



## BYLAWS

# THE STUDENTS ASSOCIATION OF ATHABASCA UNIVERSITY

*known as Athabasca University Students' Union*

### Preamble

The Students Association of Athabasca University is the official representative body of undergraduate students at Athabasca University as established by order authorized under the *Post-Secondary Learning Act*.

The Students Association of Athabasca University operates as Athabasca University Students' Union (AUSU).

These bylaws are adopted to ensure that AUSU remains a student-led, democratic, and transparent organization, accountable to its membership and guided by the principles of equity, integrity, and responsible stewardship of student resources.

Council, as the highest authority of AUSU, acts collectively on behalf of AUSU's Members, with all decisions made openly and in accordance with these bylaws. The purpose of these bylaws is to define the structure, powers, and responsibilities of AUSU so that it may effectively represent, support, and advocate for students in pursuit of their academic and personal success.

## Article 1: Definitions and Interpretations

### Definitions

- 1.01 **"AUSU"** means Athabasca University Students' Union;
- 1.02 **"Council"** means the Council of the AUSU;
- 1.03 **"Students"** means students of Athabasca University;
- 1.04 **"Indigenous Circle at AUSU"** means the Indigenous Circle at AUSU, as constituted by Council;
- 1.05 **"Council goals"** means the plans outlining the specific goals and supporting action plans to be achieved by Council over a specified time period;
- 1.06 **"Councillor"** means any member elected to Council directly by AUSU Members or appointed to Council according to the rules described in these bylaws;

- 1.07 “Legislation”** means:
- a. *Post Secondary Learning Act*;
  - b. AUSU bylaws;
  - c. AUSU policies;
  - d. AUSU operational procedures; and
  - e. AUSU procedural rules or regulations as contained in documentation adopted or approved by Council;
- 1.08 “Member”** means any individual enrolled as an undergraduate student at Athabasca University, other than students enrolled only in non-credit courses or graduate students. For clarity, Members are also referred to as General Members and are distinct from Active Members;
- 1.09 “Active Member”** means a Member who meets the eligibility requirements set out in these bylaws;
- 1.10 “Ordinary resolution”** means a resolution passed by a simple majority of Councillors present and voting at a Council meeting held under these bylaws;
- 1.11 “Special resolution”** means a Council resolution that is passed by a two-thirds majority of Councillors present and voting at a Council meeting held under these bylaws;
- 1.12 “Standing committee”** means:
- a. The Operations and Financial Health Committee;
  - b. or The Strategic Engagement Committee;
- 1.13 “Strategic plan”** means the master plan for the AUSU addressing the overall organizational objectives of the AUSU as a whole;
- 1.14 “Direct family”** means a parent, child, sibling, spouse, or common-law partner of the individual;
- 1.15 “Chief Returning Officer (CRO)”** means the independent officer responsible for administering and overseeing all elections and referenda of the AUSU in a fair and impartial manner.

## Interpretation Rules

- 1.16** The following rules must be applied in interpreting these bylaws:
- a. singular and plural: words indicating the singular number also include the plural, and vice versa.
  - b. headings: do not affect the interpretation of these bylaws and are for convenience only.
  - c. liberal interpretation: these bylaws must be interpreted broadly and

generously, subject, where required, to the laws of Alberta and Canada.

- 1.17 Council is the official interpreter of these bylaws if there is any uncertainty as to their meaning. All such interpretations shall be final and binding.

## **Article 2: Operating Status**

### **Non-Profit**

- 2.01 AUSU operates as a non-profit organization.

## **Article 3: Objectives**

- 3.01 The objectives of AUSU are as follows:

- a. to provide for the administration of student affairs at Athabasca University, including the following:
  - i. the development and management of student committees;
  - ii. the development and enforcement of rules relating to student affairs; and
  - iii. the promotion of the general welfare of the students consistent with the purposes of Athabasca University.
- b. Support AUSU Members in achieving their educational goals through the provision of services that enhance student life at Athabasca University;
- c. Represent the interests of AUSU Members to decision-making boards and committees, including those of:
  - i. Athabasca University;
  - ii. student advocacy groups;
  - iii. relevant municipal, provincial, and federal government agencies; and
  - iv. any other organization concerned with the development of advanced education and the betterment of student welfare.

## **Article 4: Membership**

### **Membership Status**

- 4.01 An individual becomes a Member when they are enrolled as a student at Athabasca University.
- 4.02 An individual ceases to be a Member when they are no longer enrolled as a student at Athabasca University.

