

BYLAWS OF
LANGARA STUDENTS' UNION ASSOCIATION

Article 1 - Interpretation and Definitions

1.1 Definitions

In the Bylaws, the following terms shall have the following meanings:

1.1.1 "Aboriginal Student" means a student who is of First Nations, Metis and Inuit ancestry, as ascribed in the glossary of terms of Langara College;

1.1.2 "Academic Year" means the period commencing on September 1 in any given year, and ending on August 31 of the following year;

1.1.3 "Annual General Meeting" means the meeting of Members held once a year in accordance with the Societies Act;

1.1.4 "Board of Governors" means the Langara College Board of Governors;

1.1.5 "Business Day" means a day on which banks in British Columbia are open for business, excluding Saturdays and Sundays;

1.1.6 "By-Election" means any election in respect of one or more Director positions held in accordance with the Bylaws other than the Election;

1.1.7 "Bylaws" means the bylaws of LSU from time to time in force and effect;

1.1.8 "Candidate" means a person who is running for a Council position after the close of the nomination period;

1.1.9 "Capital Fee" means any capital fee or program or service fee as approved pursuant to the College and Institute Act;

1.1.10 "Chairperson" has the meaning set out in Article 7.4.1;

1.1.11 "Chief Financial Officer" means the chief financial officer of LSU who:

(i) is deemed a Senior Manager of LSU;

(ii) in the absence of an Executive Director, shall assume all responsibilities of the Executive Director, unless otherwise determined by Council; and

(iii) is a part of the staff of LSU;

1.1.12 "Chief Returning Officer" has the meaning set out in Article 9.1;

1.1.13 “Collective Bargaining Agreement” means any collective agreement negotiated by LSU, as may be amended from time to time, including a collective agreement with applicable LSU staff;

1.1.14 “College and Institute Act” means the *College and Institute Act* (British Columbia), as from time to time enacted and including all amendments and any regulations made in pursuance thereto;

1.1.15 “Conflict of Interest Policy” has the meaning as set out in Article 11.1.1;

1.1.16 “Constitution” means the constitution of LSU from time to time in force and effect;

1.1.17 “Continuing Studies Member” means a student in an Eligible Continuing Studies Program;

1.1.18 “Council” means all of the Directors;

1.1.19 “Director” means a director of LSU for the purposes of the Societies Act;

1.1.20 “Education Council” means the Education Council of Langara College;

1.1.21 “Eligible Continuing Studies Program” means any Continuing Studies program at Langara College that has been approved by Council, such that the students in such program are eligible to be Members;

1.1.22 “Election” means the election of Council to be held once in each calendar year in accordance with Article 9.3;

1.1.23 “Executive Board” has the meaning set out in Article 6.2.1, and forms part of the Council;

1.1.24 “Executive Committee” has the meaning set out in Article 8.4;

1.1.25 “Executive Director” means the person who reports to Council and is a paid staff member of LSU responsible for overseeing the day-to-day operations of LSU;

1.1.26 “Fall Semester” means the period from September to December of each calendar year;

1.1.27 “Fiscal Year End” means the financial year end of LSU, being April 30 of each year;

1.1.28 “General Meeting” means the Annual General Meeting and any Special General Meeting;

1.1.29 “Good Standing” has the meaning set out in Article 2.4;

1.1.30 “Incoming Director” means a person that has been elected as a Director but who has not yet commenced his term as a Director;

1.1.31 “International Student” means a student of Langara College who is neither a Canadian citizen nor a permanent resident of Canada, as ascribed in the glossary of terms of Langara College;

1.1.32 “Job Shadow” means the period of time and process where Incoming Directors work alongside current Directors to learn the skills and techniques of the role that he will be performing upon becoming a Director;

1.1.33 “Langara College” means the designated college under the College and Institute Act and currently has a campus located at 100 West 49th Street, Vancouver, BC;

1.1.34 “LSU” means the Langara Students’ Union Association;

1.1.35 “LSU Policy and Procedures” has the meaning as set out in Article 11.1.1;

1.1.36 “Member” means a member of LSU who meets the criteria set out in Article 2.1.1 and who has not been expelled as a member of LSU;

1.1.37 “Meeting Guest” means any person who, with the consent of Council, wishes to attend or make a presentation at a meeting of Council and who is not a member of Council;

1.1.38 “Members at Large” has the meaning set out in Article 6.2.2 and form part of the Council;

1.1.39 “Membership Fee” means the student society fee payable to LSU, which may be different from Member to Member, to be paid by each Member as prescribed by LSU;

1.1.40 “Minimum Academic Standard” means a grade point average of 1.80 or higher on his academic record at Langara College;

1.1.41 “Ordinary Resolution” means:

(i) a resolution passed at a General Meeting by a majority of the votes cast by the Members;

(ii) a resolution consented to in writing, by at least 2/3 of the Members; and

(iii) a resolution passed by Referendum by a simple majority of the votes cast, in accordance with the Bylaws;

1.1.42 “Policy on Policy Development” has the meaning as set out in Article 11.1.1;

1.1.43 “Policies” means the policies of LSU, as set out in Article 11.1.1 and amended from time to time, together with any new, amended or replacement policies pursuant to Article 11.2;

1.1.44 “Referendum” means the process where Members are to vote on a question relating to the business or affairs of LSU that has been referred to them for a direct decision by way of a referendum;

1.1.45 “Requisition” means a written request signed by at least ten percent (10%) of the Members in Good Standing delivered in person or by registered mail to the registered office of LSU, to the attention of the President of LSU, requesting a General Meeting or Referendum and setting out the purpose and reasons for such General Meeting or Referendum and to which otherwise complies with the requirements of the Societies Act;

1.1.46 “Scrutineer” means a Member In Good Standing appointed by a Candidate to observe the counting of ballots;

1.1.47 “Senior Manager” has the meaning as set out in the Societies Act;

1.1.48 “Societies Act” means the *Societies Act* (British Columbia), as from time to time enacted and including all amendments and any regulations made pursuant thereto;

1.1.49 “Special General Meeting” means any meeting of Members held in accordance with the Bylaws other than an Annual General Meeting;

1.1.50 “Special Resolution” means any of the following:

- (i) a resolution passed at a General Meeting by at least 3/4 of the votes cast by the Members;
- (ii) a resolution consented to in writing by all of the Members; and
- (iii) a resolution passed by Referendum by at least 3/4 of the votes cast, in accordance with the Bylaws;

1.1.51 “Standing Committee” has the meaning set out in Article 8.1;

1.1.52 “Student” means a student enrolled at Langara College and includes all Members;

1.1.53 “Terms of Reference” has the meaning as set out in Article 11.1.1;

1.1.54 “Three-Quarters (¾) Resolution of Council” shall mean any of the following:

- (i) a resolution adopted at a Council meeting, where quorum is met, by at least ¾ of the Directors at such meeting; or

(ii) a resolution consented to in writing by all of the Directors then in office.

