

**Ontario Public Interest Research Group - Toronto**

**Bylaws**

 **Amended:**

**October 17th, 2024 Board of Directors Meeting**

**????? ??th, 2025 at our Annual General Meeting**

**October 19th, 2024 Ontario PIRG AGM**

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**PREAMBLE**

*WHEREAS* in August 1988 the Ontario Public Interest Research Group Toronto founded in 1982 officially incorporated the Ontario Public Interest Research Group Toronto; and

UNDERSTANDING that the Ontario Public Interest Research Group Toronto is first and foremost a public interest research group rooted in social and environmental justice and anti-oppression functioning under the principles of consensus-based decision making;

*BE IT ENACTED*, as the Bylaws of the Ontario Public Interest Research Group Toronto, the following:

*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.

**Bylaw 1 GENERAL**

**1.1: Definitions**

The following shall apply to all official policies and documents of the Ontario Public Interest Research Group Toronto:

The “Act” shall mean the *Ontario Not For Profit Corporations’ Act.* The “AGM” shall mean the Annual General Meeting of the Ontario Public Interest Research Group Toronto.

The “Board” shall mean the Ontario Public Interest Research Group Toronto Board of Directors.

“By Election” shall mean any election where the Members have voting rights that is not held at the Annual General Meeting.

“Bylaws” shall mean this bylaw and all other bylaws of the Ontario Public Interest Research Group Toronto as amended.

“Chapter” shall refer to the organization known as the Ontario Public Interest Research Group Toronto

“Committee” shall mean any committee struck by the Board or automatically struck as a result of these bylaws.

“Community Member” shall mean an individual who is not a student who has paid a community membership fee or met the criteria for being a Community Member as approved by the Board of Directors.

“Days” shall refer to commonly understood calendar days.

“Director” shall mean any elected or appointed director on the Board.

“Local” shall refer to the Ontario Public Interest Research Group Toronto.

“Member” shall mean an individual who meets the criteria as outlined in Bylaw 6. Membership is non-transferable.

“Minutes” shall mean a record of all of the proceedings at all meetings of the Board of Directors or Committees of the Ontario Public Interest Research Group Toronto.

“Notice” shall mean communication via email, letter mail or campus-wide newsletter through a Student Union which are understood to retain the contacts for all students that are OPIRG Toronto members.

“Officer” shall mean those positions designated as Officers in Bylaw 14.

“Quorum” shall mean the minimum number of Directors at a Board meeting or Members in the context of the AGM who must be present for business to be transacted.

“Semester” shall mean the academic period as defined by the University of Toronto Office of the Registrar.

“Standing Committees” shall mean permanent committees that meet regularly.

“Student” shall mean those defined as such by the bylaws of the University of Toronto.

**1.2:** All other Bylaws of the Ontario Public Interest Research Group Toronto are hereby repealed and replaced with this Bylaw.

**1.3** Other than as specified in Bylaw 1, all terms contained in this Bylaw that are defined in the Ontario Not for Profit Corporations Act shall have the meanings given to such terms in the Act:

**1.4** Words importing the singular number include the plural and vice versa.

**1.5** Where a given number of days’ notice is required, the day of posting of the notice shall be counted in such number of days.

**1.6** The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of these Bylaws.

**1.6.1** Where any provisions of these Bylaws are inconsistent with the Articles of Incorporation or the Act, the Articles of Incorporation or the Act shall prevail.

**1.7** The Head office of the Ontario Public Interest Research Group Toronto shall be in the City of Toronto, in the Province of Ontario.

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

**Bylaw 2 – POWERS OF DIRECTORS**

**2.1** The Board of Directors administers the affairs of the Ontario Public Interest Research Group Toronto in all things and may make or cause to be made for the Ontario Public Interest Research Group Toronto, in its name, any kind of contract which the Ontario Public Interest Research Group Toronto may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Ontario Public Interest Research Group Toronto is by its charter or otherwise authorized to exercise and do.

**2.2** The Board of Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Ontario Public Interest Research Group Toronto in accordance with such terms as the Board of Directors may prescribe.

**2.3** The Board of Directors is hereby authourized, from time to time:

**a)** To borrow money upon the credit of the Ontario Public Interest Research Group Toronto, from any bank, trust company or credit union, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board of Directors in its discretion may deem expedient;

**b)** To limit or increase the amount to be borrowed;

**c)** To issue or cause to be issued bonds, debentures or other securities of the Ontario Public Interest Research Group Toronto and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board of Directors;

**d)** To secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Ontario Public Interest Research Group Toronto, and the undertaking and rights of the Ontario Public Interest Research Group Toronto.

**2.4** The Board of Directors may take such steps as it may deem requisite to enable the Ontario Public Interest Research Group Toronto to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Ontario Public Interest Research Group Toronto.

**2.5** The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

**2.6** The Board of Directors shall fix remuneration for officers, agents and employees and committee members, subject to any bargaining, collective or otherwise agreements entered into by Ontario Public Interest Research Group Toronto.

**2.7** Should any of the officers of the Ontario Public Interest Research Group Toronto be unable to perform their duties, the Board of Directors shall appoint an interim successor.

**2.8** The Board of Directors may not act in any way, or pass any motion, regardless of consensus, that is contrary to the Bylaws of the Ontario Public Interest Research Group Toronto or seek to suspend the Bylaws of the Ontario Public Interest Research Group Toronto, and any such action or motion shall be considered invalid and unenforceable.

**Bylaw 3 – LIABILITY OF DIRECTORS**

**3.1** Every Director of the Ontario Public Interest Research Group Toronto when exercising the powers and discharging the duties of a Director must:

**a)** Act honestly, in good faith, and in the best interest of the Ontario Public Interest Research Group Toronto;

**b)** Carry out the duties as would a reasonable person in the circumstances;

**c)** Comply with the Ontario Public Interest Research Group Toronto Constitution, its regulations, any amendments to the Constitution or its regulations, all other applicable laws, the Letters Patent, and the Bylaws of the Ontario Public Interest Research Group Toronto including the Code of Conduct and Conflict of Interest Policy.

**Bylaw 4 – PROTECTION OF DIRECTORS AND OFFICERS**

**4.1** Except as otherwise provided in the Ontario Public Interest Research Group Toronto Act, no Director or Officer of the Ontario Public Interest Research Group Toronto shall be liable for the acts, receipts, omissions or defaults of any other Director or Officer or employee or for any loss, damage or expense happening to the Ontario Public Interest Research Group Toronto through the insufficiency or deficiency of title to any property acquired by the Ontario Public Interest Research Group Toronto or for or on behalf of the Ontario Public Interest Research Group Toronto or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Ontario Public Interest Research Group Toronto shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person including any person with whom any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Ontario Public Interest Research Group Toronto or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director’s or Officer’s respective office or trust or in relation thereto unless the same shall happen by or through the Director’s or Officer’s own willful neglect or default.

**Bylaw 5 – INDEMNITIES TO DIRECTORS AND OFFICERS**

**5.1** 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.

**5.2** The Ontario Public Interest Research Group Toronto shall indemnify any person in such other circumstance as the Ontario Public Interest Research Group Toronto or law permit or require. Nothing in this Bylaw shall limit the right of any person entitled to indemnity to claim indemnity apart from the provision of this Bylaw to the extent permitted by the Ontario Public Interest Research Group Toronto Act or Law.