## **Active Membership**

- 4.03** A Member is an Active Member if they:
- a. are currently enrolled in at least one 3-credit Athabasca University course,
  - b. have paid the AUSU membership fees associated with that registration, and
  - c. are in good standing with AUSU.
- 4.04** Council shall arrange for Athabasca University to send AUSU a list of students who are eligible for membership on an as-needed basis.
- 4.05** When a Member ceases to be an Active Member, they immediately lose access to all rights and services reserved for Active Members.

## **Rights of Active Members**

- 4.06** Active Members of the AUSU shall have the following rights:
- a. to vote in all Council elections, plebiscites, and referenda;
  - b. to be elected and serve as a Councillor, provided they meet the eligibility requirements set out in Article 7.06.
  - c. to serve as a representative of the AUSU, when designated by Council;
  - d. to receive notice of and attend public Council meetings;
  - e. to participate in the activities of the AUSU;
  - f. to access AUSU services and programs with eligibility requirements set out in Council policy;
  - g. to address Council on any matter within the authority of Council; and
  - h. to exercise any other right inherent in these bylaws.

## **Rights of General Members**

- 4.07** Members who do not meet the criteria for Active Membership are represented by AUSU, and may receive general communications.
- 4.08** General Members do not have access to services, programs, meetings, voting rights, or eligibility for office.
- 4.09** General Members may request advocacy from AUSU, subject to Council capacity, eligibility requirements, and limitations set out in Council policy.

## **Membership Fees**

- 4.10** The AUSU levies membership fees on Members who are registered in courses for which the membership fee applies.
- 4.11** The membership fee is assessed on a value-per-credit basis, as set out in Council policy.

- 4.12 A resolution to change the membership fees shall require a special resolution of Council.
- 4.13 Membership fees are refundable in the following circumstances:
  - a. Athabasca University approved compassionate cases; or
  - b. Athabasca University approved course withdrawals, which take place before the course start date.

## **Resignation of Membership**

- 4.14 An Active Member may resign their membership by sending a signed letter of resignation to the Chair via email.
- 4.15 Resignation takes effect upon receipt and cannot be rescinded.
- 4.16 Resignation of membership does not exempt the resigned Active Member from paying the AUSU membership fees as collected by Athabasca University and any fees paid prior to resignation will not be reimbursed.

## **Membership Standing**

- 4.17 An Active Member shall be considered in good standing unless they have:
  - a. failed to pay a debt to the AUSU; or
  - b. been declared not in good standing by Council.
- 4.18 An Active Member who is not in good standing may regain good standing by:
  - a. paying the full amount of any debt due to the AUSU, and
  - b. being declared to have returned to good standing by Council.
- 4.19 An Active Member who is not in good standing is not exempt from paying the AUSU membership fees collected by Athabasca University.
- 4.20 An Active Member who is not in good standing shall lose the rights to:
  - a. run for or serve on Council, its committees, or working groups; and
  - b. serve as a representative of the AUSU in any other capacity.

## **Article 5: Council**

### **Authority of Council**

- 5.01 As determined by the *Post-Secondary Learning Act*, the AUSU exercises powers and responsibilities by enacting policies consistent with these bylaws and by monitoring adherence to those policies.
- 5.02 Council may delegate its work but cannot delegate its final decision-making authority.

- 5.03** Council acts collectively on behalf of the Members, and all decisions must be made by motion at meetings held under these bylaws.
- 5.04** Council makes decisions by ordinary resolution unless otherwise specified in these bylaws.
- 5.05** Council has the authority to enact, amend, or repeal policies, and to create or dissolve committees, as it determines necessary for the governance and operations of the AUSU.

## **Council Composition**

- 5.06** Council shall be composed of students elected by and from the members of AUSU.
- 5.07** Council shall consist of no fewer than five and no more than nine Councillors.
- 5.08** An eligible individual may run for election under up to two of the portfolios specified in Article 5.09 and may select “any vacant portfolio” only as an addition.
- 5.09** Where nine Councillors are elected, the portfolios shall be:
  - a. Council Chair;
  - b. Two Finance & Accountability Councillors;
  - c. Digital Citizenship & Community Councillor;
  - d. Learning & Success Councillor;
  - e. Equity, Belonging & Reconciliation Councillor;
  - f. Wellness & Accessibility Councillor;
  - g. Financial Support & Access Councillor;
  - h. Public Policy & Advocacy Councillor.
- 5.10** If any of the positions in Article 5.09 remain unfilled at the end of a general election, Council may exercise its discretion to appoint (a) any elected individual, or (b) any candidate with votes who selected to serve in “any vacant portfolio” to fill the vacant position.

