

# **HUMBER STUDENTS' FEDERATION**

  

# **CONSTITUTION**

*Approved by the membership on March 6, 2000*  
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*Revised by the membership on January 8, 2003*  
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*Revised by the membership on March 24, 2010*

**Humber Students' Federation**

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## **Preamble**

**A Constitution relating generally to the conduct of the affairs of the Humber Students' Federation, a not-for-profit corporation, whose membership consists of all Full-Time Students and Part-Time Day Students who are enrolled at Humber College Institute of Technology and Advanced Learning and who pay the Student Activity Fee.**

**This Constitution governs the election of the Humber Students' Federation Board of Directors, which is responsible for the operation and management of the Humber Students' Federation and also governs the rights and responsibilities of Clubs and Associations, which are affiliated with the Humber Students' Federation.**

**This is the Constitution of the Humber Students' Federation, as ratified by the Board of Governors of Humber College Institute of Technology and Advanced Learning and enacted by the Humber Students' Federation Board of Directors and the members of the Humber Students' Federation.**

<p><b>Humber Students' Federation Mission Statement</b></p>
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**The Humber Students' Federation, acting on behalf of Full-Time Students at both the Humber Institute of Technology and Advanced Learning and the University of Guelph-Humber, will endeavour to:**

- **Advocate for the protection and betterment of quality education and student life;**
- **Increase and improve student services; and**
- **Promote student participation and awareness.**

## **CODE OF ETHICS**

### **Preamble**

The Code of Ethics of the College outlines the principles and values that guide the conduct of all students of the College and honours the preservation and protection of fundamental human rights. Underlying this Code is a belief that each person has a right to dignity and respect.

By supporting and abiding by this Code, the students of the College will demonstrate accountability by their behaviour that they have concern for students and employees of the College and for the community at large.

### **Code**

HSF and the College support the following principles:

1. **Fairness**

In our relationships with others, we strive to be fair and just in our decisions and actions. To provide fair and just treatment, we carefully weigh the circumstances and variables linked with any decision and make the best attempt to be consistent and equitable.

2. **Honesty**

We can achieve an open working and learning environment when we feel secure enough to provide honest commentary about the operation and management of HSF and the College. In our work for the students and the delivery of administrative and support services, we strive to encourage an honest climate that serves the interests of the students and the College protecting the well-being of all individuals.

3. **Professional Integrity**

In serving students and the College, we strive to act in their best interests. As a community dedicated to supporting students, we demonstrate professional integrity and exemplary behaviour in all that we do in and for the students and the College.

4. **Respect**

We demonstrate a high regard for the rights and opinions of others. It is our responsibility to establish a climate of mutual respect; to protect the rights and freedoms of others; and to be discreet in dealing with confidential matters.

5. **Trust**

A healthy organization is built on trust. The development of trust relies on our ability to recognize threats to the psychological and/or physical safety of others and to eliminate these threats by treating others equitably, fairly and in a non-exploitative manner. We strive to provide a secure learning and work environment.

<b>Article 1      Interpretation</b>
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1.1 **Definitions.** In this Constitution and any Policy and Procedure of the Humber Students' Federation, unless the context otherwise requires:

- (1) **“Act”** means the Ontario *Corporations Act* as from time to time amended and every act that may be substituted therefore;
- (2) **“Advisor”** is a Full-Time Student who is appointed by the Hiring Committee outlined in Article 32 and in accordance with the hiring guidelines established in the Policy and Procedure Manual to fulfill duties particular to the position as described in the Policy and Procedure Manual;
- (3) **“Board of Directors” or “Board”** are used interchangeably and is the Board of Directors of HSF, as described in section 16.1;
- (4) **“Board of Governors”** means the Board of Governors of the College, as provided by the rules and regulations of the Council of Regents;
- (5) **“Campus”** means a location of the College, namely the North Campus, Lakeshore Campus or the Orangeville Campus and **“Campuses”** means all three (3) of them;
- (6) **“Chairperson”** is the person appointed in accordance with Article 29.4 to facilitate the meetings of the Board of Directors and the meetings of the Members, in accordance with this Constitution and the Policy and Procedure Manual;
- (7) **“Chief Returning Officer”** is the person appointed to conduct and supervise the process with respect to elections and referenda, as provided in this Constitution and the Policy and Procedure Manual;
- (8) **“Club” or “Association”** is an organization of students of the College, ratified by the Board of Directors, who come together to pursue a specific purpose or interest for the good and enjoyment of its members through their events, as permitted by law and the policies and regulations of the College and HSF, and run in accordance with this Constitution, the Club and Association Manual and the Policy and Procedure Manual;
- (9) **“Club and Association Manual”** is the manual which contains the Policy and Procedure of HSF pertaining to Clubs and Associations;
- (10) **“College”** means the Humber Institute of Technology and Advanced Learning and all post-secondary education institutions with operating

agreements with Humber ITAL, based at a campus operated by Humber ITAL, whose full time student activity fees are paid to Humber ITAL;

- (11) **“Constitution”** means this constitution as it may be amended from time to time and all other constitutions of HSF from time to time in force and effect;
- (12) **“Contingency Reserve Fund”** means a separate net asset account maintained by the HSF which is funded from the Student Development Fund for emergency use;
- (13) **“Deputy Returning Officers”** are the persons appointed to conduct the process with respect to elections and referenda, under the supervision of the Chief Returning Officer, as provided in this Constitution and the Policy and Procedure Manual;
- (14) **“Director”** means a director of HSF and a member of the Board of Directors, which includes elected, acclaimed or appointed individual from Schools, in accordance with Articles 14 and 16.1(6), and members of the Executive Committee;
- (15) **“Division” or “School”** are used interchangeably, and means an academic division on the North Campus, Lakeshore Campus or the Orangeville Campus, as provided by the rules and regulations of the College;
- (16) **“Eligible Student”** means a Full-Time student as defined by the Office of the Registrar of the College (except in the case of incumbent President) who fulfills the criteria for election eligibility as set out in this Constitution and the Policy and Procedure Manual;
- (17) **“Executive Committee”** is the executive committee of HSF which shall be comprised as set out in Article 21.1;
- (18) **“Ex-Officio Members”** are individuals, appointed from time to time or deemed by this Constitution, who have the same rights and responsibilities as regular members (with the exception of voting or making motions) on committees, unless explicitly stated otherwise;
- (19) **“Fall By-Election”** means an election held in the Fall Semester to fill any unfilled positions on the HSF Executive or as a Student Representative in accordance with Articles 16.1, 16.2(1), 24.1(2)(i), respectively.
- (20) **“Full-Time Equivalent”** means the total hours of study per week of all Part Time Members divided by 20;

- (21) **“Full-Time Member”** means a member of HSF as determined in accordance with Article 4.2;
- (22) **“Full-Time Student”** is a student who is enrolled on a full-time basis at the College as defined by the Academic Regulations of the College and who attends the College during the day;
- (23) **“HSF”** means Humber Students’ Federation, an Ontario non-share capital corporation incorporated under the Act;
- (24) **“HSF Non-Business Days”** means any day of the week that the College does not schedule classes for Full-Time Students and includes Labour Day, Thanksgiving, Christmas Break, Reading Week, Good Friday, Victoria Day, Canada Day and Civic Holidays;
- (25) **“Lakeshore Campus”** means the Lakeshore Campus of the College located at 3199 Lake Shore Blvd. West, Toronto, ON, M8V 1K8;
- (26) **“Letters Patent”** means the Letters Patent incorporating HSF dated the 1<sup>st</sup> day of August, 2000, as from time to time altered or amended by supplementary letters patents;
- (27) **“Majority Vote”** means 50% + 1 votes (rounded to the next whole number) of those present and voting in favour of or against the motion;
- (28) **“Members”** means the Full-Time Members and the Part-Time Members;
- (29) **“North Campus”** means the North Campus of the College located at 205 Humber College Blvd., Toronto, ON, M9W 5L7;
- (30) **“Official HSF Business”** means HSF business conducted outside regular office hours and shall only include HSF approved conferences, training and seminars, HSF Board of Director Meetings, and College committee meetings;
- (31) **“Orangeville Campus”** means the Orangeville Campus of the College located at 275 Alder Street, Orangeville, ON, L9W 5A9
- (32) **“Part-Time Day Student”** is a student who is enrolled on a part-time basis at the College as defined by the Academic Regulations of the College and who attends the College during the day;
- (33) **“Part-Time Member”** means a member of HSF as determined in accordance with Article 4.3;

