

UWRA Constitution and By-laws (2016) vs. Proposed UWRA Constituting Bylaw (2025).

The Board of Directors approved Bylaw 2025 to be brought before the membership at the AGM on Wednesday May 14, 2025. A motion to repeal the current Constitution and By-laws and adopt the UWRA Bylaw 2025 will be decided at the AGM.

The following document contains:

- [A chart of key differences;](#)
- [A summary of changes;](#)
- [A side-by-side comparison of the text within each version.](#)

Key Differences

Category	• 2016 Document	• 2025 Document
Objectives	<ul style="list-style-type: none">• Social and pension-related focus	<ul style="list-style-type: none">• Expanded to include representation and educational opportunities• Clearly identifies association as not-for-profit.• Includes definitions.
Membership	<ul style="list-style-type: none">• Broad eligibility, includes only 2 types of membership• Board determines eligibility and fees.• Operational items included as bylaw.	<ul style="list-style-type: none">• Eligibility and fees determined solely by the Board• Operational issues such as types of membership and current fees are outlined in Policies & procedures manual
Board Size	<ul style="list-style-type: none">• 15 directors• States that “Officers” are elected and become the Board of Directors• In bylaw, identifies that all directors are officers.• Ex-officio directors	<ul style="list-style-type: none">• Minimum 11 directors• All directors are elected and must be members.• Defines officers and directors• Expanded authority and responsibility of the Board and directors.• Protection clause for directors.• No “ex-officio” directors.
Financial Oversight	<ul style="list-style-type: none">• Single signature for transactions	<ul style="list-style-type: none">• Two signatures required of four defined signing authorities• Financial year is defined
Meetings	<ul style="list-style-type: none">• 30 days’ notice for special meeting (extraordinary meeting of members)	<ul style="list-style-type: none">• Not less than 10 days’ notice for any members’ meeting.• Quorum for meeting of members is clearly defined (10)

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Special Meetings	<ul style="list-style-type: none"> • 30 members to call a special meeting 	<ul style="list-style-type: none"> • 15 members to call a special meeting.
Electronic Meetings	<ul style="list-style-type: none"> • Not specified 	<ul style="list-style-type: none"> • Allowed and valid • Hybrid meetings included.
Voting	<ul style="list-style-type: none"> • Motion, resolution and by-laws amendments decided by a majority vote. • Proxy allowed with limits. 	<ul style="list-style-type: none"> • Voting defined clearly. • Business at meeting of members passes by ordinary resolution of members present, unless by-law states that a decision is taken by special resolution (2/3). • No limit on proxies
Conflict of Interest	<ul style="list-style-type: none"> • Not specified. 	<ul style="list-style-type: none"> • Defined clearly.
Committees	<ul style="list-style-type: none"> • Nominations Committee is the only noted committee. 	<ul style="list-style-type: none"> • Added Committees: Finance Committee, Social Committee, and Presentations/Events Committees • Board may appoint committees as required: standing or ad-hoc.

Summary of Changes

The proposed new by-law reflects a more formalized and streamlined governance structure. Key improvements include:

- Defines the structure of the Association in an expanded Constituting By-law, replacing two documents - the Constitution and the Bylaws.
- Broader objectives, including advocacy and education.
- Reduced notice periods for meetings (more flexibility).
- Stricter financial oversight with two-signature requirements.
- Inclusion of electronic meetings and voting.
- Clearer conflict-of-interest rules and enhanced authority for the Board.
- Includes a clause providing protection for directors and officers.
- The *Policies and Procedures Manual* addresses operational activities.

