

CONSTITUTION AND BYLAWS OF THE SIMON FRASER PUBLIC INTEREST RESEARCH GROUP SOCIETY (SFPIRG)

I. Constitution

1. Name

The name of the Society is the Simon Fraser Public Interest Research Group Society (SFPIRG).

2. Purposes

(1) The purpose of the Society is to bring together students, staff, faculty and other members of the Simon Fraser University community, as well as members from the wider community in order to organize around issues of public interest, which the Society understands to be social justice and environmental issues.

(2) Specifically the Society shall:

- (a) promote and conduct research on issues of public interest and concern;
- (b) aid in the education of Society members and the public at large about issues of public interest;
- (c) promote and undertake appropriate citizen action;
- (d) support the development of and co-operate with other PIRGs as the occasion arises.
- (e) liaise with regional campuses on all of the above.

II. Bylaws

Bylaw 1 - Interpretation and Definitions

In these Bylaws:

All references to the singular shall include the plural and the plural the singular;

“Associate Member” means a Member of the Simon Fraser Public Interest Research Group Society (SFPIRG) who is not a registered Simon Fraser University student;

“Board” means the Board of Directors of the Simon Fraser Public Interest Research Group Society (SFPIRG);

“Director” means a Director of the Board of the Simon Fraser Public Interest Research Group Society (SFPIRG);

“Member”, unless otherwise specified, means an Associate or Ordinary Member of the Simon Fraser Public Interest Research Group Society (SFPIRG);

“Ordinary Member” means a Member of the Society who is a registered Simon Fraser University student;

“Registrar” means the Registrar of Companies;

“Society” means the Simon Fraser Public Interest Research Group Society (SFPIRG);

“Values” means the principles by which the Society seeks to do its work. The Values are developed by the Directors in consultation with staff, and are reviewed annually and modified as needed. The Values can be accessed by visiting the Society’s website, or by requesting a copy from the Directors or staff.

Bylaw 2 - Membership in the Society

(1) Ordinary Members

- (a) All registered Simon Fraser University students who have paid a Membership fee to the Society in at least one term within the current academic year shall be Ordinary Members of the Society.
- (b) The Membership fee paid by Ordinary Members shall be established from time to time by the Ordinary Membership through a referendum.

(2) Associate Members

With the exception of those organizations listed in bylaw 2(3), any person, including any employee of the Society, may apply to become an Associate Member of the Society. Applicants shall become Associate Members upon acceptance by the Board and payment of any applicable Membership fee set by the Board.

(3) Ineligibility

Corporations and other Societies shall not be eligible for Membership in the Society.

(4) Rights of Members

- (a) All Members in good standing shall have voting privileges in annual general meetings, special general meetings, elections and referenda of the Society.
- (b) All Members in good standing shall be eligible to be Directors, provided that no more than two positions on the Board are occupied by an Associate Member at any one time.
- (c) All Members shall be entitled, upon request, to inspection and copies of the following documents of the Society:
 - (i) certificate of incorporation, certified copies of constitution, bylaws, statement of Directors, and address;
 - (ii) all other documents provided by BC Registries;
 - (iii) orders regarding the Society (court, tribunal, or regulatory);
 - (iv) consents of Directors;
 - (v) disclosures of interest;
 - (vi) minutes of Members' meetings;
 - (vii) copies of ordinary and special resolutions;
 - (viii) financial statements; and
 - (ix) Directors' meeting minutes, except for those of in camera (closed, private) meetings.
- (d) The Society may impose reasonable notice and times for inspection. Copies of these documents may be subject to fees covering copying costs.
- (e) Members may submit requests to the Board to access all other administrative documents of the Society not covered by this bylaw, nor by bylaw 2(4)(d). Inspection of these documents may be subject to fees covering staff time to ensure compliance with PIPA. Copies of these documents may be further subject to fees covering copying costs. The Board shall have discretionary authority to provide permission, and to determine any degree of access.
- (f) Members may apply to the Board for inspection or copies of the Society's register of Members. Requesting Members must provide a signed statement to the Board outlining the legitimate purposes for which access is requested. The Board may set a notice period required before inspection, and determine inspection times. Copies of these documents may be subject to fees covering copying costs.

