

A by-law relating generally to the conduct of the affairs of

Ryerson Graduate Students' Union

(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

1. Definitions

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

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**Annual General Meeting**" means the members' meeting that is held during the winter semester as determined by the board of directors;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation and "director" means a member of the board;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**executive committee**" means the four executive officers of the Corporation;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time;

"**Semi-Annual General Meeting**" means the members' meeting that is held during the fall semester as determined by the board of directors; and

"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. Interpretation

- a. In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.
- b. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.
- c. Unless otherwise stated within the by-laws, all meetings of the Corporation shall be governed by the most recent edition of Robert's Rules of Order.

3. Organization of the Corporation

- a. Ryerson University shall recognize the Corporation as the student government representing part-time and full-time graduate students at Ryerson University.
- b. The Corporation shall be comprised of an executive committee, a board of directors and a General Manager to oversee the general operations of the Corporation.

4. Execution of Documents

- a. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by the President or Vice-President Operations, unless they are unavailable due to sickness or leave of absence, and in which case then, any two (2) of its executive committee members or directors may sign with board approval.
- b. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

5. Financial Year End

- a. The financial year end of the Corporation shall be April 30 each year.

6. Banking Arrangements

- a. The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by any member of the executive committee of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

7. Borrowing Powers

- a. The directors of the Corporation may, without authorization of the members,
 - i. borrow money on the credit of the corporation;
 - ii. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
 - iii. give a guarantee on behalf; and
 - iv. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

8. Annual Financial Statements

- a. The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

9. Membership Conditions

- a. Members of the Corporation shall be:
 - i. Enrolled in a full-time or part-time graduate program at Ryerson University, and have paid the Corporation's fee, assessed and payable on a per term basis.
 - ii. Those persons who have been elected as the members of the executive committee of the Corporation as defined by these by-laws.
 - iii. Those persons who are enrolled in course(s) at Ryerson University, have paid the Corporation's fee, assessed and payable on a per

term basis, and who are elected as the board of the Corporation as defined by these by-laws.

- b. The property and business of the Corporation shall be managed by the board which shall be elected members.
- c. The board shall delegate the ongoing operation of the Corporation to the executive committee who shall be elected or appointed and function in accordance with the rules governing their duties as outlined in this document, and to the other employees appointed by the Corporation's board or by the executive committee of the Corporation.
- d. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).
- e. Members of the Ryerson Graduate Students' Union shall be entitled to:
 - i. Make reasonable use of the property of the Corporation in accordance with the rules and regulations established by the board from time to time;
 - ii. Participate in members' meetings which are known as Annual and Special meetings of the Corporation;
 - iii. Stand for election to the board;
 - iv. Apply to be considered for the position of President and other executive positions;
 - v. Attend all meetings of the board except those meetings, or portions thereof, as are designated by the board to be in-camera; and
 - vi. Participate in any events or activities sponsored by the Corporation or its agents, subject to all statutory restrictions and other limits as are imposed by law or the students' union.

10. Transferring Membership

- a. No membership may be transferred to or from the Corporation.
- b. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

11. Notice of Members Meeting

- 1. Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by electronic or other communication facility to each member entitled to vote at the meeting,

during a period of 21 to 35 calendar days before the day on which the meeting is to be held.

2. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.
3. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

12. Membership Dues

- a. Members of the Corporation must be enrolled in a full-time or part-time graduate program at Ryerson University, and must pay the membership dues (Corporation's fee), assessed and payable on a per term basis.
- b. If fees are not paid within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

13. Termination of Membership

- a. A membership in the Corporation is terminated when:
 - i. the member dies;
 - ii. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
 - iii. the member's term of membership expires;
 - iv. the member stops paying their membership dues to the Corporation;
 - v. the member is no longer a full-time or part-time graduate student at Ryerson University; or,
 - vi. the Corporation is liquidated and dissolved under the Act.

14. Annual General Meetings and Semi-Annual General Meetings

- a. The Annual Meeting of the members of the Corporation shall be held at Ryerson University, and at such a time during the winter semester as determined by the board.
- b. The Semi-Annual General Meeting of the members of the Corporation shall be held at Ryerson University, and at such a time during the fall semester as determined by the board.
- c. At the Semi-Annual General Meeting the audited financial statements for the Corporation for the preceding fiscal year shall be presented by the

Vice-President Operations for the information and approval of the members of the Corporation.

