

**By-Laws of the “Quebec Student Debating Association”
Amended: June 2 , 2011**

Definitions

1. In these by-laws:
 - (a) “Act” means the Quebec Companies Act, R.S.Q. C-38;
 - (b) “General Meeting” means any meeting of members of the QSDA including the Annual General Meeting and any Special General Meeting that may be called;
 - (c) "QSDA" means the Quebec Student Debating Association;
 - (d) “by-laws” means the by-laws of the QSDA from time to time in force and effect;
 - (e) “letters patent" means the letters patent and any supplementary letters patent of QSDA;
 - (f) “regulations" means the regulations under the Act from time to time in force and effect.
2. The by-laws of QSDA shall be, unless the context otherwise specifies or requires, construed and interpreted in accordance with the following principles:
 - (a) all terms contained in the by-laws which are defined in the Act or the regulations shall have the meanings given to such terms in the Act or the regulations; and
 - (b) words importing the singular number only shall include the plural and vice versa.

Head Office

3. The head office of QSDA shall be maintained in the City of Montreal in the Province of Quebec, at such place therein as the directors may from time to time establish.

Fiscal Year

4. The fiscal year of QSDA shall begin on August 1 and end on the next following July 31.

Membership

5. Any school in Quebec may become a member of the QSDA by completing the prescribed registration form and paying the annual registration fee. The registration form shall be signed by the school’s Principal or Head of School. The board of directors may reject any school’s application form at its discretion.

6. Membership continues until September 1st of the year following registration. The deadline for membership is January 31.
7. Schools who are unable to complete the membership procedure due to a labour action shall retain membership until 30 days after the end of the labour action. In addition, the membership deadline for those schools shall also be 30 thirty days after the end of the labour action. There shall be no reduction in fees, unless a labour dispute ends after January 1, in which case schools will have their fee reduced to half, or if a dispute extends past March 1 schools will have their fee waived for the year.
8. Schools who have not joined the QSDA in the past five years shall have their fee waived for one year.
9. Schools outside Quebec may become members at the discretion of the board of directors.
10. A Member may resign from membership in writing.

Meetings of Members

11. Meetings of members may be held at any place in Quebec. The quorum for a meeting is one quarter of the members, present in person or by proxy.
12. There shall be an Annual General Meeting and at least one other meeting of members every school year. The Annual General Meeting must take place no more than 15 months after the previous Annual General Meeting.
13. Each member is entitled to one vote at any meeting of the members.
14. The President shall chair all meetings, or in his/her absence the Vice-President. If neither are present, a chair shall be appointed.
15. "Robert's Rules of Order Newly Revised" shall be used at all meetings.
16. Except for amendments to the by-laws, questions arising at a meeting shall be decided by a majority of votes cast. In case of a tie, the Chair shall cast a second and deciding vote.
17. At the Annual General Meeting, amendments to the by-laws shall be decided by a majority of votes cast. However, at any other meeting, amendments to the by-laws shall require a two-thirds majority of votes cast. In case of a tie, the Chair shall cast a second and deciding vote.
18. At any meeting, the Secretary, or if absent someone else appointed by the Chair, shall keep minutes of the meeting, and circulate those minutes after the meeting.

19. A member may be represented at a meeting by a person from the school, or by someone from outside the school. To be represented by a person not from the school, a person from the member school must sign a proxy in writing which:
 - (a) appoints a specific individual as the member's proxy;
 - (b) specifies the date and place of the meeting at which the proxy is to be exercised; and
 - (c) is dated and signed on behalf of the member.
20. A member who has executed a proxy may revoke the proxy by notice in writing or by having a representative from the school attend the meeting in person.

Notice of Meetings of Members

21. The President, or any two members of the board of directors, or any five members may call a meeting. The board of directors shall determine the date, time and place for meetings.
22. To be valid, 10 days notice of the meeting must be given by mail, fax or electronic mail. Notice may be waived if all eligible members consent.
23. Amendments to the by-laws require seven days' notice to the President, who shall inform the members of any proposed amendments no less than five days before the meeting.

