

**QUEEN'S GRAD CLUB INC.**

**BY-LAW NO. 1**

Last amended 28 March 2018

## **SECTION 1: INTERPRETATION AND DEFINITION**

- 1.1 In this By-law, words importing the singular number shall include the plural and vice-versa; and words importing persons shall include companies, corporations, partnerships, governing bodies at the University, municipal, provincial or federal level, as well as any other aggregate of persons.
- 1.2 "Queen's Grad Club Inc." shall mean the Corporation with head office at 162 Barrie Street, Kingston, Ontario, formed for the Objects in Section 2, as specified in letters patent, or supplementary letters patent.
- 1.3 The "Club", "Corporation", or "QGC Inc." shall mean "Queen's Grad Club Inc."
- 1.4 "Grad House", or "the House" shall mean the buildings and property at 162 and 164 Barrie Street, Kingston, Frontenac Co., Ontario K7L 3K1.
- 1.5 "The University" shall mean Queen's University at Kingston, Ontario.
- 1.6 "Graduate Student" or "Registered Graduate Student" shall mean any person registered in the School of Graduate Studies and Research on a graduate degree or diploma program. A "Medical Student" is anyone who is registered as an undergraduate medical student in the Faculty of Medicine at Queen's University. A "Law Student" is anyone who is registered as a student in the Faculty of Law at Queen's University. An "Education Student" is anyone who is registered as a student in the Faculty of Education at Queen's University. A Post-Doctoral Fellow is anyone holding a Post-Doctoral Fellowship at The University, and who is a member of the Public Service Alliance of Canada PSAC local 901. (*amended 01/02/2017 (removed MBA students and added Post-Doc Fellow)*)
- 1.7 "Member" shall mean a member of the Club, as per Section 3 ("Membership").
- 1.8 "Board" or "Directors" shall mean the Board of Directors of Queen's Grad Club Inc., or the members of such Board, respectively, who are in office as per Section 4 or Section 6, which includes the Ex Officio Director. [*amended 01/02/2017*]
- 1.9 "By-laws" means By-Law No. 1 and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect.
- 1.10 "Ex Officio Director" shall mean a mandatory SGPS position on the Board; and by default, if no individual is elected Ex Officio Director, then this position shall be appointed from and by the SGPS executive members. (*amended 01/02/2017*)
- 1.11 "General Meeting" or "Annual General Meeting" shall mean a meeting of full Members of the Corporation, and called and run according to the provisions of Section 6.
- 1.12 The Board may enact new By-laws or amend existing By-laws, and such changes shall take effect immediately, however to remain in force these actions must be ratified by a majority of the Members casting votes at the next Annual General Meeting. All proposed changes to the By-laws shall be conspicuously posted in the Grad House forthwith and prior to their date of implementation.
- 1.13 If any procedure may not be specified in the *Corporations Act* of the Province of Ontario, or the By-laws, then *Robert's Rules of Order* shall be the authority.
- 1.14 The interpretation of By-laws, as well as the penning of any amendments or new By-laws shall be the responsibility of the Director of Legal Affairs.
- 1.15 No By-law shall be construed to supersede the *Corporations Act* of the Province of Ontario, or the Letters Patent of the Corporation, or the Supplementary Letters Patent of the Corporation.

- 1.16 "Law" shall be construed to mean any Act, Regulation, etc. passed by the Parliaments of Canada or Ontario, or by the Council of the City of Kingston.
- 1.17 "Legal Age" shall be defined as persons over the age of nineteen (19), as set out in the *Liquor License Act* R.S.O. 1990, chapter L.19, section 30. (*amended 25/03/2008*)
- 1.18 "House Rules" shall be those policies, which the Board may from time to time adopt for the smooth operation of the House.
- 1.19 "Guest" shall mean any individual who is not a Member and who is invited by a Member, or by the Club, to enjoy the facilities of the House, and who agrees to abide by the House Rules.
- 1.20 "SGPS" shall mean The Society of Graduate and Professional Students" at Queen's University.

## **SECTION 2: OBJECTIVES**

- 2.1 To carry on the operations of the Club for the promotion of the mutual interests of its Members;
- 2.2 To own, operate and/or maintain a house for its Members with all the usual accommodations and conveniences of a club and to provide suitable quarters and entertainment for its Members and Guests;
- 2.3 To provide opportunities for the exchange of ideas between Members of all disciplines;
- 2.4 To organize educational, social, cultural and athletic events for the benefit of its Members;
- 2.5 To contribute to the intellectual growth and cultural development of the University;
- 2.6 To uphold and respect the academic freedom of the University;
- 2.7 To enter into any arrangement with any authority, federal, provincial, municipal, local or otherwise, including agreements for affiliation or for federation with any school, college or university, that may seem conducive to the Corporation's objects or any of them, and to obtain from any such authority any rights, privileges and concessions which the Corporation may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- 2.8 To effect communication between the Members and the governing bodies of the University on matters concerning the Members;
- 2.9 To cooperate with other organizations having objects wholly or in part the same as or similar to the objects of the Corporation; and
- 2.10 To collect donations, gifts, legacies and bequests for the use in promoting the objects and carrying on the work of the Corporation.

