

**THE BY-LAW  
OF THE ONTARIO PUBLIC INTEREST RESEARCH GROUP  
AT CARLETON UNIVERSITY**

**Article One  
Interpretation**

1.01 DEFINITIONS

In this by-law and all other by-laws of The Corporation, unless the context - otherwise requires:

ACT	means the Corporation Act (Ontario);
BOARD	means the Board of Directors of The Corporation;
CORPORATION	means The Corporation without share capital incorporated under the Act by letter patent dated November 12 1998 and is named the Ontario Public Interest. Research Group at Carleton University otherwise known as OPIRG-Carleton;
LETTERS to	means the letter patent incorporating The Corporation as m time  tune amended and supplemented by supplementary letters patent;
MEETING OF MEMBERS	includes annual meeting of members and a special meeting of members;

1.02 MISCELLANEOUS

Words importing the singular number includes the plural and vice versa and words importing persons include individuals, corporations, partnerships, trust and incorporated organizations.

**Article Two  
Transactions of the Affairs of The Corporation**

2.01 HEAD OFFICE

The head office of The Corporation shall be in the city of Ottawa in the province of Ontario, and at such place therein that the directors may from time to time determine.

2.02 SEAL

The seal of The Corporation shall be in the form impressed hereon and shall be kept at the head office of the Corporation.

#### 2.03 FINANCIAL YEAR

The fiscal year shall terminate on the 31st day of August in each year.

#### 2.04 EXECUTION OF INSTRUMENTS

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of The Corporation by two persons one of whom must be a director or officer of The Corporation, and any person, or persons, so designated by the Board. In addition, the Board may, from time to time, direct the person or persons by whom any particular instrument or class of instrument may be signed on behalf of the Corporation. The corporate seal may be affixed to any such document signed on behalf of the Corporation.

All cheques, draft orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officers and directors and any other person(s) so authorized to do so and in the manner from time to time be prescribed by the Board.

#### 2.05 BANKING ARRANGEMENTS

The banking business of The Corporation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board. Such banking agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

#### 2.06 RECORDS

All records of The Corporation shall be kept at the head office unless otherwise directed by the Board. The board shall ensure that the records and books of account are accurately kept and are available for inspection by any local member upon reasonable notice.

### **Article Three Directors**

#### 3.01 GENERAL POWERS

The affairs of The Corporation shall be managed by the Board. The Board shall govern the affairs of The Corporation in all things and make or cause to be made for The Corporation, in its name, any kinds of contract with The Corporation may lawfully enter into. The Board in general, save as hereinafter provided, may exercise all such other powers and do all such other acts and

things as The Corporation is by its Charter and By-Laws or otherwise authorized to exercise and do.

### 3.02 NUMBER OF DIRECTORS

There shall be a minimum of five to a maximum of nine members of the Board with two-thirds of the members being Carleton University students.

### 3.03 QUORUM

A majority of the Board in office present at a meeting of the Board, shall constitute a quorum for the transaction of business at such meeting. Notwithstanding the foregoing, a quorum shall not exist where there are less than three (3) directors present at such meeting.

### 3.04 QUALIFICATION

To qualify as a member of the Board, the nominee must be a member who is at least eighteen (18) or more years of age, in good standing of The Corporation and is an active volunteer for The Corporation or a similar organization for at least one academic term or eight months.

### 3.05 ELECTION AND TERM

- a. Elections for the Board shall be held annually at an Annual Meeting.
- b. At the first election of directors, 5 - 9 directors shall be elected, of whom two-thirds will serve for a one year term or until their successors have been duly elected, and the remaining directors elected will serve for a two year term, or until their successors have been duly elected. The directors who shall serve for a one year term shall be selected at random by a person chosen by those directors, elected at a meeting of the Board, within a week following the date of the election or selected by a method to be agreed upon by a majority of the directors.
- c. Thereafter, in successive years, each director shall be elected to hold office for two years after he or she shall have been elected, or until his or her successor shall have been duly elected.
- d. Prior to the date for nomination, the Board shall appoint a member of The Corporation who shall be the chief elect officer for the election. The chief electoral officer shall be responsible for supervising and organizing the election in accordance with the by-laws and under the direction of the Board.
- e. Nominations for the position of director shall be on a form approved by the Board and shall include the signatures of fifteen members in good standing of The Corporation as nominators, and shall include the signature of the person so nominated.