1.2 Interpretation

Except where otherwise provided, the definitions in the Societies Act apply to the Bylaws.

1.3 Numbering and Headings

Numbering and headings are provided for convenience only and do not affect the meaning or interpretation of the Bylaws.

1.4 Numbers and Construction

Words implying the feminine gender and the plural shall be interpreted as the masculine and the singular and vice-versa, as the context requires.

1.5 Conflicts Between Societies Act, Bylaws, Policies or Procedure

1.5.1 In the event there is a conflict between the Bylaws and any Policies, procedure or resolution duly passed by LSU, or between the Bylaws and the bylaws of any other organization of which LSU is a member, the terms of the Bylaws shall prevail.

1.5.2 In the event there is any conflict between the Bylaws and the Societies Act or the regulations under the Societies Act, the Societies Act or the regulations, as the case may be, shall prevail.

1.6 Decisions by Council, Executive Board and Standing Committees

Unless otherwise stated in these Bylaws, any decision, approval or consent of Council, the Executive Board, the Members at Large and each Standing Committee referred to in these Bylaws shall be determined by majority vote.

Article 2 - Membership

2.1 Members

2.1.1 A Member shall be any individual who:

(i) is registered in at least one (1) three-credit course at Langara College for the then current semester in the Academic Year and who has paid Membership Fees to the LSU in respect of such semester;

(ii) was registered in at least one (1) three-credit course at Langara College or as a Continuing Studies Member on the last day of March of the then current Academic Year and who had paid Membership Fees to the LSU in respect of that semester; or

(iii) is otherwise a Continuing Studies Member who has paid Membership Fees to LSU in respect of the courses taken as such.

2.2 Member Compliance

Each Member shall uphold and comply with the Societies Act, Constitution, Bylaws, Policies, and any rules, policy or code of LSU, as amended from time to time.

2.3 Termination of Membership

2.3.1 An individual ceases to be a Member:

- (i) when such individual ceases to meet any of the requirements of Article 2.1.1;
- (ii) when such individual is expelled or his or her membership is terminated in accordance with Article 2.6 or the Societies Act;
- (iii) upon such individual's death;
- (iv) when such individual resigns as a Member, subject to Article 3.5; or
- (v) when the Eligible Continuing Studies Program that such individual is registered in is declared ineligible as such by a Three-Quarters ($\frac{3}{4}$) Resolution of Council and such individual does not satisfy any other criteria for membership set out in Article 2.1.1.

2.4 Member In Good Standing

2.4.1 All Members are in good standing (“**Good Standing**”) except:

- (i) a Member who has failed to pay his or her Membership Fees and any other fees payable to LSU, as prescribed by LSU;
- (ii) a Member who has otherwise been determined not to be in good standing by a Three-Quarters ($\frac{3}{4}$) Resolution of Council; or
- (iii) a Member who is suspended, in accordance with Article 2.6.

2.5 Rights and Benefits of Member in Good Standing

2.5.1 A Member in Good Standing shall:

- (i) have the right to speak at any General Meeting;
- (ii) have the right to vote in an Election, General Meeting and Referendum;
- (iii) be entitled to any benefits of membership established by Council from time to time; and

(iv) have the right to run for and hold office in Council.

2.6 Discipline, Suspension or Expelling a Member

2.6.1 Subject to Article 2.6.2, a Member may be disciplined, suspended, expelled or terminated as a Member of LSU by way of:

- (i) a Three-Quarters ($\frac{3}{4}$) Resolution of Council; or
- (ii) an Ordinary Resolution.

2.6.2 Before a Member is to be disciplined, suspended, expelled, or terminated as a Member, LSU must:

- (i) send to the Member a written notice of the proposed discipline, suspension or expulsion, including reasons; and
- (ii) provide the Member a reasonable opportunity to make representations to LSU respecting the proposed discipline, suspension or expulsion.

Article 3 - Membership Fees

3.1 Setting and Adjusting of Membership Fees

3.1.1 Any changes to Membership Fees shall be determined by Referendum in accordance with the College and Institute Act. For greater certainty, this includes any increases in Membership Fees, including all fees referenced in Article 3.2.

3.1.2 Membership Fees may be adjusted by Council, from time to time, for inflation by the annual percentage calculated by the Vancouver Cost Price Index as reported by *Statistics Canada*.

3.2 Membership Fees Addressed by Bylaws

Pursuant to the College and Institute Act, Membership Fees include, but are not limited or restricted to, the following fees, as may be amended from time to time in accordance with Article 3.1:

- (i) In the case of all Members other than Continuing Studies Members, a basic fee per person per semester, and a fee per credit per semester; and in the case of Continuing Studies Members, a basic fee which shall be equal to the basic fee per person per semester for non-Continuing Studies Members plus an amount equal to the per credit fee payable by a non-Continuing Studies Member who is registered in 15 credits per semester;
- (ii) Building Capital Trust Fund Fee;
- (iii) International Community Development Fee;

- (iv) UPass Fee;
- (v) Health and Dental Benefits Fee; and
- (vi) any other student society fees, including any Capital Fees, as approved by way of Referendum (including pursuant to any past Referendums).

3.3 Unused Membership Fees

In the event that any Membership Fees collected in or in respect of an Academic Year are not used during such Academic Year, the excess Membership Fees collected shall be transferred to the LSU Current Members Earnings account.

3.4 Langara College to Collect Fees

3.4.1 In accordance with College and Institute Act, LSU shall be entitled to provide notice to Langara College to collect, for and on behalf of LSU, and remit to LSU any fees of LSU, including Membership Fees.

3.4.2 LSU may enter into a written agreement with Langara College to appoint Langara College as the agent for LSU for disbursing any fees of LSU, including Membership Fees.

3.5 Fees of Non-Members

3.5.1 Any Member that is suspended, terminated, expelled or resigns as a Member of LSU but remains a Student shall be responsible for paying all fees associated with his or her registration as a Student at Langara College, including, without limitation, any Membership Fees.

3.5.2 No Member who is suspended, terminated, expelled or resigns as a Member of LSU is entitled to any refund of Membership Fees paid.

Article 4 - General Meetings

4.1 Annual General Meeting

4.1.1 The Annual General Meeting of LSU shall be held once in each calendar year on a date set by Council.

4.1.2 Council shall conduct the following business at each Annual General Meeting:

- (i) the presentation of the financial statements of LSU, prepared in accordance with the Societies Act, to the Members;
- (ii) the presentation of the auditor's report, if any, on the financial statements of LSU; and
- (iii) the appointment of the auditors of LSU, by Ordinary Resolution.

4.2 Special General Meetings

4.2.1 Council shall call a Special General Meeting:

- (i) if approved by majority vote of Council; or
- (ii) upon receipt of a Requisition.

