



CONSTITUTION AND BYLAWS

ADOPTED

May 2, 2017

CONSTITUTION

1. Name

The name of the Society is: University of Victoria Faculty Association. It will be referred to in this document as the “Association”.

2. Purposes

The purposes of the Association shall be:

- 2.1 to manage relations between the University of Victoria and the Association;
- 2.2 to act as the bargaining agent of all Members of the Association and to regulate relations between the Members and the University through collective bargaining;
- 2.3 to maintain and promote the professional and material status of Members; and,
- 2.4 to promote the welfare of the University of Victoria and further the cause of higher education by upholding the principles of academic freedom, tenure, equity, and human rights within the University.



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BYLAWS

1. Interpretation

In all Bylaws and resolutions of the Association, unless the context requires otherwise:

- 1.1 **“Association”** means the University of Victoria Faculty Association.
- 1.2 **“Collective 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.
- 1.3 **“Council”** has the meaning as described in Article 8.1.
- 1.4 **“Directors”** has the meaning as described in Article 7.1.
- 1.5 **“Executive”** means the Executive Committee established by Article 7.
- 1.6 **“Member”** means a Member of the Association as described in Article 2.1.
- 1.7 **“Officers”** has the meaning as described in Article 6.1.
- 1.8 **“Ordinary Resolution”** means a resolution passed by a simple majority of votes cast unless otherwise required by these Bylaws, but in any case by a majority smaller than that required for a Special Resolution:
 - a) by Members present at a General Meeting; or,
 - b) in a mail or electronic ballot.
- 1.9 **“Societies Act”** means the *Societies Act* of British Columbia from time to time in force and all amendments to it.
- 1.10 **“Special Resolution”** means a resolution passed by a majority of not less than two-thirds of votes cast by Members:
 - a) Present at a General Meeting:
 - i. of which fourteen (14) days’ notice, specifying the intention to propose the resolution as a Special Resolution has been given; or,
 - ii. with the unanimous consent of all Members, of which less than fourteen (14) days’ notice has been given.
 - b) In a mail or electronic ballot.
- 1.11 **“Teaching Faculty”** means a Member of the Association who is an Assistant Teaching Professor, Associate Teaching Professor, or Teaching Professor.
- 1.12 **“University”** means the University of Victoria.
- 1.13 The definitions in the *Societies Act* on the date these Bylaws become effective apply to these Bylaws.
- 1.14 Words in the singular shall include the plural, and vice versa.



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2. Membership and Affiliations

- 2.1 The Members of the Association shall consist of all persons holding Faculty or Librarian appointments defined in the bargaining unit under the provisions of any Collective Agreement between the University of Victoria and the Association, unless excluded by the *Labour Code* or by resignation.
- 2.2 A member of the bargaining unit represented by the Association may resign from Membership in the Association by delivering a resignation in writing to the Association and the University. In such circumstances, the University shall continue to deduct from the resigned member's salary an amount equivalent to Association dues, subject to Article 3.1 of these Bylaws.
- 2.3 In any vote regarding the ratification of a Collective Agreement or the authorization of job action, members of the bargaining unit represented by the Association who are not Members of the Association shall be entitled to vote. Otherwise, only Members shall be entitled to hold office within the Association or to vote on Ordinary or Special Resolutions.
- 2.4 A member of the bargaining unit represented by the Association shall be reinstated as a Member of the Association upon receipt of a request made in writing to the Association office.
- 2.5 The Association shall be a member of the Canadian Association of University Teachers (CAUT) and shall pay the dues set by that Association.
- 2.6 The Association shall be a member of the Confederation of University Faculty Associations of British Columbia (CUFA BC) and shall pay the dues set by that Confederation.

3. Dues

- 3.1 Membership in the Association shall not be a condition of employment, but the Association reserves the right to negotiate a Collective Agreement under which:
 - a) All persons holding Faculty or Librarian appointments shall become Association Members unless by notice in writing to the Association they resign their membership.
 - b) Dues shall be deducted from salary by the University and paid to the Association.
 - c) An amount equivalent to dues shall be deducted by the University from the salary of those faculty who have objected to membership in the method described above, and shall be paid to the Association or, at the discretion of the individual, to an alternative recipient agreed to by both the Association and the University.
- 3.2 Members shall pay dues to the Association based on the current per-Member CAUT fees and CUFA BC fees, plus a mil rate applied to the Member's current base salary per month.



