

Agenda

1. **ADOPTION of the Agenda**
2. **APPROVAL of the February 2017 Minutes**
3. **REPORTS by Officers or their designates**
 - 3.1. President
 - 3.2. VP Finance
 - 3.3. VP Communications
 - 3.4. VP Academic
 - 3.5. VP Student Life

2. **MOTION by Harry Jiang to amend Bylaw 2 to update the role of the Webmaster**

WHEREAS the current bylaw on Webmaster is outdated and does not reflect the full responsibilities of the Directorship;

BE IT RESOLVED THAT Bylaw 2, Article 1.9.1 which currently reads:

1.9.1 There shall be a Webmaster, who shall be responsible for maintaining and regularly updating both the Society Web Page, the Plasma Screen, and the SF Atrium Projector.

be amended to read

1.9.1 There shall be a Webmaster, who shall be responsible for maintaining and regularly updating the Engineering Society's Websites, including the Society Web Page, the Courses Database, and the Skule Digest. The Webmaster shall be responsible for assisting clubs with hosting websites on the Society's servers.

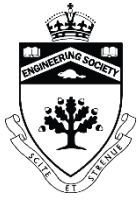
3. **Motion by Samantha Stuart to move the Mental Wellness Project Directorship from the portfolio of the Vice President Student Life to the portfolio of the Vice President Academic**

WHEREAS the Vice President Academic has far fewer Project Directorships to oversee than the Vice President Student Life,

WHEREAS Mental Health and Wellness is directly connected to Academics in the Engineering Community, and the VP Academic as such is better suited to oversee such a directorship,

WHEREAS the Equity and Inclusivity Director will increase the load of the VP Student Life this upcoming year and moving this Directorship will help balance this change,

BE IT RESOLVED THAT the Mental Wellness Director be overseen by the Vice President Academic effective after the 2017 Joint Council Meeting.



4. MOTION by Milan Maljkovic to amend Bylaw 6

WHEREAS Bylaw 6 outlines the Search and Review Committees practices; and

WHEREAS errors in language and consistency were noted in preparation for Committee meetings; and

WHEREAS it is prudent that our Bylaws have one consistent interpretation; and

WHEREAS Bylaw 6, Chapter 1 currently reads:

1.0. "Review Component"

1.0.1. The "Review" component of the Committee:

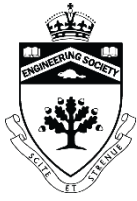
- a. Shall convene at least once annually to review the operations of the society and the duties of those employed by the Society.
- b. Additional meetings may be called by the Chair or by a resolution of the Board of Directors.
- c. A motion to dismiss an employee must be approved by a Special Resolution of the Board of Directors.
- d. The committee shall have jurisdiction over matters pertaining to salary increases beyond yearly cost of living adjustments.
- e. The committee shall not have the authority to overturn any resolution passed by the Board regarding salary increases.
- f. The committee shall be involved in the creation and amendment of employment positions.
- g. Members of the committee shall adhere to a confidentiality agreement.
- h. The Committee shall present a summary of the review 14 days after the Search and Review Committee meets.
- i. A brief summary of the review shall be read at the next Council meeting after the Search and Review committee convinces.

BE IT RESOLVED THAT Bylaw 6, Chapter 1 be amended to read:

1.0. "Review Component"

1.0.1. The "Review" component of the Committee:

- a. Shall convene at least once annually to review the operations of the society and the duties of those employed by the Society.
- b. Shall convene for additional meetings as called by the Chair or by a resolution of the Board of Directors.
- c. Shall have jurisdiction over matters pertaining to salary increases beyond yearly cost of living adjustments.



- d. Shall not have the authority to overturn any resolution passed by the Board regarding salary increases.
- e. Shall be involved in the creation and amendment of employment positions.
- f. shall present a summary of the Review committee meeting at the next regular meeting of the Board of Directors

1.0.2. A motion to dismiss an employee must be approved by a Special Resolution of the Board of Directors.

BE IT FURTHER RESOLVED THAT Chapter 0, Section 0.0.1.h. and Chapter 1, Section 1.0.1.g. be struck from the Bylaws.

BE IT FURTHER RESOLVED THAT the following be included as Chapter 2, Section 2.0.3. and all items be renumbered accordingly.