- f. Nominations may be made by delivering the completed nomination forms the office by The Corporation or to such other place as designated by the Board.
- g. Nominations shall be accepted from 900 a.m of the day three weeks prior to the date, of the election until 5:00 p.m. of the day two weeks before the date of the election. The Board may extend the time for nominations.
- h. It shall be the responsibility of the Board to adequately publicize the dates and times when nominations may be made, the place thereof, the name of the persons nominated, and the date, time, and place of the Annual Meeting.
- i. Scrutineers will be present during voting and during the counting of the ballots.
- j. The chief electoral officer shall post the results of the election in prominent places within 24 hours or the next working day after the Annual Meeting election.
- k. Voting shall be by secret ballot.
- l. The Board will put in place an appeals process to deal with questions regarding the eligibility of nominees, or appointees to the Board, and any other irregularities that may have arisen during the election.

### 3.06 VACATION OF OFFICE

The office of a director shall be vacated upon the occurrence of any: Of the following events:

- a. where a director is the subject of a receiving order or makes an assignment under the Bankruptcy Act;
- b. if an order is made declaring a director to be a mentally incompetent person or incapable of managing his or her affairs;
- c. on death; or
- d. if by notice in writing to the Secretary of The Corporation, a director resigns from office.

### 3.07 REMOVAL OF DIRECTORS

- a. Upon receipt by the President or the Secretary of the Board of a petition signed by at least 10% of the members stating that it is their wish that the person named therein be removed as a Director of the Board, the said director shall thereupon be removed from office. Appeals

made by the removed director shall be according to the Appeal and Hearing Policy approved by the Board. The vacancy on the Board shall be filled as in Article 3.08.

b. A member of the Board who is absent from any, three consecutive board meetings without eight (8) hours prior notice shall automatically be removed from the Board. Appeal shall be made to the remaining board members. If a director is so removed, replacement shall be according to Article 3.08.

### 3.08 VACANCIES

Vacancies on the Board, however caused, that occur in the period between Annual Meetings may, so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of The Corporation. The term of the director appointed to the Board shall end at the next Annual Meeting. If there is not a quorum of directors the remaining directors shall forthwith call an election to fill the vacancies.

### 3.09 CALLING OF MEETINGS

#### a. First Meeting of New Board

Provided a quorum a directors be present, each newly-elected Board may without notice hold its first meeting immediately following the meeting at which such Board is elected.

b. The Board shall meet regularly and prior notice of the meetings of the Board shall normally be posted in the office of The Corporation. Meetings shall be open to members at the discretion of the Board, and members shall speak at meetings with the prior consent of the President.

c. Formal notice of any meeting of the Board, as described, shall not be necessary if all the directors are together, or if those absent have signified their consent to the meeting being held in their absence.

d. Board meetings shall be formally called by a board member in good standing with the consent of two other Board members. Notice of such meeting shall be delivered, telephoned, e-mailed or faxed to each director no less than 48 hours before the meeting is to take place.

#### e. Regular Meetings

The board may appoint a day or days in any month or months for regular meetings at an hour and place to be named and of such regular meeting that no notice need be sent.

f. The directors may consider or transact any business at any, meeting of the Board.

g. No error or omissions in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceeding taken or had at such meeting.

h. Place of Meeting

Meetings of the Board shall be held at the head office of The Corporation or elsewhere in Canada as the Board may determine.

i. Chair

The role of Chair will be rotated among the members of the Board.

