

BY-LAW 3 – COUNCIL

Enacted August 7, 2018
Amended Oct 20th, 2019
Amended March 13th, 2022

1. Composition

- (1) The UPEI SU Council shall be comprised of the following members:
 - (a) The Executive Members of the UPEI SU:
 - (i) The Vice President Finance shall be interviewed and recommended to Council for approval by the Hiring Board committee.
 - (ii) The President and all other Vice Presidents must be elected from the population of UPEI SU Members by UPEI SU Active Members.
 - (b) Three (3) Undergraduate Student Senate Representatives shall be elected from the population of undergraduate UPEI SU Active Members by undergraduate UPEI SU Active Members.
 - (c) One (1) Graduate Student Senate Representative shall be elected from the population of graduate UPEI SU Active Members by graduate UPEI SU Active Members.
 - (d) One (1) Board of Governors Representative shall be elected from the population of UPEI SU Active Members by all UPEI SU Active Members.
 - (e) One (1) Representative shall be elected for every eight hundred (800) students from each faculty or school by the population of students in each respective faculty or school. If the number of students in a faculty or school exceeds the eight hundred to one (800:1) ratio by at least fifty (50%) percent of the eight hundred, that faculty or school shall be granted one (1) additional elected representative.
 - (f) One (1) Education Representative shall be appointed to the SU council through the internal election process of the Education Society.
 - (g) One (1) First Year Representative shall be elected from the population of UPEI SU Active Member students with first –year academic standing by students with first year academic standing.
 - (h) One (1) Graduate Student Representative shall be elected from the population of graduate UPEI SU Active Members by the population of graduate UPEI SU Active Members.
 - (i) One (1) Residence Representative shall be elected from the population of UPEI SU Active Member students living in UPEI Residence by the population of students living in UPEI Residence.
 - (j) One (1) International Student representative shall be elected for every 800 international students (800:1), from the population of International Students, who is paying, or who has paid international student fees during the last two years to the University. If the number of international students exceeds the eight hundred to one (800:1) ratio by at least fifty (50%) percent of the eight hundred, (1) additional elected representative shall be granted.
 - (k) One (1) Accessibility Representative shall be elected from the population of students accessing the University’s accessibility services (self-identified) by all UPEI SU Active

Members.

- (l) One (1) Health and Wellness Representative shall be elected from the population of UPEI SU Active Members by all UPEI SU Active Members.
- (m) One (1) Ombudsperson shall be elected from the population of UPEI SU Active Members as a non-voting member by all UPEI SU Active Members.
- (n) One (1) Indigenous Student Representative shall be appointed to the SU council through the internal election process of the Aboriginal Student Association that represents indigenous students at UPEI.
- (o) One (1) 2SLGBTQ+ Student Representative (self-identified) shall be elected by the population of UPEI SU Active Members.
- (p) Any appointed Representative through a Club or Society must be ratified with the UPEI Student Union and in good standing.
- (q) No Faculty shall have less than one (1) elected Representative on Council

2. Declaration of Office

All Council members must take and sign a Declaration of Office stating that they will follow the Constitution and shall agree to carry out their duties. The Declaration shall be signed within the first two Council meetings of the term of which they were elected the position. If the Declaration is not signed within the first two Council meetings of the term for which they were elected the position is considered vacated. The Declaration shall be administered by the UPEI SU Chair and signed by the UPEI SU President or designated member of the Executive.

3. Eligibility

- (1) Each Councillor shall maintain their membership in the UPEI SU for the duration of their term.
- (2) No person shall hold more than one position on Council.
- (3) No Councillor shall be employed by the UPEI SU other than as provided for in these Bylaws and Policies.
- (4) Prior to taking office, all Councillors shall sign the Declaration of Office.
- (5) Those candidates running for the position of Vice-President, Finance and Administrationshall be made to declare on their application they do not possess a criminal record for an indictable offense under the *Criminal Code* with respect to fraudulent activity or theft.

