

**University of Waterloo Staff Association  
Proposed By-Law Amendments**

Article	Proposed Change	Rationale
<b>Changes of a substantive nature</b>		
<b>1. Name</b>	<ul style="list-style-type: none"> <li>• <b>Rename:</b> Name, Head Office and Seal</li> <li>• Includes name of corporation, head office and seal</li> </ul>	<ul style="list-style-type: none"> <li>• Compliance with the <i>Ontario Not-for-Profit Corporations Act 2010</i> – updated language</li> </ul>
<p><b>New Article – Definitions and Interpretation</b></p> <p>Note: to become Article 2; all other articles will be renumbered once amendments are approved</p>	<p><b>Add:</b></p> <p>a) "Act" means the Corporations Act R.S.O 1990, C.38 including the regulations pursuant to the Act, and any statute or regulations that may be substituted as amended from time to time; and in particular will mean the <i>Ontario Not-for-Profit Corporations Act, 2010 S.O 2010 C.15</i> upon the date that such comes into force.</p> <p>b) "Board" means the board of directors of the Corporation;</p> <p>c) "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of Corporation as amended and which are, from time to time, in force;</p> <p>d) "Chair" means the chair of the Board;</p> <p>e) "Conflict of Interest" includes, without limitation, the following three areas that may give rise to a Conflict of Interest for the Directors of Corporation, namely:</p> <p>(i) Pecuniary or Financial Interest - a Director is said to have a pecuniary or financial interest in a decision when the Director (or their Associates) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations;</p> <p>(ii) Undue Influence - participation or influence in Board decisions that selectively and disproportionately benefit particular agencies, companies, organizations, professional groups, or patients from a particular demographic, geographic, political, socio-economic, or cultural group is a violation of the Director's entrusted responsibility to the community at large; or</p> <p>(iii) Adverse Interest - A Director is said to have an adverse interest to Corporation when they are a party to a claim, application or proceeding against Corporation;</p>	<ul style="list-style-type: none"> <li>• Compliance with the <i>Ontario Not-for-Profit Corporations Act 2010</i> – include section on definitions.</li> </ul>

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	<p>f) “Corporation” means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;</p> <p>g) “Director” means a member of the Board of the Corporation;</p> <p>h) “Member” means a member of the Corporation;</p> <p>i) “Members” means the collective membership of the Corporation; and</p> <p>j) “Officer” means an Officer of the Corporation.</p> <p>Other than as specified above all terms contained in this By-law that are defined in the Act will have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.</p>	
<p><b>2.</b> Purpose</p>	<ul style="list-style-type: none"> <li>• <b>Rename</b> from Purpose to Purposes and Objects</li> <li>• <b>Remove</b> Vision, Mission and Values statements from By-Law and add to Governance Manual</li> <li>• <b>Add:</b> “the objects or purposes of the Corporation are set out in its Letters Patent/Articles of Incorporation (hereinafter referred to as the “Objects”), as may be amended from time to time in accordance with the provisions of the Act</li> </ul>	<ul style="list-style-type: none"> <li>• Streamlining</li> <li>• Making it simpler to keep the by-laws up to date</li> </ul>
<p><b>3.</b> Membership</p>	<ul style="list-style-type: none"> <li>• <b>Move:</b> to new Article 4 Membership</li> <li>• <b>Update</b> the definition of Active Membership</li> <li>• <b>Move:</b> Resignation to new Article 6 Termination of Membership</li> </ul>	<ul style="list-style-type: none"> <li>• Compliance/Alignment with Terms utilized in <i>Ontario Not-for -Profit Corporations Act 2010</i></li> </ul>
<p><b>4.</b> Dues and Finances</p>	<ul style="list-style-type: none"> <li>• Dues included in the new definition of Active Member</li> <li>• <b>Move:</b> Fiscal year to new Article 17 Fiscal Year</li> </ul>	<ul style="list-style-type: none"> <li>•</li> </ul>

