



McGill Association of Continuing Education Students By-Laws

- 1. Original Document: 2006-1**
- 2. Updated: 2013-v3.1**
Effective: February 22, 2013
- 3. Updated: 2015-v1.1**
Effective: November 6, 2015
- 4. Updated: 2016-v1.1**
Effective: March 3, 2016



McGill Association of Continuing Education Students By-Laws

Table of Contents

MCGILL ASSOCIATION OF CONTINUING EDUCATION STUDENTS BY-LAWS	1
CHAPTER I - PRELIMINARY PROVISIONS	4
ARTICLE 1 - DEFINITIONS	4
ARTICLE 2 - INCORPORATION	4
ARTICLE 3 - ACCREDITATION	4
ARTICLE 4 - NAME	4
ARTICLE 5 - FISCAL YEAR	5
CHAPTER II - STRUCTURE AND ORGANIZATION	5
ARTICLE 6 - MACES OBJECTIVES	5
ARTICLE 7 - HEAD OFFICE	5
ARTICLE 8 - AMENDMENTS TO BY-LAWS	5
ARTICLE 9 - RATIFICATION	5
CHAPTER III - MEMBERS	6
ARTICLE 10 - REGULAR MEMBERSHIP	6
ARTICLE 11 - HONORARY MEMBERSHIP	6
ARTICLE 12 - MEMBERSHIP	6
ARTICLE 13 - MEMBERSHIP OBLIGATIONS	8
ARTICLE 14 - MEMBERSHIP FEES	8
CHAPTER IV - APPROVAL OF DOCUMENTS AND SIGNING AUTHORITY	8
ARTICLE 15 - CONTRACTS	8
ARTICLE 16 - BANKING	8
CHAPTER V - BOARD OF DIRECTORS	9
ARTICLE 17 - COMPOSITION OF THE BOARD OF DIRECTORS	9
ARTICLE 18 - ELIGIBILITY	9
ARTICLE 19 - TERM OF OFFICE	10
ARTICLE 20 - ELECTIONS	10
ARTICLE 21 - REMUNERATION	10
ARTICLE 22 - VACANCY	11
ARTICLE 23 - REMOVAL FROM OFFICE	12
CHAPTER VI - OFFICERS	12
ARTICLE 24 - GENERAL PROVISIONS CONCERNING OFFICERS	12
ARTICLE 25 - PRESIDENT	13



ARTICLE 26 - VICE-PRESIDENT INTERNAL AFFAIRS/SECRETARY	13
ARTICLE 27 - VICE-PRESIDENT ACADEMIC AFFAIRS/SENATOR-1	14
ARTICLE 28 - VICE-PRESIDENT EXTERNAL AFFAIRS/COMMUNICATION	16
ARTICLE 29 - VICE-PRESIDENT FINANCIAL AFFAIRS/TREASURER	17
ARTICLE 30 - VICE-PRESIDENT SOCIAL AFFAIRS	17
ARTICLE 31 - SENATOR-2/GOVERNOR	18
ARTICLE 32 - CHIEF OPERATING OFFICER	19
CHAPTER VII- COMMITTEES	19
ARTICLE 33 - COMMITTEES OF THE BOARD OF DIRECTORS	19
ARTICLE 34 - GENERAL PROCEDURES AT COMMITTEE MEETINGS	20
ARTICLE 35 - QUORUM AND TERM	20
ARTICLE 36 - OBLIGATIONS	20
ARTICLE 37 - NOMINATING COMMITTEE	20
ARTICLE 38 - FINANCIAL REVIEW COMMITTEE	21
ARTICLE 39 - COMPUTER LAB COMMITTEE	22
ARTICLE 40 - CONTINUING EDUCATION ADVANCEMENT COMMITTEE	22
ARTICLE 41 - THE PUBLICATIONS COMMITTEE	22
CHAPTER VIII- GENERAL ASSEMBLIES	22
ARTICLE 42 - ANNUAL GENERAL ASSEMBLY	22
ARTICLE 43 - SPECIAL GENERAL ASSEMBLY	22
ARTICLE 44 - DATE, LOCATION AND AGENDA	23
ARTICLE 45 - NOTICE	23
ARTICLE 46 - REPRESENTATION	23
ARTICLE 47 - QUORUM	23
ARTICLE 48 - PRESIDENT AND SECRETARY	23
ARTICLE 49 - PROCEDURE	24
ARTICLE 50 - FUNCTIONS OF THE ANNUAL GENERAL ASSEMBLY	25
CHAPTER IX- BOARD OF DIRECTORS MEETINGS	25
ARTICLE 51 - DATE, LOCATION AND AGENDA	26
ARTICLE 52 - NOTICE	26
ARTICLE 53 - REPRESENTATION	26
ARTICLE 54 - QUORUM	26
ARTICLE 55 - PRESIDENT AND VICE-PRESIDENT INTERNAL AFFAIRS/SECRETARY	26
ARTICLE 56 - PROCEDURE	26
ARTICLE 57 - VOTE	26
ARTICLE 58 - BOARD OF DIRECTOR FUNCTIONS	27
CHAPTER X - FINAL PROVISIONS	27
ARTICLE 59 - LANGUAGES	27



ARTICLE 60 - HEADINGS	27
ARTICLE 61 - GENDER AND NUMBER	27
ARTICLE 62 - LANGUAGE OF BY-LAWS	27
ARTICLE 63 - SUPERSEDING CLAUSE	28
ARTICLE 64 - PER DIEM FOR ATTENDANCE	28
ARTICLE 65 - COUNCIL	28

CHAPTER I - PRELIMINARY PROVISIONS

ARTICLE 1 - DEFINITIONS

In these general by-laws, unless the context requires otherwise, the following terms are defined as follows:

- 1.1 "Act" means the *Quebec Companies Act* or any other statute which may be substituted therefore, as amended from time to time;
- 1.2 "Letters Patent" means the letters patent of the Association, as amended or restated from time to time;
- 1.3 "Student Association" or "Association" means McGill Association of Continuing Education Students Inc.;
- 1.4 "University" means McGill University;
- 1.5 "Employee" means any employee of MACES;
- 1.6 "Robert's Rules of Order" - means Robert's Rules of Order (original work by General H. M. Robert - 1876), Bantam Edition, November 1986, 228 pages;
- 1.7 "Academic Year" means the one year period starting the first day of the Fall Term through to the last day of the following Spring/Summer Term;
- 1.8 "Member" means MACES' Regular member.
- 1.9 "Board of Directors" means the elected body charged with the general governance and operation of the McGill Association of Continuing Education Students, MACES Inc.
- 1.10 "Council" means the independently constituted, appointed body serving an oversight and advisory function to the Board of Directors on behalf of MACES membership.

ARTICLE 2 - INCORPORATION

- 2.1 The Association was incorporated under Part III of the Quebec Companies Act R.S.Q., Chapter C-38) on September 27th, 1989.

ARTICLE 3 - ACCREDITATION

- 3.1 The Association was accredited under the Act respecting the accreditation and financing of Students' Associations (R.S.Q., Chapter A-3.01) on December 19th, 1990

ARTICLE 4 - NAME

- 4.1 The Association operates under the name "McGill Association of Continuing Education Students", (hereinafter referred to as "MACES") and, in French "l'Association des étudiants de l'éducation permanente de l'université McGill" (hereinafter referred to as "l'AEEPm").

