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

McMaster Association of Part-time Students

Be it enacted, as By-law 1 of McMaster Association of Part-time Students, as follows:

Definitions
1. In this by-law and all other by-laws and resolutions of the Corporation unless the context otherwise requires:
   a. “AGM” means the Annual General Meeting of the members of the Corporation.
   b. “Board” means the Board of Directors of the Corporation.
   c. “Board member” or “Director” means an elected member of the Board.
   d. “Business of the Corporation” means those things that the Membership votes on, including statutory requirements, election of directors, appointing of auditor and business defined in the by-laws.
   e. “Ex officio” means a person who is entitled to receive notice of, attend and participate at a meeting by virtue of their position, but the person has no vote and may be excused at the meeting’s discretion.
   f. “Information meeting” means a meeting of the membership that is conducted in person with computer mediated communications capacity allowing members to participate in discussions remotely. Information Meetings do not conduct votes, so they can proceed without quorum. An information Meeting must be held prior to a referendum to provide a venue for discussion of the items on the referendum ballot.
   g. “MAPS”, the “Corporation”, or the “Association” means McMaster Association of Part-time Students.
   h. “McMaster” or “University” means McMaster University.
   i. “Member” and “Membership” refer to members in the General Membership category of members of the Corporation.
   j. "SGM" means Special General Meeting of the members of the Corporation.
   k. Words importing the singular includes the plural and vice-versa.
   l. Words importing one gender include all genders.

Head Office
2. The Head Office of the Corporation shall be at or near McMaster University, in the City of Hamilton, in the Province of Ontario, which may be changed in accordance with applicable law.

Seal
3. The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Corporation shall be the custodian of the corporate seal.
Purpose and Scope
4. The purpose and scope of the Corporation is to represent McMaster Part-time students, in order to:
   a. Promote the academic interests of Part-time students at McMaster;
   b. Promote a cultural and social environment at McMaster of benefit to Part-time students;
   c. Present information and concerns to the University and the university community regarding the needs of Part-time students at McMaster; and
   d. Promote the interests of McMaster University with the community at large, when they are not in opposition to the interests of Part-time students.

General Membership
6. The General Membership consists of:
   a. Current McMaster undergraduate degree students enrolled in 17 units or fewer in the academic session;
   b. Current McMaster students enrolled in certificate or diploma programs through McMaster’s Centre for Continuing Education;
   c. Current McMaster students enrolled in the Clinical Behavioural Sciences Program;
   d. Any other current McMaster students who are assessed the MAPS fee by the University;
   e. Current members pursuant to any agreement in place between the Corporation and other student representative bodies regarding membership; and
   f. Current members of the Board of Directors.

7. Rights of Members: All Members have the right to participate as a member of the Corporation in accordance with the by-laws and applicable law; which includes the right to vote in the Associations’ elections, referenda, and general meetings.

8. Duration of Membership: Membership duration for Members who qualify under section 6 (a through e), shall be the same as the academic session for which they paid MAPS fees. The membership of a Director will cease when his term of office expires, and he does not otherwise qualify for membership.

9. One person, one vote, non-transferrable: Each Member is entitled to only one vote. Membership is not transferable.

10. Membership and Additional Fees
   a. The amount of the Membership fee shall be approved by the Membership through a referendum or General Meeting called for that purpose, as provided for in these by-laws. The Board will establish a means to validate any change of request of the fees.
   b. The Membership may also approve by referendum or General Meeting the collection of additional fees from the Membership for specific purposes.
   c. The Membership may change the Membership Fee or any ancillary fee created under this section, as follows:
i. If the change of fee is less than 20% of the Corporation’s annual expenses, the fee can be changed with a simple majority vote in favour.

ii. If the change of fee is 20% or greater than 20% of the Corporation’s annual expenses, the fee can be changed with a 2/3 vote in favour.

iii. The Membership may not change a fee if there is an agreement in place with a third party with respect to the fee; unless the agreement provides for it.

### Business of the Corporation

11. Between January and April of each year, and at other times as required, the Board of Directors will ensure that the business of the Corporation is conducted, through meetings or referenda. The following chart describes what business is to be conducted and how it is to be conducted. The business shall include, but not be limited to:

<table>
<thead>
<tr>
<th>Items to be conducted annually, between January and April (required by Statute)</th>
<th>If business is conducted at meetings of the Membership</th>
<th>If business is conducted by Referenda</th>
</tr>
</thead>
<tbody>
<tr>
<td>A. Consideration of the Corporation’s Audited Financial Statements for the prior fiscal year</td>
<td>Yes, no motion required</td>
<td>Presented at information Meeting, no ballot question required.</td>
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<tr>
<td>B. Appointment of the Corporation’s Auditors</td>
<td>Yes, motion required</td>
<td>Presented at information Meeting, appointment is a referendum question.</td>
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| Business to be conducted when the membership is called |
|---|---|---|
| C. Approval of last meeting minutes | Yes, motion to accept. | Not applicable |
| D. Board of Directors report | Yes, no motion required. | A report shall be given at the information Meeting |
| E. Ratification of directors elected by acclamation | Yes, motion to ratify | Presented at information Meeting, vacancies to be elected by the membership |
| F. Presentation of other information or material relating to the Corporation by the Board | Yes, motion(s) may be called if action required | Presented at information Meeting. Any item requiring membership approval will be a referendum question. |

12. The Board will ensure that electronic balloting is available for all referenda and advance polls, as may be needed, or in the alternative provide another means to vote that verifies the members’ credentials to vote but enables the vote to be cast from remote locations. For greater clarity, verification of the member shall
be conducted in such a way that the votes are verified as having been made by the Members entitled to vote but without being able to identify how each Member voted.

