



By-Laws

**A By-Law relating generally to the transaction of the business and affairs of
Mohawk Students' Association
(the "Association")**

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BE IT ENACTED as a By-Law of the Association as follows:

ARTICLE I. INTERPRETATION

Section 1.01 — Definitions

In this Bylaw and all other Bylaws and Resolutions of the Association, unless the context otherwise requires:

- (a) **“Act”** means the *Not-for-Profit Corporations Act, 2010* (Ontario), including the regulations made under it, as amended or replaced from time to time;
- (b) **“Associate Members”** means the Associate Members of the Association as defined in Article VIII;
- (c) **“Association”** means the association incorporated as a corporation without share capital under the Act by letters patent dated the 11th day of December 1964 and named Mohawk Students' Association of the Mohawk College of Applied Arts and Technology; and subsequently renamed Mohawk Students' Association by Supplementary Letters Patent dated the 27th day of March 1997;
- (d) **“Board”** means the Board of Directors of the Association as defined by Article IV;
- (e) **“By-Laws”** means this By-Law and all other By-Laws of the Association in force and effect, approved and amended by the Members of the Association, in accordance with this document and other relevant legislation, as may be passed from time to time in accordance with the Act;
- (f) **“Director”** means a voting member of the Board of Directors, as defined in Article IV;
- (g) **“Executive”** means the President and/or various Vice Presidents of the Association, who shall be Ex-Officio, non-voting members of the Board of Directors;
- (h) **“Executive Director”** is the Managing Administrator of the Association, who shall be Ex-Officio, non-voting member of the Board of Directors;
- (i) **“Ex-Officio”** means an individual who shall sit on the Board of Directors by virtue of their position, who may be voting or non-voting as specified by Article IV;
- (j) **“Extraordinary Resolution”** means a resolution passed by at least eighty percent (80%) of the votes cast at a Special Meeting of the Members;

- (k) **"Full Member"** means the Full Members of the Association as defined in Article VIII;
- (l) **"Letters Patent"** means the letters patent incorporating the Association, as from time to time amended and supplemented by supplementary letters patent;
- (m) **"Meeting of Members"** includes an annual meeting of members and a special meeting of members;
- (n) **"Member"** shall mean either a Full or Associate member; as defined in Article IIX;
- (o) **"Officer"** means either a voting or non-voting member of the Board of Directors, as defined in Article IV;
- (p) **"Ordinary Resolution"** means a resolution passed by a simple majority of votes (50% + 1) cast on that resolution;
- (q) **"Policies"** refer to any document made in support of this document as approved by the relevant governing body, from time to time;
- (r) **"Special Resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

Section 1.02 — Clarifications and Specifications

In the interpretation of this By-Law and all other By-Laws and Resolutions of the Association, 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) Words importing gendered terms shall include the neutral;
- (d) the word "person" shall mean an individual, corporation, partnership, trust, joint venture, or an unincorporated association or organization;

- (e) The headings used in this By-Law are provided for reference only and shall not influence the interpretation or application of any terms of provisions;
- (f) 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 email addresses.

ARTICLE II. OBJECTS OF THE ASSOCIATION

Section 2.01 — Letters Patent

The Association collects student fees, receives other revenues, and administers and allocates its financial resources to advance its objects and fulfill its mission in support of Mohawk College students.

As set out in the Articles of Incorporation of the Association, the objects of the Association are:

- (a) To represent, advocate for, and advance the interests of Mohawk College students and to amplify student voices in matters that affect their educational experience, well-being, and success.
- (b) To promote, support, and provide opportunities that enhance student success, well-being, belonging, and personal development.
- (c) To operate student-centred facilities, provide services, and steward assets that support student success, well-being, engagement, and community, while ensuring these resources remain primarily dedicated to the needs and interests of Mohawk College students.
- (d) To collaborate with Mohawk College and external partners to expand opportunities, strengthen student success, and enhance the quality of student life.

PROVIDED, however, that it shall not be lawful for the Association hereby incorporated directly or indirectly to transact or undertake any business within the meaning of The Loan and Trust Associations Act.

ARTICLE III. BUSINESS OF THE ASSOCIATION

Section 3.01 — Head Office

Until changed in accordance with the Act, the head office of the Association shall be in the City of Hamilton, in the Province of Ontario.

Section 3.02 — Corporate Seal

Until changed in accordance with the Act, the Corporate Seal of the Association shall be in the form impressed hereon.

Section 3.03 — Fiscal Year

Until otherwise set by the Board, the fiscal year of the Association shall end on the 30th day of April of each year.

Section 3.04 — Execution of Instruments

Deeds, transfers, assignments, contracts, obligations and other instruments may be signed on behalf of the Association by any two (2) of the Chair, and the Executive Director, or as the Board may from time to time direct. In addition, the Board may from time to time direct the manner in which the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any person authorized to sign an instrument on behalf of the Association may affix the corporate seal thereto. All finances drawn against any account of the Association shall bear the signature of any two (2) persons authorized by the Board, who shall normally consist of the Executive Director and another member of the leadership team as appointed by the Board. The Board may appoint additional signatories, as required, from time to time.

Section 3.05 — Banking Arrangements

The banking business of the Association shall be transacted with such banks, trust companies or other firms or corporations carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by Special Resolution. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may prescribe or authorize.