## **SECTION 3: MEMBERSHIP**

### **3.1 GENERAL**

- 3.1.1 There shall be six classes of membership: Life, Honourary, Full, Partner Equivalent, Social, and Non-Resident Social. (*amended 14/01/16*)
- 3.1.2 Members of all classes shall be required to be of Legal Age.

### **3.2 LIFE MEMBERSHIP**

- 3.2.1 All Directors of the Club shall, upon completion of full term of office on the Board, become Life Members.
- 3.2.2 Life Members shall be entitled to attend Grad House, to sign in guests at Grad House, and to offer guidance to the Club for the duration of their lives.
- 3.2.3 There shall be no fee levied for Life Membership.
- 3.2.4 The current partner, or equivalent, of a Life Member shall be a Partner Equivalent Member of the Club.

### **3.3 HONORARY MEMBERSHIP**

- 3.3.1 The Principal of the University, the Dean and Associate Deans of the School of Graduate Studies and Research, Faculty of Medicine, Faculty of Law and Faculty of Education, and their partners, shall be accorded Honorary Membership in the Club during their term of office. (*amended 01/02/2017 (removed Faculty of Business)*)
- 3.3.2 Other Honorary Memberships may be granted by the Board to anyone in recognition of their office or their efforts and accomplishments in support of the Objects of the Club. These Honorary Memberships shall be granted for a specific term.
- 3.3.3 Honorary Members shall be issued identification cards by the Club.
- 3.3.4 Honorary Members shall be entitled to attend Grad House.
- 3.3.5 There shall be no fee levied for Honorary Membership.

### **3.4 FULL MEMBERSHIP**

- 3.4.1 A Full Member shall be anyone in the following constituencies:
  - a.) a Graduate Student, enrolled in the School of Graduate Studies and Research, who has paid the full Graduate Student levy.
  - b.) a Medical Student who has paid the full Medical Student levy.
  - c.) a Law Student who has paid the full Law Student levy.
  - d.) an Education Student who has paid the full Education Student levy. (*amended 01/02/2017 (removed MBA students)*)
- 3.4.2 Full Membership shall be determined on the basis of lists prepared by the University and by membership cards as follows:
  - a.) Graduate students: a code 'SGS' on the University card and a validated 'full time status' sticker for the appropriate academic year that does not have the 'opted out' box crossed out.
  - b.) Medical students: a code 'MED' on the University card and a validated 'full time status' sticker for the appropriate academic year that does not have the 'opted out' box crossed out.
  - c.) Law students: a code 'LAW' on the University card and a validated 'full time status' sticker for the appropriate academic year that does not have the 'opted out' box crossed out.

d.) Education students: a code 'EDU' on the University card and a validated 'full time status' sticker for the appropriate academic year that does not have the 'opted out' box crossed out. (amended 01/02/2017 (removed MBA students))

3.4.3 Full Members shall be entitled:

- a.) to attend Grad House;
- b.) to speak at General Meetings, and to vote at General Meetings and in elections or referenda;
- c.) to stand for election as a Director of the Club, and otherwise participate in the operations of the Club;
- d.) to sign in Guests as prescribed in the House Rules;
- e.) to request Partner Equivalent Membership for their partner or equivalent.

3.4.4 Full Members shall be levied a fee in September of each year, not less than \$19.00, this sum to be collected, on behalf of the Club, by the University as part of the student interest fee. (amended 13/03/1996)

### **3.5 PARTNER EQUIVALENT MEMBERSHIP**

3.5.1 The Board shall, at its discretion and upon request, grant Partner Equivalent Membership to the partner, or equivalent, of any Full Member. Only one such application shall be entertained from any Member, but a request to transfer the Membership to a different individual may be made once per calendar year, upon cancellation of the original Partner Equivalent Membership.

3.5.2 The Membership shall normally expire September 1 of every year, but may be revoked by the Board at any time.

3.5.3 Partner Equivalent Members shall be entitled to attend Grad Club.

3.5.4 A \$25 fee shall be levied on Social Members for each application to grant Partner Equivalent Membership; no fee shall be levied to Full Members submitting an application.

