

WIP

This document compares current and past versions of the FAUW constitution. The current version is copy-pasted here, with any differences highlighted and further details included via comments.

Bolded text: to highlight specific differences.

Green text: words added over time

Red text: words removed over time

Purple text: differences of the current constitution with the November 1978 constitution
Which is a version with the following details:

Approved at General meeting on March 6, 1969

Amendments approved at fauw meetings:

- Article V (2) – March 30, 1970
- Bylaw No. 4 (addition) – June 7, 1971
- Article III (1) and (2) – March 26, 1975
- Article IV (3) and (5) – March 24, 1975
- Article V (2) – March 24, 1975
- Article IX (1) – March 24, 1975
- Bylaw No. 5 (addition) – March 24, 1975
- Article III (a) – March 23, 1977
- Article IV (6) – March 23, 1977
- Article VI (4) – March 23, 1977
- Article VII (2) – March 23, 1977
- Bylaw No. 3 (1) and (i) – March 23, 1977
- Bylaw No. 4 – March 23, 1977
- Bylaw No3 (1) (i) and (1) (iv) – November 30, 1978
- Article VI – November 26, 1980

Blue text: differences of the current constitution with the 1995 constitution

Which has gone through 2 amendments:

- Dec 4, 1996 (sections 6 and 7, Elections: Mail ballots)
- Dec 4, 2002 (Section 32(f), Status of Women and Equity Committee)

Brown text: differences of the current constitution with the 2011 constitution.

Remaining constitutions that still need comparison with: 2015, 2018, 2021

FAUW Constitution

Last updated April 16, 2021. Download a [PDF version of the Constitution](#).

1. Name

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

2. Objectives

To represent all University of Waterloo employees who are recognized by the University as represented by FAUW in the Memorandum of Agreement (Article 2.1.1) and all others who are admitted as members of FAUW as per section 4 of this Constitution in the processes determining the terms and conditions of employment.

To promote fairness for and equitable treatment of the individuals it represents by negotiating and defending sound policies, practices and procedures.

To defend and promote academic freedom and tenure within the university.

To promote a climate of freedom and collegiality, and in other ways to promote the welfare of the university as a community of scholars.

To promote an environment that supports quality teaching and research.

To promote a diverse and inclusive university where the advancement of human rights is a priority.

To deal with all other matters considered to be in the interests of the Association and its members.

3. Affiliation

FAUW shall be affiliated with the following:

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

4. Membership

- a. Membership shall be open to all University of Waterloo employees who are officially represented by FAUW (Memorandum of Agreement Article 2.1.1). Membership shall become effective upon completion of a membership form. Monthly FAUW payroll deductions are a condition of employment for employees officially represented by FAUW, regardless of membership (Memorandum of Agreement Article 2.5).
- b. Membership shall also be open to non-regular (including research) faculty members and professional librarians at the University of Waterloo and to faculty members at the

Commented [FA1]: Remained the same

Commented [FA2]: 1995:

The objectives of the Association are:
[...]
(e) to regulate employment relations between the University and its academic staff, including librarians, and any other persons represented by the Association;

Commented [FA3]: 1978: very short

II PURPOSES

To advance the cause of higher education, to protect academic freedom within the University, and to promote the welfare of faculty members.

Commented [FA4]: 1995: Framework of the current constitution

1. OBJECTIVES

The objectives of the Association are:
(a) to promote the welfare of the universities as communities of scholars;
(b) to promote academic freedom within the University;
(c) to promote a diverse and inclusive university;
(d) to promote quality teaching and research;

Commented [FA5R4]: 2011: first iteration of the current style of layout

Commented [FA6]: Didn't exist in 2002

Commented [FA7]: Didn't exist in 2002

Commented [FA8]: Didn't exist in 2002

Commented [FA9]: Didn't exist in 2002.

In 2002: academic freedom

Commented [FA10]: Didn't exist in 2002.

Commented [FA11]: Didn't exist in 2002.

Commented [FA12]: Remained the same

Commented [FA13]: 1995:

Commented [FA14]: 1978:

III MEMBERSHIP

Commented [FA15R14]: 2011: framework of current constitution.

Commented [FA16]: 1978:

Different from MoA,

affiliated university colleges[†], and shall become effective upon completion of a membership form authorizing monthly FAUW payroll deductions.

† The affiliated university colleges are Conrad Grebel, Renison, and St. Paul's.

