

**BYLAW 1  
THE CONSTITUTION  
UNIVERSITY OF TORONTO ENGINEERING SOCIETY**

ADOPTED: March 29, 2016  
LAST REVISED: September 2, 2016



## CHAPTER 0 - GENERAL

### 0.0. General

- 0.0.1. The name of the Corporation shall be “The University of Toronto Engineering Society”, hereafter called “the Society.”
- 0.0.2. The Head Office of the Society shall be in the City of Toronto, at such a place as the Board of Directors of the Society may fix from time to time.
- 0.0.3. The Seal, an impression of which is stamped in the margin hereof, shall be the Seal of the Society.
- 0.0.4. The fiscal year of the Society shall conclude on 31 May each year.

### 0.1. Interpretation

- 0.1.1. In this document the masculine form shall be interpreted to include the feminine form.
- 0.1.2. In this document:
  - a. “Constituencies” shall mean the divisions of the student body, defined by both year and discipline, as well as the PEY Constituency and the TrackOne class;
  - b. “Board Members” shall mean members of the Board of Directors, as specified in BOARD OF DIRECTORS;
  - c. “Faculty” shall mean the Faculty of Applied Science and Engineering of the University of Toronto;
  - d. “Governing Council” shall mean the Governing Council of the University of Toronto;
  - e. “Members” shall mean members of the Society, as specified in Chapter 1;
  - f. “Officers” shall mean the President and all Vice-Presidents of the Society, as specified in OFFICERS;
  - g. “PEY Constituency” shall mean the group of Members registered in the Professional Experience Year Program;
  - h. “Program” shall mean a course of study in an Engineering discipline, as defined by the Faculty;
  - i. “Recall” shall mean a process by which a position-holder of the Society may be removed from his position without his consent;
  - j. “Resolution” shall mean a motion approved by a majority vote;
  - k. “Signing Officer” shall mean a person who has the right to authorize financial transactions on behalf of the Society;
  - l. “Special Resolution” shall mean a motion presented as such, and approved by a two-thirds vote;
  - m. “Summer Months” shall refer to the months of May, June, July and August;
  - n. “Academic Year” shall refer to the months of September, October, November, December, January, February, March and April.
  - o. “First Year”, “Second Year”, “Third Year”, and “Fourth Year” shall mean “First Year”, “Second Year”, “Third Year”, and “Fourth Year” as defined by the Faculty.
- 0.1.3. All other words shall carry their common dictionary definitions.



## CHAPTER 1 - MEMBERSHIP AND FEES

### 1.0. General

- 1.0.1. There shall be three (3) types of Members:
- Full Time Members
  - Part Time Members
  - Alumni Members
  - Ex-Officio Members

### 1.1. Qualifications for Membership

- 1.1.1. Full Time Members shall be students enrolled in full time undergraduate studies as defined by the Faculty, at the St. George campus.
- 1.1.2. Part Time Members shall be students enrolled in part time undergraduate studies as defined by the Faculty, at the St. George campus.
- 1.1.3. Alumni Members shall have previously been registered as full time students in the University of Toronto Faculty of Applied Science and Engineering or its precursor, the Ontario School of Practical Science.
- 1.1.4. Full Time Members shall have paid in full the Membership Fee described in Section 1.2.
- 1.1.5. The UTSU Representative (see Bylaw 1 Section 4.1) shall be considered an Ex-Officio Member of the Engineering Society during his term of office.

### 1.2. Fees

- 1.2.1. The Membership Fee shall be \$48.14 for Full Time Members and \$45.26 for Part Time Members in the year 2014-2015.
- 1.2.2. Upon a resolution of the Board of Directors, the Membership Fee for each subsequent year shall include a cost of living adjustment as approved by the Governing Council.
- 1.2.3. The Membership Fee shall be non-refundable.
- 1.2.4. Any fees to be created, altered, or removed except as specified in Section 1.2.2 shall be done so by the Membership through a referendum.

### 1.3. Rights of Membership

- 1.3.1. Alumni Members shall enjoy no rights of Membership other than the right to speak at General Meetings and at meetings of the Board of Directors.
- 1.3.2. All other rights and responsibilities of Members described in this document shall pertain only to Full Time and Part Time Members.
- 1.3.3. Ex-Officio Members shall enjoy no rights of Membership other than the right to speak and vote at General Meetings and a meetings of the Board of Directors.



