A By-law rescinding all previous versions and replacing them with this By-law. This by-law relates generally to the conduct and the affairs of the SIR SANDFORD FLEMING COLLEGE STUDENT ADMINISTRATIVE COUNCIL INC.

BE IT ENACTED and it is hereby enacted as a by-law of the Sir Sandford Fleming College Student Administrative Council Inc., hereinafter referred to as the "Corporation" or "Fleming SAC" as follows:

ARTICLE 1 Definitions and Interpretations

1.1 Definitions

Act - means the Ontario Not-for-profit Corporations Act, 2010 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted therefor, including the Act, as amended from time to time.

Board – The Board of Directors of the Corporation

By-laws – A rule made by the Corporation to control the action of its members.

Chair – A person in charge of a meeting or organization used as a neutral alternative to chairperson.

Director – one of a group of persons entrusted with the overall direction of a corporate enterprise

Ex-Officio – by right of position or office and hold no voting rights to the Corporation.

Fiscal year – Shall be the period between April 1 – March 31 of each year.

Fleming College – Sir Sandford Fleming College of Applied Arts and Technology situated at the Sutherland or Cobourg campus.

Fleming SAC & "Corporation – The Sir Sandford Fleming College Student Administrative Council.

Full-time Student – Post-secondary students as defined according to the Ministry of Advanced Education and Skills Development (MAESD) guidelines. Provided that in the event that such member has reduced course load that qualifies as fulltime, same shall be permitted hereunder.

Good Standing – A student has paid their tuition and ancillary fees and has not received any disciplinary actions against them from either Fleming SAC or Fleming College.

Hierarchy of Legislation" – Refers to the Order of Legal rules or regulations by degree from a higher to lower depending on the issuing competent authority.

Honorable release – When a Director or Executive leaves the corporation and a denotation is left on their personal files as leaving on good terms

In Camera Session – A session as part of a regular Board of directors meeting that is private and not confidential of the meeting minutes.

Membership - Any student who has paid the required membership dues remitted to Fleming College as outlines in the Activity Fee Agreement

Membership Dues – Regular fees that are paid to the Corporation with the payment of Tuition fees. The Membership dues of the Corporation shall be the Student Activity Fee.

ONCA – the Ontario Not-for-profit Corporations Act, 2010

Quorum – The minimum number of members that are required to be at a meeting in which business is to be transacted.

Robert's Rules of Order" – A guide for conducting meetings and making decisions as a group.

Signatory Authority – An officer or representative vested with the powers to commit the corporations to a binding agreement.

Student Activity Fee – An Ancillary fee paid by full time students of Fleming College to the Corporation that provides each student membership to the Corporation.

Treasurer – A Director appointed to administer or manage the financial assets and liabilities of the Corporations.

1.2 Interpretations

In the interpretation of this By-Law, unless the context otherwise requires, the following rules shall apply:

(a) except where specifically defined in this By-Law, words, terms and expressions appearing in this By-Law shall have the meaning ascribed to them under the Act;

(b) words importing the singular number only shall include the plural and vice versa;

(c) the word "person" shall mean an individual, body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization;

(d) the headings used in the By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of the By-Law or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and

(e) except where specifically stated otherwise, references to actions being taken "in writing" or similar terms shall include electronic communication and references to "address" or similar terms shall include e-mail address.

ARTICLE 2 Objects and Purpose

2.1 Objects - The objects of the Corporation as set forth in its Letters Patent are for convenience reproduced here. They are as follows:

a. To insure the rights of students as free individuals;
b. To promote extra-curricular activities that are in the interest of the student body;

c. To take an active part in the promotion of student body interests in the community;
d. To serve as a medium of communications between the student body, administration and faculty;
e. To serve as a bond between the student body and alumni; and
f. To be at all times open to constructive criticism and analysis in order to better represent the student body.

2.2 **Purpose** – The Purpose of this Corporation is to enhance student satisfaction and success by providing a variety of services that will assist in shaping campus life.

