

[PPT of constitutions and comparisons](#) (legend for colours in notes)

Listing of FA Constitutions:

The colour coding became too complex, and, formatting wise, difficult to do, so I switched over to a PPT slide: [Constitution Comparison.pptx](#)
-Sydney

	FAUW	UofT	
Constitution	Faculty Association of the University of Waterloo (FAUW)	University of Toronto Faculty (UFTA)	
Other documents of interest		By-Laws	All policies and Guidelines (inc. By-Laws, Col Policy)
All Section headings	1. Name; 2. Objectives; 3. Affiliation; 4. Membership; 5. Fees, 6. Board of Directors; 7. Elections; 8. Vacancies; 9. Quorum and Meetings, Board of Directors; 10. Officers of the Association; 11. Duties of the Officers; 12. Council of Representatives; 13. General Meetings of Members; 14. Quorum of Members; 15. Voting of Members; 16. Fiscal Year; 17. Financial Documents; 18. Borrowing; 19. Committees and FAUW External Representatives; 22. Amendments	Article I – Name; Article II – Purpose; Article III – Membership; Article IV – Council; Article V – President; Article VI - Other Officers; Article VII - Executive Committee; Article VIII – Committees; Article IX - Nominations and Elections; Article X – Meetings; Article XI – Fees; Article XII – Finances; Article XIII - Constitution Amendments	ARTICLE 1 – NAME; ARTICLE 2 – PURPOSE; ARTICLE 3 – MEMBERSHIP; ARTICLE 4 – EXECUTIVE; ARTICLE 5 - OFFICERS OF THE ASSOCIATION; ARTICLE 6 - MEETINGS AND THE MOTIONS; ARTICLE 7 - BY-LAWS; ARTICLE 8 - AMENDMENTS
1.	1. Name The name of the association shall be the Faculty Association of the University of Waterloo (FAUW).	Article I - Name 1.1 The name of the Association is: University of Toronto Faculty Association.	ARTICLE 1 - NAME The name of the organization is the MCMASTER UNIVERSITY FACULTY ASSOCIATION (herein called "the Association").
2.	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	Article II – Purpose 2.1 The purpose of the Association is to promote the welfare of the current and retired faculty, librarians, and research associates of the University of Toronto, the University of St. Michael's College, the University of Trinity College, and Victoria University, and generally to	ARTICLE 2 - PURPOSE (a) The Association is the professional organization of the faculty and senior academic librarians ¹ of McMaster University. Its purpose is to promote the principle of academic freedom and the

	<p>Constitution in the processes determining the terms and conditions of employment.</p> <p>To promote fairness for and equitable treatment of the individuals it represents by negotiating and defending sound policies, practices and procedures.</p> <p>To defend and promote academic freedom and tenure within the university.</p> <p>To promote a climate of freedom and collegiality, and in other ways to promote the welfare of the university as a community of scholars.</p> <p>To promote an environment that supports quality teaching and research.</p> <p>To promote a diverse and inclusive university where the advancement of human rights is a priority.</p> <p>To deal with all other matters considered to be in the interests of the Association and its members.</p>	<p>advance the interests of teachers, researchers and librarians in Canadian universities.</p>	<p>interests and welfare of faculty and senior academic librarians, both as a community of scholars and as individual members of the academic profession. The Association therefore supports the principle that faculty and senior academic librarians should play an active role in University governance, but does not itself represent faculty and senior academic librarians on the governing bodies and councils of the University.</p> <p>(b) The Association shall concern itself with the quality of intellectual life at McMaster University and with the good name and reputation of the University among scholars of all academic disciplines. It shall promote excellence in teaching and research in the best tradition of free universities.</p> <p>(c) The Association represents faculty and senior academic librarians in all discussions and negotiations in the University on all matters concerning remuneration and working conditions, unless and until the Ontario Labour Relations Board certifies a trade union to represent the faculty and senior academic librarians. Such</p>
--	---	--	--

