



BYLAWS

Approved December 13th, 2022

1.0 PREAMBLE

- 1.1** Whereas the Athabasca University Graduate Students' Association ("AUGSA") is incorporated under section 94 of the Alberta *Post-Secondary Learning Act*, SA 2003, c.P-19.5, the following Bylaws are enacted to govern the management and affairs of the organization.

2.0 DEFINITIONS

In these Bylaws:

- 2.1. Academic Year** means the period of time in which AUGSA operates as outlined by the AU Academic Calendar, typically starting in May and ending the following April.
- 2.2. Active Student** is a student enrolled and participates in a minimum of one (1) AU course in the current Academic Year.
- 2.3. Annual Budget** means a financial projection of annual expenditures and revenue in which AUGSA operates for the fiscal year, as approved by the Council.
- 2.4. Associate Member** means an individual who, by purchasing admission to an AUGSA-hosted event, can claim membership for the day of the event only and is not entitled to any other AUGSA benefits during that period.
- 2.5. Association** shall mean Athabasca University Graduate Students' Association (AUGSA).
- 2.6. AUGSA Fees** means all fees collected by AUGSA and paid by Voting Members.
- 2.7. Bylaws** mean AUGSA's Bylaws, as amended, which govern the organization in accordance with the Alberta Post-Secondary Learning Act.
- 2.8. Chair** means the Council member selected by the Council to serve as Council Chair and

chief governance officer for the organization.

- 2.9. **Chief Returning Officer (CRO)** means the person designated to administer AUGSA elections and referenda processes.
- 2.10. **Council** shall mean the Athabasca University Graduate Students' Council.
- 2.11. **Council member** means a Voting Member elected to the Council.
- 2.12. **Corporate Secretary** means the Executive Director or designate responsible for the custody and maintenance of all organizational books and records.
- 2.13. **Executive Director** means the chief executive officer for the organization, hired by the Council.
- 2.14. **General Meeting** means an annual or special General Meeting of Voting Members.
- 2.15. **Honorary Member** means someone the Council has determined to be deserving of Honorary Membership for outstanding commitment to AUGSA.
- 2.16. **Quorum** means the minimum number of Council members or Voting Members to conduct business at a meeting.
- 2.17. **Referendum** means a question on AUGSA Fees, or other matters determined by the Council, referred to Voting Members for an immediate decision.
- 2.18. **Special Resolution** means a Special Resolution duly approved by Voting Members at a General Meeting.
- 2.19. **Student Petition** means a formal written request signed by at least ten (10) percent of Voting Members requesting the Council to decide on a particular matter pertaining to the organization's affairs in accordance with the Alberta Post-Secondary Learning Act.
- 2.20. **University** shall mean Athabasca University.
- 2.21. **Vice Chair** means the Council member selected by the Council to serve as Council Vice-Chair and deputy chief governance officer for the organization.
- 2.22. **Voting Member** means an active student who has paid their AUGSA fees within the current academic year.

3.0 HEAD OFFICE

- 3.1.** The registered office of the Association is located in Calgary, Alberta. The resolution of the Council may specify a different office location. The administration of the head office and the affairs of the Association shall be carried out by an Executive Director who will be a paid employee and should reside in Alberta.
- 3.2.** All acts taken by the Association, including acts taken pursuant to these bylaws, will be governed by the law of the Province of Alberta.

4.0 MISSION

- 4.1.** The mission of the Athabasca University Graduate Students' Association shall be to provide services and advocacy in pursuit of an accessible, affordable, and quality graduate experience at Athabasca University.

5.0 OBJECTIVES

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

6.0 MEMBERSHIP

Voting Members

- 6.1.** Voting Members shall be Active Students, program and non-program, who are in good standing and paid AUGSA Fees.
- 6.2.** Voting Members of AUGSA may:
- a) Attend, speak and vote at all General Meetings;
 - b) Vote in any AUGSA election or Referendum;
 - c) Stand as a candidate for election to the Council, if eligible;
 - d) Access AUGSA services and programs in accordance with regulations determined by the organization;
 - e) Inspect the books and records of the organization, subject to applicable legislation and in accordance with these bylaws;
 - f) Sign a petition of the Association;
 - g) Sit on a standing committee;
 - h) Attend meetings of the Council, except meetings, held in-camera; and

- i) Exercise any other right pursuant to these Bylaws.

Honorary Members

- 6.3. The Council may award Honorary Membership at a general meeting of the Association to any person who has demonstrated outstanding achievement or commitment to the organization.
- 6.4. Honorary members shall be members of the Association for life.
- 6.5. Honorary members are not Voting Members.

