

UNIVERSITY OF VICTORIA FACULTY ASSOCIATION BYLAWS

Revised November 17, 2010

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1 Interpretation

- 1.1 “Active Member” means those Members listed in Article 2.3.
- 1.2 “Association” means the University of Victoria Faculty Association.
- 1.3 “Executive Committee” means the Committee established by Article 6.1.
- 1.4 “JCAA” means the Joint Committee on the Administration of the Agreement established by Section 75.0 of the Framework Agreement.
- 1.5 “Framework Agreement” means the agreement between the University of Victoria Faculty Association and the University of Victoria regarding the terms and conditions of employment of the Association’s Members dated for reference December 19th, 2000, as amended from time to time.
- 1.6 “Member” means the Members of the Association described in Article 2.
- 1.7 “Ordinary General Meeting” means every meeting of the Association other than an Annual General Meeting.
- 1.8 “Ordinary Resolution” means a resolution passed in general meeting by the members of the Association by a simple majority of the votes cast.
- 1.9 “Requisitionists” means at least 10% of the Active Members of the Association in good standing.

- 1.10 “Special Resolution” means
- a) a resolution passed in a General Meeting by a majority of not less than 75% of the votes of those members of the society who, being entitled to do so, vote in person or, if proxies are allowed, by proxy
 - i. of which the notice that the bylaws provide, and not being less than 14 days’ notice, specifying the intention to propose the resolution as a special resolution has been given or
 - ii. if every member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days’ notice has been given,
 - b) a resolution consented to in writing by every member of the society who would have been entitled to vote on it in person or, if proxies are allowed, by proxy at a General Meeting of the society, and a resolution so consented to is deemed to be a special resolution passed at a General Meeting of the society, or
 - c) if a society has adopted a system of indirect delegate voting, voting by mail or electronic voting, a resolution passed by at least 75% of the votes cast in respect of the resolution, or
 - d) an extraordinary resolution passed before January 5, 1978.
- 1.1 “University” means the University of Victoria.
- 2. Membership**
- 2.1 Membership shall consist of Active Members and Honorary Life Members.
- 2.2 Only Active Members in good standing shall have voting privileges.
- 2.3 Subject to Article 3.2 of the Framework Agreement, Active Members include:
- i. Persons holding tenured appointments or appointments with eligibility for tenure as Assistant Professor, Associate Professor, or Professor,
 - ii. Persons holding a probationary or confirmed Regular or Limited Term Librarian Appointment,
 - iii. Archivists,
 - iv. Senior Instructors,
 - v. Persons appointed for a term of more than one year,
 - vi. Artists in Residence,
 - vii. Lecturers,
 - viii. Retired Active members who continue to pay prescribed Association dues, fees, and assessments as identified in Article 3.3, and
 - ix. Others whom the Association may wish to admit.
- 2.4 Honorary Life Membership shall be given to:
- i. Retired Members of the Association with at least three years of employment at the University of Victoria;
 - ii. Others whom the Association may wish to honour.
- 2.5 Application for Membership should be made in writing to the Association office.
- 2.6 Every Member shall uphold the Constitution and comply with the Bylaws.
- 2.7 A Member will be considered in good standing for each membership year unless said member is in default of dues. The membership year shall run from July 1st to June 30th.
- 2.8 A person shall cease to be a Member of the Association by delivering a resignation in writing to the Association and the University. In such circumstances, the University will continue to

deduct and remit the aggregate amounts of current dues, fees, and assessments to the Faculty Association Scholarship Fund under Article 4.2 of the Framework Agreement.

2.9 A person shall also cease to be a Member of the Association:

- i. On death;
- ii. On having been a Member not in good standing for 12 consecutive months, unless such person has been expressly excused by the Executive Committee from the payment of dues, fees, and assessments;
- iii. On being expelled by a Special Resolution of the Members at an Ordinary General Meeting. In such cases, the Notice of Special Resolution for Expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The person who is the subject of the Proposed Resolution for Expulsion shall be given an opportunity to be heard at an Ordinary General Meeting before the Special Resolution is put to a vote.

