

Faculty of Music Undergraduate Association

Bylaw 1

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Section 1 - DEFINITIONS

1.01 Definitions

In this bylaw, unless the context otherwise requires:

“Academic Year” shall refer to the months of September, October, November, December, January, February, March and April;

“Act” means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;

“Association” shall mean the University of Toronto Music Society, operating under the name Faculty of Music Undergraduate Association;

“Board” means the Board of Directors of the Association;

“Bylaws” means this bylaw (including the schedules to this bylaw) and all other bylaws of the Association as amended and which are, from time to time, in force;

“Chair” means the chair of the Board;

“Corporation” means the Corporation that has passed these bylaws under the Act or that is deemed to have passed these bylaws under the Act;

“Director” means an individual occupying the position of director of the Association by whatever name he or she is called;

“Faculty” shall mean the Faculty of Music of the University of Toronto;

“Governing Council” shall mean the Governing Council of the University of Toronto;

“Joint Meeting” shall refer to a board meeting with both the incoming and outgoing Directors and Officers of the Board;

“Member” means a member of the Association, excluding Honorary Members;

“Members” means the collective membership of the Association; excluding Honorary Members;

“Officer” means an officer of the Association as specified in Section 8;

“Program” shall mean a course of study in a Music discipline, as defined by the Faculty;

“Resolution” shall mean a motion approved by a majority vote;

“Rules of Order” shall mean the most recent edition of Robert’s Rules of Order;

“Signing Officer” shall mean a person who has the right to authorize financial transactions on behalf of the Association;

“Special Resolution” shall mean a motion presented as such, and approved by a two-thirds vote;

“Summer Months” shall refer to the months of May, June, July and August.

1.02 Interpretation

1.02.01 Other than as specified in Section 1.01, all terms contained in this bylaw that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

1.03.01 The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw. If any of the provisions contained in the Bylaws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

Section 2 - HEAD OFFICE AND SEAL

2.01 Head Office

2.01.01 The head office of the Association shall be at 80 Queens Park Cres. W. Toronto, Ontario, Canada, M5S 2C5, or such other location within the Faculty as the Board of Directors may identify by resolution.

2.02 Seal

2.02.01 The Board of Directors shall be entitled, but not obliged, to adopt by resolution a seal and, if so adopted, the seal shall be in such form as is affixed to this bylaw.

2.03 Execution of Contracts

2.03.01 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be co-signed by the President and Vice-President Internal.

2.03.02 The Board may from time to time direct the manner in which a particular document or type of document shall be executed.

2.03.03 The President and Vice-President Internal may affix the corporate seal, if any, to the document.

2.03.04 Any Director or Officer may certify a copy of any instrument, resolution, bylaw, or other document of the Association to be a true copy thereof.

Section 3 - MEMBERSHIP

3.01 Members

3.01.01 All full-time and part-time students registered at the Faculty of Music, or a current University of Toronto student with a proof of transfer issued by the Faculty registrar for the Fall Semester, shall be voting members

(“Members”) of the Association upon payment of the annual membership fee and compulsory levies.

3.01.02 Termination and Transfer

- a) Membership in the Association shall end when a Member withdraws, is suspended, or is expelled from the Faculty or the University, or when a Member dies or ceases to be a full-time or part-time student at Faculty.
- b) Membership is not transferable.

3.02 Honorary Membership

3.02.01 The following persons shall be honorary members of the Association:

- a) Graduates of the Faculty, who have paid membership fees to the Association.
- b) Any persons to whom this privilege is granted by a two-thirds majority vote at any General Meeting of the Association, providing that they have:
 - (i) made significant contributions toward undergraduate education at the Faculty;
 - (ii) been involved in or contributed toward the growth and development of the Association or Student Organizations in general; or
 - (iii) promoted the goals, values, and ethics of the Association.

3.02.02 Termination and Transfer

- a) Honorary Membership in the Association shall be for life.
- b) Honorary Membership is not transferable.

3.02.03 Limitations

- a) Honorary Members shall have speaking rights at meetings of the Board of Directors and in General Meetings;
- b) Honorary Members shall be non-voting in elections, meetings of the Board of Directors and at General Meetings; and
- c) Honorary Members shall not have access to the Association’s Services, Events or Assets.

3.03 Disciplinary Act or Termination of Membership for Cause

3.03.01 Upon fifteen (15) days’ written notice to a Member or Honorary Member, the Board may pass a resolution authorizing disciplinary action or the termination of any Membership or Honorary Membership for violating any provision of the Articles, Bylaws or Policies.

3.03.02 The notice shall set out the reasons for the disciplinary action or termination of Membership or Honorary Membership. The Member or Honorary Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the fifteen (15)-day period. The Board shall consider the written submission of the Member or Honorary Member before making a final decision regarding disciplinary action or termination of Membership or Honorary Membership.

Section 4 - ANNUAL MEMBERSHIP FEE

4.01 Fees

- 4.01.01 The Association's Annual Membership Fee shall include two components:
 - a) The Membership Fee; and
 - b) The Compulsory Levies.
- 4.02** Fee Schedule
 - 4.02.01 A detailed schedule of these fees shall be laid out in the Association's Policies.
- 4.03** Fee Collection
 - 4.03.01 Membership fees and Compulsory Levies are to be collected by the University with tuition fees and disbursed promptly to the Association.
- 4.04** Changes to Fees
 - 4.04.01 Changes to the membership fee or compulsory levies shall only be made:
 - a) Through a referendum in which all Members are eligible to vote, held in accordance with the Association's Elections Code and Charter for Referenda; or,
 - b) In the case of cost-of-living increases to the membership fee, which do not exceed the annual Consumer Price Index (CPI), through a simple majority vote of the Board of Directors.
 - 4.04.02 Any such changes must be appropriately approved by Governing Council.
- 4.05** Disbursements to Other Groups
 - 4.05.01 Disbursement of these fees shall be conducted in accordance with the Association's relevant policies and as outlined by Universities policies.