**Bylaw 6: MEMBERSHIP**

Types of Members

6.1 There shall be four types of voting members;

a) Graduate students (of the University of Toronto) members

b) Part-time and full-time undergraduates

c) Community 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
d) Honourary members are individuals whom the Board has proffered honourary membership on as thanks for and/or recognition of their contributions to the organization’s benefit. This can include action group members, volunteers and former Board members who are not currently in any other membership class.

*Graduate Student Members*

6.1.2 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*

6.1.3 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.

*Community Members*

6.1.4 Any person who;

a) is not a graduate or part-time Undergraduate at the University of Toronto, and

b) has been approved by a consensus vote of the Board of Directors and
c) 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.

*Honourary Members*

6.1.5 Any person who:

a) is not a graduate or part-time Undergraduate at the University of Toronto, and

b) has been approved by a consensus vote of the Board of Directors and
c) has contributed to the Local and its health in a recognizable and tangible manner

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

 **6.2** Membership in the Ontario Public Interest Research Group Toronto shall be limited to those Student Members who have paid all applicable membership fees as part of their ancillary UofT fees or Community Members who have been granted membership through a vote of consensus by the Board of Directors (Article 6.10).

**6.3** Members shall be defined in four (4) separate ways:

**a)** A student who has paid their membership fees through the levy imposed by the University of Toronto.

**b)** A “community” member who has been approved by the OPIRG Toronto Board and paid an annual community membership fee or completed annual requirements as set by the Board in lieu of paying a membership fee. Individuals may not become Community Members without first receiving a formal vote of approval by consensus from the acting Board of Directors during a regular meeting of the Board. Community members’ membership lasts for a calendar year from the date which they were approved by the Board and paid their fee.

**c)** An “honourary” member will be appointed by the Board and approved at a meeting of the Board of Directors. Individuals may not become Honourary Members without a formal vote of approval by consensus from the acting Board of Directors during a regular meeting of the Board. Once approved, honourary members remain so in perpetuity unless the Board holds a vote by consensus to remove them.
**e)** OPIRG Toronto staff are not considered members and as such not permitted to vote or hold any office including the Chief Returning Officer position for elections, but have the right to attend all Board meetings as advisors and individuals with a vested interest in the organization’s health and functioning. The OPIRG Toronto Board recognizes their right as is laid out in the Collective Agreement to attend all meetings of the Board and Members.

**6.4** All voting Members in Good Standing of the Ontario Public Interest Research Group Toronto shall be entitled to:

**a)** Participate in the Annual General, General, and Special General Meetings of the Ontario Public Interest Research Group Toronto ;

**b)**  Nominate or second candidates for the Board of Directors;

**c)** Stand for election to the Board of Directors;

**d)** Attend all meetings of the Board of Directors except those designated by the Board of Directors to be *in camera*;

**e)** Participate in any events or activities sponsored by the Ontario Public Interest Research Group Toronto or its agents, subject to all statutory restrictions and other limits as are imposed by law or the Ontario Public Interest Research Group Toronto Board of Directors;

**f)**  Have access to the Ontario Public Interest Research Group Toronto office during in office staff work hours, subject to any limitations within the policies and staffing arrangements of the Ontario Public Interest Research Group Toronto;

**g)** Access to the Ontario Public Interest Research Group Toronto library;

**h)** Access to copies of the Bylaws of the Ontario Public Interest Research Group Toronto;

**i)** Any other rights found in the policies of the Ontario Public Interest Research Group Toronto.

**6.5** All Members of the Ontario Public Interest Research Group Toronto shall be required to pay term or yearly dues established pursuant to this Bylaw except those approved as honourary members by the OPIRG Toronto Board of Directors.

**6.6** The Board of Directors may make adjustments to the yearly dues based on the annual rate of inflation as published in the Consumer Price Index (CPI) for Canada (all items) compiled by Statistics Canada effective on the 31st day of December preceding the year for which the adjustment is made.

**6.7** Any adjustment based upon inflation shall be considered fixed and effective following a decision, reached by consensus, by the Board of Directors which need not be confirmed by a vote of the members of the Ontario Public Interest Research Group Toronto at an Annual General or other meeting.

**6.8** Any changes, other than those to account for the rate of inflation, as mentioned in Bylaw 6, to the dues or fees payable to the members of the Ontario Public Interest Research Group Toronto shall be considered fixed and effective when a decision is reached, using consensus, by the Board of Directors and confirmed by a simple majority of the votes of the members at an Annual General, another meeting of members, or some other form of member wide decision making.

**6.9** Student Membership in Ontario Public Interest Research Group Toronto is terminated when a member does not pay or is refunded the Ontario Public Interest Research Group Toronto fee or by members at a Meeting of the Board of Directors by a simple majority.

**6.10** Community Membership in Ontario Public Interest Research Group Toronto is terminated when a Community Member does not pay the Ontario Public Interest Research Group Toronto fee or by members at a Meeting of the Board of Directors by a simple majority.

**6.11** An Honourary Member’s membership may be terminated by the Board or by members at a Meeting of the Board of Directors by a simple majority.

**6.12** Any Member’s membership may be terminated by the Board at a regularly scheduled meeting of the Board or by members at a General Meeting by a simple majority vote if the Member is found to be;
- In violation of the Conflict of Interest Policy
- In violation of the Code of Conduct for Board Members
- In violation of or in direct opposition to the mandate of the organization
- Currently engaged in or having a history of abusive, violent or harassing behaviour including but not limited to: Doxxing, stalking, online or in person bullying, spreading rumours or salacious information with the intent to harm or discredit current or former Members, sexual violence including domestic assault in any space including outside of the organization.
- Those shown or reasonably believed to not be acting in the organizations best interests with regards to their motives or purposes for attempting to gain or maintain membership.
- Those who have consistently failed to uphold their duties in an elected position due to negligence or carelessness.

If the Member is a Student or Community Member they shall be refunded a prorated amount of their annual fee. Proration shall be based on the amount of the member fee divided by how many calendar months remain of their membership.

The Board may also opt to discipline a Member in place of termination where the Board feels it is appropriate or more productive than terminating a member. Disciplinary options may include:
- The successful completion of additional mandatory training if the Member is to be allowed to continue as a Member
- Limitation or removal of voting powers
- The restriction of the Member from specific spaces, events or from interacting with certain individuals
- That the offending member participate in a mediated or otherwise facilitated conflict resolution process in order to remain a member

**6.13** If the Board or the Members at a General Member’s Meeting vote to terminate a Member’s membership, the individual being removed will be given 15 days notice prior to the effective enactment of either the disciplinary action(s) or termination with reasons for either the termination of their membership or the disciplinary action being taken.

The member will have an opportunity to be heard, orally or in writing not less than five days before the disciplinary action or termination of membership becomes effective. The review will be done by a quorum of the Board of Directors with the authourity to impose or revoke the disciplinary action or termination.

