

**Post-Graduate Students' Society
Bylaws**

Adopted: March 7, 2012
First Revision: October 23, 2012
Second Revision: February 10, 2014
Third Revision: November 15, 2014
Fourth Revision: June 26, 2015
Fifth Revision: October 28, 2015
Sixth Revision: May 4, 2016
Seventh Revision: Nov 6, 2019
Eighth Revision: March 29, 2022
Ninth Revision: March 31, 2023
Tenth Revision: May 15, 2023

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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 Society and Business 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 Activities.
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, mutual recognition, and responsibilities.
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 a 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 Executives, Commissioners and voting members of the Board of Directors.

15. "Electronic Meeting" shall refer to meetings where one or more members participates via telephone or audio/visual live streaming.

16. "Hybrid" shall refer to meetings which are explicitly planned as taking place synchronously via Zoom and in person.

17. "Virtual" shall refer to meetings which are explicitly planned as taking place synchronously via an online conferencing platform accessible to all participants, e.g. Zoom.

18. "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 its members.
- 1.2. To promote the educational and cultural interests of its members.
- 1.3. To offer opportunity for free and informal discussion of issues of concern to its members.
- 1.4. To promote and enhance collegial relations amongst members.
- 1.5. To establish and maintain a social environment for members and their guests.

SECTION 3: MEMBERSHIP

1. Types of Members

- 1.1. Regular members of PGSS: current graduate students or post-doctoral fellows of the University.
- 1.2. Special members: an individual upon whom special membership is conferred by the PGSS. This includes Associate Members and Spousal Members.
- 1.3. Thomson House members: 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 the Bylaws or the Society Activities Manual.

2.1.3 May resign from the PGSS.

2.1.3.1 Resignation must be in writing and shall be effective upon receipt and acknowledgement thereof by the Secretary-General to be communicated to the Executive Committee. The individual shall continue to pay fees as long as they remain 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, the PGSS Code of Conduct, and the University Code of Conduct.

2.2 Special Members

2.2.1 Have the privilege of the use of Thomson House, subject to the Thomson House House Rules, as outlined in the Corporate Operations Manual, the PGSS Code of Conduct, and the University Code of Conduct.

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, the PGSS Code of Conduct, and the University Code of Conduct.

3. Responsibilities of Membership

3.1 To abide by the PGSS Code of Conduct and the Thomson House House Rules while at Thomson House.

3.2 To act in accordance with all University and PGSS Policies and Procedures.

3.3 To be familiar with the governing documents of the Society that determine one's membership rights and responsibilities.

SECTION 4: FEES

1. The PGSS regular member fee may only be set by a general referendum following the 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 Bylaws
- 1.2 Corporate Operations Manual
- 1.3 Society Activities Manual
- 1.4 Policy and Positions Manual
- 1.5 Contract(s)
- 1.6 Letters Patent

2. Contents

2.1 The Corporate Operations Manual shall include guidelines and procedures with respect to Corporate Activities.

2.2 The Society Activities Manual shall include guidelines and procedures with respect to Society Activities and shall be the purview of the Executive Committee and Council.

2.3 The Corporate Operations Manual shall include guidelines and procedures with respect to Business Activities.

2.4 The Policy and Position Manual shall contain policies governing the working of the Society that are not addressed in the other governing documents and contain evidence-based positions touching on areas of political interest to the PGSS and shall be the purview of the Executive Committee, the Executive-Commissioner Caucus and the Council.

3. Conflicts Between Governing Documents

3.1 In the case of conflict between governing documents, the Bylaws shall prevail.

4. Amendment of Governing Documents

4.1 Each governing document must specify its own amendment procedures.

4.2 Any amendment to the governing document shall take effect immediately; however, amendments must be ratified at the next General Meeting. If an amendment fails to pass at a General Meeting it shall be removed.

5. All governing documents are secondary to Quebec law in the case of conflict.

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 the Society Activities Manual or guaranteed by law.

