

BYLAWS

OF THE

ATHABASCA UNIVERSITY

STUDENTS' UNION

Article 1 Preamble

1.1 The Society

The name of this organization is "The Students' Association of Athabasca University," hereafter referred to as "Athabasca University Students' Union" or AUSU.

1.2 The Bylaws

The following articles set forth the Bylaws of AUSU

Article 2 Defining and Interpreting the Bylaws

2.1 Definitions

In these Bylaws, the following words have these meanings:

Act means the Post-secondary Learning Act of Alberta

Annual General Meeting or AGM means the annual general meeting described in Article 5

AU means any operation or unit that falls under the jurisdiction of the Governing Council and Academic Council of Athabasca University

Bylaws mean the Bylaws of the AUSU as amended

Council means the current Students' Council of AUSU as described in Article 6.1

Council Meeting means a meeting of Council

Councillor means any person elected or appointed to Council

General Meeting means the Annual General Meeting and any Special General Meetings

Officer means any officer listed in Article 6.2

Member means any person who is enrolled in an AU undergraduate course or currently enrolled in a multi-year AU undergraduate collaborative program offered at another post-secondary institution. When course extensions are purchased from AU, the extended end date is used to calculate membership in AUSU. The end date refers to either the (extended) contract date of the course, or the date when the final mark is submitted to Academic Records, whichever comes first.

Meeting means any General Meeting or Council Meeting

Registered Office means the registered office of AUSU

Special General Meeting means any general meeting of AUSU other than an Annual General Meeting

Special Resolution means

- (a) A resolution proposed at a General Meeting with twenty-one (21) days notice with the notice stating the proposed resolution. For the resolution to pass, there must be approval by a vote of 75% of the voting Members;
- (b) A resolution proposed at a General Meeting with less than twenty-one (21) days notice where all voting Members eligible to attend and vote at the General Meeting must agree to allow the resolution to be presented. For the resolution to pass, there must be approval by a vote of 75% of the voting members.

2.2 Interpretation

The following rules must be applied in interpreting these Bylaws

- 2.2.1 Singular and Plural: words indicating the singular number also include the plural, and vice-versa.
- 2.2.2 Gender: words indicating a specific gender include all genders.
- 2.2.3 Headings: are for convenience only. They do not affect the interpretation of these Bylaws.
- 2.2.4 Liberal Interpretation: these Bylaws must be interpreted broadly and generously, subject, where required, to the laws of Alberta and Canada.

Article 3 Objects of the Society

3.1 The Objectives of AUSU are to:

- 3.1.1 Assist our members in achieving their educational goals at Athabasca University;
- 3.1.2 Represent the will of our members to Athabasca University, to the public, and to all levels of government;
- 3.1.3 Promote the general welfare and a sense of community and student involvement for AUSU members; and
- 3.1.4 Provide resources and initiatives that further the association's objectives.

Article 4 Members

4.1 Types of Members

AUSU recognizes three types of membership:

- (a) Active Members: Members who pay full AUSU membership fees.
- (b) Associate Members: AUSU Councillors or Members not currently in an active AUSU course.
- (c) Honorary Members: Those persons or groups given honorary membership by an action of Council.

4.2 Rights of Members

4.2.1 Active Members are entitled to:

- (a) run for a position on council, pursuant to the nomination guidelines in section 9.2, unless they are:
 - A paid employee of AU as defined under the terms of any existing letter of agreement between AU and AUSU;
 - A paid employee of AUSU; or
 - currently in litigation with AUSU.
- (b) exercise other rights and privileges given to Members of any type in these Bylaws or by Council.

- 4.2.2 Associate Members are entitled to:
- (a) vote at general meetings of AUSU;
 - (b) vote for as many Councillors as there are vacancies to be filled on council during an AUSU election;
 - (c) receive AUSU publications and all other regular mailings and communications of AUSU;
 - (d) petition the Council in respect to any matter within the jurisdiction of AUSU
 - (e) exercise other rights and privileges given to Members in these Bylaws or by Council except for those specifically given to Active Members

- 4.2.3 All types of Members are entitled to:
- (a) receive notice of meetings of AUSU
 - (b) attend any meeting of AUSU
 - (c) speak at any general meeting of AUSU; and
 - (d) exercise other rights and privileges given to Members in these Bylaws or by Council except those given specifically to Active or Associate Members.