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- 3.3 Any change in the mil rate shall be proposed to Council by the Executive. Council shall then make a recommendation to Members regarding the proposed change. A change to the mil rate shall take effect only if it is ratified by a two-thirds majority of Members voting in a mail or electronic ballot.

4. General Meetings and Voting

- 4.1 The President shall call at least two (2) General Meetings annually. The Annual General Meeting shall be held in April, and another General Meeting shall be held in the Fall term, no later than December 7th. Additional General Meetings may be called at any time:
- a) as directed by a General Meeting;
 - b) as directed by Council or the Executive; or,
 - c) at the written request of either 50 or 10% of Members, whichever is less.
- 4.2 Members shall elect a Speaker to chair General Meetings and Council Meetings of the Association. Members shall also elect a Deputy Speaker to carry out the duties of the Speaker in his or her absence. The Speaker and Deputy Speaker:
- a) shall be Members of the Association;
 - b) shall not concurrently hold any other positions within the Association;
 - c) shall be elected for a renewable two-year term of office beginning July 1; and,
 - d) shall advise Association Members and committees regarding the Association's Bylaws and rules of order.
- 4.3 Not less than fourteen (14) days' notice must be given to all Members of the Association for all General Meetings (Ordinary or Annual). The agenda of the meeting shall be sent to all Members of the Association not less than four (4) University working days before the meeting. The Executive may, at its discretion, deliver the agenda via e-mail and/or by posting it on the Association's website. In this case, the original notice of meeting must clearly indicate where and when the agenda will be posted.
- 4.4 The Executive may include in the agenda of an Ordinary General Meeting or an Annual General Meeting a Notice of Motion for any Ordinary Resolution or any Special Resolution. The Executive shall include in the agenda of the next General Meeting (Ordinary or Annual) any written notice of Motion submitted to it by any Member of the Association, providing at least twenty-one (21) days' notice has been provided between the receipt of the Notice of Motion and the date of the next General Meeting. The Executive may waive the 21-day notice requirement at its discretion, but shall provide at least four (4) University days' notice of any motion.
- 4.5 Delivery of a notice to a Member's University e-mail address shall constitute proper serving of notice. At a Member's written request, the Association shall also deliver all notices to the Member's University campus address. 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.



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- 4.6 General Meetings of the Association shall be chaired by the Speaker of the Association. If the Speaker is unable to attend a General Meeting, the Deputy Speaker shall chair the meeting instead. If both the Speaker and the Deputy Speaker are unable to attend a General Meeting, the meeting shall be chaired by the President or a delegate Member. The chair of a General Meeting may cast a deciding vote.
- 4.7 A quorum at General Meetings of the Association is twenty (20) Members.
- 4.8 Any meeting adjourned because of a lack of quorum shall be reconvened within not less than twenty-four (24) hours, and normally within ten (10) University working days. If a meeting is adjourned for a longer period, notice of the reconvened meeting shall be given.
- 4.9 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.
- 4.10 Meetings will be conducted in accordance with the current edition of Robert's Rules of Order, or other parliamentary authority approved by Special Resolution, provided that such rules are consistent with the *Societies Act* and the Association's Constitution and Bylaws.
- 4.11 There shall be no voting by proxy or by electronic participation. Each Member present in person at the meeting is entitled to one (1) vote. Members of the bargaining unit represented by the Association who are not Members of the Association are entitled to vote in the circumstances described in Article 4.14 of these Bylaws.
- 4.12 Voting at a General Meeting shall be by show of hands unless:
 - a) by a simple majority vote of those present, Members approve a secret ballot to be held at the Meeting; or
 - b) by majority vote of those present, Members approve a mail or electronic ballot sent to all Members subsequent to the meeting; or
 - c) the Executive has determined in advance that a mail or electronic ballot sent to all Members is appropriate; or,
 - d) a mail or electronic ballot is required by these Bylaws, or by the *Labour Code*.
- 4.13 If a proposed annual budget fails to achieve ratification at a General Meeting, the Executive shall present a revised budget at a General Meeting called for this purpose.
- 4.14 In the following cases, an Ordinary Resolution shall be decided by a mail or electronic ballot sent to all members of the bargaining unit represented by the Association:
 - a) Approval of any Collective Agreement between the Association and the University of Victoria.
 - b) Any vote providing the Executive with authority to undertake job action, including a strike, or any vote otherwise required by the Labour Relations Board, subject to any additional specific requirements of the Board.
- 4.15 An Ordinary Resolution shall be decided by a simple majority of votes cast, except in the case of a resolution proposing to change the mil rate portion of Association dues, which shall require the approval of a two-thirds majority of votes cast.
- 4.16 An amendment of the Constitution and Bylaws requires a Special Resolution presented to any General Meeting, and subsequent approval by a two-thirds majority of votes cast in a mail or electronic ballot sent to all Members of the Association.