- c. Members shall be eligible to vote at general meetings and on other matters put before them by the Board of Directors, to nominate candidates or run for election to the Board of Directors, to serve on the Council of Representatives and FAUW standing and ad hoc committees, and to serve on University committees whose members are jointly appointed by the vice-president, academic and provost and the FAUW president.
- d. Faculty members at the University of Waterloo who report directly to a vice-president or above, and faculty members holding senior administrative positions at the affiliated university colleges (normally individuals who report directly to the institution's principal or president - e.g., faculty deans, associate vice-presidents, associate provosts, etc.), shall be excluded from membership in FAUW.
- e. The Board of Directors may admit others (aside from those expressly excluded by (d) above) to associate membership in FAUW, where it is in FAUW's interests. Associate members may not vote or hold office.
- f. Members may resign in writing or by e-mail; however, FAUW fees will continue to be deducted for faculty members specified in 4(a).

5. Fees

- a. The mil rate used to determine FAUW fees shall be fixed from time to time by a simple majority vote of the Board of Directors, and by a ratification vote by the membership. Fee changes shall normally become effective July 1.
- b. The fees shall include membership in OCUFA and CAUT.

6. Board of Directors

A Board of 13 voting directors shall be responsible to the membership and shall direct FAUW's general policy and work. In addition to its standing committees, the Board may appoint additional committees with specified terms of reference. All committees shall report and be responsible to the Board of Directors.

Chairs of FAUW standing committees who are not elected directors shall serve as ex-officio, non-voting members of the Board. The Board may appoint additional members to serve in this capacity.

The St. Jerome's University Academic Staff Association (SJU-ASA) and the Librarians and Archivists Association of the University of Waterloo (LAAUW) may each annually or biennially, in

Commented [FA17]: Added after 2011

Commented [FA18]: Added after 2002

Commented [FA19]: 1978:

Part of bylaw 2. Fees.

2. Fees

The Executive shall propose fee changes as appropriate. Fee changes must be approved. By the Membership at a regular or special meeting of the Association. Members' fees shall include CAUT and OCUFA fees as well as those of the Association

Commented [FA20R19]: 1995:

5. DUES

(a) The dues or fees payable by Members, or categories of subcategories of Members, shall from time to time be fixed by a simple majority vote of the Board of Directors, which vote shall become effective only when confirmed by a vote of the Members at an annual or other general meeting.

(b) The Secretary shall notify the Members of the dues or fees at any time payable by them and if any are not paid within thirty (30) days of the date of such notice, the Members in default shall thereupon automatically cease to be Members in good standing.

(c) The annual Membership dues shall cover membership in FAUW OCUFA, and CAUT

Commented [FA21R19]: Current version=2011 version.

Commented [FA22]: 1995:
6. BOARD OF DIRECTORS

(a) The affairs of the Association shall be managed by a Board of eleven (11) Directors who shall direct the general policy and work of the Association. In addition to its standing committees, with specified terms of reference, as may be deemed necessary. All committees report to and are responsible to the Board of Directors. The Directors of the Association shall be elected in the following manner: [... see comment at 7. Elections]

Commented [FA23]: Remained the same

Commented [FA24]: Added after 2011

accordance with the procedures of each association, select one of their Executive Committee members to serve as a non-voting member of the FAUW Board of Directors.

7. Elections

- a. A president shall be elected by and from the FAUW membership to serve a two-year term. A president may be re-elected once consecutively. Upon completion of their term, they shall serve as past president, normally for one year, if available. The remaining 11 directors shall be elected by and from the members and shall normally serve two-year terms staggered so that the terms of at least five elected directors end each year. The voting membership of the Board of Directors shall consist of the following:
 - A. *Ex Officio*
 - i. FAUW president
 - ii. FAUW past president (if the role is occupied)
 - B. Elected
 - i. One member elected by and from the members of each of the six Faculties of the University
 - ii. One member elected by and from the members holding the rank of lecturer (including clinical appointments)
 - iii. Four members elected by and from the membership-at-large
- b. Elections shall normally be by secret ballot. The president shall be elected prior to the fall term general meeting of the members and the remaining directors shall be elected prior to the winter term general meeting of the members so that the results may be announced at the respective meetings. Vote tallies shall be provided at the meetings upon request.
- c. Directors' and officers' transitions shall take place July 1.
- d. Each September, the directors shall appoint an Elections Committee consisting of a minimum of two FAUW members who shall organize the election according to the procedures established by the Board of Directors. No member of the Elections Committee may be a candidate for any office.
- e. The Elections Committee shall advertise vacancies widely and receive nominations at least thirty calendar days prior to the date set for the general meeting at which the election results are to be announced. Nominations must be signed by three FAUW members and nominees must agree in writing to stand for election.
- f. The Elections Committee shall strive to present a demographically diverse slate of candidates.

