Post-Graduate Students’ Society
Bylaws

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Table of Contents
Section 1: Definitions ..................................................................................................................2
Section 2: Purpose ........................................................................................................................2
Section 3: Membership ................................................................................................................3
Section 4: Fees ..............................................................................................................................3
Section 5: Governing Documents ................................................................................................3
Section 6: Governing Bodies .......................................................................................................4
Section 7: Meetings of Governing Bodies ....................................................................................8
Section 8: Officers and Directors ..............................................................................................10
Section 9: Financial, Contractual, and Legal ............................................................................12
Section 10: Petitions, Elections, and Referenda .......................................................................13
Section 11: Representation .........................................................................................................15
Section 12: Language ..................................................................................................................15
Section 13: Records ....................................................................................................................16
Section 14: Restrictions on Activities .......................................................................................16
Section 15: Indemnification ........................................................................................................16
Section 16: Amendment ..............................................................................................................17
Section 17: Dissolution ...............................................................................................................17
Section 1: Definitions

1. “The corporation” shall refer to L’Association étudiante des cycles supérieurs de l’Université McGill inc. (AÉCSUM), the corporation duly registered in the province of Quebec pursuant to Part III of the Quebec Companies Act.
2. “PGSS” shall refer to the Post-Graduate Students’ Society of McGill University Inc., the duly registered English operating name of the corporation.
3. “Society activities” shall refer to all activities of the PGSS related to advocacy, outreach, lobbying, regular member services (excluding implementation details), or events for and held on behalf of regular members, and exclusively funded from the Society Activities Fund.
4. “Business activities” shall refer to all PGSS activities relating to sales, including food and beverage services, space bookings to external groups, and event catering, and exclusively funded from the Business Activities Fund.
5. “Shared activities” shall refer to all PGSS activities that cannot be exclusively categorized as either Society activities or Business activities, and that require or involve budgeting from both Business and Society funds.
6. “Corporate activities” shall refer to all PGSS activities related to the maintenance of its corporate status, contractual obligations, matters of employment, financial relationships and obligations, legal proceedings and actions on behalf of or in defence of the PGSS, or any other activity not explicitly indicated as a Society, Business, or Shared activity.
7. “University” shall refer to McGill University.
8. “Memorandum of Agreement” shall refer to the contract between the PGSS and the University that outlines, amongst other things, fee collection mechanisms and mutual recognition.
9. “Unit” shall refer to a department, school, institute, faculty, programme of study, or other administrative division of the University as recognized by the PGSS.
10. “PGSA” shall refer to a Post-Graduate Student Association, an association representing the subset of PGSS regular members in a particular unit, or combination of units, such that no regular member is represented by more than one PGSA.
11. “Bylaw” shall refer to a numbered item in the present document.
12. “Special resolution” shall refer to a motion for which a two-thirds (2/3) vote is required. For a motion considered in a meeting, such a vote shall be two-thirds (2/3) of voting members present. For motions considered by referendum, such a vote shall be of members participating in the referendum.
13. “Closed session” shall refer to a portion of a meeting of a governing body for which the proceedings are to be kept private to the members of the governing body. Non-members of the governing body are excluded from any such session, unless permitted by special resolution. A governing body may enter into closed session by special resolution.
14. “Titled position” shall refer to officer and director positions.
15. “Virtual meeting” shall refer to meetings where one or more member participates via telephone or audio/visual live streaming.
16. “Financial year” shall refer to the period used for calculating annual financial statements.

Section 2: Purpose

1. The corporation is constituted for the following purposes:
   1.1. To provide representation and advocacy for members.
   1.2. To promote the educational and cultural interests of members.
   1.3. To offer opportunity for free and informal discussion of issues of concern to members.
   1.4. To promote and enhance collegial relations amongst members.
   1.5. To establish and maintain a social club for members and their guests.
Section 3: Membership

1. Types of Members
   1.1. Regular member: graduate student or postdoctoral scholar of the University.
   1.2. Special member: an individual upon whom special membership is conferred by the PGSS. This includes Associate Members and Spousal Members.
   1.3. Thomson House member: an individual conferred Thomson House member status by the PGSS. All regular and special members are de facto Thomson House members.