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## CHAPTER 2 - GENERAL MEETINGS

### 2.0. General

2.0.1. The duties specified in this chapter, where they relate to:

- a. Annual General Meetings, are the responsibility of the Vice-President Communications;
- b. General Meetings for the purpose of Recall, are the responsibility of the Chief Returning Officer; and
- c. Other General Meetings, are the responsibility of the Vice-President Communications.

### 2.1. Calling a Meeting

2.1.1. An Annual General Meeting shall be called annually, in October.

2.1.2. A General Meeting shall be called upon:

- a. A resolution of the Board of Directors requesting such a meeting;
- b. The receipt of a petition requesting such a meeting signed by one hundred (100) Members;
- c. A resolution of the Officers requesting such a meeting; or
- d. A resolution passed at a General Meeting, such as the Annual General Meeting, during that same academic year.

2.1.3. Resolution or petition as referred to in 2.1.2. shall specify the purpose of the General Meeting.

### 2.2. Agenda

2.2.1. The agenda for each Annual General Meeting shall include motions to:

- a. Appoint an auditor for the current year;
- b. Receive the auditor's report for the previous year;
- c. Authorize the Board of Directors to set the remuneration for the auditor for the current year;
- d. Ratify any amendments to Bylaw 1 made under Section 7.1.2.b; and
- e. Perform any other functions specified by the Corporations Act of Ontario and other relevant legislation.

2.2.2. The agenda of any other General Meeting shall contain only those motions pertaining to matters specified under 2.1.3.

2.2.3. Motions shall be added to the agenda of a General Meeting upon receipt of notice in writing at any time earlier than ten (10) days prior to the meeting.

2.2.4. The agenda of a General Meeting shall be circulated to the Membership seven (7) days prior to the General Meeting.

### 2.3. Notice

2.3.1. Notice shall be given at least twenty-one (21) days prior to any General Meeting;

2.3.2. Notice shall be given:

- a. Electronically to the Membership;
- b. In a Society publication which prints within the twenty-one (21) days prior to the General Meeting; and
- c. Through written notice posted in the Society office.



2.3.3. Without written notice as defined in Sections 2.3.1 and 2.3.2, no motions passed at a General Meeting shall have force.

**2.4. Voting**

2.4.1. Each Member of the Society shall be entitled to one (1) vote at General Meetings.

2.4.2. A Member may proxy their vote at a General Meeting to any person.

2.4.3. No person shall hold more than three (3) votes at a General Meeting.

**2.5. Quorum**

2.5.1. Quorum is fifty (50) Members present in person.

2.5.2. Proxy votes do not count for the purpose of quorum.

**2.6. Order**

2.6.1. The Speaker of the Board of Directors shall preside over General Meetings.

2.6.2. All General Meetings shall be governed by Robert's Rules of Order where these rules of order do not conflict with the Bylaws of the Society.

2.6.3. The Speaker shall not hold more than one (1) vote at any General Meeting.

**2.7. Publication of Financial Statements**

2.7.1. At least fourteen (14) days before the Annual General Meeting, the Vice-President Finance shall cause a copy of the Society's audited financial statements and the auditor's report to be:

- a. Published online on the Society's website and all students given notice of their availability.
- b. Submitted to the Office of the Governing Council and any other University offices that require them.