(5) Duties of Members

It is the duty of every Member to uphold the Constitution and comply with the Bylaws of the Society in all matters respecting the Society.

(6) Good Standing

All Members who have fulfilled their duties in accordance with the Constitution and Bylaws of the Society are Members in good standing.

(7) Expulsion

- (a) Any Member who acts in contravention of the Constitution, Bylaws, Policies, Procedures, or Values of the Society may be expelled by consensus or unanimous decision of the Board.
- (b) The Board shall give the Member whose standing is being considered ten (10) days written notice of the meeting at which this will be discussed and the reasons why their expulsion is being considered.

(8) Cessation

- (a) A Member shall cease to be a Member of the Society
 - (i) in the case of an Ordinary Member, on written resignation and receipt of a refund of the Member's Membership fee paid in that semester, in which case Membership shall resume in the next semester the student enrolls in a class at Simon Fraser University;
 - (ii) in the case of an Associate Member, at the end of the academic year in which Member has paid the applicable Membership fee;
 - (iii) upon death; or
 - (iv) in the case of an Ordinary Member, on ceasing to be enrolled as a student of Simon Fraser University.
- (b) SFPIRG shall administer its own fee refund procedure each semester in order to refund Membership fees paid by ordinary Members who resign pursuant to Bylaw 2 (8)(a)(i).

Bylaw 3 - General Meetings

(1) Annual General Meetings

- (a) The Society shall hold an annual general meeting at a time and place determined by the Board in accordance with the Societies Act.
- (b) Ordinary business shall be conducted at annual general meetings.
- (c) Special business may be conducted at annual general meetings.
- (d) Members may submit items additional to ordinary business for placement on the proposed agenda of the annual general meeting, provided that the item is received by the Board at least fourteen (14) days prior to the date of the annual general meeting.
- (e) A Director chosen by the Board shall preside at annual general meetings.

- (f) There shall be no proxy voting.

(2) Special General Meetings

- (a) A special general meeting shall be called by the Board upon either:
 - (i) a decision of the Board, based on consensus or a resolution passed with a seventy-five percent (75%) majority, or
 - (ii) requisition from the Members of the Society, in accordance with the requisition provisions of the Societies Act.
- (b) Ordinary or special business may be conducted at special general meetings.
- (c) A Director chosen by the Board shall preside at special general meetings.
- (d) There shall be no proxy voting.

(3) Ordinary business

The following business shall be deemed ordinary business:

- (a) the presentation and consideration of financial statements, and
- (b) the presentation and consideration of the report of the Board on the activities of the preceding year.

(4) Special business

- (a) All business not specified in bylaw 3(3) as ordinary business shall be deemed special business.
- (b) All special business must be passed by consensus or a majority of not less than seventy-five percent (75%) of those votes cast.

(5) Notice of General Meetings

- (a) Notice shall be given to ordinary Members at least twenty-one (21) days prior to an annual, or special general meeting in accordance with bylaw 9.
- (b) Notices of annual and special general meetings shall clearly state the date, time, place and proposed agenda, including special business, of the meeting.

(6) Quorum

- (a) Quorum for annual general meeting shall be twenty-five (25) Members of the Society.
- (b) If within one half (1/2) hour from the time appointed for an annual general meeting where only ordinary business is to be conducted, quorum has not been reached, quorum shall be five Members. The meeting shall only transact ordinary business as described in Bylaw 3(3) and no other business.

- (c) If quorum has not been reached for an annual general meeting at which special business is to be conducted, the annual general meeting will be adjourned until the same time the following week. If, at the continuation of the adjourned meeting, quorum is again not reached, the Members present constitute quorum for the purposes of that meeting.
- (d) Quorum for special general meetings shall be 5% of the Membership of the Society.

