

Current as of: March 22, 2018

**BY-LAW RELATING GENERALLY TO THE TRANSACTION OF THE AFFAIRS OF OPIRG  
PETERBOROUGH**

BE IT ENACTED as a by-law of OPIRG Peterborough (herein after called the “Corporation”) as follows:

**i. HEAD OFFICE**

The Head Office of OPIRG Peterborough shall be located in the municipality of Peterborough, Ontario and at such place therein as the Directors may determine by special resolution.

**ii. MISSION STATEMENT**

OPIRG works to create and sustain student and community-based engagement through research, education and action on social justice and environmental issues; challenging oppression in all its forms; and using consensus-based decision-making in a non-hierarchical and accessible setting.

**iii. CATEGORIES OF MEMBERS**

1. There shall be two (2) categories of members:
  - a) Student Members;
  - b) Community Members.

All rights and privileges of the members shall be the same except as outlined in Section V, part 1.

**2. Student Members**

Each person who is:

- a) an undergraduate, full time student attending Trent University at Peterborough; and
- b) who has paid to OPIRG Peterborough a levy fee, and who has not requested a refund, shall be accepted as a student member of OPIRG Peterborough and shall continue to be a student member if the levy fee as established by OPIRG Peterborough is paid as required.

Or

- c) a part-time or graduate student who has paid to OPIRG Peterborough a fee equal to the levy, and who has not requested a refund, shall be accepted as a student member of OPIRG Peterborough and shall continue to be a student member if the fees as established by OPIRG Peterborough are paid as required.

**3. Community Members**

Any person who:

- a) is not an undergraduate, full time student at Trent University of Peterborough; and
- b) who has paid to OPIRG Peterborough a fee equal to the student levy, and who has not requested a refund, shall be accepted as a community member of OPIRG Peterborough and shall continue to be a community member if the fees as established by OPIRG Peterborough are paid as required.

**iv. OTHER MEMBERS**

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

**v. BOARD OF DIRECTORS**

1. The affairs of the Corporation shall be managed by a Board of Directors. There shall be seven Directors of the Board, unless specified by special resolution, each of whom at the time of their

election and throughout their term of office shall be a member of the Corporation. Four (4) Directors of the Board must be student members.

2. The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from their position as such; provided that a Director may be paid reasonable expenses incurred by them in the performance of their duties.
3. Any member in good standing shall be eligible for the Board of Directors.
4. Except as specified in Section viii, part 1, vacancies on the Board of Directors may be appointed by the Directors from among qualified members of the Corporation, so long as quorum of Directors remains in office. If there is not a quorum of Directors, the remaining Directors shall forthwith call an election to fill the vacancies.
5. Directors may receive, at the discretion of the Board, up to four (4) consecutive months leave of absence from the Board. A Director may not receive leave for consecutive terms, and may not receive more than two (2) leaves in a two (2) year term.
  - 5.1 The Board of Directors may appoint interim Directors in order to fill vacancies made by Directors' leaves. The term of interim Directors shall not exceed four (4) consecutive months unless specified by the Board of Directors.
  - 5.2 Nominations for interim Directors shall be on a form approved by the Board of Directors and shall include; the mission statement of OPIRG-Peterborough, signatures of five (5) members of OPIRG-Peterborough and the signature of the person so nominated.
  - 5.3 Nominees for Board appointments, as outlined in section v, part 4, will be interviewed by two (2) members of the existing Board. Interviewers shall choose appointees based on the following qualifications:
    - a) Parity, as outlined in Section x.
    - b) Demonstrated commitment to the mission of the organization.
    - c) Whether, as outlined in Section v, part 1, minimum requirements for student membership on the Board of Directors has been reached.
6. Ex-officio members of the Board of Directors include OPIRG Peterborough staff, representatives from community organizations and OPIRG Peterborough members who attend more than four Board meetings. Ex-officio members of the Board of Directors may, at the option of the Board of Directors, speak at meetings and participate in the consensus process but may not vote.