Associate Members

- 6.6. The Associate Membership of the Association shall consist of any member or class of members of the University community that have been granted formal recognition by the Council and are in good standing with the Association. Associate members may participate in the social activities and meetings of the Association.
- 6.7. Associate Members are not Voting Members.

Termination of Membership

- 6.8. A Voting Member's membership in the organization shall immediately terminate without further notice or action by AUGSA if they cease to be an Active Student.
- 6.9. The Council may, upon review of the Member's conduct and by a two-thirds (2/3) majority vote by secret ballot, decide to suspend or revoke an individual's Voting membership on the basis that:
 - a) The individual has willfully violated this bylaw or AUGSA policy; or
 - b) The individual's conduct has or is likely to cause harm to the organization's interests or reputation.
- 6.10. A member shall be informed with at least seven (7) days' notice of the Council meeting where their conduct is to be discussed and shall have to opportunity to address the Council before the Council's decision.
- 6.11. Upon deciding to suspend or revoke membership pursuant to section 6.9, the Council shall provide the Member with written notice, including the reasons for the Council's decision.
- 6.12. Notwithstanding that membership has been suspended or revoked in accordance with section 6.9, any fees paid shall be forfeited to AUGSA and the Member shall continue to pay fees in accordance with these Bylaws.

- 6.13.** The suspension or revocation of a Voting membership shall be applicable for such period of time as deemed appropriate by Council, but not longer than the current Academic Year.

AUGSA Fees

- 6.14.** The University shall collect AUGSA Fees from each Graduate Student at the time of registration for each academic term so that these fees may be transferred to the Association at the earliest possible time.
- 6.15.** AUGSA may collect fees from Voting Members in accordance with these Bylaws, including:
- a) AUGSA Membership Fees; and
 - b) Any other fee that may be approved by Referendum.
- 6.16.** Unless otherwise stated in these Bylaws, any increase to an AUGSA Fee must be approved by a referendum of Voting Members.
- 6.17.** The Council may approve an increase to AUGSA Membership Fees by a maximum of fifteen (15) percent or \$10 per credit, whichever is less, per year during the budget approval process.
- 6.18.** Any increase of the AUGSA Membership Fee above fifteen percent or \$10 per credit from the previous year must be confirmed by a referendum of Voting Members.

Standing

- 6.19.** Members of the Association remain in good standing unless:
- a) They have failed to pay a debt to the Association; or
 - b) They are found by the majority of Council to have violated the code of conduct.
 - c) They have been subject to disciplinary action by Council.
- 6.20.** Members who are not in good standing cannot be nominated for a position on Council until such a time as their debt to the Association is paid or Council has deemed that the issue for which disciplinary action was taken on the Member has been sufficiently resolved (via 2/3 majority vote).

7.0 GENERAL MEETINGS

Annual General Meetings

- 7.1.** AUGSA shall hold an Annual General Meeting to present the organization's audited financial statements. The Council may also propose Special Resolutions.

Special General Meetings

- 7.2. The Council may call a Special General Meeting of Voting Members to propose Special Resolutions.

Timing and Location

- 7.3. An Annual General Meeting shall be held annually and no later than the third week of October.
- 7.4. At any time, Council may call a Special General Meeting to pass business activity that requires full membership approval.
- 7.5. Special General meetings shall follow the same guidelines as General Meetings.
- 7.6. At any time, a petition of one hundred (100) graduate students can compel Council to call an Extraordinary General meeting.
- 7.7. A petition or resolution must specify the grounds for calling the Extraordinary General Meeting. The agenda of the Extraordinary General Meeting shall be limited to consideration of the subject of the petition or resolution.

Notice of General Meetings

- 7.8. Notice of Annual General Meetings, Special General Meetings, and Extraordinary General Meetings shall be given by sending the notice to members via email, posting the notice on AUGSA's website, or in any other manner deemed reasonable by Council.
- 7.9. Notice of a general meeting (with a proposed agenda) shall be sent to members at least twenty-one (21) days before the meeting, specifying the place and timing of the meeting and calling for any business to be considered at the meeting to be sent to the Chair within five (5) days of the notice being sent out.
- 7.10. A second notice of the meeting with the motions or business to be considered at the meeting shall be released by the Chair in the same manner previously noticed at least fourteen (14) days before the meeting.
- 7.11. In the case of special business, the nature of such business shall be communicated to the members of the Association.

Errors or Omissions

- 7.12. No error or omission in giving notice of a general meeting of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat, and any member may at any time waive notice of any such meeting and may ratify, approve,

and confirm any or all proceedings taken or had thereat.

