

APPENDIX B

QUESSI CONSTITUTION

By-Law No. 1

A by-law relating generally to the transaction of the affairs of Queen's University Engineering Society Services Incorporation.

BE IT ENACTED as a by-law of Queen's University Engineering Society Services Incorporation as follows:

Article I: Head Office

1. The head office of the Corporation shall be in the city of Kingston, in the County of Frontenac and Province of Ontario, at such place therein as the directors may from time to time determine.

Article II: SEAL

1. The Seal, an impression of which is stamped in the margin herein, shall be the corporate seal of the Corporation.

Article III: Board of Directors

1. The affairs of the Corporation shall be managed by a Board of 15 directors, each of whom at the time of his/her election or within 10 days after and throughout his/her term of office shall be a member of the Corporation. Two Positions on the Board of Directors shall be reserved for members nominated by the Board of Trustees of Queen's University at Kingston, two positions on the Board of Directors shall be reserved for members nominated by the Senate of Queen's University at Kingston, and eleven positions on the Board of Directors shall be reserved for members nominated by the Council of the Engineering Society of Queen's University. Each director shall be elected to hold office until the first annual meeting after he/she shall have been elected or until his/her successor shall have been duly elected and qualified. The whole Board shall be retired at each annual meeting, but shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot is demanded by any member. The President, Past President, Vice-President, Secretary and Treasurer shall be members of the Board of Directors.

Article IV: Vacancies, Board of Directors

1. Vacancies on the Board of Directors, However caused, may so long as a quorum of directors remains in office, be filled by the directors from among the qualified nominees as defined in paragraph 3 if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall

forth with call a general meeting of the members of the Corporation to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

Article V: Quorum and Meetings Board of Directors

1. A simple majority of the Board shall constitute a quorum, provided at least half of the directors present are members of the Engineering Society of Queen's University.

Article VI: Meetings, Board of Directors

1. The Board shall hold six regular meetings per year; three in each of the Fall and Winter academic terms. Special meetings may be called by the President from time to time as required by the affairs of the Corporation. Special meetings shall also be called at the request, in writing, of any two directors. Notice of each regular and special meeting of the board shall be given to each director at least one week prior to the meeting. A meeting of the Board may be called immediately following the annual general meeting; in this case notice shall be waived. Notice shall be deemed to have been given to a director if mailed or placed in the Queen's University campus mail not less than one week before the date of the meeting for which notice is given.

Article VII: Errors in Notice, Board of Directors

1. No error or omission in giving notice of a meeting of the Board shall invalidate or make void any proceedings taken at that meeting.

Article VIII: Voting, Board of Directors

1. Motions shall be decided by a simple majority of the members present, with the exception of:

- a. motions which amend or add to these by laws
- b. motions pertaining to any agreement with Queen's university by which authority is given to the Corporation to operate a bookstore on university property.

2. Motions in either of these categories require notice of motion, and a two third majority of directors present for adoption.

Article IX: Powers, Board of Directors

1. The Directors of the Corporation shall administer the affairs of the Corporation in all things and make or cause to be made in its name any kind of contract which the Corporation may lawfully enter into, and save as hereafter provided, generally, may exercise all such other powers and do all such others acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

Article X: Officers of the Corporation

1. The corporation shall have a President, a Past President and/or Vice President, a Secretary and a Treasurer. The officers shall be elected by the members of the Corporation at the annual general meeting.

Article XI: Chairman of the Board

1. The Chairman of the Board of Directors shall be elected by the directors at the first meeting of the Board following the annual general meeting.

Article XII: Duties of the Officers

1. The President shall be charged with the general management and supervision of the affairs and operations of the Corporation. The President and Secretary or other officer appointed by the Board shall sign all by-laws. The Vice President and Past President shall assist the President in his/her duties. During the absence of the President, his/her duties and powers may be exercised by the Vice President or the Past President, or such other director as the Board may from time to time appoint for the purpose.

Article XIII: Duties of the Secretary

1. The secretary shall be ex officio clerk of the Board of Directors. He/She shall attend all meetings of the Board and record or have recorded all facts and minutes of all proceedings. He/She shall give all notices required to be given to members and to directors. He/She shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts, leases, licences and other documents belonging to the Corporation which he shall deliver up only when authorized by a resolution of the Board of Directors to do and to such person or persons as may be named in the resolution. He/She shall perform such other duties as may from time to time be determined by the Board of Directors.

Article XIV: Execution of Documents

1. Deeds, transfers, licences, contracts and leases on behalf of the Corporation shall be signed by any two of the President, Secretary, and the Chairman of the Board of Directors, and the Secretary shall affix the seal of the Corporation to such instruments as required.