			<p>matters include: the procedures used to determine salary levels and scales, pensions, and other benefits; the procedures used for granting tenure and promotion and for reviewing individual decisions on appeal; and the procedures for dismissal. The Association represents faculty and senior academic librarians in its concern with the fair and proper operation of all procedures that affect conditions of employment and working conditions.</p> <p>(d) The Association represents faculty and senior academic librarians on The Joint Administration/Faculty Association Committee to Consider University Financial Matters and to Discuss and Negotiate Matters Related to Terms and Conditions of Employment of Faculty, and on such other joint committees, or other bodies, that involve faculty and senior academic librarians in their capacity as employees of the University, unless and until the Ontario Labour Relations Board certifies a trade union to represent the faculty.</p>
--	--	--	---

			<p>¹The term “senior academic librarians” refers to those librarians who are excluded from the McMaster University Academic Librarian Association.</p>
<p>3.</p>	<p>3. Affiliation FAUW shall be affiliated with the following:</p> <ul style="list-style-type: none"> a. the Ontario Confederation of University Faculty Associations (OCUFA); b. the Canadian Association of University Teachers (CAUT). 	<p>Article III – Membership</p> <p>3.1 There shall be two classes of membership in the Association, regular membership and associate membership.</p> <p>3.2 Regular membership in the Association is open to all full-time and part-time members of the faculty, full-time and part-time professional librarians, and full-time and part-time research associates of the universities mentioned in Article II, and persons who have retired from service as members of the faculty, professional librarians, or research associates at the universities mentioned in Article II.</p> <p>3.3</p> <ul style="list-style-type: none"> (i) Associate membership in the Association is open to all Clinical faculty. (ii) Upon the establishment of procedures and/or representative bodies that address the academic freedom of Clinical faculty, and offer an agreed upon dispute resolution mechanism, the Clinical faculty associate 	<p>ARTICLE 3 – MEMBERSHIP</p> <ul style="list-style-type: none"> (a) There shall be three classes of membership: Full Membership, Associate Membership and Honorary Membership. (b) Full Membership shall be open to all persons holding academic appointments with the rank of Lecturer or higher in the Faculties and Schools of the University including those persons holding part-time academic appointments, and to all persons holding appointments as senior academic librarians in the University libraries. A full member may attend general meetings, be eligible for membership on all bodies of the Association, and hold office [except those members excluded by Article 4(c) of this Constitution]. A full member is entitled to all services provided by the Association. (c) Associate membership shall be open to such other persons employed in the University as

		<p>membership category will be terminated.</p> <p>3.4 Associate members may attend but not vote at a general meeting and may not vote for the President.</p>	<p>the Association decides to admit through a two-thirds majority vote of the Executive. An applicant denied membership by the Executive shall have the right to apply for membership to the next general meeting. An associate member may attend general meetings and participate in discussion but may not vote and is not eligible for membership on Council or on the Executive Committee. An associate member is entitled to all services provided by the Association.</p> <p>(d) Honorary membership confers all the privileges of associate membership without membership fee. All full members, upon retirement from the University, shall become honorary members for life. Retired members whom the University employs in an academic capacity shall remain eligible for full membership. Honorary membership is open to all visitors to the University who are members in good standing of the faculty association of their university for the term of their visit. In addition, honorary membership may be granted to such other</p>
--	--	--	--

