

ONTARIO UNDERGRADUATE STUDENT ALLIANCE

BY-LAW ONE

BE IT ENACTED as a by-law of the Ontario Undergraduate Student Alliance (hereinafter referred to as “OUSA”) as follows:

Amended October 1996, October 2002, March 2005, October 2009, March 2014,
November 2015, March 2016, November 2019, and November 2020

The logo for the Ontario Undergraduate Student Alliance (OUSA) features the letters "OUSA" in a bold, blue, sans-serif font. The "O" is a solid circle, while the "U" and "S" are stylized with a slight gap between them. The "A" is also a solid letter.

Ontario Undergraduate Student Alliance

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SECTION I: INTERPRETATION

1.01

Definitions

In this By-law, unless the context requires otherwise:

- (a) “Act” means the *Corporations Act*, R.S.O. 1990, Chapter C. 38, or any statute which may be substituted therefor, including the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, Chapter 15 (at its coming into force) and including the regulations promulgated thereunder, all as may be amended, revised, supplemented or otherwise modified from time to time;
- (b) “AGM” means the annual general meeting of the Member Associations;
- (c) “Assembly” means the General Assembly, as constituted in accordance with the provisions of Section VII;
- (d) “Associate Member” means a Class A Associate Member or Class B Associate Member of OUSA, as defined in Sections 4.03(b) and 4.03(c), respectively;
- (e) “Board” means the Board of Directors of OUSA, as constituted in accordance with the provisions of Section V, which shall be referred to throughout this By-law as the “Steering Committee”;
- (f) “By-law” means this by-law;
- (g) “Director” means a member of the Board;
- (h) “Executive Director” means the person appointed to fulfill the duties referred to in Section XI;
- (i) “External Advisor” means a person appointed to fulfill the duties referred to in Section V;
- (j) “Force Majeure” means any of the following, but is not limited to: an act of god, fire, governmental order, court order, civil disturbance, act of public enemy, embargo, war, work stoppage or labour dispute;
- (k) “Full Member” means a Full Member of OUSA, as defined in Section 4.03(a);
- (l) “Full-Time Equivalent” or “FTE” refers to the number of full-time equivalent students, as defined by the Association of Registrars of the Universities and Colleges of Canada, or any other relevant body approved by the Steering Committee, as calculated by the November 1 count, if applicable;
- (m) “Letters Patent” means the letters patent and any supplementary letters patent of OUSA;
- (n) “Member Association” means a student government at a post-secondary institution in Ontario which has been approved as a Full Member or an Associate Member of OUSA in accordance with Section IV;
- (o) “Member Delegate” means a director, or other apportioned designate of a member association to represent it at a Members’ Meeting or Assembly;
- (p) “Officer” means an officer of OUSA;

- (q) “Operating Policies” means the Operating Policies of OUSA, as enacted by the Steering Committee;
- (r) “ordinary resolution” means a resolution that is submitted to a meeting of the Member Associations and passed at the meeting, with or without amendment, by at least 50% plus one of the votes cast;
- (s) “simple majority” means 50% plus one;
- (t) “special majority” means two-thirds;
- (u) “special resolution” means a resolution that is submitted to a special meeting of the Member Associations duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast;
- (v) “Steering Committee” means the Board;
- (w) “student government” means an organization of students which satisfies the following criteria:
 - i. it is locally and democratically controlled by students;
 - ii. it represents undergraduate students at a recognized publicly funded post-secondary institution in Ontario;
 - iii. it is autonomous of other organizations;
 - iv. it is campus-wide in that the breadth of its membership, of its normal activities and of its representative efforts correspond to the highest administrative unit of its institution.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law which are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in this By-law are inconsistent with those contained in the Letters Patent or the Act, the provisions contained in the Letter Patent or the Act, as the case may be, shall prevail.

SECTION II: PURPOSE

2.01 Vision

OUSA strives to improve the accessibility, affordability, accountability and quality of undergraduate education in Ontario.

2.02 Mission

In order to achieve its vision, OUSA shall:

- (a) conduct research to identify issues affecting accessibility, affordability, accountability and quality of undergraduate education in Ontario;
- (b) develop credible and constructive policy to address these challenges;
- (c) lobby the government to affect their undergraduate education policies;
- (d) communicate research and policy to both educate and affect the opinions of stakeholders, Ontarians and government; and
- (e) build partnerships in the post-secondary education realm.

2.03 Organizational Goals

In order to meet its vision and the needs of its Member Associations, OUSA shall:

- (a) strive to be the premier advocacy organization in Ontario, leading all others in access to government, breadth of partnerships, scope of activity and involvement of students and student associations;
- (b) strive to accurately represent its Member Associations on issues directly related to the educational interests of undergraduates, including the accessibility, affordability, accountability and quality of post-secondary education in Ontario;
- (c) be directly accountable and responsive to the undergraduate students on the respective campuses of its Member Associations in all areas of its activities, including the maintenance of a decentralized structure of operations responsible in its function to its members; and
- (d) strive to be a first point of contact for student associations, government and media for information and discussion on issues affecting Ontario's system of undergraduate education.

SECTION III: REGISTERED OFFICE AND SEAL

3.01 Registered Office

The registered office of OUSA shall be located in the City of Toronto, in the Province of Ontario, or at such other location in the Province of Ontario as the Steering Committee may from time to time determine by resolution.

3.02 Seal

The seal of OUSA, an impression of which is stamped in the margin, shall be the corporate seal of OUSA, unless otherwise determined by resolution of the Steering Committee.

SECTION IV: MEMBERSHIP AND FEES

4.01 Membership of Student Governments

The membership of OUSA shall be comprised of all Member Associations as defined in Section 1.01(n) hereof. Membership shall be granted to any student government which satisfies the conditions of membership set out in Section 4.02, but no membership shall be granted to a student government which duplicates all or part of the membership of an existing Member Association, without the consent of such Member Association and of the Steering Committee. Membership in OUSA is not transferable and automatically terminates if the Member Association withdraws or such membership is otherwise terminated in accordance with this By-law and/or the Act. Member Associations shall subscribe to the vision, mission and organizational goals of OUSA, as described in Section II.

4.02 Conditions of Membership

A student government may be admitted as a Full Member or Associate Member of OUSA if:

- (a) the student government votes to become a member of OUSA in the manner specified in the by-laws, policies or constitutional procedures of such student government;
- (b) the student government has paid the applicable annual membership fee, either from a designated fee collected from the members or operating funds of the student government and has signed the membership contract, as defined in Section 4.05;
- (c) a special majority of the Steering Committee has determined to accept the membership of the student government.