- 4.2.4 Anybody is entitled to receive AUSU advocacy for any AUSU member issue arising during their AUSU membership period.

4.3 Resignation

- 4.3.1 Members of AUSU may resign membership by presenting a signed letter of resignation to the AUSU Council, which shall take effect upon receipt, and shall not be rescinded.
- 4.3.2 Resignation of membership does not exempt the resigned member from paying AUSU membership fees as collected by AU.

4.4 Fees

- 4.4.1 AUSU membership fees are non-refundable except as in accordance with current AU policy. Membership fees may be changed only by Special Resolution that must be announced to the membership at least 21 days prior to the General Meeting.
- 4.4.2 Membership Fees are \$3 per credit hour for any AU undergraduate course.

4.5 Standing

- 4.5.1 Members shall be considered to be in good standing unless:
- (a) They have failed to pay a debt to AUSU, or;
 - (b) They have been removed from good standing by a motion of Council.
- 4.5.2 A member who is not in good standing can regain good standing by:
- (a) Paying the full amount of any debt due to AUSU, and
 - (b) Being declared to have returned to good standing by a resolution of Council.
- 4.5.3 Revocation of good standing does not exempt the member from paying AUSU membership fees as collected by AU.

4.6 Expulsion

- 4.6.1 Membership in the Association shall cease upon:
- (a) a Member failing to comply with these Bylaws;

- (b) a resolution to revoke an individual's membership passed at a properly convened meeting of Council by more than two-thirds (2/3) of the votes cast on that resolution. The member must be given 21 days to prepare and present a defence before Council, the decision of which shall be final and binding, or
 - (c) a petition of at least 250 Active Members of the Association.
- 4.6.2 Expulsion of membership does not exempt the expelled member from paying AUSU membership fees as collected by AU.

Article 5 General Meetings

5.1 Officers

The Officers of AUSU are the Officers of Council.

5.2 Method

Attendance at, participation in, and voting in meetings of AUSU shall be by means Council deems appropriate.

5.3 Notice

5.3.1 Notice of a general meeting of AUSU shall include information about all available methods of attendance and participation, and a Notice of Motion for any Special Resolutions to be presented at the meeting. Notice of general meetings shall be provided to all members no less than 21 days in advance of the meeting by

- (a) Posting a notice on the AUSU website;
- (b) E-mailing members who have subscribed to the AUSU email notification list;
- (c) Advertisements in the AU Student Newspaper, and
- (d) Any additional means Council deems appropriate.

5.3.2 A meeting adjourned to at least 30 days in the future requires a new notice as defined in section 5.3.1.

5.4 Quorum

5.4.1 The quorum requirement at a general meeting of AUSU shall be 10 Active Members.

5.5 Procedures

5.5.1 Failure to Reach Quorum The President shall cancel the General meeting if quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one(1) week later at the same time and place. If quorum is not present within one-half(1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

5.5.2 Presiding Officer

5.5.2.1 The President chairs every General Meeting of AUSU. A Vice-President chairs the meeting in the absence of the President

