

# **Bylaws of the Graduate Students Association of Athabasca University**

## **TABLE OF CONTENTS**

- I. Interpretation
- II. Head Office
- III. Mission
- IV. Objectives
- V. Membership
  - A. Categories of Membership
  - B. Membership Fees
  - C. Standing
- VI. General Meetings
  - A. Timing and Location
  - B. Notice
  - C. Adjournment
  - D. Quorum
  - E. Procedure
- VII. Executive Committee
  - A. Membership
  - B. Powers and Responsibilities
  - C. Meetings
  - D. Election of the Executive Committee
  - E. Duties of the President
  - F. Duties of the Vice President (External)
  - G. Duties of the Vice President (Academic)
  - H. Duties of the Vice President (Operations and Finance)
- VIII. Athabasca University Graduate Students' Council
  - A. Membership
  - B. Powers and Responsibilities
  - C. Duties of Councilors
  - D. Meetings
  - E. Election of Councilors
  - F. Council Replenishment
  - G. Standing Committees
- IX. Execution of Documents
- X. Books and Records
- XI. Rules and Regulations
- XII. Indemnification
- XIII. Financial Year
- XIV. Auditors
- XV. Amendment of By-laws

## **I. Interpretation**

In these bylaws and in all other governing documents of the Association hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and Associations.

### Definitions

- a. "Association" shall mean Athabasca University Graduate Students' Association (AUGSA);
- b. "Active Member" shall mean an active member of the Association'
- c. "Council" shall mean the Athabasca University Graduate Students' Council'
- d. "Constituency" shall mean the collection of Active Members within each department of the University that maintains a graduate program;
- e. "Executive" shall mean the executive of the Association;
- f. "University" shall mean Athabasca University;
- g. "General Faculties Council" shall mean The Athabasca University General Faculties Council established under the Athabasca University Regulation (A.R. 50/2004, 163/2011);
- h. "PSLA" shall mean the 'Post-Secondary Learning Act,' S.A 2000, c. P-19.5; and
- i. "Board of Governors shall mean The Athabasca University Board of Governors continued under the Athabasca University Regulation (A.R. 50/2004, 163/2011).

## **II. Head Office**

The registered office of the Association is located in Edmonton, Alberta. A different office location may be established by resolution of Council. The administration of the head office and the affairs of the Association shall be carried out by an Executive Director who will be a paid employee and should reside in Edmonton.

## **III. Mission**

The mission of the Athabasca University Graduate Students' Association shall be to provide student services and representation for AU graduate students through university and government relations with the goal of ensuring that graduate-level education at AU is accessible, affordable, positive, and of outstanding quality.

## IV. Objectives

The objectives of the Association shall be to

- a. provide for the administration of the affairs of graduate students;
- b. promote the unity and welfare of graduate students;
- c. serve and further the intellectual, cultural, social, and political activities of graduate students;
- d. promote and maintain communication among graduate students, the University, and other groups;
- e. act as the official voice of graduate students in advocacy efforts; and
- f. raise funds to operate the Association.

## V. Membership

### A. Categories of Membership

The Association shall maintain three levels of membership: Active Membership, Associate Membership, and Honorary Membership.

#### 1. Active Membership

The Active Membership of the Association shall consist of all graduate students, program and non-program, at the University who are in good standing. Active members shall be granted all of the benefits of Associate Membership.

Only Active Members may:

- a. Hold office in the Association;
- b. Vote in the elections, referenda, and general meetings of the Association;
- c. Sign petitions of the Association;
- d. Nominate a member for the Association; and
- e. Sit on a committee of Council.

#### 2. Associate Membership

The Associate Membership of the Association shall consist of any member or class of members of the University community that have been granted formal recognition by Council and who are in good standing with the Association. Associate members may participate in the social activities and meetings of the Association.

#### 3. Honorary Membership

The Honorary Membership of the Association shall consist of those individuals approved to be honorary members at a general meeting of the Association. Honorary members shall be members of the Association for life and enjoy the same rights as associate members.

B. Membership Fees

1. Collection

The Association shall enter into agreement with the University, in order that a fee may be collected by the University from each Graduate Student, at the time of registration each academic term, so that these fees may be transferred to the Association at the earliest possible time.

