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# **By-Laws**

**Quebec Student Union**

*[insert the legal person's date of incorporation]*

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## **TITLE I: PRELIMINARY PROVISIONS**

### **CHAPTER I: FOUNDATIONAL PRINCIPLES**

#### **SECTION I: MISSION**

##### **Article 1**

The legal person's mission is to defend the rights and interests of the student community, of its member associations, and of their members, by promoting, protecting, and ameliorating the conditions of students and those of local and international communities, according to the vision and values that it has adopted.

#### **SECTION II: VISION**

##### **Article 2**

The vision of the legal person is focused on the following mandates:

- a) Bringing together the whole university student community;
- b) Acting in solidarity with other relevant organizations and associations that share similar objectives;
- c) Representing its member associations and being an indispensable participant in all relevant forums;
- d) Being an actor for social change, while still prioritizing issues related to higher education.

#### **SECTION III: VALUES**

##### **Article 3**

The values on which the legal person relies in every activity it undertakes are efficacy, equity, transparency, collegiality, and local sovereignty. To that effect, it:

- a) Acts efficaciously through a well-founded discourse and tangible progress;
- b) Confers a particular attention to all of the different realities within the student community (based on age, language, origin, socioeconomic conditions, life experience, ethnicity, gender identity, sexual orientation, culture, religion, minority or marginalised communities) so as to include and consider them justly and equitably without any discrimination;
- c) Has a democratic structure that is clear, accessible, and transparent;
- d) Encourages its member associations to treat each other with collegiality, respect, and consideration;
- e) Respects the local sovereignty of its member associations regarding their internal decision-making processes.

#### **SECTION IV: GENDER-NEUTRAL TEXTS**

##### **Article 4**

The official documents of the legal person are written so as to respect the principles required for gender-neutral texts, as set out in the most recent edition of the reference by the *Office québécois de la langue française*, "*Avoir bon genre à l'écrit: guide de rédaction épicière*" by Publications Québec.

##### **Article 5**

All adjustments needed to ameliorate the gender-neutral formulation of any document adopted by the legal person's bodies, in so far as these do not alter the sense of its provisions, may be made by the legal person's secretary general in the manner provided for in Article 19 of the present by-laws.

##### **Article 6**

No regulation of the legal person may be invalidated due only to the fact that it does not respect the principles established in Article 4.

## TITLE II: GENERAL PROVISIONS

### CHAPITRE I: TERMINOLOGY

#### SECTION I: DEFINITIONS

##### Article 7

In the present by-laws and in any others subsequently adopted by the legal person governed by them, unless the context provides for the contrary, the following definitions apply:

- a) **“Director”**: member of the board of directors as provided for in Part III of the *Companies Act* (RLRQ, c. C-38) and the *Civil Code of Quebec*;
- b) **“General assembly”**: general meeting of the legal person as provided for in Part III of the *Companies Act* (RLRQ, c. C-38);
- c) **“Member Association”**: member of the legal person as provided for in Part III of the *Companies Act* (RLRQ, c. C-38);
- d) **“Caucus”**: forum for discussion and coordination offered by the legal person to its member associations, according to the provisions included in the present by-laws;
- e) **“Board of directors”**: board of directors of the legal person as provided for in Part III of the *Companies Act* (RLRQ, c. C-38);
- f) **“Assessment”**: subscription or contribution as provided for in Part III of the *Companies Act* (RLRQ, c. C-38);
- g) **“Delegate”**: any person mandated by a member association to represent it within the bodies of the legal person;
- h) **“Official document”**: everything that is named as such by a policy of the board of directors;
- i) **“Employee”**: all natural persons who are carrying out work or given functions, with remuneration, on either a full-time, part-time, or temporary basis, whether contractual or not, for the benefit of the legal person;
- j) **“Body”**: assembly of the legal person considered as a body and not as an event;
- k) **“Day”**: day of the week, from Monday to Sunday, including non-judicial days, without counting the first day of a given delay;
- l) **“Majority”**: proportion of votes needed, during the meeting of a body of the legal person, for a proposal to become a resolution, without including abstentions or absences in the count;
- m) **“Officer”**: officier of the legal person as provided for in Part III of the *Companies Act* (RLRQ, c. C-38) and the *Civil Code of Quebec*;
- n) **“Legal person”**: the personified association governed by the present by-laws;
- o) **“Policy”**: document adopted by the board of directors in the context of their right to administer the affairs of the legal person, or by the [General Council or caucus] in conformity with its right to dispose of the financial resources it has been granted;
- p) **“Quorum”**: proportion of the members of a meeting of the legal person required for it to be constituted, to engage in debates, and to adopt resolutions.
- q) **“Semester”**: based on a university semester or its equivalent designation, including the summer semester or its equivalent.

##### Article 8

Subject to the preceding definitions, the definitions provided for in the laws and regulations of Quebec apply to the terms and expressions contained in the present by-laws.

