

# hack the hill

## Constitution

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## Article I: Definitions

- 1.1. "Act" means the Canada Not-for-profit Corporations Act, SC 2000, c 23.
- 1.2. The "Constitution" refers to this document as the primary by-law of the corporation, superseding all other by-laws.
- 1.3. "Director" shall refer to a member of the corporation's board of directors under the Act.
- 1.4. "Executives" refers to the officers holding the positions of President or any of the Vice-President positions.
- 1.5. "Expenditures" shall refer to all forms of monetary uses including but not limited to expenses, investments, purchases, and reimbursements.
- 1.6. "Finances" shall refer to all forms of monetary resources including but not limited to dollars, capital, and currency.
- 1.7. "Fiscal Year" begins on May 1st and ends on April 30th of the following year.
- 1.8. "Membership" or "Members" shall refer to the one class of members set out in the Articles of Incorporation.
- 1.9. "Organization" shall refer to the Capital Technology Network corporation.
- 1.10. "Semester" shall refer to each of the following periods: May 1st to August 31st, September 1st to December 31st, and January 1st to April 30th.
- 1.11. In the interpretation of this constitution, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust, and unincorporated organization.
- 1.12. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.
- 1.13. All other words shall carry their dictionary definitions, unless otherwise defined herein.

## Article II: Mandate

- 2.1. The names of the corporation shall be "Capital Technology Network" and "Réseau technologique de la capitale" under the Act, with the acronyms "CTN" and "RTC."

- 2.2. The Organization shall strive to support students by providing real-world experiences, technological education, and professional opportunities.
- 2.3. The Organization shall foster innovation, creativity, collaboration, equity, diversity, and inclusion, aiming to empower students in the evolving technology industry.

## Article III: Membership

- 3.3. Members must be registered students at a post-secondary institution located in Ottawa, Ontario.
- 3.4. Members must be enrolled in at least one (1) course.
- 3.5. Members who have interrupted their studies may retain their Membership up to six (6) consecutive Semesters after the most recent Semester where they were enrolled in one (1) or more courses.
- 3.6. Members may retain their Membership after graduation for up to three (3) Semesters.
- 3.7. The Vice-President of Human Resources may provide for an exemption to the aforementioned membership conditions on a case-by-case basis, subject to confirmation by the Board of Directors.
- 3.8. Membership in the Organization is contingent upon compliance with the constitution, by-laws, and all other policies of the Organization.
  - 3.8.1. All Members must receive a copy of these documents and acknowledge their commitment to comply within seven (7) days of joining the Organization.

## Article IV: Directors

- 4.1. The board of directors shall have the following composition:
  - President;
  - Vice-President of Operations;
  - Vice-President of Finance;
  - Directors At-Large, who are not Officers; and

- Any other Executives who chooses to also run for a position on the board of directors.

**4.2. All Directors must meet the Membership conditions and shall be issued Memberships upon election or appointment.**

- 4.3. Directors are responsible for the overall management, strategic direction, and governance of the organization. Directors supervise and oversee the Executives and are accountable to the Organization's stakeholders and Members.
- 4.4. Directors have the exclusive authority to speak on behalf of the Organization, with the President serving as the primary spokesperson for the Organization.
- 4.4.1. Directors may approve content from other Members to be released on behalf of the Organization.
- 4.5. The board of directors has the exclusive authority to initiate legal proceedings on behalf of the Organization and to settle any claims in which the Organization is a party.
- 4.6. Directors may serve on Committees and are responsible for keeping themselves informed of Committee activities and progress.
- 4.7. The President and Vice-President of Finance are designated as Signing Authorities. The Board shall appoint a third Director as a Signing Authority through a majority ( $\frac{1}{2}$ ) vote.
- 4.7.1. Signing Authorities are vested with the authority to execute actions, documents, and agreements that legally or financially bind the Organization on its behalf.
- 4.7.1.1. Any disbursement of funds requires signatures from at least two (2) Signing Authorities.
- 4.7.1.2. The President has sole signing authority for matters that do not involve the disbursement of funds, provided the Board is notified within 48 hours.
- 4.7.2. The Secretary-General is designated as a Signing Authority exclusively for corporate filings required to maintain regulatory compliance.
- 4.7.3. In the event of a vacancy in one or more Signing Authority positions, the Board may appoint additional Directors as temporary Signing Authorities with a majority ( $\frac{1}{2}$ ) vote.

