

The University of Western Ontario Faculty Association

BY-LAW NO. 1

SECTION I – INTERPRETATION

1.01 Definitions

The terms used in this by-law and all other by-laws and resolutions of the Association, unless the context otherwise requires, have the same meaning as those used in the Act, except that

“**Act**” means the *Canada Not-For-Profit Associations Act*, S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

“**Articles**” mean the original or restated articles of the Association or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;

“**Board**” or “**Board of Directors**” means the Board of Directors of the Association;

“**by-law**” means this by-law and all other by-laws of the Association from time to time in force and effect;

“**Director**” means a member of the Board;

“**mail ballot**” will be normally understood to refer to electronic balloting. Paper mail ballots may be employed as deemed necessary by the Board of Directors. Individual Members can request for themselves a paper mail ballot;

“**meeting of Members**” includes an annual meeting of Members or a special meeting of Members;

“**non-business day**” means Saturday, Sunday and any other day that is defined by federal or provincial law in the jurisdiction where Members reside as a holiday, as from time to time amended;

“**ordinary resolution**” means a resolution passed by a majority of not less than 50% plus one of the votes cast on that resolution;

“**proposal**” means a proposal submitted by a Member of the Association that meets the requirements of section 163 (Member Proposals) of the Act;

“**Public Accountant**” means, in respect of the Association, the Public Accountant appointed for the Association under paragraphs 127(1)(e), subsection 181(1) or 186(1) or who fills a vacancy under subsection 184(2) or 185(1) of the Act.

“record address” means, in the case of a Member, the address as recorded in the register of Members; in the case of an officer, Public Accountant or member of a committee of the Board, the address as recorded in the records of the Association; and in the case of a Director, the address as recorded in the records of the Association or in the most recent statutory information notice filed with respect to Directors, whichever is more current; and

“regulations” means the regulations made under the Act, as amended, restated or in effect from time to time;

“signing officer” means, in relation to any instrument, any person authorized by this by-law or by a resolution of Directors to sign the same on behalf of the Association;

“special meeting of Members” includes a meeting of any class or classes of Members and a special meeting of all Members entitled to vote at an annual meeting of Members; and

“special resolution” means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.

Words importing the singular number include the plural and vice versa, words importing the masculine gender include the feminine and neuter genders and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

1.02 Headings

The headings of sections and paragraphs in this by-law and all other by-laws and resolutions of the Association shall be used for convenience of reference only and shall not be referred to for the purpose of interpretation.

SECTION II – OPERATIONS OF THE ASSOCIATION

2.01 Registered Office

The registered office of the Association shall be within the municipality or geographical township within Canada specified in its Articles and thereafter as the Members may from time to time determine by special resolution and at such address in such municipality or geographical township as the Board may from time to time determine.

2.02 Corporate Seal

The Association may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Association shall be the custodian of the corporate seal.

2.03 Financial Year

The financial year of the Association shall be November 1 to October 31.

2.04 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two of its officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

2.05 Banking Arrangements

The banking business of the Association shall be transacted at such bank, trust company or other firm carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Association and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

2.06 Power to Borrow

The Directors of the Association may, without authorization of the Members,

- (a) borrow money on the credit of the Association;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Association;
- (c) give a guarantee on behalf of the Association to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any debt obligation of the Association.

2.07 Voting Rights in Other Bodies Corporate

The signing officers of the Association may execute and deliver forms of proxy and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Association. Such forms, certificates or other evidence shall be in favour of such person or persons as may be determined by the officers signing or arranging for them. In addition, the Board may direct the manner in which and the person or persons by whom any particular voting rights or class of voting rights may or shall be exercised.

2.08 Annual Financial Statements

The Association may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents referred to in subsection 172(1) are available at the registered office of the Association and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

2.09 Public Accountant and Financial Review

The Association shall be subject to the requirements relating to the appointment of a Public Accountant and the level of financial review required by the Act. The Public Accountant must meet the qualifications of the Act, including being independent of the Association and its affiliates, as well as the Directors and officers of the Association and its affiliates. Notwithstanding the requirements of the Act, the Association shall have its financial statements audited by the Public Accountant on an annual basis. The Public Accountant shall be appointed annually by the Members. The Directors may fill any casual vacancy in the office of the Public Accountant to hold office until the next following annual meeting. The remuneration of the Public Accountant shall be fixed by the Board.

SECTION III – DIRECTORS

3.01 Number of Directors

(1) Subject to the Articles, the Board shall be comprised of the fixed number of Directors as determined from time to time by the Members by special resolution or, if the special resolution of the Members empowers the Directors to determine the number, by resolution of the Board. As of the effective date of this by-law, the number of Directors is twenty-four.

(2) The Board of Directors may appoint additional Directors for a term expiring not later than the close of the next annual meeting of Members but the total number of Directors appointed may not exceed one-third of the number of Directors elected at the previous annual meeting. The precise number of Directors to be appointed in this manner may be fixed by ordinary resolution of the Members.