#### SECTION II: INTERPRETATION

##### Article 9

The headings provided for the titles, chapters, and sections within the present by-laws are provided solely for reference and are not to be considered in the interpretation of its terms, expressions, or provisions.

**Article 10**

The present by-laws shall be interpreted according to the text, its context and its object, as well as according to the provisions of the *Interpretation Act of Quebec* (RLRQ c. I-16) with the necessary modifications.

**Article 11**

The present by-laws are subject to the provisions of the legal person's constituting act as provided for in article 3.1 of the *Companies Act* (RLRQ, c. C-38). However, they take precedence over any other regulation adopted by the legal person.

**CHAPTER II: DELIBERATIVE PROCEDURES**

**Article 12**

The legal person, in the course of its deliberations, makes use of the principles contained in the most recent edition of the text "*Procédure des assemblées délibérantes*" by Victor Morin and Michel Delorme, making the necessary modifications in order to respect the present by-laws.

**CHAPTER III: ADOPTION AND AMENDMENT OF THE BY-LAWS**

**Article 13**

Amendments to the present by-laws must be made in conformity with the provisions of the *Companies Act* (RLRQ, c. C-38).

**Article 14**

Notwithstanding the preceding, and by derogation of Article 91 of the *Companies Act* (RLRQ, c. C-38):

- a) No adoption, repeal, amendment or re-enactment of a by-law by the board of directors shall come into effect until it has been confirmed by the general assembly in the manner provided for in the present by-laws;
- b) The general assembly can, in the manner provided for in the present by-laws, adopt, repeal, amend or re-enact a by-law, but each adoption, repeal, amendment or re-enactment shall not come into effect until it has been confirmed by the board of directors.

**Article 15**

In order to consider a proposal to adopt, repeal, amend or re-enact a by-law during its annual meeting, the general assembly must have been authorized to hold such debates by two-thirds of the member associations at least fifty (50) days before the annual meeting of the general assembly is to be held. In order to authorize such debates, the members can notably hold a vote to that effect in conjunction with a meeting of the caucus.

For a proposal to adopt, repeal, amend or re-enact a by-law to appear on the agenda of the annual general assembly, it must have been transmitted to the legal person's secretary general at least thirty (30) days before the meeting of the annual general assembly is to be held.

The legal person's secretary general transmits a copy of each proposal duly received to the member associations of the legal person at least twenty-nine (29) days before the date on which the annual general assembly is to be held.

**Article 16**

For a proposal that amends a proposal to adopt, repeal, amend or re-enact a by-law to appear on the agenda of the annual general assembly, it must have been transmitted to the legal person's secretary general at least fifteen (15) days before the meeting of the annual general assembly is to be held.

The legal person's secretary general transmits a copy of each proposal for amendment of all proposals duly received to the member associations of the legal person at least fourteen (14) days before the date on which the annual general assembly is to be held.

**Article 17**

For a proposal to adopt, revoke, amend, or reinstate a regulation to be adopted by the general assembly, it must receive two-thirds of votes cast, disregarding abstentions.

**Article 18**

Notwithstanding Article 17 and Article 58 any proposals that modify the provisions of a regulation related to the voting method of the caucus must be adopted by the general assembly using that same voting method, as though the general assembly were using the caucus' deliberative procedures.

**Article 19**

Any amendment that must be brought to a regulation so as to correct a mistake of spelling, grammar, punctuation, or syntax, and that does not alter the sense of the provisions, can be made by the secretary general without the need for a resolution by the annual general assembly.

**CHAPTER IV: ACCESSIBILITY**

**Article 20**

The present by-laws must be accessible at all times in conformity with article 104 of the *Companies Act* (RLRQ, c. C-38) on paper at its head office.

**Article 21**

Access and dissemination rights for the legal person's official documents are defined in a policy of the board of directors.

Projet

### **TITLE III: NAME, HEAD OFFICE AND NUMBER OF DIRECTORS**

#### **CHAPTER I: NAME**

##### **SECTION I: OBJECT**

###### **Article 22**

The legal person governed by these by-laws is the *Union étudiante du Québec* and its acronym is UEQ.

##### **SECTION II: ENGLISH VERSION OF THE NAME**

###### **Article 23**

The English version of the legal person's name is the Quebec Student Union. The legal person may use either their French or English name, subject to the *Charte de la langue française* (RLRQ, c. C-11).

#### **CHAPTER II: HEAD OFFICE**

###### **Article 24**

The legal person's head office is established in the city and judicial district of [insert the name of the municipality], in the Metropolitan Region of Montreal, in a location decided upon by the board of directors.

#### **CHAPTER III: NUMBER OF DIRECTORS**

###### **Article 25**

The legal person's board of directors is composed of a number of directors corresponding to the number of member associations in the legal person plus three.

###### **Article 26**

The general assembly and the board of directors must take all measures required to respect article 87 of the *Companies Act* (RLRQ, c. C-38) during all new affiliations or at the end of an affiliation.

