



UWSA Special General Meeting

Monday October 23rd, 2017

6:00 PM

'Hum' Restaurant – CAW Basement

1.0 Call to Order

2.0 Chair's Business

2.1 Meeting Guidelines and Process

2.2 Questions

3.0 Proposals/Posted Motions

Whereas the Governance and Policy Committee reviewed the UWSA bylaws;

Whereas the Governance and Policy Committee presented the recommendations for a first reading to the UWSA Board of Directors on September 28th;

Whereas the Governance and Policy Committee presented the recommendations for a second reading to the UWSA Board of Directors on October 5th;

Whereas the UWSA Board of Directors voted with at least a super majority affirmative for the following proposed changes to be brought to the membership for consideration as per UWSA Bylaws

Whereas in proposed changes where both additions and removal of words are present, strikethrough text (~~Example~~) shall represent it being suggested to be taken out and;

Whereas in proposed changes where both additions and removal of words are present, highlighted text (Example) shall represent it being suggested to be added

Whereas BIRT represents "Be it resolved that" and BIRFT represents "Be it further resolved that"

Therefore:

3.1 BIRT the following text be added to the bylaws as a Mission Statement:

MISSION STATEMENT

The University of Windsor Students' Alliance stands on three pillars: representation of, service to, and advocacy for its student membership.

We shall strive to enhance the life and experience of students with a positive educational, social and cultural environment at the University of Windsor.

We shall be student-driven in everything we do. We shall effectively represent and provide services to our students. Our activities, efforts and outputs are driven by the vision and guidance of our students in order to enhance the student experience;

We shall be accountable to our student membership, acknowledging that students have the right to know what their student fees are being used for;

We shall be a community conscious organization. We will strive to promote and foster a culture of inclusivity and safety within the greater Windsor community; and

We shall strive to be progressive, exploring leading practices that fit with being a socially conscious organization. We shall strive to constantly work to assess and improve the quality of services and programs provided to students.

3.2 BIRT the following grammatical changes be made

A “;” be added at the end of 10.01 section “Definitions” for the definition of “EC”

A “;” be added at the end of 10.01 section “Definitions” for the definition of “Term”

The “H” of “Head” be capitalized in 10.05 (a) “Head Office”

The “shall” be changed to “will” in 40.03 (b) “Membership Proposals”

The “m” of “meeting” be capitalized in 40.05 (a) “Meetings Called by Members”

The “shall” be changed to “will” in 40.07 (a) “Error and Omission of Notice”

The “m” of “meeting” be capitalized in 40.12 (a) “Proxies”

The “m” of “members” be capitalized in 50.01 (a) “Role”

An “and” be added between “managing, supervising” of 50.01 (b) “Role”

BIFRT any grammatical changes that will not change the meaning or connotation of the bylaw be made

3.3 BIRT the following definitions be added to the Bylaws in 10.01 “Definitions”

“Facilitator” means the appointed facilitator of the Board;

“Faculty Representative” means a Director elected to represent a specific Faculty, in accordance with these By-Laws;

“Special Constituency Representative” means a Director elected to represent a special constituency, in accordance with these By-Laws;

3.4 BIRT the following text be modified from 10.01 “Definitions”

“Simple Majority” means a vote supported by **more than** fifty (50) percent ~~plus one~~ of those voting;

3.5 BIRT the following text be modified from 10.01 “Definitions”

“Two-Thirds Majority” means a vote supported by **at least** two-thirds (2/3) of those voting;

3.6 BIRT the following text be modified from 20.01 “Representation”

a) The University and **its** committees ~~thereof~~;

b) Governments at the federal, provincial, and municipal levels, and **their** committees ~~thereof~~; and

3.7 BIRT the following text be modified from 20.02 “Advocacy”

The UWSA is to advocate for ~~the~~ **its** Members at functions of:

a) The University and **its** committees ~~thereof~~;

b) Governments at the federal, provincial and, municipal levels, and **their** committees ~~thereof~~; and