## CHAPTER 3 - OFFICERS

### 3.0. General

- 3.0.1. The Officers of the Society shall be the President, the Vice-President Finance, the Vice-President Communications, the Vice-President Academic and the Vice-President Student Life.
- 3.0.2. Each Officer shall be elected by the Membership, as defined in Bylaw 3.
- 3.0.3. In case of infirmity, death, resignation, or other form of ineligibility of an Officer other than the President:
  - a. The President shall assume said Officer's responsibilities;
  - b. An Election for said Officer's position shall be held as early as possible, as described in Bylaw 3; and
  - c. All other Officers may be candidates to replace said Officer, by resigning from their positions.
- 3.0.4. An Officer, once elected, will not be considered eligible to run in an election for the same or substantially similar position.
- 3.0.5. Except in cases of Sections 3.0.3 and 3.1.4, no person may hold two Officer positions simultaneously.
- 3.0.6. The term of office for each Officer other than the President shall commence when he takes the Oath of Office.
- 3.0.7. Each Officer shall oversee Directors, as specified in Bylaw 2.
- 3.0.8. Each Officer shall have such other duties as may be outlined in Bylaws or Policies.
- 3.0.9. Officers shall be official representatives of the Society, in the following order of precedence: President, Vice-President Finance, Vice-President Communications, Vice-President Academic, and Vice-President Student Life.
- 3.0.10. Each Officer shall be a Member of the Society.
- 3.0.11. Each Officer shall be enrolled in full time in the September of his term of Office and thereafter.
- 3.0.12. Each Officer shall attend a form of or equivalent of Equity Training, before the November month of their term, provided by the University of Toronto and their resources or from an external organization deemed reliable at a meeting of the Board of Directors.
- 3.0.13. Upon a resolution of the Board, the requirements of Section 3.0.11 may be waived for an Officer enrolled part time for reasons of disability, injury or illness. Documentation from a licensed medical professional or Accessibility Services at the University of Toronto shall be sufficient evidence of disability, injury or illness for the purpose of Board.

### 3.1. President

- 3.1.1. The President shall be the Chief Executive Officer of the Society.
- 3.1.2. The President shall be at least eighteen (18) years of age.
- 3.1.3. The President shall be a full member as defined in MEMBERSHIP AND FEES, in the fourth year of an undergraduate program in the Faculty in the September of his term of office and thereafter.
- 3.1.4. In case of infirmity, death, resignation, or other form of ineligibility of the President:
  - a. The Vice-President Finance shall assume the President's responsibilities;



- b. An Election for President shall be held as early as possible, as described in Bylaw 3; and
  - c. All other Officers may be candidates to replace the President, by resigning from their positions.
- 3.1.5. The term of office for the President shall commence when he takes the Oath of Office and end when he administers the Oath of Office to the Member elected to be the following year's President.
- 3.1.6. The President shall maintain the Seal of the Society.

### **3.2. Vice-President Finance**

- 3.2.1. The Vice-President Finance shall be the Chief Financial Officer of the Society.
- 3.2.2. The Vice-President Finance shall be responsible for the preparation of budgets for Board of Director approval as specified in the Bylaws.
- 3.2.3. Any amendment to a Board-approved Society budget must also be approved by the Board of Directors.
- 3.2.4. In accordance with the *Corporations Act* of Ontario and Generally Accepted Accounting Principles, the Vice-President Finance shall be responsible for the keeping of all accounting records with respect to all financial and like transactions of the Society.
- 3.2.5. Without derogating from Section 3.2.4, the Vice-President Finance shall be responsible for the maintenance of records of:
- a. All sums of money received and disbursed by the Society and the matters with respect to which receipt and disbursement took place;
  - b. All sales and purchases of the Society;
  - c. The assets and liabilities of the Society;
  - d. All other transactions affecting the financial position of the Society; and
  - e. Trademarks, copyrights, and other intellectual property.
- 3.2.6. The Vice-President Finance shall be responsible for the security of the financial records of the Society.
- 3.2.7. The Vice-President Finance shall be responsible for reporting the expenditures of the Society's funds in accordance with the budget approved by the Board of Directors.
- 3.2.8. The Vice-President Finance shall be responsible for the security of the Society's property and offices, and overseeing access thereto.

### **3.3. Vice-President Academic**

- 3.3.1. The Vice-President Academic shall represent students' interests with regards to their academic and professional development.
- 3.3.2. The Vice-President Academic shall be responsible for maintaining and disseminating information on the academic regulations and procedures of the Faculty and University.
- 3.3.3. The Vice-President Academic shall be responsible for operating and improving academic services that the Engineering Society provides to its students.