3.02 Term of Office of Directors

The term of office of twenty-one of the twenty-four elected members of the Board of Directors shall be two years. To ensure year-to-year continuity of the Board, these terms shall be staggered such that, in a given year, either ten or eleven members begin their term. The term of office of three of the elected members of the Board of Directors shall be three years. One of these positions shall be elected each year. Years of tenure of Directors and officers of the Association shall be from July 1 to June 30. No Member shall serve more than three consecutive terms, of any length of years, as a Director. A Director shall cease to hold office on the Director's removal, resignation, death or ceasing to be a Member.

3.03 Calling of Meetings of Board of Directors

Meetings of the Board may be called by the President, the Vice President or any two Directors at any time.

3.04 Election

Directors shall be elected at the annual meeting in accordance with 7.11 for the positions due to be vacant at the conclusion of the academic year and for mid-term vacancies, as applicable. The Board of Directors shall consist of five Members elected at large who concurrently are elected by the Membership as Directors and to the positions of President, Vice President, Past President, Treasurer and Secretary, respectively and nineteen Members elected as follows:

- (a) eleven to be elected by their respective Faculties of the University by a mail ballot of Members in each Faculty;
- (b) one professional librarian or archivist to be elected by UWOFA Members from that bargaining unit by a mail ballot;
- (c) one professional librarian or archivist to be elected at-large by a mail ballot of all the Members of the Association;
- (d) one Part-Time Member to be elected by a mail ballot of all the Part-Time Members of the Association;
- (e) one Part-Time Member to be elected at-large by a mail ballot of all the Members of the Association;

- (f) one Limited-Term Member to be elected by a mail ballot of all the Limited-Term Members of the Association; and
- (g) three Full-Time Members to be elected at-large by a mail ballot of all the Members of the Association.

Unelected candidates in designated Faculty or Librarian/Archivist elections shall not be considered in any of the at-large elections specified in sub-paragraph (g), regardless of the number of votes they receive. In the event that there is a vacancy in a Directorship where the vacated Director was elected pursuant to any one of subparagraphs (a), (b), (d) or (f), a replacement Director shall be elected by the Members from the constituency that elected the vacated Director.

3.05 Notice of Directors Meetings

(1) Notice of the time and place for the holding of a meeting of the Board shall be given to every Director of the Association not less than five days before the time when the meeting is to be held by one of the following methods:

- (a) delivered personally to the latest address as shown in the last notice that was sent by the Association in accordance with section 128 (Notice of Directors) or 134 (Notice of change of Directors);
- (b) mailed by prepaid ordinary mail to the Director's address as set out in (a);
- (c) by telephonic, electronic or other communication facility at the Director's recorded address for that purpose; or
- (d) by an electronic document in accordance with Part 17 of the Act.

(2) Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

3.06 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

3.07 Action by the Board

The Board shall manage or supervise the affairs of the Association and carry out its policies. The powers of the Board may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of the Board.

3.08 Place of Meetings

Subject to the Act, meetings of the Board may be held at any place and it is not necessary that in any financial year of the Association that a majority of the meetings of the Board be held at a place within Canada.

3.09 Meetings by Telephone

The Association may choose to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Directors. Any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of Directors pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose.

3.10 Chair

The President, and otherwise the Vice President, shall chair any meeting of the Board. If no such officer is present, the Directors present shall choose one of their number to be chair.

3.11 Other Meeting Attendees

The Board has the power to request or compel the attendance at Board meetings of Members of the Association, including the Chief Negotiator and the chair of any committee, and the Association's employees.

3.12 Conflict of Interest

Directors and officers are subject to the disclosure requirements respecting conflicts of interest as specified in section 141 of the Act. Subject to the Act, no Director or officer, by reason only of his or her office or by reason that the Director is present at or is counted to determine the presence of a quorum at the meeting which authorized such contract or transaction, shall be accountable to the Association or to its Members for any profit or gain realized from a contract or transaction in which he or she has an interest, and such contract or transaction shall not be void or voidable by reason only of such interest; provided that, if and as required by the Act, a declaration and disclosure of the nature and extent of such interest shall have been made, the Director shall have refrained from voting as a Director on the contract or transaction, the contract or transaction shall have been approved by the Directors or by special resolution of the Members of the Association and shall have been reasonable and fair to the Association at the time it was approved.

3.13 Remuneration of Directors

The Directors shall determine the reasonable remuneration from the Association, if any, for their services. The Directors shall be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the Board or any committee thereof. Nothing herein contained shall preclude any Director from serving the Association in any other capacity and receiving remuneration therefor.

3.14 Quorum

Eleven Directors shall constitute a quorum for meetings of the Board of Directors. Presence includes attendance via telephone or other electronic means as permitted in accordance with this by-law.

3.15 Director Removal

(1) The Members of the Association may by ordinary resolution at a special meeting remove any Director or Directors from office. The vote shall be conducted by mail ballot and the motion shall be carried if a majority of the Members voting support the removal.

