

Student Administrative Council

Sir Sandford Fleming College (Sutherland Campus)

BYLAW NO. 34

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A by-law rescinding bylaws numbers 1 to 32 and replacing them with this by-law. This by-law relates generally to the conduct of the affairs of the SIR SANDFORD FLEMING COLLEGE OF APPLIED ARTS AND TECHNOLOGY STUDENT ADMINISTRATIVE COUNCIL, INC., Brealey and Cobourg Campuses. BE IT ENACTED and it is hereby enacted as a by-law of the Sir Sandford Fleming College of Applied Arts and Technology (Sutherland Campus) Student Administrative Council, hereinafter referred to as the “Corporation” or SAC as follows:

1 HEAD OFFICE

The head office of the Corporation shall be situated on the campus of the Sir Sandford Fleming College of Applied Arts and Technology, Sutherland Campus, Brealey Building, in the City of Peterborough, in the County of Peterborough, in the Province of Ontario.

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2 OBJECTIVES

- 2.1** To ensure the rights of Students as individuals.
- 2.2** To promote extra-curricular activities that are in the interests of the student body.
- 2.3** To take an active part in the promotion of the student body interests in the community.
- 2.4** To serve as a medium and liaison of communication between the student body, administration, faculty, and community.
- 2.5** To serve as a bond between the student body and alumni.
- 2.6** To be at all times open to constructive criticism and analysis in order to better represent the student body.
- 2.7** To administer the membership fees payable to the Corporation by the students of Sir Sandford Fleming College of Applied Arts and Technology Sutherland and Cobourg Campuses, in an effective and prudent manner.
- 2.8** To maintain the operations of services and assets administered by the Corporation.

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3 INTERPRETATIONS

In this by-law and all other by-laws and resolutions of the Corporation unless the context otherwise requires:

3.1 Singular/Plural Student

The word student shall not only apply to one (1) student but also to a group of students.

3.2 Masculine/Feminine

The masculine gender includes all types of gender.

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4 DEFINITIONS

4.1 Board

Means the Board of Directors of the S.A.C.

4.2 College

Means Sir Sandford Fleming College of Applied Arts and Technology also referred to as S.S.F.C. or Fleming College.

4.3 Corporation

The eligible students, in accordance with clause 5.1, of Sir Sandford Fleming College of Applied Arts and Technology, (Sutherland and Cobourg Campuses) and the Student Administrative Council, hereinafter shall be known as the Corporation.

4.4 Corporations Act

In these by-laws any reference to the Corporations Act shall refer to the Corporations Act, 2010.

4.5 S.A.C

Means the Fleming College Student Administrative Council.

4.6 Full Time

Means post-secondary students as defined according to the Ministry of Training, Colleges and Universities (M.T.C.U.) guidelines. Provided that in the event that such member has reduced course load that qualifies as full-time, same shall be permitted hereunder.

4.7 Indemnified

Means paid for loss or damage.

4.8 Members of the S.A.C.

Are those students who have paid a student activity fee remitted to Sir Sandford Fleming College of Applied Arts and Technology by the College as outlined in the Activity Fee Agreement;

4.9 Term

In these by-laws "Term" shall mean the period beginning May 1 ending April 31 each year.

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5 MEMBERSHIP

5.1 Eligibility

Members of the Corporation shall be full-time or part-time students who have paid the required student activity fee. Said student must be registered at Sir Sandford Fleming College of Applied Arts and Technology (Sutherland and Cobourg Campuses).

5.2 Student Activity Fees

The membership fees payable to the Corporation by students of the Sir Sandford Fleming College of Applied Arts and Technology, shall be set in accordance with the fee protocol agreement.

5.3 Non-Payment of Fees

Failure to make payment of membership fees by a student shall result in the automatic suspension of the membership of the student, except where the student has obtained permission through a resolution of the Board of Directors; which alters the prescribed manner of payment of membership fees for the student.

5.4 Voting Rights

All members of the said Corporation shall have the right to vote in any general election, referendum or Annual General Meeting held by the Board of Directors upon confirmation of valid member status.

5.5 Length of Membership

The period of membership for all members of the said corporation shall, unless otherwise determined by the by-laws of the said corporation, be for the same duration as for which the student has paid the student activity fee.