Section 5 - BOARD OF DIRECTORS

- 5.01** Elected Directors
 - The Board shall be comprised of all:
 - 5.01.01 Six (6) Officers of the Association as follows:
 - a) President;
 - b) Vice-President Internal;
 - c) Vice-President Communications;
 - d) Vice-President External;
 - e) Vice-President Academic;
 - f) Vice-President Student Life;
 - 5.01.02 Nine (9) Program Representatives as follows:
 - a) One (1) Comprehensive Director;
 - b) One (1) History and Culture Director;
 - c) One (1) Jazz Director;
 - d) Two (2) Music Education Directors;
 - e) One (1) Opera Director;
 - f) Two (2) Performance Directors;
 - g) One (1) Theory and Composition Director;
 - 5.01.03 Three (3) First Year Representatives as follows:
 - a) Two (2) First Year Classical Director;
 - b) One (1) First Year Jazz Director;
 - 5.01.04 Seven Commissioners as follows:
 - a) Two (2) Commuter Directors;
 - b) One (1) Equity and Accessibility Director;

- c) Two (2) Social Activity Directors;
 - d) Two (2) Sports Directors.
- 5.02** Ex-Officio Members of the Board
 - 5.02.01 The following shall have speaking rights at all Meetings of the Board of Directors but shall not be directors and shall be considered non-voting members of the Board:
 - a) From the Association:
 - (i) The Employees of the Association;
 - (ii) The past (Co-)Presidents of the Association;
 - (iii) The (Co-)Presidents of Clubs Recognized by the FMUA;
 - (iv) The Speaker of the Board of Directors;
 - b) From the Faculty:
 - (i) The Faculty's Associate Dean, Academic and Student Affairs;
 - (ii) The Faculty's Dean;
 - (iii) The Faculty's Registrar.
- 5.03** Eligibility
 - 5.03.01 All Full-Time and Part-Time Members and only Members at the Faculty are eligible to be elected to any voting position on the Association's Board of Directors with the Exception of the Vice-President External, First Year Classical Directors, and First Year Jazz Director.
 - 5.03.02 Only Full-Time Students at the Faculty are eligible to be elected to the position of Vice-President External.
 - 5.03.03 Only Full-Time and Part-Time Members who are in their first year of study at the Faculty of Music in a Classical program are eligible to be elected to the position of First Year Classical Director.
 - 5.03.04 Only Full-Time and Part-Time Members who are in their first year of study at the Faculty of Music in a Jazz program are eligible to be elected to the position of First Year Jazz Director.
- 5.04** Election
 - 5.04.01 The Directors, with the exception of the Vice-President External, shall be elected by and only by the Members.
 - 5.04.02 The Vice-President External shall be elected by and only by the Members who are Full-Time at the Faculty.
 - 5.04.03 Elections shall be conducted in accordance with the Association's Elections Code.
- 5.05** Term
 - 5.05.01 The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the 1st of May of the year in which they were elected immediately upon the dissolution of the previous year's Board of Directors and shall end the following April 30th.
- 5.06** Votes and Proxies
 - 5.06.01 Each Board Member shall have one (1) vote on each question to be decided by the Board.
 - 5.06.02 A Board Member (including Officers) may proxy their vote to any Member of the Association.

- 5.06.03 No member may hold more than two (2) votes at a meeting of the Board of Directors.
- 5.07** Indemnity
- 5.07.01 Every Board Member and his heirs, executors and administrators, and estate and effects, respectively shall be indemnified and saved harmless out of the funds of the Association, from and against:
- a) All costs, charges and expenses whatsoever that are sustained or incurred by the Board Member in or about any action, suit or proceeding that is brought, commenced and prosecuted against the Board Member for, or in any respect of, any act, deed, matter or thing whatsoever made, done or permitted by the Board Member, in or about the execution of the duties of the Board Member's office; and
 - b) All other costs, charges or expenses that resulted, were sustained or were incurred by the Board Member in, about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the Board Member's own willful neglect or default.
- 5.08** Vacancies
- 5.08.01 The office of a Director shall be vacated immediately:
- a) if the Director resigns office by written notice to the Executive Committee, which resignation shall be effective at the time it is received by the Executive Committee or at the time specified in the notice, whichever is later;
 - b) if the Director dies or becomes bankrupt;
 - c) if the Director is found to be incapable of managing property by a court or under Ontario law; or
 - d) if the Director is removed under Section 5.10.
- 5.09** Filling Vacancies
- 5.09.01 A vacancy on the Board shall be filled as follows:
- a) a quorum of Directors may fill a vacancy among the Directors;
 - b) if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call for an election to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
 - c) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
 - d) the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director.
- 5.10** Investigations and Removal from Office
- 5.10.01 During an investigation of a Director by the Code of Conduct Committee, University, or other authorities, the Board of Directors may, at its discretion, make special accommodations that can be used in order to protect

individuals and/or minimize disruption to the normal activities of the Association.

- 5.10.02 The grounds for removal shall be detailed in the Association's Policies and shall include the dereliction of duties by any Director or Officer as outlined in the Association's Bylaws or Policies.
- 5.10.03 No Board member may be removed from office except by a resolution of 2/3rds of Board members or by a referendum in which every Member of the Association is eligible to vote.
- 5.10.04 A referendum on removal shall be initiated if the Association receives, in its Head Office, a petition containing the names, signatures, and student numbers of at least five per-cent (5%) of Association's members.

5.11 Remuneration of Directors

- 5.11.01 The Directors, with the exception of the Officers, shall serve without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:
 - a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
 - b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Association in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - (i) considered reasonable by the Board;
 - (ii) compliant with the Association's Financial Policies; and
 - (iii) in compliance with the conflict of interest provisions of the Act.
 - c) Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Association is a charitable Association, unless the provisions of the Act and the law applicable to charitable Associations are complied with.

Section 6 - BOARD MEETINGS

6.01 Calling of Meetings

- 6.01.01 Regular Meetings of the Board of Directors may be called by the Chair, President, Executive Committee, or by request of one-half of the voting Directors at any time and any place on notice as required by this bylaw.
- 6.01.02 Emergency Meetings of the Board of Directors may be called by the Chair, President, Executive Committee, or by request of one-half of the voting Directors at any time and any place on notice as required by this bylaw.

6.02 Regular Meetings

- 6.02.01 The Board of Directors shall hold a meeting at least once a month during the Academic Year.
- 6.02.02 The Board may fix the place and time of regular board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.
- 6.02.03 Notice of Meetings
 - a) Notice of the time and place for the holding of a meeting of the Board

shall be given to every Director of the Association not less than seven (7) days before the date that the meeting is to be held via email or other electronic means.