### **3.6 SOCIAL MEMBER**

3.6.1 A Social Member shall be anyone who has applied to the Board on the prescribed form and paid the membership fee, and been accepted by the Board and/or management as a Social Member. (amended 26/03/2009)

3.6.2 On application for Social Membership as prescribed in Section 3.6.1, and accompanied by the appropriate fee, shall receive a certificate of membership. (amended 26/03/2009)

3.6.3 The membership shall normally expire on September 1 of every year, and may be renewed; such renewal shall be as prescribed under Section 3.6.2.

3.6.4 Social Members shall enjoy all of the privileges accorded to Full Members in Section 3.4.3 except for subsection (e).

3.6.5 The annual social membership fee shall be \$25. Only half of the annual fee shall be levied on those joining after February 1 of the given year.

3.6.6 Post-Doctoral Fellows shall be considered Social Members upon payment of their membership fee. This fee shall be equivalent to that of the current Graduate levy.

3.6.7 The membership fee will be paid to the Grad Club by:

- a.) Post-Doctoral Fellows individually; or
- b.) by the PSAC local 901 on behalf of the Post-Doctoral Fellows.

3.6.8 Post-Doctoral Fellows will be issued a Grad Club membership card upon payment of the membership fee.

3.6.9 Membership will be determined by lists provided by PSAC 901 on October 1, February 1, and May 1 of each year. (added 01/02/2017)"

### **3.7 NON-RESIDENT SOCIAL MEMBERS**

3.7.1 Non-Resident Social Members shall be those Social Members, whose normal place of residence is more than 30 kilometers from Kingston, Ontario.

3.7.2 The fee shall be one-half that for a regular Social Membership.

3.7.3 Non-Resident Social Members shall enjoy all of the privileges accorded to Full Members in Section 3.4.3, except for that of subsection (c) and (e).

### **3.8 RESPONSIBILITIES OF MEMBERS**

3.8.1 All Members are required to comply with those regulations for the use of the House facilities which may from time to time be in effect as By-laws or House Rules, and are required to cooperate fully with all employees of the Club engaged in their assigned duties.

3.8.2 All Members may be required to establish proof of membership, by producing an identification card issued by the University or the Club, when requested to do so by any officer or employee of the Club and attending any function organized by, or under the auspices of the Club.

3.8.3 The membership privileges of any individual contravening the By-laws of the Club, or the House Rules, may be suspended or revoked by the Board.

## **SECTION 4: THE BOARD OF DIRECTORS**

### **4.1 THE DIRECTORS**

4.1.1 The Board shall consist of ten Directors, as elected at a General Meeting of the Club or otherwise appointed in accordance with these By-laws. (*amended 28/03/2013*)

4.1.2 A Director not holding an office of the Corporation shall be designated a Director-at-Large with responsibility for assisting the officers of the Corporation as necessary, and assisting in the coordination of those committees, which the Board may from time to time establish.

4.1.3 No Director shall simultaneously be an employee or contractor of the Corporation.

4.1.4 Every Director who completes a full term of office on the Board shall be presented with an engraved Queen's mug in recognition of their services to the Corporation.

4.1.5 One representative from the University is permitted to attend and make submissions at meetings of the Board.

4.1.6 Each Director shall sign the Director's Code of Conduct form. In doing so, each Director is agreeing to act in accordance with the terms of the Code of Conduct. If a Director is unable to act in accordance with the

Code of Conduct, they may be removed from the Board by ordinary resolution of the Members. *(amended 01/02/2017)*

- 4.1.7 At the first Board meeting of the year, after the election of Directors, the incoming Board must do a comprehensive reading of the By-laws. At this time, the responsibilities of every Director should be discussed at length, as well as the responsibilities of the Board as a whole. Each incoming Board member is responsible for reading the By-laws in preparation for the meeting. *(added 15/02/2016)*
- 4.1.8 No later than the second Board meeting of the year, each Director shall submit to the President a proposal outlining their plans and objectives for the year. The President will, by the third Board meeting, present a "Year Plan" which will incorporate the ideas of each Director in order to assist in steering the direction of the Grad Club during their tenure. *(added 15/02/2016)*
- 4.1.9 The Board shall submit an annual report on the Grad Club's activities and services as they relate to the SGPS membership and the associated membership fee. This report shall be compiled by the SGPS Ex Officio Director with the assistance and final approval of the Board. *(added 28/03/2018)*
- 4.1.10 Before each new term of the Board, a meeting shall take place between the incoming and outgoing Directors wherein each outgoing Director shall provide to their incoming counterpart and the President all documents in their position that are relevant to the Grad Club, including a transition document that they shall prepare, which outlines their responsibilities and any outstanding issues and actions that carry through the transition. All documents shall be stored on a secured storage device. *(added 15/02/2016)*
- 4.1.11 All transition documents should also be provided to the Grad Club at least one week before the AGM. *(amended 01/02/2017)*

