



FCSS
FESC

ANNUAL
GENERAL
MEETING

2020-2021

CONCERNING THE MEETING

Notice of Meeting

To all to whom these presents shall come, greeting:

The regular Annual General Meeting (Meeting of Members) of the Federation of Canadian Secondary Students / Fédération des élèves du secondaire au Canada (FCSS- FESC) will be held remotely through a teleconferencing service on Saturday, June 5, 2021, at 13:00 EDT.

Répondez s'il vous plaît

All Members of the FCSS-FESC must RSVP by Saturday, May 29, 2021. Members who cannot attend must still complete the form.

Non-Members who wish to attend the Annual General Meeting are also required to RSVP.

Agenda

Call to Order

Recognition of Indigenous Territory

Opening Remarks, Board of Directors

Reports of Departments (5 minutes pr.)

Executive Affairs Report (L. Nayvelt)

Communications Report (B. Yu)

Finances Report (B. Goloubov)

Operations Report (I. Yu)

Reports of Working Groups (3 minutes pr.)

Achieve, Inspire, Motivate (AIM; J. Zhang)

Affaires francophones (A. Wambo Becker)

Canadian Charter of Learners Rights (CCLR; K. Baybayon)

Elevate (U. Chui)

Equity (H. Naim)

Governance (R. George)

Project Demystify (A. Pace)

New Business

- f3 M21-01. Motion to Amend the Governing By-laws of the Federation
- f4 M21-02. Motion to Set Membership Dues for the 2021-2022 Operational Year (FY 2021)
- f5 M21-03. Motion to Ratify Composition of the Board of Directors for the 2021-2022 Operational Year (FY 2021)
- f6 M21-04. Motion to Remove Anjana Balachandran from the Board of Directors

Advisory Election

- f7 Introduction
- f8 Candidate E21-01, E21-02
- f9 Candidate E21-03, E21-04
- f10 Candidate E21-05
- f11 Candidate E21-06, E21-07
- f12 Candidate E21-08
- f13 Candidate E21-09

Year Debrief

Generative Discussions: Programs, Organizational Culture, Direction

Adjournment

NEW BUSINESS

M21-01. Motion to Amend the Governing By-laws of the Federation

Whereas, the Governing By-laws are the highest authority for the management and business affairs of the Federation;

Whereas, the Governing By-laws currently contain rules that are out of step with current practice; and

Whereas, the Governance Review Working Group has reviewed and approved the proposed amendments to the Governing By-laws.

Be it resolved that, the Class A Members of the Federation for the 2020-2021 Operational Year approve the amendments to the Governing By-laws presented in Annex 1 and adopt the Governing By-laws presented therein.

Moved by:

Lina Nayvelt, Executive Director

M21-02. Motion to Set Membership Dues for the 2021-2022 Operational Year (FY 2021)

Whereas, Article VIII s 3.1 of the Governing By-laws specify that:

Each Class A Member of the Federation shall be required to submit payment of a Membership Due in such an amount as is determined either by a vote of the preceding year's Members or by a Resolution of the Board of Directors in consultation with the Executive Director and the College of Chief Officers.

Whereas, it is established precedent within the Federation that the outgoing Membership be permitted to set the Membership Dues for the forthcoming Operational Year as it is more democratic than being set by the Board of Directors;

Whereas, Membership Dues help to fund the operations of the Federation and encourage Members to remain involved with the work of the Federation throughout the duration of their terms;

Whereas, the Federation would encounter funding deficits in the absence of a mandated Membership Due;

Whereas, the Membership Dues for the 2020-2021 Operational Year (FY 2020) were set at C\$30.00 for the entire Operational Year or C\$15.00 per semester;

Whereas, the Federation has offered and will continue to offer waivers of Membership Dues for all Members that would not otherwise be able to participate in the work of the Federation under *Policy 5001 - Reimbursement of Expenses*; and

Whereas, Membership Dues are tax deductible by Members or their guardians.

Be it resolved that, the Class A Members of the Federation for the 2020-2021 Operational Year set Membership Dues for the 2021-2022 Operational Year (FY 2021) at C\$30.00 per year or C\$15.00 per semester for all Class A Members except as allowed under *Policy 5001*.

Moved by:

Lina Nayvelt, Executive Director

M21-03. Motion to Ratify Composition of the Board of Directors for the 2021-2022 Operational Year (FY 2021)

Whereas, Article X s 2.1 of the Governing By-laws specify that:

“... [A]ll Class A Members and Class B Members may propose individuals, over the legal age of majority, who they believe would help to fulfil the mission of the Federation.”

Whereas, Article X s 2.2 of the Governing By-laws specify that:

“Each elected Director shall have a term not exceeding one year after the date of election, subject to re-proposition and election.”

Whereas, Article VII s 4.1 of the Governing By-laws specify that:

“Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.”

Be it resolved that, the Class A Members of the Federation for the 2020-2021 Operational Year ratify the composition of the Federation’s Board of Directors with all privileges, powers, authorities, responsibilities, and obligations stipulated in the Governing By-laws, the *Canada Not-for-profit Corporations Act*, and the *Income Tax Act* as below:

To the position of Chairperson	Roman Ebadi
To the position of Vice-Chairperson	Husayn Jamal
To the position of Director (1)	Samantha V. Chai
To the position of Director (2)	Alisha Mullay
To the position of Director (3)	Nivetha Govindaraju
To the position of Director (4)	Xiaofan (Cara) Mu
To the position of Director (5)	Irvine Saika Pacouloute
To the position of Director (6)	D’Juan I. Callaghan
To the position of Director (7)	Lina Nayvelt
To the position of Director (8)	Ivan Yu

Be it resolved, that the terms of all aforementioned Directors begin at 9:00 AM EST on 25 December 2021 and end on 24 December 2022; and

Be it resolved, that the Board of Directors be empowered to fill any vacancies that may arise during the above described term.

Moved by,
Lina Nayvelt, Executive Director

M21-04. Motion to Remove Anjana Balachandran from the Board of Directors

Whereas, Article X s 2.3.1 of the Governing By-laws allow the Class A Members of the Federation to remove a Director in accordance with s 130(1) of the *Canada Not-for-profit Corporations Act*; and

Whereas, the Board of Directors recommends the removal of Anjana Balachandran from the Board of Directors.

Be it resolved that, the Class A Members of the 2020-2021 Operational Year resolve to remove Anjana Balachandran from the Federation's Board of Directors effective immediately.

Moved by:

Lina Nayvelt, Executive Director

ADVISORY ELECTION

Introduction

In accordance with Article V s 2.1.5 of the Governing By-laws, the position of Executive Director for the 2021-2022 Operational Year is subject to an advisory election via secret ballot with the written candidate statements being distributed to Members, and only Members being entitled to cast one (1) ballot for the individual who they believe would be the best candidate to lead the Federation in its most senior operational role.

Prior to the distribution of ballots, the incumbent Executive Director or the current Board Chairperson shall read aloud the Regulations of Elections and Referenda.

Members will then be given an opportunity to read the anonymous candidate statements on the subsequent pages before casting their ballot. The candidate statements were written in response to the following question:

In under 250 words, tell us your vision for the FCSS-FESC as a whole including what you would add, change, or do differently.

Candidate E21-01

As a young student constantly dealing with worrying about my education and my future, I understand the importance of having a supportive environment and having a say in my education. What the federation of Canadian secondary students is doing is some very positive and empowering work and there's no doubt that it has already started to and will continue to impact the next generations. To ensure our bright and young secondary students become powerful stakeholders in their education, it is essential that their voices, thoughts, and ideas are heard to make much-needed changes that will impact them in a positive way and create empowering results.

To further the already amazing work being done at the FCSS-FESC, I would apply a more modern and efficient approach to problems we as students face in our education system. The world is constantly evolving and technology is playing a vital role in our advancements. This isn't necessarily a bad thing and we can use this technology and advancements in order to move our cause forward and empower the students of this generation. The FCSS-FESC presence on social media is already very impactful, but I want to take it a step further. Increase our presence and involvement with youth will bring us more participation and more attention to this cause. For instance, we don't currently have a presence on TikTok, a very active social media platform for our generation. We can use Tik Tok to create insightful and informative short videos to answer questions that I know many youths have such as, why mental health is important at this young age? We could also spread empowering messages and even hold dance contests to spread a bit of love and laughter.

This is only one of the many ideas I will be able to bring to the FCSS-FESC if I am chosen to occupy the position of Executive Director. I am positive that if I am chosen we'll all be able to work together to create empowering change for everyone. Thank you for your consideration.

Candidate E21-02

1. PROMOTION: After attending the AIM Conference and the Mental Health conference, I noticed that there were not many attendants. Therefore, the first thing I want to do is to input heavily on promotion in a wise way. First, I would like to build close partnerships with other youth-led organizations and qualified charities beyond reposting our Instagram posts on their stories. I believe it will be much more effective if they can post posts about FCSS-FESC like if it is their own content on their social media account. To achieve this, we can negotiate with other organizations and sponsor some of them if it is necessary. Second, to promote wisely, I would like to make the contents of our conferences more relevant to high school students and add some creativity when advertising. For example, during the Mental health conference, the speakers talked a lot about their visions of changing the world. We can modify just a little to make a big change. For example, one speaker talks about how she finds doing meditation help her calm down and release stress. Maybe we can invite the speaker to lead participants to do a 10-minute meditation with her to

release stress from school. In this way, we can advertise the Mental Health Conference with a creative activity that helps busy high school students relax.

2. EXPAND: To resonate with my first plan, I would like to increase FCSS-FESC's popularity and fame through expansion. I foresee having sub-chapter in schools and communities like what DECA and HOSA are doing as an opportunity for our organization to grow. In this way, we can connect directly with high school students and advocate their voices more effectively. Some potential benefits include: have first-hand information about challenges and inequalities high school students face, organize more activities and conferences in schools and communities, and let more students know that FCSS-FESC is there to help them!

Candidate E21-03

Students are the backbone of the education system, yet their voices are the most silenced when it comes to issues and matters that will directly impact them. FCSS-FESC is amazing for what it does as a charity, and I hope that the ideas I bring to the table will offer better development of the organization and serve as a means to improve. I pitch the idea of starting a workshop or event with the purpose of educating youth stakeholders about the legalities and issues surrounding the education system. At the end, an anonymous session can be held in which students themselves advocate for how they would like to see change in the system. This could be held through an online form or a virtual discussion, but gathering the thoughts and ideas of today's youth on how they think our education system should improve would be highly beneficial. Youth would feel heard and that their voices do have power within a world that is led by people who continue to silence us. This event would take place online to reach a larger audience and be more accessible. How this event would be structured would go as per the following, (rough outline): This event will begin with a teaching session where students are taught about some laws and regulations that surround our education, and other problems that are within our education. Any information that we would like to convey to students about their education or rights can be said in this segment of the event. It would also be very valuable if renowned speakers could also teach students about topics that they are familiar with. Now, the very final portion of the event is where we will get students advice and input, where they will have the opportunity to anonymously provide ideas as to what changes they would like to see in the educational system. The aim of this event will be to gather student input while simultaneously educating them through a fun and interactive event, (prizes or awards can also be something to consider).

Candidate E21-04

First and foremost, I want to ensure that the FCSS-FESC continues to stay true to its founding values and remains a strong voice for students at the local, provincial and national level. I hope to lead the organization to work alongside other stakeholder groups such as local school boards and their respective student senates to ensure that the interests of students are front and centre when it comes to decisions about our educational system.

COVID-19 has presented students with a unique set of challenges but I believe that the FCSS-FESC is well-positioned to help students weather this storm. Our national reach and experienced team of student leaders puts us in a strong position to offer quality programming and supports to students across Canada. Our four thematic programs: AIM, CCLR, Elevate and Project Demystify have all positively impacted thousands of Canadian high school students in the last year alone and I believe that all four have tremendous potential to expand and reach even more students.

At the same time, I believe that if we want to offer programming relevant to all Canadian students, we need to expand beyond Ontario and focus our efforts on recruiting more executives from Quebec, British Columbia, the Prairies, Atlantic Canada and Canada's north. Student volunteers are integral to the success of the FCSS-FESC, which is why I hope to increase professional development opportunities for executives and ensure that students are able to make the most out of their time working with our organization.

Lastly, but certainly not least, to ensure our long-term sustainability in an era of change, I believe that it is imperative for the FCSS-FESC to aggressively pursue funding opportunities through government grants and foundations with the ultimate goal of phasing out membership dues sometime in the near future if it becomes feasible.

It has been a privilege to serve as an FCSS-FESC executive and I eagerly look forward to what the future will hold.