- b) Notice of a meeting is not necessary if all of the Directors are present, and none object to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

6.02.04 Agenda

- a) The Vice-President Communications or Chair shall ensure that an agenda is circulated to every Director of the Association not less than five (5) days before the date that the meeting is to be held; and
- b) All motions submitted by a Member or Board Director to the Chair at least seven (7) days before a meeting of the Board of Directors shall be included on that agenda.

6.03 Emergency Meetings

6.03.01 Notice of Meetings

- a) Notice of the time and place for the holding of a meeting of the Board shall be given to every Director of the Association not less than two (2) days before the date that the meeting is to be held via email or other electronic means.
- b) Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

6.03.02 Agenda

- a) The Vice-President Communications or Chair shall ensure that an agenda is circulated to every Director of the Association not less than twelve (12) hours before the date and time that the meeting is to be held; and
- b) All motions submitted by a Member or Board Director to the Chair at least seven (7) days before an Emergency meeting of the Board of Directors shall be included on that agenda.

6.04 Transition Meeting

6.04.01 A meeting of the Board of Directors shall be called by the Executive Committee no later than thirty (30) days after the unofficial results of the election of the Directors have been released to Members. The transition meeting itself must take place no later than April 30th.

6.04.02 At such board meeting both incoming and outgoing directors shall be entitled to be present.

6.04.03 Part One:

- a) The agenda shall include:
 - (i) The ratification of election results of the incoming Directors.
- b) Only outgoing Directors shall be entitled to exercise votes on the ratification.

6.04.04 Part Two

- a) The agenda shall include:
 - (i) The appointment of the elected Officers;
 - (ii) The approval of the summer budget;
 - (iii) The ratification of the change of signing authorities;
 - (iv) The striking of the Budget Committee; and
 - (v) The striking of Course Unions.
 - b) Incoming Directors shall be entitled to exercise their votes only in connection with the appointment of the elected officers and the striking of the Budget Committee.
- 6.05** Meeting Procedure
 - 6.05.01 Subject to the letters patent and bylaws of the Association, the most recent edition of Robert's Rules of Order shall be the rules of order for all meetings of the Board.
- 6.06** Quorum
 - 6.06.01 Quorum for Regular Meetings of the Board of Directors held in the Academic Term shall be fifty per-cent (50%) of the voting members present.
 - 6.06.02 Quorum for Regular Meetings of the Board of Directors held in the Summer months shall be thirty per-cent (30%) of the voting members present.
 - 6.06.03 Quorum for Emergency Meetings of the Board of Directors shall be twenty-five per-cent (25%) of the voting members present.
 - 6.06.04 Quorum for Transition Meetings of the Board of Directors held in the Academic Term shall be fifty per-cent (50%) of the outgoing and fifty per-cent (50%) of the incoming Board of Directors.
 - 6.06.05 Proxy members shall not count towards quorum.
- 6.07** Open to Public
 - 6.07.01 All meetings of the Board shall be open to all members of the Association unless otherwise decided by a majority of the voting Directors present.
- 6.08** Rescission of Resolutions
 - 6.08.01 All resolutions passed by the Board shall remain in force until rescinded.
 - 6.08.02 Resolutions of the Board may be rescinded by a vote of the Directors present and voting using the same threshold required to enact it.
- 6.09** Votes to Govern
 - 6.09.01 Except as otherwise expressly provided in these bylaws, at all meetings of the Board, all questions shall be decided by a majority vote of the Directors present and voting, and in the case of an equality of voters, the resolution shall be deemed defeated.
 - 6.09.02 Questions of a procedural nature (including privilege) shall be determined by the most recent edition of Robert's Rules of Order.
- 6.10** Speaker and Secretary
 - 6.10.01 A Speaker selected in accordance with Section 14 of this bylaw shall act as Chair and preside at all meetings of the Board of Directors.
 - 6.10.02 In the absence of the Speaker, the President of the Association shall be chairperson of any meeting of the Board and if he or she is also absent or is unable or unwilling to act, the Directors present shall choose one of their number to be Chair.
 - 6.10.03 The Vice-President Communications of the Association shall act as

Secretary at any meeting of the Board, and, if the Secretary of the Association be absent, the Chair of the meeting shall appoint a person who need not be a Director to act as Secretary of the meeting.

- 6.11** Participation by Telephone or Other Communications Facilities
 - 6.11.01 A Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.
 - 6.11.02 A Director participating by such means is deemed to be present at that meeting.
- 6.12** Rules of Order
 - 6.12.01 The Board shall follow Robert's Rules of Order unless otherwise specified by the Association's Bylaws, Policies or special resolutions.
- 6.13** Speaking Rights
 - 6.13.01 Any Member or Honorary Member may attend, speak and move or second motions at meetings of the Board of Directors subject to the Rules of Order.
 - 6.13.02 Any Ex-Officio may attend and speak at meetings of the Board of Directors subject to the Rules of Order.
- 6.14** Records of the Association
 - 6.14.01 All financial records, budgets, audits, and committee, commission, course union, and Board minutes detailing the business of the Board of Directors shall be made available in the Head Office for inspection by any Member. Should a record be unavailable, the Vice-President Communications shall see that it be made available within five (5) business days of a request filed at the Head Office by any Member.

Section 7 - FINANCIAL

- 7.01** Budgets
 - 7.01.01 The Board of Directors shall approve two budgets each year, a Summer Budget approved by the incoming Board of Directors at the Transition Meeting, and a Fall Budget, approved by the Board of Directors no later than the first regular board meeting in October.
 - 7.01.02 The Board of Directors, and only the Board of Directors, shall have the unrestricted authority to amend a proposed budget prior to approval.
 - 7.01.03 Detailed budgeting procedures shall be laid out in the Association's Policies pertaining to financial matters.
 - 7.01.04 The Board of Directors shall have the authority, by a two-thirds resolution, to amend the Budget subsequent to its approval.
 - 7.01.05 The Board of Directors may only approve a deficit budget, either in the regular approval process or subsequently, by a resolution passed by a three-quarters majority of the votes cast.
- 7.02** Banking
 - 7.02.01 The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Association shall be placed for safekeeping.
- 7.03** Fiscal Year
 - 7.03.01 The financial year of the Association ends on April 30th in each year or on such other date as the Board may from time to time by resolution determine.

