

Bylaws (2009-1)

Canadian Federation of Students, Québec Component Inc.

Ratified by Special General Meeting on August 18, 2009

The following “preamble” is included as required in the bylaws of the Canadian Federation of Students (CFS) in order to satisfy its requirements for continued recognition of this Quebec provincial Component of the CFS:

“We, the students of Canada, recognizing the need to speak with one voice in asserting our legitimate needs and concerns, wish to express our support for one national student organization whose basic aims will be as follows:

1. to organize students on a democratic cooperative basis in advancing our own interests, and in advancing the interests of our community;
2. to provide a common framework within which students can communicate exchange information, and share experience, skills and ideas;
3. to ensure the effective use and distribution of the resources of the student movement, while maintaining a balanced growth and development of student organisations that respond to students needs and desires;
4. to bring students together to discuss and cooperatively achieve necessary educational administrative, or legislative change wherever decision-making affects students;
5. to facilitate cooperation among students in organising services which supplement our academic experience, provide for our human needs, and which develop a sense of community with our peers and other members of society;
6. to articulate the real desire of students to fulfil the duties, and be accorded the rights of citizens in our society and in the international community;
7. to achieve our ultimate goal - a system of post-secondary education which is accessible to all, which is of high quality, which is nationally planned, which recognizes the legitimacy of student representation, and validity of student rights, and whose role in society is clearly recognized and appreciated.

In consideration to these needs, students from throughout Canada met in October, 1981, to found the Canadian Federation of Students / Fédération canadienne des étudiantes et étudiants.

The organisations that founded the Canadian Federation of Students were:

The National Union of Students / Union nationale des étudiant(e)s
The Association of Student Councils (Canada) / Association des conseils étudiants (Canada)
The Federation of Alberta Students
The British Columbia Students Federation
The Students Union of Nova Scotia
The Ontario Federation of Students / Fédération des étudiant(e)s de l'Ontario
The Saskatchewan Federation of Students”

The following “statement of purpose” is included as required in the bylaws of the Canadian Federation of Students (CFS) in order to satisfy its requirements for continued recognition of this Quebec provincial Component of the CFS:

“The Canadian Federation of Students / Fédération Canadienne des étudiantes et étudiants exists to perform the following functions:

1. to further the goals of the Canadian Federation of Students / Federation canadienne des étudiantes et étudiants as outlined in the Preamble;
2. to represent, promote and defend the common interests of Canadian post-secondary students;
3. to promote and support the interests and activities of democratic student organisations in all provinces and at all educational institutions in Canada;

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4. to bring together post-secondary students from all parts of Canada to discuss and take common, democratic positions on questions affecting students;
5. to represent Canadian students in the federal level of decision making and to do so by speaking on their behalf with one united voice;
6. to formulate a national programme that will serve as a framework for coordinating the efforts of representative post-secondary student organisations throughout Canada. This programme will summarize a long-term strategy for achieving the objectives of students in post-secondary education; will describe general ways of reaching those objectives; and will be revised periodically as new objectives and approaches become appropriate;
7. to do all other things that are incidental or conducive to these purposes.”

1. Definitions

- a. Fédération canadienne des étudiantes et étudiants, éléments du Québec, also operating under the name, Canadian Federation of Students, Québec Component, will hereafter be referred to as the CFS-Q.
- b. The Canadian Federation of Students / Fédération canadienne des étudiantes et étudiants, will hereafter be referred to as the CFS.
- c. A local student association will be taken for all purposes of these By-laws to mean an organisation of students which satisfies the following criteria:
 - i. it is locally and democratically controlled;
 - ii. it is autonomous from other organizations; and
 - iii. it represents students at only one post-secondary institution.

