

General By-Laws

Association des étudiants et des étudiantes de cycles supérieurs de génie et informatique de l'université
Concordia

Concordia graduate students association in engineering and computer science "ECSGA"

Adopted on November 17, 2017 and ratified by the membership on November XX, 2017.

SECTION 1: DEFINITIONS

1. Definitions.

"Academic Year": refers to May 1st until April 30th of the following year;

"Accreditation act": An Act respecting the accreditation and financing of students' associations R.S.Q.,
c. A-3.01

"Association": Concordia graduate students association in engineering and computer science "ECSGA"

"Council": The Board of Directors of the Association

"CRO": Chief Returning Officer

"Day": A calendar day excluding Saturdays, Sundays and days when the University is closed, unless
otherwise indicated

"EJC": Elections Judicial Committee:

"EV": Engineering and Visual Arts Building at Concordia University

"Faculty": The Faculty of Engineering and Computer Science at Concordia University.

"University": Concordia University in Montréal, Quebec.

SECTION 2 : THE ASSOCIATION

2. **Name.** The Name of the Association shall be the Association des étudiants et des étudiantes de cycles supérieurs de génie et d'informatique de l'université Concordia or Concordia graduate students association in engineering and computer science, abbreviated as ECSGA.

3. **Objectives.** The purpose of the Association shall be:

- Represent the collective interests and promote the general welfare of the graduate students in the ENCS Faculty.
- Represent graduate students on various boards, councils and committees in the ENCS Faculty and in Concordia University and to promote their interests, in accordance with the Accreditation Act.
- Promote the educational, social, recreational and cultural interests of its members.
- Co-operate with other organizations having similar interests in promoting student activities and interests.

- Consider and support activities which enhance the quality of life for students of Concordia University.
4. **Membership.** Every student of Concordia University enrolled in a graduate program, full-time or part-time, in the Faculty of Engineering and Computer Science and paying the membership fee of the Association shall be considered a Member of the Association.

SECTION 3: THE EXECUTIVE BODY AND DEPARTMENTAL REPRESENTATIVES

5. The Association shall be composed of the following Executives, who shall serve for a one (1) year term:

- a) President;
- b) Vice-President Finance;
- c) Vice-President Internal;
- d) Vice-President External;

6. **The President shall:**

- a) Be responsible for overseeing the affairs of the Association.
- b) Be the main spokesperson of the Association.
- c) Act as the main liaison between the Association and other student communities, student governments and the general public.
- d) Chair the Council, Executive Body and General Assemblies.
- e) Coordinate the work of other executives.
- f) Ensure the implementation of Council resolutions.
- g) Represent the membership on the Faculty Council and the Faculty Council Executive Committee
- h) Prepare at the end of each semester and the academic year reports for the membership.
- i) Delegate responsibilities as he/she sees fit.

7. **Vice-President Finance shall:**

- a) Chair the Budget Committee
- b) Be responsible for the receipts, disbursements and administration of the funds of the Association
- c) Maintain all ledgers and accounts concerning the financial dealings of the Association
- d) Present a quarterly report to the membership of the Association's financial statement of accounts to the Council at the end of the following months: August, November, January.
- e) Present an annual report for the membership of the Association's financial statement of accounts by May 31st.

8. **Vice-President Internal shall:**

- a) Act as the secretary of the Association.
- b) Act as the booking officer for the Association within the University
- c) Be responsible for taking minutes of the Association's Executive, Council, and General assemblies
- d) Chair the By-laws committee.
- e) Be responsible to answering requests for documents and individual queries from the membership.
- f) Manage all internal events organized by the Association within the university campus
- g) Maintain and update the Association's website.

h) Represent the membership on Faculty Council

9. Vice-President External shall:

- a) Representing at meetings of external bodies and on the Faculty Council of ENCS.
- b) Liaise with other student associations outside of Concordia University.
- c) Promote activities that provide opportunities for intellectual and social benefit of the members.
- d) Be responsible for managing all external events of the Association outside the University Campus

10. Departmental Representatives shall:

- a) Act as liaison between Council and their respective departments
- b) Coordinate the activities of the Association within their respective departments
- c) Assist the executive in the execution of their duties when needed
- d) Chair and coordinate departmental committees created by Council
- e) Represent the membership on their respective departmental council
- f) Recommend graduate students from his department for membership to the various departmental committees where graduate student representation is needed to be approved by council.
- g) Recommend to the Vice-President Finance and Council the allocation of funds to their respective department.