- (34) **“Policy and Procedure”** means the set of rules, Policy and Procedure adopted by the Board of Directors, consistent with this Constitution, for the conduct of the affairs of HSF, from time to time in force and effect;
- (35) **“Policy and Procedure Manual”** is the manual which contains the Policies and Procedures of HSF;
- (36) **“President”** is a student who is duly elected or acclaimed by the students in accordance with the rules as to eligibility as provided in this Constitution and the Policy and Procedure Manual;
- (37) **“Program”** is the specific academic program a member is enrolled in within a particular school of the College;
- (38) **“Referendum”** is a polling of the Eligible Students on a particular question, and is governed by this Constitution and the Policy and Procedure Manual;
- (39) **“Representatives”** or **“Student Representatives”** are used interchangeably and is the cumulative group or individuals that are elected, acclaimed or appointed to advocate the concerns of students in their academic program to their HSF Director from their respective school of study and to communicate to students in their academic program the initiatives and endeavours of the HSF;
- (40) **“Semesters”** means the academic terms of the College, being the **“Fall Semester”**, which begins in late August or early September of each year, the **“Winter Semester”**, which begins in January of each year, and the **“Summer Semester”**, which begins in May of each year, and **“Semester”** means any one of them;
- (41) **“Special Meeting”** means a special meeting of the Members for the purposes defined in Article 6.2;
- (42) **“Student Activity Fee”** is the fee collected by the College each Semester from all Full-Time and Part-Time Day Students and which is provided by the College to HSF for its use on behalf of and in the interests of the Members. The amount of the Student Activity Fee is decided yearly by the Board of Directors and approved by the Fee Protocol Committee and the Board of Governors;
- (43) **“Student Development Fund”** means a separate net asset account maintained by HSF which is funded from a portion of the Student Activity Fee;

(44) **“Two-Thirds Majority Vote”** is when twice as many people vote in favour of a motion as against a motion; and

(45) **“Vice President”** is a Full-Time Student member who is duly elected or acclaimed by the Members in accordance with the rules as to eligibility, as provided by this Constitution and the Policy and Procedure Manual;

1.1 **Grammar.** The singular shall include the plural, and the plural shall include the singular. The masculine shall include the feminine, and the word “person” shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts, and any number or aggregate of persons.

## CORPORATE AFFAIRS

### Article 2      HSF - The Corporation

2.1 **Seal.** The seal of HSF, an impression of which stamped in the margin hereof, shall be the corporate seal of HSF.

2.2 **Head Office.** The head office of HSF shall be located at the North Campus, in the City of Toronto, in the Province of Ontario (subject to change by a Majority Vote of the Board of Directors and confirmed by a Two-Thirds Majority Vote of the Members) or in such place within the municipality in the Province of Ontario where the head office is situated as the Board of Directors shall from time to time determine.

2.3 **Financial Year.** The financial year of HSF shall be from April 1<sup>st</sup> through March 31<sup>st</sup> of the following year.

2.4 **By-laws.** This Constitution constitutes the by-laws of HSF.

### Article 3      Goals of the HSF

3.1 **Goals.** The goals of HSF are:

- (1) To promote and advance the interests of all Members currently enrolled at the College;
- (2) To foster the intellectual and moral growth of all Members enrolled at the College at the North Campus, Lakeshore Campus and the Orangeville Campus;
- (3) To safeguard the rights of the Members enrolled at the College;
- (4) To provide an environment at which the Members enrolled at the College can

pursue academic excellence as well as personal and social growth, free from all forms of discrimination and harassment;

- (5) To strengthen democratic principles at all levels of government including, but not limited to, student, administrative and academic bodies of the College;
- (6) To enhance participation by the Members enrolled at the College in all aspects of government in the College community; and
- (7) To promote and advance the Code of Ethics of the College.

## MEMBERSHIP IN HUMBER STUDENTS' FEDERATION

### Article 4      **Membership**

- 4.1 **Classes.** There shall be two (2) classes of members of HSF, Full-Time Members and Part-Time Members.
- 4.2 **Full-Time Members.** The Full-Time Members of HSF shall be all of the Full-Time Students who have paid the full Student Activity Fee.
- 4.3 **Part-Time Members.** The Part-Time Members of HSF shall be all of the Part-Time Day Students and who pay a prorated Student Activity Fee.
- 4.4 **Termination.** Membership is not transferable and terminates if the Member ceases to meet the criteria for membership as set out in Article 4.2 or 4.3.

### Article 5      **Privileges and Rights of Members**

- 5.1 **Full-Time Members.** Each Full-Time Member is entitled:
  - (1) To one (1) vote:
    - (i) For the President of HSF;
    - (ii) For the Vice President Administration and Vice President Campus Life of the campus of the College which the Member attends;
    - (iii) For the Representative of the program of which the Member is enrolled; and
    - (iv) For or against referenda;
  - (2) To establish and join Clubs and Associations;

- (3) To propose, second or approve amendments to the Constitution;
- (4) To nominate or second candidates to serve as Representatives to be elected by the academic program in which the Member is enrolled;
- (5) To nominate candidates for election as President;
- (6) To nominate candidates for election as Vice President Administration and Vice President Campus Life for the Campus which the Member attends;
- (7) To stand for election and to hold office as:
  - (i) President of the HSF;
  - (ii) Vice President Administration for the Campus the Member attends;
  - (iii) Vice President Campus Life for the Campus the Member attends; and
  - (iv) A Representative for an academic program of which the Member is enrolled;
  - (v) A Director representing the School in which they have been elected a Representative and the Member is enrolled;

If the Member meets the eligibility requirements found in Article 18;

- (8) To attend all meetings of the Members, Special Meetings and meetings of the Board of Directors, unless the meeting (or part thereof) has been deemed to be a "Private Session" as defined in Article 19.18;
- (9) To cast one (1) vote per motion at each Meeting of the Members;
- (10) To bring forward an agenda item to a meeting of the Board of Directors by written request to a Director or the HSF Secretary;
- (11) To use the space and contents under direct control of HSF (unless his/her privileges have been revoked by Board of Directors), at the discretion of HSF staff and the Executive Committee, provided the Member holds a valid student card;
- (12) To support by the Board of Directors and the Executive Committee relating to the College and educational issues;
- (13) To attend HSF events and programs; and
- (14) To automatic enrolment in the Student Health Insurance Plan for the time enrolled as a Full-Time Student at the College.

5.2 **Part-Time Members.** Each Part-Time Member is entitled;

- (1) To establish and join Clubs and Associations;
- (2) To attend all meetings of the Members, Special Meetings and meetings of the Board of Directors, unless the meeting (or part thereof) has been deemed to be a “Private Session” as defined in Article 19.18;
- (3) To use the space and contents under direct control of HSF (unless his/her privileges have been revoked by the Board of Directors), at the discretion of HSF staff and the Executive Committee provided the Member holds a valid student card;
- (4) To support by the Board of Directors and the Executive Committee relating to the College and educational issues; and
- (5) To attend HSF events and programs.

<b>Article 6 Meetings of the Members</b>
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6.1 **Bi-Annual Meetings of the Members.** A Bi-Annual meeting of the Members shall be held on or around March 31<sup>st</sup> of each year and on or around October 15<sup>th</sup> of each year, at such time, and on such day as the Board of Directors may from time to time determine, for the purposes of:

- (1) Hearing and receiving the reports and statements required by the Act to be read at, and placed before the annual meeting;
- (2) Receiving election results for program Representatives and Directors;
- (3) Approving new Representatives and Directors;
- (4) Setting quorum for the Board of Directors;
- (5) Approving the annual budget for the upcoming fiscal year and approving fundamental changes to the annual budget;
- (6) Appointing auditors with the consideration of the recommendation of the Board of Directors;
- (7) Approving the financial statements;
- (8) Approving any amendments to the Constitution; and
- (9) For the transaction of such other business as may properly be brought before the

meeting.

6.2 **Special Meetings.** The Board of Directors may, by Majority Vote, call a Special Meeting of the Members at any time for the purpose of, but not limited to, the following:

- (1) Removing one or more Directors;
- (2) Changing auditors;
- (3) Calling for an audit;
- (4) Approval of a mid-term audit;
- (5) Approval of amendments to the Constitution;
- (6) Approving fundamental changes to the annual budget; and
- (7) For the transaction of such other business as may properly be brought before the meeting.

6.3 **Petition for Special Meeting.** A Special Meeting of the Members may also be called by a petition of ten per cent (10%) of the Full-Time Members. The petition must:

- (1) State the general nature of the business to be presented at the Special Meeting;
- (2) Be signed by the petitioners with their names printed legibly and their valid student numbers provided; and
- (3) Be filed at the head office of HSF.

Upon receipt of a petition which meets the criteria listed in this Article 6.3, the Board of Directors shall call a Special Meeting of the Members for the transaction of the business stated in the petition. If the Board of Directors does not call and hold a Special Meeting of the Members within twenty-one (21) days from the date of filing the petition, any of the petitioners may call such meeting which shall be held within sixty (60) days from the date of filing of the petition.

6.4 **Chief Returning Officer Call for Special Meeting.** The Chief Returning Officer may call a Special Meeting in accordance with Article 18.16.

6.5 **Notice.** Notification of the time, place, and subject matter of a Meeting of the Members and Special Meetings must be publicized by the Secretary through the College media in accordance with Article 37.6, and be provided to the Members in accordance with Article 37.5 not less than ten (10) days prior to the meeting, excluding Saturdays, Sundays, HSF Non-Business Days and the day of the meeting, but including the day on which notice is given.