ARTICLE IV. DIRECTORS AND OFFICERS

Section 4.01 — Number of Directors

The number of voting Directors shall be between three (3) and fifteen (15), inclusive, as determined by Resolution through the Association's Governance Policies of the Board.

Section 4.02 — Composition of the Board of Directors

(a) The Board shall be comprised of the following voting positions:

(i) Directors, appointed by the Full Members at a Members' Meeting;

(b) The Board shall be comprised of the following Ex-Officio, non-voting positions:

(i) Board Chair, as appointed by Board;

(ii) Executive Director and Board Secretary, as appointed by Board;

(iii) Executive, as elected or appointed by Full Members.

(c) Such other Directors or Officers, as appointed or elected, will be in accordance with the Association's Governance Policies, as amended. The Directors or Officers may provide additional qualifications for any Director or Officer in the Association's Governance Policies.

(d) The voting membership of the Board must consist of at least seventy-five percent (75%) Full Members.

(e) The total voting and non-voting complement of the Board shall not exceed twenty (20) members.

(f) Any Directors not meeting the criteria for a Full Member shall be considered an Associate Member for the duration of their appointment, ceasing to be a member upon their resignation, removal from office or the completion of that appointment.

Section 4.03 — Qualifications

- (a) Unless otherwise specifically provided for in this By-Law, individuals must meet and maintain all eligibility requirements and qualifications as specified prior to their election or appointment, and throughout the duration of their term of office:
 - (i) Be eighteen (18) or more years of age;
 - (ii) Reside in Ontario throughout the term of office;
 - (iii) Be legally eligible to work in Canada, including possession of a valid Social Insurance Number (SIN);
 - (iv) Have not been deemed incapable of managing property under the *Substitute Decisions Act, 1992* or the *Mental Health Act*;
 - (v) Have not been declared incapable by any court in Canada or elsewhere;
 - (vi) Have not declared bankruptcy in Canada or elsewhere;
 - (vii) Have no criminal or pending criminal offences on individual record in Canada or elsewhere;
 - (viii) Is bondable;
- (b) Directors elected or appointed to the Board under Section 4.02(a) of these By-Laws must meet the following qualifications, in addition to those outlined in Section 4.03(a) inclusive:
 - (i) Be or have been a Full Member of the Association;
 - (ii) If a current Full Member, must have an overall grade point average of 70%;
 - (iii) Not be employed as a full-time or part-time employee of the Association, unless the individual agrees to resign their paid position prior to taking office;
 - (iv) Not have any outstanding financial debts with Mohawk College or the Association;
 - (v) Have no violations under Mohawk College's Student Behaviour Policy,

Academic Integrity Policy and/or the Association's Governance Policies;

- (vi) Has neither resigned nor been removed from office subject to part of a disciplinary process.
- (c) Notwithstanding section 4.03(a), members of the Executive are required to have been a Full Member of the Association and shall meet other qualifications as determined by resolution on the Association's Governance Policies. The Executive are expected to comply with the terms of employment pertaining to their roles, as outlined in Job Descriptions, Employment Contracts, and any other relevant Association documents as approved by the Board.
- (i) Should the position of President become vacant part-way through their term of office, the Board may choose to allow the replacement to take a full or partial course load as determined by Resolution of the Board.
 - (ii) Should the President's replacement be approved to take a full or partial course load, they will be excluded from participating in co-operative education and/or work- integrated learning opportunities.
 - (iii) Members of the Executive shall be eligible for re-election to the Executive for one (1) additional term, immediately following their current term of office, provided however that no such individual shall be eligible for further election or re-election beyond a total of two (2) terms of office.
- (d) Notwithstanding section 4.03(a), any voting member of the Board may continue to serve as a Director and complete their term of office following graduation from their program provided there is correspondence, in writing, signifying their intent to do so and confirmation by the Board.

Section 4.04 — Elections and Nominations of Directors, Officers and Executive

- (a) Members eligible to be Directors, Officers or Executive shall be nominated in accordance with the Association's Governance Policies, as determined by the Board.
- (b) Directors, Officers and Executive shall be elected by electronic means, at a Meeting of the Members', or appointed, no later than March of each year, in accordance with the Association's Governance Policies, as determined by the Board.

- (c) The Board shall appoint a Chief Returning Officer to oversee the election of Directors, Officers and Executive each year. This individual shall have authority to disqualify candidates and to declare an election of a candidate invalid as a result of not being in accordance with this By-Law, Association's Governance Policies or any election rules as determined by Mohawk College.

Section 4.05 — Term of Office

All Directors, Officers and Executive, shall be elected or appointed for a term of one (1) year, commencing on the 1st day of May and ending on the 30th day of April the following year. Each Director and Officer shall hold office until their successor is elected or appointed, except that the term of office of each Director, Officer and/or Executive shall expire if and when, they shall cease to be eligible in accordance with Sections 4.03, 4.06, 4.08 or the Associations Governance Policies as established by the Board.