4.2.2 Council shall act in accordance with the Societies Act in the event a Requisition is received.

4.3 Notice for General Meetings

4.3.1 Council shall provide to Members written notice of a General Meeting at least ten (10) days' and not more than sixty (60) days before the General Meeting.

4.3.2 If LSU has more than 250 Members, notice of a General Meeting shall be deemed to have been sent under Article 4.3.1 if:

- (i) notice of the date, time and location of the General Meeting has been sent to every Member who has provided an email address to LSU, by email to that email address; and
- (ii) notice of the date, time and location of a General Meeting:
 - a) is published, at least once in each of the three (3) weeks immediately before the General Meeting, in any newspaper circulated in the local Metro Vancouver Regional District area or at Langara College; or
 - b) is posted, throughout the period commencing at least twenty-one (21) days before the General Meeting and ending when the General Meeting is held, on a website that is maintained by or on behalf of LSU and is accessible to all of the Members.

4.3.3 The notice of General Meeting shall set out:

- (i) the date, time and location of the General Meeting; and
- (ii) the text of any Special Resolution, if any, to be considered at the General Meeting.

4.4 Agenda of General Meeting

The agenda for a General Meeting shall be prepared and determined in advance by Council.

4.5 Quorum

4.5.1 Subject to Article 4.5.2, fifty (50) Members in Good Standing shall constitute a quorum for a General Meeting. Once a quorum has been determined to be present at the commencement of a meeting, a quorum will be deemed to be present throughout such General Meeting.

4.5.2 If, within 30 minutes from the time set for holding a General Meeting, a quorum of Members in Good Standing is not present,

(i) in the case of a meeting convened pursuant to a Requisition, the meeting is terminated; and

(ii) in any other case, the Chairperson may adjourn and postpone the General Meeting to the same day in the following week, at the same time and place. In the event, at the continuation of the postponed General Meeting, a quorum is not present within 15 minutes from the time set for holding the continuation of the postponed General Meeting, the Members present shall constitute a quorum at that General Meeting. No subsequent notice is required to be provided for such postponed General Meeting.

4.6 Rules of Order

Robert's Rules of Order, Newly Revised shall be a source of reference and guide towards the governance and procedure of all General Meetings of LSU.

4.7 Voting Rights of Members

4.7.1 Each Member in Good Standing shall have the right to cast a single vote in respect of any General Meeting, Ordinary Resolution, Special Resolution, Referendum or otherwise in respect of any matter to be voted on by the Members.

4.8 Registration to Vote

All Members in Good Standing who register to vote at a polling station approved by Council or the Electoral Committee, established pursuant to the Bylaws, may vote in the General Meeting, Referendum, Election, By-Election or other proceedings registered for, subject to any other criteria for voting as may be established by the Electoral Committee.

4.9 Restrictions for General Meetings

4.9.1 Members shall only participate in a General Meeting in person. For greater certainty, no Member shall be entitled to participate in a General Meeting by telephone, electronic means or any other form of communication.

4.9.2 No Member shall be permitted to appoint a proxy to attend or vote at a General Meeting.

Article 5 - Referendum

5.1 Calling of Referendum

5.1.1 Council shall call a Referendum:

- (i) if approved by majority vote of Council; or
- (ii) upon receipt of a Requisition.

5.1.2 Any Referendum called by Council pursuant to Article 5.1.1(ii) shall be called within twenty-one (21) days of receipt of the Requisition. The Referendum must be held within sixty (60) days after receipt of the Requisition.

5.1.3 Notwithstanding this Article 5.1, a Referendum shall be called by Council to approve any changes to Membership Fees. A Referendum may also be used for any decisions, including any Special Resolution or Ordinary Resolution, to be determined by the Members.

5.1.4 A Referendum is a form of indirect or delegate voting under the Societies Act and is a permitted method of voting for Members.

5.2 Notice for Referendum

5.2.1 Council shall provide to Members a written notice of a Referendum at least ten (10) days' and not more than sixty (60) days before the Referendum.

5.2.2 If LSU has more than 250 Members, notice of a Referendum shall be deemed to have been sent under Article 5.2.1 if:

- (i) notice of the date, time and location of a Referendum has been sent, to every Member who has provided an email address to LSU, by email to that email address, and
- (ii) notice of the date, time and location of a Referendum:
 - a) is published, at least once in each of the three (3) weeks immediately before the Referendum, in any newspaper circulated in the local Metro Vancouver Regional District area or at Langara College; or
 - b) is posted, throughout the period commencing at least twenty-one (21) days before the Referendum and ending when the Referendum is held, on a website that is maintained by or on behalf of LSU and is accessible to all of the Members.

5.2.3 The notice of Referendum shall set out:

- (i) the date, time, and location of the Referendum; and
- (ii) the text of any Special Resolution, if any, to be considered at the Referendum.

5.3 Voting in Referendum

5.3.1 Each Member in Good Standing has the right to cast a single vote in respect of a Referendum.

5.3.2 Voting by proxy is not permitted in a Referendum.

5.3.3 Subject to Article 5.3.4, the result of a Referendum shall be decided by a majority, or such greater percentage as may be required by the Bylaws or the Societies Act, of the votes cast in such Referendum.

5.3.4 The results of a Referendum shall be binding if fifty (50) or more votes have been cast by Members in Good Standing in such Referendum.

Article 6 - Council of LSU

6.1 Mandate of Council and Highest Authority

6.1.1 Council shall be responsible for managing the affairs of LSU and shall have the authority to transact such business as authorized by the Societies Act, Bylaws, Policies and as is otherwise necessary for the proper governance of LSU.

6.1.2 Council shall manage, administer and control any property, revenue, business, and other affairs of LSU in accordance with the Societies Act, Bylaws and Policies.

6.2 Composition of Council

Council shall consist of:

6.2.1 Five (5) members of the Executive Board, comprised of the following

- (i) the President;
 - (ii) the Vice President Finance & Administration;
 - (iii) the Vice President Internal;
 - (iv) the Vice President Student Life; and
 - (v) the Vice President External Affairs; and
- (collectively the “**Executive Board**”)

6.2.2 Seven (7) Members at Large, comprised of the following:

- (i) International Students' Representative;
- (ii) Aboriginal Students' Representative;

- (iii) Diversity and Inclusion Representative; and
 - (iv) four (4) General Representatives
- (collectively the “**Members at Large**”).

6.3 Term of Office for Council

6.3.1 Subject to Article 6.3.2, the term of office of each elected member of Council shall be one year and shall:

- (i) begin on January 1st of the calendar year following the date of the Election where such member of Council was elected as such; and
- (ii) end on December 31 of the same calendar year.

6.3.2 Any member of Council elected pursuant to a By-Election shall:

- (i) assume office on the date following the date of the By-Election; and
- (ii) hold such office until December 31 of the calendar year in which the applicable By-Election was held.