Commented [FA25]: 1995;
6. BOARD OF ELECTORS
(d) One (1) Director shall be **elected annually** by and form the Members of the Association on the faculty of St. Jerome's College

Commented [FA26]: 1978:

VI ELECTIONS

[...]

(6) (a) Election of the President shall be by a simple majority vote of the votes cast.

(b) Election of the members of the Executive shall be by plurality: the four candidates who receive the greatest number of votes shall be elected for two year terms the remaining elected candidates shall serve one year terms.

(7) The ballots shall be held by the Elections Committee until approval of the Report on the Election at the March General Meeting.

Commented [FA27]: 1995:
6. BOARD OF DIRECTORS

(a) [...]The Directors of the Association shall be elected in the following manner:

(b) (Transitional) The first Directors shall be elected at the founding meeting. Seven Directors shall be elected for terms expiring in accordance with Article 6 (h) at the joint meeting of the old Board and the new Board following th [...]

Commented [FA28R27]: 1995 w/ 1996 Amendment

Transitional section (b) and section (n) removed.

Commented [FA29]: 1995:
6. BOARD OF DIRECTORS

(b) A president shall be **elected annually** by the members of the Association and shall **also serve a term of one (1)** [...]

Commented [FA30R29]: 2011: (have not compared yet)
7. ELECTIONS

a. A president shall be elected **annually** from the members of the Association. A President may be re- [...]

Commented [FA31]: Added after 2011

Commented [FA32]: 1978:

VI ELECTIONS

[...]

Commented [FA33]: Remained the same

Commented [FA34]: 1978:

[...] **twenty-eight** calendar days prior to the date set for elections. Nominations submitted after this time shall r [...]

Commented [FA35]: Added after 2011

- h. A ballot shall be distributed to the FAUW membership at least fifteen calendar days prior to the date set for the general meeting. Voting shall close at 13:00 two business days before the general meeting. Paper ballots, if used, shall be counted by at least two scrutineers appointed by the Elections Committee. The scrutineers may include members of the Elections Committee.
- i. The members may remove any director from office before the expiration of her/his term of office. Notice of a resolution to this effect must be given at least one week in advance of a general meeting, and the director shall be removed from office if the resolution is passed 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 any member in her/his stead by a plurality of votes cast.
- j. Service as a director shall be limited to a maximum of six consecutive years, except when the director is serving as president or past president. Service as president shall be limited to four consecutive years.

Commented [FA36]: Remained the same

Commented [FA37]: 1978:
VI ELECTIONS
(5) The Elections Committee shall be responsible for the preparation, the distribution, the verification, the counting and the destruction of the ballots and for the presentation of a report on the Election to the March General Meeting.

Commented [FA38]: 1995:
-similar
6. BOARD OF DIRECTOS
The Members of the Association may, by resolution passed by at least two-third of the votes cast at a general meeting of which at least one week's notice specifying the intention to pass such a resolution has been given, remove any Director before the expiration of her/his term of office and may, by a majority of the votes cast at that meeting, elect any person in her/his stead for the remainder of her/his term.

8. Vacancies

Vacancies on the Board of Directors may, so long as a quorum of directors remain in office, be filled by the directors from among the FAUW membership for the remaining portion of that year of the term. In the event that there is not a quorum of directors, the remaining directors shall forthwith hold an election to fill the vacancy(-ies).

Commented [FA39]: 1995:
6. BOARD OF DIRECTORS
(n) Service as a Director shall be limited to a maximum of five (5) consecutive years; except that the limit is (7)

Commented [FA40R39]: 1995 w/ 1996 amendments:
Section (n) removed

Commented [FA41]: 1978:
VII VACANCIES

Commented [FA42R41]: 1995:
7. VACANCIES

Commented [FA43R41]: Same in 2011.

Commented [FA44]: 1995:
Very similar

Commented [FA45]: 1995
8 QUORUM & MEETINGS, BOARD OF DIRECTORS

Commented [FA46R45]: Same in 2011

Commented [FA47]: Remained the same from 1995

Commented [FA48]: Same part found in 1995:
11. VOTING, BOARD OF DIRECTORS

Commented [FA49]: 1995:
13. OFFICERS OF THE ASSOCIATION

Commented [FA50R49]: 2011:
10. DUTIES OF THE OFFICERS

Commented [FA51]: Same in 1995

9. Quorum and Meetings, Board of Directors

Fifty percent of the directors shall form a quorum for the transaction of business. Directors' meetings may be formally called by the president or vice president or by petition in writing by two directors to the secretary.

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 chair, in addition to her/his original vote, shall have a second or casting vote.