Section 4.06 — Resignation

- (a) A Director, Officer or Executive may resign from office by giving a written and dated resignation to the Chair of the Board. Such resignation shall become effective at the time specified in writing or, if no time is specified, it is effective immediately. **The resignation shall be reported to the Board at its next meeting and entered into the minutes. No acceptance by the Board is required for the resignation to become effective.**
- (i) Should the Chair resign from office, a dated and written resignation shall be directed to the Board. Such resignation will become effective at the time specified in writing or, if no time is specified, it is effective immediately. The Board at the next Board Meeting will vote to accept the resignation.
- (b) A Director, Officer or Executive will be deemed to have resigned upon the occurrence of any of the following events as specified in Section 4.03 and other criteria as outlined below. The Board Chair will notify the Director, Officer or Executive in writing of the deemed resignation, signed by Board Chair:
- (i) Violates the Associations Governance Policies, By-Laws, and/or other Association Operational Policies, including those related to role responsibilities, duties, or obligations and/or actions that threaten or harm the reputation and good will of the Association;
- (ii) Fails to complete and/or attend all assigned training by imposed deadline;

- (iii) Misses more than two (2) consecutive duly called meetings of the Board of Directors or misses three (3) Board Meetings throughout the Directors, Officers or Executives term;
- (iv) Upon such Director, Officers or Executives death.

Section 4.07 — Remuneration

- (a) Directors are considered volunteers and are not eligible for remuneration but may receive reimbursements for incidental expenses related to their roles, pursuant to any Association policies.
- (b) The outgoing Board shall determine the remuneration to be paid to any Executive by Resolution, no later than February, as outlined in the Association's Governance and Operational Policies.
- (c) Board Chair and Executive Director may receive remuneration as compensation for their roles which shall be evaluated by the Board, as outlined in the Association's relevant Governance and Operational Policies.

Section 4.08 — Removals of Directors and Officers

- (a) The Full Members, by Ordinary Resolution passed at a Meeting of Members at which notice specifying the intention to pass such Resolution, may remove any Director from office before the expiration of the Directors term of office and may, in accordance with the Association's Governance Policies, elect or appoint a qualified individual (as outlined in Section 4.03) 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.
- (b) The Board, by Special Resolution, may remove Officers from office before the expiration of the Officers term of office and may, in accordance with the Association's Governance Policies, elect or appoint a qualified individual (as outlined in Section 4.03) to fill the resulting vacancy for the remainder of the term of the Officer so removed, failing which such vacancy may be filled by the Board.
- (c) Any Board member shall be deemed removed based on not meeting or upholding criteria as outlined in Section 4.03 and/or 4.06.

Section 4.09 — Vacancies of the Board

- (a) Board positions are considered vacant as outlined in Sections 4.03, 4.06 and 4.08.
- (b) Within sixty (60) days after a vacancy occurs, the Board shall fill such vacancy in accordance with the Association's Governance Policies. The appointment of a Director and/or Officer by the Board pursuant to this section shall be effective until the end of the term of the individual whose office was vacated.

ARTICLE V. BOARD MEETINGS

Section 5.01 — Calling of Meetings and Regular Meetings of the Board

The Board shall establish a schedule of meetings of Directors for each fiscal year of the Association subject to the notice requirements herein, at a time and place to be determined by the Board provided that the Board shall in no event meet less than eight (8) times during each fiscal year of the Association. Extraordinary or Emergency meetings of the Board shall be held from time to time at the call of the Chair or any three Directors. Notice of the time and place of every meeting so called shall be given to each director not less than five (5) days (including Saturdays, Sundays and statutory holidays) before the day when the meeting is to be held which notice shall be sent by ordinary or electronic mail and shall be deemed to have been given on the date of sending, save that no notice of a meeting shall be necessary if all the directors are present or if those absent waive notice of or otherwise signify their consent to such meeting being held.

Section 5.02 — Quorum

Quorum for a Board meeting shall be fifty percent (50%) plus one (1) of voting Directors.

Section 5.03 — Place of Meetings and Open and Closed Sessions

- (a) Meetings of the Board shall be held at the head office of the Association or elsewhere in Ontario or, if the Board so determines and any absent Directors' and Officers' consent, at some place outside Ontario.
- (b) Meetings of the Board may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting can communicate with each other simultaneously and instantaneously.
 - (i) A person who, through telephonic or electronic means, attends a Meeting of the Board is deemed for the purpose of the Act to be present at the meeting
- (c) Meetings of the Board may have an open and closed session and the Board shall establish policies and procedures for open and closed sessions of the Board and, without limiting the generality of this, for public attendance at open sessions of Board meetings.

Section 5.04 — Board Chair

The Board Chair shall be appointed in accordance with this By-Law and the Association's Governance Policies.

Section 5.05 — Votes to Govern

Except for any matter within the scope of any of the major decisions enumerated below which shall be decided by Special Resolution of those present. At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In the event of an equality of votes the matter shall be reconsidered by the Board in accordance with the Association's Governance Policies, and after reconsideration the matter shall be decided by a majority of the votes cast on the question. The major decisions shall include:

- (a) Determination of the capital requirements of the Association;
- (b) Acquisition of any property or interest therein; sale, lease, exchange or mortgaging of any property or interest therein; entering into leases or terminating or modifying any lease;
- (c) The adjustment, settlement, or compromise of any claim, obligation, debt, demand, suite or judgment against the Association;
- (d) Approval of the annual budget for the Association;
- (e) The suspension of the privileges of a member;
- (f) Removal of an Officer, Executive or Executive Director

Section 5.06 — Conflict of Interest

The Board shall establish and maintain a policy relating to real or perceived conflicts of interest. The Board shall be responsible for reviewing the Association's Governance Policies on a periodic basis to ensure the policy is relevant and appropriate.