11. A meeting of the Executives shall be called at least once a month by the President. Executives shall be given individual notice of a meeting by email at least three (3) days before the meeting takes place, unless the stipulation is waived by every member.
12. Quorum shall consist of three (3) members.
13. The Executives shall report and be accountable to the Council.
14. Executives and departmental representatives may resign in writing by sending notice to the President or Vice-President Internal.

SECTION 4: COUNCIL

15. The Association shall have a Council, composed of the following, who shall serve for a one (1) year term, with the possibility of being re-elected and who shall act as the Board of Directors of the Association:
- e) President;
 - f) Vice-President Internal;
 - g) Vice-President External;
 - h) Vice-President Finance;
 - i) One (1) representative from each of the existing Active departments and institutes;
 - i. Building, Civil and Environmental Engineering (BCEE)
 - ii. Computer Science and Software Engineering (CSE)
 - iii. Concordia Institute from Information Systems Engineering (CIISE)
 - iv. Electrical and Computer Engineering (ECE)
 - v. Mechanical and Industrial and Aerospace Engineering (MIE)

vi. Chemical and Material Engineering (CME)

16. The Council shall:
 - a) Administer the affairs of the Association
 - b) Set policy
 - c) Approve budgets
 - d) Appoint student representatives to university bodies in the Faculty of Engineering and Computer Science
 - e) Create committees as required
17. Council meetings shall be called at least once per month. A majority of the Council members currently holding office shall be considered the quorum for a meeting.
18. Voting procedure
 - a) The Council members shall each have one vote
 - b) No proxy votes will be allowed
 - c) A simple majority vote of the Council members present is needed to carry a Council motion unless stated otherwise in these by-laws or in the law
19. Meetings shall be held on the call of the President or of at least one third (1/3) of the Council members. Individual Council members shall be provided with at least three (3) days notice by email prior to a meeting.
20. The agenda of the Council meetings shall be provided to ECSGA members by electronic mail at least 2 days prior to the meeting. Any additions to the agenda of the Council meeting less than 2 days prior to the meeting must be made by Council with a 2/3 majority vote.
21. The President shall Chair Council meetings. In his absence, the Council shall designate a Vice-President to perform this function.
22. Emergency meetings may be called with notice of at least twenty-four (24) hours by the President at their discretion, or at the request of at least one third (1/3) of the Council members.
23. Minutes of the most recent Council meeting shall be available to the Council no later than fifteen (15) days following each meeting.
24. The approved minutes shall be available to the Association's members in printed or electronic form no later than seven (7) days following their approval by Council.
25. Any member of the Association may attend a council meeting as a non-voting observer. Notwithstanding, Council can meet in closed session when required.
26. The term of office for Council shall be from June 1st until May 31st. During the month of May, the newly elected members will be in a training period and have the right to attend every meeting of Council and relevant to their office.

SECTION 5: COMMITTEES

27. The Association is also composed of the following committees:

- a) Budget Committee
- b) By-Laws Committee

28. Budget Committee

- a) The Association's annual budget shall be prepared for approval and/or amendment by the Budget committee.
- b) The Budget committee shall be responsible for selecting and recommending an external auditor to the membership.
- c) The Budget committee shall be composed of one (1) executive (other than the Chair) and two (2) departmental representatives, appointed by Council. The Vice-President Finance shall chair the committee. Quorum shall be two (2) members excluding the Chair.
- d) Members of the Budget Committee shall be given notice of at least three (3) days before a meeting takes place unless waived by every member.
- e) Members of the budget committee can claim a maximum of 3 meetings annually in accordance with the honorarium policy

All Standing Committees and Departmental Committees requesting funds from the Association shall submit a detailed tentative budget to the Budget committee. The Council shall make the final decision taking into consideration the recommendations from the Budget committee.

29. By-Laws Committee:

- a) The By-Law committee shall be composed of one (1) executive (other than the Chair) and two (2) departmental representatives, appointed by Council. The Vice-President Internal shall chair the committee. Quorum shall be two (2) members excluding the Chair.
- b) Members of the By-Law committee shall be given notice of at least three (3) days before a meeting takes place unless waived by every member.
- c) The By-Law committee shall be responsible for recommending By-Law changes to the Council and receiving and making recommendations to Council about By-Law changes proposals from the membership.