(2) A Director elected by a class or group of Members that has an exclusive right to elect the Director may only be removed by an ordinary resolution of those Members.

(3) A vacancy created by the removal of a Director may be filled at the meeting of the Members at which the Director is removed or, if not so filled, may be filled by resolution of the Board of Directors.

(4) The Board of Directors shall seek confirmation for the removal of a Director from the Membership or class or group of Members, as applicable, if a Director is absent from four consecutive regular meetings of the Board of Directors unless a leave is approved by the Board of Directors.

3.16 Interim Appointments

Subject to the requirements of the Act, should a position be vacated four months or more before the end of the position's term, the Board of Directors shall offer the position to those nominees for that position who failed to gain office in the previous election. Such positions shall be offered sequentially in descending order of the number of votes received. Should this procedure fail, the President shall solicit nominations from the relevant constituency as soon as practicable, to be followed if necessary by a mail vote by the Membership or by appropriate parts thereof. In all cases of this type, the term of office shall be the balance of the term of the Director(s) vacating the position. Should a position become vacant less than four months before the end of the position's term, the Board of Directors shall decide whether to leave that position unfilled for the balance of its term or to fill it using the procedure herein.

3.17 Agents, Representatives and Attorneys

(1) The Board shall have power to appoint agents or attorneys for the Association in or outside Canada with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

(2) The Board has the power to appoint Members to represent the interests of the Association on committees established under a collective agreement and to other groups, organizations, agencies or events.

SECTION IV – COMMITTEES

4.01 Board Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of Directors.

4.02 Proceedings of Committees

In the exercise of its duties and powers each committee appointed by the Board shall conform to any regulations which may be imposed upon it by the Board, and in the absence of such regulations the proceedings of any such committee shall be governed by the provisions contained in this by-law for regulating the meetings and proceedings of the Board so far as the same may be applicable. Any action taken with the written approval of all members of such committee shall be as valid and effectual as if it had been approved at a meeting of that committee duly called and constituted. Each such committee shall keep a record of its proceedings and report the same to the Board.

4.03 Nominating Committee

(1) The Nominating Committee shall consist of the Past President, who shall chair the committee; the Vice-President; and both one other Director and at least three other Members of the Association who are not Directors, all as selected by the Past President and Vice-President and subject to ratification by the Board of Directors. At least one member of the committee shall be a librarian or archivist.

(2) The Past President and the Vice-President will select the Nominating Committee by October and will present its Membership to the Board of Directors for ratification not later than the middle of November.

(3) The Nominating Committee will solicit nominations from the Board of Directors in November and from the Membership in December or January.

(4) The Nominating Committee shall inform the Board of Directors of the slate of candidates it has developed no later than March 15 and present the slate to the Membership at the annual meeting to be held no later than April 30 each year.

4.04 Executive Committee

(1) The Executive Committee's role is to advise the President and recommend courses of action to the Board of Directors. It advises the President in establishing the agenda for meetings of the Board and of the Members and serves as the personnel committee with respect to the Association's employees. It has the authority conferred on it by the by-laws and by the Board of Directors. In urgent circumstances, it may exercise the powers of the Board of Directors

provided that any such exercise of power must be subsequently confirmed by the Board for it to be effective.

(2) The Executive Committee shall consist of the President, who will chair the Executive Committee, the Vice-President, the Past President, the Treasurer, the Secretary, the Part-Time Director elected by the Part-Time Members of the Association, and three additional Directors elected by the Board of Directors for a one-year term. If possible, the Executive Committee shall include at least one Member from the Librarians and Archivists bargaining unit.

(3) The Executive Committee has the authority to approve the attending of conferences and other events by Members and Association employees.

(4) Decisions made by the Executive Committee shall be reported by the President to the Board of Directors.

SECTION V – OFFICERS

5.01 Election and Succession

(1) The Board may designate the offices of the Association subject to the express requirement in this by-law to have certain offices and to have the officers elected at a Members meeting for those offices. For additional offices established by the Board, if any, the Board may appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act and the express requirements of this by-law, delegate to such officers the power to manage the affairs of the Association. A Director may be appointed to any office of the Association. An officer may but need not be a Director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

(2) The officers of the Association shall be: President, Vice-President, Past President, Treasurer, and Secretary.

(3) The President, Vice-President and Past President shall each shall hold office for one academic year (July 1 to June 30).

(4) The Treasurer and Secretary shall each hold office for two academic years.

5.02 Election of Vice-President

(1). The Nominating Committee shall present to the annual meeting names of not more than three Members to be nominated as a Director at large and for the office of Vice-President. Nominations of Members shall be accepted from the floor of the meeting, with the consent of the person nominated. If there is more than one person nominated as a Director and for the position of Vice-President, voting shall be by mail ballot, each Member voting for one candidate only. Scrutineers shall tally votes and report the results to the Board of Directors. The candidate receiving the largest number of votes shall be declared elected.

