

Table de concertation étudiante du Québec (TaCEQ)

(Quebec Student Roundtable)

By-laws

Based on the document “Projet de formalisation de la Table de concertation des associations indépendantes”

Translated into English on November 2nd, 2009
From Version Finale of July 16th, 2009

1. General dispositions

1.1 Use of terms

1.1.1 Definitions

In the current Bylaws, unless the context otherwise indicates, the following terms mean:

- a) "Director" : a director of the organisation ;
- b) "Provincial organisation" : A grouping of student associations arising out of different university campuses in Quebec ;
- c) "student association" : a student grouping based on a common belonging to a university or college campus or an administrative unit of such a campus ;
- d) "member association" : a student association member of the organisation" ;
- e) "student member" : a person registered in a university and who is a member of a member association ;
- f) "organisation" : the Table de concertation étudiante du Québec, moral person governed by the bylaws herein enclosed ;
- g) "Morin Code" : MORIN, Victor, updated Michel Delorme. *Procédure des assemblées délibérantes*, Beauchemin, Laval, 1994, 156 pages.

1.1.2 Interpretation

- a) In the present bylaws, unless the context otherwise indicates, the plural and singular form are used interchangeably and are mutually included in each other.
- b) The wording of the titles, chapters or sections of the present bylaws is only to be used as a reference and has no interpretative value.

1.2 General regulations

1.2.1 Object

The organisation, governed by the bylaws herein enclosed, incorporated as a moral person under Part III of Quebec's *Companies Act*, (L.R.Q. c. C-38), is the Table de concertation des associations étudiantes universitaires.

1.2.2 Appellation

- a) The business name of the organisation is : Table de concertation étudiante du Québec.
- b) The acronym of the organisation is : TaCEQ.

1.2.3 Identification

- a) The logo of the organisation is the one appearing herein below:
- b) The seal of the organisation is the one appearing herein below :
- c) The logo as well as the seal of the organisation are kept at its head office.

1.2.4 Head office

The Head office of the organisation shall be located at University Laval, 2305 Université street, Maurice-Pollack Building, Suite 2265, Quebec city (Quebec), G1V 0A6.

1.2.5 Mission

The provincial organisation has for mission to:

- a) Promote and defend the rights and interests of students;
- b) Represent the students before governmental and civil bodies;
- c) Promote accessibility to post-secondary education;
- d) Encourage the exchange of information and experience among its members;
- e) Encourage harmony in the student action at provincial and local levels;
- f) Promote the quality of postsecondary Education.

1.2.6 Any and all changes to the present Bylaws must be made in conformity with the Quebec *Companies Act*.

- a) Only the General Assembly may permanently modify the present Bylaws, upon recommendation of the Table of Associations. All changes must receive the support of two thirds (2/3) of votes cast.
- b) It is possible for member associations to amend with immediate effect the present Bylaws upon written resolution from every member association. Any modification thus adopted is automatically abrogated at the end of the next Annual General Assembly, unless it has been renewed by the latter.

1.2.7 Meeting procedures

All meetings of the provincial organisation function according to the procedures described in the *Code Morin*. In case of discrepancy between the present Bylaws and the *Code Morin*, the former shall prevail.

1.2.8 Language

The provincial organisation operates in both French and English. If discrepancies exist between the French and English documents, the original version shall prevail. Following this, the original version of all official documents shall be duly identified in order to avoid future confusion and in order to allow conservation and archiving.

2 Structure

2.1 Member association status

2.1.1 Conditions for adhesion and preservation of member association status

2.1.1.1 Admissibility criteria

An association is eligible to become a member of the organisation when :

- a) It agrees with the mission of the organisation;
- b) The totality of its members are registered in a program of university level;
- c) The totality of its members do not pay a fee to a pan-Quebec student association which is not department-specific;
- d) The totality of its members is not already represented at the table by a more populous student association.

An association not in conformity with item 2.1.1.1 (d) can ask for a derogation. If there is a unanimous vote of the member associations, the association could be accepted as a member association.