Candidate E21-05

Overall my vision for the FCSS-FESC is to become a widespread organization, empowering students across Canada, ensuring that we have diversity and equity within our education, rich personal/professional development while advocating for greater public school education. If granted this opportunity, what I hope to add, is implementing more small workshops and programs, where students can learn more about "the real world". What this means is that within secondary school, I feel like we as students are not given the opportunity to experience the real world, until we are actually in it. Many students, therefore, lack knowledge about taxes, managing finances, jobs and much more. I feel that if we can introduce a series of small workshops, where we teach students about the aspects of the real world, we can really help smooth the transition from high school, to living within the world. If this is not possible, another method could be to add a section for this within another workshop. Another one of my main goals that I will strive to achieve is increasing student engagement through social media. During these difficult times, many students resort to social media to engage and connect with others, and I feel that with my help I can improve engagement in our various programs, therefore, allowing us to empower more students to become active roles in their education. Some steps I will take as a leader to reach this goal include having members regularly share posts and information about our organization to their friends and family. Furthermore, providing incentives for people to participate in programs,

through giveaways, will also be key in helping expand our organization. Overall, I have many innovative ideas that will work towards my vision for FCSS-FESC. Additionally, I feel that as the Executive Director, I can also introduce some smaller ideas that will help members work together better, gain valuable learning experiences and play active roles in our education.

Candidate E21-06

My vision for the FCSS-FESC is to strive for an education where students can reach their fullest potential without any barriers that students usually experience. I aspire to continue advocating for all Canadian students and to adapt to the issues we continuously face from year to year.

To start, I always consider representation within organizations because we must show inclusion towards the minority groups within our society. We need to implement a special focus on Indigenous students, 2SLGBTQ+ students and Black students who continue to be underrepresented within our organization. The FCSS-FESC has done an exemplary job of fighting for proper representation internally but I know we can push it even further through research and effective outreach.

I aspire to create opportunities for students to partake in, especially on the educational aspect of things. Starting, we need to be creating more workshops for students with topics that directly affect them, such as sexual assault prevention, combatting racism and understanding consent. Continuing, I want to create subcommittees within the organization for the different marginalized groups within Canada, so that they may advocate and fight for their educational rights as a stronger unit, including and not limited to the Black, Indigenous, and 2SLGBTQ+ communities.

Furthermore, I want to implement a survey at the beginning of the year to ask students what issues, that we, as an organization should focus on. Once we gather the responses, we can create a report focusing on 5 specific pillars, which the FCSS-FESC will tackle and will run through all our programs.

My vision for the FCSS-FESC is solely based on student success and student equity. which is the drive behind my initiatives. My promise is to always be transparent and to tackle student issues head-on. As Nelson Mandela once said, "Education is the most powerful weapon which you can use to change the world," and it's time we show that.

Candidate E21-07

My vision for FCSS-FESC for 2021-2022 is to focus on mental health and the post-COVID transition. With the COVID-19 pandemic relentlessly continuing, more businesses are closing down, families are struggling, and the fear of losing a loved one is becoming a harsh reality that everyone is forced to swallow. Especially for young adolescents in Canada, mental health, something that is often overlooked due to the stigma around it, is at an all time low due to isolation and challenges like online school that many are facing at the moment. As the Executive

Director, I wish to work alongside other organizations and various school boards around Canada to make mental health a priority. I want to hold workshops on how to notice warning signs of mental health, how to deal with perfectionism and other topics similar to that. Essentially, I want to create a community where FCSS-FESC is there for all students. Secondly, I want to put a focus on the transition for post-COVID. I understand that many of us did not have the high school experience we wanted. I myself only spent 1 full year in school and I cannot begin to imagine how Grade 9 and 10 students feel. I hope to create a new initiative focussed on helping students with this transition, assuming that the pandemic would be over by 2022. This would encompass public speaking, networking, how to study efficiently and other very important skills that many of us have forgotten or may have never gotten the chance to try due to online learning. Lastly, I would like to focus on expansion. I am not quite sure about how big of an impact FCSS-FESC has on the smaller provinces and territories of Canada, so I would really like to expand our outreach to them as I believe students in these areas are usually underrepresented and never given a platform to voice their opinions to other students in Canada. I simply want all students' voices to be heard and I strongly believe that it is only together that we will get through these circumstances.

Candidate E21-08

What started as a grassroots student advocacy movement has grown into one of the largest youth-run charities in the country. Despite this accomplishment, the Federation needs to undergo yet another transformation to continue to serve its mandate.

CCLR

To advocate for its implementation, I suggest the following steps:

- 1) Secure partnerships with schools from varying backgrounds (socioeconomic, academic) to test the CCLR within the boundaries of their institution.
- 2) CCLR members will then author an in-depth case study report using data collected from each institution to support the CCLR.
- 3) Armed with data-backed arguments, we will seek further support through press conferences and presentations at relevant policy consultation conferences.

Project Demystify & Student Blog

I propose that we combine the two into an online student life magazine that contains the best of both. This publication would become a premier (and sole) source of information on secondary student life across Canada. It could have op-ed's, research reports, and external engagement opportunities such as contests.

Elevate

To elevate its impact, I would like to partner with CAMH to create a digital modular version of the Elevate guide to be posted on their website as an official resource and shared with schools and students.

Research & Development Working Group (RDWG)

Composed of project managers, college, and voluntary members, the newly formed RDWG will identify research topics relevant to the work of each thematic program to author and publish reports in support of our thematic programs.

Internal Affairs

I intend to schedule individual meetings with each member at the start of their term to understand their goals and expectations and determine how the Federation can fulfill them. I would also like to encourage managers to guide members to create a task list of general action items they expect to complete throughout their term to foster accountability.

Candidate E21-09

FCSS-FESC is an outstanding federation which guides, supports and advocates for high school students across Canada, but this federation is unknown to many high school students and staff who could use the programs, resources and the support system the FCSS-FESC strives to offer. As Executive Director, I hope to make our federation well-known to high schools across Canada through public relations techniques and by contacting student councils and/or school administration to introduce them to the federation so they can further direct students and staff at their high school to our website or other means of contact. By doing so, I ultimately hope to increase the accessibility of our resources and programs. Furthermore, I want to introduce new resources and panel ideas that support FCSS-FESC's mission. I would like to introduce an innovation panel where individuals who have an innovative project, creation, study or research being done at the moment to come to a panel and introduce their innovation to high school students. By having this panel, we can encourage high school students to think outside of the box, enlighten and inspire them to create their own innovation or club/initiative. Also, we can provide resources to support those who plan to begin a new club/initiative or for those seeking shadowing, job and/or research opportunities. Also, I want to introduce a resource which includes a list of small businesses in Canada which were created by high school students. During the pandemic, the idea of shopping local is highly emphasized, so by providing this resource, we would allow small businesses and young entrepreneurs to be recognized in our community as well. Lastly, we should continue FCSS-FESC programs throughout the pandemic in order to continue supporting Canadian youth and expand our guest speakers to individuals who are currently representing colleges, apprenticeships, the workplace, and skill trades in order to cater to multiple post-secondary pathways.

GOVERNING BY-LAWS

of the
Federation of Canadian Secondary Students
Fédération des élèves du secondaire au Canada

Adopted December 24, 2014

Amended December 6, 2016

Amended June 6, 2017

Amended June 9, 2018

Amended June 13, 2020

[Amended June 5, 2021](#)

~~Authors: Husayn Jamal, Zeus Eden, Sancho Angulo~~

Table of Contents

If using a PDF Reader, sections in the Table of Contents can be clicked to go directly to the relevant page.

Table of Contents	2
Preamble	6
Definitions	6
ARTICLE I: Name	7
Section 1: Full Legal Name	7
Section 2: Abbreviation	7
ARTICLE II: Purpose and Mission	7
Section 1: Mission and Purpose	7
ARTICLE III: Affiliations	8
Section 1: Stance	8
Section 2: Participation in Activities	8
Section 3: Right to Affiliate	8
Section 4: Compelled Affiliation	8
Section 5: Fraudulent Affiliations	8
Section 6: Superlative Authority	8
ARTICLE IV: Ambassadors	9
Section 1: Applications and Appointment	9
Section 2: Status as Members	9
Section 3: Ambassador Compensation	9
Section 4: Term of Office	9
Section 5: Allocation and Quotas	10
Section 6: Termination	10
Section 7: Resignation	10
ARTICLE V: Provinces and Executive Teams	10
Section 1: Introduction	10
Section 2: Executive Director Application, Election, and Appointment	10
Section 3: Departments and Leadership	11
Section 4: Department of Finances	12
Section 5: Department of Communications	12
Section 6: Department of Operations	13
Section 7: Executive Compensation	14
Section 8: Appointment of Positions	14
Section 9: Executive Applications	14
Section 10: Extraordinary Appointment	14
Section 11: Term of Office	14

Section 12: Termination	15
Section 13: Resignation	15
ARTICLE VI: Committees and Working Groups	15
Section 1: Introduction	15
Section 2: Establishment and Recognition	16
Section 3: Committee Members	16
Section 4: Committee Chair	16
Section 5: Types of Committees	17
ARTICLE VII: Meetings of Members	17
Section 1: Notice of Members Meeting	17
Section 2: Members Calling a Members' Meeting	17
Section 3: Absentee Voting at Members' Meetings	18
Section 4: Proposals Nominating Directors at Annual Members' Meetings	18
Section 5: Cost of Publishing Proposals for Annual Members' Meetings	18
Section 6: Place of Members' Meeting	18
Section 7: Persons Entitled to be Present at Members' Meetings	18
Section 8: Chair of Members' Meetings	18
Section 9: Quorum at Members' Meetings	18
Section 10: Votes to Govern at Members' Meetings	19
Section 11: Participation by Electronic Means at Members' Meetings	19
Section 12: Members' Meeting Held Entirely by Electronic Means	19
Section 13: Meetings of Members Policies	19
Section 14: Meetings of Members Rules of Procedure	20
ARTICLE VIII: Membership	20
Section 1: Membership Conditions	20
Section 2: Membership Transferability	22
Section 3: Membership Dues	22
Section 4: Termination of Membership	22
Section 5: Effect of Termination of Membership	22
Section 6: Discipline of Members	23
ARTICLE IX: Advisors	23
Section 1. Appointment and Term of Office	23
Section 2. Structure and Function	23
ARTICLE X: Directors	24
Section 1: Number of Directors	24
Section 2: Term of Office of Directors	24
Section 3: Calling of Meetings of Board of Directors	24
Section 4: Notice of Meeting of Board of Directors	24
Section 5: Regular Meetings of the Board of Directors	25

Section 6: Votes to Govern at Meetings of the Board of Directors	25
Section 7: Committees of the Board of Directors	25
Section 8: Appointment of Officers	25
Section 9: Description of Offices	26
Section 10: Corporate Seal	26
ARTICLE XI: Vacancy and Notices	26
Section 1: Vacancy in Office	26
Section 2: Method of Giving Any Notice	27
ARTICLE XII: Regular Meetings	27
Section 1: Introduction	27
Section 2: Authority to Call Meetings	27
Section 3: Meeting Chair	28
Section 4: Meeting Duration	28
Section 5: Sub-Categories	28
ARTICLE XIII: Finances	28
Section 1: Financial Status of the Federation	28
Section 2: The Chief Financial Officer	29
Section 3: Management of Assets and Revenues Stream	29
Section 4: Operation and Continuity of the Federation	29
Section 5: Security of the Federation	29
Section 6: Maintenance of Dealings and Records	30
Section 7: Execution of Documents	30
Section 8: Financial Year	30
Section 9: Banking Arrangements	30
Section 10: Borrowing Powers	31
Section 11: Financial Statements	31
Section 12: Signing Officers	31
ARTICLE XIV: Events and Campaigns	32
Section 1: General Rights of Members/Executives of Federation	32
Section 2: Event Planning Committees	32
Section 3: Legal Requirements for Events and Campaigns	33
Section 4: Regional Events	33
ARTICLE XV: Omissions, Errors, and Disputes	33
Section 1: Invalidity of any Provisions of this By-law	33
Section 2: Omissions and Errors	33
Section 3: Mediation and Arbitration	33
Section 4: Dispute Resolution Mechanism	34
ARTICLE XVI: Accountability of Senior Officials	35

Section 1: Introduction	35
Section 2: Offences	35
Section 3: Impeachment Proceedings 1	35
Section 4: Impeachment Proceedings 2	35
Section 5: Appeal by Respondent	36
Section 6: Offences Against the Board of Directors	36
Section 7: Powers of the Board of Directors	36
Section 8: Final Notes	37
ARTICLE XVII: Accountability of Other Members	37
Section 1: Introduction	37
Section 2: Offences	37
Section 3: Jurisdiction	37
Section 4: Rights of the Board of Directors	37
Section 5: Impeachment Proceedings 1	38
Section 6: Appeal by Respondent	38
Section 7: Powers of the Board	38
ARTICLE XVIII: Policies	39
Section 1: Introduction	39
Section 2: Policy Propositions	39
Section 3: Departmental Exemption	39
Section 4: Exigent Circumstances	39
ARTICLE XIX: Amendments	39
Section 1: Introduction	39
Section 2: Editing Powers	40
Section 3: Amendments to the By-laws	40
Section 4: Passage of Amendments	40
ARTICLE XX: Respect of Bilingualism	40
Section 1: Introduction	40
Section 2: Employment and Proficiency	41
ARTICLE XXI: Notwithstanding Clause	41
Section 1: Powers of the College	41
Section 2: Powers of the Board of Directors	41
Section 3: Invalidation of Actions	42
ARTICLE XXII: By-laws and Effective Date	42
Section 1: By-laws and Effective Date	42
ARTICLE XXIII: Assent	42
Section 1: Protocol	42
Section 2: Official Copy	43

Preamble

In response to the expansion of the Federation of Canadian Secondary Students / Fédération des élèves du secondaire au Canada (“the Federation”), and the resulting expectations of the Executive Director and the College of Chief Officers, they conclude that By-laws are essential to both the orderly governance of the Federation, and to ensure the adherence of the Federation’s core values and beliefs.