3. Dues

- 3.1 Honorary Life Members shall be exempt from the payment of annual dues.
- 3.2 Dues of all Active Members shall be paid by monthly salary deductions.
- 3.3 Retired Active Members shall pay annual, in advance, \$100 and are not subject to Articles 3.4, 3.5, and 3.6 of the Bylaws.
- 3.4 Members shall pay dues to the Association based on the current CAUT fees and CUFA/BC fees plus a mill-rate of 5.0 applied to the Member's current base salary per month.
- 3.5 The dues for Active Members include the current fee for membership in CAUT.
- 3.6 The dues for Active Members include the current fee for membership in the Confederation of University Faculty Associations of British Columbia (CUFA/BC).

4. Association Meetings

- 4.1 The Annual General Meeting of the Association shall be called by the President annually in April. Ordinary General Meetings shall be called from time to time at the discretion of the Executive Committee.
- 4.2 An Ordinary General Meeting may be called at any time by the Executive Committee, or on the demand of not less than 10% of the Active Members in good standing (the "Requisitionists"), by notice served upon the President, stating in writing the reason for calling the meeting, and signed by the Requisitionists. The notice may consist of several documents in like form each signed by one or more Requisitionists.
- 4.3 Not less than 14 days' notice in writing must be given all members of the Association of all Ordinary General Meetings. The agenda of the meeting shall be sent to all members of the Association not less than 4 University working days before the meeting.
- 4.4 A quorum at Meetings of the Association is 20 Active Members.
- 4.4.1 Business, other than the election of a Chair and the adjournment or termination of the meeting, must not be conducted at a Meeting at a time that a quorum is not present.
- 4.4.2 If at any time during a meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.5 Any Member of the Association may submit a written Notice of Motion to the Executive Committee for an Ordinary Resolution or a Special Resolution.

- 4.5.1 Except for motions regarding amendments to the Constitution or Bylaws, which are dealt with in Section 5.4, the motion must then be included on the agenda of the next Ordinary General Meeting occurring after 21 days or more, or after a lesser time at the discretion of the Executive Committee.
- 4.5.2 The Executive Committee shall bear the responsibility for meeting the proper deadlines of notifications for the said Ordinary or Special Resolution.
- 4.6 Delivery of a notice to a Members University of Victoria campus mailing address shall constitute proper serving of notice. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.
- 4.7 Any meeting postponed because of the lack of quorum shall be reconvened within 10 University working days but not sooner than 24 hours. If at the reconvened meeting a quorum is not present within 15 minutes from the time appointed for the meeting, the Members present shall constitute a quorum.
- 4.8 Subject to Article 4.9, the President shall preside as Chair of General Meetings.
- 4.9 In the absence of the President from a duly announced meeting, the Director next in line according to Article 6.1 of the Bylaws will take the Chair. In the absence of all Members of the Executive Committee, that Member present senior in years of service at the University of Victoria will preside. As its first item of business, the meeting will elect a temporary Chair.
- 4.10 In committee meetings a simple majority shall comprise a quorum.
- 4.11 Meetings will be conducted in accordance with the latest edition of Roberts Rules of Order.
- 4.12
 - i. An Ordinary General Meeting may be adjourned from time to time and from place to place, but no business shall be transacted at a meeting once adjourned and reconvened other than the business left unfinished at the meeting from which the adjournment took place.
 - ii. Where a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given.
 - iii. Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned Ordinary General Meeting.
- 4.13 Normally, a schedule of meetings will be distributed every September.

5. Association Voting

- 5.1 The Nominations and Elections Committee shall appoint scrutineers for all Association voting.
- 5.2 All elections shall be determined by a plurality of all ballots cast.
- 5.3 Voting at Meetings
 - 5.3.1 At all meetings, voting shall be by show of hands or by ballot. There shall be no voting by proxy.
 - 5.3.2 An Active Member in good standing is entitled to one vote.
 - 5.3.3 Voting at an Ordinary General Meeting or the Annual General Meeting shall be by secret ballot when approved by a majority in attendance by ordinary resolution.
- 5.4 Other Voting
 - 5.4.1 Voting shall be done by mail ballot or electronic ballot in the following cases:

- i. approval of amendments to the Framework Agreement,
- ii. approval of negotiated Salary Settlement,
- iv. The Constitution and Bylaws may be amended by a Special Resolution presented at any General Meeting and approved by at least 75% of the votes cast in a mail or electronic ballot,
- v. to elect members of the Executive Committee and other committees when a number of nominations exceeds the number of positions to be filled,
- vi. when approved by a majority in attendance at a meeting by ordinary resolution, and
- vii. when determined by resolution of the Executive Committee.