- 6.6 **Quorum.** A quorum at a Meeting of the Members shall consist of at least fifty (50) Full-Time Members in attendance.
- 6.7 **Chair of the Meeting.** The Chairperson shall chair all Meetings of the Members. The Chairperson shall not have a second or casting vote and shall not be entitled to vote at a Meeting of the Members unless he/she is a Full Time Member.
- 6.8 **Votes.** Each Full Time Member shall be entitled to one (1) vote per motion at all Meetings of the Members provided that no Member shall be entitled to vote at Meetings of the Members unless the Member has paid the full Student Activity Fee then payable by that Member.
- 6.9 **Majority Vote.** Unless specifically stated otherwise in this Constitution, a Majority Vote of the Full-Time Members shall decide motions at all Meetings of the Members in attendance.
- 6.10 **Tie Votes.** When there is a tie vote at a Meeting of the Members, the motion shall be deemed to have failed.
- 6.11 **Errors and Omissions.** Any substantial error or omission, as determined by the Chairperson, in the notice of any Meeting of the Members shall invalidate such meeting or make void any proceedings taken or made thereat.
- 6.12 **Meeting Agenda.** The agenda for each Meeting of the Members shall be posted and distributed in accordance with Article 6.5, at least ten (10) days prior to each meeting.
- 6.13 **Rules of Order.** The adopted rules of order and procedures at all Meetings of the Members shall be “Robert’s Rules of Order – Revised”, except in the case where such rules conflict with this Constitution or the Policy and Procedure Manual which take precedence over Robert’s Rules of Order.
- 6.14 **Minutes.** Minutes of all Meetings of the Members must be recorded and filed in the minute book of HSF and posted on the HSF website.

<b>Article 7      Clubs and Associations</b>
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- 7.1 **Recognition.** Any Club or Association requesting official recognition from HSF must follow the procedures outlined in the Club and Association Manual and the Policy and Procedure Manual.
- 7.2 **Services of HSF.** Clubs and Associations shall be entitled to the services of HSF in accordance with the Club and Association Manual and the Policy and Procedure Manual.
- 7.3 **Conduct.** Clubs and Associations must follow all guidelines, including appropriate codes of behaviour, found in the Club and Association Manual and the Policy and Procedure

Manual. Inappropriate activities of any Club or Association, as determined by the Clubs and Associations Committee in accordance with the Constitution, the Club and Association Manual and the Policy and Procedure Manual will result in the loss of official recognition from the Clubs and Associations Committee and the loss of funding from the HSF.

- 7.4 **Objectives.** Clubs and Associations must conduct themselves in accordance with their objectives statement, as approved by the Clubs and Associations Committee.
- 7.5 **Change in Objectives.** Any changes or amendments to the objectives statement of a Club or Association must be forwarded to the Vice President of Campus Life of the campus of the College where the Club or Association is located.
- 7.6 **Term.** Each Club and Association will maintain its rights, privileges and obligations as described in the Constitution from the date it receives official recognition from the Clubs and Associations Committee until the end of the Winter Semester for that academic year, unless a breach of the Constitution or the Policy and Procedure Manual has occurred and the Clubs and Associations Committee has revoked the recognition and privileges of the Club or Association.

## THE HUMBER STUDENTS' FEDERATION STUDENT REPRESENTATIVES

### Article 8      Goals and Duties of Student Representatives

- 8.1 **Goals and Duties.** The goals and duties of Student Representatives are:
- (1) To actively communicate and advocate concerns of students within a Representatives' program of study to their respective school Director and to inform the Representatives' constituents of HSF initiatives and endeavours for informational purposes;
  - (2) To provide representation for the HSF at the program level, helping to improve the accessibility of the student government for students;
  - (3) To stay informed as to the various broad initiatives of the HSF, the events and activities the HSF sponsors and the general services the HSF offers to students; and
  - (4) To be respectful and responsible to all Members.

**Article 9 Rights and Responsibilities of Student Representatives**

9.1 **Rights and Responsibilities.** The rights and responsibilities of Student Representatives are:

- (1) To attend meetings scheduled by the HSF Director of the School in which they are an elected or appointed Student Representative;
- (2) To attend the HSF Bi-Annual General Meeting and to encourage other students within a Representatives' program to attend this meeting;
- (3) To promote the activities and services of the HSF to the students within a Representatives' program and to the inquiring students of the College;
- (4) To endeavour to explain the Constitution and Policy and Procedure Manual to the Members of the academic program to which the Representative has been elected when applicable;
- (5) To refrain from acting on behalf of HSF on matters pertaining to administrative duties, management decisions and general operative procedures unless previously authorized by the Executive Committee, the Board of Directors or the Executive Director; and
- (6) To be accessible and approachable to all the students of the College, specifically, to the students within a Representatives' particular program of study.

**Article 10 Election of Student Representatives**

10.1 **Elections.** The elections for Student Representatives will be conducted by:

- (1) Any eligible Member interested from any full-time program of study within any recognized school of Humber Institute of Technology and Advanced Learning submitting a Representative nomination package to their respective campus HSF office;
- (2) The processes further outlined in Policy 5 – HSF Elections and Appeals and Policy 12 – Online Voting System (OVS).

**Article 11 Terms of Office of Student Representatives**

11.1 **Term.** The term of office for all Student Representatives shall be from the later of May 1<sup>st</sup> or the date of election or acclamation through to April 30<sup>th</sup> of the following calendar year.

- 11.2 **Maximum Term.** The maximum term of office for all Student Representatives shall be three (3) years.

**Article 12 Student Representatives' Elected as Directors**

- 12.1 **Director Elections.** Director elections will be conducted by:

- (1) At the HSF scheduled orientation meeting for elected or appointed Student Representatives, a Director will be elected or acclaimed for each school. This process will be done by nominations of Representatives. A Representative cannot nominate themselves for school Director; the nomination must come from another Representative within the same school. The nominated Representative must accept the nomination verbally. If only one Representative is nominated, that individual will be acclaimed as school Director. Should more than one nomination be forwarded for school Director, each nominee will have a five (5) minute period to address the assembled Representatives regarding their candidacy for school Director. After each nominee has spoken, a school Director will be elected by secret ballot. Each school will be permitted one (1) Director; and
- (2) The process further outlined in Policy 5 – HSF Elections and Appeals.

**Article 13 Eligibility, Removal and Effects of Removal of Student Representatives**

- 13.1 **Eligibility – Student Representatives.** Each Student Representative throughout his/her term of office must:

- (1) Be a Full-Time Member;
- (2) Maintain at least a sixty-five per cent (65%) grade point average per Semester as indicated on the most recent full-time academic grade report issued to him/her by the College;
- (3) Not have more than two (2) courses in which grades are not entered on the end of Semester academic grade report. Those individuals that do have un-entered grades will be re-evaluated no later than 2 months after the initial eligibility review;
- (4) Be enrolled in the academic program he/she represents;
- (5) Not be an undischarged bankrupt or mentally incompetent;
- (6) Not be convicted of a criminal offence related to the affairs of HSF; and

- (7) Except in relation to HSF organizations or HSF sanctioned organizations, not be a member, or hold a position on the Board of Directors, of any other student association or student advocacy group.

## **THE HUMBER STUDENTS' FEDERATION BOARD OF DIRECTORS**

### **Article 14 Goals and Duties of the Board of Directors**

14.1 **Goals and Duties.** The goals and duties of the Board of Directors are:

- (1) To safeguard and promote the welfare and interest of the Members, whether intellectual, cultural, social, recreational or otherwise in accordance with the Constitution and the Policy and Procedure Manual, regardless of race, ancestry, place of origin, colour, ethnic origin, citizenship, creed, sex, sexual orientation, handicap, age, marital status, family status, the receipt of public assistance or the record of offences, as defined in the Ontario *Human Rights Code*;
- (2) To encourage, initiate and direct activities, Clubs and Associations in which interests of the Members are served;
- (3) To maintain communications with the student body, faculty, administrators and staff of the College;
- (4) To represent Members in matters affecting their common interests;
- (5) To encourage and promote cooperation and communication between the Schools and the campuses of the College;
- (6) To suggest Policy and Procedure according to the spirit and direction set down by the Constitution;
- (7) To be responsible to all Members;
- (8) To follow commonly accepted guidelines, Policy and Procedure in the areas of finance and human resources and to conform with guidelines, Policy and Procedure of HSF; and
- (9) To coordinate Student Representative Meetings for their respective school that are to be held a minimum of twice per term.

### **Article 15 Rights and Responsibilities of Directors**

15.1 **Rights and Responsibilities.** The rights and responsibilities of the Directors are:

- (1) To attend all meetings of the Board of Directors;
- (2) To hold one (1) vote per Director at all meetings of the Board of Directors;
- (3) To serve on committees as established by the Constitution, the Policy and Procedure Manual or otherwise;
- (4) To act as a spokesperson and to represent views and issues on behalf of the Student Representatives, which elected or appointed him/her to the Board of Directors;
- (5) To endeavour to explain the Constitution and the Policy and Procedure to the Student Representatives who elected or appointed him/her;
- (6) To explain and provide information with respect to HSF events, activities, services and programs to all students of the College;
- (7) To refrain from acting on behalf of the HSF on matters pertaining to administrative duties;
- (8) To ensure that the financial decisions of the Board of Directors are appropriately aligned with the goals and mission of HSF;
- (9) To protection and indemnity in accordance with Articles 25 and 26; and
- (10) To facilitate communication with the HSF Executive regarding expenditures against the one thousand dollar (\$1000.00) budget each school is assigned for school related initiatives. Expenditures from this budget are intended to benefit the broad student interests of the respective school the Director represents. Program Representatives and the school Director must discuss potential budget expenditures and then forward requests to the HSF Executive, via the school Director. Any requests for expenditures are subject to HSF Executive approval. A Director has the responsibility to plan accordingly so that requests for expenditures are received in a timely manner to allow the Executives the time to review requests at their scheduled Executive Committee meetings. No special meeting of the Executive Committee can be called to address concerns related to school expenditure requests.