SECTION 6: MEETINGS OF THE MEMBERS

Subsection A: General Assembly

- 30. In accordance with the Quebec Companies Act, the annual general meeting is set to receive the financial statements from the previous fiscal year and the interim statements from the current fiscal year, receive the year-end report from the directors, and receive the report from the Chief Electoral Officer about the election of the directors, and appoint auditors.
- 31. The Association shall have a minimum of two General Assemblies per year: one in the fall and one in the winter semester.
- 32. A General Assembly shall be called by Council or by a petition of ten (10%) of members.
- 33. Notice of any General Assembly shall be five (5) days. The notice shall be sent by email and posted in

each departmental office.

34. Quorum for any General Assembly shall be 1.5% of the members.
35. Each member has the right to participate and vote at the General and Special General Assemblies.
36. General Assemblies shall be governed by the latest edition of Robert's rules of order. Should there be a conflict between Robert's rules and the by-laws or policies of the Association, the latter takes precedence.
37. A simple majority of votes cast shall be needed to approve a resolution, unless otherwise stated in these by-laws or the law.

Subsection B: Special General Assembly

38. A Special General Assembly may be called, as the need arises, by decision of the Council, or by a petition of ten percents (10%) of members. The request must contain the items of business to be included on the agenda of the special meeting. Only the items contained in the notice of meetings can be discussed at a Special General Assembly.
39. Notice of any Special General Assembly shall be five (5) days. The notice shall be sent by email to all the ECSGA Members and posted in each Information Boards e.
40. Quorum shall be 1.5% of the members.
41. A simple majority of votes cast shall be needed to approve a resolution, unless otherwise stated in these by-laws or the law.

Subsection C: Referenda

42. Referenda may be called by the Council or by a petition with the signatures of ten percent (10%) of the member with a minimum of 10 signatures from each department..
43. The Association shall give public notice of a referendum question to ECSGA members by electronic mail at least ten (10) days prior to the referendum.
44. Quorum is 1.5% of the members.
45. A simple majority of votes cast shall be needed to approve a referendum, unless otherwise stated in these by-laws or in the law.

SECTION 7: FEES

46. The Association shall have the right to collect a fee of \$32.50 from all graduate students in the Faculty upon registration.
47. Any change in fees shall be instituted by the Council and ratified in a referendum or a General Assembly.

SECTION 8: ELIGIBILITY FOR OFFICE & VACANCIES

48. A person is eligible to sit on the Association's Council or become a member of the Executive if she or he is a member of the Association and must remain a member for the full duration of their term in office.
49. A member can hold any position on the executive or as a departmental representative for a maximum of two consecutive terms.
50. An executive or departmental representative may not have an elected paid position with the Graduate Students Association at Concordia or the Teaching and Research Assistants labour union.
51. In the event of a vacancy for the office of President, an interim President may be appointed by Council from the Vice—Presidents. In case of a vacancy for a Vice-President or a departmental representative, an interim Vice-President or departmental representative may be appointed by Council. The interim President, Vice-President, or departmental representative will hold office until the conclusion of the next election or by-election. Council must call an election or a Special General Meeting if the vacancy occurs before December 1st of a fiscal year.

SECTION 9: REMOVAL FROM OFFICE

52. An executive or departmental representative may be removed from office if their action or inaction is detrimental to the Association or is in violation of these by-laws.
53. A special general assembly to remove an executive or departmental representative by called upon receipt of a petition signed by 10% of members who had the right to elect the person facing removal or a two thirds (2/3) majority vote from the Council.
54. The person to be removed must be given at least five (5) days' notice, via email, of the special general meeting where the removal will be discussed. The person to be removed must be given the opportunity to respond to the grounds for the removal from office.
55. The resolution to remove an executive or departmental representative must be approved by a two thirds (2/3) majority vote. The vote will be by secret ballot. Only members who have the right to elect the executive or departmental representative can vote on his/her removal. If the General Assembly fails to reach quorum it has to be called again to be held within 10 days of the previous one.
56. Executives and departmental representatives must be removed individually.

SECTION 10: AMENDMENTS TO THESE BY-LAWS OR ADOPTION OF NEW BY-LAWS

57. The Council can propose changes to the By-Laws or present new by-laws, which will be brought to a General Assembly for ratification. Notice of the Special General Assembly must be given at least five (5) days prior, along with the nature of the proposed changes.

