

## **MINUTES SPECIAL GENERAL MEETING OF THE UWSA**

**DATE: OCTOBER 30, 2014**

**PLACE: AMBASSADOR AUDITORIUM**

**TIME: 2:30 PM**

### **ATTENDANCE**

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Sukhjot Dhindsa (Senator)  
Calvin Chak (Senator)  
Shaun Steven (Senator)  
Basit Ishtiaq (Senator)  
Mohamad El-Cheikh (Senator)  
Farah El-Hajj (Board)  
Ashkon Hashemi (Chair)  
Nicole Morrell (General Manager)  
Kyra Knapp (Operations Manager)  
Mohsin Khan (Academic Advocate)  
April Adams (CRO)  
Andrew Lord (Davis LLP)

### **i. CALL TO ORDER**

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The Chair called the Special General Meeting of the UWSA to order at 3:00 pm.

### **ii. CHAIR'S REMARKS**

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Welcome everyone, and thank you for attending. This is a Special General Meeting of the University of Windsor Students' Alliance (UWSA), and there is an order of business that we will be following for that. Notice of this meeting was given in advance, and essentially the purpose of the meeting is to consider and vote on a series of proposals, which would constitute a new set of by-laws for the organization. Those by-laws have been posted; hopefully you have had a chance to look at them. We will be following the order of business that is projected on the screen, and there are extra copies for the assembly as well.

The way we are going to structure the meeting is that we are going to start with a very brief PowerPoint presentation on some of the changes in the by-laws that are being proposed, so that everyone has a chance to be on the same page as to what we are considering. And also to allow us time for questions that you may have. Once we have dealt with that, we are going to move to considering the actual by-laws and voting on them.

We will start by having the entirety of the by-laws opened up for discussion. There are some specific proposed amendments that will be considered right away. Some of you may have seen an e-mail go out from the University about the by-law package. Changes are going to be proposed as an amendment to the by-laws at the beginning. Once that is done, we can then discuss the new by-laws and vote on them at the end. Once that happens, there are also some housekeeping issues that need to be resolved in terms of the Constitution and such of the UWSA that will need to be dealt with as well.

As far as procedure for the meeting is concerned, you will notice that there are two microphones set up in the aisle. If you wish to speak on any of the motions that are presented, please line up at the microphones and you will be called on in turn to speak. If you have a question or any general discussion, that is where you will go. As per the current by-laws of the UWSA, we will be following Robert's Rules of Order. If you are confused by these rules, I would be happy to explain them. What you do need to know is that if you want to speak, you have to wait until the Chair recognizes you. There are some limits and rules to speaking. You are allowed to speak twice on each issue and for no more than 10 minutes. We can also entertain further limits to speaking if someone proposes it, but I will leave that to the room. If you have any other questions regarding the process, feel free to go up to the microphone at any point during the meeting. The rules are here to help you participate, not to get in your way.

**QUESTION:** Can you please introduce yourself?

**CHAIR:** My name is Ashkon Hashemi and I have been asked to come in and Chair this meeting on behalf of the UWSA Council.

**QUESTION:** Under what authority?

**CHAIR:** The UWSA Council has appointed me a temporary presiding officer to Chair this meeting.

**QUESTION:** According to 5.1.3.3 of the Constitution, the Chair is required to be a member of the UWSA.

**CHAIR:** That refers to Council meetings; it is not applicable to General Meetings. You are welcome to appeal that, but I would like to proceed.

**QUESTION:** According to 4.4.4 of the Constitution, the Chair of Council is the Chair of Annual General Meetings and Special General Meetings.

**CHAIR:** Can I get a motion to have me ratified as the Chair for this Special General Meeting?

**MOHSIN KHAN:** Before we begin, I would just like to ask how long you have been Chairing meetings?

**CHAIR:** I have been chairing meetings for approximately 15 years. I am the current Chair of various bodies such as the University of Toronto Students' Union and the York Federation of Students.

**QUESTION:** I think the question that my colleague was driving towards was not the legitimacy of you as someone who can facilitate the meeting, but who in fact is it since we lost our representation in the last year that had the authority to appoint you in the first place.

**BIRT** Ashkon Hashemi be ratified as the Chair for the Special General Meeting of the UWSA.

**Moved by Mohamad El-Cheikh and seconded by Ala A.**

**Motion carried.**

### **iii. PRESENTATION OF PROPOSED BY-LAWS**

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**CHAIR:** We are now going to move on to a presentation on the proposed by-laws so that you have a sense of what it is we are contemplating before we actually get to the root of the matter.