6.3.3 Upon being elected, each Incoming Director who will form:

- (i) part of the Executive Board, shall Job Shadow the current Director who he will be replacing upon commencing his term as a Director; and
- (ii) part of the Members at Large, shall Job Shadow a current Director who is part of the Members at Large, as determined by Council.

6.3.4 During the process of Job Shadow, each Incoming Director may receive a stipend for the period of time he Job Shadows, if so approved by Council.

6.3.5 When a Director resigns or is otherwise removed as a Director, his or her position becomes vacant. A position remains vacant until a person fills such vacancy through an Election or By-Election.

6.4 Maximum Number of Terms for Council

6.4.1 Any person may serve a lifetime maximum of two (2) terms on Council regardless of the positions on Council held by such person.

6.5 Ongoing Requirements of Council

6.5.1 Subject to Article 6.5.2, each member of Council during his or her term as such must:

- (i) be a Member in Good Standing;

(ii) be in “Good Standing”, as defined by the Academic Probation and Academic Suspension Policy of Langara College;

(iii) have a good working knowledge of the Constitution and Bylaws;

(iv) with the exception of being permitted to miss two meetings, attend all meetings of Council, unless otherwise approved by Council;

(v) consent in writing to being a member of Council;

(vi) not be a member of a council or board of any other student association, society, or union, as defined in the Societies Act, the College and Institute Act, or the *University Act* (British Columbia); and

(vii) otherwise be qualified to act as a director of a society under the Societies Act.

6.5.2 Any member of Council who does not meet the obligations in Article 6.5.1 shall have thirty (30) days, after receiving a written notice from Council, to remedy and attempt to meet the obligation. In the event that such member of Council does not, in the opinion of a majority of the remaining members of Council, remedy his failure to satisfy the applicable requirement or qualification within 30 days of receiving such notice in writing, then such member of Council shall be removed as a Director by a Three-Quarters ($\frac{3}{4}$) Resolution of Council.

6.6 Meetings of Council and Executive Board

6.6.1 Council shall meet at least once per month, unless otherwise determined by Council.

6.6.2 The Executive Board shall, on its own and without the Members at Large, meet at least twice a month, unless otherwise determined by the Executive Board.

6.6.3 Executive Board meetings may be held as part of the Executive Committee meetings.

6.6.4 Quorum for any meeting of Council shall be set at fifty-five percent (55%) of the members of Council then in office.

6.6.5 *Robert’s Rules of Order, Newly Revised* shall be a source of reference and guide for the governance and procedure at all Council meetings.

6.6.6 Voting by proxy is not permitted at Council meetings.

6.6.7 Members of Council, the Executive Director, Incoming Directors, any staff member of LSU or other person, as approved by Council, are permitted to attend Council or Executive Board Meetings but only members of Council shall be entitled to vote at such meetings.

6.6.8 From time to time, Council may find it in the best interests of LSU to meet in camera. Unless permitted by Council, no Members, Incoming Directors or other persons are permitted to attend in camera meetings of Council. Minutes of in camera meetings need not be kept, although decisions made in camera must be recorded into the minutes of the applicable meeting of Council.

6.6.9 A Meeting Guest must apply and receive approval from Council prior to being able to attend or present at a Council meeting. Council may from time to time set Policies to govern any appearance by a Meeting Guest, including the number of Meeting Guests that can attend a meeting of Council.

6.6.10 If any Director is absent, without reasonable excuse or approval from Council, for two (2) or more Council meetings during his term, such Director shall be removed as a Director by a Three-Quarters ($\frac{3}{4}$) Resolution of Council. Prior to Council removing any Director pursuant to this Article 6.6.10, Council shall provide written notice to the applicable Director.

6.7 Official Council Communication

Council shall appoint the President or any member of the Executive Board to speak on behalf of LSU from time to time to the Members and other members of the public (including media). No other member of Council shall speak, or purport to speak, on behalf of Council unless expressly authorized by Council.

6.8 Langara College Board of Governors and Education Council

6.8.1 When a Student is appointed or elected to the Board of Governors or Education Council, Council may invite such Student to meetings of Council as a Meeting Guest in a non-voting and non-paid capacity.

6.9 Council Remuneration

6.9.1 Each member of Council shall:

- (i) be reimbursed for any expenses reasonably and necessarily expended in the performance of his or her duties as such; and
- (ii) receive a stipend for his or her service as a member of Council.

6.9.2 The stipend amount to be paid to any member of the Executive Board and Members at Large shall be recommended by the Finance Committee and set from time to time as follows:

- (i) Council shall approve any stipends for members of the Executive Board, but members of the Executive Board must abstain from such vote; and
- (ii) Council shall approve stipends for Members at Large, but Members at Large must abstain from such vote.

6.10 Employees of LSU and Council

6.10.1 Council may appoint an Executive Director to manage the affairs of LSU in accordance with and subject to the direction of Council. In the absence of an Executive Director, the Chief Financial Officer shall manage the affairs of LSU in accordance with and subject to the direction of Council, unless otherwise determined by Council.

6.10.2 The Executive Director shall:

- (i) report to, and takes direction from, Council;
- (ii) be deemed a Senior Manager of LSU, pursuant to the Societies Act;
- (iii) be responsible for any duties as set out in his or her employment contract with LSU; and
- (iv) have such other powers and duties as assigned by Council or the Executive Board from time to time.

Article 7 - Duties of Council, the Executive Board and Members at Large

7.1 Duties of Council

7.1.1 Subject to the provisions of the Societies Act and Bylaws, Council shall:

- (i) act as the governing body of LSU and decide on issues affecting LSU and its Members;
- (ii) conduct Council meetings pursuant to the Bylaws;
- (iii) approve the annual operating and capital budget of LSU;
- (iv) provide an annual report to the Members at the Annual General Meeting;
- (v) establish or amend any Policies;
- (vi) appoint one or more members of Council to act as a spokesperson for LSU pursuant to Article 6.7;
- (vii) advocate for greater diversity and inclusion at Langara College;
- (viii) negotiate and approve any Collective Bargaining Agreements;
- (ix) approve any contract, including the employment contract of the Executive Director and any applicable staff of LSU;

(x) compel the Executive Board to provide activity reports and withhold stipend payment(s) in the event reports are not completed in a reasonable manner as set forth in the Policies; and

(xi) act in accordance with and uphold the Constitution, the Bylaws and any Policies.

7.1.2 Council may make such further duties, rules, policies and procedure as may be considered necessary for the proper governance of LSU, provided such duties, rules, policies and procedure are consistent with the Societies Act, Constitution, Bylaws, and Policies.

7.1.3 Where permitted by the Societies Act, Council may delegate its responsibilities and duties as it deems expedient for the conduct of the affairs of LSU.