2.0.3. All members of both the Search and Review committees shall adhere to a confidentiality agreement.

5. MOTION By Billy Graydon to Clarify how Bylaw Ambiguities are Resolved

WHEREAS there ought to be some procedure for handling ambiguities in the by-laws

WHEREAS the debate last meeting regarding whether the Board could post-date the creation of temporary internal directors brought the issue fully to light

WHEREAS the Board voted informally at that time that the Board is a reasonable body to resolve such ambiguities and, more generally, to interpret by-laws

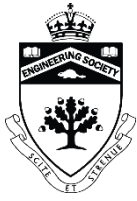
WHEREAS it is reasonable to extend this to any body that has the right to amend a by-law or policy

BE IT RESOLVED THAT the following be added to Bylaw 1 section 0.1:

0.1.4. In the event of any ambiguity in a by-law or policy, its interpretation shall be ruled upon by any body with the authority to amend or repeal that by-law or policy

0.1.5. An interim ruling may be made by the Speaker or a vote of the Policies and Structures Committee, in increasing order of precedence

0.1.6. The Speaker shall rule out of order any vote on an interpretation that is not reasonably plausible in the existing by-law or policy or that would contravene any act of Parliament



6. MOTION by Aron Sankar to overturn the Election Appeals Committee regarding the appeal of Sourabh Das made on Thursday, March 2nd

WHEREAS the CRO's decision overturned by the committee was not the one that had been submitted by the appellant; and

WHEREAS while the by-laws do state what kind of candidate submission must be considered valid, they do not provide any explicit exclusions from valid nominations; and

WHEREAS the appellant is still considered an Alumni Member of the Society as per Bylaw 1.1.3

WHEREAS the Chief Returning Officer was therefore within his rights to make a ruling on the eligibility of the appellant given it does not contradict the bylaws:

BE IT RESOLVED THAT the Election Appeals Committee's ruling be overturned; and

BE IT FURTHER RESOLVED THAT the CRO be directed to hold another election for the position of VP Finance at the earliest convenience.

7. MOTION by Aron Sankar to amend Bylaw 3 of the Constitution

WHEREAS the Constitution does not explicitly limit the candidacy to elected officials of the society to current members:

BE IT RESOLVED THAT Chapter 0 - General of Bylaw 3 be amended to include the following:

0.0.13 - A candidate's nomination for any position elected by members is only valid if the candidate is a current full-time or part-time Member of the Society.

8. MOTION by Aron Sankar to amend Bylaw 1 of the Constitution

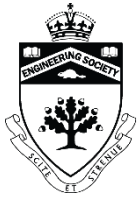
WHEREAS currently Bylaw 1.1.3 states:

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.

WHEREAS by this definition any current member of the Society can be defined as an Alumni member:

BE IT RESOLVED THAT Bylaw 1.1.3 be amended to state:

1.1.3. Alumni Members shall have received an undergraduate degree from the University of Toronto Faculty of Applied Science and Engineering or its precursor, the Ontario School of Practical Science.



9. MOTION by Billy Graydon to Allow Membership Rights to be Extended to Alumni Members and Nonmembers

WHEREAS many members of the Society are forced to temporarily withdraw from the Faculty due to academic probation, medical or family matters and other extraneous factors; and

WHEREAS many members choose to take time off to work for a year rather than doing PEY; and

WHEREAS many individuals from other faculties have found a home in the engineering community; and

WHEREAS all of the foregoing contribute in very meaningful ways to the community, and it seems silly to exclude them over a technicality; and

WHEREAS many valuable comments were received since this was originally circulated in February, and it has since been amended to fix the concerns and to give the Board much more case-by-case authority to govern these members; and

WHEREAS the testimonials presented in Appendix D outline some current real-life cases in which this proposal is needed

WHEREAS apparently Engineers cannot count to four:

BE IT RESOLVED THAT bylaw 1 Section 1.0.1, which currently reads:

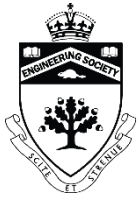
1.0.1. There shall be three (3) types of Members:

- a. Full Time Members
- b. Part Time Members
- c. Alumni Members
- d. Ex-Officio Members

be amended to read:

1.0.1. There shall be four (4) types of Members:

- a. Full Time Members
- b. Part Time Members
- c. Alumni Members
- d. Ex-Officio Members



BE IT RESOLVED THAT bylaw 1 Section 1.0.1, which currently reads:

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

be amended to read:

1.3.1. An Alumni Member shall enjoy no rights of Membership other than the right to speak at General Meetings and at meetings of the Board of Directors, unless other rights are extended to him according to section 1.4.