The Authors, taking into account both the fundamental guiding principles of the Federation, and the ways with which the Federation plans to implement these principles, as it expands to reach more students, have written this document to support the free expansion of the Federation and to ensure orderly conduct in its business.

Definitions

- I. In these By-laws and all other By-laws of the Federation, unless the context otherwise requires:
 - i. “Act” means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.
 - ii. ~~“ambassadors” means the Class A Members of the Federation, which are responsible for aiding the work of the Federation in program and service development and delivery.~~
 - iii. “articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation Federation.
 - iv. “Bboard” means the Board of Directors of the Corporation Federation and “Director” means a member of the Bboard.
 - v. “Bby-law” means this Bby-law and any other Bby-law of the Corporation Federation as amended and which are, from time to time, in force and effect.
 - vi. ~~“College of Chief Officers” or “the “College”~~ means the College of Chief Officers of the Corporation composed of individuals at the head of the department of the Corporation Federation in a collective capacity (Executive Director, Chief Financial Officer, Chief Communications Officer, and Chief Operations Officer) and “Chief Officer” means a member of the College.
 - vii. “Corporation” or “Federation” means the legally registered corporation, the Federation of Canadian Secondary Students / Fédération des élèves du secondaire au Canada, with corporation number 913651-7 and charitable business number 818506784RR0001, unless otherwise noted.
 - viii. ~~“Executive Team”~~ means the Class A Members of the Corporation Federation, which is collectively responsible for the operation of the Federation.
 - ix. “meeting of members” includes an annual meeting of members or a special meeting of members; “special meeting of members” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members.
 - x. “ordinary resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution.

- xi. “proposal” means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act.
 - xii. ~~“Regular Meetings” are standard meetings within the Federation to conduct business within departments and are less formal than Meetings of Members.~~
 - xiii. “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
 - xiv. “special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
- II. In the interpretation of this Bby-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust, and unincorporated organization.
 - III. In the interpretation of this By-law, words in a capitalized sense (e.g., “the Federation”) shall mean the same as the non-capitalized version (e.g., “the federation”) unless otherwise noted.
 - IV. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these Bby-laws.
 - V. In the event of discrepancy or lack of clarity, the Board of Directors of the Corporation~~Federation~~ shall ~~determine~~be requested to intervene and render a judgement on the correct interpretation.

ARTICLE I: Name

Section 1: Full Legal Name

The full legal name of the Federation, as registered with the Government of Canada, shall be the Federation of Canadian Secondary Students / Fédération des élèves du secondaire au Canada.

Section 2: Abbreviation

The official abbreviation for the Federation and the name it will operate as shall be the “FCSS-FESC”.

ARTICLE II: Purpose and Mission

Section 1: Mission and Purpose

I. Mission

- i. The Federation is a student-led, charitable organization dedicated to expanding opportunities for students in the development, promotion, and enhancement of student leadership, voice and passion through a diverse range of programs, services, and initiatives.

II. Purpose

- i. To advance education by operating leadership and mentorship programs for secondary/CÉGEP students from across Canada to provide assistance with preparing for post-secondary education;~~;~~
- ii. To advance education by providing conferences, workshops, and seminars for secondary/CÉGEP students from across Canada on issues related to youth, such as identity-based discrimination and mental health issues; and~~;~~
- iii. To undertake activities ancillary and incidental to the attainment of the aforementioned charitable purposes.

- III. The College ~~of Chief Officers~~, with the advice and input of the Executive, is vested with the necessary authority, power, autonomy, and privileges to implement the programs, services, events, and initiatives to attain the Mission and Purpose described in Article II ~~ss. §§~~ 1.1 and 1.2.

ARTICLE III: Affiliations

Section 1: Stance

The Federation ~~hereby~~ affirms a non-partisan position in all political activities and press communications.

Section 2: Participation in Activities

The Federation shall not participate in the activities of, or receive monies from, any party-specific political or religious organizations, or organizations espousing values and beliefs contrary to those outlined in Article II or other Policies as the Federation may from time to time adopt.

Section 3: Right to Affiliate

The Federation ~~hereby~~ establishes the right to forge affiliations with not-for-profit organizations and initiatives where:

- I. The prospective affiliate is an initiative that is being led by current secondary school students residing or attending a school in the provinces and territories~~state~~ of Canada~~;~~
- II. ~~The prospective affiliate demonstrates the need for assistance in the areas of administration, finances, or marketing.~~
- III. The prospective affiliate aims to effect profound and positive social change within their local and global community~~;~~
- IV. The prospective affiliate demonstrates values that are congruent with those of the Federation~~;~~
- V. The prospective affiliate is not in itself affiliated with a religious organization or political party~~;~~
- VI. The prospective affiliate has established a firm commitment to their mission, values and vision~~;~~
- VII. The prospective affiliate has sought to organiz~~se~~ unique and innovative events, campaigns, or initiatives to further their cause~~; and-~~
- VIII. The prospective affiliate presents a unique opportunity that seeks to develop, enhance, and engage student voice and leadership.

Section 4: Compelled Affiliation

- I. No person shall be forcefully compelled to enter an affiliation agreement with the Federation.

Section 5: Fraudulent Affiliations

- I. No person shall enter an affiliation~~affiliate~~ agreement on the basis of fraudulent or false information.
- II. If an affiliation agreement is entered on the basis of fraudulent or false information, the Federation reserves the right to terminate said agreement immediately.

Section 6: Superlative Authority

- I. The Executive Director, ~~with~~ the advice of the College ~~of Chief Officers~~, reserves the right to exercise superlative authority over all affiliations.

ARTICLE IV: Ambassadors

Section 1: Applications and Appointment

- I.—~~The Executive Director, at the advice of the College of Chief Officers, and subordinate officers, is vested with the authority to appoint Ambassadors to represent the broad interests of the Federation to the student populace.~~
- II.—~~The Executive shall develop a fair and reasonable means of application for prospective Ambassadors.~~
- III.—~~The Executive shall, in reasonable intervals, open applications to the general student populace.~~
 - i.—~~The application period shall not exceed two weeks in duration from its commencement.~~
 - A.—~~Upon a simple majority vote of the College of Chief Officers, the application period may be extended for an indefinite period so long as the matter is reconsidered at intervals not exceeding thirty (30) days.~~
 - ii.—~~The Executive shall determine a fair and equitable process of application review.~~
 - iii.—~~The Executive shall provide a response to all applicants regarding the status of their application within reasonable time.~~
- IV.—~~The Executive Director reserves the authority to induct Ambassadors on extraordinary bases, provided a just recommendation.~~

Section 2: Status as Members

- I.—~~The Federation hereby establishes the powers of the Ambassadors as Class A Members in the Federation with the rights, privileges, and responsibilities stipulated in Article IX §§ 1.5.1 and 3.1.~~

Section 3: Ambassador Compensation

- I.—~~No member of the Ambassadorship shall be compensated monetarily for their services to the Federation.~~

Section 4: Term of Office

- I.—~~Any person appointed as an Ambassador shall serve a term beginning at the commencement of the secondary instructional year and expiring at the end of the secondary instructional year.~~
 - i.—~~Any person appointed as an Ambassador following the commencement of the term, shall serve from the date of their appointment to the end of the school year.~~
 - A.—~~Where circumstances are such that the person appointed has failed to serve a reasonable length of their term within the Federation, they shall not be compelled to apply for the next term.~~
 - ii.—~~The renewal or promotion of a member of the preceding Ambassadorship to a new term shall not be limited, except where:~~
 - A.—~~The Member shall not be returning to a Canadian secondary school in the subsequent school year.~~
 - B.—~~The member has expressed a genuine intention to resign.~~
 - C.—~~The College of Chief Officers has successfully put forth a motion to impeach.~~

Section 5: Allocation and Quotas

- I. ~~The following restrictions are hereby imposed on the induction of new Class A Members with the role of Ambassador:~~
- i. ~~There may be no more than five (5) Ambassadors for each Public or Catholic School Board, District, or Authority.~~
 - ii. ~~There may be no more than one (1) Ambassador for each Private or Independent School or Institution of Secondary level Learning.~~

Section 6: Termination

- I. ~~The Executive Director, at the advice of the College of Chief Officers, has the authority to terminate the Membership of any Ambassador, where reasonable grounds exist.~~
- II. ~~Termination shall be justified where at least one of the enumerated criteria is met:~~
- i. ~~Consistent failure to adequately satisfy the duties, responsibilities, and obligations of the position.~~
 - ii. ~~The incitement or promotion of mutiny against the leadership of the Federation.~~
 - iii. ~~Harassment of members of the Federation through verbal, emotional or physical means.~~
 - iv. ~~Engagement in behaviour contrary to the values, principles and mission of the Federation.~~
- III. ~~Termination shall neither be justified nor saved on the grounds of:~~
- i. ~~Personal disdain or preference of a member.~~
 - ii. ~~Race, ethnicity, national origin, ancestry, citizenship, creed, religious belief, disability, sex, gender, sexual orientation, gender identity, gender expression, place of residence, school of attendance, or other forms of discrimination as outlined in the Ontario Human Rights Code.~~

Section 7: Resignation

- I. ~~All Ambassadors have the right to resign from the Federation, without professed reason or hindrance, and to depart in peace.~~
- II. ~~The intention to resign shall solely be officiated through the submission of a formal letter of resignation to the Human Resources Officer, or Chief Operations Officer, where the former does not exist.~~
- III.I. ~~The Executive is obligated to remove the resigning member from all groups and conversations on online platforms related to the official functions of the Federation and Executive thereof.~~

ARTICLE V: ~~Executive Provinces and Executive Teams~~

Section 1: Introduction

- I. The Federation shall be governed by an appointed Executive, headed by an Executive Director and a College ~~of Chief Officers to serve at their pleasure~~, all of whom report to and are subordinate to the Board ~~of Directors~~.

Section 2: Executive Director ~~Application, Election, and Appointment~~

- I. For the position of Executive Director, recognizing the power and trust which exists in the office, the following procedures of election and appointment are hereby mandatory for all those seeking appointment to the high office:

- i. Each candidate must submit a complete electronic application with an up-to-date resume and cover letter for review by the existing Executive Director.
- ii. Each candidate must submit a written Candidate Statement to supplement their application which specifically draws attention to their vision and mission for the role and the Federation as a whole.
- iii. ~~Each submitted application and supplement are to be reviewed by the current Executive Director for completeness and eligibility per Article V § 12.1.3.~~
- iv. Each candidate whose application is complete and valid, and who is eligible for the high office of Executive Director must undergo a telephone interview with the current Chairperson of the Board of Directors who will then provide a report to the entire Board of Directors for consideration.
- v. Each candidate who submit~~ted~~ an application and attend~~ed~~ an interview will ~~then~~ have their written Candidate Statement shared with all Class A and Class B Members of the Federation for a vote of confidence at the next Meeting of Members, with those Class A Members eligible to cast votes receiving one ballot and being entitled to speak, and those Class B Members not eligible to cast a ballot only being entitled to speak in favour or opposition of a candidate.
- vi. The result of the vote will not be announced at the Meeting of Members and will privately be communicated to the ~~Chairperson of the Board of Directors~~ by secure electronic means ~~to be considered with the report of the current Executive Director.~~
- vii. ~~The Chairperson of the Board of Directors will then communicate back to the current Executive Director the candidate the Board of Directors will be appointing to the position of high office.~~
- viii. The current ~~Chairperson of the Board Executive Director~~ will inform the successful ~~candidate applicant~~ of their appointment and will subsequently have the candidate take and recite the necessary Oaths per the Federation's By-laws.
- ix. ~~The sworn in candidate will then be required to produce a vulnerable sector check from a Canadian police institution at their own expense. Failure to do so or a vulnerable sector check returned in the positive will result in immediate revocation of the candidate's position of high office.~~
- x. The ~~incumbent current~~ Executive Director and the successful candidate will then begin a handover process to ensure the transfer of all necessary assets and information, as well as a training process during the months of July and August between academic years.