1.3 Composition

1.3.1 Regular Members

1.3.2 General meetings shall be chaired by the Speaker appointed by the Appointments Board following procedures set out in the Society Activities Manual.

1.3.3 In the absence of the Speaker, the General Meeting shall be chaired by the Deputy Speaker.

1.3.3.1 In the absence of both the Speaker and the Deputy Speaker, the General Meeting may appointment 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.

1.4.3 Should quorum not be achieved at a given General Meeting, then:

1.4.3.1 Any outstanding minutes of General Meetings shall be submitted to Council for approval at the next available opportunity.

1.4.3.2 Any outstanding appointments to the Board of Directors shall be submitted to Council for ratification at the next available opportunity (see also: Bylaw 8.5.2).

1.4.3.3 Any outstanding ratification of amendments to the Society Activities Manual (SAM) and these Bylaws shall be voted on by PGSS's general membership in the next available referendum (whether during our regular General Election and Referendum cycle or alongside any needed By-Elections) (see also: Bylaw 16.1).

1.4.3.4 Any outstanding approvals of the Auditors shall be submitted to Council for approval at the next available opportunity (see also: Bylaw 9.1.11).

1.4.3.5 Any other outstanding, time-sensitive business shall be submitted to Council for their consideration.

1.4.3.6 Any other outstanding business requiring the approval of PGSS membership which is not time-sensitive shall be submitted as a referendum question at the next available opportunity.

1.4.3.6.1 If another General Meeting is scheduled before the submission deadline for ballot questions for the next available referendum, then a second attempt shall be made to present such business to the General Meeting before submitting it as a referendum question.

1.4.3.7 In any and all of the above cases, the Speaker and Secretary-General shall request that an item be placed in PGSS's Newswire to inform PGSS membership of the outcome of the General Meeting and the means by which interested parties may intervene on outstanding business (e.g., a member might reach out to their PGSA Councillor or attend Council and request speaking rights to intervene on a matter referred to Council).

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 Policy and Positions Manual.

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) Executives.

2.2.2 Council shall be chaired by a Speaker appointed by the Appointments Board following procedures set out in the Society Activities Manual.

2.2.2.1 In the absence of the Speaker, Council shall be chaired by the Deputy Speaker.

2.2.2.2 In the absence of both the Speaker and Deputy Speaker, the Council may appoint a member of the Council to serve as interim chair.

2.3 Voting rights

2.3.1 Each Councilor 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 As set out 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 and Purview

- 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 of Directors shall have no purview over Society Activities.

4.2 Composition

- 4.2.1 Directors as outlined in Section 8, Article 3.
- 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 not have purview over Business Activities.

5.2 Composition

- 5.2.1 Executives 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 members regarding the reasonableness of decisions of the PGSS or its Executives following procedures specified in the Society Activities Manual.

6.2 Purview restrictions

6.2.1 Decisions made by the Board of Directors, Council, General Meeting, or via referendum may not be appealed to the Judicial Board.

6.3 Composition

6.3.1 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.

6.3.2 The Judicial Board shall be presided over by a Chief Justice selected by the judges of the Judicial Board.

6.4 Voting

6.4.1 Each judge has one vote.

6.5 Applicable Rules of Procedure

6.5.1 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.

6.5.2 Deliberations of the Judicial Board shall only be conducted with a quorum of two thirds (2/3) of the duly appointed judges.

6.5.3 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.

6.5.4 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 they are made aware of their right to appeal.

6.5.5 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.

6.5.6 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 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.

7.2.3 An Appointments Board Lottery shall be held at each year's May Council meeting in order to select the Councillors who will serve on Appointments Board for the upcoming financial year, which begins June 1st. ~~first Council of each financial year.~~

7.2.4 Should Council be unable to fill more than two seats on the upcoming year's Appointments Board at the May Council meeting, then three of the remaining seats shall immediately become open to Members-at-Large who may wish to serve.

7.2.4.1 In this event, the Secretary-General shall, with the aid of the Administration and Social Media Coordinator, immediately inform PGSS membership of these openings.