4.03 Classes of Membership

There shall be three classes of membership in OUSA, as follows:

(a) Full Member

Each Full Member shall

- i. have the right to appoint one Director to the Steering Committee;
- ii. have the right to send the number of delegates prescribed by Section 6.04 to meetings of the Member Associations and of the Assembly; and
- iii. pay the full membership fee required by OUSA's Operating Policies.

(b) Class A Associate Member

Each Class A Associate Member shall:

- i. have the right to designate one person as an External Advisor to the Steering Committee;
- ii. have the right to send two delegates to meetings of the Member Associations and of the Assembly; and
- iii. pay one-half of the membership fee which would be required if the Class A Associate Member was a Full Member.

(c) Class B Associate Member

- i. have the right to send two delegates to meetings of the Member Associations and the Assembly; and
- ii. pay one-quarter of the membership fee which would be required if the Class B Associate Member was a Full Member.

4.04 Responsibilities of Member Associations

Subject to the provisions of the Member Association's by-laws, policies and constitutional procedures, each Member Association shall:

- (a) support the objective of OUSA and abide by the provisions of this By-law;
- (b) represent the interests and concerns of its member students at meetings of OUSA;
- (c) communicate information from OUSA to its student government and the students which the Member Association represents;
- (d) allow representatives of OUSA access to the deliberations of its assembly, council or board in all matters pertaining to OUSA, except those determined to be confidential in accordance with the member association's bylaws, policies and procedures;
- (e) allow representatives of OUSA to promote the organization on its campus for the purposes of outreach and awareness, referenda concerning OUSA, and promotion of the projects and campaigns of OUSA, provided that OUSA shall provide reasonable notice of its intention to attend at a Member Association campus; and
- (f) strive to support the work of OUSA by making available the resources of the Member Association for the projects and campaigns of OUSA, including, without limitation, sharing research and data with OUSA and the other Member Associations in order to facilitate the generation of policy positions.

4.05 Membership Contract

As a condition of membership, each Member Association must sign a contract which provides for the payment of applicable membership fees and addresses such other matters as may be designated by the Steering Committee from time to time. The membership contract shall be signed by the President and the Vice-President (Finance) of OUSA and counter-signed by the appropriate signing officer(s) of the Member Association.

4.06 Membership Fees

The following conditions shall apply to membership fees for OUSA:

- (a) The fees for Full Members of OUSA shall be established by the Assembly upon recommendation of the Steering Committee, except if the only adjustment made is an adjustment to account for CPI;
- (b) the specific rate and method for collection of Full and Associate Membership fees shall be outlined in the Operating Policies;
- (c) Full Membership fees shall be indexed on an annual basis to the Ontario Consumer Price Index (CPI) as reported by Statistics Canada, ratified by the Steering Committee and reported by January 30;

- (d) notwithstanding any other provision of this By-law, such fees shall continue in force until subsequently amended by a special majority of the Steering Committee and the Assembly;

4.07 Withdrawal

- (a) Any Member Association wishing to withdraw from membership in OUSA shall do so in accordance with Sections 4.07(b) and (c) below, the by-laws and constitutional procedures of the respective Member Association and the provisions of the OUSA membership contract. In situations where the Member Association cannot satisfy all requirements simultaneously, the provisions of the OUSA membership contract shall prevail.
- (b) Written notice of intent to withdraw must be sent by registered mail to OUSA's registered address, must be received 90 days in advance of any vote or referendum on a motion to withdraw, and must include the exact motion or referendum question, a copy of any student petition to withdraw, a copy of the Member Association's current by-laws and all additional policies or guidelines governing the conduct of the Member Association's elections and referenda.
- (c) Any withdrawal shall take effect in the next fiscal year of OUSA, and any membership fees owed by a Member Association in the current fiscal year shall be due.

4.08 Discipline and Termination of Membership for Cause

- (a) Upon 15 days' written notice to a Member Association, the Steering Committee may pass a resolution authorizing disciplinary action or the termination of membership for a violation of any provisions of this By-law, the Letters Patent or the Act, such resolution to be passed by a special majority of the Directors present and voting at a meeting of the Steering Committee called for such purpose and to be approved by a special majority of Member Associations present and voting at a meeting of the Member Associations called for such purpose.
- (b) The notice shall set out, in reasonable detail, the reasons for the disciplinary action or termination of membership. The recipient of the notice shall be entitled to give the Steering Committee a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Steering Committee shall consider the written submission of the Member Association before making a final decision regarding disciplinary action or termination of membership.

4.09 Observer Status

Institutions may be granted observer status in OUSA if agreed to by a special majority of the Steering Committee. Conditions for observer status will be determined by the Steering Committee in accordance with the Operating Policies. The approval of observer status must be reported to the Assembly at its next meeting.

4.10 Autonomy of Member Associations

OUSA shall respect the autonomy of Member Associations in terms of their by-laws, policies and constitutional procedures, as well as their capacity to represent their respective students. The only exception to this principle is outlined in Section 4.07.

SECTION V: BOARD OF DIRECTORS (STEERING COMMITTEE)

5.01

Powers of the Board

- (a) The Board shall manage or supervise the management of OUSA and shall exercise all such powers and do all such acts and things as may be exercised and done which, by this By-law or by the Act, are not directed or required to be done in some other manner. Throughout this By-law, the Board shall be referred to as the “Steering Committee”.
- (b) Without limiting the generality of the foregoing, the Steering Committee shall:
 - i. oversee OUSA’s administrative and financial operations, including its research activities, and the generation and implementation of OUSA policy;
 - ii. direct the registered office in the areas of government relations, and public affairs, research support, policy generation, communication initiatives and any other duties that may be assigned;
 - iii. employ such staff as it deems necessary and determine and review their terms of employment;
 - iv. appoint signing officers, legal counsel, auditors and such other persons as the Steering Committee is required or permitted to appoint pursuant to this By-law or the Act;
 - v. set the budgets of OUSA in accordance with Section XIII;
 - vi. in accordance with the provisions of Section XIV, establish committees and working groups and appoint the chair(s) thereof for such purposes as may be determined by the Steering Committee and terminate any committees when their purpose has been fulfilled;
 - vii. authorize the reimbursement of reasonable expenses incurred by the Directors, Officers and External Advisors of OUSA in carrying out their duties, including attendance at meetings of the Steering Committee, its committees and working groups and of the Assembly, as well as the reasonable expenses incurred by Member Associations engaged in projects approved by the Steering Committee;
 - viii. determine guidelines for the appointment of representatives of the Member Associations; and
 - ix. participate in meetings of the Member Associations and of the Assembly on behalf of their respective Member Associations.