(7) Standards for process at General Meetings

Standards of conduct that promote free, fair and equitable discussion and decision-making shall be decided upon by the Board, explained at each general meeting, and adhered to for that meeting.

Bylaw 4 - Board of Directors

(1) Election and appointment of Directors

There shall be between 3 and 9 Members of the Board. They shall be elected in accordance with Bylaw 7, or in cases where Board positions are not contested, or interim Directors are needed, appointed by the Board upon consensus or unanimous resolution of the Board. Interim Directors shall hold office until their successors are elected or appointed. A Director's election or appointment will be deemed invalid unless the individual consents in writing to be a Director of the Society.

(2) Duties and powers of the Directors

- (a) The management, administration and control of the property, revenue, business and affairs of the Society are vested in the Board subject to these bylaws. Without diminishing the generality of the foregoing, the Board:
 - (i) may make such rules and regulations as it considers advisable for the conduct of the affairs of the Society, provided they are consistent with the Constitution and Bylaws,
 - (ii) may enter into agreements on behalf of the Society,
 - (iii) may acquire and deal with a trademark, trade name, copyright, patent or proprietary interest therein,
 - (iv) shall represent the Society as the employers of the staff of the Society, and ensure that the activities of the staff are appropriate to the purposes of the Society, and
 - (v) shall ensure the proper keeping of financial records
 - (vi) shall ensure the proper recording of minutes which shall be stored in the Society office.
- (b) The Board is collectively responsible for all the functions and duties listed in bylaw 4.(2)(a) but may, as it deems appropriate, name individual Directors as primarily responsible for specific duties.
- (c) The Board may appoint committees and task forces consisting of such persons as the Board sees fit, to carry out specified functions as determined by the Board, with the exception of those

functions specifically enumerated in bylaw 4.(2)(a); however, the Board reserves the right to make final and binding decisions on all matters.

- (d) At least two (2) Directors shall sign the financial statements presented at an annual general meeting.

(3) Remuneration

No remuneration shall be paid to a Director for being or acting as Director, but a Director shall be reimbursed for all expenses incurred by them while engaged in the affairs of the Society, subject to authorization of, and according to financial guidelines determined by, the Board.

(4) Recall

- (a) A Director may be recalled if they have acted in contravention to the Constitution and Bylaws of the Society.
- (b) If the Board decides on consensus or majority resolution that they wish to have a Director recalled, it shall give written notice to the Director whose position is under question of the reasons why it believes that the Director should be recalled.
- (c) The decision about whether or not the Director has acted in contravention to the Constitution and Bylaws of the Society and therefore should be recalled shall be made by an arbitration tribunal composed of:
 - (i) one Member of the Society nominated by the Director whose position is under question,
 - (ii) one Member of the Society nominated by the Board and
 - (iii) one person agreed upon by both the Director in question and the Board.
- (d) The Board shall name its arbitration tribunal appointee, and provide a list of nominees for the jointly appointed Member of the arbitration tribunal within seven (7) days of presentation of notice to the Director whose position is under question.
- (e) Both the Director whose position is under question and the Board have a responsibility to ensure that the decision about the Director's recall is made in a timely fashion.
- (f) Between the time of written notice of the Board to the Director in question and the decision of the arbitration tribunal, the rights and duties specific to a director of the Society shall be temporarily suspended from the Director in question.
- (g) In addition to the recall procedure set out in 4(a) to 4(f) Directors can also be recalled by a majority vote of the Members of the Society at a special general meeting or by special resolution.

(5) Vacancies of Director's positions

- (a) A Director's position may be declared vacant where a Director resigns, is recalled, or will be absent for an extended period of time.

- (b) A Director's position may be declared vacant by consensus or seventy-five percent (75%) resolution of the Board if the Director misses three (3) consecutive Board meetings without reasonable excuse.