## **Council Portfolios**

- 5.11** The responsibilities of each Council portfolios are outlined in Articles 5.12 to 5.19 but may be further detailed in AUSU policy.
- 5.12** The Council Chair:
  - a. shall preside over all meetings of Council, or ensure the selection of a chair to preside;
  - b. is the sole spokesperson for Council decisions;
  - c. acts as the coordinator of Council portfolios; and

- d. provides strategic leadership.
- 5.13** The Finance & Accountability Councillors:
- a. two Councillors shall hold this portfolio;
  - b. provide oversight of AUSU's financial stewardship, records management, and compliance with audit requirements;
  - c. ensure transparent reporting of AUSU's financial position to Council and members.
- 5.14** Digital Citizenship & Community Councillor
- a. supports student engagement, communication, and digital community-building; and
  - b. promotes responsible digital citizenship and online representation of AUSU.
- 5.15** Learning & Success Councillor
- a. advocates for academic quality, student learning supports, and success initiatives; and
  - b. monitors issues affecting the student academic experience.
- 5.16** Equity, Belonging & Reconciliation Councillor
- a. represents equity, diversity, inclusion, and reconciliation priorities within AUSU; and
  - b. ensures the perspectives of equity-seeking or underrepresented student groups are reflected in AUSU's work.
- 5.17** Wellness & Accessibility Councillor
- a. promotes student wellness and accessibility initiatives; and
  - b. advocates for access to barrier-free education and services.
- 5.18** Financial Support & Access Councillor
- a. focus on affordability, financial aid, and access to resources for students; and
  - b. monitor issues related to tuition, fees, and financial support.
- 5.19** Public Policy & Advocacy Councillor
- a. leads AUSU's advocacy on public policy issues affecting students; and
  - b. ensures AUSU's positions are evidence-based and member-driven.

## **Eligibility**

- 5.20** All Councillors must maintain the requirements for eligibility as set out in Article 7.06.
- 5.21** Councillors must successfully complete at least one Athabasca University course during each Council year.

- 5.22** On an annual basis, Councillors must declare continued eligibility and share a current transcript with Council. A motion attesting compliance shall be recorded in the minutes of a Council meeting.

## **Councillors' Term**

- 5.23** Councillors are elected every two years by general election.
- 5.24** Councillors serve until the next general election, or until their removal or resignation, whichever occurs first.
- 5.25** Councillors may serve only one term. Any Councillor elected or appointed at any point during a term shall be considered to have served a full term and is not eligible to run again.

## **Vacancies on Council**

- 5.26** In the event that a Councillor portfolio becomes vacant due to resignation, removal, or any other cause, the vacant position shall be offered to the candidate with the next highest number of votes in the most recent election for the specific portfolio, provided that the election results have been declared in accordance with the tie-breaking provisions of these bylaws. Only the next in line is eligible to be appointed.
- 5.27** If the next in line candidate is not available, unwilling to serve, or ineligible under these bylaws, or if there is no such candidate, Council shall strike a selection committee led by an Independent Chair to post the vacancy, establish criteria, and accept applications from Members ("Selection Committee").
- 5.28** The Selection Committee shall consist of the following positions appointed by Council:
- a. two Councillors;
  - b. two Active Members; and
  - c. one Independent Chair (non-voting).
- 5.29** The Independent Chair must:
- a. not be a current or former AUSU Councillor;
  - b. not be a current or former employee of the AUSU; or
  - c. not be a direct family member of any current Councillor or employee; and
  - d. must have relevant professional expertise.
- 5.30** The Selection Committee shall evaluate eligible applicants and recommend one candidate to Council.
- 5.31** Council shall appoint the recommended candidate by special resolution at the next public Council meeting.

- 5.32** If Council determines it is impractical to use a Selection Committee for any reason, then it may choose to run a by-election to fill a vacant portfolio.
- 5.33** If Council determines it is necessary to reassign a sitting Councillor to a vacant portfolio to ensure Council's continued ability to function, it may do so. Any such reassignment shall be temporary and shall not alter the Councillor's elected mandate.
- 5.34** Notwithstanding Articles 5.26-5.32, if a vacancy occurs within the final six months of a term, Council may choose to divide the duties among the remaining Councillors and leave the position vacant until the next general election.