Furthermore, the Corporation shall provide advocacy and support to its members through its four pillars:

a. **Awareness** – Students are heard and represented:
   i. The Board advocates on behalf of the membership;
   ii. Student issues are solicited, heard, and brought to the appropriate governing authority.

b. **Services** – Students have services, supports and resources:
   i. Services that meet the needs of the membership
   ii. Support, including academic appeals, student rights and responsibilities, and other academic concerns;
   iii. Resources that aid in academic success; and
   iv. Access to health benefits

c. **Social Development** – Students have the opportunity to access recreational activities, study spaces, student lounges, and events on campus. This includes:
   i. Creating positive environments that develop social relationships; and
   ii. Creating opportunities to have fun.

d. **Skill Development** – Students have access to skills development and leadership opportunities through:
   i. Training and workshops to engage with other students, faculty and staff; and
   ii. Resources to help grow as a student and professionals in their field.

ARTICLE 3 General

3.1 **Name** – The name of this Corporation shall be the Sir Sandford Fleming College Student Administrative Council Inc.

3.2 **Head Office** – The head office of the Corporation is situated on the Mississauga lands and the traditional territory covered by the Williams Treaties at the Sutherland Campus of the Sir Sandford Fleming College of Applied Arts and Technology, in the City of Peterborough, in the County of Peterborough, in the Province of Ontario.

3.3 **Corporate Seal** – The seal, an impression of which is stamped in the margin hereof, shall be the seal of the Fleming SAC, and the General Manager of the Corporation shall at all times retain its custody.

3.4 **Authority** – This Corporation is the recognized student association at Sir Sandford Fleming College of Applied and Technology, Sutherland and Cobourg Campuses, hereinafter referred to as “Fleming College”, and adheres to all Fleming College policies and procedures not individually described in the Corporations operating policies as set forth by the Fleming College Administration.

3.5 **Fiscal Year** – The fiscal year of the Corporation shall end on March 31st of each year.

3.6 **Invalidity of any Provisions of this By-Law** – The invalidity or unenforceability of any provision of this By-Law shall not affect the validity of enforceability of the remaining provisions of this By-Law.

3.7 **Alcohol** – Corporation funds shall not be used to purchase or reimburse alcohol for personal consumption by any person.

ARTICLE 4 Members

4.1 **Entitlement** – Membership in the Corporation shall be open to:

a. those who are registered as a full-time student at Fleming College who have paid the required student activity fee for the current academic term;

b. those who are registered as part-time students who have paid the student activity fee or

c. those individuals who have been granted honourary or temporary membership by ordinary resolution of the Board.

4.2 **Membership Conditions** – Subject to the Act, there shall be one (1) class of Members in the Corporation. Each Member shall have the right to:

a. Receive notice of, attend, and vote at each meeting of Members. Each Member shall have one vote;

b. nominate a candidate for election as Director;

c. stand for election to the Board of Directors on the condition they meet the qualification requirements;

d. stand for position of Board Chair upon graduation on the conditions they meet the qualification requirements;

e. establish and/or join clubs controlled by the Corporation, according to policies and procedures set out by the Board;

f. vote in any referendum called by the Board or membership;

g. vote in any election;

h. receive supports and services provided by the Corporation for the purposes set out in policies and procedures established by the Board;

i. use property under the control of the Corporation, according to policies and procedures set by the Board of Directors; and

j. propose or second amendments to the By-Laws.

4.3 **Transferability of Membership** – Membership to the Corporation is not transferable.

4.4 **Termination of Membership** – The rights of a member lapse and cease to exist when the membership terminates for any of the following reasons:

a. the member's term of membership expires;

b. the member fails to meet the requirements set out in section 4.1;

c. the member dies;

d. the member resigns in writing as a member; or

e. the Corporation is liquidated or dissolved pursuant to the Act.

Subject to these By-Laws, upon any termination of membership, the rights of the member automatically cease to exist.

4.5 Eligibility – Eligibility for membership may not be limited on the basis of race, ancestry, place of origin, ethnic origin, creed/religion, colour, age, gender, gender identity, gender expression, marital status, family status, citizenship, sex, sexual orientation, or disability.

ARTICLE 5 Meetings of Members

5.1 Place of Meetings– Meetings of the Members may be held at any place within Ontario determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Ontario.

5.2 Annual Meetings – The Board shall call an annual meeting no later than fifteen (15) months after the last preceding annual meeting and no later than four (4) months after audited financial statements of the previous year end have been approved by the Board.