**MOHAMAD EL-CHEIKH:** My name is Mohamad El-Cheikh; I am a fourth year student and also your student Senate Representative. The process that occurred was that we contacted a consulting firm called Green Mango who have worked with other student unions on their governance issues, and they helped us to draft the new by-laws. These were reviewed by legal counsel. We have had over 40 meetings with students from the UWSA's clubs and societies and we took their recommendations to draft these by-laws. It was a 7-month process, and essentially these by-laws are a product of what the students have asked for.

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

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**CHAIR:** We will move to the actual consideration of the by-laws. You will notice that the first item of business is the confirmation of by-laws, as amended. This is the by-law package that was provided to you in advance.

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

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

This motion has been moved and seconded by the UWSA Council and that is how it is presented before you. Before we get to vote on the actual by-laws, there is an amendment that needs to be considered first. This is essentially incorporating the suggestions that were brought forward in the e-mail that was sent out. Many of the changes are typographical and fairly basic changes. I will review all of them so we all know what the proposed changes are. We can discuss them, and then ultimately we will vote on them.

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

**BIRT** 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 enrolment in the faculty is between 1 and 1,000 Members, two (2) Directors if the enrolment in the faculty is between 1,001 and 2,000 Members, three (3) Directors if the enrolment is between 2,001 and 3,000 Members, four (4) Directors if the enrolment is between 3,001 and 4,000 Members, and five (5) Directors if the enrolment is between 4,001 and 5,000 Members, all as determined based on enrolment 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 enrolment in each faculty prior to each Annual General Meeting of the Members and, where enrolment 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.

**DISCUSSION:**

**MOHAMAD EL-CHEIKH:** I would like to have a quorum count (3:17pm).

**CHAIR:** Someone is keeping track at the back of the room, if they could tell me that would be great.

**KYRA KNAPP:** We are at 267.

**HASSAM SLEIMAN:** I would like to move a motion to limit the debate to three people in favour of the motion, and three people opposed to the motion, for the entirety of the meeting.

**CHAIR:** Right now under Robert's Rules there is no limit to how long debate can go on for. There is a motion now to limit the debate to three people in favour and three people opposed to the motion. Motions to limit debate are not debatable, and it requires a 2/3-majority vote.

**BIRT** the debate be limited to three people in favour of the motion, and three opposed, for the remainder of the meeting.

**Moved by Hassam Sleiman and seconded by Farah El-Hajj.**

**Carried by 2/3 majority.**

**CHAIR:** Seeing no more discussion, let us vote on the amendments to the by-laws (motion 1 b)

**Motion carried.**

**CHAIR:** Those amendments are carried and now form part of the motion that we will be considering at this time. We are now back to the main motion (1 a), which is the new by-law package with the amendments that were just included. The process for amending by-laws is a little bit different than what you may be familiar with. It is a very large motion with a lot of sections in it. If you want to change parts of the by-laws, you would move a motion to amend a certain part, and we would consider that. We would vote on the amendment, and then move back to the main motion until we are done with any proposed changes. At the end of the debate we will vote on the entire package.

**KAITLIN SCHILLING:** I would like to know which groups and societies were contacted about these changes to the UWSA governance.

**NICOLE MORRELL:** My name is Nicole Morrell and I am the General Manager of the UWSA. During the summer and into September we contacted all 14 of the student societies. Clubs were part of the communication, but were not met with because there are hundreds of clubs that exist on campus. We met with the representatives from each society on two different occasions to address the by-laws and the Elections Policy. All of the societies gave us feedback on the by-laws and Elections Policy. We felt that to have your societies represent you was more than fair because those are your elected officials.

**DOMINIC PIZZOLITTO:** How do you go about addressing amendments in the Elections Policy? Is that going to be done through the by-laws in general, or are we going to discuss that separately?

**CHAIR:** I will explain that in more detail once we get to that section on the agenda. Is there any discussion on the by-laws as presented?

**FOUAD NADER:** In 90.08 of the by-laws, the title “ELECTION POLICY” should read “ELECTIONS POLICY”

**CHAIR:** That is typographical; we can just make that change. If it is a grammatical issue, you can bring it to our attention at any time, but it does not require a formal amendment.

