

STUDENT ADMINISTRATIVE COUNCIL INC.
Annual General Meeting
Welland Campus - Student Activity Commons (S174)
Wednesday, January 23, 2019
12:00 p.m.

AGENDA

1. Welcome – NCSAC President, Ryan Huckla
2. Approval of Previous AGM Meeting Minutes – January 19, 2018
 - 2.1. Motion made to approve the minutes from the Annual General Meeting held on January 19, 2018 as submitted.
3. President's Report – NCSAC President, Ryan Huckla
4. Executive Director's Report – NCSAC Executive Director, Steve Kosh
5. Financial and Operations Report – NCSAC Executive Director, Steve Kosh
 - 5.1. Review Audited Financials for year ending 2018.
 - 5.2. Motion to approve KPMG as the Auditor for the 2019-2020 year.
6. By-Laws Revisions – NCSAC President, Ryan Huckla
 - 6.1. Motion made to approve the 2019-2020 NCSAC By-laws as presented.
 - 6.2. Be it resolved as a Special Resolution that the current Constitution and By-laws of the Corporation be repealed, effective immediately, and replaced with the proposed new By-Law No. 1 presented to the membership.
7. Questions
8. Adjournment

STUDENT ADMINISTRATIVE COUNCIL INC.
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Wednesday, January 23, 2019
12:00 p.m.

1.0 WELCOME

This meeting was called to order at 12:09 p.m. and chaired by Ryan Huckla, Niagara College Student Administrative Council President. Ryan explained to the membership the purpose of the Annual General Meeting. He outlined the process of reviewing the organizations financials and operations. He also explained how the meeting and reports account for the actions of the Niagara College Student Administrative Council Inc. (NCSAC) to aspire to provide healthy and safe activities, facilities and services while promoting an accessible College environment and contributing to the quality of student life. This report covers the activities of the corporation globally as well as at the campus level.

2.0 APPROVAL OF PREVIOUS AGM MEETING MINUTES

2.1 Motion made to approve the minutes from the Annual General Meeting held on January 19, 2018 as submitted.

Motioned: Mauricio Galko
Seconded: Tom Price

All in Favour; Carried.

3.0 PRESIDENT'S REPORT
President, Ryan Huckla

For the year of 2018/2019 many of the priorities have been based around growth and development of the Niagara College Student Administrative Council. Working with the Board of Directors since May 2018, there have been clear objectives that are planned to be achieved by the end of this board's term in April 2019.

Governance Overview

With changes being made to the overall structure of NCSAC being changed by the 2017/2018 BOD, this board worked to finish the job in creating a strong student government. The 2018/2019 BOD approved the finances to hire governance experts to come in and strengthen the documents and board structure of SAC. The work on the structures has been ongoing for 5 months, and has included the elimination of roles such as Vice President, and other important changes that have the origination more in line to the not-for-profit act. All changes will be presented to membership at the Annual General Meeting.

Transit

Advocating on behalf of students it was clear in early September that major changes needed to take place to the transit systems. Concerns around safety, and accessibility were brought up to many of the SAC organization. Morning stakeouts at the transit hubs, transit town halls, and social media

outreach were all strategies to better understand the situation. Through months of discussions and meetings, SAC now has transit shelters at each campus along with a better transit service to meet the needs of students.

Mental Health

Over the 2018/2019 the NCSAC BOD has made it clear that support for those who experience challenges with their mental health have support. Also that campaigns be held to help end the stigma around mental health, and open the conversation around one's health. Conversations are had with Niagara College as well, as both parties are looking to invest additional resources to continue to support those experiencing challenges with their health.

4.0 EXECUTIVE DIRECTOR'S REPORT

Executive Director, Steve Kosh

U-Pass

	U-Pass Revenues	U-Pass Expenses	U-Pass Loss
2017 – 2018	\$2,306,707.00	\$2,710,269.00	(\$403,562.00)

Transit Changes

In an attempt to reduce the transit losses, in September 2018, the Regional Route 60/65 was removed. NCSAC received a lot of feedback from students stating the importance of this route. Therefore, in January, similar routes were added to appease the students. When making changes to the transit system, providers ask for three (3) months' notice.

Losses

When there has been a deficit in the transit portfolio in the past, NCSAC would use funds collected from the Student Activity Fee to cover the loss. In more recent years, NCSAC has worked alongside the college to ensure the deficit wasn't being paid with additional student dollars. NCSAC requested their assistance with the deficit, and the college agreed. Last year the college covered half of the transit loss, and this year there is a similar arrangement.