#### **4.2 MEETINGS OF THE BOARD**

- 4.2.1 The Board shall meet as required to maintain a proper and efficient operation of the Club, but in any case shall meet at least once a month from September to April, and at least twice during the period of May to August. *(amended 01/02/2017)*
- 4.2.2 Notice of a meeting of the Board shall be given orally or in writing to each Director at least 24 hours prior to the meeting.
- 4.2.3 Quorum for a meeting of the Board shall be 5 Directors.
- 4.2.4 A majority of the Directors present shall decide any question.
- 4.2.5 The Board shall approve financial expenditures not arising out of the normal operations of the Club, admit persons as Members, decide Club policy, and engage in other activities as necessary.
- 4.2.6 Every Director who is in any way, directly or indirectly, interested in a proposed contract shall declare his or her interest at the meeting of the Board prior to discussion of the contract and refrain from voting.

#### **4.3 RESIGNATIONS AND VACANCIES**

- 4.3.1 Any vacancies on the Board may be filled by the appointment of additional Directors at any Board meeting. Such appointed Directors shall serve until the election of a new Board at the next Annual General Meeting. Appointments should, where possible, represent the same membership for which the vacancy has occurred. A vacancy is defined as a Director's absence from three or more Board meetings without valid reason for absence and without submission of a written report for each meeting missed in accordance with Section 6.2.7. *(amended 01/02/2017)*

- 4.3.2 If a Director has not attended three (3) consecutive meetings, the Board has the ability to call a special meeting of the Members to vote on the removal of said Director. *(amended 01/02/2017*  
*[NB: Directors cannot force Directors to resign under the Corporations Act of Ontario]*

#### **4.4 COMMITTEES OF THE CLUB**

- 4.4.1 The Board may from time to time establish committees of the Club ("Committees"). These Committees can be disbanded as the Board sees fit. *(added 2/1/2017)*
- 4.4.2 The chair of each Committees shall be a Director appointed by the Board, and membership and scope of such Committees shall be determined by the Board at the time of the Committee's creation and amended at anytime during the existence of the Committee.
- 4.4.3 Committees shall report to the Board.
- 4.4.4 A Finance Committee shall be permanently established by the Board in its first official meeting after the Annual General Meeting. Permanent members of the Finance Committee will be the Treasurer and the Club Manager. All other Directors are permitted to join the Finance Committee. The scope of the Finance Committee's responsibility will incorporate certain duties of the Treasurer as specified in Section 5.8. The Finance Committee will meet as required and report through the Treasurer to the Board of Directors. *(amended 01/02/2017)*
- 4.4.5 An Operations Committee shall be permanently established by the Board in its first official meeting after the Annual General Meeting. Permanent members of the Operations Committee will be the Director of Operations and the Club Manager. All other Board members are permitted to join the Operations Committee. The scope of the Operations Committee's responsibility will incorporate certain duties of the Director of Operations as specified in Section 5.5. The Operations Committee will meet as required and report through the Director of Operations to the Board of Directors. *(amended 01/02/2017)*
- 4.4.6 A Long Term Planning (LTP) Committee shall be permanently established by the Board in its first official meeting after the Annual General Meeting. Permanent members of the LTP Committee will be the President and the Club Manager. All other Board members are permitted to join the LTP Committee. The LTP Committee shall be responsible for long term strategic planning for the Club. The LTP Committee will meet as required and report through the President to the Board of Directors. *(amended 01/02/2017)*
- 4.4.7 An Advancement Committee shall be permanently established by the Board in its first official meeting after the Annual General Meeting. Permanent members of the Advancement Committee will be the President, the Club Manager, and a third member selected from the Board of Directors. The Advancement committee's responsibility will be to represent the Board in communications with Queen's University Advancement regarding the Grad Club portfolio, and report through the President to the Board of Directors. *(added 3/26/2018)*

#### **4.5 FINANCES**

- 4.5.1 The fiscal year of Corporation shall be from January 1 to December 31.
- 4.5.2 The Corporation shall maintain at least one bank account into which all moneys received shall be deposited, and from which all expenditures exceeding \$200.00 shall be paid in the form of a cheque. *(amended 26/03/2009)*
- 4.5.3 All cheques shall be signed by the General Manager and one other signing officer.