Side by Side comparison of each document	
Current Version: <i>(approved at AGM 2016-05-18)</i>	Proposed Version: <i>AGM 2025-05-14.</i>
Constitution of the University of Waterloo Retirees Association	Bylaw of the University of Waterloo Retirees Association <i>(approved by Board 2025-02-19)</i>
CONSTITUTION ARTICLE 1: NAME The Name of this organization shall be THE UNIVERSITY OF WATERLOO RETIREES ASSOCIATION (UWRA). ARTICLE 2: AIMS AND OBJECTIVES 1. To encourage retirees of the University of Waterloo to renew and/or continue friendships and acquaintanceships begun at their place of employment and to foster good fellowship among the members of the Association without regard to their former occupation or rank. 2. To observe and to study proposed changes in any pension/benefits arrangements and strive to insure that the best interests of University of Waterloo retirees are reflected by such changes. 3. To assist members to understand any changes or improvements in pensions/benefits for which they may qualify and to provide a forum for discussion of all such matters with members so that any misunderstandings or misinterpretations may be satisfactorily resolved. 4. Officers of UWRA, through their liaison with the University of Waterloo administration, shall keep members aware of changes in other University policies which may affect members, either favourably or otherwise. ARTICLE 3: ELECTION OF OFFICERS The Association shall, annually and normally in late May, elect a President and a group of officers from among its members who shall be referred to as the Board of Directors. This Board shall be charged with the efficient running and operating of the Association. The appointment of individual Board members (except the President) to the various offices of the Association shall be the responsibility of that elected group in order that those with special experience or ability may be assigned to the position which best utilizes their talents.	BYLAW 1.00 General The Members of the University of Waterloo Retirees Association do hereby constitute a Not-For-Profit Association under the name of University of Waterloo Retirees Association (UWRA) whose objects are <ul style="list-style-type: none"> a) to foster good fellowship among persons retired from their employment at the University of Waterloo; b) to represent all retirees of the University of Waterloo; c) to advance the interests and welfare of University of Waterloo retirees; and d) to promote social and educational opportunities for UWaterloo retirees and Association Members. The Head Office of the Association is located in the City of Waterloo, Ontario. <i>1.01 Definitions</i> In this by-law of the University of Waterloo Retirees Association (UWRA), unless the context otherwise requires, <ul style="list-style-type: none"> a. "Association" means the University of Waterloo Retirees Association, also known as the UWRA, that is constituted by this by-law; a. "Board" means the board of directors of the Association; b. "By-law" means this by-law of the Association and all sections of this by-law as amended and which are, from time to time, in force and effect; c. "Director" means an individual occupying the position of director of the Association by whatever name they are called;

ARTICLE 4: DECLARATION OF INTENT WITH REGARD TO ANY MONEY WHICH MAY ACCRUE.

It is declared that the business of the Association shall be carried on without pecuniary gain to any elected Director and that any profits or other accretions to the Association shall be used to promote the activities of the Association and its objectives as enumerated above.

- d. **"Officer"** means an officer of the Association, occupying the position of President, Vice-President, Past-President, Secretary, or Treasurer;
- e. **"Ordinary Resolution"** is a resolution passed by a majority of the votes cast on that resolution;
- f. **"Majority"** means greater than half (50%) of the Members present, or votes cast;
- g. **"Member"** means a person associated with a paid UWRA membership fee;
- h. **"Retiree"** means a person retired from employment at the University of Waterloo;
- i. **"Retirees"** means the collective of all UW retirees and all Members;
- j. **"Special Resolution"** means a resolution that requires at least two-thirds (2/3) of the votes cast in favour of that resolution to pass; and
- k. **"UWaterloo"** or **"UW"** means the University of Waterloo.

