



## **New Brunswick Student Alliance By-Laws**

**Amended at the 2017 Annual General Meeting, March 6, 2017.**

**Amended at the 2018 Policy and Strategy Conference, June 24, 2018.**

**Amended at the 2021 Annual General Meeting, March 6, 2021**

### **Definitions**

1. In these By-Laws:
  - a. "Ordinary Resolution" means a resolution or motion passed by not less than 50%+1 of the Board of Directors at a regular Board meeting.
  - b. "Special Resolution" means a resolution passed by not less than two-thirds of the Board of Directors at a special meeting called for the purpose of considering the resolution, for which notice has been duly given.
  - c. "Member" refers to an official student representative body at a public post-secondary institution in New Brunswick, which attains Membership in the New Brunswick Student Alliance (NBSA) by the terms outlined in these By-Laws.
  - d. "Director" refers to a member of the Board of Directors of the NBSA.
  - e. "Officer" refers to an Officer of the Board of Directors, namely the Chair and Vice Chair.
  - f. "Act" refers to the Companies Act, R.S.N.B. 1973, Chapter C. 13 and the regulations promulgated therein, as may be amended, revised, supplemented or otherwise modified from time to time.

### **Registered Office**

2. The registered office of the NBSA shall be located in the City of Fredericton, in the Province of New Brunswick, or at such other location in New Brunswick as determined by Special Resolution of the Board of Directors.

### **Membership**

3. Only official student representative bodies at public post-secondary institutions in New Brunswick may become Full or Associate Members of the NBSA.



4. An eligible student representative body wishing to apply for Full or Associate Membership status in the NBSA must resolve to do so in accordance with its own By-Laws and submit intent in writing to the Chair no later than January of the preceding fiscal year.
5. An eligible student representative body that has applied for Full or Associate Membership status in the NBSA may be admitted by Ordinary Resolution of the Board of Directors.
6. The Chair shall forward the Board of Directors' decision in writing to the applicant for Membership within fourteen (14) days of the date when the decision is made.
7. Associate Members may retain their membership status for two (2) years. After the two (2) year term they must either become Full Members or revert to non-Member status.
8. A Member may withdraw from Full Membership to Associate Membership status or disaffiliate from Associate Membership to non-Member status by resolving to do so in accordance with its own By-Laws and by informing the Chair in writing no later than March 1<sup>st</sup> of the preceding fiscal year. The change shall take effect in the next fiscal year and any fees owed by the Member shall be due.
9. In extraordinary circumstances the NBSA may, by Special Resolution, expel any Member. Any expelled Member shall not be entitled to commence any action or proceeding to be reinstated in the NBSA and their Membership fee shall be forfeited. Any expelled Member may re-apply for Membership in accordance with these and its own By-Laws after one (1) year from the date of expulsion.
  - a. In the event that a member organisation of the NBSA refuses to engage with the Board of Directors on matters pertaining to their membership status, the Board of Directors may be empowered to expel said member through a unanimous vote conducted by all other members of the Board of Directors.
  - b. All efforts must be made to make contact with the inactive member and a clear process must be laid out for them, including the voting procedure and an explanation of all available options.
  - c. This process must be resolved in no fewer than 15 business days from first contact. Exceptions may be made in the event that the financial stability of the NBSA is at risk.
10. Member fees shall be levied to all Members on a per student basis. There are different fees for Full and Associate Members, with Associate Members paying one-half of the membership fee that would be required if they were a Full Member.