- 7.04** Signing Officers
- 7.04.01 The Signing Officers of the Association shall be the President, Vice-President Internal, Vice-President Communications, and Executive Director.
 - 7.04.02 Should the position of President, Vice-President Internal, Vice-President Communications, and/or Executive Director be vacant, the board may appoint another officer of the association as a Signing Officer until the vacant position(s) is/are filled.
 - 7.04.03 Two (2) Signing Officer's signatures shall be required for any expenditures of the Association's funds.

Section 8 - OFFICERS

8.01 Officers of the Association

- 8.01.01 The Officers of the Association shall be the President, the Vice-President Internal, the Vice-President Communications, the Vice-President External, the Vice-President Academic and the Vice-President Student Life.
- 8.01.02 In case of infirmity, death, resignation, or other form of ineligibility of an Officer other than the President:
 - a) The President shall assume said Officer's responsibilities;
 - b) If before the second academic semester of the Officer's term, an election for said Officer's position shall be held as early as possible, as described in Section 5.04;
 - c) If during the second academic semester of the Officer's term, or if no candidate(s) run for said Officer's position, a Board Member may be appointed to the position by resolution; and
 - d) all other Officers may be candidates to replace said Officer, by resigning from their positions.
- 8.01.03 In case of infirmity, death, resignation, or other form of ineligibility of the President:
 - a) The Vice-President Internal shall assume the President's responsibilities;
 - b) An election for President shall be held as early as possible, as described in Bylaw 5.04; and
 - c) All other Officers may be candidates to replace the President, by resigning from their positions.
- 8.01.04 Officers shall be official representatives of the Association, in the following order of precedence: President, Vice-President Internal, Vice-President Communications, Vice-President Academic, Vice-President External, and Vice-President Student Life.

8.02 Election and Term

- 8.02.01 The Officers shall be elected by and amongst the Members.
- 8.02.02 The term of office of the Officers (subject to the provisions, if any, of the articles) shall be from the 1st of May of the year in which they were elected following the ratification of their election at the Transition Meeting, and shall end the following April 30th or until their successors are elected or appointed.
- 8.02.03 Each Officer shall oversee Directors, as specified in Section 8.04.
- 8.02.04 Each Officer shall have such other duties as may be outlined in the Bylaws

or Policies.

8.03 Office Held at Board's Discretion

8.03.01 An Officer may only be recalled by a two-thirds vote at a General Meeting called for that purpose or by Special Resolution of the Board.

8.04 Duties

8.04.01 Officers shall be responsible for the duties assigned by the Board or in the Association's Bylaws and Policies.

8.04.02 President

- a) The President shall be the Chief Executive Officer of the Association.
- b) The President must be at least eighteen (18) years of age.
- c) The President must be a full member as defined in Section 3.01 and 5.03.
- d) The President shall maintain the Seal of the Association.
- e) The President shall oversee the activities of the other five (5)

Officers:

- (i) Vice-President Internal
- (ii) Vice-President Communications
- (iii) Vice-President Academic
- (iv) Vice-President External
- (v) Vice-President Student Life
- f) The President shall be the official representative and spokesperson of the Association.
- g) The President shall serve as an Officer of the St. George Round Table, for as long as the Association remains a member division of the St. George Round Table.
- h) The President shall serve as an ex-officio member with a vote on all Committees and Commissions of the Association with the exception of the Code of Conduct Committee.
- i) The President, alongside the Vice-President External, shall be responsible for all communication between the Association and organizations external to the University of Toronto.
- j) The President, alongside the Vice-President External, shall gather information required for the strategic development of the Association and implement new strategic programs.

8.04.03 Vice-President Internal

- a) The Vice-President Internal shall be the Chief Financial Officer of the Association.
- b) The Vice-President Internal shall be the Chief Operating Officer of the Association.
- c) The Vice-President Internal shall be the Human Resources Officer of the Association.
- d) The Vice-President Internal shall be responsible for the preparation of budgets for Board of Director approval as specified in the Bylaws.
 - (i) Any amendment to a Board-approved Association budget must also be approved by the Board of Directors.

- e) The Vice-President Internal shall be responsible for reporting the expenditures of the Association's funds in accordance with the budget approved by the Board of Directors.
- f) In accordance with the Corporation Act of Ontario, the Vice-President Internal shall be responsible for the keeping of all accounting records with respect to all financial and like transactions of the Association.
- g) Without derogating from Section 8.04.03 (g) the Vice-President Internal shall be responsible for the maintenance of records of:
 - (i) All sums of money received and disbursed by the Association and the matters with respect to which receipt and disbursement took place;
 - (ii) All sales and purchases of the Association;
 - (iii) The assets and liabilities of the Association;
 - (iv) All other transactions affecting the financial position of the Association; and
 - (v) Trademarks, copyrights, and other intellectual property.
- h) The Vice-President Internal shall be responsible for the security of the financial records of the Association.
- i) Vice-President Internal shall be responsible for the security of the Association's property and offices, and overseeing access thereto.
- j) The Vice-President Internal shall be responsible for operating and improving all business ventures and services that the Association provides to its members.

8.04.04 Vice-President Communications

- a) The Vice-President Communications shall act as Secretary of the Association.
- b) In accordance with the provisions of the Act, the Vice-President Communications shall be responsible for the maintenance of:
 - (i) A copy of the letters patent and any supplementary letters patent issued to the Association;
 - (ii) All Bylaws, Policies and Special Resolutions of the Association;
 - (iii) A register of all Members which shall include their names, addresses and phone numbers; and
 - (iv) All minutes and associated documents.
- c) The Vice-President Communications shall be responsible for all other duties assigned to Secretaries of Corporations under the Act.
- d) The Vice-President Communications shall, upon request by a member, make available to that member the full and correct version of any of the Association's non-confidential documents (e.g. bylaws, policies, special resolutions of Board, minutes and their associated documents) within ten (10) business days.
- e) The Vice-President Communications shall be responsible for submitting Notices of Change to the Ontario Ministry of Consumer and Business Services within fifteen (15) days of any change in

officer or director in the Association. The Vice-President Communications will be further responsible for keeping duplicates of these Notices on file in the Association's office in accordance with the Ontario Corporations Information Act.

