

**THE NEW BRUNSWICK STUDENT ALLIANCE INC. (NBSA) /
L'ALLIANCE ÉTUDIANTE DU NOUVEAU-BRUNSWICK INC. (AÉNB)
(hereinafter the “Company”)**

BY-LAW NO. 1

A general by-law on the conduct of Company business

The following is enacted as a Company by-law:

HEAD OFFICE

1. The head office of the Company shall be in the City of Fredericton in the Province of New Brunswick.

SEAL

2. The seal, an impression of which is stamped in the margin hereof, shall be the Company seal.

MEMBERS

3. There shall be three classes of membership in the Company, namely:

- a) Ordinary,
- b) Trial,
- c) Associate.

(hereinafter collectively referred to as the “Members”)

Ordinary Members

4. Any New Brunswick student council or association may become an Ordinary Company Member if it is:

- a) autonomous and democratically controlled;
- b) a publicly funded university or college;

c) the highest representative body for its member-students.

5. Ordinary Members shall enjoy all the rights and privileges of ordinary membership and shall be entitled to vote in accordance with this by-law at all Company meetings. Applications for ordinary membership may be accepted by a majority vote of the directors. Trial membership in the Company shall not be a prerequisite to becoming an Ordinary Member. Ordinary Members shall pay Ordinary Member dues as set out in the dues policy.

Trial Members

6. Any New Brunswick student council or association may become a Trial Company Member for one year only if it is:

- a) autonomous and democratically controlled;
- b) a publicly funded university or college;
- c) the highest representative body for its member-students.

7. Applications for trial membership may be accepted by a majority vote of the Company directors. Trial Company Members choosing not to join as Ordinary Members may not ask to receive the title of Trial Company Members for the next fiscal year.

8. Trial Company Members do not have the right to vote and may attend meetings only as observers with majority consent of the directors.

9. Trial Members shall pay trial membership dues as set out in the dues policy.

Associate Members

10. Associate Members shall be those departing Ordinary Members as set out in Article 11 herein. Associate Members shall pay Associate Member dues as set out in the dues policy.

TERMINATION OF MEMBERSHIP

11. In order for an Ordinary Member to withdraw from Company membership, it must be an Associate Member for one year. Ordinary Members who wish to terminate their membership may do so by:

- a) delivering to the president a certified copy of the duly passed resolution of the student association or representative council authorizing withdrawal from Company membership as an Ordinary Member;
- b) delivering to the president written notice, at least one month prior to the end of the current fiscal year, of the intention to withdraw from Company membership as an Ordinary Member and become an Associate Member.

12. Ordinary Members initiating the termination process set out in Article 11 of this by-law receive Associate Member status for one year beginning on the first day of the next fiscal year, and they shall pay the dues set out in Article 7 of this by-law.

- a) Associate Members may make a new request for Ordinary Member status at any time during the current fiscal year.

COMPANY REGISTRY

13. A Company registry shall be maintained by the president in which shall be entered the names and addresses of all individuals who are or become Company Members. In case any person resigns or is expelled from the Company, that person's name shall be removed from the Company registry, and in case of the suspension of any Member, a memorandum thereof shall be inserted in the Company registry during that suspension.

MEMBERSHIP MEETINGS

14. The annual general meeting (hereinafter “AGM”) of the membership shall be held before the end of the current academic year at a location determined by the board of directors.

15. At this meeting, Members receive officers' reports, elect officers, ratify directors, receive and approve auditors' reports, appoint auditors and deal with all issues with which they may be presented.

16. The president may call special general meetings of the membership at any time upon the written request of two-thirds or more of the Company membership.

17. Any annual or special membership meeting may be held at any time or place if all Company Members are present or have signed a written waiver of notice of the time, place and purpose of the meeting. At any such meeting, any business may be presented or transacted that the Company may transact at annual or special general meetings.

18. The presence of 50% + 1 of the Members constitutes a quorum at membership meetings. Each Member must vote in accordance with letters patent and by-law provisions.

19. If there is no quorum at the time for which any membership meeting has been called, the Members present at that meeting may, fifteen (15) minutes after the appointed meeting time, adjourn the meeting for a period not exceeding one month. Furthermore, the majority of Members present at any AGM with a quorum may resolve to adjourn that AGM for a period to be determined by vote. At the meeting following an adjourned meeting, any business may be transacted which might have been transacted if the meeting had been held as originally called.