<b>Article 16    Composition of the Board of Directors</b>
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16.1 **Composition.** The Board of Directors shall be comprised of:

- (1) The President;
- (2) The Vice President Administration (North Campus);

- (3) The Vice President Administration (Lakeshore Campus);
- (4) The Vice President Campus Life (North Campus);
- (5) The Vice President Campus Life (Lakeshore Campus); and
- (6) One (1) Director per academic school that is elected or acclaimed by each school's Student Representatives (as outlined in Policy 5 – HSF Elections and Appeals).

16.2 In the event that a Director referred to in Article 16.1(6) vacates his/her seat:

- (1) Prior to the close of nominations of the Fall By-election, the seat shall be filled through the Student Representative By-election process;
- (2) After the close of nominations of the Fall By-election, the seat shall be filled by the pool of Student Representatives from that particular school where the Director has vacated their responsibilities. This seat(s) is subject to a Majority Vote of the current Board of Directors.

#### **Article 17 Terms of Office of Directors**

- 17.1 **Term.** The term of office for all Directors shall be from the later of May 1<sup>st</sup> or the date of election, acclamation or appointment through April 30<sup>th</sup> of the following year.
- 17.2 **Maximum Term – Vice Presidents.** A Vice President Administration and Vice President Campus Life may be re-elected at the end of his/her first or second term but may not serve for more than three (3) terms in such capacity or on the Executive Committee.
- 17.3 **Maximum Term – President.** A President may be re-elected at the end of his/her first term for one (1) additional term but may not serve as President for more than two (2) terms, and may not serve for more than three (3) terms on the Executive Committee.

#### **Article 18 Eligibility, Removal and Effects of Removal of Directors**

18.1 **Eligibility – President.** The President of HSF must, throughout his/her term of office:

- (1) Be a student enrolled at the College;
- (2) Pay the full Student Activity Fee;
- (3) Maintain at least a sixty-five per cent (65%) grade point average per Semester as indicated on the most recent academic grade report issued to him/her by the

College;

- (4) Be registered as a student in at least six (6) credit hours of courses in a post-secondary program of two (2) or more semesters in length at the College or registration in a post-diploma program (immediately subsequent to graduation from a post-secondary program) of two (2) or more semesters in length at the College;
- (5) Not fail any courses throughout his/her term of office as indicated on the end of Semester academic grade report;
- (6) Be eighteen (18) or more years of age;
- (7) Not be an undischarged bankrupt or mentally incompetent;
- (8) Not be convicted of a criminal offence related to the affairs of HSF;
- (9) Except in relation to HSF organizations or HSF sanctioned organizations, not be a member, or hold a position on the Board of Directors, of any other student association or student advocacy group; and
- (10) Adhere to Policy 17 – Director Loyalty and Commitment set out in the Policy and Procedure Manual, from time to time in force and effect.

18.2 **Eligibility – Executives.** Each Executive, other than the President, must, throughout his/her term of office:

- (1) Be a Full-Time Member;
- (2) Maintain at least a sixty-five per cent (65%) grade point average per Semester as indicated on the most recent full time academic grade report issued to him/her by the College;
- (3) Not have more than two (2) courses in which grades are not entered on the end of Semester academic grade report. Those individuals that do have un-entered grades will be re-evaluated no later than two (2) months after the initial eligibility review;
- (4) Not fail any courses throughout his/her term as indicated on the end of Semester academic grade report;
- (5) Be eighteen (18) or more years of age;
- (6) Not be an undischarged bankrupt or mentally incompetent;
- (7) Not be convicted of a criminal offence related to the affairs of HSF;

- (8) Except in relation to HSF organizations or HSF sanctioned organizations, not be a member, or hold a position on the Board of Directors, of any other student association or student advocacy group; and
- (9) Adhere to Policy 17 – Director Loyalty and Commitment set out in the Policy and Procedure Manual, from time to time in force and effect.

18.3 **Eligibility – Directors.** Each Director, other than the President and the other Executives, must, throughout his/her term of office:

- (1) Be a Full-Time Member;
- (2) Maintain at least a sixty-five per cent (65%) grade point average per Semester as indicated on the most recent full-time academic grade report issued to him/her by the College;
- (3) Not have more than two (2) courses in which grades are not entered on the end of Semester academic grade report. Those individuals that do have un-entered grades will be re-evaluated no later than two (2) months after the initial eligibility review;
- (4) Not fail any courses throughout his/her term as indicated on the end of Semester academic grade report;
- (5) Be enrolled in the School he/she represents;
- (6) Be eighteen (18) or more years of age;
- (7) Not be an undischarged bankrupt or mentally incompetent;
- (8) Not be convicted of a criminal offence related to the affairs of HSF;
- (9) Except in relation to HSF organizations or HSF sanctioned organizations, not be a member, or hold a position on the Board of Directors, of any other student association or student advocacy group; and
- (10) Adhere to Policy 17 – Director Loyalty and Commitment set out in the Policy and Procedure Manual, from time to time in force and effect.

18.4 **Ineligibility.** A Member who is under suspension by the Board of Directors, in accordance with the Policy and Procedure Manual, or whose eligibility rights have been affected by removal from the Board of Directors, in accordance with this Article 18, may not run in any election until the suspension or removal has expired.

18.5 **Campus Transfer.** A Full-Time Member at one Campus who transfers into a program of

study at another Campus of the College may run in the elections to elect Directors at the Campus of the College that the Member has transferred to, provided that he/she meets the eligibility requirements for Directors as set out in Article 18.1, 18.2, or 18.3.

- 18.6 **Immigration Status.** Employment Authorization or Immigration status does not bar a Full-Time Member from running in any election for a position on the Board of Directors.
- 18.7 **Fulfilment of Duties.** All Directors including those who participate in a co-op work placement of the College are required to fulfill their duties as Directors, failing which a Director is subject to removal in accordance with this Article 18.
- 18.8 **Automatic Removal.** Any Director shall automatically cease to be a Director if:
- (1) The Director ceases to satisfy the eligibility criteria set out in Article 18.1, 18.2 or 18.3; or
  - (2) The Director is suspended or expelled by the College.
- 18.9 **Removal by Board of Directors.** Reasons for the removal of any Director in accordance with Article 18.9 include, but are not limited to:
- (1) Excessive unexcused absences by the Director from meetings of the Board of Directors, as defined in Articles 18.11;
  - (2) Contravention of the Policy and Procedure Manual;
  - (3) Participation in a co-op or work placement of the College which interferes with his/her duties as a Director; or
  - (4) Contravention of signing authority as per Article 42.
- 18.10 **Removal Procedure.** Upon recommendation by the Governance Review Committee and a resolution passed by a Majority Vote of the Board of Directors where at least three-fourths (3/4) of the Directors are present, any Director can be removed as a Director before the expiry of his/her term of office.
- 18.11 **Absence from Meetings.** Excessive absence from meetings of the Board of Directors is defined as absence without acceptable excuse (as defined in Article 18.12) from three (3) consecutive regularly scheduled meetings of the Board of Directors or a total of five (5) regularly scheduled meetings of the Board of Directors during the term of office as a Director. The Attendance Sheet referred to in Article 19.10 shall determine absences.
- 18.12 **Acceptable Excuse.** An acceptable excuse shall be deemed to mean:
- (i) **For a Director,** an illness, a death in the family, Official HSF Business, a conflicting College class or College-related co-op/work placement, or a College

examination scheduled the following day; and

- (ii) **For an Executive Committee Member**, shall also include a temporary absence authorized by the Board of Directors, authorized time off in accordance with the HSF Human Resources policy.

The Board of Directors may require proof of an acceptable excuse.

**18.13 Removal by Special Meeting – Directors.** A Director who represents a School shall be removed from a position on the Board of Directors in accordance with the following conditions:

- (1) A Director Removal Petition initiating the removal process which meets the criteria set out in Article 18.14; and
- (2) Receive subsequent approval at a Special Meeting called in accordance with Article 18.16 of a Two-Thirds Majority Vote of those voting in the School which elected the Director, where at least one hundred (100) of the Full-Time Members in such School cast a vote.

**18.14 Contents of a Director Removal Petition.** A Director Removal Petition must:

- (1) Be clearly worded and specifically request the removal of a named Director from the Board;
- (2) Be signed by at least twenty per cent (20%) of the Full-Time Members enrolled in the School which elected the Director, with their names printed legibly and their valid student numbers provided; and
- (3) Include the name, address and telephone number of the individual who delivers the Petition to the President.