5.02

Composition of the Steering Committee

- (a) Unless changed by special resolution of the Member Associations, the number of Directors shall be equal to the number of Full Members of OUSA.
- (b) The Steering Committee shall be composed of one representative of each Full Member, each of whom shall be elected in accordance with the provisions of Section 5.03.

5.03 Election

- (a) Each Full Member shall appoint one representative from among its membership to sit on the Steering Committee and shall submit to the Vice President (Administration and Human Resources) the name of such appointee at least 60 days prior to the AGM.
- (b) The President shall declare the Directors elected by acclamation at the AGM.

5.04 Eligibility

- (a) To be eligible for election as a Director, the appointee must be an undergraduate student member of the student government which they represent at the time of appointment or serving as an executive term following their time as an undergraduate member of that member association.
- (b) The following persons are disqualified from being a Director:
 - i. a person who is not an individual;
 - ii. a person who is under 18 years old;
 - iii. a person who has been found under the *Substitute Decisions Act, 1992* (Ontario) or under the *Mental Health Act* (Ontario) to be incapable of managing property;
 - iv. a person who has been found to be incapable by any court of Canada or elsewhere;
 - v. a person who has the status of a bankrupt; and
 - vi. a person who is a permanent staff member of their student government.

5.05 Term of Office

Each Director shall hold office for the duration of their term as a representative of their respective student government, which shall not exceed one year, unless such Director is reappointed as a representative of their student government the following year. A Director shall cease being a Director of OUSA upon the submission of their resignation, the completion of their term at their respective student government, or upon their removal pursuant to Section 5.06.

5.06 Removal of Directors

A Director may be removed from their position on the Steering Committee by ordinary resolution of the Member Associations and another person appointed in their place in accordance with Section 5.03 hereof.

5.07 Vacancy

If any vacancy occurs on the Steering Committee for any reason, a quorum of the Directors remaining in office may, by resolution, fill the vacancy by appointing a replacement Director upon the recommendation of the Full Member which originally appointed the vacating Director. A Director appointed to fill a vacancy shall hold office for the unexpired term of such Director's predecessor.

5.08 Quorum

A quorum for any meeting of the Steering Committee shall be a simple majority of the Directors.

5.09 Voting

Each Director shall have one vote at each meeting of the Steering Committee. There shall be no proxy votes at meetings of the Steering Committee.

5.10 External Advisors

- (a) Each Class A Associate Member Association shall be entitled to appoint one person from among its membership to attend and participate in meetings of the Steering Committee (each, an “External Advisor”).
- (b) The Steering Committee may, on the advice of the Executive Director, appoint up to one additional person per Full Member Association as External Advisors. Such persons shall be chosen for their knowledge and insight into issues within the mandate of OUSA.
- (c) External Advisors shall be entitled to receive notice of, attend, and speak at all meetings of the Steering Committee, but shall not be entitled to vote.
- (d) External Advisors shall not act as the Steering Committee author for OUSA policy papers, however they may be brought on as a student author by their association.
- (e) To be eligible for appointment as an External Advisor, the appointee must be an undergraduate student member of the student government which they represent at the time of appointment. Directors and persons employed by OUSA shall not be eligible to serve as External Advisors during their term of election or employment, as the case may be.
- (f) An External Advisor may be removed from their position by a resolution approved by a special majority of the Directors present and voting at a meeting of the Steering Committee. Notice of a proposed resolution to remove an External Advisor must be given to the Directors at least 15 days prior to the meeting at which the resolution will be put forward.

5.11 Regular Meetings

The Steering Committee shall meet at least eight times per calendar year, with at least two meetings being held during each three-month period, at such times and places as fixed by the Steering Committee.

5.12 Calling of Regular Meetings

A meeting of the Steering Committee shall be called by the Executive Director or President acting upon the authority of:

- (a) a resolution of the Steering Committee; or
- (b) a written petition signed by at least 25% of the Directors calling for a meeting of the Steering Committee on a specific matter.

5.13 Notice of Regular Meetings

Notice of all meetings of the Steering Committee shall be given to the Directors and the External Advisors at least 14 calendar days prior to the date of such proposed meeting. Notice shall not

be necessary if all Directors and External Advisors are present or if those absent waive notice or otherwise specify their consent to the holding of such meeting.

5.14 Special Meetings

A special meeting of the Steering Committee may be called by the President, a written petition signed by at least 25% of the Directors, or the Executive Director of OUSA with 72 hours' notice to the Directors and the External Advisors. The agenda for the meeting shall be contained in such notice and additions to the agenda may only be made with the approval of a special majority of Directors present and voting.

5.15 Meetings by Electronic Means

- (a) Steering Committee meetings may be held by telephonic, electronic, or other communications facilities that allow all persons participating to communicate efficiently with all others at the same time.
- (b) Meetings by electronic means must be hosted securely and by a reputable program, service, or company.
- (c) Electronic means may be used for Regular Meetings or Special Meetings, provided that the meetings meet other requirements, as listed in Sections 5.12, 5.13 and/or 5.14.

5.16 Meeting Procedure

Subject to the Letters Patent and the By-laws, Robert's Rules of Order, Newly Revised shall be the rules of procedure for meetings of the Steering Committee.

5.17 Open Meetings

- (a) All meetings of the Steering Committee shall be open to all members of the board and/or councils of each Member Association, unless otherwise decided by a simple majority of the Directors present and voting. If a meeting is closed, the reasons therefore shall be announced at the next meeting of the Steering Committee. The Steering Committee may invite any persons whom it deems appropriate to the conduct of its business to attend its meetings.
- (b) If any Director is unable to attend any meeting of the Steering Committee, a non-voting representative of such Director's Member Association shall be entitled to attend and speak at such meeting. Notwithstanding subsection (a) above, such non-voting representative may not be excluded from a closed session of the Steering Committee.
- (c) In addition to the Directors, other representatives of each Member Association duly appointed by said association may attend meetings of the Steering Committee, with speaking rights but without a vote, provided that the Steering Committee may limit the maximum number of persons who may speak at any one meeting.
- (d) The External Advisors shall be entitled to attend all meetings of the Steering Committee, and shall not be excluded from closed or in camera meetings.

5.18 Notice of Resolution

- (a) Notice of a resolution shall include the reading or written submission of the resolution to the Steering Committee, the moving and seconding of the resolution by two Directors and the deposit of a copy of the resolution with the President for inclusion in the agenda. Five days' notice of a resolution is required for such resolution to be considered at a meeting of the Steering Committee. A matter not on the agenda may

be introduced if consideration of the motion is approved by a special majority of the Directors present and voting.

