

**P. R. COMMUNITY AND STUDENT ASSOCIATION
By-Laws For A Not For Profit Corporation**

Name

1. The name of the Corporation is P. R. Community and Student Association (sometimes hereinafter described as the Corporation).

Head Office

2. The Head Office of the P. R. Community and Student Association shall be in the Main Office Building at 751 George Street North, in the City of Peterborough, Ontario, in the County of Peterborough or at such other place as the Board of Directors may, from time to time, determine.

Seal

3. The Seal, and an impression whereof is stamped in the margin hereof, shall be the Corporate Seal of the subject Corporation.

Directors

4. The Board of Directors shall manage the affairs of the P. R. Community and Student Association.
5. (a) There shall be a minimum of three (3) Directors of the Corporation and a maximum of nine (9) Directors. Until altered or modified by amending By-law, the Board of Directors of the subject Corporation shall be fixed at seven (7) Directors. A majority of the Board shall be enrolled Trent University Students at the time of their election.
(b) Nothing herein shall affect the legal ability of the Board of Directors to transact business or pass By-laws or Resolutions, if arising from resignation, death, or for any reason a majority of the Board is not composed of enrolled Trent University Students, provided that there shall be an immediate procedure implemented in order to ensure that the majority of the Board of Directors shall be enrolled Trent University Students and such process shall be undertaken forthwith, if for any reason a majority of the Board Members are not constituted as enrolled Trent University Students.
(c) For the purposes of ensuring that the Board of Directors is constituted by a majority of enrolled Trent University Students, any process to have the Board duly elected or appointed in order to be composed of a majority of Trent University enrolled students shall be sufficient for purposes of compliance with Section 5 if a Notice is provided within 60 days of the Board Director receiving Notice or actual knowledge that the composition of the subject Board is such that it does not comply with Section 5(a).
6. An individual is eligible to be elected a Director if he or she:
 - (a) is a Member of the P. R. Community and Student Association;
 - (b) is at least 18 years of age;
 - (c) is mentally competent;
 - (d) does not hold a paid position with the P. R. Community and Student Association;
 - (e) is not bankrupt or insolvent.
7. The Directors shall be elected by the Members at the Annual General Meeting. A Director's term of office shall expire at the second Annual General Meeting after the Director's

election, with the exception of the first Annual General Meeting where three (3) of seven (7) Directors shall be elected with a term of office expiring at the next Annual General Meeting so as to allow for staggered terms of office for Directors. Elections shall be by show of hands except on contention or request by another member present, in which case election shall be by written ballot.

8. A Director shall cease to be a Director upon his or her:
 - (a) death;
 - (b) resignation in writing; or
 - (c) removal by a vote of the Members;
 - (d) ceases to be a Member of the Corporation.
9. A Director may be removed from Office by a majority of the votes cast by the Members present at a Meeting called for that purpose. The Notice of Meeting shall include the grounds for the proposed removal of the Director.
10. The remaining Directors, provided there is a quorum, may fill a vacancy on the Board by appointment of one of the Members to the Board. If there is no quorum of Directors, the remaining Directors shall call a General Meeting of the Members for the purpose of electing Directors.
11. The Board of Directors shall designate a day, time, and location for not fewer than eight (8) regular Meetings of the Board throughout the year. No formal Notice of the regular Meetings shall be required.
12. Any Director may call a Special Board Meeting on three days' written Notice in written concurrence with another Director. The Notice shall set out the purpose of the Meeting.
13. A majority of Directors shall constitute a quorum for a Meeting of the Board and for the transacting of any business, provided that there is a minimum of two Directors present.
14. Decisions of the Board shall be made by Resolution or by Motion. A Resolution or Motion shall pass if supported by a majority of the votes cast at the Meeting. The Chair of the Meeting shall have a deciding vote in case of a tie vote.
15. Every Director who has a direct or indirect interest in any Contract or proposed Contract with the P. R. Community and Student Association shall:
 - (a) declare his or her interest at the first Meeting of the Board after which he or she became aware of the interest;
 - (b) request that the Minutes of the Meeting record the Declaration; and
 - (c) not vote on any Resolution or Motion concerning the Contract or proposed Contract and shall not participate in any further discussion concerning the Contract or proposed Contract.

The other Directors may require the Director to leave the room during the discussion and vote.

16. The Directors shall not be paid any remuneration for carrying out their duties as Directors or as Officers, other than being reimbursed for reasonable and necessary expenses incurred by them.