#### **CHAPTER IV: AMENDMENT OF THE PRESENT TITLE**

###### **Article 27**

Notwithstanding Chapter III of Title II of the present by-laws regarding amendments to the legal person's regulations, any amendment to the provisions in the present Title are subject to the exclusive application of articles 21 and 87 of the *Companies Act* (RLRQ, c. C-38).

## TITLE IV: MEMBERS AND ASSESSMENTS

### CHAPTER I: MEMBERS

#### SECTION I: CONDITIONS FOR AFFILIATING AND MAINTAINING THE AFFILIATION

##### Article 28

A member association is a member of the legal person if they, by resolution, manifest their democratic will to affiliate to the legal person and meet the following conditions:

- a) it represents all of the students at its educational establishment, or its members are not represented by an accredited or recognized student association that represents a larger pool of students in the sense provided for in the *Act Respecting the Accreditation and Financing of Students' Associations* (RLRQ c.A-301);
- b) its individual members are all students who belong to more than one program of study and are not already represented within the legal person;
- c) (i) it is accredited by virtue of the *Act Respecting the Accreditation and Financing of Students' Associations* (RLRQ c.A-301);

OR

- (ii) it is recognized by its teaching establishment as being the exclusive representative of all or a part of registered students and collects an assessment for that purpose;
- d) (i) it has transmitted a solemn declaration from one of its officers or directors certifying that its will to affiliate to the legal person has been established in conformity with its internal operating procedures.

OR

- (ii) it has transmitted a part or all of its by-laws demonstrating its conformity with the provisions relative to an affiliation to the legal person.
- e) Its affiliation has been confirmed by a vote of the legal person's general assembly.

##### Article 29

All member associations must maintain the necessary conditions to be a member and maintain the conditions for its affiliation.

#### SECTION II: RIGHTS AND OBLIGATIONS OF MEMBER ASSOCIATIONS

##### Article 30

The legal person must ensure that simultaneous translation from French to English is available during the meetings of its bodies for any and all associations who request it.

##### Article 31

The legal person must ensure a translation service between French and English for the legal person's official documents. The English version of the documents must be made available to the member associations at the same time as the French versions.

##### Article 32

All member associations have speaking rights within the bodies of the legal person. These rights are exercised by one or more person mandated to act as a delegate by the member association.

##### Article 33

All member associations have voting rights within the bodies of the legal person, subject to the applicable provisions of these by-laws. These rights are exercised by one or more person mandated to act as a delegate by the member association.

**Article 34**

All persons acting as a delegate of a member association must be authorized to represent it by a mandate or resolution to that effect, or by provision of the member association's regulations. Each delegate must be able to produce that mandate if so requested by the legal person.

**Article 35**

The legal person must take all necessary action to inform the member associations that a meeting has been called for any body of which they are a part so that they may participate in it.

**SECTION III: ENDING AN AFFILIATION**

**Article 36**

The board of directors can, by recommendation of the general assembly, suspend or expel any member association who acts or has acted in violation of the constitutive act or regulations of the legal person so as to cause a serious prejudice to the legal person or one of its member associations.

Such a decision is effective on the date on which the board of directors ratifies the general assembly's resolution.

In the taking of such a decision, by either the general assembly or the board of directors, the principles of natural justice and procedural fairness must be respected. The association targeted by the expulsion or suspension must have had the chance to present its observations beforehand.

**Article 37**

A member association automatically ceases being a member of the legal person if they, by resolution, manifest their democratic will to disaffiliate from the legal person and meet the following conditions:

- a) it has transmitted a solemn declaration authenticating its will to disaffiliate from the legal person, in conformity with its internal operating procedures.

OR

- b) it has transmitted a part or all of its by-laws demonstrating its conformity with the provisions relative to a disaffiliation from the legal person.

Such a disaffiliation takes effect on the last day of the semester then underway.

**CHAPTER II: INDIVIDUAL MEMBERS**

**Article 38**

Every student who pays a assessment to a member association that allows it to pay, either directly or indirectly, all assessments required of them by the legal person is an individual member of the legal person.

**Article 39**

The individual members of the legal person have the rights that are conferred on them by that title by by-law.

**CHAPTER III: ASSESSMENT**

**SECTION I: AMOUNT**

**Article 40**

The amount of the assessment that each member association may be required to remit is calculated each semester based on the number of student members within each member association, and is indexed according to the *Consumer Price Index* as set by Statistics Canada.

**Article 41**

For the basis of that calculation, the assessment due during the first year for which it will be collected will be four dollars and fifty cents (\$4.50) per student member of each member association, per semester.

**SECTION II: ADMINISTRATIVE PROVISIONS**

**Article 42**

Each member association is held personally responsible for the entire assessment amount calculated for them each semester. In order to fulfill its obligations towards the legal person, it may choose to levy the required amount from its own budget or from its members via a general or dedicated assessment , or otherwise establish an agreement with the legal person.

**Article 43**

The date, place, and manner according to which the assessment of a member association must be paid, as well as the penalties or sanctions that can be imposed on a member association who defaults on their payment, are fixed by a by-law of the legal person.