11. Per student figures shall be gathered from the registrar of each

### **Observer Status**

12. Any institution/organization with observer status with the NBSA

- a. has no rights or privileges under the internal governance of the board of directors.
- b. has the rights and privileges to attend conferences and board meetings under the invitation of board members
- c. has no obligation to pay dues/fees to the organization
- d. is able to maintain the status for a maximum of 2 consecutive years

### **Membership Dues**

13. Membership dues are to be calculated using FTE (Full Time students Equivalent) provided by the member institution for 2 academic years prior to the new fiscal year.

i. Example: Membership dues for the fiscal year 2021-2022 are to be calculated using FTE for the academic year 2019-2020

ii. Should any discrepancy arise in regards to the enrollment number, the New Brunswick Student Alliance should be made aware of those and discussion should be held between the Executive Director and member institution to ensure that we reflect the needs of our students

14. Membership Dues are to be collected in 2 payments from each member institution.

i. 40% of the membership dues are to be collected over the summer (early June)

ii. 60% of the membership dues are to be collected at the beginning of the academic year (early September)

iii. If membership dues cannot be settled at set time, arrangements need to be made with the New Brunswick Student Alliance by member institutions.

### **Rights and Privileges**

15. . The NBSA shall be accountable to its Membership as defined in these By-Laws.

16. Every NBSA Member shall be entitled to attend any assembly, and may be invited to participate in meetings of the Board of Directors by their Primary Delegate or the



Executive Director.

17. Each Full Member shall be entitled to cast one (1) vote on all motions.
18. Associate Members may move and second motions, but will be prohibited from voting.
19. Members may repeal, amend, or add to these by-laws by Special Resolution of the Board of Directors. The Executive Director may complete non-substantive grammatical or formatting amendments to the by-laws without prior approval by the Board. Any amendments must be reported to the Board at its next meeting. If at least one (1) Director deems an amendment to be substantive, it shall be rejected and require a Special Resolution per this By-Law. No By-Law or amendment to these By-Laws shall take effect until approved by Special Resolution as defined in Section 13.1(4) of the Act.
20. The NBSA Board of Directors shall consist of one (1) Primary Delegate and one (1) Secondary Delegate from each Member student representative body, appointed in accordance with the Member's own By-Laws and Constitution.

### **Board of Directors**

21. The Management of the NBSA shall be the responsibility of the Board of Directors. In particular, the Board may engage or dismiss an Executive Director in accordance with the Act and provincial labour legislation, and determine their duties, responsibilities, and remuneration.
22. Primary Delegates shall exercise the Member's vote. The vote is automatically transferred to the secondary delegate when the primary delegate is not present, but may be exercised by proxy by another representative of the Member or of a different Full Member provided the primary delegate notifies the Chair in writing not less than 24 hours prior to a scheduled meeting. No Directory may hold more than one (1) proxy vote.
23. The term of each Director shall be from May 1 to April 30, unless they are appointed to fill a vacant seat. A Director shall cease to represent the NBSA immediately upon resignation or dismissal from their position on the Member's student representative body.
24. Directors who have or could reasonably be perceived to have a conflict of interest have a duty to declare this conflict. The declaration must be made to the Board of Directors upon



appointment to the Board as per the Member's own By-Laws. A conflict of interest does not prevent a Director from serving provided that they withdraw from the decision making (e.g. discussion and voting) on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

25. Any Director deemed to be in dereliction of their duties as stated in these By-Laws, and/or not meeting the performance expectations of the Board of Directors may be removed by Special Resolution of the Board.

26. Directors shall serve without remuneration and shall not receive any financial profit from their positions. However, a Director may be paid reasonable expenses incurred in the performance of their duties, as outlined in the Governing and Management policies.

27. The NBSA seal shall be in custody of the Executive Director and may be affixed to any document upon resolution of the Board.

### **Board Officers**

28. Any Primary and Secondary Delegate shall be eligible to serve as an Officer of the Board.

29. The term of each Officer shall be from May 1 to April 30, unless they are elected to fill a vacant position. Should any Officer position become vacant, a replacement shall be elected at the next Board of Directors meeting.

30. Officers shall be elected by Ordinary Resolution of the Board of Directors and shall include a Chair and a Vice-Chair. The election shall be conducted by simple majority vote, cast by written ballot during the NBSA's Transition conference.