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5. Officers	<ul style="list-style-type: none"> <li>• <b>Move</b> to New Article 10: Officers</li> <li>• <b>Remove</b> Past President, President, President Elect, Returning Officer, Privacy Officer, Executive Manager. Role descriptions for each of these positions will be included in the Governance and or Operations Manual</li> <li>• <b>Add:</b> Chair and Vice Chair</li> <li>• <b>Move:</b> Selection of Officers to new Article 11: Election, Terms, Eligibility and Termination of Officers and Directors</li> <li>• <b>Move:</b> Suspension or Removal of the President or Executive Manager to the Governance Manual</li> </ul>	<ul style="list-style-type: none"> <li>• Reflect new Board and operations structure</li> <li>• Clear delineation between Officer of the Corporation and signing authority for the Corporation</li> <li>• Move some of the detail to role descriptions which will be included in the Governance and Operations Manuals</li> <li>• Separate Governance and Operational aspects of UWSA</li> </ul>
New Article 5	<ul style="list-style-type: none"> <li>• <b>Name: Records of Membership</b> The Secretary will ensure that a current list of Members, based on the eligible members as described in Article 4, is kept</li> </ul>	<ul style="list-style-type: none"> <li>• Compliance/Alignment with Terms utilized in <i>Ontario Not-for -Profit Corporations Act 2010</i></li> </ul>
New Article 6	<ul style="list-style-type: none"> <li>• <b>Name: Termination of Membership</b></li> <li>• <b>Add:</b> language that describes conditions for termination of membership including resignation</li> </ul>	<ul style="list-style-type: none"> <li>• Compliance/Alignment with Terms utilized in <i>Ontario Not-for -Profit Corporations Act 2010</i></li> </ul>
6. The Board of Directors	<ul style="list-style-type: none"> <li>• <b>Move:</b> Composition of the Board to new Article 8 and rename Board of Directors</li> <li>• <b>Move:</b> Duties to new Article 9: Powers of the Board of Directors</li> <li>• <b>Move:</b> Election, Term of Office, Removal of Director and Vacancies to new Article 11: Election, Terms, Eligibility and Termination of Officers and Directors</li> <li>• <b>Move:</b> Board of Directors Meetings to new Article 12: Meetings of the Board of Directors</li> </ul>	<ul style="list-style-type: none"> <li>• Compliance/Alignment with Terms utilized in <i>Ontario Not-for -Profit Corporations Act 2010</i></li> </ul>
7. Elections	<ul style="list-style-type: none"> <li>• <b>Move:</b> to new Article 11 Election, Terms, Eligibility and Termination of Officers and Directors</li> <li>• <b>Remove:</b> reference to Past President, President and President Elect elections as those are no longer board positions. Description of the election process for these two positions will be reflected in the Operations Policy Manual</li> </ul>	<ul style="list-style-type: none"> <li>• Compliance/Alignment with Terms utilized in <i>Ontario Not-for -Profit Corporations Act 2010</i></li> <li>• To reflect the new structure</li> </ul>
8. Annual General Meeting	<ul style="list-style-type: none"> <li>• <b>Move:</b> to new Article 7: Meetings of the Members</li> <li>• <b>Added:</b> section describing Rules for Conducting Meetings</li> <li>• <b>Added:</b> section describing Order of Business at Annual General Meetings</li> <li>• <b>Added:</b> section describing Order of Business at Special Meetings</li> </ul>	<ul style="list-style-type: none"> <li>• Compliance/Alignment with Terms utilized in <i>Ontario Not-for -Profit Corporations Act 2010</i></li> <li>• To reflect current practices</li> </ul>