3.8 BIRT the following text be modified from 30.01 “Membership Criteria”

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

-and-

(c) **Serving as** Directors ~~or Officers~~ **of the UWSA** during the summer Semester, ~~or~~ **Intersession**, **or** **throughout their** term **with no less than three (3) courses**; or

3.9 BIRT the following text be added as 30.02 “Membership Rights” with subsequent sections properly renumbered

Members of the UWSA have the right to:

- a) Attend, submit business, speak, and vote at meetings of the Members;
- b) Vote in UWSA Elections and referenda, for which they are eligible to vote as per these By-Laws;
- c) Attend and speak at all meetings of the Board and its Committees as observers, subject to meeting regulations, with the exception of in-camera sessions;
- d) Seek election to the Board or Executive, subject to applicable By-Laws and policies;
- e) Nominate candidates for election to the Board or Executive, subject to applicable By-Laws and policies;
- f) Establish and join clubs and societies and apply for the ratification and funding of clubs and societies, subject to applicable By-Laws and policies;
- g) Access the services, materials, and other resources that the UWSA makes available to its Members; and
- h) Exercise any other rights and privileges outlined in the UWSA By-Laws, Policies or Board resolutions.

3.10 BIRT the following text be added as 30.03 “Membership Responsibilities” with subsequent sections properly renumbered

Members of the UWSA have the responsibility to:

1. Pay Membership fees; and
2. Comply with these By-Laws and any Policies made in accordance with these By-Laws.

3.11 BIRT the following text be added as (b) to 30.04 “Membership Fee”

b) Any increases to the Membership fee shall be approved by the Board and come into effect contingent upon Simple Majority vote of the Membership at the next meeting of the Members and approval by the Ancillary Fee Board, or as approved by a referendum and the Ancillary Fee Board.

3.12. BIRT the following text be modified from 30.05 “Transfer of Membership”

a) The interest of a Member of the UWSA shall not be transferable and shall lapse and cease to exist when ~~he~~ **they** ceases to be a Member of the UWSA.

3.13. BIRT the following text be modified from 30.06 “Termination of Membership”

a) Membership in the UWSA is terminated when the individual ~~is~~ no longer **fulfills the membership criteria in By-Law 30.01** ~~a full-time undergraduate student of the University of Windsor.~~

3.14. BIRT the following text be modified from 40.01 “Types of General Meetings”

There ~~shall be~~ **are** two types of General Meetings, ~~as further described below:~~

3.15 BIRT the following text be modified from 40.02 “Annual General Meeting”

The ~~UWSA~~ AGM ~~shall~~ **will** be held each year at or in the vicinity of the University on a date and time fixed by the Board of Directors. The purpose of the AGM ~~shall be~~ **is** to:

3.16 BIRT the following text be added as (d) of 40.03 “Member Proposals”

- a) The process for Member proposals will be as follows:
 1. The Member must submit the written proposal to the UWSA head office or an electronic method as designated by the Board.
 2. The proposal must include a specific purpose.
 3. Once received, the Chair of the Board will set a deadline and electronic/physical method by which all motions must be submitted.

3.17. BIRT the following text be modified from 40.04 “Special General Meeting”

a) The Board may convene a Special General Meeting of the Members at any time for any purpose listed in By-Law 40.02, with proper notice as set out in By-Law 40.06(c) stating the business to be brought before the meeting.

3.18 BIRT the following text be modified from 40.06 (a) “Notice to Members”

a) Notice of the AGM will be sent to the Membership. At least ~~seventeen (17)~~ twenty-one (21) days prior to the date of the AGM,

3.19 BIRT the following text be modified from 40.06 (b) “Notice to Members”

b) Members ~~shall receive~~ will be sent a first notice including the date of the AGM and call for Member proposals to be discussed during the AGM and ~~shall~~ must be posted:

3.20 BIRT the following text be modified from 40.06 (c) “Notice to Members”

c) At least ten (10) days prior to the AGM, UWSA Members, Directors and the Auditor ~~shall receive~~ will be sent a second notice outlining the date, time, place and special business of the AGM as stated within By-Law 40.02. Notice ~~shall~~ must be provided in the form of public notices posted:

3.21 BIRT the following text be modified from 40.06 (d) “Notice to Members”

d) Notice, outlining ~~Members and Directors shall be notified of~~ the date, time, place, and reason, of a Special General Meeting will be sent to the Members and Directors at least ~~ten (10)~~ fifteen (15) days prior to the meeting. Notice ~~shall~~ must be provided in the form of public notices posted:

3.22 BIRT the following text be modified from 40.08 “Chair and Secretary”

a) The Chair ~~and/or~~ Facilitator ~~or Facilitator of the board~~ shall will chair the AGM. The Secretary of the Board shall will be the secretary of the AGM.

b) If ~~none are~~ neither is available, the President or if unavailable/unwilling another executive shall will chair the meeting and call the meeting to order with the first order of business to be appointing a chair ~~and/or~~ secretary for the AGM.

3.23 BIRT the following text be modified from 40.09 “Quorum”

a) A Quorum for the transaction of business at any meeting of Members shall be must not be less than seventy-five (75) Members.

3.24 BIRT the following text be modified from 40.10 “Right to Vote”

a) At a meeting of Members, ~~each~~ every Member of the UWSA shall be is entitled to one (1) vote. The Membership status of an individual shall will be established by the presentation of a valid student identity card or by other means as ~~may be~~ determined by the Board.

3.25. BIRT the following text be modified from 40.11 “Scrutineers”

a) At ~~each~~ a meeting of Members, the Board scrutineers may be appointed by the Board scrutineers.

3.26 BIRT the following text be modified from 40.12 “Proxies”

b) A Member shall be is permitted to hold only one (1) proxy vote

3.27 BIRT in bylaw 40.12 “Proxies” that “Saturdays” be changed to “weekends”

3.28 BIRT in all instances of the bylaws the following modification be made

“The Chair ~~and/or~~ Facilitator”

BIFRT in 50.02 “and/or Facilitator” be removed

3.29 BIRT the following text be modified from 50.01 (e) “Role”

e) Every ~~A Board of~~ Director, with the exception of Senators and Board of Governors' Representatives, must serve on at least one (1) ~~standing~~ committee.

3.30 BIRT in bylaws 50.01 “Directors” (e) that “next” be changed to “nearest”

3.31 BIRT the following text be modified from 50.03 “Qualifications”

All Directors shall be:

- a) Members of the UWSA;
- b) Registered full-time undergraduate students with the University of Windsor at the time of election;
- c) ~~In good academic standing with the University of Windsor and the UWSA;~~
- d) not disqualified from being a director under the Act;

Every ~~A Board of~~ Director must read and acknowledge the job description of “Board ~~of~~ Directors”.

3.32 BIRT the following text be modified from 60.03 “Calling of Meeting”

a) Meetings of the Board will be called by the Chair ~~and/or~~ / Facilitator, ~~or the~~ Secretary or upon the direction in writing of two Directors, ~~shall call meetings of the Board.~~

3.33 BIRT the following text be modified from 60.11 “In Camera”

a) Where a matter is determined by the Board to be confidential, ~~discussion and voting on the matter may be held in camera~~ the Board may hold an *in-camera* meeting, which ~~may~~ can be attended by only Board Directors ~~only~~.

b) Notwithstanding the foregoing, the Board may by a ~~two-thirds (2/3)~~ Simple Majority vote invite any Board Observers or guests to participate in an *in-camera* meeting.

c) All attendees at an in-camera meeting will be deemed by their attendance at the meeting to have undertaken to respect the confidentiality of the proceedings while sitting in-camera and that they will not, without the Board's consent, communicate anything regarding any matter or decision made to a third party.

d) If a Director is found, by a two-thirds (2/3) majority vote of the Board, to be in violation of By-Law 60.11(c), the Director shall face consequences, including but not limited to those outlined in By-Law 105(c), to be decided upon by resolution of the Board.

