

By-laws of the University of Manitoba Graduate Students' Association

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ARTICLE I: GENERAL, DEFINITIONS & STRUCTURE

1. General

- a. Purpose – these By-laws relate to the general conduct of the affairs of the Organization, a Corporation without share capital incorporated under the Manitoba Corporations Act
- b. Head Office – The Head Office of the Association will be located at an address in Manitoba as specified in the Articles
- c. Corporate Seal – The Association may have a corporate seal which may be adopted and may be changed by Ordinary Resolution of the Board.
- d. No Gain for Members – The Association will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objects.
- e. Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Association. The Board shall also serve as final authority for the interpretation of all policies and documents of the Association, including those of its respective Divisions.
- f. Conduct of Meetings – Unless otherwise specified in the Act or these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).
- g. Interpretation – Words importing the singular shall include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.

2. Definitions

Unless otherwise specified, the following definitions apply to these By-laws and all other UMGSA documents:

- a. 'UMGSA' and 'Association' refers to the University of Manitoba Graduate Students' Association
- b. 'Member' means a member of the UMGSA
- c. 'Council' means the Council of the UMGSA

- d. 'Executive' means any member of the UMGSA Executive
- e. 'University' means the University of Manitoba
- f. 'HSGSA' means the Health Sciences Graduate Students' Association, which is a subset organization of the UMGSA representing students in the Rady Faculty of Health Sciences
- g. 'Board' means the Board of Directors of the Corporation University of Manitoba Graduate Students' Association, Inc.
- h. 'Alumni' means a graduate of a degree, diploma, certificate or other programs recognized and conferred by the University of Manitoba. When used in reference to the Membership of UMGSA or the compliment of the Board of Directors it refers exclusively to graduates of a graduate program at the University of Manitoba
- i. 'Club' means a graduate student group, either programmatic or interest-based, that has met the requirements, as established through other UMGSA legislation, on an annual basis to qualify as a registered graduate student group
- j. 'Act' means *The Corporations Act (C.C.S.M. c. C225)*, as amended from time to time
- k. 'Faculty' means a cluster of academic departments and programs, at the graduate level, as defined and established by the University of Manitoba
- l. 'Division' as outlined in Article I, Section 2, refers to unincorporated entities who are affiliated with and remain under the broad organizational jurisdiction of the UMGSA. They shall be afforded the general ability to act independently to achieve their specific organizational mandates but shall have their actions align with those of the UMGSA and their legal and fiduciary obligations as defined in various federal, provincial, and municipal legislation. Such entities shall rely on operational support from the UMGSA where required and comply with relevant UMGSA policies
- m. 'Majority' means a simple majority of 50%+1 of voting members present
- n. 'Super Majority' means a 2/3 majority of voting members present
- o. 'Association' refers to the Corporation incorporated as the University of Manitoba Graduate Students' Association, Inc.

3. **Structure**

For the purposes of these By-laws, and unless otherwise amended in accordance with the procedures laid out within this document, the Divisions of the UMGSA shall be as follows:

- a. Health Sciences Graduate Students' Association (HSGSA)
- b. University of Manitoba – Post-Doctoral Fellows Association (UM-PDFA)
- c. No additional Divisions may be established without amendment and approval of this section, pursuant to the UMGSA By-laws and relevant UMGSA policy.

ARTICLE II: OBJECTIVES OF THE ASSOCIATION

1. The UMGSA shall advocate on behalf of graduate students at the University of Manitoba as a whole and shall act as a platform for educational and social activities
2. The UMGSA will support and promote University of Manitoba graduate student research endeavors
3. The UMGSA shall work with internal and external parties to promote the interests of graduate students to the University of Manitoba administration, to all levels of government, and to other organizations on and off campus
4. The UMGSA shall distribute its resources and services in a way that is equitable across the entire UMGSA membership.

ARTICLE III: ORGANIZATIONAL MEMBERSHIP

Membership of the Association

1. Full Membership in the Association shall be limited to persons registered in full-time or part-time graduate studies at the University of Manitoba, as defined by the University of Manitoba. The University of Manitoba Graduate Students' Association shall have three (3) types of Membership, further defined within this Article
2. These three (3) types of Membership shall be: a) Full Membership, b) Associate Membership, and c) Honourary Membership. Membership shall only be granted to individual persons, no corporate or associated entities shall be considered
3. No additional types of Membership shall be created without revision to this Article through the appropriate process
4. All Memberships shall have the right and responsibility to other such privileges and restrictions as may be conferred by any other relevant policies of the UMGSA, if they do not conflict with the provisions set out in Sub-Sections a, b and c of Section 4 of this Article.

