 for the President, so that the total credit card limit exposure to TSI is \$ 10,000 monthly;
- 3.5.5 Fixed Asset purchases shall remain the property of the TSI and shall be recorded as Assets by the TSI Operations Manager including date of purchase, cost, description, and serial number;

- 3.5.6 An inventory of pub assets (alcohol) shall be completed at the end of each Fiscal year, as well as following each use of the pub. Completed inventory sheets are to remain on file in TSI.
- 3.6. TRAVEL AND CONFERENCE**
- Pursuant to the By-Laws of the TSI, travel and conference expenditures may be authorized as follows:
- 3.6.1 The President may authorize the payment of travel and conference expenses upon completion of a detailed Travel Expense report, including appropriate receipts, signed and dated by the person incurring the expense. Mileage expenses shall be paid at the current kilometric rate established and in use at the time by St. Clair College;
- 3.6.2 Where a rental vehicle is being used for TSI purposes, the primary driver as identified in the rental agreement shall be responsible for providing gas receipts for the vehicle use; mileage expense claims may not be made for rental vehicle use. Only the primary and secondary drivers as outlined in the rental agreement may drive the vehicle at any time. All persons in a vehicle rented by the Corporation must adhere to the provisions of the rental agreement;
- 3.6.3 Directors are expected to perform some general errands that may require use of their own vehicles or cause them to incur minor mileage-related expenses. In the event that a Director will be performing extensive travel and wishes to make a mileage claim, they must communicate their travel plans in advance to the Executive Committee, and receive pre-approval; directors shall be reimbursed for mileage only upon pre-approval.
- 3.7. BUDGETS**
- The Executive Committee shall, from the projected enrollment figures, establish the amount of the TSI annual operating budget for the ensuing academic year and present the budget to the current TSI Inc. Board of Directors for consideration and approval.
- 3.8. HONORARIUMS/STIPEND**
- The President, Executive Vice-President and Members of the TSI Board of Directors shall:
- 3.8.1 At the discretion of the TSI Board of Directors, be entitled to a stipend and/or warranted honorarium equal to standard basic domestic tuition and compulsory domestic fees;
- 3.8.2 Said honorarium/stipend shall be payable without tax and other standard deductions only provided that Canada Revenue Agency regulations are adhered to pertaining to payment, and St. Clair College is agreeable to allow full payment less Canada Pension Plan deduction amounts only;
- 3.8.3 Any Director who is otherwise reimbursed in the academic year by St. Clair College through its payroll department, shall be assessed full tax and standard deductions from their honorariums/stipend.
- 3.9. AUDIT**
- The financial records of the TSI shall be audited annually by an independent firm of public accountants.
- 3.10. FISCAL YEAR**
- The financial year of the TSI shall terminate on the 31st day of March.
- 3.11. AGENTS OF THE CORPORATION**
- The agents of the Corporation shall be the President, Executive Vice President, Operations Manager and Projects Coordinator.

Articles of these By-Laws have been amended as per the proposed changes in accordance with the procedures indicated in By-Law 1, Articles 1.30, 1.30.1 and 1.30.2. These By-laws supersede and repeal all previous By-laws. These By-laws are now enacted by the Board of St. Clair Thames Students Incorporated and sealed with the Corporate seal this 10th day of March 2016.

Danica Quenneville

President

St. Clair Thames Students Inc.

Paul Ward

Executive Vice President

St. Clair Thames Students Inc.