BE IT FURTHER RESOLVED THAT the following be added to Section 1:

1.4. Alumni Members on Academic Break

1.4.1. An alumni member shall be deemed to be on an academic break if he:

- a) Was a full-time or part-time member not more than eighteen (18) months ago
- b) Is eligible to become a full-time or part-time member not more than eighteen (18) months after having previously been a full-time or part-time member, and intends to do so

1.4.2. An alumni member on academic break may be given some or all rights a full-time or part-time member upon a resolution of the Board, which shall specify:

- a) The rights to be extended, subject to 1.4.5
- b) The maximum duration of these rights without renewal by the Board, which shall not exceed eighteen (18) months
- c) Any conditions of the alumni member must meet or continue to meet, subject to 1.4.6.

1.4.5. No alumni member shall be afforded the right to vote in any election or referendum held online without the consent of the CRO

1.4.6. No alumni member shall be charged a fee without the consent of the business manager and the VP Finance. No fee shall exceed the amount of the full-time membership fee.

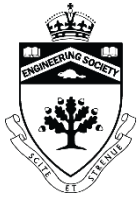
1.4.7. Any special rights under this section or section 1.5 shall expire upon the person becoming a full-time or part-time member

BE IT FURTHER RESOLVED THAT the following be added to Section 1:

1.5. Extending Rights to Nonmembers

1.5.1. A natural person who is not a full-time or part-time member may be given some or all rights of a full-time or part-time member upon a resolution of the Board, which shall specify:

- a) The rights to be extended, subject to 1.5.2 and 1.5.3.
- b) The maximum duration of these rights without renewal by the Board, which shall not exceed eighteen (18) months
- c) Any conditions that the person must meet or continue to meet, subject to 1.5.3.



UNIVERSITY OF TORONTO

ENGINEERING SOCIETY
Speaker of the Engineering Society
March Board of Directors Meeting

GB 202
26 Mar 2017
1:00 PM

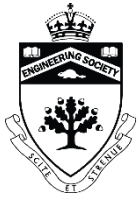
1.5.2. No nonmember or alumni member who is not on an academic break as defined in 1.4.1 may:

- a) Serve as an Officer
- b) Serve as a Director of the Board
- c) Serve as Speaker
- d) Vote in any election of the Society, with the exception of votes of Council
- e) Vote in any referendum of the Society
- f) Sign any petition or nomination form for which signatories must be members
- g) Count for quorum in any General Meeting of the Society

1.5.3. The provisions of 1.4.4 - 1.4.7 shall apply also to nonmembers and alumni members not on academic break

1.5.4. Subject to the requirements of the resolution under 1.5.1, any other clause in these by-laws or policies that uses the word "member" shall apply as if the person were a member.

1.5.5. No nonmember or alumni member has the right to notice relating to any meeting under 2.3.2, 2.7. and 2.8.1



10. MOTION by Billy Graydon to Clarify the Jurisdiction of the Election Appeals Committee

WHEREAS an appeals body should consider and rule on only the question of law or of fact upon which an appeal to it was rendered

WHEREAS the threshold of unanimous consent required to ignore or amend any recommendation of the Election Appeals Committee is incredibly high

WHEREAS it is wise to limit what the EAC may mandate subject to the unanimous consent requirement

BE IT RESOLVED THAT Bylaw 3 Section 7.0.4 onwards, which currently reads:

7.0.4. The Election Appeals Committee's recommendations shall be binding, unless opposed by an unanimously approved motion of the Board, wherein any member of the Election Appeals Committee shall not have a vote.

be amended to read:

7.0.4. The Election Appeals Committee's jurisdiction on any appeal shall be limited to the election(s) which the appeal concerns

7.0.5. The Election Appeals Committee may consider only those arguments submitted to them by the Office of Returning Officers and by the appellant in making their ruling. If the EAC wishes to consider any additional argument they shall either remit the decision to the CRO or give both parties reasonable opportunity to submit additional evidence and arguments.