(6) Statutory Qualifications of Directors

- (a) Directors may be 16 years old or 17 years old, provided that the majority of the Board is 18 years old or older.
- (b) An individual is not qualified to be a Director if the individual is:
 - (i) found by a court to be incapable of managing the individual's own affairs;
 - (ii) an undischarged bankrupt; or,
 - (iii) convicted of an offence in the past 5 years without a pardon, in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud.
- (c) Any Director who ceases to be qualified must resign.

(7) Term of Service

- (a) The term of service of the Board shall be from May 1st to April 30th of the following year.
- (b) There is no limit on the number of consecutive terms an individual may serve on the Board.

(8) Conflict of Interest

- (a) This section applies to a Director of the Society who has a direct or indirect material interest in:
 - (i) a contract or transaction, or a proposed contract or transaction, of the Society, or
 - (ii) a matter that is or is to be the subject of consideration by the Directors, if that interest could result in the creation of a duty or interest that materially conflicts with that Director's duty or interest as a Director of the Society.
- (b) Director to whom this section applies must:
 - (i) disclose fully and promptly to the other Directors the nature and extent of the Director's interest,
 - (ii) abstain from voting on a Directors' resolution in respect of the contract, transaction or matter referred to in subsection (a),
 - (iii) leave the Directors' meeting, if any,
 - (A) when the contract, transaction or matter is discussed, unless asked by the other Directors to be present to provide information, and
 - (B) when the other Directors vote on the contract, transaction or matter, and

- (iv) refrain from any action intended to influence the discussion or vote.
- (c) A disclosure under subsection (b)(i) must be evidenced in at least one of the following records:
 - (i) the minutes of a meeting of Directors;
 - (ii) a record addressed to the Directors that is delivered to the delivery address, or mailed by registered mail to the mailing address, of the registered office of the Society.
- (d) If all of the Directors of the Society have disclosed under subsection (b)(i) a direct or indirect material interest, described in subsection (a), in a contract, transaction or matter,
 - (i) any or all of the Directors may, despite subsection (b)(ii), vote on a Directors' resolution in respect of the contract, transaction or matter, and
 - (ii) subsection (b)(iii) and (iv) does not apply.
- (e) Despite subsection (a), this section does not apply to a Director of the Society in respect of a contract, transaction or matter that relates to any of the following:
 - (i) reimbursement to the Director by the Society of the Director's expenses as described in bylaw 4(3);
 - (ii) indemnification of or payment to the Director under section 64 of the Societies Act;
 - (iii) the purchase or maintenance of insurance for the benefit of the Director.

Bylaw 5 - Board Meetings

(1) Regular Meetings

- (a) The Board will normally need to meet at least once every month, and shall hold a regularly scheduled meeting at least once every two months.
- (b) Quorum of the Board shall be a majority of the Members on the Board at that time, with quorum being never less than three (3) Directors.
- (c) Regular meetings, with the exception of meetings declared by the Board to be in camera (closed, private) shall be open to all Members of the Society.

(2) Special Meetings

Special meetings of the Board to consider matters of particular concern or urgency shall be called by:

- (a) the Board, or
- (b) any two (2) Directors of the Board.

(3) Standards of process and conduct

- (a) Standards of process and conduct for Board meetings shall be agreed upon and adhered to yearly by the Board.
- (b) Standards of process and conduct adopted by the Board shall encourage free speech, effective listening, and equitable distribution of power among all Members of the Board.

Bylaw 6 - Borrowing

(1) Responsibility of the Board

In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.

(2) Sanction for borrowing

- (a) No debenture shall be issued without the sanction of a special resolution passed at a general meeting of the Society with a majority of seventy-five percent (75%) of the votes.
- (b) The Members may restrict the borrowing powers of the Board by a resolution of a general meeting supported by a seventy-five percent (75%) majority, but a restriction imposed expires at the next annual general meeting.