7.2 Duties of the Executive Board

7.2.1 In addition to the duties of Council set out in Article 7.1, each member of the Executive Board shall also have the following duties and responsibilities:

(i) serving on the Executive Committee and abiding by the Terms of Reference for the Executive Committee;

(ii) attending and preparing for Council and Executive Committee meetings;

(iii) chairing and serving on Standing Committees as set forth in the Bylaws and as determined by Council;

(iv) chairing any meetings of Council or General Meetings pursuant to Article 7.4;

(v) posting and keeping office hours at the LSU office;

(vi) liaise with the Executive Director, the Chief Financial Officer and other staff of LSU as appropriate and necessary; and

(vii) performing other duties as determined by Council.

7.2.2 The President shall:

(i) be responsible for overseeing the process of notes and minute-taking for all Council meetings and General Meetings;

(ii) chair the Electoral Committee;

(iii) chair the Executive Committee; and

(iv) have such other duties as are outlined in the Bylaws or assigned by Council from time to time.

7.2.3 The Vice President Finance & Administration shall:

- (i) be responsible for overseeing the budgeting process for LSU;
- (ii) be responsible for the financial operations and records of LSU;
- (iii) chair the Finance Committee;
- (iv) act as one of the designated signing authorities of LSU; and
- (v) have such other duties as are outlined in the Bylaws or assigned by Council from time to time.

7.2.4 The Vice President Student Life shall:

- (i) be responsible for overseeing a broad range of programs and services affecting Members and enhancing the student-life of Students while at Langara College;
- (ii) chair the Member Relations Committee;
- (iii) act as a resource on issues arising between Students of Langara College; and
- (iv) have such other duties as are outlined in the Bylaws or assigned by Council from time to time.

7.2.5 The Vice President Internal shall:

- (i) be responsible for overseeing the work of the Members at Large, including the planning, budgeting, and reporting requirements of any such work;
- (ii) chair the Personnel Committee;
- (iii) chair the Diversity and Inclusion Committee;
- (iv) act as a resource on issues arising between Students of Langara College; and
- (v) have such other duties as are outlined in the Bylaws or assigned by Council from time to time.

7.2.6 The Vice President External Affairs shall:

- (i) be responsible for the public relations of LSU;
- (ii) keep Council informed of Provincial and Federal Government post-secondary educational policies, including any aspect of the UPass program;
- (iii) handle inquiries and promote friendly relations with external student societies; and

(iv) have such other duties as are outlined in the Bylaws or assigned by Council from time to time.

7.3 Duties of the Members at Large

7.3.1 In addition to the duties of Council as set out in Article 7.1, each of the Members at Large shall also have the following duties and responsibilities:

- (i) attending and preparing for Council meetings;
- (ii) representing and communicating with Members;
- (iii) developing and executing the annual work plans, if applicable;
- (iv) chairing or serving on Standing Committees as set forth in the Bylaws and as determined by Council; and
- (v) performing other duties as determined by Council and Executive Director.

7.3.2 The International Students' Representative shall:

- (i) serve on the Diversity and Inclusion Committee, Members Relations Committee; and
- (ii) advocate and develop programs, services and activities promoting diversity, inclusion and exposure to International Students enrolled at Langara College.

7.3.3 The Aboriginal Students' Representative shall:

- (i) serve on the Diversity and Inclusion Committee and at least one Standing Committee as determined by Council; and
- (ii) advocate and develop programs, services, and activities promoting diversity, inclusion, and exposure to Aboriginal Students enrolled at Langara College.

7.3.4 The Diversity and Inclusion Representative shall serve on the Diversity and Inclusion Committee.

7.3.5 Each General Representative shall serve on the Diversity and Inclusion Committee and on at least one Standing Committee as determined by Council.

7.4 Chairperson for Meetings

7.4.1 Council shall appoint a member of the Executive Board (the “**Chairperson**”) to chair meetings of Council and any General Meetings. Such appointment shall expire on December 31 of the year the appointment was made, unless such Chairperson sooner ceases to hold such position for any reason.

7.4.2 The Chairperson may delegate his duties and responsibilities to chair any meeting of Council to another member of Council.

7.4.3 The Chairperson may delegate his duties and responsibilities to chair any General Meeting to:

- (i) another member of the Executive Board; or
- (ii) any other person as determined by Council.

Article 8 - Committees

8.1 Standing Committees

LSU shall have the following Standing Committees:

- (i) the Executive Committee;
- (ii) the Electoral Committee;
- (iii) the Finance Committee;
- (iv) the Member Relations Committee;
- (v) the Personnel Committee;
- (vi) the Diversity and Inclusion Committee;
- (vii) the Students' Issues Actions Committee; and
- (viii) any other committee that Council may establish pursuant to under Article 8.10.

8.2 Members of Standing Committees

8.2.1 Unless otherwise set forth in the Bylaws, the members of the Standing Committees shall be determined by Council.

8.2.2 With the exception of the Executive Committee, each Standing Committee shall include at least one (1) member of the Executive Board and one (1) Member at Large.

8.2.3 If any Standing Committee described in these Bylaws is not constituted for any reason, the members of Council shall assume all duties and responsibilities that were to be carried out by such Standing Committee.

8.3 Observers at Standing Committee Meetings

8.3.1 Unless otherwise determined by Council, the Executive Director and any staff member of LSU shall be entitled to attend and speak at any meetings of a Standing Committee but shall not be entitled to vote thereat.

8.4 Role of the Executive Committee

8.4.1 The Executive Committee shall be chaired by the President.

8.4.2 The Executive Committee shall be comprised of the Executive Board, the Executive Director, the Chief Financial Officer and one (1) staff member of LSU as determined by the Executive Board.

8.4.3 The Executive Committee shall conduct itself in accordance with the Bylaws and Terms of Reference Policy for the Executive Committee, as amended from time to time.

8.4.4 The Terms of Reference Policy for the Executive Committee shall set out, without limitation, the following information, duties and obligations of the Executive Committee:

- (i) setting the agenda for meetings of Council;
- (ii) the development of a strategic plan for LSU;
- (iii) coordinating and overseeing contractual negotiations with LSU and other third parties; and
- (iv) any other process or procedure as determined from time to time by the Executive Board.

8.5 Role of the Electoral Committee

8.5.1 The Electoral Committee shall:

- (i) be chaired by:
 - a) the President; or
 - b) the Vice President External Affairs, if the President is unable to chair such Committee;
- (ii) conduct itself in accordance with the Bylaws and Terms of Reference Policy for the Electoral Committee, as amended from time to time; and
- (iii) be permitted to establish or amend policies relating to Elections and By-Elections.

8.5.2 No Members running in an Election or By-Election may serve on, nor attend meetings of, the Electoral Committee while such person is running.

8.5.3 The Terms of Reference Policy for the Electoral Committee shall include, but is not limited to, information regarding the electoral process, including matters related to Article 9 and any policies established by the Electoral Committee.