2. Rights of Membership
   2.1. Regular members
      2.1.1. Have the right to vote at General Meetings.
      2.1.2. May become a member of any governing body, or a body to which the PGSS may appoint a representative via the procedures set out in these Bylaws or the Society Activities Manual.
      2.1.3. May resign from the PGSS; resignation must be in writing and shall be effective upon receipt and acknowledgement thereof by the Executive Committee. The individual shall continue to pay fees as long as he or she remains eligible for membership.
      2.1.4. Have the privilege of the use of Thomson House, subject to the House Rules, as outlined in the Corporate Operations Manual.
   2.2. Special Members
      2.2.1. Have the privilege of the use of Thomson House, subject to the House Rules.
      2.2.2. Have access to specific PGSS resources and programs as set by the Board of Directors, but not to exceed the access afforded to regular members.
   2.3. Thomson House Members
      2.3.1. Have the privilege of the use of Thomson House, subject to the House Rules, as outlined in the Corporate Operations Manual.

3. Responsibilities of Membership
   3.1. To abide by the House Rules while at Thomson House. Thomson House management may summarily suspend the privilege of the use of Thomson House for any member who violates the House Rules. Such a suspension is subject to appeal to the Judicial Board with ratification of the Board of Directors.
   3.2. To be familiar with the governing documents that determines one’s membership rights and responsibilities.

Section 4: Fees

1. The PGSS regular member fee may only be set by a general referendum following procedures set out in the governing documents. The fees for other classes of members shall be set by the Board of Directors.
2. All fees set by the PGSS and levied from its members by the University shall be communicated to the appropriate University bodies according to the Memorandum of Agreement.

Section 5: Governing Documents

1. Titles
   1.1 Letters Patent
   1.2 Bylaws
   1.3 Corporate Activities Manual
   1.4 Society Activities Manual
Section 6: Governing Bodies

1. General Meeting
   1.1. Purpose
       1.1.1. As defined by law.
   1.2. Purview restrictions
       1.2.1. May only do that which is explicitly laid out in these Bylaws or
              guaranteed by law.
   1.3. Composition
       1.3.1. Regular members.
       1.3.2. General meetings shall be chaired by a Speaker appointed by the
              Appointments Board following procedures set out in the Society
              Activities Manual. In the absence of a chair, the General Meeting may
              appoint a regular member to serve as interim chair.
   1.4. Voting and Quorum
       1.4.1. Each regular member has one vote.
       1.4.2. Business of the General Meeting shall only be conducted with a
               quorum of one (1) percent of regular members.
   1.5. Agenda
       1.5.1. Motions requiring the specific approval of the General Meeting shall
              be placed higher up on the agenda than any other motion.

2. Council
   2.1. Purpose and Purview
       2.1.1. To make decisions about Society Activities including but not
               limited to: the Society budget, the Society Activities Manual, and the
2.1.2. To make joint decisions about Shared Activities in conjunction with the Board of Directors.

2.1.3. Council shall have no purview over Business or Corporate Activities.

2.2. Composition

2.2.1. As set out in the Society Activities Manual, but at minimum including one representative from each Post Graduate Student Association, and all six (6) Officers.

2.2.2. Council shall be chaired by a Speaker appointed by the Appointments Board following procedures set out in the Society Activities Manual. In the absence of a chair, the Council may appoint a member of the Council to serve as interim chair.

2.3. Voting rights

2.3.1. Each Councillor is allotted one vote

2.3.2. There are no other voting members of Council.

2.4. Quorum

2.4.1. Business of Council shall only be conducted with a quorum of thirty (30) percent of the duly appointed members of Council.

3. Committees of Council

3.1. Purpose and Purview

3.1.1. The purpose and purview of individual committees of council shall be as outlined in the Society Activities Manual.

3.1.2. Committees of Council may not make decisions on behalf of the PGSS.

3.2. Composition

3.2.1. Regular members, as specified in the Society Activities Manual.

3.2.2. Committees of Council shall be chaired as set out in the Society Activities Manual.

3.3. Voting rights

3.3.1. Each member of a Committee of Council has one vote.

3.4. Quorum

3.4.1. Business of Committees of Council shall only be conducted with a quorum of one-half (1/2) of the duly appointed members of the Committee.

4. Board of Directors

4.1. Purpose

4.1.1. To make decisions about Business Activities.

4.1.2. To make joint decisions about Corporate Activities in conjunction with the Executive Committee.

4.1.3. To make joint decisions about Shared Activities in conjunction with the Council.

4.1.4. The Board shall have no purview over Society Activities

4.2. Composition

4.2.1. Directors as outlined in Section 8, Article 2.

4.2.2. The Board of Directors shall elect a chair annually elect in June amongst its members. In the absence of a chair, the Board may appoint a director to serve as interim chair. In the event of the chair’s resignation or removal, the Board shall elect a new chair at the next meeting.