7.2.4.2 Members-at-Large wishing to serve will be asked to inform the Secretary-General and Council Speaker of this in writing no later than one week before June Council.

7.2.4.3 Members-at-Large who express interest in serving on Appointments Board shall be required to attend June Council to participate in the lottery as per the Society Activities Manual, and shall automatically be extended speaking rights within the lottery proceedings.

7.2.4.4 Should any seats remain open after this, a lottery exclusive to Councillors shall be held again in the September meeting of Council.

7.2.4.5 Should there still be open seats on Appointments Board after September's Council meeting, an invitation will again be extended to Members-at-Large to participate in a lottery held at each Council meeting, as per 7.2.4.1-7.2.4.3 above, until there are at least three seats filled on the Appointments Board in total, excluding the two co-chairs.

7.2.5 The University Affairs Officer and Internal Affairs Officer shall act as Co-chairs. In the absence of a chair, the Appointments Board may appoint two members of the Appointments Board to serve as interim co-chairs.

7.2.5.1.1 In the event that there are less than three members of the Appointments Board and there is neither a University Affairs Officer nor an Internal Affairs Officer, the member(s) of the Appointments Board shall serve as chair(s) and the remaining members of the Executive Committee shall serve as the Appointments Board.

7.3 Voting rights

7.3.1 Each member has one vote.

7.4 Quorum

7.4.1 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.

7.5 In the complete absence of an Appointments Board, the Executive Committee may conditionally appoint members to committees.

7.5.1 These appointments must be presented to Council with a reason for the interim appointment for ratification.

7.5.2 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 ten (10) times in the calendar year, scheduled as per the requirements outlined in 4.9.1 of the Society Activities Manual.

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's 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 twice 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 of 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 Meetings, the Executive Committee, the Board of Directors.

2.2 No other governing bodies 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.

4.4.4 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.

6.3 Attendance Restrictions

6.3.1 Subject to space limitations, any regular member may attend the non-confidential portion of the meeting of any governing body.

6.3.2 Representatives of campus media outlets may attend the non-confidential portion of the meeting of any governing body as long as they conduct themselves in accordance with working policies established between the PGSS and their respective organizations.

6.3.3 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.

7. Records

7.1 Minutes shall be recorded for all meetings of governing bodies.

7.2 Minutes shall contain the following information:

7.2.1 Date of meeting.

7.2.2 Start and end time of meeting.

7.2.3 Location.

7.2.4 Attendance.

7.2.5 Exact wording of decisions taken.

7.2.6 Titles of discussions that ensued.

7.2.7 The vote tally for special resolutions.

7.2.8 The number of voting members present at the time of the vote for special resolutions.

7.3 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.

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

7.5 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 and approval by the Executive Committee, but no sooner than three (3) business days after the end of the meeting.

8. Electronic Resolutions

8.1 An electronic resolution shall be considered valid if it receives majority (51%) consent of all the responding members of that governing body entitled to vote.

8.2 Voting on electronic resolutions shall end a minimum of five (5) to a maximum of fourteen (14) business days after initial solicitation. This timeline will be communicated clearly in the initial e-resolutions solicitation.

8.3 The electronic resolutions sent to Council shall require the equivalent of Council's regular quorum of thirty (30) per cent.

8.4 Members entitled to vote who did not respond to the electronic resolution within the allotted timeline shall be considered as an abstention and shall not count towards the final vote count.

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

8.6 Electronic resolutions shall not be used frivolously. In order for an e-resolution to be sent to the PGSS Council a motion or e-resolution must be approved by the Executive Committee.

8.7 Should the May meeting of Council fail to achieve quorum, an electronic ballot must be put to Council within five working days calling for Councillors to vote on whether to approve the Society and Shared Activities budget for the following year, as well as any outstanding appointments.

8.7.1 The Secretary-General, Speaker, and Chief Returning Officer shall be jointly responsible for overseeing the process.