10. Officers of the Association

- 1. There shall be a president, vice president, and treasurer, and, for at least the first year of a new president's term, a past president, all of whom shall also be directors of the association, and such other officers as the Board of Directors may determine.
- 2. Except for the president, who is elected by the FAUW membership, and the past president, the remaining officers shall be approved by the Board of Directors. The executive manager shall serve as the secretary in a non-voting capacity.
- 3. The Board of Directors may remove any officer except for the president from office by means of a 2/3 majority recorded vote.

11. Duties of the Officers

President

The president shall chair the meetings of the Board of Directors and represent FAUW at the University and in the broader community. The president shall be charged with the general management and supervision of the affairs and operation of the association. The president shall serve as co-chair of the Faculty Relations Committee and as an ex-officio member of all FAUW standing committees.

Vice President

The vice president shall chair the meetings of the Council of Representatives and shall fulfill the duties of the president during her/his absence. The vice president may be assigned other duties determined by the Board of Directors.

Past President

The past president shall fulfill the duties of the president or vice president in their absence and perform such duties as may from time to time be determined by the Board of Directors. If the immediate past president is not available to serve, the Board of Directors may on the advice of the president appoint a previous past president or a current or recent Board member.

Treasurer

The Treasurer, or her/his designate, is responsible for keeping FAUW's financial records and for transactions with financial institutions designated by the Board of Directors. The treasurer shall be responsible for rendering an account of FAUW's financial position to the Board of Directors whenever required and shall report to the membership at general meetings. S/he shall also perform such other duties as may from time to time be determined by the Board of Directors.

Secretary

The secretary, or designate, shall issue notices and agendas for meetings of the Board of Directors and general meetings of the membership, and record the minutes of these meetings. The secretary shall maintain FAUW's documents and records.

Other Officers

The duties of all other FAUW officers shall be as determined by the Board of Directors.

12. Council of Representatives

- a. 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.
- b. Each University of Waterloo academic department or school shall select one representative to the Council in a manner acceptable to the members of the department or school. The SJU-ASA and the LAUW each may also elect or appoint a representative.

Commented [FA52]: 1995:

14. DUTIES OF PRESIDENT AND VICE-PRESIDENT
The President shall, when present, preside at all meetings of the Board of Directors and of the Board of Directors jointly with the Council of Representatives. The President shall also be charged with the general management and supervision of the affairs and operation of the Association. [...]

Commented [FA53]: Added in 2011

Commented [FA54]: Added after 2011

Commented [FA55]: 1995:

11. VOTING, BOARD OF DIRECTORS
[...] In the absence of the President her/his duties may be performed by the Vice-President or such other Director as the Board may from time to time appoint for the purpose.

Commented [FA56]: 2011

10. DUTIES OF THE OFFICERS

Past President

[...] If the immediate Past President is not available to serve, the Board may appoint a previous Past President.

Commented [FA57]: 1995:

16. DUTIES OF TREASURER

The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Association in proper books of account and shall deposit all moneys or other [...]

Commented [FA58R57]: ~Same in 2011

Commented [FA59]: 1995:

15. DUTIES OF SECRETARY

Commented [FA60R59]: Same in 2011

Commented [FA61]: 1995:

17. DUTIES OF OTHER OFFICERS

Commented [FA62R61]: 2011:

11. DUTIES OF THE OFFICERS

Commented [FA63]: 1978:

V COUNCIL OF REPRESENTATIVES

Commented [FA64R63]: 1995:

9. COUNCIL OF REPRESENTATIVES

Commented [FA65R63]: 2011:

12 COUNCIL OF REPRESENTATIVES

Commented [FA66]: Remained the same

Commented [FA67]: 1978:

[...] Executive Committee

Commented [FA68]: Added in 2011

Commented [FA69]: 1978:

[...] Executive Committee

Commented [FA70]: Didn't exist in 1978

Each September, the FAUW vice president shall contact each constituency through its chair or director to request that the members of the department or school determine their representative for that year. With the exception of the SJU-ASA and LAAUW representatives, council representatives must be FAUW members. Representatives shall serve a one-year (renewable) term.

- c. Where a constituency has not elected or appointed a Council representative by September 30 in any year, the directors may appoint a *pro tem* member to represent that constituency until such time as the department or school selects an appointee.
- d. The Board shall consult with the Council regularly on the policy issues that arise as the Board transacts the ordinary business of the Association. There shall be a joint meeting of the Board of Directors and the Council of Representatives at least twice annually, once in the fall term and once in the winter term. The vice president shall summarize the non-confidential business of the Board since the last Council meeting and report on the business arising from it. Additional meetings may be called by the Board of Directors or by petition by any eight members of the Council of Representatives. Notice of such meeting and the agenda shall be sent by e-mail to the Board of Directors and the Council of Representatives not less than one week prior to the meeting.