2. Changes to Membership Fees

In each fiscal year, the Council shall ratify the amount of the membership fee, provided that such an amount does not exceed the membership fee of the previous year by more than fifteen percent, or an increase of more than \$10 per credit, whichever is less. The membership fee may only be increased by more than fifteen percent from the previous year by referendum.

C. Standing

Members of the Association remain in good standing unless:

- a. They have failed to pay a debt to the Association; or
- b. They have been subject to disciplinary action by council.

Members who are not in good standing cannot be nominated for a position on the Executive Committee or the Council until such a time as their debt to the Association is paid or the Council has deemed that the issue for which disciplinary action was taken on the member has been sufficiently resolved.

## VI. General Meetings

A. Timing and Location

An Annual General Meeting shall be held once per year no later than third week of October. Notice of the Annual General Meeting must be given at least fourteen (14) days in advanced of the date fixed through the normal mechanisms used to inform members. The non-receipt of any notice by any member shall not invalidate the proceedings at any extraordinary general meeting.

At any other time a petition of 100 graduate students can compel Council to call an extraordinary general meeting.

A petition or resolution must specify the grounds for calling the extraordinary general meeting and the agenda of the extraordinary general meeting shall be limited to consideration of the subject of the petition or resolution.

Notice of the extraordinary general meeting must be given at least fourteen (14) days in advanced of the date fixed through the normal mechanisms used to inform members. The non-receipt of any notice by any member shall not invalidate the proceedings at any extraordinary general meeting.

B. Notice

Notice shall be given by sending the notice to members via email, posting the notice on AUGSA's website or in any other manner deemed reasonable by Council. Notice of a general meeting shall be sent to members at least twenty-one (21) days prior to the meeting specifying the place and timing of the meeting and calling for any business to be considered at the meeting to be sent to the President within five (days) of the notice being sent out. A second notice of the meeting with the motions or business to be considered at the meeting shall be released by the President in the same manner previously noticed at least fourteen (14) days prior to the meeting occurring. In the case of special business, the nature of such business shall be given to the members of the Association.

No error or omission in giving notice of a general meeting of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve, and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the members, director or officer shall be his last address recorded on the books of the Association.

C. Adjournment

The Chair may, with the consent of the members present, adjourn a general meeting, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.

D. Quorum

A quorum for a general meeting shall be at least 15 active AUGSA members. If within one-half (1/2) hour from the time appointed for the meeting, a quorum of members is not present, the meeting shall stand adjourned to such a time and place as a majority of the members then present direct and if at such adjourned meeting a quorum of members is not present, the members in attendance<sup>i</sup> shall be deemed to constitute a quorum.

E. Procedure

The President or designate shall normally preside as Chairperson of all general meetings but may invite any Active Member to act as chairperson during a meeting. Proceedings at all general meetings shall be in according to Robert's Rules of Order Newly Revised.

F. Agenda Items

An annual review of the Bylaw, including approval of any changes deemed necessary.

A review of the financial state of the organization

## VII. Executive Committee

A. Membership

The day to day affairs of the Association shall be managed by the members of the Executive Committee, who shall normally hold office one year beginning on May 1, ending on April 30 of the following year. Throughout their term voting members of the Executive Committee must be an Active Member of the Association.

The Executive Committee of the Association shall be comprised of the following members:

- a. President;
- b. Vice President (External);
- c. Vice President (Academic); and
- d. Vice President (Operations and Finance).

B. Powers and Responsibilities

The Executive Committee shall ultimately be accountable to the Council for the following tasks:

- a. Developing, revising, and ensuring the implementation of policies for governing the Association;
- b. Carrying out the business of the Association;
- c. Upholding and furthering the objectives of the Association;
- d. Reporting fully to the Council;
- e. Conducting human resource matters as outlined in the operating procedures, including setting hiring criteria and staff selection as well as staff supervision;
- f. Preparing the annual budget of the Association; and
- g. Completing such actions as Council considers necessary.

C. Meetings

The Executive Committee shall meet monthly or as otherwise required. The Executive Committee shall meet at least 12 times per year.

The date, time and location of Executive Committee meetings shall be established by a simple majority vote in Executive.

Special meetings of the Executive Committee may be called by any member of the Executive Committee on seventy-two (72) hours notice, unless there is

a resolution passed by a majority of the Executive Committee members to meet on shorter notice.