8.7.2 The ballot questions shall be adaptations of the motions presented to Council, converted into unambiguous referendum-style questions with yes/no/abstain as the only possible answers.

8.7.3 Within one working day of the May Council meeting at which quorum was not achieved, the Speaker shall send an email to the Council listserv notifying Councillors of a forthcoming ballot and the dates of the voting period, which shall begin no more than five working days following May Council.

8.7.4 This ballot shall be open for not less than five working days and not more than seven working days, so as not to unduly delay Society business.

8.7.5 The contestation period for this ballot shall be not less than one working day and not more than three working days, so as not to unduly delay Society business.

8.7.6 The ballot shall include PDFs of the original motions for the sake of transparency. Movers of motions shall be permitted to submit a 100-word motivating statement no later than one day before voting is to open.

8.7.7 Once the voting period has opened, movers of motions as well as sitting Executives and Commissioners shall refrain from active campaigning for or against any motions.

9. Hybrid and Virtual Meetings

9.1 Hybrid meetings shall be considered the default standard for all meetings of PGSS governing bodies.

9.2 Virtual meetings can be held when any member is unable to attend the physical meeting and it is agreed by remaining members that virtual is preferred over hybrid. Virtual meetings may also be held upon prior agreement of the governing body or committee.

9.3 Notwithstanding the above, committee chairs and the PGSS Council Steering Committee reserve the right to shift meetings to virtual mode if compelled to do so by public health or safety conditions, or in the absence of healthy staff able to support in-person activities. Committee chairs and Council Steering are required to switch meetings to virtual mode if hosting any in-person activities would violate any public health or safety orders in legal effect.

9.4 The request to attend a meeting virtually or in hybrid mode shall not be unduly refused if made to the chairperson at least forty-eight (48) hours prior to the meeting, or if made in light of a major public safety issue preventing travel to the meeting location or upon developing symptoms of or having been exposed to highly infectious diseases.

9.5 The PGSS Society Affairs Manager shall ensure that the meeting room is able to accommodate the technology required for the hybrid meeting, and that PGSS's hybrid meeting equipment is in good working order.

9.6 Individuals attending meetings virtually shall have regular voting rights.

9.7 If for technical reasons, the virtual meeting cannot be accommodated, then:

9.7.1 In the case of a Council meeting where only a small number of Councillors are affected, affected Councillors may submit their votes on any New Business or Business Arising to the Speaker and Chief Returning Officer no later than the meeting's start time;

9.7.2 In the case of a Council meeting where a large number of Councillors are affected, the Speaker, Secretary-General, and Chief Returning Officer shall organize an electronic ballot for any New Business or Business Arising, using the provisions in Article 8 above;

9.7.3 In the case of a General Meeting, only the participants physically present shall be considered as being present and having a vote at that meeting. Should this result in a loss of quorum, the Secretary-General shall follow the procedure outlined in Section 6, Article 1.4, above;

9.7.4 In the case of a Committee of Council with fewer members than Council, the Committee chair may elect to conduct a vote by email, following the general principles of Article 8 above.

SECTION 8: TITLED POSITIONS

1. Executive Positions Consist of:

- 1.1. Secretary-General.
- 1.2. Financial Affairs Officer.
- 1.3. University Affairs Officer.
- 1.4. Member Services Officer.
- 1.5. Internal Affairs Officer.
- 1.6. External Affairs Officer.

2. Commissioner Positions Consist of:

- 2.1. Equity and Diversity.
- 2.2. Environment.
- 2.3. Health.
- 2.4. Mental Health.
- 2.5. Member Support.
- 2.6. Innovation.
- 2.7. Funding and Supervision.
- 2.8. Macdonald Campus Commissioner.
- 2.6. Accessibility Commissioner.