Projet

## **TITLE V: ADMINISTRATIVE FRAMEWORK**

### **CHAPTER I: MISSION, FUNCTION AND RESPONSIBILITY**

#### **Article 44**

The general assembly, the board of directors, and the officers of the legal person seek to provide a forum to the member associations for discussion and coordination, designated as the “caucus.”

The board of directors and the officers of the legal person must provide to the caucus and its committees the material, human and financial resources required for it to adequately achieve their objectives, based on the legal person’s financial capacity.

The board of directors and the officers of the legal person must, in conformity with the legal person’s regulations, undertake all judicial acts that permit the caucus to adequately achieve its objectives, unless such act would be illegal or contrary to the interests of the legal person.

The officers of the legal person, under the supervision and control of the board of directors, must fulfill the mandates confided to them individually or collectively by the present by-laws or by the caucus.

### **CHAPTER II: GENERAL ASSEMBLY**

#### **SECTION I: JURISDICTION AND POWERS**

#### **Article 45**

The general assembly may be seized by all matters relative to the legal person, subject to the powers conferred on it by the *Companies Act* (RLRQ, c. C-38) and the present by-laws, whether it be constituted during its annual meeting or a special meeting.

#### **Article 46**

The general assembly cannot consider or otherwise decide any issue that falls under the jurisdiction of the caucus.

#### **SECTION II: COMPOSITION**

#### **Article 47**

The general assembly is composed of all of the member associations, represented by their delegates.

#### **Article 48**

The general assembly can, when consented to by their respective member association, admit individual members of the legal person to its meetings as observers without voting rights.

#### **Article 49**

The general assembly may admit, by unanimous consent of its participating member associations, student associations who are not members of the legal person to its meetings as observers without voting rights.

#### **Article 50**

The general assembly may admit, by unanimous consent of its participating member associations, individuals who are not members of the legal person to its meetings as observers without voting rights.

#### **Article 51**

By unanimous consent of the participating member associations, observers may be granted speaking rights.

#### **SECTION III: ANNUAL MEETING**

#### **Article 52**

The annual meeting of the general assembly takes place each year, between the 1<sup>st</sup> and 30<sup>th</sup> of April.

**Article 53**

The general assembly can:

- a) receive the officers' annual reports;
- b) receive the board of directors' annual report;
- c) receive the report by the external auditor for the previous fiscal year;
- d) appoint the auditor for the current fiscal year;
- e) elect the officers in conformity with Section III of Chapter IV of the present Title;
- f) remove a member of the board of directors;
- g) exercise all other powers conferred on it by Law or by the present by-laws.

**SECTION IV: CONVOCACTION AND PROCEDURES**

**Article 54**

The legal person's secretary general convenes an annual meeting of the general assembly when so required by the calendar adopted for this purpose by the board of directors.

**Article 55**

The legal person's General Secretary convenes a special meeting of the general assembly at its request or by request of the board of directors.

**Article 56**

A written notice of convocation must be issued by the legal person's secretary general and sent to all of the legal person's member associations at least forty-five (45) days before the date on which any meeting of the general assembly is to be held.

All notices of convocation to a meeting of the general assembly must minimally include the location, date, and time established for it and the agenda for the meeting.

**Article 57**

The quorum for a meeting of the general assembly is constituted by two-thirds of the member associations.

**Article 58**

At every meeting of the general assembly, each member association holds a single vote. Unless a specific proportion is required by Law or by the present by-laws, for a primary proposal to be adopted by the general assembly, it must receive two thirds of votes cast, disregarding abstentions.

**CHAPTER III: BOARD OF DIRECTORS**

**SECTION I: JURISDICTION AND POWERS**

**Article 59**

The affairs of the legal person are administered by a board of directors. As such, it can notably:

- a) adopt the annual budget of the legal person;
- b) receive the officers' reports;
- c) suspend or remove an officer of the legal person;
- d) temporarily suspend a member of the board of directors;
- e) authorize, ratify, or otherwise dispose of all judicial acts likely to bind the legal person;
- f) establish all regulations related to the hiring, functions, duties, and firing of all employees of the legal person as well as their remuneration;

- g) establish the remuneration of the officers;
- h) constitute committees to assist it in executing its responsibilities;
- i) exercise all other powers conferred on it by law or by the present by-laws.

## *SECTION II: COMPOSITION*

### **Article 60**

The board of directors is composed of its directors. The directors are all those persons who have been so designated in conformity with Section III of the present Chapter as well those individuals serving as the legal person's president, secretary general, and coordinator of associative affairs.

## *SECTION III: NOMINATION OF THE DIRECTORS*

### **Article 61**

Each member association may designate one (1) person, possessing the required qualifications, to act as a director of the legal person.

### **Article 62**

To be valid, the designation of a director by a member association must include the name, home address, telephone number, and e-mail address of the person they are so designating.

### **Article 63**

Each member of the board of directors is named for a term beginning upon the reception of their designation by the legal person's secretary general.