- (b) The agenda for each meeting of the Steering Committee shall be distributed under the authority of the President and Executive Director, and shall set forth the items of business to be discussed at the meeting. The agenda shall be approved by the Steering Committee at the commencement of each meeting. The agenda shall be distributed at least five days prior to the meeting and shall set forth the items of business to be discussed at the meeting.

5.19 Place of Meeting

In person meetings of the Steering Committee may be held at the registered office, the campus of a Member Association, or any other place within the Province of Ontario, as determined by the Steering Committee. Meetings of the Steering Committee may also be held through electronic means, as determined by the Steering Committee.

5.20 Voting Procedure

OUSA shall seek consensus between the Member Associations on all matters before the Steering Committee. However, in the event that consensus is not possible, except as otherwise expressly provided for in this By-law as or required by the Act, at all meetings of the Steering Committee, all questions shall be decided by a simple majority of the Directors present and voting, and in the case of an equality of votes, the resolution shall be deemed defeated. Questions of a procedural nature, including privilege, shall be determined by Robert's Rules of Order, Newly Revised.

5.21 Speaker and Secretary

The President shall act as chair and speaker of the Steering Committee and shall preside at all meetings of the Steering Committee. If the President is absent or is unable or unwilling to act, the Directors present shall choose one of their number to be chair and speaker. The Vice-President (Administration and Human Resources) or a person, who need not be a Director, appointed by the Vice-President (Administration and Human Resources) shall act as secretary at any meetings of the Steering Committee.

5.22 Remuneration and Expenses

Except for services provided by Directors during temporary periods, which services are necessitated by the occurrence of a Force Majeure event, the Directors shall not be paid any remuneration for their service as Directors. The Directors may, with the approval of the Steering Committee, be reimbursed for travel and other expenses properly incurred in attending meetings of the Steering Committee or of any committees. Nothing contained in this By-law shall preclude any Director from serving OUSA in any other capacity, excluding permanent full or part-time employment, and receiving remuneration therefore.

5.23 Conflict of Interest

- (a) A Director or Officer who is a party to a material contract or transaction, or a proposed material contract or transaction, with OUSA, or who is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction, or proposed material contract or transaction, with OUSA, shall disclose to OUSA or request to have entered in the minutes of the meetings of the Steering Committee the nature and extent of their interest.
- (b) In the case of a Director, the disclosure required under subsection (a) shall be made:

- i. at the meeting at which a proposed contract or transaction is first considered;
 - ii. if the Director was not then interested in a proposed contract or transaction, at the first meeting after they become so interested;
 - iii. if the director becomes interested after a contract is made or a transaction entered into, at the first meeting after they become so interested; or
 - iv. if a person who is interested in a contract or transaction later becomes a Director, at the first meeting after they become a Director.
- (c) In the case of an Officer, the disclosure required under subsection (a) shall be made:
- i. forthwith after the Officer becomes aware that the contract or transaction, or proposed contract or transaction, is to be considered at a meeting of the Steering Committee;
 - ii. if the Officer becomes interested after a contract is made or a transaction entered into, forthwith after they become so interested; or
 - iii. if a person who is interested in a contract or transaction later becomes an Officer, forthwith after they become an Officer.
- (d) A Director referred to in subsection (a) shall not attend any part of a meeting of the Steering Committee during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction, unless the contract is one relating primarily to their remuneration as a Director of OUSA or an affiliate, one for indemnity or insurance, or one with an affiliate.
- (e) Notwithstanding the foregoing, a Director shall not be deemed to have a conflict of interest in any matter by mere reason of the matter involving or affecting the Member Association which appointed them. A Director shall be free to vote on any question affecting the Member Association which appointed such Director.
- (f) Subject to the occurrence of a Force Majeure event, no Director may hold a position of employment with OUSA while serving as a Director.

SECTION VI: MEMBERS' MEETINGS

6.01 Annual General Meeting

- (a) The AGM shall be held on a day and at a place within Ontario fixed by the Steering Committee. Any Member Association, upon request, shall be provided, not less than 21 days before the AGM, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws.
- (b) The business transacted at the AGM shall include:
 - i. receipt of the agenda;
 - ii. receipt of the minutes of the previous annual and subsequent special meetings of the Member Associations;
 - iii. consideration of the financial statements;
 - iv. report of the auditor or person who has been appointed to conduct a review engagement;
 - v. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
 - vi. election or acclamation of Directors; and
 - vii. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for the AGM unless a member's proposal has been given to the secretary prior to the giving of notice of the AGM in accordance with the Act, in order that such item of new business may be included in the notice of AGM.

6.02 Special Meetings

The Directors may call a special meeting of the Member Associations. The Steering Committee shall convene a special meeting on written requisition of not less than two of the Member Associations for any purpose connected with the affairs of OUSA that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the submission of the requisition.

6.03 Notice of Meetings

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special meeting of the Member Associations shall be given in the manner specified in the Act to each Member Association and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Member Associations to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member Association of the right to vote by proxy.

6.04 Member Delegates

- (a) Each Full Member shall be entitled to appoint, in such manner as it deems appropriate, one delegate (a "Member Delegate") per each 3,000 FTE students enrolled at the Full Member's university throughout a full academic year, which Member Delegate(s) shall

represent the Full Member at meetings of the Member Associations. The number of delegates shall be rounded to the nearest whole number. In the case of a 0.5, the number of delegates shall be rounded up. In addition to the Full Member's designate on the Steering Committee, who shall also be a member delegate, each Full Member shall be entitled to a minimum of one additional Member Delegate.

- (b) Directors shall not be considered towards the total number of delegates apportioned in 6.04 (a).
- (c) Each Associate Member shall be entitled to appoint, in such manner as it deems appropriate, two Member Delegates to represent the Associate Member at meetings of the Member Associations.
- (d) Member Delegates must be appointed within such time periods as may be specified by the Steering Committee from time to time.
- (e) Each Member Delegate must be an undergraduate student, or elected representative of their student association at the time of appointment as a Member Delegate.

6.05 Quorum

A quorum for the transaction of business at any meeting of the Member Associations is 25% of the Member Delegates representing a simple majority of the Member Associations, whether such Member Delegates are present in person or by proxy. If a quorum is present at the opening of a meeting of the Member Associations, the Member Associations present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

6.06 Chair of the Meeting

The President or their designate approved by the assembly, who need not be a member delegate, shall be the chair of any meeting of the Member Associations. In the President's absence, the Member Associations present at the meeting shall choose another Director as chair and, if no Director is present or if all of the Directors present decline to act as chair, the Member Associations present shall choose a Member Delegate to chair the meeting.

