

PROPOSED CHANGES TO THE AMS BYLAWS

TO: COUNCIL
FROM: Governance and the Executive
February 2022

Additions are indicated by ***bold italics***. Deletions are indicated by striking through (~~like this~~).

BYLAW 2: MEMBERS OF THE SOCIETY

1. Members

...

(b) ASSOCIATE MEMBERS

Associate members shall be those persons who are not active members and:

- i) are members of the faculty or staff of UBC Vancouver or the Society; or
- ii) are designated as associate members by Council.

...

3. Rights and Obligations of Members

- (a) The rights and obligations of active members of the Society shall be as provided in the Bylaws of the Society.
- (b) The rights and obligations of associate members of the Society shall be as provided in the Code, ***but unless they are also active members they shall not have the right to:***
 - i) vote or run in Society elections;***
 - ii) vote in Society referenda or at the Society's general meetings.;***
 - iii) hold voting positions on Council or its committees;***
 - iv) chair any Council committee;***
 - v) sign petitions to initiate referenda or general meetings; or***
 - vi) serve on the executive of a subsidiary organization, unless the subsidiary organization allows this in their constitution or bylaws.***

BYLAW 3: ANNUAL GENERAL AND SPECIAL GENERAL MEETINGS

1. Meetings

(a) ANNUAL GENERAL MEETINGS

- i) The Society shall hold an annual general meeting in each School Year during the month of October as determined by Council.
- ii) The following business shall be conducted at the annual general meeting:
 - (1) receiving those Financial Statements prepared in accordance with Bylaw 5(3)(d)(iii)(1);
 - (2) receiving and approving the preceding fiscal year's Financial Statement duly approved and reported on by the Auditors;
 - (3) appointing the Auditors of the Society for the ensuing fiscal year;
 - (4) receiving the Report of the President and the Managing Director with respect to the activities of the Society of the present Academic Year.
- ...
- iii) The President, or in the President's absence the **President's designate** ~~Vice-President Academic and University Affairs~~, shall preside at the annual general meeting.

(b) SPECIAL GENERAL MEETINGS

- i) Special general meetings of the members shall be called forthwith by the President upon:
 - (1) a Resolution of Council; or
 - (2) a petition stating the purpose of a meeting duly signed by 500 active members evidencing their Student Numbers and delivered to the **President or the President's designate** ~~Vice-President Academic and University Affairs~~.
- ii) The President, or in the President's absence the **President's designate** ~~Vice-President Academic and University Affairs~~, shall preside at special general meetings.

2. **Notice**

- (b) Notices of the annual general or special general meetings shall state clearly the date, place, hour and purpose of the meeting and shall be ~~signed~~ **sent out, or caused to be sent out**, by the President.

4. **Quorum**

- (a) A quorum at an annual general or special general meeting is achieved where the number of active members present at such meeting is equal to or greater than one percent (1%) of the active members or 500 active members, whichever is the greater number.
- (b) If within one half hour from the time appointed for an annual general meeting, a quorum is not present, **or if at any later time during the meeting a quorum is not**

present, those present shall be deemed to be a quorum, but may only transact such business as is referred to in Bylaw 3(1)(a)(ii)(1), (2), (3) and (4) and no other business.

BYLAW 4: REFERENDUM

1. A referendum for the Society shall be called by the President upon:
 - (a) a Resolution of Council; or
 - (b) a petition duly signed by five percent (5%) of the active members or one thousand (1000) active members, whichever is the lesser number, evidencing their Student Numbers, and delivered to the **President or the President's designate** ~~Vice-President Academic and University Affairs~~.
- ...
3. Subject to Bylaw 4(5), a referendum shall be put to the members not less than ten (10) days and not more than thirty (30) days after the passing of a Resolution of Council calling for the referendum or the submission to the **President or the President's designate** ~~Vice-President Academic and University Affairs~~ of a petition referred to in Bylaw 4(1)(b) and conforming to the rules in Bylaw 4(2).

