

**THE ALMA MATER SOCIETY
OF THE UNIVERSITY OF BRITISH COLUMBIA VANCOUVER**

BYLAWS 2023
(as approved by the referendum of March 6-10, 2023)

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BYLAW 1: INTERPRETATION AND DEFINITIONS

1. In these Bylaws, unless the context otherwise requires, expressions defined in the *Societies Act*, as amended from time to time, shall have the meanings so defined in that Act. Words imparting the singular shall include the plural, and vice versa, and words imparting person shall include bodies corporate.

2. In these Bylaws unless the context otherwise requires:

-  Academic Year — shall mean that period of time between the months of September and August inclusive
-  Affiliated Institution — shall mean an institution which is affiliated with UBC Vancouver as determined by the Senate and the Board of Governors
-  Board of Governors — shall mean the Board of Governors of the University
-  Code — shall mean the Code of Procedure for the Society
-  Constituencies — shall mean the student associations and undergraduate societies of the degree granting faculties and schools of UBC Vancouver and shall also include the Indigenous Constituency
-  Council — shall mean the Student Council of the Society
-  Credit Course — shall mean a course offered by UBC Vancouver or an Affiliated Institution which is allotted academic credit
-  Main Office — shall mean the Main Office of the Society
-  Managing Director — shall mean the Managing Director of the Society
-  Members — shall mean the active members and the associate members of the Society
-  President — shall mean the President of the Society
-  Resolution — shall mean a resolution passed by the majority of the votes cast, exclusive of abstentions and blanks
-  School day — shall mean those days in which regular classes are held at UBC Vancouver
-  School year — shall mean that period of time between the months of September and November inclusive and between the months of January and March inclusive
-  Senate — shall mean the same as the definition for “Vancouver senate” under the University Act

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-  Society — shall mean the Alma Mater Society of the University of British Columbia Vancouver
-  Societies Act — shall mean the Societies Act of British Columbia
-  Special Resolution — shall in accordance with the *Societies Act*, mean a resolution passed by at least two-thirds (2/3) of the votes cast in respect of the resolution by way of referendum or in a general meeting of the Members as more particularly described in the *Societies Act*
-  Student Number — shall mean the student number assigned to an active member by the University
-  Two-thirds (2/3) Resolution — shall mean a resolution passed by a 2/3 majority of the votes cast, exclusive of abstentions and blanks
-  UBC Vancouver — shall mean those parts of the University over which the Senate exercises academic governance and powers
-  University — shall mean the University of British Columbia
-  University Act — shall mean the University Act of British Columbia
-  Vice-President Academic and University Affairs — shall mean the Vice-President Academic and University Affairs of the Society
-  Vice-President Administration — shall mean the Vice-President Administration of the Society
-  Vice-President External Affairs — shall mean the Vice-President External Affairs of the Society
-  Vice-President Finance — shall mean the Vice-President Finance of the Society

BYLAW 2: MEMBERS OF THE SOCIETY

1. Members

The society shall consist of active members and associate members:

(a) **ACTIVE MEMBERS**

Active members shall be those persons who are not in default of payment of the fees of the Society, as determined in accordance with Bylaw 14, and who:

- i) are enrolled in a degree or diploma program administered by UBC Vancouver or an Affiliated Institution; or
- ii) are registered in a Credit Course; or
- iii) were registered in a Credit Course on the last day of November of the current Academic Year.

(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 or honorary members by Council through procedures as provided in the Code.

2. Expulsion From the Society

A Member ceases to be a member of the Society upon:

- (a) failing to meet the requirements as set out in Bylaw 2(1); or
- (b) upon a Resolution of the Members of the Society.

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

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- 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, 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.
- ii) The President, or in the President's absence the President's designate, shall preside at special general meetings.

2. Notice

- (a) Notice of annual general or special general meetings shall be given to the Members of the Society by:
 - i) posting the date, time, location, and proposed agenda for the meeting at least twenty-one (21) days prior to the meeting, on the Society's website or other

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electronic notice board; and

- ii) publishing on the Society's social media channels and in a campus publication once in each of the three (3) weeks immediately prior to the annual general or special general meeting the date, time, location, and proposed agenda for the meeting; and
 - iii) sending via e-mail the date, time, location, and proposed agenda for the meeting to every member of the Society.
- (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 sent out, or caused to be sent out, by the President.
- (c) The accidental omission to post a notice or notices in any particular place or places as aforesaid or a claim by any Member or Members that they did not receive notice of the annual general or special general meeting shall not invalidate the proceedings of such meeting.