**18.15 Filing.** A Director Removal Petition must be delivered to the President, who shall determine whether the Director Removal Petition meets the criteria set out in Article 18.14. A Petition which fails to meet the criteria shall be returned to the petitioner who delivered it, along with a written explanation by the President stating why the Director Removal Petition failed to meet the criteria.

**18.16 Special Meeting.** The President shall call a Special Meeting of the Members of the School of the Director that is being petitioned for removal within one (1) month of receiving the Director Removal Petition. The Meeting shall be conducted in accordance with this Constitution and the Policy and Procedure Manual.

**18.17 Removal by Referendum – Executive Committee Member.** The President, Vice President Administration (North), Vice President Administration (Lakeshore), Vice President Campus Life (North), and/or Vice President Campus Life (Lakeshore) shall be

removed from office by an Executive Removal Referendum in accordance with this Article.

18.18 **Petition.** An Executive Removal Referendum must be initiated by a Petition, which must:

- (1) Be clearly worded and specifically request to have a Special Referendum for Removal of Executive From Elected Office of a named Executive Committee Member;
- (2) Be signed by one thousand (1,000) Full-Time Members, who are eligible to vote for that position, with their names printed legibly and their valid student numbers printed;
- (3) Include the name, address and telephone number of the individual who delivers the Petition; and
- (4) Be delivered to the Executive Director.

18.19 **Executive Removal Referendum.** After determining that the Petition meets the criteria set out in Article 18.18, the Executive Director shall forward the Petition to the Chief Returning Officer who will call an Executive Removal Referendum by the Full-Time Members within one (1) month of receipt of the Petition. A Petition which fails to meet the criteria shall be returned to the individual who delivered it, along with a written explanation by the Executive Director stating why the Petition failed to meet the criteria.

18.20 **Conduct of Executive Removal Referendum.** The Policy and Procedure Manual and Article 28 shall govern the conduct of an Executive Removal Referendum.

18.21 **Effects of Removal.** Any Director, who has been removed from office or has voluntarily resigned for any reason other than failure to maintain a sixty-five per cent (65%) grade point average per Semester, may not run for a position on the Board of Directors for a period of one (1) calendar year after the date of removal or resignation from office.

18.22 **Removal Due to Academic Ineligibility.** Any Director who is removed or has resigned due to failure to maintain a sixty-five per cent (65%) grade point average may not run for a position on the Board of Directors for one (1) complete Semester of full-time study at the College following the Semester in which he/she was removed or resigned.

**MEETINGS OF THE HUMBER STUDENTS' FEDERATION  
BOARD OF DIRECTORS**

**Article 19 Regular Meetings of the Board of Directors**

19.1 **Regular Meetings.** Regularly scheduled meetings of the Board of Directors shall be held

every third week on a Wednesday during the Fall and Winter Semesters at 6:30 p.m., commencing the second week of classes in September and January. The regularly scheduled meetings of the Board of Directors will take place at each campus on a rotating basis.

- 19.2 **Schedule of Regular Meetings.** The dates, times and locations of all regularly scheduled meetings of the Board of Directors for the current term of office of the Directors must be distributed to all Directors, in accordance with Article 19.7, and posted in all HSF offices, no later than the first day of classes of the Fall Semester.
- 19.3 **Open Meetings.** All meetings of the Board of Directors shall be open to the Members unless the Directors pass a motion by a Majority Vote of the Directors present at the meeting to exclude the Members from a particular meeting or part thereof.
- 19.4 **Meeting Agenda.** The agenda for each meeting of the Board of Directors shall be posted and distributed to all Directors, in accordance with Article 19.7, at least forty-eight (48) hours prior to each meeting.
- 19.5 **Chairperson.** The Chairperson shall impartially chair the meetings of the Board of Directors. The Chairperson shall not be the Chair of the Board of Directors as provided in Section 290 of the Ontario Corporations Act and shall not have any voting rights except as specifically provided in this Constitution. In the event that the appointed Chairperson is unable to chair a meeting of the Board of Directors, the President shall chair the meeting or delegate the responsibility to a Vice President or to another Director. A Director who acts as the Chairperson of a meeting of the Board of Directors shall retain the right to vote.
- 19.6 **Minutes.** Minutes of each meeting of the Board of Directors shall be posted in the offices of HSF and on the website of HSF, and distributed to all Directors, in accordance with Article 19.7, within ten (10) days after each meeting and shall be filed in the minute book of HSF.
- 19.7 **Distribution of Documents.** For the purpose of sending notices and documents to any Director for any meeting or otherwise, distribution of said documents in the Director's HSF email account will be deemed sufficient.
- 19.8 **Errors and Omissions.** Any substantial error or omission, as determined by the Chairperson, in the notice of any meeting of the Board of Directors shall invalidate such meeting or make void any proceedings taken or made thereat.
- 19.9 **Quorum.** One half of the number of Directors (rounded to the next whole number) plus one (50% +1) shall constitute a quorum at all meetings of the Board of Directors.
- 19.10 **Attendance.** At every meeting of the Board of Directors of which due notice has been given to the Directors in accordance with this Constitution, the Attendance Sheet shall be signed by all Directors present and the absent and excused Directors shall be noted.

Attendance at board meetings is considered being present until two-thirds (2/3) of the agenda items covered prior to the Director leaving.

- 19.11 **Voting.** Each Director shall be entitled to one (1) vote per motion at all meetings of the Board of Directors. Voting by proxy shall not be permitted.
- 19.12 **Conflict.** At every meeting of the Board of Directors a Director shall refrain from voting on any matter(s), which the Director has, or appears to have, a conflict of interest, as defined in the Policy and Procedure Manual.
- 19.13 **Tie Votes.** When there is a tie vote at a meeting of the Board of Directors, the motion shall be deemed to have failed.
- 19.14 **Majority Vote.** Unless specifically stated otherwise in this Constitution, a Majority Vote of the Directors shall decide all motions at all meetings of the Board of Directors.
- 19.15 **Methods of Voting.**
- (1) **Regular vote.** Every motion at a meeting of the Board of Directors shall be decided in the first instance by a show of hands. Every Director who is present shall have one (1) vote.
  - (2) **Straw vote.** A straw vote may be requested at the call of any Director. A straw vote consists of polling the Directors to establish the opinion of the Board of Directors. It is not a binding vote and need not be recorded.
  - (3) **Secret ballot.** A secret ballot may be requested at the call of any Director. Every Director who is present shall have one (1) vote by secret ballot.
- 19.16 **Adjournment.** The Chairperson of the Board of Directors may, with the consent of a majority of the Directors in attendance at any meeting of the Board of Directors, adjourn such meeting to a fixed date, time and place.
- 19.17 **Rules of Order.** The adopted rules of order and procedures at all meetings of the Board of Directors shall be “Robert’s Rules of Order – Revised”, except in the case where such rules conflict with this Constitution or the Policy and Procedure Manual which take precedence over Robert’s Rules of Order.
- 19.18 **Private Sessions.** A “Private Session” means a meeting of the Board of Directors at which attendance is restricted to the Directors. The Board of Directors, upon a Majority Vote, may request the attendance of any individual it wishes to attend a Private Session. Discussion of the proceedings at a Private Session meeting is prohibited outside of that meeting.
- 19.19 **Chair of Private Sessions.** The President shall chair a Private Session meeting or delegate the responsibility to a Vice President or another Director. The Chairperson of a

Private Session meeting retains the right to vote.

- 19.20 **Records of Private Sessions.** The Secretary, or another Director appointed by the President, shall record any motion passed at a Private Session meeting. Any motions, along with who moved and seconded the motions, will be the only record of the issue discussed at a Private Session meeting. The count of the vote will not be recorded. Any vote during a Private Session meeting shall be recorded as “carried” or “not carried”.

## **Article 20 Special Meetings of the Board of Directors**

- 20.1 **Special Meetings.** A Special Meeting of the Board of Directors shall be a meeting of the Board of Directors called to address exceptional circumstances.
- 20.2 **Calling a Special Meeting.** Any Director may call a Special Meeting. The Director(s) calling the meeting shall decide the date, time and place of a Special Meeting.
- 20.3 **Notice and Meeting Agenda.** Notice of and an agenda for a Special Meeting shall be posted at all HSF offices and distributed (in the most expedient manner) to each Director not less than twenty-four (24) hours (excluding Saturdays, Sundays and HSF Non-Business Days) prior to the time of the meeting.
- 20.4 **Minutes of a Special Meeting.** Minutes of a Special Meeting must be distributed to each Director not more than two (2) days after the Special Meeting (excluding Saturdays, Sundays and HSF Non-Business Days).
- 20.5 **Number of Special Meetings.** Special Meetings may not be called more than twice in any calendar month.
- 20.6 **Conduct of Special Meetings.** Articles 19.5 and 19.8 to 19.20 shall govern conduct of Special Meetings unless specifically stated otherwise in this Article.

