

Constitution (By-Laws) No. 9.0

A Constitution relating generally to the conduct of the affairs of Regenesi Toronto (University of Toronto), a non-profit organization incorporated under the *Canada Not-for-profit Corporations Act*. These by-laws are based on the model by-laws provided by the Government of Canada for non-profit organizations.

I. Interpretation and Definitions

1. The headings used in this By-Law are inserted for reference purposes only and are not to be considered or taken into account in constructing the terms or provisions or to explain the effect of any such terms or provisions.
2. In these by-laws and in all other by-laws and resolutions of the Organization hereafter passed unless the context otherwise requires:
 - a) words importing the singular number or the masculine gender shall include the plural number or the feminine gender as the case may be, and vice versa;
 - b) "Board of Directors" and "Board" mean the Board of Directors of the Organization;
 - c) "Director" means a member of the Board of Directors;
 - d) "Organization" means Regenesi Toronto;
 - e) "By-Laws" means this By-Law and all other By-Laws of the Organization;
 - f) "Letters Patent" means the Letters Patent and any Supplementary Letters Patent;
 - g) "Working days" are days other than Saturday, Sunday and statutory holidays in the province of Ontario;
 - h) The "Act" means the *Canada Not-for-profit Corporations Act*, that may be substituted for it, as from time to time amended, and in the case of such amendment or substitution, any reference to the Act in the By-Laws of The Organization shall be read as referring to the amended or substituted provision thereof;
 - i) "Chapter" means a campus-based subcommittee of Regenesi Toronto. There are currently three chapters of Regenesi Toronto: one based at the St George campus, one at the Scarborough campus, and one at the Mississauga campus; in addition, to UTERN (University of Toronto

Environmental Resource Network), which is an arm's-length independent committee that is supported by Regenesis Toronto.

II. Official Name

3. The official name of the Organization referred to in these by-laws is Regenesis Toronto, which may also hereinafter be referred to as the Organization.
4. Regenesis Toronto may be referred to by the acronym Regenesis UofT.

III. Purpose

5. The charitable purposes of Regenesis Toronto will be:
 - a. To establish and maintain the organization in perpetuity;
 - b. To promote, enhance and facilitate sustainable ways of living that are harmonious with the environmental and other living creatures.
 - c. To challenge dominant ways of thinking that harm the environment through education and organizing to facilitate alternatives (e.g. free stores, community agriculture, etc.).
 - d. To maintain the organization as one that is non-partisan (i.e. not supporting any political parties), and non-dogmatic (i.e. not supporting any particular ideology).
 - e. Establishing, designing, providing, promoting, educating, operating, addressing, maintaining, assisting, researching or supporting a broad range of environmental and related causes, including sustainable food production, reducing and preventing waste, healthy and sustainable lifestyles, sustainable transportation, conservation, biodiversity, habitat restoration, etc.
 - f. To facilitate UTERN (University of Toronto Environmental Network) as an arms-length independent decision-making body providing funds to environmental projects and facilitating networking and shared promotions.
 - g. To support growing the movement by participating in education and networking opportunities of Regenesis Canada and mentoring emerging chapters, as we grow a national movement that has the resources and capabilities to challenge dominant modes of production, relations and distribution, and promote critical thinking skills and education as a means to challenge groupthink and *capitalist realism* (i.e. widespread and false sense that speculative capitalism the only viable political and economic system,

and the near impossibility to even to even imagine a coherent alternative to it, as it relates crucially to the root causes of the environmental crisis.

- h. To establish and maintain permanent and other funds; and to disburse in accordance with the terms upon which any funds have been accepted including any capital and/or income therefore, to carry out the objects mentioned above;
 - i. To pursue such other activities, projects, programs, or studies as are necessary or desirable for furthering the foregoing objects of the Organization.
- 6. Our purposes will be additionally guided by our Letter Patents and Vision Charter.
 - 7. Through our purposes, Regenesi Toronto will enhance the educational, recreational, social, or cultural environment of the University of Toronto and the surrounding communities.

IV. University Relations

- 8. Regenesi will abide by all pertinent University of Toronto policies, procedures, and guidelines, whereas those policies don't conflict with Canadian law, the *Canada Not-for-profit Corporations Act* governing non-profit organizations, or any contractual obligations of the Organization. Where activities and projects take place at the University of Toronto, those activities and projects shall be subject to the values and policies of the University.

V. Regenesi Relations

- 9. Regenesi Toronto is the official affiliate of Regenesi Canada at the University of Toronto and in the surrounding communities.
- 10. All Regenesi Toronto members are entitled to membership with Regenesi Canada.
- 11. Regenesi Toronto agrees to abide by all policies and procedures of Regenesi Canada, including the conflict resolution and safe space policies and the Volunteer Code of Conduct.
- 12. All incoming executives shall sign an agreement to abide by the Regenesi Canada Code of Conduct, Mission Statement and our Constitution before taking

office.