3. Director Positions Consist of:

- 3.1. Two (2) External Directors.
- 3.2. Three (3) Internal Directors.
- 3.3. One (1) Internal or External Director.
- 3.4. Council Director.
- 3.5. Secretary-General.
- 3.6. Financial Affairs Officer.
- 3.7. PGSS Operations Manager (ex officio, non-voting)

3.8 PGSS Society Affairs Manager (ex officio, non-voting)

4. Eligibility

4.1 A person must be a regular member in order to be elected or appointed to and/or occupy a titled position, with the exception of person(s) in an External Director position. With the exception of External Directors, any holder of a titled position is considered to have tendered their resignation immediately upon losing regular member status.

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

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

4.4 External Directors:

4.4.1 Should have some connection to PGSS, or, failing that, some expertise in operating a non-profit with a profit-seeking extension, ideally within the context of a para-public institution;

4.4.2 Should have expertise in one or more of the following areas: finance, human resources, the legal status of student associations in Quebec, accessibility and equity, sustainability, leadership, mentorship, university governance, or any other area deemed relevant by the Board of Directors, the Appointments Board, or Council;

4.4.3 Shall be subject to the Appointments Board vetting process even if nominated or suggested by sitting Directors or members of Council;

4.4.4 Shall be invited to be interviewed by the Board of Directors prior to any interim appointment being extended. The Appointments Board, in making its recommendations, is strongly encouraged to forward to the Chair of the Board the relevant application(s) and any comments it wishes to make in support of the recommendation.

4.5 Current members of the McGill community may serve as External Directors, with the following exceptions:

4.5.1 Undergraduate students;

4.5.2 Graduate students or postdocs who have resigned their PGSS memberships, or had their memberships revoked;

4.5.3 Executives or Directors of any other campus associations, including labour unions;

4.5.4 Faculty at or above the level of a Faculty-level associate dean;

4.5.5 Administrators above the level of a Graduate Program Coordinator;

4.5.6 Any faculty or administrator from the same unit as any sitting PGSS Executive;

4.5.6.1 Should an Executive from the same unit as a sitting External Director be elected partway through the Director's term, the Director will be removed from their position as of May 31 of the governing year preceding the Executive-elect's term, and they shall not be eligible to re-apply so long as any Executives are from the same unit;

4.5.7 Any sitting members of McGill's Senate or Board of Governors, other than PGSS's own duly appointed representatives to these bodies (who would only be eligible to serve as Internal Directors);

4.5.8 Any member of the McGill community currently facing any disciplinary procedures, including but not limited to being the respondent in a grievance or disciplinary proceeding, or under investigation for research misconduct;

4.5.9 Any member of the McGill or broader community who would be in any manner of Conflict of Interest with any sitting or incoming PGSS Executive, including but not limited to close personal relationships, shared business interests, or having any other connection which might cause, or cause the perception of, an inability to remain objective and put PGSS's best interests ahead of any other considerations;

4.5.10 Any member of the McGill or broader community who has, in the previous ten years, been found responsible in any disciplinary, civil, or criminal proceedings having to do with finance, procurement, conflict of interest, fraud, research or financial misconduct, or any other abuses of trust; gendered or sexual violence; racist or other discriminatory acts, including hate speech; or any other matter that would violate the PGSS Code of Conduct or any of PGSS's policies, or any of the University's policies on ethics and conduct.

4.5.10.1 Any sitting Director, whether Internal or External, found to be responsible in any such matter shall be immediately removed as a Director.

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 Annual General Meeting.

5.2.1 Should the General Meeting vote against ratifying the appointment(s), the Director(s) shall be immediately removed;

5.2.2 Should the General Meeting fail to achieve quorum, the appointments(s) shall instead be presented to Council for ratification at the next available opportunity;

5.2.2.1 Should Council vote against ratifying the appointment(s), the Director(s) shall be immediately removed.

5.2.3 The Board of Directors reserves the right to interview appointed Internal Directors prior to Board ratification.

5.3 Commissioners are appointed by Appointments Board and ratified by Council, following the procedures outlined in Chapter 2 of the Society Activities Manual.

5.3.1 The Macdonald Campus Commissioner shall be selected by the Macdonald Campus Graduate Students' Society (MCGSS) as outlined in the Society Activities Manual.