1.02 Interpretation

Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

<p>By-laws (as amended 2016-05-18)</p> <p>1: Membership and Fees: All University of Waterloo retirees are eligible for membership in the UWRA. Their spouse, ex-spouse or surviving spouse are also eligible for membership. In addition, anyone who was employed for a significant period by the University or one of the Affiliated and Federated Institutions is eligible for membership in the UWRA.</p> <p>Others who have had a significant and lengthy relationship with the University may also be eligible; in such cases, or in other unusual situations, the Board of Directors will decide on eligibility.</p> <p>Those eligible for membership may become annual members by paying the annual fee, or lifetime members by paying the lifetime fee. Fees are set by the Board of Directors.</p> <p>Members will be entitled to certain privileges, such as reduced charges for special events, as determined from time to time by the Board of Directors.</p>	<p>2.00 Members <i>2.01 Members</i> Eligibility for membership in the Association shall be determined by the Board. A membership in the Association is not transferable and automatically terminates if the Member resigns, dies, or the membership is otherwise terminated.</p> <p>Current Membership options and fees are described in the <i>Policies & Procedures Manual</i> and may be adjusted by the Board.</p>
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<p>2: Meetings:</p> <p>All notices of annual general meetings shall specify the time, date, and place of the meeting as designated by the Board of Directors.</p> <p>Extraordinary general meetings of the Association may be called at the discretion of the President or by three or more Directors or by 30 or more members provided that 30 days notice has been given. No business shall be transacted at such meeting except that matter for which the meeting has been specifically called.</p>	<p>3.00 Meeting of Members</p> <p><i>3.01 Annual General Meeting (AGM)</i> The Annual General Meeting shall be held on a day and at a place fixed by the Board.</p> <p>The business transacted at the AGM shall include</p> <ul style="list-style-type: none"> a. receipt of the agenda; b. receipt of the minutes of the previous AGM and subsequent special meetings of Members; c. presentation of the annual report and financial statements; d. election of Directors; and e. any other business, which shall be designated special business, and must be set out in the notice of meeting. <p>No other item of business shall be included on the agenda for the AGM unless a Member has given notice to the Association of any matter that the Member proposes to raise at the meeting, so that such item of new business can be included in the notice of the AGM.</p> <p><i>3.02 Special Meetings</i> The President or any three (3) Directors may call a special Meeting of Members.</p> <p>The Board shall call a Special Meeting of Members, within 30 days of receiving a written request signed by 15 Members.</p> <p><i>3.03 Notice of AGM or Special Meeting of Members</i> Not less than ten (10) days written notice of any AGM or Special Meeting of Members shall be given to each Member. If any special business is to be transacted, the notice of meeting must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken and state the text of any resolution to be considered as part of the special business.</p> <p>Notice shall include the option to designate a proxy. Notice of a Meeting of Members to be held entirely by electronic means must include instructions for attending, participating and voting at the meeting.</p> <p><i>3.04 Quorum</i> A quorum for the transaction of business at a Meeting of Members is ten (10). If a quorum is</p>
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<p>At every general meeting each member present shall have one vote. Members may delegate to any other member who attends the meeting the power to cast their vote by proxy. All proxy votes must be handed to the Secretary of the Association in writing before the start of the meeting. At any meeting, a resolution, motion or by-law shall carry or be amended by majority vote.</p>	<p>present at the opening of a meeting, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.</p> <p><i>3.05 Chair of the Meeting of Members</i> The President shall act as chair of the Meeting of Members; in the President's absence, the Vice-President shall be chair of the meeting. The Board may delegate any other Director to act as chair of the meeting.</p> <p><i>3.06 Voting at Meetings of Members</i> Business arising at any Meeting of Members having quorum, shall be decided by an ordinary resolution of the Members present, unless this By-law specifies that an action must be taken by special resolution and provided that</p> <ul style="list-style-type: none"> a. each Member, including the chair, shall be entitled to one vote at any meeting; b. votes shall be taken by a show of hands among Members present; c. an abstention shall not be considered a vote cast; d. before a show of hands has been taken on any question, the chair may require, or any Member may demand, a written ballot. The chair shall direct the manner in which a written ballot will be taken; e. whenever a vote by show of hands is taken on a question, a declaration by the chair that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion; f. any resolution resulting in a tie will be lost; and g. Use of a proxy: <ul style="list-style-type: none"> i. Members not present at the meeting, may designate a proxy by submitting the proxy form electronically or by mail to the Secretary. ii. Proxies must be received no later than 4:00 p.m. on the day before the date of the meeting. iii. There is no limit to the number of proxies that a Member may hold.