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- 4.17 The Executive shall, at its sole discretion, have the choice of implementing either a mail ballot or an electronic ballot where one of these is required for Ordinary or Special Resolutions.
- 4.18 Any mail or electronic ballot system shall have safeguards to ensure that votes remain confidential, that only eligible voters cast a ballot, and that no individual can exercise more than one (1) vote.

5. Elections

- 5.1 The Nominations and Elections Committee shall be responsible for conducting elections for the Speaker and Deputy Speaker and for Directors and Standing Committee memberships, which are elected by the entire Membership. At the discretion of the Executive, the Nominations and Elections Committee may also solicit nominations and/or conduct elections for Council positions or Ad Hoc Committee memberships.
- 5.2 A call for Nominations shall be sent to all Members of the Association a minimum of eight (8) weeks in advance of the Annual General Meeting. A Member may be nominated for any elected position with the signatures of any two (2) Members of the Association and the written consent of the nominee.
- 5.3 It shall be the responsibility of the Nominations and Elections committee to fill any open positions with the names of nominees in the event that positions remain unfilled four (4) weeks or less prior to the Annual General Meeting and, where it deems appropriate, obtain competing nominations for positions. A list of nominations shall be presented to the Executive on or before April 1st of each year and then announced to the Association Membership as soon as possible.
- 5.4 At the Annual General Meeting, the nominations shall be announced again, and nominations from the floor shall be accepted, with the consent of the person nominated and support of any two (2) Members of the Association.
- 5.5 When there is more than one (1) nomination for any position to be filled, a mail or electronic ballot shall be conducted. The Nominations and Elections Committee shall make a recommendation regarding the form of the ballot. Ballots containing the names and positions of all the persons nominated will be prepared and either mailed or delivered electronically to the Membership within two (2) weeks after the Annual General Meeting. The deadline for the submission of ballots shall be twenty-one (21) days after the delivery of mail ballots, or seven (7) days after the delivery of electronic ballots.
- 5.6 Where there is more than one (1) nomination for a Council position to be elected by a constituency of Association Members, the Nominations and Elections Committee shall arrange for an appropriate election process to take place within the relevant constituency.
- 5.7 Each candidate for election may appoint a scrutineer. Mail ballots shall be counted by the scrutineers. In the case of an electronic ballot, scrutineers shall be empowered to verify the accuracy of the election results, following a verification procedure specified in an Association policy that has been ratified by Members.
- 5.8 All elections shall be determined by a plurality of all ballots cast.



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- 5.9 The Nominations and Elections Committee shall notify Members of the Association of the result of the election within seven (7) days of the balloting deadline.
- 5.10 The Members of the Association may by Special Resolution remove a member of the Council and/or the Executive before the expiration of the member's term of office; the Members eligible to cast a ballot for the vacated position may then elect a successor to complete the term of office.
- 5.11 If, at any time, the office of President of the Association shall become vacant, other than under Article 5.10, the Vice-President shall become President of the Association. Other vacancies on Council, the Executive, and Standing Committees shall be filled for the balance of the term by appointments made by the Executive. Such appointments shall be made as soon as possible, normally within thirty (30) calendar days, but in any case within ninety calendar (90) days from the time the office becomes vacant. At the first Council meeting subsequent to any such appointment, Council shall make a recommendation to the Membership regarding the appointment, which shall be subject to ratification by Members at the General Meeting immediately subsequent to this Council meeting. An appointed member has full voting privileges prior to ratification.