13. General Meetings of Members

- a. There shall be two general meetings held annually, one in the fall term and one in the winter term. Additional general meetings may be called by the Board of Directors or by petition by sixty FAUW members. Notification of the date, location and agenda for all meetings shall be circulated at least one week prior to the meetings.
- b. The president, treasurer, and committee chairs shall deliver reports at every general meeting. At the fall term meeting, the audited financial statements shall be presented, members shall approve the auditor for the following year, and the results of the presidential election shall be announced. At the winter term meeting, the draft budget for the fiscal year shall be presented; the results of the Board election shall be announced; and members shall approve the chair of general meetings for the ensuing year. The chair of general meetings shall not be a member of the Board of Directors.
- c. Normally, all motions to be debated and voted upon must be circulated in the form of "Notice of Motion" at least one week prior to the meeting. However, motions may be brought forward from the floor if they are not of major policy significance.

14. Quorum of Members

A quorum for the transaction of business at any general meeting shall be 30 members.

15. Voting of Members

- a. Each FAUW member shall be entitled to one vote.

Commented [FA71]: Added in ____?

Commented [FA72]: 1978:
[...] Executive may appoint a Member to represent them.

Commented [FA73]: Added after 1995

Commented [FA74]: 1978:
VIII MEETINGS
(1) General Meetings shall be held in the Fall Term and in Match of each academic year. Additional meetings may be called by the Executive Committee or on petition by any twenty Members of the Association. The agenda for all meetings must be circulated at least one week prior to the meetings.

Commented [FA75R74]: 1995:
20. ANNUAL AND OTHER MEETINGS OF MEMBERS
(a) The annual or any other general meeting of the Members shall be held at such location as the Board of Directors may determine and on such day as the said Directors shall appoint, provided, however that a general meeting shall be held in the Fall Term and the annual meeting shall be held in the month of March or April of each academic year. Additional meetings may also be called on petition by any 60 Members of the Association. The agenda for all meetings shall be circulated at least one week prior to the meeting.

Commented [FA76R74]: 2011:
a. There shall be two general meetings held annually, one in the Fall and one in the Spring. [...]

Commented [FA77]: Didn't exist in 1978

Commented [FA78]: 1995:
20. ANNUAL AND OTHER MEETINGS OF MEMBERS

Commented [FA79R78]: 2011:
13. GENERAL MEETINGS OF MEMBERS
[...]

Commented [FA80]: Remained the same.
1978, 1995, 2011: had "Ordinary" instead of "Normally"

Commented [FA81]: 1978:
VIII MEETINGS
(2) A quorum shall be fifty Members.

Commented [FA82R81]: Similar in 1995:
23. QUORUM OF MEMBERS

Commented [FA83R81]: Same in 2011:
14. QUORUM OF MEMBERS
[...] shall be thirty members

Commented [FA84]: 1995:
24. VOTING OF MEMBERS

Commented [FA85R84]: 2011:
15 VOTING OF MEMBERS
a. The same

- b. Unless otherwise required by the Rules of Order, the following will apply to votes of the members:
 - i. At the Board of Directors' discretion, votes may be conducted either by ballot or at a properly constituted general meeting.
 - ii. At all meetings of the members every question shall be decided by a majority of the votes of the members present. In the case of a tie vote, the chair shall be entitled to a vote; otherwise the chair shall not vote.
 - iii. Votes conducted by ballot will be administered by a secure and confidential electronic voting process. The question will be decided by a majority of the votes cast.

16. Fiscal Year

Unless otherwise ordered 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 fall general meeting.

17. Financial Documents

All cheques and other financial documents shall be signed by persons authorized by a resolution of the Board of Directors. All cheques shall be signed by any two designated signing authorities.

18. Borrowing

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 the powers described in this section shall require approval by a 2/3 majority of ballots cast in a vote of the membership. No debenture shall be issued otherwise.

19. Committees and FAUW External Representatives

The Board of Directors shall establish standing committees. The chairs of the standing committees shall serve on the Board of Directors as described in section 6. Only FAUW members are eligible to serve on standing committees. One duty common to all standing committees is to recommend to the Board of Directors the appointment of the chair of the committee, the appointments of new members of the committee, and membership terms. The standing committees are as follows:

Executive

This committee consists of the president, vice-president, and treasurer, and, for at least the first year of a new president's term, a past president, as well as such other Board members the president sees fit to appoint to the Committee. It is responsible for advising the president (including in establishing the agendas of Association meetings), and for any other duties determined by the Board of Directors.