The Board shall call an annual meeting of Members for the purpose of:

a. Presentation of the audited financial statements of the Corporation for the previous fiscal year required by the Act to be presented to the Members.

b. Presentation of the Annual General Board report.

c. Appointing an auditor or, if permitted under the Act, a person to conduct a review engagement;

d. Considering any amendments to the By-Laws of the Corporation;

e. Ratification of the elected Board;

f. Considering the results of any referendum; and

g. transacting any other special business of the Corporation as required by the Act.

5.3 Special Meetings – The Board Chair may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. The Board shall call a special meeting of the Members on written requisition of Members carrying not less than fifteen percent (15%) of the voting rights. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

5.4 Notice of Meetings – Notice of time and place of a meeting of Members shall be sent to the following:

a. to each member entitled to vote at the meeting (which may be determined in accordance with any record date fixed by the Board or failing which, in accordance with the Act);

b. to each Director; and

c. in the case of the annual meeting of Members, to the auditor of the Corporation or to the person appointed to conduct a review engagement of the Corporation.

A notice shall be provided not less than twenty-one (21) days and not more than fifty (50) days prior to the meeting. Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the member to form a reasoned judgment on the business and provide the text of any special resolution or By-Law to be submitted to the meeting.

5.5 **Waiving Notice** – A person entitled to notice of a meeting of Members may in any manner and at any time waive notice of a meeting of Members by sending a written waiver to the Secretary, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

5.6 **Omission of Notice** – The unintentional omission to give notice of a meeting of Members, to any Member, or, any irregularity in the notice of any meeting, or, the non-receipt of any notice by any Member or by the auditor of the Corporation shall not invalidate any resolutions passed or any proceedings taken at any meeting of Members.

5.7 **Persons Entitled to be Present** – The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors, and the auditor of the Corporation. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting. It is highly recommended for all Club Executives and Street Team Volunteers.

5.8 **Chair of Meeting** – In the event that the Board Chair is absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

5.9 **Quorum** – A quorum at any meeting of the Members shall be twenty-four (24) Members. For the purpose of determining quorum, a member may be present in person, or by teleconference and/or by other electronic means.

a. If a quorum is present at the opening of a meeting of Members, the meeting may proceed even if a quorum is not present throughout, unless the number of members in attendance drops below sixteen (16) Members including attending Board Members.

b. Attendance records shall be supervised by the Board Secretary and designated volunteer member of the organization and be retained on file in the Fleming SAC office.

5.10 **Telephonic/Electronic Meetings and Participation** – A meeting of the Members may be held by telephonic or electronic means. Any person entitled to attend a meeting of Members may participate in the meeting using telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person participating through such means is deemed to be present at the meeting.

5.11 **Adjournment** – The Chair of the meeting may, with the consent of the meeting, adjourn the meeting to a fixed time and place; no notice of such adjournment will need to be given to the Members so long as the adjourned meeting takes place within thirty (30) days of the original meeting. Any business may be brought before or dealt with at any

adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

5.12 **Votes to Govern** – All questions proposed for consideration of the Members shall be determined by ordinary resolution of the Members. In case of an equality of votes, the motion will be defeated.

5.13 **Proxy Voting** – members must be present to vote, proxy voting is not permitted.

5.14 **Show of Hands** – Except where a ballot is demanded, voting on any question proposed for consideration at a meeting of Members shall be a show of hands, and a declaration by the Chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

5.15 **Minutes** – The minutes of any meeting of Members will be submitted to the head office and stored on the Fleming College secured network and posted on the Corporation's Website. Any Member may request access to minutes from a meeting of the Members.

5.16 **Referendum** – A referendum is the general polling to find out the opinion of the Members on any issue or question that affects them. Referenda can be called by:

a. ordinary resolution of the Board; or

b. Fifteen percent (15%) or more of the Members signing a membership petition to call a referendum and providing same to the Board Chair.

ARTICLE 6 Board of Directors

6.1 **Powers** – The management of the activities and affairs of the Corporation shall be supervised by a Board of Directors consisting of five (5) elected or appointed Directors. The number of Directors shall be set in accordance with the Act, from time to time, and may be increased or decreased by special resolution.

6.2 **Duties** – Directors shall:

a. Act honestly and in good faith with a view to the best interest of the Corporation, in respect of matters for which the Board has the authority to act;

b. Use reasonable efforts, and judgement, to advance the interests of the Members that they represent, while having greater regard for their duty under section 6.2.a

c. Act as liaison and in consultation between the membership and the Board, and vice-versa;

d. Sit on Board Committees if requested;

e. Attend all meetings of the Board, and any committees to which they are a part;

f. Attend all Member meetings; and

g. Carry out such duties, and uphold any Policies, that the Board may prescribe.