3.34 BIRT the following text be added as 60.12 “Transitional Meetings” with subsequent sections properly renumbered

- a) A transitional meeting must be held for the outgoing and incoming Board of Directors before May 1st but after the General Election of every year.
- b) Notice of the meeting, including the date, time and place, must be provided to all outgoing and incoming Directors and Executives at least fourteen (14) days before the meeting.
- c) Quorum applies the same as regular Board meetings, per By-Law 60.07.

3.35 BIRT the following text be modified from the proposed 60.13 “Meeting Participation”

a) Any Board or executive member may teleconference and participate in a meeting of the Board by ~~board~~ telephonic or electronic means that permits all participants to communicate adequately with the Board during the meeting. ~~This right extends to in-camera meetings.~~

b) A Director participating by such means is deemed to be present at that meeting.

c) Meetings of the Board can be held entirely via electronic or telephonic means (hereafter referred to as “electronic meetings”) if the Board is assured of the security and privacy of the communication. Electronic

meetings require that minutes be kept and procedure be followed as would be the case for any physical meeting.

3.36 BIRT the following text be modified from 70.01 (a) “The Chair and/or Facilitator”

a) The Chair ~~and/or Facilitator~~ position shall be filled by a Director who ~~will be~~ **is** selected by the Directors at the first meeting of each newly constituted Board of Directors.

3.37 BIRT the following text be modified from 80.01 “Committee Guidelines”

b) All committees shall adhere to the Policy Manual of the UWSA.

d) All Committees shall comprise of a:

i. The executive sitting on the committee, **who** shall ~~be the~~ chair ~~of~~ the committee;

i In cases of ad-hoc Committees, or where a standing Committee’s executive(s) is absent or incapacitated, the Directors sitting on the Committee may elect a chair from among themselves.

e) **Every** ~~A Board of~~ Directors must serve on at least **one (1)** standing Committee;

~~i) Senators and Board of Governors’ representatives may only sit on the University Affairs Committee.~~

~~ii) Senators must, where possible, sit on at least 2 University of Windsor Senate committees.~~

f) In cases where an excess number of Directors volunteer for a particular Committee, the Board shall elect Committee members through a vote;

i. **A faculty or special constituency representative will be given preference over any Senator or Board of Governors’ Representative.**

3.38 BIRT that in all instances the word “Secretary” be replaced with “Minute Taker”

3.39 BIRT the following text be modified from 90.02 “By-Election”

b) All contestable positions in the General Election that remain vacant following the General Election ~~shall be contested in a By-Election in the Fall Semester~~, with the exception of circumstances as set out in By-Law 90.03(b).

3.40 BIRT the following text be modified from 90.03 “Director Vacancies”

A vacancy on the Board shall be filled as follows:

a) Any vacancy among the Directors can be filled by a quorum of Directors. If there is no quorum, the Directors in office shall, without delay, call a special meeting of the Members who are entitled to elect the missing Directors, to initiate an election for those Directors; if they fail to call such a meeting or if there are no Directors in office, the meeting can be called by any Member.

b) If there is a failure to elect any ~~one or more~~ Directors during the General Election, the Directors holding office immediately before the General Election shall continue in their office until **their** successors are elected in the By-election;

~~c) Subject to applicable law, any Director vacancy may be filled by a quorum of Directors, provided that if there is no quorum, the Directors then in office will promptly call a meeting of the Members who are entitled to elect the missing Directors to initiate an election of such Directors, and if there are no Directors then in office, any Member may call such a meeting. Where there is no quorum of elected Directors, or where there are no elected Directors, the individuals who are in fact managing the affairs of the UWSA will be deemed to be the Board of Directors of the UWSA until their replacements are elected; and~~

d) The Board may, by a Simple Majority vote, fill any other Director vacancy by appointment. The appointee must meet the eligibility criteria of the vacancy and will hold office until a successor is elected in the By- or General Election. After that, the appointee will be eligible to be elected as a Director, if meeting the applicable criteria.