Compensation Negotiating Team

Commented [FA86]: Added after 2011

Commented [FA87]: Added after 2011

Commented [FA88]: 1995:
25. FINANCIAL YEAR
Unless otherwise ordered by the Board of Directors, the fiscal year of the Association shall terminate on the 31st day of January in each year.

Commented [FA89R88]: 2011:
16 FINANCIAL YEAR
Unless otherwise ordered by the Board of Directors, the fiscal year of the Association shall end December 31. There shall be an annual audit of the FAUW financial records by an external auditor appointed at the Spring general meeting.

Commented [FA90]: 1995:
-very different, detailed

26. CHEQUES, ETC.
All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors and any two such officers or agents may endorse notes and drafts for collection on account of the Association through its bankers, and endorse notes and cheques for deposit with the Association's bankers for t...

Commented [FA91R90]: Same in 2011

Commented [FA92]: 1995:
29. BORROWING

Commented [FA93R92]: 2011:
18. BORROWING

Commented [FA94]: Added after 2011, similar wording to 2011

Commented [FA95]: 1978:

Commented [FA96R95]: 1995:
32. COMMITTEES

Commented [FA97R95]: 2011:
20. COMMITTEES

Commented [FA98]: Remained the same

Commented [FA99]: Added in 1995

Commented [FA100]: 1978:
IV EXECUTIVE COMMITTEE

Commented [FA101]: 1978:

Commented [FA102R101]: 1995:
32. COMMITTEES

The Compensation Negotiating Team is described in Article 10 of the Memorandum of Agreement.

Academic Freedom and Tenure

A committee which assists faculty members with any problem arising with the administration regarding terms and conditions of employment and application of university policy, tenure and promotion issues, annual performance reviews, and pension and benefits issues. The committee also plays an advisory role in the development and revision of relevant University policies and, with the approval of the Board of Directors, works to inform members about such matters.

Equity

A committee concerned with equity issues, including those covered by the protected grounds of Ontario's *Human Rights Code*. The committee engages in educational and advocacy activities as appropriate and liaises with other related committees of the University, OCUFA and CAUT.

Lecturers

A committee which provides input on matters pertaining to all aspects of the working conditions of lecturers, and communicates issues raised by lecturers to the Board.

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 interests.

20. Rules of Order

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

21. Indemnification

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 FAUW affairs; except such costs, damages, charges or expenses as are occasioned by wilful neglect or default.

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

Commented [FA103]: 1978:

Part of bylaw 3. Committees.

3. Committees

[...]

(iii) Tenure. A committee concerned with all aspects of academic freedom and tenure, including review of the University Tenure Policy.

Commented [FA104R103]: Same in 2011

Commented [FA105]: Remained the same

Commented [FA106]: 1995: similar

[...], newly revised, shall apply.

Commented [FA107R106]: 2011: similar

[...] (revised) shall apply.

Commented [FA108]: Same in 2011

Commented [FA109]: 1995:

35. INDEMNIFICATION

(a) Every Director and/or ex-officio Member of the Board of the Association and her/his heirs, executors, administrators and other legal personal representatives shall, from time to time, be indemnified and saved harmless by the Association from and against: [...]

Commented [FA110]: Added in 2011

Commented [FA111]: 1995:

35. INDEMNIFICATION

(ii) [...] Provided that no Director and/or ex-officio Member of the Board of the Association shall be indemnified by it in respect of any liability, costs, charges or expenses that he/she is adjudged to be in breach of any duty or responsibility opposed upon her/him under any statute unless, in an action brought against her/him in her/his capacity as Director and/or ex-officio Member of the Board, he/she has achieved complete and substantial success as a defendant.

22. Amendments

This constitution may be amended by a 2/3 majority of the votes cast at any FAUW general meeting. Notice of resolutions to amend this constitution shall be sent to the members of the Association at least one week prior to the vote.

Approved by the members December 6, 2011

Amended by the members December 9, 2015

Amended by the members April 5, 2018

Amended by the members April 16, 2021

1978 Constitution bylaws and related sections provided in full below, in similar formatting:

- X BYLAWS
- (1) A regular or special meeting of the Association may, by majority vote, amend Bylaws for its own government provided that such Bylaws are consistent with the provisions of the Constitution.
 - (2) Notice of such resolutions to amend Bylaws shall be given in writing to the President and sent by him to the Members of the Association at least one week prior to the date of the meeting.

[...]

XII This constitution replaces all other Constitutions and shall take effect immediately upon adoption as specified in IX.