Health Plan

Contract

NCSAC's contract with the current provider expires August 31, 2019. NCSAC decided to conduct a Request for Information (RFI) and circulated the document to several different health care providers. NCSAC will use the proposals from the different health care providers and will evaluate each based on the needs of students. There is currently a surplus in the Health Plan Reserve Fund totalling approximately \$300,000; NCSAC typically utilizes this fund to buffer against annual increases from the provider so it is no additional cost to students. One of the questions that NCSAC asked the different providers was regarding medical cannabis, as NCSAC has been receiving a lot of student feedback asking for this to be included in the health plan.

Ministry Announcement

Minister Fullerton, Minister of Training, Colleges, and Universities made an announcement stating new framework surrounding 10% reduction in tuition, OSAP reform, and optional Ancillary Fees.

Steve noted that even with Ancillary Fees being option, it is important understand that NCSAC will exist in the future, and will adapt to meet the new Ministry Guidelines put forth from the Progressive Conservative Party of Ontario. Steve also mentioned that the framework still has not been released from the Ministry, however the House is scheduled to sit on February 19, 2019, and that people can expect to have the document early-mid February. As soon as additional information is released, NCSAC will ensure to update students.

Elections

Election Packages for the Director positions will be available for pick-up at the NCSAC offices on February 1, 2019. The term of office will be from May 1, 2019 – April 30, 2020. Election campaigning and voting will take place in March. All potential candidates and students who would like to be informed are encouraged to visit www.ncvotes.ca for additional information. Steve also explained the difference between running for a Director position on the Board of Directors, who will be learning good governance and will setting the strategic direction for the organization, and applying for one of the student coordinator positions, who deal with more operational roles including: clubs, marketing, and events.

5.0 FINANCIAL AND OPERATIONS REPORT

Executive Director, Steve Kosh

5.1 Review Audited Financials for year ending in 2018.

As a Not-for-Profit organization, NCSAC hired a third party, KMPG to conduct a full audit on NCSAC's finances.

Audited Financial Highlights

- Assets are down approximately \$600,000 compared to 2017, with the majority of that difference due to Note 11 in the Financial Statement that discusses "Related Party Transactions"; NCSAC invested in Capital Assets that made up the \$600,000. Another part of the assets being down is due to timing; NCSAC has moved towards term billing, as opposed to full year billing which reflects in the Audited Financial Statements. Basically, NCSAC's financial assets are healthy.

Revenue

- NCSAC collected \$1.3 million in Student Activity Fees in 2018, this is due to increased enrolment, and also increasing the Student Activity Fee from \$62 to \$72 by using \$10 from the STEC Fund to supplement the increase.
- NCSAC collected \$67,000 in 2018 for College Student Alliance (CSA) Fees. NCSAC is no longer members of the student advocacy group, CSA, and therefore students will no longer be charged a CSA Fee.

Expenses

- In 2018 NCSAC spent \$2.7 million in expenses. At the end of the year, there was a deficit of \$351,757. The money to cover the deficit comes from Capital Reserves. Every few years, NCSAC have to run that deficit to ensure the organization is giving value for money to students. Part of the deficit is due to transit loses.

Investments

- Due to NCSAC being a Not-for-Profit in Ontario, NCSAC does have investments, however they do have to be in a low risk fund.

Operations

- In 2018 the operation outlets operated at a deficit of approximately \$95,000. It was noted that this is done on purpose in order to give value back to students.

Administrative

- There was \$1.8 million spent on Administrative costs. This includes clubs, events, wages, orientation, insurance, etc.

Overall, NCSAC is a very financially healthy organization.

5.2 Motion to approve KPMG as the Auditor for the 2019-2020 year.

Motioned: Sherry Rivers

Seconded: Eric Ionico

All in Favour; Carried.

6.0 BY-LAW REVISIONS

President, Ryan Huckla

By-law Amendments

Overview

Over the past several years the Niagara College Student Administrative Council Inc. (NCSAC) has undergone some significant changes in regards to the structure of the Board and how to best advocate for the students of Niagara College. In the past, the job descriptions for each board member were rooted in an operational function, including: Director of Social Programming, Director of Goodwill, Director of Clubs, and Director of Student Relations. Board members were focusing their efforts on their operational function of the organization, which left little time for good governance and ultimately left NCSAC lacking a student-focussed, corporate vision. NCSAC was and continues to be devoted to the students of Niagara College and therefore set forth a plan to achieve best practices in the student government industry, to ensure compliance with the Ontario Not-for-Profit Act, the Business Corporations Act and to ensure NCSAC is advocating for students using the best practices available.

2017/2018

In the 2017/2018 academic year, NCSAC underwent an internal governance structure review. In order to complete this review, a Governance Review Committee was created. NCSAC had been operating with a governance structure that saw the Board of Directors roles encompass both operational and governance aspects. The Governance Review Committee recommended to the Board of Directors that a change the structure of the Board to have Directors from a “school of” as opposed to being a Director of an operational role (social programming, goodwill, clubs, and student relations). The Board motioned and endorsed the changes, which were then approved at the 2018 Annual General Meeting of the membership. The main focus of this restructure was to differentiate between governance and operations.