VI. Head Office

13. The Board of Directors from time to time may determine the location of the head office of the Organization in the municipality in which it is situated pursuant to the Letters Patent incorporating the Organization and as from time to time changed under the provisions of the Act. The Organization may establish such other offices, agencies and sections as the Board, by resolution, may deem expedient or the business of the Organization may require.

VII. Membership

14. Levels of Membership

The Members of the Organization, via an amendment to the By-Laws, may prescribe such forms of application, for membership containing such terms, conditions and qualifications for membership as it shall deem appropriate in the circumstances and determine what rights of membership, including voting rights, shall attach to each class. Where there is only one level of members, each member in good standing shall have a right to vote at any annual, general or Special General Meeting.

15. The Organization shall have two levels of membership.

A "voting member" of the Organization shall be any person eighteen (18) of age or over who is a University of Toronto student who has fulfilled all requirements of this class of membership and has a genuine interest in the objectives of the Organization. Upon receipt of the membership package, the individual will officially be a member of the Organization. The President or equivalent for each chapter shall approve volunteer activities and keep records of the completion of anti-oppression training and volunteer hours completed. It is the duty of each individual member to report their hours and have it recorded and signed by their chapter's President or equivalent, and to sign-in at the anti-oppression training session they attend. Membership lists shall be maintained by each chapter's Secretary or equivalent, and provided to the Board upon request. It is the responsibility of the Board of Directors and HR Director or equivalent to inform all prospective and new members of their rights and responsibilities as a member. Should a dispute occur regarding the membership of an individual, it will be investigated, mediated, and/or resolved by their chapter's President or equivalent. The member can appeal the decision of their chapter's President to the board of Directors. That decision can be appealed to a

General Members' Meeting.

A "non-voting member" of the Organization shall be any person eighteen (18) or age or over who is a University of Toronto alumni, staff member, retired staff member, or member of the wider community that has established connections with the University of Toronto and who has fulfilled all requirements of this class of membership and has a genuine interest in the objectives of the Organization. Upon receipt of the membership package, the individual will officially be a member of the Organization. The President or equivalent for each chapter shall approve volunteer activities and keep records of the completion of anti-oppression training and volunteer hours completed. It is the duty of each individual member to report their hours and have it recorded and signed by their chapter's President or equivalent, and to sign-in at the anti-oppression training session they attend. Membership lists shall be maintained by each chapter's Secretary or equivalent, and provided to the Board upon request. It is the responsibility of the Board of Directors and HR Director or equivalent to inform all prospective and new members of their rights and responsibilities as a member. Should a dispute occur regarding the membership of an individual, it will be investigated, mediated, and/or resolved by their chapter's President or equivalent. The member can appeal the decision of their chapter's President to the board of Directors. That decision can be appealed to a General Members' Meeting.

16. Every member shall be affiliated with a Campus

Every member of Regenesi Toronto shall, as part of their membership package, specify the campus they wish to affiliate. Members will be responsible for attending regular campus meetings, and participating in events organized at their campus.

17. Membership Year

The membership year of the Organization shall be from May 1st to April 30th. Membership will expire on April 30th at 11:59 PM annually unless the member indicates his or her intention to renew the membership via email to the HR Director or equivalent.

18. Rights of Membership

Each member in good standing shall be considered to be a voting member and entitled to one (1) vote on each question (motion) arising at the Annual General Meeting, general membership meeting, special membership meetings, and

meetings of the chapter with which they are affiliated, at which they are personally in attendance.

19. Responsibilities of Membership

a) Membership Fee

The Membership fee shall be the levy fee established in conjunction with the applicable student union (i.e. University of Toronto Graduate Students' Union, University of Toronto Students' Union, Scarborough Campus Students' Union, University of Toronto Mississauga Students' Union, Association of Part-Time Undergraduate Students). Those who opt-out of said levy fee are not considered members.

b) Meeting Attendance

In addition to any other responsibilities defined in this document, each member of Regenesis Toronto is responsible for attending 75% of the regularly scheduled chapter meetings that are held regularly throughout the year. Chapters are responsible for tracking attendance, and any member who fails to attend 75% of a chapter's regularly scheduled meetings during a term may be subject to disciplinary conditions up to and including revoking their membership. Instances of missed meetings where a member gave a reason for their absence in advance, and the reason for their absence was recognized and excused during the meeting, do not count towards this tally.

20. Agreements and waivers

- a) All those interested in membership must request and complete a membership application, including signing a membership agreeing to abiding by the vision charter and policies of the Organization and its parent Organization, Regenesis Canada.
- b) All those seeking to become members of the Organization shall be required to sign a release of liability waiver of all possible claims against the Organization before becoming a member and receiving the designated class of membership.
- c) It is acknowledged that any work done for the Organization, volunteer or paid, shall be deemed property of the Organization and he/she having done such work will acknowledge that the aforementioned work has become the property of the Organization and he/she shall make no claim that it is his/her personal or intellectual property.
- d) All those seeking to become members of the Organization shall sign a confidentiality agreement agreeing to not publicize or release any documents, database information, meeting minutes or other such intellectual property of the

Organization to any person and/or group that is not privy to its contents.