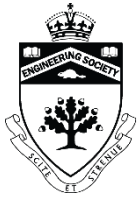
7.0.6. Any ruling of the Election Appeals Committee that upholds the ruling of the CRO in part or in full, or grants the requests of the appellant in part or in full shall be binding, unless opposed by a unanimously approved motion of the Board, wherein any member of the Election Appeals Committee shall not have a vote.

7.0.7. Any other ruling of the Election Appeals Committee shall be binding unless opposed by a regular motion of the Board

7.0.8. Any recommendation of the Election Appeals Committee that does not pertain directly to the submitted Appeal, or any ruling beyond its jurisdiction shall not be binding

7.0.9. No ruling shall be binding when any provision of this Chapter of By-law 3, or any principle of natural justice was breached during the appeal process, as determined by a majority vote of the Board

BE IT FURTHER RESOLVED THAT the provisions here listed shall apply retroactively to any appeal that has not been fully disposed of. For greater clarity, 7.0.9. shall also apply to any appeal for which these provisions were not followed or can not be retroactively applied.



11. MOTION by Billy Graydon to Extend Rights to Sourabh Das

WHEREAS for various personal and medical reasons, Sourabh has not been enrolled in school this year

WHEREAS he will be enrolled next year

WHEREAS he is interested in the VP Finance position, and is currently prevented from assuming office because of his status this year despite what his status will be next year when he serves

WHEREAS that's dumb

BE IT RESOLVED THAT Sourabh Das be given the right to run for and, if elected, serve as the VP Finance under Bylaw 1 section 1.4.

BE IT FURTHER RESOLVED THAT he shall enjoy no other rights of membership other than being able to run for and serve in the office of VP Finance, to speak at Society meetings, and vote at meetings should he be elected as VP Finance.

BE IT FURTHER RESOLVED THAT there shall be no conditions of membership

BE IT FURTHER RESOLVED THAT these rights shall terminate when he becomes a full-time or part-time member, or on the 1st of October 2017, whichever is sooner.

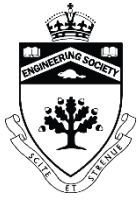
12. MOTION by Billy Graydon to extend rights to Kristian Koschany

WHEREAS engineering stores is refusing to sell him a jacket

WHEREAS this is ridiculous for all the reasons spelled out in Appendix D

BE IT RESOLVED THAT Kristian Koschany be allowed to order a jacket from Stores under Bylaw 1 Section 1.5, with no other rights of membership and no conditions. This right shall terminate when his jacket has arrived to specification, or in six (6) months, whichever is earlier.

BE IT FURTHER RESOLVED THAT in the case that the nonmember-rights bylaw change did not pass before this motion is considered, the Board direct the Engineering Stores managers to let Kristian get his damn jacket



13. MOTION by Billy Graydon to amend Bylaw 1, the Constitution to allow for no Board meeting in December and to do Some Other Stuff

WHEREAS Bylaw 1 Section 4.6.1. mandates that the Board meet at least once each month during the academic year

WHEREAS the Board has not held a meeting in December for 3 out of the 6 years it has existed, contrary to that clause

WHEREAS the December meeting for one of those years carried no substantive motions;

WHEREAS scheduling of the December meeting conflicts with examinations, as well as Board members leaving for the holidays

WHEREAS the definition of academic year and and summer break is not whimsy enough

BE IT RESOLVED THAT Bylaw 1 Section 4.6.1., which currently reads:

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

be amended to read:

4.6.1 The Board of Directors shall meet at least once a month during the Academic Year, except for the month of December

BE IT RESOLVED THAT Bylaw 1 Sections 0.1.2.m. and 0.1.2.n, which currently read:

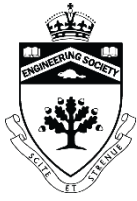
m. "Summer Months" shall refer to the months of May, June, July and August;

n. "Academic Year" shall refer to the months of September, October, November, December, January, February, March and April.

be amended to read:

m. "Summer Months" shall refer to those months without the letter "R" in their name;

n. "Academic Year" shall refer to those months with the letter "R" in their name.