6. Officers

- 6.1 The Officers of the Association are:
 - a) the President
 - b) the Vice-President
 - c) the Treasurer
 - d) the Secretary
- 6.2 All Officers shall have two (2) year terms of office, from July 1 to June 30.
- 6.3 All Officers shall be Members of the Association.
- 6.4 The President is the Chief Executive Officer of the Association and shall supervise the other members of the Executive in the execution of their duties. The duties of the President are:
 - a) to preside at meetings of the Executive;
 - b) to represent the Association at meetings of CAUT Council;
 - c) to sign cheques and other financial instruments on behalf of the Association;
 - d) to ensure that all committees of the Association meet to carry out their duties; and,
 - e) other duties as are specified and revised from time to time in relevant policies that have been duly ratified by the Executive Committee and Council.
- 6.5 The duties of the Vice-President are:
 - a) to preside at meetings of the Executive, at the request of the President;
 - b) to carry out the duties of the President during his/her absence;
 - c) to sign cheques and other financial instruments on behalf of the Association;
 - d) to fulfill the ordinary duties of a member of the Executive; and,
 - e) other duties as are specified and revised from time to time in relevant policies that have been duly ratified by the Executive Committee and Council.
- 6.6 The duties of the Treasurer are:



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- a) to chair the Finance and Investment Committee and, in consultation with this committee, to manage the finances of the Association, including drawing up an annual budget;
 - b) to present the annual budget and the certified financial statement of the previous fiscal year to the Executive, Council, and Membership;
 - c) to ensure that accurate financial records are kept for the Association, including books of account, as necessary to comply with the *Societies Act*, and that financial statements are rendered to the Executive and others when required;
 - d) to sign cheques and other financial instruments on behalf of the Association;
 - e) to act as disbursing officer of the Association, except that the authority to sign cheques and other financial instruments on behalf of the Association is as defined in Article 10.9 of the Bylaws;
 - f) to fulfill the ordinary duties of a member of the Executive; and,
 - g) other duties as are specified and revised from time to time in relevant policies that have been duly ratified by the Executive Committee and Council.
- 6.7 The duties of the Secretary are:
- a) to ensure that minutes of the proceedings of General Meetings, Council meetings, and meetings of the Executive are prepared, maintained and, except for in-camera proceedings of Executive meetings, made readily available to Members;
 - b) to serve as Editor of the Association Newsletter;
 - c) to sign cheques and other financial instruments on behalf of the Association;
 - d) to fulfill the ordinary duties of a member of the Executive; and,
 - e) other duties as are specified and revised from time to time in relevant policies that have been duly ratified by the Executive Committee and Council.

7. Directors

- 7.1 The Directors of the Association constitute the Executive Committee as follows:
- a) The Officers of the Association.
 - b) Six (6) additional Members:
 - i. One (1) of whom shall be the immediate Past President, if available.
 - ii. One (1) of whom shall be a junior member-at-large, not holding the rank of Professor or Teaching Professor, who was appointed to the University of Victoria Faculty fewer than seven (<7) years before election to the Executive.
 - c) A Librarian.
 - d) A Teaching Faculty member.
- 7.2 During contract negotiations, and for six (6) months before and afterwards, the Chief Negotiator shall be an ex-officio member of the Executive. Ex-officio membership does not confer the right to vote in Executive Committee proceedings, or to attend in-camera Executive Committee proceedings.
- 7.3 All Members of the Executive shall be Members of the Association, and qualified to serve as Directors under the *Societies Act*.



