fauw
Faculty Association of
the University of Waterloo

FAUW Constitution

Article 1 – Name

The name of the Association shall be the ***Faculty Association of the University of Waterloo*** (FAUW).

Article 2 – Purpose

The purpose of the Association shall be to advocate for:

- the maintenance and improvement of terms and conditions of employment of all its members;
- academic freedom;
- collegial governance;
- tenure and permanence;
- a workplace that is equitable and free from harassment and discrimination; and,
- a workplace that is inclusive and supportive of the full range of the membership's diversity.

The Association shall represent its members in the processes determining their terms and conditions of employment.

The Association may deal with all other matters considered to be in the interest of the Association and its members.

Article 3 – Guiding Principles

FAUW shall be guided by the following principles:

a) fairness and equitable treatment for the University community;
b) democratic accountability, by which the Association represents an informed membership;
c) honesty, professionalism, and ethical behaviour,
d) natural justice in its dealings and operations.

The Association shall not treat members in a way that is arbitrary, discriminatory, or in bad faith.

Article 4 – Affiliation

FAUW shall maintain a membership in good standing with the following:

a) the Ontario Confederation of University Faculty Associations (OCUFA);
b) the Canadian Association of University Teachers (CAUT).

Article 5 – Membership

5.1 The UW/FAUW Memorandum of Agreement (MoA) Article 2.1.1 denotes as Members (with a capital M) all employees represented by the Association. In this document, such Members will be referred to as "represented members". Monthly FAUW payroll deductions are a condition of employment for employees represented by FAUW, regardless of membership (MoA Article 2.5).

5.2 Voting membership in the Association shall be open to all represented members, and such members are referred to here as "voting members." Voting status shall become effective upon submission of a completed membership form.

5.3 The Association may, from time to time, decide to open Affiliate membership eligibility to categories of persons not included under 5.2 and not excluded by 5.6. Categories are listed in the Affiliate and Associate Membership Policy. Affiliate members have monthly FAUW membership dues deducted from payroll.

5.4 The Board of Directors may admit others (aside from those expressly excluded by 5.6 below) to associate membership in FAUW, following the Affiliate and Associate Membership Policy, where it is in FAUW's interests.

5.5 Voting members shall be eligible to vote at general meetings and in membership referenda, to nominate candidates or run for election to the Board of Directors, to serve on FAUW committees, and to serve on University committees whose members are appointed in whole or in part by the FAUW President.

5.6 Members of University of Waterloo's Executive Council, as well as faculty members at the University of Waterloo who are vice-presidents, deans, associate vice-presidents or associate provosts, or who report directly to a vice-president, are ineligible for FAUW membership. Faculty members holding senior administrative roles at an Affiliated and Federated Institution of Waterloo (AFIW), including president or principal at those

institutions, or who are a direct report of the person with that role, are also ineligible for FAUW membership.

5.7 Members may resign from Voting Membership in FAUW in writing or by e-mail; however, such members will continue to be represented and FAUW fees will continue to be deducted for represented members.

Article 6 – Fees

The mil rate used to determine membership fees for represented members shall be reviewed from time to time by the Board, who may bring relevant recommendations for changes to the mil rate for approval by the voting membership, with approval requiring a simple majority of the votes cast. The Board may fix a mil rate for affiliate members. Member fees contribute towards FAUW's membership in CAUT and OCUFA. Fee changes shall normally become effective July 1.

Article 7 – Meetings of Members

7.1 There shall be two regular general meetings held annually, one in April and one in December. Notification of the date, location, and agenda for all regular general meetings, as approved by the Board, shall be circulated to all voting members at least seven calendar days before the meeting.

7.2 Additional special general meetings may be called by the Board of Directors or by petition signed by sixty voting members. The petition must specify items of business for such a special general meeting, and the Board shall schedule the meeting date, time, and location, which must occur within 15 days of receiving the petition. Notification of the date, time, location, and agenda for all special general meetings shall be circulated to all voting members at least ten calendar days prior to the meeting.

7.3 A quorum for the transaction of business at any general meeting shall be 45 members. The Chair of the Board and of general meetings shall be appointed by the Board of Directors but shall not be a voting member of the Board.