### **3.4. Vice-President Communications**

- 3.4.1. In accordance with the provisions of the *Corporations Act* of Ontario, the Vice-President Communications shall be responsible for the maintenance of:
- a. A copy of the letters patent and any supplementary letters patent issued to the Society;



- b. All Bylaws, Policies and Special Resolutions of the Society;
  - c. A register of all Members which shall include their names, addresses and phone numbers; and
  - d. All minutes and associated documents.
- 3.4.2. For all purposes of the Corporations Act of Ontario or other legislation, the Vice-President Communications shall serve as the Secretary of the Corporation.
- 3.4.3. The Vice President Communications shall, upon request by a member, make available to that member the full and correct version of any Society document (i.e., bylaws, policies, special resolutions, minutes and their associated documents) within 10 business days.
- 3.4.4. The Vice-President Communications shall be responsible for submitting Notices of Change to the Ontario Ministry of Consumer and Business Services within 15 days of any change in officer or director in the Society. The Vice-President Communications will be further responsible for keeping duplicates of these Notices on file in the Society's office in accordance with the Ontario Corporations Information Act.

### **3.5. Vice-President Student Life**

- 3.5.1. The Vice-President Student Life is responsible for promoting the social and cultural well-being of the Society's members.
- 3.5.2. The Vice-President Student Life shall be responsible for outreach and social activities as specified in the Bylaws.

### **3.6. Signing Officers**

- 3.6.1. The Signing Officers of the Society shall be the President, the Vice-President Finance, the Vice-President Academic, the Vice-President Communications, and the Vice-President Student Life, except those officers who are not Members.
- 3.6.2. One of the President or Vice-President Finance and one other signature from a Signing Officer shall be required for any expenditure of Society funds.

### **3.7. Recall**

- 3.7.1. An Officer may only be recalled by a two-thirds vote at a General Meeting called for that purpose.





## CHAPTER 4 - BOARD OF DIRECTORS

### 4.0. General

4.0.1. The business and affairs of the Society shall be managed by a Board of Directors.

### 4.1. Board of Directors

4.1.1. The Board shall be comprised of all:

- a. The Five (5) Officers of the Engineering Society;
- b. Nine (9) Discipline Representatives as follows:
  - i. Chemical Engineering Representative;
  - ii. Civil Engineering Representative;
  - iii. Computer Engineering Representative;
  - iv. Electrical Engineering Representative;
  - v. Engineering Science Representative;
  - vi. Industrial Engineering Representative;
  - vii. Materials Science and Engineering Representative;
  - viii. Mechanical Engineering Representative;
  - ix. Mineral Engineering Representative;
- c. Three (3) Representatives from First Year; and
- d. Four (4) Upper Year Representatives, elected from Second, Third, Fourth Year or PEY representing the Society At-Large.
- e. One (1) ex-officio director appointed by the Student's Administrative Council of the University of Toronto (UTSU) Executive committee (the UTSU Representative).
  - i. The UTSU Representative shall not be subject to the Automatic Recall provisions set forth in section 4.12 in this Bylaw
  - ii. The UTSU Representative shall be entitled to attend and be entitled to vote, on all in the same manner as any other representative of the Board.

### 4.2. Elections and Term of Office

- 4.2.1. The results of any General Election shall become official when they are ratified by a general resolution of the Board.
- 4.2.2. The Board shall not refuse to ratify the results of an election conducted in accordance with the Bylaws of the Society.
- 4.2.3. Each Board member's term of office shall begin at the adjournment of the meeting at which their election is ratified by the Board.
- 4.2.4. No member of the Society may hold more than one position on the Board of Directors with the same term of office.
- 4.2.5. No member of the Board may hold more than one vote except when holding a proxy.
- 4.2.6. The term of office of First Year Representatives shall end at the adjournment of the meeting at which the Board of Directors election results (for the regular election cycle specified in Bylaw 3) are ratified by the Board.
- 4.2.7. If a seat on the Board becomes vacant no less than one month before that seat's term of office is scheduled to expire, then the CRO shall hold an election in accordance with the relevant sections of Bylaw 3, within one month of the seat becoming vacant.