(2) If two or more candidates for the position of Director and Vice-President receive the same number of votes, that number being greater than the number received by any other candidate, an Electoral Committee consisting of the incoming, outgoing and continuing Directors shall choose the Vice-President by secret mail ballot from the candidates who received the largest number of votes in the original election. If a further tie results, the incoming Board of Directors shall decide the outcome in such manner as it may determine.

5.03 Appointment of President

The Vice-President who was elected to assume the office of Vice-President in the prior academic year shall be appointed the President in the next following academic year.

5.04 Appointment of Past President

The President who was appointed to assume the office of President in the prior academic year shall be appointed the Past President in the next following academic year.

5.05 Election of the Treasurer and Secretary

(1) The election for the office of Treasurer and of Secretary shall be held at the annual meeting in the year in which the term of the respective office will expire.

(2) The Nominating Committee shall present to the applicable annual meeting names of not more than three Members to be nominated as a Director at large and for the office of Treasurer or Secretary, as the case may be. Nominations of Members shall be accepted from the floor of the meeting, with the consent of the person nominated. If there is more than one person nominated as a Director and for the position of Treasurer or Secretary, as applicable, voting shall be by mail ballot, each Member voting for one candidate only. Scrutineers shall tally votes and report the results to the Board of Directors. The candidate receiving the largest number of votes shall be declared elected.

(3) If there is a tie in the number of votes cast for two or more candidates for either office, the Board of Directors shall choose the successful candidate on the same basis and using the same procedure as described in 5.02(2), adjusted as applicable.

5.06 Vacancies in the Office of the President or Vice-President

(1) If a mid-term vacancy occurs in the office of the President, the Vice-President shall become President, and shall serve in that office for the balance of the academic year in which the vacancy occurred and for the immediately following academic year.

(2) If a mid-term vacancy occurs in the office of the Vice-President as a result of his or her assumption of the office of President in any academic year, and there is no Vice-President elect, a special meeting of Members shall be called by the Board of Directors for the purpose of holding a special election to fill the vacancy. The person elected, or the Vice-President elect (as the case may be), shall hold the office for the balance of the academic year in which the vacancy occurred.

(3) If a vacancy occurs in the office of Vice-President as the result of any other reason than in 5.06(2), and there is no Vice-President elect, a special meeting of Members shall be called by the Board of Directors for the purpose of holding a special election to fill the office for the balance of the academic year in which the vacancy occurred. If a vacancy occurs in the office of Vice-President as the result of any other reason than in 5.06(2) and there is a Vice-President elect, then the Vice-President elect shall immediately become Vice-President and serve for the balance of the academic year.

(4) A quorum of the Board of Directors may fill a vacancy in the office of the Vice-President on an interim appointment basis pending the holding of a special election. If the Members fail to elect the Vice-President through the special election specified in 5.06(2) and 5.06(3), the Board

of Directors shall call an additional special meeting of Members wherein nominations will be received and an election held for the office of Vice-President.

(5) A Vice-President who takes office under these provisions becomes President and Past President under the process specified in 5.03 and 5.04.

(6) These provisions take priority over the general provisions in 3.16.

5.07 Simultaneous Vacancies in the Offices of President and Vice-President

(1) Notwithstanding 5.06, if a simultaneous vacancy occurs in the offices of President and Vice-President, the Board of Directors shall call a special election, to be held as soon as practicable, to fill the vacancies. The persons elected to these directorships and offices shall hold office for the balance of the academic year in which the vacancies occurred and then otherwise as provided for in this by-law.

(2) Until the election is held, the Past President shall be President. If the annual election for the succeeding academic year has taken place, this rule shall not apply. In that case, the Past President shall act as President until the end of the academic year. At the beginning of the immediately succeeding academic year the rules in 5.06 shall apply. In either case, in the absence of a Past President, the Board of Directors shall meet and shall designate one of its members to be President during the interim period.

5.08 Vacancy from Office

(1) Unless an officer has been removed, an officer shall hold office until the earlier of the end of the term of the office or the officer's resignation, death or ceasing to be a Member.

(2) On a vacancy in the office of Treasurer or Secretary, the Board shall forthwith call a special meeting of Members to hold an election to fill the vacancy. The nomination procedure described in 5.05 shall apply with necessary adjustment. If the Board fails to call the special meeting, any Member may call the meeting. The Member who fills the vacant office shall hold office for the unexpired term of his or her predecessor unless otherwise specified in this by-law.

5.09 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the duties associated with the offices of the Association are specified in By-Law No. 2.

5.10 Duties of Other Officers

The powers and duties of any other officers of the Association shall be such as the terms of their engagement call for or as the Board may prescribe.

5.11 Variation of Duties

The Board may vary, add to or limit the powers and duties of any officer.