- 4.5.4 The signing officers of the Corporation shall be the Treasurer, the Director of Operations, and the General Manager.
- 4.5.5 The Corporation shall keep all books as required by the *Corporations Act* of the Province of Ontario, which shall be open to inspection by the Members, as required by the Act.

## **SECTION 5: THE OFFICERS OF THE CLUB**

- 5.1 There shall be seven officers of the Club: President, Secretary, Treasurer, Vice-President, Director of Operations, Director of Legal Affairs, and Director of Marketing. (*amended 28/03/2013*)
- 5.2 The President and the Secretary jointly, or their designates, shall be the signing officers for any contact or document requiring signatures from the Board, unless otherwise specified by By-law or by resolution of the Board.

### **5.2 POSITION HOLDERS**

- 5.2.1 The Board shall appoint the Officers from among themselves, provided that at no time shall a Director hold two or more offices concurrently.
- 5.2.2 Pursuant to an agreement with the University, no Social Member shall be eligible to hold the office of President.

### **5.3 PRESIDENT**

- 5.3.1 The President shall be the official representative of the Corporation.
- 5.3.2 The President shall chair all meetings of the Board, and ensure that order be kept at said meetings.
- 5.3.3 The President shall ensure that:
- a.) the Board meets regularly, and all items of concern to the Corporation are discussed by the Board;
  - b.) Directors and Members are kept informed of the current concerns of the Corporation;
  - c.) communication with organizations sharing the Corporation's objectives is maintained;
  - d.) outreach is undertaken to raise the profile of the Grad Club through communications with external organizations to represent and promote the interests of the Grad Club; (added 14/01/16)
  - e.) a proper "Year Plan" of the Board is created. (added 14/01/16)
- 5.3.4 The President shall coordinate the Advancement Committee and update the Board on the progress of the Queen's University Advancement Grad Club portfolio at all regular meetings of the Board. (added 26/03/18)

### **5.4 VICE-PRESIDENT**

- 5.4.1 The Vice-President shall assist the President in fulfilling that officer's duties. (*amended 14/01/16*)
- 5.4.2 The Vice-President shall assume all duties of the President when they are absent. (*added 14/01/16*)
- 5.4.3 The Vice-president will assume the duties of the secretary when they are absent, with the exception of circumstances dictated under 5.4.2. (*added 14/01/16*)

- 5.4.4 The Vice-President shall coordinate the long-term planning of the Corporation and chair the Long-term Strategic Planning Committee. (*amended 1/14/16*)

## **5.5 DIRECTOR OF OPERATIONS**

- 5.5.1 The Director of Operations shall supervise the General Manager and oversee the day-to-day operations of the House.
- 5.5.2 The Director of Operations shall liaise with the Board, the Members and the employees of the Corporation.
- 5.5.3 The Director of Operations shall be a signing officer of the bank accounts of the Corporation.
- 5.5.4 The Director of Operations shall act as General Manager of the Corporation when required.

## **5.6 DIRECTOR OF LEGAL AFFAIRS**

- 5.6.1 The Director of Legal Affairs shall be familiar with the letters patent and By-laws of the Corporation, the decisions of the Board, standard procedures of the Club, and the legal issues associated with the operations of the Club.
- 5.6.2 The Director of Legal Affairs shall ensure that all actions, decisions and policies of the Corporation and its officers are in accordance with the By-laws, the letters patent of the Corporation, and with all applicable Law associated with the Club. The Director of Legal Affairs shall report any infractions to the Board and, failing any corrective measures, to the Members.
- 5.6.3 Members or Directors shall refer any inquiry regarding interpretation of the By-Laws to the Director of Legal Affairs. (*amended 01/02/2017*)
- 5.6.4 The Director of Legal Affairs shall be the Returning Officer of any elections, referenda, and plebiscites, unless he or she is unable to act or stand for the Board, in which case the Returning Officer shall be appointed in accordance with Section 6.3.9. (*amended 15/02/2016*)
- 5.6.5 The Director of Legal Affairs shall be the primary contact between the Grad Club and their legal representation. (*added 15/02/2016*)
- 5.6.6 The Director of Legal Affairs shall conduct at least one meeting of the Board per academic year where a review of the Grad Club's By-Laws is undertaken. (*added 01/02/2017*)

## **5.7 SECRETARY**

- 5.7.1 The Secretary shall engage in official correspondence on behalf of the Corporation, as required.
- 5.7.2 The Secretary shall ensure that:
- c.) accurate minutes of Board and Member meetings are recorded and distributed within 72 hours of the adjournment of the meeting. (*amended 01/02/2017*)
  - d.) an agenda package for Board and Member meetings is sent out five days prior to the meeting and must include the agenda for the meeting, minutes from the previous meeting, director reports, the financial report, and any appendices as required. (*amended 01/02/2017*)
  - e.) copies of all minutes, and other books, records or documents as required by the *Corporations Act* of the province of Ontario, and current lists of the names and addresses of Directors and Members are properly maintained. (*amended 15/02/2016*)