4. Council Term

- (1) All UPEI SU Executive positions shall be elected or hired for a term of one year. No student shall hold the same executive position for more than two (2) terms, or any executive position

for more than three (3) terms.

- (2) All other positions will be elected for a one-year term, with the exception of the Senate Representative and Board of Governors Representative which will be elected to serve a two-year term.
- (3) Councillors elected in the Spring General Election will begin their term effective May 1st of that year upon taking and signing the Declaration of Oath.
- (4) Councillors elected or appointed at any other point in the year will begin their term upon taking and signing the Declaration of Oath.

5. Powers and Duties of Council

- (1) Council is the supreme governing body of the UPEI SU. It shall be bound by its Constitution, Bylaws and Policies.
- (2) Council has the power to acknowledge the existence of UPEI SU sub-organizations in accordance with the UPEI SU Sub-Organization By-law.
- (3) It shall be the duty of Council to provide for the general management of the funds and affairs of the UPEI SU.
- (4) Council shall hold the UPEI SU Executive to account by monitoring the performance of the UPEI SU Executive and implementing adequate accountability measures.
- (5) Council shall be responsible for hiring the Full Time Staff, , Chair of Council, Deputy Chair of Council, the Chief Returning Officer, and all staff positions that report to an executive member
- (6) Council may create and delegate authority to committees as it sees fit.
- (7) Council may create By-laws as outlined in Article IV of the UPEI SU Constitution.

6. Duties of Councillors

- (1) Councillors shall:
 - (a) Act honestly and in good faith with a view to the best interests of the UPEI SU in respect of matters for which the UPEI SU Council has the authority to act;
 - (b) Use reasonable efforts to advance the interests of the constituency that they represent, having regard for their duty under subsection 5(1);
 - (c) Act as a liaison and in consultation between their constituency and the UPEI SU Council, and vice-versa;
 - (d) Read and become familiar with all UPEI SU governing documents;
 - (e) Attend all meetings of Council and any Committees to which they are elected,

- appointed, or sit ex-officio;
- (f) Attend all General Meetings;
 - (g) Perform one council initiative per academic year;
 - (h) Attend all meetings of any Society or University bodies to which they sit ex-officio; and
 - (i) Carry out such other duties as Council may from time to time determine.

7. Division of Responsibilities Between Staff and Council

- (1) There shall be a division of responsibility between the Staff of the UPEI SU and the UPEI SU Council.
- (2) Council will be responsible for setting the direction of the organization, including allocating funds in the budget, creating governing documents, delegating authority to committees, and enacting resolutions about sub-organizations.
- (3) Staff will be responsible for managing the operations of the organization, including the daily decisions around the businesses and services that the UPEI SU owns, operates and or/delivers.

8. Meetings of Council and Annual General Meetings of the UPEISU

- (1) There shall be at least one (1), and preferably two (2), UPEI SU Council Meetings per month during each semester. The dates for UPEI SU Council meetings shall be proposed by the UPEI SU President and approved by UPEI SU Council. Council Meeting times will be determined for the following year, at the last Council Meeting of every academic year. Council Meetings may also be called upon a resolution of a majority of Council or upon written request signed by ten percent (10%) of the members of the UPEI SU Council. The request shall be submitted directly to the UPEI SU Chair and shall contain specific points to be placed on the agenda for the meeting.
- (2) Extraordinary Meetings of Council shall be held when called by an Executive Member or upon written request by a minimum of two (2) UPEI SU Councillors, after no less than five (5) days' notice to each Councillor.
- (3) Council Meetings shall not exceed a time of three (3) hours in duration. However, in order to complete the agenda, Council may motion to extend the meeting time by 30 minutes or until the agenda item of discussion has been resolved, at the discretion of the Chair of Council, with a simple majority vote (50% +1).
- (4) Notice of Council meetings shall be provided to Councillors not less than fourteen (14) days in advance of when the meeting is to take place. Notice shall include the date, time and location for the meeting. Notices shall be signed by the UPEI SU Chair. Notice shall be considered given when transmitted by e-mail to the address provided by Councillors for correspondence. The unintentional omission to give notice to any Councillor or any accidental irregularity in connection with the giving of notice or failure to receive notice by the Councillor will not invalidate the proceedings at a given meeting.