DIRECTORS

20. Company business is managed by a board of directors consisting of those individuals nominated by Ordinary and Associate Members through their authorized representative, who provides the Company president with the name of that proposed director and his or her consent to be a director in writing.

21. The AGM reviews proposed candidacies at the AGM following the submission of names proposed to the president. The directors adopted by an AGM majority take office the day **after the vote.**

22. Pursuant to the provisions of the *Companies Act* (New Brunswick), no person is eligible to be elected a director unless he or she has attained the age of 19 years.

23. Directors shall hold office for a term of one year or until their replacements are selected in accordance with this by-law.

24. A director's office shall be automatically vacated if:

- a) he or she resigns his or her office as director by delivering written resignation to the Company president;
- b) the director in question has missed three board of directors meetings without valid reason and directors make the decision to vacate by majority vote.

25. If a person ceases to be a director, the Company president shall solicit a new nomination from Ordinary Members to fill the vacated position for the remainder of the former director's term. The directors shall consider the nominated person at the next board of directors meeting following submission of the person's name to the president. The director ratified by the majority of directors takes office the day after the vote.

26. The Company does not compensate directors for their services as such except for reimbursement or the honoraria provided for officers in the Company by-laws.

BOARD OF DIRECTORS MEETINGS

27. Board of directors meetings shall be held regularly at least five (5) times per year alternating between the respective offices of the Company's Ordinary Members or at other places deemed to be practical. Each director has the right to vote. A director may designate any other person to vote for him or her, including a student from any member New Brunswick university or college, by expressly informing the Company president.

28. Notice of board of directors meetings shall be given at least two (2) days before each meeting by letter, e-mail or in any other practical way, but such a board meeting may be held

at any time or place without previous notice if all directors are present or if the absent directors sign a written waiver of notice of the time and place of that meeting.

29. At all board of directors meetings, the presence of 50% + 1 of the directors is necessary and sufficient to constitute a quorum for transacting business.

30. If there is no quorum at the time for which any board meeting has been called, the Members present at that meeting may, fifteen (15) minutes after the appointed meeting time, adjourn the meeting for a period not exceeding one month. Furthermore, the majority of Members present at any board meeting with a quorum may resolve to adjourn that meeting for a period to be determined by vote. At the meeting following an adjourned meeting, any business may be transacted which might have been transacted if the meeting had been held as originally called.

31. A director may participate in board or committee meetings by telephone or other means of communication permitting all those participating in said meetings to hear each other, and a director participating in such a meeting by such means of communication shall be deemed to be present at that meeting.

32. A resolution in writing signed by all directors, or the counterparts of that resolution signed by all the directors entitled to vote on that resolution at a board or committee meeting, is as valid as if it had been passed at a meeting of directors or a committee of directors duly called, constituted and held. A copy of every abovementioned resolution or counterpart thereof shall be kept with the minutes of the directors' or committee's proceedings.

33. Even if it is later discovered that there was some defect or disqualification in the election or appointment of any director or person acting as such, all board meeting decisions shall be as valid as if every such person had been duly elected or appointed and was qualified to be a director.

34. The following individuals may attend any board meeting as observers:

- a) any full-time student enrolled at an Ordinary Member's institution;
- b) any full-time student enrolled at a Trial Member's institution;

- c) any full-time student enrolled at an Associate Member's institution;
- d) other individuals as the board of directors may determine, if applicable.

PROTECTION OF DIRECTORS

35. The directors, other Company officers, trustees (if any) acting in relation to any Company business and every one of their heirs, executors and administrators shall be indemnified and secured harmless out of Company assets from and against all actions, costs, charges, losses, damages and expenses that they or any of them or any of their heirs, executors or administrators shall or may incur or sustain by or by reason of any act executed or omitted from the exercise of their real or supposed duty in their respective offices, responsibilities or trusts, except any they shall incur or sustain by or through their own respective wilful neglect or default.

ELECTION OF OFFICERS

36. At the AGM, the Members shall elect Company officers. The president shall be elected before the vice-president external and the vice-president of operations.

37. Each Member shall have one vote, which shall be cast by secret ballot. A candidate must receive a majority of the votes cast to be elected. If no candidate receives a majority of the votes cast, the candidate with the lowest number of votes shall be eliminated and a subsequent ballot held.