4.2.3. Secretary-General shall act as President of the Corporation

4.3. Voting rights

4.3.1. Each Director has one vote.
4.4. Quorum
4.4.1. Business of the Board of Directors shall only be conducted with a quorum of one-half (1/2) of the duly appointed members of the Board of Directors.

5. Executive Committee
5.1. Purpose and Purview
5.1.1. To make decisions about Society Activities in collaboration with Council
5.1.2. To make joint decisions about Corporate Activities in conjunction with the Board of Directors.
5.1.3. To ensure the proper operation of PGSS activities under its purview.
5.1.4. The Executive Committee shall have no purview over Business Activities.

5.2. Composition
5.2.1. Officers as outlined in Section 8, Article 1
5.2.2. The Executive Committee shall be chaired by the Secretary-General, or in the absence of the Secretary-General, a Vice-chair appointed by the Executive Committee. In the absence of the Chair or Vice-chair, the Executive Committee may appoint a member of the Executive Committee to serve as interim chair.

5.3. Voting rights
5.3.1. Each Officer has one vote.

5.4. Quorum
5.4.1. Business of the Executive Committee shall only be conducted with a quorum of one-half (1/2) of the duly appointed members of the Executive Committee.

6. Judicial Board
6.1. Jurisdiction of the Judicial Board
6.1.1. Delivers decisions about appeals made by the members regarding the reasonableness of decisions of the PGSS or its Officers following procedures specified in the Society Activities Manual.

6.2. Composition
6.2.1. One (1) judge, nominated by the Graduate Law Students' Association, one (1) judge, nominated by Council and one (1) judge selected from the membership at large. All judges are appointed by the Appointments Board and ratified at Council.
6.2.2. The Judicial Board shall be presided over by a Chief Justice selected by the judges of the Judicial Board.

6.3. Voting
6.3.1. Each judge has one vote.

6.4. Applicable rules of procedure
6.4.1. The Judicial Board will govern its activities and the content of its decisions according to predetermined Rules of Procedure as agreed by all of the judges of the Judicial Board. These rules of procedure must follow recognized rules of procedural fairness.
6.4.2. Deliberations of the Judicial Board shall only be conducted with a quorum of two thirds (2/3) of the duly appointed judges.
6.4.3. The Chief Justice can appoint associate judges to aid in the solution of a particular controversy if one or more judges of the Judicial Board are temporarily incapable of discharging the duties of the office of
Judge of the Judicial Board. Appointments made under this article are subject to revision by the Appointments Board.

6.4.4. The notice of appeal must include a written statement from the petitioner detailing the specific reasons for the appeal including but not limited to the ways in which the responsible committee or party is believed to have erred and any pertinent clauses in the governing documents which are believed to have been broken. The prospective appellant shall be made aware of this procedure at the time he or she is made aware of his or her right to appeal.

6.4.5. The Chief Justice shall convene the Judicial Board within five (5) working days after the reception of (i) a notice of appeal, (ii) the document of appeal made by the appellant, and (iii) all relevant supporting documents. The Chief Justice will determine the completeness of the file and if any additional supporting documents are required.

6.4.6. Upon notice of appeal, the chair of the committee or the party that rendered the decision in question shall also be duly notified by the Judicial Board and shall supply a statement detailing the justification of the decision along with all relevant documentation within 36 hours of the notice. Documents should include all correspondence with the appellant, a written statement describing the reasons for the decision and the governing documents upon which they are based, as well as any other pertinent information.

7. Appointments Board

7.1. Purpose and Purview

7.1.1. To appoint regular members to positions within its purview following procedures specified in the Society Activities Manual.

7.1.2. The Appointments Board may not make decisions about election candidates, appointments to Council, Officers, or appointees to external organizations other than University bodies.

7.2. Composition

7.2.1. Six (6) members of Council from at least four (4) different faculties, as well as two (2) members of the Executive Committee, as set out in the Society Activities Manual.

7.2.2. One of the Executive shall act as chair. In the absence of the Executive member, or in the absence of a chair, the Appointments Board may appoint a member of the Appointments Board to serve as interim chair.

7.2.3. Members of the Appointment Board are selected by lottery from amongst interested members of Council who have put their name forward. The lottery shall be conducted at a Council meeting, in full view of the Council, following procedures specified in the Society Activities Manual.

7.2.4. An Appointments Board lottery shall be held at the first Council of each financial year.

7.3. Voting rights and Quorum

7.3.1. Each member has one vote.
7.3.2. Business of the Appointments Board shall only be conducted with a quorum of one-half (1/2) of the duly appointed members of the Appointments Board.