5.4.2 The election of Directors shall be conducted by mail ballot or electronic voting and shall follow these procedures:

- i. A call for Nominations will be sent to all Members of the Association normally a minimum of eight (8) weeks in advance of the Annual General Meeting.
- ii. The nominations will be presented to the Executive Committee and then announced to the Association Membership by mail on or before April 1st of each year.
- iii. At the Annual General Meeting, the nominations will be announced again, and the floor will be open for further nominations.
- iv. Ballots containing the names and positions of all the persons nominated will be prepared and mailed to the Membership within two weeks after the Annual General Meeting when a number of nominations exceeds the number of positions to be filled.
- v. Members shall return their ballots, duly marked but not signed, in a sealed and unidentified envelope, itself enclosed in a separate envelope on which the Member has been clearly identified. Ballots shall be returned within 21 Days of mailing.
- vi. Ballots will be counted by the scrutineers, who shall publish the election results in a special bulletin to Members within 7 days of the balloting deadline.

5.4.3 All other mail voting as per 5.4.1 i-iii.

6. Directors

6.1 The Directors of the Association constitute the Executive Committee as follows:

- i. President
- ii. Vice-President
- iii. Secretary
- iv. Treasurer
- v. Six additional Members, one of whom shall be the immediate Past President, if available, and two of whom shall be faculty members at the Assistant or Associate level, Librarian or Senior Instructor who were appointed to the University of Victoria Faculty fewer than nine years prior to their election to the Executive Committee. In the case of elections, the two latter positions can only be contested by other faculty members at the Assistant or Associate level or Senior Instructor who were appointed to the University of Victoria Faculty fewer than nine years prior to their election to the Executive Committee.
- vi. A Librarian

- vii. A Senior Instructor
- viii Chair, Advising and Dispute Resolution Committee
- 6.2 Directors listed in (i) through (vii) shall have 2-year terms of office from May 1st to April 30th.
- 6.3 All Members of the Executive Committee shall be Active Members of the Association in good standing.
- 6.4 It shall be the duty of the Executive Committee to carry on business on behalf of the Association between meetings and to investigate and report on matters of interest to the Association. The Executive Committee shall bear the responsibility for supervision of negotiations between the Association and other persons or organizations.
- 6.5.1 The Association may upon the resolution of the Executive Committee and the courts approval, indemnify a Director or former Director of the Association and his or her heirs and personal representatives, against all costs, charges, expenses, including an amount paid to settle an action or satisfy a judgement, actually and reasonably incurred by him or her, in a civil, criminal or administrative action or proceeding to which he or she is made a party because of being or having been a director, including an action brought by the Association provided that:
 - i. he or she acted honestly and in good faith with a view to the best interests of the Association, and
 - ii. in the case of a criminal or administrative action or proceeding, he or she had reasonable grounds for believing his or her conduct was lawful.
- 6.5.2 The Association may upon the resolution of the Executive Committee indemnify persons, other than Directors, against all costs, charges, expenses, including an amount paid to settle an action or satisfy a judgement, actually and reasonably incurred by him or her, in a civil, criminal or administrative action or proceeding to which he or she is made a party because of his or her acts or omissions on behalf of the Association.
- 6.6 The Directors authorized to sign cheques shall be any two of the President, the Vice-President, the Treasurer.
- 6.7 The Members may by Special Resolution remove a Director before the expiration of the Directors term of office, and may elect or, by Ordinary Resolution, appoint a successor to complete the term of office.
- 6.8 The Association may on resolution of the Executive Committee purchase and maintain liability insurance for Directors, Officers, Committee Members and others the Executive Committee determines. The cost of all such insurance shall be paid by the Association.
- 7. Duties of Directors**
- 7.1 The Directors may exercise all such powers and do all such acts and things as the Association may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in general meeting, but subject, nevertheless, to the provisions of:
 - i. all laws affecting the Association,
 - ii. these Bylaws, and
 - iii. rules, not being inconsistent with these Bylaws, which are made from time to time by the Association in general meeting.