- (5) Councillors may waive notice in writing (including e-mail). Attendance of a Councillor at a meeting is considered a waiver of notice of the meeting unless the Councillor attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not called in accordance with these Bylaws.
- (6) Council Meeting Agendas and Materials shall be submitted and distributed by the Chair of Council at least three (3) days in advance of a Council Meeting. The Chair of Council and the SU President will meet in advance to determine the agenda and review the corresponding documents.
- (7) A quorum for a UPEISU Council Meeting is 50% + 1 of seated councillors. If quorum is not met at a meeting of Council, the UPEI SU Chair may declare a General Information Meeting and the Agenda may proceed for information purposes only; no motions shall be made during a General Information Meeting. If quorum is not met at a meeting of Council, the meeting, for the purposes of passing motions, shall be automatically rescheduled for one week later and at such subsequent meeting quorum shall be established by all voting members of council who attend the meeting.
- (8) A Councillor who is present for less than fifty percent (50%) of a meeting shall be considered absent from the meeting. Members of Council may have individual absences excused by a majority vote of Council if those absences relate to a requirement for the completion of an academic program or Council-related business. Excused absences shall not count toward the removal from a member's position.
- (9) Meetings of Council will be held in person, provided that Councillors may attend by video conference unless the notice indicates otherwise.
- (10) Any individual student who wishes to have an item put on the agenda must bring the item and any relevant information to the attention of the Chair at least one week in advance of the meeting.
- (11) Council meetings shall be open to all members of the UPEI SU except by a two thirds (2/3) majority vote of Council. At such times, Council shall go into an "In Camera" session. All non-members of Council are to vacate the meeting room except for those approved by the Council.
- (12) At every General Council Meeting, all Executive members must produce a written and verbal report on ongoing work, achievements, and future goals, including anything that is happening in their constituencies and any engagements that have had with students.
- (13) After a Council Meeting is called to order, the Chair of Council shall provide a verbal acknowledgement of the Indigenous territory upon which Council is gathering. The following template may be used and adjusted when necessary: "I would like to begin by acknowledging that the land on which we gather is the traditional and unceded territory of the Abegweit Mi'kmaq First Nation".

- (14) For the UPEISU Annual General Meeting (AGM), an announcement shall be made to the UPEI SU Membership at least fourteen (14) days prior to the meeting and shall specify the date, and place of the meeting. This announcement shall be given through UPEI SU media.
- (15) A quorum for an AGM shall be five percent (5%) of the Members of the UPEI SU during the semester. If quorum is not met at an AGM, the UPEI SU Chair may declare a General Information Meeting and the Agenda may proceed for information purposes only; no motions shall be made during a General Information Meeting.
- (16) Council Meetings may also be called upon a resolution of a majority of Council or upon written request signed by ten percent (10%) of the members of the UPEI SU Council. The request shall be submitted directly to the UPEI SU Chair and shall contain specific points to be placed on the agenda for the meeting.

9. Attendance at Meetings

- (1) Councillors are required to attend all Council Meetings.
- (2) Any Councillor who misses three (3) consecutive or any four (4) Council meetings shall be automatically served with a written Notice of Motion of Removal due to nonattendance by the Chair. The Chair shall report to Council that a Notice has been issued, and that the vote date will occur at the following meeting of Council (at least one (1) week following the Notice of Motion). Prior to the vote, the Councillor in question has the opportunity to present to Council, during which they may give reasons for non-attendance. A two-thirds (2/3) majority vote of Council is required to remove the Councillor in question for nonattendance. If the Councillor in question does not oppose the removal, they shall be automatically removed from the Council and the UPEI SU Chair shall inform Council of the removal.
- (3) A student removed from Council for failure to attend Council Meetings shall not maintain any attendance duties of the position formerly held on Council.