7.4. In the absence of an Appointments Board, the Executive may conditionally appoint members to committees.
   7.4.1. These appointments must be presented to council with a reason for the interim appointment for ratification.
   7.4.2. If council does not ratify an executive-appointed individual, they shall vacate the position immediately.

Section 7: Meetings of Governing Bodies

1. Regular Meetings
   1.1. Council shall meet regularly, at least nine (9) times in the calendar year.
   1.2. Two General Meetings shall be held, one in the fall semester and one in the winter semester, ideally at the time typically reserved for PGSS’ regularly scheduled Council meetings.
   1.3. The Board of Directors shall meet regularly, at least eight (8) times in the calendar year.
   1.4. The Executive Committee shall meet regularly, at least once per month.
   1.5. The Judicial Board shall meet within three (3) working days of notice of appeal being delivered, in writing, to the Chief Justice. In the event that a meeting the Judicial Board does not meet quorum, another meeting shall be held within three (3) working days.
   1.6. Committees of Council shall meet, as defined in the Society Activities Manual.

2. Special Meetings
   2.1. A Special Meeting may be called for Council, General Meeting, the Executive Committee, or the Board of Directors.
   2.2. No other governing body shall have special meetings.
   2.3. A Special Meeting may only deal with the business presented in the call for the Special Meeting, or as indicated on the petition or resolution that called the Special Meeting.
   2.4. A Special Meeting of Council may be called by the Secretary-General, by the Executive Committee, by a resolution of Council, or by a governing body petition of members of Council.
   2.5. A Special General Meeting may be called by the Secretary-General, the Board of Directors, or by a regular member petition.
   2.6. A Special Meeting of the Board of Directors may be called by the Secretary-General, by the Chair of the Board, by a resolution of the Board of Directors, or by a governing body petition of members of the Board of Directors.
   2.7. A Special Meeting of the Executive Committee may be called by the Secretary-General, by a resolution of the Executive Committee, or by a governing body petition of members of the Executive Committee.

3. Rules of Order
   3.1. Meetings of governing bodies shall proceed according to Robert’s Rules of Order unless otherwise specified in the governing documents.
   3.2. Governing bodies may enact, amend or repeal any additional rules of procedure as it sees fit to allow for effective operation.
   3.3. In the case of a tie vote, the status quo shall prevail.
   3.4. Voting by proxy shall not be permitted.
3.5. The Executive Committee, Board of Directors, Appointments Board, Judicial Board, and Committees of Council, may conduct business by electronic means, as outlined in Section 7, Articles 9.1 and 10.

4. Notice
4.1. Notice for a Council or General Meeting shall be given to the members at least two (2) calendar weeks before the date of the meeting.
4.2. Notice for a meeting of the Judicial Board shall be given at least forty-eight (48) hours before the meeting.
4.3. Notice for meetings of all other governing bodies shall be distributed to members of the governing body at least one (1) week before the date of the meeting.
4.4. Notice for any meeting must include at least the following:
   4.4.1. A request for the submission of motions to be considered.
   4.4.2. The room and building in which the meeting is to be held.
   4.4.3. The time at which the meeting is to be called to order.
4.5. Notwithstanding Bylaws 7.4.1 and 7.4.2, Special Meetings may be called and the agenda may be distributed with three (3) working days’ notice.

5. Agenda
5.1. The agenda for a Council or General Meeting shall be distributed to the members of the governing body at least five (5) calendar days prior to the meeting unless the members of the governing body unanimously consent to waive this requirement.
5.2. The agenda for all governing body meetings other than Council and General Meetings shall be distributed to members of the governing body at least two (2) days before the meeting.
5.3. The agenda for the meeting of a governing body must include at least the following items:
   5.3.1. The room and building in which the meeting is to be held.
   5.3.2. The time at which the meeting is to be called to order.
   5.3.3. All duly submitted motions to be considered.

6. Speaking Privileges and Guests
6.1. The members of a governing body shall have speaking privileges.
6.2. Any governing body may, by special resolution, extend speaking privileges to any guest(s) in attendance.

7. Attendance Restrictions
7.1. Subject to space limitations, any regular member may attend the non-confidential portion of the meeting of any governing body.
7.2. Representatives of campus media outlets may attend the non-confidential portion of the meeting of any governing body.
7.3. Representatives of non-campus media outlets, upon prior permission granted by the Executive Committee, may attend the non-confidential portion of the meetings of Council or General Meetings.