IX. Member Obligations

21. Liability of Board of Directors

Members shall have no legal claim or rights against any member, Director, Officer, agent or employee of the Organization, or their heirs, executors and administrators, and estate and effects.

22. Liability for Debts Owed

Members who have resigned their membership or who have had their membership revoked remain liable for any and all outstanding debts owed by them to the Organization.

23. Non-Transferable

Membership is not transferable.

24. Resignation of Membership

Membership in the Organization ends if the member resigns as a member of the Organization by submitting his or her formal resignation in writing to the Organization. A member is presumed to have resigned if they do not renew their membership in accordance with these by-laws.

25. Revocation of Membership

A member shall cease to be a member upon,

- a) withdrawal in accordance with these by-laws;
- b) expiry of the term of membership without renewal for the term that immediately follows the expiring term;
- c) if the member is removed by the adoption of a resolution passed by a decision of the members at a General Members' Meeting or the Annual General Meeting. The HR Director shall formally review the status of membership of any member upon receiving a written complaint from any member, or at the behest of the Board. A member up for removal must be given notice of removal and have the right to defend their actions at a meeting of the members. The Board of Directors may temporarily revoke the membership of any member who has given just cause. The HR Director may

recommend that a member be disciplined, suspended or removed. A determination of cause shall be made by the HR Director and presented to the membership, in its absolute discretion, and may include, but shall not be limited to:

- i. A failure to maintain the goals and objectives of the Organization;
- ii. A conflict of interest with the Organization, as determined by the Board;
- iii. False or misleading representations;
- iv. Harassment, bullying or any other serious violation of the Safe Space Policy;
- v. Any breach of the by-laws or policies of the Organization, or any other written agreement or contract with the Organization.

26. Membership Restrictions

Should a member be removed for reasons outlined in Article 25, or have voluntarily resigned in writing for reasons outlined in Article 24, the individual will no longer be eligible for membership in the Organization.

X. Members' Meetings

27. Types of Meetings of the Members

a) Annual General Meeting

There shall be an Annual General Meeting of members of the Organization. The members shall set the date for the next Annual General Meeting at the previous year's Annual General Meeting. All efforts will be made to have the Annual General Meeting held during the Fall, Winter or Summer term of University of Toronto, outside of holidays, co-curricular week, reading week and the exam period. Should a change of date be necessary, the date can be changed by a fifty (50%) percent decision of present members at a Meeting of the Members. The Annual General Meeting shall be held on or before April 30th of each year. If the members have not scheduled an Annual General Meeting, the Board of Directors may schedule the Annual General Meeting. If the Board of Directors also fails to call an Annual General Meeting, the Regenesi Canada Board of Directors may call the Regenesi Toronto Annual General Meeting.

b) General Meetings

A General Meeting of the members of the Organization may be scheduled via resolution by fifty (50%) percent of present members at a Meeting of the Members. The members can also specify the location of the meeting in said resolution. If the Board feels that a General Members Meeting should be held, the Board of Directors may schedule a General Members Meeting.

c) Chapter Meetings

As most of the work of Regenesis Toronto is carried out by its 3 campus-based chapters, each of these chapters have regularly scheduled meetings, generally held bi-weekly. These meetings are organized and led by each chapter's team. Every member of Regenesis Toronto has the right and obligation to attend chapter meetings of the chapter to which their membership is affiliated. In special circumstances, Regenesis Toronto members may be invited to attend meetings of other campus-chapters. When attending meetings of a chapter to which they are not affiliated, Regenesis members do not have voting rights.

d) UTERN Meetings

UTERN (University of Toronto Environmental Resource Network) will maintain arms-length meetings to make independent decisions of providing funding to University of Toronto environmental projects and events; in addition to helping to facilitate networking, collaborations and promotions amongst UofT students and environmental groups.

e) Special General Meeting

A meeting of members may be requisitioned by a fifty (50%) percent of members via written or electronic petition. The petition may request a specific date or date range, time or time range, and desired location(s) for the meeting to be held at. Upon receipt of this requisition, the Board must call a Special General Meeting of the members within twenty-one (21) days.

28. Time and Location of Meetings

The annual or any other General Meeting of the members shall be held at the head office of the Organization, virtually or at any place within a 5km radius of a campus of the University of Toronto as the Members may determine and on such day as the said Members shall appoint.

29. Notice of Meetings

- a) Notice of General Meetings of the members shall be deemed to have been given when it has been sent by electronic means at least twenty-one (21) days prior to the meeting to each voting member in good standing.
- b) At least twenty-one (21) days' notice sent by electronic means, shall be given to each voting member in good standing for any Annual General Meeting of members.
- c) Each notice shall state the time, date and location of the meeting. Should circumstances require, the venue may be changed with notice.
- d) Any member, Director, Officer or auditor may waive any notice required to be given to them under any provision of the Act, the letters patent, the by-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.
- e) Any notice of special business must contain enough information to allow the members to make a reasoned decision.
- f) As required by the *Canada Not-for-profit Corporations Act*, financial statements shall be made available at the registered office or sent to members at least twenty-one (21) days prior to the Annual General Meeting.