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- 7.4 All Directors shall be elected by a ballot of all Members. Unless otherwise specified in these Bylaws, the term of office shall be two (2) years, from July 1 to June 30. To ensure year-to-year continuity, these terms shall be staggered as far as possible.
- 7.5 The Executive shall bear the responsibility for:
 - a) managing the day-to-day operations of the Association;
 - b) overseeing grievance proceedings undertaken on behalf of Members;
 - c) overseeing human resources matters relating to employees of the Association;
 - d) proposing Association policies, bargaining priorities, and committee appointments for ratification by Council;
 - e) implementing Council and Membership decisions; and,
 - f) supervising negotiations between the Association and other persons or organizations.
- 7.6 The Executive may appoint Ad Hoc Subcommittees of the Executive to assist in the management of the day-to-day operations of the Association.
- 7.7 Meetings of the Executive are open to Members of the Association with the exception of any in-camera discussions.
- 7.8 Meetings of the Executive shall be called by the President, the Vice-President, or any two (2) members of the Executive.
- 7.9 The Executive may:
 - a) hold meetings by any communications medium by which all members participating in the meeting are able to communicate with each other; and,
 - b) may transact any necessary business of the Association by such communications medium.
- 7.10 A simple majority of Directors shall constitute a quorum.
- 7.11 A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Association a waiver of notice of Executive meetings, and may at any time withdraw the waiver. Until the waiver is withdrawn:
 - a) any notice of an Executive meeting is not required to be sent to that Director; and,
 - b) any and all Executive meetings, notice of which has not been sent to that Director, are valid and effective if a quorum is present.
- 7.12 Decisions of the Executive will be by majority vote. The Chair may cast a deciding vote.
- 7.13 With the approval of a simple majority of Directors present, an Executive meeting agenda item may be designated as in-camera. An in-camera session is open only to Directors, and to any other Member or employee of the Association whose attendance is approved by a simple majority of Directors present.
- 7.14 A resolution in writing, unanimously approved by the Directors and placed with the minutes of the immediately preceding Executive meeting, is as valid and effective as if regularly passed at an Executive meeting.



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- 7.15 A Director who is on leave (including but not limited to Study Leaves and Administrative Leaves) and who is also unavailable to attend meetings of the Executive during this period of leave shall normally be expected to resign if the leave exceeds six (6) months. A Director who is on leave for six (6) months or less and is unavailable to attend meetings may request a leave of absence. During the period of any such leave of absence, the Executive shall, at its discretion, appoint an acting Director to fill the vacant position for the term of the leave.
- 7.16 A Director who is not on approved leave of absence and fails to attend three (3) consecutive meetings of the Executive, or who fails to attend six (6) or more meetings of the Executive during the course of a year (July 1 to June 30), is expected to submit his or her resignation from the Executive.

8. Council

- 8.1 The Council of the Association is constituted as follows:
- Representatives of each academic unit of the University, to be elected by a secret ballot of that unit's members.
 - For the purposes of Council representation, the Library shall be treated as equivalent to an academic unit.
 - Members of the Executive Committee shall not serve concurrently on the Council.
- 8.2 Members shall be entitled to vote for the Council representative from any unit with which they are affiliated. Any unaffiliated members shall also have the right to representation on Council, in accordance with a policy approved by Members.
- 8.3 The term of office of the elected members of Council shall be two (2) years. To ensure year-to-year continuity, these terms shall be staggered as far as possible.
- 8.4 Council shall meet at least once during the period from September to November, and once in the period from January to March. Council members shall receive notice of regularly scheduled meeting dates for the upcoming year by the end of August.
- 8.5 Meetings of the Council are open to Members of the Association with the exception of any in-camera discussions.
- 8.6 Meetings of Council may also be called by the President, the Vice-President, or any group of six (6) Council members.
- 8.7 Council Meetings shall be chaired by the Speaker of the Association. If the Speaker is unable to attend a Council Meeting, the Deputy Speaker shall chair the meeting instead. If both the Speaker and the Deputy Speaker are unable to attend a Council Meeting, Council members present at the meeting shall elect a Chair for that meeting. The Speaker and Deputy Speaker shall not vote in Council proceedings. A Council member acting as temporary Chair may cast a deciding vote.
- 8.8 Fifteen (15) Council members shall constitute a quorum.
- 8.9 Council shall be responsible for:
- the ratification of Association policies;
 - the ratification of the membership of the Negotiating Team; and,
 - the ratification of initial contract proposals.