8. Records
8.1. Minutes shall be recorded for all meetings of governing bodies.
8.2. Minutes shall contain the following information:
   8.2.1. date of meeting.
   8.2.2. start and end time of meeting.
   8.2.3. location.
   8.2.4. attendance.
   8.2.5. exact wording of decisions taken.
   8.2.6. titles of discussions that ensued.
   8.2.7. the vote tally for special resolutions.
8.2.8. the number of voting members present at the time of the vote for special resolutions.

8.3. With the exception of Council and General Meetings, written verbatim minutes of a meeting or portions of a meeting of a governing body may only be produced upon special resolution of the governing body during the course of the meeting for which the minutes are to be produced. Such minutes, when publicized, must be accompanied by an audio recording of the meeting or meeting portions for which the verbatim minutes were produced. These minutes and recordings shall be released no sooner than three (3) business days after the end of the meeting.

8.4. All open meeting minutes of governing bodies shall be made available, upon request, to regular members.

8.5. Audio recordings of Council and General Meetings shall be made. Such recordings shall be retained according to procedures set out in Society Activities Manual and made available to regular members upon request, but no sooner than three (3) business days after the end of the meeting.

9. Electronic Resolutions
9.1. An electronic resolution shall be considered valid if it receives the unanimous consent of all members of that governing body entitled to vote.

9.2. Electronic resolutions shall be upheld in the same manner as resolutions passed in a regular meeting of that body.

10. Virtual Meetings
10.1. Virtual meetings can be held under special circumstances where any member is unable to attend the physical meeting.

10.2. A member of committee cannot participate in more than two (2) consecutive virtual meetings.

10.3. The request to attend a meeting virtually shall not be unduly refused if made to the chairperson at least forty-eight (48) hours prior to the meeting.

10.4. The chairperson shall ensure that the meeting room is able to accommodate the technology required for the virtual meeting.

10.5. Individuals attending meetings virtually shall have regular voting rights.

10.6. If for technical reasons, the virtual meeting cannot be accommodated then only the participants physically present shall be considered as being present and having a vote at that meeting.

Section 8: Titled Positions
1. Officer Positions Consist of:
   1.1. Secretary-General.
   1.2. Financial Affairs Officer.
   1.3. Four (4) other Officers as defined in the Society Activities Manual.

2. Director Positions Consist of:
   2.1. Two (2) External Directors.
   2.2. Three (3) Internal Directors.
   2.3. One (1) Internal OR External Director
   2.4. Council Director.
   2.5. Secretary-General.
   2.6. Financial Affairs Officer.


4. Eligibility
4.1. A person must be a regular member in order to be appointed to or occupy a titled position, with the exception of persons in an External Director position.

4.2. With the exception of External Directors, any holder of a titled position is considered to have tendered his or her resignation immediately upon losing regular member status.

4.3. The Council Director must be a member of Council.

4.4. No individual may simultaneously hold more than one titled position, unless required to do so by these Bylaws.

5. Appointment

5.1. Officers are appointed by general election.

5.2. Internal, External, and Council Directors are appointed by special resolution of the Appointments Board, subject to ratification by the Board of Directors. A Director so appointed assumes office immediately after ratification by the Board of Directors; however, such appointment must be ratified at the next General Meeting, failing which the Director is removed.

5.3. Commissioners are appointed by Appointments Board and ratified by council.

5.4. In the case that an Officer position becomes or remains vacant, a by-election, held in conformity with these Bylaws and with the Society Activities Manual, shall be held within thirty (30) days unless deemed unnecessary by a special resolution of Council.

4.3.1 A special resolution of the Executive Committee may delay a by-election by a maximum of thirty (30) additional days if Council cannot be convened within the original thirty (30) day window.

6. Removal and Censure

6.1. Grounds for removal or censure shall include violations of the Code of Conduct or any other previously agreed upon best practices.

6.2. To be placed on the agenda of a meeting of a governing body, a motion of censure or removal must be supported in writing by:

5.1.1 A motion of another governing body or

5.1.2 The signature of a number of members of that governing body equivalent to at least one-fourth the quorum of the body.

6.3. Officers who are required to serve as Directors may be removed by special resolution of the Council, the General Meeting, or via Referendum.

6.4. A Director who is neither an Officer nor the Council Director may be removed by special resolution of the Board of Directors.

6.5. Any decision of the Appointments Board, excluding appointments to the Board of Directors and Committees of Council, may be overturned by special resolution of the Executive Committee.