5.6 Termination of the Membership

5.6.1 Full Time Student

Membership, unless otherwise determined by the by-laws of the said corporation shall lapse and cease to exist if for any reason the member ceases to be a full-time registered student of Fleming College.

5.6.2 Part Time Student who has Paid Activity Fee

Membership, unless otherwise determined by the by-laws of the said corporation shall lapse and cease to exist if for any reason the member ceases to be a part-time registered student of Fleming College.

5.7 Transferability of Membership

Membership is not transferable.

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6 MEETINGS

6.1 Conduct of Meetings

The Board of Directors shall adopt, for all Board of Directors meetings, General Meetings and Annual General Meetings, the rules and procedures as set forth in the most recent edition of the “Robert’s Rules of Order, revised”.

6.2 Board of Directors Meetings

Meetings of the Board of Directors shall be held at least monthly throughout their term in office. A meeting of the board of Directors can be called by the Board Chair or any two (2) voting members of the Board of Directors.

6.2.1 Notice

Notice of a Board meeting at which business is to be transacted must be given to all board members five (5) business days in advance.

6.2.2 Quorum

Shall be two thirds (2/3) of the voting members of the Board of Directors present in person or via teleconference.

6.2.3 By-Law Meeting

There shall be an annual meeting of the Board of Directors held on or before February 15 to review the By-Law and make recommendations for any change. All recommended changes must be presented and approved at an Annual General Meeting before they will come into effect. The members of the Corporation are invited to make written recommendations for By-Law changes, to be considered by the Board of Directors. The deadline for accepting these recommendations will be prior to noon, five working days before the beginning of the By-Law Meeting.

6.3 Annual General Meeting

Annual General Meeting must be held at least once per year on or before October 31 of every Board cycle.

6.3.1 Business to be Transcribed

The annual general meeting shall include:

- i) Current Director Reports
- ii) Reading of the previous Directors End of Year Reports.
- iii) Approved Financial Statements as audited
- iv) The Appointment of the Auditor for the following year
- ii) Presentation and approval of by-law changes if required

6.3.2 Quorum

Quorum for Annual General Meetings shall be twenty-four (24) members of the

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Corporation present in person.

6.4 Referenda

6.4.1 Fee Increases/decreases

Any total increase/decrease to Student levied fees by more than 20% in one academic year, the increase/decrease and/or new fees must be approved through student referendum. The referendum must itemize each compulsory ancillary fee to be increased/decreased, introduced or removed and the amount of the increase/decrease contributed by each fee.

6.4.2 Negative Petitions

Any group of one hundred (100) or more members of the Corporation may petition the Board of Directors in writing for a general referendum on any issue. The referendum shall be held within 60 days of receipt of petition. The Board of Directors must then present the said results of the referendum petition at the next Annual General Meeting. A majority of the voting members in attendance will carry the petition. At the subsequent referendum, a 50% plus one adopts the referendum.

6.4.3 Student Representation

A successful referendum will recognize a 15% membership turnout in order for action to be taken on the referenda item.

6.4.4 Referendum Majority

A simple majority of 50% plus one adopts the referendum.

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7 BOARD OF DIRECTORS

7.1 Board of Directors

Members of the Board of Directors shall be, The Student Administrative Council Board of Directors. The Board of Directors shall be elected by the members of the Corporation.

7.2 Appointment Procedures

The full time President will be hired by a Committee consisting of a minimum of one outgoing and one incoming board of Directors and the General Manager.

7.3 Membership on the Board of Directors

The membership of the Board of Directors shall be composed of the following officers:

Elected Positions – Voting

- i) Director
- ii) Director
- iii) Director
- iv) Director
- v) Director

Ex-Officio Membership – Non-Voting

There shall be the following ex-officio members of the Board of Directors:

- i) General Manager/CEO, and
- ii) President/CEO

7.4 Chair of the Board of Directors

At the first meeting of the Board of Directors, a chair will be elected from among the Board of Directors.

7.5 Term of Office

Pursuant to the by-laws of the said corporation, the Board of Directors shall hold office from May 1st of the year they are elected until the 30th day of April of the following year. The President, whilst relinquishing office at this time, may remain employed until on or about the 15th day of May the following year to aid in Board of Directors changeover.