6.3 **Qualifications** – All Members described in Article 4.1.a of these bylaws are qualified to be a Director.

The following persons are disqualified from being a Director:

a. anyone who is less than 18 years of age; or

b. anyone who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property; or

c. anyone who has been found to be incapable by any court in Canada or elsewhere; or

d. anyone who is not an individual; or

e. anyone who has the status of bankrupt; or

f. anyone who is not bondable; or

g. anyone who does not meet the entitlement of membership as described in Article 4 of this By-law; or

h. anyone who does not maintain a G.P.A of sixty-five percent (65%) or higher during each academic semester at Fleming College; or

i. anyone who violates the Fleming College academic and/or student rights and responsibilities policies; or

j. anyone who has previously been removed from the Board; or

k. anyone who is not attending classes during their term in office with the exception of the summer semester only; or

l. anyone who is a graduating student who is not returning to Fleming College for further studies.

Eligibility for elected or appointed director positions may not be limited on the basis of race, ancestry, place of origin, ethnic origin, creed/religion, colour, age, gender, gender identity, gender expression, marital status, family status, citizenship, sex, sexual orientation, or disability.

6.4 **Elections and Term** – In accordance with Board policy, the Members shall elect up to five (5) Directors from the Sutherland Campus, by ordinary resolution. Elected Directors will be ratified by the Members as per section 5.2 of this By-law. Unless determined otherwise by an ordinary resolution of the members, each Director shall be elected for a one (1) year term to begin on May 1st and to end on the following April 30th. There is no limit on the number of terms that an individual may serve as a Director. A Director must consent to hold office before or within ten (10) days of the election or appointment.

6.5 **Vacancy of Office** – A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members, or becomes disqualified to serve as Director by failing to meet the qualifications set out in section 6.3 above.

a. **Voluntary Resignation** – A Director may resign from office by giving a written and dated resignation to the Board Chair, and such resignation shall become effective at the time specified in the resignation.

b. **Forced Resignation** - A Director will be deemed to have resigned upon the occurrence of any of the following events:

   i. Fails to uphold a sixty-five percent (65%) academic average in their last completed semester at Fleming College;

ii. Is not bondable;

iii. Violates the Fleming College academic and/or student rights and responsibilities policies, as determined by special resolution of the Board.

iv. Misses four (4) Board meetings in a term (which shall be determined by Special Resolution of the Board);

v. Fails to perform their duties as a Director, as determined by Special Resolution of the Board;

vi. Violates the Corporations governing documents, including governance and operational policies and procedures, the Letters Patent, and the By-Laws; or

vii. Is convicted of a criminal offence related to or involving the affairs of the Corporation.

The Board Chair will notify the Director, in writing, of the deemed resignation; such notification will be signed by the Board Chair and the General Manager of the Corporation. All records relating to a deemed resignation must be forwarded to the General Manager.

Any Director that is deemed to have resigned will not be eligible to be elected or appointed as a Director or Officer for three (3) years from the date of resignation. Such Director may request a review of their circumstances for resignation and the Board shall, by ordinary resolution, determine that the disqualification to hold office will be removed or upheld.

c. **Removal –** The Members may, by ordinary resolution passed at a meeting of Members, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board. Such Director may request a review of their circumstances for removal and the Board shall, by ordinary resolution, determine that their ineligibility will be lifted or upheld in a future election.

6.6 Vacancies – Subject to Section 6.5, a vacancy on the Board may be filled for the remainder of the term by a qualified individual by ordinary resolution of the Board. Alternatively, a by-election may be called by the Corporation to fill the vacancy in accordance with relevant Board Policy.

6.7 Remuneration and Expenses – The Directors may receive remuneration in recognition of their services. The amount of such remuneration reviewed by the previous Board and will be part of the Corporation's operating budget. Criteria for receiving remuneration will be set by Board policy. Any Director or Officer of the Corporation may receive reimbursement for any reasonable expenses incurred on behalf of the Corporation.

6.8 Borrowing Powers – The Board may not, without authorization of the Members, on behalf of the Corporation:

a. Borrow money on the credit of the Corporation;

b. issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;

c. give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

d. mortgage, 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.

e. The Board shall not borrow any sum of money or enter any contract or commitment that will impose liability upon the corporation.