2.1.1.2 Adhesion process

Each university student association wishing to join the provincial organisation must send to member associations and the Coordination Committee:

- a) A letter from the executive committee of the student association explaining the reasons which motivate the demand of adhesion;
- b) An extract from the minutes of the governing body of the student association showing that this body has been seized of the issue and has ratified this decision;
- c) A copy of the bylaws of this association.

The affiliation of the association having satisfied all of the above conditions becomes official and effective from the moment it is ratified by a regular motion of the Table in due form.

2.1.1.3 List of directors and officers

Member associations must file with the Head office of the organisation a copy of their bylaws as well as a list of the names, addresses and telephone contact of their directors and officers, and make sure to update this information when changes occur.

2.1.2 End of adhesion

An association wishing to end its adhesion to the organisation must present the following documents at a meeting of the Table of Associations or a General Assembly:

- a) a letter from the executive committee of the association explaining the reasons motivating its decision to disaffiliate;
- b) an extract from the minutes of the governing body that demonstrates that it has been seized of the issue and that it has ratified this decision;

The disaffiliation of the association having satisfied all of the above conditions becomes official and effective from the moment it is ratified by a regular motion of the Table in due form within 60 days following the submission of all the required documents. The association will be deemed disaffiliated if 60 days come to pass without the disaffiliation in due form having been ratified by this process.

2.2 General Assemblies

2.2.1 Jurisdiction and powers

2.2.1.1 Composition

The General Assembly of member associations is comprised of representatives of the member associations.

2.2.1.2 Vote breakdown

Every representative has one vote.

2.2.1.3 Powers of the General Assembly

The General Assembly discusses and deals with matters of the provincial organisation and with all of the issues that may concern it. More specifically, it has the power:

- a) to vote, modify or rescind the resolutions and regulations relating to the proper functioning of the provincial organisation;
- b) to elect dismiss the members of the of the Board of Directors and of the Coordination Committee, on recommendation by the member associations;
- c) to ensure the good management of property and monies of the provincial organisation;
- d) to approve the creation of committees or commissions according to the needs of the provincial organisation and to determine their mandates and operations;
- e) to take cognisance of and to adopt the reports of all of the governing bodies of the provincial organisation (Board of Directors, committees, etc.);
- f) to adopt and amend the general regulations of the provincial organisation;
- g) to receive or approve the financial statements of the provincial organisation.

2.2.2 Annual General Assembly

The provincial organisation calls one annual General Assembly per academic year. It must include one item reserved exclusively for the election of the directors and the Coordination Committee. The annual assembly deals with the current affairs of the provincial organisation and adopts the financial balance sheets and other documents submitted by the different committees.

2.2.3 Special General Assemblies

A Special General Assembly may be held to deal with any matter requiring the holding of such an assembly.

2.2.3.1 Convocation power

The Special General Assembly may be called by:

- a) a resolution of the Coordination Committee
- b) a resolution of the Board of Directors
- c) a resolution of the Table of Associations
- d) a duly prepared written request by a member association

2.2.3.2 Convocation request by a member association

The written demand prepared by a member association requesting the holding of a Special General Assembly must :

- a) clearly specify the object of this Special General Assembly
- b) be signed by the requesting association
- c) be supported by more than 50% of member associations
- d) be filed with the Vice-Secretary-General of the organisation

Once these conditions are met, the Special General Assembly is deemed to be called and the Vice-Secretary-General must forward notice to all member associations according to the procedure set in these bylaws.

2.2.3.3 Time and place

The Vice-Secretary-General is responsible of determining the date, time and place.

2.2.4 Convocation and procedure

2.2.4.1 Notice of convocation

Notice must be sent 21 days before a General Assembly is held by electronically or in writing to all member associations. The notice of convocation must indicate the place, date, time and agenda of the assembly.

2.2.4.2 Quorum

Quorum for a General Assembly is two thirds (2/3) of representatives and two thirds (2/3) of member associations.

2.2.4.3 Representatives from associations

All member associations may delegate representatives who are their members according to the following modalities:

- a) one (1) representative if the association has fewer than 2,000 members
- b) two (2) representatives if the association has between 2,001 and 10,000 members
- c) three (3) representatives if the association has more than 10,000 members.