8.6 Role of the Finance Committee

8.6.1 The Finance Committee shall be chaired by the Vice President Finance & Administration.

8.6.2 The Finance Committee shall conduct itself in accordance with the Bylaws and Terms of Reference Policy for the Finance Committee, as amended from time to time.

8.6.3 The Terms of Reference Policy for the Finance Committee shall include, but is not limited to, information regarding the administering and overseeing of LSU financial matters, including matters related to Article 12 .

8.7 Role of the Member Relations Committee

8.7.1 The Member Relations Committee shall be chaired by the Vice President Student Life.

8.7.2 The Member Relations Committee shall conduct itself in accordance with the Bylaws and Terms of Reference Policy for the Member Relations Committee, as amended from time to time.

8.7.3 The Terms of Reference Policy for the Member Relations Committee shall include, but is not limited to, information regarding developing, programming and maintaining forms of communication with Members and Langara College.

8.8 Role of the Personnel Committee

8.8.1 The Personnel Committee shall be chaired by the Vice President Internal.

8.8.2 The Personnel Committee shall conduct itself in accordance with the Bylaws and Terms of Reference Policy for the Personnel Committee, as amended from time to time.

8.8.3 The Terms of Reference Policy for the Personnel Committee shall include, but is not limited to, information regarding the developing and overseeing of human capital at LSU.

8.9 Role of the Diversity and Inclusion Committee

8.9.1 The Diversity and Inclusion Committee shall be chaired by the Vice President Internal.

8.9.2 The Diversity and Inclusion Committee shall conduct itself in accordance with the Bylaws and Terms of Reference Policy for the Diversity and Inclusion Committee, as amended from time to time.

8.9.3 The Terms of Reference Policy for the Diversity and Inclusion Committee shall include, but is not limited to, information regarding diversity and inclusion for Students while at Langara College.

8.10 Role of the Students' Issues Actions Committee

8.10.1 The Students' Issues Actions Committee shall be chaired by the Vice President External Affairs.

8.10.2 The Students' Issues Actions Committee shall conduct itself in accordance with the Bylaws and Terms of Reference Policy for the Students' Issues Actions Committee, as amended from time to time.

8.10.3 The Terms of Reference Policy for the Students' Issues Actions Committee shall include, but is not limited to, information regarding the advocacy for affordable post-secondary education for Students while at Langara College.

8.11 Other Committees

Council may establish other committees from time to time as it sees fit to carry out specific activities and functions and may determine the composition and purpose of such other committees at the time of establishment. For greater certainty, the creation of such other committees and its mandate and procedures shall not require any amendment to the Bylaws of approval of the Members.

8.12 Langara College Boards, Councils, or Committees

8.12.1 Subject to approval by way of a Three-Quarters ($\frac{3}{4}$) Resolution of Council, a member of Council shall not serve on any boards, councils or committees of Langara College due to possible conflicts of interest.

8.12.2 If no approval is granted, pursuant to Article 8.12.1, with respect to a Director seeking permission to serve on other boards, councils or committees of Langara College, Council shall provide written notice to the applicable Director with respect to his breach of Article 8.12.1. If such Director does not, in the opinion of a majority of the remaining members of Council, remedy his failure to satisfy the requirement in Article 8.12.1 within 30 days of receiving such notice in writing, then such member of Council shall be removed as a Director by a Three-Quarters ($\frac{3}{4}$) Resolution of Council.

Article 9 Election of Council

9.1 Chief Returning Officer

9.1.1 The Chief Returning Officer:

- (i) shall be nominated by the Deputy Returning Officer and approved by Council in accordance with Article 9.1.2;
- (ii) at the time of nomination, must not hold any office with LSU (whether elected or appointed), must not be a staff member of LSU and must not be a vendor to, or in any other contractual relationship with, LSU;
- (iii) must not have been a member of Council during the twelve (12) month period prior to being selected as the Chief Returning Officer;
- (iv) shall have complete discretion and authority to conduct any Election and By-Election, in a manner consistent with the Bylaws and any applicable Policies;
- (v) shall oversee the counting of ballots in any Election or By-Election; and
- (vi) shall take into consideration and work within, the budgetary and organizational capacity of LSU in making any election related decisions.

9.1.2 Council shall be required to approve the selection and appointment of the Chief Returning Officer.

9.1.3 Unless otherwise determined by Council, candidates for the role of Chief Returning Officer shall have no less than two (2) years of experience in organizing and participating in elections.

9.2 Deputy Returning Officer

9.2.1 Any Deputy Returning Officer shall be a staff member of LSU, unless otherwise determined by Council.

9.2.2 In the absence of a Chief Returning Officer, the Deputy Returning Officer shall be granted authority and assume the responsibilities of the Chief Returning Officer, unless otherwise determined by a Three-Quarters ($\frac{3}{4}$) Resolution of Council.

9.3 Schedule of Election or By-Election

9.3.1 Each Election shall be held annually during the Fall Semester at Langara College. The exact dates of each Election shall be determined by the Deputy Returning Officer and approved by Council.

9.3.2 Council shall instruct the Electoral Committee to, subject to Article 9.3.5, conduct a By-Election to fill any vacant position for the remainder of the term of office of any former Director whose removal or resignation from Council has created such vacancy if the number of members of Council falls below four (4) members as a result of such vacancy.

9.3.3 In addition and notwithstanding Article 9.3.2, Council may by a majority vote of Council call a By-Election to fill any vacancy on Council.

9.3.4 Council shall determine the timing of any By-Election.

9.3.5 If there are less than ninety (90) days until the opening of nominations for the next Election, Council may decide not to hold a By-Election.

9.4 Notice of Elections and By-Elections

9.4.1 A notice of Election or By-Election shall be provided to Members at least three (3) business days prior to the opening date for nominations with respect to the positions to be filled pursuant to such Election or By-Election.

9.4.2 A notice of Election or By-Election shall be deemed to have been sent under Article 9.4.1 if the notice is posted on a website that is maintained by or on behalf of LSU and is accessible to all of the Members.

9.4.3 The contents of a notice of Election or By-Election shall be determined by the Electoral Committee but shall include, without limitation:

- (i) the Council positions for which an Election or By-Election is being held;
- (ii) the opening and closing dates for nominations;
- (iii) the manner in which a Candidate is to be nominated;
- (iv) the date of the Election or By-Election; and
- (v) the location or place where nomination forms or additional information may be obtained.

9.5 Eligibility

9.5.1 Each nominee wishing to be a Candidate must:

- (i) be a Member In Good Standing;
- (ii) be a newly enrolled Student for the then Academic Year or a Student achieving the Minimum Academic Standard in his most recent prior Academic Year at Langara College;
- (iii) have a valid Langara College Student photo identification card;
- (iv) have completed and submitted to LSU the necessary forms, including the academic standing form, of LSU prior to the close of the nomination period; and
- (v) meet any other reasonable criteria set by Council or contained in any applicable Policies.