30. Persons entitled to be present

The only persons entitled to attend a meeting of members shall be the members, Board of Directors, ex-officio (staff) Officers of the Organization or the Main Organization (Regenesis Canada), the auditors of the Organization, agents of the Organization and others who, although not entitled to vote, are entitled or required under any provision of the Act or the letter patent or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of, or at the discretion of the membership, through a majority decision of members present.

31. Omission of Notice / Error in Notice

No error or omission in giving notice of any annual or general members meeting or any adjourned meeting, whether annual or general, of the members of the Organization shall invalidate such meeting or make void any proceedings taken thereat and any member may, at any time, waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or members or by the auditor of the Organization shall not invalidate any resolution passed or any proceedings taken at any meeting of members or regular members. It is the responsibility of the Member, Director or

Officer to provide and update their email address with the Organization.

32. Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting, the date of the giving of the notice shall be included and the date of the meeting or another event for which notice is given shall be included.

33. Undelivered Notices

It shall be the responsibility of the member to inform the Organization in writing, correctly of his or her email address and any changes thereof. Members can request that notice be provided to more than one email address.

34. Conduct of Meetings

- a) At any meetings of the members, every question put forth shall be decided by consensus, wherever possible, except where the vote or consent of a greater number of members is required by the Act or these By-laws. Consensus shall be defined as: "a creative and dynamic way of reaching agreement between all members of a group. Instead of simply voting for an item and having the majority of the group getting their way, a group using consensus is committed to finding solutions that everyone actively supports, or, at least can live with."
- b) Where consensus cannot be achieved, a majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these By-laws. The Chairperson shall hold the discretion to determine when the achievement of consensus has been exhausted.
- c) Should voting be necessary, each voting member in good standing present at a meeting shall have the right to exercise one (1) vote.
- d) Each question put forth and brought to a vote shall be decided by a show of hands. Whenever a vote by a show of hands has been taken upon a question, a declaration by the Chairperson that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Organization is conclusive evidence of that fact without proof of the number or proportion of votes recorded in favour of or against the motion.

- e) At any Meeting of the Members, in the event there is a dispute about procedures, Bourinot's Rules of Order shall be accepted rules of order. The members may temporarily adopt the use of other rules of order at any Meeting of the Members by a unanimous decision of the members present.
- f) A Meeting of the Members may be adjourned by the Chairperson at any time. Any unfinished business from the adjourned meeting may be transacted at a rescheduled meeting.

35. Quorum

A quorum shall be achieved when ten percent of the members in good standing of the Organization are deemed to be present in person, or five (5) people, whichever is lower. Any Meeting of the Members at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Organization.

36. Chairperson for Meetings of the Members

At any Meeting of the Members, the Members will select a Chairperson from either the Membership, the Board of Directors, or the Agents of the Organization. The Chairperson shall have members' voting rights at all meetings if they are otherwise entitled to such rights.

37. Written Resolution in lieu of a meeting

As permitted under the *Canada Not-for-profit Corporations Act*, a written resolution signed by all members of the Organization shall be allowed in lieu of a members' meeting.

38. Conflict of Interest

The Board of Directors shall have the power to determine a conflict of interest and apply remedial actions, as guided by the Conflict of Interest Policy. A motion for removal of membership shall not constitute a conflict of interest. A motion to change or remove a class of membership shall not constitute a conflict of interest.

XI. Board of Directors

39. The property and business of the Organization shall be managed by a Board of Directors.

40. Eligibility

- a) Directors must be individuals who,
- i. Are 18 years of age or older, with power under law to contract.
 - ii. Is a member of good standing of the Organization.
 - iii. Is a current or recent student of University of Toronto. A recent student is defined as a student who has graduated or is on a leave of absence and who may stay on a Board for a period of up to twelve months after the school term they were last registered as a student, or;
 - iv. are put forward for candidacy by one of the chapters of Regenesi Toronto.
 - v. All candidates for the Board must have:
 - i. Completed twenty (20) hours of volunteer service in the past two years.
 - ii. Successfully completed anti-oppression training.

Anti-oppression training is defined as:

Training that addresses “the social and institutional inequalities that are constructed in our society. Integrated anti-oppression looks at the ways people can experience oppression and marginalization, and how those social locations intersect. This approach recognizes that individual contexts are different and that people’s lived realities are complex. It is integrated because it asks us to combine information and values from a range of people and sources in order to get a fuller, more inclusive result.

Integrated anti-oppression requires that people examine their own experiences and actions, and critically analyze social structures of power and privilege. It insists that the dominant group recognizes the power of its own social location(s) and how that power results in societal privilege and benefits to the exclusion of marginalized people.

This approach encourages us not to make assumptions about group identity. It emphasizes that people who share a group identity may or may not have similar characteristics and lived experiences. Integrated anti-oppression reminds us to unlearn what we thought

we knew and to think of and work with people as individuals.”