**vi. MEETINGS OF THE BOARD OF DIRECTORS**

1. The majority of the Directors shall form quorum for the transaction of business.
2. The Board of Directors shall meet regularly. Meetings shall be open to the members, and members may speak at meetings, with the prior consent of the Chairperson. Members shall contact the Chairperson one day prior to the meetings if they have an item for the agenda.
3. A Director who is absent from three (3) sequential Board of Directors meetings at which they were scheduled to attend without one day prior notice shall automatically be removed from the Board of Directors. If a Director is so removed, replacement shall be according to Section v, part 4.
4. 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 consent to the meeting being held in their absence.
5. Directors meetings shall be called by either a director or staff of OPIRG Peterborough, so long as a majority of directors express their intentions to attend said meeting. Notice of such meetings shall be

delivered, telephoned, mailed or e-mailed to each Director not less than one day before the meeting is to take place. The Board of Directors may appoint a day or days in any month or months for regular meetings at a regular meeting hour and notice of such meetings need not be sent.

6. No error of omissions in giving notice to Directors for a meeting shall invalidate or void the meeting and the proceedings of such meeting.
7. Except as provided in Section V.I, part 8, questions arising at any meeting of Directors shall be decided by consensus.

The working rules of consensus, shall be made into OPIRG Peterborough policy and introduced to each new Director.

8. If the Board of Directors is unable to reach consensus after discussion on a question at three (3) meetings, a three-quarters majority of the Board of Directors may call a vote. Once a vote is called a three-quarters majority of the Board of Directors may pass a motion.

#### **vii. POWERS**

1. The Directors of OPIRG Peterborough may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and save a hereinafter provided, generally, may exercise all such powers and do all such other acts and things as the Corporation as by its charter or otherwise authorized to exercise and do.
2. Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrant, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they deem advisable. The Directors may from time to time:
  - a) borrow money on credit of the Corporation, or
  - b) issue, sell or pledge securities of the Corporation, or
  - c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.
3. The Board of Directors may from time to time delegate or designate such responsibilities and powers as they may determine and for such a time as they may determine at a meeting of the Board of Directors.

#### **viii. ELECTION OF THE BOARD OF DIRECTORS**

1. Elections shall be held at least every twelve (12) months, so long as there are open positions available.
2. Each Director shall be elected to hold office for two years after they have been elected, or until their successor has been duly elected.
3. Prior to the nomination period, the Board of Directors shall appoint a chief returning officer for the election. The chief returning officer shall be responsible for supervising and organizing the election in accordance with the OPIRG Peterborough by-laws.
4. Nominations for the Board of Directors shall be on a form approved by the Board of Directors and shall include: OPIRG Peterborough mission statement; the signatures of five (5) members of OPIRG Peterborough, and shall include the signature of the person so nominated.

5. Nominations may be made by delivering the nomination form as completed to the office of OPIRG Peterborough or to such other place as the chief returning officer shall designate, and a receipt shall be given for each nomination so received.
6. Notwithstanding the provisions outlined in Section viii, part 3, nominations shall be accepted for three (3) weeks prior to the date of the election until one (1) week prior to the date of the elections. At this time the sale of memberships in the Corporation will cease. Upon special resolution of the OPIRG Peterborough Board of Directors and the consent of the chief returning officer, the nomination period may be extended for one (1) week.
7. Notification of the election of the Board of Directors must be advertised through notices posted on the Trent University campus and in Peterborough, as well as determined by the chief returning officer.
8. Elections will take place at an Annual General Meeting, except as specified in section xi..
9. Each member of OPIRG Peterborough shall have a single ballot.
10. Each member of OPIRG Peterborough shall be entitled to vote for as many Directors as are to be elected.
11. Voting shall be by secret ballot.
12. The chief returning officer shall announce the results of the election in prominent places within two (2) weeks of the Annual General Meeting.

**ix. REMOVAL OF DIRECTORS**

Upon receipt by the Chairperson or the Treasurer of the Board of Directors of a petition signed by at least twenty percent (20%) of the members, or a letter signed by the majority of the Corporation's Directors, stating that it is their wish that the person named therein be removed as a Director of OPIRG Peterborough, a meeting of the General Membership shall be called. The members of OPIRG Peterborough may, by special resolution passed by at least two-thirds of the votes cast at a General Meeting of which at least seven (7) days public notice specifying the intention to pass such resolution have been given, remove any Director before the expiration of their term of office, and may, by a majority of the votes cast at that meeting, elect any person in their stead for the remainder of their term.

**x. PARITY ON THE BOARD OF DIRECTORS**

OPIRG Peterborough shall strive to ensure broad and adequate representation on the Board of Directors by historically marginalized groups. The Board of Directors will strive to do outreach to ensure that members from these groups are knowledgeable about the opportunities available at OPIRG Peterborough, including membership on the Board of Directors.