10. Chair and Deputy Chair

- (1) The UPEI SU Chair is an employee of the Student Union and is accountable to the UPEI SU Council.
- (2) The Chair shall:
 - (a) Be appointed upon the recommendation of the Hiring Board;
 - (b) Preside over Council and to carry out AGMs, extraordinary meetings, and such other duties and responsibilities as are set out in these Bylaws and Policies;
 - (c) Call an extraordinary meeting of the Council within five (5) days of the receipt of a request by an executive or a minimum of two (2) councillors.
 - (d) Ensure that all reports of the Committees, Boards and individual persons are submitted in writing and on time;
 - (e) In consultation with the UPEI SU President, appoint Councillors to Council Committees and Boards and Commissions;

- (f) Hold no other office on Council, within in the UPEI SU, or within UPEI SU sub-organizations so as to maintain their unbiased standing;
 - (g) Conduct an information session with all Councillors in order to familiarize them with the Rules of Procedure and Robert's Rules of Order;
 - (h) Utilize Robert's Rule of Order as the authority on proceedings at all meetings as long as they do not conflict with the UPEI SU Constitution or Bylaws;
 - (i) Assist and oversee the Chief Returning Officer in their duties concerning campus elections;
 - (j) Confirm enrollment numbers with the General Manager prior to the Spring General Election to determine the number of seats to be elected in both the Spring and Fall General Election; and
 - (k) Perform all other duties as assigned or required.
- (3) The UPEI SU Chair's employment can be terminated by a two-thirds (2/3) majority vote of Council, given that notice of a vote is provided at least one meeting and one week prior to such voting. In the event of termination, an interim Chair will be appointed from within Council and will occupy that position until the Hiring Board can forward a recommendation to Council. The Interim Chair will have the same rights, responsibilities and accountability as that of the Chair.
- (4) The Deputy Chair shall:
- (a) Be appointed upon the recommendation of the Hiring Board;
 - (b) Assume the duties of Chair in the event that the Chair is absent, or when deemed necessary by the Chair or the President;
 - (c) Keep a record of Councillor Attendance;
 - (d) Maintain and make available accurate minutes of Council and General Meetings and to maintain accurate records of Council proceedings; and
 - (e) Perform all other duties as assigned or required.

11. Ombudsperson

(1) Mandate

- (a) The Ombudsperson shall endeavor to aid any member of the UPEI SU who encounters difficulties with the UPEI SU.

(2) Appointment and Term

- (a) The Ombudsperson shall be elected from the population of UPEI SU Members a term of one (1) year; and
- (b) The Ombudsperson shall hold no other position elected, appointed or paid of the UPEI SU during their term of office.

(3) Power and Responsibilities

- (a) The Ombudsperson shall provide a report to Council at the end of every academic term. The report shall summarize the Ombudsperson's recent activities;

- (b) The Ombudsperson shall be entitled to attend any meeting of the UPEI SU, including meetings which are ordinarily considered confidential, such as Hiring, Executive or special investigatory meetings. These may be attended by the Ombudsperson upon written submission of notification to the UPEI SU Chair;
- (c) The Ombudsperson shall be entitled to access the files, business reports and financial records of the UPEI SU within twenty-four (24) hours of tendering a written demand to the chairperson of the responsible committee or Executive responsible for said files, business report or financial reports; and
- (d) The Ombudsperson shall be entitled to carry out investigations where they deem it necessary.

(4) Complaints

- (a) The Ombudsperson may open an investigation in response to complaints or of their own initiative.
- (b) The Ombudsperson shall not disclose the identity of any complainant unless with the prior written consent of the complainant or unless it is deemed necessary to investigate the complaint. The identity of the complainant, if disclosed, shall only be disclosed to parties involved in the complaint.

(5) Investigations

- (a) The Ombudsperson shall notify Council within two (2) weeks of opening an investigation; and
- (b) All members of Council shall cooperate with the Ombudsperson to the greatest extent permitted by law. At the conclusion of an investigation, the Ombudsperson shall present a report to Council. The report shall be public and shall propose solutions to any problems that the Ombudsperson has identified. The report shall not identify individuals by name or by implication, nor shall it include confidential information.

