

Confederation of University Faculty Associations of British Columbia

By-Laws

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By-Laws

Section 1 – Interpretation

In these By-Laws, unless the context otherwise requires:

- (a) "Act" means the "Society Act" as amended;
- (b) "By-Laws" and "Constitution" have the meanings respectively assigned by the Act;
- (c) "Special resolution" means a resolution passed by a three-fourths majority of members entitled to vote and present at a General Meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given as provided herein;
- (d) "Confederation" means the Confederation of University Faculty Associations of British Columbia;
- (e) Words importing the singular include the plural and vice versa and words importing the masculine include the feminine and vice versa and reference to persons include corporations where the context so requires.

All questions affecting the interpretation of the provisions of the Constitution and By-Laws shall be decided by a majority of at least 60% of the members of the Confederation and such decisions shall be final and binding.

Section 2 – Membership

- (1) The members of the Confederation are the applicants for incorporation of the Confederation and those faculty associations which may subsequently become members in accordance with Section 2(2) below.
- (2) All accredited faculty unions or faculty associations of any public university within the Province of British Columbia which support the **Confederation's purposes shall be eligible for membership** in the Confederation. Accreditation shall be determined at the sole discretion of the Confederation.
- (3) Membership shall be granted only on an application in writing to the Confederation in such form and detail as may be prescribed from time to time. If membership is granted the applicant shall become entitled to the rights and duties of membership as outlined in these By-Laws.
- (4) All members are in good standing until their accreditation has been withdrawn as per section 2(5) below or they have withdrawn their membership as per section 2(6) below.
- (5) Accreditation may be withdrawn by the Confederation by a special resolution at a General Meeting. In the event accreditation is withdrawn

pursuant to this section all membership rights and duties of such faculty association shall cease.

- (6) Membership may be withdrawn by a member association on application in writing to the Confederation in such form and detail as may be prescribed from time to time. Once application is made to withdraw membership, it shall not become effective until 12 months following the date of delivery of the application to the Confederation. The member association withdrawing its membership remains liable for membership fees pro-rated to the effective date of withdrawal.

Section 3 – Rights and Duties of Members

All members of the Confederation shall enjoy all the privileges of membership including attending General Meetings of the Confederation through selected representatives and voting for Officers of the Confederation as hereinafter provided.

Section 4 – General Meetings

- (1) The Annual General Meeting of the Confederation shall normally be held between September 1 and October 30. Subject to this section, the President shall determine the time and place of such meeting and shall cause notice to be sent by ordinary post or by electronic mail to each member association at least fourteen days prior to the time set for the meeting.
- (2) The order of business of the Annual General Meeting shall include:
 - (i) approval of the financial statements
 - (ii) receipt of the report of the auditor
 - (iii) appointment of the auditor
 - (iv) receipt of the report of the Officers
- (3) A General Meeting of the Confederation may be called at any time by the President or upon petition in writing to the President signed by at least one of the member associations, stating the purpose for such a meeting. Notice of such meeting shall be sent by ordinary post or by electronic mail to each member association at least fourteen days prior to the time set for the meeting. The notice period may be waived or reduced by the unanimous consent of the presidents of the member associations.

- (4) The quorum for any General Meeting shall be at least 60% of the total number of member associations.
- (5) In order to provide direction to the Officers in the development of policy and the operation of the Confederation, General Meetings will be attended by Council members. The membership of Council includes the Executive Committee and up to two general representatives from each member association.
- (6) At any General Meeting each member association shall be entitled to one vote to be exercised by the president of the member association or his or her delegate. Officers of the Confederation shall not vote unless they are empowered to cast a vote on behalf of a member association, except that the President (or designate) may cast a deciding vote in the case of a tie.
- (7) A General Meeting shall be held at least two times each year.
- (8) When, at a General Meeting, the mil-rate or fee schedule is set, a budget is determined for the forthcoming year, or when a budget is subjected to a major revision, any member association may ask that the decision(s) be taken by weighted vote. In the event of a weighted vote, the president of each member association, or his or her delegate, shall cast the vote. The weight of the vote shall be determined according the formula described herein. Each member association shall have a minimum of one (1.0) weighted vote. For member associations with more than 200 members, a member association receives one vote for each 200 members and a fractional vote for fractions thereof (for example, an association with 500 members would receive 2.5 votes). A proposal subjected to a weighted vote must both receive a majority of the weighted votes cast and receive positive votes from at least two member associations in order to be adopted.
- (9) The President shall rule on all disputed questions of procedure, provided that any ruling may be appealed to the delegates representing the member associations. In the event of such appeal, the question shall be decided by majority vote upon a show of hands.