a. Full Membership

- i. The requirements for Full Membership within the UMGSA shall be:
 1. Registration as a full-time or part-time graduate student at the University of Manitoba
 2. Status as a Postdoctoral Fellow at the University of Manitoba
 3. Payment, in full, per term, of the designated Membership fee
- ii. The minimum rights and privileges shall be afforded to full Members of the UMGSA:
 1. The right to vote on any issue brought forward to the UMGSA Membership through Annual General Meetings (AGM's), Special General Meetings (SGM's), and referenda
 2. The right to campaign, following any restrictions established in relevant UMGSA policies, for or against any issue brought forward to the UMGSA Membership through Annual General Meetings (AGM's), Special General Meetings (SGM's), and referenda
 3. The right to nominate or second candidate(s), at the discretion of the AGM/SGM Chair following any restrictions established in relevant UMGSA policies, to stand as Executive or Director of the UMGSA at Annual General Meetings (AGM's) and Special General Meetings (SGM's), as well as for any elections and referenda

4. The right to run or apply for any elected Executive or Director position, granted they meet the minimum qualifications outlined elsewhere in this document and as established and amended by the Act
5. The right to access all public minutes of Annual General Meetings (AGM's) and Special General Meetings (SGM's) of the UMGSA, as well as election and referenda results
6. The right to attend all public meetings of the Board of Directors and Council
7. The right to access all public minutes of the UMGSA, including minutes of the Board, Council and Executive
8. The right to obtain access or benefit from UMGSA programs supported by compulsory ancillary fees
9. The right to propose recall proceedings in accordance with the By-laws of the UMGSA, as well as any relevant policies
10. The right to enjoy such other privileges as may be conferred by these By-laws or any relevant policies of the UMGSA.
11. Any other such rights as conferred by the Act.

b. Associate Membership

- i. The requirements for Associate Membership within the UMGSA shall be:
 1. Any Member who was previously a Full member but no longer satisfies the Membership criteria for a Full Membership. So long that this failure to satisfy the criteria for Full Membership is not due to having successfully graduated or having otherwise left their graduate program. (This Membership shall normally be provided to graduate students on a leave of absence)
 2. Any Member of the UM-PDFA
 3. Any UM Alumni appointed to the UMGSA Board of Directors, who shall be an Associate Member of the Association from the moment of their appointment, through its duration, and cease to hold Associate Membership at the conclusion of their service as Director
- ii. The minimum rights and privileges shall be afforded to Associate Members of the UMGSA:
 1. The right to vote on any issue brought forward to the UMGSA Membership through Annual General Meetings (AGM's), Special General Meetings (SGM's), and referenda

2. The right to campaign, following any restrictions established in relevant UMGSA policies, for or against any issue brought forward to the UMGSA Membership through Annual General Meetings (AGM's), Special General Meetings (SGM's), and referenda
 3. The right to nominate or second candidate(s), at the discretion of the AGM/SGM Chair, following any restrictions established in relevant UMGSA policies, to stand as Executive or Director of the UMGSA at Annual General Meetings (AGM's) and Special General Meetings (SGM's), as well as for any elections and referenda
 4. The right to access all public minutes of Annual General Meetings (AGM's) and Special General Meetings (SGM's) of the UMGSA, as well as election and referenda results,
 5. The right to access all public minutes of the UMGSA, including minutes of the Board and Executive
 6. The right to obtain access or benefit from UMGSA programs supported by compulsory ancillary fees
 7. The right to propose recall proceedings in accordance with the By-laws of the UMGSA, as well as any relevant policies
 8. The right to, upon the verification of renewed eligibility, have their Full Membership reinstated
- iii. The right to enjoy such other privileges as may be conferred by these By-laws or any relevant policies of the UMGSA.
- iv. Any other such rights as conferred by the Act.
- c. Honourary Membership
- i. The requirements for Honourary Membership within the UMGSA shall be:
 1. Be persons offered Membership by the Executive Committee, on recommendation by the Board of Directors
 2. Be subject to further criteria as established through policy by the Board of Directors
 3. Total Honourary Membership to not normally constitute more than one percent (2%) of the total UMGSA Membership
 - ii. Honourary Members of the UMGSA shall be subject to the following minimum restrictions:
 1. Not be entitled to vote in any referenda unless it directly impacts Honourary Members

2. Not be entitled to vote at Annual General Meetings (AGM's) and Special General Meetings (SGM's) unless the content of the vote shall impact their Membership, in all other cases they may only attend and speak, at the discretion of the AGM/SGM Chair
3. Not be permitted to seek nomination or run for elected office within the UMGSA
4. The right to enjoy such other privileges as may be conferred by these By-laws or any relevant policies of the UMGSA
5. Any other such rights as conferred by the Act