BYLAW 5: STUDENT COUNCIL

1. Powers and Duties

The Board of Directors of the Society shall consist of the voting members of Council and, subject to the Bylaws, the management, administration, and control of the property, revenue, business and affairs of the Society are vested in Council. Pursuant to the foregoing, Council:

- (a) shall be the sole official body representing the Society;
- (b) shall appoint the Ombudsperson using such procedures as provided for in the Code;
- (c) may, upon Two-thirds (2/3) Resolution, remove the Ombudsperson and any other persons appointed by Council provided that the persons to be removed shall have been given seven (7) days notice of the meeting at which such Resolution is proposed; **this provision notwithstanding, Council may delegate its power to remove persons it has appointed, in accordance with procedures set out in the Code;**
- (d) may by Resolution overrule or amend any item arising out of minutes submitted to it pursuant to the Bylaws or the Code;
- (e) may amend or alter the Code upon Two-thirds (2/3) Resolution;
- (f) may make such further rules and regulations as may be considered necessary for the Society, provided such rules and regulations are consistent with the Constitution, Bylaws, and Code of the Society;
- (g) shall not delegate any of its powers and duties except as may be provided for in the Bylaws;

(h) shall approve the budget of the Society in accordance with Bylaw 11.

2. Members

(a) The voting members of Council shall be:

- i) the Executive of Council as outlined in Bylaw 5(3)(a);
- ii) the duly appointed or elected representative of the students at each of the Affiliated Institutions, including but not limited to Regent College, the Vancouver School of Theology, and St. Mark's College, provided that such representatives are elected in accordance with the constitution of the student association of the Affiliated Institution;
- iii) the duly elected representatives of the following Constituencies provided that such representatives are elected in accordance with the constitution of the Constituency:

(1) Architecture	(13) Land & Food Systems
(2) Arts	(14) Law
(3) Audiology	(15) Library, Archival & Information Studies
(4) Commerce	(16) Medicine
(5) Dentistry	(17) Music
(6) Economics	(18) Nursing
(7) Education	(19) Pharmacy
(8) Engineering	(20) Planning
(9) Forestry	(21) Population & Public Health
(10) Graduate Studies	(22) Science
(11) Journalism	(23) Social Work
(12) Kinesiology	

and all duly elected representatives of other degree granting faculties and schools of UBC Vancouver, so long as those representatives come from a faculty or school whose enrolment exceeds one percent (1%) of the total enrolment of UBC Vancouver or whose student association has been recognized as a Constituency by a Two-thirds (2/3) Resolution of Council in accordance with Bylaw 13(2)(a)(i). Should the name of a Constituency change, such change of name shall not affect the representation of such Constituency, and this provision of the Bylaw shall be deemed automatically amended to refer to the new name of the Constituency; and

iv) an Indigenous student chosen in accordance with procedures set out in the Code.

(b) The non-voting members of Council shall be:

- i) the Ombudsperson; and
- ii) such other Members as by Two-Thirds (2/3) Resolution of Council are appointed as non-voting members.

(c) Each Constituency shall be entitled to one representative on Council; provided, however, that each Constituency with 3,000 or more active members shall be entitled to one additional representative for each 3,000 active members in the Constituency.

- (d) The Constituency membership shall be determined each year from the Society membership list effective from the first day of December.
- (e) Each Affiliated Institution shall be entitled to one representative on Council.
- (f) The incoming members of Council who are Constituency representatives shall assume their office in accordance with the bylaws of their Constituency.
- (g) The incoming members of Council who are representatives of an Affiliated Institution shall assume their seats on Council in accordance with the constitution of the student association of their Affiliated Institution.
- (h) A member of Council who is a constituency representative as defined in Bylaw 5(2)(a)(iii) shall lose their membership in Council if such member has missed five (5) regularly scheduled Council meetings during the School Year. ~~A constituency representative shall, for the purposes of this provision, be considered absent even if they have appointed a proxy to attend in their place.~~
- (i) A member of Council who is the representative of the students at an Affiliated Institution as defined in Bylaw 5(2)(a)(ii) shall lose their membership in Council if such member has missed five (5) regularly scheduled Council meetings during the School Year. ~~Such a representative shall, for the purposes of this provision, be considered absent even if they have appointed a proxy to attend in their place.~~
- (j) In accordance with the Societies Act, voting members of Council may be as young as 16 years of age, but no younger, and at no time may a majority of the voting members of Council be younger than 18 years of age.
- (k) ***Each voting member of Council shall be entitled to one (1) vote at each Council meeting.***