			<p>persons as the Association may wish to admit, by majority vote of a general meeting, for outstanding service to the Association or to the University.</p> <p>(e) An eligible person shall become a full member or an associate member upon payment of a fee, or on receipt by the Association of a written authorization for deduction of fees by instalments from the member's salary. Such membership may cease or be terminated upon conditions stated in any By-Laws the Association may adopt.</p>
4.	<p>4. Membership</p> <p>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).</p> <p>b. Membership shall also be open to non-regular (including research) faculty members and professional librarians at the University of</p>	<p>Article IV – Council</p> <p>4.1 There shall be a Council of the Association, consisting of the elected members and the Officers (who may or may not be elected members), responsible for establishing and carrying out the Association’s policies, and for carrying on its business subject to the provisions of this Constitution and to such directions as may be given at any Annual or other General Meeting of the Association.</p> <p>4.2 The Council may recommend changes to the Constitution and the By-Laws for approval at a general meeting.</p> <p>4.3</p>	<p>ARTICLE 4 – EXECUTIVE</p> <p>(a) All members of the Executive Committee must be full members of the Association, elected or co-opted in accordance with the By-Laws. The members of the Executive Committee shall be the following: the President, the Past-President, the Vice-President, and normally ten members-at-large. A Treasurer shall be appointed by the Executive Committee from among its members. The Executive Director of the Faculty Association shall serve as Secretary of the Association.</p>

	<p>Waterloo and to faculty members at the affiliated university colleges†, and shall become effective upon completion of a membership form authorizing monthly FAUW payroll deductions.</p> <p><i>† The affiliated university colleges are Conrad Grebel, Renison, and St. Paul's.</i></p> <p>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.</p> <p>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.</p>	<p>(i) The Council shall consist of at most sixty regular members elected by the regular membership of the Association.</p> <p>(ii) Four elected members of the Council shall represent the retired members of the Association.</p> <p>(iii) For the purposes of apportioning active members of the Association into constituencies, each regular member shall be allocated to one of the following eight sections, with a total of up to 56 elected members:</p> <ol style="list-style-type: none"> 1. Faculty of Arts and Science and those in the St. George Colleges, Graduate School, centres and institutes who would be eligible for appointment in this faculty, except those at the University of Toronto at Mississauga and the University of Toronto at Scarborough; 2. University of Toronto at Mississauga; 3. University of Toronto at Scarborough; 4. Faculty of Applied Science and Engineering and those in the Graduate School, centres and institutes who would be eligible for appointment within this faculty; 	<p>The Executive Committee shall be the policy-formulating body of the Association and shall be responsible to the membership.</p> <p>(b) The Executive Committee shall normally include at least one representative from each of the teaching Faculties of the University. At least one member of the Executive Committee shall hold a teaching stream or a contractually limited appointment. Each academic rank shall normally be represented on the Executive Committee by at least two members. For this purpose the ranks of Lecturer and Assistant Professor shall be regarded as one rank. Rank shall be determined as of July 1st of the academic year of election.</p> <p>(c) Membership on the Executive Committee shall be open to all full members except those holding academic administrative appointments with the rank of Assistant Dean or higher, the University Librarian or the Director of the Health Sciences Library.</p> <p>(d) The Executive Committee may co-opt additional members at large, but at no time shall there be more than four co-opted members. Co-option of a</p>
--	--	---	--

	<p>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.</p> <p>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).</p>	<p>5. Faculty of Medicine and those in the Graduate School, centers and institutes who would be eligible for appointment within this faculty;</p> <p>6. OISE-UT and those in the centres and institutes who would be eligible for appointment within this faculty;</p> <p>7. Professional faculties that lack a departmental structure;</p> <p>8. Librarians on all campuses, including central, college and departmental libraries.</p> <p>(iv) The number of constituencies to be assigned to each section of active members shall be roughly proportional to the number of regular members within that section. Before this Constitution takes effect, and each six years thereafter, Council shall appoint an Apportionment Committee, consisting of one regular member from each section plus a Chair, which shall recommend an assignment of the number of seats for each section for each election in the ensuing six years. This committee shall first report to Council, which will either accept the report and forward it</p>	<p>member to the Executive Committee must be put to the membership for confirmation within one month of co-option at a general meeting or by electronic ballot.</p> <p>(e) The Executive Committee shall meet at the call of the President or at the request to the President of at least three members of the Executive Committee, such a meeting to be held within two weeks of receipt of the request.</p> <p>(f) The term of the Executive Committee shall be one year beginning at midnight on the first day of September. Members of the Executive Committee shall be eligible for re-election.</p> <p>(g) The first meeting of the Executive Committee shall be held within the first week of classes commencing.</p>
--	--	--	--