5. General Membership Limitations:

- a. In Good Standing:
 - i. Such rights and privileges described and outlined in Article III, Section 4, Sub-sections a, b, and c shall only be provided to Members determined to be in good standing. Definition for Membership in Good Standing may be further defined with the UMGSA's policies but must follow any guidelines established within the By-laws. Members determined to not be in good standing may be subject to further limitations as may be specified elsewhere in these By-laws or in the UMGSA's policies
- b. UMGSA Staff:
 - i. Any UMGSA staff not currently meeting the criteria of any type of Membership with the UMGSA shall considered Associate Members under Article III, Section 4, Sub-section b for the duration of their appointed term as staff and shall automatically cease to be a Member upon the completion of that term unless otherwise qualified for another type of Membership
 - ii. UMGSA staff benefits associated with Membership shall include only benefits for UMGSA staff as Associate shall be limited to only those conferred by Article III, Section b, Sub-sections 4, 5, and 6
 - iii. The UMGSA Executive Director shall be considered an Ex-Officio non-voting Member of the Board of Directors, Council, and the Executive Committee for the term of their appointment.

6. Removal of Members:

- a. Any Member whose conduct is deemed by two-thirds (2/3) of the Directors of the UMGSA, then in office and present at a meeting of the Board of Directors, to be unbecoming of a Member and against the organization's values, as established and further outlined by policies established by the Board of Directors, may have their Membership revoked and any related fees made

forfeit

- b. Any Member whose conduct is deemed by two-thirds (2/3) of the Directors of the UMGSA, then in office and present at a meeting of the Board of Directors, to be detrimental to the objects, aims and welfare of the UMGSA, as established and further outlined by policies established by the Board of Directors, may have their Membership revoked and any related fees made forfeit
- c. Membership may be reinstated pursuant to this By-law and any relevant policies established by the Board of Directors of the UMGSA
- d. Any Member, whose conduct is found to meet the requirements outlined in Section 6, Sub-sections a & b of this Part shall have the right to Notice of the alleged impropriety and the right to be heard to present their case at a disciplinary panel of the Board of Directors, specially convened for such purpose

7. Record of Members:

- a. The UMGSA shall keep a record, through an up-to-date list of Members, maintained at their Head Office

8. Membership Fees and Dues:

- a. Membership fees shall be payable by the respective Membership, as established by the Directors of the UMGSA, from time to time

9. Non-Transferable Interest:

UMGSA Membership is non-transferable. Such Membership shall lapse and cease to exist upon the death of the Member or when the Membership ceases by resignation or otherwise in accordance with the By-laws of the UMGSA as well as relevant policies

ARTICLE IV: BOARD OF DIRECTORS

Membership of the Board

Director Groups

1. The Board of Directors shall be comprised of the three following groups of Directors:
 - a. Ex-Officio, Voting Directors
 - b. Ex-Officio, Non-Voting Directors
 - c. Elected Directors

2. Ex-Officio, Voting Directors:
 - a. President & Senator
 - b. Vice-President, Academic Affairs & Senator
 - c. Vice-President, Equity & Inclusion
 - d. Vice-President, Events & Clubs
 - e. Vice-President, External Affairs & Senator
 - f. Vice-President, Health Sciences (The HSGSA President or designate)
(representing students at the Bannatyne Campus and the Saint Boniface Research Centre)
 - g. Vice-President, Postdoctoral Affairs (UM-PDFA President or designate),
representing Postdoctoral Fellows at the University of Manitoba

3. Ex-Officio, Non-Voting Directors:
 - a. UMGSA Executive Director
 - b. UMGSA Corporate Secretary (if different from Article VI, Section 10, Sub-section a)
 - c. UMGSA Past-President
 - d. UMSU President (or their designate)
 - e. Any individual or position, so appointed, in accordance with the UMGSA By-laws and policies. Any such appointment will be restricted to non-voting status.

4. Elected Directors:
 - a. Elected Directors of the Board shall be nominated, recommended, and elected/appointed from the Membership of the Association
 - b. Elected individuals may be appointed from outside the Membership, but must become Full Members in order to qualify for appointment. Such changes in membership must be maintained in order to remain a Director of the Board
 - c. Elected Directors representing graduate students from graduate programs at the University must constitute a majority of the total Membership of the Board
 - d. Elected Directors of the Board shall have terms from one (1) to two (2) years in length, with terms offered to Members after consideration through the

recruitment process. There should be a balance of both term lengths across all elected Members. Such durations shall be presented to the Membership for approval as a part of the slate of Directors