3. Voting

- (a) Each active member shall be entitled to one (1) vote at an annual general or special general meeting of the Society.
- (b) Associate members are not entitled to vote at any meetings of the Society but are entitled to take part in any discussion thereat.
- (c) There shall be no voting by proxy at any annual general or special general meeting of the society.

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.

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2. The text of the referendum question shall be drafted to ensure that it meets the following requirements:
 - (a) The question is capable of being answered “yes” or “no”, with the negative response corresponding to the status quo.
 - (b) The question, including any preamble, is clear and unambiguous.
 - (c) The question, including any preamble, is not predicated on materially untrue statements.
 - (d) The actions that would be taken if the referendum is successful are not illegal.
 - (e) In cases where the proposed question would break a contract, the intent to break the contract must be specifically stated and the penalty for breaking the contract must be included as part of the question.

If Council decides by resolution that a referendum does not meet one or more of these requirements, the referendum shall not be put to the membership. Such a resolution shall state the requirements which have not been met.

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 of a petition referred to in Bylaw 4(1)(b) and conforming to the rules in Bylaw 4(2).
4. A referendum of the Society shall, subject to these Bylaws, be acted upon by the Society where:
 - (a) a majority, or such greater percentage as may be required by the *Societies Act* (as in cases where the *Societies Act* requires a Special Resolution), of the votes cast support the referendum; and
 - (b) the number of votes cast supporting the referendum is equal to or greater than eight percent (8%) of the active members of the Society.
5. No referendum shall be held except during the School Year.
6. Records of all successful referenda, except referenda that amend the Bylaws, shall be included in an appendix to the Bylaws until such time as they are repealed.

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;

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- (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) one (1) member to collectively represent the students at the Affiliated Institutions, including but not limited to Regent College, the Vancouver School of Theology, and St. Mark's College, provided that such member is elected by the students at the Institutions;
 - 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	(10) Indigenous Students
(2) Arts	(11) Kinesiology
(3) Commerce	(12) Land & Food Systems
(4) Dentistry	(13) Law
(5) Economics	(14) Medicine
(6) Education	(15) Music
(7) Engineering	(16) Nursing
(8) Forestry	(17) Pharmacy
(9) Graduate Studies	(18) Science

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

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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.

- (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 4,000 or more active members shall be entitled to one (1) additional representative if there are at least 4,000 active members in the Constituency, two (2) additional representatives if there are at least 9,000 active members in the Constituency, three (3) additional representatives if there are at least 16,000 active members in the Constituency, and four (4) additional representatives if there are at least 25,000 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) The incoming members of Council who are Constituency representatives shall assume their office in accordance with the bylaws of their Constituency.
- (f) 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.
- (g) The member of Council who is the representative of the students at the Affiliated Institutions 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.
- (h) 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.
- (i) 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;

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- 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 in which a Two-thirds majority is attained;
 - (2) a Special Resolution passed at a special general meeting held in accordance with Bylaw 3; or
 - (3) a Three-quarters (3/4) Resolution of Council.
- 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.
- iv) 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.

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(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 and between the Society and its Constituencies;
- (6) be responsible for the public relations of the Society;
- (7) assist, advise, and manage the Vice-Presidents in the duties of their offices;
- (8) 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) 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) have other such duties as are outlined in the Bylaws or the Code or assigned by Council from time to time.

iii) The Vice-President Finance shall:

- (1) prepare or cause to be prepared the financial statements of the Society, including a statement of source and application of funds, for presentation

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to the annual general meeting;