Section 3: Departments and Leadership

- I. The Federation as a whole ~~is under the supervision of~~ ~~shall be directed by~~ the Board ~~of Directors.~~
- II. In the day-to-day operations of the Federation, the College ~~of Chief Officers~~ assumes responsibility for the ~~M~~members, tasks, and events of the Federation.
- III. From time to time as the Board and College may require, a meeting of the Leadership Committee shall be called.
 - i. The Leadership Committee shall be comprised of the members of the Board, the members of the Board of Advisors, and the members of the College.

- ~~H.ii.~~ The purpose of the Leadership Committee is to exercise shared strategic decision-making responsibilities and provide advice and guidance to the College in managing the operations of the Federation.
- ~~III.~~ The Executive Director, at the advice of the College of Chief Officers, may establish or disestablish departments.
- ~~i.IV.~~ The establishment or disestablishment of departments shall be officiated through the passage of an amendment.
- ~~IV.V.~~ The Departments, at the ratification of these By-laws, are enumerated here:
- i. Department of Executive Affairs
 - ii. Department of Finances
 - iii. Department of Communications
 - iv. Department of Operations
 - ~~iv-v.~~ Department of Marketing

Section 4: Department of Finances

- I. ~~The Department of Finances shall exist at a national level with both Executive and Ambassador Members being recruited and enlisted to fill the necessary positions and vacancies from any province or territory in Canada.~~
- ~~H.II.~~ The Department of Finances shall be overseen by a Chief Financial Officer who shall be a member of the College.
- ~~H.III.~~ The Department of Finances shall, in its capacities:
- i. ~~Maintain the financial accounts and assets of the Federation;-~~
 - ii. ~~Develop and manage connections with prospective and current sponsors or benefactors;-~~
 - iii. ~~Organize and spearhead fundraising activities for the Federation;-~~
 - iv. ~~Plan and organize events, galas, dinners, and other such events with the purpose of raising capital for the Federation;-~~
 - v. ~~Pursue and manage relationships with corporate benefactors, sponsors, and donors; and-~~
 - vi. ~~Create budgets at the start of every operating year and publish financial statements at intervals determined by the Board and the end of every financial quarter.~~

Section 5: Department of Communications

- I. ~~The Department of Communications shall exist at a national level with both Executive and Ambassador Members being recruited and enlisted to fill the necessary positions and vacancies from any province or territory in Canada.~~
- ~~H.II.~~ The Department of Communications shall be overseen by a Chief Communications Officer who shall be a member of the College.
- ~~H.III.~~ The Department of Communications shall, in its capacities:
- i. Author and publish quarterly newsletters to update the public on the current activities of the Federation, to be delivered via electronic mail;
 - ii. Post regular updates to the public-facing blog of the Federation to complement the existing electronic mail newsletters;
 - iii. Author and publish press releases, position papers, and publications when necessary to convey the message of the Federation; and
 - iv. Ensure that the Federation meets its bilingualism mandate set out in Article XX.

- ~~i. Regularly update the social media and publicity accounts and profiles of the Federation.~~
- ~~ii. Author and publish quarterly newsletters to update the public on the current activities of the Federation, to be delivered via electronic mail message.~~
- ~~iii. Market and raise awareness of the Federation, its programs, and services through a comprehensive marketing strategy.~~
- ~~iv. Post regular updates to the online blog of the Federation to complement the existing electronic mail newsletters.~~
- ~~v. Author and publish press releases, position papers, and publications when necessary to convey the message of the Federation.~~
- ~~vi-v. Coordinate in planning events to help the Federation achieve the goals stated in Article II.~~

Section 6: Department of Operations

- ~~I. The Department of Operations~~Finances~~ shall exist at a national level with ~~both~~ Executive ~~and~~ ~~Ambassador~~ Members ~~being~~ recruited and enlisted to fill the necessary positions and vacancies from any province or territory in Canada.~~
- ~~II. The Department of Operations shall be overseen by a Chief Operations Officer who shall be a member of the College.~~
- ~~III. The Department of Operations shall, in its capacities:~~
 - ~~i. Manage human resources;~~
 - ~~ii. Administer new programs, initiatives and campaigns for the Federation to undertake;~~
 - ~~iii. Oversee the programs under the purview of the Engagement pillar of the Federation's objectives;~~
 - ~~iv. Coordinate in planning events to help the Federation achieve the goals stated in Article II s. § 2.2.1;~~
 - ~~v. Craft recruitment, hiring, and termination policies and procedures; and~~
 - ~~vi. Screen applicants and conduct interviews when necessary.~~

Section 7: Department of Marketing

- ~~I. The Department of Marketing shall exist at a national level with Executive Members being recruited and enlisted to fill the necessary positions and vacancies from any province or territory in Canada.~~
- ~~II. The Department of Marketing shall be overseen by a Chief Marketing Officer who shall be a member of the College.~~
- ~~III. The Department of Marketing shall, in its capacities:~~
 - ~~i. Regularly update the social media and publicity accounts and profiles of the Federation;~~
 - ~~ii. Acquire, create, and manage the digital and electronic assets of the Federation including images and graphics;~~
 - ~~iii. Maintain the website of the Federation and update it when necessary;~~
 - ~~iv. Market and raise awareness of the Federation, its programs, and services through a comprehensive marketing strategy, including responsibility for advertising; and~~
 - ~~vi-v. Provide support and assistance to other Departments and committees when requested, such as through the deployment or secondment of its members temporarily to other teams.~~

Section 7: Executive Compensation

- I. No member of the Executive shall be compensated monetarily for their services to the Federation.

Section 8: Appointment of Positions

- I. The Executive Director shall, ~~withat~~ the advice ~~and consent~~ of the ~~College of Chief Officers~~, ~~make appointments to fill vacancies in establish and appoint positions to~~ each Department, where said appointment is necessary to satisfy the obligations of the Department, as described in ~~ss. §§~~ 3 through 6 of this Article.

Section 9: Executive Applications

- I. The Executive Director, shall, at the expiration of the terms of the preceding Executive, open applications to all available positions on the Executive.
 - i. The application period shall not exceed two (2) weeks in duration from its commencement.
 - A. Upon a simple majority vote of the ~~College of Chief Officers~~, the application period may be extended ~~by a further two (2) weeks for an indefinite period so long as the matter is reconsidered at intervals not exceeding thirty (30) days.~~
 - ii. The ~~College of Chief Officers~~ shall determine a fair and equitable process of application review.
 - iii. The ~~College of Chief Officers~~ shall provide a response to all applicants regarding the status of their application within reasonable time specified in Federation Policies.

Section 10: Extraordinary Appointment

- I. The Executive Director, ~~withat~~ the advice of the ~~College of Chief Officers~~, and with the prior ~~consent~~acknowledgement of a Human Resources Officer, or similar, reserves the authority to appoint members of the Executive extraordinarily without an application.

Section 11: Term of Office

- I. Any person appointed to the Executive shall serve a term beginning at the commencement of the secondary instructional year and expiring at the end of the secondary instructional year.
 - i. Any person appointed to the Executive following the commencement of the term, shall serve from the date of their appointment to the end of the school year.
 - A. ~~Where circumstances are such that the person appointed has failed to serve a reasonable length of their term within the Federation, they shall not be compelled to apply for the next term.~~
 - ii. The renewal or promotion of a member of the preceding Executive to a new term shall not be limited, except where:
 - A. The member shall not be returning to a Canadian secondary school in the subsequent school year;~~:-~~
 - B. The member has expressed a genuine intention to resign; ~~or-~~
 - C. The member has had their membership in the Federation terminated~~College of Chief Officers has successfully put forth a motion to impeach.~~
 - iii. ~~The Executive Director is exempted from § 10 of this Article, except where:~~

- ~~A. The Executive Director shall not be returning to an Ontario secondary school in the subsequent school year.~~
- ~~B. The Executive Director has expressed a genuine intention to resign.~~
- ~~C. The Executive has put forth, and successfully passed a motion to impeach the Executive Director.~~
- ~~D.iii. If the preceding Executive have successfully put forth a motion to impeach.~~

Section 12: Termination

- ~~I. Refer to Article VIII s. 4.~~
- ~~I. The Executive Director, at the advice of the College of Chief Officers, has the authority to terminate the Membership of any member of the Executive where reasonable grounds exist.~~
- ~~II. Termination shall be justified where at least one of the enumerated criteria is met:~~
 - ~~i. Consistent failure to adequately satisfy the duties, responsibilities, and obligations of the position.~~
 - ~~ii. The incitement or promotion of mutiny against the leadership of the Federation.~~
 - ~~iii. Harassment of members of the Federation through verbal, emotional or physical means.~~
 - ~~iv. Engagement in behaviour contrary to the values, principles and mission of the Federation.~~
- ~~II. Termination shall neither be justified nor saved on the grounds of:~~
 - ~~i. Personal disdain or preference of a member.~~
- ~~ii.II. Race, ethnicity, national origin, ancestry, citizenship, creed, religious belief, disability, sex, gender, sexual orientation, gender identity, gender expression, place of residence, school of attendance, or other forms of discrimination as outlined in the Ontario Human Rights Code.~~

Section 13: Resignation

- I. All members of the Executive have the right to resign from the Federation, without professed reason or hindrance, and to depart in peace.
- II. The intention to resign shall solely be officiated through the submission of a formal letter of resignation to the Human Resources Officer, or Chief Operations Officer, where the former does not exist.
- III. The Executive Director is obligated to remove the resigning member from all groups and conversations on online platforms related to the official functions of the Federation and Executive thereof.

ARTICLE VI: Committees and Working Groups

Section 1: Introduction

- I. Committees constitute the establishment of a subdivision of the Federation to act towards a specific purpose, not requiring the efforts of all members of the Federation.
- II. A newly founded committee cannot be formally established with the purposes already upheld by any existing committee.
 - i. Multiple committees of the same purpose can be established, provided the specific nature of the newly founded committee is necessary to relieve the general efforts of the existing committee.
- III. The Executive Director, withunder the advice of the College ~~of Chief Officers~~, reserves the authority to establish Committees.

Section 2: Establishment and Recognition

- I. The establishment of a committee does not constitute the existence of said committee. Rather, the occurrence of the following will constitute that committee's formal existence as a subdivision of the Federation:
 - II. The establishment of an official Purpose of Committee, to be submitted as a written statement to the Executive Director.
 - i. The Purpose of Committee is an outline regarding the specific steps that will be taken by said committee, as well as deadlines said committee is required to meet, in fulfillment of its duty to assist the Federation as a whole.
 - III. The appointment of Committee Chair(s) to oversee the fulfilment of the Purpose of Committee.
 - IV. The appointment of members of the committee, to assist the Chair(s) in the fulfillment of the Purpose of Committee.
 - i. Members of the committee may only be appointed by the Executive Director, the College of Chief Officers, or the Committee's Chair(s).

Section 3: Committee Members

- I. Each member of a committee will have specific responsibilities, and must fulfill the duties required of them by the Committee Chair.
- II. Every member of a committee will assist the Committee eChair in fulfilling the steps outlined by the Purpose of Committee.
- III. Every member also has the responsibility to adhere to the By-laws, as a whole, when developing programming, events, or the contents of their committee.
- IV. If a member fails to fulfill their responsibilities, they may be removed from the committee by the Committee eChair.
- V. If a member wishes to resign their position from the committee, they may do so upon approval from either the Committee eChair, or the Executive Director.

Section 4: Committee Chair

- I. The Committee Chair shall be appointed by the Executive Director, with the advice and consent of the College.
- ~~II.~~ The Committee eChair has the responsibility to oversee the members of their committee, to meet the goals outlined in the Purpose of Committee, and to report on committee progress to the Executive Director.
- ~~III.~~ The Executive Director reserves the authority to terminate the position of a Chair, under the grounds of:
 - i. Failure to comply with the Purpose of Committee; or-
 - ii. Resignation or termination of the preceding Committee Chair from the Federation.
- ~~IV.~~ Upon the vacancy of the Committee eChair, an appointment to fill such vacancy shall be made no later than one week from the departure of the preceding Committee eChair.

