



UPEISU By-Law # 1.04 Council Meetings

CATEGORY:	SUBJECT:
By-Law	<i>Council Meetings</i>
EFFECTIVE DATE:	LAST UPDATE:
December 6, 2022	December 6, 2022

PURPOSE:

This By-Law provides guidance to the UPEISU Council and all formal UPEISU meetings. It provides further guidance for Annual General Meetings, attendance, discussion, etc.

APPLICATION:

This By-Law applies to all UPEISU Councillors and Executive Members.

MEETINGS OF COUNCIL:

- 1.04.01 There shall be at least one (1) and preferably two (2) UPEISU Council Meetings every month during each semester. The dates for the UPEISU Council Meetings shall be proposed by the UPEISU President and by the UPEISU Council. Council Meeting times will be 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 (50% + 1) of Council, of Council Members, or upon written request by a UPEISU Executive Member or two (2) Councillors, and signed by the UPEISU Chair of Council.
- 1.04.02 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 thirty (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).
- 1.04.03 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 any given meeting.

- 1.04.04 Council Meeting Agendas and Materials shall be submitted and distributed by the Chair of Council at least two (2) Days in advance of a Council Meeting
- 1.04.05 Meetings of Council shall be held in-person, provided that Councillors may attend by video conference, unless otherwise indicated in the notice.
- 1.04.06 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 of Council at least one (1) week prior to the Meeting.
- 1.04.07 Council Meetings shall be open to all Full Time UPEI Students, except for when a motion is voted on by a two thirds ($\frac{2}{3}$) majority of Council Members. At such times, the Council Meeting shall go into an "In Camera" session, and all non-members of Council are required to vacate the meeting room, except for those approved by council.
- 1.04.08 At every 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 they have had with students.
- 1.04.09 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 can be used and adjusted when necessary: "I would like to begin by acknowledging that the land on which we gather in the traditional and unceded territory of the Abegweit Mi'kmaq First Nation".

EXTRAORDINARY MEETINGS:

- 1.04.10 Extraordinary Meetings of the UPEISU Council shall be held when called by an Executive Member or upon written request by a minimum of two (2) UPEISU Councillors, after no less than five (5) days' notice has been given to each Councillor.
- 1.04.11 The Chair of Council shall call an Extraordinary Meeting within five (5) days of the receipt of a request by an Executive Member or a minimum of two (2) Councillors.

ANNUAL GENERAL MEETINGS:

- 1.04.12 For the UPEISU Annual General Meeting (AGM), an announcement shall be made to all UPEI Full-Time Students at least fourteen (14) days prior to the day of the meeting and shall specify the date, time, and place of the meeting. This announcement shall be given through UPEISU media.
- 1.04.13 A quorum for an AGM shall be five percent (5%) of Full-Time Student Enrollment during the semester. If quorum is not met at an AGM, the UPEISU Chair of Council may declare a General Information Meeting and the Agenda may proceed for informational purposes only. No motions shall be made during a General Information Meeting.

ATTENDANCE AT MEETINGS:

- 1.04.14 Councillors are required to attend all Council Meetings.
- 1.04.15 A quorum for a UPEISU Council Meeting is more than half (50% + 1) of seated Councillors. If Quorum is not met at a Meeting of Council, the UPEISU Chair of Council 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 Council Meeting, 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.
- 1.04.16 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 activity. Excused absences shall not count towards the removal from a Member's position.
- 1.04.17 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 of Council. The Chair of Council 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 nonattendance. A majority vote of two-thirds ($\frac{2}{3}$) 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 for nonattendance and the UPEISU Chair of Council shall inform Council of their removal.
- 1.04.18 A student removed from Council for nonattendance shall not maintain any attendance duties of the position formerly held on Council.

VOTING:

- 1.04.19 The following shall be recognized as non-voting members of Council:
- a. The UPEISU Chair of Council;
 - b. The UPEISU Deputy Chair of Council;
 - c. The UPEISU Council Ombudsperson; and
 - d. The UPEISU Vice President Finance and Administration.
- 1.04.20 No UPEISU Council Member shall vote by proxy.