**MOHAMMAD AKBAR:** I know we are voting on the by-laws as a whole, but can I pull a section to discuss separately?

**CHAIR:** The best way to address that would be to propose amendments. The problem with pulling by-laws is that if everything else gets adopted and that one does not, it could cause a ripple effect where some things no longer make sense. I think it is better to move individual amendments.

**MOHAMMAD AKBAR:** I just want to clarify what was changed in by-law 50.09 from the original proposal?

**CHAIR:** There is no section 50.09 of the by-laws.

**FOUAD NADER:** In 50.03 (b), QUALIFICATIONS, it states “All Directors shall be: b) In good academic standing with the University of Windsor and the UWSA.” What does that mean exactly?

**CHAIR:** It means nothing with the UWSA because the UWSA does not have academic standing. I think the University has a minimum standard for your grades.

**MOHSIN KHAN:** It generally means that you are not on academic probation.

**FOUAD NADER:** I do not see a purpose for that. I would like to strike that section, 50.03 (b). As the UWSA, we are a completely separate body from the University. I do not see why you need to be in good academic standing with the University to function as a student union.

**CHAIR:** I will allow discussion on this motion. Remember that we limited our speaking time to three in favour of the motion and three opposed. When you are speaking, could you please identify if you are in favour of the motion or opposed.

**SHELBY:** How does academic probation affect your academic standing? OSAP says I am on academic probation because I took a year off, but I have high grades.

**MOHSIN KHAN:** It is generally set by the University what your probation is. We have no control over whether you are in good academic standing. As far as I understand, it is based on your grades. Generally when you fall below a 5.0 (60%) grade average, you are placed on academic probation.

**CHAIR:** There is a difference between academic probations given by the University and given by OSAP. I do not think you are not on academic probation as far as the University is concerned. OSAP is a slightly different issue and is not what is contemplated under this by-law.

**MOHAMAD EL-CHEIKH:** I would like to call the question.

**CHAIR:** When someone calls the question, what they are saying is that they would like to cut off debate and proceed to a vote. What we have to do is vote on going to a vote. Calling the question is not debatable and requires a 2/3-majority vote. If you vote yes, you want to stop debate and proceed immediately to a vote on the amendment. If you vote no, you want to continue with the discussion on the amendment.

**BIRT** the question be called on the proposed amendment to by-law 50.03 (b).

**Moved by Mohamad El-Cheikh and seconded by Erin.**

**Motion carried by 2/3 majority.**

**CHAIR:** We will now vote on the proposed amendment to by-law 50.03 (b).

**BIRT** 50.03 (b) All Directors shall be:

- b) In good academic standing with the University of Windsor and the UWSA;
- be removed from the by-laws.

**Moved by Fouad Nader and seconded by Wassim.**

**Motion failed.**

**CHAIR:** We are back to the main motion of consideration of the by-laws as a whole.

**MOHAMMAD AKBAR:** In by-law 60.09 (a), I would like to change Executives as observers of the Board to Directors of the Board. Most student unions have executives voting on Council and Board. Students elect executives, and it makes sense to have as many voting members as possible, especially when reducing the size of the Board. I think it would be a good idea to give Executives the right to vote on Board because they already have fiduciary duties and powers.

**CHAIR:** They would need to be removed from 60.09 (a) and added to 50.02 (a)

**SHAUN STEVEN:** Traditionally the UWSA has had a Council and a Board, and the Executives have been voting members of Council. The Board of Directors, of whom the Executives are



accountable to, were a separate body where the Executives did not sit as voting members. Under this new system, the Executives will sit as Board observers, which means they will have a voice and the ability to speak at meetings. They do not have a vote because they are accountable to the Board and have duties separate from the Board. It is a conflict of interest to have them as voting members of the Board of Directors. This has been an issue in the past where the Executives have been accused of having a conflict of interest as a voting member of Council. In the Corporations Act and the Not for Profit Corporations Act that is upcoming, the Executive is not supposed to sit on the Board of Directors. I would not recommend changing this because it is against the Corporations Act and it is a conflict of interest.

**ANDREW LORD:** My name is Andrew Lord and I am a lawyer from Davis LLP. I just want to clarify in terms of the application of the current Corporations Act and the upcoming Not for Profit Corporations Act. It is not strictly correct to say that Executives are prohibited from also being Directors; you can wear both hats. That does not mean there are good reasons for separating those roles, but it is not correct that Executives cannot be Directors.