- (10) The Confederation may invite members of member associations to attend General Meetings, either with or without permission for said members to address the meeting

Section 5 – Officers

- (1) There shall be the following Officers of the Confederation:
 - (a) President
 - (b) Vice-President
 - (c) Secretary/Treasurer
 - (d) Past President
- (2) The President is the chief executive officer of the Confederation; presides over all meetings of the Confederation; signs all documents requiring his or her signature; fulfils all duties inherent in his or her office; and discharges such other responsibilities as may be assigned to him or her by the members of the Confederation. In particular, the President establishes regular meetings with the Minister and Deputy Minister responsible for universities; lobbies, and addresses the news media, on issues mandated by the Confederation.
- (3) The Vice-President shall take the place of the President and exercise his or her powers in case of absence, incapacity, or resignation of the President; and shall discharge such other responsibilities as may be assigned to him or her by the members of the Confederation.
- (4) The Secretary/Treasurer shall certify resolutions of the Confederation; shall supervise the accounting of the funds of the Confederation; shall forward the audited statement of revenue and expenditures for each fiscal year and shall assume such other responsibilities as may be assigned by the members of the Confederation or the By-Laws.
- (5) The Past President shall provide advice to the Officers on all matters related to the activities of the Confederation and shall assume such other responsibilities as may be assigned by the Confederation.
- (6) The Officers shall manage the affairs of the Confederation between Executive and/or General Membership meetings, and shall carry out those duties assigned to them by the members of the Confederation and the By-Laws.
- (7) Subject to the Society Act every Officer is deemed to have assumed office on the express understanding, agreement, and condition that every such Officer and his or her heirs, executors, administrators and estate,

respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Confederation from and against all costs, charges and expenses whatsoever which such Officer of the Confederation sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing, whatsoever made, done or permitted by him or her or any other Officer or Officers of the Confederation in or about the execution of the duties of his or her or their office, and also from and against all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

Section 6 – Election and Appointment of Officers

- (1) Subject to Section 6(3) below, any individual member of a member faculty association shall be eligible for nomination for the office of President or Vice-President.
- (2) Nominations for the President, the Vice-President, and the Secretary/Treasurer will be announced at a General Meeting normally held in April or an adjacent month. The terms of office shall be two years and shall begin July 1.
- (3) The following restrictions apply to the nomination and election of Officers.
 - (a) President - The president of a member faculty association shall not be eligible for the presidency of the Confederation. The President shall be chosen from each member association in rotating order. Unless special arrangements to the contrary are approved at a General Meeting, the incoming President shall have been the Vice-President for the term immediately preceding his or her presidency.
 - (b) Vice-President - Tenure of the vice-presidency carries the expectation that the incumbent will be president of the Confederation for the following term. Accordingly, the Vice-President shall be chosen from the member association whose turn it is to provide the President for the pertinent term. If, for any reason, the Vice-President becomes unable or ineligible to hold the presidency for the pertinent term, he or she shall notify the President in writing as soon as possible to enable the Confederation to make alternative arrangements.
 - (c) Secretary/Treasurer - Normally, if neither the President, the Vice-President nor the Past President is a faculty member at the University of

British Columbia, the Secretary/Treasurer shall be chosen from that institution.

(d) The Past President shall be the individual who most recently completed his or her term as President. In the event that this individual is unable or unwilling to serve, a prior President may be chosen at a General Membership meeting or the position may be left vacant.