Section 5: Types of Committees

- I. ~~Committees may be established as one of two types; Select Committees or Standing Committees. The committee type must be decided upon the establishment of said committee by the Executive Director.~~
- II. ~~Select Committees are temporary committees established for the purpose of fulfilling an immediate task. Select Committees are usually established in relation to Federation events or to meet the immediate needs of the College of Chief Officers.

 - i. ~~Select Committees are automatically disbanded after they have fulfilled their Purpose of Committee. The decision to disband a committee is made by the Executive Director, under the advice of his College of Chief Officers. Select Committees can be disbanded earlier at any time.~~
 - ii. ~~Select Committees cannot be established for the purposes of fundraising, sponsorships, or any other purpose relating to capital management.~~
 - iii. ~~Select Committees must be established, in accordance to the rules above.~~~~
- III. ~~Standing Committees are created to be permanent pillars of the Federation's mission, or to aid the fulfillment thereof. Standing Committees must be created with the intention to exist indefinitely, and usually contribute to the Federation's long term goals.

 - i. ~~Standing Committees work towards the overall purposes of the Federation, and therefore must contain at least two Executives as committee members.~~
 - ii. ~~Acknowledging that finances are a pressing and delicate matter, all committees relating to the management of capital are by default Standing Committees.~~
 - iii. ~~Standing Committees must contain at least five members, in addition to the committee's chair.~~
 - iv. ~~Standing Committees are established with the goal of long term existence. However, should an Official Committee become irrelevant to the Federation's purpose, it can be dissolved through a vote of the College of Chief Officers.~~
 - v.i. ~~If the committee is dissolved, a committee of same purpose cannot be established within one month of the existing committee's dissolution.~~~~

ARTICLE VII: Meetings of Members

Section 1: Notice of Members Meeting

- I. Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.
- II. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

Section 2: Members Calling a Members' Meeting

- I. The ~~B~~board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the

directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

Section 3: Absentee Voting at Members' Meetings

- I. Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by means of a telephonic, electronic or other communication facility if the Corporation has a system that:
 - i. Enables the votes to be gathered in a manner that permits their subsequent verification; and
 - ii. Permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.
- II. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

Section 4: Proposals Nominating Directors at Annual Members' Meetings

- I. Subject to the Regulations under the Act, any proposal may include nominations for the election of Directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

Section 5: Cost of Publishing Proposals for Annual Members' Meetings

- I. The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

Section 6: Place of Members' Meeting

- I. Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the Board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

Section 7: Persons Entitled to be Present at Members' Meetings

- I. Members, non-members, Directors, and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

Section 8: Chair of Members' Meetings

- I. In the event that the (1) Executive Director of the Federation, (2) the Chairperson of the Board, and the (3) Vice-chairperson of the Board are absent, the Class A Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

Section 9: Quorum at Members' Meetings

- I. A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be fifteen percent (15%) of the members entitled to vote at the meeting.

~~If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.~~

~~I.II. A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.~~

Section 10: Votes to Govern at Members' Meetings

- I. At any meeting of members every question shall, unless otherwise provided by the articles or By-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

Section 11: Participation by Electronic Means at Members' Meetings

- I. If the Corporation chooses to make available a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic, or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic, or other communication facility that the Corporation has made available for that purpose.

Section 12: Members' Meeting Held Entirely by Electronic Means

- I. If the Directors of the Corporation call a meeting of members pursuant to the Act, those Directors may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Section 13: Meetings of Members Policies

- I. ~~The Executive Director shall preside over the Meeting of Members as Mister/Madam Chair, where appropriate, in accordance with the Rules of Procedure. In the absence of the Executive Director, any member of the College of Chief Officers may preside over the Meeting of Members.~~
- II. Failure of an official to receive the notice of the Meeting of Members shall not invalidate any action taken at the Meeting of Members.
- III. At each Meeting of Members, the agenda shall be submitted for approval as soon as possible after the opening of the first session.
- IV. The Chair at the Meeting of Members may establish such ad hoc commissions as it deems desirable for the conduct of business. Their membership and functions shall be determined by the Meeting of Members attendees and any such commission shall elect its own Chair.
- ~~V. Each Meeting of Members must temporarily appoint a number of number of of individuals to fulfil roles to ensure the adherence to Article VI § 14. These include:~~

- ~~i. — A maximum of one; Chair to preside over the Meeting of Members.~~
- ~~ii. — A maximum of one; Vice Chair to assist the primary Chair.~~
- ~~iii. — A maximum of two; Clerk(s) to advise the Chair on matters concerning Parliamentary Procedure, the By-laws, and to maintain clear and complete records of the proceedings of the Meeting of Members. Clerks do not have the authority to interrupt the proceedings.~~
- ~~iv. — A maximum of two; Proceedings and Verification Officer(s) to ensure that Parliamentary Procedure is followed appropriately. Proceedings and Verification Officer(s) have authority to interrupt any person and take the floor at any time to raise a procedural concern.~~

Section 14: Meetings of Members Rules of Procedure

- I. Following standard Parliamentary Procedure, the rules contained in the current edition of *Bourinot's Rules of Order* shall govern the Federation in all cases to which they are applicable and in which they are not inconsistent with these By-laws and any special rules of order the Federation may adopt.

ARTICLE VIII: Membership

Section 1: Membership Conditions

- ~~I. — Every Class A Member appointed to any seat on the College of Chief Officers must take specific Oaths of Office to affirm, before a body of their peers, that they intend to respect the gravity of the office to which they have been appointed and will conduct themselves appropriately.~~
- ~~II. — Undertaking of Oaths of Office verbally in an assembly of one's peers is only ever to be done for Members of the College of Chief Officers or Members of the Board of Directors (if available), who will also be required to affix their signature to a printed copy of all of the Oaths of Office in an assembly before their peers.~~
- ~~III. — Other Class A Members of the Federation will simply affix their signature to a printed copy of some, not all, of the Oaths of Office as part of their Membership Agreements.~~
- ~~IV. — The Oaths of Office are included in the following subsections, as well as descriptions of who is required to take the Oath and when.~~
 - ~~i. — Oath of High Office (Executive Director only)~~

~~*I, [name], in this assembly of my peers, do solemnly affirm and promise, that I will uphold the Constitution, By-laws, and policies of the Federation of Canadian Secondary Students. I shall act with honesty and sincerity and disclose openly all matters which may result in my own conflict of interest. I declare that I will truly and faithfully, to the best of my skill and knowledge, execute the powers and trusts reposed in me as the Executive Director of the Federation.*~~
 - ~~ii. — Oath of the College (Class A Members of the College of Chief Officers only)~~

~~*I, [name], do solemnly and sincerely declare that I shall work in true and faithful service of secondary students in Canada as the [Position] of the Federation of Canadian Secondary Students and on the College of Chief Officers. I will in all things to be treated, debated, and resolved in the Federation, faithfully, honestly, and truly declare my mind and my opinion. I shall keep secret all matters committed and revealed to me in this capacity or that shall be secretly treated of in the College. Generally, in all things I shall do as one must do to further education and well-being of all students in Canada.*~~

~~iii.I. Oath of Membership (all Class A Members)~~

~~In my tenure with the Federation of Canadian Secondary Students, I, [name], do affirm that I will remain free of corruption and graft, shall not commit perjury or obstruction of justice within service, shall not betray the public trust, not commit negligence of duty and responsibility within service. I shall protect and defend the rights and interests of such persons as may approach me in my role and shall conduct myself faithfully and to the best of my ability. I shall neglect no one's interest and shall faithfully serve and diligently represent the best interests of Canadian secondary students while in office. I shall not pervert the law to favour or prejudice any one, but in all things I shall conduct myself honestly and with integrity and civility. I shall strictly observe and uphold the ethical policies of the Federation, and all this I do affirm to observe and perform to the best of my knowledge and ability.~~

~~v.II.~~ Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A members and Class B members. The ~~B~~board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

- i. Class A Members (Executives ~~and Ambassadors~~)
 - A. Class A voting membership shall be available only to individuals who have applied and have been accepted for Class A voting membership in the Corporation.
 - B. The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
 - C. As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.
- ii. Class B Members (~~Student Body~~)
 - A. ~~Class B non-voting members shall have the opportunity to be involved in consultation groups and provide their input to the Executive on any new programme, service, or initiative being proposed and give feedback on existing programs, services, or initiatives already offered. They may not sit on committees of the Federation but they indicate that they support the work of the Federation and grant the Federation permission to represent them in advocacy when necessary.~~
 - B. Class B non-voting membership shall be available only to individuals who have applied and have been accepted for Class B non-voting membership in the Corporation.
 - C. The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
 - D. Subject to the Act and the articles, a Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.
- iii. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those

amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

Section 2: Membership Transferability

- I. A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

Section 3: Membership Dues

- I. Each Class A Member of the Federation shall be required to submit payment of a Membership Due in such an amount as is determined either by a vote of the preceding year's Members or by a Resolution of the Board ~~of Directors in consultation with the Executive Director and the College of Chief Officers.~~
- II. Class B Members shall not be required to submit payment of any Membership Dues.
- III. In accordance with regulations from the Canada Revenue Agency, official charitable donation receipts may be issued for the payment of Membership Dues.
- IV. Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be Members of the Federation.
- V. Members of the Federation may privately request a Waiver of Membership Dues, in writing to the Executive Director, in cases of familial financial need and will then have the obligation of payment of membership dues waived for the duration of the academic year and their term of membership.

Section 4: Termination of Membership

- I. A membership in the Corporation is terminated when:
 - i. The member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
 - ii. A member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
 - iii. The member resigns by delivering a written resignation in the nature and form specified in Article V s. 13 ~~to the chair of the board of the Corporation in which case such resignation~~ shall be effective on ~~t~~The date specified in the resignation;
 - iv. The member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
 - v. The member's term of membership expires; or
 - vi. The Corporation is liquidated or dissolved under the Act.

Section 5: Effect of Termination of Membership

- I. Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

Section 6: Discipline of Members

- I. The Board ~~of Directors~~ shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:
 - i. Violating any provision of the articles, by-laws, or written policies of the Corporation.
 - ii. Carrying out any conduct which may be detrimental to the Corporation as determined by the Bboard in its sole discretion.
 - iii. Consistent failure to adequately satisfy the duties, responsibilities, and obligations of the position the member occupies.
 - iv. The incitement or promotion of mutiny against the leadership of the Federation.
 - ~~ii.v.~~ Harassment of members of the Federation through verbal, emotional, or physical means.
 - ~~iii.vi.~~ For any other reason that the Bboard in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.
- II. In the event that the Bboard determines that a member should be expelled or suspended from membership in the Corporation, the Executive Director, or such other officer as may be designated by the Bboard, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the Executive Director, or such other officer as may be designated by the Bboard, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Executive Director, the Executive Director, or such other officer as may be designated by the Bboard, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Bboard will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Bboard's decision shall be final and binding on the member, without any further right of appeal.

ARTICLE IX: Advisors

Section 1. Appointment and Term of Office

- I. The Board ~~of Directors~~ is responsible for appointing individuals to the Board of Advisors onwith the advice of the College ~~of Chief Officers~~.
- II. There shall be a maximum of fifteen (15) individuals appointed to the Board of Advisors.
- III. Each Advisor, once appointed, shall serve a term at the pleasure of the Board, not exceeding one (1) year, subject to re-nomination and re-appointment.

Section 2. Structure and Function

- I. The Board of Advisors as a whole shall function as a non-hierarchical advisory body reporting to the College ~~of Chief Officers~~ and Board ~~of Directors~~ as appropriate.
- II. The Board of Advisors shall be composed of individuals with specific-area expertise in industries and professions that complement the programs and services of the Federation (e.g., psychologists, social workers, community organizers, etc.).