## **Councillors Resignation**

- 5.35** A Councillor wishing to resign must provide notice in writing to the Council Chair.
- 5.36** Resignations shall be recorded in the minutes of the next Council meeting.
- 5.37** A resignation shall take effect on the date specified in the written notice of resignation. If no date is specified, the resignation shall take effect immediately upon receipt of the notice of resignation.

## **Discipline and Removal of Councillors**

- 5.38** Council may reprimand a Councillor for misconduct, harassment, defamation, significant or repeated breaches of attendance, AUSU policies, or AUSU bylaws, or for conduct that causes reputational harm to AUSU.
- 5.39** Upon notice of the alleged infraction, the Councillor shall be given an opportunity to respond in writing within a reasonable timeframe set by Council.
- 5.40** After considering the response, Council shall determine through in camera debate whether to issue a warning with corrective steps, dismiss the matter, or move to remove the Councillor.
- 5.41** Council may remove a Councillor by special resolution, made in good faith, for one or more of the following reasons:
  - a. Significant or repeated breaches of the attendance policy;
  - b. Significant or repeated breaches of AUSU policies; or
  - c. Significant or repeated breaches of AUSU bylaws.
- 5.42** Council must ensure there is a record of all steps taken prior to removing a Councillor by special resolution under Article 5.41.
- 5.43** Removal motions and voting will be conducted in a Council meeting.
- 5.44** Upon passing of a motion to remove a Councillor under Article 5.41, the Councillor's position shall be declared vacant.
- 5.45** A Councillor who has been removed from Council is no longer a Member in good

standing.

- 5.46** Any person who ceases to be a Councillor, whether by removal, resignation, or any other reason, shall automatically vacate any AUSU office that is held by virtue of their position on Council, or for which their position on Council was the basis of appointment.
- 5.47** The AUSU shall immediately recommend the removal of any former Councillor from any office in an external organization that was obtained by virtue of their position on Council.
- 5.48** If the Councillor is appointed to Athabasca University Board of Governors, the Council will:
  - a. immediately contact both the Athabasca University Board of Governors and the Ministry of Advanced Education to notify them that the removed individual is no longer recognized by the Students' Union, if applicable; and
  - b. request the Ministry of Advanced Education that the removed individual be relieved from their responsibility as a member of the Athabasca University Board of Governors, if applicable.

## **Proxies and Designates**

- 5.49** Proxies and Councillor designates are not permitted.

## **Remuneration**

- 5.50** Outgoing Council shall set the rates of remuneration for incoming Councillors.
- 5.51** Council shall determine honoraria where applicable.
- 5.52** A report explaining the rationale, compliance with CRA requirements, and responsible use of resources must be prepared and made available to Members.
- 5.53** The AUSU shall adopt and maintain a Transparency of Compensation Policy governing remuneration and honoraria for Council and staff, and all others.

## **Standing Committees**

- 5.54** Council shall establish only two standing committees:
  - a. the Operations and Financial Health Committee; and
  - b. the Strategic Engagement Committee.

## **Committee Membership**

- 5.55** Each Councillor must serve on at least one standing committee.
- 5.56** Only Councillors may sit on a standing committee. Committee assignments shall be determined by Council and recorded in Council minutes at the beginning of each term, in accordance with Council policy.

## **Committee Chairing and Training**

- 5.57** The role of Committee Chair within each standing committee shall rotate, in accordance with Council policy.
- 5.58** All standing committee members shall receive equal training in chairing meetings, rules of order, and Council procedures.
- 5.59** The Committee Chair of a standing committee shall act as a facilitator only and shall not hold additional governance authority beyond that of other members.
- 5.60** This provision does not affect Council meetings, which shall be chaired by the Council Chair in accordance with these bylaws.