- (2) be responsible for monitoring the financial affairs of the Society, branch societies and subsidiary organizations, and informing delinquent organizations of their obligations and, with the approval of Council, taking whatever action may be necessary to rectify any such deficits;
 - (3) be responsible for all monies received and disbursed by the Society and shall keep or cause to be kept all bills, receipts and vouchers;
 - (4) approve function control reports, as defined by the Code, submitted by any subsidiary organization of the Society which requires funds from the Society other than those funds in the subsidiary organization's account with the Society;
 - (5) prepare the budget in accordance with Bylaw 11;
 - (6) 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 the Society's Clubs;
 - (4) ensure the implementation of the Society's sustainability policies; and
 - (5) have other such duties as are outlined in the Bylaws or the Code or assigned by Council from time to time.
- (v) The Vice-President External Affairs shall:
- (1) be a liaison and encourage friendly relations with other student organizations;
 - (2) keep Council informed of relevant Municipal, Provincial, and Federal Government activities, especially those relating to the Society's membership;
 - (3) be responsible for the preparation, in consultation with the Executive and other persons set out in the Code, and subject to the approval of Council, of any briefs, discussions, or negotiations prior to their submission to any or all of the Municipal, Provincial, and Federal Governments;
 - (4) have other such duties as are outlined in the Bylaws or the Code or assigned by Council from time to time.

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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 one-third (1/3) of the voting Members of Council delivered to the President or the President’s designate.
- iii) The President shall ensure that pursuant to the Code notice of special meetings of Council is given to all Members of Council.

(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 6: SENATE CAUCUS

[Repealed February 2013.]

BYLAW 7: STUDENT ADMINISTRATIVE COMMISSION

[Repealed March 2017.]

BYLAW 8: SIGNING OFFICERS

- 1. The following persons shall be the signing officers for the Society, any two (2) of whom shall have the authority to sign on behalf of the Society:
 - (a) the Vice-President Academic and University Affairs;
 - (b) the Vice-President Finance;
 - (c) the Vice-President Administration;
 - (d) the Vice-President External Affairs; and
 - (e) the President.

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2. The Managing Director and those persons who are designated managers of specific areas under the Managing Director, shall have signing authority with respect to their specific areas provided that Council has, in the Code, approved of such signing authority.
3. All persons described in Bylaw 8(1) and (2) shall be bonded by a fidelity bond which shall indemnify the Society to the extent that Council and the Managing Director deem necessary.

BYLAW 9: THE OMBUDSPERSON

1. Powers and Duties

The Ombudsperson shall:

- (a) be responsible for investigating and reporting to Council or the appropriate member of the staff of the Society or the Executive, any reasonable complaint or question that an active member has with the Society and its organizations;
- (b) be responsible for the resolution of any such complaint referred to in Bylaw 9(1)(a) where possible;
- (c) recommend a course of action to Council or any of the Society's organizations where such action is necessitated;
- (d) have access through the President or Managing Director to all records, minutes, documents or other such materials of the Society needed to perform the duties of the Ombudsperson's office;
- (e) be a non-voting member of Council and all committees of the Society;
- (f) have such other duties as are outlined in the Bylaws and the Code or assigned by Council from time to time.

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;
 - ii) cause all funds of the Society to be held as deposits in a bank as defined in the Bank Act of Canada or a credit union authorized to carry on business under the Financial Institutions Act of British Columbia, or invested according to an investment policy which has been approved by Council in consultation with a fund manager;
 - iii) submit to Council upon three (3) weeks written notice from Council a statement

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of income and expenditures for a period as requested;

- iv) be responsible for maintaining and operating all accounting systems for the Society;
- v) have such other powers and duties as may be set out in the Code or assigned by Council from time to time.

BYLAW 11: FINANCE

1. Budget

- (a) The budget of the Society shall be prepared and approved by June 30 of each 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, Council may create procedures in Code for the finance committee, by Two-Thirds (2/3) Resolution, to approve budget amendments for less than \$5,000.
- (f) Council shall not incur any liability or make any expenditure in a fiscal year unless that liability or expenditure has been approved in the budget, or any amendments thereto, for that fiscal year.

2. Funds

- (a) The Vice-President Finance shall:

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- i) ensure the establishment and maintenance of a fund known as the “Art Fund” and shall annually deposit one thousand five hundred dollars (\$1,500), or such greater amount as determined in the Code, in such fund. The Student Union Building Art Fund shall be for the sole purpose of purchasing and maintaining art objects for the Society.

- ii) ensure the establishment and maintenance of a fund known as the “Student Union Building Repairs and Replacement Fund”, the limits of which shall be determined by the Code, but at no time shall the minimum limit be less than fifteen percent (15%) of the replacement value of the Society’s furnishings and equipment. The Student Union Building Repairs and Replacement Fund shall only be applied to the purchase, repair, and replacement of the Society’s furnishings and equipment.