- 4.7.4. In urgent situations where delaying the signing of a document could negatively impact the Organization, a Signing Authority may proceed with the approval of one other Signing Authority.
- 4.7.5. All signed documents must be kept in the Organization's records, or if not possible, the Board must be promptly informed and details recorded.
- 4.8. Directors may be removed with a majority ( $\frac{1}{2}$ ) vote at a Special General Meeting specifically scheduled for this purpose.
  - 4.8.1. Any Director subject to removal shall be given the opportunity to present their case before the removal vote.
- 4.9. All Directors must sign and commit to abide by the Internal Code of Conduct within seven (7) days of becoming a Director.
- 4.10. The board of directors may appoint Interim Directors to fill vacancies resulting from a resignation.
  - 4.10.1. Interim Directors shall have the same status and authority as regular Directors.
  - 4.10.2. The term of an Interim Director shall end immediately prior to the next By-Election.

## Article V: Officers

- 5.1. Officers who are not Executives may be appointed with a majority ( $\frac{1}{2}$ ) vote of the board of directors.
- 5.2. An individual cannot hold multiple Executive positions.
- 5.3. All Executives must meet the Membership conditions and shall be issued Memberships upon election or appointment.
- 5.4. All Officers must sign and commit to abide by the Internal Code of Conduct within seven (7) days of becoming an Officer.
- 5.5. If an Executive position is vacant, an Interim Executive must be appointed with a majority ( $\frac{1}{2}$ ) vote of the board of directors.
  - 5.5.1. Interim Executives are removed from their positions once the position is filled in an Election.

## Article VI: Elections

- 6.1. General Elections shall be conducted annually during the Annual General Meeting.
  - 6.1.1. By-Elections to fill vacant positions may be held at any Special General Meeting as needed.
- 6.2. While a motion for Elections is in consideration, the Meeting shall be chaired by the Elections Officer.
  - 6.2.1. If the Elections Officer is a Member, they shall not cast any votes during the period in which they are chairing the meeting.
- 6.3. The Elections Officer is responsible for providing a brief explanation of the election process at the beginning of the meeting.
- 6.4. Nominations for positions must be called for one at a time by the Elections Officer.
  - 6.4.1. All Members have the right to nominate any individual who meets the Membership criteria.
  - 6.4.2. Nominations require a second to proceed.
  - 6.4.3. The nominated individual must be present to accept, defer, or decline the nomination.
  - 6.4.4. An individual may be nominated for multiple positions, but may only accept one nomination.
  - 6.4.5. Any deferred nominations must be accepted or denied once all positions have been called for nominations.
  - 6.4.6. Upon acceptance and verification of eligibility, the Elections Officer records the nominated member as a "Candidate" for the indicated position.
- 6.5. One position at a time, the following process shall be followed:
  - 6.5.1. Candidates are required to give a two-minute speech presenting their platforms.
  - 6.5.2. A five-minute question period will follow the presentations for each position.

- 6.5.3. The question period shall be moderated by the Elections Officer to ensure that questions are not directed towards a singular candidate and to allow all candidates to respond equally.
- 6.5.4. Each Candidate shall exit the Meeting one at a time for deliberation on their candidacy.
- 6.6. Members shall cast one (1) vote by secret ballot.
  - 6.6.1. Members must have the option to abstain from voting or to vote no confidence.
  - 6.6.2. Voting shall be conducted by single transferable vote, or first-past-the-post if the number of candidates is equal to or less than the number of positions available.
  - 6.6.3. The Elections Officer shall vote only in the event of a tie.
- 6.7. The Elections Officer may impose sanctions on Candidates.
  - 6.7.1. Sanctions should be imposed to ensure the integrity of the Election and to ensure respectful and fair conduct.
  - 6.7.2. Possible sanctions include disqualification, vote penalties, or censure.
  - 6.7.3. Sanctions may be overturned with a supermajority ( $\frac{2}{3}$ ) vote before the results of the Election are declared.
- 6.8. The Elections Officer shall declare the results of the Elections.
  - 6.8.1. A Candidate may contest the results by raising a point of order before the Meeting adjourns.
    - 6.8.1.1. Another Member appointed with a ( $\frac{1}{2}$ ) majority vote shall recount the votes to ensure the integrity of the Elections.
  - 6.8.2. Candidates shall take office 14 days after the adjournment of this Meeting.