2. Objectives

The objectives of the CFS-Q are:

- a. to act exclusively as the entity recognized by its voting member as the “provincial component” of the CFS, referred to by the CFS as the “Canadian Federation of Students – Québec Component”.
- b. to organize students on a democratic co-operative basis in advancing students’ interests and in advancing the interests of the Quebec student community;
- c. to articulate the real desire of students to fulfill the duties and be accorded the rights of citizens in Québec, Canada and in the international community;
- d. to ensure that the “provincial component allocation” specified in the CFS bylaws and standing resolutions is appropriately allocated and spent in a manner which reflects the will of the CFS-Q voting members; and
- e. notwithstanding the foregoing objectives, the primary purpose of the CFS-Q will be to represent the democratically reached will of the membership, whether in whole or in a majority part.

3. Dissolution

The CFS-Q can only be dissolved by resolution of a special general meeting called for that purpose, passed with a 2/3 majority. In the event of dissolution of the CFS-Q, the funds and assets remaining after the satisfaction of the obligations and liabilities shall be disbursed to one or more other corporation(s) pursuing similar objectives as decided by the members of the CFS-Q.

4. Membership

- a. The members of the component shall be all CFS member local associations within the province of Quebec who have satisfied the requirements for voting eligibility set out in 4(b).
- b. There are two (2) types of members of the CFS-Q, prospective members and voting members:
 - i. Prospective members of the CFS-Q are the same as prospective members of the CFS within the province of Quebec, as defined in the CFS bylaws. Neither prospective member associations nor the individuals comprising their respective memberships shall have any voting rights at the CFS-Q, nor shall they be charged any fees by the CFS-Q. Prospective member locals may appoint one delegate to observe CFS-Q Board of Directors meetings, and may send a delegation of no more than three (3) individuals to observe any CFS-Q general meeting.

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- ii. Local student associations in the province of Quebec who have full membership to the CFS shall be called voting members, following their ratification by the Board of Directors of the CFS-Q. The voting members of the CFS-Q are presently:
 - The Dawson Student Union
 - The Graduate Students' Association of Concordia University
 - The Concordia Student Union
 - The Post-Graduate Students' Society of McGill University

5. Membership Fee

- a. The CFS-Q fees for voting member local associations shall be \$1.95 per semester, or \$3.90 per academic year, per individual member of the CFS-Q, pro-rated for part-time studies as per the policy of the member local association.
- b. Fees collected by members on behalf of the CFS-Q and CFS shall be remitted to the CFS-Q directly, where after any funds due to the CFS may then subsequently be transferred. Any such transfers shall be carried out at the discretion of the Board of Directors of the CFS-Q.
- c. Fee collection and disbursement shall be performed in accordance with the laws of the province of Quebec and with these bylaws.

6. Board of Directors

The affairs of the Component shall be managed by a Board of 5 directors.

a. Composition

The Board of Directors shall be composed of:

- i. the President (non-voting);
 - ii. the Secretary-Treasurer (non-voting);
 - iii. the Chairperson; and
 - iv. four directors, hereafter referred to as Board Representatives, one director being elected by each of the 4 voting members (Concordia Student Union, Graduate Students' Association of Concordia University, Dawson Student Union, and Post-Graduate Students' Society of McGill University, each director elected as per the internal rules of their respective voting member.
- b. **Quorum**
- Quorum for the Board of Directors meetings shall be a majority of the directors currently holding office with a minimum of two (2) voting Board Representatives present.

c. Meetings

- i. Meetings of the Board of Directors can be called and scheduled at the discretion of the Chairperson, or by any three (3) members of the Board of Directors, provided that sufficient notification to all Board of Directors members is provided.
- ii. Notification of a meeting of the Board of Directors shall be deemed to have been given by the delivery of a letter (via fax, e-mail, OR regular mail) to the representative on the Board of Directors of each voting member no later than one (1) week prior to the meeting. Notice can be reduced to forty-eight (48) hours in case of an emergency. Notice shall include:
 1. the date and time of the meeting;
 2. the location of the meeting; and
 3. the proposed agenda for the meeting.
- iii. Notwithstanding the other provisions of this bylaw, the Chairperson shall schedule one (1) regular meeting of the Board of Directors in each quarter of the CFS-Q's financial year.
- iv. The only persons that may attend meetings of the Board of Directors are the members of the Board of Directors. Explicit consent of two-thirds (2/3) of the Board of Directors members present at a given meeting is required in order for any other person to be admitted to that meeting.
- v. All meetings of the Board of Directors shall be governed by the latest edition of Robert's Rules of Order.