- 5.5.2.2 If neither the President nor a Vice-President is present within one-half (1/2) hour after the set time for the General meeting, the Members present choose a Member to chair.
- 5.5.3 Adjournment
- 5.5.3.1 The President may adjourn any General meeting with the consent of the Members at the meeting. The reconvened General Meeting conducts only the unfinished business from the initial Meeting.
- 5.5.3.2 When a General Meeting is adjourned for thirty (30) days or more, AUSU must provide notice of the continuation date of the meeting per item 5.3. Notice must be the same as for any General Meeting
- 5.5.3.3 No notice is necessary if the General Meeting is adjourned for less than thirty(30) days
- 5.5.4 Voting
- 5.5.4.1 Each Active Member has one (1) vote. The Chair of a General Meeting will decide how votes are to be expressed and tabulated based on the most reasonable means available in the situation. A secret ballot is used if at least five (5) Active Members request it.
- 5.5.4.2 The Chair or President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.
- 5.5.4.3 An Active Member may not vote by proxy.
- 5.5.4.4 A majority of the votes of the Active Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.
- 5.5.4.5 The Chair declares a resolution carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.
- 5.5.4.6 A ballot vote may be requested and used if at least five (5) Active Members request it. In such case, the Chair may set the time, place, and method for a ballot vote. The result of the ballot is the resolution of the Voters present.
- 5.5.4.7 Members may withdraw their request for a ballot vote.
- 5.5.4.8 The Chair decides any dispute on any vote. The Chair decides in good faith, and this decision is final.
- 5.5.5 Failure to Give Notice of Meeting
- Action taken at a General Meeting shall not be rendered invalid due to:
- (a) accidental omission to give any notice to any Member;
 - (b) any Member not receiving a notice, where AUSU has made a reasonable attempt to notify all members; or
 - (c) any error in a notice that does not affect the meaning.
- 5.5.6 Written Resolution of All the Active Members All Active Members may agree to and sign a resolution. This resolution is as valid as one passed at a General Meeting. It is not necessary to give notice or to call a General Meeting for this resolution to be valid. The date on the resolution is the date it is passed.
- 5.6 Annual General Meeting**
- 5.6.1 Annual General Meetings adhere to all of the procedures and requirements for General Meetings, including but not limited to those specified for Officers,

Method, Notice, Quorum, and Procedures, except where otherwise specified in these Bylaws.

5.6.2 The President or Council shall call an Annual General Meeting each year, to occur during the same calendar year as when the meeting is called.

5.6.3 An Auditor must be appointed for the fiscal year.

5.7 Special General Meetings

5.7.1 Special General Meetings adhere to all of the procedures and requirements for General Meetings, including but not limited to those specified for Officers, Method, Notice, Quorum, and Procedures, except where otherwise specified within these Bylaws.

5.7.2 Special General Meetings of AUSU may be called by the President, Council, or a petition signed by 250 Active Members.

5.7.3 Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.

5.7.4 Under exceptional circumstances a new auditor may be appointed at an SGM.

Article 6 Government

AUSU Council is the highest governing body of AUSU, and where not inconsistent with acts of AUSU, statute, or these Bylaws, is authorized to exercise and delegate all powers of AUSU.

6.1 Council

6.1.1 Composition

Council shall consist of no less than three(3) and no more than nine(9) Councillors.

6.1.2 Term

Councillors shall serve two-year terms or until the next election or their removal from Council, whichever occurs first;

6.1.3 Vacancies

- a) Council will fill vacancies as per the association's policy on by-elections.
- b) Council will provide members not less than 21 days notice of any changes to the by-election policy.

6.1.4 Responsibilities

Councillors are responsible for attending and participating in Council meetings, acting in support of Council responsibilities, and other such duties as Council may delegate to them.

6.1.5 Removal

A finding by two-thirds (2/3) vote of Council that a Councillor has not met his or her responsibilities shall remove the Councillor. A Councillor that has been removed is no longer a member in good standing.

6.1.6 Remuneration

Council shall set rates of remuneration for Councillors.