ARTICLE 5 - FISCAL YEAR

5.1 The fiscal year starts on June 1st and ends on May 31st of the following year.

CHAPTER II - STRUCTURE AND ORGANIZATION

ARTICLE 6 - MACES OBJECTIVES

- 6.1 The objectives for the incorporation and continuing existence of the Association are:
- 6.1.1 To group within a corporate structure, McGill's continuing education students; and
 - 6.1.2 To defend and promote the interests of its members and students generally.
- 6.2 The Association shall pursue its objectives strictly for social and educational purposes, without any pecuniary gain to its members.

ARTICLE 7 - HEAD OFFICE

7.1 The head office of the Association shall be in the City of Montreal, in the Province of Quebec.

ARTICLE 8 - AMENDMENTS TO BY-LAWS

- 8.1 Any proposed new by-law, or a proposed repeal or modification of an existing by-law of the Association (hereinafter referred to as "proposed amendment" or "proposed amendment(s) of the by-laws") must be presented in writing at a meeting of the Association's Board of Directors by at least one (1) Directors and a copy of the proposed amendment(s) shall be delivered to every Director present at the meeting.
- 8.2 Any member of MACES can propose a new by-law, or propose a repeal or modification of an existing by-law of the Association (hereinafter referred to as "proposed amendment" or "proposed amendment(s) of the by-laws"). The member must inform the Association's Board of Directors or any Director of the proposal, by writing. It is, then, the duty of the Association's Board of Directors or the Director to present the proposal in a meeting of the Association's Board of Directors and a copy of the proposed amendment(s) shall be delivered to every Director present at the meeting.
- 8.3 The proposed amendment(s) shall then be inscribed on the agenda of the next meeting of the Association's Board of Directors.
- 8.4 Any proposed amendment(s) of the by-laws, shall be adopted by a two-third (2/3) affirmative vote of the Directors present at the meeting.

ARTICLE 9 - RATIFICATION

9.1 Subject to subsection 14.1, any proposed amendment(s) of the by-laws adopted by the Board of Directors shall have effect immediately and shall prevail until the amendment(s) are ratified by a simple majority (50% of the votes plus one (1) vote) of the Association's members present at the next Special General Assembly of the Association's members called for that purpose, or at the Annual General Assembly of



the Association's members, whichever first occurs, and failing such ratification, the proposed amendment(s) shall automatically cease to be in force.

CHAPTER III - MEMBERS

ARTICLE 10 - REGULAR MEMBERSHIP

10.1 Subject to subsection 10.2, a student shall meet one of the following conditions in order to become a Regular member for a particular term:

10.1.1 Must be registered through the School of Continuing Studies of McGill University during that particular term and is paying the MACES fee in their tuitions, as determined and required by MACES; or

10.1.2 Must be registered through the School of Continuing Studies of McGill University and is paying the MACES fee per course, as determined and required by MACES, directly to MACES; or

10.1.3 Must have been a member of the Association for at least two (2) of the three (3) terms of that academic year and is paying the MACES fee, as determined and required by MACES, directly to MACES.

10.2 In addition, the student must have fulfilled the obligations set in Article 13 entitled "Membership Obligations" and Article 14 entitled "Membership Fees" of these by-laws.

ARTICLE 11 - HONORARY MEMBERSHIP

11.1 The Association's Board of Directors may award the title of "Honorary Member of MACES" to any individual not currently registered through the School of Continuing Studies of McGill University, provided that the individual graduated from a program offered by the School of Continuing Studies.

11.1.1 Honorary members enjoy all the rights and privileges of Regular members, except:

11.1.2 Voting privileges;

11.1.3 Running for or holding positions of Officers or members of the Association's Board of Directors.

ARTICLE 12 - MEMBERSHIP

12.1 Each Regular member of the Association has the right to:

12.1.1 Vote at any General Assembly, election or referendum organized by the Association;

12.1.2 Be a candidate for a particular office if he meets the requirements of that office;

12.1.3 Participate in any student activity and/or benefit from any service offered by the Association to its members;

12.1.4 Receive representation from the Association in the case of a misunderstanding with



the School of Continuing Studies, or McGill University.

12.1.5 Receive representation from the Association in the case of a misunderstanding with the McGill School of Continuing Studies or with McGill University

12.1.5.1 The Board of directors shall establish the conditions and requirements for application of such representation and the rules of procedure for such representation, in case of individual complaint or class action complaint.

12.1.6 In case of individual complaint, the complaint is officially sent by letter to the VP Academic Affairs/Senator-1, or the VP Internal Affairs/Secretary, or both, whomever will represent their rights in the involved issue, and to the President of Maces

12.1.6.1 The official letter includes the following information: student full name and ID, address, phone number, date and signature and

12.1.6.2 On receipt, the official letter is officially stamped by the MACES C.O.O and

12.1.6.3 The official letter will only disclose the informations provided by the student to the McGill instances that are involved.

12.1.6.4 The official letter has to be based on balanced and fair facts, including as much details and supporting documents as required.

12.1.7 In case of a class action complaint, the complaint is officially sent by letter to the VP Academic Affairs/Senator-1, or to the VP Internal Affairs/Secretary, or both, whomever will represent their rights in the involved issue, and to the President of Maces

12.1.7.1 The official letter includes the following information: representative full name and ID, address, phone number, date as well as the full names and the signatures of known complainants and

12.1.7.2 On receipt, the official letter is officially stamped by the MACES COO and

12.1.7.3 The official letter will only disclose the information's provided by the student to the McGill instances that are involved

12.1.7.4 The official letter has to be based on balanced and fair facts, including as much details and supporting documents as required

12.1.8 MACES (or MACES representative) have the right to ask for and obtain all and any necessary documents, in addition to those submitted in the official letter, if necessary, to enable them to best resolve the complaint.

12.1.9 MACES shall guarantee the confidentiality of all the names and information presented by the complaining individual or individuals except as necessary to represent the individuals' case to the relevant people/body.



ARTICLE 13 - MEMBERSHIP OBLIGATIONS

13.1 In order to remain a member of the Association, the person is obliged:

13.1.1 To have paid the required membership fee; and

13.1.2. To refrain from acts of serious misconduct which are detrimental to the Association.

13.2 The Board of Directors may suspend or revoke a person's membership in the Association for failure to pay the required membership fee or for committing one or more acts of serious misconduct which are detrimental to the Association, without prejudice to other legal recourses which are available to the Association.

ARTICLE 14 - MEMBERSHIP FEES

14.1 At each registration at the School of Continuing Studies of McGill University, every Regular member of the Association shall pay a fee to the Association's members for that purpose, determined by the by-laws. Any change in the fee determined by the Board of Directors shall also require a special by-law approved by the Association's Board of Directors which will come into effect only after prior vote of ratification by a simple majority (50% of the votes plus one (1) vote) of the Association's members present at a Special General Assembly or an Annual General Assembly of the Association's members, called for that purpose in an amount determined by a by-law approved by the Association's Board of Directors being into effect after a vote of ratification by the.

14.2 Upon determination of subject relating to Article 14.1, the Association's membership fee shall be deemed non-refundable.