5.12 Officer Removal and Resignation

(1) The grounds for removal of an officer of the Association who is not also a director shall be any one of the grounds in the current edition of the *Standard Code of Parliamentary Procedure* under “Removal of Officers”. For example, grounds might include gross neglect of duties, inability to perform duties due to illness, breach of confidentiality, failure to conform to the terms of a collective agreement, failure to follow the instructions of the Board or of an annual or special meeting, or a pattern of abusive or threatening behaviour. Simply holding a minority view on a particular issue shall not be grounds for removal.

(2) Removal procedures shall be initiated when either (a) five Directors or (b) fifty Members of the Association have presented the President with a petition calling for the removal of an officer. Such a petition shall include the grounds for removal and present substantiating evidence.

(3) If the President receives such a petition, he or she will call a Board meeting within thirty days. If a quorum is not met at that meeting, additional meetings will be called until quorum is met.

(4) The officer who is the subject of the petition may elect to attend the Board meeting at which his or her removal is being discussed and may be accompanied by an academic colleague of her or his choosing.

(5) The Board may authorize an independent investigation using a professional investigator.

(6) The Board can remove an officer by a two-thirds majority of those voting. Such removal is effective immediately.

SECTION VI – PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

6.01 Duties of Directors and Officers

Every Director and officer in exercising such person's powers and discharging such person's duties shall act honestly and in good faith with a view to the best interests of the Association and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and officer of the Association shall comply with the Act, the Regulations, Articles and by-laws and policies of the Association.

6.02 Limitation of Liability

No Director or officer, including former Directors and officers, shall be liable for the acts, receipts, neglects or defaults of any other Director, officer or employee, or for joining in any receipt or other act, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Association shall be deposited, or for any loss occasioned by any error or judgment or oversight on his or her part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of his or her office or in relation thereto; unless the same are occasioned by the Director or officer's own wilful neglect or default or otherwise result from the Director or officer's failure to act in accordance with the Act and the Regulations thereunder or from liability for any breach thereof.

6.03 Indemnity

Subject to the Act, the Association shall indemnify a Director or officer, a former Director or officer, or a person who acts or acted at the Association's request as a Director or officer of a body corporate of which the Association is or was a shareholder or creditor, or a member or former member of the Association's committees, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a part by reason of being or having been a Director or officer of the Association or body corporate or a committee member or former committee member, if (a) he or she acted honestly and in good faith with a view to the best interests of the Association or, as the case may be, to the best interests of the other entity for which the individual acted, and (b) in the case of a criminal or administrative action or proceeding enforced by a monetary penalty, he or she had reasonable grounds for believing that his conduct was lawful. The Association shall also indemnify that person in such other circumstances as the Act or law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

6.04 Insurance

Subject to the Act, the Association may purchase and maintain such insurance for the benefit of any person referred to in 6.03 as well as for the benefit of employees of the Association as the Board may from time to time determine.

SECTION VII – MEMBERS

7.01 Membership Conditions

(1) All members in good standing of the bargaining units covered by Certificates 4482-97 (Faculty) and 3846-03-R (Librarians and Archivists) as defined by the Ontario Labour Relations Board (including any amendment to the scope of those units contained in a Collective Agreement) and members in good standing of any bargaining units certified in the future and represented by the Association shall be deemed to be Members of the Association for the duration of their membership in the applicable bargaining units. An individual who is a member of a bargaining unit represented by the Association who does not wish to be a member of the Association may opt out of Membership by completing and submitting to the Board of Directors the opt out form prescribed by the Board.

(2) As set out in the Articles, each Member is entitled to receive notice of, attend and vote at all meetings of members and each such Member shall be entitled to one vote at such meetings. Voting for the Directors and officers of the Association shall be the exclusive right of the Members subject to the voting rules set out in Section III and Section V.

7.02 Membership Transferability

Membership may not be transferred.

7.03 Notice of Members Meeting

Notice of the time and place of a meeting of Members shall be given to each Member entitled to attend at the meeting by the following means:

- (a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

7.04 Annual Meetings

An annual meeting of Members shall be held at such time in each year as the Board may from time to time determine, provided that the annual meeting must be held not later than fifteen months after holding the preceding annual meeting but no later than six months after the end of the Association's preceding financial year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Association required by the Act to be presented at the meeting, electing Directors, appointing the Public Accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

7.05 Other Members Meetings

(1) The President, Secretary, or a majority of the Board may convene a special meeting of the Members at any time or place for business relating to the affairs of the Association.

(2) In accordance with section 167 of the Act, at the written request of at least fifteen Members, the Board must call a special meeting to deal with the business stated in the written request. If the Board does not call a meeting within twenty-one days after receiving the requisition, any Member who signed the written request may call the meeting.

7.06 Frequency of Members Meetings

At least one Members meeting shall be held in each of the Fall and Winter terms of the academic year.

7.07 Absentee Voting

(1) Pursuant to section 171(1) (Absentee Voting) of the Act, a Member entitled to vote at a meeting of Members may, if such a method of voting is made available for a vote, vote by

- (a) mailed-in ballot,
- (b) means of a telephonic, electronic or other communication facility; or
- (c) proxy by appointing in writing a proxyholder and one or more alternate proxyholders.