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- 8.10 Council shall be responsible for making recommendations on matters subject to final ratification by Members or by members of the bargaining unit represented by the Association, including but not limited to:
 - a) Association Standing and Ad Hoc Committee appointments;
 - b) the budget;
 - c) changes to the mil rate;
 - d) bargaining priorities;
 - e) job actions; and,
 - f) Collective Agreements.
- 8.11 Council may, at its discretion, appoint Ad Hoc Subcommittees of Council in order to conduct the business of Council.
- 8.12 Decisions of Council shall be by majority vote.
- 8.13 The Executive Committee may, at its discretion, refer any matter, including matters that have already been voted on by Council, directly to a Membership Vote. In the case of a disagreement between Council and the Membership, the Membership Vote shall always take precedence.

9. Standing and Ad Hoc Committees of the Association

- 9.1 All Standing and Ad Hoc Committees of the Association report to the Executive Committee.
 - a) Each Standing and Ad Hoc Committee of the Association shall have a Chair who shall act as liaison with the Executive, and who shall report on the Committee's activities and recommendations to the Executive as defined in that Committee's Terms of Reference, but not less than once per year.
 - b) Any motion for Council arising from a Committee shall be delivered to the Executive, which shall then determine whether the motion or an amended version of the motion shall be brought to a Council Meeting.
- 9.2 Elected membership on Standing and Ad Hoc Committees of the Association shall be for terms of two (2) years, from July 1 to June 30. As much as possible, membership terms shall be staggered.
- 9.3 In appointing members of Standing and Ad Hoc Committees of the Association, the Executive shall strive for diversity and representation of the different components of the bargaining unit. At the first Council meeting subsequent to any appointment to a Standing or Ad Hoc Committee, Council shall make a recommendation to the Membership regarding the appointment, which shall be subject to ratification by Members at the General Meeting immediately subsequent to this Council meeting. An appointed member has full voting privileges prior to ratification.
- 9.4 The length of the term of office for members of Standing and Ad Hoc Committees of the Association appointed by the Executive shall be determined by the Executive, but shall not exceed two (2) years.



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- 9.5 Elected members are eligible to stand for re-election at the end of their terms of office. Members appointed by the Executive are eligible to be reappointed after their current terms.
- 9.6 Unless otherwise specified in these Bylaws, Standing and Ad Hoc Committees of the Association shall elect their own Chairs annually. This election shall normally take place at a Committee's first meeting after July 1 of any given year. The first meeting of such a Committee shall be convened by the President or a delegate Member, who shall attend and chair that meeting until the Committee has elected its Chair. The convenor is not a member of the Committee, and does not have a vote.
- 9.7 A quorum for a Committee meeting is a simple majority of the members of the Committee.
- 9.8 Each elected or appointed member of a Committee has a single vote.
- 9.9 Questions arising at a Committee meeting are decided by a majority of votes.
- 9.10 Committees may invite others to attend Committee meetings as needed.
- 9.11 If a Committee requires funding to proceed with its proposed activities, it shall first seek approval from the Executive before proceeding.
- 9.12 A Committee member who has not attended three (3) consecutive Committee meetings may be asked to resign from the Committee.
- 9.13 A Committee member who is on a leave (including but not limited to Study Leave) and who also is unavailable to attend meetings during this period of leave shall normally be expected to resign if the period of the leave exceeds six (6) months. A Committee member who is on leave for six (6) months or less and is unavailable to attend meetings may request a leave of absence. During the period of any such leave of absence, the Executive may, at its discretion, appoint an acting member to fill the vacant position or may leave the position vacant.
- 9.14 There shall be the following Standing Committees of the Association to perform the duties as provided in the Bylaws and policies of the Association:
 - a) **Collective Agreement Committee**
 - i. The Committee shall consist of five (5) members elected by a ballot of all Association Members, and between one (1) and five (5) members appointed by the Executive.
 - ii. If none are elected by ballot, the Executive shall, as part of these appointments, appoint a Librarian Member and a Teaching Faculty Member to the Committee.
 - iii. The Committee shall be responsible for making recommendations to the Executive concerning salaries and benefits paid to Members, non-monetary contract language, and conducting the research to develop negotiating contract proposals and negotiating policy positions.
 - iv. The Committee may, at its discretion, form subcommittees for these purposes. If it does so, it may recommend to the Executive the names of additional members to serve solely on each subcommittee (but not as voting members on the main Committee).