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- vi. A resolution signed by all voting members of the Board of Directors shall have the same effect as if adopted in a duly convened meeting of the Board of Directors.
- vii. Meetings of the Board of Directors can be held by telephone and telephone conference as long as all directors have the same access to the technology, and all directors agree to such a meeting.

d. **Duties**

i. **Collective Duties of the Board of Directors**

The Board of Directors shall manage the affairs of the CFS-Q, adopt and implement a campaign strategy, and be responsible for the administration of CFS-Q resources in Quebec. Wherever possible the Board shall strive to communicate to its members and the general public in both French and English.

ii. **Duties of the President**

The President shall:

1. be the primary spokesperson for the CFS-Q on the national stage;
2. be a non-voting member of the Board of Directors;
3. serve as the Quebec Representative on the National Executive as specified in the CFS bylaws, and as such, shall attend all meetings of the CFS National Executive;
4. be responsible for the communication between the CFS National Executive and the CFS-Q;
5. ensure that the concerns and interest of the CFS-Q shall be represented at National Executive meetings of the CFS;
6. within budgetary limitations, be available to visit member associations and non-member associations wishing to know more about the CFS-Q and its policies and operations;
7. assist Federation delegates representing the CFS-Q on committees at CFS national general meetings and be available to present information to committees;
8. present a written report to each Board of Directors meeting detailing actions and decisions of the CFS National Executive.
9. Any other duties that may, from time to time, be assigned by the Board of Directors.

iii. **Duties of the Secretary-Treasurer**

The Secretary-Treasurer shall:

1. be a non-voting member of the Board of Directors;
2. be a signing officer of the corporation;
3. oversee the keeping of accounts of all receipts and disbursements of the CFS-Q, and shall deposit all monies or other valuable effects in the name and to the credit of the CFS-Q;
4. submit a written report at each regular meeting of the CFS-Q's Board of Directors that includes, but is not limited to, a year-to-date financial statement for the CFS-Q;
5. present the annual budget for approval at the annual general meeting;
6. present, for review, a mid-term budget at the January special general meeting;
7. be responsible for compiling and circulating all meeting documents; and
8. assist with general day-to-day office duties.
9. Any other duties that may, from time to time, be assigned by the Board of Directors.

iv. **Duties of the Chairperson**

The Chairperson shall:

1. be a voting member of the Board of Directors;
2. chair all CFS-Q meetings;
3. be a signing officer of the corporation;
4. manage the delivery of CFS services to member local associations;
5. be responsible, in conjunction with the Secretary-Treasurer and the President, for selecting employees and negotiating contracts; and
6. be the primary contact with coalition partners and other student groups.
7. Any other duties that may, from time to time, be assigned by the Board of Directors.