2018/2019

Under the current NCSAC governance structure, the Board Members' functions were refocused and there is currently a President, a Vice President at each campus, and Directors for each "school of".

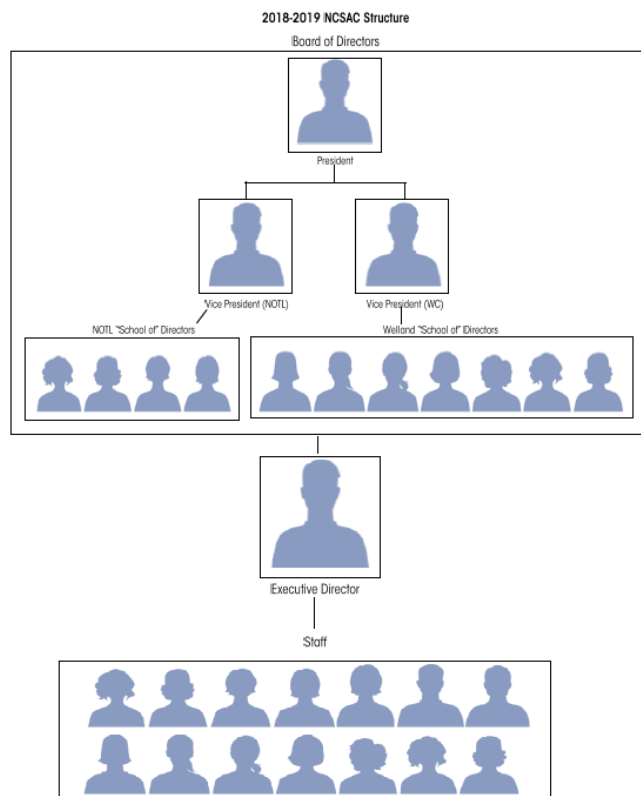
NOTL Directors:

- Director of Canadian Food & Wine Institute (CFWI)
- Director of Hospitality, Tourism, & Sport
- Director of Environmental & Horticulture
- Director of Business & Management Studies

Welland Directors:

- Director of Trades
- Director of Media
- Director of Technology
- Director of Nursing & Personal Support Worker
- Director of Justice & Fitness
- Director of Allied Health Studies
- Director of Community Services

One of the remaining concerns of the organization, was that there is a hierarchy amongst the Board members. With the current NCSAC structure, there are the "School of" Directors reporting to the Vice President of their respective campus, who then report to the President.



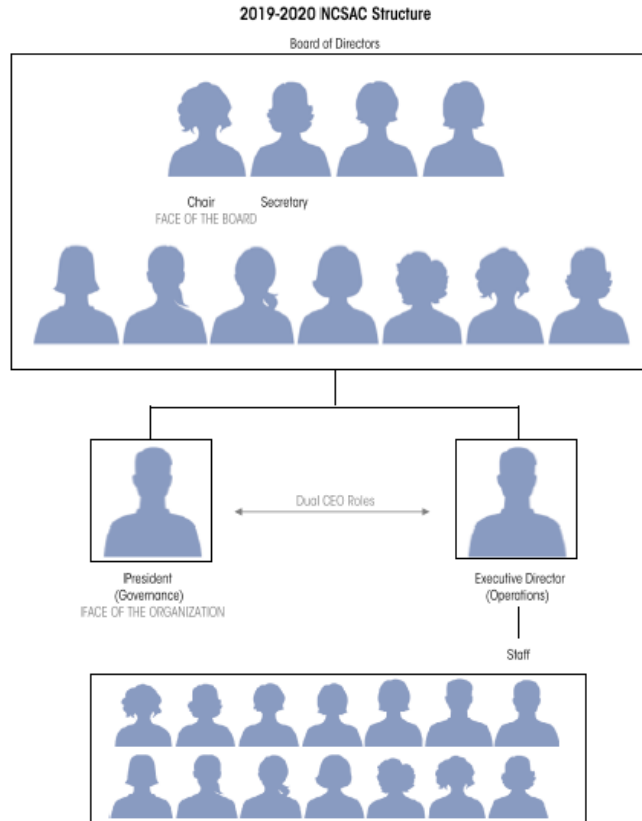
Understanding that the NCSAC structure still needed some professional attention, a Request for Proposal (RFP) was circulated to different professional governance agencies during the summer of 2018. The goal was to work through ensuring NCSAC corporate structure, as well as NCSAC's corporate governance documents are compliant with legislation and reflect best practices in the student government industry. NCSAC decided to work with Catherine Raso from CMR Governance Consulting, as well as Anna Naud, a lawyer who works in conjunction with Catherine. It was explained that Catherine would review Board Policies and structure, and Anna would handle the legalities of the By-laws. After several workshops and other various communications with the team, a new structure was proposed.