6.6. A Councillor may be removed by procedures specified by the Councillor’s PGSA, or by special resolution of Council. A removal decision made by a PGSA is subject to appeal to the Judicial Board.

6.7. The Council Director shall be immediately removed upon ceasing to be a member of Council. The Council Director may be removed by special resolution of Council.

6.8. Any individual in a titled position may be removed by special resolution at a General Meeting.

6.9. A petition to call a meeting or referendum to remove a person from any position within the PGSS must be framed as follows: “Do you agree that X be removed from the position of Y?” wherein X is the name of the person, and Y is the name of the position.
6.10. A motion to reinstate a person who has been removed from a position within the PGSS must be framed as follows: “BIRT X be reinstated to the position of Y,” wherein X is the name of the person, and Y is the name of the position.

6.11. Upon missing three (3) consecutive meetings of a governing body of which a holder of a titled position is a member, the holder of the titled position may be removed from his or her position through procedures set out in this Article.

7. Terms

7.1. An Officer may be elected at any time, but is automatically removed at the close of the financial year.

7.2. An Officer elected in the annual general election takes office on the first day of the following financial year.

7.3. An Officer elected in a by-election takes office immediately following the announcement of the election results.

7.4. A Commissioner may be appointed at any time, but is automatically removed at the close of the financial year.

7.5. A Councillor may be appointed at any time but is automatically removed one (1) calendar year from the date of appointment.

7.6. A Director who is not an Officer may be appointed at any time.

7.7. Internal Directors and the Council Director are appointed for a two (2) year term. This term is renewable via the appointment process.

7.8. External Directors are appointed for a five (5) year term. This term is renewable via the appointment process.

8. Remuneration

8.1. Each Officer shall receive an honorarium equivalent to twelve (12) hours per week at a rate of pay equal to that of McGill graduate student teaching assistants for a forty eight (48) week work year. In addition, each Officer shall receive a monthly allowance for telecommunications as set by motion of Council.

7.1.1 Remuneration shall be distributed in equal payments made every two (2) weeks.

8.2. Directors who are not Officers shall receive no remuneration.

8.3. Commissioner remuneration shall be as outlined in the SAM.

8.4. Councillors shall receive no remuneration from the PGSS.

8.5. Individuals in titled positions may not concurrently be employees of the PGSS.

Section 9: Financial, Contractual, and Legal

1. Financial

1.1 The financial year of the PGSS shall be from the first (1st) of June until the thirty-first (31st) of May of the following year.

1.2 The PGSS shall operate a separate bank account for each of its funds the Society Activities Fund and the Business Activities Fund requiring the signatures of two signing authorities for all debits.

1.3 The PGSS shall employ fund based accounting and generally accepted accounting principles. PGSS shall be as follows:

1.4 The signing authorities of the PGSS shall be as follows:

1.4.1. Finance Officer.

1.4.2. An Officer appointed by special resolution of the Executive Committee and ratified by Board of Directors.

1.4.3. Two management employees, appointed by the Board of Directors. Either may be signatory to Shared Activities. One will have exclusive purview over Business Activities, and other shall have exclusive purview over Society Activities.
1.5 The PGSS may not make any disbursement in a given financial year in the absence of an approved budget for the financial year.

1.5.1 The Council must approve the budget for Society Activities and the Board of Directors must approve the budget for Business Activities. Both the Council and the Board of Directors must approve the budget for Shared Activities.

1.5.2 Any approved budget must clearly state which party or parties may authorize an expenditure from each budget line and what process is required to disburse funds.

1.6 The Financial Affairs Officer shall provide the Council, Executive Committee, and Board of Directors with a quarterly budget update within two (2) weeks of the close of each quarter.

1.7 Each credit instrument used by the PGSS must be approved by special resolution of the Board of Directors.

1.8 The PGSS may not make any form of loan and may not take any form of loan without a special resolution of the Board of Directors.

1.9 Any transaction in excess of $10,000 requires a duly approved contract setting the terms of said transaction, or a special resolution of the Board of Directors.

1.10 The PGSS shall submit to an annual audit. Auditors shall be approved by the Board of Directors and at the Annual General Meeting in accordance with the Quebec Companies Act.

1.10.1 Audited financial statements shall be presented to the Board of Directors for approval within one (1) month of the completion of the audit.

1.10.2 Upon approval by the Board of Directors, the audited financial statements shall be made public.

2. Contracts

2.1 Any contract not related exclusively to Business Activities may be entered into only by special resolution of the Executive Committee, ratified by special resolution of the Board of Directors.