7.6 Indemnities to Directors

Every director and officer of the said Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against,

- i. all costs, charges and expenses whatsoever which the director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office; and
- ii. all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by their own

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willful neglect or default.

7.7 Protection of Directors and Officers

No directors or officer of the said Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust or in relation thereto unless the same shall happen by or through their own wrongful and willful act or through their own wrongful and willful neglect of default.

7.8 Insurance

Subject to applicable law, the Corporation shall purchase and maintain such insurance for the benefit of its Directors and officers.

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8 Eligibility For President

The President's Position will be a graduating member of the membership of the current fiscal year or an Alumni of Fleming College who has graduated in the previous two (2) academic semesters before election date. The President will be hired by a hiring committee consisting of representation of the Board of Directors each year and can serve no more than two (2) terms (refer to 7.2).

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9 ELECTIONS

9.1 General Elections for Board of Directors

There shall be a General Election held and it shall be completed prior to April 15. There shall be at least one week for nominations and two weeks for campaigning and speeches prior to the General Election. The administration of elections is the responsibility of the Electoral Officer who is independent of the Fleming College Student Administrative Council and ensures all rules and guidelines of the election are followed by all involved in the elections process. As defined in the Fleming College Student Administrative Council Elections Policies.

The Electoral Officer is hired by a committee comprised of the President, General Manager and one outgoing Director.

9.1.1 Candidate Qualifications

Any student seeking election or appointment to the Board of Directors must be an eligible member of the Corporation, as defined in clause 5.1 and satisfy the requirements of the Corporations Act. Any student seeking election shall be of the age of 18 years old or above as of the first day of their term in office (refer to 4.8).

9.1.2 Student Eligibility

Any student seeking election to the Board of Directors must also be attending classes during the term for which the candidate stands for election with the exception of the summer semester only.

9.1.3 Academic Standing

Any student seeking election or appointment to the Board of Directors must have a final semester in good academic standing, covering their most recent completed semester as issued by the College Registrar. Any student seeking election or appointment to the board who fails to pass all program required courses prior to nomination period will be ineligible to seek a Board of Directors position.

Within the first two (2) working weeks following the completion of each semester, each member of the Board of Directors consents to the disclosure of his/her current Academic Standing to the General Manager by the Admissions and Records Department.

9.1.4 Nominations

Student seeking election to the Board of Directors shall be nominated by at least thirty (30) members of the Corporation.

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10 DISQUALIFICATION

10.1 Removal from Office, Academics

Any elected or appointed member of the Board of Directors who fails to maintain a good academic standing will be automatically removed from the Board of Directors. Any member of the Board of Directors who fails to pass all program required courses by the scheduled end of each semester shall automatically be removed from office. Within the first two (2) working weeks following the completion of each semester, each member of the Board of Directors shall consent to the disclosure of his/her current Academic Standing by the Admissions and Records Department/Registrar's Office.

10.2 Removal from Office, Automatic

Any member of the Board of Directors who ceases to be a member of the Corporation or ceases to satisfy the requirements of the Corporations act shall be immediately removed from office.

10.3 Removal from Office, Other

Infractions that are harmful or illegal will raise a question of confidence and will be dealt with by a resolution at a special board meeting called for that purpose. Notice specifying the intention to pass such a resolution shall be given in writing at a previous regular board meeting. At the special meeting any member of the Board of Directors that have been involved in any wrong doing that could affect the integrity and the credibility of the Corporation shall be removed for an in camera session. After thorough discussion the Board of Directors shall cast a vote by private ballot. A successful resolution will be won with a majority vote cast by the Board of Directors. The said member of the Board of Directors shall, upon removal from his/her office, relinquish any other office or position held by that member. Such offices shall be declared vacant by the Board of Directors effective immediately after final vote.

10.4 Removal from Office, Job Performance

In the event that a board member has received two (2) warnings regarding job performance, having at least one (1) written warning a question of confidence will be raised and by-law 9.3 will come into effect.

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11 VACANCIES

11.1 Vacancies Due to Lack of Candidates

Any vacancy due to lack of nominees during the election will be subsequently filled by an interview process involving a committee consisting of The Board Chair, The President, and the General Manager.