- f) The Vice-President Communications shall maintain the Association's website, social media accounts and weekly newsletter.
- g) The Vice-President Communications shall be responsible for communicating and overseeing the activities of the Association's Clubs.
- h) The Vice-President Communications shall oversee the activities of the three (3) First Year Representatives:
 - (i) Two (2) First Year Classical Representatives; and
 - (ii) One (1) First Year Jazz Representative.

8.04.05 Vice-President Academic

- a) The Vice-President Academic shall represent Members' interests with regards to their academic and professional development.
- b) The Vice-President Academic shall be responsible for maintaining and disseminating information on the academic regulations and procedures of the Faculty and University.
- c) The Vice-President Academic shall be responsible for operating and improving academic services that the Association provides to its Members.
- d) The Vice-President Academic shall be responsible for communicating and overseeing the activities of the Association's Course Unions.
- e) The Vice-President Academic shall oversee the activities of the nine (9) Program Representatives:
 - (i) One (1) Comprehensive Director;
 - (ii) One (1) History and Culture Director;
 - (iii) One (1) Jazz Director;
 - (iv) Two (2) Music Education Directors;
 - (v) One (1) Opera Director;
 - (vi) Two (2) Performance Directors; and
 - (vii) One (1) Theory and Composition Director.

8.04.06 Vice-President External

- a) The Vice-President External shall represent the Association and its members at provincial and national conferences.
- b) The Vice-President External shall be responsible for all communication between the Association and organizations external to the University of Toronto.
- c) The Vice-President External shall gather information required for the strategic development of the Association and implement new strategic programs.
- d) The Vice-President External shall be the Faculty of Music Director on the University of Toronto Students' Union (UTSU) Board of Directors.
- e) The Vice-President External shall be the Association's Representative

to the St. George Round Table (SGRT).

- f) The Vice-President External shall be the Association's Representative to the Association of Part-time Undergraduate Students (APUS).

8.04.07 Vice-President Student Life

- a) The Vice-President Student Life is responsible for the social and cultural well-being of the Association's Members.
- b) The Vice-President Student Life shall be responsible for outreach and social activities as specified in the Bylaws and Policies.
- c) The Vice-President Student Life shall be responsible for operating and improving social services that the Association provides to its Members.
- d) The Vice-President Student Life shall oversee the activities of the seven (7) Commissioners:
 - (i) Two (2) Commuter Directors;
 - (ii) One (1) Equity and Accessibly Director;
 - (iii) Two (2) Social Activity Directors; and
 - (iv) Two (2) Sports Directors.

8.05 Remuneration of Officers

8.05.01 Officers shall serve as such without remuneration unless the remuneration has first been approved by the Board of Directors and then codified the Association's Policies.

8.05.02 Notwithstanding 8.05.01, no Officer shall directly or indirectly receive any profit from occupying the position of Officer; provided that:

- a) Officers may be reimbursed for reasonable expenses they incur in the performance of their Officers' duties;
- b) Officers may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Association in their capacity other than as Officers, provided that the amount of any such remuneration or reimbursement is:
 - (i) considered reasonable by the Board;
 - (ii) compliant with the Association's Financial Policies; and
 - (iii) in compliance with the conflict of interest provisions of the Act.
- c) Notwithstanding the foregoing, no Officer shall be entitled to any remuneration for services as an Officer or in other capacity if the Association is a charitable Association, unless the provisions of the Act and the law applicable to charitable Associations are complied with.

Section 9 - CHAIR

9.01 Duties of the Chair

9.01.01 The Chair shall perform the duties described in sections 6.01, 6.10 and 12.05 and such other duties as may be required by law or as the Board may determine from time to time.

Section 10 - INDEMNITY AND INSURANCE

10.01 Indemnity of Directors, employees, and appointed agents

- 10.01.01 The Association may from time to time indemnify and save harmless all Directors, employees, and appointed agents and their heirs, executors, administrators, and other legal personal representatives from and against:
 - a) any liability and all costs and expenses that they sustain or incur in respect of any action, suit or proceeding that is proposed or commenced against them for or in respect of anything done or permitted by them in respect of the execution of their duties; and
 - b) all costs, charges and expenses that they sustain or incur in respect of the affairs of the Association.
- 10.01.02 The Association shall not indemnify Directors, employees, and appointed agents of any liability, costs, charges or expenses that they sustain or incur in or about any action, suit, or other proceeding as a result of which they are adjudged to be in breach of any duty or responsibility imposed upon them under the laws of the Government of Ontario or under any other statute, unless, in an action brought against them in their capacity as Directors, employees, or appointed agents they have achieved complete or substantial success as a defendant.

10.02 Insurance

- 10.02.01 The Association may buy and maintain such insurance for the benefit of Directors, employees, and appointed agents as the Association may from time to time determine.

Section 11 - CONFLICT OF INTEREST

11.01 Conflict of Interest

- 11.01.01 A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Association shall make the disclosure required by the Act.
- 11.01.02 Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.
- 11.01.03 No Directors who is in a conflict of interest with regard to any monetary motion may vote on such a motion.

11.02 Grounds for Dismissal

- 11.02.01 Violation of this Section is grounds for removal of a Board member in accordance with Section 5.10.

Section 12 - MEMBERS' MEETINGS

12.01 Annual Meeting

- 12.01.01 Each year the Association shall hold an Annual General Meeting on a time and day to be determined by the Board of Directors.
- 12.01.02 The meeting shall be held no later than fifteen (15) months after the preceding annual meeting, as required by Section 52 the Act.
- 12.01.03 The meeting shall be held at such a location, determined by the Executive Committee, on or in the vicinity of the St. George Campus of the University.
- 12.01.04 Powers
 - a) Any Member, upon request, shall be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved

financial statements, auditor's report or review engagement report and other financial information required by the Bylaws or articles.

- b) The business transacted at the annual meeting shall include:
 - (i) receipt of the agenda;
 - (ii) receipt of the minutes of the previous annual and subsequent special meetings;
 - (iii) consideration of the financial statements;
 - (iv) report of the auditor or person who has been appointed to conduct a review engagement;
 - (v) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year; and
 - (vi) such other or special business as may be set out in the notice of meeting.
- c) No other item of business shall be included on the agenda for the annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

12.02 Special Meetings

12.02.01 In addition to the Annual General Meeting, there may be any number of General Meetings of Members for any purpose connected with the affairs of the Association that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act.