13. The Board will normally call a general referendum to conduct the business of the Corporation, but may call a general meeting or special meeting if circumstances warrant it. The primary consideration of the Board will be to maximize the participation of the Membership in business of the Corporation.

14. **Notice provision for a Meetings of the Membership or Referenda**

   a. **First Notice**: The Corporate Secretary (or designate) shall make a call for agenda items and a call for nominations from among the Membership for vacant positions on the Board and other positions appointed by the Membership at least 6 weeks prior to the date set for the General Meeting or the Referendum’s Information Meeting. The call for nominations shall include a reasonable deadline for nominations. The calls shall be done by electronic mail, or Canada post for members where no email address is available, and notice shall also be posted on the Corporation’s website, social media sites, and any bulletin or electronic signage available to the Corporation.

   b. **Board review of agenda items**: The Board will review and set the agenda for the General Meeting/Information Meeting based on items it wishes to bring to the membership and include requests from the membership that are in order for the meeting/session.

   c. In setting the agenda, the Board:

      i. May combine requests for agenda items that deal with similar issues if consolidating the items does not substantively change the original intent.

      ii. Shall not include items that cannot properly be dealt with by the Membership. Examples of such items include matters before the courts, matters protected by solicitor-client privilege, and matters that require substantial prior research, or other reasonable cause.

      iii. Shall note items that were not included on the agenda for review and consideration for the next meeting or referenda called, or may recommend the issue be referred to the Board.

   d. **Second Notice for General Meeting**: The agenda for a meeting or information Meeting will be sent to the Membership at least 4 weeks before the Meeting; using the same methods as the First Notice. The Second Notice shall include a final agenda, electronic links to access meeting and nomination materials online, and instructions to members on how to review a hard copy of the materials, which shall be maintained in the Corporation’s offices, readily available for review.

   e. **Second Notice for Information Meeting**: The agenda for the Information Meetings follows the same provisions as Second notice for a General Meeting and the provisions outlined in By-law 4, section 9.

   f. **Special General Meeting/ Special Information Meeting – Only one notice of meeting provided**: Special meetings are called to address a specific set of items; therefore only one notice of meeting shall be provided and it shall follow the Second Notice Provisions for General Meetings or Information Meetings, depending on which is being called, and the provisions of By-law 4 section 9 as applicable. The Board shall determine the agenda items for any special meetings or information Meetings and may not change the agenda once notice has been given.

   g. **No new business permitted**: Unless otherwise allowed by these by-laws or by applicable law, business items that were not included in the second notice agenda package (for example, new business items) will not be considered at General meetings nor will they be placed on the ballot for a referendum. This ensures that all members have an equal opportunity to review and consider the matters at hand.
h. Items that are brought before a general meeting or an information Meeting may, be referred to
the Board by the Membership, placed on the next scheduled meeting agenda / referendum, or call
a special meeting or special referendum to consider the matter.

Meetings of the Membership
15. Should a referenda of the Membership not be possible, the Board may call a general or special meeting.
The notice provision for both general and special meeting described in section 14.
16. Meetings may be called by
   a. the President, who may call a general or special meeting; or
   b. a majority of the Directors in office (for greater clarity, the majority is calculated without including
      vacant positions on the Board), who will also determine if the meeting is special or general in
      nature and set the day and the time of the meeting; or
   c. by petition signed by 3% of the membership. Meetings called by petition shall be deemed special
      meetings and subject to the appropriate notice provisions. The petition must be received by the
      Corporate Secretary (or designate) and must indicate the business of the meeting. Petitioned
      special meetings must be held within seven weeks of the petition being received.
   d. Meetings will normally be held on or near either the main or downtown campus of McMaster
      University at a date and time generally convenient to Part-time students.
   e. Minutes of all meetings shall be taken during the meeting. Draft open session minutes will be
      available online within four weeks of each meeting. The Board will review the draft open session
      minutes prior to having them put online.