6.2 Officers

- 6.2.1 Council shall elect by a vote of council and by secret ballot the Offices of President, Vice-President of External & Student Affairs(VPEX), Vice-President of Finance and Administration(VPFA), and any other executives (herein referred to as "Officer" or "Office") that council deems necessary, from among the currently elected councillors.
- 6.2.2 Term
Officers shall serve for the remainder of their term as Councillors until the election of their successors or until their removal from Office.
- 6.2.3 Use of the Seal
The society's seal shall by Officers or by such person as they delegate, under the Officer's direction.
- 6.2.4 Removal
- 6.2.4.1 Officers shall be removed from their office as defined in AUSU policy and with a 2/3rds vote of the entire Council.
- 6.2.4.2 Officers so removed are still Councillors.
- 6.2.5 Vacancy
- 6.2.5.1 In the event of a vacancy in an Office of AUSU, Council shall elect a Councillor to the vacant Office immediately or by the next Council meeting.
- 6.2.5.2 Council shall not elect a Councillor to an Office of Vice-President while the Office of President is vacant.
- 6.2.6 Remuneration
Council shall set rates for remuneration of Officers.
- 6.2.7 President
The duties of the President of AUSU include, but are not limited to:
- 6.2.7.1 Presiding Presiding over, or ensuring the election of a chairperson to preside over meetings of AUSU and Council;
- 6.2.7.2 Representation Representing AUSU to Athabasca University, or, at the President's discretion, delegating this duty in whole or in part to Council.
- 6.2.8 Vice-President External & Student Affairs (VPEX)
- 6.2.8.1 The VPEX is responsible for exercising the duties of President when the President is unable or unwilling to do so, and accepting the Office of President immediately upon its becoming vacant.
- 6.2.8.2 The VPEX is responsible for ensuring that the interests of AUSU members are adequately represented to external organizations.
- 6.2.9 Vice-President Finance and Administration (VPFA) The duties of the VPFA include:
- 6.2.9.1 Providing Documents to Members Ensuring that the official documents of AUSU are kept up to date and made available to members and employees of AUSU by means Council deems appropriate.
- 6.2.9.2 Keeping Records
- (a) Ensuring the creation and safekeeping of the minutes of all meetings and other books and records of AUSU and of Council;
- (b) Keeping and preparing the minutes of all meetings and correspondence, or, at the VPFA's discretion, delegating in whole or in part to Council.

6.2.9.3 Custody of the Seal Ensuring safe custody of the seal of AUSU.

6.3 Council Meetings

6.3.1 Frequency

Meetings of Council shall be called no less than once every three months.

6.3.2 Special Council Meetings

The President or any two Councillors may call a special meeting of Council.

6.3.3 Quorum

6.3.3.1 Quorum of AUSU Students' Council meetings is a majority of its councillors.

6.3.3.2 Councillors having submitted resignations are not considered in determining the quorum requirement in special meetings called for the purpose of accepting their resignations.

6.4 Responsibilities

AUSU Students' Council has the following responsibilities:

- (a) Comply with these Bylaws, acts of AUSU, acts of Council, and any applicable statute,
- (b) Represent the Members of AUSU; and
- (c) Achieve the Objects of AUSU as set forth in these Bylaws.

6.5 Powers and Duties of Council

Council has the powers of AUSU except as limited by the Act.

The Powers and Duties of Council include:

- (a) Promoting the Objects of AUSU;
- (b) Hiring employees to operate AUSU;
- (c) Regulating employees' duties and setting their salaries;
- (d) Maintaining and protecting AUSU's assets and property;
- (e) Approving an annual budget for AUSU;
- (f) Paying all expenses for operating and managing AUSU;
- (g) Paying persons for services and protecting persons from the debts of AUSU;
- (h) Investing any extra monies;
- (i) Financing the operations of AUSU, and borrowing or raising monies;
- (j) Making policies for managing and operating AUSU;
- (k) Approving all contracts for AUSU;
- (l) Maintaining all accounts and financial records of AUSU;
- (m) Appointing legal counsel as necessary;
- (n) Making policies, rules, and regulations for operating AUSU and using its facilities and assets;
- (o) Selling, disposing of, or mortgaging any or all of the property of AUSU, and
- (p) Without limiting the general responsibility of the Council, delegating its powers and duties to such Committees or persons the Council appoints.

6.6 Petitions

Council shall set forth means by which members of AUSU may bring a matter to Council for consideration by submitting a petition with the signatures of not less than fifty (50) Active Members

6.7 Committees

Council may create standing and ad hoc committees that report to Council.

6.8 Set Procedures

Council may adopt special rules of order that govern its proceedings where not otherwise inconsistent with these Bylaws.