- iii) ensure the establishment and maintenance of a student bursary endowment fund known as the “AMS Special Bursary Fund”, the maximum limit of which shall remain open. The principal of the AMS Special Bursary Fund shall be retained as an endowment which cannot be spent. The interest and other income derived from investment of the principal shall be used, applied, devoted and accumulated for the benefit of:
 - (1) increasing the principal amount of the AMS Special Bursary Fund from time to time; and
 - (2) financial aid programs which exist from time to time for students at UBC Vancouver.

Allocations of Society revenues to the AMS Special Bursary Fund and the terms of reference regarding bursary disbursements and continued financing of the fund from part of the income of the fund shall be determined in the Code.

- iv) ensure the establishment and maintenance of an endowment fund known as the “AMS Endowment Fund,” the maximum limit of which shall remain open. The principal of the AMS Endowment Fund shall be retained as an endowment which cannot be spent. The interest and other income derived from investment of the principal shall be used, applied, devoted and accumulated for the benefit of:
 - (1) increasing the principal amount of the AMS Endowment Fund from time to time; and
 - (2) advancing the mission of the Society, including but not limited to funding initiatives in the areas of strategic planning, governance, sustainability, marketing, services, and other programs developed to advance the mission of the Society.

If the Society generates an unforeseen surplus, that surplus shall be deposited in the AMS Endowment Fund. Other allocations of Society revenues to the AMS Endowment Fund and the terms of reference regarding disbursements and continued financing of the fund from part of the income of the fund shall be determined in the Code.

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- v) ensure the establishment and maintenance of such other funds as determined in the Code, the limits and terms of reference of which shall also be determined in the Code.
 - (b) Council shall not incur any liability, make any expenditure, or allocate any moneys from any fund of the Society referred to in Bylaw 11(2), unless such liability, expenditure, or allocation conforms with the stated purpose of that fund and has been included in the budget.
3. Council shall not incur any liability or make any expenditure in a fiscal year beyond the estimated revenue of the Society from all sources up to the end of and including that fiscal year unless such liability or expenditure has been authorized by a Resolution of the Society, provided, however, that Council may in accordance with Bylaw 11(2) make expenditures from the funds referred to therein as it deems necessary.
 4. Council may, upon the recommendation of the Vice-President Finance and the Managing Director, authorize the same to borrow money required to meet the expenditures of the Society until the revenues of the current fiscal year are available.
 5. Notwithstanding Bylaw 11(2)(a)(i), any moneys borrowed pursuant to Bylaw 11(4) shall be repaid out of, and shall be the first charge upon, current revenues, and may be secured by promissory notes of the Society.
 6. Council shall not incur any liability or make any expenditure for the purchase of land, buildings, or improvements thereto, unless such purchase has been authorized by a Resolution of the Society, provided, however, that Council may incur liabilities or make expenditures for the purpose of making improvements to existing buildings owned or leased by the Society.
 7. Council shall not dispose of any land, buildings or improvements thereto, or art objects owned by the Society unless such disposition has been authorized by a Resolution of the Society.
 8. Notwithstanding Bylaw 11(6) and (7), Council may incur a liability or make an expenditure for the lease of land, buildings, or improvements thereto, provided that the lease, and any liabilities incurred or expenditures made for that lease, have been authorized by a Two-thirds.(2/3) Resolution of Council. Council shall have the power to renew any leases held by the Society and to incur liabilities or make expenditures for the purpose of making improvements to buildings leased by the Society.

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BYLAW 12: REMUNERATION AND HONORARIA

1. Remuneration for the Executive of Council shall be determined and paid pursuant to the Code or by Resolution of Council. Remuneration for other directors and officers of the Society may be established by Council or, in the case of officers of a Constituency, by that Constituency.
2. Honoraria may be granted to a member of the Society pursuant to the Code or from time to time by Resolution of Council.