		<p>to the next Annual General Meeting with a recommendation for acceptance or refer it back to the committee for revisions. The Annual General Meeting may either enact the report or refer it back to the committee for revisions and subsequent presentation at a general meeting.</p> <p>(v) The Apportionment Committee shall subdivide each of the eight sections into electoral constituencies on a roughly proportional basis. Only regular members within each constituency shall vote for their Council representative(s).</p> <p>4.4</p> <p>(i) Subject to Article 4.4 (iii) hereof, the active members of the Council shall be elected by the regular members of the Association in their respective constituencies for a term of three years commencing on July 1st of the year of election and shall be eligible for re-election.</p> <p>(ii) Four retired members of Council shall be elected by retired regular members of the Association for a term of three years beginning on July 1 of the year of election, and shall be eligible for re-election.</p>	
--	--	---	--

		<p>(iii) The Council may provide for the retirement of not more than one third of its members each year under such a system of rotation as it may prescribe. No more than two of the four retired members should have their three-year term end in any one year.</p> <p>(iv) When the boundaries of a constituency are changed under section 4.3(iii), the term of any member previously elected from an affected constituency shall end on the following June 30. Council may through by-elections fill vacancies for one or two or three years to maintain the intended rotation mix.</p> <p>(v) A Councillor who is unable to attend meetings for a period not exceeding one year for reasons of health or academic leave may propose an alternate to serve instead. Such an alternate must be a regular member and be accepted by a vote of Council as the representative of that Councillor's constituency for a stated term. A Councillor who is unable to serve for a period exceeding a year shall be deemed to have resigned. A Councillor who has resigned shall be replaced for the</p>	
--	--	--	--

		<p>remainder of the term through a by-election in that constituency.</p> <p>(vi) In the event that a Council member has not been in attendance either for three consecutive Council meetings or for more than half of the meetings held in the previous twelve months, the President shall bring this to the attention of Council. Council may table a motion to remove the member from office, but shall not vote on it before the affected member is informed at least 30 days in advance and is given the opportunity to appear before Council and speak to the issue.</p> <p>4.5 The President shall call a meeting of the Council (i) at regular intervals during the academic year, upon at least seven days' notice to its members, and (ii) by written request to the President from at least ten members of Council, upon at least seven days' notice to its members, and (iii) in the event that the Executive Committee declares the necessity of an emergency meeting, upon notice of at least one full working day by both telephone and electronic mail, and (iv) as soon after the Annual General Meeting as is deemed convenient to elect Officers, other than the President, as described in Article IX.</p>	
--	--	---	--

	<p>4.6 The Executive Committee shall prepare for each meeting an agenda that Council is free to adopt or amend. The agenda shall contain, among other items, any item which ten or more members of Council at least seven days in advance of the meeting request the President in writing to have included.</p> <p>4.7 Council may appoint a Speaker, who shall not be entitled to vote on any motion. In the absence of the Speaker, the President shall chair the Council meeting, but may pass the Chair to a member of the Executive when presenting a report. In any case, the President may cast a vote only to break a tie.</p> <p>4.8 A quorum for meetings of the Council shall be twenty elected or appointed members.</p> <p>4.9 The Council shall fill any vacancies arising by resignation or otherwise in the offices of the Association, and in the membership of any standing committee.</p> <p>4.10 Notwithstanding anything in this Article, the Past-President of the Association, and any person who is an Officer of the Association or the Chair of any standing committee of Council and is not otherwise a member of Council, shall be a member ex officio, with all the voting privileges of the elected</p>	
--	---	--