^ (IX AMENDMENTS in 1978 constitution)

BYLAWS OF THE FACULTY ASSOCIATION OF THE UNIVERSITY OF WATERLOO

1. Newsletter Officers of the Association shall be required to issue regular reports to the Membership. These shall be included in the Association Newsletter. The Editor of the Newsletter shall be appointed by the Executive Committee for a one year term. The term may be renewed. The Newsletter shall be issues at least bimonthly.
2. Fees The Executive shall propose fee changes as appropriate. Fee changes must be approved. By the Membership at a regular or special meeting

Commented [FA112]: 1978:

IX AMENDMENTS

(1) The Constitution of the Association may only be amended by a two-thirds majority of the Members present at any General Meeting of the Association.

(2) Notice of resolution to amend the Constitution shall be given in writing to the President and sent by him to the Members of the Association at least one month prior to this meeting.

Commented [FA113R112]: Same in 2011

Commented [FA114]: 1995:

30. AMENDMENTS

This Constitution may be amended by a simple majority of the Members present at any general meeting of the Association.

[rest same as IX AMENDMENTS (2) in the 1978 constitution, except with her/him]

Commented [FA115]: Same in 1995 Constitution

of the Association. Members' fees shall include CAUT and OCUFA fees as well as those of the Association

3. Committees

- (1) The Executive Committee shall establish standing committees. Membership on these committees **is for up to a three year term**, arranged so that an appropriate number of the committee members are replaced each year. **The chairmen of the standing committees must be members of the Executive Committee. At least one-third of the members of each of these standing committees must be members of the Executive Committee.**

The standing committees are as follows:

- (i) Compensation. To consist of at least seven members, including one from each College Branch Association. The Compensation Committee shall deal with all matters of salary and benefits, and conditions of employment relevant to these matters. The Association's appointees to the Salary Steering Committee and to the University of Waterloo Pension and Benefits Committee shall sit on the Compensation Committee. Other members may be appointed by the Executive Committee at its discretion.

The Compensation Committee must present an Annual Compensation Brief to the Membership for ratification at the Fall meeting. The Compensation Committee shall attempt to realize the provisions of the Brief through salary, pension and benefits consultations with the appropriate University and College officials.

- (ii) Membership. A committee concerned with all aspects of membership.
- (iii) Tenure. A committee concerned with all aspects of academic freedom and tenure, including review of the University Tenure Policy.
- (iv) Pension Fund. A committee concerned with all aspects of pension.
- (v) University Government and Administration. The Committee on University Government and Administration shall be responsible for such studies

as may be initiated by the Executive regarding government and administration of the University of Waterloo.

- (2) The Executive Committee may also cooperate with and appoint representatives to any University or external organizations which may be appropriate to the interest of the Association

4. Membership

- (1) Membership privileges become available in the pre-payment of dues which shall normally be by payroll deduction for a minimum period of twelve months except that the dues for the first month may be paid by cheque on the regular University payroll date (the last Friday of the appropriate month) if payroll deduction is not possible for that month.
- (2) Membership privileges lapse automatically on non-payment dues.

5. Group Membership

- (1) Special provision for group membership of faculty from federated and affiliated colleges may be made with the approval of the Association's membership at a General Meeting.
- (2) The agreement may specify election to the Executive committee of a member from the college "group".
- (3) The agreement shall be in accord with the Association's Constitution and Bylaws.

November 30, 1978

Commented [FA116]: DNE in current constitution

1995 sections that aren't in the current constitution.

10. ERROR IN NOTICE< BOARD OF DIRECTORS

No bona fide omission or error in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

12. POWER

The Directors of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other acts and things as the Association is authorized to exercise and do.

18. EXECUTION OF DOCUMENTS

- (a) Deeds, transfers, licences, contracts and engagements on behalf of the Association shall be signed by either the President or Vice-President and by the Secretary.
- (b) Contracts in the ordinary course of the Association's operations may be entered into on behalf of the Association by the President, Vice-President, Treasurer or by any person authorized by the Board.
- (c) The President, Vice-President, the Directors, Secretary or Treasurer or any one of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds, or other securities from time to time standing in the name of the Association in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Association transfers of shares, bonds or other securities from time to time transferred to the Association.
- (d) Notwithstanding any provisions to the contrary contained in the Constitution of the Association, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Association may or shall be executed.

19. BOOKS AND RECORDS

The Directors shall see that all necessary books and records of the Association required by the Constitution of the Association or by any applicable statute or law are regularly and properly kept.