**6.14** Member’s wishing to end their Membership may do so using the following mechanisms based on which category of Member they are;

 **6.14.1** Student Members may end their membership by choosing to opt-out during the opt-out period for ancillary fees run and overseen by OPIRG Toronto for Graduate students or the UTSU and APUS for Undergraduate and Part-time Undergraduate students.
 **6.14.2** Community and Honourary Members may end their membership by formally requesting their membership be terminated via written notice to the Board containing their member number, date they paid the fee or received approval as an Honourary Member by the Board and a brief explanation as to why they are requesting the termination of their membership.

**6.15** Change in Member Class:
- Student Members shall cease being Members once they finish their program unless they apply for either Community or Honourary Membership to the Board of Directors.
- Community or Honourary Members will automatically forfeit their existing Membership and become Student Members if they enroll in UofT and begin paying the student levy fee.
- Members who have been banned or removed from one membership category cannot rejoin by changing membership class. Any funds sent to the organization shall be considered a refundable donation which the Local shall return upon discovery.

**Bylaw 7 – GENERAL MEETINGS**

**7.1** The Annual General Meeting (AGM) of the members of the Ontario Public Interest Research Group Toronto shall be held at such time as the OPIRG Toronto Board of Directors determines preferably within each financial year and not later than within 15 months of the previous Annual General Meeting.

**7.2** Any General Meeting of the members of the Ontario Public Interest Research Group Toronto shall be held at such time as the Board of Directors determine, in the city where the head office of the Ontario Public Interest Research Group Toronto is situated. Meetings may be held either fully online or in a hybrid fashion whereby some members may join online and some join in person from the head office.

**7.2.1** Where student members of Ontario Public Interest Research Group Toronto attend the University of Toronto outside of where the head office is located, reasonable accommodations will be made to provide the option for these students to participate.

**7.3** At least thirty (30) days’ notice of any Annual General Meeting of the members of the Ontario Public Interest Research Group Toronto shall be given to the members of the Ontario Public Interest Research Group Toronto via student union mailing lists, Community Membership list and online public announcement. All Members must register in order to attend the meeting in order to verify the Membership status of individuals attending.

**7.4** At least fifteen (15) days’ notice of any Special General Meeting of the members of the Ontario Public Interest Research Group Toronto shall be given to the members of the Ontario Public Interest Research Group Toronto. via student union mailing list, Community Membership list and online public announcement. All Members must register in order to attend the meeting in order to verify the Membership status of individuals attending.

**7.5** Notice of any Special General Meeting may be called at any time by the Board, and shall contain adequate information to permit the members to understand the issues presented.

**7.6** Members may demand a Special General Members Meeting by submitting a petition to the Board containing the signatures of no less than 10% of the verifiable Membership. Upon receipt, the Board will verify the signatures and if the 10% percentage is met, will call an SGMM within 30 days of receipt of the petition and publicize the set date within the period for notice set in Article 7.4.

**7.7** At every Annual General Meeting, in addition to any other business that may properly be transacted, the report of the Board of Directors and the financial statements and review shall be presented, and elections for a new Board of Directors shall be held. At this meeting the membership will also approve the minutes from the last Annual General Meeting.

**7.8** Financial statements shall be made available during the Annual General Meeting to those in attendance.

**7.9** Members will be informed of the process and timeline to submit proposals for discussion at the AGM or SGMM in communications and postings advertising the meeting.

**7.9.1** The Board shall include any proposals in the notice of meeting required under section 7.3, 7.4 and 7.6

**7.9.2** If the proposal is accepted, the Board, upon the request of the Member who submits a proposal, shall include in the notice of meeting the Member’s statement in support of the proposal along with the name and address of the Member. The statement and the proposal must together not exceed the prescribed maximum number of words or characters as set out by the Board of Directors for Member proposals.

**7.10** The Board is not required to accept a proposal if,

(a) the proposal is not submitted to the Board at least 28 days before the date of the meeting;

(b) it clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the corporation or its directors, officers, members or debt obligation holders;

(c) it clearly appears that the proposal does not relate in a significant way to the activities or affairs of the corporation;

(d) not more than two years before the receipt of the proposal, the Member failed to present in person, if authorized by the by-laws, at a meeting of the Members, a proposal that had been included in a notice of meeting at the Member’s request;

(e) substantially the same proposal was submitted to members in a notice of a meeting of the members held not more than two years before the receipt of the proposal and the proposal was defeated; or

(f) the rights conferred by this section are being abused to secure publicity.

**7.11** Directors elected at the Annual General Meeting shall have the choice to run for a one (1) or two (2) year term.

**7.12** A simple majority of the votes cast by the Members present at an Annual General Meeting, in person, shall determine all questions in such meetings except where the vote or consent of a greater number of members is required by the Act or these Bylaws.

**7.13** No error or omission in giving notice, of any Annual General, General or Special General Meeting or any adjourned meeting, whether Annual General, General or Special General Meeting, of the members of the Ontario Public Interest Research Group Toronto, shall invalidate such meeting or any proceedings taken at the meeting.

**7.14** Quorum for the Annual General Members Meeting shall be a minimum of 5 active Members in Good Standing.

**7.15** If OPIRG Toronto refuses to include a proposal in a notice of meeting, OPIRG Toronto will notify the member submitting the proposal of its intention to not include their proposal with the

notice of meeting and why it will not be included. This notice will be sent within ten (10)

days of that decision.

**7.16** Auditors and accountants who perform financial reviews for the organization shall have the right to speak at and attend the organizations Annual General Meeting.

**7.17** All unionized permanent and term staff shall have speaking rights at all AGMs and SGMs for the period of their active employment and will thus be permitted to join all meetings as advisors, unless explicitly needed to step aside due to a Conflict of Interest.

**Bylaw 8 – ELECTIONS**

**8.1** 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 in the policies of the organization and followed by the Chief Returning Officer (CRO) and the section of the Constitution titled “Elections”. Individuals who have failed to submit a satisfactorily completed nomination package by the end of the prescribed submissions period may be disqualified from 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 consider being 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 (8) members run for the Board of Directors, the CRO has the option to propose the Members acclaim the new Directors at the Annual General Meeting.

**8.1.1** The CRO is appointed by the Board of Directors as a third-party individual to oversee and ensure the fairness and accountability of the election process. The CRO shall be selected from the membership prior to the opening of the nomination period and may not be a current employee of any type including laid-off staff retaining seniority, nor may they be a current or incoming member of the Board of Directors.

**8.1.2** The CRO shall be empowered to make certain decisions and approvals including;

**a)** Is empowered to verify and adjudicate on the acceptability and eligibility of all candidates including having the power to terminate or reject a candidate’s nomination if they are found to be in violation of the processes or protocols of the election, the Code of Conduct or Mandate of the organization.
**b)** Holds the power to direct the Board to edit and/or amend the nomination packages to be used by candidates
**c)** Holds the power to direct the Board to review and ensure the Board’s adherence to sections of the organizations By-Laws and Policies pertaining to Membership, Elections, Code of Conduct and Conflict of Interest

**8.1.3** The CRO will provide an exit report to the newly elected Board within one week of the election and any pursuant business related to the election ending. The report shall contain the CRO’s opinion on whether the organization followed its election process appropriately, ways in which the Board could improve its adherence to its policies and ethics if any recommendations are warranted and provide any constructive feedback on the organization’s processes including how the AGM was chaired and whether the policies themselves are adequately addressing the needs of Members and the wellbeing of the organization.