		<p>members. In addition, the Chair of the USMC Leadership team shall be a member ex officio, with all the privileges of the elected members except the right to vote.</p>	
<p>5.</p>	<p>5. Fees</p> <p>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.</p> <p>b. The fees shall include membership in OCUFA and CAUT.</p>	<p>Article V – President</p> <p>5.1 The President shall be elected by the regular members of the Association and shall serve as President for two years, from July 1 immediately following the date of election.</p> <p>5.2 The President must be a regular member of the Association.</p> <p>5.3 A President may serve for more than one two-year term but not more than six consecutive years. This includes consecutive time served prior to July 1, 2011.</p> <p>5.4 The President shall serve as Past-President for succeeding presidential term(s).</p> <p>5.5 The President shall serve on the Executive Committee.</p> <p>5.6 If the President becomes unable to serve during the period to June 30 immediately following the election, a by-election shall be held to determine a replacement. If the President becomes unable to serve during the first presidential year, then Council shall</p>	<p>ARTICLE 5 - OFFICERS OF THE ASSOCIATION</p> <p>(a) The officers of the Association are the President, the Past-President, and the Vice-President. The office of President may not be held by any individual for more than three terms in succession.</p> <p>(b) The designation 'Past-President' shall apply to the most recent available former President who held that office at the time of the annual general meeting of his/her term.</p> <p>(c) The President shall carry out Association policy and shall be responsible to the Executive Committee and to the membership. The President shall be Chair of the Executive Committee and of general meetings of the membership.</p> <p>(d) The Vice-President shall perform such duties as requested by the Executive Committee as well as, in the absence of the President, the duties of the President.</p>

		<p>appoint an interim President to serve until the following June 30 and shall call an election for a new President to serve a two-year term from the following July 1.</p> <p>5.7 The President serves as the representative and spokesperson of the Association in all dealings with outside bodies. Whenever the President is unavailable, Council may delegate this responsibility to someone else.</p> <p>5.8 The President may be removed from office by a two-thirds vote to that effect of regular members present and voting at a general meeting. (Article 10.2 prescribes the four mechanisms for calling a general meeting.)</p>	<p>(e) The President or the Vice-President may be removed from office by a two-thirds majority vote of a general meeting of the membership.</p>
6.	<p>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</p>	<p>Article VI - Other Officers 6.1 The Association shall have the following other Officers: Vice-President (Salary, Benefits, Pensions and Workload); Vice-President (Grievances); Vice-President (University and External Affairs); and Treasurer. 6.2 Each non-Presidential Officer must be a regular member of the Association. 6.3 The term of office of each non-Presidential Officer shall be a two-year term. However, a one year term will be allowed for each non-Presidential Officer who requests it, in accordance</p>	<p>ARTICLE 6 - MEETINGS AND THE MOTIONS (a) Meetings of the Association shall normally be held at the call of the Executive. A meeting of the Association may also be held at the request in writing to the Executive of at least ten full members in good standing. Such a meeting shall then be held within three weeks of the receipt of the request. (b) Meetings shall be guided by the current edition of Bourinot's Rules of Order unless a discrepancy arises between</p>