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	<p>iv. Members may designate the Secretary as their proxy.</p> <p><i>3.07 Adjournments</i> The Chair, with the majority consent, may adjourn the Meeting of Members.</p> <p><i>3.08 Persons Entitled to be Present</i> A Retiree and any other interested person may attend the meeting if invited by the Chair or with the majority consent of the Members present at the meeting, but are not entitled to move motions, second motions, or vote.</p> <p><i>3.09 Meeting by electronic means</i> A Meeting of Members may be held entirely by electronic means or by any combination of in-person attendance and electronic means, and it must enable all persons entitled to attend the meeting to reasonably participate. A person who, through electronic means, votes at or attends a Meeting of Members is deemed for the purposes of this by-law to be present at the meeting.</p>
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<p>3: Board of Directors:</p> <p>The Association shall be governed by a Board of Directors, which may exercise all the powers of the Association, subject to the Constitution and By-laws of the Association and any direction of the members by resolution passed at an annual or general meeting. It shall be the duty of the Board to promote the aims and objectives of the Association.</p> <p><i>3.1 Composition of the Board:</i> The members of the Board of Directors, who constitute the Officers of the Association, shall be fifteen in number and shall include a President, a Vice-President, a Secretary, a Treasurer, eight members at large, and three ex-officio members. All fifteen directors are voting members. The ex-officio members shall be the Past-President, the University Fund Representative, and the Pension and Benefits Representative. The President normally will serve a term of one year with an option, at the discretion of the Board and the incumbent, to be nominated by the Board for an additional year.</p> <p>The Pension and Benefits Representative is appointed by the Board of Governors on the recommendation of the UWRA President. The normal term of office shall be three years, renewable once. The University Fund Representative is appointed by the University.</p>	<p>4.00 Directors and Officers</p> <p><i>4.01 Board of Directors</i> The affairs of the Association will be managed by elected Directors who will be collectively called the “Board of Directors” (Board). Each elected Director must be a member.</p> <p>The Board consists of a minimum of eleven (11) Directors. Directors may be added as needed by an ordinary resolution at a Board meeting and will serve in office until the next Meeting of Members. Quorum of the Board is the majority of Directors in office.</p> <p>The duties of Directors, found in the <i>Policies & Procedures Manual</i>, will be set and may be amended by the Board.</p> <p><i>4.02 Authority of the Board of Directors</i> The Board will hold authority during its term of office</p> <ul style="list-style-type: none"> a) to exercise all rights and powers under the authority of the Association’s By-law; b) to present reports to Members on the activities of the Board; c) to fill vacancies that may occur among Directors, or Officers, by appointment or election; d) to appoint and delegate power to a Board committee; e) to invite any advisor, consultant or representative to participate in board meetings; f) to remove any Officer, or Director, of the Association including the President, by a Special Resolution; g) to suspend or expel any Member of the Association, by a Special Resolution; h) to review and approve financial statements and reports; i) to borrow money from lending institutions as the Board deems proper and appropriate; j) to review, amend, or delete policies in the <i>Policies & Procedures Manual</i>; and k) to develop policies for inclusion in the <i>Policies & Procedures Manual</i>.
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<p><i>3.2 Election of the Board:</i> The non ex-officio members of the Board shall normally be elected for three-year terms beginning on the date of the annual general meeting (AGM) and are eligible to serve for two consecutive terms. Members who leave the Board after serving for six or fewer years are eligible for re-election after one year. Members may be appointed by the Board for terms shorter than three years in order to provide continuity and orderly turnover of Board membership. The members of the Board (other than ex-officio members) will be elected at the annual meeting by a simple majority vote of the members present.</p>	<p>Any Director or Officer may certify a copy of any resolution, by-law or other document of the Association to be a true copy thereof.</p> <p><i>4.03 Election and Term of Directors</i> The Directors shall be elected by the Members at the Annual General Meeting. The term of service of a Director shall be three (3) years from the date of the meeting at which they are elected. A Director may serve for more than one term with Board approval.</p> <p><i>4.04 Officers</i> At the first meeting of the Board after the Annual General Meeting the Board shall appoint from among the Directors the following Officers:</p> <ul style="list-style-type: none"> • the President, • the Vice-President, • the Past-President, • the Treasurer, and • the Secretary <p>The Board may appoint other Officers who shall have authority and perform duties as the Board may prescribe.</p> <p><i>4.05 Duties of Officers</i> Officers are responsible for the duties prescribed to them as described in the <i>Policies & Procedures Manual</i> and such other duties as the Board may determine from time to time.</p> <p><i>4.06 Vacancies</i> The office of a Director shall be vacated</p> <ol style="list-style-type: none"> a) if the Director resigns by submitting written notice to the Board; such resignation shall be effective at the time it is received by the Board or at the time specified in the notice, whichever is later; b) if the Director is absent from three (3) consecutive monthly meetings, without cause or notice; c) if, at a Meeting of Members, the Members by ordinary resolution remove the Director before the expiration of the Director's term of office; or d) if the Director dies. <p><i>4.07 Filling Vacancies</i> A vacancy on the Board shall be filled as follows:</p>