**8.2** Elections for the Board shall be held within 15 months of the previous election. **8.3** Each Director shall be elected to hold office for either a one (1) or two (2) year term based on their stated goal in their nomination package, effective from the date they have been elected or acclaimed, or until their successor has been duly elected or acclaimed by the Board.

**8.4** 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 and Membership for supervising and organizing the election in accordance with the Constitution and Mandate of the organization.

**8.5** Nominations for the position of Director shall be on a form approved by the Board of Directors and shall include the signatures of 5 members of OPIRG Toronto as nominators, and shall include the signature of the person so nominated.

**8.6** 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, with confirmation of receipt given to each nomination so submitted.

**8.7** 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 based on their judgment whether they have received the minimum required number of successfully completed Board Nomination forms.

**8.8** It shall be the responsibility of the Chief Returning Officer and the Board of Directors 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.

**8.9** 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.

**8.10** The Chief Returning Officer shall establish polling stations and/or processes for the date of the election as such place or places as are convenient to the members.

**8.11** In the event of an election the polling station or stations/processes shall be open until each member who has registered has voted, each member of the Local shall have a single vote.

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

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

**8.14** 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.

**8.15** Voting shall be by secret ballot.

**8.16** 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.

**8.17** 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.

**Bylaw 9 – BOARD OF DIRECTORS**

**9.1** The Board of Directors shall be comprised of a maximum of eight (8) Directors. The members of Ontario Public Interest Research Group Toronto shall

prioritize those positions to be filled by:

* at least 1 Part-time Undergraduate student member
* at least 1 St. George undergraduate student member
* at least 1 Graduate student member
* at least 1 community member

**9.2** The Board of Directors shall manage the business and affairs of the Ontario Public Interest Research Group Toronto in all things.

**9.3** All Directors must be individuals, at least 18 years of age, who have signed the Oath of Office and consented to become a director of OPIRG Toronto.

**9.4** All Directors must adhere to the Mission, Vision and Values of Ontario Public Interest Research Group Toronto.

**9.5:** The members of the Ontario Public Interest Research Group Toronto may remove a Director prior to the expiration of their term of office via a resolution passed by a simple majority of votes of the members of the Ontario Public Interest Research Group Toronto at any General or Special General Meeting. In the case where a Director is found to be in violation of the Code of Conduct they may be removed by a vote of consensus at a meeting of the Board of Directors.

**9.6:** The members of the Ontario Public Interest Research Group Toronto may, by a simple majority of votes, acclaim any other member of the Ontario Public Interest Research Group Toronto in the place of the Director who has been removed for the remainder of the removed Director’s term.

**9.7:** A Director may be removed by a vote of consensus by the remaining Directors if they are found to be in violation of By-Law 10, the Code of Conduct or the Conflict of Interest Policy. This could include that Director is found to have;

* Failed to give proper notice of absence for a meeting of the Board of Directors on three (3) consecutive occasions.
* Failed to uphold their duty to abide by the policies, by-laws or Mandate of OPIRG Toronto and has failed to correct this pattern.
* If they have otherwise proven to be incapable of competently carrying out their duties under the Mandate, policies and by-laws of OPIRG Toronto by the remainder of the Board.
* If it has come to the attention of the remaining Board of Directors that they have maliciously failed to disclose a conflict of interest or it has reasonably shown that they otherwise hold malicious intent towards OPIRG Toronto and/or its Board of Directors.

**9.7.1:** Directors shall immediately cease to hold office;

* If they cease all communication for a period of more than sixty (60) business days and attempts to reach them through multiple methods have all failed.
* If they have been convicted of defrauding the organization or any of its partners, associated programs, projects or members.
* If they have been banned or had membership revoked
* Upon death.

**9.8:** A Director is considered to have resigned if they are absent for three (3) consecutive meetings without notice, pending a final decision by the Board of Directors.

**9.9:** Vacancies on the Board of Directors occurring at any time during their term office:

**a)** Need not be filled should the Board of Directors, following a decision reached by consensus, see fit to leave the position(s) vacant;

**b)** Should the Board of Directors deem it necessary to fill a vacant position(s), the Board of Directors may appoint Directors of the Board;

**c)** Any Director elected or appointed due to a vacancy shall hold office for the remainder of the term of office of the Director whose Directorship was vacant, to a maximum of one year;

**d)** Directors shall be remunerated based on the guidelines set out in Bylaw 14 and for no other reason or in any other way. No changes to Bylaw 9 subsection 9.9 d and Bylaw 14 may be made without the expressed approval by consensus of **all** of the following;

* a vote of approval the Local Board of Directors at a regular Board meeting,
* a vote of approval by the Membership at a regularly scheduled AGM,
* and lastly at a regularly scheduled AGM of the Ontario PIRG Board.

Any changes to either of these Bylaws including any Bylaws passed in contravention of them shall be deemed null and void if this process is not followed.

**9.10** OPIRG-Toronto shall strive to ensure broad and adequate representation on the Board of Directors of people from marginalized communities including; women, Indigenous peoples, Black people and people of colour more broadly, trans and non-binary people, lesbians, gays and bisexuals, immigrant, student, university staff, faculty and community members, disabled members, working class and union members and diverse religious and cultural communities. The Local will refrain from policing identity or engaging in “oppression olympics” but will make concerted efforts to ensure the prioritization of otherwise marginalized voices in positions of leadership on the Board, as such 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.

**Bylaw 10 – RESPONSIBILITIES OF INDIVIDUAL BOARD MEMBERS**

Individual Board members have no authourity to act independently of the Board except insofar as the by-law or the Board, by resolution, specifically mandates. This means, among other things, that an individual Board member cannot provide direction or enact decisions with regards to staffing without the expressed approval of the Board as a whole and in accordance with the Collective Agreement held by CUPE 1281. The only legal authourity to provide direction, enact staffing related decisions or require information is vested in the full Board of Directors and whose specific terms and processes are laid out in the Collective Agreement with CUPE 1281.

Each Board member is expected to become an active participant in a body that functions effectively as a whole under the auspices of a consensus based decision making structure. In addition to assisting in the fulfillment of the essential governance tasks of the Board outlined above, individual Board members are responsible for exercising due diligence, loyalty and care in the performance of their duties. Each Board member is responsible to exercise these duties as follows:

*Duty* *of* *due* *diligence:*

* Be informed of the Articles of Incorporation, the Ontario Non-Profit Corporations Act, the Accessibility for Ontarians with Disabilities Act and the Organization’s By-Laws, Mission, values, code of conduct, and policies as they pertain to the duties of a Director.
* Keep generally informed about the activities of the organization, the community issues that affect the organization, and priorities relevant to the Organization’s Mandate.
* Attend Board meetings regularly, contributing from personal, professional and life experience to the work of the Board.