#### **4.3. Votes and Proxies**

- 4.3.1. Each Board Member shall have one (1) vote on each question to be decided by the Board.
- 4.3.2. A Board Member (except Officers) may proxy their vote to a Member of the Society of the same constituency, or another member of the Board.
- 4.3.3. Officers may proxy their vote to any Member of the Society.
- 4.3.4. No member may hold more than two (2) votes at a meeting of the Board of Directors.
- 4.3.5. A Board of Directors member intending to proxy his vote (the principal) must communicate to the Speaker via email at least 24 hours before a meeting that he intends to proxy his vote and to whom he intends to proxy it.
- 4.3.6. The principal may communicate to the Speaker and proxy holder via email at least 24 hours before a meeting how he intends for his proxy vote to be used.
  - a. The principal may, for each motion on the agenda, specify whether he is abstaining, for, against, or whether the proxy-holder is free to use the proxy vote as he chooses.
  - b. The principal may direct the proxy-holder to abstain on any motions which are not as circulated on the agenda.
  - c. If the proxy-holder does not vote according to the specified intention, the Principal may email the speaker 24 hours before the next board meeting, indicating for which motion(s) his intentions were not followed. The Speaker may entertain, with a simple majority, a motion to reconsider any so affected motions.

#### **4.4. Indemnity**

- 4.4.1. Every Board Member and his heirs, executors and administrators, and estate and effects, respectively shall be indemnified and saved harmless out of the funds of the Society, from and against:
  - a. All costs, charges and expenses whatsoever that are sustained or incurred by the Board Member in or about any action, suit or proceeding that is brought, commenced and prosecuted against the Board Member for, or in any respect of, any act, deed, matter or thing whatsoever made, done or permitted by the Board Member, in or about the execution of the duties of the Board Member's office; and
  - b. All other costs, charges or expenses that resulted, were sustained or were incurred by the Board Member in, about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the Board Member's own willful neglect or default.

#### **4.5. Board Members' Interest in Contracts**

- 4.5.1. In accord with the provisions of the Corporations Act of Ontario, every Board Member who is in any way directly or indirectly financially interested in a contract or proposed contract with the Society shall declare their interest at a meeting of the Board of Directors and shall not vote in respect to that contract.

#### **4.6. Meetings**

- 4.6.1. The Board of Directors shall meet at least once a month during the Academic Year.



- 4.6.2. The President may call a meeting of Board of Directors, and shall call a meeting within one (1) week of receiving a written request to call such a meeting signed by one half of the Board.
- 4.6.3. Any Member may attend, speak and move or second motions at meetings of the Board of Directors subject to the rules of order.
- 4.6.4. The Vice-President Communications shall ensure that an agenda is circulated to all Board Members five days before any meeting of the Board.
- 4.6.5. All motions submitted by a Member to the Vice-President Communications at least seven days before a meeting of the Board of Directors shall be included on that agenda.
  - a. The Speaker shall edit all motions for correct usage of the English language and clarity;
  - b. The Speaker shall have the authority to reject any motion that does not comply with the Constitution and Bylaws of the Society or Robert's Rules of Order.
- 4.6.6. Unless its consideration is unanimously approved by the Board, no substantive motion shall be considered other than those on the agenda, or those to clarify motions on the agenda.
- 4.6.7. All members participating in the meeting by teleconference or videoconference shall be deemed to be present and in attendance of the meeting.
  - a. Intent to participate in the meeting by the foregoing means shall be communicated to the Speaker no less than 24 hours before start of the meeting.
  - b. Members who have expressed intent to participate in the meeting by remote means, and have taken reasonable steps to do so, but are ultimately prevented from participating due to technical issues, shall not be deemed absent for the purpose of recall, except at the discretion of the Speaker.

#### **4.7. Special Meetings**

- 4.7.1. The President or Speaker may call a Special Meeting of the Board of Directors and shall call a meeting within one (1) week of receiving a written request to call such a meeting signed by one half of the Board.
- 4.7.2. Any petition to hold a Special Meeting shall specify the purpose of the Meeting and no business shall be conducted at the Special Meeting unless it is related to the purpose for which the Meeting was called.

#### **4.8. Notice of Meetings**

- 4.8.1. Notice of meetings of the Board of Directors shall be given electronically or in writing to every Member by the Vice-President Communications at least five (5) days before the time chosen for such a meeting.
- 4.8.2. At the Speaker's discretion a Special Meeting may be called with twenty-four (24) hours notice provided the purpose of the meeting warrants immediate disposition.