Section 5.07 — Powers

Subject to the Act and this By-Law, the Association has the capacity, the rights, powers, and privileges of a natural person.

Section 5.08 — Borrowing

- (a) The Directors of the Association may from time to time:
 - (i) Borrow money on the credit of the Association;
 - (ii) Issue, reissue, sell, pledge or hypothecate debt obligations of the Association;
 - (iii) Give a guarantee on behalf of the Association to secure performance of an obligation of any person;
 - (iv) Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any debt obligation of the Association.
- (b) The Directors may authorize any Officer or Director to make arrangements with reference to the money borrowed or to be borrowed as aforesaid and as to the terms and conditions of a loan thereof, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional security for any monies borrowed or remaining due by the Association as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Association
- (c) Nothing herein limits or restricts the borrowing of money by the Association on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Association.

ARTICLE VI. ROLES OF CERTAIN OFFICERS AND EMPLOYEES

Section 6.01 – Executive

The Association shall have an Executive Team, comprised of individuals and roles as approved by the Board and shall have duties as described in the Association's Governance Policies.

Section 6.02 — President

The President shall be the spokesperson for the Association.

Section 6.03 — Absence or Disability of the Executive

During the absence or disability of the Executive, their duties shall be performed and their powers exercised by a member of the Board, as selected by the Board or determined by the Association's Governance Policies.

Section 6.04 — Secretary

The Secretary shall be the Executive Director or their designate. They shall attend and be the secretary at all meetings of the Board and Members of the Association, shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; they shall give or cause to be given as and when instructed all notices to Board, Members, auditors and members of committees of the Board; they shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Association and of all books, papers, records, documents and instruments belonging to the Association except when some other Officer or agent has been appointed for that purpose; and they shall have such other duties as the Board or the Chair may prescribe.

Section 6.05 — Treasurer

If the Board appoints a Treasurer, they shall produce assurance of organizational financial performance; shall render to the Board at regular meetings of the Board, Members at any Members Meetings, or whenever it may require it, an accounting of transactions and a statement of the financial position of the Association. The Treasurer shall also perform such other duties as the Board or Chair may prescribe.

Section 6.06 — Chair

The Chair shall preside over all Meetings of the Board and Members, and shall perform the duties described in Sections 3.04, 4.03, 4.06, 5.0, and 9.06. The Chair shall be responsible to assure the integrity of the Board and its process. The Chair shall perform other such duties as may be required by the Act or as described in the Association's Governance Policies.

Section 6.07 — Executive Director

If the Association employs an Executive Director, who shall be responsible to the Board for the overall administration, service delivery and staffing of the Association. They shall attend all meetings of the Board and committees, unless excused, serving in an advisory capacity without vote. Specifically, they shall be responsible for bringing in business to and marketing the Association; establishing the overall direction of the Association; determining the Association's strategies; establishing the initial conditions of all initiatives; and shall also be responsible for the financial management of the corporation. They shall keep the Board informed of the work of the Association by reports and discuss with the Board the practices and methods through which it shall be conducted. They shall make such other reports as the Board require and they shall be an authorized signing officer of the Association. The job description of the Executive Director shall be established by the Board from time to time.

Section 6.08 — Other Officers

The duties of all other officers of the Association shall be such as the terms of their engagement call for or the Board may prescribe. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant unless the Board otherwise directs.

Section 6.09 — Variation of Duties

From time to time the Board may add to the duties of any other Officer and Ex-Officio and may vary or limit such additional duties.

Section 6.10 — Fidelity Bonds

The Board may require at the expense of the Association such Officers, employees and agents of the Association as the Board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the Board may from time to time prescribe.

ARTICLE VII. PROTECTION OF DIRECTORS AND OFFICERS

Section 7.01 — Limitation of Liability

No Director or Officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto unless the same are occasioned by their own willful neglect or default.

Section 7.02 — Validity of Action

No act or proceeding of any Director or Board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such Director or Board.

Section 7.03 — Directors' Reliance

Directors may rely upon the accuracy of any statement or report prepared by the Association's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

Section 7.04 — Indemnification

Every Director, Officer and Member of the Association and every member of a committee, and their heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, from and against:

- (a) All costs, damages, charges and expenses whatsoever which such Director, Officer, Member of the Association, or member of a committee sustains or incurs in or about any action, suit or proceeding for damages or otherwise which is brought, commences or prosecuted them, for or in respect of any act, or omission, made, done or permitted by

them, in or about the execution or intended execution in good faith of the duties of their office;

- (b) All other costs, damages, charges and expenses that they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect, default, fraud, criminal behaviour, or failure to act honestly and in good faith in performing the duties of their office.

Section 7.05 — Directors Liability Insurance

The Board will direct the Association to purchase and maintain insurance to indemnify every Director, Officer and Member of the Association and every member of a committee and their heirs, executors and administrators and estate and effects with respect to the personal liability describes in Section 7.04.