31. The Chair shall:

a. Be responsible for the effectiveness of the Board of Directors, including: a. Chairing meetings of the Board of Directors in accordance with *Robert's Rules of Order, Newly Revised*

b. Facilitating communication between Directors and the Executive Director ~~b-~~

c. Along with the Executive Director and Vice-Chair, serve as a spokesperson of the NBSA;

d. Submit reports to the Board of Directors at the request of the Board; ~~d-~~ e. Be responsible for preparing the NBSA's financial information in conjunction with the Executive Director, including:



- i. Oversight of all financial books and records of the NBSA; and
- ii. Preparing the annual budget
- e. . Act as one of the signing authorities for the NBSA.

32. The Chair may not also serve as a Primary Delegate.

33. The Vice-Chair shall:

- a. Have responsibility for the preparation and custody of books and records including:
  - i. The minutes of meetings of the Board of Directors and assemblies;
  - ii. The register of Directors and Officers for the NBSA's web platform, including their full names, Member institution, and a short bio, to be collected
- b. File with the Executive Director pursuant to the Act:
  - i. Within fourteen (14) days of their election or appointment, a list of Directors and Officers with their full names, addresses, occupations/institutions, and dates of appointment or election;
  - ii. A copy of every Special Resolution within fourteen (14) days after the resolution is passed
- c. Along with the Executive Director and Chair, serve as a spokesperson of the NBSA; and
- d. Act as one of the signing authorities for the NBSA.

34. The Vice-Chair may not also serve as a Primary Delegate.

35. The Board of Directors may also appoint a Recording Secretary who shall be responsible for taking minutes of all meetings and assemblies. The Recording Secretary need not be a Director and shall not have status as an Officer of the Board.

36. Officers who have or could reasonably be perceived to have a conflict of interest have a duty to declare this conflict. The declaration must be made to the Board of Directors upon election to the position of Officer of the Board. A conflict of interest does not prevent an Officer from serving provided that they withdraw from decision-making (e.g. discussion) on all matters pertaining to that interest. The withdrawal should be recorded in the minutes.

### **Board of Directors Meetings**

37. The Board of Directors shall meet no less than eight (8) times each fiscal year, with at least two (2) meetings taking place during each three (3) month period.



38. Meetings of the Board of Directors shall take place bilingually in French and English and Directors may choose to speak in the language of their choosing. The Board of Directors shall take reasonable measures to ensure that bilingualism is preserved in all meetings.
39. A minimum of three (3) days notice of all regular meetings and the business to be transacted, including materials for review, shall be communicated to all Directors by the Executive Director.
40. An emergency meeting may be called at the discretion of the Chair and requiring 24 hours' notice. The Chair shall be required to contact each Director directly prior to calling the meeting.
41. When not reasonably possible for the Board to meet, decisions may be made by forwarding a record of vote to the Chair. Decisions made in this manner may be by Ordinary Resolution.
42. Quorum for meetings of the Board of Directors shall consist of 50%+1 of Directors. Directors present via teleconference shall be considered in attendance and included in quorum. No business shall be conducted at any meeting of the Board unless a quorum is present to open the meeting and, upon request, before any vote.
43. All meetings of the Board of Directors shall follow *Robert's Rules of Order, Newly*

*Revised.* **Other Meetings**

44. An Assembly of the Members may be held at any time and shall be called within fourteen (14) days of:
  - a. A request by the Chair;
  - b. A request from 1/3 of the Directors; or
  - c. A request in writing from fifty (50) students from among Members.
45. An Annual General Meeting shall be held within three months before every fiscal year end. Notice is required which must:
  - a. Specify the date, place, and time of the meeting;
  - b. Be given to Directors fourteen (14) days prior to the meeting;