#### **4.9. Minutes**

- 4.9.1. Minutes of all meetings of the Board of Directors shall be kept in accordance with the Bylaws.
- 4.9.2. Copies of all Board meeting minutes shall be circulated to all Board members with the agenda for the upcoming Board meeting, and presented at the meeting.



4.9.3. Minutes shall indicate each voting member's vote on each motion, whether in favour, against, or in abstention

#### **4.10. Quorum**

4.10.1. Quorum of the Board shall be a simple majority of Directors of the Board.

4.10.2. Proxy members shall not count towards quorum.

#### **4.11. Speaker**

4.11.1. The Speaker shall ensure proper procedure during all meetings of the Board.

4.11.2. In the absence of the Speaker, the President shall act as Chair of the Board, except as determined by a majority vote of the Board.

4.11.3. Nominations and elections for the Speaker shall be held according to the Bylaw 3.

4.11.4. The Speaker shall be a non-voting member of the Board of Directors.

4.11.5. The Speaker shall act as the Speaker for Council, where necessary.

4.11.6. The speaker shall use applicable law, the Constitution of the Society, other Bylaws of the Society, University of Toronto policy, Faculty policy, Robert's Rules of Order, their own discretion and a flip of a coin, in that order, in determining all questions of procedure before them.

4.11.7. The Speaker shall have the authority to bar Board Members from voting on a question which the Member has a conflict of interest.

4.11.8. All decisions of the Speaker may be reversed by a 2/3rds majority vote of the Board, except regarding applicable law, the Constitution and Bylaws of the Society from which there is no appeal.

#### **4.12. Automatic Recall**

4.12.1. A Board member shall be immediately recalled upon:

- a. Absence without regrets from two regular meetings of the Board of Directors; or
- b. Absence from three regular meetings of the Board of Directors, except those taking place during the Summer Months.
- c. Cessation of his membership of the constituency or constituencies which elected him.

4.12.2. A Board Member's absence may be neglected in section 4.12.1 if the Board Member's absence is proven to be extraneous, at the discretion of the Speaker. The Speaker shall inform the board anytime an absence is neglected.

#### **4.13. Committees**

4.13.1. The following shall be considered Standing Committees of the Board:

- a. The Executive Committee;
- b. The Finance Committee;
- c. The Policy and Structures Committee;
- d. The Election Rules Committee;
- e. The Academic Advocacy Committee;
- f. The Affiliation Committee; and

4.13.2. The Executive Committee shall consist of the Officers of the Society.

- a. The President shall serve as the Chair of the Executive Committee.



- 4.13.3. The Finance Committee shall consist of the Vice President Finance, the Vice President Student Life and other members as the Board may appoint.
  - a. The Vice President Finance shall serve as the Chair of the Finance Committee.
- 4.13.4. The Policy and Structure Committee shall have membership open to all Members of the Society.
  - a. The Policy and Structure Committee will determine its own Chair.
- 4.13.5. The Election Rules Committee shall be further specified in Bylaw 3.
- 4.13.6. The Academic Advocacy Committee shall consist of the Vice President Academic, other members of the Board that may be appointed, one representative from each Discipline appointed by Discipline Club Chairs, and Faculty Council Standing Committee Representatives.
  - a. The Vice President Academic shall serve as the Chair of the Academic Advocacy Committee
- 4.13.7. The Affiliation Committee shall consist of the Vice President Student Life and other members of the Board that may be appointed
  - a. The Vice President Student Life shall serve as the Chair of the Affiliation Committee
  - b. The Affiliation Committee shall have the authority to approve Trial Status applications as well as Full Status Renewal applications without ratification from the Board of Directors; and
- 4.13.8. No resolution of a Standing Committee shall take force until it is ratified by the Board, unless otherwise specified in these bylaws.
  - a. The Board shall only carry or defeat a motion of the Election Rules Committee concerning the Official Election Rules.



## CHAPTER 5 - COUNCIL

### 5.0. General

5.0.1. The Council shall be composed of the Board Members, Project Directors, Class Representatives, Discipline Club Chairs and Ex-Officio Directors.