Section 7.06 — Indemnification and Insurance Requirements

Any indemnity given pursuant to Section 7.04 above and the Directors Liability Insurance purchased pursuant to Section 7.05 above shall be subject to the following:

- (a) The terms of the indemnity and the terms of the insurance policy must not impair a person's right to bring an action against the Director, Officer, Member of the Association and every member of a committee.
- (b) The following factors shall be considered by the Board before the giving of an indemnity or the purchase of Directors Liability Insurance;
 - (i) The degree of risk to which the Director, Officer and Member of the Association and every member of a committee is or may be exposed;
 - (ii) Whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or purchase of insurance;
 - (iii) Whether the amount or cost of the insurance is reasonable in relation to the risk;
 - (iv) Whether the cost of the insurance is reasonable in relation to the revenue available to the Director, Officer, Member of the Association and member of a committee;

- (v) Whether it advances the administration and management of the property of the Association to give the indemnity or purchase the insurance.
- (c) No Indemnity shall be paid nor shall Director's Liability Insurance be purchased if doing so would result in the amount of debts and liabilities exceeding the value of the property of the Association or render the Association insolvent.
- (d) If the Director, Officer, Member of the Association or member of a committee is deceased the indemnity or the proceeds of the liability insurance may be paid to their estate.

Section 7.07 — Compliance with the Act

Notwithstanding any other provision of this Article, no Director, Officer, Member or committee member shall be indemnified, insured or relieved from liability except to the extent permitted by the Act.

Nothing in these By-Laws relieves a Director or Officer from the duty to act honestly and in good faith with a view to the best interests of the Association or from the duty to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

If any provision of this Article conflicts with the Act, the Act shall prevail.

ARTICLE VIII. MEMBERS

Section 8.01 — Members

Subject to the Articles, there shall be two (2) classes of membership in the Association: Full Members and Associate Members:

- (a) Full Members shall consist of any Mohawk College student enrolled in programs requiring payment of ancillary fees to the Association and all co-op students on work term who have been on a school term paying ancillary fees for the semesters immediately preceding and following the current semester. Full Members shall be entitled to vote at Members' Meetings, in elections, or in other such forums as determined by the Association, pursuant to their level of stakeholder interest and any additional terms or privileges as stipulated in the Association's Governance Policies.
- (b) Associate Members shall not be entitled to vote in any elections, nor shall be entitled to speak at Meetings of the Members of the Association unless recognized by the Chair, but shall be entitled to Notice of Meetings of the Members of the Association, and shall not participate in any distribution of the property of the Association upon dissolution of the Association;
- (c) Members must uphold the values of the Association as set out in the Association's Governance and Operational Policies, as amended from time to time. Additional individuals or corporations or associations may be admitted as members by virtue of Ordinary Resolution of the Full Members of the Association. Candidates for membership in the Association must be persons of good character and standing in the community. Application for membership shall be made in writing on a form supplied by the Association. Each member shall promptly be informed by the Board of their admission as a member.

Section 8.02 — Members

The term of membership for Full and Associate Members shall continue while the member meets the qualifications for Full or Associate membership as described in Section 8.01 hereof, unless the member resigns or is removed pursuant to Section 8.03 or 8.06 hereof. The interest of Ordinary and Associate members in the Association is not transferable and lapses upon the expiry of one year from the date of admission as a member unless renewed in accordance with the policies established from time to time by the Board, and ceases to exist when they cease to be a member by resignation, removal or otherwise in accordance with the By-Laws of the Association.

Section 8.03 — Resignation

Members may resign in writing which resignation shall be effective upon any date or time on or after the execution of the instrument of resignation. In the case of resignation, a member shall remain liable for payment of all student ancillary fees paid to the Association or other sum levied or which became payable by them to the Association prior to acceptance of their resignation and regardless when a member resigns no part of the student ancillary fees, paid to the Association, shall be returned to them.

Section 8.04 — Membership

All Mohawk College students are members as outlined in Section 8.01. Members are subject to student ancillary fees, payable to the Association. Fees shall be established from time to time by the Board, as aligned with the binding directive of the Ministry and the Tuition and Ancillary Fee Protocol agreement with Mohawk College.

Section 8.05 — Privileges of Membership

All Full and Associate Members in good standing shall be entitled to such privileges as shall be established from time to time by the Board through the Association's Governance Policies.

Section 8.06 — Removal/Suspension of Membership Privileges

- (a) The privileges of a Full or Associate Member may be suspended, or their membership may be terminated, by Special Resolution of the Board, provided that the disciplinary action or termination is undertaken in good faith and in a fair and reasonable manner.
 - (i) The Member shall be given at least fifteen (15) days' written notice of the proposed disciplinary action or termination. The notice shall state the reasons for the proposed action and shall advise the Member of their right to respond.
 - (ii) The Member shall be provided with an opportunity to be heard, orally, in writing, or by another method permitted by the Act, not less than five (5) days before the disciplinary action or termination becomes effective.
 - (iii) The Board shall consider the Member's response before making a final decision and shall communicate its decision to the Member in writing. Any appeal shall be conducted in accordance with the Association's Governance Policies, provided that those policies are consistent with the Act.

- (b) A Member shall automatically cease to be a Member upon no longer meeting the qualifications of membership set out in Section 8.01.