2.2 Unless otherwise specified in the contract itself, contracts may only be terminated by special resolution of the Board of Directors. Notwithstanding the foregoing, contracts entered into by special resolution of the Executive Committee may be terminated by special resolution of the Executive Committee, ratified by special resolution of the Board of Directors.

2.3 Any contract entered into by the PGSS must explicitly declare the primacy of Quebec law and jurisdiction over all matters related to the contract.

2.4 Every contract must be signed on behalf of the PGSS by at least two signing authorities. One shall be an Officer and the other a PGSS Employee. A contract may not be signed by any person who is not a signing authority.

3. Legal

3.1 No legal action, with the exception of defence of the PGSS, may be initiated without consultation with the Chief Justice and a special resolution of the Board of Directors.

3.2 No legal action in which the PGSS is already engaged may be terminated without consultation with the Chief Justice and a special resolution of the Board of Directors.

3.3 The PGSS shall maintain a conflict of interest policy for those who are in titled positions, management, and employees.

Section 10: Petitions, Elections, and Referenda

1. Petition

1.1. For a petition to be in order it must satisfy the following:

1.1.1. Be delivered to the head office of the PGSS.
1.1.2. Specify a single contact person including full name, email address, and telephone number with whom a representative of the PGSS may communicate regarding the petition's status.

1.1.3. Specify the date at which the petition and the signatures therein take effect.

1.1.4. Clearly state the procedure being invoked.

1.1.5. If a petition mandates something which is not expressly designated in these Bylaws as invocable via petition, then the PGSS shall not be required to take any action in response to the petition.

1.2. The Chief Returning Officer shall be responsible for validating petition signatures and judging whether a petition is valid.

2. Governing Body Petition
   2.1. A governing body petition must bear the signatures of two-thirds (2/3) of the members of the governing body which it affects.

3. Regular Member Petition
   3.1. A regular member petition must bear the signatures of the lesser of seven (7) percent of the regular membership, or 525 regular members.

4. Elections and Referenda
   4.1. Procedures
      4.1.1. A general election period for the purpose of electing Officers, and a referendum period for the purpose of putting questions to the regular membership, shall take place in the winter semester of each year.
      4.1.2. At least two (2) weeks' notice shall be given to regular members prior to any general election or referendum period. In the case that the Society Activities Manual requires a longer notice period, the latter shall apply.

4.2 Referendum questions
   4.2.1 Referendum questions may be set by special resolution of the Council, with ratification by the Board of Directors. Referendum questions that are of a purely consultative nature need not be ratified by the Board of Directors.
   4.2.2 Referendum questions may be set by regular member petition.
   4.2.3 A special referendum period may be called by special resolution of Council, or by regular member petition. The motion or petition question must specify the question to be posed, the campaign and voting period, all in conformity with the governing documents. In the case of a special referendum called by Council, the question must be ratified by the Board of Directors.
   4.2.4 Questions may be put to the membership in the form of a referendum, as required or permitted by these Bylaws, or by special resolution of Council.
   4.2.5 Referendum questions may be consultative or binding.
      a. Consultative referendum questions shall not bind the PGSS, but may be used to aid the PGSS in acting in a manner consistent with the will of its members.
      b. Binding referendum questions may only modify or levy fees, or change these Bylaws, as set out in these Bylaws.
   4.2.6 Referendum questions that violate governing documents, or the law, are deemed out of order, and invalidated according to procedures set out in governing documents.
4.3 Voting

4.3.1 General elections and referenda shall be conducted by preferential balloting, as specified in the Society Activities Manual.

4.3.2 Election and referendum results shall be made public the sooner of two (2) hours following the close of the election of referendum period, or after all candidates or referendum campaign chairs have been notified of the results.

4.3.3 Any appeal of election or referendum results must be made within seven (7) days following the close of the election or referendum period.

4.3.4 Elections and referenda shall take place by electronic balloting, using a third-party managed system as approved by Council and the Board of Directors.

4.3.5 Exceptionally, an election or referendum may take place by paper ballot, occurring at staffed polling stations. Such an election may only take place following a special resolution of Council.

4.3.6 The voting period for an election or referendum must be at least five (5) consecutive weekdays, which may not include a statutory holiday.

4.3.7 There shall be no quorum for elections.

4.3.8 The quorum for a referendum, shall be five (5) percent of the membership.

4.3.9 Should a referendum not meet quorum, then the result shall be nullified, and results shall not be made public.

4.3.10 In the case of either electronic or paper balloting, ballots must be secret, and protected by security measures adequate to ensure the privacy and fidelity of the voting system.