General Restrictions

- a. Total Membership of the Board of Directors shall not be less than three (3) and shall not exceed thirty (30) Members
- b. Voting Membership of the Board of Directors shall not exceed twenty-five (25) Members
- c. Non-voting Membership of the Board of Directors shall not be less than the number of Ex-Officio, non-voting Directors, then in office, and shall not exceed five (5) Members
- d. Elected Directors must constitute a majority (50%+1) of voting Members of the Board of Directors
- e. Graduate students must constitute a majority (50%+1) of Directors of the Board
- f. Postdoctoral Fellows shall have a maximum of one (1) Elected Director at one time
- g. Alumni shall have a maximum of two (2) Elected Directors at one time
- h. A maximum of two (2) Elected Directors are permitted from one Faculty
- i. No individual is permitted to hold more than one voting seat at one time, in cases where conflicts arise an individual must resign from one or more positions to ensure they have only one vote at the Board
- j. Proxies shall not be permitted
- k. The Chair and Vice-Chair shall be elected from among the Elected Directors or appointed externally, or a combination. The process for this election or appointment of these roles shall be defined by relevant UMGSA policy and those positions may be removed pursuant to that same policy. An external Chair or Vice-Chair shall not be required to satisfy the membership conditions of Article III, and summarily hold no voting rights unless they satisfy the criteria pursuant to the membership restrictions of Article III of these By-laws
- l. Elected Directors shall not serve more than six (6) consecutive years on the Board, but may return to serve following a one (1) year hiatus
- m. Elected Members of the Board may only serve as an Elected Member of the Board, and may not jointly serve the UMGSA (or one of its Divisions) in another capacity beyond the Board of Directors
- n. Quorum of the Board shall be a simple majority (50%+1) of voting Members whose seats are currently filled, at the time of the count, present at a meeting
- o. Pursuant to the UMGSA By-laws, the Directors of the Corporation may

enact further rules and regulations regarding the operation of the Board of Directors, as well as the conduct of individual representatives from various Faculties

Recruitment, Nomination, and Appointment

- a. The Board may task either the Governance & Strategy Committee or the Executive Committee to solicit applications from the Membership to fill such vacancies
- b. The Committee should consider inclusion and diversity broadly across the whole of the Board. Nominees from across all Faculties should be considered holistically, allowing recruitment to ensure appropriate representation of PhD, Masters, Course Based, Research Based, Full-Time, Part-Time students. Consideration should also be given to ensure that the diversity of perspectives, identities, and experiences of the graduate student population are reflected within the composition of the Board. Such considerations should encompass the contributions of Elected and Ex-Officio in combination
- c. The Committee shall normally undertake recruitment with the goal of presenting a slate of Directors at a General Meeting in April of each year, with ongoing recruitment to be undertaken throughout each term on an as needed basis to fill any vacancies as they arise
- d. Prior to the Annual General Meeting, the Board of Directors shall promote expected vacancies within each Faculty's representation. In soliciting interest, the Board shall review all nominees with a goal of ensuring diversity of representation across the whole of the Board
- e. The Board shall, through the relevant committee, develop a shortlist of nominees to fill the vacant seats on the Board. These shall be presented by the committee to the Board for consideration and recommendation to the Membership at an Annual General Meeting
- f. The Board shall finalize a list of candidates to be presented to the Membership for approval at the Annual General Meeting. Such a presentation may be done as a slate with one omnibus motion
- g. Membership shall approve nominees presented. If no applicants are identified for nomination during the recruitment process, nominations may be taken from the floor of the Annual General Meeting to fill those specific vacancies

- h. Slates must identify individual names, programs, proposed term, and a brief biography of each candidate
- i. The Board may appoint qualified individuals to fill vacancies on an interim basis as they arise. Interim appointments shall take effect immediately following approval from the Board and remain effective until the next Annual General Meeting, where they will automatically expire if not approved by the Membership for continuation as a full Director
- j. Further processes shall be prescribed within relevant UMGSA policies

Term of Office

- a. Board members shall hold office for a period of one (1) year, from May 1st until April 30th the following year. Members, except those who are *Ex-Officio*, may not hold office longer than this period unless they have been subsequently re-elected or re-appointed following the procedures listed above and outlined in any relevant UMGSA policies

Authority, Responsibility, and Mandate

- a. The Board shall have powers as specified by the Act and further outlined within the UMGSA By-laws and UMGSA policies
- b. The Board shall be responsible for the overall well-being of the Association, and is involved in decision making processes that define the vision and mission of the UMGSA, its strategic objectives, priority populations, the organizational values and priorities to set the future course for the UMGSA. It establishes the legal, ethical and financial boundaries within which the Executive and Staff must operate to achieve the mission and strategic goals. The Board is responsible for defining their own roles and responsibilities while also establishing communication lines between the Board, Board Committees, Council, Divisions, Executive and Staff
- c. The role of the Board as it relates to strategic governance, operational oversight, Board self-governance, community, partnerships and advocacy, resource development, capacity building and recruitment shall be further defined in relevant policy