*Duty* *of* *loyalty*:

* Act with honesty and in good faith in what the Director reasonably believes to be the best interests of OPIRG Toronto.
* Maintain solidarity with fellow Directors in support of a decision that has been made in good faith, in a legally constituted meeting, by Directors in reasonably full possession of the facts.
* Exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with the Organization's By-Laws and policies and relevant statutory requirements.

*Duty* *of* *care*:

* Exercise the same degree of care, diligence and skill that a reasonably prudent person would show in comparable circumstances. This may require a reasonable understanding of relevant legislation and jurisprudence.
* Offer personal perspectives and opinions on issues that are the subject of Board discussion and decision.
* Voice, clearly and explicitly, at the time a decision is being taken, any opposition to a decision being considered by the Board.
* Ask for a review of a decision, if the Director has reasonable grounds to believe that the Board acted without full information or in a manner inconsistent with its fiduciary obligations.
* Work cooperatively with the staff of the Organization on committees or task forces of the Board.
* Know and respect the distinction in the roles of Board and staff consistent with the principles underlying approved governance policies.

**11** – **Consent to Becoming a Director and Oath of Office & Confidentiality**

Respect for confidentiality is the cornerstone of trust and confidence as well as a legislated obligation. Board members must at all times respect the confidentiality of members. Similarly, all matters dealt with by the Board during in-camera meetings and matters related to staff must be held in strictest confidence. Confidentiality means Directors may not relate such matters to anyone including immediate family members. The duty of confidentiality continues indefinitely after a Director has left the Board.

Accommodations shall be provided to the best of the ability of the organization. If accommodations are requested further to Ontario’s Human Rights Code throughout the above described process, the Board will accommodate the individual’s needs up to the point of undue hardship.

Board members shall agree to the following Oath of Office and Confidentiality upon joining the Board of Directors:

**OATH OF OFFICE AND CONFIDENTIALITY AGREEMENT**

I, *insert* *name*, consent to being a director of the *Ontario Public Interest Research Group Toronto (OPIRG Toronto).*

As a Director *of* OPIRG Toronto, I declare that, in carrying out my duties as a Director, I will:

1. Exercise the powers of my office and fulfill my responsibilities in good faith and in the best interests of OPIRG Toronto.
2. Exercise these responsibilities, at all times, with due diligence, care and skill in a reasonable and prudent manner.
3. Respect and support OPIRG Toronto’s by-law, policies, Code of Conduct, and decisions of the Board and membership.
4. Keep confidential all information that I learn about members and staff and any other matters specifically determined by Board motion to be matters of confidence, particularly those matters dealt with during in-camera meetings of the Board.
5. Conduct myself in a spirit of collegiality and respect for the consensus-based decision making structure, its processes and the collective decisions of the Board and subordinate my personal interests to the best interests of OPIRG Toronto.
6. Immediately declare any real or apparent personal conflict of interest that may come to my attention.
7. Immediately resign my position as Director of OPIRG Toronto in the event that I, or my colleagues on the Board, have concluded that I have breached my ‘Oath of Office’.

*Signature:* *Date:*

***1.7 – Conduct***

Board members are expected to comply with the following Code of Conduct that encourages the development of a spirit of collective decision-making, shared objectives including a dedication to social and environmental justice principles and shared ownership of and respect for Board decisions. The Code of Conduct is a succinct statement of essential principles intended to govern the conduct of the Board and staff of the organization.

 **1.7.1 *–* Code of Conduct**

Board members of the Organization will at all times conduct themselves in a manner that:

* Supports the Objectives of OPIRG Toronto
* Serves the overall best interests of OPIRG Toronto rather than any particular special interest group or other distinct segment of the membership
* Brings credibility and good will to OPIRG Toronto
* Respects principles of fair play and due process
* Demonstrates a respect and commitment to Anti-Oppressive intersectional principles of social and environmental justice in their personal lives and professional roles, and abides by this commitment with regards to their treatment of others and the performance of their role on behalf of OPIRG Toronto
* Demonstrates due diligence and dedication in preparation for and attendance at meetings, special events and in all other activities on behalf of OPIRG Toronto
* Demonstrates good faith, prudent judgement, honesty, transparency and openness in their activities on behalf of OPIRG Toronto
* Ensures that the financial affairs of OPIRG Toronto are conducted in a responsible and transparent manner with due regard for their fiduciary responsibilities and trusteeship
* Avoids real or perceived conflicts of interest as outlined by the Organization's policy Conflict Of Interest
* Conforms with the By-Laws and policies approved by the Board, in particular the Organization’s Mandate, the Board Code of Conduct, the Oath of Office and Confidentiality and Conflict of Interest policies
* Publicly demonstrates acceptance, respect and support for decisions legitimately made in transaction of OPIRG Toronto’s business

 **1.7.2 *– Dealing with Code of Conduct Violations***

If a Board member or committee member demonstrates inappropriate behavior or performance:

* That member will be invited to attend a meeting with the acting Board of Directors to identify problems, find ways to improve the situation, and arrive at solutions. A recommended course of action and an appropriate time frame in which the member will be expected to modify their behaviour to conform with the Code of Conduct and other relevant policies shall be decided at this meeting.
* If the situation persists, a written warning will be given to the member by the acting Board of Directors.
* If the situation is still not resolved, the remaining acting Board of Directors may remove any member found to be in repeated violation of the Organization's mandate and/or the Organization's Code of Conduct so long as quorum is not compromised. In the case that removing the offending Director would compromise legal quorum of the Board, a Special General Members meeting shall be called and an election held for the Board of Directors.

**BY-LAW 12: CODE OF CONDUCT FOR MEMBERS**

Members of the Organization will at all times conduct themselves in a manner that:

* Does not undermine the Objectives of OPIRG Toronto
* Serves the overall best interests of OPIRG Toronto and its mandate
* Brings credibility and good will to OPIRG Toronto
* Respects principles of fair play and due process
* Demonstrates a respect and commitment to Anti-Oppressive intersectional principles of social and environmental justice in their personal lives and professional roles, and abides by this commitment with regards to their treatment of others and the performance of any role they may take on on behalf of OPIRG Toronto
* Demonstrates good faith, prudent judgement, honesty, transparency and openness in their activities on behalf of OPIRG Toronto
* Avoids real or perceived conflicts of interest as outlined by the Organization's policy Conflict Of Interest
* Conforms with the By-Laws and policies approved by the Board, in particular the Organization’s Mandate, the Code of Conduct, Confidentiality and Conflict of Interest policies

 **12.2 *– Dealing with Code of Conduct Violations***

If a Member demonstrates inappropriate behaviour or performance:

1. That member will receive a notice of disciplinary action from the acting Board of Directors identifying the problems, offering ways to address the situation, and a warning that they will have their membership status revoked if the behaviour is not successfully addressed within a set period of time outlined by the Board. A recommended course of action and an appropriate time frame in which the member will be expected to modify their behaviour to conform with the Code of Conduct and other relevant policies shall be provided in either this communication or a formal meeting with the Member if the Board see it fit.
2. If the situation persists, the acting Board of Directors may remove any member found to be in repeated violation of the Organization's mandate and/or the Organization's Code of Conduct so long as quorum is not compromised.
3. The Board of Directors reserves the right to forgo the initial step under 12.2 and move straight to removing and banning the Member if the Member is found have engaged in:
	1. Sexual assault or domestic abuse of another Member or person within the broader community
	2. Fraudulent and financially reckless acts
	3. Theft or acts of vandalism or violence towards the organization and its Members including but not limited to: doxxing, stalking, improper use and abuse of Members personal information for the purpose of intimidation or harassment, theft of OPIRG Toronto resources online or material, the purposeful non-consensual destruction of OPIRG Toronto property, and verbal, sexual or physical assault of an OPIRG Toronto volunteer, staff or Board member
	4. If they are found to be actively campaigning against the organization in a bid to destroy or disrupt the organization’s ability to serve its mandate.