**SHAUN STEVEN:** Are they Directors as virtue of being Executives, or are they allowed to wear both hats as separate titles?

**ANDREW LORD:** You can have both titles.

**SHAUN STEVEN:** Is it an ex officio where you get the title by being an Executive, or do you have to be elected separately?

**ANDREW LORD:** The way that it normally works is that in the Not for Profit sector, the members select the Directors and the Directors then have the power to appoint Officers which includes Executives. Here it is a little bit different because we want to enfranchise people to vote for Executives and Directors.

**SHAUN STEVEN:** Would it be inconsistent with the Not for Profit Corporations Act to have the elected Executives also sit on the Board as Directors?

**ANDREW LORD:** That would not be inconsistent with the Act.

**CHAIR:** That is not a reason to vote in favour of opposed to this amendment. If something is actually not legal then you cannot amend yourself to make it happen because things that are illegal cannot be in your by-laws. I just wanted to clarify that this change is not illegal; it is whether you agree with it or not is what we are discussing.

**FOUAD NADER:** I would like to call the question.

**BIRT** the question be called on the proposed amendment to by-law 60.09 and 50.02 (a)

**Moved by Fouad Nader and seconded by Farah El-Hajj.**

**Carried by 2/3 majority.**

**BIRT by-law 60.09 (a) BOARD OBSERVERS**

Board Observers are individuals who regularly attend Board Meetings, receive materials distributed to Directors, participate in Board discussions, but do not have the ability to vote at Board Meetings. UWSA Board Observers shall include:

a) Executives;

be removed and moved to by-law 50.02 (a) DIRECTORS

The Board shall consist of the following Directors, one of whom will be selected as the Chair by the Directors:

a) 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:

1. Faculty of Arts and Social Science;
2. Faculty of Business;
3. Faculty of Computer Science;
4. Faculty of Drama;
5. Faculty of Education;
6. Faculty of Engineering;
7. Faculty of Human Kinetics;
8. Faculty of Law;
9. Faculty of Music;
10. Faculty of Nursing;
11. Faculty of Science;

**Moved by Mohammad Akbar and seconded by Mohamad El-Cheikh.**

**Motion failed.**

**CHAIR:** That amendment is defeated. We are back to the main by-law package (motion 1 a).

**DONOVAN:** I am an observer but I was a full-time student the when the last Council was dissolved. The matter I wish to bring crosses all boundaries.

**CHAIR:** Unfortunately observers cannot move amendments; you must be a member of the UWSA to do that. But if you want to mention it to a member and they want to move it on your behalf, you are more than welcome to do that.

**SHAUN STEVEN:** Can I pass him my right to move amendments?

**CHAIR:** Your right is not transferable.

**DONOVAN:** In by-law 60.09 I am proposing to add an amicus curiae (Friend of the Court) position to the Observers of the Board.

**CHAIR:** Shaun Steven, do you want to propose this amendment?

**SHAUN STEVEN:** I am trying to figure out what it means.

**CHAIR:** I am conscious of time and quorum, so if there is no amendment coming I am going to proceed to the next issue. You (Donovan) cannot move an amendment because you are not a member of the UWSA.

**BIRT** the question be called to vote on the confirmation of by-laws, as amended.

**It was moved by Fouad Nader and seconded by Rodanna Allawnha.**

**Carried by 2/3 majority.**

**CHAIR:** We are now voting on the main motion to approve the by-laws, as amended.

**Vote on motion 1 (a)**

**Carried by 2/3 majority.**

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

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

**CHAIR:** As part of the procedure in approving the by-laws, we need to rescind the old ones because they are no longer valid.

**QUESTION:** We are moving to remove the Constitution, correct?

**CHAIR:** Yes, the new by-laws will serve as the Constitution and by-laws.

**QUESTION:** Can you explain why this has happened?

**ANDREW LORD:** The reason that the previous Constitution and by-laws were essentially amalgamated is because under the Corporations Act there is no concept of a Constitution; there is only a concept of by-laws. Also, speaking from personal experience, having to work through both the Constitution and the By-laws, which had to be cross-referenced and overlap each other in places, made for a very difficult interpretive exercise. By compiling it all into one document, it makes it easier to understand.