Board of Directors

24. The QSDA shall be managed by a board of directors consisting of five people. At the Annual General Meeting, there shall be elected a President, Vice-President, Secretary and Treasurer. Those elected will be members of the board of directors, and additional directors shall be elected to attain the total number of directors. The President, Vice-President and Treasurer shall be different people.
25. To be eligible to be elected as a members of the board of directors, candidates must be at least eighteen years of age, of sound mind and neither an undischarged bankrupt nor insolvent.
26. The board of directors retires every year at the Annual General Meeting, but subject to eligibility, may stand for re-election.
27. Any member of the board of directors may resign in writing.
28. A vacancy in the board of directors may be filled by appointment of the board of directors.
29. No member of the board of directors shall receive any remuneration for carrying out his or her duties. Members of the board of directors may be reimbursed for reasonable expenses.

30. The responsibilities of the board of directors include:

- a) to operate the QSDA between Annual General Meetings;
- b) to consult with tournament hosts to ensure that all details are properly attended to;
- c) to interpret and enforce rules and procedures outlined in these by-laws;
- d) to maintain the QSDA website;
- e) to promote debating across Quebec;
- f) to provide training for students and coaches of members where possible;
- g) to act on behalf of the organization where necessary.

Meetings of Directors

31. Meetings of the board of directors may be held at any place in Quebec. Quorum for a meeting of the board of directors is a majority of the directors.

32. The President or any two directors may convene a meeting of the board of directors.

33. At least five days notice of a meeting of the board of directors shall be given specifying the date, time and place of the meeting. Directors may, in any manner and at any time, waive such notice. Notwithstanding the foregoing, a meeting of the board of directors may be held without notice if all directors present for such a meeting and any absent directors so agree.

34. The board of directors shall appoint one of the directors as a chair for each meeting. Questions arising at a meeting of directors shall be decided by a majority of directors voting. In the case of a tie, an additional and deciding vote shall be cast by the President, if present, or otherwise by the director chairing the meeting.

35. A resolution passed by email by all directors entitled to vote on that resolution, which takes place outside a meeting of the directors, is as valid as if it had been passed at a meeting of directors. A copy of a resolution passed by email shall be kept with the minutes of the meetings of directors.

36. The board of directors may appoint officers to perform additional tasks, but officers are not entitled to vote at meetings of members, nor are they members of the board of directors.

Removal

37. Members of the board of the board of directors may be removed from office for cause by a two-thirds majority vote, by resolution passed at a Special General Meeting of which the impugned director is given proper notice and at which the member is given a reasonable opportunity to explain and defend his/her conduct.

38. Membership is conditional upon schools abiding by the by-laws.
39. Members which do not abide by the by-laws are subject to having their membership reviewed at a Special General Meeting, of which the impugned member is given proper notice and at which the member is given a reasonable opportunity to explain and defend their conduct. Any disciplinary action, such as suspension or expulsion, must be passed by a two-thirds majority vote.

Financial Responsibility

40. The board of directors shall be responsible for good fiscal management of QSDA's finances.
41. The Treasurer and President shall by default have signing authority. Additional signing officers may be appointed, or removed, at any director's meeting.
42. The Treasurer shall provide a detailed accounting to the members at the Annual General Meeting.
43. The registration fee shall be set each year at the Annual General Meeting.

Expenditures

44. The board of directors shall have the power to authorize expenditures and to delegate the authorization of expenditures on behalf of QSDA and may exercise all powers and perform all acts as QSDA is authorized to do by the Act, the regulations and the letters patent.

Indemnification

45. Every director, officer or other person who has undertaken or is about to undertake any liability on behalf of QSDA shall be indemnified and saved harmless out of the funds of QSDA from and against:
 - (a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the director, officer or other person for or in respect of any act, deed, matter or thing whatever made, done or permitted by them in or about the execution of the duties of such office or in respect of any such liability; and
 - (b) all other costs, charges and expenses which the director, governor, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

QSDA shall also indemnify any such person in such other circumstances as the Act or any other law allow or require.

Auditor

46. At the annual general meeting the members shall appoint an auditor to audit the accounts of QSDA and report to the members.
47. The board of directors shall fix the remuneration of the auditor and shall forthwith fill any vacancy which may arise in the office of auditor.
48. The members may, by resolution passed by at least two-thirds of the members voting, remove the auditor from office. If the members pass such a resolution, they shall then appoint a replacement auditor.