ARTICLE IX. MEETING OF MEMBERS

Section 9.01 — Annual Meetings

- (a) The Board shall call an Annual Meeting of the Members within the time required by the Act and, in any event, not later than fifteen (15) months after the preceding Annual Meeting and not later than six (6) months after the end of the Association's preceding financial year.
- (b) At each Annual Meeting, the Members shall:
 - (i) Receive the financial statements of the Association and the report of the auditor or person who conducted a review engagement, if any;
 - (ii) Elect or appoint Directors where required;
 - (iii) Appoint an auditor or a person to conduct a review engagement, unless the Members have validly dispensed with the appointment in accordance with the Act;
 - (iv) Consider any By-Law, amendment or repeal submitted to the Members in accordance with the Act;
 - (v) Transact any other business properly brought before the meeting.
- (c) Directors elected by the Members shall be elected at least once in each calendar year in accordance with Section 4.04.

Section 9.02 — Special Meetings

The Board shall have the power to call a Special Meeting of Members whenever it sees fit, and the Board shall call a Special Meeting upon the written requisition of at least five percent (5%) of the Full Members of the Association. The requisition shall express the objects of the proposed meeting and shall be mailed to or left at the office of the Association. In addition, the Board shall call a Special Meeting of Members to elect or appoint Directors, Officers and Executive of the Association no later than March of each year.

Section 9.03 — Place of Meetings

- (a) Meetings of Members shall be held at the head office of the Association or elsewhere in Ontario as a majority of the Board may determine by Resolution.

(b) Meetings of the Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting can communicate with each other simultaneously and instantaneously.

(i) A person who, through telephonic or electronic means, attends a Meeting of the Members is deemed for the purposes of the Act to be present at the meeting.

Section 9.04 — Notice of Meetings

(a) Notice of the time and place of each Meeting of Members shall be given in the manner hereinafter provided not less than ten (10) days before the day on which the meeting is to be held to each member of record at the close of business on the day on which the notice is given who is entered in the books of the Association.

(b) Notice of a Meeting of Members at which special business will be considered shall state the nature of that business in sufficient detail to permit the Members to form a reasoned judgment on the business and shall include the text of any Special Resolution to be submitted to the meeting. Where a proposed amendment to the Articles or By-Laws requires specific notice under the Act, the notice shall set out the proposed amendment.

Section 9.05 — Meetings Without Notice

A Meeting of Members may be held at any time and place without notice if all the members entitled to vote thereat are present in person or represented by proxy, or if those not present or represented by proxy waive notice or otherwise consent to such meeting being held, and at such meeting any business may be transacted which the Association at a Meeting of Members may transact.

Section 9.06 — Chair, Secretary, and Scrutineers

The Chair, shall chair all Meetings of Members. If no such Officer be present within fifteen (15) minutes from the time fixed for holding the meeting, the person designated Vice Chair, shall become the Chair as outlined in the Associations Governance Policies.

The Chair shall appoint a secretary of the meeting, hereof provided that if the Secretary shall not be present within fifteen (15) minutes from the time fixed for holding the meeting, the Chair shall appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by Resolution of the members or by the Chair as the Chair shall in their discretion decide.

Section 9.07 — Persons Entitled to be Present

The only persons entitled to attend a Meeting of Members shall be those entitled to vote thereat, Associate members and any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

Section 9.08 — Quorum

A quorum for the transaction of business at any Meeting of Members shall be eight (8) Full Members of the Association, who meet eligibility of the Privileges of Membership as outlined in the Association's Governance Policies are entitled to vote, who are not members of the Board.

Section 9.09 — Right to Vote

At any Meeting of Members those present shall be entitled to vote pursuant to membership status and any additional limitations as determined by these By-Laws or the Association's Governance Policies.

Section 9.10 — Proxies

At any Meeting of Members, a proxy duly and sufficiently appointed by a Full Member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing them, the same voting rights that the member appointing them would be entitled to exercise if present at the meeting. A proxy must be a Full Member of the Association and may carry proxies for a maximum of four (4) other Full Members, for a total of five (5) votes including their own. An instrument appointing a proxy shall be in writing and shall be acted on only if thirty (30) minutes prior to the time of voting, it is deposited with the Secretary of the meeting or such other person as the Chair appoints to be secretary of the meeting or as may be directed in the notice calling the meeting.

Section 9.11 — Votes to Govern

- (a) Unless the Act, the Articles or these By-Laws require a greater number of votes, every question at a Meeting of Members shall be decided by Ordinary Resolution.
- (b) A Special Resolution or Extraordinary Resolution shall be required only where expressly required by the Act, the Articles or a specific provision of these By-Laws.

Section 9.12 — Show of Hands

Any question, other than the election of Directors, at a Meeting of Members shall be decided by

a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the Chair of the meeting that the vote upon the question has been carried or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any Resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

Section 9.13 — Polls

After a show of hands has been taken on any question, the Chair may require or any person entitled to vote on the question may demand a poll thereon. A poll so required or demanded shall be taken in such manner as the Chair shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll each member present in person or represented by proxy and entitled to vote shall have one vote and the result of the poll shall be the decision of the members upon the said question.