ARTICLE 7 Meetings of Directors

7.1 Place of Meetings – Meetings of the Board may be held at the registered office of the Corporation or at any other place within or outside of Ontario as the Board may determine. The meeting site and date will be set for each meeting during the previous meeting.

7.2 Calling of Meetings – Meetings of the Board may be called by any two (2) members of the Board, or the Chair. The Board shall meet at least once per month during the term in office.

7.3 Notice of Meeting – Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Article 13 of this By-law to every Director of the Corporation not less than ten (10) business days before the time when the meeting is to be held, except for an emergency meeting (which may be called and held within forty-eight (48) hours.)

Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of, or have otherwise signified their consent to the holding of such meeting. Notice is announced at the original meeting. A notice of meeting need not specify the purpose or the business to be transacted at the meeting.

7.4 Quorum – A majority of the Directors constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or by teleconference and/or by other electronic means. A quorum must be maintained throughout the meeting.

7.5 Resolution in Writing – A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors, shall be as valid as if it had been passed at a meeting of Directors or committee of Directors. A copy of such resolution in writing shall be kept with the minutes of the proceedings of the Directors or committee of Directors.

7.6 Participation at Meeting by Telephone or Electronic Means – A Director may, if all Directors are in agreement and have provided their consent, participate in a meeting of Directors or of a committee of Directors using telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at the meeting.

7.7 Chair of the Meeting – In the event that the Board Chair is absent, the Directors who are present shall choose one of their number to chair the meeting.

7.8 Votes to Govern – At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. Each Director shall have one vote. In case of

an equality of votes, the motion will be defeated. Directors may not appoint proxies to attend meetings in their stead. The Board may invite or permit any person to attend or to speak at any meeting of the Board, but only the Directors will have the right to vote at such meeting.

7.9 Minutes – Minutes from meetings of the Board will be sent to all Directors, to the Fleming College secured network maintained by the Corporation and made available in the office of the Corporation.

ARTICLE 8 Officers

8.1 Appointment – The Board of Directors shall appoint a Secretary and Treasurer from the Board to act as Officers for the Corporation. The Board may also appoint other additional officers, from time to time. As required, the Board shall hire two employees as additional Officers in accordance with Board policy. They are:

a. An officer with the title “General Manager”.

b. An officer with the title “Board Chair”.

8.2 General Manager – The Board of Directors shall hire a General Manager for the Corporation when the position needs to be filled. The hiring will be done in consultation with a third-party human resource service.

a. The Board will delegate to the General Manager, full power to manage and direct the business and affairs of Fleming SAC (except such matters and duties as by law must be transacted or performed by the Board of Directors and/or by the members).

b. The General Manager shall employ and discharge agents and employees of Fleming SAC and delegate to those persons any authority.

c. The General Manager shall conform to all lawful orders given by the Board of Directors and set forth in Corporate policy.

d. The General Manager shall, at all reasonable times, give the Directors all information that may be required regarding the affairs of Fleming SAC.

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

f. The General Manager shall be a signing authority for the Corporation.

g. The General Manager shall represent the Corporation at meetings of organizations or groups of which the Corporations is a member.

8.3 Board Chair – The Board of Directors shall hire a Board Chair for the Corporation when the position needs to be filled. The Board Chair will be a graduating member of the Corporation of the current academic year, or an alumnus of the Membership who has graduated in the previous two (2) academic years before appointment date.

a. The Board Chair must be in good standing with the Corporation. If the Board Chair was at any point a previous member of the Board of Directors, they must not have been removed from the Board for any reason.

8.4 **Responsibilities** – The officers of the Corporation shall have the following duties and powers associated with their positions:

a. **General Manager** – The General Manager shall serve as the Chief Executive Officer for the Corporation and shall have such duties and powers as outlined in their job description. The General Manager shall attend all meetings of the Corporation. The General Manager shall have other powers and duties as may be prescribed by the Corporation. The General Manager shall oversee the overall operation of the Corporation, including staff.

b. **Board Chair** – The Board Chair shall serve at the Chief Advocacy Officer for the Corporation and shall have such duties and powers as outlined in their job description. The Board Chair shall preside at all meetings of the Corporation and shall act as the Chair for the Corporation.

c. **Secretary** – The Secretary shall attend and be the secretary of all meetings of the Board and Members. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings. The Secretary shall give, or cause to be given, as and when instructed, meeting notices to Members, Directors, the auditor, and members of committees. The Secretary shall be the custodian of all books, papers, records, documents, and other instruments belonging to the Corporation. The Secretary shall have such other duties and powers as the Board may specify.

d. **Treasurer** – The Treasurer shall attend all meetings of the Board and Members. The Treasurer shall have general oversight of all financial affairs of the Corporation. The Treasurer shall approve all financial payments of the Corporation and monitor the financial status of the Corporation.