Presiding Rules at General Meetings
17. The following procedural rules and requirements govern General Meetings:
   a. Quorum:
      i. Quorum for all Meetings shall be 3% of Members physically present in the room or present
         through other Board-approved telephonic or computer mediated communications which
         enable real-time communication between all participants and allow for membership
         verification.
      ii. If quorum is not achieved:
          1. The General Meeting will not be called to order and the Board will issue notice of
             an Information Meeting to be held within 2 weeks of the general meeting
          2. The Board of Directors is empowered to act with respect to the matters outlined
             in section 11 (a and b). All other agenda items must be put to referenda or
defered to a special or general meeting, at the Board’s discretion
      iii. If a General Meeting is permanently adjourned due to quorum or if a rescheduled or
          reconvened General Meeting fails to achieve quorum, the Board shall immediately convene
          without notice to determine if a referendum should be held regarding any outstanding
          agenda issues.
      iv. If advance polls are employed, they shall be counted when that question is either called at a
          General Meeting; provided the question voted on is the same. If the questions are not the
          same, the advance polls for that item will not be counted
b. Unless specified otherwise in the by-laws or by applicable law, all General Meeting matters save elections shall be decided by majority vote through a show of hands, unless a member requests the vote be recorded. A declaration by the presiding officer that a motion has carried or defeated will be noted in the minutes, which shall serve as sufficient evidence of the vote and its result. Elections will be by secret ballot.

c. In the event of an equal number of votes in favor and opposed, there shall be no casting vote, and the motion is defeated.

d. For General meetings, the Executive Director or Corporate Secretary shall serve as the returning officer for all secret ballots. The returning officer shall also be responsible for reporting any advance poll results to the meeting when the motion is being voted on by the Membership present. Where advanced polls, a ballot count, or recorded vote is required at the meeting, the presiding officer will call upon a Board member who is not an officer and Member to assist the returning officer in vote counts and to act as scrutineers to verify the vote recording and results. Should one or both of these people be unavailable, the presiding officer may select one or more Members to serve.

Referenda procedures

18. The Procedures for referenda are set out in By-law 4.

Notices to Members and Directors

19. When sending notices by electronic means, the Corporation shall use the Membership List, as defined in Bylaw 4 Section 18.

20. Similarly written notice will be sent to the address on the Membership List.

21. Notices sent to directors shall be to the last email address provided by the director and the address recorded on the books of the Corporation shall be used for written notice.

Non-material Errors or Omissions Do Not Invalidate Proceedings or Decisions

22. A non-material error or omission shall not invalidate proceedings or decisions. Any error or omission must be shown to be material and not otherwise waived. In assessing materiality, considerations shall include if the results have or would be reasonably affected and whether reasonable remedial steps were taken.

23. The following are examples of material errors that would require reasonable remediation or may invalidate results or proceedings:
   
   a. If certain Membership notices differ by indicating a location, date, or time that is incorrect from the actual meeting details. A reasonable person would expect all notifications would provide the same information. However, an original notification that was superseded by a revised notification in a timely manner does not constitute a material error, so long as the revised notification clearly indicates appropriate revisions and corrections.
   
   b. An erroneous notification that could be construed as targeting or attempting to exclude a group by geography or faculty, and no remedial steps were taken to correct the notification.

Disputes referred to tribunal
24. Where there is a disputed question regarding the materiality of errors or omissions or whether they were otherwise waived, an ad-hoc dispute resolution panel shall be struck to make a final determination.

**Adjournments of Committee Meetings and Board Meetings**

25. The Board and its committees may adjourn and reconvene their respective meetings as and when they see fit. A resumed meeting will not entertain additional business beyond the outstanding items unless all members consent or the meeting is part of the next scheduled meeting.

26. The chair shall normally adjourn a meeting when a quorum is no longer present. But may also act practically to continue the work of the meeting. This could take the form of dealing with non-decision items in the interim if the chair expects that quorum will be re-established; the body may also conduct informal discussions and decisions on behalf of those present, which would become formal decisions once ratified by additional voting members who were not present.

**Financial-Related Issues**

27. The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

28. The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

29. The remuneration of the Corporation’s auditor shall be fixed by the Board.

30. If for any reason the office of Auditor is vacated, the Board shall review the results of the last competitive bid process for Auditor and seek to engage the firm that was the next highest ranked among submissions. If that option is not available, the Board shall immediately run a competitive bid process to secure an Auditor, and the Board shall have the power to appoint the Auditor under these circumstances.

**Computation of Time**

31. Where a given number of days’ notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period. If the last day of the period falls on a holiday, the period shall be extended so that the last day is the next day.

**Severability and Precedence**

32. The invalidity or unenforceability of any part of this or any other by-law shall not affect the validity or enforceability of the remainder of this or any other by-law. If any of the provisions contained in the by-laws are inconsistent with those contained in the Letters Patent or applicable law, the provisions contained in the Letters Patent or the applicable law, as the case may be, shall prevail.

**Amendments to By-laws**

33. The Members may from time to time amend the Corporation’s by-laws in accordance with applicable law and any specific requirements of these by-laws. In particular, changes to items requiring two-thirds approval of the membership may only be amended with two-thirds approval of the applicable quorum requirement. Amendments will normally be on the recommendation of the Board. Prior to submission and ratification by the Membership, the Board may, from time to time in accordance with applicable law, pass or amend on an interim basis the Corporation’s by-laws, other than a provision respecting the transfer of shares or the purchase of shares.