### **Article 64**

Any vacancies on the board of directors may be filled as provided for in Article 53.

### **Article 65**

Any member of the board of directors can be removed by resolution of the general assembly.

Any member of the board of directors can be suspended from the board until the following general assembly by a unanimous resolution of the board of directors, excluding the director whose suspension is under consideration.

When taking such a decision, at a general assembly or the board of directors, the principles of natural justice and procedural fairness must be respected. The individual whose removal or suspension is being considered must have had the opportunity to present their observations beforehand.

### **Article 66**

The term of a member of the board of directors ends:

- a) at the end of the annual meeting of the general assembly;
- b) after a maximum term of thirteen (13) months;
- c) the moment they resign;
- d) the moment they have been removed in conformity with article 65 of the present by-laws;

## *SECTION IV: MEETINGS, CONVOCATION AND PROCEDURES*

### **Article 67**

The legal person's secretary general convenes a meeting of the board of directors when so required by the calendar adopted for that purpose by the board of directors.

**Article 68**

The meetings of the board of directors are held at the location established by the convocation sent to the members of the board by legal person's secretary general.

The secretary general shall also convene a meeting of the board of directors:

- a) at the written request of at least one third (1/3) of the members of the board of directors;
- b) at the request of three (3) officers of the legal person;

**Article 69**

For a meeting of the board of directors that is set out in the calendar of meetings it has adopted, a written notice of convocation must be issued by the legal person's secretary general and sent to every member of the board of directors, as well the legal person's officers, at least seven (7) days before the date on which the meeting is to be held.

The notice of convocation must minimally include the location, date, and time established for it, and the agenda for the meeting.

**Article 70**

For a meeting of the board of directors that is not set out in the calendar of meetings adopted by it, a written notice of convocation must be issued by the legal person's secretary general and sent to every member of the board of directors, as well the legal person's officers, at least two (2) days before the date on which the meeting is to be held.

The notice of convocation must minimally include the location, date, and time established for it, and the agenda for the meeting.

**Article 71**

Directors may, if all the members of the board agree, participate in a meeting of the board of directors using any means that allow the participants to all communicate orally to one another, notably by telephone or electronically. In such a case, they are considered to be present at the meeting.

Written resolutions, signed by every person that holds a vote, have the same status as resolutions adopted during a meeting of the board of directors, members' assembly, or a meeting of any other body. A copy of the resolution is conserved with the minutes of the deliberations or their equivalent.

**Article 72**

In every case, each member of the board of directors holds only a single (1) vote.

**Article 73**

The quorum for a meeting of the board of directors is constituted by the presence of a majority of the members of the board of directors designated by the member associations in conformity with Section III of the present Chapter, excluding the members of the board of directors who are also officers of the legal person.

**Article 74**

All of the officers of the legal person may participate at meetings of the board of directors and speak, but without voting rights.

The board of directors can summon any of the officers to its meeting; the officer is then held to present themselves, unless excused for motives deemed reasonable.

**Article 75**

The board of directors may admit member associations' delegates to its meetings as observers without voting-rights.

**Article 76**

The board of directors may admit individual members to its meetings as observers without voting-rights.

**Article 77**

Observers may be given speaking rights by unanimous consent of the board of directors' members.

**CHAPTER IV: OFFICERS**

**SECTION I: INTERPRETATION**

**Article 78**

Under no circumstances may the present by-laws be interpreted in such a manner as to authorize the constitution of an executive committee as described under article 92 of the *Companies Act* (RLRQ, c. C-38).

**SECTION II: FUNCTIONS**

**Article 79**

The legal person provides for itself officers with the following functions:

- a) president;
- b) vice-President;
- c) secretary general;
- d) coordinator of sociopolitical affairs;
- e) coordinator of graduate studies and research and president of the national council for graduate studies and research;
- f) coordinator for higher education;
- g) coordinator of academic affairs;
- h) coordinator of associative affairs;
- i) two (2) mobilisation and associative relations managers.

**Article 80**

In particular, the president must fulfill the following tasks:

- a) act as the spokesperson of the legal person;
- b) coordinate the work of the caucus' coordinating committee;
- c) coordinate the work of the individuals employed by the legal person;
- d) maintain relationships with relevant community organisations and external groups;
- e) carry out, in conjunction with the legal person's other officers, the mandates conferred on the caucus' coordinating committee;
- f) delegate their tasks to other members of the coordinating committee, particularly the vice-president;
- g) carry out all other tasks otherwise attributed to them by the present by-laws.

**Article 81**

In particular, the vice-president must fulfill the following tasks:

- a) assist the president in carrying out their tasks;
- b) ensure routine follow-ups with the work plans of the members of the caucus' coordinating committee;
- c) regularly supervise the work of the individuals employed by the legal person, notably by ensuring follow-ups with their work plans;
- d) take on the functions of the president in the case of their incapacitation or a vacancy in that position;
- e) carry out, in conjunction with the legal person's other officers, the mandates conferred on the caucus' coordinating committee;
- f) carry out all other tasks otherwise attributed to them by the present by-laws.