38. If there is only one candidate for a position, the board of directors shall vote by secret ballot to accept the candidate or to re-open nominations.

39. All officers shall hold office for a one-year period from May 1st of the current year to April 30th of the following year.

OFFICERS

40. Company officers, that is, the president, the external vice-president and the vice-president of operations, shall study at an Ordinary Member or Associate Member institution. They are elected by the Members in accordance with this by-law and shall hold office for a term of one (1) year. Officers may be elected for an additional one (1) year term but may serve for no more than two (2) consecutive terms.

PRESIDENT

41. The president is the chief executive officer of the Company and shall be charged with the general administration of the Company; the president also:

- a) calls, organizes and chairs board of directors meetings;
- b) coordinates responses to government actions and initiatives;
- c) coordinates government committee appointment procedures, if applicable;
- d) represents the Company in the public eye in a manner respecting all Company Members;
- e) coordinates the training of new directors;
- f) ensures that all Alliance by-laws, policies, motions and other actions are in line with Company vision and mission statements;
- g) keeps proper records of all Company meetings and maintains custody of Company books and records unless directors make other provisions to the contrary;
- h) gives notice of all Company meetings and maintains custody of the Company seal;
- i) is answerable to and accountable to the Members;
- j) chairs the Finance committee;
- k) chairs the executive committee;
- l) ensures maintenance of the Company books;
- m) produces and presents a preliminary budget for the following fiscal year to the AGM;
- n) ensures the collection and deposit of all contributions;
- o) is responsible for all Company finances.

VICE-PRESIDENT EXTERNAL

42. The vice-president external assists the president in meeting his or her obligations and:

- a) assumes the president's duties if the president is absent or incapacitated;
- b) is responsible for media communications and government liaison;
- c) is accountable to the president;
- d) chairs external committees;
- e) manages relations with partner organizations and associations.

VICE-PRESIDENT OF OPERATIONS

43. The vice-president of operations:

- a) is accountable to the president;
- b) assists in informing Members of Company policies;
- c) chairs the policy committee;
- d) manages relations with member universities and colleges.

44. In the absence of any presiding officer as provided by this by-law, the directors may appoint a meeting chairperson.

REMOVAL OF OFFICERS & DIRECTORS

45. All meetings held in connection with the removal of an officer or director shall be open to all Members.

46. Any director at a Company board meeting may move to dismiss or expel an officer or director by naming the concerned director or officer and stating the reason for the proposed removal.

47. Once the motion has been made, directors may, with a majority vote, suspend the concerned individuals from all the rights, duties and privileges of their positions pending the results of an inquiry.

48. Once the motion has been made, directors form a committee that shall conduct an inquiry and submit its written report, in the form the directors prescribe, to the directors no later than two (2) weeks after the meeting at which the motion for dismissal was made.

49. Upon receipt and review of the committee's written report, any voting director may move for dismissal or expulsion.

50. A two-thirds (2/3) vote shall be required to adopt the motion effecting dismissal or expulsion; that vote is final and not subject to appeal.

51. If a vacancy occurs in any office by reason of death, resignation, disqualification or otherwise, the directors may, by two-thirds (2/3) resolution, appoint a person to fill that vacancy.

BILINGUALISM

52. The Company conducts its business in both English and French.

53. All Company documents intended for public distribution and long-term documents, including the constitution, policies and/or any other documents describing NBSA/AÉNB management, are written and published in both English and French.

54. During annual conferences, telephone meetings, committee meetings or any other official meetings of NBSA Members, there must be at least one bilingual person present unless all Members present at a specific meeting come from campuses of the same language.

55. All Company Members have the right to be served in the official language of their choice by Company officers.

56. Campaigns shall be conducted in the language of the university where they take place. If campaigns take place simultaneously at an Anglophone and a Francophone university, all campaign materials (buttons, jerseys, posters, etc.) shall be in English and French both. Slogans and reports shall be designed and produced in the language of those for whom they are intended.

57. In the event of a conflict between the English and French versions of any Company documentation, specifically this by-law, that conflict shall be referred to the policy committee, which shall use its best efforts to resolve said conflict in favour of that common-sense interpretation which best reflects the Company's underlying philosophies and its mission statement.