7.4 Except in cases of extreme emergency, no motion of major policy significance may be debated in any meeting unless prior notice of that motion is included in the agenda of that meeting. In cases of dispute, the Chair's ruling on whether a motion is admissible shall be final. Normally, references to committees, questions of procedure, tabling, and requests for information are not considered of major policy significance and are among the matters not requiring notice of motion. Amendments to the Memorandum of Agreement that are not "minor" (as defined in MoA Article 12.10.2) are of major policy

significance and are subject to a referendum. Exceptionally, this referendum and the associated General Meeting are open to the entire represented membership.

7.5 All matters of major policy or strategic significance, following debate and a resolution at a general meeting, shall be put to a referendum of the voting membership, per the Elections and Voting Policy. For the avoidance of doubt, it is permissible for a general meeting to amend the question to be put to a referendum.

Article 8 – Board of Directors

8.1 A Board of 12 or 13 voting directors shall be responsible to the membership and shall direct FAUW's general policy and work. The Board includes as ex-officio voting members the FAUW President and Past President (if that position is occupied). The president is elected as described in Article 9 and the selection of the past president follows Article 10. The Board also includes 11 other members elected as described in Article 10:

8.1.1 One director elected by and from the voting members of each of the six Faculties of the University

8.1.2 One director elected by and from the voting members holding teaching-stream appointments (including clinical teaching stream appointments)
8.1.3 Four directors elected by and from the voting membership at large

8.2 Chairs of FAUW standing committees (Committee & Working Group Policy) and the Chair of the Board and of general meetings, if they are not also elected directors, shall serve as ex-officio, non-voting members of the Board.

8.3 The FAUW Executive comprise the Officers (enumerated in Article 10) plus additional voting Board members appointed by the President and ratified by the Board at a July meeting. The Executive Manager and the Chair of the Board and of general meetings are non-voting members of the FAUW Executive.

8.4 The following provisions apply to meetings of the Board of Directors.

8.4.1 Six voting directors shall form a quorum for the transaction of business.

8.4.2 Board meetings are called by the President or Vice President.

8.4.3 A special meeting of the Board may be called by petition in writing by three voting directors to the Executive Manager five working days in advance.

8.4.4 The agenda is determined by the Executive in consultation with the Chair and Executive Manager; when a meeting is called by petition, the items of business included in the petition must be included in the agenda.

8.4.5 Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. In the case of a tie vote, the motion shall be defeated.

8.4.6 In circumstances where decisions need to be made between meetings, an electronic vote, accompanied by a deadline, may be called by the President, with the decision being read into the minutes of the next official meeting of the Board. The vote passes with the approval of a majority of the Directors eligible to vote.

8.5 The voting membership may remove any Director from office before the expiration of their term of office by passing a motion at a General Meeting. Such a motion is not subject to the referendum requirement for matters of major policy or strategic significance (Article 10). The motion may originate from the Board or from a petition of sixty voting members. A petition proposing a regular general meeting motion to remove a Director from office must be received by FAUW fourteen calendar days before the meeting. The Director shall be removed from office if the motion passes by at least two-thirds of votes cast at that meeting. If a Director is removed in this way, a replacement election may be held at that meeting, and the members may elect a replacement director by a plurality of votes cast. This replacement election takes precedence over the requirement in Article 10 for the Nominations and Elections Committee to hold a by-election in the event of vacancies.

Article 9 – Elections, Referenda, & Voting

9.1 The Nominations and Elections Committee (NEC), a standing committee of the Association as defined in the Committee and Working Groups Policy, is responsible for organizing elections of the FAUW Board.

9.2 Elections for the President and Directors are open to all Voting Members. Election results, including vote tallies, shall be reported to the full membership. Elections shall be held in accordance with the Elections and Voting Policy. Elections held in the Fall term shall be timed so that their results may be announced no later than the December General Meeting; elections in the Winter term shall be timed so that their results may be announced no later than the April General Meeting.

9.3 President
The Presidential election process begins in the Fall academic term of even-numbered years, for a two-year term beginning July 1 of the following year. The President may remain in office until a successor is elected. All Voting Members may vote in presidential elections. A candidate must receive a majority of votes cast (50 percent + 1) to be elected. If no candidate achieves a majority in the first round, the two candidates receiving the most votes shall stand in a run-off vote. The candidate receiving the most votes in a run-off vote is elected. In the event of a tie in a Presidential ballot, the winner (or the candidate advancing to the second round) shall be randomly drawn from among the tied candidates. If a Fall term election fails to elect a President, there shall be another election in the Winter academic term, with results announced at the April General Meeting.

At the request of an outgoing President, the President-Elect may assume office prior to July 1.