- 7.2 No rule, made by the Members of the Association at a meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 7.3 **The President is the Chief Executive Officer of the Association and shall supervise the other Directors in the execution of their duties. The duties of the President are:**
- i. to preside at all meetings of the Association and of the Executive Committee;
 - ii. to call the meeting to order at the appointed time;
 - iii. to announce in its proper order the business which should come before the assembly;
 - iv. to assign the floor to members who desire to speak;
 - v. to state clearly all motions that have been proposed and seconded and to restate, any motion not clearly phrased, providing such changes be acceptable to the proposer;
 - vi. to explain the effect of a motion, if necessary;
 - vii. to restrict discussion to the question before the assembly;
 - viii. to appoint a Parliamentarian for each meeting of the Association and if none is appointed, to answer all parliamentary inquiries and to decide points of order and questions of privilege as soon as they arise, and where helpful to comment on the matter before the assembly;
 - ix. to restate the exact question upon which the assembly is to vote when discussion on a question has ceased or has been closed by a motion to that effect, and to put the question to a vote;
 - x. to vote in case of a tie when authorized by the Bylaws;
 - xi. to state the vote and the result of the vote;
 - xii. to sign all acts or orders necessary to carry out the will of the assembly;
 - xiii. to act as the representative of the organization to outside persons or to other organized bodies whenever necessary;
 - xiv. to represent the Association at meetings of the CAUT;
 - xv. to be authorized to sign cheques on behalf of the Association, and
 - xvi. to ensure that all committees of the Association meet to carry out their duties;
 - xvii. to appoint the members of the JCAA described in Article 9.2 vi.
- 7.4 **The duties of the Vice-President are:**
- i. to carry out the duties of the president during his/her absence;
 - ii. to fulfill the ordinary duties of a member of the Executive;
 - iii. to convene the Advising and Dispute Resolution Committee;
 - iv. to be authorized to sign cheques on behalf of the Association.
- 7.5 **The duties of the Secretary are:**
- i. to ensure that minutes of the proceedings of meetings; and of the Executive Committee are prepared and maintained;
 - ii. to serve as Editor of the Association Newsletter;
 - iii. to fulfill the ordinary duties of a member of the Executive Committee.
- 7.6 **The duties of the Treasurer are:**
- i. on behalf of the Executive Committee, to present a preliminary budget, in writing, at an Ordinary General Meeting no later than November 30th for the fiscal year beginning the next February 1st;

- ii. to present a final budget at the Annual General Meeting in April, at which the certified financial statement on the previous fiscal year will also be presented;
- iii. to ensure that accurate financial records are kept for the Association, including books of account, necessary to comply with the Society Act, and that financial statements are rendered to the Executive Committee and others when required;
- iv. to act as disbursing officer of the Association, except that the authority to sign cheques is as defined in Article 6.7 of the Bylaws;
- v. to fulfill the ordinary duties of a member of the Executive Committee;
- vi. to convene the Compensation and Benefits Committee;
- vii. to be authorized to sign cheques on behalf of the Association.

8. Executive Committee Meetings and Voting

- 8.1 Meetings of the Executive Committee shall be called by the President or the Vice-President or any two members of the Executive Committee.
- 8.2 The Executive Committee may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meeting and proceedings as they see fit.
- 8.3 The Executive Committee may
 - i. hold meetings by telephone or other communications medium by which all directors participating in the meeting are able to communicate with each other, and
 - ii. may transact any necessary business of the Association by such conference call or other communications medium.
- 8.4 A simple majority of the members of the Executive Committee shall constitute a quorum.
- 8.5 A director who may be absent temporarily from British Columbia may send or deliver to the address of the Association a waiver of notice, which may be by letter, telegram, telex or cable, of any Executive Committee meeting and may at any time withdraw the waiver, and until the waiver is withdrawn,
 - i. any notice of an Executive Committee meeting is not required to be sent to the director, and
 - ii. any and all Executive Committee meetings, notice of which has not been given to that director, its quorum of the directors is present, are valid and effective.
- 8.6 Decisions of the Executive will be by majority vote. The chair may cast a deciding vote.
- 8.7 A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at an Executive Committee meeting.