- 7.13.** For the purpose of sending a notice to any member, Council member, or officer for any meeting or otherwise, the address of the members, Council member or officer shall be their last address recorded on the books of the Association.

Proceedings at Annual General Meetings and Special General Meetings

- 7.14.** Voting Members may participate in Annual and Special General Meetings. Virtual or remote participation is permitted. Proxies shall not be permitted.
- 7.15.** General Meetings shall be chaired by the Chair or, in the absence of the Chair, the Vice-Chair. If the Chair and Vice-Chair are absent, one of the Council members in attendance shall be elected as Chair pro-tempore for that meeting.
- 7.16.** General Meetings shall be conducted in accordance with applicable legislation, these bylaws, and Robert's Rules of Order Newly Revised.

Quorum

- 7.17.** Quorum at an Annual General Meeting or Special General Meeting shall consist of at least twelve (12) active Voting Members present.
- 7.18.** An Annual General Meeting shall be canceled if a quorum is not present within one-half (1/2) hour after the set time for the Annual General Meeting to begin. If cancelled, the meeting shall be rescheduled for one (1) week later at the same time and place. If a quorum is not present within thirty (30) minutes after the set time of the second meeting, the meeting shall proceed with the members in attendance, and a quorum will be deemed.
- 7.19.** A Special Meeting shall be cancelled if a quorum is not present within one-half (1/2) hour after the set time for a Special Meeting to begin. If cancelled, a Special Meeting shall not be rescheduled. However, a new Special Meeting may be called in accordance with these Bylaws.

8.0 COUNCIL

Council Composition and Officers

- 8.1.** There shall be a governing Council of the Association.
- 8.2.** The AUGSA Council shall be composed of the following:
- a) Eight (8) voting Council Members duly elected in accordance with these bylaws (two

- Council member representatives per AU Faculty with graduate studies); and
- b) The Executive Director (non-voting).

- 8.3.** All Council members must reside in Canada.
- 8.4.** For each term in office, the Council-elect shall meet to select from amongst its eight (8) duly elected Council Members:
 - a) A Chair, who shall be the Council chair and chief governance officer; and
 - b) A Vice-Chair, who shall be the vice-chair and deputy chief governance officer.
- 8.5.** The Chair shall be designated as the chief representative and advocate for the student body, the organization's chief spokesperson, and the Council's leader and presiding officer.
- 8.6.** The Vice-Chair shall support the Chair and deputize for the Chair in the case of the Chair's temporary absence or incapacity.
- 8.7.** If either the Chair or Vice-Chair position is vacated, Council will elect by majority vote a replacement for that position.

Council Roles and Responsibilities

- 8.8.** The Council shall govern the business and affairs of AUGSA on behalf of the membership. It may make all other policies and decisions regulating the organization's conduct, provided such policies and decisions are consistent with legislation governing the organization and these bylaws.
- 8.9.** The Council shall hire and employ an Executive Director in accordance with applicable legislation. The Executive Director shall report to the Council as a whole, be delegated authority as AUGSA's chief executive officer, shall be responsible for:
 - c) Day-to-day operations and management of the organization in accordance with organizational policy and strategic direction set by the Council; and
 - d) Carrying out any other duties assigned by the Council.
- 8.10.** The Executive Director or their designate shall act as AUGSA's Corporate Secretary, responsible for the custody and maintenance of all organizational books and records, including minutes and proceedings of Council and General Meetings.

Eligibility

- 8.1.** All Council members must be active members in good standing, successfully complete at least three (3) University graduate credits during their term in office and may not

academically withdraw during their term.

- 8.2.** Students who are not in course-based programs and do not fulfill the three-credit requirement can participate/remain as a Council member if they get prior approval from a two-thirds (2/3) majority vote of Council. These students must remain in a graduate program and be actively paying program fees.

Resignations

- 8.3.** A Council Member wishing to withdraw from office shall deliver a written resignation to the Executive Director of the Association, providing at least one (1) month's notice of their effective resignation date. Council, in its sole discretion, by a two-thirds (2/3) majority vote, may choose to affect the resignation immediately or at any time up to the effective date proposed by the resigning Council Member.
- 8.4.** The date chosen by Council to affect the resignation is the effective date of the resignation for the purpose of determining the benefits and honorarium to which the departing Member is entitled.

Removal

- 8.5.** A Council member's seat shall automatically be vacated for the following reasons:
- a) The Council member no longer meets Council eligibility requirements;
 - b) The Council member has submitted a signed statement of resignation to the Corporate Secretary;
 - c) The Council member is absent from three (3) consecutive meetings;
 - d) The Council member has been convicted of a criminal offence during their term;
 - e) The Council member has been deemed incapable by lawful authority; or
 - f) The Council member dies.
- 8.6.** The Council may remove any Council member, including the Chair and Vice-Chair, for cause by a three-quarters (3/4) majority vote by the Council.