The powers and duties of all other officers of the Corporation shall be as what the terms of their engagement call for, or the Board requires of them. The Board may from time to time and subject to the Act, vary, add to, or limit the powers and duties of any officer.

Term in Office – The term in office for Officers is as follows:

a. Officers with the title of Secretary and Treasurer, shall be appointed for one (1) year. There shall be no limit on the number of terms that an individual may serve as an officer in these positions.

b. The Board Chair shall serve one (1) term in office. Upon review and a vote of confidence by the Board of Directors, the Board Chair may hold office for a second term. The Board Chair cannot hold office for more than two (2) consecutive terms.

8.5 **Vacancy in Office** – An officer, titled Secretary, Treasurer, and Board Chair shall hold office until the earlier of:

a. the officer's successor being appointed at the end of the officer's term;

b. the officer's resignation;

c. the removal of the officer by resolution of the Board;

d. such officer ceases to be a Director, if a necessary qualification; or

e. such officer's death.

If the office of any officer of the Corporation shall be or becomes vacant, the Directors may, by resolution, appoint or hire a person to fill such vacancy.

ARTICLE 9 Protection of Directors, Officers, and Others

9.1 Standard of Care – Every Director and Officer of the Corporation, in exercising such person's powers and discharging such person's duties, shall act honestly and in good faith with a view to the best interests of the Corporation and shall meet the standard of care required by the common law and the Act, which shall be no less than the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Corporation shall comply with the Act, the regulations, Letters Patent, and By-Laws.

9.2 Limitation of Liability – Provided that the standard of care required of the Director under the Act and the By-Laws has been satisfied, which includes relying in good faith on financial statements of the Corporation presented by an officer, reports of the auditor or person conducting a review engagement, financial reports of the Corporation presented by an officer, a report or advice of an officer or employee of the Corporation, or a report of a professional, no Director shall be liable for money or property distributed or paid by the Corporation contrary to the Act.

9.3 Indemnification of Directors and Officers – The Corporation shall indemnify each former and present Director and Officer of the Corporation, and each other individual who acts or acted at the Corporation's request as a Director or Officer or in a similar capacity of another entity, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that association with the Corporation or other entity if:

a. the person was not judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done;

b. the person acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation's request; and

c. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.

The Corporation may indemnify such persons, and their heirs, executors, administrators, and legal representatives, in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law.

9.4 Insurance – Subject to the Act, the Corporation shall purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to Section 9.3 against any liability incurred by the individual, in the individual's capacity as a Director or an Officer of the Corporation; or in the individual's capacity as a Director or

Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

9.5 **Advances** – With respect to the defence by a Director or Officer or other individual of any claims, actions, suits or proceedings, whether civil or criminal, for which the Corporation is liable to indemnify a Director or officer pursuant to the terms of the Act, the Board may, if permitted by the Act, authorize the Corporation to advance to the Director or officer or other individual such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director or officer to the Corporation disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance. The Director or officer shall repay the money advanced if the Director or officer if required to do so by the Act.

ARTICLE 10 Committees

10.1 **Appointment** – Board Committees, when used, will be assigned to help the Board do its job, to reinforce the wholeness of the Board's job, and so never to interfere with delegation from the Board to Board Chair.

The Board may designate one or more Directors to committees of the Corporation. The Board may designate one or more Directors as alternates members of any committee, who may replace any absent or disqualified members at any meeting of the committee.

In the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not that member or members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any absent or disqualified member.

10.2 Board committees are to help the Board do its job, not to help or advise staff. Committees ordinarily will assist the Board by preparing policy alternatives and implications for board deliberation. In keeping with the Board's broader focus, Board Committees will normally not have direct dealings with current staff operations. No such committee will have the power or authority in reference to the following matters:

a. Approving or adopting, or recommending to the Members, any action or matter (other than the election or removal of Directors) expressly required by law to be submitted to Members for approval; or

b. Adopting, amending, or repealing any By-law of the Corporation.