9.5.2 Unless otherwise determined by Council, each nominee for a position on the Executive Board must, in addition to fulfilling the qualifications in Article 9.5.1, provide the following with his or her nomination materials for review by the Electoral Committee:

(i) two (2) work references;

(ii) one (1) academic reference; and

(iii) a current curriculum vitae highlighting the knowledge and experience in at least one of the relevant functional areas listed below for the position applied:

a) President: business administration, records management, project management, and governance.

b) Vice President of Finance & Administration: economics, commerce, accounting, and financial management.

c) Vice President Student Life: event planning, communications, counseling, project management, psychology and education.

d) Vice President Internal and Vice President External Affairs: activism or advocacy on ethical and social development issues relating to race, ethnicity, culture, religion, class, disability, age, gender, sex, and sexuality.

9.5.3 The accidental omission to provide any of the information set out in Article 9.5.2 shall not invalidate any nominee or Candidate from the Election or By-Election nor any person successfully elected from being a member of Council.

9.6 Restricted Council Positions

9.6.1 Subject to Article 9.6.3, a nominee for International Students' Representative must show evidence to support that he is a current International Student enrolled at Langara College.

9.6.2 Subject to Article 9.6.3, a nominee for Aboriginal Students' Representative must show evidence to support that he is an Aboriginal Student enrolled at Langara College.

9.6.3 For any Election or By-Election, if no eligible Candidate is nominated at the close of nominations for any of the Diversity and Inclusion Representative, International Students' Representative and Aboriginal Students' Representative, the number of General Representative positions to be filled in that Election or By-Election shall increase by one (1) for each such position where no Candidate has been nominated. For greater certainty, notwithstanding the preceding sentence, there shall only be seven (7) Members at Large and only a maximum of three (3) General Representative positions added pursuant to this Article 9.6.3.

9.6.4 In the event there are greater than four (4) General Representative positions to be filled in an Election or By-Election as a result of the operation of Article 9.6.3, the four (4) persons with the highest number of votes shall be elected into the General Representative positions. The remaining elected General Representative(s) shall hold office in the vacant International Students' Representative, Aboriginal Students' Representative or Diversity and Inclusion Representative position, as applicable, based on the number of votes such remaining elected General Representatives received, with the person receiving the highest number of votes getting first choice with respect to such vacant position(s) and so on and so forth, as necessary.

9.7 One Position per Member

Notwithstanding any other provision of the Bylaws, no Member shall apply or hold more than one (1) position on Council at any given time.

9.8 Election Campaigning

9.8.1 Candidates and nominees are required to abide by campaign rules and conduct as set forth in the Bylaws, Policies and policies of the Electoral Committee, including, without limitation, rules relating to the campaign period, materials, expenses and withdrawal period.

9.8.2 A Candidate's campaign is prohibited from defaming any Student, Member, Director, Langara College faculty, staff of LSU, Candidate or any other person, whether orally, through campaign materials or otherwise.

9.9 Voting

Subject to the Bylaws or Policies, voting for Elections or By-Elections shall be conducted in accordance with the following:

9.9.1 voting by proxy is not permitted; and

9.9.2 Members are required to show their valid Langara College Student photo identification card prior to voting. Voting may be refused if a valid Langara College Student photo identification card is not presented.

9.10 No Acclamation

No person shall be appointed to Council by way of acclamation.

9.11 Counting of the Ballots

9.11.1 Sealed ballot boxes are to be returned by the Chief Returning Officer or Deputy Returning Officer to the offices of LSU immediately upon completion of voting. The Chief Returning Officer shall oversee the ballot counting process. The rules governing the declaration of those duly elected are as follows:

(i) for the purpose of this Article 9.11.1, a valid vote shall mean a vote that is determined by the Chief Returning Officer as not spoiled.

(ii) in an Election or By-Election for a single position where more than one (1) Candidate is running, the Candidate who receives the most valid "yes" votes shall be elected.

(iii) in an Election or By-Election for a single position where only one (1) Candidate is running, that Candidate shall be elected if he receives more valid "yes" votes than valid "no" votes.

(iv) in an Election or By-Election where more than one (1) position is to be filled, each position in such Election or By-Election where more than one (1) Candidate is running, the Candidate who receives the most valid "yes" votes shall be elected for such position.

(v) in an Election or By-Election where more than one (1) position is to be filled, each position in such Election or By-Election where only one (1) Candidate is running, the Candidate shall only be elected if he receives more valid "yes" votes than valid "no" votes.

(vi) For greater certainty, any Candidate who is running for a position pursuant to Articles 9.11.1(iii) and 9.11.1(v) who received more "no" votes than "yes" votes shall not be elected. In such event, the position shall become vacant unless otherwise set forth in the Bylaws.

9.11.2 Each Candidate may appoint a Scrutineer.

9.11.3 A Scrutineer shall not be a member of Council nor a Candidate in the Election or By-Election.

9.11.4 No ballot count shall be delayed or postponed due to a Scrutineer not being available or attending the ballot count. For greater certainty, no recount or appeal shall occur due to a Scrutineer's non-attendance at a ballot count.

9.12 Recounts

9.12.1 A recount of votes may be requested provided such request is:

(i) made in writing to the Chief Returning Officer within seventy-two (72) hours following the Chief Returning Officer's announcement of election results; and

(ii) if the differential between the winning Candidate and any other Candidate for any specific position is less than or equal to 15 votes.

9.12.2 The results of a recount shall be final.

9.13 Disqualification and Appeal

9.13.1 The Chief Returning Officer may, in writing, disqualify a Candidate who violates or breaches any Bylaws, Policies and policies of the Electoral Committee.

9.13.2 A disqualified candidate shall have forty-eight (48) hours after such disqualification or until the close of campaigning or voting, whichever is later, to appeal the decision of the Chief Returning Officer by submitting the request and grounds for appeal to the Chief Returning Officer in writing in a manner set forth in the Policies.

9.13.3 The Chief Returning Officer may either make a ruling on the appeal or send the appeal directly to the Electoral Committee for review. The decision of the Chief Returning Officer or, if sent to the Electoral Committee for review, shall be final.

9.13.4 In no event shall pending decisions on appeals be grounds for challenging or declaring the electoral process or results as invalid.

9.14 Vacancies

In the event there are vacancies on Council for the upcoming-term after the Election is complete, the Electoral Committee, in its sole discretion, may recommend to Council that a By-Election be called and that a new nomination process be held. The decision of Council in that regard shall be final.

9.15 Withdrawal

Any Candidate may withdraw from an Election or By-Election by sending a notice to the Chief Returning Officer. Any such request of withdrawal must be submitted no later than forty-eight (48) hours prior to the start of voting in such Election or By-Election.