## Article VII: Meetings

- 7.1. Meetings of the board of directors ("Board Meetings") are held at least monthly.
  - 7.1.1. Only Directors shall have voting rights at Board Meetings.
  - 7.1.2. All Officers shall have speaking rights at Board Meetings.



- 7.1.3. Members who are not on the board of directors may be yielded speaking rights by any Director.
- 7.1.4. Secretaries shall have speaking rights on procedural matters at Board Meetings.
- 7.2. Meetings of all committees of directors ("Committees") are held at least monthly.
  - 7.2.1. Only members of each Committee have voting rights at Committee Meetings.
- 7.3. Meetings of members ("General Meetings") include the annual meetings of members ("Annual General Meetings" or "AGM") and special meetings of members ("Special General Meetings" or "SGM").
  - 7.3.1. All Members shall have speaking and voting rights at General Meetings.
  - 7.3.2. The Annual General Meeting shall occur between September 15th and October 30th.
  - 7.3.3. All Members may submit motions that are consistent with the constitution and relevant laws to be considered at General Meetings.
- 7.4. Meetings shall be conducted in accordance with the latest version of *Robert's Rules of Order Newly Revised*, unless otherwise stated in this constitution or by-laws.
- 7.5. "Meeting Minutes" shall include an outline of a Meeting's agenda, attendance records, relevant debate, and the results of any resolutions passed during the meeting.
- 7.6. Business conducted at Meetings must be recorded in Meeting Minutes and made available to all Members.
- 7.7. Quorum for Board Meetings and virtual ballots shall be two thirds ( $\frac{2}{3}$ ) of the Board.
- 7.8. Quorum for Committee Meetings shall be three (3) members of the Committee.
- 7.9. Quorum for General Meetings shall be one half ( $\frac{1}{2}$ ) of the Membership.
- 7.10. Notice for Board Meetings shall be provided to Members at least 24 hours in advance.
- 7.11. Meetings shall be chaired by the President, except for Committee Meetings, which shall be chaired by the respective Committee Chair.

- 7.11.1. If the President is absent or unable to chair the meeting, the Board shall designate a Director as the temporary chair.
- 7.12. Meetings may be called by the President or a petition by at least one-third ( $\frac{1}{3}$ ) of the board of directors.
  - 7.12.1. Committee Meetings may also be called by the Chair of the Committee.
- 7.13. All Members are entitled to receive notice of, and attend, Meetings in-person or electronically.
  - 7.13.1. External non-Members may be invited to attend and speak at Meetings with a majority ( $\frac{1}{2}$ ) vote.
  - 7.13.2. Notice for Board Meetings shall be provided to Members at least 72 hours in advance.
    - 7.13.2.1. The Agenda may not be modified within 24 hours of the Board Meeting, except by a formal motion during the Meeting.
    - 7.13.2.2. Emergency Board Meetings may be called at any time without a notice requirement to address urgent or unforeseen matters.
- 7.14. Meetings may enter into an executive session with a majority ( $\frac{1}{2}$ ) vote.
  - 7.14.1. Attendance of executive sessions is restricted to those with voting rights and Secretaries, except where another Member is invited with a majority ( $\frac{1}{2}$ ) vote.
  - 7.14.2. Executive sessions are strictly confidential to the Members who were entitled to be present at the Meeting.
    - 7.14.2.1. Meeting Minutes of executive sessions, except for the results of any resolutions passed, shall be recorded separately and stored confidentially.
- 7.15. A resolution requiring a vote in a Meeting can instead be passed with a virtual ballot.
  - 7.15.1. Virtual ballots may only be proposed by the President, for resolutions to be voted on by the Board or Membership, or by a Committee Chair for resolutions to be voted on by their Committee.
  - 7.15.2. A virtual ballot is valid if:
    - 7.15.2.1. All members with voting rights are notified;