Director Qualifications

- a. Directors must satisfy all requirements as laid out in relevant federal, provincial, regional, municipal and institutional legislation as well as the UMGSA By-laws and relevant policies
- b. Ex-Officio Directors, in addition to the requirements referenced above, must continue to satisfy the requirements of the role which grants them Ex-Officio status
- c. Elected Directors shall be elected/appointed by and from the Members of the UMGSA. They must be enrolled in the Faculty they seek to represent and must remain a Member of that Faculty for the duration of their term. Elected Directors must continue as a Full Member of the UMGSA and their respective Faculty for the term in which they are elected
- d. Staff persons of the UMGSA, excluding Ex-Officio Directors, may not serve on the Board
- e. Appointed Directors shall not be a Member, Director, employee or serve in any capacity of authority on another Graduate Students' Association or Undergraduate Students' Association.

Resignation and Removal of Directors

- a. Resignation – A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action
- b. Ex-Officio Directors must resign from the role providing them Ex-Officio status in order to resign from the Board
- c. Vacate Office – The office of any Director will be vacated automatically if:
 - a) The Director becomes no longer eligible to be a Director
 - b) The Director dies
- d. Removal – A Director may be removed by Ordinary Resolution of the Members at a meeting of the Members, provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting

ARTICLE V: COUNCIL

Membership of Council

- a. The UMGSA Council shall consist of the UMGSA Executive, one graduate student from each Department of the University with a graduate program, the Board Chair (or designate) Ex-Officio non-voting, and additional non-voting Members as specified in the UMGSA policies
- b. Council Members representing Departments must be chosen democratically on a regular annual term by their Departmental Membership
- c. Each Council Member is entitled to one vote at meetings of the UMGSA Council
- d. Council Membership shall be suspended if the Councillor has three consecutive absences from UMGSA Council meetings, without submitting regrets or a proxy. The UMGSA Office shall make all reasonable efforts to inform the associated Departmental Students' Association of the suspension, and that the Department has the right to choose another Councillor for the position
- e. Should a Council Member graduate, drop out or be suspended, the UMGSA Office shall make all reasonable efforts to inform the associated Departmental Students' Association of the vacancy, and that the Department has the right to choose another Councillor for the position
- f. Councillor's representing Departments who are also represented by the HSGSA shall normally be students not currently involved with the HSGSA Council. In instances where those Departments represented by the HSGSA would otherwise go unrepresented, due to a lack of interest within the broader graduate student population of the HSGSA, Members of the HSGSA Council from those unrepresented programs may be nominated by the HSGSA to fill those vacancies on the UMGSA Council

ARTICLE VI: EXECUTIVE & OFFICERS

Membership of the UMGSA Executive

Members of the Executive are:

- a. President & Senator
- b. Vice-President, Academic Affairs & Senator
- c. Vice-President, Equity & Inclusion
- d. Vice-President, External Affairs & Senator
- e. Vice-President, Events & Clubs
- f. Vice-President, Health Sciences (The HSGSA President or designate)
(representing students at the Bannatyne Campus and the Saint Boniface Research Centre)
- g. Vice-President, Postdoctoral Affairs (UM-PDFA President or designate), representing Postdoctoral Fellows at the University of Manitoba.

The UMGSA Executive Committee shall consist of all Members of the UMGSA Executive as outlined in Article VI, Section 9, along with the following non-voting Members who shall be considered Ex-Officio:

- a. UMGSA Executive Director
- b. UMGSA Corporate Secretary (if different from Article VI, Section 10, Sub-section a)
- c. UMGSA Past-President

The total number of Senators representing Graduate Studies, shall be determined in accordance with the By-laws of the Senate of the University of Manitoba.

- a. Members of the Executive are chosen by annual general election according to the UMGSA policies, except for the Vice-President, Health Sciences and the Vice-President, Postdoctoral Affairs who are elected according to the HSGSA Elections Policy and Procedure Manual and nominated by the incoming HSGSA Executive Committee and by the UM-PDFA pursuant to their rules and regulations to fulfil the role in the upcoming term of the UMGSA Executive respectively.
- b. Any Member of the UMGSA may run for any UMGSA Executive position, except the position of Vice-President, Health Sciences, which can only be filled by a member of the HSGSA Executive.
- c. An Executive who graduates during their term in office is allowed to remain in their position until the end of that term, providing they fulfill their duties specified in the UMGSA policy.
- d. An Executive who drops out of their program or resigns is not allowed to stay in office. The Executive team will:
 - i. Carry the responsibilities until a replacement is found.