9. Committees

- 9.1 All committees of the Association report to the Executive Committee. The Executive Committee has the privilege to weigh Standing Committee recommendations and, as deemed appropriate, bring them to a General Meeting.
- 9.2 There shall be the following standing committees of the Association to perform their duties as provided in the Bylaws:
 - 9.2.1 **Compensation and Benefits Committee**
This Committee shall consist of six members, three of whom shall be appointed by the Executive Committee, and three of whom shall be elected by the Active Members of the Association. Of the elected members, one shall be elected each year so that their three-year terms shall be staggered. A liaison member shall be elected by members of this Committee. The liaison member will act as the contact person for this Committee by reporting to the

Executive on any concerns related to the Compensation and Benefits Committee. The Committee may also invite others to attend Committee meetings as needed. If funding is necessary, approval is needed from the Executive before proceeding. Appointed members may be reappointed after their current terms. The appointed members will normally consist of the Negotiating Committee for Salaries and Benefits of the Faculty Association. During a year in which there will be Salary Negotiations, the Committee shall be augmented by three (3) additional members, normally members of the Salary Negotiating Team, appointed by the Executive Committee.

9.2.2 Constitution and Bylaws Committees

This Committee shall consist of four members (with staggered two-year terms) elected by the Active Members of the Association. A liaison member shall be elected by members of this Committee. The liaison member will act as the contact person for this Committee by reporting to the Executive on any concerns related to the Constitution and Bylaws Committee. The Committee may also invite others to attend Committee meetings as needed. If funding is necessary, approval is needed from the Executive before proceeding.

9.2.3 Disability Committee

This Committee shall consist of five members including at least one Faculty Member and at least one Librarian, with staggered two-year terms, to be elected by the Active Members of the Association. A liaison member shall be elected by members of this Committee. The liaison member will act as the contact person for this Committee by reporting to the Executive on any concerns related to the Disability Committee. The Committee may also invite others to attend Committee meetings as needed. If funding is necessary, approval is needed from the Executive before proceeding. This Committee shall

- i. bring to the attention of the Association inequities associated with disability, including disabling chronic illness;
- ii. advise the Faculty Association Executive regarding policies and procedures affecting Faculty Association Members and Librarians with a disability, including chronic illness;
- iii. liaise with the Faculty Disability Caucus regarding these and related matters.

9.2.4 Equity Committee

This Committee shall consist of seven members, of whom two shall be elected each year for a three-year term, and of which one member shall be a Librarian, by the Active Members of the Association. A liaison member shall be elected by members of this Committee. The liaison member will act as the contact person for this Committee by reporting to the meetings as needed. If funding is necessary, approval is needed from the Executive before proceeding. This Committee shall also bring to the attention of the Association any identified inequities associated with gender, minority status, disability or other attributes as outlined in Article 9 of the Framework Agreement. The Committee shall promote awareness of these issues at the University of Victoria. A member of the Committee shall represent the Faculty Association on appropriate University of Victoria Committees.

9.2.5 Nominations and Elections Committee

This Committee shall consist of five members, two of whom shall be members of the Executive Committee and three of whom shall be elected by the Active Members of the Association. Of the elected members, one shall be elected each year so that their three-year

terms shall be staggered. The Committee shall also find Members willing to act as Faculty Association representatives on University of Victoria standing and ad hoc committees and recommend their appointment to the Executive Committee. A liaison member shall be elected by members of this Committee. The liaison member will act as the contact person for this Committee by reporting to the Executive on any concerns related to the Nominations and Elections Committee. The Committee may also invite others to attend Committee meetings as needed. If funding is necessary, approval is needed from the Executive before proceeding.