The mandate of every representative must be confirmed by an official, written delegation of such a power. Every representative must be ready to show this document if need be.

2.2.4.4 Abstentions

If an absolute majority of votes cast are abstentions, the motion is automatically tabled and reported to an ulterior meeting of the General Assembly.

2.2.4.5 Right to vote

Every representative may, to this end, exercise their right to vote.

2.2.4.6 Adoption of a resolution

To be adopted, a resolution of the General Assembly must receive two thirds of the votes cast according to the modalities of the present article.

2.2.5 Annual elections

2.2.5.1 Eligibility

All persons who are student members of the member associations of the provincial organisation at the time of their election or, in the case of summer elections, were such members in the last semester preceding the election, are eligible to run for one of the positions on the Coordination Committee or the Board of Directors. However, a Director or member of the Coordination Committee who loses their status as student member also automatically loses their status as Director and / or member of the Coordination Committee.

2.2.5.2 CRO and Elections secretary

The Chief returning officer and Elections secretary are chosen by a resolution of the Board of Directors.

2.2.5.3 Candidacies

Candidacies must be filed at least 48 hours before the time of the Annual General Assembly. All candidacies must be supported by a member association.

2.2.5.4 Elections

When only one person is a candidate for a position, that person is elected by acclamation unless a representative asks for a secret ballot. When there is more than one candidate for a given position, the CRO automatically provides for a secret ballot.

2.2.5.5 Duration of mandates

Mandates for the Board of Directors and the Coordination Committee last one year and are renewable. All mandates end with a new election.

2.3 *Table of Associations*

The Table of Associations is the political decision-making body. More specifically, it has the following powers:

- a) establish the broader goals for the year in progress
- b) determine political actions to be undertaken by the organisation
- c) give mandates to the Coordination Committee in political matters
- d) follow-up on mandates given to the Coordination Committee
- e) put in place committees and commissions for the proper functioning of the provincial organisation's affairs
- f) supervise the activities of committees and commissions;
- g) name delegates to these committees to ensure the proper functioning of same;
- h) fill vacancies on the Board of Directors and on the Coordination Committee between General Assemblies;
- i) ensure that the Coordination Committee fulfills the mandates conferred upon it;
- j) make all decisions in the best interest of the provincial organisation.

2.1.1 Composition

Every member association may delegate a maximum of three (3) student(s) to act in its name, as representative(s), at meetings of the Table of Associations. Every member association must, in order to be represented at the Table of Associations meetings, send to the Head office of the organisation or to its Vice-Secretary-General a written delegation of powers containing the names, addresses, and telephone coordinates (or the updates of this information) of its members students it is delegating. Member associations must, in order to participate to the Table of Associations meetings, have filed their written delegations of power before the beginning of the relevant meeting. Such delegations are valid for the year in progress.

2.3.3 Convocation and procedure

2.3.3.1 Notice of convocation

A notice of convocation of meetings of the Table of Associations must be sent to every member association, by any means deemed efficient by the Vice-Secretary-General of the organisation. This notice must be sent five (5) business days before the date of any meeting of the Table of Associations.

2.3.3.2 Meeting frequency

The Vice-Secretary-General of the organisation convokes a meeting of the Table of Associations when required by the calendar adopted to this end by the Table of Associations or its bylaws.

2.3.3.3 Relevant documents sent before meetings

Relevant documents for regular meetings of the Table of Associations must be sent at least five (5) business days in advance unless there is unanimous consent of member associations.

2.3.3.4 Extraordinary meetings

The Vice-Secretary-General of the organisation convokes an extraordinary meeting of the Table of Associations:

- a) upon written demand of at least one-third (1/3) of member associations
- b) upon resolution of the Coordination Committee

Such a demand or resolution must state in detail the object of the extraordinary meeting of the Table of Associations which is to be held.

2.3.3.5 Quorum

For any regular or extraordinary meeting of the Table of Associations, the quorum shall consist of more than half (50% + 1) member associations.