- ii. Send recommendations to Council for a vote to fill that position.
- e. All Executive Members shall be considered Officers of the Corporation
- f. A Member of the UMGSA Executive may be removed from their position by a majority vote of the UMGSA Board of Directors in the following cases:
 - i. Conviction for an indictable offence.
 - ii. Abuse or misappropriation of finances, resources or private information belonging to the UMGSA.
 - iii. Misrepresentation of the UMGSA in legal or public matters.
 - iv. Expulsion from the Executive's program or the University.
 - v. Any abuse of a fellow Executive, Council Member, or other individual.
 - vi. Failure to perform duties essential to their Executive position, as determined through the performance appraisal process, as set out in appropriate policy

ARTICLE VII: GOVERNANCE AND ADMINISTRATION

Clubs and Faculty Associations

1. The UMGSA recognizes that its members may form Clubs in support of various programmatic or interest-based groups. Such groups are required to comply with the UMGSA's Clubs Policy and must be registered and re-registered annually along with meeting any other requirements of the funding to qualify for club funding. Clubs who do not comply with this policy shall be considered 'unregistered' and 'unaffiliated' for the purposes of the UMGSA's operations. For a full list of registered clubs please consult the UMGSA Website
2. Faculty Associations, operating as part of the UMGSA, representing and fulfilling the needs of their constituent Members shall be considered clubs and must also comply with the UMGSA's Clubs Policy to be registered, or else be considered an 'unregistered' and 'unaffiliated' club. For a full list of Departments participating in a Faculty Association, please refer to the UMGSA website.

Governing Documents

1. The documents governing the UMGSA, in order of precedence, are the following:
 - a. The UMSU Act
 - b. The UMGSA By-laws
 - c. The UMGSA Policies
 - d. Documents from Divisions (in their respective orders of precedence)
 - e. Robert's Rules of Order
2. The governing documents of the UMGSA shall take precedence over the governing documents of Faculty and Departmental Graduate Students' Associations of the University of Manitoba.

Amendment of Documents

1. The By-laws of the UMGSA may be amended only at an Annual General Meeting of the UMGSA, subject to the following:
 - a. UMGSA Members must be informed of any proposed motion to amend the UMGSA By-laws two weeks prior to the Annual General Meeting.
 - b. A motion to amend the By-laws requires a two-thirds (2/3) majority vote of the Annual General Meeting to pass.
2. Any proposed amendments to the UMGSA By-laws which specifically affect one of the Divisions of the UMGSA (HSGSA, UM-PDFA) must be presented in advance and passed at a meeting of the UMGSA as well as the respective Division's highest governing body By-laws. No motions altering the relationship between the UMGSA and one of the Divisions can be raised from the floor.

General Meetings

3. At least one General Meeting (Annual General Meeting) shall be held each financial year between October 1st and January 31st.
4. By majority vote, the Executive, Board of Directors, and/or the Council shall have the right to call Special General Meetings at their discretion.
5. A Special General Meeting shall be convened upon the written request of twenty-five (25) or more Members of the UMGSA.
6. Members of the UMGSA will be informed of a General Meeting at least three weeks in advance, with clearly noted time and location.
7. All documents for the meeting, including the agenda, reports and any proposed motions, must be made available to all Members of the UMGSA at least two weeks prior to the meeting.
8. Quorum at a General Meeting shall be one percent (1%) of the Membership of the UMGSA. Without quorum, no business can take place and no motions can be passed, other than a motion to reschedule the meeting.
9. All General Meetings will be held in the City of Winnipeg, Manitoba or may be held virtually

Executive Responsibilities

10. Duties of the Executive
 - a. The UMGSA Executive shall:
 - i. Be responsible to the Council for the day-to-day workings and emergency decisions required for the UMGSA.
 - ii. Represent the UMGSA both internally and externally, following UMGSA policies on all matters.
 - iii. Execution of financial, contractual and legal affairs of the UMGSA as approved by the Board of Directors,
 - iv. Member appointments and representation to External Entities where required.
 - v. Report to the Council decisions and activities that affect the general operational policies of the UMGSA.
 - vi. Prepare the annual budget for the UMGSA, which must be presented at the May meeting of Council for approval.
 - vii. Respect the financial constraints of the budget as approved by Council.
 - viii. Be responsible for an effective year-end transition process.
 - ix. Post and attend regular office hours.
 - x. Submit an annual report to Council at the end of their term in office.
 - b. The specific duties of each Executive role are further specified in both the UMGSA policies.