Below are the proposed changes:

- The Board of Directors no longer report to the President, but instead the President reports to the Board of Directors, with the President no longer being a member of the Board of Directors. This serves two purposes; there would be accountability from the President to the Board and by not being a member of the Board, the President is not "their own boss" or evaluating themselves.
- There is no longer a Vice President position at each campus. This was one of the final steps to eliminating the hierarchy within the Board of Directors. Without operational Directors, there is no need for direct reports or a hierarchy. This also places all Board members on as equals to represent the membership.
- There is also a proposed change that the Board Chair and Secretary would be selected among the Directors at the first meeting of the NCSAC Board of Directors. This process is required by legislation and was not previously occurring.
- The President and the Executive Director would be dual CEO's, each responsible for their own portfolios, with the President focusing on Governance and Advocacy, and the Executive Director focusing on Operations.

As you can see there are many proposed changes, but the main reasons for these changes are to clarify accountability, the distinction between governance and operations, to comply with legislation, and finally to reflect best practices in student government.

Proposed:



Along with the new proposed Board structure comes new corporate governance documents. Catherine and Anna suggested streamlining the corporate documents to reflect these changes. The new by-laws will reflect the changes listed above in regards to the proposed 2019-2020 Board Structure.

It is important to note that as members, you will maintain your rights as members. The qualifications for fee-paying students to run for a position on the NCSAC Board of Directors has not changed. The membership will also maintain their right to elect the members of the Board of Directors each year. The membership will also maintain their right to vote for the President each year.

NIAGARA COLLEGE STUDENT ADMINISTRATIVE COUNCIL INCORPORATED

(the “Corporation”)

BY-LAW NO. 1

BE IT ENACTED as a by-law of the Corporation as follows:

ARTICLE I. INTERPRETATION

1.1 Definitions – In this by-law and all other by-laws and resolutions of the Corporation, unless the context otherwise requires:

“**Act**” means the Ontario *Corporations Act*, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted therefor, including the ONCA, as amended from time to time;

“**Articles**” means the original or restated Letters Patent, Supplementary Letters Patent, articles of continuance, reorganization, arrangement or revival of the Corporation, or any other similar documents;

“**Board**” means the Board of Directors of the Corporation;

“**By-Law**” means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;

“**Director**” means a member of the Board;

“**Ex-officio**” means membership, election, or appointment by virtue of office and includes all rights, responsibilities, and power to vote except where otherwise specifically provided;

“**Extraordinary resolution**” means a resolution passed by at least eighty-percent (80%) of the votes cast at a Special meeting of Members;

“**Meeting of Members**” includes an annual meeting of Members and a Special meeting of Members;

“**Member**” means a member of the Corporation;

“**Niagara College**” means The Niagara College of Applied Arts and Technology, established pursuant to O. Reg. 34/03 under the *Ontario Colleges of Applied Arts and Technology Act, 2002*;

“**ONCA**” means the Ontario *Not-for-Profit Corporations Act, 2010*;

“Ordinary Resolution” means a resolution passed by a majority of votes cast on that resolution;

“Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time;

“Special meeting of Members” means a Special meeting of all Members entitled to vote at an annual meeting of Members and a meeting of any class or classes of Members entitled to vote on the question at issue; and

“Special Resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2 Interpretation – In the interpretation of this By-Law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined in this By-Law, words, terms and expressions appearing in this By-Law shall have the meaning ascribed to them under the Act;
- (b) words importing the singular number only shall include the plural and vice versa;
- (c) the word “person” shall mean an individual, body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization;
- (d) the headings used in the By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of the By-Law or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (e) except where specifically stated otherwise, references to actions being taken “in writing” or similar terms shall include electronic communication and references to “address” or similar terms shall include e-mail address.

ARTICLE II. GENERAL

2.1 Registered Office – The registered office of the Corporation shall be situated in the City of Welland, Ontario or as otherwise set by the Board.

2.2 Corporate Seal –The Corporation may, but need not, have a corporate seal. If adopted, the seal shall be in the form approved from time to time by the Board and the Secretary of the Corporation shall be the custodian of the corporate seal.

2.3 Fiscal Year – The fiscal year of the Corporation shall end on March 31st of each year or as otherwise set by the Board.