- d. An interim report will be provided by each member of the executive committee at both the Annual and Semi-Annual General Meetings.

15. Notice of Annual General Meetings and Semi-Annual General Meetings

- a. At least thirty (30) calendar days notice via electronic communication of any Annual or Semi-Annual General Meeting shall be given to the members of the Corporation.
- b. The agenda and other such relevant material concerning both the Annual and Semi-Annual General Meetings shall be made available for distribution to the members no less than twenty-four (24) hours prior to such meetings.
- c. No error or accidental omission in giving notice of any members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

16. Special Meetings of the Members

- a. Any Special Meeting of the members of the Corporation shall be held at Ryerson University, and at any time deemed necessary as determined by the board or online with open access for all members as determined by the board.

17. Referenda at Members' Meetings

- a. The board of directors will automatically refer any referendum to the membership at the next Annual or Semi-Annual General Meeting upon receiving written request from no less than five (5) percent of the voting membership so long as the referendum:
 - i. Is made known and accessible to the members of the Corporation within five (5) business days notice;
 - ii. Includes a date, time and location of meeting;
 - iii. Includes any associated fees and the method of their application;
 - iv. Includes any impact on previously approved referenda questions;
 - v. Is presented for vote to the eligible membership through an objective referendum question approved by a two-thirds (2/3) majority of the board; and,
 - vi. Does not violate any laws of the jurisdiction of the Corporation.
- b. The board of directors will be allowed the right to sponsor a referendum to the membership at the next Annual or Semi-Annual General Meeting

without receiving written request from no less than five (5) percent of the voting membership so long as the referendum:

- i. Is made known and accessible to the members of the Corporation within five (5) business days notice;
 - ii. Includes a date, time and location of meeting;
 - iii. Includes any associated fees and the method of their application;
 - iv. Includes any impact on previously approved referenda questions;
 - v. Is presented for vote to the eligible membership through an objective referendum question approved by a two-thirds (2/3) majority of the board; and,
 - vi. Does not violate any laws of the jurisdiction of the Corporation.
- c. Any referendum referred to the membership by the board of directors passes if a simple majority of votes are cast in favour, and if a quorum of ten (10) percent of eligible voters is reached.

18. Effect of Termination of Membership

- a. Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

19. Place of Members' Meeting

- a. Meetings of the members will take place on Ryerson University campus.

20. Persons Entitled to be Present at Members' Meetings

- a. The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors, ex-officio members, and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting.
- b. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

21. Chair of Members' Meetings

- a. The President of the Corporation shall chair the members' meetings, unless they appoint another person to chair the members' meeting(s). In this case, the chair would need to be ratified by the voting membership of the Corporation.
- b. No business of the members' meetings shall be conducted without a chair.
- c. The chair shall:

- i. Preside at all members' meetings subject to the procedure of the by-laws.
- ii. Use the most recent version of Robert's Rules of Order, and;
- iii. Under particular circumstances, need not be the President of the Corporation; in this case, they may receive such remuneration as may be determined by the board of directors.

22. Chair of Board of Directors Meetings

- a. The President of the Corporation shall chair the board of directors meetings, unless they appoint another person to chair the board meeting(s). In this case, the chair would need to be ratified by the board of directors.
- b. The chair shall:
 - i. Preside at all members' meetings subject to the procedure of the by-laws;
 - ii. Use the most recent version of Robert's Rules of Order, and;
 - iii. Under particular circumstances, need not be the President of the Corporation; in this case, they may receive such remuneration as may be determined by the board of directors.

23. Quorum at Members' Meetings

- a. A quorum at any meeting of the members shall be thirty-five (35) members entitled to vote at the Annual, Semi-Annual or any other meetings of the members of the Corporation.
- b. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
- c. If no quorum is present the meeting shall be adjourned until the next regular meeting of the board.

24. Voting at Members' Meetings

- a. At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

25. Members' Meeting Held Entirely by Electronic Means

- a. Meetings of members may not be held entirely by telephonic, an electronic or other communication facility.