10.3 **Tenure** – Each member of a committee will serve at the pleasure of the Board.

10.4 **Meetings and Notice** – The method by which Directors' meetings may be called and the notice requirements for these meetings as set out in these By-laws will apply to any committee as appropriate.

10.5 **Quorum** – The requirements for a quorum for a committee shall be set out in a term of reference for such committee.

10.6 **Resignation and Removal** – Any Director sitting on a committee may be removed at any time, with or without cause, by a resolution adopted by a majority of the full Board. Any Director sitting on a committee may resign from the committee at any time by giving written notice to the Board Chair of the Corporation, and unless otherwise specified in the notice, the acceptance of this resignation will not be necessary to make it effective.

10.7 Vacancies – Any vacancies by a Director on a committee may be filled by ordinary resolution adopted by the Board.

10.8 Committee Rules of Procedure – A committee shall elect a presiding officer from its members and may fix its own rules of procedure provided they are not inconsistent with these By-Laws. A committee will keep regular minutes of its proceedings, and report the activities of the committee to the Board at the first subsequent meeting of the Board.

ARTICLE 11 Execution of Instruments

11.1 The Board may give authority to any Officer or agent to make any contract or execute and deliver any instrument in the name of the Corporation and its behalf, and that authority may be general or specific.

a. **Contracts -**There will be two officers of the Corporation with the ability to bind the corporation into Contracts: the General Manager and Board Chair.

b. The Board may, from time to time, direct the manner in which, and the person or persons by whom documents generally and/or a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal to the Document.

c. **Corporate Seal** – The Corporate seal shall be affixed to all original copies of contracts of the Corporation.

ARTICLE 12 Finances

12.1 Banking – Outside of any funds held in trust by Fleming College from student ancillary fee collection, all banking business of the Corporation shall be transacted at such bank, trust company or other firm carrying on a banking business in Canada or elsewhere as the Board may designate, appoint, or authorize from time to time by resolution. The banking business or any part of it shall be transacted by a signing officer or officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct, or authorize.

a. Fleming SAC student ancillary fees collected by Fleming College, and kept in Asset Accounts for the Corporation, will be held in trust by Fleming College on behalf of the Corporation.

12.2 Purchasing – All purchase orders, cheque requisitions, receipts for payment and recording, cheques, EFT's, online bill payments, bills of exchange, or other orders for payment of money must be authorized by one (1) signing officer of each group of authorized signatories. One must be a designated Director, the other must be a designated manager as per the banking resolution.

a. In the case of equipment purchases, where there are goods and/or services of comparative value that exceed eight thousand dollars ($8,000), three proven attempts for quotes will be required.

b. The Board must approve through ordinary resolution any purchases made outside of the approved budget.

c. In special circumstances where an asset is required to conduct effective business, a purchase of eight thousand dollars ($8,000) or less can be made without authorization by the Board Chair or General Manager. Such purchases must be reported to the Board at the following Board meeting.

d. All purchases must be attempted to be made through Ontario suppliers unless otherwise unavailable.

12.3 Financial Reporting – Updated financial reports must be presented and approved by the Board on a quarterly basis.

12.4 Budget – The Corporation's annual operating budget must be reviewed by the Board of Directors for the purpose of monitoring and maintaining the budget on an ongoing basis. A final proposed budget for the following fiscal year must be presented to, and approved by the Board on or before the last day of their term.

Any business undertaken in the Corporation's name, and is authorized by the Board, shall be used to advance the Corporation's interest and not for personal gain by any person for any purpose. All purchases made on behalf of the Corporation must be made pursuant to the Board-approved budget and policy.

12.5 Auditor – An independent external auditor or a person appointed to conduct a review engagement at the Annual General Meeting shall prepare a statement of the Corporation's financial position for the preceding fiscal year.

a. Such individual shall be duly licensed under the laws of the Province of Ontario, and shall not be a Director, an Officer, or an employee of the Corporation, or partner, employer, or employee of any such person.

b. The audited financial statements shall be presented to, and approved by the Board no later than six (6) months after the fiscal year ends.

c. The approval of the audited financial statements shall be evidenced by the signature of one or more Directors of the Corporation

d. The audited financial statements shall be presented to the membership at the following Annual General Meeting.

e. The Board shall immediately fill a vacancy in the position of auditor or person appointed to conduct a review engagement should a vacancy occur.