58. New by-laws or amendments to the By-Laws must be adopted by a two-thirds (2/3) majority of the Council and ratified by a simple majority of the members of the Association at a General Assembly. The General Assembly must be called within twenty (20) days of any changes voted by the Council unless it is done by referendum in which case it has to be done by the end of the fiscal year. If the by-laws are rejected or not ratified by the annual General meeting following their adoption, they cease, as of that day, to have effect.
59. Ratification by the members may also be done by referendum, as outlined in Section 6, Subsection C.

SECTION 11: MISCELLANEOUS

60. **Limitation of Liability.** No council members, officer or employee shall be liable for the acts, receipts, neglects or defaults of any other council members, 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 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 acts of any person with whom any of the moneys, securities or effects of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts 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 in judgment or oversight on such person's part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or employment or in relation thereto, unless the same are occasioned by such person's own negligence or willful default; provided that nothing herein shall relieve any director, officer or employee from the duty to act in accordance with the Act or from liability for any breach thereof.
61. **Indemnification.** The Association shall indemnify a council or executive member of the Association, a former council or executive member of the Association or a person who acts or acted at the Association's request as a council or executive member of a body corporate of which the Association is or was a shareholder (or other type of equity holder) or creditor, and such person's heirs and legal representatives, 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 or administrative action or proceeding to which such person is made a party by reason of being or having been a council or executive member of such Corporation, Company or body corporate, to the full extent permitted by the Act and by law. The Association is authorized to enter into agreements evidencing its indemnity in favour of the foregoing persons to the full extent permitted by law and may purchase and maintain insurance against the risk of its liability to indemnify pursuant to this provision.
62. **Contractual Matters.** Contracts, documents or other instruments in writing requiring the execution by the Association are signed by the President and the VP Finance. All contracts, documents or other instruments in writing so signed shall be binding upon the Association without any further authorization or formality. Notwithstanding this provision, Council is authorized from time to time, by resolution, to appoint any officer or officers, director or directors, or any other person or persons on behalf of the Association either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

All cheques drawn against the Association shall be signed by the Vice-President Finance and the

President. In the absence of the President or Vice President Finance, the Council shall decide who will perform this duty in their place.

63. **Conflict of interest.** Any member of Council shall disclose any companies or organizations that he (or a member of his family) has a business interest in that intends to conclude a contract with the Association. When any business with such company or organization arises, the Council member shall abstain, except to answer questions from Council members, from participating in any discussion, and from voting on the issue.

A Council Member must report any situation of conflict of interest he is facing to Council and such conflict must be noted in the minutes of the meeting following the disclosure.

64. **Banking and Borrowing Arrangements.** The banking business of the Association, if any, including, without limitation, the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust companies or other bodies corporate or Associations and under such agreements, instructions and delegations of powers as the directors determine from time to time. Without limiting the borrowing powers of the Association, the council may from time to time:

- a) borrow money upon the credit of the Association;
- b) issue, re-issue, sell or pledge bonds, debentures, notes, or other evidence of indebtedness or guarantee of the the Association, whether secured or unsecured;
- c) mortgage, hypothecate, pledge, or otherwise create an interest in or charge upon all or any property (including the undertaking and rights) of the Association, owned or subsequently acquired, by way of mortgage, hypothec, pledge or otherwise, to secure payment of any such evidence of indebtedness or guarantee of the Association.

Nothing in this section 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.

65. **Books.** The Association shall maintain at its head office during normal business hours a book or books containing the following:

- a) These by-laws, amendments to it and all regulations enacted or repealed;
- b) The names and addresses of the members;
- d) The names and addresses of the Council members, and the dates upon which they became and cease to be such; and
- e) Minutes of all the meetings of Council, as approved by Council and signed by the President and the Vice-President, Internal.

66. **Fiscal Year.** The fiscal year of the Association shall terminate on the 30th of April. The financial statements of the affairs of the Association for the presentation to the members at the Annual General Assembly thereof shall be made up to that date.

67. **Head Office.** The Head Office of the Association will be in the city of Montreal, Province of Quebec. The Association may, in addition to the foregoing, establish other offices elsewhere as the Council members may, from time to time, determine.

68. **Delegation of Duties.** Council may, from time to time, entrust to and confer upon any one or more of the ~~Directors~~ Council Members or any standing or special committee or any officer or officers of the

Association for the time being or any corporation or person or attorney or agent or trustee, either inside or outside Canada such of the powers exercisable by the Council Members as they think fit, including the powers to sub-delegate, for such time and to be exercised for such objects and purposes, and upon such terms and conditions and with such restrictions as determined by law or the Council as Council may deem expedient and may from time to time revoke, withdraw, alter or vary all or any of such powers.