CHAPTER IV - APPROVAL OF DOCUMENTS AND SIGNING AUTHORITY

ARTICLE 15 - CONTRACTS

15.1 Subject to Article 16, all contracts and other documents requiring the Association's signature must first be approved by the Board of Directors and then signed by persons expressly authorized by the Board.

ARTICLE 16 - BANKING

16.1 All cheques, promissory notes and other bills of exchange which are issued, accepted, or endorsed by the Association shall be signed as follows:

16.1.1 Where the total amount is \$500.00 or less: by the Chief Operating Officer together with the President or Treasurer, unless the Board of Directors otherwise decides; or

16.1.2 Where the total amount exceeds \$500.00: by such persons as are designated from time to time by the Board of Directors.

16.2 For the purpose of Sub-section 16.1, two or more payments relating to a single transaction shall be added and considered as being the "total amount".



CHAPTER V - BOARD OF DIRECTORS

ARTICLE 17 - COMPOSITION OF THE BOARD OF DIRECTORS

17.1 Shall be members of the association's Board of directors, the following members:

17.1.1 The President

17.1.2 The Vice-President Internal Affairs/Secretary

17.1.3 The Vice-President Academic/Senator-1

17.1.4 The Vice-President External Affairs/Communication

17.1.5 The Vice-President Financial Affairs/Treasurer

17.1.6 The Vice-President Social Affairs

17.1.7 The Senator-2/Governor.

ARTICLE 18 - ELIGIBILITY

18.1 Members of the Board of Directors must be regular members of the Association at the time of their nomination and election.

18.1.1 For at least two semesters within the academic year, 1 September to 31 August subsequent, each member of the Board of Directors shall be an active student of the School of Continuing Studies and enrolled in credit courses offered by School of Continuing Studies.

18.1.2 If a Board Member is no longer enrolled as a student in the School of Continuing Studies, according to Article 18.1.1, they must resign effective immediately when they will cease to be an enrolled student in School of Continuing Studies. In this event, vacancy rules apply (Article 22)

18.2 Any employee of the Association shall be eligible to be a member of the Board of Directors, with conditions that follow in Article 18.3.1.

18.3 The following conditions apply to employees and sitting Board members:

18.3.1 An employee of the Association is eligible to be elected to a Director position provided the employee is a member of the Association at the time of their nomination and is eligible to be elected; however, they must resign from their employee status by the date of their acceptance of an executive position.

18.3.2 To be eligible for nomination to run for election for an executive position, current elected members must:

- resign from their previously held executive position, should they choose to run for a different elected position;

The board must accept the resignations prior to the submission of the nomination papers for an executive position.



The exception to this article is an elected board member can continue until the completion of their term if they have chosen to run as incumbent.

- 18.4 Members of the Board of Directors cannot cumulate more than two (2) consecutive mandates if running for the same position.

ARTICLE 19 - TERM OF OFFICE

- 19.1 It is intended that the acceptance of a position to the Board of Directors of the MACES Association carry with it a duty spanning a period that is no less than 12 months and no more than 24 months.
- 19.2 In the event a person is unable to fulfill their duties, Article 22 applies.
- 19.3 Under no circumstances will the term in office extend beyond 24 months.

ARTICLE 20 - ELECTIONS

- 20.1 The Board positions shall be elected for the term as defined in Article 19.
- 20.2 Elections for positions on the Board of Directors shall be held between March 1st and April 15th of the same year.
- 20.3 Candidate platforms shall be published in a publication of the Association, a McGill newspaper, and / or by sending a written notice to the regular members by electronic mail at least ten (10) days in advance at their e-mail address as identified in the most recent Minerva report.
- 20.4 A candidate for a position of Director and Officer shall be nominated exclusively for that particular position and no other pursuant to a nomination form signed by at least five (5) members of the Association.
- 20.5 From the date of their election to the Board of Directors until the beginning of their term as Directors, newly elected Directors will have the following rights:
- 20.5.1 The right to receive notice(s) of Board of Directors' meetings, and to attend and enjoy speaking privileges at such meetings without, however, having any voting rights thereat;
 - 20.5.2 To obtain access to the Association's documents;
 - 20.5.3 To receive full cooperation from the Association's Board in response to every reasonable request.

ARTICLE 21 - REMUNERATION

- 21.1 The Board of Director members will be paid \$5,500.00 each, per year, payable in three instalments on September 15, January 15 and May 15 of each year, under the following reservations and conditions:
- 21.1.1 Provided that they attend at least three fourth (3/4) of the Board meetings as well as achieving three fourth (3/4) of their duties as stated in chapter VI of the present by-

laws;

21.1.2 In the case of the Senator-2/Governor position, they must also attend at least three fourth (3/4) of the Board and Senate or Governor meetings as well as achieving at least three fourth (3/4) of their duties

21.1.3 In case members of the Board of Directors do not respect the three fourth (3/4) quota, their honorarium will be decreased proportionally by the percentage of non-attendance and/or non-achievement of their duties.

21.3 The Board of Directors may, by resolution, vote a protocol in order to pay an advance on honorarium payment to a board member but that payment of an advance has to be done in accordance with the previous subsections.

21.4 This article can only be amended by the Annual General Assembly or Special General Assembly of the Association's members on a vote of ratification of a proposed amendment of the By-Laws adopted by the Board of Directors, in application and in concordance with subsections of 8 and 9.1.

ARTICLE 22 - VACANCY

22.1 The position of Director and Officer becomes vacant if the person occupying it:

22.1.1 Submits their written or verbal resignation;

22.1.2 Dies;

22.1.3 Loses their eligibility;

22.1.4 Is removed in accordance with the provisions of Article 23.

22.2 In the event of a vacancy, the remaining board members shall:

22.2.1 immediately inform the membership of the vacancy;

22.2.2 arrange a by-election at the earliest convenience, ideally within a time period of 30 days, but no more than 60 days, all the while respecting:

- The exam schedule;
- the mandated time requirements of an appropriate campaigning period;
- the mandated requirements of a similar periodic election, including the selection of an independent Chief Returning Officer.

22.3 In the event of a vacancy, the interim duties will be distributed amongst the remaining board members as decided by a board vote. These additional duties will carry with them no additional remuneration. At the successful conclusion of an election to fill the position, the duties will be assumed by the incoming newly elected member and the remainder of the board will revert to their mandated responsibilities.

22.4 In the event of a vacancy in the position of President, one of the remaining board members will assume the title of Acting President, and that title will be bestowed as a result of a



vote of the board. This responsibility will be in addition to the board member`s mandated responsibilities and will carry with it no additional remuneration. This title will be surrendered at the conclusion of an election of a new President, and the board member will revert to their former position.

- 22.5 The rules of Article 18.3 apply in the event that an existing board member chooses to submit their candidacy for any vacant position.