Anti-oppression training will be made available promptly to member(s) as needed or requested. Various student union and service organizations at the University of Toronto provide free anti-oppression training to student organizations on campus. Those who claim to have already taken anti-oppression training with another organization still have to complete anti-oppression training, unless proof of attendance can be provided and verified.

41. Elections and Appointments of Directors

Directors shall be elected by a majority vote of the membership at the Annual General Meeting for a term starting May 1st and ending April 30th of the following year, or until the next Annual General Meeting and elections take place. There shall be seven (7) Directors of Regenesi Toronto: two (2) representatives from the St. George campus, two (2) representatives from the Scarborough campus, two (2) representatives from the Mississauga campus, and one (1) graduate student representative (from any campus). The campus representatives can be undergraduate or graduate students from said campus.

- a) A CRO (Chief Returning Officer) shall be appointed by the Board of Directors, with an outgoing member of the Board of Director serving in the role.
- b) Nominations for Directors shall take place two weeks prior to the Annual General Meeting. Prior to the Annual General Meeting, each Regenesi Toronto campus committee will nominate two (2) candidates for the Board of Directors. The graduate representative will be nominated by the outgoing Board. The chapters are asked to select individuals who have shown leadership over the past year, and who intend to stay involved with the organization for at least the next 12 months.
- c) Candidates shall have the ability to provide a statement for inclusion in the agenda of the Annual General Meeting, and will be provided with three (3) minutes each to speak before elections take place.
- d) If any of the Regenesi Toronto campus committees has not nominated candidate(s) in advance of the Annual General Meeting, the chair will take nominations from the floor. The nominations must be made by the President or equivalent of that nominating body, and they may not make more than 2 nominations in the case of a chapter, or 1 nomination in the

case of a graduate student.

- e) If candidates are acclaimed, meaning no one else is running for the role, after the nomination of the candidates is completed, a simple "yes" or "no" motion will be put forward for each candidate. Candidates with a majority vote will take office as members of the Board of Directors. If any candidates fail to achieve a majority vote, the campus committee or equivalent of the group that nominated them may nominate an alternate or alternates, and the chair will call for a simple "yes" or "no" motion on each of the new candidates.
- f) If there are more candidates nominated than available roles, those candidates will be elected by secret ballot at the Annual General Meeting or Special General Meeting, by majority vote of the members present.
- g) The CRO will determine the voting eligibility of all present at the Annual General Meeting or Special General Meeting where an election will be taking place.

42. Terms of Office

Directors shall remain in office for a term of one (1) year, until the next Annual General Meeting is held, or until their resignation or removal. Members of the Board who fail to provide written or electronic regrets for two (2) consecutive Board meetings may have their Directorship terminated at the discretion of the Board. Members of the Board who fail to attend four (4) consecutive Board meetings may have their Directorship terminated at the discretion of the Board.

43. Composition of the Board

The Board of Directors shall consist of seven (7) Directors. The board shall encourage the nomination of candidates who have proven to possess the commitment and qualities to govern the organization.

44. Removal of Directors

The following rules shall apply to the termination of a Directorship prior to the end of the Director's life term in office.

- a) a Directorship shall be terminated and the Directorship shall be automatically vacated,
 - i. if the Director has resigned his or her office by delivering a signed letter

of resignation to the Secretary of the Organization.

- ii. If the Director fails to maintain their membership in the Organization in accordance with these by-laws.
 - iii. If, determined by a decision of the members at an General Members' Meeting or Annual General Meeting that a Director has failed to maintain the goals and objectives of the Organization, has made false or misleading representations, or for any serious breach of the by-laws or policies of the Organization, or any other written agreement or contract with the Organization.
- b) Where any vacancy shall occur for the Board of Directors, the Board of Directors shall appoint an interim director via resolution and hold an election at the next annual general meeting, or special members meeting. Where any vacancy shall occur for an Advisor member of the Board of Directors, the Board of Directors may appoint a replacement via resolution.

45. Suspension of Directors

The following rules shall apply to the temporary suspension of a Directorship.

- a) A Directorship shall be temporarily suspended if,
- i. If the Director is currently the object of a criminal investigation, pending the results of the investigation.
 - ii. If, determined by a unanimous decision of all other Directors present at a Board of Directors meeting, that a Director has failed to maintain the goals and objectives of the Organization, has made false or misleading representations, or for any serious breach of the by-laws or policies of the Organization, or any other written agreement or contract with the Organization.

46. Non-Remuneration

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his position as such, provided that a Director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing set forth in this paragraph shall disqualify any person who is a Director from bona fide engagement with the Organization or any affiliate or subsidiary of the Organization and receiving compensation thereof while still serving on the Board.

XII. Powers of Directors

47. The Directors of the Organization may administer the affairs of the Organization in all things and make or cause to be made for the Organization, in its name, and, generally may exercise all such other powers and do all such other acts and things as the Organization is by its charter or otherwise authorized to exercise and do;

48. Power to administer funds acquired through a student-levy

If any chapter, also known as a campus-based committee of Regenesis Toronto achieves a student levy, those funds will be administered by the board of Directors of Regenesis Toronto. Regenesis Toronto shall be the organization that receives the funds from the University or Student Union, and they shall be responsible for spending the funds on the basis of the mandate of the levy.