14. WHEREAS the Policy and Structures Committee was tasked with reviewing the Engineering Society's bylaws and constitution to ensure compliancy with the upcoming ONCA.

WHEREAS the PSC has completed its review of the written documents.

BE IT RESOLVED THAT

Section 1.1.5. be amended to read:

1.1.5. The UTSU Representative shall be considered an Ex-Officio Member of the Engineering Society.

Section 1.3.3. be amended to read:

1.3.3. Ex-Officio Members shall enjoy no rights of Membership other than the right to speak and vote at General Meetings and speak at meetings of the Board of Directors, unless they have been individually granted other rights of membership.

Section 2.1.2.b be amended to read:

b. The receipt of a requisition by the Speaker requesting such a meeting signed by one hundred (100) Members;

Section 2.2.1.a be added as follows and all subsequent clauses be renumbered accordingly:

Appoint an auditor until the close of the following AGM.

Section 2.1.2.b.i be added as follows:

i. If the directors do not call a meeting within 21 days after receiving the requisition, any member who signed the requisition may call the meeting.

Section 2.2.1.e be amended to read:

e. Perform any other functions specified by the Not-for-Profit Corporations Act of Ontario and other relevant legislation.

Section 2.3.1 be amended to read:

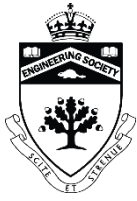
2.3.1. Notice shall be given at least fourteen (14) days prior to any General Meeting.

Section 2.3.2.b be amended to read:

b. In a Society publication which prints within the fourteen (14) days prior to the General Meeting; and

Section 2.3.4. be added to read:

2.3.4. If a General Meeting is adjourned for less than 30 days, notice by the aforementioned means shall be given at least seven (7) days prior to the meeting that continues the adjourned meeting.



Section 2.4.2 be renumbered as 2.4.2a

Section 2.4.2.b and c be added to read:

2.4.2 b Every proxy must be in a form that complies with the regulations of the Ontario Not-for-Profit Corporations Act, Section 64.3.

2.4.2 c The Proxyholder shall bring the signed proxy form to the Speaker at the start of the AGM.

Section 2.4.3. be amended to read:

2.4.3. No person shall hold more than four (4) votes at a General Meeting, including their own.

Section 2.5.1. be amended to read:

2.5.1. Quorum is fifty (50) Members present in person, by proxy, or by telephonic/electronic means if the Board makes a motion to allow electronic participation.

Section 2.5.2. be stricken and replaced with the following:

2.5.2. If quorum is present at the opening of a General Meeting, the Members present may proceed with the meeting, even if quorum is not present throughout the meeting.

The following be inserted before the current 2.7.1, and subsequent sections be renumbered accordingly:

2.7.1. The Society's audited financial statements are to be approved by the Board of Directors before they are circulated in advance of the Annual General Meeting.

Section 2.7.2. be amended to read:

2.7.2. At least twenty-one (21) 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:

Section 3.2.4. be amended to read:

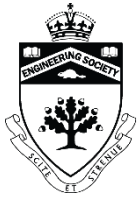
3.2.4. In accordance with the Not-for-Profit Corporations Act of Ontario and generally accepted accounting principles, the Vice-President Finance shall be responsible for the keeping of all accounting records with respect to all financial and like transactions of the Society.

Section 3.4.1. be amended to read:

3.4.1. In accordance with the provisions of the Not-for-Profit Corporations Act of Ontario, the Vice-President Communications shall be responsible for the maintenance of:

Section 3.4.2. be amended to read:

3.4.2. For all purposes of the Not-for-Profit Corporations Act of Ontario or other legislation, the Vice-President Communications shall serve as the Secretary of the Corporation.



Section 4.1.2. be added to read:

4.1.2. All Directors of the Board must be at least 18 years age when their respective term of office begins, as described in Section 4.2.

Section 4.3.2., 4.3.3., 4.3.4., 4.3.5., and 4.3.6. be stricken.