9.2.6 Advising and Dispute Resolution Committee

This Committee, appointed by the Executive, shall consist of seven members, with three-year terms, and shall be broadly representative of the Faculties. This Committee shall include a librarian. Membership in this committee shall reflect diversity of gender, race and other social factors wherever possible. The Chair will serve as a Member of the Executive in accordance with 6.1.

9.2.7 Joint Committee on Administration of Agreement

The Faculty Association representatives on this Joint Committee shall consist of three members of the Association appointed by the Executive. One of the three members of the Association may be the current Association President. Terms of the representatives are outlined in Article 75 of the Framework Agreement.

9.2.8 Librarians Committee

This Committee shall normally consist of four to be elected by Librarians with staggered terms of two years, and one to be the Librarian member of the Executive Committee. The members of the Committee will normally elect the Chair. The Chair normally serves a one year term (May 1 — April 30).

This Committee shall:

- i. represent the interests of Librarian Members within the Libraries as well as within the Association,
- ii. serve as liaison between the University Librarian and Librarian Members. The Librarian Representative on the Executive shall act as a liaison between the Executive and the Librarians Committee.

9.2.9 Senior Instructors Committee

This Committee shall normally consist of four members (with staggered terms of two years) elected by Senior Instructors. The Senior Instructor Members of the Association shall elect the Chair. The Senior Instructor Representative on the Executive shall act as a liaison between the Executive and the Senior Instructors Committee.

9.3 Subject to Article 9.2 viii and xix, all Committees will elect their own Chairs annually.

9.4 The President shall appoint ad hoc committees as required.

10. Duties of Committees

10.1 Compensation and Benefits Committee

- i. shall conduct regular surveys of Members regarding compensation and benefit issues and prepare reports for the Executive Committee;
- ii. shall survey compensation and benefits available to Members at other Canadian universities and prepare reports for the Executive Committee;

- iii. shall collect other demographic information specific to the University of Victoria throughout the year and prepare reports for the Executive Committee;
 - iv. shall make specific recommendation to the Association in consultation with the Executive, concerning salaries paid to the teaching staff and librarians of the University of Victoria.
- 10.2 **Disability Committee**
 - i. review policies and procedures regarding accommodation for a disability, sick leave benefits and disability benefits at the University of Victoria and other Universities and make recommendations to the Faculty Association Executive on these and related matters.
 - ii. review, and develop recommendations regarding revisions to the provisions of the Framework Agreement affecting Association Members with a disability, including disabling chronic illness.
- 10.3 **Equity Committee**
 - i. shall conduct regular surveys of Members regarding issues of equity and prepare reports for the Executive Committee;
 - ii. shall survey equity issues at other Canadian universities and prepare reports for the Executive Committee.
- 10.4 **Nominations and Elections Committee**
 - i. shall seek out Members willing to accept nomination for office in the Association.
 - ii. shall conduct an election to determine the Directors of the Association and the Membership of standing committees of the Association.
 - iii. endeavour, to the best of its ability, to ensure that there are more candidates nominated than the total number of positions to be filled.
- 10.5 **Constitution and Bylaw Committee**
 - i. shall annually review the current Constitution and Bylaws and make recommendations for changes, and
 - ii. shall propose bylaw changes when a need has been identified by the Executive Committee.
- 10.6 **Advising and Dispute Resolution Committee**
 - i. Members shall act as Grievance Officers for the Association, and shall review and investigate, and wherever possible, resolve inquiries and complaints by individual members concerning terms and conditions of their employment,
 - ii. Shall monitor disputes and possible referrals to the JCAA,
 - iii. Shall make recommendations to the Executive Committee regarding the carriage of grievances.
- 10.7 **Joint Committee on Administration of the Agreement**
 - i. shall collaborate with the Administration representatives in administering and interpreting the Framework Agreement, and
 - ii. shall identify issues to be addressed in future negotiations.
- 10.8 **Librarians Committee**
 - i. represents the interests of Librarian and Archivist Members within the Libraries as well as within the Association,
 - ii. serves as liaison between the University Librarian and Librarian Members,

- iii. will normally elect the Chair.