12.6 Loans – Without authorization by a resolution of the Board, the Corporation is prohibited from making or accepting loans in its name or issuing evidences of indebtedness in its name. The authorization of the Board for the Corporation to perform these acts can be general or specific.

12.7 Cheques, Drafts, Notes – All cheques, EFT's, online payments, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation must be signed by a designated Officer or Officers, agent or agents of the Corporation and in a manner as will from time to time be determined by resolution of the Board.

12.8 Deposits – All funds of the Corporation not otherwise used will be deposited to the credit of the Corporation in banks, trust companies, or other depositories designated by the Board.

12.9 Voting Securities Held by the Corporation – The Board Chair, or another Officer or agent designated by the Board will, with full power and authority attend, act, and vote, on behalf of the Corporation, at any meeting of security holders or interest holders of other

corporations or entities in which the Corporation may hold securities or interests. At that meeting, the Board Chair or other delegated agent will have and execute any and all rights and powers incidental to the ownership of the securities or interests that the Corporation holds.

12.10 Conflict of Interest by Directors – A Director or Officer of the Corporation will be disqualified from voting as a Director or Officer on a specific matter where that Director or Officer deals or contracts with the Corporation either as a vendor, purchaser, or otherwise.

A Director or Officer of the Corporation will not be disqualified as a Director or Officer for the sole reason that the Director or Officer deals or contracts with the Corporation either as a vendor, purchaser, or otherwise.

12.11 Loans to Employees and Officers – The Corporation will not permit any loans to be granted to any person whatsoever.

ARTICLE 13 Notices

13.1 Method of Giving Notice – Any notice (which term includes any communication or document) to be given to a Member, Director, Officer, member of a committee of the Board, or the auditor shall be sufficiently given if delivered by mail, courier or personal delivery, or by an electronic, telephonic, or other communication facility.

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 electronic or similar communication shall be deemed to have been given when delivered to the appropriate electronic server or equivalent facility. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, auditor, 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.

13.2 Omissions and Errors – The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-Law, or any error in any notice not affecting its substance, shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

13.3 Waiver of Notice – Any person entitled to notice may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing.

ARTICLE 14 Dispute Resolution

14.1 Policy Dispute Resolution – Disputes or controversies among Members, Directors, or Officers of the Corporation are, to the further extent permitted by law, to be resolved in accordance with mediation and/or arbitration as provided in Section 14.2.

14.2 Dispute Resolution Mechanism – In the event that a dispute or controversy among Members, Directors, or Officers of the Corporation arising out of or related to the Letters Patent or By-Law, or out of any aspect of the operations of the Corporation, is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the Members, Directors, or officers of the Corporation as set out in the Letters Patent, By-Law or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

b. The number of mediators may be reduced from three to one or two upon agreement of the parties.

c. If the parties are not successful in resolving the dispute through mediation, then the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the laws of the Province of Ontario. All proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law, or mixed fact and law.

All costs of the mediators appointed in accordance with this Section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this Section shall be borne by such parties as may be determined by the arbitrators.

ARTICLE 15 Amendments & Ratification

15.1 By-Law and Effective Date – Subject to the Letters Patent, the Board 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 the Board until the next meeting of Members where it must 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.

This Section does not apply to a By-Law amendment that requires a Special Resolution under the Act because such By-Law amendments are only effective when confirmed by the Members.

Upon the enactment of this By-Law, all previous By-Laws of the Corporation shall be repealed. Such repeal shall not affect the previous operation of any By-Law or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred

under, or the validity of any contract or agreement made pursuant to, or the validity of any Letters Patent of the Corporation obtained pursuant to, any such By-Law pursuant to its repeal. All Directors, Officers, and persons acting under any By-Law so repealed shall continue to act as if appointed under the provisions of this By-Law and all resolutions of the Members and of the Board with continuing effect passed under any repealed By-Law shall continue as good and valid except to the extent inconsistent with this By-Law and until amended or repealed.

CONFIRMED by the Members this 20th day of October 2026

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Board Chair – Kaya Thompson

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Secretary – Abby Mandar