COMMITTEES

58. If they deem it necessary, Company directors may appoint committees of a number of directors or Members as deemed appropriate and may prescribe their duties.

59. A meeting chairperson appointed by the committee chairs all committee meetings.

60. A committee may meet to deliberate, adjourn and administer its sessions as it sees fit.

61. Unless the board of directors decides otherwise, two committee Members and the committee meeting chairperson constitute a quorum.

62. The issues raised at a meeting shall be the subjects of a majority vote decision, and in the case of a split vote, the meeting chairperson has the deciding vote.

63. The Company shall implement and maintain the following standing committees, which shall report to the board of directors regularly:

- a) **Policy committee**: the policy committee shall consist of the vice-president of operations, who acts as chairperson, and no fewer than three (3) directors appointed by the directors who shall:
 - i) hear and provide written recommendations to the directors on any matter of dispute or interpretation arising from the by-laws;
 - ii) review and make written recommendations to the directors on any proposed amendments to the Company by-laws;
 - iii) analyze and submit all questions on the interpretation of by-laws to Company legal counsel;
 - iv) hear and provide written recommendations to the Company on any general policy matter or on changes to those policies.

- b) **Finance committee**: the audit committee shall consist of the president, who shall act as chairperson, and no fewer than three (3) directors appointed by the directors who shall:
 - i) ensure the Company's financial integrity;
 - ii) deliver a written report once per semester in the form the directors prescribe, if applicable, on the Company's financial status;
 - iii) ensure that all directors receive the Company budget.

- c) **External committee**: the campaign committee shall consist of the external vice-president, who shall act as chairperson, and no fewer than three (3) directors appointed by the directors who shall:
 - i) ensure the organization of activities to further the student cause on campuses or in other locations the committee deems favourable.

CONFLICT OF INTEREST

64. When a Company officer or director has a conflict of interest related to any matter affecting the Company, and when he or she attends a Company meeting or any other meeting dealing with Company business at which the matter is reviewed, he or she shall:

- a) disclose that he or she has a conflict of interest in the matter as soon as that conflict arises; and
- b) withdraw immediately from the meeting room when the matter is being reviewed or is the subject of a vote.

CHEQUES, DRAFTS AND NOTES

65. Two officers or third parties that the board of directors has designated as having signing authority shall sign all cheques, drafts, cash payment authorizations, notes, acceptances and bills of exchange.

BORROWING POWERS

66. The Company may:

- a) borrow money in amounts and under terms the board of directors deems necessary;
- b) limit or increase the amount of the loan;
- c) issue Company bonds, debentures or other securities and pledge or sell the same for such sums and at such prices as deemed expedient;
- d) hypothecate, mortgage or pledge the Company's real or personal property, rights and powers or liabilities; and
- e) invest, loan or contribute the Company's money or property not immediately required in such a manner as the board of directors determines proper.

EXECUTION OF INSTRUMENTS

67. The president and executive vice-president may sign contracts, documents or any other written instruments requiring Company signature, and all contracts, documents and other written instruments so signed shall be binding upon the Company without any further authorization or formality. The board of directors may, if applicable, resolve to designate one or more officers or

even one or more third parties on behalf of the Company to sign contracts, documents and other written instruments in general or specific contracts, documents and other written instruments.

68. If applicable, the Company seal may be affixed to the aforementioned contracts, documents and other written instruments signed by one or more officers or individual(s) appointed by board of directors' resolution as mentioned above.

AUDITORS

69. Auditors shall be appointed at the Company's AGM. When appointed, Company auditors shall hold office until the next AGM after being appointed or until their successors are appointed unless previously removed by board of directors' resolution.

FISCAL YEAR

70. The Company's fiscal year ends on the date provided in the budget by-laws.

AMENDMENT OF BY-LAWS

71. The board of directors may, upon two-thirds majority vote, repeal, modify, add to or re-enact this or other Company by-laws, but any such changes shall, in the case of all by-laws other than those relating to Member expulsion or suspension, be given in writing to all Company directors no less than thirty (30) days before the proposed changes are to be adopted.

INTERPRETATION

72. In all Company by-laws, the singular includes the plural, and the plural includes the singular; the word “person” or “third party” includes businesses and companies, and the masculine includes the feminine.

ENACTED this ____ day of _____, 2009

The Company seal **in witness thereof**

By:
Title: President

By:
Title: Vice-President of Operations