Council Responsibilities

11. Duties and Operations of Council

- a. Council shall, subject to Board Policy, have the authority and responsibility to:
 - i. Consultation on items of a financial nature as they relate to Council authorities and responsibilities,
 - ii. Consultation on UMGSA policies as they relate to Council authorities and responsibilities,
 - iii. Establishment of various Ad-Hoc committees

- b. Each Councillor of the UMGSA shall:
 - i. Represent the interests of graduate students in their Department in Council and Committee meetings of the UMGSA.
 - ii. Report to the graduate students of their Department on the proceedings of Council and Committees of the UMGSA.
 - iii. Serve on at least one Standing Committee of the UMGSA, or provide an alternate Member from their Department to serve on a Standing Committee.
 - iv. Select a graduate student from their Department to act as a proxy to represent their constituents at Council or committee meetings when they are unable to attend.
 - v. Submit an annual report to the UMGSA Office on their Departmental student group's activities and expenditures for which the group received a Departmental Grant.

- c. Meetings
 - i. Regular meetings of the UMGSA Council will take place once a month at a time and location designated by the Executive and agreed upon by Council. Meetings in June, July, and December are not required, but may be called at the discretion of the Executive. Notice of the meeting must be provided at least two weeks prior to the meeting. Meeting documents must be sent to Councillors at least one week prior to the meeting.
 - ii. A special meeting of the Council beyond the scheduled meetings may be called by five (5) voting Council Members at any time. The notice and agenda for any special Council meeting shall be provided to Council Members at least forty- eight (48) hours prior to the meeting.
 - iii. A minimum of fifty percent (50%) plus 1 of the voting Members of the Council shall form a quorum for the transaction of business. In the absence of quorum, no business shall be transacted at a meeting of Council, except the adjournment of the

- meeting to a new date.
- iv. Each represented Department and each Member of the Executive shall be entitled to one vote at Council meetings.
 - v. Each Councillor must notify the UMGSA Office prior to the meeting if they are not attending. If they are sending a proxy, the UMGSA Office must receive a signed proxy form prior to the Council meeting.

Board of Directors Responsibilities

12. The UMGSA Board of Directors shall have a purview and authority as set out in the Act. They shall have broad and final oversight over UMGSA's financial, contractual and legal affairs, including but not limited to, purview over:
 - a. UMGSA By-laws Review and recommendation to Membership
 - b. Membership appointments, where required,
 - c. Hiring of Staff, Executive and other relevant positions,
 - d. The annual budget of the UMGSA,
 - e. Changes to UMGSA policies through review, amendment, approval, and implementation oversight,
 - f. Each Committee shall have a purview as set out in relevant UMGSA policies. This purview shall generally be interpreted to limit actions to recommendations to the Board, though the Board may confer additional authorities provided they are permitted by the Act.
13. Meetings of the Board of Directors shall be held at least once per semester, for a minimum of three times per year.
14. All motions to amend any UMGSA policy or the UMGSA budget must be provided in writing with all supporting documents at least one week prior to the meeting.

Committees

15. Both the Board of Directors and Council shall have Committees to support their business and operation. Committees of the Association are categorized as either Standing or Ad-Hoc.
 - a. The Standing Committees of the UMGSA Board of Directors are:
 - i. Executive Committee
 - ii. Governance & Strategy Committee
 - iii. Human Resources Committee
 - iv. Finance & Risk Committee
 - b. The Standing Committees of the UMGSA Council are:
 - i. Academic Affairs Committee
 - ii. External Affairs Committee
 - iii. Events & Clubs Committee

- iv. Equity & Inclusion Committee
- v. Graduate Student Gala Committee

c. Ad-Hoc Committees will be formed as needed, and at the discretion of Council. The Ad- Hoc Committees of the UMGSA always include the following:

- i. Election and Referendum

16. The composition, meeting requirements and goals for all Standing Committees, and the listed Ad-Hoc Committees, are outlined in the UMGSA policies.

ARTICLE VIII: FINANCE AND OPERATIONS

Finances

17. The UMGSA's financial year shall be May 1st to April 30th of the following year.
18. The annual budget of the UMGSA shall be presented and approved by the Board prior to June 1st. The Executive shall prepare the budget and provide it for review at least one week prior to the May Board meeting.
19. The UMGSA budget, and any changes thereto, shall be approved by the Board by a two-thirds (2/3) majority vote.
20. Funds maintained by the UMGSA include:
 - a. Endowment Fund (Royal Bank of Canada)
 - b. Investment Fund (National Bank Financial)
 - c. External Relations Fund (National Bank Financial)
21. Any changes to the Managers, configuration or purposes of these funds must be approved by the Board of Directors.
22. The signing authorities on UMGSA accounts are:
 - a. The UMGSA President
 - b. The UMGSA Executive Vice-President
 - c. The UMGSA Executive Director
23. The UMGSA shall not re-issue stale-dated cheques.
28. Any changes to UMGSA Executive honoraria approved by Board of Directors shall only take effect in the following financial year and cannot be retroactively paid.
29. Directors, Officers (with the exception of paid employees of the Association who have been appointed as Ex-Officio directors), and Members of Committees (except as permitted by these By-laws) will serve their term of office without remuneration for their role as Director (unless approved by at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or Member of a Committee from providing goods or services to the Corporation under contract or for purchase.
30. Any Director or Member of a Committee will disclose the conflict/potential conflict in accordance with these By-laws and pursuant policy.