A quorum for an Executive meeting shall be two-thirds (2/3) of the sitting Executive. If within one-half (1/2) hour from the time appointed for the meeting, a quorum of members is not present, the meeting shall stand adjourned to such time and place as a majority of the members then present direct and if at such adjourned meeting a quorum of members is not present, the members in attendance shall be deemed to constitute a quorum.

D. Election of Executive Committee

Elections for the Executive Committee will be held in accordance with the rules and regulations outlined in Elections Policy following the Elections Procedures of the Association.

E. Duties of the President

The President shall be the Chief Executive Officer of the Association. The President shall act as the official representative for the Association and shall preside over and be responsible to the Association. The President shall be responsible to the Association for the following:

- a. Acting as a chairperson or appointing a chairperson for all meetings of the Association, unless otherwise noted;
- b. Acting as supervisor for AUGSA staff;
- c. Co-ordination of all activities of the members of the Executive Committee;
- d. Co-ordination of all business with representatives on University committees and boards;
- e. Reporting their activities to the Executive Committee on a regular basis; and
- f. Presenting an Executive report on a monthly basis at a Council meeting on portfolio activities;
- g. Acting as the Association's official spokesperson to the media;
- h. Acting as an official signing authority for the Association;
- i. Representing graduate students on, or appointing an active member to, the Board of Governors;
- j. Acting as official liaison with external affiliations unless otherwise noted; and
- k. Where possible, representing the Association on the Alberta Graduate Provincial Advocacy Council, The Ontario Graduate students association and the Canadian Alliance of Student Associations, and with any other external groups or meetings, in conjunction with the Vice President (External).

F. Duties of the Vice President (External)

The Vice President (External) shall be responsible to the Association for the following:

- a. Representing the Association to government bodies of all orders;
- b. Representing the Association on the Alberta Graduate Provincial Advocacy Council (if in Alberta), the Canadian Alliance of Student Associations (if in Canada), and with any other external groups or meetings, in conjunction with the President;
- c. Acting as a secondary spokesperson for the Association to the media;
- d. Acting as an official signing authority for the Association;
- e. Completing another task or project assigned by Executive Committee or Council;
- f. Reporting their activities to the Executive Committee on a regular basis; and
- g. Presenting an Executive report on a monthly basis at a Council meeting on portfolio activities.
- h. The VP External will preferably be a resident of Alberta.

G. Duties of the Vice President (Academic)

The Vice President (Academic) shall be responsible to the Association for the following:

- a. Representing the Association at all committees of an academic nature that the Association is an ex-officio member of or is otherwise granted a seat;
- b. Representing graduate students on, or appointing an active member to, the General Faculties Council;
- c. Representing student concerns of an academic and non-academic nature to the institution;
- d. Completing other tasks or projects assigned by the Executive Committee or Council;
- e. Reporting their activities to the Executive Committee on a regular basis; and
- f. Presenting an Executive report on a monthly basis at a Council meeting on portfolio activities.

H. Duties of the Vice President (Operations and Finance)

The Vice President (Operations and Finance) shall be responsible to the Association for the following:

- a. Acting as a chairperson for all meetings of the Association in the absence of the President or his appointee, unless otherwise noted;
- b. Managing the financial affairs of the Association;

- c. Preparing a quarterly report of all income and expenditures of the Association and submitting the report to Council on a quarterly basis;
- d. Developing and reviewing financial procedures for the Association;
- e. Assisting in annual budget development processes;
- f. Reviewing and recommending auditors for approval annually to the membership.
- g. Reporting their activities to the Executive Committee on a regular basis; and
- h. Presenting an Executive report on a monthly basis at a Council meeting on portfolio activities.
- i. The VPOF shall assist the President with operations.
- j. The VPOF will preferably have a business background and be familiar with accounting software.

## **VIII. Athabasca University Graduate Students' Council**

### **A. Membership**

There shall be a council of the Association.

The membership of the Council shall consist of the following:

- a. The voting members of the Executive Committee; and
- b. Three (3) Faculty of Humanities and Social Sciences representatives, three (3) Faculty of Business representatives, three (3) Faculty of Health Disciplines representatives, two (2) Faculty of Science and Technology representatives, and two (2) Centre for Distance Education representatives.

All councilors must be active members in good standing and successfully complete at least three (3) University graduate credits during their term in office.

### **B. Powers and Responsibilities**

Council, as the Board of Directors for the Association, shall be responsible for the general affairs and property of the Association.