- f.) a copy of the meeting minutes for each Board and Member meeting are posted at the House, both behind the bar and in the kitchen, with financial data omitted. *(amended 01/02/2017)*
- g.) the Vice President is notified of any anticipated absences of Directors a minimum of three days prior to a meeting. *(added 26/03/2009)*
- h.) they carry out such other duties as prescribed by the Board. *(added 15/02/2016)*

## **5.8** **TREASURER**

- 5.8.1 The Treasurer shall prepare an annual budget, for approval by the Board, consistent with the non-profit operation of the Corporation.
- 5.8.2 The Treasurer shall ensure that all financial obligations arising out of normal operation of the Corporation are satisfactorily discharged, and that all other financial arrangements are approved by the Board.
- 5.8.3 The Treasurer shall ensure that the ledgers, receipts, deposit books and other financial records of the Corporation are properly maintained and conform to what is generally acceptable, and that the finances of the Corporation are handled in a sensible and responsible fashion.
- 5.8.4 The Treasurer shall be a signing officer of the Corporation's bank accounts.
- 5.8.5 The Treasurer shall submit a financial report to the Annual General Meeting and will liaise with the bookkeeper who will submit to the Board, at least monthly, a written summary of the previous month's disbursements and income. *(amended 26/03/2009)*
- 5.8.6 The Treasurer should meet with the Grad Club's bookkeeper once a month prior to the Board Meeting. The Treasurer shall get a report from the bookkeeper and distribute the report to the Board. The Treasurer shall also help the Board Members understand the implications behind the financial report at each meeting. *(added 15/02/2016 - Not to be passed/amended until discussed at a future date)*

## **5.9** **DIRECTOR OF MARKETING**

- 5.9.1 The Director of Marketing shall assist and direct the General Manager in all official advertising and marketing for the House. *(added 28/03/2013)*
- 5.9.2 The Director of Marketing shall liaise with the Directors of Operations and Legal Affairs to ensure that all advertising is in line with Club policies, Club activities, and all applicable laws. *(amended 01/02/2017)*
- 5.9.3 The Director of Marketing shall chair a marketing meeting at least once a term, which may be attended by any Member of the Grad Club. *(amended 01/02/2017)*
- 5.9.4 The Director of Marketing shall investigate programs or collaborations with other organizations regarding promotions of the Grad Club, including customer rewards and loyalty programs. This process should include working with the Operations Director to find creative ways of marketing the Grad Club to new audiences. *(added 15/02/2016)*
- 5.9.5 The Director of Marketing shall consistently organize advertising campaigns focusing on increasing funding and membership of the Grad Club. The Director of Marketing will organize these campaigns in coordination with the following individuals: (i) the General Manager for social media; (ii) the Secretary for the Grad Club website; and (iii) other Directors. *(added 15/02/2016)*

## **5.10** **SUBSTITUTION OF AUTHORITY**

- 5.10.1 Where an office is temporarily vacant, or an Officer is temporarily unable to perform his or her duties, the following substitution of authority may be made:
- a.) the Director of Operations may act in the place of the Treasurer;
  - b.) the Treasurer may act in the place of Director of Operations;
  - c.) the President may act in the place of either the Treasurer or the Director of Operations, but not both simultaneously;
  - d.) when substitution for both the Treasurer and the Director of Operations is necessary, then the President and the Vice-President may each substitute for one position.
  - e.) The President may act in place of, or appoint other Directors to act in the place of, Director of Legal Affairs.
- 5.10.2 In the circumstance that a Director is absent from a Board or Member meeting, other Directors may perform the associated duties at the discretion of the Board. *(added 01/02/2017)*

## **SECTION 6: GENERAL MEETINGS OF THE CLUB**

### **6.1 ANNUAL GENERAL MEETING**

- 6.1.1 There shall be a General Meeting of all Members of the Club by the end of Winter Term Classes, as defined by the School of Graduate Studies, of every year, for the purpose of hearing and receiving reports and financial statements, of amending, adding or deleting By-laws, of electing a new Board of Directors, and of deciding on other business as required by the *Corporations Act* of the Province of Ontario. *(amended 28/03/2018)*
- 6.1.2 Notice of the time and place of this meeting, the agenda, and the call for nominations for Board positions shall be given, no less than ten (10) days before the meeting is to be held, to the auditor and to the Members. Notice shall be sent through the Board to all Members through University publications and/or other appropriate means including but not limited to email and Facebook.
- 6.1.3 Quorum at an Annual General Meeting shall be 15 Members. *(amended 01/02/2017)*
- 6.1.4 The Board shall appoint a Chair for the Annual General Meeting.