RESIGNATION AND VACANCIES:

- 1.04.21 All resignations of Councillors shall be made in writing to the UPEISU Chair of Council (or where there is no Chair of Council, the Deputy Chair of Council) who shall bring the registration before Council at the next Council Meeting.
- 1.04.22 The office of a Councillor shall be automatically vacated upon any of the following events:
- a. The Chair of Council 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; or
 - c. A Councillor ceases to be a UPEI Full-Time Student.
- 1.04.23 Should there be a vacancy in the office of a Councillor on or before October 31 of that year, a by-election shall be held to fill the vacancy in accordance with By-Law 1.05 of the UPEISU Governing Documents.
- 1.04.24 In the case of a vacancy in the office of an Executive Member, Council may either appoint a Councillor to fulfil the duties of the position on an interim basis or have another Executive Member fill the role on the interim, until a by-election is held. If a Councillor is filling the vacancy of an Executive Member, they are determined to still be retaining their original position as Councillor. They will fulfil both their original duties and the additional duties of the Executive Member, but will only be permitted one vote at meetings of Council.
- 1.04.25 Where a position is to be appointed, an appointment board will be formed. This board will be composed of a UPEISU Executive Member, the UPEISU General Manager, and a UPEISU 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 UPEISU. The recommendation from this appointment board will be ratified by Council at an in-camera session, at the next available Council Meeting.
- 1.04.26 In the event that all Council positions are vacated, the individuals who are in fact managing the affairs of the UPEISU will be deemed to be Councillors until such time as an election is held to fill the vacancies, which shall occur as soon as possible.

IMPEACHMENT:

- 1.04.27 If a Councillor's integrity or validity to act as a Councillor comes into question, they may be impeached for cause.
- 1.04.28 The impeachment of any member of the Council may be proposed by members of the UPEISU.
- 1.04.29 A Councillor may be removed from office upon the following procedure, in the order stated:

- a. A petition signed by no less than ten percent (10%) of the membership calling for referendum on the question of the Councillor's removal, or upon a proposal of an Executive Member or Councillor by giving a notice of motion, which is to be publicised for at least one (1) week through UPEISU media.
- b. A vote will be conducted by the UPEISU Council. Such a vote shall require a simple majority (50% + 1).

1.04.30 If a Councillor has been impeached by Council, notice shall be shared through UPEISU media, along with reasons for the impeachment.

1.04.31 A student impeached from Council shall not maintain any position within the UPEISU for two (2) academic years.

CONFLICTS OF INTEREST:

1.04.32 A Councillor who is a party to, or has material interest in, or is a director or officer of any person who is party to, a material contract or transaction, or proposed material contract or transaction with the UPEISU shall disclose in writing to the Chair of Council or have recorded in the Minutes of Meeting, the nature and extent of their interest.

1.04.33 The disclosure referred to in 1.04.32 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 UPEISU require the approval of Council, the Councillor shall disclose in writing or have recorded 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.

1.04.34 Any Councillor found to be in a conflict of interest shall not attend any part of a meeting of Council during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction.

1.04.35 If no quorum exists for the purposes of voting on a resolution regarding a contract or transaction because a Councillor is not permitted to be present by reason of conflict of interest, the remaining Councillors and Executive Members shall be deemed to constitute a quorum for the purposes of voting on such resolution.

1.04.36 For examples of events or circumstances that constitute a conflict of interest not found in this By-Law, see the Conflict of Interest Policy 2.05.

DISCIPLINING COUNCILLORS:

1.04.37 Councillors may be disciplined for no other reasons than:

- a. Failure to perform duties as outlines in the UPEISU Governing Documents 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 meetings of University Bodies or committees of which the Councillor is a member;
- e. A breach of municipal, provincial, or federal law;
- f. Failure to disclose a conflict of interest;
- g. Breach of confidentiality;
- h. Misuse of UPEISU property; or
- i. Refusal to sign the Declaration of Office.

- 1.04.38 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.
- 1.04.39 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.
- 1.04.40 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 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.
- 1.04.41 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 held in-camera.
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BY-LAW #1.04 Council Meetings:

Act	Date
Enacted	December 6, 2022