26. Number of Directors

- a. A board shall be comprised of seven (7) directors (i.e., one per faculty at Ryerson: Faculty of Science; Faculty of Engineering, Architecture and Science; Faculty of Arts; Faculty of Community Services; Faculty of Communication and Design; Ted Rogers School of Management; and Interdisciplinary Studies) elected by the members or acclaimed, shall manage the business and affairs of the Corporation in all things relevant to the scope of the Corporation.
- b. The executive committee members shall sit as voting members of the board.

27. Term of Office of Directors

- a. Elections for the board shall be held every year in accordance with the herein by-laws. No more than seven (7) Directors shall be elected or appointed, until the graduate population of Ryerson University increases or there is a new faculty added, and there is a need of adding more Directors based on the proportion of the graduate student body.
- b. Elections shall be governed by an Election Procedures Code that shall exist within the Corporation's Operational Policy.
- c. The term of office of a board of director shall not exceed one (1) year but can be renewed or re-elected for an additional year if there are no other interested members.
- d. No director may serve on the Board for more than three (3) years consecutively.

28. Calling of Meetings of Board of Directors

- a. Meetings of the board may be called by the chair of the board, or any two (2) directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Corporation has only one director, that director may call and constitute a meeting.

29. Notice of Meeting of Board of Directors

- a. Meetings of the board may be held at any time at Ryerson University, provided that notice of the said meeting is given to each board member at least seven (7) calendar days in advance. In the event that a meeting of the board is scheduled to be held outside of Ryerson University, fourteen

(14) calendar days of notice is required to be provided to all board members. Communication must come via one of the following methods:

- i. delivered personally to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
 - ii. mailed by prepaid ordinary mail to the director's address as set out in (a);
 - iii. by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
 - iv. by an electronic document in accordance with Part 17 of the Act.
- b. No formal notice of meetings needs to be given to board members should the meeting time and place be set at a prior meeting of the board.
 - c. Meetings of the board shall be called by the chair of the board or the executive committee of the Corporation or may be called by a written requisition signed by at least three (3) board members and delivered to the chair of the board or executive committee.
 - d. A meeting of the board may take place, without notice, immediately following the Annual Meeting of the Members of the Corporation.
 - e. The board shall meet at least once a month during each academic term.
 - f. No accidental error or omission in giving notice of any meeting of the board shall invalidate such meetings or make void any proceedings taken at the meeting.

30. Regular Meetings of the Board of Directors

- a. The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

31. Voting at Meetings of the Board of Directors

- a. At all meetings of the board, every question shall be decided by a majority of the votes cast on the question.
- b. Members of the Corporation shall be allowed to attend all meetings of the board in accordance with the herein by-laws.

- c. The quorum for meetings of the board shall be set at two-thirds of the voting board members then in office, but no less than three.
- d. Members of the Corporation who are not board members may be heard at meetings of the board if recognized by the chair of the board, or if another board member asks the chair of the board that they be heard.
- e. If at any meeting of the board matters of a confidential or personal nature are being discussed, the board, following a two-thirds (2/3) majority vote, may go in-camera. The following rules shall apply to all in-camera sessions:
 - i. A motion designating an in-camera session must be passed by two-thirds (2/3) of the board members present;
 - ii. If a person who is not a board member or an ex-officio member of the board wishes to be allowed to remain present at an in-camera session, the board must pass a motion, with two-thirds (2/3) of majority support; and,
 - iii. Once in-camera, no person shall be permitted to enter or leave the session, except in cases of ill-health, an emergency, or following a motion supported by two-thirds (2/3) of the board members.
- f. Any meeting of the board at which quorum is present shall be competent to exercise all or any of the authorities, powers, discretions by or under the Corporation.

32. Committees of the Board of Directors

- a. The board shall have the following standing committees:
 - i. Events Committee
 - ii. Finance Committee
 - iii. Governance Committee
 - iv. Grants Review Committee
- b. The mandate, procedures, and membership of standing committees shall be covered in the Operational Policy of the Corporation;
- c. The board may from time to time appoint any ad hoc committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit.
- d. Any such ad hoc committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make.

- e. Any standing or ad hoc committee member may be removed by resolution of the board of directors.