3.41 BIRT the following text be modified from 90.04 “Executive Vacancies”

a) If there is a failure to fill elect an Executive officer during an election, ~~that office shall remain vacant until the next election~~ or if an Executive vacancy occurs during the term, the Board may, by a Two-Thirds Majority vote, fill the vacancy by appointment. The appointee must meet the eligibility criteria for the vacancy and will hold office until a successor is elected in the By- or General Election. After that, the individual will be eligible, if meeting the applicable criteria, to be elected as an Executive or Director.

3.42 BIRT the following text be modified from 105.02 (d) “Disciplinary Process”

d) Notice of intention to pass such a motion at a meeting of the Board must be given in the agenda as set out in By-Law 60.04

3.43 BIRT the following text be modified from 130.01 “Board-Facilitated Amendments”

~~Any Director of the UWSA may propose an addition, amendment, or abolishment of a section of the By-law to the Board.~~ Subject to the Act, the Board may make, amend, or repeal any by-law that regulates the activities or affairs of the UWSA. This specifically excludes any provision that concerns the transfer of membership or the method of voting by Members not in attendance at a meeting of Members. The process shall be as follows:

- a) The UWSA By-Laws must be reviewed regularly by the Governance and Policy Committee, which can consult UWSA legal counsel, if necessary. The Governance and Policy Committee, upon receipt of a proposed change or at its own discretion, can recommend a by-law, amendment or repeal to the Board. The by-law, amendment or repeal must be submitted as a motion to the agenda for the meeting at which the by-law, amendment or repeal is to be discussed, which shall constitute the first reading of the motion. ~~A document containing The proposal of a By-law amendment, including any supporting materials, shall be forwarded to the speaker of the Governance and Policy Committee;~~
- b) The second reading of and voting on the motion will take place at the subsequent meeting of the Board.
- c) Per the Act, the by-law, amendment or repeal must be passed by a minimum two-thirds (2/3) majority of the Board. The by-law, amendment or repeal is effective from the date of the resolution of the directors. ~~The Governance and Policy Committee shall review proposed changes at its next regularly scheduled meeting and have the proposed revision reviewed by UWSA legal counsel if applicable;~~
- d) The directors shall submit the by-law, amendment or repeal to the Members at the next annual meeting of the Members, and the Members may confirm, reject or amend the by-law, amendment or repeal by Simple Majority vote. ~~The proposed amendment, along with comments from the Governance Committee and UWSA legal counsel, shall be forwarded to the Board at least one (1) regular meeting prior to voting on the proposal;~~
- e) 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 Board shall vote on the proposed change at its next regularly scheduled meeting following notification, with a Two-thirds (2/3) Majority vote of the Directors required to affirm the motion;~~
- f) The by-law, amendment or repeal ceases to have effect if it is not submitted by the directors to the Members as required under these By-Laws and the Act or if it is rejected by the Members. ~~Upon~~

~~affirmation of the proposed amendment by the Board, a meeting of the Members shall be called for the consideration of the proposed change; and~~

- g) ~~If a by-law, amendment or repeal ceases to have effect in accordance with By-Law 130.01(e), a subsequent resolution of the Directors that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the Members~~ ~~Members shall receive notice of a meeting as set out in section 40.06, including details of the proposed change, together with supporting documents;~~
- h) ~~The By-law addition, amendment, or abolishment shall come into effect upon receiving a Simple Majority vote of the Members at the meeting called for the purposes of considering the proposed changes; and~~
- i) ~~The vote must be on a motion to amend the By-law, worded in the affirmative.~~

4.0 Question Period

5.0 Adjournment



MINUTES

The Special General Meeting (SGM) was to be called to order at 6.00 PM but the same was not done as the quorum was not met.

Since the venue for the meeting was changed, Board Facilitator decided to wait for additional ten more minutes than the usual 20 minutes waiting period to meet the quorum.

The meeting was called to order at 6:46 PM.

A final quorum count was taken at the start of the meet. The quorum count was 72. The required quorum count is 75. The board facilitator adjourned the meeting due to lack of quorum.

The meeting was adjourned at 6:47 PM.