- v. **Duties of Board Representatives**
The Board Representatives shall:
 - 1. be generally responsible for on-campus representation of the CFS-Q, including but not limited to, coordinating the implementation of CFS-Q and CFS campaigns and services at the member local associations; and
 - 2. communicate the perspectives of CFS-Q voting members to the Board of Directors.
- e. **Terms of Office**
 - i. **Term of Office of the President**
The term of office for the President shall be one (1) year commencing at the adjournment of an annual general meeting and ceasing at the adjournment of the subsequent annual general meeting.
 - ii. **Term of Office of the Secretary-Treasurer**
The term of office for the Secretary-Treasurer shall be one (1) year commencing at the adjournment of an annual national general meeting and ceasing at the adjournment of the subsequent annual general meeting.
 - iii. **Term of Office of Board Representatives**
Board Representatives should be elected for a period of one (1) year by their respective voting members at the beginning of the month of June each year. Board Representatives may hold office for a period of no more than two consecutive years, but may be recalled or replaced at the discretion of the voting member that elected them, following the internal rules of that voting member. The term of office of a duly elected Board Representative shall commence immediately upon their election by their respective voting member. Election of a Board Representative by a voting member shall constitute the replacement of their predecessor.
 - iv. **Term of Office of the Chairperson**
The term of office for the Chairperson shall commence upon election by the voting members at an annual general meeting and shall cease at the adjournment of the subsequent annual general meeting.
- f. **Elections**
 - i. **Election Procedures**
All elections of the CFS-Q shall be conducted by secret ballot and a nominee must receive a majority of the votes cast in order to be elected. All other election procedures shall be determined at the discretion of the Board of Directors, including but not limited to the specification of a Chief Returning Officer who shall preside over the election.
 - ii. **Election of the President**
The President shall be elected at the annual general meeting. In the event of a vacancy in the position of President, a special general meeting shall be called by the Board of Directors for the purpose of filling the vacancy within one (1) month.
 - iii. **Election of the Secretary-Treasurer**
The Secretary-Treasurer shall be elected at the annual general meeting. In the event of a vacancy in the position of Secretary-Treasurer, a special general meeting shall be called by the Board of Directors for the purpose of filling the vacancy within one (1) month.
 - iv. **Election of Board Representatives**
Board Representatives shall be elected by voting members in a manner consistent with their respective rules. An official letter from the voting member must be delivered to the Board of Directors, care of the Chairperson, with an official record of the procedure followed in the Board Representative's election. Annually, at the beginning of the month of June, the CFS-Q will provide notice reminding incoming Presidents and Vice-Presidents External of the voting members of the expected term of office of Board Representatives.
 - v. **Eligibility of Nominees for the CFS-Q Board of Directors**
 - 1. A nominee for any position on the Board of Directors must:
 - a. have been an individual member of the CFS-Q within the previous six (6) months;

- b. be nominated by a member local association;
 - c. not already hold a position on the Board of Directors, or be running concurrently for more than one position on the Board of Directors;
 - d. not concurrently hold any other position or employment within the CFS or CFS-Q during their term in office at the CFS-Q except for those which might arise as a result of their position with the CFS-Q, but only as specified in these bylaws;
- vi. **Filling Vacancies**
Notwithstanding the foregoing provisions of these bylaws, the voting members of the corporation may, at a special general meeting, fill only the positions of President, Secretary-Treasurer, or Chairperson which, whether through retirement or other cause, remain or become unoccupied during the course of their respective terms of office.
- g. **Remuneration**
 - i. Directors shall not be remunerated for their services to the CFS-Q. They may however be reimbursed for all expenses incurred at the request of the corporation by resolution of the Board of Directors;
 - ii. The President, Secretary-Treasurer and Chairperson can only receive remuneration by resolution of the Board of Directors.

7. General Meetings

- a. There shall be two types of General Meetings:
 - i. The annual general meeting will occur between June 15th and June 30th, inclusively.
The annual general meeting agenda will contain:
 - 1. Report from the outgoing President, Chairperson of the Board of Directors and Secretary-Treasurer;
 - 2. Financial statements that must be at least up to date as of the end of February of the last fiscal year;
 - 3. Appointment of the auditor(s) who must hold the proper professional qualifications for audits in the province of Quebec; and
 - 4. Election of the President, Chairperson of the Board of Directors and Secretary-Treasurer.
 - ii. Special general meetings may be called as needed by the Board of Directors between CFS-Q general meetings. Notice for a special general meeting shall be deemed to have been given by the delivery of a letter (via fax, e-mail, OR regular mail) to the President, Vice-President External, and Board of Directors representative of each voting member no later than one (1) week prior to the general meeting and shall include:
 - 1. the date and time of the meeting;
 - 2. the location of the meeting; and
 - 3. the proposed agenda for the meeting. In the event that a special general meeting is called with the purpose of filling a vacancy on the Board of Directors, the Board of Directors will include in the notice for the special general meeting the name and contact information of the Chief Electoral Officer and the electoral procedures that will be followed.
 - iii. A special general meeting shall be called during the month of January to update the members on the affairs of the CFS-Q and on the campaign strategy.
- b. All general meetings shall be governed by the latest edition of Robert's Rules of Order.
- c. The quorum required for all general meetings shall be a majority of the voting members.
- d. Each voting member shall be entitled to one (1) vote at general meetings of the CFS-Q. Approval of all resolutions proposed at general meetings requires the support of two-thirds (2/3).
- e. Persons to be admitted to a general meeting shall be limited to:
 - i. the members of the Board of Directors;
 - ii. the individuals comprising a voting member's delegation to the general meeting. In order for delegates to be admitted to a general meeting, their respective voting member must furnish