12.02.02 General Meetings may only occur between September 1st and April 30th, and may be called in one of the following ways:

- a) By the President;
- b) By the Executive;
- c) By a simple majority resolution of the Board of Directors; or
- d) By written requisition of no fewer than ten per-cent (10%) of Association Members.
 - (i) The requisition shall include the names, student numbers, and signatures of the requisitionists, and shall be submitted to the Association's Head Office.
 - (ii) Upon due receipt of the requisition, the President shall, without derogating from Section 12.03.01, forthwith call a General Meeting to be held within thirty-one (31) days of the date received.

12.03 Notice

12.03.01 Subject to the Act, not less than ten (10) and not more than fifty (50) days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement.

12.03.02 Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.

- 12.03.03 Notice of each meeting must remind the Member of the right to vote by proxy.
- 12.04 Quorum**
- 12.04.01 A quorum for the transaction of business at a Members' meeting is 5% of the Members entitled to vote at the meeting, whether present in person or by proxy.
- 12.04.02 If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
- 12.05 Chair and Secretary of the Meeting**
- 12.05.01 The Speaker shall be the chair of the Board of Directors.
- 12.05.02 In the absence of the Speaker, the President of the Association shall be chairperson of any meeting of the Board and if he or she is also absent or is unable or unwilling to act, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.
- 12.05.03 The Vice-President Communications of the Association shall act as Secretary at any meeting of the Board, and, if the Secretary of the Association be absent, the Chair of the meeting shall appoint a person who need not be a Director to act as Secretary of the meeting.
- 12.06 Voting of Members**
- 12.06.01 Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the Bylaw provided that:
- a) each Member shall be entitled to one vote at any meeting;
 - b) votes shall be taken by a show of hands and proxy holder cards among all Members present and the chair of the meeting, if a Member, shall have a vote;
 - c) an abstention shall not be considered a vote cast;
 - d) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
 - e) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
 - f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- 12.07 Proxy**
- 12.07.01 All Members are entitled to vote by proxy at a General Meeting.
- 12.07.02 No person may carry more than five (5) proxies.
- 12.08 Persons Entitled to be Present**

- 12.08.01 The only persons entitled to attend a Members' meeting are the Members, the Directors, Ex-Officio Members of the Board, the auditors of the Association (or the person who has been appointed to conduct a review engagement, if any), legal counsel, and others who are entitled or required under any provision of the Act or the articles to be present at the meeting.
- 12.08.02 Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Section 13 - CLUBS, COMMISSIONS, COMMITTEES AND COURSE UNIONS

13.01 Clubs of the Association

- 13.01.01 The Association must maintain a policy and mechanism for the recognition of Faculty organizations.
- 13.01.02 The Association must maintain a policy and mechanism for the financing and financial reporting of recognized clubs.
- 13.01.03 The Association may elect to run referenda (levy fee or otherwise) on the behalf of recognized clubs.

13.02 Commissions of the Association

- 13.02.01 The Commissions of the Association are:
- a) Health and Wellness Commission
 - (i) The Health and Wellness Commission shall dedicate its resources to promoting and enabling physical and mental health and wellness amongst the membership at the Faculty.
 - (ii) The Health and Wellness Commission shall advocate for mental and physical health services at the Faculty and in the University Community.
 - (iii) The Health and Wellness Commission shall organize the intramural sports program at the Faculty.
 - (iv) The Health and Wellness Commission shall be chaired and overseen by the Sports Directors.
 - b) Student Life Commission
 - (i) The Student Life Commission shall focus its resources and be responsible for advocating and addressing student life issues at the Faculty.
 - (ii) The Student Life Commission shall conduct projects and events to enhance student life at the Faculty.
 - (iii) The Student Life Commission shall be chaired and overseen by the Social Activity Directors.
 - c) Commuter Commission
 - (i) The Commuter Commission shall focus its resources and be responsible for advocating and discussion related to issues faced by members who do not live on campus.
 - (ii) The Commuter Commission shall conduct projects and events to enhance the experience of off-campus members at the Faculty.

(iii) The Commuter Commission shall be chaired and overseen by the Commuter Directors.

d) Equity and Accessibility

(i) The Equity and Accessibility Commission shall focus its resources and be responsible for advocating campaigns and discussions related to ensuring the Faculty develops as an equitable and accessible space.

(ii) The Equity and Accessibility Commission shall ameliorate the status of women and minorities at the Faculty.

(iii) The Equity and Accessibility Commission shall implement projects and campaigns relating, but not limited to, accessibility of space, barriers to participation, racism, homophobia and other forms of discrimination affecting Members at and outside of the Faculty.

(iv) The Equity and Accessibility Commission shall be chaired and overseen by the Equity and Accessibility Director.

13.02.02 Commission Membership

a) All members of the Association have voting and speaking rights at all commission meetings.

13.02.03 Commission Procedures

a) Notice of meetings shall be given not less than seventy-two (72) hours prior to the start of the meeting.

b) All commissions shall meet at least twice a semester, or provide alternative means for Members to engage with their mandate.

c) Every member has one vote and cannot proxy.

d) A member may be asked to leave if they knowingly violate the Association's policies.

e) Quorum is four (4) members of the commission.

f) Commissions have the right to strike working groups and sub-committees to assist with the work of the Commission.

g) All resolutions of the Commissions must be ratified by the Board of Directors.

13.03 Committees of the Association

13.03.01 All Committees shall adhere to the Association's Bylaws and Policies.

13.03.02 The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors with exception of those powers set out in the Act that are not permitted to be delegated.

13.03.03 Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee.