2.3.4 Vote

2.3.4.1 Passing a motion

In order to carry, any motion must be supported by more than half (50% +1) member associations casting their vote. The Coordination Committee shall offer its support and technical assistance to any motion thus passed.

2.3.4.2 Binding of the organisation

A motion which was passed will only bind the organisation if the member associations who supported it represent more than two thirds (2/3) of members students of all member associations.

2.3.4.3 Abstentions

If an absolute majority of votes cast are abstentions, the motion is automatically tabled and reported to an ulterior meeting of the Table of Associations.

2.3.5 Dissent

Any member association which does not share the opinion of the Table of Associations shall keep its right to dissent.

2.4 *The Board of Directors*

2.4.1 Composition

The Board of Directors is comprised of a number of administrators equal to the number of Coordination Committee members plus the number of member associations.

2.4.2 Elections

See 2.2.5 *Annual elections*

2.4.3 Powers and responsibilities

The Board of Directors oversees the good proper conduct of the business of the provincial organisation. It should be noted that the Board of Directors has no political power. More specifically, it has the following powers and responsibilities :

- a) ensure the proper management of the goods and belongings of the organisation
- b) evaluate all contracts permitted by law
- c) exercise all other responsibilities that are conferred upon it by the Table of Associations.

2.4.4 Convocation and procedure

On a mandate from the Table of Associations or on a written resolution from three administrators, the members of the Board of Directors are called to assemblies of the Board of Directors with a delay of at least 5 working days by the Coordination Committee. The Coordination Committee must ensure that member associations are informed of the assemblies of the Board of Directors. By default, a meeting of the Board of Directors is always deemed to be properly convoked if it is held immediately after an assembly of the Table of Associations.

2.4.4.1 Quorum

The quorum of the Board of Directors shall be more than half (50% +1) of Board of Directors members.

2.4.4.2 Vote

All members of the Board of Director other than the Coordination Committee shall have the right to vote at Board of Directors meetings.

2.4.4.3 Passing a motion

All matters shall be decided at the Board of Directors by a majority (50% +1) of directors present.

2.4.4.4 Abstentions

If an absolute majority of votes cast are abstentions, the motion is automatically tabled and reported to an ulterior meeting of the Board of Directors.

2.4.5 Vacancies

When a position on the Board of Directors becomes vacant, following a death, a resignation or an incapacity to sit, the Board of Directors must nominate a member student to replace them.

2.5 *Coordination Committee*

2.5.1 Jurisdiction and powers

The Coordination Committee executes the mandates received from the Table of Associations and from the General Assembly. More specifically, it has the following powers and responsibilities:

- a) represent the organisation before the various levels of government, media and any body or relevant other organisation for the completion of its mandates
- b) coordinate the work of the employees
- c) be responsible for the execution of tasks given by the Table of Associations to the Coordination Committee
- d) normally, chair the meetings of the Table of Associations
- e) draft the minutes of General Assemblies, Table of Associations meetings and Board of Directors meetings
- f) draft convocations for all meetings of all the governing bodies of the organisation
- g) upkeep the registry of member associations of the organisation
- h) manage the funds of the organisation according to the mandates received from the Table of Associations and the Board of Directors
- i) upkeep the books and financial documents
- j) make all payments via cheques
- k) prepare financial statements for the organisation
- l) prepare and present financial reports and the end of every mandate
- m) ratify official documents of the organisation
- n) stimulate and foster participation and harmony of member associations
- o) help member associations to drive local files nationally
- p) prepare and coordinate documents concerning files of interest to the organisation
- q) prepare monthly reports of its activities
- r) maintain a regular contact with all member associations in order for the latter to be able to interpret, if needed, the mandates of the Coordination Committee

2.5.2 Tasks specific to the Secretary-General

The Secretary-General entails more specifically the following tasks:

- a) be the first spokesperson of the organisation
- b) participate in the elaboration of the orientations of the organisation

Tasks specific to the Vice-Secretary-General

The Vice-Secretary-General entails more specifically the following tasks:

- a) support the work of the Secretary-General
- b) replace the Secretary-General in case of vacancy or incapacity
- c) coordinate media relations

2.5.3 Composition

2.5.3.1 Positions

The positions of Coordinators shall be the Secretary-General and the Vice-Secretary-General.