(2) The procedure adopted for the processing of a mailed-in ballot must ensure that the procedure enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each Member voted.

(3) Voting by use of a telephonic, electronic or other communication facility must enable the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each Member voted.

(4) Pursuant to section 171(1) of the Act, a Member entitled to vote at a meeting of Members may vote by proxy by appointing in writing a proxyholder and one or more alternate proxyholders, who are not required to be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- (b) a Member may revoke a proxy by depositing an instrument or act in writing executed by the Member or by his or her agent
 - (i) at the registered office of the Association no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - (ii) with the chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- (c) a proxyholder or an alternate proxyholder has the same rights as the Member by whom he or she was appointed, including the right to speak at a meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting

instructions from more than one Member, to vote at the meeting by way of a show of hands;

(d) if a form of proxy is created by a person other than the Member, the form of proxy shall

(i) indicate, in bold-face type, the meeting at which it is to be used, that the Member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on his or her behalf at the meeting, and instructions on the manner in which the Member may appoint the proxyholder,

(ii) contain a designated blank space for signing and dating the form of proxy,

(iii) provide a means for the Member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,

(iv) provide a means for the Member to specify that the Membership registered in his or her name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a Public Accountant and the election of Directors,

(v) provide a means for the Member to specify that the Membership registered in his or her name is to be voted or withheld from voting in respect of the appointment of a Public Accountant or the election of Directors, and

(vi) state that the Membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the Member, on any ballot that may be called for and that, if the Member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the Membership is to be voted accordingly;

(e) a form of proxy may include a statement that, when the proxy is signed, the Member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the Membership in respect of each matter or group of related matters;

(f) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and

(g) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

7.08 Membership Dues

There are no Membership dues levied on Members other than as negotiated in the collective bargaining process.

7.09 Termination of Membership

A Membership in the Association is terminated when a Member fails to maintain any qualifications for membership described in 7.01 or opts out of membership or the Association is liquidated or dissolved under the Act.

7.10 Effect of Termination of Membership

Subject to the Articles, upon any termination of Membership, the rights of the Member, including any rights in the property of the Association, automatically cease to exist.

7.11 Nomination and Election of Directors

- (1) The Nominating Committee shall present to the annual meeting a slate of names for the vacancies on the Board of Directors.
- (2) Other nominations shall be accepted from the floor of the meeting, with the consent of the person nominated.
- (3) Voting shall be by mail ballot. Members shall cast votes for each Director position they are eligible to vote for in accordance with 3.04 and each Director/officer position as specified in 5.02 and 5.05.
- (4) Scrutineers shall tally votes and report to the Board of Directors the number of votes received by each nominee.
- (5) If two or more candidates receive the same number of votes, and if the tie affects the composition of the Board of Directors or the duration of a term, an Electoral Committee consisting of the incoming, outgoing and continuing members of the Board of Directors shall break the tie by mail ballot. If a further tie results, the incoming Board of Directors shall decide the outcome in such manner as it may determine. In the event of a tie among unsuccessful candidates, the incoming Board of Directors shall establish the order in which runners-up will be invited to fill such vacancies as may occur.
- (6) Where two or more at-large positions of the same type are to be filled, that number of nominees receiving the most votes shall be declared elected. If these positions differ in length of term, the nominee(s) receiving the most votes shall serve the longer term(s).
- (7) All candidates shall be informed of the number of votes cast for each candidate.

7.12 Member Proposals

A Member entitled to vote at an annual meeting of Members may:

- (a) submit to the Association notice of any matter that the Member proposes to raise for decision at the annual meeting, referred to in this section as a “proposal”; or
- (b) discuss, without decision, at the annual meeting any matter with respect to which the Member would have been entitled to submit a proposal.

The Member who submitted the proposal shall pay the cost of including the proposal and any statement (a description of the proposal) in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the Members present at the meeting.

7.13 Place of Members Meeting

Subject to compliance with section 159 (Place of Members Meetings) of the Act, meetings of the Members may be held at any place within Canada determined by the Board.

7.14 Persons Entitled to be Present at Members Meetings

The only persons entitled to be present at a meeting of Members shall be those persons who are Members of the Association at the record date and the Public Accountant of the Association and such other persons who are entitled or required under any provision of the Act, Articles or by-laws of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members.

7.15 Record Date

The Board may fix, as a record date for any of the following purposes, a date that is within the period that is prescribed under the Act in relation to that purpose, namely, record dates for

- (a) determining Members entitled to receive notice of a meeting of Members;
- (b) determining Members entitled to vote at a meeting of Members;
- (c) determining Members entitled to participate in a liquidation distribution; or
- (d) determining Members for any other purpose.

In the absence of fixing such a date, the record date for (a) shall be the date notice is given and for (b) shall be the date the meeting is held.

7.16 Chair of Members Meetings

(1) An elected Speaker shall chair all annual and special meetings of the Association. If the Speaker is unable to attend a meeting, the President shall appoint a Speaker *pro tem* for that meeting.

