



# Corporate Bylaw 1 – MSU Incorporated

## 1. Purpose

- 1.1. To verify and legitimize the general transactions of affairs conducted by McMaster Students Union Incorporated (MSU Inc.), be it enacted as a Corporate Bylaw of MSU Inc.

## 2. Head Office

- 2.1. The head office of the Corporation shall be:

- 2.1.1. In the City of Hamilton;
- 2.1.2. In the County of Wentworth;
- 2.1.3. In the Province of Ontario; and
- 2.1.4. At such time as the Directors may from time to time determine.

## 3. Seal

- 3.1. The Seal, an impression whereof is stamped in the margin hereof, shall be the Corporate seal of the Corporation.

## 4. Membership

- 4.1. The members of the Corporation shall consist of:

- 4.1.1. The applicants for Incorporation and such other individuals as qualify for membership in accordance with the provisions of MSU Inc.'s Corporate Bylaws;

- 4.2. Membership in the Corporation shall consist of the following three classes:

- 4.2.1. **Honorary Members:** The Board of Directors may appoint any individual an Honorary Member of the Corporation;
- 4.2.2. **Full Members:** Each duly elected representative and member of the Student Representative Assembly (SRA) at McMaster University shall be, during the time that they remain a member of the SRA, a Full Member of the Corporation;
- 4.2.3. **Associate Members:** Each undergraduate student at McMaster University who pays dues to the Corporation shall be an Associate member of the Corporation.

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4.2.3.1. An Associate Member shall continue their membership so long as they are enrolled as a student at McMaster University who has fully paid their annual dues in accordance with **MSU Bylaw 2 – Membership**.

4.3. **Termination of Membership:** The interest of a member (whether Honorary, Full, or Associate) in the Corporation is not transferable and ceases to exist upon their death.

4.3.1. Associate membership shall terminate when the student:

4.3.1.1. No longer meets the criteria outlined in **Corporate Bylaw 1 – MSU Inc., Section 4.2**; or

4.3.1.2. Does not remit their full dues to the Corporation;

4.3.2. All Full Members shall hold their title as long as they shall be duly elected representatives to the Student Representative Assembly.

## 5. Dues

5.1. All Associate Members shall pay an annual due to the Corporation;

5.2. All dues shall be paid to McMaster University as an agent for the Corporation;

5.3. The Board of Directors may, by resolution, set additional annual dues payable by each Associate Member;

5.3.1. Before becoming effective, any increase in the annual dues must be submitted to the next Annual or General Meeting of members for approval and the Annual or General Meeting must approve the same by a majority of no less than two-thirds of the affirmative vote of the Full Membership at a meeting called for the purposes of considering such increase.

## 6. Annual & Other Meetings of Members

6.1. The Annual or General Meeting of members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the Board of Directors shall appoint;

6.1.1. At every Annual Meeting, the following shall occur:

6.1.1.1. A presentation of:

6.1.1.1.1. The Directors' reports;

6.1.1.1.2. The Auditors' report;

6.1.1.1.3. Financial Statements.

- 6.1.1.2. An election of Board of Directors for the ensuing year;
  - 6.1.1.3. The appointment of Auditors for the ensuing year;
  - 6.1.1.4. The officiation of remuneration for Auditors; and
  - 6.1.1.5. Any other business that may be take place.
- 6.1.2. The members may consider and transact any business at any meeting of the members, either special or general, without any notice thereof unless otherwise specified in Corporate Bylaws or by law;
  - 6.1.3. Only Full Members shall be entitled to vote at Annual or General Meetings;
  - 6.1.4. Associate Members are entitled to be present at any Annual or General Meeting of Members;
  - 6.1.5. The Board of Directors or the Chief Executive Officer shall have power to call, at any time, a General meeting of the members of the Corporation;
  - 6.1.6. No public notice nor advertisement of members' meetings, Annual or General, shall be required, but notice of any such meeting of Full Members (including time and place) shall be delivered or mailed to each Full Member at least ten (10) days before the meeting date and time;
    - 6.1.6.1. **Omission of Notice:** Any meeting of members may be held at any time and place without such notice if:
      - 6.1.6.1.1. All the Full Members of the Corporation are present thereat and have waived notice; or
      - 6.1.6.1.2. At least two-thirds of the Full Members are present;
        - 6.1.6.1.2.1. Absent members must signified their consent in writing to the meeting being held.
  - 6.1.7. For the purpose of sending notice to any member, Director, or Officer for any meeting or otherwise, the address used shall be their last address recorded on the books of the Corporation.
- 6.2. **Voting:** Each Full Member of the Corporation shall, at all meetings of members, be entitled to one vote and they may not vote by proxy;
    - 6.2.1. At all meetings of members every question shall be decided by a majority of the votes of the Full Members present in person unless otherwise required by the Bylaws of the Corporation, or by law;
    - 6.2.2. Every question shall be decided in the first instance by a reasonable display of intent to question unless a poll be demanded by any Full Member;