2.5.3.2 Election and destitution of a Coordinator

A Coordinator can be elected and destituted with two thirds (2/3) of votes cast in a Special General Assembly.

2.5.3.3 Replacement

Exceptionally, a Coordinator may be named by the Directors of the organisation to replace a Coordinator in the execution of one or all of their task(s).

2.5.4 Meetings

The Coordination Committee holds a regular meeting per week in between meetings of the Table of Associations.

3. Code of Ethics

3.1 Ethics of representatives and members sitting at governing bodies

Any student member called to sit at a governing body of the organisation or delegated by the latter to represent it shall:

- a) act with care, diligence and competence in the interest of the organisation
- b) denounce its personal interest when they judge it necessary in the interest of the organisation
- c) avoid placing themselves in a position whereby their personal interests oppose or risk opposing those of the organisation
- d) refrain from partaking in any discussion or deliberation in which their personal interests oppose or risk opposing those of the organisation
- e) refrain from using confidential information or documents to the prejudice of the organisation in view of acquiring an advantage for themselves or a third party

3.2 Ethics of employees of the organisation

Every person hired to fulfill a task for the organisation shall:

- a) at all times preserve their professional independence viz. clients, suppliers and all other persons likely to do business with the organisation
- b) avoid any situation where they could find a personal advantage, direct or indirect, actual or future, which could potentially harm the organisation
- c) avoid placing themselves in a position whereby their personal interests oppose or could oppose those of the organisation
- d) refrain from using confidential information or documents to the prejudice of the organisation in view of acquiring an advantage for themselves or a third party

4. Financial dispositions

4.1 Fees from member students

No one can force member associations to levy a fee from their student members to finance the organisation.

4.2 Cost sharing

Member associations shall share the costs deriving from the functioning of the organisation and its communications according to a policy which will take into account financial contributions, material contributions and human resources made available to the organisation. This policy is appended to these bylaws at Appendix 1.

4.3 Fiscal year of the organisation

The fiscal year of the organisation begins September 1st and ends August 31st.

4.4 Finances

4.4.1 Deposit of funds

The Board of Directors identifies the financial institution(s) where shall be kept the monies of the organisation.

4.4.2 Bookkeeping

The Vice-Secretary-General shall keep a fiscal record of all funds collected or paid by the organisation, the goods it owns, its debts and obligations as well as all financial transactions.

4.4.3 Cheque signing

The Secretary-General and the Vice-Secretary-General are, *ex officio*, signing officers of the organisation. The Board of Directors may, if it deems it necessary, name a third signing officer.

4.4.4 Winding up

In case of winding up of the goods of the organisation, the proceeds of the latter must be placed in a fund destined to hand over grants to university students on the basis of merit.

APPENDIX 1 : Cost-sharing Policy

1. Cost-sharing calculation grid

Cost-sharing is based on a fixed percentage for organisational costs which is itself derived from an evaluation of financial capacities of member associations. The following criteria are taken into consideration:

- a) the number of member students
- b) the size of the student association fee
- c) the existence of subsidiaries
- d) material resources made available to the organisation

2. Determination of the level of participation in the cost-sharing

Participation in the cost-sharing for every member association is determined by a common evaluation of member associations. This process takes place at every adhesion, disaffiliation or major change in one of the criteria set out at article 1 of this policy during a meeting of the Table of associations.

3. Current cost-sharing percentage

- 1) Students' Society of McGill University (SSMU): 40%
- 2) Confédération des associations d'étudiants et d'étudiantes de l'Université Laval (CADEUL): 35%
- 3) Association des étudiantes et étudiants de Laval inscrits aux études supérieures Inc. (AELIÉS) : 15%
- 4) Regroupement des étudiantes et des étudiants de maîtrise, de diplôme et de doctorat de l'Université Sherbrooke (REMDUS) : 10%