2. Notwithstanding any provisions to the contrary in the by-laws, the Board of Directors may at anytime by resolution direct the manner in which, and the person or persons by whom any particular instrument, contract or obligations of the Corporation may or shall be executed.

Article XV: Standing Committees, Board of Directors

1. The Board shall establish standing committees to assist it in its work, including a Finance Committee and an Operations Committee. These committees shall be chaired by a director. Their memberships may include any director and/or any other member of the university community.

Article XVI: Duties of the Financial Committee

1. The Treasurer of the corporation shall be chairman of the Finance Committee. The responsibilities of the Treasurer and the committee shall be:

- a. To make recommendations to the Board annually regarding the appointment of auditors.
- b. To review Corporation's audited financial statements with the auditors and bring to the Board's attention any irregularities or any suggested changes which may have come to light as a result of the auditor's examinations.
- c. To assist the Bookstore Manager in preparing a budget for the Bookstore's operations for the coming fiscal year, and monitoring the financial performance of the Bookstore in the light of this budget as the year progresses.
- d. To present the proposed annual budget to the Board of Directors for the Board's review and approval.
- e. To alert the board to any "deviations from budget" that may be revealed or anticipated, as the fiscal year progresses and if warranted suggest any remedial actions for the Board's Consideration.
- f. To review and evaluate the monthly financial statements and periodically relate to the Board pertinent conclusions arising out of these reviews, regarding the Bookstore's financial health and progress.
- g. To assist the Board and the Bookstore Manager in developing the salary schedule for Bookstore employees for the coming year.
- h. To advise the Board on the likely financial impact of any proposals for major capital expenditures, donations, or other disbursements.
- i. To assist the Board by advising on the financial impact of any major proposal for a change of policy of the corporation or the Bookstore, and/or the financial impact of continuing with the present policies.
- j. To undertake any special studies in the financial management area which the Board may, from time to time, request to assist it with its deliberations.
- k. Generally, to assist and advise the Board regarding all financial matters which may arise in the management and supervision of the operations of Corporation and the Bookstore.

Article XVII: Duties of the Operations Committee

1. The Chairman of the Operations Committee shall be elected by the directors at the first meeting of the Board following the Annual General Meeting. The responsibilities of the operations committee shall be:

- a. to handle public relations for the Corporation and the Board;
- b. to conduct surveys as it feels necessary to provide information to the Board on the policies and operations of the Campus Bookstore;

- c. to make recommendations to the Board on the physical structure of the Bookstore to meet the requirements of the university community and to enhance the efficiency of the services provided;
- d. to serve as the formal contact with the Engineering Society in the matter of publication of proceedings, or in any other matter which may arise vis a vis the Society, in keeping with the character of the Corporation;
- e. to undertake any other duties which may be assigned from time to time by the Board.

Article XVIII: Membership of the Corporation

1. Membership in the Corporation shall be open to all members of the Council of the Engineering Society and all directors nominated and elected in the manner described in paragraph 3.

Article XIX: Annual and other Meetings of Members

1. The annual or any other general meeting of members shall be held at a place and time determined by the Board.
2. At every annual meeting, in addition to any other business that may be transacted, the report of the President, the financial statement and the report of the auditors shall be presented. The officers and other directors shall be elected, and the auditors shall be appointed. The Board of Directors or the President shall have power to call at any time a general meeting of the members of the Corporation. Neither public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail or Queen's University Campus mail, ten days before the time fixed for the holding of such meeting. The members may consider and transact any business either special or general without notice thereof at any general meeting of the members.

Article XX: Error or Omission in Notice

1. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken there at and any member may at anytime waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had there at. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address recorded on the books of the Corporation.

Article XXI: Quorum and Voting of Members

1. A quorum for the transaction of business at any meeting of members shall consist of not less than five members present in person other than directors of the Corporation. Every question shall be decided by a majority of the votes of the members present.

Article XXII: Financial Year

1. The fiscal year of the Corporation shall terminate on the 31st day of May in each year.

Article XXIII: Borrowing

1. The Board of Directors may, from time to time, borrow money on the credit of the Corporation, and may charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any money borrowed.

Article XXIV: Interpretation

1. In these by-laws and in all other by-laws of the Corporation hereinafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa.

Article XXV: Protection of Directors and Officers

1. Limitation of liability

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

2. Indemnity

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

- a. all costs, charges and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing

whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office; and

b. all other costs, charges and expenses that he/she sustains or incurs in or about or in relation to the affairs of the Corporation;

except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

3. Validity of actions

No act or proceeding of any director or board of directors shall be deemed invalid or ineffective by reason or the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such director or board of directors.

4. Directors reliance

Directors may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

Passed by the Board of Directors and sealed with the Corporate Seal this 26th day of March 1986.

Passed by the Board of Directors and sealed with the Corporate Seal this 29th day of March 1988.