**Article 82**

In particular, the secretary general must fulfill the following tasks:

- a) manage the finances, record keeping, and books of the legal person, in conformity with articles 104 and 107 of the *Companies Act* (RLRQ, c. c-38);
- b) organise the meetings of and carry out the institutional follow-up for the legal person's bodies;
- c) prepare or ensure the preparation of the minutes for every meeting of the legal person's bodies;
- d) ensure that the policies of the board of directors related to the production of official documents are respected;
- e) ensure the legality of all actions taken by the corporation and their conformity with the present by-laws;
- f) carry out, in conjunction with the legal person's other officers, the mandates conferred on the caucus' coordinating committee;
- g) carry out all other tasks otherwise attributed to them by the present by-laws.

#### **Article 83**

In particular, the coordinator of sociopolitical affairs must fulfill the following tasks:

- a) ensure that the actions established in the work plan attributed to the committee of sociopolitical affairs are successfully carried out;
- b) ensure the elaboration of the legal person's sociopolitical dossiers, touching on citizens' conditions;
- c) maintain relationships with community organizations and external groups;
- d) act as the primary interlocutor with member associations in the context of these dossiers;
- e) support the member associations, notably by means of training workshops and the creation of tools for their use, in the context of these dossiers;
- f) carry out, in conjunction with the legal person's other officers, the mandates conferred on the caucus' coordinating committee;
- g) carry out all other tasks otherwise attributed to them by the present by-laws.

#### **Article 84**

In particular, the coordinator of graduate studies and research and president of the national council for graduate studies and research must fulfill the following tasks:

- a) ensure that the actions established in the work plan attributed to the caucus' national council of graduate studies and research are successfully carried out;
- b) ensure the elaboration of the legal person's dossiers related to graduate studies and research;
- c) act as the spokesperson for the caucus' national council of graduate studies and research;
- d) ensure the supervision of and follow-up with the tasks of all individuals employed by the legal person and assigned to the national council of graduate studies and research;
- e) support the member associations, notably by means of training workshops and the creation of tools for their use, in the context of these dossiers;
- f) carry out, in conjunction with the legal person's other officers, the mandates conferred on the caucus' coordinating committee;
- g) carry out all other tasks otherwise attributed to them by the present by-laws.

#### **Article 85**

In particular, the coordinator for higher education must fulfill the following tasks:

- a) ensure that the actions established in the work plan attributed to the caucus' committee of academic affairs are successfully carried out, in collaboration with the coordinator of academic affairs;
- b) ensure the elaboration of the legal person's dossiers related to the management of the university network and the condition of students;
- c) support the member associations, notably by means of training workshops and the creation of tools for their use, in the context of these dossiers;
- d) carry out, in conjunction with the legal person's other officers, the mandates conferred on the caucus' coordinating committee;
- e) carry out all other tasks otherwise attributed to them by the present by-laws.

#### **Article 86**

In particular, the coordinator of academic affairs must fulfill the following tasks:

- a) ensure that the actions established in the work plan attributed to the caucus' committee of academic affairs are successfully carried out, in collaboration with the coordinator for higher education;
- b) ensure the elaboration of the legal person's dossiers related to pedagogy and the management of the university network;
- c) support the member associations, notably by means of training workshops and the creation of tools for their use, in the context of these dossiers;
- d) carry out, in conjunction with the legal person's other officers, the mandates conferred on the caucus' coordinating committee;
- e) carry out all other tasks otherwise attributed to them by the present by-laws.

#### **Article 87**

In particular, the coordinator of associative affairs must fulfill the following tasks:

- a) coordinate the work of the directors of mobilisation and associative affairs;
- b) coordinate the internal communications of the legal person;
- c) ensure that the actions established in the work plan attributed to the caucus' committee of regional associations are successfully carried out, in collaboration with the directors of mobilisation;
- d) supervise the work of the ad-hoc committees created by the caucus' committee of sociopolitical affairs;
- e) carry out, in conjunction with the legal person's other officers, the mandates conferred on the caucus' coordinating committee;
- f) carry out all other tasks otherwise attributed to them by the present by-laws.

#### **Article 88**

In particular, each of the mobilisation and associative affairs managers must fulfill the following tasks:

- a) accomplish and coordinate tasks related to mobilisation;
- b) support the member associations, notably by means of training courses organised for their benefit;
- c) foster and encourage relationships between the legal person's member associations;
- d) maintain links with the student associations that are not members of the legal person;
- e) ensure that the actions established in the work plan attributed to the caucus' committee of regional associations are successfully carried out, in collaboration with the coordinator of associative affairs;
- f) carry out, in conjunction with the legal person's other officers, the mandates conferred on the caucus' coordinating committee;
- g) carry out all other tasks otherwise attributed to them by the present by-laws.

#### **Article 89**

Each officer is held to produce a complete officer's report monthly, detailing the progress of their dossiers and their day-to-day tasks. A summary version of this report must also be produced and made publicly available on the legal person's website.