 **BY-LAW 13: CONFLICT OF INTEREST**

OPIRG Toronto *will have a Conflict Of Interest policy at all times, the policy appears as an appendix to this document. A Conflict of Interest arises whenever the personal, professional or business interests of an individual(s) are potentially at odds with the best interests of* OPIRG Toronto*.*

**Bylaw 14 – REMUNERATION OF DIRECTORS**In recognition of the time and effort put in to the organization, Board Members who successfully complete certain duties and tasks on behalf of the organization will be eligible for an honourarium or stipend to compensate for their time, travel expenses, food and materials needed to complete those tasks above and beyond regular Board duties. Honorariums will follow the below framework:
1) Board members who hosted consistent in person office hours on at minimum a biweekly basis assisting Members and staff for the duration of their term will receive a $100 honourarium at the end of their term
2) Board members who participate in extended trainings and or Board meetings lasting 3 hours or longer will receive a prorated honourarium of $30 per hour.
3) Board Members who have actively participated in at least 75% of the regularly scheduled meetings during their term will receive an honourarium at the end of their term, equally divided amongst those members who meet the aforementioned qualification. The amount will be taken from what remains unspent and unallocated in the Local budget year up to a maximum of $1000 per Board member.

**Bylaw 15 – DIRECTORS’ MEETINGS**

Decisions of the Board and its committees are made as a group at Board meetings at which a minimum quorum of 50% + 1 is present. A quorum is required for the transaction of any business of OPIRG Toronto.

It is agreed that decisions that all Directors are satisfied with are both healthier and easier to support and uphold organizationally. As we firmly adhere to the aforementioned principle and as our agreement with the Ontario PIRG Network stipulates, decisions will thus be made using consensus-based decision-making after an opportunity for a full discussion and development of a decision. In the case whereby consensus cannot be reached, the Board has three options;

1) the item may be tabled pending further investigation and deliberation at a future time whereby the vote will be revisited,

2) a member of the Board may motion to go to a vote wherein a majority of at minimum two thirds of the Board is needed to pass a motion, or

3) members in disagreement may choose to allow a decision to move ahead but abstain or stand-aside from the vote.

Any stand-asides, abstentions or objections of dissenting members will be recorded in the minutes next to the decision in question. The full name of the member(s) and their concerns regarding the decision(s) shall be documented alongside the decision.

No less than a favourable vote of a two-thirds (2/3) majority of the members is required for approval for contentious decisions requiring a move to majority vote. All Directors shall be offered equal opportunity to provide input into an item deemed to be contentious and all options for Consensus must be exhausted before any vote is finalized. Directors have the right to discuss questions before the Board and make their decisions in an uninhibited environment. Deliberations are governed by the guidelines for Consensus outlined in the Board Manual and Ontario PIRG policies, and by the Code of Conduct and procedural guidelines.

Directors will welcome and respect the diverse views of their colleagues, maintain confidentiality as required, and offer public support for Board and Committee decisions.

The Board of Directors shall meet at regularly determined times as consensually and collectively determined in good faith by the Board of Directors as a whole. 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 and the Bylaws or in the case of a Conflict of Interest as per the Bylaws and policies of the Local. General members may speak at meetings with the consent of the Chair. Any Board member who is absent from any two board meetings without twenty-four hours prior notice may 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 Bylaw 9.

**15.1** Members of the Ontario Public Interest Research Group Toronto shall be allowed to attend all meetings of the Board of Directors except those meetings, or portions thereof, as are designated by the Board of Directors to be *in camera* or considered to be a Conflict of Interest for those members in accordance with Bylaws 10, 11, 12, 15 and subsection 15.3 and the Conflict of Interest Policy and its subsections.

**15.2** Members of the Ontario Public Interest Research Group Toronto who are not Directors may be heard at meetings of the Board of Directors if recognized by the Board through a vote of consensus. Members may participate in meetings of the Board of Directors but may not vote at standard meetings of the Board outside of the Annual General Meeting, Special General Members Meetings and General Members Meeting. ;

**15.2.1** It is acknowledged that staff retain a great deal of organizational knowledge and perform critical functions and duties for the organization. Given this and the stipulations in the Collective Agreement, all unionized permanent and term staff shall have speaking rights at all meetings of the Board for the period of their active employment and will thusly be permitted to join all meetings as advisors of the Board, unless explicitly needed to step aside due to a Conflict of Interest.

**15.3** If, at any meeting of the Board of Directors matters of a confidential or personal nature are being discussed, the Board of Directors, following a decision reached by consensus, may go *in camera*. The following rules shall apply to all *in camera* sessions:

**a)** A decision to move in camera must be reached by consensus by the Directors present;

**b)** If a person who is not a Director or an official member of the Board of Directors, is required at an in camera session, the Board of Directors must reach a decision by consensus.

**c)** Non-Board members who are allowed to attend in-camera meetings or portions thereof will be bound to the same confidentiality as Board members.

**d)** A separate secure and confidential document accessible only to the current and future Board of Directors shall be created and a separate set of minutes shall be taken in that document and referred to as an Appendix within the public minutes of the Board of Directors. No decisions will be formally approved by the Board while in-camera, and will instead be documented once discussion on the in-camera matter has reached its conclusion and the Board has exited the in-camera meeting or portion thereof.
**e)** Staff will be permitted to remain or attend any meetings or portions therein held in-camera with the exception of the situations outlined in the Collective Agreement

**15.3.1**

The following items may be considered in-camera:

* Personally sensitive matters about an identifiable individual (i.e. member, Director, employee);
* Acquisition or sale of land or other assets;
* Labour management related issues;
* Litigation or potential litigation;
* Receiving advice that is subject to solicitor-client privilege;
* Matters falling under any applicable form of Privacy Legislation;
* Matters of personal conflict between members as outlined in this Governance Policy

**15.4** Meetings of the Board of Directors may be held at any time in the city where the head office of the Ontario Public Interest Research Group Toronto is situated, provided that notice of said meeting is given to each Director at least seven (7) days in advance.

**15.5** No formal notice of meetings need be given to Directors if;

* all the Directors are present, or
* if those absent have signified their explicit consent to the meeting being held in their absence or,
* the meeting time and place was set at a prior meeting of the Board. 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.

**15.6** Meetings of the Board of Directors may be requested by any member.

**15.7** A meeting of the Board of Directors may take place, without notice, immediately following the Annual General Meeting of the Ontario Public Interest Research Group Toronto.