21. ERROR OR OMISSION IN NOTICE

No bona fide omission or error in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director or officer for any meeting or otherwise, the address of any Member, Director or officer shall be her/his campus address recorded on the books of the Association.

22. ADJOURNMENTS

Any meeting of the Association or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment may be made notwithstanding that no quorum is present.

27. DEPOSIT OF SECURITIES FOR SAFEKEEPING

The securities of the Association shall be deposited for safekeeping with one or more bankers, trust companies or other financial institution to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of

the Association signed by such officer or officers, agent or agents of the Association, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

28. NOTICE

Whenever under the provision of the Constitution of the Association, notice is required to be given, such notice may be given either personally or by depositing same, addressed to the Director, officer or Member at her/his campus address as the same appears on the books of the Association, in a campus mail pick-up box. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a campus mail pick-up box as aforesaid. For the purpose of sending any notice the address of any Member, Director or officer shall be her/his last campus address as recorded on the books of the Association.

31. NEWSLETTER

The editor of the Newsletter (the "FAUW Forum") shall be appointed by the Board of Directors for a one year term. The term may be renewed. The Newsletter shall be issued at least bimonthly.

32 COMMITTEES

- (d) Pension and Benefits - A Committee concerned with all aspects of pension and those benefits that come under the purview of the University of Waterloo Pension and Benefits Committee.
- (e) Political Relations - A Committee concerned with lobbying various levels of government, government agencies, and political parties on matters affecting the University community.
- (f) **Status of Women and Inclusivity** - A Committee of 4-6 Members plus the Chair, each appointed for a two-year term, whose duties include:
 - i) to maintain a watching brief for FAUW on the status of women and to develop policy positions pertaining thereto, especially as related to FAUW's role as the representative of faculty on terms and conditions of employment.
 - ii) to promote recognition of feminist scholarship and teaching as legitimate academic endeavours within a context of intellectual diversity including interdisciplinary ventures.
 - iii) to promote a diverse and inclusive university, one which is genuinely welcoming and just to all its members in recognition of the heterogeneity of Canadian society
 - iv) to seek open and comprehensive reporting from University bodies whose work impinges on equity issues.
 - v) to serve as a liaison with the OCUFA and CAUT Status of Women Committees.

The Board of Directors may also co-operate with and appoint representatives to any University or external organization which may be appropriate to the interests of the Association.

Commented [FA117]: Same in 1978, 2011

Commented [FA118]: 1995 w/ 2002 amendments:

[...]
f. Status of Women and Equity Committee - The Status of Women and Equity Committee shall consist of 5-7 members and 2 ex-officio members (one part-time faculty member and the Director of Women's Studies), plus the Chair. Members of the committee shall be appointed by the FAUW Board for 1-3 year terms. Efforts will be made to ensure that the Committee includes representatives from each Faculty and the Library. The Chair of the Committee will be appointed by the President in consultation with the Board and the SWEC Committee.

Whenever possible, the chair will be an elected, voting member of the Board. If not an elected member of the Board, the chair will sit on the Board as an ex-officio non-voting member.

Each year the Committee will receive a budget as approved by the FAUW Board to support its activities.

The committee's duties shall include:

- i) Maintaining a watching brief for FAUW on issues related to equity and the status of women.
 - ii) Developing policy positions pertaining thereto, especially as related to FAUW's role as the representative of faculty on terms and conditions of employment.
 - iii) Actively supporting research focused on issues related to equity and the status of women.
 - iv) Promoting equity through activities such as organizing speaker series, hosting social events, and developing information networks.
 - v) Monitoring the University's progress (or lack thereof) towards equitable hiring and treatment of faculty through collecting available published information and through surveying and reporting faculty views.
 - vi) Providing active assistance to the FAUW Board, and to the Academic Freedom and Tenure Committee, the Compensation Committee, and the Pensions and Benefits Committee at their request when specific cases or situations involve issues of equity and/or general.
 - vii) Reporting to the FAUW Board bi-yearly on its activities and providing to the Board a yearly budget request to support its activities.
 - viii) Serving as a liaison with other relevant committees at the University of Waterloo and the OCUFA and CAUT Status of Women and Equity Committees.
- [...]

34. INTERPRETATION

- (a) In this Constitution unless the context otherwise requires words importing the singular number or one gender shall include the plural number or the other gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.
- (b) For the purposes of this Constitution when calculating the length of membership in the Association (including eligibility for election as Directors or officers, appointment as officer, committee chair, etc., and minimum length of membership), length of membership in this Association shall be deemed to include time spent as a Member of the incorporated Faculty Association of the University of Waterloo, provided that membership in this Association is consecutive to or concurrent with membership in the corporation.