(2) The Speaker shall be a Member of the Association.

(3) The Speaker, other than a Speaker *pro tem*, may not hold any other position within the Association during his tenure as Speaker.

(4) The term of office is one year, beginning July 1. An incumbent may stand for re-election.

(5) Nominations for this position may come from the general Membership as well as from the Nominating Committee and are brought forward at the annual Meeting of the Association. Candidates for the position must produce a statement of qualification for circulation to the Members before an election.

(6) The Speaker shall be elected by mail ballot.

7.17 Quorum at Members Meetings

Twenty-five Members of the Association shall constitute a quorum for a regular Members Meeting.

7.18 Votes to Govern at Members Meetings

At any meeting of Members every question shall, unless otherwise provided by the Articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote. Subject to the Act, any question at a meeting of Members shall be decided by a show of hands unless a ballot is required or demanded with respect to such question. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of such question and the result of the vote so taken shall be the decision of the Members upon such question.

7.19 Ballot

On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, the chair may require, or any person entitled to vote on the question may demand, a ballot thereon. A ballot so required or demanded shall be taken in such manner as the chair shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. The result of the ballot so taken shall be the decision of the Members upon such question.

7.20 Adjournment

Subject to the Act, the chair at a meeting of Members, with the consent of the meeting and subject to such conditions as the meeting may decide, may adjourn the meeting from time to time and from place to place. If a meeting of Members is adjourned for less than thirty days, it will not be necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that it is adjourned. Subject to the Act, if a meeting of Members is adjourned by one or more adjournments for an aggregate of thirty days or more, notice of the adjourned meeting shall be given as for an original meeting.

7.21 Voting Procedures

- (1) All mail votes and elections will be by secret ballot.
- (2) Ballots will be available electronically or by campus mail to Members of the Association.

(3) To provide for possible recounts, an unaltered file of the electronic votes will be kept on a secure server for six months after the counting of the ballots. This file will be deleted after six months unless otherwise ordered by the Board of Directors. Paper mail ballots will be collected and stored by the Association's administrative staff and will be destroyed six months after the counting of the ballots unless otherwise ordered by the Board of Directors.

(4) For Board of Directors elections, the ballot count will be undertaken by one or more scrutineers who shall be appointed by the President, or, in the absence of the President, the Vice-President. The scrutineers shall not be candidates for any position subject to election at the meeting. For all other electronic and paper mail ballots, the count shall be undertaken by the Secretary.

(5) When a paper mail ballot count is to take place, the ballots will be checked off against a master list of Members of the Association, after which the outer envelope shall be discarded.

(6) For paper mail ballots, the inner envelopes will then be collected and opened in a separate place, and the vote recorded twice.

(7) For electronic ballots, voting will be conducted on a secure site separate from the University, with anonymity and security preserved by means of appropriate passwords and encryption. Procedures for electronic balloting are subject to approval by the Board.

(8) In the event of a tie on a mail ballot on a motion, the motion shall have failed.

(9) Any Member may apply to the Board of Directors for a recount of a ballot within two weeks of the announcement of the results. The Board of Directors shall decide whether or not a recount is warranted, and may instruct that a recount be conducted. Any recount ordered by the Board of Directors shall be conducted by Members of the Association who have not hitherto been involved in the counting of the ballot and who are not candidates for office. The Board of Directors shall make necessary arrangements and shall appoint at least two Members to conduct the recount. The results of the recount shall be binding.

(10) Where lack of quorum prevents a vote at any meeting on a motion announced in the agenda, such a vote may, at the decision of the Board, be decided by electronic or paper mail ballot.

7.22 Additional Procedures for Voting

(1) For elections, candidates may provide a statement containing up to 200 words outlining their experience and up to 200 words explaining their platform. The statement is due to the President two business days after the candidate's nomination. The statement will be made available to the voters.

(2) For mail ballot votes, proponents and opponents of the motion may provide a statement containing up to 500 words. The statement may include a link to material on the internet. The statement is due to the Secretary four business days after the announcement of the vote. The statement will be made available to the voters unless multiple statements are provided for the same position on the motion, in which case the Secretary shall determine which statement or

statements to make available.

(3) When surveys, elections, or votes conducted online are complete, the results shall be downloaded from a secure server by an employee of the Association. If 7.21(4) applies this shall be in the presence of those responsible for determining the results. If 7.21(4) does not apply this shall be in the presence of the Secretary.

7.23 Mail Ballots

Any matter which arises for decision at a meeting of Members may be decided instead by a mail ballot if approved by an ordinary resolution of Members in attendance at the Members meeting.

7.24 Disagreements as to Procedure

Disagreements as to procedure at meetings and about the holding of meetings, to the extent not resolved by the Act and the by-laws, will be settled by reference to the current edition of the *Standard Code of Parliamentary Procedure*.