9.4 Faculty-Specific & Teaching-Stream Faculty (Constituency) Directors
Constituency Director elections occur in the Winter of even-numbered years, to a two-year term starting July 1 of the same year. These elections are open to all Voting Members of the concerned constituency, and use approval voting, in which voters may support any number of acceptable candidates. The candidate receiving the most votes shall be elected. In the event of a tie in a vote for a Director, a winner shall be randomly drawn from among the tied candidates.

9.5 At-large Directors
At-large Director elections occur in the Winter academic term of odd-numbered years, to a two-year term starting July 1 of the same year. These elections are open to all Voting Members, and use approval voting, in which voters may support any number of acceptable candidates. The candidates receiving the most votes shall be elected. In the event of a tie in a vote for a Director, a winner shall be randomly drawn from among the tied candidates.

9.6 Term Limits
Service as a Director shall be limited to a maximum of six consecutive years. A former Director regains eligibility to serve as a Director after two years of not holding a voting position on the Board. This provision does not include service as President or as Past President for the purpose of counting service as a Director.

Service as President shall be limited to a maximum of four consecutive years, or until a successor is elected. A former President regains eligibility to serve as President after two years of not holding a voting position on the Board.

9.7 Vacancy
If the President leaves office prior to the end of their term, an election must be organized by NEC with the result resolved within two months. The Vice-President shall act as Interim President until the election is completed, at which time the new President immediately takes office.

If a Director position becomes vacant, the position will be included in the next annual Director election. The Board may choose to:

a) appoint a Voting Member from the appropriate constituency until the next annual election;

b) charge NEC with running a by-election; or

c) leave the position vacant.

The term of any Director elected off cycle will be adjusted to align with the election cycle for their constituency. However, should a vacancy result in a loss of quorum, then NEC shall organize a by-election to fill the vacancy as soon as possible.

9.8 Votes
Votes of the Voting Membership will be conducted to elect Directors (see above) and to determine positions on matters of major policy or strategic significance (see Article 7). Voting may be restricted to the relevant constituency, in the case of constituency votes. The conduct of elections and referenda, including voting methods, duration, and oversight, shall be governed by the Elections and Voting Policy.

Article 10 – Appointment of Officers

10.1 The Board of Directors' Officers shall be appointed in the following ways:

10.1.1 The President shall be elected by and from the Membership by majority vote (see Article 9).

10.1.2 The Vice-President shall be appointed by the President from among the elected directors. The appointment must be ratified by the Board.

10.1.3 The role of Past-President shall be offered by invitation of the President to the most recent President, unless this past President was removed under the provisions of Article 8.5. If they are unable or unwilling to serve, all former Presidents of the Association are eligible for this role; if anyone but the most

recent President is invited to take on this role, the choice must be ratified by the Board.

10.1.4 The Treasurer shall be appointed by the President from among the elected directors. The appointment must be ratified by the Board.

10.1.5 The Chair of the Board and of general meetings shall be appointed annually, from among the membership, on the NEC's recommendation, for ratification by the Board. The Chair is an ex officio non-voting member of the Board.

10.1.6 The Executive Manager's role is a permanent full-time staff position hired following the University of Waterloo's hiring processes and procedures.

10.2 The specific duties of the Officers listed above shall be defined in approved published role descriptions.

Article 11 – Policies

11.1 This Article establishes the authority and framework for the creation, approval, and maintenance of policies and procedures.

For the purposes of this Article:

- *Policies* are formal statements that establish principles, rules, or expectations governing the organization's activities.
- *Procedures* are detailed processes or steps to implement those policies. The Board is empowered to create procedures for operational purposes.

11.2 The FAUW Board of Directors shall be responsible for ensuring the maintenance of an up-to-date repository of all current policies and procedures. This repository shall be accessible to all members.

11.3 All policies and procedures shall be reviewed at least once every five (5) years to ensure their continued relevance and consistency with this Constitution.

11.4 There shall be two classes of policies:

a) Class M Policies (Membership Policies): Policies that directly affect the membership or involve significant fiscal commitments. Creation or amendment of Class M Policies shall require approval by a simple majority (50%+1) vote of the membership voting in a referendum. However, changes that are deemed to be

housekeeping or minor changes by the Board (and thus not of major strategic or policy significance) may be approved by the Board and ratified by a two-thirds vote at a General Meeting.

b) Class O Policies (Operational Policies): Policies governing internal operations and administration. Creation or amendment of Class O Policies shall require approval by a simple majority vote of the Board of Directors.