ARTICLE X: Directors

Section 1: Number of Directors

- I. The Board shall consist of the number of Directors specified in the articles. If the articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the Directors to determine the number, by resolution of the Board. In the case of a soliciting corporation the minimum number of Directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

Section 2: Term of Office of Directors

- I. At the first election of Directors following the approval of this By-law, all Class A Members and Class B Members may make a proposal nominating Directors in accordance with Article VII s. 4. propose individuals, over the legal age of majority, who they believe would help to fulfil the mission of the Federation.
- II. Each elected Director shall have a term not exceeding one year after the date of election, subject to re-proposition and election.
- III. A Director may be removed from office prior to the expiry of their term when any one of the following occurs:
 - i. An ordinary resolution for removal of a Director is adopted by the members at a regular or special meeting in accordance with s. 130 of the Act;
 - ii. A resolution for removal of a Director is adopted by the Board following a finding of serious wrongdoing as defined in a written policy of the Corporation whose removal procedure complies with the principles of natural justice and procedural fairness; or
 - iii. Automatic resignation which takes effect after a Director fails to attend five (5) regular meetings of the Board as set out in s 5 of this article during the term of office without a valid and documented reason for the absence that is deemed acceptable to the Board.
- H-IV. To give effect to the foregoing, each Director must submit to the Secretary of the Board, or where none exists the Chairperson of the Board, an undated letter of resignation that acknowledges and gives effect to a resignation in the event that the Director fails to attend five (5) regular meetings of the Board without being excused. Such a letter must be submitted no later than five (5) days after election.

Section 3: Calling of Meetings of Board of Directors

- I. Meetings of the Board may be called by the Chairperson~~chair~~ of the Board, the Vice-Chairperson~~chair~~ of the Board or any two (2) Directors at any time; provided that for the first Federation meeting following incorporation, such meeting may be called by any Director or incorporator. If the Corporation has only one Director, that Director may call and constitute a meeting.

Section 4: Notice of Meeting of Board of Directors

- I. Notice of the time and place for the holding of a meeting of the Board shall be given to every Director of the Corporation not less than three (3)~~10~~ days before the time when the meeting is to be held by one of the following methods:

- i. delivered personally to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
 - ii. mailed by prepaid ordinary mail to the director's address as set out in (i);
 - iii. by telephonic, electronic, or other communication facility at the director's recorded address for that purpose; or
 - iv. by an electronic document in accordance with Part 17 of the Act.
- II. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the Bby-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

Section 5: Regular Meetings of the Board of Directors

- I. The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the Board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

Section 6: Votes to Govern at Meetings of the Board of Directors

- I. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

Section 7: Committees of the Board of Directors

- I. The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board-of-directors.

Section 8: Appointment of Officers

- I. The Board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An officer may, but need not be, a Director unless these Bby-laws otherwise provide. Two or more offices may be held by the same person.

Section 9: Description of Offices

- I. Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:
 - i. Chairperson of the Board – The Chairperson~~chair~~ of the Board, if one is to be appointed, shall be a Director. The Chairperson~~chair~~ of the Board, if any, shall, when present, preside at all meetings of the Board ~~of directors~~ and of the members. The Chairperson~~chair~~ shall have such other duties and powers as the Board may specify.
 - ii. Vice-Chairperson of the Board – The Vice-Chairperson of the Board~~vice chair of the board~~, if one is to be appointed, shall be a Director. If the Chairperson~~chair~~ of the Board is absent or is unable or refuses to act, the Vice-Chairperson of the Board~~vice chair of the board~~, if any, shall, when present, preside at all meetings of the Board ~~of directors~~ and of the members. The Vice-Chairperson~~vice chair~~ shall have such other duties and powers as the board may specify.
 - iii. Executive Director – If appointed, the Executive Director shall function as the President/Chief Executive Officer of the Corporation but is not a Director nor a member of the Board, and shall be responsible for implementing the strategic plans and policies of the Corporation. The Executive Director shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.
 - iv. Secretary – If appointed, the Secretary shall attend and be the secretary of all meetings of the Board, members and committees of the Board. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents, and other instruments belonging to the Corporation.
 - v. Treasurer – If appointed, the treasurer shall have such powers and duties as the board may specify.

Section 10: Corporate Seal

- I. The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Corporation shall be the custodian of the corporate seal.

ARTICLE XI: Vacancy and Notices

Section 1: Vacancy in Office

- I. In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:
 - i. The officer's successor being appointed;⁵
 - ii. The officer's resignation;⁵
 - iii. Such officer ceasing to be a Director (if a necessary qualification of appointment);⁵ or
 - iv. Such officer's death.

- II. If the office of any officer of the Corporation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

Section 2: Method of Giving Any Notice

- I. Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the Board-of-directors, to be given (which term includes sent, delivered, or served) pursuant to the Act, the articles, the By-laws or otherwise to a member, Director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:
- i. If delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
 - ii. If mailed to such person at such person's recorded address by prepaid ordinary or air mail;
 - iii. If sent to such person by telephonic, electronic, or other communication facility at such person's recorded address for that purpose; or
 - iv. If provided in the form of an electronic document in accordance with Part 17 of the Act.
- II. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, Director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

~~ARTICLE XII: Regular Meetings~~

~~Section 1: Introduction~~

- ~~I.—The attendance of Regular Meetings is mandatory, where the presence of an individual is duly requested. Failure to appear will result in a formal reprimand being issued by the Human Resources Officer.~~

~~Section 2: Authority to Call Meetings~~

- ~~I.—The authority to call meetings is provided to the enumerated:~~
- ~~i.—Executives, where the meeting shall involve any or all members of the Federation.~~
 - ~~ii.—Ambassadors, where the meeting shall involve members of a committee for a specific event or purpose organized by the Ambassador(s).~~

Section 3: Meeting Chair

- ~~I. The individual calling the meeting shall assume the responsibility of chairing the meeting.~~
- ~~II. Another individual may be appointed to act as a co chair for the meeting by the primary chair.~~

Section 4: Meeting Duration

- ~~I. Regular Meetings shall have a duration of no less than ten minutes, and no more than three hours, with the notable exception of Meetings of Members which may run for longer than three hours, considering the gravity of the matters being discussed.~~

Section 5: Sub-Categories

- ~~I. Regular Meetings shall fall into the sub-categorisations enumerated:

 - ~~i. Standard meeting(s), that are called to order to discuss general business, issues and concerns between members of the Federation that occurs in regular intervals.~~
 - ~~ii. Emergency meeting(s), that are called to order when there are circumstances that could not have been reasonably foreseen which require immediate attention and possible action.~~
 - ~~iii. Department meeting(s), in which representatives of different Federation departments and/or committees come together to discuss and review work.~~
 - ~~iv. Committee meeting(s), in which members of the same committee come together and discuss and review work.~~
 - ~~v.i. Debriefing meeting(s), in which members of a team, members or departments have the opportunity to give direct feedback about the work, project, programme or event.~~~~

ARTICLE XIII: Finances

Section 1: Financial Status of the Federation

- I. The Federation's legal status exists as that of a Charitable Organization under the terms of the *Income Tax Act*, entailing a non-partisan political stance.
 - i. As the Federation serves to further the education and involvement of students in secondary school in the state of Canada, it is officially recognized as a Charitable and Tax-exempt Organization per the *Income Tax Act* (business number 818506784RR0001) with the liability of a Not-for-profit Corporation under the *Not-for-profit Corporations Act* (corporation number 913651-7).
 - ii. The Federation shall operate under the authority of the~~with a Board of Directors~~ to make financial decisions, with input and agreement from ~~the~~its general members. All financial decisions shall be made in accordance with ~~the~~se Federation's By-laws.
 - iii. Holding ~~Charitable~~NPO status, it shall be financially independent from other organizations, but shall accept charitable donations and events profits; however, the Federation shall not accept:
 - A. Donations from party-specific political organizations in exchange for endorsement~~;~~
 - B. Donations from religious organizations~~;~~
 - C. Donations from organizations espousing values and beliefs contrary to those outlined in Article II~~;~~ or
 - D. Donations from any other prohibited organization as outlined in Article III ~~s.~~§ 3.

- E. ~~Donations shall include all asset contributions, including but not limited to all capital, goods, services, and meeting venues.~~

Section 2: The Chief Financial Officer

- I. The Chief Financial Officer shall be ~~responsible for in charge of~~ all financial affairs of the Federation. All financial decisions shall be recorded by members of the Federation and submitted to the Chief Financial Officer. ~~Their~~~~His or her~~ responsibilities are to:
- i. ~~To~~ manage assets of the Federation;
 - ii. ~~To~~ ensure that the Federation stays within the predetermined budget;
 - iii. ~~To~~ regulate surplus, and retain said surplus at the end of the annual period, December 24; and;
 - iv. ~~To~~ ensure finances are sufficient to preserve or expand the Federation in the next annual period.

Section 3: Management of Assets and Revenues Stream

- I. ~~As a NPO, the Federation uses surplus acquired through events or charitable donations to achieve its goals. All assets must be managed under the following terms.~~
- i. ~~All assets in the form of currency shall be kept in the Federation General Bank Account, held with the Bank of Montreal (BMO). The account shall be managed by the Executive Director of the Federation.~~
 - ii. ~~The Federation shall primarily operate on Canadian Dollars.~~
 - iii. ~~All accounts shall be controlled by the Federation.~~
 - iv. ~~Assets shall be derived from sponsorships, fundraisers, and contributions from private entities.~~
 - v. ~~All contributions made to the Federation shall be used for the Federation, and to pay for any liabilities.~~
 - vi. ~~All contributions shall be voluntary, and made by consenting individuals or entities.~~
 - vii. ~~Parties may be reimbursed for any expenses they undertake, in certain circumstances.~~
 - A. ~~Said expenses must be discussed with an executive beforehand, and valid proof of purchase must be given.~~

Section 4: Operation and Continuity of the Federation

- I. ~~The Federation shall use contributed and accumulated finances to fund programs, events, and initiatives for students in Canada to further any opportunities they may be eligible for.~~
- i. ~~Finances shall also be used to continue the Federation.~~
 - ii. ~~Any financial aid given to the Federation shall be given as a donation, and no return or reimbursement should be expected unless otherwise discussed/noted.~~
 - iii. i. ~~The members of the Federation will actively look for fundraising opportunities, and sponsors.~~

Section 5: Security of the Federation

- I. The Federation operates in ~~accordance or~~ correspondence with the Generally Accepted Accounting Principles, and maintains security to combat potential fraud. To do this:

- i. ~~All cheques and receipts shall be checked by two separate individuals, including a member of the College of Chief Officers, and approved only after such.~~
- ii. The Federation shall not be held financially accountable for any of its member's financial decisions. This means no individual or individuals shall hold the Federation responsible for their own personal financial affairs or decisions.
- iii. Only the Chairperson of the Board, Vice-Chairperson of the Board, or any three (3) Directors may issue cheques or make payments from accounts of or on behalf of the Federation. ~~Any member of the College of Chief Officers are authorized to make financial decisions and approve cheques.~~
- iv. ~~Members and ambassadors~~ cannot request to be paid for activities or involvement in the Federation.
- v. No organization shall enter an affiliate agreement on the basis of fraudulent or false information.

~~Section 6: Maintenance of Dealings and Records~~

~~I.—The Department of Finances of the Federation shall work with the Chief Financial Officer in ensuring a sustainable model, and assist members in maintaining all dealings and records by doing the following:~~

- ~~i.—Recording all transactions, debits, and credits in a centralized accounting software.~~
- ~~ii.—Explain to all members how to use these resources.~~
- ~~iii.i. Gather records regarding financial and social information regarding sponsors and contributors and organize them. This information should include the source of contributions, and the usage of these monies, with regards to specific divisions, or events of the Federation.~~

Section 7: Execution of Documents

I. Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by both the Chairperson of the Board and Vice-Chairperson of the Board, or any five (5) Directors. ~~any two (2) of its officers or directors.~~ In addition, the Bboard may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, Bby-law, or other document of the Corporation to be a true copy thereof.

Section 8: Financial Year

I. The financial year end of the Corporation shall be December 24 in each year.

Section 9: Banking Arrangements

I. The banking business of the Corporation shall be transacted at such bank, trust company, or other firm or corporation carrying on a banking business in Canada or elsewhere as the Bboard of ~~directors~~ may designate, appoint, or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or

other persons as the ~~B~~board of directors may by resolution from time to time designate, direct, or authorize.

Section 10: Borrowing Powers

- I. The ~~D~~irectors of the Corporation may, without authorization of the members,
 - i. borrow money on the credit of the ~~C~~orporation;
 - ii. issue, reissue, sell, pledge, or hypothecate debt obligations of the ~~C~~orporation;
 - iii. give a guarantee on behalf, and
 - iv. mortgage, hypothecate, pledge, or otherwise create a security interest in all or any property of the ~~C~~orporation, owned or subsequently acquired, to secure any debt obligation of the ~~C~~orporation.