3.09 VOTES TO GOVERN

Motions arising at any meeting of directors shall normally be decided by a consensus decision making policy as detailed in the Consensus Policy approved by the Board.

Failing to reach a decision by consensus, the Board will table the item until the next meeting at which time the motion will be decided by a majority of votes.

In the case of an equality of votes, the motion is lost.

All votes at any such meeting may be taken by ballot if so demanded by any director present, but if no demand is made, the vote shall be taken by assent, dissent or abstention.

In the absence of the President, his or her duties may be performed by such other director as the board may from time to time appoint for that purpose.

3.10 RESOLUTION IN LIEU OF MEETING

Written resolutions may be used in place of meetings of the Board where one hundred percent (100%) of all directors sign the resolution.

3.11 MEETING BY TELECONFERENCE

Where all directors consent, directors may participate in a directors' meeting by telephone or any other communication facilities that permit all persons participating in the meeting to hear or otherwise communicate with each other.

3.12 CONFLICT OF INTEREST

Directors are to declare and avoid any conflicts of interest as is detailed in the Corporation's Conflict of Interest Policy.

### 3.13 INTEREST OF DIRECTORS IN CONTRACTS

No director shall be disqualified from contracting with The Corporation because of his or her office, nor shall any contract or arrangement entered into by or on behalf of The Corporation with any director or in which any director is in any way interested by liable to be avoided nor, subject to the provisions of the Act, shall any director so contracting or being so interested by liable to account to the Corporation or any of its members for any profit realized from holding such office

or the fiduciary relationship thereby established. Such director, who has an interest, directly or indirectly in any such contract or arrangement, he or she shall not participate in any discussion or vote on any issue relating to the same.

### 3.14 REMUNERATION

The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his or her position as such; provided that a director may be paid reasonable pre-approved expenses incurred by him or her in the performance of his or her duties.

### 3.15 COMMITTEES

The Board may establish, from time to time, such committees as are necessary to complete the regular activities of the organization or for special projects. Each committee shall have at least one board member on it and may include any persons appointed by the Board. The role of a committee is to make recommendations to the Board with final decision-making authority remaining the responsibility of the Board.

### 3.16 POWER TO ACCEPT DONATIONS

The Board shall take such steps as they may deem requisite to enable The Corporation 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 Corporation.

## **ARTICLE FOUR OFFICERS**

### 4.01 ELECTION OF OFFICERS

a. At the first meeting following the Annual Meeting, the Board will elect a President Treasurer and Secretary from among its members, and these officers shall hold office until the next general election of directors shall have been held.

b. In addition to the above the Board may elect such members as they may determine.

#### 4.02 DUTIES OF OFFICERS

a. President: The President shall in general perform all duties incident to the office of President and other duties as may be prescribed by the Board from time to time.

b. Treasurer: The Treasurer shall in general oversee all the financial transactions of The Corporation and be responsible for quarterly reports to the Board. She/he shall also be responsible for liaising with the auditor and the coordinating of reports and statements for the annual financial audit.

c. Secretary: The Secretary shall in general ensure that: the minutes of the meetings of the Board are recorded and kept on file; that all records and correspondence are maintained in a reasonable and orderly manner; the scheduling of regular board meetings and notification of directors; and any, other duties as may be prescribed by the Board from time to time are carried out.

#### 4.03 DUTIES AND OBLIGATIONS OF OFFICERS GENERALLY

All officers of The Corporation shall dedicate the time and effort necessary to fulfil their duties and obligation to The Corporation.

#### 4.04 VARIATION OF DUTIES

From time to time the Board may vary, add to, or limit the powers and duties of any officer.

#### 4.05 AGENTS AND ATTORNEYS

The Board shall have the power from time to time to appoint agents or attorneys for The Corporation in or out of Canada with such powers of management or otherwise (including the power to appoint as may be thought fit).