11.2 Vacancies During Term in Office for non-executive positions

In the event of vacancies during the first ten (10) ~~days~~ of the term in office for any reason other than lack of nominees, the position will be filled by the e-candidate who received the next highest number of votes. If vacancy occurs after May 15 follow table below;

May 15 – September 30 – position will be filled through a by-election.

October 1 –April 31 – position will be filled through a hiring process.

The interview process will involve a committee consisting of The Board Chair, The President, and the General Manager.

11.3 Vacancy in the position of President during Term in Office

In the event that the President has to vacate office for any reason, the Board of Directors hire a new President through a hiring process.

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12 CLUBS AND ORGANIZATIONS

The Board of Directors shall sanction all student societies, councils, and organizations and those above-mentioned groups shall comply with SAC's policies and by-laws. They shall designate themselves as Sutherland Campus organizations, which takes its membership from the members of the Corporation and the following articles must be followed.

12.1 Obtaining Formal Recognition

Any campus organization seeking formal recognition from the Board of Directors must present a completed application package as well as a club By-Law outlining the main intentions, actions and conduct on a yearly basis. Any club not complying with this ruling may lose their club status and will be deprived of use of College facilities as well as SAC services and resources.

12.2 Club Length of Recognition

Recognized clubs starting in October will run until September 30 of the following year.

Recognized clubs starting in January will run until September 30 of the same year.

Recognized clubs starting in May will run until September 30 of the same year.

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13 FINANCIAL OPERATIONS

13.1 Fiscal Year

The fiscal year of the Corporation shall terminate on the thirty first (31) day of March of each year.

13.2 Procedures

13.2.1 Limits and Receipts

The Board of Directors has the general and overriding power to enter into contracts of whatever nature, binding the Fleming College Student Administrative Council.

Any cheque for payment of goods and/or services shall be signed by the authorized signatories as outlined in 13.2.2 limits to these contracts shall be followed as outlined in the Fleming College Student Administrative Council policies.

13.2.2 Cheque Signing Authority

The Board of Directors shall determine the signing officers of the Fleming College Student Administrative Council. All cheques, drafts, or orders for the payment of money will be signed by one authorized signatory in each of the 2 following groups

- i) The President or designate, Board Chair
- ii) General Manager, Finance & Administration Officer

13.2.3 Contracts

Contracts shall mean written agreement, contract, letter of intent, memorandum of understanding, or memorandum of agreement the provisions of which are binding upon the Fleming College Student Administrative Council.

Any contract which has been approved by the Board of Directors are to be signed by two signing officers to whom authority to sign a contract on behalf of the Fleming College Student Administrative Council has been delegated or sub delegated as defined in 13.2.2 Every contract signed pursuant to this by-law shall be kept secure in the offices of the Fleming College Student Administrative Council, under control of the General Manager.

13.2.4 Budget Review

The Budget must be reviewed by the Board of Directors and the purpose of this review shall be to monitor and maintain the budget on an on-going basis. A final budget must be presented and approved by the Board of Directors on or before the first Monday of March.

14 AMENDMENTS

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By-laws may be adopted by:

A two-thirds (2/3) Affirmative vote of the Board of Directors at the Annual General Meeting, and an approval of two-thirds (2/3) affirmative vote of the voting members in attendance at an Annual General meeting will adopt By-Law amendments. All proposed amendments will be publicized a minimum of seven (7) days before the reading at the Annual General Meeting and the results of the voting thereof will be published. Amendments to the By-laws will take place biennially starting 1st January 2016.

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The Board of Directors will hire from time to time a General Manager for the S.A.C. and will delegate to the person full power to manage and direct the business and affairs of the S.A.C. (except such matters and duties as by law must be transacted or performed by the Board of Directors and/or by the members) and to employ and discharge agents and employees of the S.A.C. or to delegate to that person any authority. The General Manager shall conform to all lawful orders given by the Board of Directors of the Corporation as set forth in such policies as shall be determined from time to time by the Board of Directors, and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the S.A.C..

The General Manager is accountable to the Board acting as a Board and not to individuals on the Board. The Board shall instruct the General Manager through written policies, delegating to them interpretation and implementation of those policies.