- c. Be given to Members by all appropriate mediums as decided by the Board of Directors;
  - d. Include contact information for the Executive Director; and
  - e. Specify the nature of business, such as the intention to propose a special resolution.
46. The non-receipt of notice of the Annual General Meeting by any Director or Member shall not invalidate the proceedings.
47. At the Annual General Meeting, the following items of business shall be dealt with and shall be deemed ordinary business. All other business transacted shall be deemed special business.
- a. Receipt of the agenda;
  - b. Minutes of the previous Annual General Meeting;
  - c. Consideration of the annual report of the Executive Director;
  - d. Consideration of the annual financial report of the NBSA;
  - e. The appointment of auditors for the ensuing year; and
  - f. Discussion and approval of the annual budget.
48. Quorum for the Annual General Meeting shall consist of 50%+1 of Directors. Directors present via teleconference shall be considered in attendance and included in quorum.
49. Directors may proxy their vote to another Full Member for the Annual General Meeting by notifying the Chair in writing not less than 24 hours prior to the scheduled meeting. No Director may hold more than one (1) proxy vote.
50. If a meeting is convened at the request of the Chair or Directors and quorum is not present within one half-hour from the time appointed for the meeting, it shall be adjourned to such time and place as a majority of Members present shall decide. Notice of the new meeting shall be given at the adjourned meeting and again pursuant to By Law 38.
51. If a meeting is convened at the request of students from among Members and quorum is not present within one half-hour from the time appointed for the meeting, it shall be dissolved.

## **Finance**

52. The fiscal year for the NBSA shall be from May 1<sup>st</sup> to April 30<sup>th</sup>. The budget for each





fiscal year must be approved by Special Resolution of the Board of Directors prior to the conclusion of the preceding fiscal year.

53. Funds of the NBSA shall be expended pursuant to the annual budget and/or policies approved by the Board of Directors.
54. The Board of Directors shall annually present to the Members a written report on the financial position of the NBSA. The report shall be delivered by all appropriate mediums as determined by the Board of Directors and shall be in the form of:
  - a. A balance sheet showing assets, liabilities, and equity; and
  - b. A statement of income and expenditures in the preceding fiscal year.
55. The Executive Director shall prepare and present to the Board of Directors quarterly reports on the financial position of the NBSA. These reports shall be in the form of:
  - a. Year-to-date actual income and expenditures; and
  - b. A statement of expected income and expenditures for the remainder of the current fiscal year.
56. A copy of the financial report must be signed by the Auditor and by the Officers of the Board.
57. A signed copy of the financial report must be filed with the Executive Director pursuant to the Act within fourteen (14) days of the Annual General Meeting.
58. An auditor of the New Brunswick Student Alliance shall be appointed by Ordinary Resolution of the Board of Directors at the Annual General Meeting.
59. All Members may inspect the annual financial statements and minutes of Members' and Board meetings at the registered office of the NBSA with one week's notice. All other books and records of the NBSA may be inspected by any Member at any reasonable time within two days prior to the annual general meeting at the registered office of the NBSA.
60. The Board of Directors shall approve the operating budget for the following fiscal year by Ordinary Resolution no less than one month before fiscal year end.
61. Contracts, deeds, and other bills of exchange may be executed on behalf of the NBSA by the Chair or Executive Director, or otherwise as prescribed by Ordinary Resolution of



the Board of Directors. The banking business of the NBSA shall be transacted by the Chair, Vice-Chair, and Executive Director.

62. The signing authorities for the NBSA shall be the Chair, the Vice-Chair, and the Executive Director. Other Directors may be assigned signing authority by Special Resolution.

63. All NBSA cheques must be signed by two (2) signing authorities.

64. The NBSA's credit card shall be in sole possession of the Executive Director.

65 The borrowing powers of the NBSA may be exercised by Special Resolution of the Board of Directors.

### **Dissolution and Dispersal**

66. The NBSA may be dissolved by Special Resolution of the Board of Directors. Assets must be used to repay all liabilities. Any remaining assets shall be disbursed to Members proportionate to the fee assessment for that fiscal year, provided they have non-profit status in accordance with provincial and federal legislation. Dissolution shall occur in accordance with the Act.