#### 4.06 REMOVAL OF OFFICERS

The Board May remove any such officer of the Corporation only with a 2/3 majority of the full board voting, in a secret ballot, in favour of such a motion. Officers removed are entitled to an appeal as approved in the Appeals and Hearing Policy. Otherwise, each officer shall hold office until a successor is elected, save that the term of office of any officer elected pursuant to this. Article shall expire if and when such person shall cease to be a director.

#### 4.07 NO COMPENSATION FOR CERTAIN OFFICERS



The officers elected pursuant to Article 4.01 shall not receive any remuneration for their services as officers of The Corporation and no such officer shall directly, or indirectly, receive any profit from her/his position.

#### 4.08 FIDELITY BONDS

The Board may require such officers, employees and agents of The Corporation as the Board deems advisable to furnish bonds for the faithful discharge of their duties in such form and with such surety as the Board may from time to time prescribe.

### **ARTICLE FIVE PROTECTION OF DIRECTORS AND OFFICERS**

#### 5.01 LIMITATION OF LIABILITY

No director or officer of The Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to The Corporation through the insufficiency or deficiency of title to any property acquired by order of the board for or on behalf of The Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of The Corporation shall be invested, or for any loss or damage arising, from the bankruptcy, insolvency or torious act of any person with whom any of the monies, securities or effects of The Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the part of any such director, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation thereto unless the same shall happen through his or her own willful neglect or default.

#### 5.02 INDEMNITY

Every director and officer of The Corporation and her/his heirs, executors, administrators and estate respectively, shall from time to time and at all times be indemnified and saved harmless out of the fund of The Corporation from and against:

- (i) all costs, charges and expenses whatsoever that such director or officer sustains or incurs in or about any actions, suit or proceeding that are brought, commenced or prosecuted against such director or officer for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such director in or about the execution of the duties of her/his office;
- (ii) all other costs, charges and expenses that such director or officer sustains or incurs in or about or in relation to the affairs of The Corporation; except such costs, charges, and expenses as are occasioned by her/his own willful neglect or default.

#### 5.03 INSURANCE

The Corporation shall maintain directors and officers liability insurance in an amount sufficient to meet its obligation for the indemnification of its officers and directors and protection of its officer and directors from liability.

## **ARTICLE SIX MEMBERS**

### 6.01 MEMBERS

There shall be three (3) categories of members

### 6.02 TERMS OF MEMBERS

#### a. Student Members

Each person who is:

- (i) a student attending Carleton University; and
- (ii) who has paid, by way of a levy placed on their fees to Carleton University, to The Corporation in such amount and in such manner as the members of The Corporation shall determine from time to time by referenda, and who has not requested a refund shall be accepted as a student member of The Corporation, and shall continue to be a member for the duration of the fiscal year.

#### b. Community Members

Any person who:

- (i) is not a student at Carleton University, and
- (ii) who has paid to The Corporation a fee in such amount and in such manner as the Board from time to time shall determine, shall be accepted as a community member of The Corporation, and shall continue to be a member if the fees as established by the Board from time to time are paid as required.

#### c. Honorary Members

The Board, from time to time, may appoint individuals as honorary members of The Corporation for the purposes of specific campaigns. Honorary members are entitled to all the rights and obligations, of other members, save and excepting the right to vote.

### 6.03 RESIGNATION

Any member qualifying for a refund who does not wish to remain a member of the Corporation is entitled to a full refund of their fees when requested during an established refund period. Said refund period shall be a duration no less than five (5) working days in length and will begin no less than 15 days following the receipt of levy fees by the Corporation in the fall term.

### 6.04 REMOVAL

Any member of The Corporation shall forfeit their membership upon the grounds of failing to maintain the qualifications of membership (as described in Article 6.02) or upon the grounds that harassment has been alleged and demonstrated sufficiently to a committee of The Corporation, following the procedure described in The Corporation's No Harassment Policy, to warrant removal.

The member who has their membership revoked is entitled to an appeal as detailed in the Appeals and Hearing Policy.