ARTICLE 23 - REMOVAL FROM OFFICE

- 23.1 Every person may be removed as a Director and Officer of the Association, for any reason, before the expiry of his term, at a Special General Assembly of Members called for such purpose, by the affirmative vote of the majority of the Regular members present.
- 23.2 If the convocation of the Special General Assembly is initiated by the Association's members, the following procedure shall be followed:
- 23.2.1 A petition to remove a person as a Director and Officer must be signed by at least five percent (5%) of the Association's members and it must be submitted to the President, or if the President is the subject of the Petition, to the Secretary who shall inscribe it on the Agenda and reviewed at the next Board of Directors' meeting.
- 23.2.2 There shall be a period of ten (10) days maximum between the submission of the Petition and the Board of Directors' meeting at which the Petition is reviewed.
- 23.2.3 Unless the members' Petition is invalid, the Board of Directors must call a Special General Assembly of the members which is to be held within the next thirty (30) days in order to consider the object of the petition.
- 23.3 Notwithstanding the previous subsection 23.1, every person may also be removed as a Director and Officer of the Association, by reason of three (3) unjustified absences at a meeting of the Board of Directors regularly held, before the expiry of this term, by an affirmative vote of the majority of the directors present. Convocation for the Board of Directors' meeting has to be sent to that person prior the submission of the resolution for that removal.

CHAPTER VI - OFFICERS

ARTICLE 24 - GENERAL PROVISIONS CONCERNING OFFICERS

- 24.1 The Officers of the Association shall be the President, Vice-President Internal Affairs/Secretary, Vice-President Academic Affairs/Senator-1, Vice-President External Affairs/Communications, Vice-President Financial Affairs/Treasurer, Vice-President Social Affairs, Senator-2/Governor and Chief Operating Officer.
- 24.2 The Board of Directors may, by resolution, create new Officer Positions and determine their functions.
- 24.3 The President, the Vice-President Internal Affairs/Secretary, the Vice-President Academic Affairs/Senator-1, the Vice-President External Affairs/Communications, the Vice-President



Financial Affairs/Treasurer, Vice-President Social Affairs, and Senator-2/Governor as well:

- 24.3.1 Shall also be members of the Association's Board of Directors;
- 24.3.2 Shall sit at least one official committee unless otherwise determined by the Board of Directors;
- 24.3.3 Shall be elected by the Association's members during their election as Directors and as part of such an election, or by-election in case of vacancy, as provided by the present By-laws; and
- 24.3.4 Shall automatically cease to be Officers when they cease being Directors.
- 24.4 No individual may hold more than one position as an Officer of the Association except as defined in Article 22.4.
- 24.5 The Board of Directors may determine the remuneration of every Officer by a resolution of the Directors, provided that this remuneration is reasonable for the services that are rendered by such Officer.
- 24.6 Each board member is required to present to the board and the membership a plan of action within 60 days of assuming office. Following board approval, the plan and a monthly progress report by each Board of Director shall be submitted for publication on the Association's website.

ARTICLE 25 - PRESIDENT

- 25.1 Unless otherwise determined by the Board of Directors, the President shall be obliged to do the following:
 - 25.1.1 To open meetings at the time at which the Board of Directors is to meet;
 - 25.1.2 To preside and preserve order at all General and Special Assemblies of Members and Board of Directors' meetings;
 - 25.1.3 To ensure that the provisions contained in the Letters Patent and the By-laws are followed;
 - 25.1.4 To state and put to vote all questions which are regularly moved or that arise in the course of proceedings and announce the results of the vote;
 - 25.1.5 To co-ordinate the functions of the Board of Directors;
 - 25.1.6 To act as ex-officio member on all committees of the Board of Directors; and
 - 25.1.7 Generally, to represent and stand for the Association in all things.

ARTICLE 26 - VICE-PRESIDENT INTERNAL AFFAIRS/SECRETARY

- 26.1 The Vice-President Internal Affairs/Secretary has the functions of Vice-President Internal Affairs and also of Secretary of the Association;
- 26.2 Unless otherwise determined by the Board of Directors, the Vice-President Internal

Affairs/Secretary who is also acting as the secretary of the Association shall be obliged to do the following:

- 26.2.1 To assume and perform the functions of the President during the period when the President is absent or is, for any other reason, unable to perform the functions of his office;
 - 26.2.2 To be responsible for relations between the Association and all (administrative and student) organizations of McGill University;
 - 26.2.3 To co-ordinate and act as directed by the Board of Directors in relations between the Association and McGill University.
 - 26.2.4 To attend any meeting involving University affairs and/or School of Continuing Studies of McGill.
 - 26.2.5 To handle complaints between an association member and the School of Continuing Studies provided that the complaint is official as defined by articles 12.1.5 and 12.1.6 excluding Academic matter unless necessary;
 - 26.2.6 To manage students services.
- 26.3 The Vice-President Internal Affairs/Secretary cannot assume the office of the President for a period exceeding that defined in Article 22.4.
- 26.4 Acting as Secretary of the Association, the Vice-President Internal Affairs/Secretary shall be obliged to do the following:
- 26.4.1 To summon all Annual and Special General Assemblies of members and Board of Directors' meetings;
 - 26.4.2 To prepare and circulate agendas showing the order of business of such meetings;
 - 26.4.3 To take, prepare and circulate minutes of all such meetings; and
 - 26.4.4 To be responsible for the custody of all documents and files of the Association.

ARTICLE 27 - VICE-PRESIDENT ACADEMIC AFFAIRS/SENATOR-1

- 27.1 The Vice-President Academic Affairs/Senator-1 has the functions of the Vice-President Academic Affairs for the Association and also of the Senator-1 to the Senate and the Association;
- 27.2 Unless otherwise determined by the Board of Directors, the Vice-President Academic Affairs/Senator-1 who is also acting as the Senator-1 of the Association shall be obliged to do the following:
 - 27.1.1 To assist the McGill School of Continuing Studies regarding academic matter including:
 - 27.1.1.1 Sitting in the School of Continuing Studies Academic Board

- 27.1.1.2 Quality monitoring of the courses provided by the School of Continuing Studies;
- 27.1.1.3 Communicating academic concerns to the McGill School of Continuing Studies;
- 27.1.1.4 Reporting Academic decisions made by the School of Continuing Studies to the Board of Directors
- 27.1.2 To handle academic complaints between an association member and the School of Continuing Studies from students provided that the complaint is official as defined by the articles 12.1.5 and 12.1.6, under the supervision of the Board, including:
 - 27.1.2.1 Complaints regarding academic issue(s) with professor(s)
 - 27.1.2.2 Complaints regarding academic curricula or course content
 - 27.1.2.3 Complaints regarding administrative issues with the School of Continuing Studies;
- 27.3 The Vice-President Academic Affairs/Senator-1 shall be responsible for academic relations between the Association and all instances of McGill University, under the supervision of the Board;
- 27.4 The Vice-President Academic Affairs/Senator-1 shall co-ordinate and shall act as directed by the Board of Directors in regards to academic events and activities.
- 27.5 The Vice-President Academic Affairs/Senator-1 shall represent Maces at the Senate when Vice-President is acting as Senator-1 with Senator-2/Governor
- 27.6 The Vice-President Academic Affairs/Senator-1 shall attend:
 - 27.6.1 The educational information week that is given every semester to the students
 - 27.6.2 The School of Continuing Studies' information session every semester, and
 - 27.6.3 any meeting involving academic affairs within the university, and shall do reports to the Board.
- 27.7 The Vice-President Academic Affairs/Senator-1 acting as Senator-1 to the Senate shall have the title of «Fellow of McGill University» and shall be the Senator in chief and coordinate the action of the two Senators (Senator-1 and Senator-2/Governor) of the Association in the Senate, under the direction and supervision of the Board of Directors;
- 27.8 Unless otherwise determined by the Board of Directors, Vice-President Academic Affairs/Senator-1 shall be obliged to do the following:
 - 27.8.1 To represent with Senator-2/Governor the interests of the students registered in the School of Continuing Studies on the University's highest academic decision-making body, and report the proceedings thereof to the Board of Directors
 - 27.8.2 To supervise and co-ordinate, with Senator-2/Governor, the Association's student representation on the various standing and ad hoc committees of the