### **6.2 GENERAL MEETINGS**

- 6.2.1 The Board shall be required to call a General Meeting within 21 days of receipt of a letter stating: "We, the undersigned, being Full Members of Queen's Grad Club Inc., request that the Board of Directors call forthwith a meeting for purpose of \_\_\_\_\_" which delineates a specific purpose for the meeting, and which is signed by at least 50 members. In the case of such a meeting, the Board shall give at least seven (7) days' notice to the auditor and the Members.
- 6.2.2 Quorum at a General Meeting shall be 25 Members. *(amended 01/02/2017)*
- 6.2.3 Voting: All Full and Social Members present shall be entitled to vote. All questions shall be decided by a show of hands, but after the Chair has declared the question carried or defeated, any 3 members rising in their seats may request a roll-call vote in which case the division shall be entered in the minutes.

Questions shall be decided by a simple majority of the votes cast, except that 2/3 majority shall be required for acceptance of By-laws governing the borrowing of money.

- 6.2.4 At a General Meeting, any Full Member may hold one proxy vote on behalf of a Member who is unable to attend the Meeting. The proxy shall contain the full name of the assignee, the name and signature of the assignor, and the date on which the proxy is to be valid. The Chair should ask for proxy votes to be presented immediately after the meeting is called to order. Proxy votes are not to be included in any quorum count, nor shall they be allowed in the election of the Directors.
- 6.2.5 The Board shall appoint a Chair for the General Meeting.
- 6.2.6 A Director may be removed from the Board, and thus also from office, by ordinary resolution cast at any General Meeting for which notice was given to the intent to remove the said Director. A simple majority vote at such a meeting may elect any other eligible Member as a replacement.
- 6.2.7 Five days prior to the General Meeting, the following Directors must submit a written report to the Board describing their actions and initiatives since the last General Meeting: the General Manager; the President; the Director of Operations; and any Director who will be unable to attend the meeting. (*amended 01/02/2017*)
- 6.2.8 All Directors attending the General Meeting shall submit a verbal report describing their progress throughout the year. (*added 01/02/2017*)

### **6.3 ELECTION OF THE BOARD**

- 6.3.1 Except as otherwise provided in these By-laws, the election of the Board shall occur during the Annual General Meeting of the Corporation in each year and remain in effect until the next year's Annual General Meeting.
- 6.3.2 With the exception of the SGPS Ex Officio Director (see Section 6.3.4(a)), all persons wishing to run for the Board shall submit to the Returning Officer a letter of nomination, accompanied by at least five (5) nominating signatures of Full Members and signed by the nominee. The latter must be received prior to the beginning of the Annual General Meeting. (*amended 25/03/2008*)
- 6.3.3 Should there be less than nine (9) nominations received prior to the Annual General Meeting, or at the discretion of the Returning Officer, further nominations may be received at the Annual General Meeting, but each such nomination must be accepted by a majority of the voting Members present.
- 6.3.4 The Board positions are to be allocated amongst the constituencies as follows:
- a.) Graduate Students — 4 positions, one of which shall be an Ex Officio Director. (*amended 01/02/2017*)
  - b.) Medical Students — 1 position
  - c.) Law Students — 1 position
  - d.) Education Students — 1 position (*added 31/03/2010*)
  - e.) Social Members — 1 position
  - f.) Wild Card Positions — Graduate, Medical, Law Students, Education Students, or Social Members — 2 positions (*amended 27/03/2002, 31/03/2010, 31/03/2015*)
- 6.3.5 Eligibility for constituency positions and voting is as follows:
- a.) Each nominee shall be a Member of the Grad Club.