BYLAW 13: SUBSIDIARY ORGANIZATIONS

1. The subsidiary organizations of the Society shall be constituted under the following classifications:
 - (a) Constituencies; and
 - (b) Clubs.
2. **Constituencies**
 - (a) Council shall recognize the student associations and undergraduate societies of the degree granting faculties and schools of UBC Vancouver as Constituencies of the Society, subject to the following conditions:
 - i) Unless otherwise created by a Two-thirds (2/3) Resolution of Council, new student associations for degree-granting schools shall only be recognized as Constituencies if their enrolment exceeds one percent (1%) of the total enrolment of UBC Vancouver.
 - ii) Groups of students which would otherwise be eligible to form a new constituency but which fail to meet the minimum enrolment requirement shall be granted membership in an existing Constituency by Resolution of Council.
 - (b) Council shall also recognize the student association of the Indigenous students at UBC Vancouver and its Affiliated Institutions as a Constituency.
 - (c) Council may require that a Constituency obtain its consent to:
 - i) conduct any functions or activities using the name of the University or the Society;
 - ii) conduct any fund-raising activities including any charity drives.
 - (d) Council may at any time, by Two-thirds (2/3) Resolution, amend the bylaws and constitution of a Constituency.
 - (e) A Constituency shall, upon the request of Council, immediately forward to Council minutes of its meetings.

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- (f) Notwithstanding Bylaw 13(2)(a), Council may by Two-thirds (2/3) Resolution, including abstentions and blanks, cease to recognize a student association or undergraduate society of a degree granting faculty or school of UBC Vancouver or of the Indigenous students as a Constituency of the Society.

3. **Clubs**

- (a) Council shall ensure that there is a procedure in place to designate student organizations as clubs.
 - (b) At least two-thirds (2/3) of the members of any club must be active members of the Society.
 - (c) The Vice-President Administration may require that that a club obtain their consent to:
 - i) conduct any functions or activities using the name of the University or the Society;
 - ii) conduct any fund-raising activities including charity drives.
 - (d) A club shall, upon the request of the Vice-President Administration, immediately forward to the Vice-President Administration minutes of its meetings.
4. The constitutions and bylaws of subsidiary organizations shall not contain provisions which are in conflict or repugnant to the Constitution, Bylaws, or Code of the Society.
5. The activities of subsidiary organizations shall comply with any regulations made or resolutions passed from time to time by the Society or Council.
6. All funds received from time to time by a subsidiary organization are the property of the Society and shall be remitted forthwith to the Vice-President Finance.
7. All assets purchased, or otherwise acquired, by a subsidiary organization are owned by the Society and shall be administered by the subsidiary organization.
8. Notwithstanding Bylaw 13(7), Council shall have the power to administer all funds and assets of the Society as it sees fit.
9. All subsidiary organizations shall within seven (7) days submit the following to the Vice-President Finance or Vice-President Administration when requested or when required by Code or the policies adopted by Council:
- (a) a statement of revenues and expenditures of the current fiscal year;
 - (b) a statement of proposed revenues and expenditures for the next fiscal year; or
 - (c) a list of all assets and inventories currently being administered by the subsidiary.

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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, shall pay the Society's annual fees not later than the last day for payment of the fall term fees of UBC Vancouver or the Affiliated Institution.
2. 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.]
3. In accordance with the provisions of the University Act, Council shall provide notice to the Board of Governors to alter the annual membership fee, the part-time membership fee, or membership fees for active members not registered in the winter session, provided a referendum held in accordance with Bylaw 4 has approved such alteration.
4. Council may limit the membership fees of each active member, so that the total membership fees levied in any one Academic Year on any one active member are not greater than the level of the annual membership fees set for that Academic Year.
5. A person who ceases to be an active member during a period for which the person has paid membership fees may, subject to the Code apply to the Vice-President Finance for a refund in part or in whole of his or her membership fee.
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 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.
7. Council may provide notice to the Board of Governors to waive membership fees for categories of active members as defined in Code.

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8. Active members who have had membership fees waived in accordance with Bylaw 14(7) shall remain entitled to all privileges of membership, with the exception of exclusive services as defined in Code.
9. Council may make provisions for individual active members who have had their membership fees waived in accordance with Bylaw 14(7) to opt in to fees and certain exclusive services as defined in Code.