6.07 Voting

The following conditions shall apply to votes at meetings of the Member Associations:

- (a) each Member Delegate shall be entitled to one vote;
- (b) the Executive Director shall maintain a registry of Member Delegates;
- (c) a Member Delegate shall be eligible to vote at a meeting of the Member Associations upon submission of their name, at least 14 days prior to the meeting, by the Member Association which appointed such Member Delegate;
- (d) votes shall be taken by a show of hands among all Member Delegates present and the chair of the meeting, if a Member Delegate, shall have a vote;
- (e) an abstention shall not be considered a vote cast;
- (f) a written ballot may be called for by a vote of one-third of Member Delegates voting and present. A written ballot so required or demanded shall be taken in such a manner as the chair of the meeting shall direct;

- (g) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- (h) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes in favour of or against the motion.

6.08 Proxy

Every Member Delegate entitled to vote at a meeting of the Member Associations may, by means of proxy, appoint a proxy holder, who shall also be a Member Delegate, as the Member Delegate's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy. To be valid, a proxy must be in the form prescribed by the Act and must be signed by the Member Delegate.

6.09 Meetings by Electronic Means

If all Member Associations participating in a meeting consent, a meeting of the Member Associations may be held by telephonic, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other at the same time, and a Member Association participating by such means is deemed to be present at such meeting. Two days' notice shall be required for a meeting called pursuant to this Section 6.09.

6.10 Adjournments

The chair may, with the consent of a majority of Member Associations present at the meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Member Associations, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling such meeting.

6.11 Persons Entitled to be Present

The only persons entitled to attend a meeting of the Member Associations are the Member Delegates, the auditors of OUSA (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or this By-law to be present at the meeting. Any other person may be admitted only if invited by the chair of the meeting or with the consent of a majority of the Member Associations represented at the meeting.

SECTION VII: ASSEMBLY

7.01 Powers and Duties of the Assembly

- (a) The Assembly shall serve as the body representing the interests of the students represented by OUSA and the Member Associations in the ongoing affairs of OUSA and shall:
 - i. advise, counsel and guide the Steering Committee in the fulfillment of its duties;
 - ii. confirm, reject or offer back to the Steering Committee decisions of the Steering Committee by simple or special majority as expressly provided for in this By-law;
 - iii. address public policy positions on matters related to academic and funding policy; and
 - iv. initiate policy positions not otherwise undertaken by the Steering Committee.
- (b) The Assembly shall make all determinations and take all actions by resolution passed at a meeting of the Assembly at which quorum is present.

7.02 Composition of Assembly

The Assembly shall be composed of the Member Delegates (referred to in this Section VII, as the “Assembly Delegates”).

7.03 Regular Meetings of the Assembly

The Assembly shall meet at least twice during each calendar year at such times and places as may be fixed by the Steering Committee. At least one such meeting shall be held during the fall period between September 15 and December 15 and one such meeting shall be held during the spring period between January 1 and April 15. The fall Assembly meeting shall take place immediately after the AGM.

7.04 Calling of Regular Meetings of the Assembly

A meeting of the Assembly shall be called by the President acting upon the authority of an ordinary resolution of the Steering Committee.

7.05 Quorum

A quorum for the transaction of business at any meeting of the Assembly is 25% of the Assembly Delegates representing at least 50% of the Full Members, or ten Assembly Delegates, whichever is greater.

7.06 Voting

The following conditions shall apply to Assembly votes:

- (a) each Assembly Delegate shall be entitled to one vote at each meeting of the Assembly;
- (b) the Executive Director of OUSA shall maintain a registry of Assembly Delegates;
- (c) an Assembly Delegate shall be eligible to vote at a meeting of the Assembly upon submission of their name at least 14 days prior to such meeting by the Member Association who appointed such Assembly Delegate;

- (d) votes shall be taken by a show of hands among all Assembly Delegates present and the chair of the meeting, if an Assembly Delegate, shall have a vote;
- (e) an abstention shall not be considered a vote cast;
- (f) a written ballot may be called for by a vote of one-third of Assembly Delegates voting and present. A written ballot so required or demanded shall be taken in such a manner as the chair of the meeting shall direct;
- (g) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost;
- (h) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes in favour of or against the motion; and,
- (i) an Assembly Delegate may, by means of proxy, appoint a proxy holder, who must also be an Assembly Delegate, as the Assembly Delegate's nominee to attend and act in the manner, to the extent and with the authority conferred by the proxy. No Assembly Delegate attending a meeting of the Assembly may hold more than one proxy.

7.07 Notice of Meetings

The Executive Director shall cause written notice of all Assembly meetings to be sent to the Assembly Delegates and to the auditors by ordinary or electronic mail at least 14 days prior to the scheduled date of such meeting. Notice is not necessary if all Assembly Delegates are present, or if those absent waive notice or otherwise consent to the holding of such a meeting.

7.08 Resolutions

There shall be two classes of Assembly resolutions, as described in Sections 9.02 and 9.03 of this By-law: (1) policy resolutions and (2) simple resolutions.

7.09 Meeting Procedure

Subject to the Letters Patent and this By-law, Robert's Rules of Order, Newly Revised shall be the rules of procedure at all Assembly meetings.

The agenda for an Assembly meeting shall be distributed under the authority of the Steering Committee at least 14 days before the date of the meeting. Any matter not on the agenda distributed prior to the meeting may not be introduced unless the introduction thereof is agreed to by a special majority of the Assembly Delegates present and voting.

The Assembly may by resolution passed by a simple majority of Assembly Delegates determine that a matter shall be included on the agenda of a subsequent meeting. In addition, upon written request signed by at least two Assembly Delegates, a stated matter or motion shall be included on the agenda of the Steering Committee's next regular meeting. Such written request shall be submitted to the President and shall clearly identify the mover and seconder thereof.

7.10 Place of Meeting

Assembly meetings may be held on the campus of a Member Association or any other place within the Province of Ontario as determined by the Steering Committee and designated in the notice calling such meeting.

Where on campus Assembly is not available, OUSA home office will be responsible to organize meeting through an alternative format according to the procedures outlined by Robert's Rules of Order, Newly Revised.

A Member Association cannot be the host of an Assembly meeting twice within any 3 year period unless otherwise passed by a special majority of the Steering Committee.

7.11 Votes to Govern

Except as otherwise expressly provided for in this By-law, all questions before the Assembly shall be decided by a simple majority of votes cast and, in the case of an equality of votes, the resolution shall be deemed defeated.