(6) Removal

- (a) The Ombudsperson may be removed from office for cause, upon the following conditions being met:
 - (i) A petition signed by no less than ten per cent (10%) of the UPEI SU Membership requesting the removal of the Ombudsperson; and
 - (ii) A two-thirds (2/3) majority vote of non-confidence by Council, at an official Council Meeting, deciding to remove the Ombudsperson.
- (b) If such removal occurs, Council will appoint an Interim Ombudsperson until a by-election or regularly scheduled election can be held and an official Ombudsperson elected. The Interim Ombudsperson will have the same rights, responsibilities, and accountability as that of the official Ombudsperson.

12. Student Representation on Board of Governors and Senate

- (1) The UPEI SU maintains membership positions on the UPEI Board of Governors and the UPEI Senate.

- (2) If any student positions on the Board of Governors or University Senate are left vacant after the Fall General Election, an elected member of Council (not sitting on the other body) may be appointed to fill the vacancy by a two-thirds (2/3) majority vote of Council to allow for maximum student representation on the Board of Governors or the University Senate.
- (3) Any Representative that misses three (3) consecutive or a total of four (4) meetings during the fall and winter semesters on his/her respective University body may be removed from both Council and his/her respective University body. Notwithstanding the foregoing, a Student Representative may apply to Council to be excused from a special meeting of the Board of Governors or Senate, which must be approved by two thirds (2/3) majority vote of Council.

13. Voting

- (1) The following shall be recognized as non voting members of Council:
 - (a) The UPEI SU Council Chair;
 - (b) The UPEI SU Council Deputy Chair;
 - (c) The UPEI SU Council Ombudsperson;
 - (d) Any hired UPEI SU Vice President position.

- (2) No member may vote by proxy.

14. Resignation and Vacancies

- (1) All resignations of Councillors shall be made in writing to the Chair of the UPEISU (or where there is no chair, to the deputy chair) who shall bring the resignation before Council at the next meeting of Council.
- (2) The office of a Councillor shall be automatically vacated upon any of the following events:
 - (a) The Chair, receives a Councillor's written notice of resignation, in which case the office is vacated based on the terms of the notice;
 - (b) An order is made by a court of competent jurisdiction declaring the Councillor not mentally competent and/or incapable of managing their own affairs;
 - (c) A Councillor ceases to be a Member; or
 - (d) Death of a Councillor.
- (3) Should there be a vacancy in the office of a Councillor on or before October 31, a by-election shall be held to fill such vacancy.
- (4) In the case of a vacancy in the office of an Executive Officer, Council may either appoint a Councillor to fulfill the duties of the position on an interim basis, or have an executive fill the role in the interim, until a by-election is called. If this role is filled by a councillor in the interim, while the Councillor holds the office of an Executive Officer they are determined to be still retaining their original position as Councillor. They will fulfill both the original duties

of Councillor and the additional duties of Executive Officer but will only be permitted one vote at meetings of Council.

- (5) Should a vacancy arise in the office of a Councillor after October 31 of the year in which that person was elected, Council shall appoint a Member who is not a Councillor or Executive member who meets the eligibility criteria to fill such vacancy until the next general election in accordance with the Elections Bylaw and Policy.
- (6) Where a position is to be appointed, an appointment board will be formed. This board will be composed of an Executive Member of the UPEISU, the UPEISU General Manager, and a Councillor appointed by Council. Notice of such a proposed appointment, including the duties and eligibility criteria of the position, and an invitation to apply to be considered for the position will be posted through all means available to the UPEI SU. The recommendation from this appointment board will be ratified by council at an in camera session, at the next available Council meeting.
- (7) In the event that all Council positions are vacated, the individuals who are in fact managing the affairs of the UPEI SU will be deemed to be Councillors until such time as an election is held to fill the vacancies which shall occur as soon as practicable.