Senate; and

27.8.3 To prepare, with Senator-2/Governor, after each respective meeting of the Senate and its committees where the Association is represented, a report for submission to the Board of Directors;

27.8.4 To work closely with Senator-2/Governor regarding academic development of the University.

27.8 The position requires regular attendance to Senate meetings that are usually daytime meetings.

ARTICLE 28 - VICE-PRESIDENT EXTERNAL AFFAIRS/COMMUNICATION

28.1 Unless otherwise determined by the Board of Directors, the Vice-President External Affairs/Communication shall be obliged to do the following:

28.1.1 To promote the Association to the Members of the Association;

28.1.2 To attend any meeting involving communicational affairs within the University;

28.1.3 To attend the School of Continuing Studies' information session and making the presentation of Maces activities during the session;

28.1.4 To elaborate, strategize, oversee, propose and implement the Communication plan, which needs to be approved by the Board of director;

28.2 The Vice-President External Affairs/Communication shall be held responsible for any communication material published by the Association including:

28.2.1 The Association's brochures, website, calendar of events, advertising and posters, and mailing materials;

28.2.2 Any other necessary publications for the Board.

28.3 The Vice-President External Affairs/Communication shall be held responsible for all communication instruments;

28.4 The Vice-President External Affairs/Communication shall co-ordinate and shall act as directed by the Board of Director s in regards to communication on all events and activities of the Association and of School of Continuing Studies or Mc Gill University on invitation.

28.5 The Vice-President External Affairs/Communication shall attend any meeting involving Communication on all affairs within the University and shall then inform the Board and the members of the Association;

28.6 The Vice-President External Affairs/Communication shall be held responsible for the elaboration and determination of the communication plan / strategy and present it a schedule to the board for discussion and approval.

28.7 The Vice-President External Affairs/Communication with Vice-President Internal Affairs/Secretary shall maintain contact between the Association and organizations outside of



McGill University, and particularly, shall co-ordinate and act a directed by the Board of Directors in relations between the Association and external student organizations, governments, the media and the business community.

ARTICLE 29 - VICE-PRESIDENT FINANCIAL AFFAIRS/TREASURER

- 29.1 The Vice-President Financial Affairs/Treasurer has the functions of the Vice-President Financial Affairs and also of Treasurer for the Association;
- 29.2 Unless otherwise determined by the Board of Directors, the Vice-President Financial Affairs/Treasurer who is also acting as the treasurer of the Association shall be obliged to do the following:
- 29.2.1 To ensure that all monies received by the Association are deposited in the Association's account and withdrawn as may be directed by the Board of Directors from time to time, subject to any other provisions of the by-laws;
 - 29.2.2 To prepare monthly financial statements;
 - 29.2.3 To render the books and the accounts of the Association for auditing at least once a year by an auditor appointed by the Board of Directors;
 - 29.2.4 To submit the certified, audited financial statements of the Association and prepare the annual budget for approval by the Board of Directors. The financial statements to be prepared are the following: Balance Sheet, Statement of Change of Financial Position, Income Statement, and Accumulated Equity Report; and
 - 29.2.5 Generally, to be responsible for all the financial and business affairs of the Association;
- 29.3 The Vice-President Financial Affairs/Treasurer shall be held responsible for the financial administration of the Association, including Human Resources and all expenses of the Association, under the supervision of the Board and shall do reports on in administration from time to time to the Board.
- 29.4 Under the direction of the VP Financial Affairs/Treasurer, the Association shall engage financially certified and experienced, independent professionals to assist with the preparation and day-to-day maintenance of financial information. These positions shall be maintained throughout the term in office, shall be supported by a procedures manual and shall be approved by the Board of Directors
- 29.5 For all capital expenditures that are approved by the board and anticipated to exceed \$50,000, prior to initiating any commitments or authorizing the signing of any contracts, the VP Financial Affairs/Treasurer must initiate a Special General Assembly and present the proposal and the alternatives to the membership.

The proposal can be adopted with a simple majority vote, after which the financial commitment can be initiated.

ARTICLE 30 - VICE-PRESIDENT SOCIAL AFFAIRS

The Vice President Social Affairs shall:



- 30.1 Organize social, cultural and other events of interest to the MACES community;
- 30.2 Present a schedule of proposed events at the beginning of his or her term to the MACES Board of Directors for board approval by majority;
- 30.3 Present a proposed budget for board approval by majority before any expenditure of funds for the event in question has taken place;
 - 30.3.1 Unless total expenditure for the event is less than \$500, in which case approval of only the President and Vice President Financial Affairs/Treasurer is required;
- 30.4 Recruit a committee of volunteers to assist with event planning and execution;
- 30.5 Endeavour to obtain external sponsorships of events, where possible;
- 30.6 Submit a descriptive report of every event held at the following Board of Directors meeting for record keeping;

ARTICLE 31 - SENATOR-2/GOVERNOR

- 31.1 The position requires regular attendance to Senate and Board of Governors meetings that are usually daytime meetings.
- 31.2 Unless otherwise determined by the Board of Directors, Senator-2/Governor shall have the title of «Fellow of McGill University» and shall be obliged to do the following:
 - 31.2.1 To represent with Vice-President Academic Affairs/Senator-1 the interests of the students registered in the School of Continuing Studies on the University's highest academic decision making body, and report the proceedings thereof to the Board of Directors;
 - 31.2.2 To supervise and co-ordinate, with Vice-President Academic Affairs/Senator-1, the Association's student representation on the various standing and ad hoc committees of the Senate; and
 - 31.2.3 To prepare, with Vice-President Academic Affairs/Senator-1, after each respective meeting of the Senate and its committees where the Association is represented a report for submission to the Board of Directors;
 - 31.2.4 To assist and work closely with the VP Academic Affairs/Senator-1 regarding academic development of the University;
- 31.3 Unless otherwise determined by the Board of Directors, the Governor of the Association shall have the title of "Governor of McGill University" and shall be obliged to do the following:
 - 31.3.1 To represent the interests of students registered in the School of Continuing Studies on the University's highest decision-making board, and report the proceedings of open sessions thereof to the Board of Directors;
 - 31.3.2 To supervise and co-ordinate the Association's student representation on the various standing and ad hoc committees of the Board of Governors; and



31.3.3 To prepare after each respective meeting of the Board of Governors and its committees where the Association is represented a report for submission to the Board of Directors, with the exception for information confidential to Board of Governors members only.

ARTICLE 32 - CHIEF OPERATING OFFICER

32.1 Unless otherwise determined by the Board of Directors, the Chief Operating Officer shall be responsible, under the direction of the Board of Directors, for the day-to-day operations of the Association, including serving as Building Director of the Association's building, overseeing all employee matters and concerns, providing access to all information regarding the operations of the Association to authorized interested parties, making decisions without the approval of the Board of Directors in emergency situations, subject to ratification thereof at the next meeting of the appropriate body, and committing not more than one quarter of one per cent (1/4 of 1%) of the Association's budget per month without the approval of the Board of Directors, except for reasons of physical safety. This position is a paid and full-time position of the Association. For greater certainty, it is decided that the Chief Operating Officer is an employee of the Association.