31. Director, Officer or Member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

Financial Reporting and Audits

32. The UMGSA Executive shall provide detailed spending reports to the Finance & Risk Committee on a quarterly basis.
33. The Finance & Risk Committee shall provide a summary report of monthly expenses and income at the following Board meeting.
34. A financial audit of the UMGSA shall be conducted on an annual basis by an external accounting agency approved by the Board.
35. Regulations and guidelines pertaining to the annual financial audit shall be found in the UMGSA policies.
36. The UMGSA Executive, with support from the Executive Director, shall provide a summary report of the annual financial audit within 60 days of receiving the final report from the selected accounting agency.

Currency

37. All monetary values expressed in the UMGSA governing documents are in Canadian Dollars (CAD).

Fees

38. All Full Members shall pay Membership fees to the UMGSA.
39. Any alteration to UMGSA Membership fees must be passed via referendum in accordance with relevant UMGSA policies. If a referendum is successful, newly approved changes will only come into effect in the following academic year.

ARTICLE IX: EXTERNAL ORGANIZATION AFFILIATIONS

1. The general Membership of the UMGSA shall discuss affiliations with external organizations at each Annual General Meeting.
2. The UMGSA is not a Member of the Canadian Federation of Students (CFS), the Canadian Federation of Students - Services (CFS-S), or the Canadian Federation of Students - Manitoba (CFS-MB), herein referred to as CFS/-S/-MB, and in that regard if and when necessary, it shall dispute all statements, claims, indications and suggestions of Membership (full or otherwise) in the CFS/-S/-MB.
3. The UMGSA shall continue to collect and hold fees in lieu of CFS/-S/-MB Membership in a contingency fund, named the External Relations Fund, until such time that the Membership status is officially conceded, in writing, between the legal counsels of the CFS/-S/-MB and the UMGSA, or determined by courts, whichever is sooner.
4. Fees that are collected in lieu of Membership in the CFS/-S/-MB may not be used toward the costs associated with the process of defending the position of the UMGSA regarding Membership in the CFS/-S/-MB. The fee must be collected and remain unspent until such time that the Membership status is officially conceded, in writing, between the legal counsels of the CFS/-S/-MB and the UMGSA, or determined by courts, whichever is sooner.
5. Depending on the nature of the resolution regarding the issue of Membership in the CFS/-S/-MB, the UMGSA Membership shall determine the use of all remaining fees collected from UMGSA Members and held in the External Relations Fund. That determination will take place at the first UMGSA Annual General Meeting following the legal resolution of the Membership status of the UMGSA.

ARTICLE X: ELECTIONS AND REFERENDA

1. All elections and referenda, and all Members participating in an election or referendum, must follow all rules and procedures as specified in the UMGSA Election and Referendum Policy.

ARTICLE XI: DISSOLUTION

1. The Association may be dissolved in accordance with the Act.

ARTICLE XII: INDEMNIFICATION

1. Will Indemnify – The Association will indemnify and hold harmless out of the funds of the Association each Director and any individual who acts at the Association’s request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Association’s request in a similar capacity.
2. Will Not Indemnify – The Association will not indemnify a Director or any individual who acts at the Association’s request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon them under the Act. For further clarity, the Association will not indemnify an individual unless:
 - a. The individual acted honestly and in good faith with a view to the best interests of the Association, and
 - b. If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.
3. Insurance – The Association will, always, maintain in force such Directors and Officers liability insurance.

ARTICLE XIII: FUNDAMENTAL CHANGES

1. Under the Act, a Special Resolution of all Members is required to make the following fundamental changes to the By-laws or articles of the Association. Fundamental Changes are defined as follows:
 - a. Change the Corporation's name
 - b. Add, change or remove any restriction on the activities that the Corporation may carry on
 - c. Create a new class of Membership or amend, vary or delete current classes of Membership
 - d. Change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed

ARTICLE XIV: BY-LAWS ADOPTION AND HISTORY

1. Ratification – These By-laws were ratified by Ordinary Resolution of the Members of the Association at a meeting of Members duly called and held on December 6th, 2024
2. Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Association repeal all prior By-laws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws
3. Membership Approval Date at AGM: December 6th, 2024
4. Effective Date: Pursuant to the motion, and related subsidiary motions presented to and approved by Membership various Articles, Sections, Sub-sections and Clauses of these By-laws shall take effect at different dates and times to fulfill their respective purposes. Such language shall be reflected in Article XII of these By-laws following its approval.