13.03.04 The Board may dissolve any committee by resolution at any time.

13.03.05 Standing Committees of the Association shall be as follows:

a) Budget

(i) The Budget Committee shall assist with budget

- preparation in accordance with the policies and procedures governing budget preparations.
- (ii) The Budget Committee shall oversee Orientation budget.
 - (iii) The Budget Committee shall oversee disbursements to the Association's recognized clubs.
- b) Elections and Referenda
- (i) The Elections and Referenda Committee shall oversee the elections and referenda.
 - (ii) The Elections and Referenda Committee shall review the Elections Code and Charter for Referenda governing elections and referenda and recommend any changes to the Board of Directors.
 - (iii) The Elections and Referenda Committee shall schedule election dates, subject to the approval of the Board of Directors.
 - (iv) The Elections and Referenda Committee shall hire election officials, the Chief Returning Officer, and polling clerks.
- c) Policy and Procedures
- (i) The Policy and Procedures Committee shall propose amendments to policies, procedures, and bylaws.
 - (ii) The Policy and Procedures Committee shall ensure that any unwritten policy or procedure commonly utilized by the Association be proposed in the form of a written policy. These policies or procedures shall be presented to the Board of Directors for approval.
 - (iii) The Policy and Procedures Committee shall ensure that the policy and procedure manual is updated and complete.
 - (iv) All policies and procedures must be submitted to the Committee for review before approval by the Board of Directors.
- d) Organizational Development and Services
- (i) The Organizational Development and Services Committee shall review and administer all services of the Association.
 - (ii) The Organizational Development and Services Committee shall propose short and long-term planning for services of the Association.
 - (iii) The Organizational Development and Services Committee shall recognize, withdraw recognition, assist, or otherwise deal with the Association's recognized clubs.
- e) Code of Conduct Committee
- (i) The Code of Conduct Committee shall investigate charges of misconduct or dereliction of duty of a Board Member or Officer and recommend disciplinary action to the Board of Directors.
 - (ii) An Officer may not hold a seat on this committee or interfere in the proceedings of this committee.

- (iii) If the committee receives a complaint implicating a Director actively serving on the committee, that Director must recuse themselves from the committee immediately and the remaining directors must appoint a replacement.
- f) Executive Committee
 - (i) The Executive Committee shall carry out all decisions of the Board of Directors and shall have the powers and duties as are prescribed in the Bylaws or as delegated by the Board of Directors.
 - (ii) Between meetings of the Board of Directors and its Commissions, Committees and Course Unions, the governance and management of the Association are vested in the members of the Executive Committee, subject to direction from, accountability to, review by, and approval of the Board of Directors.
 - (iii) All Officers sit on the Executive Committee.
- g) Bursaries, Grants and Awards Committee
 - (i) The Bursaries, Grants and Awards Committee shall oversee the Bursaries program.
 - (ii) The Bursaries, Grants and Awards Committee shall oversee the Grants program.
 - (iii) The Bursaries, Grants and Awards Committee shall oversee the Awards program.
 - (iv) The Bursaries, Grants and Awards Committee shall ensure the fair distribution of the funds as allocated in the Associations budget.

13.03.06 Committee Membership

- a) Members of the Board of Directors shall be elected (by ranked ballot) at a Board of Directors meeting by the Directors to serve on the Committees.

13.03.07 Committee Procedures

- a) Committees shall meet when and where they choose as necessary to fulfil their mandate as stipulated in the Association's Bylaws and Policies.
- b) Notice of meeting shall be given not less than forty-eight (48) hours before the start of the meeting.
- c) Quorum is four (4) members and proxies count for quorum.
- d) Members may carry no more than two (2) proxies.
- e) Procedures and timelines for striking committees shall be delineated in the Association's Policies.
- f) The Board of Directors reserves the right to strike Ad Hoc Committees, as it deems necessary. Ad Hoc Committees are committees established by the Board of Directors to fulfill a specific mandate in a finite period of time.

13.04 Course Unions of the Association

- 13.04.01 All Course Unions shall adhere to the Association's Policies.

13.04.02 The Course Unions of the Association shall be as follows:

a) History and Culture

- (i) The History and Culture Course Union shall advocate for issues facing students enrolled in courses with the following codes:
 - (i) HMU or MUS equivalent.
- (ii) The History and Culture Course Union shall advocate for issues facing students enrolled in the following programs:
 - (i) History & Theory.
- (iii) The History and Culture Course Union shall run events and recommend services for History and Culture students.
- (iv) The History and Culture Course Union shall be chaired by the History and Culture Director.

b) Theory and Composition

- (i) The Theory and Composition Course Union shall advocate for issues facing students enrolled in courses with the following codes:
 - (i) TMU or MUS equivalent.
- (ii) The Theory and Composition Course Union shall advocate for issues facing students enrolled in the following programs:
 - (i) History & Theory; and
 - (ii) Composition.
- (iii) The Theory and Composition Course Union shall run events and recommend services for Theory and Composition students.
- (iv) The Theory and Composition Course Union shall be chaired by the Theory and Composition Director.

c) Jazz

- (i) The Jazz Course Union shall advocate for issues facing students enrolled in courses with the following codes:
 - (i) JMU.
- (ii) The Jazz Course Union shall advocate for issues facing students enrolled in the following programs:
 - (i) Jazz Performance;
 - (ii) Jazz Music Education; and
 - (iii) Jazz Comprehensive.
- (iii) The Jazz Course Union shall run events and recommend services for Jazz students.
- (iv) The Jazz Course Union shall be chaired by the Jazz Director.

d) Music Education

- (i) The Music Education Course Union shall advocate for issues facing students enrolled in courses with the following codes:
 - (i) EMU.

- (ii) The Music Education Course Union shall advocate for issues facing students enrolled in the following programs:
 - (i) Music Education; and
 - (ii) Concurrent programs with the Ontario Institute for Studies in Education.
- (iii) The Music Education Course Union shall run events and recommend services for Music Education students.
- (iv) The Music Education Course Union shall be co-chaired by the Music Education Directors.

e) Performance

- (i) The Performance Course Union shall advocate for issues facing students enrolled in courses with the following codes:
 - (i) PMU; and
 - (ii) WME.
- (ii) The Performance Course Union shall advocate for issues facing students enrolled in the following programs:
 - (i) Advanced Certificates in Performance;
 - (ii) Artists Diploma;
 - (iii) Opera; and
 - (iv) Performance.
- (iii) The Performance Course Union shall run events and recommend services for Performance students.
- (iv) The Performance Course Union shall be co-chaired by the Performance Directors and the Opera Director.

f) Comprehensive

- (i) The Comprehensive Course Union shall advocate for issues facing students enrolled in courses with the following codes:
 - (i) MMU; and
 - (ii) SMU.
- (ii) The Comprehensive Course Union shall advocate for issues facing students enrolled in the following programs:
 - (i) Classical Comprehensive.
- (iii) The Comprehensive Course Union shall run events and recommend services for Comprehensive students.
- (iv) The Comprehensive Course Union shall be chaired by the Comprehensive Director.