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- v. Members of the Negotiating Team may be drawn from the membership of the Collective Agreement Committee, but the Collective Agreement Committee is not the Negotiating Team.

b) Advising and Dispute Resolution Committee

- i. This Committee shall normally consist of seven (7) members appointed by the Executive, including at least one (1) Librarian and one (1) Teaching Faculty member.
- ii. The Advising and Dispute Resolution Committee Chair shall report to each meeting of the Executive.
- iii. The Committee monitors disputes arising out of the application of the Collective Agreement, provides advice to Association staff responsible for providing Member assistance, and makes recommendations to the Executive Committee regarding the carriage of a grievance.

c) Finance and Investment Committee

- i. This Committee shall consist of the Treasurer as Chair, and two (2) additional members elected by a ballot of all Association Members.
- ii. This Committee shall serve as a consultative body, assisting the Treasurer to perform his or her duties, and to develop recommendations relating to financial management, including the proposed budget and the appointment of the auditor.

d) Disability Committee

- i. This Committee shall consist of five (5) members, including at least one (1) Teaching Faculty Member and at least one (1) Librarian, elected by a ballot of all Association Members.
- ii. This Committee shall advise the Executive and Council regarding policies and procedures affecting Members with a disability, including chronic illness.

e) Equity Committee

- i. This Committee shall consist of seven (7) members, including at least one (1) Teaching Faculty Member and at least one (1) Librarian, elected by a ballot of all Association Members.
- ii. The Committee shall advise the Executive and Council regarding any identified inequities associated with gender, Indigenous status, other minority status, disability, or other attributes determined by the Committee.

f) Nominations and Elections Committee

- i. This Committee shall consist of five (5) members. Three (3) members shall be elected by a ballot of all Association Members; one (1) shall be the immediate Past President; and one (1) shall be an Executive member appointed by the Executive.
- ii. In the event that the immediate Past President is unable to serve, the Executive shall endeavor to fill the position with a Member who has previously held the position of President of the Association, or with another current or former elected member of the Executive.



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- iii. This Committee shall solicit nominations for Faculty Association positions, and shall in no case endorse particular candidates.

g) Librarians Committee

- i. This Committee shall consist of the Librarian member of the Executive, and four (4) additional members elected by a ballot of all Librarians.
- ii. These four (4) members shall include the Librarian Representative to Council.
- iii. This Committee shall represent the interests of Librarian Members within the Association

h) Teaching Faculty Committee

- i. This Committee shall consist of the Teaching Faculty member of the Executive, and four (4) additional members elected by a ballot of all Teaching Faculty.
- ii. This Committee shall represent the interests of the Teaching Faculty within the Association.

i) University Governance Committee

- i. This Committee shall consist of two (2) members elected by the Membership, and two (2) members appointed by the Executive Committee.
- ii. This Committee shall advise the Executive and Council on matters relating to University governance, particularly the representation of Association Members in decision-making processes.

9.15 The Executive shall appoint a Negotiating Team for Collective Agreement negotiations with the University:

- a) A Chief Negotiator shall be appointed at least one (1) year prior to the scheduled commencement of negotiations.
- b) A Negotiating Team shall be appointed at least six (6) months prior to the scheduled commencement of negotiations.
- c) Members of the Negotiating Team who are not otherwise appointed or elected members of the Collective Agreement Committee shall become non-voting ex officio members of that committee.
- d) The term of office for the members of the Negotiating Team shall extend until a new Collective Agreement has been signed and ratified.
- e) The Negotiating Team shall include a Librarian Member and a Teaching Faculty Member.

9.16 The Executive shall develop policies specifying the duties of the Negotiating Team and of each Standing Committee. All such policies shall be ratified by Council, and updated annually as necessary.

9.17 The Executive shall have the authority to strike Ad Hoc Committees of the Association as required. Council shall have the authority to recommend that the Executive Committee strike Ad Hoc Committees of the Association, and that additional members be appointed to any Ad Hoc Committee of the Association struck by the Executive Committee.