The Council of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association 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 Association is by its charter or otherwise authorized to exercise and do.

The Council shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution an officer or Executive of the Association the right to employ and pay salaries to employees. The Council shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Association in accordance with such terms as the board of Council may prescribe.

The Council may borrow money upon credit of the Association, from any bank, Association, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board of Council in its discretion may deem expedient.

The Council may secure any such bond, debentures or other securities, or any other present or future borrowing of liability of the Association, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immovable, property of the Association, and the undertaking and rights of the Association.

The Council shall take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Association.

The Council may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of Council at the time of such appointment.

The Council is responsible for the setting of hiring criteria, selection of and supervision of the Chief Returning Officer.

The Council may amend the Association's bylaws by a two-thirds majority vote.

Council may appoint ad hoc committees whose members will hold their offices at the will of the Council for the specific, short-term projects and tasks. The Council shall determine the duties and duration of such committees.

#### C. Duties of Faculty/Centre Representatives on Council

Faculty/Centre Representatives on Council shall be responsible to the association for the following:

- a. Attending and participating in all meetings of Council;
- b. Responding to AUGSA-related correspondence within 3 business days;
- c. Actively soliciting feedback and opinions from their constituency; and

- d. Adhering to all conditions as prescribed by their contract with the Association.

D. Meetings

Council shall hold at least one (1) regular meeting per month.

Except when Council directs otherwise, Council meetings are open to all members of the Association.

The date, time, and location of regular Council meetings shall be established by a simple majority vote in Council.

The President will be compelled to call a special meeting of Council upon the request of three (3) or more Executive Committee members, five (5) Councilors, or a petition signed by one hundred (100) active members of the Association.

A quorum for any Council meeting shall be the majority of its voting members excluding Executive Committee members. If within one-half (1/2) hour from the time appointed for the meeting, a quorum of members is not present, the meeting shall stand adjourned to such a time and place as a majority of the members then present direct and if such adjourned meeting a quorum of members is not present, the members in attendance shall be deemed to constitute a quorum.

Procedures at all meetings of Council shall be according to Robert's Rules of Order.

E. Election of Councilors

Elections for the Council will be held in accordance with the rules and regulations outlined in Elections Policy following the Elections Procedures of the Association.

F. Council Replenishment

The Council may fill any vacant seat with a 2/3 majority vote.

G. Standing Committees

Standing Committees of Students' Council shall report to Students' Council at least once per term through the Chairperson and shall have Duties and Powers and Terms of Office as defined in the By-laws.

- a. Governance Review Committee

Responsibilities:

The Governance Review Committee shall be responsible to Council for the following:

- a. Ensuring that the governing documents of the Association are consistent with each other;
- b. Reviewing, developing and proposing amendments to governing documents; and
- c. Preparing texts of proposed governing documents upon the request of Council.

#### Membership

The following individuals shall be the members of the Governance Review Committee

- a. The President who shall be the Chairperson;
- b. One other Executive member
- c. At least three (3) voting members of Council; and
- d. Other individuals may be appointed to this Committee with Council approval.

#### Meetings

The Chairperson shall be responsible for calling at least one (1) meeting of the Governance Review Committee each academic term.

#### b. University Negotiating Committee

##### Responsibilities:

The University Negotiating Committee shall be responsible to Council for the following:

- a. Preparing a negotiation strategy on behalf of the Graduate students in regards to employment with the University;
- b. Formally negotiating on behalf of graduate students in accordance with the Act;
- c. Presenting final agreement negotiated to Council for ratification; and
- d. Regularly reviewing and updating Council on matters pertaining to agreements with the University.

##### Membership:

The following individuals shall be the members of the University Negotiation Committee

- a. The Vice President (Academic) who shall be the Chairperson;
- b. The President;
- c. The Vice President (Operations and Finance); and
- d. two (2) voting members of Council.

##### Meetings:

The Chairperson shall be responsible for calling at least one (1) meeting of the University Negotiating Committee in a contract year.

c. Election and Referenda Committee

Responsibilities:

The Election and Referenda Committee shall be responsible to Council for the following:

- a. Remaining impartial and unbiased on election and referenda issues or candidates and make no public statements concerning the election or referenda except in respect to procedural matters;
- b. Approving or rewording all referenda questions once they are approved by the Council or a general meeting to ensure questions are not biased;
- c. Ensuring that elections and referenda are properly advertised to members of the Association;
- d. Ensuring that elections and referenda are run fairly based on the Council documents on elections and referenda; and
- e. Ruling on all allegations made against candidates or referendum committees.