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9. Quorum	<ul style="list-style-type: none"> <li>For Meetings of the Members; <b>quorum move to</b> new Article 7: Meetings of the Members</li> <li>For Meetings of the Board; <b>quorum move to</b> new Article 12: Meetings of the Board of Directors</li> </ul>	<ul style="list-style-type: none"> <li>To streamline information regarding meetings of the members</li> <li>To streamline information regarding meetings of the Board</li> </ul>
10. Amendments	<ul style="list-style-type: none"> <li><b>Move:</b> to new Article 20: Amending the By-Law</li> <li><b>Expanded:</b> process for amending the By-law</li> </ul>	<ul style="list-style-type: none"> <li>Compliance/Alignment with Terms utilized in <i>Ontario Not-for -Profit Corporations Act 2010</i></li> </ul>
11. Parliamentary Procedure	<ul style="list-style-type: none"> <li><b>Delete</b></li> <li>Rules of Order are included in new Article 7: Meetings of the Members and new Article 12: Meetings of the Board of Directors</li> </ul>	<ul style="list-style-type: none"> <li>To streamline information regarding meetings of the members</li> <li>To streamline information regarding meetings of the Board</li> </ul>
12. Indemnification	<ul style="list-style-type: none"> <li><b>Move:</b> to new Article 16: Protection of Directors and Officers</li> <li><b>Add:</b> in new Article 16, <b>section</b> relating to Insurance</li> </ul>	<ul style="list-style-type: none"> <li>Compliance/Alignment with Terms utilized in <i>Ontario Not-for -Profit Corporations Act 2010</i></li> </ul>
13. Standing Committees	<ul style="list-style-type: none"> <li><b>Move:</b> to new Article 14: Standing Committees</li> <li><b>Reduce:</b> in new Article 14, the number of Standing Committees to two (Governance and Nominations; Finance Committee;</li> <li><b>Relocate:</b> Communications and Membership; Members Advisory Committee; Nominating; Pension, Benefits and Staff Compensation; Fund Raising and Social to Operational Committees <ul style="list-style-type: none"> <li>Terms of reference to be developed for all Standing Committees and Operational Committees.</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>Better reflection of current practices</li> <li>Compliance/Alignment with Terms utilized in <i>Ontario Not-for -Profit Corporations Act 2010</i></li> </ul>
New Article 13: Remuneration and Conflicts of Interest	<ul style="list-style-type: none"> <li><b>Add complete article</b></li> </ul>	<ul style="list-style-type: none"> <li>Compliance/Alignment with Terms utilized in <i>Ontario Not-for -Profit Corporations Act 2010</i></li> </ul>
New Article 15: Banking and Execution of Documents	<ul style="list-style-type: none"> <li><b>Add complete article</b></li> </ul>	<ul style="list-style-type: none"> <li>Compliance/Alignment with Terms utilized in <i>Ontario Not-for -Profit Corporations Act 2010</i></li> </ul>

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New Article 18: Notices	<ul style="list-style-type: none"> <li>• <b>Add complete article</b></li> </ul>	<ul style="list-style-type: none"> <li>• Compliance/Alignment with Terms utilized in <i>Ontario Not-for -Profit Corporations Act 2010</i></li> </ul>
New Article 19: Severability and Precedence	<ul style="list-style-type: none"> <li>• <b>Add complete article</b></li> </ul>	<ul style="list-style-type: none"> <li>• Compliance/Alignment with Terms utilized in <i>Ontario Not-for -Profit Corporations Act 2010</i></li> </ul>
<b>Changes of a Housekeeping Nature</b>		
	Grammatical errors, terms and phrases uses and numbering have been adjusted throughout the By-law	<ul style="list-style-type: none"> <li>• Consistency in language and ease of reading</li> <li>• Compliance/Alignment with Terms utilized in <i>Ontario Not-for -Profit Corporations Act 2010</i></li> </ul>
	Articles and sections renumbered	<ul style="list-style-type: none"> <li>• Reflects addition/deletion of Articles as proposed</li> </ul>

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**Comparison of Titles of Articles**

<b>Article Number</b>	<b>Current By-Law Article Title</b>	<b>Proposed By-Law Article Title</b>
<b>1.</b>	Name	Name, Head Office and Seal
<b>2.</b>	Purpose	Definitions and Interpretation
<b>3.</b>	Membership	Purposes and Objects
<b>4.</b>	Dues and Finances	Membership
<b>5.</b>	Officers	Records of Membership
<b>6.</b>	The Board of Directors	Termination of Membership
<b>7.</b>	Elections	Meetings of the Members
<b>8.</b>	Annual General Meeting and General Meetings	Board of Directors
<b>9.</b>	Quorum	Powers of the Board of Directors
<b>10.</b>	Amendments	Officers
<b>11.</b>	Parliamentary Procedure	Election, Terms, Eligibility and Termination of Officers and Directors
<b>12.</b>	Indemnification	Meetings of the Board of Directors
<b>13.</b>	Standing Committees	Remuneration and Conflicts of Interest
<b>14.</b>	Not applicable	Standing Committees
<b>15.</b>	Not applicable	Banking and Execution of Documents
<b>16.</b>	Not applicable	Protection of Directors and Officers
<b>17.</b>	Not applicable	Fiscal Year
<b>18.</b>	Not applicable	Notices
<b>19.</b>	Not applicable	Severability and Precedence
<b>20.</b>	Not applicable	Amending the By-Law