Section 9.14 — Adjournment

The Chair at a Meeting of Members may with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

ARTICLE X. MEMBERSHIP IN PROVINCIAL AND NATIONAL STUDENT ASSOCIATIONS

Section 10.01 — Membership

The Association may become a member of a provincial or national student organization that requires the Association to pay a membership fee to that organization, but only if the Association and the organization enter into a binding, written agreement, which will remain in effect as long as the Association is a member of the organization. The agreement must guarantee the following:

- (a) The Association's membership in the organization does not preclude the Associations membership in any one or more other organizations.
- (b) The organization will make its By-Laws, policies and minutes available online to all members of the Association within one month of their approval.
- (c) The organization will, within one month of receipt of a written request from any member of the Association, provide to them a copy of any document in care or control of the organization not legally required to be kept private.
- (d) The organization recognizes that the Association reserves the right to terminate its membership in the organization according to the Association's own By-Laws and policy according to any of the following procedures:
 - (i) By Resolution of the Board if the Association joined the organization by Resolution of the Board; or
 - (ii) By Referendum in any case conducted in accordance with By-Law Article XIV

Section 10.02 — Termination of Membership

If the Association terminates its membership in an organization as described in this By- Law by any means other than a referendum, and if the Association normally collects a membership fee from its members on behalf of that organization and remits it to that organization, then the Association will immediately cease collection of such fees.

Section 10.03 — Termination of Membership by Referendum

If a Resolution is put to referendum to terminate the Association's membership in an organization as described in this By-Law, and if the Association normally collects a membership fee from its

members on behalf of that organization and remits it to that organization, then a Resolution to cease collecting the membership fee shall be automatically put to referendum according to By-Law Article XIV to occur concurrently with the referendum on ceasing membership in the organization.

ARTICLE XI. NOTICES

Section 11.01 — Methods of Giving Notice

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the Letters Patent, the By-Laws or otherwise to a Member, Director, Officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his or her last address as recorded in the books of the Association or if mailed by prepaid ordinary or air mail addressed to them at their said address or if sent to them at their said address by any means of wire or wireless or any other form of transmitted or recorded communication. Any Director may change the address on the Association's books of any Member, Director, Officer or auditor in accordance with any information believed by them to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address 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 sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.

Section 11.02 — Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

Section 11.03 — Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer or auditor or the non-receipt of any notice by any Member, Director, Officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

Section 11.04 — Waiver of Notice

Any Member (or their duly appointed proxy), Director, Officer or auditor may waive any notice required to be given to them under any provision of the Act, the Letters Patent, the By-Laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

ARTICLE XII. FINANCIAL REVIEW AND PUBLIC ACCOUNTANT

Section 12.01 — Board Selection and Recommendation

The Board, directly or through the Finance and Audit Committee, shall oversee a proportionate selection process for the Association's auditor or person to conduct a review engagement. The selection process shall include:

- (a) Confirmation that the proposed appointee is qualified and independent in accordance with the Act and the Public Accounting Act, 2004;
- (b) Consideration of the proposed scope of services, service quality, relevant experience, fees and organizational risk;
- (c) Consideration of any actual, potential or perceived conflicts of interest;
- (d) A competitive request for proposals where required by the Association's policies, procurement requirements or the Board's assessment of risk; and
- (e) Any additional due diligence required by the Board or the Finance and Audit Committee.

Following the completion of this process, the Board shall recommend a proposed auditor or person to conduct a review engagement to the Members for appointment.

A recommendation made by the Board does not limit the authority of the Members under the Act.

Section 12.02 – Appointment by Members

Subject to the Act, at each Annual Meeting the Members shall, by Ordinary Resolution, appoint:

- (a) An auditor to hold office until the close of the next Annual Meeting; or
- (b) A person to conduct a review engagement of the Association.

The appointment shall be made by the Members and shall not be delegated to the Board.

Section 12.03 – Dispensing with an Audit or Review Engagement

The Members may dispense with an audit, approve a review engagement in place of an audit, or dispense with both an audit and a review engagement only where permitted by the Act and by the resolution required under the Act.

The Board shall provide the Members with sufficient information concerning the Association's annual revenue, public-benefit corporation status and applicable statutory requirements before presenting such a resolution.

Section 12.04 – Failure to Make an Appointment

If an auditor or person to conduct a review engagement is not appointed at an Annual Meeting and the Members have not validly resolved to dispense with the appointment under the Act, the incumbent auditor or person conducting the review engagement shall continue in office until a successor is appointed, as provided by the Act.

Section 12.05 – Vacancy

The Board shall fill any vacancy in the office of auditor or person appointed to conduct a review engagement in accordance with the Act.

Before filling a vacancy, the Board shall confirm that the proposed replacement is qualified and independent and that any statutory requirements relating to the resignation, removal or replacement of the previous appointee have been satisfied.

Section 12.06 – Remuneration

The remuneration of the auditor or person appointed to conduct a review engagement may be fixed by Ordinary Resolution of the Members. If the remuneration is not fixed by the Members, it shall be fixed by the Board.

Section 12.07 – Qualifications and Independence

The auditor or person appointed to conduct a review engagement shall be qualified to perform the engagement under the *Public Accounting Act, 2004* and shall be independent of the Association, its affiliates, and the Directors and Officers of the Association and its affiliates, as required by the Act.