4.3.11 Mail-in paper balloting shall not be permitted.

4.3.12 Proxy voting shall not be permitted.

4.3.13 Votes must be voluntarily cast; it shall not be permitted to intimidate, coerce, or otherwise force a regular ember to cast a vote.

Section 11: Representation

1. The opinion, position or official stance of the PGSS may only be stated as something decided by resolution of the Council, Executive Committee or Board of Directors, or written explicitly in a governing document in effect at the time of the statement.

2. Only those persons occupying a titled position may express the opinion, position or official stance of the PGSS.

3. A person in a titled position may only represent those opinions, positions or official stance of the PGSS which have arisen through the authority of a governing body of which the titled position is a member.

4. A person in a titled position is not precluded from stating a personal opinion, position or stance from the office of a titled position so long as it is made explicitly clear that the statement is not the official statement of the PGSS but that of the individual.

Section 12: Language

1. The PGSS shall maintain a language policy specifying additional language-related rights and procedures beyond those set out in these Bylaws.

2. Members have the right to engage in English or in French with the Society through Society governing documents, its General Meetings and its electoral process. Specifically:
2.1. All governing documents of the PGSS, with the exception of contracts, shall be made available in English and French. In the case of a conflict on interpretation, the language of original drafting shall prevail. In the case of bilingually drafted document, the English version shall prevail.

2.2. The notice, agenda, any annual report from the Executive committee or Board of Directors, and minutes of General Meetings shall be made available to members at the same time in English and in French.

2.3. Members have the right to submit motions in English or in French to the General Meeting.

2.4. Members have the right to speak in English or in French at the General Meeting.

2.5. PGSS shall, to the best of its ability, provide interpretation to its members at General Meetings.

2.6. All official notices related to elections shall be made available to members in English and in French.

2.7. Members have the right to engage in English or in French in all stages of the election process.

3. Board of Directors

3.1. The minutes of the meetings of the PGSS Board of Directors shall be made available in English and in French.

3.2. Members shall have the right to engage in English or in French in the process that leads to appointment as a Director of the PGSS Board of Directors.

Section 13: Records

1. The PGSS shall make public only those records approved for publication by the governing body for which the record was generated.

2. The PGSS shall not share any personal information about its members with any third-party without the explicit, written consent of that member, subject to legal requirements. Records may be shared with third-parties that, under contract with the PGSS, provide services to members. The information shared must be governed by a confidentiality contract, and only such information as is required to provide the service may be shared with the third-party. At all times, the PGSS shall respect An Act Respecting the Protection of Personal Information in the Private Sector.

Section 14: Restrictions on Activities

1. Directors shall be responsible for ensuring compliance with these Bylaws.

2. The PGSS may neither take out, nor maintain, membership in any organization which does not allow the PGSS to determine said membership exclusively via processes set out in these Bylaws.

3. PGSS membership in any organization shall require a contract that specifies the following:
   3.1. A procedure by which the PGSS may terminate its membership.
   3.2. The manner in which fees are collected.
   3.3. The stipulation that PGSS Bylaws take precedence in governing the relationship with the organization.
   3.4. The stipulation that the contract fall within the jurisdiction of Quebec law.

4. The PGSS may not engage in any activity or process which might jeopardize or alter its status as a corporation registered pursuant to Part III of the Quebec Companies Act, particularly its status as a not-for-profit corporation.

Section 15: Indemnification
1. The PGSS shall save harmless any person who has occupied a titled position and that in so doing, did not violate rules set out in PGSS governing documents in effect at the time that person occupied the position.

2. The PGSS reserves the right, by special resolution of the Board of Directors, to pursue legal action against any person currently or formerly in a titled position, who is believed to have caused the PGSS or any of its members damage as a result of having violated rules set out in PGSS governing documents in effect at the time that person occupied a titled position.

3. Audited financial statements shall be approved prior to the indemnification of Directors.

Section 16: Amendment
1. Amendments to these Bylaws must be approved by:
   1.1. Special resolution of the Council or of the Board of Directors. Whichever body approves the amendment must then forward it to the other body for ratification by special resolution. The Bylaw amendment shall only come into force through one of the following means:
   1.2. Following approval by both bodies, the Bylaw amendment must be approved by the general membership via:
       1.2.1. Ratification by special resolution at a General Meeting, OR
       1.2.2. Special resolution voted on by referendum of the regular membership.

Section 17: Dissolution
1. Upon dissolution of the PGSS following the procedures specified by law, the assets of the PGSS shall be disbursed in accordance with the letters patent and the law.