	<p>and Archivists Association of the University of Waterloo (LAAUW) may each annually or biennially, in 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.</p>	<p>with the process and timelines, if any, established in the bylaws.</p> <p>6.4 Each non-Presidential Officer shall be eligible for re-appointment.</p>	<p>Bourinot and the Association's Constitution or By-Laws, in which case the latter shall govern.</p> <p>(c) Motions to be presented to a general meeting shall require one week's notice of motion to the membership and shall be filed with the Executive Director not less than two weeks prior to the general meeting.</p>
<p>7.</p>	<p>7. Elections</p> <p>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:</p> <p>b.</p> <p style="padding-left: 20px;">A. Ex Officio</p> <p style="padding-left: 40px;">i. FAUW president</p> <p style="padding-left: 40px;">ii. FAUW past president (if the role is occupied)</p> <p style="padding-left: 20px;">B. Elected</p>	<p>Article VII - Executive Committee</p> <p>7.1 There shall be an Executive Committee of the Council consisting of the President and other Officers of the Association specified in Article 6.1, Chairs of any additional standing committees of the Association established pursuant to Article 8, and up to three members-at-large appointed by Council for renewable one or two-year terms.</p> <p>7.2 At least two of the members-at-large on the Executive Committee must be elected from the existing elected or appointed members of Council. If a majority of the members appointed to the Executive Committee aside from the members-at-large are also members of UTFA Council by virtue of representing a constituency, Council may appoint a third member-at-large from the UTFA membership who is not a member of Council. The appointment of members-</p>	<p>ARTICLE 7 - BY-LAWS</p> <p>The Association may pass such By-Laws, not contrary to this Constitution, as are deemed necessary to facilitate the functioning of the Association. By-Laws may be passed by direct action of the membership at a general meeting; or by the Executive Committee, subject to confirmation by the membership at a general meeting or by electronic ballot.</p>

	<ul style="list-style-type: none"> 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 <p>c. 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.</p> <p>d. Directors' and officers' transitions shall take place July 1.</p> <p>e. 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</p>	<p>at-large will take place after the appointment of other members of the Executive Committee, where necessary to give effect to this provision.</p> <p>7.3 The term of office of each Member-at-Large Executive Committee member, and of the Chair of any additional standing committees of the Association established pursuant to Article 8, will be a two-year term. However, a one-year term will be allowed for such members-at-large or additional Standing Committee Chairs who request it, in accordance with the process and timelines, if any, established in the bylaws.</p> <p>7.4 No member of the Executive Committee may serve in any one position on the Executive Committee for more than six consecutive years. This includes consecutive time served prior to July 1, 2011</p> <p>7.5 The Executive Committee shall meet at the call of the President, or within one week of a call for a meeting by any two members of the Committee.</p> <p>7.6 A quorum for the Executive Committee shall be a majority of its voting members, including the President or the President's designate.</p>	
--	---	---	--

	<p>the Elections Committee may be a candidate for any office.</p> <ul style="list-style-type: none">f. 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.g. The Elections Committee shall strive to present a demographically diverse slate of candidates.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	<p>7.7 The Executive Committee shall carry out such duties as may be delegated to it by the Council.</p>	
--	--	--	--

	<p>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.</p> <p>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.</p>		
8.	<p>8. Vacancies</p> <p>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).</p>	<p>Article VIII – Committees</p> <p>8.1 There shall be Standing Committees of the Council on (i) Salary, Benefits, Pensions and Workload, on (ii) Grievances, on (iii) University and External Affairs, and such other standing and special committees as the Council may establish from time to time.</p> <p>8.2 The committees shall have such duties and powers as may be assigned to them by the Council.</p> <p>8.3 The Council, from the regular membership of the Association, shall confirm the members of each committee.</p> <p>8.4 The Vice-President (Salary, Benefits, Pensions and Workload) shall be the chair of the Standing Committee on Salary, Benefits, Pensions and Workload, the Vice-President (Grievances) shall be the chair of the</p>	<p>ARTICLE 8 – AMENDMENTS</p> <p>(a) Amendments to this Constitution may be proposed by the Executive or by any ten members in good standing who give notice in writing to the President at least fourteen days in advance of a general meeting. Such proposals for amendments shall be circulated to the membership at least one week in advance of the general meeting at which the proposals are to be considered. Amendments may be ratified either by a two-thirds majority vote at a general meeting of at least one hundred full members or, failing attendance of one hundred full members, by a two-thirds majority vote conducted by electronic ballot in which at</p>