## **THE EXECUTIVE COMMITTEE**

### **Article 21 Composition of the Executive Committee**

- 21.1 The Executive Committee shall be composed of the:
- (1) President;
  - (2) Vice President Administration (North);
  - (3) Vice President Administration (Lakeshore);
  - (4) Vice President Campus Life (North); and

- (5) Vice President Campus Life (Lakeshore).
- 21.2 **President.** The President must be a Member and a Director. The President is required to work on behalf of HSF in accordance with this Constitution and the Policy and Procedure Manual.
- 21.3 **Duties of President.** The President shall be charged with carrying out the mandate of HSF through the general management and supervision of the affairs and operations of HSF.
- 21.4 **Voting Rights of President.** Unless the President is a designated member of a committee, he/she shall remain an ex-officio non-voting member of all committees and sub-committees of HSF, unless otherwise stated in this Constitution or the Policy and Procedure Manual.
- 21.5 **Executives and Committees.** Executives must represent HSF on the committees of the College as outlined in their respective job descriptions and as required from time to time.
- 21.6 **President and Official Functions.** The President must represent HSF at all official functions, inside and outside the College unless the President delegates this duty to a Vice President Administration.
- 21.7 **President as Chairperson.** The President shall be the Chairperson of the Executive Committee of HSF, unless he/she delegates this responsibility to a Vice President. Notwithstanding any such delegation, the President shall remain a member of the Executive Committee of HSF and shall retain the right to vote.
- 21.8 **Responsibilities of President.** The specific responsibilities and tasks to be performed by the President are specified in the position job description.
- 21.9 **Vacancy in Office of President.** In the event that the position of the President becomes vacant, the position must be filled in accordance with Article 24.
- 21.10 **Vice Presidents.** Each Vice President must be a Full-Time Member and a Director. Each Vice President is required to work on behalf of HSF in accordance with this Constitution and the Policy and Procedure Manual.
- 21.11 **Ex-Officio Capacity of Vice Presidents.** Unless any of the Vice Presidents is a designated member of a committee, he/she shall remain an ex-officio non-voting member of all committees and sub-committees of HSF, unless otherwise stated in this Constitution or the Policy and Procedure Manual.
- 21.12 **Vacancy in Office of Vice President.** In the event that the position of a Vice President becomes vacant, the position must be filled in accordance with Article 24.

- 21.13 **Responsibilities of Vice Presidents.** The specific responsibilities and tasks to be performed by each of the Vice Presidents are specified in the position job description.
- 21.14 **Vice President as Secretary.** One Vice President of the HSF shall assume the position of Secretary of the Executive Committee. Determination of this position shall be made at a meeting of the Executive Committee no later than June 30<sup>th</sup> of each year.
- 21.15 **Vacancy in the Position of Secretary.** In the event that the position of Secretary becomes vacant during the term, the President shall immediately appoint a Director to fill such vacancy.
- 21.16 **Duties of Secretary.** The Secretary is responsible for ensuring that the following duties are performed:
- (1) He/She must attend all meetings of the Board of Directors, the Executive Committee, and all meetings of the Members and ensure that all facts and minutes of all proceedings are recorded in the books kept for that purpose;
  - (2) He/She shall be the recording secretary for the Executive Committee and in the event that the recording secretary for the Board of Directors is not present at a meeting of the Board of Directors, he/she shall act in that capacity;
  - (3) He/She must ensure that all minutes of all meetings of the Board of Directors, of the Executive Committee and of the Members are distributed in accordance with this Constitution;
  - (4) He/She must give notices (including, but not limited to, all notices of meetings of the Executive Committee, of the Board of Directors and of the Members and all election notices) required to be given to the Directors and to the Members;
  - (5) He/She must ensure the safe custody of the corporate seal of HSF, and of all of the books, papers, records, correspondence, contracts and other documents belonging to HSF, which he/she must deliver up only when authorized by a resolution of the Board of Directors to do so, and only to such person or persons as may be named in the resolution; and
  - (6) The Secretary shall perform such other duties as may, from time to time, be determined by the Board of Directors.
- 21.17 **Executive Director.** The Executive Director shall be a non-voting, ex-officio member of the Executive Committee.

**Article 22 Duties of the Executive Committee**

22.1 **Duties.** The Executive Committee shall perform the following duties, to the extent authorized by this Constitution and the Policy and Procedure Manual, on behalf of HSF and the Members, in conjunction with other staff of HSF:

- (1) Negotiate and renew contracts of HSF;
- (2) Maintain the legal status of HSF;
- (3) Ensure that the activities of HSF do not exceed its budgetary limitations;
- (4) Develop an adequate budget for the following fiscal year;
- (5) Be responsible for the enforcement of all operating policies;
- (6) Be responsible for the daily operation of HSF;
- (7) Develop, undertake and continue long-term objectives of HSF;
- (8) Regularly report to the Board of Directors regarding the activities of HSF; and
- (9) Uphold the mission statement and goals of HSF.

22.2 **Code of Ethics.** The Executive Committee shall perform its duties in accordance with the Code of Ethics of the College and HSF as set out at the beginning of this Constitution and shall continue the commitment of a fair and united student government at the College.

**Article 23 Meetings of the Executive Committee**

23.1 **Monthly.** The Executive Committee shall meet monthly.

23.2 **Notice.** Notice of each meeting of the Executive Committee shall be distributed to each member of the Executive Committee by the Chairperson of the Executive Committee not less than forty-eight (48) hours (excluding Saturdays, Sundays, HSF Non-Business Days and the date of the meeting, but including the day on which the notice is distributed) before the meeting is to take place.

23.3 **Regular Meetings.** If regular dates, times and places for Executive Committee meetings are approved by resolution of the Executive Committee, then no further notice is required.

23.4 **Location.** Executive Committee meetings may be held at any location designated by the members of the Executive Committee.

23.5 **Attendance.** Attendance at Executive Committee meetings is mandatory for the members

- thereof. If a member of the Executive Committee is absent, with an unexplained or unacceptable excuse (as defined in Article 18.12), from two (2) meetings in one (1) Semester, it is considered excessive, and can be brought to a Board of Directors meeting with a Majority Vote of three-fourths (3/4) members present to have that Executive removed.
- 23.6 **Voting.** Each member of the Executive Committee shall be entitled to one (1) vote upon questions raised at each meeting of the Executive Committee. A Majority Vote shall carry all motions at Executive Committee meetings. In this case of a tie vote, the motion shall fail.
- 23.7 **Closed Meetings.** All Executive Committee meetings shall be closed meetings unless otherwise decided by a Majority Vote of the members of the Executive Committee.
- 23.8 **Expenditures.** Motions made at Executive Committee meetings which require expenditure of HSF funds not budgeted must be brought forward to the Board of Directors for ratification at the next meeting of the Board of Directors. All expenditures must conform to the requirements set out in Article 42.
- 23.9 **Minutes.** The minutes of all meetings of the Executive Committee will be recorded and form a permanent record of the activities of the Executive Committee. These minutes, except the case of special reports, shall serve as the regular report to the Board of Directors made by the Executive Committee at every regularly-scheduled Board of Directors Meeting. The Board of Directors must approve such minutes by a Majority Vote and can reverse any motion made by the Executive Committee, by resolution passed by a Two-Thirds Majority Vote at a meeting of the Board of Directors at which the resolution is presented, with the exception of human resource management and contractual matters.
- 23.10 **Meeting Agenda.** The agenda for each meeting of the Executive Committee shall be distributed to all members of the Executive Committee, in accordance with Article 19.7, at least forty-eight (48) hours prior to each meeting.
- 23.11 **Chairperson.** The President shall chair the meetings of the Executive Committee unless the President is unable to attend or delegates the responsibility to a Vice President. The Chairperson of a meeting of the Executive Committee shall retain the right to vote.
- 23.12 **Quorum.** Three (3) members of the Executive Committee shall constitute a quorum at all meetings of the Executive Committee, with the exception of meetings held to appoint the Secretary, succession vote, budget approval and private meetings where four (4) will be the required quorum.
- 23.13 **Rules of Order.** The adopted rules of order and procedures at all meetings of the Executive Committee shall be “Robert’s Rules of Order – Revised”, except in the case where such rules conflict with this Constitution or the Policy and Procedure Manual which take precedence over Robert’s Rules of Order.

**Article 24 Vacancy of an Executive Committee Member**

24.1 In the event that a position of an Executive Committee Member of HSF becomes vacant during a term of office, the position shall be filled in the following manner:

(1) **President**

- (a) During a temporary absence or inability to act as the President, a Vice President must exercise the President's duties and powers. The Board of Directors shall determine, by motion, whether an absence is temporary, based on circumstances.
- (b) In the event that the office of the President of HSF becomes vacant, a Vice President shall become the President for the remainder of the term of office either on a part-time or full-time basis at the option of the Vice President; or the Vice President can defer this responsibility to another Vice President on the Executive Committee, determined by a Majority Vote among the remaining Executive Committee members.
- (c) The Vice President who shall undertake the duties of the President in the event of a temporary absence or if the position becomes vacant shall be determined in a meeting of the Executive Committee no later than June 30<sup>th</sup> of each year.

(2) **Vice President**

If a vacancy occurs prior to the Fall By-election, the position shall be filled at the Fall By-election. All eligible Full-Time Members enrolled in a School on the Campus of the vacancy and all members of the Board of Directors representing a constituency on the Campus with the vacancy are permitted to run for this position.