3. Executive

(a) EXECUTIVE OF COUNCIL

The Executive of Council shall be:

- i) The President;
- ii) The Vice-President Academic and University Affairs;
- iii) The Vice-President Finance;
- iv) The Vice-President Administration; and
- v) The Vice-President External Affairs.

(b) ELECTION OF EXECUTIVE

- i) The President, Vice-President Academic and University Affairs, Vice-President

Finance, Vice-President Administration and Vice-President External Affairs shall be elected by and from the active members of the Society in a general election which shall be held each year at some time between February 15 and March 15 inclusive. Regulations for the conduct of general elections shall be set out in the Code **and shall include a ban on slates, as defined in the Code.**

- ii) The Executive of Council shall take office on May 1.
- iii) If only one person is nominated for an office, the nominee must be ratified by a majority vote in a general election held in the form of a “yes” or “no” ballot.

(c) **RECALL OF EXECUTIVE MEMBERS OR VACANCY *OR TEMPORARY ABSENCE* IN AN EXECUTIVE OFFICE**

- i) A member of the Executive of Council may be removed from office upon:
 - (1) a referendum held in accordance with Bylaw 4; or
 - (2) a Special Resolution passed at a special general meeting held in accordance with Bylaw 3.
- ii) Upon recall of an Executive member, or upon a **permanent** vacancy in an office arising by other than recall (**for instance by resignation**), Council shall hold, not less than twenty-one (21) and not more than thirty-one (31) days from the date of recall or vacancy, a by-election to fill the vacated office. Should the by-election fall outside the School Year, Council may postpone such by-election until the earliest convenient date within the School Year, but such said date shall not exceed thirty-one (31) days after the start or resumption of the School Year.
- iii) Notwithstanding Bylaw 5(3)(b)(i), any active member, except the member so recalled, may be nominated to fill the vacancy, and any member declared duly elected shall take office immediately.
- iv) During any vacancy in an office, Council shall appoint from amongst the active members of the Society, a temporary replacement for that position who shall be assigned the regular duties befalling the vacant office.
- v) **During a temporary absence from an office, Council may appoint from amongst the active members of the Society, a temporary replacement for that position who shall be assigned the regular duties befalling the position until the absent position holder returns.**

(d) **DUTIES OF THE EXECUTIVE**

- i) The President shall:
 - (1) chair or delegate the chair at all Council meetings, provided however, Council may, by Two-thirds (2/3) Resolution, determine the chair at any time for any period of time;

- (2) prepare the agenda for each Council meeting;
- (3) sit as a non-voting member of all committees of the Society with the exception of any committee established to oversee the President and with the further exception of any committee to which Council appoints them as a voting member;
- (4) ensure that the policies and programs of Council are properly implemented;
- (5) be the official liaison between the Society and the Managing Director;
- (6) be responsible for the public relations of the Society;
- (7) assist and advise the Vice-Presidents in the duties of their offices;**
- ~~(78)~~ have such other duties as are outlined in the Bylaws or the Code or assigned by Council from time to time.

ii) The Vice-President Academic and University Affairs shall:

- ~~(1) keep or cause to be kept the records required pursuant to Bylaw 18, including the Constitution, Bylaws, Code and other related documents;~~
- ~~(2) keep or cause to be kept and maintained the minutes of each Council meeting;~~
- ~~(3) keep or cause to be kept and maintained the copies of all letters, written or received by Council and its committees;~~
- ~~(4) receive all written submissions made to Council;~~
- ~~(5) approve, or delegate such approval as outlined in the Code, of any expenditures in the budget of Council;~~
- ~~(6) assist the President in the duties of the President's office;~~
- (1) lobby the University on issues of interest to students;**
- (2) assist Constituencies with academic and other issues between them and their Faculty or School;**
- (3) liaise with organizations at the University representing the faculty, the sessional lecturers, the teaching assistants, and the non-teaching staff concerning University affairs;**
- (4) be the Society's liaison with the University's Board of Governors and the UBC Vancouver Senate;**
- ~~(5)~~~~(7)~~ have other such duties as are outlined in the Bylaws or the Code or assigned by Council from time to time.

...

- (iv) The Vice-President Administration shall:
 - (1) be responsible for the construction and maintenance of capital projects undertaken by the Society;
 - (2) keep Council informed as to the use, maintenance and condition of facilities owned or operated by the Society;
 - (3) liaise with subsidiary organizations of the Society; ~~and~~
 - (4) ensure the implementation of the Society's sustainability policies; and**
 - ~~(4)~~ **(5)** have other such duties as are outlined in the Bylaws or the Code or assigned by Council from time to time.

4. Meetings

(a) MEETINGS OF COUNCIL

- i) Council shall hold regularly scheduled meetings at least twice each month during the School Year and at least once a month from May to August.
- ii) Special meetings of Council shall be called forthwith by the President:
 - (1) at the President's discretion; or
 - (2) upon a Resolution of Council; or
 - (3) upon a petition duly signed by ~~ten (10)~~ **one-third (1/3) of the** voting Members of Council delivered to the **President or the President's designate** ~~Vice-President Academic and University Affairs~~.
- iii) The President shall ensure that pursuant to the Code notice of special meetings of Council is given to all Members of Council.

~~(b) VOTING~~

- ~~i) Each voting member of Council shall be entitled to one (1) vote at each Council meeting.~~
- ~~ii) A voting member of Council who is a constituency representative as defined in Bylaw 5(2)(a)(iii), or who is the representative of an Affiliated Institution as defined in Bylaw 5(2)(a)(ii), may appoint a proxy, which proxy shall have the right to vote in the voting member's place as if the proxy were the Council member; provided that the proxy is an active~~

~~member of the Society and that the President or their designate has been notified of the proxying by the Council member.~~

~~iii) Voting by proxy at any meeting of Council or its committees shall not be permitted, except as provided for in Bylaw 5(4)(b)(ii).~~

~~(b)~~ QUORUM

A quorum at a Council meeting shall be forty-five percent (45%) of its voting members, but in no case shall a quorum at a Council meeting be less than twelve (12) voting members.

...

BYLAW 10: THE MANAGING DIRECTOR

1. Powers and Duties

- (a) The Managing Director shall:
 - i) manage the operational aspects of the Society as determined from time to time by Council **and the Executive of Council**;

BYLAW 11: FINANCE

1. Budget

- (a) The budget of the Society shall be prepared and approved by June 30 of each fiscal year ~~for that fiscal year~~, based on the proposed expenditures of the Society, including all administrative expenses, the proposed expenditures of Council, its committees, the administrative operations of the Society, constituencies, clubs, and all other organizations of the Society, and expenditures from funds referred to in Bylaw 11(2) and including an operating margin of not less than five percent (5%) of the discretionary funds of the Society as determined in the Code.
- (b) A finance committee shall be appointed by Council for the purpose of reviewing the budget prepared by the Vice-President Finance.
- (c) The finance committee, following its approval of the budget by Two-thirds (2/3) Resolution, shall submit the budget to Council for its approval by Two-thirds (2/3) Resolution.
- (d) The Vice-President Finance shall, after Council has approved the budget, cause it to be published on the Society's website or electronic notice board or in a campus publication and shall also cause the Society's most recent financial statements certified by the Auditors to be published on the Society's website or electronic notice board or in a campus publication.