## **Advisory Groups and Subgroups**

- 5.61** Each standing committee may, by ordinary resolution, create temporary advisory groups or subgroups to meet specific objectives within its mandate. Such groups may include, but are not limited to:
  - a. supporting equity-seeking or underrepresented student groups;
  - b. conducting research, surveys, or consultations;
  - c. reviewing a specific topic or issue;
  - d. serving as a Selection Committee for vacancies or other defined tasks; and
  - e. any other task as determined by Council.
- 5.62** All advisory groups and subgroups shall:
  - a. operate under the authority of the parent standing committee;
  - b. have no independent governance authority;
  - c. report directly to the parent committee;
  - d. be dissolved automatically upon completion of their assigned task or by resolution of the parent committee; and
  - e. have their membership assignments determined by Council.
- 5.63** The Indigenous Circle at AUSU will have terms of reference which are approved by Council after being developed by AUSU Indigenous Members.
- 5.64** Council may create ad hoc committees to serve a specific purpose, including but not limited to vacancy selection, policy review, or other defined tasks. Ad hoc committees shall report directly to Council and dissolve automatically upon completion of their mandate. Ad hoc committees are distinct from standing committees and advisory groups and shall not exercise independent governance authority.
- 5.65** Membership assignments to committees shall be determined by Council.

## **Recognition of Clubs and Groups**

- 5.66** AUSU shall not endorse, recognize, or provide resources to clubs, groups, or associations formed outside of AUSU governance. Only groups established under AUSU authority and subject to AUSU bylaws and policies may be recognized.

## **Article 6: Administration and Staff**

### **Purpose**

- 6.01** Any contractors or employees of AUSU must be selected by Council and operate under Council's direction and shall not exercise the powers of Council or its committees except as expressly delegated by Council resolution or policy.
- 6.02** Operational and administrative support shall be obtained through service contracts.
- 6.03** Where no suitable contractor can be located, Council may authorize the engagement of part-time staff.
- 6.04** Full-time staff positions are prohibited.
- 6.05** Any part-time employment agreements permitted under Section 6.03 shall not provide severance or termination benefits beyond those required by applicable employment standards legislation.
- 6.06** Contractors and employees of AUSU shall not represent Council or the membership in any external relations, including with Athabasca University, government, media, or other organizations, unless expressly authorized by a motion of Council for a specific purpose or event.

## **Article 7: Elections**

### **Authority**

- 7.01** Elections for Council shall be conducted under the authority of these bylaws and in accordance with AUSU's Elections Policy.
- 7.02** Council shall appoint a Chief Returning Officer (CRO) or designate, who shall be responsible for administering elections and ensuring fairness, transparency, and compliance with these bylaws and policy.

### **Timing and Scope of Elections**

- 7.03** Council shall hold a general election within 25 months of the most recently held general election.
- 7.04** At each general election, all Council positions established under Article 5 shall be filled by direct election of the membership.
- 7.05** Council may extend the 25-month period under Article 7.03 by a maximum of 60

additional days by special resolution of Council.

## Eligibility Requirements

- 7.06** Any Active Member in good standing may submit to Council a self-nomination along with the individual's written consent to act, if elected, provided they meet the following requirements:
- a. Minimum Athabasca University credits:
    - i. Have successfully earned at least three Athabasca University undergraduate credits;
    - ii. Credits from challenges, transfer credits, or PLAR do not apply.
  - b. Academic standing:
    - i. Are not on academic probation under Athabasca University's Undergraduate Academic Standing Policy.
    - ii. Do not have active sanctions under Athabasca University's Academic or Non-Academic Misconduct Policies.
  - c. Term limit:
    - i. Have not served previously as a Councillor for AUSU for any length of time.
  - d. Portfolio requirements:
    - i. Consent to and meet any requirements established for the portfolio they seek, including any checks or verifications required by Council policy.
  - e. Employment conflict:
    - i. Are not a current Athabasca University or AUSU employee or contractor.
    - ii. Have not been employed or contracted by AUSU or AU within the previous 48 months, except where employed in a research assistant position.
  - f. Family conflict:
    - i. Are not a direct family member of a current AUSU employee or contractor, nor of an individual employed or contracted by AUSU within the previous 48 months.
  - g. Litigation:
    - i. Are not currently in litigation with AUSU.
  - h. Conduct:
    - i. Have not been formally reprimanded by Council, within the previous 48

months, for engaging in conduct that violates the AUSU Code of Conduct or that amounts to harassment, defamation, or conduct causing reputational harm to AUSU.

- i. Good standing:
  - i. Are not declared “not in good standing” by Council at the time of nomination or election.
- j. Fiduciary eligibility:
  - i. Have the legal capacity to serve as a director under applicable legislation.
  - ii. Are not disqualified from holding fiduciary or custodial roles by reason of conviction, bankruptcy, or other statutory restriction.
  - iii. Meet any additional eligibility requirements established by Council policy.
- k. Criminal Record Check:
  - i. Receive a clean Enhanced Police Information Check from an organization approved by Council.
- l. Residence:
  - i. Reside in Canada.