Bylaw 7 - Elections

(1) General

- (a) Except for cases when positions on the Board are not contested, elections shall take place yearly.
- (b) Elections shall take place across campus, as per SFPIRG's Election Policy.

(2) Electoral Officer

- (a) At least three weeks prior to the start of the nomination period the Board shall appoint an Electoral Officer to oversee the election process. The Board may also appoint an assistant to the Electoral Officer.
- (b) The Electoral Officer may not be a candidate for election to the Board or a current SFPIRG Director.
- (c) The Electoral Officer shall be accountable to the Board, but shall have authority to conduct the election, including the power to make and enforce rules applicable to all candidates for election, as per SFPIRG's Elections Policy. The Electoral Officer shall have the power to disqualify, or otherwise impose sanctions upon, candidates who breach these rules or the SFPIRG Election Policy.

(3) Nominations

- (a) The Board shall give notice of the nomination period at least two (2) weeks before the opening of nominations and in accordance with bylaw 9.
- (b) The nomination period shall be two weeks long.
- (c) Nominees must be Members in good standing and cannot be employees of the Society.
- (d) Nominees must fill out and submit a nomination form that will include, but not be limited to:
 - (i) their name, address, telephone number, email address,
 - (ii) the signatures of 10 Members in good standing approving their nomination, and
 - (iii) a statement signed by the nominee stating that they understand the responsibilities of becoming a Director and agree to abide by SFPIRG constitution and bylaws, policies and mandate.

(4) Campaigns

- (a) There shall be a campaign period that takes place between the nominations period and the voting period.
- (b) Rules for campaigning shall be governed by SFPIRG's Election Policy.

(5) Voting

- (a) Within three (3) days of the close of nominations the Board shall give notice to the Members of the Society of the names of the nominees and the dates during which voting shall take place and the manner in which Members will be able to vote. Notice shall be given in accordance with bylaw 9.
- (b) The voting period shall take place no less than two (2) weeks and no more than three (3) weeks after the close of nominations.
- (c) The voting period shall be no less than sixteen (16) hours over no fewer than two (2) days that are not a Saturday or Sunday. At least (16) hours shall be between the hours of 8 am and 8 pm.
- (d) All voting Members may vote for both Ordinary and Associate Member candidates.

Bylaw 8 - Referenda

(1) Calling of referenda

- (a) A referendum shall be called by the Board upon consensus or a resolution passed by seventy-five percent (75%) of the Board.

- (b) The Board shall ensure that the wording of the referendum is clear and unambiguous and capable of being answered yes or no.

(2) Notice of referenda

- (a) Notice of a referendum shall clearly state the dates, times, places and purposes of the referendum, and shall state the text of the referendum question.
- (b) Notice of a referendum shall be given at least twenty-one (21) days before the first day of voting and in accordance with bylaw 9.

(3) Voting on referenda

- (a) Referenda shall be conducted for at least sixteen (16) hours over no fewer than two (2) days.
- (b) Voting shall take place at polling stations across campus, or in any other places or ways deemed appropriate by the Board.

(4) Results of referenda

- (a) Referenda shall be binding on the Board where a majority of the votes cast support the resolution and the number of votes cast is equal to or greater than five percent (5%) of the Ordinary Membership by the last day of the referendum.
- (b) Any referenda which refer to the abolition of the Membership fee paid by Ordinary Members shall not necessarily entail the dissolution of the Society itself.

Bylaw 9 - Notice

Appropriate notice to the Members for general meetings, elections, and referenda is all of the following:

- (a) when appropriate, notice in the student newspaper,
- (b) when appropriate, notice in the Society newsletter and/or email list,
- (c) notice posted conspicuously at the Society office,
- (d) notice posted on at least ten (10) conspicuous places on campus,
- (e) notice sent to all Associate Members of the Society and regional campuses, and
- (f) notice posted on the front page of the Society's website.