Tournaments

49. All tournaments sanctioned by QSDA shall operate according to the by-laws.

Scheduling

50. The board of directors is responsible for constructing the calendar of events.

Tournament Hosts

51. Members are required to host a QSDA sanctioned debating event at least every two years. Schools may not run tournaments with the intention of generating a profit.

Eligibility and Debater Representation

52. All grade seven, eight and nine students are eligible for all junior level events. However, a host may choose to designate a non-qualifying event for grade seven and eight students only.
53. Any student, including those enrolled in a grade 12 programme, are eligible for senior events.
54. If a host school enters a swing team to even out the draw, such a team is eligible to win awards only if the team is not above the maximum number of teams that other schools were allowed to send.
55. Hybrid teams may compete at the discretion of the tournament host, although justification must be provided. Such teams are not eligible for any team award but may win individual distinctions as long as the maximum number of students or teams allowed per school is not exceeded.

A. Qualifying events

56. Every member school must be guaranteed at least one team at all qualifying events. Additional spots may be filled on a first come first serve basis.
57. CEGEP students are not allowed to attend any qualifying events as they are not eligible for any of the national events.

B. Events which do not qualify students for another tournament

58. Non-member schools may attend only non-qualifying events (and only with the approval of the board of directors, if space is available, and after members have all had a chance to field teams).
59. At non-qualifying events, space is allocated on a first come first serve basis.

Team Identification

60. Teams may not identify the school they represent, or wear a school uniform, in preliminary rounds of tournaments.
61. Results and the awards ceremony will identify schools.

The Canadian National Debating Championships (“CNDC”)

62. The board of directors shall appoint a voting delegate.
63. School teams qualify for the CNDC, not individuals. No substitutions of team members are allowed after the selection has been made.
64. No member school may send more than two teams to the CNDC, unless the QSDA is invited to send more than six teams. This restriction may also be relaxed, at the discretion of the board of directors, should any of the six initial teams drop out, or if there be a need to invite a team which is placed 10th place or lower, or should there be a need to invite a team which is not in the top 50% of the standings.
65. There is no limit to how many times a team or individuals may attend the CNDC.

The Canadian National Debating Seminar (“the Seminar”)

66. The board of directors shall appoint a voting delegate.
67. All English delegates to the Seminar shall represent different schools.

68. All Bilingual delegates to the Seminar shall represent different schools, however, Bilingual and English delegates need not be from different schools.

69. Students may only attend the Seminar once.

The Junior High National Debating Championships

70. The board of directors shall appoint a voting delegate.

71. School teams qualify for the Junior High Nationals, not individuals. No substitutions of team members are allowed after the selection has been made. No member school may send more than one team to the Junior High Nationals, unless the QSDA is invited to send more than four teams. This restriction may also be relaxed, at the discretion of the board of directors, should any of the initial four teams drop out, or should there be a need to invite a team which is placed 10th place or lower, or should there be a need to invite a team which is not in the top 50% of the standings.

Worlds Qualifying Tournament

72. The board of directors shall appoint an independent committee of at least two people to select students for the world qualifier. Any student from a member school may apply, without restriction.

The National Public Speaking Championships

73. The top students shall be eligible to attend the National Public Speaking Championships, such that at least one student has not previously attended.

The Oxford Cup

74. The board of directors shall appoint a voting delegate.

75. The top five teams, such that no more than two are from the same school, without other restrictions, are eligible to advance to the Oxford Cup, unless the QSDA is invited to send more than five teams. This restriction may also be relaxed, at the discretion of the board of directors, should any of the initial five teams drop out, or should there be a need to invite a team which is placed 10th place or lower, or should there be a need to invite a team which is not in the top 50% of the standings.

76. School teams qualify for the Oxford Cup, not individuals. No substitutions of team members are allowed after the selection has been made.

Debating Resolutions

77. The Resolutions Committee, consisting of the board of directors and tournament chair, is responsible for setting the prepared motions at all tournaments, as well as any impromptu motions at qualifying events.
78. The prepared motion, along with the tournament invitation, must be sent out to all eligible member schools no later than three weeks before the tournament. Any changes to the wording of the prepared resolution of the debate after invitations have been issued must be confirmed with the coaches of member schools prior to the tournament.
79. All impromptu rounds shall use the same impromptu motions.
80. The motions may not be similar to those to be used for the Seminar or the CNDC.
81. Teams shall be given a minimum of 15 minutes, but no more than 30 minutes, to prepare for any impromptu resolution. Preparation for impromptu resolutions may not involve assistance from coaches or electronic devices.