- (e) Any proposed amendments to the budget shall first be reviewed by the Vice-President Finance, then submitted to the finance committee for its approval by Two-thirds (2/3) Resolution, then submitted to Council for its approval by Two-thirds (2/3) Resolution. ***This provision notwithstanding, the finance committee, by Two-thirds (2/3) Resolution, may approve budget amendments for less than \$5,000 without submitting them to Council.***

BYLAW 14: FEES

1. Subject to Bylaw 14(7), each active member who is registered in the winter session of UBC Vancouver, or an Affiliated Institution, ~~as a full-time student shall pay the Society's annual fees membership fee not later than the last day for payment of the fall term fees of UBC Vancouver or the Affiliated Institution; and each active member who is registered in the winter session of the University, or an affiliated Institution, as a part-time student shall pay the Society's part-time membership fee not later than the last day for payment of the fall term fees of UBC Vancouver or the Affiliated Institution.~~
2. ~~[Repealed February 2013.]~~ ***If any of the Society's annual fees is designated as being opt-outable, the organization responsible for collecting that fee shall provide a digital means of opting out of it. [Note: This provision shall take effect in time for the 2023-24 school year.]***
- ...
6. In accordance with the provisions of the University Act, Council shall provide notice to the Board of Governors to levy a fee, or alter a fee levied, on members of a Constituency, provided:
 - (a) that a referendum by secret ballot of the active members of the constituency has been held;
 - (b) that the Constituency has tendered to the ***President or the President's designate*** ~~Vice-President Academic and University Affairs~~ a copy of the ballot used and declaration of the results of the referendum signed by the Treasurer of the Constituency;
 - (c) that the results of the referendum have been made public in the Constituency and in a media source as approved by Council and that no less than twenty-one (21) days have elapsed since the first publication of the results;
 - (d) that a majority of the votes cast approved the levy or alteration;
 - (e) that in a Constituency whose membership is less than one thousand (1,000) the number of active members who voted in the referendum is equal to or greater than fifteen percent (15%) of those members who are eligible to vote or one hundred (100) members, whichever is the lesser;
 - (f) that in a Constituency whose membership is equal to or greater than one thousand (1,000) the number of active members who voted in the referendum is equal to or greater than ten percent (10%) of those members who are eligible to vote.

BYLAW 18: RECORDS

2. ...

For greater certainty, records that are designated as confidential by Council due to their impact on the financial or economic interests of the Society must be related to one of these following categories:

- (a) plans **and activities** that relate to the management of personnel that have not yet been implemented, made public, or could result in financial harm to the Society;
- (b) information the disclosure of which could reasonably be expected to result in undue financial loss to a third party, or could violate terms of an agreement;
- (c) information the disclosure of which could harm the negotiating position of the Society; and
- (d) information that contains sensitive strategic or financial information relating to the Society's businesses that could either reasonably inhibit the Society's ability to be competitive or result in substantial financial harm to the Society.

BYLAW 19: AMENDMENTS OF THE CONSTITUTION AND BYLAWS

2. ...
Amendments may be proposed by:

- (a) any active member provided that the proposed amendment shall be signed by five percent (5%) of the active members or one thousand (1000) active members, whichever is the lesser number, entitled to vote and shall be delivered to the **President or the President's designate** ~~Vice President Academic and University Affairs~~, or
- (b) a Resolution of Council, or
- (c) a petition signed by Two-thirds of the Constituency presidents.

3. The **President or the President's designate** ~~Vice President Academic and University Affairs~~ shall forthwith after receipt of such proposed amendments referred to in Bylaw 19(2)(a) or (c), post a copy of the proposed amendments upon the Society's website or other electronic notice board and shall submit a copy of the same to Council at the first meeting of Council held after their receipt by the **President** ~~Vice President Academic and University Affairs~~. The **President** ~~Vice President Academic and University Affairs~~ shall also forthwith post such proposed amendments as are passed by Council in accordance with Bylaw 19(2)(b).