BYLAW 15: GENERAL POWERS OF THE SOCIETY

1. Subject to the provisions of the Bylaws, the Society has the power and capacity of a natural person of full capacity as may be required to pursue its purposes, including, without limiting the generality of the foregoing:
 - (a) the power to borrow, raise and secure payment or repayment of money for the purpose of carrying out the objects of the Society;
 - (b) the power to make such regulations from time to time as it may deem necessary or advisable concerning the activities of Council, its committees, branch societies, subsidiary organizations, Court, and any other organization of the Society, and to repeal, vary, alter or amend the same in such manner as it may deem fit;
 - (c) the power to remove any Director of the Society through a referendum held in accordance with Bylaw 4, or a Special Resolution passed at a special general meeting held in accordance with Bylaw 3; and
 - (d) the power to cause, borrow or secure the payment of money in such manner as it sees fit and in particular by the issue of debentures charged upon all or any part of its' property and to purchase, redeem or pay off securities.

BYLAW 16: AUDITORS

1. The books and accounts of the Society shall be audited at least once a year by a Chartered Accountant or a firm of Chartered Accountants who shall be appointed by the active members of the annual general meeting.
2. In the event of the resignation of the Auditor or their inability to act as Auditor, the vacancy shall be filled by Council at a special meeting of Council called for that purpose.
3. The Auditor shall make an annual report to the Members of the Society as of the Society's fiscal year-end as determined from time to time by Council.

BYLAW 17: SEAL

1. The seal of the Society shall be kept in the custody of the President or such other person as is designated from time to time by the President.
2. The seal shall not be affixed to any instrument except in the presence of any two (2) signing

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officers as defined in Bylaw 8(1) and by the authority of a Resolution of Council.

BYLAW 18: RECORDS

1. The minutes of the meetings of the Society, its subsidiary organizations, branch societies and committees and Council shall be kept at the offices of the Society, except as otherwise provided for in the Bylaws or the Code, or in policies adopted by Council. All reports, correspondence and any records of the Executive of Council, the Managing Director, the Staff, and other Members acting on behalf of the Society are the property of the Society and shall remain with the Society to be kept at the offices of the Society, except as otherwise provided for in the Bylaws or the Code, or in policies adopted by Council, all in compliance with the provision of the Societies Act regarding location of records.

2. Subject to any restrictions imposed under applicable privacy laws and other applicable laws, the books and records of the Society may be inspected by the Members of the Society at the offices of the Society on any school day between the hours of 10:00 a.m. and 3:00 p.m. However, Council may establish a policy to designate certain records confidential where disclosure of those records would be harmful to the financial or economic interests of the Society, the security of the Society's buildings or its computer or communications systems, as well as where disclosure would disrupt an ongoing investigation, violate solicitor-client privilege, or reveal in camera discussions.

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

1. The Constitution and Bylaws of the Society may be amended by:
 - (a) a Special Resolution of the Society passed at an annual general meeting or special general meeting of the Society where there is a quorum of one percent (1%) of the active members or 500 active members, whichever is the greater number, or
 - (b) a referendum held in accordance with Bylaw 4.

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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, 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 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. The President shall also forthwith post such proposed amendments as are passed by Council in accordance with Bylaw 19(2)(b).
4. Not less than ten (10) and not more than thirty (30) days after posting of the proposed amendments, Council shall submit the same to the Society at an annual general meeting or special general meeting, or by referendum, as provided in this Bylaw. Notice of intention to propose any amendments shall be given in the notice convening the annual general meeting or special general meeting or calling the referendum.

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BYLAW 20: LIABILITY OF THE SOCIETY

1. The Society shall not be responsible for any damages incurred directly or indirectly by the actions of a Member of the Society unless such action has been approved by the Society and to the extent of any such liability or responsibility being incurred by the Society the Member causing same shall indemnify the Society.

BYLAW 21: STUDENT COURT

[Repealed October 2020.]

BYLAW 22: BRANCH SOCIETIES

[Repealed March 2017.]

BYLAW 23: LOCATION AND DISSOLUTION

1. The operations of the Society shall be carried on chiefly at UBC Vancouver in the Province of British Columbia.
2. In the event of dissolution of the Society, after paying or adequately providing for its debts and obligations, the Society shall devote any remaining assets to the carrying out of one or more of the objects of the Society if feasible, and if not, the Society shall dispose of such remaining assets of the Society to a Canadian charity or charities which the Society shall select.