9.16 Online Nominations and Campaigning

9.16.1 Subject to Article 9.16.2, in respect of any Election or By-Election, Candidates are not permitted to use or participate in any online forum for nominations, campaigning or any other aspect of the election process.

9.16.2 Online nomination, campaigning or any other aspect of the election process may only be permitted if and when the Electoral Committee establishes a policy governing such online election activities and even then, only in strict accordance with such policy.

9.16.3 Any Candidate that violates this Article 9.16.1 may, in addition to any other disciplinary measure, be disqualified from running in the applicable Election or By-Election by the Chief Returning Officer.

Article 10 - Director Resignation, Removal or Discipline

10.1 Resignation from Council

10.1.1 Any Director who wishes to resign as a Director shall provide his or her resignation to LSU in writing, with such resignation taking effect upon the date specified in the written resignation or, in the event no date is specified, upon receipt by LSU of the written resignation.

10.2 Removal of Director From Office

10.2.1 For the purposes of this Article 10.2 only, the definition of Special Resolution in Article 1.1.50 shall be amended to mean:

- (i) a resolution passed at a General Meeting by at least 2/3 of the votes cast by the Members;
- (ii) a resolution consented to in writing by all of the Members; and
- (iii) a resolution passed by Referendum by at least 2/3 of the votes cast.

10.2.2 Any Director may be removed from office:

- (i) by a Special Resolution; or
- (ii) by a Three-Quarters ($\frac{3}{4}$) Resolution of Council.

10.2.3 Prior to Council making a motion to remove any Director pursuant to Article 10.2.2(ii), Council shall provide a written statement to the applicable Director stating the reasons for such removal, and provide such Director a reasonable opportunity to address and respond to such reasons.

10.3 Director Cease to Hold Office

10.3.1 A Director ceases to hold office as a Director:

- (i) when such Director's term as a Director has ended pursuant to Article 6.3;
- (ii) on such Director's death;
- (iii) on delivery of a signed resignation by such Director to Council or any member of the Executive Board by mail, email or in person; or
- (iv) if such Director is removed pursuant to these Bylaws or the Societies Act.

10.4 Discipline for Breach of Rules

10.4.1 Subject to Article 10.4.3, in the event Council determines that a Director has violated the Bylaws, any Policy, or has acted in a manner that is contrary to the best interests of LSU or the Students, the Council may discipline such Director by withholding a stipend or in any other appropriate manner determined by Council.

10.4.2 The Director who is accused of violating the Bylaws or Policies shall not vote on the matter relating to his or her discipline.

10.4.3 Prior to Council making a motion to discipline a Director, Council shall provide a written statement to the applicable Director stating the reasons for such action, and providing the Director a reasonable opportunity to address and respond to such reasons.

Article 11 - Policies of LSU

11.1 Establishing Policies for LSU and Council

11.1.1 LSU shall have the following policies, also known as position statements, which are intended to provide guidance to Members and Council regarding the business and affairs of LSU, as such policies may be amended from time to time:

- (i) LSU Policy and Procedures, for the purpose of assisting Council;
- (ii) Policy on Policy Development, for the purpose of guiding Council on policy development, approval, and monitoring;
- (iii) Conflict of Interest Policy, for the purpose of guiding and governing conflicts of interest amongst members of Council;
- (iv) Terms of Reference Policy for each Standing Committee (each such document, a “Terms of Reference”) for the purpose of setting forth the purpose, roles and composition of each Standing Committee; and
- (v) any other such policy Council or Special Resolution shall establish from time to time.

11.2 Amendment or Cancellation of LSU Policies

Any policy set forth, established or amended pursuant to Article 11.1 may be amended, cancelled or retracted by Council.

Article 12 - LSU Finance Matters

12.1 Signing Authority and Disbursement of Funds

12.1.1 The authorized signing officers of LSU shall be determined by Council, but shall at all times include at least two (2) members of Executive Board and at least two (2) members of LSU staff, unless otherwise determined by Council from time to time.

12.1.2 A contract or document to be signed by LSU, or disbursement of any funds of LSU shall be signed on behalf of LSU by any two of the authorized signing officers, as determined pursuant to Article 12.1.1 from time to time, unless otherwise determined by Council.

12.2 Auditors

12.2.1 The auditors of LSU shall be appointed by Ordinary Resolution at the Annual General Meeting.

12.2.2 Council may fill any vacancy in the office of the auditor until the next Annual General Meeting.

12.2.3 The auditor's report, if any, shall be presented at the Annual General Meeting.

12.3 Borrowing

The Directors may, with the approval of the Members by way of Special Resolution, from time to time on behalf of LSU:

- (i) borrow money in such manner and amount, on such security, from such sources and upon such terms and conditions as they think fit;
- (ii) issue bonds, debentures and other debt obligations either outright or as security for any liability or obligation of LSU or any other person; and
- (iii) mortgage, charge, or give other security on the undertaking, or on the whole or any part of the property and assets, of LSU (both present and future).

Article 13 - LSU Records

13.1 Location of Records

The minutes of meetings of Council and of General Meetings and other books and records of LSU shall be kept in the offices of LSU at Langara College.

13.2 Inspection by Members

13.2.1 Unless Council determines otherwise, subject only to Section 24(2)(a) of the Societies Act, no Member is entitled to inspect or obtain a copy of any of the records of the LSU described in Section 20(2) of the Societies Act.

13.2.2 Any Member wishing to inspect the records of LSU, which they are permitted to inspect under the Societies Act, shall provide a written request in person at the offices of LSU and schedule an appointment, no earlier than three (3) Business Days of making such request, to inspect the records of LSU during normal business hours on a Business Day in the Academic Year. For greater certainty, no appointment shall be scheduled on a day that the offices of LSU are closed.

13.3 Copies of Records

13.3.1 All records of LSU (including any copies made thereof) shall not be reproduced without the express written consent of the President or Vice President Finance & Administration.

13.3.2 Subject to the Societies Act, LSU may in its sole discretion provide any record or document electronically to the party requesting such record or document.

13.3.3 LSU may charge a fee for any copies of records requested by a Member pursuant to the Societies Act.

13.3.4 Any person, that is not a Member or Director, may inspect or receive a copy of the financial statements of LSU upon paying a fee that is to be established by LSU in accordance with the Societies Act.

Article 14 - Amendment to the Constitution and Bylaws

14.1 Amendment of Bylaws

The Constitution and Bylaws may only be amended by way of a Special Resolution.

Article 15 - Winding Up or Dissolution of LSU

Upon the winding up or dissolution of LSU, any assets remaining after the satisfaction of its liabilities shall be distributed to one or more student organizations at Canadian post-secondary institutions which promote objectives similar to those set out in the Constitution, as determined by Ordinary Resolution as at the time of winding up or dissolution. Any such student organizations must be a qualified recipient under the Societies Act.