

## **SPECIAL GENERAL MEETING OF THE UWSA – OCTOBER 30, 2014**

### **ORDER OF BUSINESS**

#### **1. AMENDMENT AND CONFIRMATION OF BY-LAWS**

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##### **(a) Confirmation of by-laws, as amended**

**WHEREAS** the by-laws presented at this special general meeting have previously been approved by Council;

**AND WHEREAS** the by-laws must be confirmed by the members pursuant to section 129 and 130 of the Ontario *Corporations Act*;

**RESOLVED THAT** the by-laws presented at this special general meeting be confirmed.

##### **(b) Approval of amendments to By-laws**

**WHEREAS** after notice of this meeting was given, additional commentary was received regarding the proposed by-laws that were included with the notice of this meeting.

**AND WHEREAS** the members are entitled under section 129(3) of the Ontario *Corporations Act* to amend by-laws that are submitted to them for confirmation;

**RESOLVED THAT** the by-laws presented at this special general meeting be amended by the members as follows:

- In By-law 10.01(a), “continued” is replaced by “governed”
- In By-law 10.01(k), “Member” is changed to lower case and the words "Member of the Board" are replaced by “director on the Board”
- In By-law 40.03(a), the phrase “Member proposals can take many forms and include such matters as by-law amendments proposed in accordance with the Act” is replaced by “Member proposals can take many forms and include such matters as by-law amendments proposed in accordance with the Ontario *Not-for-profit Corporations Act, 2010*, once applicable.”
- In By-law 40.05(a), the ability of members to petition meetings is amended by adding “for any purpose connected with the affairs of the corporation that is not inconsistent with the Act.”

- In By-law 40.12(g), the phrase “no later than the end of the day two (2) business days prior to the meeting” is replaced by “no later than forty-eight (48) hours, excluding Saturdays and holidays, preceding any meeting or adjourned meeting”.
- In By-law 50.02(a), the leading paragraph is replaced by the following: “Subject to By-law 50.02(e), the Members who belong to each of the faculties listed below will be entitled to select one (1) Director if the enrollment in the faculty is between 1 and 1,000 Members, two (2) Directors if the enrollment in the faculty is between 1,001 and 2,000 Members, three (3) Directors if the enrollment is between 2,001 and 3,000 Members, four (4) Directors if the enrollment is between 3,001 and 4,000 Members, and five (5) Directors if the enrollment is between 4,001 and 5,000 Members, all as determined based on enrollment as of the date of the opening of the nomination period for the first election to be held after these By-laws are confirmed by the Members:”
- In By-law 50.02(a), sub-subparagraph 1 is amended by adding “and Social Science”, sub-subparagraph 12 is deleted, and the remaining sub-subparagraphs are renumbered accordingly.
- In By-law 50.02(c), subparagraph (c) is amended by adding “Six (6)” to the beginning of the sentence.
- In By-law 50.02(d), subparagraph (d) is amended by adding “One (1)” to the beginning of the sentence.
- In By-law 50.02, a new subparagraph (e) is added that states: “(e) For the purposes of By-law 50.02(a), the Directors shall review the enrollment in each faculty prior to each Annual General Meeting of the Members and, where enrollment has changed by more than one thousand (1000) Members, will include as special business in the next Annual General Meeting a resolution to increase or decrease the size of the Board of Directors based on the representations levels contemplated in By-law 50.02(a).”
- In By-law 60.06(c), the paragraph is deleted and replaced by the following: “In the event of a tie, a single revote shall be held and if another tie results, the motion will be defeated.”
- In By-law 70.03, subparagraph (c) is deleted in its entirety and subparagraph number in of By-law 70.03 is updated accordingly.
- The following defined terms are added to By-law 10.01 in alphabetical order and the subparagraph numbering of By-law 10.01 is updated accordingly:
  - “Society Executive” means a president, vice-president or other officer of a Society.
  - “Club Executive” means a president, vice-president or other officer of a Club.
- In By-law 80.02, all instances of “Executive Committee” are replaced with “Operations Committee” and a corresponding update is made to the reference to By-law 80.02 in the table of contents.

- In By-law 105.02, the following is added as a new subparagraph (b), and subsequent subparagraphs are renumbered accordingly: “(b) The person who is the subject to the report will be given a copy of that report and will be given a reasonable opportunity to be heard before a disciplinary decision is made, such hearing to be in accordance with any applicable Policies;”
- In By-law 105.04(a), “for cause” is replaced by “for violating the By-laws of the UWSA.”
- In By-law 105.05(a), “for violation of the University Code of Conduct” is replaced by “for violating the By-laws of the UWSA”.
- In By-law 120.01(c), the word “legislative” is deleted.
- In By-law 130.01, the words “In addition to a members’ right to propose a by-law amendment under by-law 40 of these by-laws” are deleted.

(c) *Rescinding of old Constitution and old By-laws*

**WHEREAS** the members have confirmed new by-laws for the corporation that address governance matters previously addressed through the UWSA’s old Constitution and old By-laws;

**RESOLVED THAT** the existing Constitution and by-laws of the UWSA that pre-date this meeting be rescinded and be of no force and effect.

## **2. APPROVAL OF SUPPLEMENTARY LETTERS PATENT**

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**WHEREAS** the Letters Patent of the UWSA dated May 25, 1970, as amended including by Supplementary Letters Patent dated August 18, 1976 and February 6, 1979 (referred to hereafter as the “**Letters Patent**”) are inconsistent with respect of the definition of membership in the UWSA;

**WHEREAS** the authorization of supplementary letters patent of the UWSA must be approved by the members pursuant to section 34(2) of the Ontario *Corporations Act*.

**RESOLVED THAT** consistent with the draft supplementary letters patent that were main available when notice of the meeting was given, the Letters Patent be amended by applying for supplementary letters patent to delete the definitions of membership and/or representatives in their entirety and replace the definitions of membership and/or representatives in the Letters Patent with the following definition:

The full Membership of the UWSA shall be the University of Windsor undergraduate students who are either:

- a) Registered at the University of Windsor as full-time undergraduate students;

- b) Registered in a co-operative education work term or internship through the University of Windsor;
- c) Directors or Officers during the summer Semester or Intersession; or
- d) Serving as an Executive of the UWSA.

and the general manager or any director or officer of the UWSA be and is hereby authorized and directed to execute, under corporate seal or otherwise, and to deliver all documents and to do all things necessary or advisable to give effect to such amendments including the execution and delivery to the Ministry of Government Services supplementary letters patent for such purpose.

### **3. DISCUSSION OF ELECTIONS POLICY**

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