2.4 Execution of Documents and Purchasing Requirements –

- (a) There will be five signing officers of the Corporation: President, Board Chair, Finance Manager, Operations Manager, and Executive Director.
- (b) All purchase orders, cheque requisitions, receipts for payment and recording, cheques, bills of exchange, or other orders for payment of money must be signed by any two (2) signing officers.
- (c) The Board Chair and one additional signing officer must authorize the requisition for all Electronic Fund Transfers (ETF) and all on-line payments. Once authorized signatures are given, the transfer of funds will be considered authorized.
- (d) In the case of equipment purchases, where there are goods and/or services of comparative value that exceed Two Thousand Dollars (\$2,000), three proven attempts for quotes will be required.
- (e) All purchases must be attempted to be made through Ontario suppliers unless otherwise unavailable.
- (f) All intended purchases pertaining to capital expenses outside the budgeting process must be authorized by the Board. In Special circumstances where an asset is required to conduct effective business, a purchase of Two Thousand Five Hundred Dollars (\$2,500) or less can be made without authorization by the President or Executive Director. Such purchases must be reported to the Board at the following Board meeting.
- (g) The funds from the Trust Fund of the Corporation will be deposited for safekeeping with one or more banks, trust companies, or other financial institutions selected by the College on behalf of the Corporation.
- (h) The Board may also from time to time direct the manner in which and the person or persons by whom Documents generally and/or a particular Document or type of Document shall be executed. Any person authorized to sign any Document may affix the corporate seal to the Document.

2.5 Banking – The banking business of the Corporation shall be transacted at such bank, trust company or other firm carrying on a banking business in Canada or elsewhere as the Board 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 Board may by resolution from time to time designate, direct or authorize. Updated monthly financial reports must be presented and approved by the Board at every Board meeting.

- 2.6 Vacancy of Auditor** – The Board shall immediately fill a vacancy in the position of auditor or person appointed to conduct a review engagement. The Board shall fix the remuneration of the auditor or person appointed to conduct a review engagement. Such individual shall be duly licensed under the laws of the Province of Ontario, and shall not be a Director, an officer, or an employee of the Corporation, or a partner, employer, or employee of any such person.
- 2.7 Invalidity of any Provisions of this By-Law** – 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.

ARTICLE III. MEMBERS

- 3.1 Entitlement** – Membership in the Corporation shall be available only to (i) the students of Niagara College who have paid the relevant student activity fee or (i) those individuals who have been granted honorary or temporary membership by Ordinary Resolution of the Board.
- 3.2 Membership Conditions** – Subject to the Articles, there shall be one (1) class of Members in the Corporation. Each Member shall have the right to:
- (a) receive notice of, attend, and vote at each meeting of Members. Each Member shall have one vote;
 - (b) nominate or second a candidate for election as a Director;
 - (c) run for an officer position, if duly qualified;
 - (d) establish and/or join organizations controlled by the Corporation, according to guidelines and policies set by the Board;
 - (e) use property under the control of the Corporation, according to guidelines and policies set by the Board; and
 - (f) propose or second amendments to the By-Law.
- 3.3 Transferability of Membership** – A Membership cannot be transferred.
- 3.4 Termination of Membership** – The rights of a Member lapse and cease to exist when the membership terminates for any of the following reasons:
- (a) the Member dies;
 - (b) the Member's term of membership expires;
 - (c) the Member fails to meet the requirements set out in Section 3.1; or

- (d) the Corporation is liquidated or dissolved pursuant to the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member automatically cease to exist.

ARTICLE IV. MEETINGS OF MEMBERS

4.1 Place of Meetings – Meetings of the Members may be held at any place within Ontario determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Ontario.

4.2 Annual Meetings – The Board shall call an annual meeting not later than fifteen (15) months after the last preceding annual meeting and not later than six (6) months after the end of the previous fiscal year.

The Board shall call an annual meeting of Members for the purpose of:

- (a) considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting;
- (b) appointing the auditor or, if permitted under the Act, a person to conduct a review engagement; and
- (c) if permitted under the Act, passing an extraordinary resolution to have a review engagement instead of an auditor or to not have an audit or review engagement.

Any other matters of business shall constitute Special business and a Special meeting will need to be held; an annual meeting and Special meeting may be combined into the same meeting.

4.3 Special Meetings – The Board Chair may at any time call a Special meeting of Members for the transaction of any business which may properly be brought before the Members. The Board shall call a Special meeting of Members on written requisition of Members carrying not less than ten per cent (10%) of the voting rights. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting. The ratification of the election of the Board Members will take place at a Special meeting prior to the Board Members taking office.

4.4 Notice of Meetings – Notice of the time and place of a meeting of Members shall be sent to the following:

- (a) to each Member entitled to vote at the meeting (which may be determined in accordance with any record date fixed by the Board or failing which, in accordance with the Act);

- (b) to each Director; and
- (c) to the auditor of the Corporation or to the person appointed to conduct a review engagement of the Corporation.

A notice shall be provided not less than ten (10) days and not more than fifty (50) days prior to the meeting. A notice shall be provided in accordance with the requirements of Article X of this By-Law. Notice of a meeting of Members at which Special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-Law to be submitted to the meeting.