49. Power to Spend

The Board shall designate, by resolution, those Officers and other persons authorized with the power to authorize expenditures on behalf of the Organization;

50. Power to Appoint Agents

The Board shall designate, by resolution, those individuals who can serve as agents of the Organization, and be delegated powers, which from time to time, will be determined by the Board, in order to help operate the Organization;

51. Power to Accumulate

To accumulate from time to time part of the fund or funds of the Organization and income subject to any laws from time to time applicable;

52. Power to Create a Trust Fund

The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Organization in accordance with such terms as the Board of Directors may prescribe;

53. Power to Invest

To invest and reinvest the funds of the Organization in such manner as determined by the Directors, provided such investments are reasonable, prudent and sagacious under the circumstances, are in compliance with all law relating to the Organization

and do not constitute, either directly or indirectly, a conflict of interests;

54. Power to Receive Personal Property

To acquire by purchase, donation, legacy, gift, grant, bequest or otherwise, any personal property and to enter into and carry out any agreements, contracts or undertakings incidental thereto, and to sell, dispose of and convey the same, or any part thereof, as may be considered advisable;

55. Power to Hold and Dispose of Real Property

To acquire by purchase, lease, gift or otherwise, real property, and to hold such real property or interest therein necessary for the actual use and occupation of the Organization or for carrying on its undertakings, and, when no longer so necessary, to sell, dispose of and convey the same or any part thereof;

56. Power to Cooperate with any other Organizations and Legal Entities

To cooperate, liaise and contract with other organizations, institutions or agencies which carry on similar objects to that of the Organization;

57. Power to Issue Cheques

To draw, make, accept, endorse, execute and issue cheques and other negotiable or transferable instruments;

58. Power to Borrow

The Board of Directors is hereby authorized, from time to time:

- a) to borrow money upon the credit of the Organization, from University of Toronto , or a University-affiliated union, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board of Directors in its discretion may deem expedient;
- b) to limit or increase the amount to be borrowed;
- c) to issue or cause to be issued bonds, debentures or other securities of the Organization and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board of Directors;

59. Power to Receive Donations

The Board of Directors shall take such steps as they may deem requisite to enable the Organization to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Organization.

60. The Board shall designate, by resolution, those Officers and other persons authorized to transact the banking business, or any part thereof, of the Organization with credit unions, trust companies, or other financial depositories carrying on a banking business that the Board has designated as the Organization's bankers. Those Officers and other persons so designated shall have the authority to set out in the resolution including, unless otherwise restricted, the power to:

- a) Open and operate the Organization's accounts with a credit union;
- a) Make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange or orders for the payment of money of the Organization;
- b) Issue receipts for and orders relating to any property of the Organization;
- c) Execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- d) Authorize any Officer of the banker to do any act or thing on the Organization's behalf to facilitate the banking business.

XIII. Directors' Meetings

61. The timing, place, and frequency of meetings of the Board of Directors shall be determined by the Directors provided that,

a) Number of Meetings

There shall be at least one (1) meeting of the Board of Directors each year, however, attempts should be made to hold meetings on a monthly basis.

b) Scheduling of Meetings

The Board shall attempt to schedule all Board Meetings for the year at the first Board Meeting after the Annual General Meeting. Should a Board Meeting need to be rescheduled, the Secretary of the Board shall be responsible for scheduling the new meeting. The Secretary shall make an effort to schedule Board Meeting(s) so that it allows for the attendance of all Board Members, or if

failing that, allows for the attendance of most Board Members.

c) Notice to Directors

Where a meeting of the Board of Directors is to occur at a date, time and place for which notice has not previously been given, such notice shall be given to each Director, as follows,

- i. in the case of notice by electronic mail at least seven (7) days notice;
- ii. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Organization shall invalidate such meeting or make void any proceedings took thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

62. Conduct of Meetings

- a. At any Board meeting, every question put forth shall be decided by consensus, wherever possible, except where the vote or consent of a greater number of Board members is required by the Act or these By-laws. Consensus shall be defined as: "a creative and dynamic way of reaching agreement between all members of a group. Instead of simply voting for an item and having the majority of the group getting their way, a group using consensus is committed to finding solutions that everyone actively supports, or, at least can live with."
- b. Where consensus cannot be achieved, a majority of the votes cast by the Board members present and carrying voting rights shall determine the questions in meetings, except where the vote or consent of a greater number of Board members is required by the Act or these By-laws. The Chairperson shall hold the discretion to determine when the achievement of consensus has been exhausted.
- c. Each question put forth and brought to a vote shall be decided by a show of hands. For those attending via teleconference or other electronic means, the Chairperson shall ask each person by name for their vote. Whenever a vote by a show of hands has been taken upon a question, a declaration by the Chairperson that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Organization is conclusive evidence of that fact without proof of the number or proportion of votes recorded in favour of or against the

motion.