10.9 Senior Instructors Committee

- i. shall represent the interests of Senior Instructor Members within the University as well as within the Association, and
- ii. shall conduct an election of Senior Instructor Members to elect the Chair of the Senior Instructors Committee.

11. Standing and Ad hoc Committee Meetings and Voting

- 11.1 The first meeting of a Committee will be called by its convenor who shall attend and chair that meeting until the Committee has elected its chair.
- 11.2 The convenor is not a member of the Committee and does not have a vote.
- 11.3 The members of a Committee may meet and adjourn as they think proper.
- 11.4 A quorum for a Committee meeting is a simple majority of the members of the Committee»
- 11.5 Each elected or appointed member has a single vote.
- 11.6 Questions arising at a Committee meeting must be decided by a majority of votes.
- 11.7 A resolution proposed at a Committee meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

12. Vacancies on Committees

- 12.1 If, at any time, the office of President of the Association shall become vacant, other than under Article 6.7, the Vice-President shall become President of the Association. Vacancies on the Executive and standing committees, other than the President, shall be filled for the balance of the term by appointments made by the Executive Committee from recommendation(s) received from the Nomination and Elections Committee. The appointments are subject to the approval of the Membership at the first Ordinary General Meeting subsequent to the occurrence of the vacancy. Such appointments shall be made as soon as possible, but in any case within thirty working days from the time the office becomes vacant.

13. Finances

- 13.1 This section only applies if the Association is required or has resolved to have an auditor. The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor. At each Annual General Meeting the Association must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next Annual General Meeting. An auditor may be removed by Ordinary Resolution. An auditor must promptly be informed in writing of his or her appointment or removal. Director or employee of the Association must not be its auditor. The auditor may attend general meetings.
- 13.2 The Association may, at the discretion of the Executive Committee, accept contributions and donations from Members, other individuals, corporations and other organizations, provided that no conditions repugnant to the purposes of the Association are attached to such contributions or donations.
- 13.3 Budgetary Principles
 - 13.3.1 Under normal circumstances the Association shall only make expenditures of its funds, which have been properly budgeted and approved by the Membership.

- 13.3.2 In the event of an unanticipated emergency, the Executive Committee may make expenditures to a maximum of \$20,000 to deal with the emergency, without the prior approval of the Membership.
- 13.3.3 The budget shall include operational expenses allocated to the Executive Committee.
- 13.3.4 The budget shall include a fund not exceeding \$1,000 to be spent at the discretion of the President.
- 13.4 All monies received by the Association must be deposited in a Canadian chartered bank.
- 13.5 The authority to sign cheques is provided in Article 6.6 of the Bylaws.
- 13.6 Whenever, in the opinion of the Treasurer, surpluses accrue, the President shall appoint an ad hoc committee to recommend to the Membership ways and means to manage such surpluses.
- 13.7
- i. The Treasurer, on behalf of the Executive Committee, shall present a preliminary budget, in writing, at an Ordinary General Meeting no later than November 30th of each membership year.
 - ii. The results of the annual audit and the final budget will be communicated to the Membership at the April Annual General Meeting of each membership year.
- 13.8 In order to carry out the purposes of the Association the Directors may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in such manner as they decide and in particular, but without limiting the generality of the foregoing, by the issue of debentures.
- 13.9 No debenture shall be issued without the sanction of a Special Resolution.
- 13.10 The Members may, by Special Resolution, restrict the borrowing powers of the Directors but a restriction so imposed expires at the next Annual General Meeting.
- 13.11
- i. A Director shall be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Association.
 - ii. The Executive Committee shall determine annually, before the presentation of the preliminary budget, those Executive Committee Directors, in addition to the President, who shall receive remuneration for being or acting as a Director and the amount of that remuneration for the President and those Directors.
- 13.12 The property and assets of the Association shall belong to the Association, shall not constitute the property of any individual Members, and no Member shall have any claim upon the property and assets of the Association on ceasing to be a Member or at any time thereafter.
- 13.13 The fiscal year shall end on January 31 of each year.

14. Conduct of Association Business

The routine conduct of Association business shall be governed by the Constitution and Bylaws, and shall be carried on chiefly at the University of Victoria, Victoria, British Columbia.