

Faculty Association of the University of Waterloo

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 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' Association of the University of Waterloo (LAUW) 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.

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.
- g. 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.
- h. 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.
- i. 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.

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).

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

- 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.
- 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.
- c. 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. 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 LAUW 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.
- 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

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, in line with 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 Committee

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.

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