**MATTHEW:** I would like to call the question.

**BIRT** the question be called to vote on rescinding the old Constitution and old by-laws.

**Moved by Matthew and seconded by #39.**

**Carried by 2/3 majority.**

**CHAIR:** We are now voting to rescind the old by-laws and Constitution.

**Vote on motion 1 (c)**

**Carried by 2/3 majority.**

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

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**BIRT** consistent with the draft supplementary letters patent that were made 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.

**ANDREW LORD:** The letters of patent is the document that gave rise to the organization when it was incorporated. That was quite some time ago and they have been amended a couple of times and has drifted from what is going on in the current by-laws in terms of whom the members are. Part of the by-laws that were just passed contemplated the members to be certain people and the letters patent are inconsistent with that. This is a corporate housekeeping change to ensure that your letters patent are consistent with the by-laws that were so resoundingly passed.

**Vote on motion 2**

**Carried by 2/3 majority.**

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

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**CHAIR:** The Elections Policy is presented for your information. The Special General Meeting will not be voting on the Elections Policy because it is not the purview of the General Meeting. This is a policy that has been approved by Council and as per your by-laws, it is the Council that determines the Elections Policy and is not the General Meeting due to potential conflict of interest and is not allowed by the previous constitution. It is presented before you to allow discussion in an attempt to be as open about it as possible.

**DOMINIC PIZZOLITTO:** I would like to move that we actually do vote on the Elections process. Because we currently do not have an Executive Council and we have quorum for this meeting, the general assembly should be able to vote on amendments.

**CHAIR:** The problem is that your by-laws, old or new, and the Ontario Corporations Act currently provide that members should not approve the Elections Policy. It had to be approved by Council. In that regard, I am just following your by-laws. You are welcome to appeal my ruling and we can decide. It is in your by-laws and constitution that the general membership does not have that right.

**DOMINIC PIZZOLITTO:** I would like to appeal the Chair's ruling to allow the general membership to amend the Elections Policy.

**SHAUN STEVEN:** Before we challenge the Chair's ruling, I would like to clarify that Council worked on and approved this Elections Policy. It has been looked at by our consulting firm Green Mango and our lawyers that we have been working with over the summer. My question is would it be permissible to you that we go through it as a body and decide on changes that we want to recommend to Council? Council would then be required to pass the amendments before the Elections took place.

**DOMINIC PIZZOLITTO:** I want to make amendments under specific sections of the Elections Policy.

**CHAIR:** I am going to entertain the appeal. The way an appeal works is that I have made a ruling, and a member disagrees with that ruling. I am going to point out at the beginning that there are some instances where I cannot allow an appeal under Robert's Rules of Order, but I am going to allow the appeal in this case with one caveat. There are certain things you can appeal, and you may even win an appeal, but if it is not permitted, you will not necessarily be able to do it. I am just stating this as a possibility. The way an appeal works is that I will get a motion to uphold my ruling, and then once we have that on the floor, we will enter into a debate on whether you agree or disagree with my ruling. The only limits are that you are only allowed to speak once to an appeal.

Let me provide some context for my ruling. My role as Chair for this meeting is to uphold your Constitution and by-laws. Your old Constitution and by-laws stated that it is your Council that creates your Elections Policy, and not anyone else. I as the Chair do not have the ability to tell you that you can do it because I have to follow your Constitution and by-laws. There are probably very good reasons why it is Council that determined your Elections Policy and not the general membership. For potential conflicts of interest, there is no way to guarantee that people who are making changes to Election Policy and voting on those changes do not have a vested interest in the outcome of the Elections. If you were running for a position and amended the policy to be in your favour, that would be a conflict of interest. That is something you could not avoid if it was open to the general membership. I think it is prudent for you as a body to uphold my ruling so that you are following your by-laws and constitution in this regard.

**KAITLIN SCHILLING:** Can we get a quorum count?

**CHAIR:** I have someone waiting to tell me if we have lost quorum. We are very close, but we still have quorum (4:01pm).

**BIRT** the Chair's ruling in regards to amending the Elections Policy be upheld.

**It was moved by #104 and seconded by #13.**

**Carried by 2/3 majority.**

**CHAIR:** If you have any further discussion or questions please feel free to go up to the microphone. We do not need quorum for this. I just wanted to point out that we do have a Chief Returning Officer (CRO) and she is here to answer any questions you may have.

#### **4. ADJOURNMENT**

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**BIRT** the Special General Meeting of the UWSA be adjourned.

**Moved by Matthew and seconded by Mohamad El-Cheikh.**

**Motion carried.**

The meeting was adjourned at 4:07 pm.