**15.8** The Board of Directors shall meet at least once per month during the academic year, as designated by the University of Toronto.

**15.9** No accidental error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Ontario Public Interest Research Group Toronto shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

**15.10** Each Director shall be entitled to participate in the consensus decision making process, and have equal consideration of their voice in this process.

**15.11** The proceedings for a meeting of the Board of Directors shall be held in accordance with the Bylaws and supplementary policies of the Ontario Public Interest Research Group Toronto and in general accordance with the consensus decision making process.

**15.12** Minutes of meetings of the Board of Directors shall be easily accessible to Directors via electronic means and shall be kept in the OPIRG Toronto office available for review by any Director of the Board.

**15.13** An emergency meeting of the Board of Directors may be called when it is deemed necessary by two (2) Directors or any unionized staff in writing, to the rest of the Board of Directors. They shall notify all Directors, by the most expedient means available, a minimum of six (6) hours in advance of the meeting. The rules of quorum and consensus decision making continue to apply in the event of an emergency Board meeting.

**15.14** Members of the Board shall be entitled to attend meetings by phone or videoconferencing.

**15.15** If a meeting in person is not possible, a meeting may be conducted by electronic methods.

**15.16** Decisions may be made outside a Board meeting if consented to by a consensus of Directors and duly recorded in the minutes of the first regular Board meeting immediately following.

**15.17** There shall be no proxy votes at meetings of the Board of Directors

**15.18** If accommodations are requested further to Ontario’s Human Rights Code throughout the above described process, the Board will accommodate the individual’s needs up to the point of undue hardship.

**Bylaw 16 – OFFICERS**

**16.1** The Officers of the Ontario Public Interest Research Group Toronto shall be the President, Treasurer, and Secretary; there may be a Vice President.

**16.2** The President, Vice President, Treasurer and Secretary must be members of the Ontario Public Interest Research Group Toronto upon time of their election and remain so during their term of office.

**16.3** Following the Annual General Meeting, the Board of Directors shall appoint a President, Vice President, Treasurer, Secretary.

**16.3.1**

*– President*

As an organization that operates on the principles of consensus based decision-making, the role of the President is that of a legal figurehead within the organization and is to confer no additional privileges over other Directors on the Board. The President does however hold a few key responsibilities which include:

1. Signing legal contracts and agreements on behalf of the Board of Directors including the Audit and Insurance paperwork
2. May be asked to join disciplinary and termination hearings of Members being disciplined or removed
3. The President may be called upon to represent and speak for the organization in media and legal contexts

**16.3.2**

*– Treasurer*

The Treasurer will be the Board member holding the Finance Portfolio and is charged with financial matters, including both the administration and management of finances on behalf of the Board in conjunction with any staff in charge of Finances and Administration. The Treasurer’s duties include:

1. Serving as the Chair of the Finance and Funding Committee;
2. Assisting in the preparation of the organizations’ budget and ensuring throughout the year that the budget is not exceeded for any reason;
3. Ensuring financial statements are presented to the Board on an annual basis;
4. Collaborating with the Finance and Admin Coordinator and Bookkeeper to establish overall long and short-term financial goals for the organization, guided by the strategic plan and with final approval by the Board of Directors;
5. Making financial information available to OPIRG Toronto members and the public; and
6. Acting as a signing Officer for OPIRG Toronto.

**16.3.3**

 *– Secretary*

The Secretary shall be the Board member holding the Board Development portfolio and will ensure that all secretarial functions of the Board are upheld and that records are kept of all proceedings and transactions. The Secretary is the custodian of the corporate seal and of all official books, papers, records, documents and correspondence of OPIRG Toronto. The secretary’s duties include:

1. Ensuring the oversight and maintenance of records of meetings, policies, membership, and any other records required by law;
2. Ensuring the taking minutes at all regular and special meetings of the Board of Directors;
3. Ensuring that copies of meetings and meeting minutes and agendas, as well as any materials members are required to study in preparation for the next meeting, are circulated; and
4. Ensuring the maintenance of the files and records of OPIRG Toronto and guaranteeing the security and confidentiality of all such files and records until such time as these duties are assigned to a new Secretary.

**16.4**

– Other Officers

The Board will appoint a Chair. The Chair will be responsible for ensuring the Board meets on a regular schedule and that the meetings are held in a timely fashion according to the policies of the organization. The Chair will be responsible for the smooth functioning of the Board schedule but shall not hold any special powers above and beyond other Board members and will abide by the consensus model.

The Board may designate such other Officers with such duties as may be necessary or advisable for the conduct of OPIRG Toronto affairs.

**16.5**

– Term

Board members shall hold office for a term of either one (1) year or two (2) years. No Director shall be eligible to serve more than six (6) consecutive terms as President, Secretary or Treasurer. A Board member who has served six (6) full, consecutive terms in a position of office shall not be eligible to serve again as an Officer before the passing of one year.

**Bylaw 17 – COMMITTEES**

**17.1** The Board of Directors may, from time to time, create standing committees and/or ad hoc committees as required.

**17.2** Standing Committees of the Board can include:

**a)** Governance Committee;

**b)** Program or Project Specific Committees;

**c)** Finance Committee;

**d)** Campaigns & Research Committee.

**17.3**Relationship to Unionized Staff:

Committees may advise the Board and staff but do not exercise authourity over either, and will ordinarily have no direct dealing with the oversight or direction of the unionized staff employed by OPIRG Toronto. No committee(‘s) may act as, be designated with or usurp the powers of the Employer - the OPIRG Toronto Board of Directors - at any point regardless of the presence of Board members on a committee. Any policy or by-law stating otherwise shall be deemed unenforceable and all relevant individuals be directed to adhere to the processes and protocols outlined in the Collective Agreement between OPIRG Toronto and CUPE 1281.

**17.4** There are certain powers that cannot and will not be delegated to committees. This includes hiring, firing, discipline of staff and any structural or financial changes to the organization. Committees may be allocated a budget to use at their discretion by the Board of Directors but may not make financial decisions beyond that.

**17.5** Hiring committees shall be appointed based on the relevant sections of the Collective Agreement.

**Bylaw 18 – EXECUTION OF DOCUMENTS**

**18.1** All contracts, documents and instruments in writing shall be binding upon the Ontario Public Interest Research Group Toronto following the approval of the Board of Directors.

**18.2** The President, Secretary or Treasurer must sign all contracts, and documents of the Ontario Public Interest Research Group Toronto, notwithstanding Section 16.3 and 16.4.

**18.3** Notwithstanding any provisions to the contrary contained in the Bylaws of the Ontario Public Interest Research Group Toronto, the Board of Directors may at any time, by consensus, direct the manner in which, and the person or persons by whom, any particular instrument, contract, or obligations of the Ontario Public Interest Research Group Toronto may or shall be executed.

**18.4** No contracts or agreements having legal or financial implications of a dollar amount over the limit which may be determined from time to time, by the Board of Directors may be undertaken by the Ontario Public Interest Research Group Toronto through its Officers or agents without being in writing and proper legal form specifically approved by the Board of Directors.