### **SECTION III: ELECTIONS**

#### **Article 90**

If none of the legal person's officers are attributed the status of director in their functions, the process for electing or nominating those officers are established in a policy by the board of directors.

Otherwise, the board of directors and the caucus must adopt a regulation to that effect in keeping with Chapter III of Title II of the present by-laws.

In the case where neither a policy nor regulation sets out the process, the officers are elected by the members during each annual general assembly by following the provisions of paragraphs 1 and 2 of Article 89 of the *Companies Act* (RLRQ, c. C-38) as though they were directors and by making all necessary modifications.

## **TITLE VI: OPERATIONAL STRUCTURE**

### **CHAPTER I: ROLE AND RESTRICTIONS**

#### **Article 91**

The caucus and its committees see to the establishment of common objectives among the members and organise their operationalization. It can, to the exclusion of any other body in the legal person, take any and all positions and establish any and all action plans to achieve its ends while respecting the financial and legal framework provided by the general assembly and board of directors in their respective capacities.

#### **Article 92**

The caucus cannot compel the general assembly or board of directors, but it can, at any time, make known its needs in terms of material human and financial resources.

### **CHAPTER II: CAUCUS**

#### **SECTION I: JURISDICTION AND POWERS**

#### **Article 93**

The caucus sees to the realisation of the legal person's mission. In so doing, it notably holds the following powers:

- a) addresses all matters subject to debate among the member associations;
- b) receives the officers of the legal person's monthly reports;
- c) grants mandates and delegates tasks to its permanent and punctual committees;
- d) grants mandates to the officers of the legal person;
- e) adopts all of the legal person's positions;
- f) adopts and follows-up on the work plans of the legal person's officers, permanent committees, and coordinating committee;
- g) submits to the board of directors all issues deemed pertinent and necessary;
- h) disposes of the financial resources granted to it by the board of directors;
- i) exercises all other powers conferred on it by the present by-laws;

#### **SECTION II: COMPOSITION**

#### **Article 94**

The caucus is composed of all of the member associations, represented by their individual delegates.

#### **Article 95**

The caucus can, when consented to by their respective member association, admit individual members of the legal person to its meetings as observers without voting rights.

#### **Article 96**

The caucus may also admit, by unanimous consent of its participating member associations, student associations who are not members of the legal person to its meetings as observers without voting rights.

#### **Article 97**

The caucus may admit, by unanimous consent of its participating member associations, individuals who are not members of the legal person to its meetings as observers without voting rights.

#### **Article 98**

By unanimous consent of the caucus, observers may be granted speaking rights.

**SECTION III: MEETINGS****Article 99**

Meetings of the caucus are held at the location established for that end by the convocation sent to the members of the caucus by the legal person's secretary general.

**Article 100**

The caucus meets at least once every three (3) months.

**SECTION IV: CONVOCATION AND PROCEDURES****Article 101**

The legal person's secretary general convenes a meeting of the caucus when so required by the calendar adopted for that purpose by the board of directors according to the present by-laws.

**Article 102**

The secretary general of the moral person convenes a special meeting of the caucus:

- a) at the request of the Coordinating Committee;
- b) at the formal written request of a member association.

**Article 103**

The written request of an association calling for the convening of a special meeting of the caucus must:

- a) indicate the precise object of the requested special meeting of the caucus;
- b) be signed by one of the individuals delegated by the member association to represent it;
- c) be supported by, at least, half of the legal person's member associations;
- d) be transmitted to the legal person's secretary general.

**Article 104**

A written notice of convocation must be issued by the legal person's secretary general and be sent to the member associations of the legal person:

- a) at least forty-five (45) days before the date on which any regular meeting of the caucus is to be held;
- b) at least five (5) days before the date on which any special meeting of the caucus is to be held.

All notices of convocation for a meeting of the caucus must minimally include the location, date, and time established for it and the agenda for the meeting.

**Article 105**

The quorum for all meetings of the caucus is constituted by two-thirds of the member associations.

**Article 106**

The voting method of the caucus is composed of a double majority that functions as follows:

- a) That the first majority (one association, one vote) requires a simple majority to adopt a proposal.
- b) That the formula for attributing votes in the second majority reads as follows :

$$\#_{votes} = \left\lfloor \frac{R - 0.5}{\#_{\max} \text{ membres}} \#_{membres} + 1 \right\rfloor$$

That the number of votes of a member association be the whole part of (R-0.5) times the ratio of its number of individual members over the number of individual members of the largest member association, plus 1, where R is the smallest whole number such that there are no decisions that can be accepted by 40% or less of the student members if no one abstains.

For a proposal to be adopted by the caucus, it must be supported by both a majority vote under the method described in a) and a majority vote under the method described in b) of Article 98.

**Article 107**

As soon as one of the principles described in the third paragraph of Article 98 is no longer met by the equation set out in the first paragraph of that article, the legal person must revise that equation.