- b.) With the exception of the Board positions pursuant to Section 6.3.4(f) (the "Wild Card Positions"), which shall be determined in accordance with Section 6.3.7, all voting Members are only eligible to vote for the nominees running for the Board position of the constituency to which that Member belongs as per Section 6.3.4. (*amended 27/03/2002, 31/03/2010*)
- 6.3.6 After the close of nominations, each nominee for the positions specified in Section 6.3.4(a)-(e), grouped by their constituency and ordered alphabetically, shall be entitled to speak for five minutes, after which those entitled to vote will receive a ballot on which to record their votes. The person from each constituency who has received the most votes shall be declared the winner. If two or more nominees from one constituency have received the same number of votes, each candidate will be entitled to speak for an additional five minutes, after which those entitled to vote will receive a ballot on which to record their votes. If, upon conclusion of the second vote, the winner shall be determined by a suitable fair and random procedure, agreed upon by a majority of those present, and presided over publicly by the Returning Officer. (*amended 31/03/2011*)
- 6.3.7 Following election of all other Directors pursuant to Section 6.3.6, voting for the Wild Card Positions will take place as follows:
- a.) any nominee who was unsuccessful in the election of their constituency position, and all other persons who submitted a formal nomination as per Section 6.3.2 solely for the Wild Card Positions, are eligible to run;
- b.) all voting Members present shall receive a ballot on which he or she may record one name;
- c.) the two winners shall be the Members with most votes, with ties resolved as per Section 6.3.6.
- 6.3.8 Proxy votes shall not be allowed for the election of Directors.
- 6.3.9 The Returning Officer shall be the Director of Legal Affairs unless he or she is unable to act for the Board. In this case, the Returning Officer shall be an appointee of the Chair approved by a majority of the Directors present.
- 6.3.10 In the event that no one is elected to a particular Board position, the newly elected Board must:
- a.) Approach the society of that particular constituency to seek nominations for the position on the Grad Club's behalf. These nominees must satisfy the normal nomination procedures found within these By-laws.
- b.) If a Board position is still vacant after the newly elected Board has satisfied the requirements in subsection 6.3.10(a), the Board will open up the particular position(s) to other constituencies. These nominees must satisfy the normal nomination procedures found within these By-laws.
- 6.3.11 Unless otherwise provided, this By-law or any future amendment shall solely govern the procedure in elections of the Board, and this By-law (or future amendment) may not be amended except by special resolution of those present at a General Meeting. (*renumbered 29/03/2001, 31/03/2010*)

## **SECTION 7: BORROWING**

- 7.1 The Directors of the Corporation are authorized to borrow moneys from time to time from a bank or trust upon the credit of the Corporation in such amounts as they deem proper and by way of overdraft or otherwise.
- 7.2 Any promissory notes or other negotiable paper (including renewals thereof in whole or in part) signed on behalf of the Corporation by the Officer or Officers of the Corporation authorized from time to time to sign

negotiable instruments on its behalf and granted to said Bank for the moneys so borrowed and interest thereon as may be agreed upon, shall be binding upon the Corporation.

- 7.3 The Directors may from time to time, if they see fit to do so, grant securities by way of mortgage, hypothecation, pledge or otherwise covering all or any of the property and assets of the Corporation present and future as security for all or any moneys borrowed by the Corporation from the Bank or any other liability of the Corporation to the Bank, and any such mortgage, hypothecation, pledge or other security shall be valid and binding upon the Corporation if signed by any of the officers authorized to sign negotiable instruments on the Corporation's behalf.
- 7.4 All contracts, deeds, grants, assurances and documents reasonably required by said Bank or its counsel for all or any of the purposes aforesaid shall be executed and carried into effect by the proper officers of the Corporation (and when necessary the seal of the Corporation shall be affixed thereto).

### **SECTION 8: THE GENERAL MANAGER**

- 8.1 The General Manager shall be hired by the Board for a probationary period of six months, after which time he or she may be offered a contract of a longer term. During the probationary period, the General Manager may be terminated without cause by giving three weeks written notice of termination. After the probationary period, the General Manager may be terminated without cause by giving six weeks written notice of termination.
- 8.2 The General Manager shall be paid a salary, as fixed by the Board. This salary is to be paid in equal installments every two weeks. This salary shall be reviewed as necessary at the contract renewal date, taking into consideration both merit and cost-of-living increase, and whatever else the Board deems necessary. He or she shall be entitled to two weeks paid vacation per year, to be taken at a time agreed upon by the Board. In addition, all statutory holidays shall be paid holidays.
- 8.3 The General Manager shall be a Canadian citizen or landed immigrant, and shall be bondable. The Board may require the General Manager to become bonded.
- 8.4 The General Manager shall report to the Director of Operations.
- 8.5 The General Manager shall be responsible for the maintenance and improvement of all the facilities and services of the House and for overseeing the entire staff and personnel of the Club. *(amended 26/03/2009)*
- 8.6 The General Manager shall be given the opportunity to respond to any comments or questions arising out of a discussion by the Board regarding his or her suitability or continued employment as General Manager.
- 8.7 The General Manager shall be in charge of the hiring process at the Grad Club. *(added 16/02/2016)*
- 8.8 The General Manager shall run the Grad Club in a reasonable manner, and in accordance with all applicable laws, By-laws of the Club, House Rules, and resolutions of the Board that may from time to time be in effect.