- 6.2.3. Upon a show of hands, every Full Member having voting rights shall have one vote, unless a poll be demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes accorded in favor of or against such resolution;
  - 6.2.4. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of the votes given by Full Members present in person, and such poll shall be taken in such manner as the Chair shall direct and the result of such poll shall be deemed a decision of the Corporation in General meeting upon the matter in question;
  - 6.2.5. In case of an equality of votes at any Annual or General meeting, whether upon a show of hands or at a poll, the Chair shall be entitled to a second or casting vote;
  - 6.2.6. An Associate Member shall not be entitled to vote but may otherwise participate in the affairs of the Corporation by serving on special or standing committees and may attend the Annual or other meetings of the Corporation.
- 6.3. **Chair of the Meeting:** The Chief Executive Officer or the Chief Administrative Officer of the Corporation shall be Chair at any meeting of members;
- 6.3.1. In the absence of the Chief Executive Officer and the Chief Administrative Officer, the Full Members present at any meeting of members shall choose another Director as Chair of the meeting and if no Director is present, or if all the Directors present decline to act as Chair of the meeting, the Full Members present shall choose one of their members to be Chair of the meeting.
- 6.4. **Quorum:** Quorum for any meeting of members for the selection of a Chair for the meeting and the adjournment of the meeting shall be set at five (5) Full Members;
- 6.4.1. For all other purposes, the presence of fifty percent (50%) of Full Members shall be necessary to constitute quorum;
  - 6.4.2. No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such meeting.
- 6.5. **Adjournments:** The Chair of any meeting may, with the consent of any meeting members, shall adjourn, from time to time, without needing to provide notice of such adjourned meeting to the members;
- 6.5.1. 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 of calling the same.

- 6.6. **Proxy:** Full Members shall not be entitled to be represented or to vote at any Annual or General meeting of members by proxy.

## 7. Directors

- 7.1. **Board of Directors:** The affairs of the Corporation shall be managed by the Board of Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the Bylaws or any special resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at any Annual or General meeting of members;
- 7.2. **Number of Directors and Quorum:** Until changed in accordance with the **Corporations Act (1990)**, the number of Directors of the Corporation shall be four (4) of whom three (3) shall constitute quorum for the transaction of business;
- 7.2.1. Notwithstanding vacancies, the remaining Directors may exercise all the powers of the Board of Directors so long as quorum of the Board of Directors remains in office.
- 7.3. **Qualification of Directors:** Each Director shall be 18 or more years of age, and, within ten (10) days of their election or appointment and throughout the remainder of their term of office, shall be a Full Member of the Corporation;
- 7.4. **Election & Term:** Directors shall be elected yearly to hold office until the next Annual meeting of members or until their successors have been duly elected or appointed pursuant to Section 29 hereof, and at such Annual meeting, the whole Board of Directors shall be elected and all the Directors in office shall retire, but, if qualified, shall be eligible for re-election;
- 7.4.1. The election may be by a resolution carried by a show of hands unless a poll is demanded, such election shall be by ballot;
- 7.4.2. The members shall elect at least two (2) Directors from among the Chief Executive Officer, Chief Administrative Officer, and Chief Financial Officer of the Corporation.
- 7.5. **Vacancies:** From time to time in the event of any vacancy however caused occurring in the Board of Directors (except through an increase in the number of Directors), such vacancy may, as long as there is a quorum of Directors in office, be filled by the Directors from among the qualified Full Members of the Corporation if they shall see fit to do so;
- 7.5.1. Otherwise, such vacancy shall be filled at the next Annual meeting of members; and
- 7.5.2. Any Director appointed or elected to fill any such vacancy shall hold office for the unexpired term of the Director who ceased to be a Director and who caused such vacancy.

- 7.6. **Vacation of Office:** The office of a Director of the Corporation shall be vacated and the person holding such office shall cease to be a Full Member of the Corporation:
- 7.6.1. If they be adjudged to be a bankrupt or makes an authorized assignment or is declared insolvent;
  - 7.6.2. If they cease to be a Full Member of the Corporation; or
  - 7.6.3. If, by notice in writing to the Corporate Secretary of the Corporation, they resign their office.
- 7.7. **Remuneration of Directors:** The Directors of the Corporation shall serve without remuneration and no Director shall directly or indirectly receive any profit from their position provided that a Director may be paid reasonable expenses incurred by him them in the performance of their duties.