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<p><i>3.3 Nominations Committee</i> The Committee comprises the President, Vice President, Secretary, and Past President. The Committee, normally chaired by the Past President, meets as needed. The Committee may appoint temporary additional members to facilitate expansion of contacts with potential new members. The role of the Nominations Committee is to take suggestions for new members of the Board of Directors to the existing Board. The Board advises on whether to pursue particular suggestions. New Board members are found in several ways including solicitation of personal contacts of current Board members, solicitations of interest at luncheons, receptions, coach tours, WATtimes, emails and the UWRA website</p>	<p>a) A quorum of Directors may fill a vacancy by appointment, for a term lasting until the next Annual General Meeting; b) If there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the By-law, the Directors in office shall call a Special Meeting of Members to fill the vacancy; if there are no Directors in office, the meeting may be called by any Member.</p> <p><i>4.08 Committees</i> The Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall appoint a committee chair or co-chairs and approve the committee's terms of reference. The Board may dissolve any committee by ordinary resolution at any time.</p> <p>The following standing committees will be constituted at the discretion of the Board and their terms of reference are described in the <i>Policies & Procedures Manual</i>.</p> <p>a) Nominations Committee b) Finance Committee c) Social Committee d) Presentations and Events Committee</p> <p><i>4.09 Remuneration of Directors</i> No Director shall directly or indirectly receive any pecuniary compensation from occupying the position of Director; subject to the following:</p> <p>a) Directors may be reimbursed for reasonable expenses they incur in the performance of their director duties. b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Association in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is</p> <ol style="list-style-type: none"> considered reasonable by the Board; approved by the Board for payment before such payment is made; and in compliance with the conflict-of-interest provisions in this by-law.
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	<p>5.00 Board Meetings</p> <p><i>5.01 Calling of Meetings</i> Board meetings may be called by the President or any two Directors at any time and any place on notice as required in this By-law.</p> <p><i>5.02 Notice of Board Meeting</i> The Secretary will send notice to the Directors at least seven (7) days prior to the Board meeting, noting the date, time, and place of the meeting along with the tentative agenda and supporting documents.</p> <p>An emergency meeting may be called within twenty-four (24) hours to deal with specific limited matters.</p> <p><i>5.03 Chair</i> The President shall chair Board meetings. In the absence of the President, the Vice-President will act as the chair; in the absence of the President and Vice-President the Directors present shall choose one of their number to act as the chair.</p> <p><i>5.04 Voting</i> Each Director, including the President, has one vote. Questions arising at any Board meeting having quorum, shall be decided by an ordinary resolution of the Directors present, unless this By-law specifies that an action must be taken by special resolution.</p> <p>Any resolution resulting in a tie will be lost.</p> <p><i>5.05 Participation by Electronic Means</i> A Board meeting may be held entirely by electronic means or by any combination of in-person attendance and electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through electronic means, attends a meeting of Directors is deemed to be present at the meeting.</p> <p><i>5.06 Proxy</i> Proxies may not be designated for Board meetings.</p>
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<p>4. Accounts:</p> <p>The Board of Directors, through the Treasurer, may establish a bank account with a local bank or trust company. It may also have an account within the University of Waterloo financial accounts system for the payment of internal accounts. The Treasurer shall provide the Board with financial statements as required by the Board and shall provide a full financial statement at each annual general meeting of the Association. Normally, the Treasurer, President and Past President each have signing authority; only one signature is required.</p>	<p>6.00 Financial</p> <p><i>6.01 Banking</i> The Board shall by ordinary resolution designate the bank in which the money, bonds, or other securities of the Association shall be placed for safekeeping.</p> <p><i>6.02 Financial Year</i> The financial year of the Association is January 1st to December 31st.</p> <p><i>6.03 Signing Authority</i> The President, Past-President, Vice-President, and Treasurer have signing authority for the Association. Two signatures are required for financial transactions.</p>
<p>Not included</p>	<p>7.00 Protection of Directors, Officers & others</p> <p><i>7.01 Protection of Directors and Officers</i> No Director, Officer, or committee member of the Association is liable for the acts, neglects or defaults of any other Director, Officer, committee member or agent of the Association or for any loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office if they have</p> <ul style="list-style-type: none"> a) acted lawfully and in good faith; and b) exercised their powers and discharged their duties in accordance with the Association's By-law.
<p>Not included</p>	<p>8.00 Conflict of Interest</p> <p><i>8.01 Conflict of Interest</i> A Director or Officer shall declare that they have a conflict of interest whenever they or one of their family members is directly or indirectly involved in a contract, transaction, material transaction, or proposed contract, transaction, or material transaction with the Association. The Board will determine how the conflict of interest will be handled.</p>