- 4.5 Waiving Notice** – A person entitled to notice of a meeting of Members may in any manner and at any time waive notice of a meeting of Members by sending a written waiver to the Secretary, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 4.6 Persons Entitled to be Present** – The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors, and the auditor of the Corporation. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.
- 4.7 Chair of the Meeting** – In the event that the Board Chair is absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.
- 4.8 Quorum** – A quorum at any meeting of the Members shall be 15 Members. For the purpose of determining quorum, a Member may be present in person, or by teleconference and/or by other electronic means. A quorum must be maintained throughout the meeting.
- 4.9 Telephonic/Electronic Meetings and Participation** – A meeting of the Members may be held by telephonic or electronic means. Any person entitled to attend a meeting of Members may participate in the meeting using telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person participating through such means is deemed to be present at the meeting.
- 4.10 Adjournment** – The chair of the meeting may, with the consent of the meeting, adjourn the meeting to a fixed time and place; no notice of such adjournment will need to be given to the Members so long as the adjourned meeting takes place within thirty (30) days of the original meeting. Any business may be brought before

or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

- 4.11 Votes to Govern** – All questions proposed for consideration of the Members shall be determined by Ordinary Resolution of the Members. In case of an equality of votes, the motion will be defeated.
- 4.12 Show of Hands** –Except where a ballot is demanded, voting on any question proposed for consideration at a meeting of Members shall be by show of hands, and a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.
- 4.13 Resolution in Lieu of Meeting** – A resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members. A copy of every resolution referred to above shall be kept with the minutes of meetings of Members.
- 4.14 Minutes** – The minutes of any meeting of Members’ will be submitted to the library and posted on the Corporation’s website.
- 4.15 Annual Report** – The final Annual Report will be submitted by the President to each campus library and posted on the Corporation’s website by April 30 of each year.
- 4.16 Referendum** – A referendum is a general polling to find out the opinion of the Members on any issue or question that affects them. Referenda can be called by:
- (a) Ordinary Resolution of the Board; or
 - (b) Ten percent (10%) or more of the Members signing a membership petition to call a referendum and providing same to the Board Chair.

ARTICLE V. DIRECTORS

- 5.1 Powers** – The affairs of the Corporation shall be managed by a Board of Directors consisting of six (6) to fifteen (15) Directors. The number of Directors shall be set in accordance with the Act, from time to time, and may be increased or decreased by Special Resolution.
- 5.2 Qualifications** – The following persons are disqualified from being a Director:
- (a) anyone who is less than 18 years of age;
 - (b) anyone who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;

- (c) anyone who has been found to be incapable by any court in Canada or elsewhere;
- (d) anyone who is not an individual;
- (e) anyone who has the status of bankrupt;
- (f) anyone who is not bondable; or
- (g) anyone who does not maintain a G.P.A. of sixty-five percent (65%) or higher during each academic semester at Niagara College
- (h) has not previously been removed from the Board.

A Director must be a Member.

5.3 Election and Term – In accordance with Board policy, the Members shall elect up to six (6) Directors from the Niagara-on-the-Lake campus and up to nine (9) Directors from the Welland campus, by Ordinary Resolution. Elected Directors will be ratified by the Members as per Section 4.3 above.. Unless determined otherwise by an Ordinary Resolution of the Members, each Director shall be elected for a one (1) year term to begin on May 1st and to end on the following April 30th. There is no limit on the number of terms that an individual may serve as a Director. A Director must consent to hold office before or within ten (10) days of the election or appointment.

5.4 Vacation of Office – A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members, or becomes disqualified to serve as Director by failing to meet the qualifications set out in Section 5.2 above.

5.5 Resignation – A Director may resign from office by giving a written and dated resignation to the Board Chair, and such resignation shall become effective at the time specified in the resignation. A Director will be deemed to have resigned upon the occurrence of any of the following events:

- (a) fails to uphold a 65% academic average in their last completed semester at Niagara College;
- (b) violates the goodwill of the Corporation, as determined by Ordinary Resolution of the Board;
- (c) is not bondable;
- (d) violates the College's academic and behavioural policies, as determined by Special Resolution of the Board;

- (e) misses more than two (2) Board meetings without proper notice (which shall be determined by Special Resolution of the Board);
- (f) fails to perform his/her duties as a Director, as determined by Special Resolution of the Board;
- (g) violates the Corporation's governing documents, including Board and operational policies and procedures, the Articles, and the By-Laws; or
- (h) is convicted of a criminal offence related to or involving the affairs of the Corporation.

The Board Chair will notify the Director, in writing, of the deemed resignation; such notification will be signed by the Board Chair and the Executive Director of the Corporation. All records relating to a deemed resignation must be forwarded to the Executive Director.