Officers

17. The Officers shall be appointed by the Directors at the first Board Meeting following the Annual General Meeting of the Members. The term of Office expires at the first Board Meeting following the Annual General Meeting of the Board.

18. There shall be a President, a Vice-President, a Chair of the Board, a Vice-Chair of the Board, a Secretary, a Treasurer, and such other Officers as the Board of Directors may determine by by-law from time to time, and as it may from time to time appoint. One person may hold more than one Office except the Offices of President and Vice-President. The President, the Chair of the Board, and Vice-Chair of the Board shall be members of the Board. Other Officers may, but need not, be members of the Board. In the absence of written agreement to the contrary, the employment of all Officers shall be settled from time to time by the Board. Those receiving remuneration as employees of the Corporation or regularly contracting with the Corporation may not be Members of the Board of Directors.

- (a) Chair of the Board – The Chair of the Board shall, when present, preside at all meetings of the Board of Directors of the Corporation. He/she shall ensure the preparation of a proper agenda, including follow-up of matter and responsibilities heretofore assigned, for all such meeting and due notification of the Members of the Board of time and place of meetings and where appropriate of particularly significant or urgent matters to be introduced thereat.
- (b) Vice-Chair of the Board – The Vice-Chair of the Board of Directors shall perform the duties of the Chair in the absence or inability to act of the Chair and shall, in addition render assistance to the Chair in the performance of such duties when called upon to do so.
- (c) President – The President shall, when present, preside at all meetings of Members of the Corporation. The President shall also be charged with the general and overall management and supervision of the affairs and operations of the Corporation. The President with the Secretary and other Officer appointed by the Board for the purpose shall sign all by-laws. During the absence or inability of the President to act, his or her duties and powers may be exercised by the Vice-President or other such Director as the Board may from time to time appoint for the purpose, and where the Vice-President or other such Director appointed exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

Secretary – The Secretary shall be ex officio clerk of the Board of Directors. He or she shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose, and without limiting the generality of the foregoing, a register of Directors and a register of Members. He or she shall give all Notices required to be given to Members and Directors. He or she shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts, and other documents belonging to the Corporation, which he or she shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such a person or persons as may be named in the resolution, and he or she shall perform other such duties as may from time to time be determined by the Board of Directors.

Treasurer – The Treasurer, or other person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Corporation in such Bank or in the name and to the credit of the Corporation in such Bank or Banks as may from time to time be designated by the Board of Directors. He or she shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefor and shall render to the Corporation's Directors at the regular Meetings thereof, or whenever required of him or her, an account of all his or her transactions as Treasurer, and of the financial position of the Corporation. He or she shall also perform other such duties as may from time to time be determined by the Board of Directors. The Office of Secretary and the Office of Treasurer may from time to time be combined

as the Office of Secretary-Treasurer, as the Board of Directors may from time to time determine.

- (d) Steward – The Directors may appoint a Steward for the Corporation, who shall report directly to the Board, and who shall be responsible for the day to day management of the facilities operated by the Corporation, manage Office facilities and licensing matters and handle all security, relations with other organizations and related business, and who shall be responsible for ensuring the proper care, security, maintenance, and supervision of the facilities at all times, and who shall prepare a budget before the beginning of each fiscal year.

The Steward shall also be responsible for the training of staff, technical training, certification of technicians and operators, and special technical arrangements.

Convenor – The Directors may also appoint or cause to be appointed, a Convenor who shall have overall responsibility for programming for the Corporation, including all scheduling, the format of programs and events, continuity of hours of operation, publicity and promotions, program quality maintenance, enforcement of standards and regulations, planning and control of special events and related activities.

- (e) Bookkeeper – The Directors may also appoint a Bookkeeper, who shall report directly to the Board, and who shall be responsible for preparing the Financial Statements for approval by the Board, and review and Report of the Auditor.

19. An Officer shall cease to be an Officer upon his or her:

- (a) death;
- (b) resignation in writing; or
- (c) removal by the Board of Directors.

20. An Officer may be removed from Office by a majority of the votes cast at a Meeting of the Board called for that purpose. The Notice of the Meeting shall set out the grounds for the proposed removal.

21. The Directors may fill any vacancy from among the Directors remaining on the Board, provided there is a quorum.

Objects Perpetuated

22. It shall be the responsibility and function of the Board of Directors and Officers of the Corporation to perpetuate the objects of the Corporation and to ensure that all actions are undertaken in order to achieve realization of the said objects.