SECTION VIII – NOTICES

8.01 Method of Giving Notices

Any notice (which includes any communication or document), other than notice of a meeting of Members or a meeting of the Board of Directors, to be given (which includes sent, delivered or served) pursuant to the Act, the Articles, the by-laws or otherwise to a Member, Director, officer or member of a committee or to the Public Accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Association or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Association in accordance with section 128 (Notice of Directors) or 134 (Notice of Change of Directors);
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, officer, Public Accountant or member of a committee in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or officer of the Association to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.02 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of sending the notice shall be excluded and the date of the meeting or other event shall be included. For periods of seven or fewer days, non-business days shall be excluded.

8.03 Omissions and Errors

The accidental omission in any notice given to any Member, Director, officer, Public Accountant or member of a committee or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

8.04 Waiver of Notice

Any Member or other person entitled to attend a meeting of Members, Director, officer, Public Accountant or member of a committee may at any time waive any notice, or waive or abridge the time for any notice, required to be given to him or her under the Act, the regulations, the Articles, the by-laws or otherwise, and that waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving or in the time of the notice, as the case may be. Any such waiver or abridgement shall be in writing, except a waiver of notice of a meeting of Members or of the Board or a committee, which may be given in any manner.

SECTION IX – GENERAL PROVISIONS

9.01 Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this or any other by-law of the Association shall not affect the validity or enforceability of the remaining provisions of the by-law.

9.02 Board Policies

The Board may adopt, amend, or repeal such policies that are not inconsistent with the by-laws of the Association relating to the management and operation of the Association as the Board may deem appropriate from time to time. Any policy adopted by the Board shall continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

9.03 Mediation and Arbitration

Disputes or controversies among Members, Directors, officers, committee members or volunteers of the Association are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in 9.04.

9.04 Dispute Resolution Mechanism

(1) In the event that a dispute or controversy among Members, Directors, officers, committee members or volunteers of the Association arising out of or related to the Articles or by-laws or out of any aspect of the operations of the Association is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the Members, Directors, officers, committee members or volunteers of the Association as set out in the Articles, by-laws or the Act, and as an alternative to such person instituting legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

(a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in an attempt to mediate a resolution.

(b) The number of mediators may be reduced from three to one or two upon agreement of the parties.

(c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial legislation governing domestic arbitrations in force in the province where the registered office of the Association is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

(2) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

9.05 Affiliations

(1) The Association may affiliate with international, national, provincial and regional organizations for the advancement of the interests of the Membership. Proposed new affiliations, as well as proposed disaffiliations, shall be subject to a mail ballot among Members of the Association and the issue shall be decided by a two-thirds majority of those voting.

(2) Pursuant to the by-laws of the Canadian Association of University Teachers (CAUT), members of the Association are Individual Affiliated Members (Class D) of CAUT.

SECTION X – ARTICLES AND BY-LAWS

10.01 Amendment of Articles

The Articles of the Association may only be amended if the amendment is sanctioned by a special resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

10.02 By-laws

(1) Subject to the Act, the Board may from time to time enact by-laws relating in any way to the Association or to the conduct of its affairs, and may from time to time by by-law amend, repeal or re-enact the by-laws. The effective date of the by-law, amendment or repeal is the date when the Directors approved it.

(2) Subject to the Act, any new by-law, amendment, repeal or re-enactment passed by the Directors must be submitted to the Members at the next Members meeting. The threshold for confirmation by the Members is a two-thirds majority of the Members voting on the resolution. If the Members reject the resolution, the new by-law, amendment, repeal or re-enactment will cease to have effect on the date of the Members meeting. If the by-law, amendment, repeal or re-enactment ceases to have effect, a subsequent resolution of the Directors that has substantially the same purpose or effect must be confirmed or confirmed as amended by the Members before it is effective.

(3) A Board resolution is not required to make, amend or repeal any by-law which is made pursuant to subsection 197(1) of the Act.

10.03 Repeal of Former By-laws and Constitution

(1) The Constitution and by-laws enacted prior to the by-law herein are hereby repealed and replaced by this by-law.

(2) The repeal of the Constitution and the by-laws enacted prior to this by-law shall not affect the previous operations of the Constitution and prior by-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such Constitution or by-law prior to its repeal. All officers and persons acting under such Constitution or by-laws so repealed shall continue to act as if appointed under the provisions of this by-law. All Board or Members resolutions, with continuing effect, passed under the repealed Constitution or by-laws shall continue to be valid, except to the extent inconsistent with this by-law, and until amended or repealed.

10.04 Amendments Requiring Special Resolution under Section 197(1)

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make amendments to 7.01, 7.02, 7.03, and 7.06 of the by-laws if those amendments constitute a fundamental change under the Act.

ADOPTED BY RESOLUTION by the Board on the **25** day of **September, 2020**.

Beth MacDougall-Shackleton
President

Vicki Olds
Secretary

CONFIRMED by the Members in accordance with the Act on the **24** day of **November 24, 2020**