Vacancies

- 8.7.** The Council may act notwithstanding any vacancy in its body. However, vacancies shall be filled as soon as possible. The election of any office holder pursuant to this provision shall expire the following April 30th.
- 8.8.** If the office of the Chair is vacated for any reason during the course of a term, the Vice-Chair shall assume the office of Chair for the remainder of that term.

- 8.9.** If the office of Vice-Chair is vacated for any reason during the course of a term, the Council shall select a new Vice-Chair for the remainder of that term.

Meetings

- 8.10.** Council shall hold at least twelve (12) regular meetings per year.
- 8.11.** The date, time, and location of regular Council meetings shall be established by a simple majority vote by the Council Members.
- 8.12.** Council meetings shall be open to the public; however, the Council may meet in-camera in accordance with Robert's Rules of Order to confidentially discuss:
- a) Third-party business interests;
 - b) Third-party personal privacy;
 - c) Matters related to individual or public safety;
 - d) Matters related to law enforcement;
 - e) Government or institutional relations;
 - f) Confidential employee evaluations;
 - g) Confidences or advice from management; or
 - h) Information that is subject to legal privilege.
- 8.13.** Where the Executive Director is the subject of an in-camera discussion, the Council shall meet without the Executive Director or Executive Director's designates present. However, in such circumstances, the Council shall have corporate legal counsel present for the duration of the in-camera portion of the meeting.
- 8.14.** The agenda for each Council meeting shall be prepared by the Chair in collaboration with the Executive Director and ratified by Council. Council Members shall provide written notice to the Executive Director and Chair for any business they wish to bring before Council not less than fourteen (14) days in advance unless otherwise approved by the Chair.

Notice of Council Meeting

- 8.15.** Notice of Council meeting shall be provided to Council members and made available to members and the public no less than five (5) days before each Council meeting. Notice shall include the date, time, place, and proposed agenda for the meeting, including supporting materials, if applicable.

Proceedings at Council Meetings

- 8.16.** Council meetings are led by the Chair or the Vice-Chair if the Chair is absent. A simple majority vote will determine who leads the meeting if both Chair and Vice-Chair are absent.

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

8.18. Minutes for each Council meeting shall include a record of the following:

- a) The names of Council members and guests in attendance;
- b) All motions and votes; and
- c) A summary of matters discussed.

8.19. Draft Council meeting minutes shall be provided to Council members and made available to members and the public for review not later than one (1) week following each Council meeting. The Council shall vote to approve draft meeting minutes as an accurate record of the Council's proceedings at a subsequent meeting. Approved minutes shall be made publicly available.

Quorum

8.20. A quorum for any Council meeting shall be five (5) Council members.

8.21. Council members may attend meetings in person, by telephone, or by videoconference. Proxies shall not be permitted.

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

Attendance at Council Meetings

8.23. Any member of Council who fails to attend three Council meetings without the Chair's prior approval forfeits their position on Council.

8.24. If the Chair or Vice-Chair fails to attend three Council meetings without prior notice and approval from the majority of Council, they forfeit their position on Council.

9.0 COMMITTEES

9.1. The Council may, from time to time, establish standing or ad-hoc committees to advise the Council as required. All committees shall have terms of reference approved by the Council, which must include information on the committees:

- a) Purpose and mandate;
- b) Duties and responsibilities;
- c) Composition;
- d) Quorum;
- e) Voting;
- f) Meeting procedures;
- g) Record keeping; and
- h) Reporting requirements to the Council.

9.2. The Executive Director or designate shall be an ex-officio, non-voting Member of all committees established by the Council, and the Corporate Secretary shall support committees in discharging their duties.

10.0 ELECTIONS

Elections

- 10.1.** Eight (8) Council members shall be elected during a single general election period no later than April 1st to serve for a one (1) year term from May 1st to April 30th of a given year.
- 10.2.** Council Members shall serve a maximum of four (4) elected terms, regardless of office held. No Active Member who, at the time of election, has held office for four (4) terms as a Council Member shall be eligible to stand for election.

Administration, Oversight and Dispute Resolution

- 10.3.** The Executive Director shall appoint a designate to be the chief returning officer responsible for the administration of election processes.
- 10.4.** An election oversight panel shall be established to oversee elections and rule on disputes arising from election processes. The election oversight panel shall be composed of three (3) disinterested, third-party experts appointed by the Council and shall have the authority to order remedies for valid misconduct complaints up to and including:
- a) Overturning decisions of the chief returning officer;
 - b) Disqualifying candidates; and
 - c) Nullifying results and ordering a new election.

