

# CONSTITUTION OF THE TORONTO LOCAL of the OPIRG PUBLIC INTEREST RESEARCH GROUP

Date amended & ratified by local Board: October 1st, 2020

Date amended & ratified by membership at AGM: November 14th, 2020

Date amended & ratified by Provincial Board: November 20th, 2020

## Terms

The Toronto local of the Ontario Public Interest Research Group is hereinafter referred to as the 'Local'. Ontario Public Interest Research Group Representative Executive hereinafter referred to as 'OPIRG'. Community refers to the university, and where appropriate, the general public.

## Objectives and Mandate

1. To engage in charitable education, research and action to advance the welfare of oppressed communities, and to
2. Provide an educational experience for members in the areas of research, group skills, programs and advocacy on social and environmental justice equity issues.

## Head Office

3. The Head Office of the Local shall be in the City of Toronto, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

## Board of Directors

4. The affairs of the Local shall be managed by a Board of eight directors each of whom at the time of their election shall be a member in good standing of the Local. In the event that the qualification of a director for membership in the Local ceases to exist, the director shall automatically cease to hold that office. For qualifications of a member in good standing please see the description as outlined in the nomination package, mandate and Constitution.

5. The directors shall serve as such without remuneration and shall not directly or indirectly receive any profit from their position as such; however, directors may be paid reasonable expenses incurred in the performance of their duties. Where a director is hired to serve the Local in any capacity for which remuneration is provided, they shall resign from the Board of Directors effective upon commencement of employment. In the event of a conflict of interest on a hiring committee, the hiring committee shall consist of person(s) from OPIRG who are not in a conflict of interest, persons from similar organizations or representatives of our constituency groups as well as representatives from OPIRG.

6. Any member in good standing shall be eligible for the Board of Directors. Members in good standing are members who have paid for membership in the Local (either through an Undergrad/Graduate levy fee or through a Board approved community membership) and who have demonstrated values aligned with the organization's mandate of social and environmental justice.

7. Except as provided in paragraph 51, vacancies on the Board of Directors may be permitted so long as quorum of Directors remain in office. Vacant positions are to be filled by the Directors from among qualified members of the Local, but if there is not quorum for Directors, the remaining Directors shall call an election to fill the vacancies.

8. Directors may receive, at the discretion of the Board, up to four months leave of absence from the Board. A Director may not receive more than one leave in one year term. No replacement will be made for Directors on leave.

9. Ex-officio members of the Board includes OPIRG Toronto staff, representatives from community organizations and OPIRG Toronto members. Ex-officio members of the Board may speak at meetings and participate in the consensus process but may not vote.

10. OPIRG-Toronto shall strive to ensure broad and adequate representation on the Board of Directors of women, people of colour, trans and non-binary people, lesbians, gays and bisexuals, student, university staff, faculty and community members, disabled members, working class and union members and diverse religious and cultural

communities. Should diverse representation be substantially or consistently lacking in the elected Board of Directors, the Board shall within two months of its election, send an invitation to community organizations aligned with OPIRG's mandate representing these communities inviting them to send a representative to join the Board of Directors. In the case that there are no vacancies on the Board of Directors the Board shall extend the invite to said community groups to send someone to be an ex-officio member of the Board, with the purpose of facilitating networking, policy development and fulfilling OPIRG-Toronto's stated goals.

### Meeting of Board of Directors

11. Five Directors shall form a quorum for the transaction of business

12. The Board of Directors shall meet at regularly determined times as consensually and collectively determined by the Board of Directors as a whole and must be made in good faith. Adequate prior notice of meetings shall be given to the general members of the Local upon request. Meetings shall be open to general members with the exception of in-camera discussions as outlined by the Collective Agreement. General members may speak at meetings with the consent of the facilitator. Any Board member who is absent from any two board meetings without twenty-four hours prior notice shall automatically be removed from the Local Board. Appeal shall be to the remaining Local Board members. If a Director is so removed, replacement shall be according to section 7.

13. No formal notice of any meeting of the Board of Directors shall be necessary if all the Directors are present, or if those absent have signified their explicit consent to the meeting being held in their absence.

14. Decisions may be made outside a Board meeting if consented to by a quorum of Directors and duly recorded in the minutes of the meeting immediately following.

15. Directors' meetings may be formally requested by any Director or by any staff. The Board may collectively appoint a day or days in any month or months for regular meeting at hour-to-be-named as outlined by

section 12, and of such regularly scheduled meetings require no notice need to be sent.

16. The Directors may consider or transact any business at any meeting of the Board except subject to sections 32, 51, 53 and 59.

17. Questions arising at any meeting of Directors shall be decided by consensus. If consensus fails a Director may motion to move to a majority vote. In case of an equality of votes, the motion is lost. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no such demand is made, the vote shall be taken in the usual way by assent or dissent.