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- 9.18 The Executive shall make appointments to any joint committee or task force created pursuant to the Collective Agreement between the Association and the University.
- 9.19 The Executive shall make appointments to any University Committee, where invited by the University or one of its agencies or units to do so.

10. Finances

- 10.1 Each year, the Executive shall appoint an auditor to hold office until either the auditor is reappointed, or a successor is appointed:
 - a) This appointment is subject to ratification by Council, and by the Membership at the Annual General Meeting.
 - b) A vacancy occurring in the office of auditor shall be filled for the balance of the term by an appointment made by the Executive. The Executive must promptly inform the Council and the Membership of any such appointment.
 - c) The auditor may be removed by Ordinary Resolution.
 - d) The auditor must be promptly informed in writing of his or her appointment or removal.
 - e) A Director, elected Member of Council, or employee of the Association, is ineligible to serve as auditor.
 - f) The auditor may attend Executive Committee, Council and General Meetings as deemed necessary by the President of the Association.
- 10.2 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.
- 10.3 The Executive may reimburse a Director for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Association.
- 10.4 The President shall normally receive a stipend for the performance of his or her duties. In exceptional cases, the Executive Committee may determine that a Director shall receive a stipend for being or acting as a Director. The amount paid by the Association as stipend and/or course releases for Directors shall be as specified in relevant Association policies and reported in both the annual budget and the preliminary budget.
- 10.5 The Executive is authorized to allow total expenditures on the operating expense portion of the budget (salaries, wages, and general and administrative expenses) to exceed the total budgeted operating expenses by five per cent (5%). The Treasurer shall report any such increase in expenditures at the next Council meeting. If the total operating expense portion of the budget will be exceeded by more than five per cent (5%), prior approval of the Membership must be obtained at a General Meeting.
- 10.6 The Association shall maintain a Defence Fund. A percentage of the annual Membership fees shall be transferred from the operating fund into this Fund until it reaches a target balance. Both the percentage to be transferred and the target balance shall be approved as part of the annual budget.



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- 10.7 Expenditures from the Defence Fund shall be approved by the Executive. The Treasurer shall report any such expenditure at the next Council meeting, indicating whether it was used for bargaining or for member services.
- 10.8 All monies received by the Association must be placed in bank accounts insured by the Canada Deposit Insurance Corporation.
- 10.9 The President, Vice-President, Treasurer and Secretary shall be the authorized signing officers of the Association. Cheques and other financial instruments shall be signed by any two (2) of the authorized signing officers.
- 10.10 The results of the annual audit shall be communicated by the Treasurer or the auditor during the Fall term, first to the Executive and Council, then to the Membership at a General Meeting held no later than December 7th.
- 10.11 The Treasurer shall present the annual budget for approval at Executive and Council meetings, and for Membership approval at the Annual General Meeting.
- 10.12 The Treasurer, in consultation with the Finance and Investment Committee, shall recommend to Council ways and means to deal with budget surpluses. Such surpluses shall normally be used to build or replenish the Association's Defence Fund or, if this fund is deemed to be sufficient, an operating reserve fund.
- 10.13 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.
- 10.14 No debenture shall be issued without the sanction of a Special Resolution.
- 10.15 The Members may, by Special Resolution, restrict the borrowing powers of the Directors. Any restriction so imposed expires at the next Annual General Meeting.
- 10.16 The property and assets of the Association shall belong to the Association, and 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.
- 10.17 The fiscal year shall end on June 30 of each year.

11. Indemnification

- 11.1 The Association may, upon the resolution of the Executive and the courts' approval, indemnify a Director or former Director of the Association, or a senior staff member of the Association, and his or her heirs and personal representatives, against all costs, charges, and 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.



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- 11.2 The Association may, upon the resolution of the Executive, indemnify a person other than a Director against all costs, charges, and 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.
- 11.3 The Association may, upon the resolution of the Executive, purchase and maintain liability insurance for Directors, Officers, Committee Members and others as the Executive determines. The cost of all such insurance shall be paid by the Association.