the meeting chair with written documentation including the official record of the procedures that gave rise to the delegation and its members, and which bestowed upon the delegation the authority to vote on behalf of the voting member; and

- iii. other persons may only be admitted to the meeting with the consent of two-thirds (2/3) of the voting members present at the meeting.
- f. No general meeting of the CFS-Q shall be held outside the province of Quebec, unless unanimous written consent of all voting members is provided. Any general meeting must be held within twenty-five (25) kilometres of a voting member, unless unanimous written consent of all voting members is provided.

8. Fiscal Year

The fiscal year of the CFS-Q shall begin on June 1st of each year, and end on May 31st.

9. Signing Authorities

There shall be four signing authorities. The Secretary-Treasurer and Chairperson shall be signing authorities. The other signing authority shall be appointed by the Board of Directors.

10. Authority of By-laws

- a. In the event of any conflict between these bylaws and the bylaws of the CFS, the former shall take precedence.
- b. Notwithstanding the CFS-required “preamble” and “statement of purpose”, the primary goal of the CFS-Q will be to reflect the democratically communicated will of its membership as reflected in the votes of the members of the corporation and of the board of directors. Any elements of the “preamble” and “statement of purpose” included herein may not nullify any resolutions adopted by the Board of Directors of the CFS-Q, or resolutions adopted by the membership at a general meeting of the CFS-Q.
- c. The authority of these bylaws is subordinate to both the CFS-Q’s letters patent and to the Quebec Companies Act, the latter two taking precedence over these bylaws in the event of any conflict.
- d. Any meeting of the CFS-Q convened in contravention of these bylaws, and any resolution taken at such a meeting shall be void and shall have no effect. Any resolution of any body of the CFS-Q adopted via a procedure which contravenes these bylaws shall be void and shall have no effect.

11. Amendments

- a. These bylaws may only be amended by a two-thirds (2/3) majority of the Board of Directors.
- b. Notice of a proposed bylaw amendment must be included in the notice for the Board of Directors meeting at which the amendment is to be considered.
- c. Changes to these bylaws shall take effect upon ratification by the voting members at the next general meeting. Failure to ratify any change to these bylaws by the annual general meeting following their adoption by the Board of Directors shall result in the repeal of the amendment.

12. Books, Contracts and Financial Records

All books that the CFS-Q is required to hold by law and all contracts and financial records must be kept at the head office of the CFS-Q.

13. Banking and Borrowing Arrangements

The banking business of the CFS-Q including, without limitation, the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust companies or other bodies corporate or organizations and under such agreements, instructions and delegations of powers as the Board of Directors determines from time to time. Without limiting the borrowing powers of the CFS-Q, the Board of Directors may from time to time:

- a. borrow money upon the credit of the CFS-Q;
- b. issue, re-issue, sell or pledge bonds, debentures, notes, or other evidence of indebtedness or guarantee of the CFS-Q, whether secured or unsecured; and

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- c. mortgage, hypothecate, pledge, or otherwise create an interest in or charge upon all or any property (including the undertaking and rights) of the CFS-Q, owned or subsequently acquired, by way of mortgage, hypothec, pledge or otherwise, to secure payment of any such evidence of indebtedness or guarantee of the CFS-Q.

Nothing in this section limits or restricts the borrowing of money by the CFS-Q on bills of exchange or promissory notes made, drawn, accepted, or endorsed by or on behalf of the CFS-Q.