18. The Directors shall from time to time establish a hiring committee to hire staff to coordinate the activities of the Local. The hiring committee shall consist of one staff member and two Directors (or three directors if no staff have yet been hired) of OPIRG-Toronto plus one staff member and one director, each from a different OPIRG Local, for a total of five. The staff hired shall be responsible to the Board of Directors of the Local.

### Types of Members

21. There shall be three types of voting members;

- a) Graduate students (of the University of Toronto) members
- b) Part-time and full-time undergraduates
- c) Other members, including community members, faculty, staff and U of T alumni whom the Board has approved membership through a membership fee as set out by the Board

### Graduate Student Members

22. Each person who is

- a) a graduate student attending the University of Toronto, and
- b) has paid the Local a student membership fee in such amount and in such manner as the Board shall from time to time determine, and has not received a refund for that fee.

### Part-time and full-time Undergraduate Members

23. Each person who is:

- a) a part time or full-time undergraduate student attending the University of Toronto, and,
- b) has paid the Local a student membership fee in such amount and in such a manner as the Board shall from time to time determine, and has not received a refund for that fee.

#### Other Members

24. Any person who;

- a) is not a graduate or part-time Undergraduate at the University of Toronto, and
- b) has paid the Local a membership fee in such amount and in such a manner as the Board shall from time to time determine and has not received a refund for that fee.

25. Any person who is a member of another Local of the Ontario Public Interest Research Group is not eligible for membership in the Local

#### Annual General Meeting

26. The Board shall call an Annual General Meeting (AGM) to be held within each financial year, at which the Board shall report on activities of the previous financial year.

27. At this meeting, the audited financial report shall be presented for approval, an auditor shall be appointed for the next annual financial audit, the membership will approve the minutes from the last Annual General Meeting and the actions of the Board of Directors.

28. Elections for positions on the board shall usually be held the day of the AGM. Those running for elections must have submitted their nomination package as per the rules set out by the CRO and the section titled "Elections" numbers 36 - 50. Individuals who have failed to submit a satisfactorily completed nomination package by the end of the prescribed submissions period may not run for election. As such, no member may run from the floor. Those looking to become members of the Board of Directors that have missed the nomination period must await the first properly constituted general meeting of the Board after the

elections process is completed to submit a formal request to the Board to be acclaimed to the Board in the case that there are still vacancies after the Annual General Meeting. In unusual circumstances, a General Meeting may be called for this purpose. If no more than eight members run for the Board of Directors, the CRO has the option to acclaim the new Directors at the Annual General Meeting.

## General Meeting

29. If it is within the interest of the Local, the Board can decide to increase the number of board members to 9. The number of positions in excess of those filled at the AGM may be filled outside of the AGM.

30. The Board may call a General Meeting to transact any business which does not specifically require the calling of an AGM.

31. In the event that the Board ceases to have sufficient Directors for quorum at Board meetings, a General Meeting for the purposes of electing more Directors may be called by those Directors who remain on the Board.

32. In the event that no Directors remain on the Board, a group of five to nine voting members shall have the right to call and oversee a General Meeting for the purposes of electing a Board. This group of members shall have Board powers and indemnification necessary to carry out an election, but shall have no further authority for the Organization.

33. A General Meeting, but not an AGM, must be called by the Board if the Board is presented with a petition signed by no less than 10% of the membership. Such petition must state the business to be considered at that meeting.

34. Voting members shall be notified of General Meetings at least two weeks in advance of the site of the meeting. Such notice shall state, in general terms, the business to be transacted at the meeting, and shall include a call for nominations if an election is to be held.

35. Members shall be notified through media accessible campus wide as well as through the OPIRG-Toronto members mailing list.

## Election

36. Elections for the Board shall be held annually.

37. Each Director shall be elected to hold office for one year after they have been elected, or until their successor has been duly elected or acclaimed by the Board.

38. Prior to the date for nomination, the Board of Directors shall appoint a designate of the Local who shall act as the returning Chief Returning Officer for the election. The Chief Returning Officer shall be responsible to the Board for supervising and organizing the election in accordance with the Constitution and mandate of the organization.

39. Nominations for the position of Director shall be on a form approved by the Board of Directors and shall include the signatures of 10 members of the Local as nominators, and shall include the signature of the person so nominated.

40. Nominations may be made by delivering the nomination form as completed to the office of the Local or to such other place as the Chief Returning Officer shall designate, and the receipt shall be given to each nomination so submitted.

41. Nominations shall be accepted from 9:00am of the day three weeks prior to the date of the election until 5:00pm of the day two weeks before the election. The Chief Returning Officer may extend the time for nominations up to one additional week.