15. Impeachment

- (1) If a Councilor's integrity or validity to act as a councillor comes into question, they may be impeached for cause.
- (2) The impeachment of any member of the Council may be proposed by members of the UPEI SU.
- (3) A Councillor may be removed from office upon the following procedure, in order stated:
 - (a) A petition signed by no less than ten per cent (10%) of the membership calling for a referendum on the question of the Councillor's removal, or upon a proposal of an Executive Member or UPEI SU Council Member, by giving a notice of motion, which is to be publicized for at least one (1) week through UPEI SU media; and
 - (b) A referendum conducted by the UPEI SU Council; such a referendum shall follow upon a simple majority of the UPEI SU Council vote on the resolution.
- (4) If a Councilor has been impeached by Council, notice will be given to Campus Media by Chair of Council, along with reasons for the impeachment. Respective faculties and various University bodies, such as the Board of Governors and Senate, shall receive written notification of impeachment including names of Councilors and reasons for impeachment.
- (5) A student impeached from Council shall not maintain any attendance duties of the position formerly held on Council.

16. Conflicts of Interest

- (1) A Councillor or Executive Officer who is a party to, or has a material interest in, or is a director or officer of any person who is a party to, a material contract or transaction or proposed material contract or transaction with the UPEI SU shall disclose in writing to the Chair of Council, or have recorded in the minutes of meeting, the nature and extent of their interest.
- (2) The disclosure referred to in subsection (1) above shall be made as soon as possible upon the interest arising or the contract or transaction being considered. If the material contract or transaction does not, in the ordinary course of business of the UPEI SU require the approval of Council or the Executive Officers, the Councillor or Executive Officer shall disclose in writing or have recorded in the minutes of the meeting the nature and extent of their interest forthwith upon becoming aware of the contract or transaction or proposed contract or transaction.
- (3) Any Councillor or Executive Officer referred to in section 8 above shall not attend any part of a meeting of Council or the Executive Officers during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction.
- (4) If no quorum exists for the purposes of voting on a resolution regarding a contract or transaction because a Councillor or Executive Officer is not permitted to be present by reason of subsection (3) above, the remaining Councillors and Executive Officers shall be deemed to constitute a quorum for the purposes of voting on such resolution.
- (5) For examples of events or circumstances that constitute a conflict of interest, not found in this Bylaw, see the Conflict of Interest Policy.

17. Disciplining Councillors

- (1) Councillors may be disciplined for no other reasons than:
 - (a) Failure to perform duties as outlines in the Bylaws, Policies, or the Declaration of Office;
 - (b) Failure to attend Council Meetings;
 - (c) Failure to attend Committee Meetings of which the Councillor is a member;
 - (d) Failure to attend Society Meetings of which the Councillor is meant to represent;
 - (e) Failure to attend meetings of University bodies or committees of which the Councillor is a member;
 - (f) A breach of municipal, provincial or federal law;
 - (g) Failure to disclose a conflict of interest;
 - (h) Breach of confidentiality;
 - (i) Misuse of UPEI SU property; or
 - (j) Refusal to sign the Declaration of Office.
- (2) Council may vote by Special Resolution to take disciplinary action against a Councillor, including, but not limited to, a verbal warning, a letter of censure, or impeachment.
- (3) Notice of a motion to discipline a Councillor must be given to the Councillor and all other members of Council at least seven (7) days in advance of when the motion is to be debated.

Such notice shall include the full text of the motion and shall include a statement of reasons setting out the particulars of the alleged grounds for discipline.

- (4) The Councillor shall be entitled to submit a written response to the notice of motion to the Chair of Council prior to the meeting where the motion will be debated. The Chair of Council will make such written response available to all other members of Council prior to the meeting. Additionally, the Councillor shall be given a reasonable opportunity at such meeting to respond to the allegations before the motion is put to a vote.
- (5) All debate on a motion regarding discipline, but not including the motion to discipline or the response of the Councillor to the allegations, shall be *in-camera*.
- (6) If a vote is made to discipline a Councillor, and the Councillor who is being disciplined disagrees with the decision, they may appeal the decision to the Appeal Board.