33. Appointment of Executive Committee

- a. There shall be a President, a Vice-President Operations, a Vice-President Education and Research, and a Vice-President Student Life and Events, who shall be the officers of the Corporation.
- b. The President, Vice-President Operations, Vice-President Education and Research, and the Vice-President Student Life and Events, shall be ex-officio members of the Corporation.
- c. Elections for the Corporation's executive committee shall be held every year in accordance with the herein by-laws.

34. Executive Committee of the Corporation

- a. Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are elected or acclaimed, shall have the following duties and powers associated with their positions:
 - b. The President:
 - i. Shall be the Chief Executive Officer of the Corporation;
 - ii. Is a signing officer of the Corporation;
 - iii. Liaises between designated Corporation staff, (e.g., HR);
 - iv. Participates as a voting member on all committees except for where there is a conflict of interest;
 - v. Participates in the executive committee as a voting member;
 - vi. Is responsible for the general management and supervision of the affairs and operations of the Corporation;
 - vii. Is the primary spokesperson for the Corporation;
 - viii. Acts on behalf of the board and the executive members between meetings, and where action is immediately necessary;
 - ix. Ensures that Vice-Presidents and commissioners carry out their assigned duties as directed by the board and their respective job descriptions;
 - x. Attends all meetings, participates, and provides direction as a voting member of the board, executive committee, and committees; and,
 - xi. Trains and advises the incoming President.
 - c. The Vice-President Operations:
 - i. Is a signing officer of the Corporation;

- ii. Acts as the treasurer and secretary of the Corporation;
- iii. Chairs and works with the Corporation's Finance Committee throughout the course of carrying out their duties;
- iv. Develops and recommends the annual budget to the board in consultation with the executive committee and other staff where appropriate;
- v. Prepares and presents quarterly financial reports to the board;
- vi. Presents financial reports and audited statement to the membership at the semi-annual and annual general meetings;
- vii. Monitors the financial status of the Corporation including budget variances and makes recommendations to the board and executive committee regarding major expenditures;
- viii. Attends all meetings, participates, and provides direction as a voting member of the board, executive committee and finance committee meetings; and,
- ix. In the absence of the President, shall fill in for all duties of the President until the board of directors appoints a replacement; and
- x. Trains and advises the incoming Vice-President Operations.

d. The Vice-President Education and Research:

- i. In the absence of the President or Vice-President Operations, is a signing officer of the Corporation;
- ii. Liaises and lobbies university administration on academic issues and University policies;
- iii. Develops internal and external political campaigns on issues that affect Ryerson graduate students, and is the Corporation's representative to community coalitions;
- iv. Acts as a graduate liaison between the Corporation and external lobbying organizations;
- v. Participates in Canadian Federation of Students campaigns and coordinates them at a local level and act as the graduate representative to the Ontario Graduate Caucus of the Canadian Federation of Students;
- vi. Makes recommendations to the board and the executive committee about educational issues and policies;
- vii. Attends all meetings, participates, and provides direction as a voting member of the board, executive committee and relevant committee meetings;
- viii. Trains and advises the incoming Vice-President Education and Research.

e. The Vice-President Student Life and Events:

- i. In the absence of the President and Vice-President Operations is a signing officer of the Corporation;
- ii. Plans and coordinates events and student life initiatives;
- iii. Co-ordinates the programming of major entertainment events for graduate students;
- iv. Works in consultation with appropriate staff and committees, program events at the Student Campus Centre;
- v. Assists with the coordination of external fundraising endeavours;
- vi. Supervises the Events and Student Life Committee, Graduate Student Groups and Graduate Course Unions Committee; and,
- vii. Attends all meetings, participates, and provides direction as a voting member of the board, executive committee and relevant committee meetings;
- viii. Trains and advises the incoming Vice-President Student Life and Events.