### 6.05 VOTING STATUS

No person who is not a student or community member shall be entitled to vote in any proceeding of The Corporation.

## **ARTICLE SEVEN MEETINGS**

### 7.01 ANNUAL MEETING

The Corporation shall hold within each fiscal year, with sufficient time allotted for both a refund period and nominations to the Board, an Annual Meeting.

### 7.02 SPECIAL MEETINGS

The Board [or any three (3) Directors] shall have the power to call a special meeting of members at any time. A minimum of ten percent the voting members may petition a special meeting of the members.

### 7.03 NOTICE OF MEETING

Notice of the time and place of each meeting of members shall be given in the manner hereinafter provided no less that ten days before the day on which the meeting will be held to each member of record at the close of business of the day on which the notice is given.

Notice of meeting of members shall state the general nature of the matters to be discussed at the meeting. The auditors of The Corporation are entitled to receive all notices and other communications relating to any meetings of members that any member is entitled to receive.

#### 7.04 CHAIR, SECRETARY, CHIEF ELECTORAL OFFICER AND SCRUTINEERS

- a. The Chair of the Annual Meeting shall be a director appointed by the Board. The Board shall ensure that the Annual Meeting is conducted in a manner that is fair and orderly and in keeping with the By-Laws of The Corporation, all relevant statutes and generally accepted rules of order.
- b. The Board shall appoint an individual to act as Secretary for the Annual Meeting.
- c. The Chief Electoral Officer shall have been chosen by the Board prior to the nomination period as provided in 3.05. The Chief Electoral Officer shall ensure that nominations and elections to the Board are conducted in a manner that is fair and orderly and in keeping with the By-Laws of The Corporation and all relevant statutes.

#### 7.05 PERSONS ENTITLED TO BE PRESENT

All persons deemed to be members in good standing as defined in Article 6.02 are entitled to be present and vote at the Annual Meeting. The Board may choose to invite guests to the Annual Meeting who will not be entitled to vote.

#### 7.06 QUORUM

Quorum shall be considered 15 % of the membership who has attended at least one meeting of the Corporation during the current fiscal year.

#### 7.07 RIGHT TO VOTE

All members in good standing as defined in Article 6.02 shall be entitled to Vote at the Annual Meeting.

#### 7.08 VOTES TO GOVERN

At any meeting of members, every question shall, unless otherwise required by the letters of patent or by-laws of The Corporation or by-law, be determined by the majority of votes cast on the question.

#### 7.09 PHYSICAL COUNT

Voting in elections shall be secret ballot.

All other voting shall be by show of hands/cards, unless otherwise decided upon by a majority vote of the members present at the Annual Meeting.

#### 7.10 POLLS

After a. physical count is taken or a show of voting ballots recorded upon a question, any person entitled to vote on the question may demand a poll thereon. A poll so required or demanded shall be taken in such manner as the chair shall direct. A demand for a poll may be withdrawn at any time prior to the taking of a poll. The result of the poll shall be the decision of the members upon the said question.

#### 7.11 CASTING VOTE

In the event of a tie vote, the Chair of the meeting shall be entitled to cast a vote.

#### 7.12 ADJOURNMENT

The Chair at a meeting may with majority consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

### **ARTICLE EIGHT VOTING BY PROXY**

#### 8.01 PROXY

At any meeting of members a proxy duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing such proxy, the same voting rights that the member appointing the proxy would be entitled to exercise if present at the meeting. A proxy shall be a member of The Corporation.

#### 8.02

An instrument appointing a proxy shall be in writing and shall be acted on only if, prior to the time of voting, it is deposited with the secretary of The Corporation or of the meeting or as may be directed in the notice calling the meeting.

#### 8.03

Proxies may be deposited with the secretary of The Corporation in advance of the meeting by mailing the form of proxy by prepaid first class mail to the head office of The Corporation at least seven (7) days prior to the date scheduled for the meeting.