Section 11: Financial Statements

- I. ~~The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.~~ Annual: ~~The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.~~
- II. Quarterly: ~~The Corporation shall send to the College of Chief Officers and the Board a copy of the quarterly financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.~~

Section 12: Signing Officers

- I. ~~Out of legitimate concern of security, safety, and overall and financial well being of the Federation, the financial affairs of the Federation shall be limited in which individuals are duly authorized to legally sign on behalf of the Federation on cheques, binding legal agreements, contracts, withdraw funds from the Federation's banking accounts, take out loans, purchase on credit, and other official legal and financial business.~~
- II. ~~The individuals granted such authority by the Directorship of the Federation shall be referred to as Authorised Signing Officers or simply as Signing Officers.~~

III.—~~The position titles of Signing Officers of the Federation will be enumerated here, in addition to the relevant documentation serving as validation and legal proof of their status as a Signing Officer of the Federation~~

i.—~~Executive Director~~

A.—~~At the commencement of each academic year, the Board of Directors shall appoint an Executive Director of the Federation through a formal written invitation signed by the Chair and Vice Chair of the Board, which shall serve as the Executive Director's evidence of authority as a Signing Officer.~~

ii.—~~Chair of the Board of Directors~~

A.—~~At the commencement of each academic year, the Board of Directors shall appoint a Chair of the Board of the Federation through a formal written invitation signed by all members of of the Board, excluding the nominee, which shall serve as the Chair's evidence of authority as a Signing Officer.~~

IV.—~~While there are two Signing Officers listed, the signature of one shall constitute the gravity and legal equivalence of both signatures being present, meaning that the actions of one are binding on the actions of the other.~~

i. ~~To this extent, in order to conduct such business as the withdrawal of funds, execution of documents, etcetera, the signature of one of the Signing Officers shall be sufficient in general accordance with Article XIII § 7.~~

~~ARTICLE XIV: Events and Campaigns~~

~~Section 1: General Rights of Members/Executives of Federation~~

I.—~~All members have the right to propose and organize events and campaigns under the supervision, direction, or management of the Federation.~~

~~Section 2: Event Planning Committees~~

I.—~~All proposed events or campaigns must be reviewed and approved by an appointed Event Planning Committee before any further work is done in relation to the proposed event or campaign. The process of reviewing events and campaigns proposed by Members and Executives of the Federation shall be carried out by the Event Planning Committee. This group will be responsible for the assessment of event proposals and hold the authority to arrange dates for events or campaigns.~~

i.—~~Organize frequent meetings between themselves and the Event Committees.~~

ii.—~~Set up documents or spreadsheets in *Google® Drive* to allow Members/Executives interested in proposing events a common place to document their ideas.~~

iii.—~~Set deadlines for the submission of event or campaign proposals. In addition, the committee must create an organized schedule for on-time task completion.~~

iv.—~~The Committee must abide by the Personal Information Protection and Electronic Documents Act of Canada (PIPEDA) and the Corporate Data Security and Audit Policy (P-001) to ensure the confidentiality of the information shared and discussed in the group.~~

v.—~~The Committee must remain unwaveringly impartial in rendering an assessment.~~

II.—~~The Event Planning Committees shall acknowledge that the Federation is not expected to compensate for costs or expenses incurred during the planning or execution of events or campaigns. All events or campaigns will have to be self-sufficient financially. The committee is~~

~~expected to be able to cover for possible costs/expenses through event or campaign revenue or sponsorships.~~

- ~~i. In the event where costs/expenses cannot be covered through event or campaign revenue or sponsorships, members of the event or campaign Committee have the right to contribute financial donations to cover such expenses, if they happen to arise.~~
- ~~ii. Reprimands will be enforced if the event or campaign Committee fails to remain self-sufficient financially. Reprimands will be determined based on the circumstances.~~

Section 3: Legal Requirements for Events and Campaigns

~~The Event Planning Committees will be required to obtain a media release form and a liability waiver statement, available from the Executive Director of the Federation.~~

- ~~I. The Event Planning Committees will be responsible for the distribution and acquisition of the aforementioned legal documents. The Federation will not be held accountable for any misdeeds that may arise due to the event or campaign Committee's inability to distribute or acquire the necessary legal documents.~~
- ~~II. Attendees or volunteers who do not provide the necessary legal documents before the commencement of the event shall be denied access to the event.~~

Section 4: Regional Events

- ~~I. Ambassadors within the particular region are required to organize a Regional Event (a regional event provides fundraising value or value to students and members of communities within Canada).~~
- ~~II. A Regional Event shall abide by § 4 of this Article.~~
- ~~III.I. Regions who are not able to coordinate a Regional Event may receive reprimands, by the Human Resources Officer.~~

ARTICLE XV: Omissions, Errors, and Disputes

Section 1: Invalidity of any Provisions of this By-law

- ~~I. The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions.~~
- ~~II. The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.~~

Section 2: Omissions and Errors

- I. The accidental omission to give any notice to any member, ~~D~~director, officer, member of a committee of the ~~B~~board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the ~~B~~by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 3: Mediation and Arbitration

- ~~I. Disputes or controversies among members, Directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this By-law.~~

~~11. Disputes or controversies among members, directors, officers, committee members, volunteers, or Members of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration.~~

Section 4: Dispute Resolution Mechanism

- I. In the event that a dispute or controversy among members, ~~D~~irectors, officers, committee members, or volunteers of the Corporation arising out of or related to the articles or ~~B~~y-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, ~~D~~irectors, officers, committee members, employees, or volunteers of the Corporation as set out in the articles, ~~B~~y-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:
 - i. The dispute or controversy shall first be submitted to the Board ~~of Directors~~ of the ~~Corporation Federation~~ which shall conduct a non-prosecutorial inquiry based on the principles of natural justice and procedural fairness to both determine the facts of the dispute or controversy and subsequently rule on a matter of fact or application of the By-laws, policies, procedures, or actions of the ~~Corporation Federation~~ or its ~~m~~Members.
 - ii. If the Board ~~of Directors~~ is unable to provide an adequate or satisfactory resolution, the dispute or controversy shall first be submitted to a panel of mediators whereby ~~the~~ one party appoints one mediator, the other party (or if applicable the ~~B~~oard of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
 - iii. The number of mediators may be reduced from three to one or two upon agreement of the parties.
 - iv. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law, or mixed fact and law.
 - v. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.
- II. ~~For the purpose of clarification, or if discrepancy should arise with regards to any of the articles, sections, sub-sections, or amendments of this document, the decision of interpretation must be made by the Board of Directors first and then through mediation and arbitration.~~

~~ARTICLE XVI: Accountability of Senior Officials~~

~~Section 1: Introduction~~

- ~~I.—All senior officials of the Federation are held to the expectation of expressing the utmost integrity, loyalty, and responsibility in their service.~~

~~Section 2: Offences~~

- ~~I.—The Executive Director, the Members of the College of Chief Officers, and the Members of the Board of Advisors may be removed from office, or internally punished, by process of impeachment in circumstances where a member is culpable of the act(s) or omission(s) of:~~
- ~~i.—Gross misappropriation or mismanagement of Federation funds.~~
 - ~~ii.—Corruption and graft.~~
 - ~~iii.—Perjury or obstruction of justice within service.~~
 - ~~iv.—Betrayal of public trust.~~
 - ~~v.—Negligence of duty and responsibility within service.~~

~~Section 3: Impeachment Proceedings 1~~

- ~~I.—Individuals brought before the Board of Directors under impeachment proceedings shall not be prohibited from fulfilling or carrying out their duties, responsibilities or privileges within the Federation, except where:~~
- ~~i.—The Board of Directors issues an injunction to the individual indicating otherwise.~~
 - ~~ii.—The Board of Directors shall make the necessary appropriations to enforce and promulgate this right, or any injunction it should issue.~~

~~Section 4: Impeachment Proceedings 2~~

- ~~I.—The Board of Directors reserves the right to receive and process filings of impeachment proceedings against any of the aforementioned officers.~~
- ~~II.—A verified complaint may be filed by any member of the Federation, provided the support of five sponsors derived from the membership of the Federation upon submission to the Board of Directors, against a senior officer, herein “Respondent”.~~
- ~~III.—The Board of Directors shall provide reasonable grounds to initiate a verified complaint, providing all necessary evidence against the Officer(s) in question.~~
- ~~IV.—Upon receipt and verification of Complaints, the Board of Directors shall conduct a preliminary investigation into the matters brought forth by the Complainants, assessing the factual merits of the complaint.~~
- ~~V.—Upon the verification of legal and factual basis for the case, the Board of Directors shall present the impeachment, and a comprehensive report on its findings to the Committee of the Whole for a vote.~~
- ~~VI.—The Board of Directors shall facilitate a fair and equitable means of conducting the voting proceedings.~~
- ~~VII.—Where at minimum, sixty per cent of the Committee of the Whole is deemed to have approved of the question of impeachment before them, the Board of Directors shall deem the impeachment successful.~~
- ~~VIII.—The Board of Directors reserves the sole right to determine fair, appropriate and proportional punitive measures against the Respondent.~~

Section 5: Appeal by Respondent

- I.—~~The Respondent of an impeachment proceeding reserves the right to initiate an appeal to the Board of Directors, under the grounds of:

 - i.—~~Erroneous, illicit or partial misconduct in assessment of evidence.~~
 - ii.—~~False or contrived evidence.~~
 - iii.—~~Presentation of mitigating evidence.~~
 - iv.—~~Allegation of undue partiality or bias in impeachment proceedings.~~~~
- II.—~~Upon the receipt of an appeal, with basis as prescribed, the Board of Directors is obliged to conduct an independent investigation and evaluation on the grievances raised by the Respondent.~~
- III.—~~The Board of Directors shall convene a meeting to deliberate the merits of the proceeding.~~
- IV.—~~The Board of Directors reserves the right to, in the assessment of impeachment proceedings:

 - i.—~~Override and declare null and void any or all previous decisions rendered on matters related to the case.~~
 - ii.—~~Order the commencement of a new proceeding.~~
 - iii.—~~Lessen or augment any punitive measures, including the reinstatement or dismissal of the Respondent.~~
 - iv.—~~Dismiss spoiled or otherwise contrived evidence.~~~~

Section 6: Offences Against the Board of Directors

- I.—~~All proceedings of the Board of Directors, especially those conducted in the impeachment of an officer, shall be conducted with the utmost integrity, responsibility and diligence.~~
- II.—~~In a designated proceeding period, members of the Federation shall not engage in the following act(s) or omission(s) against, with, or in favour of a member of the Board of Directors

 - i.—~~Bribery.~~
 - ii.—~~Blackmail.~~
 - iii.—~~Corruption.~~
 - iv.—~~Extortion.~~
 - v.—~~Obstruction of Justice.~~
 - vi.—~~Perversion of Justice.~~
 - vii.—~~Conscientious Tampering or Spoilage of Evidence.~~
 - viii.—~~All other act(s) or omission(s) deemed inimical to the deliverance of justice~~~~
- III.—~~Any member found culpable of offences listed in § 2.2 of this Article shall be subject to prosecution under the fullest extent of the Federation and the law.~~
- IV.—~~The Board of Directors shall conduct fair and equitable trials for individuals alleged to have engaged in offences listed in § 2.2 of this Article.~~

Section 7: Powers of the Board of Directors

- I.—~~The Board of Directors reserves the right to obtain evidence pertinent to the case itself, and the involved parties.~~
- II.—~~The Board of Directors may order the seizure of documents and files, physical or electronic, that pertain to an ongoing hearing or investigation.~~
- III.—~~The Board of Directors reserves the right to compel any parties in the case to present evidence or provide testimony through the issuance of an internal subpoena duces tectum.~~

- IV. ~~The Board of Directors shall deliver any order of subpoena to the pertinent individual through an accessible medium.~~
- V. ~~The Board of Directors shall determine fair, proportional consequences to individuals who fail to comply with the order of subpoena.~~
- VI. ~~Any evidence presented in a proceeding, that is determined to have been obtained in a manner that:~~
- ~~i. Violates any federal, provincial, or municipal law.~~
 - ~~ii. Unduly compels any individual or prospective witness to provide such evidence.~~
- VII. ~~shall be deemed inadmissible for use, reference or application in any proceeding.~~

Section 8: Final Notes

- I. ~~The Executive and the Board of Directors shall make the necessary appropriations to enforce and abide by the provisions of this Article.~~

ARTICLE XVII: Accountability of Other Members

Section 1: Introduction

- I. ~~Members of the Federation, regardless of position, are held to the expectation of demonstrating the utmost responsibility, commitment and diligence in their service.~~