6.9 Procedures

Where not inconsistent with a special rule of order of Council or AUSU, these Bylaws, or any applicable statute, meetings of Council shall be governed by the most recent edition of "Robert's Rules of Order, Newly Revised."

6.10 Borrowing Powers

Council holds the borrowing powers of AUSU, which it may delegate.

6.11 Audit of Accounts

Council has the responsibility of ensuring that Council receives yearly an audit of accounts, which responsibility it may delegate.

Article 7 Finance and Other Management Matters

7.1 The Registered Office

The Registered Office of AUSU is located in Edmonton, Alberta. Another place may be established at the Annual General Meeting or by Resolution of Council.

7.2 Finance and Auditing

7.2.1 The fiscal year of AUSU ends on September 30th each year.

7.2.2 There must be an audit of the books, accounts, and records of AUSU at least once each year. This must be performed by a qualified accountant that is appointed by Council.

7.2.3 All other financial matters of AUSU shall be done in accordance with the Policies of AUSU

7.3 Inspection of Records

The accounts and records of AUSU may be inspected by a member at any time, provided that the member gives reasonable notice and arranges a time and place satisfactory to the VPFA, the Executive, or Student's Council.

7.4 Protection and Indemnity of Directors and Officers

- 7.4.1 Each Councillor, Officer, Committee Member or AUSU employee holds their position with protection of AUSU. AUSU indemnifies each Councillor, Officer, Committee Member or employee against all costs or charges that result from any act done in his or her role for AUSU. AUSU does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 7.4.2 No Councillor, Officer, Committee Member or employee is liable for the acts of any other Councillor, Officer, Committee Member or employee. No Councillor, Officer, Committee Member or employee is responsible for any loss or damage due to bankruptcy, insolvency, or the wrongful act of any person, firm, or corporation dealing with AUSU. No Councillor, Officer, Committee Member or employee is liable for any loss due to an oversight or error in judgment or by any act in his or her role for AUSU, unless the act is fraudulent, dishonest, or conducted in bad faith.
- 7.4.3 Councillors, Officers, Committee Members and employees can rely on the accuracy of any statement or report prepared by AUSU's auditor. No Councillor, Officer, Committee Member or employee is to be held liable for any loss or damage as a result of acting on that statement or report.

7.5 The Voice Magazine

- 7.5.1 The Voice shall be allocated 12.5% of AUSU student fees for each fiscal year as the operating budget.
- 7.5.2 The Voice shall manage its own affairs with the monies provided by AUSU.
- 7.5.3 The Voice will operate an autonomous publication without interference from AUSU regarding content.

Article 8 Referendums and Plebiscites

8.1 Referendums

- 8.1.1 Council shall make available means for members and Council to call for a referendum of all members, as defined in policy.
- 8.1.2 The results of a referendum are binding and must be enacted by Council at the next regular Council meeting.

8.2 Plebiscites

- 8.2.1 Council shall make available means for members and Council to call for a plebiscite of all members, as defined in policy.

Article 9 Elections

9.1 Timing

- Council will hold a general election within two years of the most recently held general election.

9.2 Nomination

Any Active Member in good standing, who has completed a minimum of 3 AU undergraduate credits, and does not fall into any of the exceptions noted under the rights of Active Members may submit to Council a self-nomination together with the individual's written consent to act, if elected.

9.3 Election

9.3.1 The election shall be the responsibility of Council or designate and shall involve a process of secret ballots as defined within Council's policies on elections.

9.3.2 Changes to Council's policies on elections shall not be made without proper notification of at least 21 days being provided to AUSU members.

9.4 Votes

At any General Election or By-Election, each Active Member shall be entitled to vote for as many Councillors as there are vacancies to be filled on the Council.

Article 10 Amendment

These Bylaws may be amended, in whole or in part, by a special resolution of AUSU as defined in these Bylaws.

Article 11 Dissolution

In the event of dissolution, the assets of AUSU, once all liabilities are paid, shall be held in trust by Athabasca University to be used for the purpose of creating a new students' association, with all remaining assets to be transferred to the new association.

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