<p>Not included</p>	<p>9.00 Notices</p> <p><i>9.01 Service</i> Any notice required to be sent to any Retiree, Member, or Director shall be delivered by email and/or other electronic means to the latest address as shown in the records of the Association.</p> <p><i>9.02 Error or Omission in Giving Notice</i> The accidental omission to give notice or the non-receipt of notice by any person where the Association has provided notice in accordance with the By-law or any error in notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained.</p>
<p>5: Withdrawal from membership: Any member may withdraw from membership in the UWRA by submitting their resignation in writing to the Secretary of the Board.</p>	<p><i>See: 4.06 Vacancies on the Board</i></p>
<p>6: Repealing or Amending the Constitution and By-laws: Amendments to the constitution must be approved by a vote of two-thirds of the members attending an annual or general meeting of the Association. Notice of any amendments must have been sent to the members at least four weeks prior to the date of the meeting. Amendments to the By-laws must be approved by a simple majority of the members attending an annual or general meeting of the Association. Notice of any amendments must have been sent to the members at least four weeks prior to the date of the meeting.</p>	<p>11.00 Adoption and amendment of the constituting by-law.</p> <p><i>11.01 Amendments to By-law</i> The Board may enact, amend, repeal, or replace this by-law, to be in effect until the next Meeting of Members. The enacted, amended, repealed, or replaced by-law shall be accepted or denied by special resolution at the next Meeting of Members.</p> <p><i>11.02 Notice of Amendments</i> Notice and a copy of the amended by-law shall be made available to the Members at least four weeks prior to the date of the Meeting of Members.</p>
<p>7. Roberts Rules: Roberts Rules of Order shall apply in any situation not covered by these By-laws.</p>	<p><i>Removed from by-laws to the Policies and Procedures Manual, giving the Chair the option to hold meetings informally or formally, at their discretion.</i></p>
<p>8. Dissolution: In the event of the dissolution of the Association, any or all of the remaining assets after payment of any liabilities shall be distributed equally to the UWRA Retirees Scholarship and Bursary Funds.</p>	<p>10.00 Dissolution In the event of the dissolution of the Association, any or all the remaining assets after payment of any liabilities shall be distributed equally to the Waterloo Retirees Scholarship Fund (start date 5/23/2001) and Retirees Bursary Fund (start date 7/3/1992).</p>