11.5 In the event of any conflict between a policy or procedure and this Constitution, the Constitution shall prevail.

11.6 The Board of Directors initiates policies or policy revisions. Class M policy proposals shall be presented to the membership at a general meeting and decided by a formal referendum vote. Class O policy proposals shall be submitted to the Board for consideration and approval.

11.7 The Board shall ensure the maintenance of a record of all policy revisions, including the date of approval, approving body, and a brief summary of changes. Superseded versions shall be archived and retained for reference.

Article 12 – Committees and External Representatives

12.1 The Association may establish standing committees and working groups, in accordance with the Committee & Working Group Policy.

12.2 The President or the Board may from time to time appoint voting members as FAUW representatives on non-FAUW committees ("external representatives"), either at the University level or external to the University. Such representatives are expected to participate in good faith and in a manner consistent with FAUW's guiding principles and will report regularly to the FAUW President and Executive Manager.

12.3 All committees, committee members, and external representatives shall not act contrary to Board decisions, policies, or resolutions, and shall implement any directives issued by the Board within the scope of their delegated responsibilities.

12.4 The Board of Directors may also co-operate with and appoint representatives to any University or external organization which may be appropriate to FAUW's mission, with the help of the NEC.

Article 13 – Council of Representatives

There shall be a Council of Representatives, the major functions of which are to act as liaison between the directors and the membership, to act in an advisory capacity to the directors, and to promote the benefits of membership in the Association to faculty members. Additional functions may be defined from time to time by the directors.

Article 14 – Discipline for Misconduct

The Association may discipline members for violations of the Harassment & Discrimination Policy or the Code of Conduct Policy. Members shall only be subject to disciplinary penalties following a fair investigation, with opportunity for an appeal, in accordance with these Policies and the Complaints Procedure.

Article 15 – Finances

15.1 Unless otherwise decided by the Board of Directors, the fiscal year of the Association shall end April 30. There shall be an annual audit of the FAUW financial records by an external auditor appointed at the December General Meeting.

15.2 All financial instruments and transactions shall be authorized by any two authorities designated by the Board of Directors. The Board shall designate at least 3 (three) authorities.

15.3 For the purpose of carrying out the objectives of the Association, the Association may borrow, raise, or secure payment of money in such manners as it deems fit. Exercise of these powers for an amount equal to or greater than $25,000 inflation-adjusted 2026 dollars per the Canadian Consumer Price Index shall require approval by a two-thirds majority of ballots cast in a referendum vote of the membership. No debenture shall be issued otherwise.

15.4 Investments by the Association shall follow the Investment Policy.

Article 16 – Indemnification

16.1 FAUW shall indemnify and save harmless, out of FAUW funds, every director, officer, or employee of the Association, or other person who has undertaken or is about to undertake any liability on behalf of FAUW or any organization controlled by it, and their heirs, executors and administrators, and estate and effects respectively, from and against:

a. all costs, damages, charges and expenses which a director, officer, employee or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability;
b. all other costs, damages, charges and expenses which a director, officer, employee or other person sustains or incurs in or about or in relation to FAUW affairs;
c. excluding such costs, damages, charges or expenses as are occasioned by malfeasance, willful misconduct, bad faith, or gross negligence.

16.2 FAUW may purchase and maintain, and budget for, such insurance for the benefit of its directors, committee members, and staff as the Board of Directors may from time to time determine.

Article 17 – Rules of Order

In all matters not covered by this Constitution, Robert's Rules of Order (as revised from time to time) shall apply.

Article 18 – Amendments

Proposals to amend the Constitution shall be presented to the membership at a general meeting, put to a referendum vote by a resolution passed at that meeting, and ratified by a two-thirds majority of votes cast in a formal referendum, following the Elections and Voting Policy.

Changes to the Constitution that are deemed to be housekeeping or minor changes by the Board (and thus not of major strategic or policy significance) may be approved by the Board and ratified by a two-thirds vote at a General Meeting.

Article 19 – Dissolution

19.1 The dissolution of FAUW shall be by a special resolution passed by a referendum of two-thirds of the votes cast by Voting Members, after a resolution authorizing the referendum is passed at a general meeting.

19.2 Any assets belonging to FAUW shall be liquidated, all liabilities paid, and all remaining assets shall be transferred to an organization of similar purpose at the University of Waterloo, and in the absence of such, donated to the CAUT Academic Freedom Fund.