## 8. Meeting of Directors

- 8.1. **Place of Meeting & Notice:** Meetings of the Board of Directors may be held either at the head office of the Corporation or at such place or places as it may from time to time determine.
- 8.1.1. A meeting of Directors may be called by the Chief Executive Officer or by the Chief Administrative Officer at any time;
  - 8.1.2. The Corporate Secretary by direction of the Chief Executive Officer or the Chief Administrative Officer shall then convene a meeting of the Directors.
- 8.2. Notice of any meeting of Directors shall be delivered or mailed to each Director not less than ten (10) days (exclusive of the day on which notice is given) before the meeting is to take place;
- 8.2.1. provided always that meetings of the Board of Directors may be held at any time without formal notice if all the Directors are present, or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence;
  - 8.2.2. Notice of any meeting of any irregularity in any meeting or in the notice thereof may be waived by any Director.
- 8.3. For the first meeting of the Board of Directors to be held immediately following the election of Directors at an Annual meeting of the members or for a meeting of the Board of Directors at which a Director is appointed to fill a vacancy in the Board, no notice of such meeting shall be necessary in order for the meeting to be duly constituted, provided that a quorum of Directors is present.
- 8.4. **Voting:** Questions arising at any meeting of Directors shall be decided by a majority of votes;

- 8.4.1. In case of an equality of votes, the Chair of the meeting, in addition to their original vote, shall have a second or casting vote.
- 8.5. **Chair of Meeting:** The Chief Executive Officer of the Corporation, or in their absence the Chief Administrative Officer, shall be the Chair of any meeting of the Board of Directors;
- 8.6. **Powers of the Board of Directors:** The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
  - 8.6.1. Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

## 9. Indemnities to Directors & Others

- 9.1. Every Director or Officer of the Corporation or other person who had undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against:
  - 9.1.1. All costs, charges, and expenses whatsoever which such Director, Officer, or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office;
  - 9.1.2. All other costs, charges, and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by their own willful neglect or default.

## 10. Officers

- 10.1. The Officers of the Corporation shall consist of:
  - 10.1.1. A Chief Executive Officer;
  - 10.1.2. A Chief Administrative Officer;

- 10.1.3. A Chief Financial Officer;
  - 10.1.4. A Corporate Secretary; and
  - 10.1.5. Such other Officers as the Board of Directors may determine in accordance with **Corporate Bylaw 1 – MSU Incorporated**;
- 10.2. One person may not hold more than one (1) office;
- 10.3. The Chief Executive Officer shall:
- 10.3.1. Be elected by the Associate Members at an Annual campus-wide election;
  - 10.3.2. Act as Chair at all meetings of the Board of Directors and at all Annual or General meetings of the members.
- 10.4. The Chief Administrative Officer shall be elected by the Full Members from among their number annually;
- 10.5. The Chief Financial Officer shall be appointed annually by the Full Members;
- 10.5.1. In default of such elections or appointments, the incumbents, being members of the board, shall hold office until their successors are elected or appointed;
  - 10.5.2. The other Officers of the Corporation need not be members of the Corporation;
    - 10.5.2.1. In the absence of written agreement to the contrary, the employment of all Officers shall be settled, from time to time, by the Board.
  - 10.5.3. The Board of Directors may appoint such other Officers and agents, including the Corporate Secretary, as they deem necessary;
    - 10.5.3.1. Any such persons shall have such authority and perform such duties as may, from time to time, be prescribed by the Board of Directors.
- 10.6. **Remuneration & Removal of Officers:** The Directors may fix the remuneration (if any) to be paid to Officers and employees of the Corporation;
- 10.6.1. All Officers other than the Chief Executive Officer, Chief Administrative Officer, or Chief Financial Officer, in the absence to an agreement to the contrary, shall be subject to removal by a resolution of the Board of Directors at any time without cause.
- 10.7. **Delegation of Duties of Officers:** In the case of the absence or inability to act of the Chief Executive Officer, the Chief Administrative Officer, or any other Officer of the Corporation, or for any other reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of such Officer to any other Officer or to any Director for the time being;



10.8. **Chief Executive Officer:** The Chief Executive Officer shall, when present:

- 10.8.1. Act as Chair of all meetings of Directors and members;
- 10.8.2. Sign such contracts, documents, or instruments in writing that which require their signature,
- 10.8.3. Have such other powers and duties as may from time to time be assigned to them by the Board of Directors or as are incident to their office;
- 10.8.4. Without limiting the generality of the foregoing, the Chief Executive Officer, subject to the Board of Directors:
  - 10.8.4.1. Direct the policy and management of the Corporation;
  - 10.8.4.2. Ensure that the programs decided upon by the Board of Directors and members are implemented by the Officers and by the standing and special committees;
  - 10.8.4.3. Be an ex-officio member of all committees;
  - 10.8.4.4. Make an annual report to the members of the Corporation at the time of the Annual meeting of members.