If a vacancy occurs after the Fall By-election, the Members of the Board of Directors of the Campus of the Vice President shall appoint a Director representing a School on the Campus with the vacancy as Vice President. Such appointment shall be made following a Majority Vote of the Directors who represent the Campus with the vacancy, by secret ballot, at an Emergency Meeting of the Directors of that Campus called specifically for such purpose, where at least three-fourths (3/4) of the Directors representing that Campus are present.

## PROTECTION AND INDEMNITY OF DIRECTORS

### Article 25 Protection of Directors

- 25.1 **Duty of Good Faith.** Each Director is expected to discharge the duties of office honestly, in good faith, and in the best interests of HSF. The standard of care, diligence and skill required is that which a reasonably competent person would exercise in comparable circumstances.
- 25.2 **No Liability.** Provided that a Director has abided by this Constitution and the Policy and Procedure Manual, and carried out duties in a reasonably competent and honest fashion, in good faith and in the best interests of HSF, no Director shall be held liable for:
- (1) Acts, receipts, neglects or defaults of any other Director or employee of HSF; and
  - (2) Loss, damage or expense incurred through insufficiency or deficiency of any security into which any monies or belongings of HSF have been invested.

### Article 26 Indemnity of Directors

- 26.1 **Indemnification.** Every Director and every officer of HSF and his/her heirs, executors and administrators and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of HSF, from and against:
- (1) All costs, charges and expenses whatsoever that he/she/it sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him/her/it, in or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her/it, in or about the execution of the duties of his/her/its office; and
  - (2) All other costs, charges and expenses that he/she/it sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her/its own wilful neglect or default.
- 26.2 **Permitted by Act or Law.** HSF shall also indemnify any such person in such other circumstances as the Act or the Law permits or requires. Nothing in this Constitution shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Constitution to the extent permitted by the Act or Law.

## ELECTIONS AND REFERENDA

### Article 27 Elections and By-Elections

- 27.1 **Election.** An election shall be held for the purpose of electing the positions of President, Vice President Administration (North Campus), Vice President Administration (Lakeshore Campus), Vice President Campus Life (North Campus), Vice President Campus Life (Lakeshore Campus) and Directors of the Board no later than ten (10) days prior to the Meeting of the Members during the Winter Semester.
- 27.2 **By-election.** A By-election shall be held no later than September 30<sup>th</sup> of each year to fill any available Director positions on the HSF Board of Directors in accordance with Article 16.1(6) and to fill any vacant positions on the Executive Committee in accordance with Article 24.1(2)(i).
- 27.3 **Conduct of Elections.** The Chief Returning Officer, with the assistance of the Deputy Returning Officers, will be responsible for the conduct of all elections of the Executive Committee, Student Representatives and of Directors, in accordance with the Policy and Procedure Manual.

### Article 28 Referenda

- 28.1 **Initiation.** The Full-Time Members in accordance with Articles 18.17 and 38 and by the Board of Directors or the Executive Committee can initiate referenda.
- 28.2 **Referenda Questions.** All referenda questions shall be clearly worded, and capable of being answered, “Yes” or “No”.
- 28.3 **Rules.** The rules governing the conduct of a Referendum are specified in the Policy and Procedure Manual.

## APPOINTED POSITIONS

### Article 29 Appointed Positions

- 29.1 **Appointed Positions.** HSF shall annually hire persons to fill the following positions to assist the Board of Directors:
- (1) Chairperson;
  - (2) Chief Returning Officer; and
  - (3) Deputy Returning Officer (North and Lakeshore – as required).

- 29.2 **Additional Positions.** The Executive Committee may, from time to time, recommend that other positions for specific purposes be created and that HSF hire persons to fill such positions. A Majority Vote of the Directors must receive approval of such positions.
- 29.3 **Selection.** The Hiring Committee in accordance with Article 32 and the hiring guidelines outlined in the Policy and Procedure Manual should select all appointed positions.
- 29.4 **Chairperson.** The Chairperson will be appointed from applications submitted by the Full-Time Members, who are in good standing, in accordance with the hiring guidelines outlined in the Policy and Procedure Manual. Directors are not eligible for the position of Chairperson during his/her term of office, although this does not prevent a Director from assuming the position of Chairperson on a temporary basis or for a specific meeting where the Chairperson is unavailable. The specific responsibilities and tasks to be performed by the Chairperson are specified in the Policy and Procedure Manual.

## STANDING COMMITTEES

### Article 30 Standing Committees

- 30.1 **Standing Committees.** The following committees of HSF are hereby established as standing committees:
- (a) Elections and Judicial Review Committee;
  - (b) Hiring Committee;
  - (c) Governance Review Committee;
  - (d) Service Standards Committee; and
  - (e) Campus Clubs and Associations Committee.

### Article 31 Elections and Judicial Review Committee

- 31.1 **Composition.** The Elections and Judicial Review Committee shall be composed of the President, the Vice President Administration (North), the Vice President Administration (Lakeshore), one (1) other Director and one (1) College administrator, all of whom shall be determined by ballot no later than September 20<sup>th</sup> of each year.
- 31.2 **Alternates.** Five (5) alternate Directors and one (1) alternate College administrator shall be determined to sit on the Elections and Judicial Review Committee in the event that a seat is vacated.
- 31.3 **Campaign Involvement.** Any member of the Elections Judicial Review Committee

involved (as a candidate or on a campaign team) in any election or by-election for a position on the Board of Directors must immediately resign his/her position on the Elections Judicial Review Committee upon the filing of nomination papers for said election or by-election.

- 31.4 **Objectivity and Bias.** All members of the Elections Judicial Review Committee must be, and appear to be, objective and unbiased in their activities during election campaigning and while determining an issue before them on this Committee.
- 31.5 **Purpose.** The purpose of the Elections Judicial Review Committee is to hear all disputes from a decision of the Chief Returning Officer or the Deputy Returning Officers and to make a ruling, which is binding upon all parties.
- 31.6 **Judicial Review Procedure.** The procedures and conduct of an Elections Judicial Review are specified in the Policy 5 – Elections & Judicial Review.

### **Article 32 Hiring Committee**

- 32.1 **Composition.** The Hiring Committee shall be composed of the President and Executive Director, one or more Vice Presidents, and, as appropriate, Human Resources personnel of the College.
- 32.2 **Purposes.** The purpose of the Hiring Committee is to hire Advisors, the Chairperson, the Chief Returning Officer and Deputy Returning Officers, and full-time staff of HSF.
- 32.3 **Duties.** The Hiring Committee shall undertake its duties in accordance with the Policy and Procedure Manual, as well as with accepted human resources hiring practices.

### **Article 33 Governance Review Committee**

- 33.1 **Membership and Voting.** The Governance Review Committee shall be composed of the President, Vice President Administration (North), Vice President Administration (Lakeshore), three (3) other Directors, each of who have one (1) vote on the Committee, and a full-time HSF staff member in an ex-officio, non-voting capacity.
- 33.2 **Selection of Members.** The Directors on the Governance Review Committee shall be determined by secret ballot at the first regularly-scheduled meeting of the Board of Directors in September of each year.
- 33.3 **Chairperson.** The Committee shall elect a Chairperson at its first meeting. The Chairperson shall retain the right to vote.
- 33.4 **Meetings.** The Governance Review Committee shall meet at least once per term of office, from September to March. The meeting will be called by the Committee Chair,

advised by the HSF Full-Time Ex-Officio. Such meetings will be scheduled at the time Committee members are selected.

- 33.5 **Conduct of Meetings.** Articles 19.4, 19.7 to 19.9, and 19.11 to 19.17 shall govern conduct of meetings of the Governance Review Committee.
- 33.6 **Function – Policies and Constitution.** The function of the Governance Review Committee is to review the Policy and Procedure Manual and to review, interpret and apply this Constitution as permitted by this Constitution.
- 33.7 **Function – Eligibility Issues.** It is the duty of the Governance Review Committee to ensure all Directors meet all eligibility requirements of HSF as described in this Constitution.
- 33.8 **Conflict of Interest.** If any member of the Governance Review Committee has a conflict of interest in any investigation or other action of the Committee, that member shall be removed from the Committee for the duration of the investigation, and replaced by another Director chosen by a Majority Vote of the Board of Directors.
- 33.9 **Report on Adherence to this Constitution.** The Governance Review Committee shall review adherence to the principles and requirements found in this Constitution and in the Policy and Procedure Manual. This review shall be conducted once per year, and the Governance Review Committee shall report its findings in writing, along with recommendations, to the HSF Board of Directors no later than January 31<sup>st</sup> of each year.
- 33.10 **Report on Constitutional Reform.** The Governance Review Committee shall review this Constitution and the Policy and Procedure Manual for inconsistencies, applicability, change of organizational goals and structure, as well as any change of legislation affecting HSF. This review shall be conducted each year, and the Governance Review Committee shall report its findings in writing, along with recommendations for amending the Constitution and/or Policy and Procedure Manual, to the Board of Directors no later than February 15<sup>th</sup> of each year.
- 33.11 The minutes of all Governance Review Committee meetings will be recorded and shall form a permanent record of the transactions of the Committee. These minutes, except in the case of special reports, shall serve as the regular report of the Committee's activities to the Board of Directors.
- 33.12 **Reports and Recommendations.** The Board of Directors must ratify reports and recommendations from the Governance Review Committee in order to take effect.