13.04.03 Course Union Membership

- a) Membership in a Course Union shall consist of those students, members of the Association or not, who are registered in at least one (1) course with the respective course code, or enrolled in a program (minor, major, or specialist) in the department or program which the Course Union represents.

13.04.04 Course Unions Procedures

- a) Course Unions must meet at least twice each semester, or provide

- alternative means for Members to engage with their mandate.
 - b) Notice of meeting shall be given not less than forty-eight hours (48) before the start of the meeting.
 - c) Quorum is eight (8) members and proxies count for quorum.
 - d) Members may carry no more than two (2) proxies.
 - e) Course Unions shall be struck at the Transition Meeting.
 - f) A Divisional representative shall act as a coordinator and (co-)chair for each Course Unions based on their designation.
- 13.05** All Commissions, Committees and Course Unions of the Association shall conduct all decisions made by the Board of Directors and seek approval from the Board of Directors on all matters.
- 13.06** Ratification of Resolutions
- 13.06.01 No resolution of a Commission, Committee or Course Union shall take force until it is ratified by the Board.

Section 14 - HIRING

- 14.01** Statement of Equity
- 14.01.01 A fair and equitable hiring process contributes to the Faculty of Music community by permitting all Members to apply for and to receive equal consideration for all contracted positions within the Association.
- 14.01.02 A fair and equitable hiring process shall also be utilized for all part-time or full-time positions intended for non-members.
- 14.02** Exclusions
- 14.02.01 Due to the need for financial oversight, personal accountability, and checks-and-balances on the authority of individuals, the President and Vice-President Internal cannot serve during their term of office in any position outlined in 14.03.02 with the exception of Speaker.
- 14.03** Hired Positions
- 14.03.01 There shall be a detailed Hiring Policy in the Association's Policy and Procedures Manual pertaining to the hiring of employees.
- 14.03.02 Each year, the Association shall hire: Orientation Co-Chairs, Orientation Executives and a Chief Returning Officer. Any additional hired positions shall be established in the Association Policies.
- 14.03.03 A Hiring Committee shall be struck to:
- a) Interview candidates;
 - b) Recommend to the Board of Directors candidates to be hired for the positions outlined in 14.03.02 or those outlined in the Association's Policies; and
 - c) Ensure that hiring is done equitably and in compliance with the Association's Bylaws and Policies as well as the Act and any Provincial or Federal Laws.
- 14.03.04 The composition of all hired committees, save those specified otherwise by the Association's Bylaws or Policies, shall be as follows:
- a) Voting:
 - (i) Vice-President Internal (Chair);
 - (ii) President;
 - (iii) One (1) additional Officer; and

- (iv) Two (2) Directors of the Board.
- b) Non-Voting
 - (i) Vice-President Communications (clerk).

Section 15 - NOTICES

15.01 Service

15.01.01 Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Association and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

15.02 Computation of Time

15.02.01 Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

15.03 Error or Omission in Giving Notice

15.03.01 No error or accidental omission in giving notice of any board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Section 16 - AMENDMENT, BYLAWS AND POLICIES

16.01 Order of Precedence

16.01.01 There shall be three levels of documents specifying the organization of the Association;

- a) a. Bylaw 1 (Constitution);
- b) b. Other Bylaws; and
- c) c. Policies.

16.02 Bylaw 1 (The Constitution of the Faculty of Music Undergraduate Association)

16.02.01 Bylaw 1 shall specify the fundamental organization of the Association.

16.02.02 Bylaw 1 may only be amended by:

- a) A two-thirds vote at a General Meeting; or
- b) A two-thirds vote at the Board of Directors Meeting with ratification by a two-thirds vote at:
 - (i) A General Meeting called for that purpose; or
 - (ii) The next Annual General Meeting.
- c) If such approval has not occurred by the next Annual General Meeting, the amendment is struck down and neither it nor any substantially similar amendment, may be proposed at a meeting of the Board of Directors for one year following the date of the Annual General Meeting.

- 16.02.03 Any amendment, repeal, or re-enactment of Section 3 (Membership) shall be effective only upon the approval thereof by the Governing Council.
- 16.03 Other Bylaws**
- 16.03.01 Other Bylaws shall:
- a) Provide additional order to the organization specified in Bylaw 1; and/or
 - b) Specify the organization of other areas of the Association.
- 16.03.02 Other Bylaws may only be passed, repealed, or amended by:
- a) A two-thirds vote at a General Meeting; or
 - b) A two-thirds vote at the Board of Directors Meeting with ratification by a two-thirds vote at:
 - (i) A General Meeting called for that purpose; or
 - (ii) The next Annual General Meeting.
 - c) If such approval has not occurred by the next Annual General Meeting, the amendment is struck down and neither it nor any substantially similar amendment, may be proposed at a meeting of the Board of Directors for one year following the date of the Annual General Meeting.
- 16.04 Policies**
- 16.04.01 Policies shall:
- a) Describe details of the functioning of the Association; and
 - b) Provide continuity in the Association.
- 16.04.02 Policies may only be passed, repealed, or amended by a majority vote of:
- a) A General Meeting;
 - b) A meeting of the Board of Directors; or
 - c) A meeting of the Executive Committee.
- 16.04.03 When a policy is passed, repealed, or amended, it shall be noted which governing body of the Association did so (i.e., a General Meeting, Board of Directors, or the Executive Committee).
- 16.04.04 A notice shall be given to all the Board of Directors when a policy is repealed, reinstated, or amended by the Executive Committee.
- 16.04.05 Policies passed, repealed, or amended at a General Meeting may only be repealed, re-instated, or amended at another General Meeting for a period of one year.
- 16.04.06 Policies passed, repealed, or amended at a meeting of the Board of Directors may only be repealed, re-instated, or amended at another meeting of the Board or a General Meeting for a period of one year.
- 16.04.07 Policies passed, repealed, or amended at a meeting of the Executive Committee may be repealed, amended, or re-instated at another meeting of the Executive Committee, a Board of Directors meeting, or a General Meeting for a period of one year.
- 16.04.08 One year after a policy has been passed, repealed, or amended, it may again be amended or repealed by any body outlined in 16.04.02.

Enacted February 20th 2016.

Amended January 8th, 2017.