## **Nomination Process**

- 7.07** Nominations shall be opened to all eligible Members by public notice.
- 7.08** Candidates must submit a completed nomination package, including all required declarations of eligibility, within the timeframe set by the CRO or designate.
- 7.09** The CRO or designate shall verify eligibility and publish the official list of candidates.

## **Voting**

- 7.10** The election shall be the responsibility of Council and shall involve a process of secret ballots as defined within Council’s Elections Policy.
- 7.11** At any general election, each Member shall be entitled to cast one vote in each portfolio race. Candidates must declare the portfolio(s) for which they are seeking election, and Members may vote separately in each such race. A candidate may stand for election in more than one portfolio but may hold only one seat on Council at the time of election or appointment.
- 7.12** Voting shall be conducted by secure electronic ballot.
- 7.13** For each portfolio race, the candidate receiving the highest number of valid votes shall be declared elected. In the event of a tie, the procedure set out in Article

7.14 shall apply.

### **Tie-Breaker Provision**

- 7.14 In the event of a tie for a portfolio seat, the outcome shall be determined at the public meeting in which the election results are reported. The Chief Returning Officer shall conduct a random draw openly and transparently to select one candidate. The candidate selected shall be declared elected.
- 7.15 If the random draw cannot be conducted or results in dispute, the position shall be treated as vacant and filled in accordance with the vacancy provisions of these bylaws.

### **Appeals**

- 7.16 Any candidate may appeal an election decision of the CRO or designate to Council.
- 7.17 Council shall act as the final authority on election appeals, unless otherwise required by law.

## **Article 8: Meetings**

### **Frequency**

- 8.01 Council will hold at least four public meetings each fiscal year.
- 8.02 At least once per fiscal year, Council will present the membership with:
  - a. audited financial statements;
  - b. any changes to bylaws; and
  - c. an annual report describing the overall operations of the AUSU.
- 8.03 Additional meetings may be held at Council's discretion and are not required to be public meetings.

### **Attendance**

- 8.04 Council will set policy on attendance requirements for Council, committees of Council, and any other meetings where someone is a designated representative of the AUSU.
- 8.05 Council meetings are closed unless designated as public meetings. Attendance at public meetings is limited to Active Members and individuals invited or authorized by Council.

### **Notice**

- 8.06 Notice of all public Council meetings will be advertised to the membership with at least seven (7) days' notice.

- 8.07** If attendance at a Council meeting is restricted, notice need only be provided to those eligible to attend.

## **Quorum**

- 8.08** Council quorum is a majority of its current voting membership.
- 8.09** Committee quorum is a majority of its current voting membership unless otherwise specified in the terms of reference for that Committee.

## **Voting**

- 8.10** All votes of Council shall be conducted openly and recorded in the minutes. Minutes will reflect who moved and seconded the motion and whether it was carried.
- 8.11** Secret ballots shall not be used, except for the election of officers or committee chairs, where Council may determine that a secret ballot is appropriate.
- 8.12** The Chair does not have a second vote in the case of a tie vote.
- 8.13** If there is a tie vote, the resolution is defeated.

## **Rules of Order**

- 8.14** Where legislation does not contradict it, Robert's Rules of Order shall be observed at all Council and Committee meetings.
- 8.15** Council may adopt special rules of order that govern its proceedings where not otherwise inconsistent with these bylaws.

## **Meeting Records**

- 8.16** Written minutes shall be taken for all public meetings and made available to Members.
- 8.17** No audio or video recordings shall be made, and no detailed minutes shall be kept for in-camera meetings. The public minutes shall only note that Council met in-camera, and any resulting resolutions shall be recorded in the public minutes without disclosing confidential details.
- 8.18** Any decision or motion carried at a non-public or electronic meeting shall be effective and binding at the time it is carried, and shall be recorded in the minutes of the next public Council meeting.
- 8.19** Minutes are not required for informal Council meetings, although summaries of discussions or action items may be created for information purposes.
- 8.20** Public meetings may be video/audio recorded by Council or its delegate for the purpose of preparing minutes. Such recordings shall not be retained once the minutes are approved. No other recordings are permitted.
- 8.21** In-camera meetings shall never be recorded.