7.12 Agenda Requirements

The agenda for an Assembly meeting shall contain the following items:

- (a) approval of minutes;
- (b) approval of agenda;
- (c) approval of the Speaker;
- (d) policy resolutions; and
- (e) simple resolutions.

7.13 Speaker and Secretary

A speaker and recording secretary will be appointed at each Assembly meeting according to the procedures outlined by Robert's Rules of Order, Newly Revised.

SECTION VIII: POLICY

8.01 Policy

The following conditions shall apply to the political policies of OUSA:

- (a) Policy shall consist of principles, concerns and recommendations outlining OUSA's position on issues affecting post-secondary education and undergraduate students;
- (b) Policy is developed according to the processes outlined in the Operating Policies;
- (c) Policy statements become the policy of OUSA when adopted by the Assembly. Policy continues in force until rescinded by a special majority vote of any or each of the bodies which approved the relevant policy.
- (d) Notwithstanding the foregoing, policy shall cease to be in force after four years from the end of the fiscal year in which it was approved.

8.02 Policy Originating in the Steering Committee

- (a) Policy which originates in meetings of the Steering Committee shall require the approval of:
 - i. a special majority of the Directors present and voting at a meeting of the Steering Committee; and
 - ii. a simple majority of both Member Associations and Assembly Delegates present and voting at a meeting of the Assembly.
- (b) Any votes affecting such policy held thereafter shall require the same measure of approval to rescind or amend previously adopted policy positions by both bodies. For the purposes of subsection (a)(ii) above, a Member Association is deemed to have voted in favour of a policy when a simple majority of its Assembly Delegates present and voting vote in favour of such policy.

8.03 Policy Originating in the Assembly

- (a) Policy which originates in meetings of the Assembly shall require the approval of:
 - i. a special majority of both Member Associations and Assembly Delegates present and voting at a meeting of the Assembly; and
 - ii. a simple majority of the Directors present and voting at the next available meeting of the Steering Committee.
- (b) For the purpose of subsection (a)(i) above, a Member Association is deemed to have voted in favour of a policy when a simple majority of its Assembly Delegates present and voting vote in favour of such policy.

8.04 Policy Decisions Requiring a Timely Response

The following conditions apply to policy decisions requiring a timely response:

- (a) Where a policy issue requires the attention of OUSA and the Assembly can not be convened in a timely manner, the decision of the Steering Committee shall be sufficient to approve an OUSA policy;

- (b) Any policy issue requiring a timely response must be approved by consensus according to Section 5.20. In the event that consensus cannot be reached, a resolution approving the policy will require a special majority; and
- (c) All policy decisions made outside of the Assembly must be brought forward for ratification at the next meeting of the Assembly.

SECTION IX: TYPES AND DURATION OF RESOLUTIONS

9.01 Operating Resolutions for By-law Amendments

- (a) Operating resolutions shall prescribe the rules and regulations pertaining to the conduct and operations of OUSA, the Assembly, the Steering Committee, its committees and working groups, as outlined in this By-law.
- (b) Operating resolutions shall be approved according to the process stipulated in Section XV.

9.02 Policy Resolutions

- (a) Policy resolutions shall be those resolutions to approve the principles, concerns and recommendations outlined in Section 8.01 of this By-law.
- (b) Policy resolutions shall be approved according to the process stipulated in Section 8.02 or 8.03 of this By-law.

9.03 Simple Resolutions

- (a) Simple resolutions shall be those resolutions which are not defined in Section 9.01 or 9.02 of this By-law and shall include, but not be limited to, motions to ratify, procedural motions and directives to the OUSA staff, Officers or Steering Committee.
- (b) Simple resolutions shall be approved by resolution passed by a simple majority of the relevant body of OUSA.

9.04 Operating Policy Resolutions

- (a) Operating policy resolutions shall be those resolutions to approve or amend the Operating Policies of OUSA.
- (b) Operating policy resolutions shall be approved according to the process stipulated in Section XVI.

9.05 General

- (a) Except when specifically identified in the motion or determined by the Speaker at a meeting of the Assembly or the chair at a meeting of the Steering Committee, all resolutions shall be considered simple resolutions.
- (b) Only the operative clause of any motion shall be considered a policy or resolution of OUSA.

SECTION X: OFFICERS

10.01 Officers

- (a) The Steering Committee may designate the Officers of OUSA, appoint Officers, specify the duties of each Officer and delegate to the Officers powers to manage the activities and affairs of OUSA, all in accordance with this By-law and the Act.
- (b) OUSA shall have the following Officers who shall be appointed by and from among the Directors:
 - i. President;
 - ii. Vice-President (Finance); and
 - iii. Vice-President (Administration and Human Resources).

10.02 Appointment of Officers

The Steering Committee shall appoint the Officers in the sequence indicated above at the first meeting of the Steering Committee in each fiscal year. Officers shall be appointed by a simple majority of votes cast by secret ballot through a preferential selection process. In the event that there is only one candidate for a position, the appointment of such candidate must be approved by a simple majority of votes cast by the Directors at the next available meeting of the Steering Committee.

10.03 Powers and Duties of Officers

The following powers and duties shall apply to Officers of the Corporation:

- (a) The Officers shall carry out the decisions of the Steering Committee and Assembly and shall have such powers and duties as are provided for in this By-law or as may be delegated to them from time to time by the Steering Committee;
- (b) The Officers shall report any action taken under their authority to the Steering Committee at the next available meeting of the Steering Committee; and
- (c) The Officers shall not receive remuneration for their duties as officers of OUSA.

10.04 President

The President shall:

- (a) chair all meetings of the Steering Committee and of the Member Associations;
- (b) act as the chief student representative of the organization to media, government and other stakeholders;
- (c) be a signing officer for OUSA;
- (d) carry out the duties outlined in the Operating Policies; and
- (e) act as chief spokesperson for OUSA.

10.05 Vice-President (Finance)

The Vice-President (Finance) shall:

- (a) in the absence of the President, perform all the duties of the President;
- (b) be responsible for the financial matters of OUSA, in accordance with Section XIII of this By-law and advise the Steering Committee on financial matters;
- (c) be a signing officer for OUSA; and
- (d) carry out the duties outlined in the Operating Policies.