<b>Article 34    Service Standards Committee</b>
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- 34.1 **Composition.** The Service Standards Committee shall be composed of the Services Director, the Services Coordinator, the Vice President Administration (North) and the

Vice President Administration (Lakeshore), and two (2) Directors.

- 34.2 **Meetings.** The Service Standards Committee shall meet once per semester at a time and place determined by the Services Director.
- 34.3 **Function.** The function of the Service Standards Committee is to discuss the standards of service delivered to students and identify potential new service offerings.

### **Article 35    Campus Clubs and Associations Committee**

- 35.1 **Composition.** The Campus Clubs and Associations Committee shall be composed of the President, the Vice President Campus Life (North), the Vice President Campus Life (Lakeshore), two (2) other Directors, the Programming Director, and the Programming Coordinator (Lakeshore) in an ex-officio capacity.
- 35.2 **Purpose.** The Campus Clubs and Associations Committee shall perform the following duties, to the extent authorized by the Clubs and Associations Manual, on behalf of HSF and the members, in conjunction with other staff of HSF.
- (1) To sanction clubs and associations;
  - (2) To act as a liaison between the respective club and the HSF;
  - (3) To foster growth and awareness of clubs and associations;
  - (4) To monitor the spending of clubs and associations; and
  - (5) To uphold the mission statement and goals of HSF.

## **AD HOC COMMITTEES**

### **Article 36    Establishment of Ad Hoc Committees**

- 36.1 **Ad Hoc Committees.** The HSF Board of Directors or the Executive Committee may from time to time establish Ad Hoc Committees to deal with any special short-term project or problem of HSF as it might arise.

## **AMENDMENTS TO THE CONSTITUTION**

### **Article 37    Amendments by Board of Directors**

- 37.1 **Proposal.** Any Full-Time Member can propose an amendment to the Constitution to the

Board of Directors.

- 37.2 **Notice to the Board.** Notice of any proposal of amendments to this Constitution, including supporting materials, shall be delivered to the Secretary of the HSF who shall give notice of such proposal, including supporting materials, to the HSF Board of Directors at least one (1) regular meeting prior to voting on proposed changes to this Constitution. The proposed amendments will be discussed in principle at the meeting for which notice is given.
- 37.3 **Approval by the Board.** In order for the Board of Directors to forward a motion to be considered at a meeting of the Members to amend this Constitution, a Two-Thirds (2/3) Majority Vote of the Directors is required to affirm the motion at a regularly scheduled meeting of the Board of Directors, where at least three-fourths (3/4) of the total Directors are present.
- 37.4 **Notice to Members.** Upon acceptance of amendments by the Board of Directors in accordance with Article 39.3, the Secretary shall give the notice of such amendments, together with any supporting materials, to the Members at least fourteen (14) days prior to the next meeting of the Members.
- 37.5 **Posting of Notice.** Notice to the Members of the proposed amendments to this Constitution shall be made by posting the exact wording of the proposed amendments and the supporting materials:
- (1) In all offices of HSF;
  - (2) Throughout the College, on at least all HSF-controlled bulletin boards on the main floors of each campus; and
  - (3) In the College student newspapers in accordance with Article 37.6.
- 37.6 **Publication of Notice.** Publication of proposed amendments to this Constitution in the College student newspaper, as required by Article 37.5 must:
- (a) Not be smaller than one quarter (1/4) of a page;
  - (b) State the exact wording of the proposed amendments (or the nature of the motion if the wording is deemed too long by the Executive Committee); and
  - (c) State that a copy of the proposed amendments and all supporting materials are available in all HSF offices.
- 37.7 **Coming into Effect.** Amendments to this Constitution shall come into effect upon receiving a Majority Vote of the Full-Time Members present and voting at the Meeting of the Members called for purposes of considering the proposed amendments.

**Article 38 Amendments by Referendum**

- 38.1 **Referendum for Constitutional Change.** Amendments to this Constitution may occur through a Referendum for Constitutional Change.
- 38.2 **Contents of Petition.** A Petition of the Full-Time Members of HSF shall call a Referendum for Constitutional Change. This Petition must:
- (a) Be clearly worded;
  - (b) Be signed by ten per cent (10%) of the Full-Time Members of HSF;
  - (c) Provide signatures and legibly printed names and valid student numbers of the requisite number of Full-Time Members; and
  - (d) Be delivered to the President.
- 38.3 **Conduct of a Referendum.** A Referendum for Constitutional Change shall be run by the Chief Returning Officer in accordance with the rules set out in Article 28 and in the Policy and Procedure Manual.
- 38.4 **Approval.** A Referendum for Constitutional Change shall be considered valid if a Majority Vote of the Full-Time Members affirms the proposed amendments to this Constitution, where at least five per cent (5%) of the Full-Time Members cast a vote.
- 38.5 **Coming into Effect.** Upon affirmation by the Members, as set out in Article 38.4, the proposed amendments to the Constitution, resulting from a Referendum for Constitutional Change, shall be read into the minutes of the next Meeting of the Members and shall come into effect upon adjournment of that meeting or on the date specified in the amendments.

**FINANCES**

**Article 39 Deposit of Securities and Bank Accounts for Safekeeping**

- 39.1 The securities and bank accounts held by HSF shall be lodged in the name of HSF with a chartered bank or trust company, safe, or in a safety deposit box. The Executive Director and President must maintain such bank, trust company, safe, or safety deposit box, and the accounts.

**Article 40 Contingency Reserve Fund**

- 40.1 A net asset account titled "Initially Restricted for Contingencies" must contain a

minimum balance of one hundred and fifty thousand dollars (\$150,000) and be increased yearly from the Student Development Fund by the amount of the Consumer Price Index.

- 40.2 The increase will be calculated no later than June 30<sup>th</sup> of each year by the multiplication of the Contingency Reserve Fund balance for the immediately preceding year and the percentage rate of increase in the Consumer Price Index, as issued by Statistics Canada. This establishes the current minimum balance for the Contingency Reserve Fund for the fiscal year.
- 40.3 Any expenditure from the Contingency Reserve Fund shall require a Two-Thirds Majority Vote (2/3) of the Board of Directors.

#### **Article 41 Financial Accountability of the Humber Students' Federation**

- 41.1 **Accountability.** The Directors shall be accountable for the funds of HSF.
- 41.2 **Mismanagement.** Any wilful mismanagement of funds by a Director, an Advisor or a Full-Time staff of HSF not protected by Articles 25 and 26 will result in the suspension of signing privileges and financial activities by such individual upon recommendation of the Executive Director to the Board of Directors.

#### **Article 42 Signing Authorities**

- 42.1 **Signing Authority.** All cheques, drafts, orders for the payment of money, notes, acceptances, and bill of exchange, contracts, documents, or instruments in writing to be drawn against the monies held in the name of HSF will be signed by:
- (1) For accounts up to the amount of one thousand dollars (\$1,000) which are within the parameters of an approved budget and within the authority provided in the Policy and Procedure Manual, by any Full-Time staff member of the HSF; and
  - (2) For amounts of one thousand dollars (\$1,000) or over, by
    1. First signature must be one of either: President or Executive Member Designate
    2. Second signature must be one of either: Executive Director or Controller.
- 42.2 **Approval by the Board.** For the protection of the Directors, all contracts, acts and transactions, with the exception of routine cheques clearly allocated in the approved budget of HSF, entered into on behalf of HSF in excess of one thousand dollars (\$1,000) must be approved by the Board of Directors prior to their execution.
- 42.3 **Extraordinary Expenses.** The following allocations require the approval, by separate

motion, of a Majority Vote of the Board of Directors where at least three-fourths (3/4) of all Directors are present:

- (a) Capital purchases of one thousand dollars (\$1,000.00) or more;
- (b) Withdrawal or commitment against the Student Development Fund; and
- (c) Any expenditure not normally part of the operating budget of HSF.

42.4 **Binding Nature.** All contracts, documents, and instruments in writing signed in accordance with this Article shall be binding upon HSF.

42.5 **Definitions.** The terms “contracts, documents, or instruments in writing” as used in this Constitution shall include deeds, mortgages, hypothecs, leases, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities, and all paper writings.

42.6 **Agreements with the College.** All agreements, including the Fee Protocol Agreement, between the College and HSF must be approved by the Board of Directors and shall be signed by the President, Vice President Administration (North) and Vice President Administration (Lakeshore) together, on behalf of HSF.

<b>Article 43 HSF Budget</b>
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43.1 **Approval.** The annual budget of HSF must be passed by the Board of Directors no later than February 28<sup>th</sup> of each year, and approved at the Annual Meeting of the Members no later than March 31<sup>st</sup> of each year, to be effective the following April 1<sup>st</sup> until March 31<sup>st</sup>.

43.2 **Amendments.** The HSF budget may be amended at a meeting of the Members.