CHAPTER VII- COMMITTEES

ARTICLE 33 - COMMITTEES OF THE BOARD OF DIRECTORS

33.1 The following shall be the standing committees of the Board of Directors:

33.1.1 The Financial Review Committee

33.1.2 The Nominating Committee

33.2 The Board of Directors may establish ad hoc committees, as it deems necessary.

33.3 Under the recommendation of the president or any other director, the board of directors might appoint up to three advisors with specific mandates to be accomplished during a 12 months period.

33.3.1 The association advisors might attend the association and shall have speaking right but no vote.

33.3.2 To be eligible to an advisor position, the advisor must be:

33.3.2.1 A former association director

33.3.2.2 A member of the association during the period of his mandate as defined at article 10

33.3.3 The mandate and remuneration of the board advisors is to be reasonably determined by the Board, in accordance with similar provisions of the present By-laws.



ARTICLE 34 - GENERAL PROCEDURES AT COMMITTEE MEETINGS

34.1 Committee meetings shall be conducted according to Robert's Rules of Order.

ARTICLE 35 - QUORUM AND TERM

35.1 A minimum of three (3) members is required to constitute a committee. Should the committee already be formed and the number of members decrease below the minimum number of members required, then the committee shall be declared inactive.

35.2 Whenever a committee has three (3) or fewer members, then the member who is also one of the Association's Directors has voting rights at committee meetings; whenever the committee has more than three (3) members, then the said member shall not have any voting rights at committee meetings.

35.3 No Director may chair a committee unless the committee is comprised only of Directors.

35.4 The quorum at committee meetings is 50% plus one (1) of the voting committee members.

35.5 Upon the termination of an activity supervised by an ad hoc committee, the said committee ceases to be an ad hoc committee and is automatically abolished.

35.6 Every committee's term of office shall expire not later than at the end of the particular academic year.

ARTICLE 36 - OBLIGATIONS

36.1 The chairman of each committee, or its designated delegate, shall be required to submit to the Board of Directors at a regular Board of Directors' meeting a written report on all matters which have been dealt with since the previous submission of such a report.

36.2 All committees are responsible for submitting a progress report of their committee's activities to the Board of Directors.

36.3 The Chairman of each committee is responsible for calling meetings, setting dates, times and locations. The Chairman is also responsible for delivering copies of all documents distributed at committee meetings to the Association's Secretary for filing in the Association's records.

36.4 All committees must submit an annual report to the Board of Directors at the end of each fiscal year. The report shall describe the work accomplished, provide recommendations for the next term and advise of any activities which are to be continued during the next term.

36.5 Should three (3) or more members decide to have a meeting, they may do so by setting the date, time and location of such meeting. The Chairman of the committee shall be informed of the meeting at least twenty-four (24) hours prior to the meeting.

ARTICLE 37 - NOMINATING COMMITTEE

37.1 The Nominating Committee shall consist of the following:

37.1.1 Vice-President Internal Affairs/Secretary-Committee Chairman

- 37.1.2 Two (2) or more Directors to be chosen by the Board of Directors.
- 37.2 The Nominating Committee shall submit nominations to the Board of Directors for all standing and ad hoc committees with the exception of the nominating committee.
- 37.3 The Nominating Committee shall oversee all elections and/or referenda as required by law, the by-laws, or by a resolution of the Board of Directors and it shall, in such instances, recommend for approval by the Board of Directors a Chief Returning Officer.
- 37.4 Should any member of the Nominating Committee run for re-elections, then he must resign from the committee. In the event that all the members of the Nominating Committee are running for re-election, then the Chief Returning Officer will be responsible for forming a special committee for the purpose of such elections.
- 37.5 The Nominating Committee shall establish and publish rules relating to the conduct of elections including nominations, campaigns, polling stations and other matters deemed relevant, provided that there is no conflict with the Act, the Letters Patent or by-laws of the Association.
- 37.6 Every referendum or general election by the Association's members shall require a Chief Returning Officer who shall be a McGill Law Faculty student, preferably but not necessarily recommended by the McGill Law Faculty.
- 37.7 Every general election by the Association's members shall require a Chief Returning Officer who shall be a McGill Law Faculty student, preferably but not necessarily recommended by the McGill Law Faculty.

ARTICLE 38 - FINANCIAL REVIEW COMMITTEE

- 38.1 The membership of the Financial Review Committee shall consist of *the* Treasurer (who will always be an ex-officio member of such a committee) and such other persons as the Board of Directors will appoint, provided that the majority of the committee members are not also members of the Board of Directors.
- 38.2 The membership of the Financial Review Committee shall consist of *the Vice-President Financial Affairs/Treasurer* (who will always be an ex-officio member of such a committee) and such other persons as the Board of Directors will appoint, provided that the majority of the committee members are not also members of the Board of Directors.
- 38.3 The Financial Review Committee shall be responsible for ensuring that the monthly financial statements prepared by the Treasurer accurately reflect the financial situation of the Association. It shall also safeguard the Association against abuses of power or privileges which may affect the Association's financial situation.
- 38.4 The Financial Review Committee shall have access to all of the Association's financial records.
- 38.5 The Financial Review Committee shall provide a monthly written report of its activities to the Board of Directors.
- 38.6 The Financial Review Committee shall submit to the Board of Directors any recommendation it deems necessary to improve the financial situation of the Association or its internal



controls and procedures.

ARTICLE 39 - COMPUTER LAB COMMITTEE

- 39.1 If the Board of Directors decides to create an ad hoc committee for the administration of the computer lab, it shall consist of at least three (3) members who shall elect from among themselves a committee chairperson.
- 39.2 The Computer Lab Committee shall submit to each regular meeting of the Board of Directors a report on all matters with which it has dealt since the previous regular Board meeting.

ARTICLE 40 - CONTINUING EDUCATION ADVANCEMENT COMMITTEE

- 40.1 The Board of Directors may create an ad hoc committee which shall work on behalf of the Association's members by pursuing the advancement of the academic environment at McGill University for continuing education students, it shall consist of at least three (3) members: the Vice-President Academic Affairs/Senator-1, as Committee Chairman, and two (2) or more directors to be chosen by the Board of directors, preferably Senators.
- 40.2 If the Board of Directors decides to create that ad hoc Committee, the Committee shall submit to each regular meeting of the Board of Directors a report on all matters with which it has dealt since the previous regular Board meeting.

ARTICLE 41 - THE PUBLICATIONS COMMITTEE

- 41.1 If the Board of directors decides to create an ad hoc committee for the purpose mentioned in sub-section 41.2, it shall consist of at least three (3) members who shall elect from among themselves, a committee chairperson.
- 41.2 The Board of Directors may create an ad hoc committee for the purpose mentioned in sub-section 41.2, which shall consist of at least three (3) members: the Vice-President External Affairs/Communication, as Committee Chairman, and two (2) or more directors to be chosen by the Board of directors;
- 41.3 The purpose for the creation of the Publications Committee is to administer or supervise, or both, all periodic publications of MACES.
- 41.4 The Publications Committee shall submit to each regular meeting of the Board of Directors a report on all matters with which it has dealt since the previous regular Board meeting.