**18.5** 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.

**Bylaw 19 – OPERATIONAL POLICIES**

**19.1** The Board of Directors may prescribe supplementary policies, not inconsistent with these Bylaws, relating to the management and operation of the Ontario Public Interest Research Group Toronto, as they deem expedient.

Such policies shall be binding upon the Ontario Public Interest Research Group Toronto.

**19.2** The Board of Directors may adopt policies based on issues that affect members. These policies may have a scope that is local, national, international, or social.

**Bylaw 20 – BYLAW AMENDMENTS**

**20.1** Amendments to the Bylaws must be approved by consensus by the Board of Directors.

**20.2** Upon approval of the proposed amendment by a consensus vote of the Board, the amendments will be considered effective immediately but must be approved at both the next Annual General Meeting of the Members by a simple majority and at a meeting of the Ontario PIRG Board of Directors within the next six months otherwise the By-law change will be nullified.

**20.3** Voting Members may propose By-law amendments at the AGM. They must do so in writing at least 28 days prior to the AGM date and follow the outlines in Article 7.

**BY-LAW 21: RECORDS**

**21.1.** OPIRG Toronto will maintain records in compliance with the Act as per part 10 of the ONCA.

**21.2.** OPIRG Toronto will maintain a record of the Minutes of the Board, and Members’ meetings, and all other records required by *the Act*.

**21.3** Directors, Members, and representatives reflected in *the Act* may request to view records required under *the Act* only in person at OPIRG Toronto's head office during regular business hours.

**21.4.** These records will be kept electronically and be accessible through OPIRG Toronto’s main office.

**Bylaw 22 – DISSOLUTION

22.1** Dissolution of the Local shall occur if 75% of the members eligible to vote in a referendum so desire through a vote, or by decision of OPIRG Toronto with unanimous consent from all Board and staff. In the case of a unanimous decision by OPIRG Toronto, one or more of the following criteria must be met prior to the vote:

1. The organization is insolvent with no foreseeable potential to recover
2. Capitalism and colonialism no longer exist

**22.2** Upon dissolution of the Chapter or the winding up of its affairs for any reason, all of its

remaining property of every kind, nature and description wherever situated after payment of liability shall be transferred to Ontario PIRG.

**APPENDIX

CONFLICT OF INTEREST POLICY**

*Section 1: Definitions*

* + 1. *A Real Conflict of Interest (COI) is when an individual within* OPIRG Toronto*’s Board of Directors, staffing or volunteer membership is involved in personal, professional or business interests that are potentially at odds with the best interests of* OPIRG Toronto*.*
			1. *We can define a COI as a situation in which a person has a private or personal interest sufficient to appear to influence the objective exercise of their official duties as a Board member, staff or volunteer.*
		2. *A Perceived Conflict of Interest is not necessarily a real conflict of interest but can be seen as such if a Board member, staff, or volunteer may reasonably be outwardly perceived as having two competing interests, one of which could be interpreted as potentially interfering or undermining their responsibilities to* OPIRG Toronto*. The impact(s) of such a Perceived COI must still be considered and addressed with the same due diligence as a Real COI and avoided if possible.*
			1. *It is understood however that it is not always possible to avoid Perceived COIs. In these cases it is crucial that all details pertaining to the decision(s) are clearly and transparently documented and that full documentation of the reasoning and justification behind such a decision is made available either in the official minutes of the organization or through other official communication modes of the organization.*
			2. *Further to point 1.1.2.1., it is understood that Perceived COIs can be highly subjective and as such, it is strongly encouraged that the Board of Directors defer to the consensus based decision making process in order to determine whether something is or is not a Perceived COI and requires the additional scrutinizing and documentation outlined above.*
			3. *Not all Perceived COIs will turn into Real COIs. Mismanaged Perceived COIs, even when they do not turn into Real COIs, may undermine the trust and public confidence in* OPIRG Toronto*’s decision-making processes, and may make it more difficult for Board, staff and volunteers to continue their respective work without being subjected to additional undue scrutiny.*

*Section 2: Purpose*

* + 1. *The purpose of this COI policy is to reinforce and strengthen* OPIRG Toronto*’s commitment to transparency, accountability and responsibility to its membership.*
		2. *To ensure that those with special vested interests are restricted from internal persuasion and influence over the Board of Directors, the consensus decision-making process and* OPIRG Toronto*’s internal operations.*
		3. *To supplement, but not replace, existing Ontario PIRG (also known as OPIRG Provincial), the Collective Agreement, Provincial and Federal laws governing Conflicts of Interest applicable to non-profit organizations.*
		4. *Adherence to this policy should ensure Directors, employees and volunteers will act fairly, equitably, and ethically in their actions, and the integrity of neither* OPIRG Toronto *nor its Board of Directors is compromised.*

*Section 3: Procedures*

* 1. *Duty to Disclose: If a potential COI exists during a vote because of an individual’s personal interest in a matter, they should advise the full Board of Directors immediately. Potential COIs may include - but are not limited to:*
* *If a Board member, staff or volunteer lives, is partners, or has a familial/close friendship with an individual being considered for a contract, staff role, donation or other decision involving the disbursement of money to that individual;*
* *If a Board member, staff or volunteer owns a business or would somehow otherwise profit from a contract or donation being appointed to a certain group/business;*
* *If a Board member, staff or volunteer is part of an Action Group being considered for additional funding.*
	+ 1. *At this time, the nature of the COI and all pertinent information regarding the COI must be disclosed to all those involved in making and approving a decision on the matter.*
	1. *Interested Party Address: The individual(s) identified as having a COI may make a presentation to the Board arguing for/against the conflicted matter but must recuse themself from voting on said matter.*
	2. *Recusal of Self: Any Board or staff member with a COI must excuse themselves from the room while the Board comes to a consensus decision regarding the conflicted matter in order to avoid undue influence and/or the potential effects of peer pressure.*
		1. *A Board member who is involved in an action group or community group requesting funding may speak to the motion and field/answer questions pertaining to the matter but must recuse themselves from the consensus decision-making process regarding funding approval for that action group/community group.*

*Section 4: Recordings of Procedures*

* + 1. *The full name(s) of individual Board or staff members disclosing a COI must be recorded in the meeting minutes.*
		2. *The nature of the COI and all pertinent details must be recorded in the meeting minutes. If a matter poses issues of privacy or security as laid out in the Collective Agreement, Provincial/Federal Law governing non-profit organizations or Ontario PIRG and* OPIRG Toronto *By-Laws, Policies and Constitutional documents, then a set of In-Camera minutes on the matter must be kept detailing the sensitive matter. All names of those present, stand-asides, abstentions and final decisions on the matter(s) must be documented publicly.*
		3. *The full name(s) of individuals who recuse themselves must be recorded in the meeting minutes in the section of the agenda containing the conflicted subject.*
		4. *In the case of a Perceived COI please refer back to Section 1.2 and ensure that:*
			1. *A thorough explanation, including all details of the subject and final decision - including whether or not the Perceived COI was decided to be treated as a Real COI or not - are clearly documented in the minutes;*
			2. *If it is decided that the individual(s) in question should Abstain or Stand Aside during voting, they are documented as outlined in Sections 4.1 and 4.3.*