Section 4.5.1. be amended to read:

4.5.1. Every Board Member shall follow the provisions of the Ontario Not-for-Profit Corporations Act, Section 41.

Section 4.8.3. be added to read:

4.8.3. Notice is not required for a meeting that continues an adjourned meeting of Directors if the time and place of the continued meeting is announced at the meeting that is adjourned.

Section 4.10.1. be amended to read:

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

Section 4.11.1. be amended to read:

4.11.1. The Speaker shall act as Chair of the Board of Directors and shall ensure proper procedure during all meetings of the Board.

Section 4.11.5. be amended to read:

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

Section 4.11.8. be amended to read:

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

Section 4.12.1. be amended to read:

4.12.1. A Board member shall be immediately recalled upon cessation of his membership of the constituency or constituencies which elected him.

Section 4.12.2. a b and c be stricken:

Section 4.12.2. be amended to read:

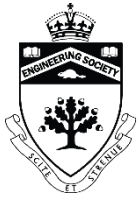
4.12.2. Upon a resolution to recall a Director, the Chief Returning Officer shall hold a referendum for the recall. Only members of said Director's constituency are eligible to vote.

Section 7.1.2.a be amended to read:

a. A two-thirds majority vote at a General Meeting; or

Section 7.1.2.b be amended to read:

b. A two-thirds majority vote at a Board of Directors Meeting



15. DRAFT MOTION FOR CONSULTATION by Billy Graydon to Expand Engsoc's Advocacy Framework

WHEREAS the Board has indicated that they believe a new Advocacy Board to be too ambitious; and

WHEREAS there remains a gap in Engsoc's ability to provide non-academic advocacy

BE IT RESOLVED THAT bylaw 1 section 4.13.6, which currently reads:

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

be amended to read:

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

b. The Academic Advocacy Committee may advocate for non-academic matters also as directed by the Board and their own initiative. The VP Academic may delegate another officer or member to Chair the committee while it is dealing with non-academic matters

BE IT FURTHER RESOLVED THAT the following be added to bylaw 1 section 4.13.1:

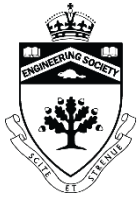
4.13.1.g. The Council of Representatives

BE IT FURTHER RESOLVED THAT the following be added to bylaw 1 section 4.13., and all subsequent sections renumbered accordingly:

4.13.8. The Council of Representatives shall provide a forum for the Society's external representatives to co-ordinate their efforts.

4.13.8.1. The Council of Representatives shall comprise:

- a) Class Representatives and others with a seat on Faculty Council
- b) Faculty Council Standing Committee Representatives
- c) Governing Council Representatives
- d) Representatives on Governing Council Boards and Committees
- e) UTSU Board of Directors Representatives
- f) The UTSU Representative on the Engineering Society Board
- g) The UTSU VP of Professional Faculties
- h) Representatives on UTSU Committees and Commissions



- i) Student representatives on Departmental Advisory Committees
- j) Student representatives on special Decanal Committees and Task Forces,
- k) Student representatives on the ESSCO Executive and the CFES Executive
- l) Any other Member of the Society as the Board may from time to time appoint

4.13.8.2. The The Council of Representatives shall have as ex-officio members:

- a) The President
- b) The Vice-President, Academic
- c) The Vice-President, Student Life
- d) The Ombudsman
- e) The External Relations Director
- f) The Community Outreach Director
- g) The Mental Wellness Director
- h) The Design Team Association Project Manager
- i) The Professional Outreach Director
- j) The Alumni Outreach Director
- k) Members of the Undergraduate Curriculum Committee of Faculty Council
- l) Members of the Examinations Committee of Faculty Council
- m) Members of the Academic Appeals Board of Faculty Council

4.13.8.3. The Council of Representatives shall be chaired by the Speaker of the Board by default, however they may appoint any member of the Society as Chair in his stead

4.13.8.4. Meetings shall be open to all Members of the society.

4.13.8.5. Meetings may be called for a subset of members only

4.13.8.4. The Council of Representatives may be called to meet by a resolution of the Board, the Academic Advocacy Committee, the Executive Committee, any Officer or their Chair

4.13.8.6. The Chair shall call a meeting for all Faculty Council voting representatives before the first Faculty Council meeting of the year, but after the Agenda has been circulated.

16. OTHER BUSINESS

17. ADJOURNMENT