- (4) An office shall become vacant if the Officer:
- (a) by a notice in writing to the Confederation resigns his or her office;
 - (b) is removed by a vote of at least three-fourths of all member associations at a General Meeting.
- (5) If the office of the President becomes vacant, it shall be filled by the Vice-**President, who shall fill the remainder of the President's term**, plus an additional year or years such that his or her term of office shall be more than two but less than three years.
- (6) The rotation for officers shall be the following: UBC, UNBC, SFU, RRU, UVic. Should a member association be unable to provide a nomination, with the consent of the other associations, it would be acceptable for the next association in line to swap places with the one immediately ahead.

Section 7– Committees

- (1) There shall be an Executive Committee whose purpose is to exercise the authority of the membership in between General Membership meetings , and to discharge other responsibilities as may be assigned at a General Meeting.
- (a) The composition of the Executive Committee shall be the President, the Vice-President, the Secretary/Treasurer, the Past President and the president of each member association, or his or her delegate.
 - (b) The Executive Committee shall meet at the call of the President, or upon request in writing or by electronic mail of two members of the Executive Committee.
 - (c) At the discretion of the President, an Executive Committee meeting may be held via telephone conference call, video conference, or similar real-time technological means.
 - (d) A quorum for any Executive Committee meeting shall be a majority of Executive Committee members providing the President or Vice-President are in attendance and at least 60% of the member faculty associations are represented.

(e) The Executive committee shall attempt to pass resolutions on a consensus basis, deferring as much as possible matters for which consensus does not exist to a subsequent General Meeting. Where a matter is time sensitive or where a decision is deemed to be imperative, a non-unanimous resolution may be passed by the Executive providing that at least three of the member association presidents (or designates) vote in favour of the resolution.

(e)

- (2) Standing or special committees may be established at a General Meeting as they are deemed advisable.

Section 8 – Fiscal Year

The fiscal year of the Confederation shall end on the 30th day of June in each year.

Section 9 – Fees

The membership fee for each fiscal year shall be determined by vote at a General Meeting held between July 1 and December 31. It shall be based on:

- (a) a budget of projected expenses and income prepared in advance by the Secretary/Treasurer; and
- (b) the number of regular full-time faculty members eligible to belong to each member faculty association.

Any change in fees shall be ratified by the executive of each member association before becoming effective.

Section 10 – Auditors

The books of account shall be audited annually by the Auditors of the Confederation or by such other auditor as the members of the Confederation may appoint. Each year, the report of the auditors for the preceding fiscal year shall be submitted to the Annual General Meeting of the Confederation.

Section 11 – Borrowing Powers

For the purpose of carrying out the objects of the Confederation the members of the Confederation may borrow or raise or secure payment of money in such manner as they think fit, and in particular by the issue of debentures; provided that debentures shall not be issued without sanction of special resolution of the Confederation.

Section 12 – Employees

The Confederation may from time to time, by a majority vote at a General Meeting, authorize the appointment of such agents and authorize the employment of such other persons as they deem necessary to carry out the objects of the Confederation and such

agents and employees shall have such authority and perform such duties as from time to time may be prescribed by a majority at a General Meeting. The remuneration to be paid to the agents and employees of the Confederation shall be in such amount as the majority at a General Meeting from time to time determines.

Section 13 – Inspection of Records

Subject to the Act, the members of the Confederation may at any reasonable time inspect any account or book or document of the Confederation.

Section 14 – Amendment

Except as otherwise provided, the Constitution and By-Laws may be amended by special resolution of a General Meeting of the Confederation, provided that:

- (a) appropriate notice of the proposed amendment is given with notice to the meeting; and
- (b) the resolution has been accepted for filing by the Registrar of Companies.

Section 15 – Property

The property and assets of the Confederation shall belong to the Confederation as a corporate entity, shall not constitute the property of any individual member, and no member shall have any claim upon the property and assets of the Confederation on ceasing to be a member or at any time thereafter.