		<p>Standing Committee on Grievances, the Vice-President (University and External Affairs) shall be the chair of the Standing Committee on University and External Affairs, and the chair of every other committee shall be appointed by the Council from the membership of the Association.</p>	<p>least one hundred responses are returned.</p> <p>(b) From time to time, the MUFA Executive may become aware of a minor matter that is best resolved by an amendment to the Constitution. It may then recommend such an amendment to the membership by e-mail. The amendment may then be passed by vote of the Executive alone unless the President receives within ten business days a written request from ten full members in good standing that the procedure in Article 8 (a) be followed.</p>
<p>9.</p>	<p>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.</p> <p>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.</p>	<p>Article IX - Nominations and Elections 9.1</p> <p>(i) Each candidate for President shall be nominated from the regular membership of the Association by two regular members of Council or by 10 regular members of the Association. Nominations open no later than March 1st of the year of election and close on March 15th of the same year.</p> <p>(ii) If more than one person is nominated for President, the President shall be elected from among those nominated by a mail ballot of the membership of the Association conducted</p>	

		<p>during the twenty-one days next following the close of nominations.</p> <p>(iii) Council, by regulation, shall establish guidelines for conduct of the election.</p> <p>9.2 There shall be a Nominating Committee consisting of five members including either a member of the current Executive Committee or, failing that, a Past-President of the Association. Council must approve the Nominating Committee. The Nominating Committee shall compile a slate of nominees for the following positions where there is an upcoming vacancy, including those resulting from the expiration of a term of office : non-Presidential members of the Executive Committee (the three Vice-Presidents, the Treasurer, the Chairs of the Standing Committees, and the members-at-large).</p> <p>9.3 The Council, from the regular membership of the Association, shall appoint the three Vice-Presidents, Treasurer and Chairs of all Standing Committees, in addition to the members-at-large on the Executive Committee who shall be appointed pursuant to Article 7. These appointments should occur at the first meeting of the Council after the Annual General Meeting</p>	
10.	10. Officers of the Association	Article X – Meetings	

	<p>a. 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.</p> <p>b. 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.</p> <p>c. The Board of Directors may remove any officer except for the president from office by means of a 2/3 majority recorded vote.</p>	<p>10.1 The Annual General Meeting of the Association shall be held each year as soon as practical after the twenty-ninth day of March. In an election year this will occur after the President has been elected.</p> <p>10.2 The President shall call other general meetings of the Association (i) as directed by the Annual General Meeting, (ii) as directed by the Council, (iii) as directed by the Executive Committee or (iv) at the written request to the President of fifty regular members of the Association, the request to be accompanied by the proposed agenda of the meeting.</p> <p>10.3 The agenda for any general meeting of the Association shall be approved in advance by Council, except if the meeting is called by the Executive, in which case the agenda for the meeting shall be approved by the Executive, and except if the meeting has been called at the request of fifty regular members, in which case the agenda shall be as proposed in the members' request.</p> <p>10.4 The President shall give at least one week's notice to the members of any general meeting of the Association.</p> <p>10.5 The membership of the Association at any meeting may pass and amend By-Laws for the efficient operation of the</p>	
--	--	--	--

		<p>Association by majority vote of regular members, present and voting, except as otherwise specified in this constitution. By-Laws may be amended at any general meeting provided either (i) notice is given on the agenda, or (ii) amendments are proposed at the general meeting and confirmed only after the meeting has been adjourned and reconvened after at least one week or a mail ballot of the membership has been held.</p> <p>10.6 The Council shall designate from time to time a regular member of the Association who shall preside at general meetings of the Association.</p> <p>10.7 One hundred regular members shall constitute a quorum at general meetings.</p> <p>10.8 Robert's Rules of Order, where not inconsistent with the Constitution or the By-Laws, shall govern the conduct of meetings of the Association.</p>	
11.	<p>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</p>	<p>Article XI – Fees</p> <p>11.1 The annual membership fees shall be proposed by the Council and approved at a general meeting of the Association by a majority of those regular members present and voting.</p>	