Qualification of Membership

23. (a) All full-time enrolled undergraduate Trent University students, upon payment of their annual levy fee to Trent University, are Members of the Corporation. Other students may become Members upon payment of a fee equal to the student levy fee. Others may become Members through payment of a Membership Fee as determined from time to time by the Board of Directors. The Board of Directors may appoint honorary Members from time to time as determined by the Board of Directors. No Corporation is eligible for membership.

(b) Members shall be entitled to bear a membership card issued by the Secretary.

(c) No Member is entitled to vote at a Meeting of the Members until thirty (30) days after the beginning of his/her membership.

Members Meetings

24. The Annual General Meeting shall be held in the last two weeks of January at the Head Office or at such other date, time and place as the Board of Directors set out in the Notice of Meeting.
25. A Notice of two weeks shall be provided in advance of the election and Annual General Meeting. The Notice shall be posted in at least one or more Trent Student publications and one or more City of Peterborough newspapers.
26. The Annual General Meeting shall include the following Agenda items:
 - (a) presentation of the Financial Statements and the Secretary-Treasurer's Report;
 - (b) Report of the Board of Directors;
 - (c) Election of the Board of Directors; and
 - (d) Such other business as may be properly brought before the Meeting.
27. A General Meeting of the Membership to address any matters connected with the affairs of the Corporation and not inconsistent with the Corporations Act of Ontario, may be called by the Board of Directors, by the President, or by petition to the Board of Directors by not less than one-tenth on the membership of the Corporation entitled to vote at the proposed Meeting.
28. Decisions at the Annual General Meeting and at any General Meeting shall be made by Resolution or Motion. A majority of the votes cast, unless otherwise provided for in the Memorandum of Association or the By-Laws, shall be required to pass a Resolution or Motion. The President shall not vote, except in the case of a tie.
29. Quorum for a Meeting of Members is ten (10) Members present in person.
30. A Member may not attend or vote at a Meeting by proxy.

Termination of Membership

31. A Member shall cease to be a Member upon his or her:
 - (a) death;
 - (b) resignation in writing;
 - (c) termination by the Members; or
 - (d) failure to pay assessed Fees or Levy Fees; or
 - (e) termination of Membership does not entitle a Member to a refund of Membership Fees, which have in fact been remitted or paid to the Corporation.
32. A Member's membership may be terminated at a General Meeting called for that purpose. The Notice of Meeting shall set out the grounds for the proposed termination of the Member's membership. The Member shall have the opportunity to make a presentation to the Members at that Meeting.

Signing of Documents

33. The Board may, by Resolution, appoint any person, from time to time, to sign documents of behalf of the Corporation. Absent a specific Resolution, the President, Vice-President or the Secretary-Treasurer may sign documents on behalf of the Corporation.

Financial Affairs

The President and Treasurer, or such other persons as may be appointed by Resolution of the Board of Directors, are authorized to complete the Banking of the Corporation. The Banking may be conducted at a Financial Institution or Institutions approved by Resolution of the Board.

34. The persons authorized to complete the Banking are authorized to:

- (a) set up and operate the Accounts;
- (b) execute any Agreements with the Financial Institution to facilitate the Banking arrangements;
- (c) deposit to the Account of the Corporation all money, cheques and negotiable instruments payable to the Corporation;
- (d) issue receipts for property received by the Corporation;
- (e) make and sign cheques on behalf of the Corporation but only when two authorized persons sign the cheques together; and
- (f) other activities authorized by Resolution of the Board.

35. The financial year of the Corporation shall end on the 31st day of August, unless it is otherwise changed by Resolutions of the Board.

Facilities

36. The Board may establish Rules for the use of the Facilities, Lecture Hall, Performance Theatre, Garden, Common Rooms, Offices and such other facilities as may be operated from time to time and the ancillary goods and services. The Board may determine if any Member has breached the Rules at a Hearing called for that purpose. The Notice of Hearing shall be served on the relevant Member or Members who shall have a right to attend and make a presentation. The Board may, by Resolution, assess a fine for the breach of the rules. The fine shall not be greater than \$10.00 for each breach.

37. The Board may determine, from time to time, the ancillary goods and services that are to be provided in the Facilities, Lecture Hall, Performance Theatre, Garden, Common Rooms, Offices and other such facilities and may assess and collect fees for those goods and services.

38. The Board may establish, from time to time, the dues for Membership. The dues may be different for Regular and Associate Members.

Passed by the Board of Directors on the _____ day of _____, 20_____.

Secretary (Signature)

Confirmed by the Members on the _____ day of _____, 20_____.

Secretary (Signature)