10.9. **Chief Administrative Officer:** The Chief Administrative Officer shall:

- 10.9.1. Be vested with all the powers and shall perform all duties of the Chief Executive Officer in the absence or inability or refusal to act of the Chief Executive Officer;
- 10.9.2. Sign such contracts, documents, or instruments in writing that require their signature; and
- 10.9.3. Have such other powers and duties as may, from time to time, be assigned to them by the Chief Executive Officer or by the Board of Directors.

10.10. **Corporate Secretary:** The Corporate Secretary shall:

- 10.10.1. Be ex-officio clerk of the Board of Directors;
- 10.10.2. Attend all meetings of the Board of Directors and record all minutes of all proceedings in the books kept for that purpose;
- 10.10.3. Provide all notices required to be given to members and to Directors;
- 10.10.4. Be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts, and other documents belonging to the Corporation which they shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution;
- 10.10.5. Perform such other duties as may, from time to time, be determined by the Board of Directors.

10.11. **Chief Financial Officer:** The Chief Financial Officer, or person performing the usual duties of a Chief Financial Officer, shall:

- 10.11.1. Keep, or cause to be kept, full and accurate accounts of all receipts and disbursements of the Corporation in proper account books;

10.11.2. Deposit all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors;

10.11.3. Disburse the funds of the Corporation, under the direction of the Board of Directors, taking proper vouchers and shall render to the Board of Directors, at the regular meetings thereof or whenever required of them, an account of:

10.11.3.1. All their transactions as Chief Financial Officer; and

10.11.3.2. The financial position of the Corporation.

10.11.4. Perform such other duties as may from time to time be determined by the Board of Directors.

10.12. **Duties of Other Officers:** The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires them;

10.13. **Vacancies:** If the office of the Chief Executive Officer, Chief Administrative Officer, Corporate Secretary, or Chief Financial Officer or one or more of them, shall be or become vacant by reason of:

10.13.1. Death;

10.13.2. Resignation;

10.13.3. Disqualification; or

10.13.4. Otherwise, such vacancy for the unexpired portion thereof shall be filled in the case of the Chief Executive Officer, Chief Administrative Officer, or Chief Financial Officer by a majority vote of the Full Members.

10.13.4.1. In the case of the Corporate Secretary, the position shall be filled by appointment of the Board of Directors.

## 11. Auditors

11.1. The Full Members shall, at each Annual meeting, appoint an auditor to audit the accounts of the Corporation, such auditor to hold office until the next Annual meeting, provided that the Directors may fill any casual vacancy in the office of the auditor.

11.1.1. The remuneration of the auditor shall be fixed by the Board of Directors;

11.1.2. The auditor shall make an annual report to the members and they shall make such report and have such powers at the **Corporations Act (1990)** provides.

## 12. Execution of Documents

12.1. Deeds, transfers, licenses, contracts, and engagements on behalf of the Corporation shall be signed by either the Chief Executive Officer or Chief Administrative Officer and one other member of the Board of Directors;

12.1.1. The Corporate Secretary shall affix the seal of the Corporation to such instruments as required.

12.2. Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the Chief Executive Officer, Chief Administrative Officer, Corporate Secretary, and Chief Financial Officer, or by any person authorized by the Board.

12.2.1. Notwithstanding any provisions to the contrary contained in the Bylaws of the Corporation, the Board of Directors may at any time resolve to direct the manner in which and the person or persons by whom any particular instrument, contract, or obligation of the Corporation may or shall be executed.

## 13. Books & Records

13.1. The Directors shall see that all necessary books and records of the Corporation required by the Bylaws of the Corporation or by any applicable statute or law are regularly and properly kept.

## 14. Fiscal Year

14.1. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 30<sup>th</sup> day of April in each year.

## 15. Cheques, Drafts, & Notes

15.1. All cheques, drafts, or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers or person or persons, whether or not Officers of the Corporation, and in such manner as the Board of Directors may from time to time designate by resolution.

## 16. Notices

16.1. Any notice to be given to any member, Director, or Auditor shall be served either personally or by sending it through the post in a prepaid envelope addressed to such member, Director, or Auditor at their address as the same appears in the books of the Corporation or, if no address be given therein, then to the last address of such member, Director, or Auditor known to the Corporate Secretary of the Corporation.

## 17. Amendments to Corporate Bylaws

17.1. The Bylaws of the Corporation may be repealed or amended Bylaw enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote by at least two-thirds of the Full Members at a meeting called for the purpose of considering said Corporate Bylaw.

## 18. Interpretation

18.1. Whenever reference is made in any Bylaw or in any resolution of the Corporation to any statute or section thereof, such references shall be deemed to extend and apply to any amendment or re-enactment of such statute or section thereof, as the case may be.