CHAPTER VIII- GENERAL ASSEMBLIES

ARTICLE 42 - ANNUAL GENERAL ASSEMBLY

- 42.1 The Annual General Assembly of the Association's members shall be held at least once during each fall and winter semester (between September 15 and November 30) or spring and summer semester of each year (between January 15 and March 30) on a date to be determined by resolution of the Board of Directors.
- 42.2 General Assembly shall be called by a notice sent by regular mail or electronic mail and published in MACES newspaper or a McGill newspaper. It also may be called by any



other electronic means capable of being read and printed, to the last known address of the members.

42.3 For the most parts, the legislative power of a General Assembly is equal to that of the Board of Directors.

ARTICLE 43 - SPECIAL GENERAL ASSEMBLY

43.1 The Board of Directors may convene a Special General Assembly of the Association's members whenever it deems it to be appropriate.

43.2 Unless otherwise provided in the by-laws, upon the receipt by the Secretary or the Board of Directors of a requisition in writing signed by at least five percent (5%) of the Association's members setting out the objects of the proposed Assembly, the Board of Directors shall immediately convene a Special General Assembly for the transaction of the business mentioned in the requisition.

ARTICLE 44 - DATE, LOCATION AND AGENDA

44.1 The notice of the meeting shall specify the date, time, location and the agenda of such meeting.

ARTICLE 45 – NOTICE AND PROCEDURE

45.1 **Notice:** Every Annual General Assembly or Special General Assembly shall be properly called by electronic and/or regular mail, and/or published in MACES newspaper or a McGill newspaper within no less than fourteen (14) clear days prior to the date set for the meeting by the Board of Directors

45.2 **Procedure:** An Annual General Assembly or Special General Assembly shall be conducted according to Robert's Rules of Order, subject to any special rules of procedure adopted by at least 2/3 of the Board of Directors.

ARTICLE 46 - REPRESENTATION

46.1 A proxy does not represent a member at a General Assembly and/or a Special General Assembly.

46.2 All members in satisfactory standing, as determined by McGill University, shall be eligible to vote at any General Assembly or Special General Assembly.

ARTICLE 47 - QUORUM

47.1 The quorum for a regular General Assembly shall be 80 (eighty) members of the Association. The Board of Directors or MACES employees shall not be counted towards the quorum at the General Assembly.

47.2 If a quorum is not reached at any given General Assembly or Special General Assembly, those members present shall have the power to adjourn the assembly until the quorum is reached.



ARTICLE 48 - PRESIDENT AND SECRETARY

- 48.1 The President and the VP Internal Affairs/Secretary of the Association automatically act as the chairman and the secretary, as the case may be, of every Assembly. In the case of the absence of one or the other, or if he/she does not desire to fulfill the function, another member of the Association is elected to hold such a position for the purpose of a particular Assembly.
- 48.2 For greater certainty, it is declared that no participation of a Chief Returning Officer shall be required to elect a chairman or secretary of any Assembly.

ARTICLE 49 - REFERENDUM

- 49.1 MACES members participate in direct democracy by voting online in a referendum, held once per semester (early November and early March). Referendums can be either student-initiated or Board of Directors-initiated.
- 49.1.1 The President and/or Vice-President Internal Affairs/Secretary shall appoint a member of the MACES Board of Directors to formulate the referendum question.
- 49.2 The question must get the approval of at least fifty percent (50%) of MACES Board of Directors before it can be put on the ballot.
- 49.2.1 It is the responsibility of the MACES Board of Directors to get the necessary approval on the format of any referendum question from the respective departments at McGill University.
- 49.2.2 The formulation of referendum questions requires a single choice between “YES”, “NO” or “ABSTAIN” to a question; or allows the ranking of a multiplicity of options determined.
- 49.3 The voting for any referendum question shall take place by electronic balloting, using a third-party managed system as approved by the Board of Directors.
- 49.3.1 It is the responsibility of the MACES COO to appoint a Chief Returning Officer (CRO) who will communicate the question to the membership. The CRO can be a member of the MACES, however in that case shall have no voting rights.
- 49.3.2 When electronic balloting is used, the CRO must send an email to the MACES membership containing instructions on how to vote with a link to the online voting system. The CRO must do this within 24 hours of the opening of the polls. The CRO must also send at least two emails to eligible members who have not yet voted during the voting period. These emails must be sent between 5:00am and 10:00am.
- 49.3.3 For any given referendum, the CRO shall communicate the question to the membership by electronic mail at least 10 calendar days prior to the referendum date and to ensure publishing the question in the MACES newsletter and/or McGill newsletter and on the MACES website.
- 49.4 Exceptionally, a referendum may take place by paper ballot, occurring at staffed polling stations. Such an election may only take place following a request by at least 2/3 of the



Board of Directors and/or at least 2/3 of MACES Council.

49.5 The voting period for a referendum must be at least fourteen (14) consecutive days, which may not include a statutory holiday.

49.5.1 Proxy voting shall not be permitted.

49.5.2 Votes must be voluntarily cast; it shall not be permitted to intimidate, coerce, or otherwise force a regular member to cast a vote.

49.5.3 Mail-in paper balloting shall not be permitted.

49.6 In the case of either electronic or paper balloting, ballots must be secret, and protected by security measures adequate to ensure the privacy and fidelity of the voting system.

49.7 Any MACES member may collect at least 100 signatures in order to have a referendum question placed on the ballot. Should the question get the approval of at least one MACES Board of Directors member, the question will be placed on the ballot at the next referendum period.

49.8 The quorum for a referendum shall be five (5) percent of the membership.

49.8.1 Should a referendum not meet quorum, then the result shall be nullified, and results shall not be made public.

49.8.2 Referendum questions may be consultative or binding. A consultative referendum questions shall not bind MACES, but may be used to aid MACES in acting in a manner consistent with the will of its members. Binding referendum questions may only modify or levy fees.

49.8.3 Referendum questions that violate governing documents, or the law, are deemed out of order, and invalidated according to procedures set out in governing documents.

49.9 A defeated referendum question shall not be reintroduced for a period of at least three (3) months, provided that the referendum was valid pursuant to the MACES by-law or any other governing documents.

ARTICLE 50 - FUNCTIONS OF THE ANNUAL GENERAL ASSEMBLY

50.1 The functions of the Annual General Assembly are:

50.1.1 To receive copies of the financial statements and the auditors' report;

50.1.2 To determine the different orientations and priorities of the Association; and

50.1.3 To deal with such other matters as are lawfully presented to the Assembly

50.1.4 To vote on changes and non-electronic referendum questions submitted to the members and requiring paper balloting.



CHAPTER IX- BOARD OF DIRECTORS MEETINGS

ARTICLE 51 - DATE, LOCATION AND AGENDA

- 51.1 The Board of Directors shall meet weekly unless there are no sufficient items on the agenda to warrant a meeting.
- 51.2 A schedule of regular meetings is to be drawn up by the Board of Directors.
- 51.3 All Board of Directors' meetings shall be open to the Association's members, unless the Board of Directors decides otherwise.