Any Director that is deemed to have resigned will not be eligible to be elected or appointed as a Director or officer for three (3) years from the date of resignation. Such Director may request a review of his/her circumstances for removal and the Board shall, by Ordinary Resolution, determine that the ban will be lifted or upheld.

5.6 Removal –The Members may, by Ordinary Resolution passed at a meeting of Members, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

5.7 Vacancies – Subject to Section 5.6, a vacancy on the Board may be filled for the remainder of the term by a qualified individual by Ordinary Resolution of the Board. Alternatively, a by-election may be called by the Corporation to fill the vacancy in accordance with relevant Board policy.

5.8 Remuneration and Expenses –The Directors may receive an honorarium in recognition of their services. The amount of such honorariums will be established by the previous Board and will be part of the Corporation's operating budget. Criteria for receiving an honorarium will be set by Board policy. Any Director or officer of the Corporation may receive reimbursement for their expenses incurred on behalf of the Corporation.

5.9 Borrowing Powers – The Board may, without authorization of the Members, on behalf of the Corporation:

- (a) borrow money on the credit of the Corporation;

- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

ARTICLE VI. MEETINGS OF DIRECTORS

- 6.1 Place of Meetings** – Meetings of the Board may be held at the registered office of the Corporation or at any other place within or outside of Canada as the Board may determine. Board meetings shall alternate between each campus. The meeting site and date will be set for each meeting during the previous meeting.
- 6.2 Calling of Meetings** – Meetings of the Board may be called by any Director. The Board shall meet at least six (6) times annually.
- 6.3 Notice of Meeting** – Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Article X of this By-Law to every Director of the Corporation not less than five (5) business days before the time when the meeting is to be held, except for an emergency meeting (which may be called and held within forty-eight (48) hours immediately after the annual Meeting of Members). 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. A notice of meeting need not specify the purpose or the business to be transacted at the meeting.
- 6.4 Quorum** – A majority of the Directors constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or by teleconference and/or by other electronic means. A quorum must be maintained throughout the meeting.
- 6.5 Resolutions in Writing** – A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors, shall be as valid as if it had been passed at a meeting of Directors or committee of Directors. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Directors or committee of Directors.
- 6.6 Participation at Meeting by Telephone or Electronic Means** – A Director may, if all Directors are in agreement and have provided their consent, participate in a meeting of Directors or of a committee of Directors using telephonic or electronic means that

permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting.

- 6.7 Chair of the Meeting** – In the event that the Board Chair is absent, the Directors who are present shall choose one of their number to chair the meeting.
- 6.8 Votes to Govern** – At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. Each Director shall have one vote. In case of an equality of votes, the motion will be defeated. Directors may not appoint proxies to attend meetings in their stead. The Board may invite or permit any person to attend or to speak at any meeting of the Board, but only the Directors will have the right to vote at such meeting.
- 6.9 Minutes** – Minutes from meetings of the Board will be sent to all Directors and to the libraries, and posted in the office at each campus.

ARTICLE VII. OFFICERS

- 7.1 Appointment** –The following officers of the Corporation shall be appointed by the Board of Directors: the Board Chair and the Secretary. The Board may also appoint other additional officers, from time to time. An officer with the title “President” shall be elected by the Members, from time to time, in accordance with Board policy.
- 7.2 Term of Office** - An officer’s term of office shall be for one (1) year, other than the President. The President must be elected each term and may serve back to back terms, up to a 2 (two) year maximum. There shall be no limit on the number of terms that an individual may serve as an officer.
- 7.3 Responsibilities** - The officers of the Corporation shall have the following duties and powers associated with their positions:
- (a) **Board Chair** – The Board Chair, who shall be referred to with such title or as the “Chair”, shall, when present, preside at all meetings of the Board, of the executive committee, and of the Members. The Chair shall have such other duties and powers as the Board may specify.
 - (b) **President** – The President shall have such duties and powers as outlined in their job description..
 - (c) **Secretary** - The Secretary shall attend and be the secretary of all meetings of the Board, and Members. 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, meeting notices to Members, Directors, the auditor, and members of

committees. The Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary shall have such other duties and powers as the Board may specify.

The powers and duties of all other officers of the Corporation shall as the terms of their engagement call for or the Board requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

7.4 Vacancy in Office – An officer shall hold office until the earlier of:

- (a) the officer's successor being appointed at the end of the officer's term;
- (b) the officer's resignation;
- (c) the removal of the officer by resolution of the Board;
- (d) such officer ceasing to be a Director, if a necessary qualification; or
- (e) such officer's death.

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

ARTICLE VIII. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

8.1 Standard of Care – Every Director and officer of the Corporation, in exercising such person's powers and discharging such person's duties, shall act honestly and in good faith with a view to the best interests of the Corporation and shall meet the standard of care required by the common law and the Act, which shall be no less than the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and officer of the Corporation shall comply with the Act, the regulations, Articles, and By-Law.