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 no more than within thirty (30) days of the position becoming vacant unless deemed unnecessary by a special resolution of Council.

5.4.1 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 either:

6.2.1 A motion of another governing body.

6.2.2 The signature of a number of voting 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) 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 their position through procedures set out in this Article.

6.12 Upon failing to submit two (2) consecutive Council reports, or three (3) Council reports in total, an Officer or Commissioner may be removed from their 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 to fill a vacant position takes office immediately following the announcement of the election results.

7.4 Officers and Commissioners shall not hold the same position for more than two (2) terms, including partial terms filled via by-election (Officers) or interim appointments (Commissioners)

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 Appointments Board process.

7.8 External Directors are appointed for a three (3) year term. This term is renewable via the Appointments Board 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.

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

8.2 Each Commissioner shall receive an honorarium equivalent to four (4) 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.

8.2.1 Remuneration shall be distributed in equal payments made every four (4) weeks.

8.3 In the event of a vacant Executive position, remaining Executives and Commissioners who assume additional duties beyond their scope of work in order to compensate for the Executive vacancy shall be remunerated for their additional work, as follows:

8.3.1 One additional hour per week per committee, sub-committee, or working group seat assumed on an interim basis, excluding Chair seats.

8.3.2 Two additional hours per week per committee, sub-committee, or working group Chair duties assumed on an interim basis.

8.3.3 One additional hour per week for each major, recurring internal duty assumed. Such duties shall be identified by examining the breakdown of hours on the Executive's previous three Council reports, excluding time spent on emails and specific committees, sub-committees, and working groups.

8.3.4 One additional hour per week for the individual monitoring the email address belonging to the vacant position.

8.3.5 No one person shall receive more than three hours/week of additional compensation, or six hours/week in the event that two or more Executive seats are vacant.

8.3.5.1 It follows from this that no one person should be asked to assume more than three hours/week of additional duties, or six hours/week in the event that two or more Executive seats are vacant.

8.3.6 The total number of hours of additional compensation shared among the remaining Executives and Commissioners shall not exceed 12 hours/week per vacant Executive seat.

8.3.7 Executives and Commissioners performing additional tasks to mitigate an Executive vacancy shall provide a full accounting of these in their Council report every month as a condition of receiving any additional compensation.

8.3.8 The Secretary-General and/or Chief Returning Officer shall endeavour to ensure that a Byelection is held as soon as possible to fill any Executive vacancy, in accordance with the procedures and timelines indicated in Chapter 9, Section 14 of the Society Activities Manual.

8.3.8.1 Should both the Secretary-General and Chief Returning Officer positions be vacant, the remaining Executives shall seek the assistance of the Society Affairs Manager in ensuring that a Byelection is held as per Chapter 9, Section 14 of the Society Activities Manual, and that recruiting for a new Chief Returning Officer begin immediately.

8.3.9 Should there be any question of whether, or evidence that, an Executive position has become vacant as a result of bullying or other behaviour within the Executive-Commissioner Caucus that would contravene the PGSS Code of Conduct, the PGSS Judicial Board shall be immediately informed of the situation and asked to rule on whether additional work shall be compensated.

8.3.9.1 In the absence of a PGSS Judicial Board, the question shall be referred to PGSS Council.

8.3.9.2 No additional compensation shall be disbursed until the PGSS Judicial Board or Council has rendered their decision, and no additional compensation shall be disbursed if the Judicial Board or Council has decided against such compensation.

- 8.4 Directors who are not Officers shall receive no remuneration.
- 8.5 Councillors shall receive no remuneration from the PGSS.
- 8.6 Individuals in Titled Positions may not concurrently be employees or contractors of the PGSS.