Section 2: Offences

- I. ~~Members of the Federation that are not subject to the jurisdiction of Article XIV, may be removed from their position or internally punished by process of reprimand and dismissal, where a member(s) is culpable of the act(s) or omission(s) enumerated in Article XIV, § 2, including:~~
- ~~i. Gross misappropriation or mismanagement of Federation funds.~~
 - ~~ii. Corruption and graft.~~
 - ~~iii. Perjury or obstruction of justice within service.~~
 - ~~iv. Betrayal of public trust.~~
 - ~~v. Negligence of duty and responsibility within service.~~

Section 3: Jurisdiction

- I. ~~Primary jurisdiction over the administration, implementation and operation of any system of punitive measures of Executives not subject to Article XIV is devolved to the Human Resources Officer, or Chief Operations Officer, where the former does not exist or is declared vacant.~~
- II. ~~Primary jurisdiction over the administration, implementation and operation of any system of punitive measures of Local Ambassadors is devolved to the Regional Ambassador in which the former is assigned.~~
- III. ~~Primary jurisdiction over the administration, implementation and operation of any system of punitive measures of Committee Members is devolved to the Chair of a Committee to which the former is a member of.~~

Section 4: Rights of the Board of Directors

- I. ~~In the consideration of reprimand or dismissal proceedings and disputes, the Board of Directors shall reserve the right to~~
- ~~i. Act as a just and fair appellant tribunal for all Respondents.~~

- ii. ~~Receive, assess and address grievances or pressing legal questions.~~
 - iii. ~~Declare null and void any orders or injunctions filed against the Respondent(s) provided reasonable grounds.~~
 - iv. ~~Craft a fair, proportional resolution to any dispute(s).~~
 - v. ~~Lessen or extend any punitive measure filed against the Respondent(s)~~
- II. ~~The Board of Directors shall make the necessary appropriations to enforce and promulgate the existence and application of these rights.~~

Section 5: Impeachment Proceedings ~~1~~

- I. ~~Individuals brought before the Board of Directors under impeachment proceedings shall not be prohibited from fulfilling or carrying out their duties, responsibilities or privileges within the Federation, except where:~~
- i. ~~The Human Resources Officer issues an injunction to an Executive indicating otherwise.~~
 - ii. ~~The Human Resources Officer issues an injunction to a Regional Ambassador indicating otherwise.~~
 - iii. ~~The Chair of a Committee issues an injunction to a Committee Member indicating otherwise.~~
- II. ~~The Board of Directors shall make the necessary appropriations to enforce and promulgate this right, or any injunction it should issue.~~
- III. ~~The Board of Directors, with reasonable discretion, reserves the right to declare null and void any injunction issued by the parties enumerated in § 1 of this Article.~~

Section 6: Appeal by Respondent

- I. ~~The Respondent of a reprimand or dismissal proceeding reserves the right to initiate an appeal to the Board of Directors, on the following grounds:~~
- i. ~~Erroneous or illicit misconduct in assessment of evidence.~~
 - ii. ~~False or contrived evidence.~~
 - iii. ~~Presentation of mitigating evidence.~~
 - iv. ~~Allegation of undue partiality or bias in impeachment proceedings.~~
- II. ~~Upon the receipt of an appeal, with basis as prescribed in § 1 of this Section, the Board of Directors is obliged to conduct an investigation and evaluation on the grievances raised by the Respondent.~~
- III. ~~The Board of Directors shall convene a meeting to deliberate the merits of the proceeding.~~
- IV. ~~The Board of Directors shall be expected, in the proceedings, to act and carry itself and its activities with the utmost responsibility, diligence and integrity.~~

Section 7: Powers of the Board

- I. ~~In circumstances where the Respondent and their grievances are not appropriately and reasonably evaluated, addressed or resolved, the Respondent reserves the right to appeal further to the Board of Directors. The board may:~~
- i. ~~Override and declare null and void any or all previous decisions rendered on matters related to the case.~~
 - ii. ~~Order the commencement of a new proceeding.~~

- ~~iii. — Lessen or augment any punitive measures, including the reinstatement or dismissal of the Respondent~~
- ~~iv. — Dismiss spoiled or otherwise contrived evidence~~

ARTICLE XVIII: Policies

Section 1: Introduction

- I. The Federation is vested with the authority to propose, enact, and implement policies, either for each department or the Federation as a whole, to satisfy and fulfil its principles, values, mission, responsibilities, duties, or objectives.
- ~~II. Policies are binding on all members and enforceable in the same way and extent as these By-laws.~~

Section 2: Policy Propositions

- I. All members of the Federation have the right to submit policy propositions to the Governance Review Working Group for review and consideration.
- ~~II. If a policy proposition is declined by the Governance Review Working Group, then the member may make a proposal at the meeting of members in the nature and form specified by Article VII s. 4.~~

Section 3: Adoption and Amendment

- I. New policies approved by the Governance Review Working Group must be tabled at the next regularly scheduled meeting of members to be debated and voted on democratically.
- II. The amendment of any established policy of the Federation may occur through a simple majority vote of the Leadership Committee once put forward by the Governance Review Working Group.
 - i. If a member disagrees with the amendments made to a policy, the member may put forward a motion to overturn the amendment or repeal the policy entirely at the next regularly scheduled meeting of members or call a meeting for this purpose.

Section 3: Departmental Exemption

- ~~I. — The Chief Officer which oversees each department is vested with the authority to enact policies for that department extraordinarily and are exempted from §§ 1 through 3 of this Article.~~
- ~~II. Policies which will affect all members of the Federation must be voted on democratically.~~

Section 4: Exigent Circumstances

- I. Where exigent and pressing circumstances shall exist, the ~~Leadership Committee~~ College of Chief Officers reserves the authority to enact or amend policies ~~Federation wide policies which will affect all members,~~ extraordinarily, ~~notwithstanding the authority of the members of the Federation.~~

ARTICLE XIX: By-laws and Effective Date~~Amendments~~

Section 1: Introduction

- I. Subject to the articles, the Board may, by resolution, make, amend, or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of members where

~~it may be confirmed, rejected, or amended by the members by ordinary resolution. If the By-law, amendment, or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The By-law, amendment, or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.~~

~~II. This section does not apply to a By-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.~~

~~I.III. Established with the purpose to serve as the internal by laws and governing regulations of the Federation, the articles, sections and subsections classified within will serve as the regulatory document of the Federation.~~

~~Section 2: Editing Powers~~

~~I. Upon being ratified by a two-thirds majority vote of the Federation, this document and the amendments within it come into full effect and can only be edited in specific circumstances, subject to approval by the Executive Committee.~~

~~II. Once ratified, the By laws become “locked”, in both the theoretical and practical context.~~

~~Section 3: Amendments to the By laws~~

~~I. If such a time occurs, when an amendment to the By laws, or the articles within is deemed necessary, the By laws can only be amended provided the following criteria is adhered to:~~

~~i. The decision to amend the By laws is fundamentally essential to the pursuits of the Federation, or the ease thereof.~~

~~ii. The decision to amend has stemmed directly from the College of Chief Officers, and/or the committees that the officers may oversee.~~

~~A. In the case of a split decision within the Committee, a two-thirds majority vote of all Committee members will be necessary for any amendments to continue.~~

~~II. Amendments will be drafted by the Board Chairperson, under the advisement of the Executive Committee.~~

~~IV. The amendment may only be proposed, and approved at a previously scheduled Executive Meeting. No specific meeting may be called for the purposes of an amendment.~~

~~Section 4: Passage of Amendments~~

~~I. Once amendments have passed both the Board Chairperson and Executive Committee, they become official governing regulations of the Federation.~~

~~II. Amendments to amendments may be proposed within Committee stages.~~

~~III.I. If an amendment to an amendment is necessary after the fact, a one month waiting period is required, before the matter may be addressed again.~~

ARTICLE XX: Respect of Bilingualism

Section 1: Introduction

I. The Federation shall employ the English or French languages in its operations and associated communications, and shall provide services in either language if duly requested.

- II. The Federation shall treat communication through English and French languages with equal standing and respect in the enumerated areas within the Federation:
 - i. Marketing and Promotion.
 - ii. Legal Affairs and Policy.
 - iii. Human Resources Management.
 - iv. Creative Design.
 - v. Finances.
 - vi. Corporate Relations.
 - vii. School Outreach.
 - viii. Media Relations.
 - ix. Government Relations.
 - x. ~~The Equity, Diversity, and Inclusivity Committee.~~
- III. The enumeration of certain areas within the Federation in Article XX ~~ss. §§~~ 1.2.1 through 1.2.10 shall not be construed as to limit bilingual communication in other areas not specifically identified in the aforementioned provisions.
- IV. The Federation shall reserve the authority and discretion to provide services solely in either language, dependent on the context and intention.
- V. Where an edition or translation of a document or similar publication does not exist, the Federation shall attempt to provide adequate interpretation assistance to an individual upon request.
- VI. Any translation or interpretation of information imparted in a document or similar publication of the Federation shall remain consistent with the intention, facts, context, and interpretation formed by the author of the original document or publication.
- VII. Communications in either English or French, received through electronic or telephonic means by the Federation shall be adequately replied to in the language in which it was initially sent.

Section 2: Employment and Proficiency

- I. No individual shall be denied employment or membership to the Federation under the grounds of linguistic ability or disability.
- II. The Human Resources Officer, in circumstances where proficiency in one language is requisite for the adequate satisfaction of the duties and responsibilities of a position, is exempt from the mandate of Article XX ~~s. § 2.12~~.

~~ARTICLE XXI: Notwithstanding Clause~~

~~Section 1: Powers of the College~~

- ~~I.—Where exigent and pressing circumstances are present, the College of Chief Officers is vested with the authority to contravene those Articles of the By-laws designated by the Board of Directors, provided reasonable justification for such contravention.~~
- ~~II.—Any exemptions made using the notwithstanding clause must be re-examined and assessed at regular intervals of 15 days.~~

~~Section 2: Powers of the Board of Directors~~

- ~~I.—The Board of Directors is vested with the authority to receive, assess, and resolve complaints or concerns regarding the employment of § 1 of this Article, and reasons thereof.~~

Section 3: Invalidation of Actions

- I. ~~The members of the Federation reserve the authority to veto, and declare null and void, any contravention under § 1 of this Article through a simple majority vote.~~

ARTICLE XXII: By laws and Effective Date

Section 1: By laws and Effective Date

- I. ~~Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation pursuant to the amending procedures outlined in Article XIX. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.~~
- II. ~~This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.~~

ARTICLE XXIII: Assent

Section 1: Protocol

- I. ~~At the next scheduled Meeting of Members which meets the quorum requirement established in Article VIII § 9.1~~
- i. ~~Five days prior to the Meeting of Members, a copy of the full text of these By-laws must be made readily and openly available to all Class A voting members.~~
 - ii. ~~The Meeting Agenda, as distributed five days prior to all Class A voting members, must make clear a time for consideration of the By-laws.~~
 - iii. ~~A motion must be put forth by a Class A voting member to consider the By-laws.~~
 - iv. ~~One Class A voting member must second the motion and speak for one minute in favour of the motion.~~
 - v. ~~One Class A voting member must speak for one minute in opposition of the motion.~~
 - vi. ~~The motion will be put to a vote in which all Class A voting members may either vote for, against, or abstain.~~
 - A. ~~Abstentions will be counted as a vote in opposition to the motion.~~
 - vii. ~~After the motion passes, the floor will be opened to any speakers wishing to raise grievances, ask questions, reflect clarification, or propose an amendment.~~
 - viii. ~~Each amendment will be voted on using the procedure outlined in Article XXIII §§ 1.3 through 1.7, all grievances will be recorded, all questions and requests will be answered by an Author.~~
 - ix. ~~After all amendments have been voted on (if any), the meeting will proceed to a vote of the By-laws, and the articles contained therein, in such a fashion that:~~
 - A. ~~The Clerk(s) of the meeting conduct one additional count to ensure that the quorum requirement has been satisfied while being sure to include absentee votes.~~
 - B. ~~After noting this, the meeting will enter standard voting procedures.~~

- ~~C. The Clerk(s) will call out names from a list of members and ask for their vote, either; for, against, or abstain.~~
- ~~D. If the motion passes, then the Clerk(s) will announce such fact to the members and proceed to the following section.~~

Section 2: Official Copy

- ~~I. Using the single provided paper copy of the By laws at the Meeting of Members, the Clerk(s) and other indicated parties will complete the section below.~~
- ~~II. After completion, this paper copy must be surrendered to the party indicated below to be scanned, saved, retained, and shared with all members. Should the first party not exist, then the copy may be surrendered to the next indicated party.~~
 - ~~i. Board Chairperson~~
 - ~~ii. Executive Director~~
 - ~~iii. Another Director of the Board of Directors~~
 - ~~iv. i. Chief Operations Officer~~

END