ARTICLE 52 - NOTICE

- 52.1 The Vice-President Internal Affairs/Secretary, upon instructions from the President, calls a meeting by notifying each Director, verbally or by a written notice, at least five (5) days before the scheduled date, unless the meetings have been scheduled in advance in accordance with Article 52 and then, there shall be no need for such notice.
- 52.2 A Special Board of Directors' meeting may be called upon a one (1) day prior verbal notice.

ARTICLE 53 - REPRESENTATION

- 53.1 A Director cannot be represented by someone else at the meeting, and cannot vote by proxy.

ARTICLE 54 - QUORUM

- 54.1 The quorum for the Board of Directors' meetings is fifty percent (50%) plus one (1) of all the Directors.
- 54.2 Such quorum must exist throughout the meeting.

ARTICLE 55 - PRESIDENT AND VICE-PRESIDENT INTERNAL AFFAIRS/SECRETARY

- 55.1 The President and the Vice-President Internal Affairs/Secretary of the Association automatically act as the chairman and the secretary of the meeting. In the case of the absence of one or the other, or if he does not desire to fulfill this function, the Vice-President Internal Affairs/Secretary shall hold the position of the chairperson and another Director shall be elected to hold the position of the secretary of the meeting.

ARTICLE 56 - PROCEDURE

- 56.1 The Board of Directors' meetings shall be conducted according to Robert's Rules of Order.

ARTICLE 57 - VOTE

- 57.1 The vote is taken by a show of hands unless a Director passes a motion requiring a secret ballot or a roll call.
- 57.2 The Chairman of the Meeting may not vote unless there is a tie and then he is given the deciding vote.

ARTICLE 58 - BOARD OF DIRECTOR FUNCTIONS

- 58.1 The Board of Directors administers the affairs of the Association.
- 58.2 Without derogating from the generality of sub-section 58.1, the Board of Directors may:
- 58.2.1 Hire, discipline, supervise and fire any employee;
 - 58.2.2 Supervise all representatives of the Association appointed by the Board of Directors to a university committee or any other organization with which the Association is affiliated;
 - 58.2.3 Decide to affiliate or disaffiliate the Association from any organization;
 - 58.2.4 Effect all appointments, renewals of appointment, nominations and removals of the Association's representatives on McGill committees and/or external committees.
- 58.3 The Board of Directors is obliged to see to the good administration of the Association in all possible respects;
- 58.4 The Board of Directors is obliged to see to the fulfillment of all mandates given by the General Assembly.
- 58.5 The Board of Directors shall not affiliate the Association with any organization whose primary objectives are political or religious.

CHAPTER X - FINAL PROVISIONS

ARTICLE 59 - LANGUAGES

- 59.1 All members of the Association may conduct their business with the Association in either of the official languages of Canada.

ARTICLE 60 - HEADINGS

- 60.1 The headings of the chapters, articles, or subsections of these or any other by-laws of the Association are for reference purposes only and do not bear on the interpretation of the provisions to which they relate.

ARTICLE 61 - GENDER AND NUMBER

- 61.1 Without discrimination and for the sole purpose of simplifying the text of these by-laws, the masculine includes the feminine, and vice versa.
- 61.2 In these by-laws, whenever appropriate, words importing the singular include the plural, and vice versa.

ARTICLE 62 - LANGUAGE OF BY-LAWS

- 62.1 Upon a resolution of a General Assembly of members, the Board of Directors shall make all its by-laws available in both official languages of Canada.
- 62.2 If the meaning of the English and French text of these or any other by-laws conflict, the



English text shall prevail.

ARTICLE 63 - SUPERSEDING CLAUSE

63.1 The present by-laws repeal and replace the previous Constitution and the "MACES' By-laws" as well as all other by-laws which are incompatible with the present by-laws.

ARTICLE 64 - PER DIEM FOR ATTENDANCE

64.1 For each attendance to a meeting of an official Committee of the University or of an official Committee determined as such by the Board of Directors, each qualified or designed member of the Association effectively present at the meeting, who is not already director or officer, shall receive a per diem or an allowance of 40.00 \$ for its attendance, under the following reservation.

64.2 Notwithstanding the above provision, excluding meeting of Board of directors, of Senate and Board of Governors, taking in consideration the provisions 21.1.1, 21.1.2, 21.2.1 and 21.2.2 of the present By-law, the Board of directors may establish by a resolution that a director or an officer shall receive a per diem or an allowance of 40.00 \$ for its attendance at a meeting of an official Committee of the University or of an official Committee determined as such, by the Board of Directors provided that the committee attendance has not been assigned to the director as part of his duty, and the conditions to apply for a per diem or an allowance for attendance for such meeting.

ARTICLE 65 - COUNCIL

65.0 A call for applications to sit on the MACES council will be distributed to the membership on the first day of the fall term.

65.0.1 An independent and impartial third party, such as a 3-person selection committee made up of School of Continuing Studies senior staff employees, shall choose members of council.

65.1 Members of Council shall represent students from various Continuing Education programs.

65.2 Council shall not have more than two representatives from one program.

65.3 MACES shall endeavor to constitute and maintain a council of advisors with a number of a minimum of 7 members and a maximum of 11 members, including a Council Coordinator designated by Council.

65.4 The Council Coordinator shall act as the primary channel of communication with the Board.

The Coordinator shall:

- Relay any communication between the Board and members of Council.
- Formally request, with the approval of and on behalf of Council, any verification of the undertakings, projects or activities performed by a Board member.



- 65.5 Council serves to keep the Board on track in terms of its strategic goals and progress throughout the academic year. Council performs an oversight function for the Association. Council assures membership that the Board is working efficiently and in the best interests of membership.
- 65.6 Council members are appointed for a 12-month period from September 15 to September 14 of the following year and shall meet at least once per term to discuss any issues regarding the association or student concerns.
- 65.6.1 Council members cannot accumulate more than two (2) consecutive mandates.
- 65.7 Council members shall be paid \$500 per 12-month period.
- 65.8 Council honoraria is to be paid in three (3) equal installments according to the following payment schedule:
- I. January 15: For the period of September 15 to January 14
 - II. May 15: For the period of January 15 to May 14
 - III. September 15: For the period of May 15 to September 14
- 65.9 The council members shall have at least a meeting per term with the association executive board.
- 65.10 During such meetings, the president of the association and each member of the executives shall make a presentation of their activity during the term, as well as outline their plan for the remainder of their term. The president of the association shall inform the council of the association's activity and describe the strategy and accomplishments of the association.
- 65.11 The council shall receive a periodic report on what members of the Board have done related to their duties. These reports will resemble in every respect the Transparency Reporting of Article 24.6.
- 65.11.1 Council will be required to submit a term report, for publication to the membership, regarding the proceedings of the various meetings and decisions conducted over the period.
- 65.12 From time to time, council may be required to give advice upon request of the Board.
- 65.13 In case of failure of the President, or of any individual member of the Executive Board, to present a positive report to the council, members of the council shall:
- Confer among themselves at a special meeting held for such purpose, the proper means to reconcile the failure in the most efficient, equitable and considerate manner.
 - Barring a resolution at this meeting, or if the failure is deemed to warrant further review, council can decide by a $\frac{2}{3}$ majority, to convene a Special General Assembly in which the membership would vote on the appropriate course of action.



65.14 Members of Council must always act with honesty, integrity, impartiality and independence with regards to the duties bestowed upon them in Article 65.