35. Officer Vacancies

- a. The members of the board may remove another board or executive committee member prior to the expiration of their term of office via a special resolution passed by a vote of at least a two-thirds majority of the members of the board at any board meeting.
- b. The members of the Corporation may remove any board of director or any executive committee members prior to the expiration of their term of office via petition brought to the board, which shall be presented to the general membership as a formal referendum. Such a referendum will have a 10% quorum of members of the Corporation and will require a simple majority to pass.
- c. A board member shall be automatically removed:
 - i. If they have resigned their office by delivering a written resignation to the chair of the board;
 - ii. Commences legal action against the Corporation;
 - iii. Becomes employed by or directly associated with the Corporation's financial auditors;
 - iv. Fails to attend either two regularly scheduled meetings of the board without sending regrets in advance or three regularly scheduled meetings with notice of regrets;
 - v. If they are found by a competent authority to be of unsound mind;
 - vi. If they are convicted of a criminal offence in a court of law; g. If they enter into bankruptcy; and,
 - vii. Upon death.

- d. Board members, so long as it is comprised of no less than two-thirds of the filled elected board seats and no less than three (3) elected board members, shall continue to have all the authority of a complete board regardless of vacancies.
- e. In the event of vacant voting position(s) on the board, a nomination period will be opened by the board, and a special meeting shall be called as soon as prudently possible in order to fill said vacancy/vacancies through a vote by the membership of the Corporation.
 - i. If no nominations are received within two weeks, a nomination will be made by the board or by executive committee;
 - ii. The election of a replacement board member requires a simple majority of votes of members of the board at the immediately following board meeting; and,
 - iii. Any board member elected to fill a vacancy shall hold office for the remainder of the term of office held by the vacated board member.

36. Method of Giving Notice

- a. Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:
 - i. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
 - ii. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
 - iii. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
 - iv. if provided in the form of an electronic document in accordance with Part 17 of the Act.
- b. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been

given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

37. Dispute Resolution Mechanism

a. PREAMBLE

- i. In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation that requires formal processing, a dispute can be submitted to the chair of the board of directors. Such disputes must be responded to within five business days.
- ii. The Corporation intends to make itself an open and accessible space to all members.
- iii. The Corporation shall have a grievance procedure that facilitates a structured mode to grieve.

b. PROCEDURE

- i. Any alleged violation of the administration or procedures of the Corporation's by-laws may be dealt with by filing of a Grievance by any member of the Corporation. Any such Grievance shall be put in writing and addressed to the Grievance Officer, who shall be the Chair of the board, or in the case of a conflict, the President. The Procedure is outlined below:
 1. In order to be valid, a Grievance shall be submitted to the Grievance Officer within thirty (30) days of the alleged violation taking place.
 2. The Grievance Officer shall ask for a written response from the person or persons responsible for the matter in contention. This response must be received within ten (10) business days.
 3. The Grievance Officer shall meet with the parties concerned within ten (10) business days of receiving the response referred to in (38.b.i.2) above, and attempt to affect a mutually satisfactory resolution of the matter.
 4. Depending on the manner of grievance, the Officer will pass the complaint onto one of three (3) committees to discuss the matter:
 - a. Any complaints on staff of the Corporation is sent to the Executive Committee.

- b. Any complaints against an Executive are sent to the Executive Review Committee of the Board.
 - c. Any complaints against a board of directors member would be sent to the Executive Committee.
5. The resolution of the issue shall be decided by majority vote of the committee members present at the meeting.

c. FAIR PROCESS

- i. Should either party wish to appeal the process laid out above, such an appeal must be submitted to an Oversight Committee within ten (10) business days of receiving the final resolution outlined in 38.b.i.5.
- ii. The Oversight Committee shall be comprised of representatives the following parties determined prior to June 30 each year:
 - 1. A representative from the Ryerson Students' Union (or the newly formed undergraduate student government);
 - 2. A representative from the Continuing Education Students' Association of Ryerson; and,
 - 3. A representative from the Ombudsperson Office.
- iii. The Oversight Committee shall be solely responsible for reviewing that the process listed above was handled with due process and fairness.
- iv. Should the Oversight Committee find that due process was not followed, they shall be empowered to recommend professional dispute resolution mediators, arbitrators and other avenues.

39. Policy of the Corporation

- a. The board of directors shall be responsible for maintaining a policy manual for the Corporation that shall include:
 - i. Operational Policy
 - ii. Financial Procedure
 - iii. Issues-Based Policy
- b. All policies shall be developed at the Governance Committee and passed as a special resolution of the board of directors.

40. By-laws and Effective Date

- a. Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal

ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

- b. This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.