### 5.1. Joint Council Meeting

5.1.1. There shall be a Joint Council Meeting after the election of the Officers and before the commencement of spring examinations, consisting of two (2) parts.

5.1.2. The Joint Council Meeting (First Part) shall include, in this order:

- a. The elections for Project Director positions;
- b. The election of the Chief Returning Officer; and
- c. The incoming President's Oath of Office.

5.1.3. The Joint Council Meeting (Second Part) shall include, in this order:

- a. The incoming Officers' Oath of Office; and
- b. The incoming Project Directors' and the Chief Returning Officer's Oaths of Office.

### 5.2. Quorum

5.2.1. Quorum at a meeting of the Council shall be fifty percent (50%) or voting members present

5.2.2. Proxy votes shall count towards Quorum



## **CHAPTER 6 - EMPLOYEES**

### **6.0. General**

6.0.1. The Society shall employ a Business Manager and such other persons as the Board of Directors may approve.

### **6.1. Specific Employees**

6.1.1. There shall be a Business Manager who shall be responsible for:

- a. Overseeing the administration of the Society's Head Office;
- b. Maintaining the day-to-day financial records of the Society; and
- c. Other duties as may be specified in Bylaws and Policies.



## CHAPTER 7 - AMENDMENTS, BYLAWS AND POLICIES

### 7.0. General

- 7.0.1. There shall be three levels of documents specifying the organization of the Society;
- Bylaw 1 (Constitution);
  - Other Bylaws; and
  - Policies.

### 7.1. Bylaw 1 (The Constitution of the University of Toronto Engineering Society)

- 7.1.1. Bylaw 1 shall specify the fundamental organization of the Society.
- 7.1.2. Bylaw 1 may only be amended by:
- A two-thirds vote at a General Meeting; or
  - A two-thirds vote at the Board of Directors Meeting.
- 7.1.3. In the case of 7.1.2.b, such amendment is effective only until the next Annual General Meeting unless confirmed thereat and, in default of confirmation thereat, ceases to have effect at and from that time, and in that case no new by-law of the same or like substance has any effect until confirmed at a General Meeting. If such approval has not occurred by the next Annual General Meeting the amendment is struck down and neither it nor any substantially similar amendment may be proposed at a meeting of the Board for one year following the date of the Annual General Meeting.

### 7.2. Other Bylaws

- 7.2.1. Other Bylaws shall:
- Provide additional order to the organization specified in Bylaw 1; and/or
  - Specify the organization of other areas of the Society.
- 7.2.2. Other Bylaws may only be passed, repealed, or amended by a two-thirds vote of:
- A General Meeting; or
  - A meeting of the Board of Directors.

### 7.3. Policies

- 7.3.1. Policies shall:
- Describe details of the functioning of the Society; and
  - Provide continuity in the Society.
- 7.3.2. Policies may only be passed, repealed, or amended by a majority vote of:
- A General Meeting;
  - A meeting of the Board of Directors; or
  - A meeting of the Officers.
- 7.3.3. When a policy is passed, repealed, or amended, it shall be noted which governing body of the Society did so (i.e., a General Meeting, Board of Directors, or the Officers).
- 7.3.4. A notice shall be given to the Board of Directors when a policy is repealed, reinstated or amended at a Meeting of the Officers.
- 7.3.5. Policies passed, repealed, or amended at a General Meeting may only be repealed, reinstated, or amended at another General Meeting for a period of one year.





- 7.3.6. Policies passed, repealed, or amended at a meeting of the Board of Directors may only be repealed, re-instated, or amended at another meeting of the Board, or a General Meeting for a period of one year.
- 7.3.7. Policies passed, repealed, or amended at a meeting of the Officers may be repealed, amended, or re-instated at another meeting of the Officers, a Board of Directors meeting, or a General Meeting for a period of one year.
- 7.3.8. One year after a policy has been passed, repealed, or amended; it may again be amended or repealed by anybody outlined in Section 7.3.2.



## **APPENDIX**

The following changes were made from the previous version (Revised on September 2, 2016):

1. Revised Bylaw 1 as per March 2016 BoD decision.
2. Revised Bylaw 1 as per July 2016 BoD decision