Bylaw 10 - Staff

(1) The Society's work may require the employment of staff and contract employees, who shall be hired in accordance with the following:

- (a) The Board shall, when appropriate, strike a Hiring Committee consisting of at least two (2) Directors and one staff person;
 - (b) An open hiring policy, in which all vacant staff positions are advertised and the most suitable candidates selected from the applicants, shall be followed by the Society; and
 - (c) The recommendations of the Hiring Committee shall be subject to ratification by the Board.
- (2) When the staff belong to a union, the Board shall act in accordance with the collective agreement in all matters relating to staff.
- (3) Employees of the Society and the Board shall work in collaboration to make decisions for the organization. Staff shall be represented at all Board meetings, except for those items that are in camera.
- (4) Staff of the Society employed in the positions of co-Executive Directors of the Society will be considered Senior Managers, as per the Societies Act. In addition to their duties as staff, these staff members:
- (a) are appointed by the Board to exercise the Board's authority to manage the activities or internal affairs of the Society in respect of their principal areas of work;
 - (b) are responsible for the Board duties enumerated in bylaw 4(2)(a), with the exception of bylaw 4(2)(a)(iv);
 - (c) are subject to the same statutory qualifications as the Board, as per bylaw 4(6);
 - (d) are subject to conflict of interest provisions, as per bylaw 4(8); and
 - (e) are subject to the same duties as the Board, as per the Societies Act.

Bylaw 11 - Dissolution of the Society

In the event of winding up or dissolution of the Society, funds and assets remaining after the satisfaction of its debts and liabilities shall be given or transferred in fair and equitable proportions to local Public Interest Research Groups (PIRGs), as directed by the Board of the Society at the time of dissolution. These funds shall be used solely for the establishment and maintenance of a scholarship and bursary fund to provide assistance to students enrolled at these post-secondary institutions. Criteria for awarding such scholarships and bursaries shall be determined by the Board of the Society at the time of dissolution. Dissolution of the Society shall be governed by the Societies Act.

Bylaw 12 - Amendments to the Constitution and Bylaws

Amendments to the Constitution and/or Bylaws shall be made by a special resolution passed in a general meeting or a referendum of the Society by a majority of not less than seventy-five percent (75%) of those votes cast.

Bylaw 13 - Nature of the Organization

The Society shall be non-partisan. Its purposes, as defined in the Constitution, shall be carried out without purpose of gain for its Members, and any profits or other accretions to the Society shall be used for promoting its purposes.

Bylaw 14 - No Discrimination

The Society recognizes its responsibility under provincial Human Rights legislation not to discriminate against any person(s) on the basis of the grounds enumerated in that legislation, which include race, colour, ancestry, place of origin, political belief, religion, marital status, family status, physical or mental disability, sex, sexual orientation, gender identity or expression, or age of that person or because that person has been convicted of a criminal or summary conviction offence that is unrelated to the work they will be doing with the Society.

The Society further recognizes that Human Rights legislation represents a legal minimum, but that SFPIRG's Values and commitment to anti-oppression requires protection that extends to all Members of groups that experience systemic marginalization in a Canadian context. This includes, but is not limited to: Indigenous peoples, with or without status under the Indian Act; people from working and poverty class backgrounds; fat people; people with dwarfism or who are otherwise considered "too short"; people currently or formerly engaged in sex trade; and people whose relationships, sexual activities or interests (provided they do not violate consent) are stigmatized. It also includes, but is not limited to: migrants, with or without legal documentation from the colonial state; people living with illness and disease whether or not they have an official diagnosis, including people living with addiction and people who are HIV positive.

The Society will not use its resources to support or promote activities which are, in the opinion of the Directors, inconsistent with the purposes and principles of the Society as expressed in its Constitution, these Bylaws and the Society's Values. In deciding how to allocate the resources of the Society, including human resources, the Society may elect to give priority to activities which, in the opinion of the Directors, promote the interests and welfare of Members of groups that experience systemic marginalization in Canada.