The Draw

82. Schools shall be identified by a code.
83. In tournaments where there are two prepared rounds, teams shall debate against other schools, and shall debate both sides of the prepared motion.
84. The draw shall be produced randomly, and may be determined by computer software.
85. Tournament hosts or the board of directors may complete the draw. A draw should be verified by a member of the board of directors at least one day before a tournament.
86. Bracketing may be used for tournaments. When used, teams shall be paired using a standard bracketing system, and may debate teams from their own school. When necessary, a system of middle pull-up, with or without re-seed, shall be used. Sides shall be determined randomly, but shall attempt to even out the number of Government and Opposition sides for a team. The decision and discretion of the Tabs Director is final.
87. Bracketing must be used for any qualifying event.
88. For any final round, the side will be determined by a coin toss, with the higher seeded team given the call.

Briefings

89. The tournament host, in consultation with the board of directors, shall appoint a qualified individual to do the judges' and/or debaters' briefing.

Judging

90. No one may judge a student that he/she coaches or who is a member of his/her immediate family.
91. Every effort shall be made to ensure that no judge sees the same team more than once.
92. No current high school student may judge a QSDA senior event.
93. Conferral judging shall be used at all QSDA events.

Scoring and Results

94. Except for any qualifying event, which uses win-loss, scoring may be done by either speaker points or by win-loss. Where win-loss is used, there shall always be an odd number of judges in each room, as well as for all break rounds. The win is determined by the decision of the majority of judges. Speaker points shall be the secondary criteria for ranking teams. Should there be still be a tie after speaker points are considered, then the tie shall be broken, only if necessary, by considering the following criteria in order:
 - a) win-loss record and then speaker points in any prepared rounds only;
 - b) if still tied, wins and then scores in any round(s) in which the teams debated each other; and
 - c) if still tied, a coin toss.
95. Individual speaker awards will also be given, and debaters will be ranked such that each round carries equal weight. Open rounds have no effect on speaker's standings.
96. Results shall be made available at the conclusion of tournament, and all ballots shall be made available as soon as possible.
97. Final rounds are always decided on a win-loss, based on the majority of decisions. The decision and vote shall be announced.
98. Any tie in individual standings shall, only if necessary, be broken by considering the following criteria in order:
 - a) scores in any prepared rounds;
 - b) if still tied, the best score from a single judge, and if still tied, the second-best score from a single judge, and if still tied, so on through the scores; and
 - c) if still tied, a coin toss.
99. In a tournament where speaker points are used for team standings, should be there be any ties, then the tie shall be broken, only if necessary, by considering the following criteria in order:
 - a) scores in any prepared rounds;
 - b) if still tied, scores in any round(s) in which the teams debated each other;
 - c) if still tied, the team with the highest ranked speaker; and
 - d) if still tied, a coin toss.

Awards

100. Awards at tournaments should be presented to at least the top two teams, and at least the top five speakers. Tournament organizers are allowed to give out more.
101. Debaters who compete in any final round remain eligible for all team and individual awards.
102. Every year, the QSDA shall present the 'Willis S. Mcleese Award' for 'outstanding service to student debating in Quebec'. The board of directors shall call for nominations and shall determine the winner and an appropriate venue for presentation of the award.

Appeals

103. The deadline for any appeals of tournament results is 48 hours after the conclusion of the tournament.
104. Tournament results are not final until all appeals have been ruled upon.
105. For non-qualifying events, the appeal is to the tournament host, who shall consult with the board of directors.
106. Appeals for all qualifying events are to the board of directors.

Style of Debate

107. The style of debate for the Provincial Championships and the Junior Provincial Championships shall be the "Canadian National Debate Format".
108. The format for non-qualifying events is at the discretion of the tournament director, who shall outline in advance the style(s) to be used, how many rounds of each style, which are prepared or impromptu, and whether or not points of information shall be allowed. Any changes to the style of the debate after invitations have been issued must be confirmed with the coaches of member schools prior to the tournament.
109. The style of debate for other qualifying events requires the approval of the board of directors.
110. Only approved QSDA ballots and rules shall be used.