69. **Conflict.** In the event of any conflict between these by-laws and any regulations of the Association, these by-laws shall take precedence.
70. **Conformity to By-Laws.** All amendments, regulations, and resolutions, motions or decisions of the Association, including, but not limited to those made by the executive, Council, the General Assembly or Referendums must be made in conformity with these by-laws.
71. **Gender and Number.** In these by-laws, the masculine shall include the feminine, singular shall include the plural, and vice-versa, where appropriate.

ANNEX A ELECTIONS REGULATIONS

1. The annual general election shall be held annually between March 15th and the end of classes of the Winter semester in April.
2. The elections will be organized by a CRO appointed by a 2/3 majority vote of Council. The position will be advertised to the members by posters, email and any other means Council decides. Council members are not eligible.
3. The CRO is responsible to appoint deputies to assist him/her with their tasks.
4. Notice of the nomination period and the availability of nomination forms shall be sent to the members by posters, email and any other means the CRO decides.
5. The nomination period shall be five (5) days.
6. In order to be nominated candidates for executives must have a nomination form signed by at least 10 members. Candidates for departmental representatives must have nomination form signed by at least 5 members from their own department. Members can only be nominated for 1 office of executive or departmental representative.
7. The CRO is responsible for verification and approval of nomination forms. Should there be a minor problem with the nomination form the CRO will ask the member who submitted the form to correct the situation. The member will have 2 days to correct the situation to the satisfaction of the CRO.
8. At the end of the nomination period a notice must be sent by email to all candidates including the list of all candidates and the campaign rules established by the CRO.
9. At the end of the nomination period a notice must be sent to the members by email, posters and any other

means the CRO decides the list of all candidates and the dates and place of the polls.

10. The campaigning period must be a minimum of five (5) days in addition to the polling period. Candidates cannot campaign on the floor of a building with an open polling station. Candidates cannot be present near polling stations except to exercise their right to vote.

11. Only members may campaign and finance for the promotion of a candidate or a referendum question. Campaign expenditures are reimbursable up to \$50 and limited at \$150.

12. Each member has one vote for each executive position and one vote for the departmental representative of their own department. The CRO establishes polling stations as required with a minimum of one in lobby of the Hall Building (H) and the Engineering and Visual Arts Building (EV).

13. At the close of the polling period the CRO will be responsible for the count of the ballots. The CRO shall announce the results within 24 hours of the close of the polls.

14. Any member can file an election contestation within 2 days of the announcement of the results. An election can be contested on the following grounds.

-The person declared elected is ineligible

-The person declared elected did not receive the most votes of all candidates for that office

-There have been violations of the Association's regulations in such a way that the integrity and results of the election is not legitimate.

15. The CRO will render a decision within 3 days of the contestation being filed after giving a chance to all involved parties to be heard. Decisions of the CRO can be appealed to the EJC within two (2) days.

16. The EJC is established be the final authority on contestations and all other matters pertaining to the elections. It is composed of three (3) members and a non-voting chair who is a legal professional (lawyer or notary) who is not a member of the Association. Council members, candidates, the CRO and employees of the Association are ineligible. Vacant seats on the EJC must be appointed by Council at the beginning of the fiscal year. Members of the EJC are appointed until they are no longer members of the Association. The non-voting chair is appointed for a term of three (3) years and can be reappointed. Positions for the members of the EJC must be advertised by email, posters and any other means decided by Council.

17. The Chair must make every effort to have all EJC members attend the meeting. Quorum of the EJC shall be 2 members.

18. The EJC hears all appeals of decisions of the CRO and all issues it has been referred by the CRO. They must render a decision within 3 days after all giving a chance to all relevant parties to be heard. In all cases a decision must be rendered by the end of the fiscal year. Decisions are issued in writing and decided by a majority vote. The decision of the EJC is final and binding on the Association.

19. Disregarding or not complying with a sanction of the EJC will result in an eligibility to take or hold office until the sanction is complied with.

20. Elections officers (CRO and DRO(s)) shall be remunerated in accordance with a contract signed upon their appointment with the conditions to be decided by the Council of the remuneration policy.

ANNEX B REMUNERATION POLICY (not in By-Laws to be adopted later as a policy)