42. It shall be the responsibility of the Chief Returning Officer to adequately publicize the date and times when nominations may be made, the place thereof, the names of the persons nominated, and the dates, times and places of the election.

43. The Board may impose regulations for the conduct of nominees during an election. Pursuant to this power, it shall impose such limits on campaign expenditures as it considers appropriate. These regulations shall not be created or altered during the period set aside for the elections.

44. The Chief Returning Officer shall establish polling stations for the date of the election as such place or places as are convenient to the members.

45. The polling station or stations shall be open for 6 hours each polling day to be determined by the availabilities of anticipated attendees and each member of the Local shall have a single vote.

46. Candidates for the Board of Directors are entitled to have scrutineers present during the voting hours and during the counting of the ballots.

47. The Chief Returning Officer shall post the results of the election in prominent places within 24 hours after the closing of the polls.

48. In the case that a member in good standing raises concerns or objections to a candidate for the Board of Directors, the Chief Returning Officer, and they alone, maintains the right to suspend a candidates application pending further investigation or move to a YES/NO vote for all candidates regardless of number of nominees.

48. Voting shall be by secret ballot.

49. In the case that a candidate is rejected and would like to contest the Chief Returning Officer's decision an appeal board shall be struck. The appeal board shall be composed of five persons who are members in good standing of the Local or representatives of the Constituency groups (eg: action group members, student unions, faculty, alumni and community organizations) if members in good standing are unavailable. Appeals shall be made in writing within four working days of the election to the CRO, who shall be one member of the Appeal board.

50. The appeal board may order a new election to be held, or make such other order as it deems necessary, after a hearing conducted in accordance with the rules of natural justice, and its decision shall be final.

#### Re-call

51. Upon receipt by a Director of the Board of Directors of a petition signed by at least 10% of the members stating that it is their wish that



the person named therein be removed as Director of the Local. The said Director shall thereupon be removed from office. An election shall be called immediately to fill the vacancy created thereby.

#### Adoption and Amendment

52. The constitution shall be adopted by a vote of two-thirds at those present at the founding meeting of the Local, and those present shall become and remain members of the Local so long as they fulfil the requirements of the constitution.

53. Any proposed amendment to the Constitution shall be passed by a two-thirds majority of the Directors present at the meeting duly called to consider said amendment. Once so passed the amendment(s) shall be submitted to the OPIRG Provincial Network and , if approved, submitted to the members of the Local for their approval at the Annual General Meeting. The amendments shall be approved by a two-third vote of members present at the AGM. Members in good standing at such a meeting may approve or reject but may not propose additional amendments not previously passed by the Board of Directors in the above-mentioned fashion.

#### By-Laws

54. Any proposed by-law shall be passed in the above-mentioned fashion of paragraph 53.

#### Transition

55. In order to facilitate an orderly transfer of power from the incumbent Board to the newly elected Board, a meeting, expressly called for said purpose, shall be held within the two weeks following the election. At this meeting the retiring members of the incumbent Board shall stand down and the newly-elected member(s) installed in office.

#### Execution of Documents

56. The Board of Directors shall appoint such signing officers as may be required from time to time. Such appointment may be for a fixed time, or until the authority given by the board is revoked.

#### Financial Year

57. The fiscal year of the Local shall terminate on the 30th day of August in each year.

#### Audit

58. The board shall ensure that the records and books of account of the Local are audited at least once each fiscal year or at such other times as it deems necessary or appropriate. Such audit shall be made available to all members of the Local for their scrutiny, and adequate notice of its availability shall be given to members

#### Dissolution

59. Dissolution of the Local shall occur if 75% of the members so desire or by decision of OPIRG.

60. Upon dissolution of the Local or the winding up of its affairs for any reason, all of its remaining property of every kind, nature and description wherever situate after payment of liability shall be disposed of by dedication to OPIRG Provincial.

#### Indemnification of Directors and Officers

61. Every person who is or has been a Director or an officer of the Local shall be indemnified by the Local against all expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be a party, defendant or with which he or she may be threatened, by reason of or going out of or in relationship to his or her being or having been a Director or officer of the Local.

The term "expenses includes amounts paid in satisfaction of judgements or in settlement, other than amounts paid to the Local itself. The Local shall not, however, indemnify any Director or officer in case of settlement unless such settlement shall be approved by, first, a majority of directors of the Local when in office other than those involved (regardless of whether or not such majority constitutes a quorum), or second, if there are not at least two Directors then in office other than those involved, by a majority of the committee (selected by the Board of Directors) of two or

more members of the Local who are not Directors or officers involved, as being made.

The foregoing right of indemnification shall not be exclusive but shall be in addition to any and all other rights and remedies to which any such director or officer may be entitled as a matter of law.