10.06 Vice-President (Administration and Human Resources)

The Vice-President (Administration and Human Resources) shall:

- (a) in the absence of the President and Vice-President (Finance), perform the duties of the President;
- (b) ensure organizational compliance with the By-laws and Operating Policies, except for financial matters;
- (c) ensure any changes to the By-laws and Operating Policies are entered into a certified copy;
- (d) act as the chief steward for the Operating Policies of OUSA in accordance with Section XVI of this By-law and advise the Steering Committee on such matters;
- (e) sign Steering Committee meeting minutes and delegate responsibility for maintenance of said minutes to registered office staff;
- (f) carry out the duties outlined in the Operating Policies;
- (g) oversee and administer all human resources processes, including but not limited to hiring, performance evaluation, and discipline;
- (h) ensure compliance with organizational human resources policy;
- (i) ensure that organizational human resources policies and practices comply with relevant regulation, legislation and best practices

10.07 Term of Office and Removal of Officers

Officers shall hold office from May 1 in each year until their successor is elected or appointed during the first Steering Committee meeting of the following year. The Steering Committee may, by resolution passed by a special majority of the Directors present and voting, remove any Officer and appoint a substitute Officer in their place.

10.08 Agents and Attorneys

The Steering Committee may from time to time appoint agents or attorneys for OUSA with such powers of management and otherwise (including the power to sub-delegate) as the Directors may deem appropriate.

10.09 Variation of Duties

The Steering Committee may from time to time vary, add to or limit the powers and duties of any Officer, agent or attorney of OUSA.

10.10 Vacancies

In the event that an Officer is unable to fulfill their duties, a substitute shall be appointed immediately by and from among the Directors.

SECTION XI: MANAGEMENT OF OUSA

11.01

Executive Director

The Steering Committee shall appoint an Executive Director in accordance with the hiring processes outlined in the Operating Policies. Notwithstanding other duties that may be required, the Executive Director shall:

- (a) be immediately responsible and report to the Steering Committee;
- (b) manage the day-to-day operations of OUSA and co-ordinate initiatives of the Steering Committee;
- (c) hire and supervise such personnel as necessary to assist them in executing their duties and responsibilities in accordance with OUSA's financial and personnel policies;
- (d) receive and administer all funds accruing to OUSA and maintain appropriate accounting records;
- (e) Shall serve as a signing officer of OUSA, unless otherwise established in Operating Policies
- (f) maintain close liaison with the Steering Committee;
- (g) attend all meetings of the Steering Committee and Assembly, except in matters related to their employment with OUSA;
- (h) maintain the official copy of the Letters Patent and By-laws and all amendments thereto;
- (i) be responsible for the safekeeping of all minutes and publications of OUSA, the seal of OUSA, and such records that may be of value to OUSA;
- (j) conduct and file the necessary correspondence in accordance with established policy; and
- (k) carry out the duties described in the Operating Policies.

The Steering Committee may, from time to time, vary, add to or limit the powers and duties of the Executive Director as outlined in the Operating Policies.

SECTION XII: PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

12.01

Indemnification of Directors and Officers

- (a) Subject to the provisions of subsection (b), OUSA shall indemnify a Director or Officer, a former Director or Officer or an individual who acts or acted at OUSA's request as a Director or Officer, or in a similar capacity, of another entity, against all costs, charges and expenses, including any amounts paid to settle an action or to satisfy a judgment, reasonably incurred by such individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is or becomes involved due to their association with OUSA.
- (b) OUSA shall not indemnify an individual unless,
 - i. the individual acted honestly and in good faith with a view to the best interests of OUSA;
 - ii. if the matter is a criminal or administrative proceeding that is enforced by monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful; and
 - iii. the individual was not judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done.
- (c) OUSA shall have no indemnification obligation in respect of any liability, costs, charges or expenses sustained or incurred in or about any action, suit or other proceeding in which the individual is judged to be in breach of any duty or responsibility imposed upon them under any applicable statute, unless they have achieved complete or substantial success as a defendant.
- (d) The foregoing indemnity shall remain in full force and effect for the benefit of every Director and Officer and their respective heirs, executors, administrators and other legal personal representatives, after the date on which such Director or Officer ceases to be a Director or Officer of OUSA.

12.02

Insurance

Subject to the provisions of the Act, OUSA may purchase and maintain such insurance for the benefit of its Directors, Officers and employees as the Steering Committee may from time to time deem appropriate.

SECTION XIII: FINANCIAL MATTERS

13.01 Expenditure of Funds

The funds of OUSA shall be expended pursuant to a budget and/or financial policies approved by the Steering Committee.

13.02 Preparation of Budgets

Budgets shall be prepared by the Executive Director and Vice-President (Finance) based on OUSA's priorities, as determined by the Steering Committee, and on previous years' experience. These budget recommendations shall be submitted to the Steering Committee for its consideration and approval.

13.03 Approval of Budgets

A proposed budget for the fiscal year shall be presented to the Steering Committee for its consideration no later than May 1 in each year. The budget shall be the budget for the May 1 to April 30 period in each fiscal year.

The budget shall be approved by a majority vote of the Directors present and voting at a meeting of the Steering Committee.

13.04 Budget Revisions

When material changes in income and expenditures require a revision in budget, the Executive Director and Vice-President (Finance) shall present such revisions to the Directors for consideration at the next available meeting of the Steering Committee.

13.05 Interim Reports

The Executive Director and Vice President (Finance) shall cause to be prepared and presented to the Steering Committee and to the Member Associations reports from the most recent fiscal quarter on OUSA's financial position, consisting of:

- (a) a comparison of year-to-date actual income and expense to the budget; and
- (b) a statement of expected income and expense for the balance of the current fiscal year.

13.06 Borrowing

The Steering Committee may from time to time, without authorization of the Member Associations:

- (a) borrow money on the credit of OUSA for the expressed purpose of maintaining OUSA's activities or operations;
- (b) issue, reissue, sell or pledge debt obligations of OUSA;
- (c) give a guarantee on behalf of OUSA to secure performance of any obligation of any person; and
- (d) mortgage, pledge or otherwise create a security interest in all or any property of OUSA, owned or subsequently acquired, to secure any obligation of OUSA.

13.07 Banking Arrangements

The banking business of OUSA, or any part thereof, shall be transacted on OUSA's behalf by the Executive Director or such other person as the Steering Committee may designate, direct or authorize from time to time and to the extent thereby provided.

13.08 Execution of Instruments

Instruments requiring the signature of OUSA shall be signed by any two of the following three persons: the President, the Vice-President (Finance) or the Executive Director. Any two officers may certify under the corporate seal copies of any by-law, resolution, minutes or other document relating to OUSA and any Officer may sign a certificate under the seal of OUSA as to matters of fact in connection with OUSA within the purview of the authority of such Officer. Instruments so signed shall be binding upon OUSA without further authorization or formality. The Steering Committee may at any time and from time to time direct the manner in which any person or persons by whom any particular instrument or instruments in general shall or may be signed. The corporate seal shall be affixed to any instrument on which the seal is required. For the purpose of this section, "instruments" include contracts, deeds, mortgages, transfers and assignments of any property of OUSA, proxies, obligations, certificates and any other documents.