- d. At any Board meeting, in the event there is a dispute about procedures, Bourinot's Rules of Order shall be accepted rules of order. The Board may temporarily adopt the use of other rules of order at any Board meeting by a unanimous decision of the Directors present.
- e. A meeting of the Board may be adjourned by the Chairperson at any time. Any unfinished business from the adjourned meeting may be transacted at a rescheduled meeting.

63. Voting

Should voting be necessary, Directors present shall exercise one (1) vote at any Board of Directors meetings. The chairperson, if a Director, shall have voting rights at all meetings. Advisor Directors shall be non-voting members at all Board of Directors meetings.

64. Quorum

A quorum shall be achieved when three (3) Directors of the Organization are present, for a Board of Directors meeting. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion by or under the by-laws of the Organization.

65. Chairperson for Meetings of the Directors

At any meeting of the Directors, the Board members present will decide on a chairperson by a majority show of hands. The Board will select a Chairperson from either the Board of Directors or the Agents of the Organization. The Chairperson shall have members' voting rights at all meetings if they are otherwise entitled to such rights.

66. Conflict of Interest

The Board of Directors shall have the power to determine a conflict of interest and apply remedial actions, as guided by the Conflict of Interest Policy. A motion for removal of membership shall not constitute a conflict of interest. A motion to change or remove a class of membership shall not constitute a conflict of interest.

67. Persons entitled to be present

The only persons entitled to attend a meeting of Board of Directors shall be the members of the Organization, Board of Directors, the auditors of the Organization,

Advisor from Regenesys Canada, Faculty Advisors of the Organization, employees and agents of the Organization and others who, although not entitled to vote, are entitled or required under any provision of the Act or the letter patent or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of, or at the discretion of the Board, through a majority decision of Board members present. Should an in camera (private) item occur in the agenda, everyone except the Directors shall be asked to leave the room for the duration of the agenda item.

68. Deemed Present in Person

Where a meeting of the Board or of a Committee of the Board is held by teleconference or by other electronic means, a Director participating at such meeting by teleconference or by other electronic means shall be deemed, for the purposes of these By-Laws, to be present in person.

69. Electronic Attendance

- a) Any Board or Committee members must respond to any given meeting notice at least twenty-four (24) hours in advance of the meeting being held if they wish to request to attend via teleconference, speaker phone or online video or audio chat.
- b) All Board or Committee members must be provided equal access to attendance via teleconference, speaker phone or online video or audio chat.
- c) All Board or Committee members participating in the meeting must be able to adequately communicate with each other, as determined by the Chairperson.
- d) No technological error or failure occurring in any Board or Committee meeting of the Organization shall invalidate such meeting or make void any proceedings taken thereat and any member may, at any time, waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

XIV. Indemnities to Directors and Others

70. Every Director of the Organization and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Organization, from and against,

- a) all costs, charges, and expenses which such Director, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
- b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

XV. Officers

- 71. The Officers of the Organization shall be Co-Presidents, Secretary, and Treasurer. Officers must be members of the Organization and elected to serve on the Board of Directors. Officers may serve in more than one role.
- 72. The Officers of the Organization shall be appointed by a majority decision of the Board of Directors at such a time when a vacancy becomes available pursuant to these by-laws.
- 73. The Officers of the Organization shall hold office for one (1) year, until the next Annual General Meeting is held, or until their successor is appointed or elected in their stead.

XVI. Duties of Officers and Other Roles

- 74. The Co-Presidents shall have general charge and supervision of the business of the Organization, shall see that all orders, actions and resolutions of the Board of Directors are carried out, and shall have such other authority and shall perform such other duties as set forth in these Bylaws or, to the extent consistent with the Bylaws, such other authorities and duties as prescribed by the Board.
- 75. The Treasurer shall have the custody of the funds and securities of the Organization and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Organization in the books belonging to the Organization and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Organization in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. The Treasurer shall disburse the funds of the Organization as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Directors at the meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position,

of the Organization. The Treasurer shall also perform such other duties as may from time to time be directed by the Board of Directors.

76. The Secretary may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry out the affairs of the Organization generally under the supervision of the Officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary will be responsible for booking the location for all Board meetings. The Secretary will be responsible for creating the agenda for all Board meetings, and ensuring copies are available or sent out to those entitled to be present. The Secretary will prepare and send out copies of all Board minutes to all Board members, and will make available the minutes of all Members Meetings to all members of the Organization, within a reasonable time after the meeting. The Secretary shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he or she shall be. The Secretary shall be the custodian of the seal of the Organization, which he or she shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.
77. The Board will appoint one (1) to three (3) Faculty Advisors each year. Faculty Advisors shall be appointed by a vote of the Directors at the final Board Meeting before the Annual General Meeting. The Faculty Advisors shall act in an advisory capacity and shall have no decision-making or executive powers. They shall be appointed for a term starting May 1st and ending April 30th of the following year, or until the next Annual General Meeting. The Faculty Advisor(s) shall be must be individual who,
- i. Is a Faculty or Retired Faculty member of University of Toronto who is familiar with Regenesi Toronto and its work.
 - ii. Is not a current student of University of Toronto.
 - iii. Is a staff member of the University of Toronto Administration who is familiar with Regenesi Toronto and its work.
78. The Board shall appoint the Regenesi Canada HR Director as an agent of the Organization with the power to investigate and report back to the Board the results of the investigation, along with recommendations for remediation, regarding complaints against the Organization or any member of the Organization. They shall also act as a mediator between the parties involved. They shall be a non-voting ex-officio Officer of the Board of Directors, unless separately elected as a voting member of the Board. If also serving as a voting

member of the Board, the HR Director shall abstain on all votes directly related to matters they have investigated or mediated.