## **Non-Public and Informal Meetings**

- 8.22** Council, its standing committees, or any other committee created by Council under these bylaws may hold non-public or informal meetings for the purposes of disseminating information or discussing issues.
- 8.23** Attendance at non-public meetings, may be restricted to the members of the body that is meeting.
- 8.24** Public Council meetings shall be clearly designated as such in any meeting notice, at the beginning of the meeting, and in any documentation stemming from the meeting.
- 8.25** No decisions requiring a resolution shall be made at an informal meeting.

## **Electronic Meetings**

- 8.26** Council and its committees may meet by electronic means, including teleconference or videoconference, and such meetings shall have the same authority as meetings held in person.
- 8.27** Electronic attendance constitutes full presence for quorum and voting.
- 8.28** Any meeting link or access credentials provided to Councillors, members, or invitees are for their use only and shall not be shared with any other individual.

## **Asynchronous Meetings and Email Motions**

- 8.29** Council and its committees may conduct business asynchronously by secure written means, including email or other electronic platforms designated by Council.
- 8.30** An email motion must be circulated to all voting members by the Chair or designate, with a clear deadline for responses.
- 8.31** Quorum for an email motion shall be a majority of the current voting membership of Council, and the motion shall be carried if it receives the same level of support required at a Council meeting.
- 8.32** Any decision or motion carried by asynchronous means is effective and binding at the time it is carried and shall be recorded as a Council update to the membership in the minutes of the next public Council meeting. Such decisions do not require ratification.
- 8.33** Email motions shall not be used for:
  - a. discipline or removal of councillors;
  - b. approval of the annual budget;
  - c. amendments to bylaws.

## **Article 9: Nominations to University Bodies**

- 9.01** The AUSU shall nominate two representatives to Athabasca University's General Faculties Council (GFC) and Board of Governors.
- 9.02** These representatives shall be the Council Chair; and the Equity, Belonging & Reconciliation Councillor.
- 9.03** In the event that either designated position is vacant, or if Council determines that another portfolio is better aligned to represent AUSU's interests, Council shall appoint an alternate Councillor.

## **Article 10: Access to AUSU Information**

### **Access to Information**

- 10.01** Public information is available to all Members of the AUSU.
- 10.02** Confidential information is available to:
- a. Councillors; and
  - b. any individuals designated by Council.

### **Classification**

- 10.03** Every AUSU document or record that is not confidential is public.
- 10.04** Every AUSU document or record is confidential that has been specifically designated as such by Council, in legislation or:
- a. relates to the employment of any AUSU staff;
  - b. includes the minutes or otherwise reveals the discussions of any in-camera portion of a Council meeting or any committee thereof;
  - c. any correspondence or attachments sent or received through email using the domain@ausu.org unless otherwise authorized to be released;
  - d. reports or other informational documentation from informal meetings;
  - e. could compromise the legal position of the AUSU if divulged;
  - f. is provided to Council under solicitor-client privilege;
  - g. contains personal information of any individual; or
  - h. is a draft version of a report, meeting minutes, proposal, or any other document not yet approved by its originating body.

### **Non-Disclosure**

- 10.05** No person having access to confidential documents or records, or to in-camera sessions of Council or any committee thereof, shall disclose the content of any such document, record, or session to any person not otherwise privy to that information.

# **Article 11: AUSU Finances**

## **Fiscal Year**

**11.01** The fiscal year of the AUSU is from October 1 until the following September 30.

## **Audit**

**11.02** The AUSU's financial statements shall be audited annually by a qualified accountant appointed by Council.

**11.03** Council shall approve each fiscal year's audited financial statements before the conclusion of the ensuing fiscal year.

## **Reserves**

**11.04** The AUSU's reserves are:

- a. the unrestricted reserve;
- b. the contingency reserve; and
- c. any other internally restricted reserve that may be created by Council resolution from time to time.

**11.05** The unrestricted reserve shall be used for the operations of the AUSU as provided for in the operating budget.

**11.06** The contingency reserve shall be maintained to ensure that the organization has adequate funds in the event of unexpected costs or unexpected fluctuations in revenue. A minimum balance for the contingency reserve shall be set by Council in operational policy.

**11.07** Other internally restricted reserves shall be used as designated by the Council resolution which created them.

## **Operating Budget**

**11.08** Council shall approve an operating budget before the beginning of each fiscal year for the following fiscal year.