11.0 EXTERNAL APPOINTMENTS & ADVOCACY

- 11.1.** In accordance with section 16 of the Post-Secondary Learning Act, AUGSA shall recommend the Chair to serve as the graduate student representative on the AU Board of Governors.
- 11.2.** The Council may from time to time decide to join or become affiliated with external

advocacy organizations provided that:

- a) AUGSA's membership in the external organization does not impede AUGSA's membership in any other organization;
 - b) The external organization's bylaws and policies are consistent with and do not contradict AUGSA's bylaws or organizational policy; and
 - c) The external organization's bylaws and policies respect AUGSA's autonomy.
- 11.3.** The Council may terminate any relationship with an external advocacy organization with a majority vote by the Council.
- 11.4.** The Chair and Vice-Chair shall be primarily responsible for advocacy on behalf of AUGSA and designated as AUGSA's official representatives to government and external advocacy organizations.
- 11.5.** The Council may appoint the Chair, Vice-Chair, and/or other Council Member to represent the organization on other external bodies as required.
- 11.6.** Council members, including the Chair and Vice-Chair, shall be required to represent and advocate to government and external bodies for official positions approved by the Council wherever such positions have been determined.

12.0 LIABILITY OF COUNCIL MEMBERS

General Indemnity

- 12.1.** Each Council member holds office with the protection of AUGSA. AUGSA indemnifies and saves harmless each past or present Council members and their heirs, executors, administrators, and other legal representatives from and against:
- a) Any liability and all costs, charges, and expenses sustained or incurred in respect of any action, suit, or other proceeding that is proposed or commenced against them, for or in respect of the execution of the duties of their office; and
 - b) All other costs, charges, and expenses sustained or incurred in respect of the affairs of AUGSA, if they have acted honestly and in good faith with a view to the best interests of AUGSA and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

Restriction on Indemnity

- 12.2.** No Council member will be indemnified for any costs, charges, or expenses they sustain in respect of the execution of the duties of their office where such costs, charges, or expenses are occasioned by their own willful neglect or default, fraud, dishonesty, or bad faith.

Insurance

- 12.3.** AUGSA shall purchase and maintain such insurance for the benefit of the Council members as determined by the Council.

13.0 RECORDS & ACCESS TO INFORMATION

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

- c) All current governance documents from at least the past three (3) years;
- d) Minutes of the meetings of Council;
- e) Audited financial statements of AUGSA; and
- f) All other documents deemed appropriate by Council with consideration of legal responsibilities.

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

14.0 FINANCES

Fiscal Year

- 14.1.** The fiscal year of the Association shall end on December 31st of each year.

Annual Budget

- 14.2.** The Annual Budget shall be prepared by the Executive Director or designate in accordance with direction by the Council.
- 14.3.** The Annual Budget shall be approved by the Council each year.
- 14.4.** In the event that the Council does not approve an Annual Budget before the start of the Fiscal Year, AUGSA shall continue to operate in a manner consistent with the most recent Annual Budget approved by the Council.

Financial Statements and Audit

- 14.5.** In accordance with the *Post-Secondary Learning Act*, AUGSA is required to provide audited financial statements annually to the AU Board of Governors and shall make these audited

financial statements available to Voting Members.

14.6. The Council shall appoint a recognized accounting firm annually to audit AUGSA's financial records. The Council may determine to audit any accounts or records at any other interval.

14.7. AUGSA shall change auditors at least once every ten (10) years.

Signing Authority

14.8. Signing and approval authorities for operational matters are delegated to the Executive Director and may be sub-delegated as reasonable and appropriate. Where required for operational matters duly implemented in accordance with Board direction, the President and Vice-President shall be designated as signatories on behalf of the Board.

Council Remuneration

14.9. Council members, including the Chair and Vice-Chair, and Council appointees shall be remunerated as per the approved budget for that term year.

14.10. Remuneration shall not increase by more than Canada's publicly posted CPI rate without majority approval at a Special General Meeting. Decreases in remuneration require prior approval by a majority vote of Council.

14.11. Any increases to remuneration shall not take effect until the following term.

15.0 BYLAWS

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

15.2. Should any of these Bylaws become illegal, invalid, or unenforceable for any reason, the remainder of the Bylaws shall survive by severing those sections which are found to be illegal, invalid or unenforceable. Such invalidity, illegality or unenforceability shall not affect the full force and effect of any other Bylaws.

15.3. Any policy, resolution, or other decision that contravenes these Bylaws shall be invalid and nullified to the extent of the contravention.