79. Public Relations

Only those Directors, Officers, or members of the Organization directly authorized by the Board, or authorized by an agent of the Organization with the power to grant such authority may make statements to the news media or public regarding the Organization.

XVII. Committees

80. The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors. The Directors shall determine the duties of such committees. Committee meetings will be conducted according to the by-laws set out for Directors' meetings unless otherwise noted in these by-laws.

XVIII. Executive Committee

81. The Board of Directors may not appoint an executive committee.

XIX. Campus Committees

82. Each campus of the University of Toronto shall form and maintain a committee to make decisions related to the activities of Regenesis Toronto at their respective campus. From the perspective of Regenesis Toronto, these chapters are campus-based committees of the organization. Day to day Regenesis activities will be carried out by the chapters, with the Regenesis Toronto board of Directors serving as the legal entity supporting them, as well as a point of consistent connection. The composition, roles and duties of these committees are to be determined by these committees. The representative(s) of each chapter appointed to the board shall serve as liaison between the chapters and the Regenesis Toronto board, and shall report regularly to the Regenesis Toronto board on the activities of their chapter. They will also report regularly to their chapter on the activities of the Regenesis Toronto board of Directors.

XX. UTERN Committee

83. UTERN (University of Toronto Environmental Resource Network) committee shall be governed by the UTERN Terms of Reference.

XXI. Signing Authority and Execution of Documents

84. With exception to any restrictions laid out in these by-laws, contracts, documents or any instruments in writing requiring the confirmation of the Organization shall be signed by the Signing Officers of the Organization, as determined by the Board. As previously approved via resolution or therein granted power, documents and instruments in writing so signed shall be binding upon the Organization without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the Organization to sign specific contracts, documents and instruments in writing.

The Directors may appoint Agents to act on behalf of the Organization. The Directors may give the Organization's power of attorney to any registered dealer in securities for the purposes of the transferring of and management of any stocks, bonds, and other securities of the Organization. The seal of the Organization, when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board of Directors.

XXII. Minutes of Board of Directors and Committees

85. The minutes of the Board of Directors or the minutes of any other Committee established by the Board shall be available to the Board of Directors, each of whom shall receive a copy of such minutes. Board minutes shall be made available to the members of the Organization in good standing.

XXIII. Financial Year

86. Unless otherwise ordered by the Board of Directors, the fiscal year end of the Organization shall be April 30th.

XXIV. Amendment and Adoption of By-Laws

87. The by-laws of the Organization not embodied in the letters patent may be repealed or amended by by-law, or a new by-law relating to the requirements of the *Canada Not-for-profit Corporations Act*, may be amended by an 80% decision in favour by the Members present at General Members' Meeting, Special General Members' Meeting or the Annual General Meeting, however the amended by-laws will not be adopted until Regenesi Canada has reviewed and approved the amended by-laws. The amended by-laws shall be submitted to the Board of Directors of Regenesi Canada for approval ideally in advance of any meetings, and if necessary will be sent back for further amendment to

ensure compliance with Canadian law and Regenesiis policies.

XXV. Audits and Review Engagements

88. If required by *Canada Not-for-profit Corporations Act*, the members will, at each annual meeting, appoint a public accountant to audit or conduct a review of the accounts and annual financial statements of the Organization and report to the members at the next annual meeting. As the *Canada Not-for-profit Corporations Act* permits, the members may, by a unanimous vote, decide not to appoint a public accountant. The public accountant shall hold office until the next annual meeting provided that the members may fill any casual vacancy in the office of the public accountant. The remuneration of the public accountant shall be fixed by the Board of Directors. The public accountant may not be a Director, Officer or employee of the Organization unless the unanimous consent of all members is achieved at a Members' Meeting.

XXVI. Books and Records

89. The Directors shall see that all necessary books and records of the Organization required by the by-laws of the Organization or by any applicable statute or law are regularly and properly kept, in collaboration with any Agents of the Organization given such powers to assist in said bookkeeping and recordkeeping.

XXVII. Rules and Regulations

90. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Organization as they deem expedient.

XXVIII. Distribution of Assets

91. Upon dissolution of the Organization and after the payment of all its debts and liabilities, its remaining property shall be distributed or disposed of to such non-profit organizations as may be determined by the Board and compliant with all Acts, including any Organization or association with objects similar to the objects of the Organization, with a preference to Regenesiis Canada or another Regenesiis chapter.