13.09 Fiscal Year

The fiscal year of OUSA shall end on April 30 in each year.

13.10 Financial Statements

- (a) OUSA shall comply with the applicable financial statement requirements of the Act.
- (b) Notwithstanding the generality of the foregoing, OUSA shall cause to be prepared the following financial statements:
 - i. Balance Sheet;
 - ii. Statement of Income and Expenses;
 - iii. Statement of Accumulated Equity; and
 - iv. Statement of Change in Financial Position.
- (c) The financial statements of OUSA and the auditor's report thereon shall be published and made available for distribution to the Member Associations.

13.11 Access to Records, etc.

All financial records, budgets, auditor's reports and minutes of proceedings of the Steering Committee, Assembly or committees thereof, shall be made available for examination by any Member Association provided, however, no information or material shall be made available to third parties if such information would be deemed confidential or protected under the laws of the Province of Ontario or the federal laws of Canada applicable therein, or which would otherwise be protected by common law.

SECTION XIV: COMMITTEES, ROUNDTABLES & WORKING GROUPS

17.01 Committees

- (a) The Steering Committee may, by resolution passed by a simple majority of the Directors present and voting, establish committees for such purposes as the Steering Committee may determine at the time of establishment. The powers, duties and membership of such committees shall be determined by the Steering Committee. Such committees shall continue to exist until such time as they are rescinded or repealed by a special majority vote of the Steering Committee.
- (b) Standing committees may be created to bring together students in one type of post-secondary study, such as part-time or professional faculty students, to act on their particular concerns and advise the Steering Committee.

17.02 Working Groups

The Steering Committee or the Assembly may from time to time establish working groups for such purposes as the Steering Committee or the Assembly may determine at the time of establishment. The powers, duties and membership of working groups shall be determined by the Steering Committee or the Assembly, as applicable, provided that such working groups shall cease to exist at the end of the fiscal year, unless renewed by the Steering Committee or the Assembly.

SECTION XV: AMENDMENT OF BY-LAWS

15.01 Regular Procedure

- (a) The Steering Committee may, by resolution passed by a simple majority of the Directors present and voting, enact, amend or repeal any By-law, with the exception of Section 7, that regulates the activities or affairs of OUSA, except in respect of matters prohibited by the Act.
- (b) The Directors shall submit the by-law, amendment or repeal to the Member Associations at the next meeting of the Member Associations and the Member Associations may confirm, reject or amend the by-law by a resolution passed by a simple majority of Member Associations present and voting.

15.02 Notice of Amendment

Notice of a meeting of the Steering Committee or the Member Associations called to consider such resolution shall, in addition to the other requirements imposed by this By-law, be given as follows:

- (a) Notice of the full text of the proposed by-law shall be given to each Director or Member Association, as the case may be, at least 14 days prior to the date of the meeting called to consider the same.

15.03 Member Proposal

- (a) A Member Association entitled to vote at the AGM may, in accordance with the Act, submit to the Steering Committee a proposal to make, amend or repeal a by-law. Upon receipt of such a proposal, the Steering Committee shall forthwith call a meeting of the Member Associations for the purposes set forth in the proposal.
- (b) Where the Steering Committee does not, within 30 days from the date of submission of the proposal, call and hold such meeting for the purpose of passing the enactment, amendment or repeal and, thereafter, call a meeting of the Member Associations for the purpose of confirming the same in accordance with Section 15.01(b) hereof, then the Member Association making the proposal may call a meeting for the purpose of passing the enactment, amendment or repeal of the by-law as set forth in the proposal and such meeting shall be held within 60 days from the date of submission of the proposal to the Steering Committee.

15.04 Calling of Meeting

- (a) A meeting called by a Member Association in accordance with Section 15.03 shall be called as nearly as possible in the same manner as provided for in Section 15.01. Where a by-law or resolution is passed by a special majority at a meeting of the Member Associations called in accordance with the foregoing, either as set out in the proposal or as varied at such meeting of the Member Associations, it is as valid and effective as if it had been passed at a meeting of the Steering Committee duly called, constituted and held for that purpose.
- (b) Any approval at such meeting of the Member Associations shall require the votes of a special majority of the Member Associations present and voting on the matter. Unless the amendment, enactment or repeal of the by-law is rejected by the Member Associations, the Member Association making the proposal shall be reimbursed for all reasonable expenses incurred by it by reason of failure of the Steering Committee to act in accordance with the foregoing provisions. Where the enactment, repeal or

amendment of a by-law in respect of which a meeting of the Steering Committee is requisitioned under this section is not passed or confirmed at a meeting of the Member Associations, no requisition for a meeting of the Steering Committee in respect of a similar enactment, amendment or repeal shall be made for a period of at least two years.

- (c) The Steering Committee shall have the authority to amend any motion to bring it into conformity with the Act and this By-law, provided that the intention of the motion shall not be substantially altered.

15.05 Effective Date

An enactment, amendment or repeal of a by-law shall be effective only upon approval by a simple majority of the Member Associations.

SECTION XVI: OPERATING POLICIES

16.01 Purpose

The Operating Policies shall outline the specific operations and activities of OUSA, according to the statements outlined in the By-laws. The operations and activities shall include, but not be limited to, job descriptions, the research and policy process, fee levels, services and deliverables and internal financial processes.

16.02 Responsibilities and Powers of the Operating Policies

The Operating Policies shall be overseen by the Steering Committee. In the case of a conflict between the Operating Policies and the By-laws, the By-laws shall prevail.

16.03 Approval and Amendment of Operating Policies

The approval or amendment of Operating Policies shall require the votes of a special majority of the Directors present at a meeting of the Steering Committee.

16.04 Review of the Operating Policies

Any changes to the Operating Policies shall be presented on an annual basis to the Member Associations for review.

SECTION XVII: DISSOLUTION

- 17.01 OUSA may be dissolved if it is authorized to do so by:
- (a) a resolution passed by a special majority of the Member Associations present and voting at a special meeting duly called for that purpose;
 - (b) the consent of all Member Associations entitled to vote at a meeting of the Member Associations.
- 17.02 In the event of dissolution, the authorizing resolution shall make provision for the disposition of the Corporation's assets in accordance with the Act.