Composition of the Election and Referenda Committee is contained within. Elections Policy following the Elections Procedures of the Association.

The Chief Returning Officer shall be responsible to Council for the following:

- a. Reviewing all nomination forms to ensure that candidates are eligible to hold office with the Association;
- b. Reviewing and approving all materials that candidates and campaigns submit;
- c. Ensuring that all decisions of the Election and Referenda Committee are reported to the Council of the Association;
- d. Communicating between candidates and the Election and Referenda Committee;
- e. Preparing a report for the Council of the Association no later than the last day of April outlining any decisions made by the Election and Referenda Committee and recommending changes based on information gathered during the election; and
- f. Preparing, updating, and reviewing a document of past Election and Referenda Committee decisions to ensure that the committee uses past decisions as precedent in making decisions.

**Membership:**

The Election and Referenda Committee shall be elected by the Council of the Association no later than January of each year or earlier if necessary to run by-elections.

The Election and Referenda Committee shall normally be comprised of the following individuals:

- a. A Chief Returning Officer who shall be the Chairperson;
- b. Two (2) voting members of Council who cannot be running for re-election; and
- c. Up to four (4) members-at-large who cannot be running for election.

**Meetings:**

The Chairperson shall be responsible for calling meetings of the Election and Referenda Committee as necessary to ensure that the election is run in an efficient and fair manner.

## **IX. Execution of Documents**

Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by the President and one other executive after their ratification by the Executive and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality.

## **X. Books and Records**

The Association shall maintain and make available to Active Members upon request a copy of any of the following:

- a. All current governance documents from at least the past five (5) years;
- b. Minutes of the meetings of Council and Executive Committee;
- c. Audited financial statements of AUGSA; and
- d. All other documents deemed appropriate by the Executive Committee with consideration of legal responsibilities.

An Active Member in good standing wishing to inspect the books or records of the Association must give thirty (30) days written notice to the President or Vice President (Operations and Finance) of their intention to do so. Unless otherwise permitted by Council, such inspection will take place only at the registered office, or other regular business premises operated by the Association, during normal business hours.

## **XI. Rules and Regulations**

The Council may prescribe operating procedures not inconsistent with these by-laws relating to the management and operation of the corporation as they deem expedient.

Operating procedures may prescribe political policies not inconsistent with these by-laws pertaining to the beliefs of the Association as they deem expedient.

Policies may be proposed by any member of the Association. Such policies shall be submitted to the Governance Review Committee for consideration and recommendation to Council.

Policies and Procedures must be approved by a two-thirds (2/3) majority vote of Council before being implemented.

## **XII. Indemnification**

The Association shall normally indemnify any past or present member of the Executive Committee, Council, or committee of the Association, or any person acting on behalf of the Association and their estate, heirs, legal representative and assigns, against all costs, charges, and expenses, including amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, or administrative action or proceeding to which the individual is made a party by reason of being or having been a member of the Association.

Indemnification shall occur only if the following conditions are met:

- a. The individual acted honestly and in good faith with a view to the best interest of the Association; and
- b. The individual had reasonable grounds for believing that his or her conduct was lawful.

## **XIII. Financial Year**

The Fiscal year of the Association shall end on December 31st, of each year.

## **XIV. Auditors**

There must be an audit or review of the books, accounts and records of the Association at least once each year by a qualified accountant appointed by the Executive Committee and ratified by the Council.

Each year, the Council shall appoint an auditor to audit the accounts and annual financial statements of the corporation for report to the members at the next annual meeting. The auditor shall hold office until the following year provided that the directors may fill any casual vacancy in the office of the auditor. The Council shall fix the remuneration of the auditor.

Audited financial statements shall be provided to Board of Governors on an annual basis.

## **XV. Amendment of By-Laws**

The by-laws of the Association may be repealed, amended, or a new by-law passed at the Annual General Meeting when sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour by members in attendance.

---

<sup>i</sup> Note: Attendance can be in-person or via online teleconference participation (unless otherwise specified).

<sup>ii</sup> Note: As Athabasca University is a distance-based Association, 'signing a petition' in our context includes mail, electronic, and fax indications of views from students.