Section 12.08 – Notice of Appointment

The Association shall provide written notice of the appointment to the auditor or person appointed to conduct a review engagement promptly following the appointment.

Section 12.09 – Attendance at Meetings of Members

The auditor or person appointed to conduct a review engagement shall be entitled to receive notice of, attend and be heard at Meetings of Members concerning matters relating to their duties, in accordance with the Act.

ARTICLE XIII. RULES OF ORDER

Section 13.01

All meetings of the Association, Board or any committee shall be conducted in accordance with the Parliamentary Procedure as outlined by the Association's Governance Policies insofar as applicable and not inconsistent with the Letters Patent and these By-Laws.

ARTICLE XIV. REFERENDA

Section 14.01

Association referenda may be called by Ordinary Resolution vote at a Board meeting with at least seventy- five percent (75%) of the voting Board members present, or upon a petition bearing the signatures and names and student numbers of fifteen percent (15%) of the Full Members. Association referenda are binding, unless stipulated and communicated to the Full Members that the question is a simple survey.

The Chief Returning Officer shall be responsible for the conduct and process of the referendum in accordance with referendum procedures as approved by the Board.

Two (2) weeks' notice must be given to the Full Members before the referendum date. The Association referendum shall be open for a duration of at least three full college days. Only eligible voting members are able to cast a ballot.

If a referendum question is accepted or defeated, a rewording of the same question, or a similar question directly pertaining to the original referendum question, may not be readdressed again by referendum for eleven (11) months after the original referendum.

In order for a referendum to be considered valid, ten percent (10%) of the eligible members, as defined by the referendum, must vote. In the inability to meet this quorum, the Board will make the decision of the referendum on behalf of the Full Members. A referendum shall pass with an Ordinary Resolution in favour of the question.

ARTICLE XV. AMENDMENTS TO THE BYLAWS

Section 15.01 – Board-Initiated By-Law Amendments

Subject to the Act and the Articles, the Board may by Resolution make, amend or repeal any By-Law that regulates the activities or affairs of the Association, except in respect of a matter for which the Act requires prior approval of the Members or approval by Special Resolution.

Therefore:

- (a) The Board shall submit each By-Law, amendment or repeal to the Members at the next Meeting of Members. The Members may confirm, reject or amend the By-Law, amendment or repeal by the resolution required under the Act.
- (b) Unless the Act provides otherwise, a By-Law, amendment or repeal made by the Board is effective from the date of the Board Resolution until it is confirmed, confirmed as amended or rejected by the Members.
- (c) If the Members confirm the By-Law, amendment or repeal, or confirm it as amended, it continues in effect in the form in which it was confirmed.
- (d) If the Members reject the By-Law, amendment or repeal, or if the Board fails to submit it to the Members as required by the Act, it ceases to have effect in accordance with the Act.

Any amendment concerning a matter for which the Act requires a Special Resolution shall not become effective unless and until it has received the required approval of the Members.

Section 15.02 – Member Proposals

A Member entitled to vote at an Annual Meeting may submit a proposal to make, amend or repeal a By-Law in accordance with the Act.

The Association shall include a properly submitted proposal in the notice of the Meeting of Members and shall permit the Member to discuss the proposal at the meeting, subject only to the exceptions permitted by the Act.

A By-Law, amendment or repeal adopted by the Members through a valid Member proposal becomes effective in accordance with the Act and does not require subsequent approval or confirmation by the Board.

ARTICLE XVI. REPEAL OF THE BYLAWS

Section 16.01 — Repeal

Upon this By-Law coming into force, By-Law No. 3 of the Association is repealed provided that such repeal shall not affect the previous operation of any act done or right, privilege, obligation or liability acquired or incurred under any contract or agreement made pursuant to such By-Law prior to its repeal.

PASSED by all the directors and sealed with the Corporate Seal on the 24th of September, 2025.

Pedro Nemezio de Campos Silva
Madison Filax-Orr
Trevor Beckham
Vaniya Tanveer
Skyla Heneberry
Trung Tai Ta
Cedrick Blanco
Abdiwahab Bashi Ali

SCHEDULE 1. REVISION HISTORY

These By-Laws constitute the primary governing instrument of the Association, setting out its corporate structure, authorities, and the rights and obligations of its Members, Directors, and Officers. Recognizing that governing documents must remain current and responsive, the Association has undertaken periodic reviews and amendments to these By-Laws to ensure continued compliance with applicable legislation, adherence to principles of sound governance, and alignment with the evolving needs of the student body.

Each revision has been duly considered and approved in accordance with the requirements of the Association and Act, and recorded to preserve transparency and organizational continuity. The present version reflects the most recent comprehensive review, undertaken to clarify provisions, strengthen accountability, and position the Association to effectively discharge its mandate as the recognized representative body of Mohawk College students.

CONSOLIDATION #1 – JULY 17, 2019

CONSOLIDATION #2 – FEBRUARY 24, 2022

CONSLIDATION #3 – APRIL 19, 2023

CONSOLIDATION #4 – SEPTEMBER 25, 2024

CONSOLIDATION #5 – SEPTEMBER 24, 2025

CONSOLIDATION #6 – SEPTEMBER 23, 2026