SECTION 9: FINANCIAL, CONTRACTUAL, LEGAL AND CONFLICT OF INTEREST

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 the Society Activities Fund and the Business Activities Fund, requiring the signatures of two signing authorities for all debits.
- 1.3 Should additional funds be established, the PGSS shall operate separate bank accounts for each of these funds, requiring the signatures of two signing authorities for all debits.
- 1.4 The PGSS shall employ fund-based accounting and generally accepted accounting principles.
- 1.5 The signing authorities of the PGSS shall be as follows:
- 1.5.1 Financial Affairs Officer.
 - 1.5.2 An Officer appointed by special resolution of the Executive Committee and ratified by the Board of Directors. Should such a special resolution not be enacted, the Secretary-General shall act as a signing authority.
 - 1.5.3 Two management employees of the PGSS, appointed by the Board of Directors annually. Either may be signatories to Shared Activities. One will have exclusive purview over Business Activities, and the other shall have exclusive purview over Society Activities.
- 1.6 The PGSS may not make any disbursement in a given financial year in the absence of an approved budget for the financial year.
- 1.6.1 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.
 - 1.6.2 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.
 - 1.6.3 The Council must vote on whether to approve the Society and Shared Activities budgets at the May Council meeting each year. If May Council fails to meet quorum, the budgets must be put to Council in an electronic ballot within five working days of Council, per Section 7.8 above.
- 1.7 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.
- 1.8 Each credit instrument used by the PGSS must be approved by special resolution of the Board of Directors and the Committee on Monetary Affairs.

1.9 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 and the Committee on Monetary Affairs.

1.10 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.

1.11 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.

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

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

1.11.3 Should the General Meeting fail to achieve quorum, the Auditors shall be submitted to Council for approval at the next available opportunity.

2. Contracts

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

2.5 Contracts in excess of \$25 000, either at once or with the potential over time, require review of legal Counsel prior to signature by a signing authority.

3. Legal

3.1 No legal action, with the exception of defense 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.

4. Conflict of Interest

4.1 The PGSS shall maintain a Conflict of Interest Policy for those who are members, employees, and contractors of the PGSS.

SECTION 10: PETITIONS, ELECTIONS, AND REFERENDA

1. Petitions

- 1.1. For a petition to be in order it must satisfy the following:
 - 1.1.1 Be delivered in person to the PGSS Office located in Thomson House Room 401.
 - 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 regular members of the PGSS, 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 question may be consultative or binding:
 - 4.2.1.1 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 regular members.
 - 4.2.1.2 Binding referendum questions may only modify or levy fees, or change these Bylaws, as set out in these Bylaws.
 - 4.2.2 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.

- 4.2.3 Referendum questions may be set by regular member petition, with ratification by the Board of Directors. Should such ratification fail, the Board of Directors must produce a rationale to be submitted in writing to the petitioners' representatives via the Chief Returning Officer and Secretary-General within thirty (30) days of the decision.
- 4.2.4 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 items of consideration must be in conformity with the governing documents of the Society. In the case of a special referendum called by Council, the question must be ratified by the Board of Directors without exception.
- 4.2.5 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 or 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 member 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 Executive Committee, Council 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, 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 Annual General Meetings and its electoral process.
3. All governing documents of the PGSS, with the exception of contracts, shall be made available in English and French.
4. In the case of a conflict of interpretation, the language of original drafting shall prevail. In the case of bilingually drafted documents, the English version shall prevail.
5. Members have the right to submit motions in English or in French to the Annual General Meeting.
6. Members have the right to speak in English or in French at the Annual General Meeting.
7. PGSS shall, to the best of its ability, provide interpretation to its members at Annual General Meetings.
8. All official notices related to elections shall be made available to members in English and in French.
9. Members have the right to engage in English or in French in all stages of the election process.
10. The minutes of the meetings of the PGSS Board of Directors shall be made available in English and in French.
11. 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 internal or external organization which does not allow the PGSS to determine said membership exclusively via processes set out in these Bylaws.
3. PGSS membership in any internal or external 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.
 - 3.5. The stipulation that the contract has been reviewed by legal Counsel familiar with such membership.
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, following approval by both bodies:
 - 1.1.1. Ratification by special resolution at a General Meeting. OR

1.1.2. 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.