8.2 Limitation of Liability – Provided that the standard of care required of the Director under the Act and the By-Law has been satisfied, which includes relying in good faith on financial statements of the Corporation presented by an officer, reports of the auditor or person conducting a review engagement, financial reports of the Corporation presented by an officer, a report or advice of an officer or employee of the Corporation, or a report of a professional, no Director shall be liable for money or property distributed or paid by the Corporation contrary to the Act.

8.3 Indemnification of Directors and Officers – The Corporation shall indemnify each former and present Director and officer of the Corporation, and each other individual who acts or acted at the Corporation's request as a Director or officer or in a similar capacity of another entity, against all costs, charges and expenses, including an

amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that association with the Corporation or other entity if:

- (a) the person who not judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done;
- (a) the person acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.

The Corporation may indemnify such persons, and their heirs, executors, administrators, and legal representatives, in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law.

8.4 Insurance – Subject to the Act, the Corporation shall purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to Section 9.3 against any liability incurred by the individual in the individual's capacity as a Director or an officer of the Corporation; or in the individual's capacity as a Director or officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

8.5 Advances – With respect to the defence by a Director or officer or other individual of any claims, actions, suits or proceedings, whether civil or criminal, for which the Corporation is liable to indemnify a Director or officer pursuant to the terms of the Act, the Board may, if permitted by the Act, authorize the Corporation to advance to the Director or officer or other individual such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director or officer to the Corporation disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance. The Director or officer shall repay the money advanced if the Director or officer if required to do so by the Act.

ARTICLE IX. NOTICES

- 9.1 Method of Giving Notices** – Any notice (which term includes any communication or document) to be given to a Member, Director, officer, member of a committee of the Board, or the auditor shall be sufficiently given if given by mail, courier or personal delivery, or by an electronic, telephonic, or other communication facility.

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 electronic or similar communication shall be deemed to have been given when delivered to the appropriate electronic server or equivalent facility. The Secretary may change or cause to be changed the recorded address of any Member, Director, officer, auditor, 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.

- 9.2 Omissions and Errors** – The accidental omission to give any notice to any Member, Director, officer, member of a committee of the Board or auditor, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-Law, 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.

- 9.3 Waiver of Notice** – Any person entitled to notice may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing.

ARTICLE X. DISPUTE RESOLUTION

- 10.1 Mediation and Arbitration** – Disputes or controversies among Members, Directors, or officers of the Corporation are, to the further extent permitted by law, to be resolved in accordance with mediation and/or arbitration as provided in Section 10.2.

- 10.2 Dispute Resolution Mechanism** – In the event that a dispute or controversy among Members, Directors, or officers of the Corporation arising out of or related to the Articles or By-Law, 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, Directors, or officers of the Corporation as set out in the Articles, By-Law 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:

- (a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party 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.
- (b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- (c) If the parties are not successful in resolving the dispute through mediation, then 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 laws of the Province of Ontario. 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.

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.

ARTICLE XI. BY-LAW AND EFFECTIVE DATE

11.1 By-Law and Effective Date – Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-Law 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 the Board until the next meeting of Members where it must 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.

This Section does not apply to a By-Law amendment that requires a Special Resolution under the Act because such By-Law amendments are only effective when confirmed by the Members.

Upon the enactment of this By-Law, all previous By-Laws of the Corporation shall be repealed. Such repeal shall not affect the previous operation of any By-Law or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Letters Patent of the Corporation obtained pursuant to, any such By-

Law pursuant to its repeal. All Directors, officers, and person acting under any By-Law so repealed shall continue to act as if appointed under the provisions of this By-Law and all resolutions of the Members and of the Board with continuing effect passed under any repealed By-Law shall continue as good and valid except to the extent inconsistent with this By-Law and until amended or repealed.

ENACTED this _____ day of _____, 20__.

Board Chair –

Secretary -

CONFIRMED by the Members this _____ day of _____, 20__

Board Chair –

Secretary -

6.1 Motion made to accept the revisions to the 2019-2020 NCSAC By-laws as presented.

Motioned: Chris Allan
Seconded: Tristen Ritcey

All in Favour; Carried.

6.2 Be it resolved as a Special Resolution that the current Constitution and By-laws of the Corporation be repealed, effective immediately, and replaced with the proposed new By-laws No. 1 presented to the membership.

Motioned: Tom Price
Seconded: Jordan Montean

All in Favour; Carried.

7.0 QUESTIONS

No questions were asked.

8.0 ADJOURNMENT

Adjournment

The Annual General Meeting adjourned at 12:48 p.m.

Ryan Huckla
President

David Obed
Vice President
NL Campus

Samantha Jemison
Vice President
Welland Campus