## **ARTICLE NINE NOTICES**

### 9.01 METHODS OF GIVING NOTICES

Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered to the last address of such member, director, officer or auditor as recorded in the books of The Corporation or is sent to him or he at such address by any means of transmitted or recorded communication. A notice delivered by hand shall be deemed to have been given when deposited in a post office or public letter box. A notice sent by any means of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.

### 9.02 OMISSIONS AND ERRORS

The accidental omission to give any notice to anyone entitled thereto or the non-receipt of such notice or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

### 9.03 COMPUTATION OF TIME

In computing the date when notice must be given under any provision requiring a specific number of day's notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

### 9.04 WAIVER OF NOTICE

Any member, director, or auditor may waive any notice required to be given under the provisions of the Act or the letters of patent or by-laws of The Corporation, and such waiver, whether given before or after the meeting or other event which notice is required to be given, shall cause any default in giving notice.

## **ARTICLE TEN AUDITOR**

### 10.01 APPOINTMENT AND REMUNERATION

The members shall at each annual meeting appoint an auditor to audit the account of The Corporation and to hold office until the next Annual meeting, provided that the Directors may fill any casual vacancy in the office of the Auditor. The remuneration of the Auditor shall be fixed by the Board.

**ARTICLE ELEVEN  
MEDIA CONTACT**

11.01 MEDIA CONTACT

All relations with the media will be done through designated contacts, no other persons shall be considered authorized, to speak to the media on behalf of The Corporation. These Media Contacts shall speak to existing policy positions approved by the Board. The following people shall be considered Media Contacts:

The Board representative will be a member of the Board and shall be appointed by a decision of the Board at the first meeting after each Annual Meeting. While usually the board representative shall be one individual, from time to time it may be prudent to appoint board members for specific issues. Notwithstanding the above, the Board may appoint any other member, as it sees fit, to act as media contact.

**ARTICLE TWELVE  
ADOPTION OF BYLAWS**

12.01

These by-laws shall be adopted by a vote of 2/3 of the members entitled to vote and who are present at the 1998 Annual Meeting.

**ARTICLE THIRTEEN  
DISSOLUTION**

13.01

Upon dissolution of the Corporation or the winding up of its affairs for any reason, all of its remaining property of every kind, nature and description wherever situate after payment of debts and liabilities shall be disposed of to charitable organizations or to organizations whose objects are beneficial to the community.

13.02

In the event that more than 50% of The Corporation members obtain a fee refund in any given year, The Corporation shall call for a referendum as described in the Referendum Policy.

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**Bylaw Amendments for the  
Ontario Public Interest Research Group at Carleton University**

**adopted in 2009- reflected above**

Proposed revisions indicated in bold

AMENDMENT #1 — Correction Conflict Between Policy, Bylaw and Previous Local Chapter Referendum Victories

6.03 Resignation

Any member whom does not wish to remain a member of the Corporation is entitled to a full refund of their fees when requested during an established refund period. Said refund period shall be of a duration no less than ten (10)'working days in length and will take place within the first two months of each fiscal year.

6.03 Resignation

Any member qualifying for a refund who does not wish to remain a member of the Corporation is entitled to a full refund of their fees when requested during an established refund period. Said refund period shall be a duration no less than five (5) working days in length and will begin no less than 15 days following the receipt of levy fees by the Corporation in the fall term.

AMENDMENT #2— Typo Correction

3.09 Votes to Govern

Current Version: ... In the case of equality of votes, the motion is lost ... Proposed Change: In the case Of equality of votes, the motion is lost ....

Current Version: All votes at any such meeting may be taken by ballot if so . demanded by any director present, but if not demand is made, the vote shall be taken by assent, dissent or abstention.

Proposed Change: ... All votes at any such meeting may be taken by ballot if so demanded by any director present, but if no demand is made, the vote shall be taken by assent, dissent or abstention.'

AMENDMENT #3 — Typo Correction

Current Version: ... be filed by the directors from aong the qualified