<p>as co-chair of the Faculty Relations Committee and as an ex-officio member of all FAUW standing committees.</p> <p>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.</p> <p>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.</p> <p>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</p>	<p>The fees shall become payable on July 1st of each year.</p>	
--	--	--

	<p>other duties as may from time to time be determined by the Board of Directors.</p> <p>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.</p> <p>Other Officers The duties of all other FAUW officers shall be as determined by the Board of Directors.</p>		
12.	<p>12. Council of Representatives</p> <p>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.</p> <p>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. Each September, the FAUW vice president shall contact each</p>	<p>Article XII - Finances</p> <p>12.1 The Council shall have charge of the finances of the Association, and, subject to such directions as may be given at the Annual or any General Meeting, all expenditures shall be authorized or approved by the Council.</p> <p>12.2 Both the Treasurer and the President shall exercise day-to-day financial oversight. Council must be informed of any anticipated or actual financial income shortfall or expenditure overrun as soon as is known to the Treasurer or President.</p> <p>12.3 Once each academic year, the Treasurer shall present to Council, for approval, a detailed budget for the Association setting out actual income and expenses, including Officer stipends (if any), for the current fiscal</p>	

	<p>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.</p> <p>c. Where a constituency has not elected or appointed a Council representative by September 30 in any year, the directors may appoint a <i>pro tem</i> member to represent that constituency until such time as the department or school selects an appointee.</p> <p>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.</p>	<p>year as well as predicted income and proposed expenses for the next fiscal year. From time to time, as is necessary, the Treasurer shall present to Council an interim or revised budget.</p> <p>12.4 All money received by the Association shall be deposited to an account in its name, and cheques thereon shall be drawn on the signature of any two of the President, Vice-President (Salary, Benefits, Pensions and Workload), Vice-President (Grievances), Vice-President (University and External Affairs) and Treasurer, provided the expenditure has been approved by the President or the Treasurer.</p> <p>12.5 The Treasurer shall present an audited financial report to the Annual General Meeting.</p>	
--	--	---	--

	<p>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.</p>		
<p>13.</p>	<p>13. General Meetings of Members</p> <p>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.</p> <p>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</p>	<p>Article XIII - Constitution Amendments</p> <p>13.1 Amendments to this Constitution may be made at the Annual General Meeting, or at any general meeting called for this purpose by Council, with the approval of two-thirds of the regular members present and voting. Notice of proposed amendments shall be given in the notice of the meeting.</p>	

	<p>shall not be a member of the Board of Directors.</p> <p>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.</p>		
14.	<p>14. Quorum of Members A quorum for the transaction of business at any general meeting shall be 30 members.</p>		
15.	<p>15. Voting of Members</p> <p>a. Each FAUW member shall be entitled to one vote.</p> <p>b. Unless otherwise required by the Rules of Order, the following will apply to votes of the members:</p> <ol style="list-style-type: none"> 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. 		

	<p>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.</p>		
16.	<p>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.</p>		
17.	<p>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.</p>		
18.	<p>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.</p>		
19.	<p>19. Committees and FAUW External Representatives</p>		

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

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

	<p>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.</p> <p>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.</p> <p>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.</p>		
20.	<p>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.</p>		
21.	<p>21. Indemnification FAUW shall indemnify and save harmless, out of FAUW funds, every director, officer,</p>		

	<p>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:</p> <ul style="list-style-type: none"> 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. <p>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.</p>		
22.	<p>22. Amendments This constitution may be amended by a 2/3 majority of the votes cast at any FAUW</p>		

	<p>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.</p> <p><i>Approved by the members December 6, 2011</i></p> <p><i>Amended by the members December 9, 2015</i></p> <p><i>Amended by the members April 5, 2018</i></p> <p><i>Amended by the members April 16, 2021</i></p>		
--	---	--	--