**11.09** In the event that Council does not approve an operating budget before the beginning of a fiscal year, that fiscal year's operating budget shall be identical to the previous year's operating budget until Council approves an operating budget.

**11.10** The operating budget shall include an allocation designated to the contingency reserve if the contingency reserve has fallen below the minimum set in policy.

## **Signing Authority**

**11.11** The Council Chair and the Finance and Accountability Councillors are authorized signatories.

**11.12** All payments through cheque or electronic fund transfers must be signed or authorized by two (2) of the three (3) authorized signatories. All contracts that require approval of the Council must be signed by the Council Chair and authorized by a motion of Council.

## **Article 12: Records and Transparency**

### **Council Authority**

**12.01** All records of AUSU are under the authority of Council. Council may delegate the administration of AUSU records, but ultimate responsibility for records management rests with Council.

### **Records and Transparency**

**12.02** Council shall maintain a Records Management Framework that establishes categories of records, versioning rules, retention schedules, and disposition procedures for all AUSU records.

### **Transparency and Accountability**

**12.03** Council shall ensure that the Records Management Framework and the AUSU's records management practices comply with applicable laws and balance transparency, accountability and privacy.

## **Article 13: Code of Conduct and Conflict of Interest**

**13.01** Council shall maintain

- a. a Code of Conduct Policy; and
- b. a Conflict of Interest Policy.

**13.02** The Code of Conduct Policy shall establish standards of honesty, integrity, respect, and accountability in all AUSU activities.

**13.03** The Conflict of Interest Policy shall establish and require disclosure and management of real, potential, or perceived conflicts.

**13.04** All councillors, officers, staff, contractors, and Members of AUSU are subject to the policies established in this Article.

**13.05** Breaches of the policies established in this Article shall be addressed in accordance with processes established in these bylaws or Council policy.

## **Article 14: AUSU Strategic Plan**

**14.01** The AUSU's Strategic Plan and Council goals list shall provide a framework for:

- a. The AUSU to pursue its objectives;

b. Council's evaluation by itself and members.

**14.02** Council must:

- a. develop, maintain, and use a Strategic Plan;
- b. develop, maintain, and use Council goals which support the Strategic Plan and its components.

**14.03** Councillors shall act as the stewards of the Strategic Plan.

**14.04** The Strategic Plan shall be reviewed at least once every five years, and may be renewed, replaced, or amended by Council as required.

## **Article 15: Member Petitions and Plebiscites**

**15.01** Members may, by a petition or plebiscite, require Council to conduct a vote on and implement any resolution pertaining to the affairs of the AUSU.

**15.02** A petition or plebiscite is sufficient if it is signed by at least 10% of the active Members of the AUSU, as determined from the most recent membership list provided to the AUSU by Athabasca University.

**15.03** Upon receipt of a sufficient petition or plebiscite, Council shall place the resolution on its agenda for debate and decision. Council shall give due consideration to the resolution and shall report its decision, with reasons, to the membership.

**15.04** Council is not obliged to adopt or implement any resolution that would conflict with law, the *Post-Secondary Learning Act*, these bylaws, or Council's fiduciary duties.

## **Article 16: Amendment**

**16.01** Subject to this Article, these bylaws may be amended, in whole or in part, by special resolution of Council.

**16.02** A legal opinion for amendments must be kept on file.

## **Notice and Consultation**

**16.03** These bylaws shall not be amended by Council unless Members have received at least 14 days' notice of the proposed amendment, including the proposed text, the rationale behind the proposal, and details of consultation opportunities prescribed by these bylaws.

**16.04** Council will provide a minimum of two Member consultation opportunities, which may include surveys, town hall style meetings, online forums, or other as deemed appropriate by Council.

**16.05** Bylaw changes that are directly related to Indigenous students shall be amended in consultation with current Indigenous AUSU Student Members.

## **Legal Compliance Exception**

**16.06** Where legal counsel engaged by the AUSU advises that a bylaw provision is inconsistent with applicable law or requires amendment to ensure compliance, Council may amend the bylaws without Member consultation, but only to the extent necessary to achieve compliance. Council shall notify Members of any such amendments and the rationale for them within a reasonable time after adoption.

## **Article 17: No Force or Effect**

**17.01** Any decision of Council that conflicts with the laws of Alberta, Canada, or with the Common Law is of no force or effect.