**xi. ANNUAL GENERAL MEETING**

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

At this meeting the year end financial report shall be presented for approval.

Elections for positions on the Board of Directors shall usually be held at the AGM, although in unusual circumstances a General Meeting, of which at least two (2) weeks notice has been given, may be called for this purpose.

**xii. BOOKS AND RECORDS**

The Directors shall ensure that all necessary books and records of the Corporation required by the by-laws of OPIRG Peterborough or by any applicable statute or law are regularly and properly kept.

**xiii. STAFF**

Where the staff belong to a union the Board of Directors shall act in accordance with the Collective Agreement in all matters relating to staff.

The Directors shall from time to time establish a hiring committee to hire non-unionized staff to coordinate the activities of OPIRG Peterborough. The hiring committee shall consist of at least two (2) Directors of OPIRG Peterborough, or a staff member and one (1) Director of OPIRG Peterborough. Recommendations made by the hiring committees shall be subject to ratification by the Board of Directors.

An open hiring policy, in which all vacant staff positions are advertised and the most suitable candidate is selected from the applicants, shall be followed by OPIRG Peterborough.

The hiring committee shall follow an equitable hiring policy.

Anyone with a conflict of interest may not sit on a hiring committee.

Current Directors may not apply for paid positions within OPIRG Peterborough.

In order to ensure staff participation in Board of Directors decision making, at least one (1) staff person shall attend at least one (1) Board of Directors meeting of every two (2) meetings, except when Board meetings are once per month, in which case at least one (1) staff person must attend every meeting.

**xiv. ADOPTION AND AMENDMENT**

This by-law shall be adopted by consensus of the members of OPIRG Peterborough in attendance at a General Meeting. In the case of blocked consensus, any member may call for a vote to be taken on whether to put the main question to a vote. A two-thirds majority is required to pass both the motion to vote and the main question.

Any proposed amendment to the by-laws of OPIRG Peterborough shall be passed by a two-thirds majority of the Directors present at a meeting duly called to consider said amendment. Once so passed, the amendment shall be submitted for inspection to the Board of Directors of Ontario P.I.R.G. and then, if approved, submitted to the members of OPIRG Peterborough. The amendment shall be approved by a two-thirds majority present at the General Meeting for which (2) two weeks notice has been given. The members 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.

**xv. RELATIONSHIP TO ONTARIO P.I.R.G.**

OPIRG Peterborough is an autonomous member of Ontario P.I.R.G.. Ontario P.I.R.G. is a provincial body which brings together P.I.R.G. chapters from across Ontario and which provides

education, programming and training for those chapters. The commitments of OPIRG Peterborough to Ontario P.I.R.G. are addressed in their by-laws and special resolutions.

**xvi. DISSOLUTION**

Upon dissolution of OPIRG Peterborough 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 disposed of by dedication to a local non-profit organization operating within Peterborough as determined by the Board of Directors of OPIRG Peterborough.

**xvii. FINANCIAL YEAR**

Unless otherwise ordered by the OPIRG Peterborough Board of Directors, the fiscal year of OPIRG Peterborough shall terminate on the 31st day of August in each year.

**xviii. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Every person who is or has been a Director or Officer of OPIRG Peterborough shall be indemnified by OPIRG Peterborough against all expenses reasonably incurred by their connection with any action, suit or proceeding to which they may be a party, defendant or with which they may be threatened, by reason of going out of or in relationship to their being or having been a Director or Officer of OPIRG Peterborough. OPIRG Peterborough shall not, however, indemnify any Director or Officer in relation to matters as to which they shall be adjudged liable for negligence or misconduct in the performance of their duties as such Director or Officer. Further OPIRG Peterborough shall not indemnify any Director or Officer in case of settlement unless such settlement shall be approved by, first, the Directors in office other than those involved, and second, by committee (selected by the Board of Directors) of two (2) or more members of the Corporation who are not the Directors or Officers involved. The forgoing 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.

**xix. OFFICERS OF THE CORPORATION**

There shall be a Chairperson, Staff Liaison, Treasurer, Provincial Board Representative and such other officers as the Board of Directors may determine by resolution from time to time.

**xx. FRENCH VERSION OF NAME**

The French version of the Ontario Public Interest Research Group shall be: Groupe de Recherche d'Intérêt Publique d'Ontario.