7.15.2.2. The quorum that would be required for a Meeting is reached;

7.15.2.3. The resolution receives unanimous consent; and

7.15.2.4. The result is recorded alongside the other Meeting Minutes.

7.15.3. Virtual ballots do not require a seconder.

7.15.4. If a virtual ballot is amended, the previous vote is void, and members must vote again on the amended version.

7.15.5. The mover of a virtual ballot may withdraw it at any time before the virtual ballot is closed.

7.16. Voting on resolutions may be conducted electronically or in person, allowing for hybrid participation, but proxy voting is not permitted.

## Article VIII: Policies

8.1. Policies may be adopted with a majority ( $\frac{1}{2}$ ) vote of the board of directors.

8.2. Policies are supplementary by-laws that establish detailed procedures, guidelines, and regulations for areas not explicitly covered in the Constitution. Policies govern the Corporation's operations and strategic direction, ensuring efficiency, clarity, consistency, and effective functioning in all activities.

8.3. Policies shall be subject to amendment or repeal through the same process as their adoption.

## Article IX: Events

9.1. The Organization shall organize and host a large-scale hackathon event every year, the "Hackathon." This event shall be the flagship event of the Organization.

9.2. The Organization shall organize and host a series of events known as the "Hacker Series", aiming to foster a sense of community and providing additional learning and networking opportunities for participants.

9.3. Events shall be organized in alignment with the goals and objectives of the Organization with the resources allocation necessary for their successful execution.

## Article X: Finances

- 10.1. The Organization shall utilize funds in accordance with the mandate of the Organization, reinvesting any profits.
- 10.2. Assets owned by the Organization shall be held under the name of the corporation.
- 10.3. Finances shall be disclosed in a transparent manner to Members.
  - 10.3.1. Financial reports must be presented at a General Meeting at least once (1) every Semester.
- 10.4. Members may incur Budgeted expenditures with proper authorization, in accordance with relevant policies.

## Article XI: Branches

- 11.1. The Organization shall operate a club ("Branch") at academic institutions in Ottawa in accordance with this constitution:
  - 11.1.1. "Hack the Hill uOttawa" at the University of Ottawa;
  - 11.1.2. "Hack the Hill Carleton" at Carleton University.
- 11.2. The executives of each Branch shall at minimum include an Executive Officer and a Finance Officer, who shall both be signing officers of the Branch.
  - 11.2.1. The Executive Officer shall be responsible for representing the Organization at the Branch's academic institution, presiding over Branch meetings, and any administrative duties.
  - 11.2.2. The Finance Officer shall be responsible for managing the Branch finances and applying for funding at the Branch's academic institution.
  - 11.2.3. Executives must be Members of the Organization and students at the Branch's institution.
- 11.3. Branches shall be responsible and liable for all Events hosted at the Branch's academic institution.
- 11.4. Branches are empowered to adopt their own constitution and by-laws, provided that it is in compliance with the Organization's constitution and by-laws.

- 11.5. Branches shall periodically provide reports and updates to the board of directors to ensure transparency and alignment with the Organization.

## Article XII: Amendments

- 12.1. This constitution may be amended by a supermajority ( $\frac{2}{3}$ ) vote at an Board Meeting.
- 12.2. Proposed amendments, along with the rationale for the changes, must be submitted to the board of directors.
- 12.3. If a proposed amendment is adopted, it shall become effective immediately, unless otherwise specified in the amendment itself.
- 12.4. Amendments adopted by the board of directors are subject to confirmation, rejection, or amendment at the next General Meeting.
- 12.5. If an amendment is rejected or not considered at the next General Meeting, it ceases to have effect, and subsequent motions with the same purpose or effect will not take effect until confirmed.