**Article 108**

The number of votes for each member association, as calculated by the equation defined in the first paragraph of Article 98, must be updated once per year at the end of the legal person's fiscal year, or immediately on the affiliation or disaffiliation of a member association to or from the legal person. That update must take into account:

- a) the average number of each member association's student members taken across the last three years;
- b) the affiliation of a new association to the legal person or the end of an affiliation by an association from the legal person.

**CHAPTER III: PERMANENT COMMITTEES**

**SECTION I: CONSTITUTION**

**Article 109**

The caucus constitutes itself in permanent working committees to fill the specific mandates attributed to them:

Those permanent committees are:

- a) the sociopolitical affairs committee;
- b) the academic affairs committee;
- c) the institutional affairs committee;
- d) the national council of graduate studies and research;
- e) the regional associations' committee.

**Article 110**

The sociopolitical affairs committee, the academic affairs committee, and the institutional affairs committee are composed of all of the member associations, represented by their individual delegates.

**Article 111**

The national council of graduate studies and research is composed of all member associations whose memberships are partly or entirely composed of students registered in graduate programs, represented by their individual delegates.

However, any member association of the legal person may participate at meetings of the national council of graduate studies and research with speaking rights, but without a right to vote.

**Article 112**

The regional associations' committee is composed of all member associations whose teaching establishment's principal campus is located outside of the island of Montreal or the city of Quebec, represented by their individual delegates.

However, any member association of the legal person may participate at meetings of the regional associations' committee with speaking rights, but without a right to vote.

**Article 113**

Permanent committees can admit individual members of the legal person to its meetings as observers without voting rights, when consented to by their respective member association.

**Article 114**

Permanent committees may also admit, by unanimous consent of its participating member associations, student associations who are not members of the legal person to its meetings as observers without voting rights.

**Article 115**

Permanent committees may admit, by unanimous consent of its participating member associations, individuals who are not members of the legal person to its meetings as observers without voting rights.

Permanent committees may, by unanimous consent of its participating member associations, grant speaking rights to observers.

**SECTION II: OPERATION**

**Article 116**

The permanent committees meet as needed between the regular meetings of the caucus.

**Article 117**

The legal person's secretary general convenes the permanent committees when so required by the calendar adopted for that purpose by the committee, or at the request of the caucus, or when the carrying out of a mandate given to the committee requires it.

**Article 118**

Other than the coordinating committee, a written notice of convocation must be issued by the legal person's secretary general and sent to all member associations of the legal person at least ten (10) days before the date on which any meeting of a permanent committee is to be held.

**Article 119**

The sociopolitical affairs committee, the academic affairs committee, and the institutional affairs committee proceed in their work using a consensus process.

**Article 120**

Within the regional associations' committee and the national council of graduate studies and research, each member association of those committees holds a single vote.

For a proposal to be adopted during a meeting of the regional associations' committee or the national council of graduate studies and research it must receive two-thirds of the votes, disregarding abstentions.

**Article 121**

The budget and the rules for managing the financial resources granted to the national council of graduate studies and research, the regional associations' committee, and the sociopolitical affairs committee are defined in a policy by the board of directors.

**Article 122**

The sociopolitical affairs committee can create ad-hoc committees, notably so as to coordinate local political campaigns shared by several member associations.

These ad-hoc committees are composed of all of the member associations of the legal person who wish to participate in them and they proceed in their work using a consensus process.

**CHAPTER IV: COORDINATING COMMITTEE**

**SECTION I: CONSTITUTION**

**Article 123**

The caucus constitutes a permanent working committee to fulfill the specific mandates that it wishes to attribute collectively to all of the legal person's officers.

**Article 124**

The coordinating committee is composed of the legal person's officers.

**Article 125**

The coordinating committee is charge primarily, but non-exclusively, with:

- a) acting as official representatives of the legal person towards all pertinent actors;
- b) ensuring that the dossiers progress in respect of the orientations and mandates provided by the legal person's bodies;
- c) ensuring the production of research documents and advisory notes that support a rigorous and credible discourse;
- d) monitoring political news and informing the associations of issues that have an impact on the condition of students;
- e) supporting the member associations in their mobilisation efforts;
- f) overseeing the organisation and proper operation of the association's bodies.

In filling these roles, the coordinating committee ensures that it is dedicating as much time to political representation and developing its discourse as it does to mobilisation.

*SECTION II: OPERATION*

**Article 126**

The coordinating committee takes its decisions by consensus.

**CHAPTER V: SPECIFIC WORK COMMITTEES**

*SECTION I: CONSTITUTION*

**Article 127**

The caucus can periodically constitute part of its members into working committees to deal with an issue that is specific but common to those member associations.

**Article 128**

When constituting a specific work committee, the caucus determines its mandate and powers. It can also attribute financial resources to the committee from among the financial resources granted to it by the board of directors.

*SECTION II: OPERATION*

**Article 129**

The members of specific work committees establish their own internal operating procedures by consensus, subject to approval by the caucus.

**Article 130**

A specific working committee may include any non-member group or individual as agreed to by the participating member associations of that specific working committee.