

BY-LAW
FOR
University of Waterloo Staff Association

**FOR DISCUSSION at the
UWSA AGM
October 8, 2021**

October xx, 2021

Table of Contents

Article	Page
ARTICLE 1: NAME, HEAD OFFICE AND SEAL	3
ARTICLE 2: DEFINITIONS AND INTERPRETATION.....	3
ARTICLE 3: PURPOSES AND OBJECTS.....	4
ARTICLE 4: MEMBERSHIP	4
ARTICLE 5: RECORDS OF MEMBERSHIP	4
ARTICLE 6: TERMINATION OF MEMBERSHIP.....	4
ARTICLE 7: MEETINGS OF THE MEMBERS	5
ARTICLE 8: BOARD OF DIRECTORS.....	7
ARTICLE 9: POWERS OF THE BOARD OF DIRECTORS.....	7
ARTICLE 10: OFFICERS.....	7
ARTICLE 11: ELECTION, TERMS, ELIGIBILITY AND TERMINATION OF OFFICERS AND DIRECTORS	8
ARTICLE 12: MEETINGS OF THE BOARD OF DIRECTORS	10
ARTICLE 13: REMUNERATION AND CONFLICTS OF INTEREST	12
ARTICLE 14: STANDING COMMITTEES.....	12
ARTICLE 15: BANKING AND EXECUTION OF DOCUMENTS.....	13
ARTICLE 16: PROTECTION OF DIRECTORS AND OFFICERS.....	13
ARTICLE 17: FISCAL YEAR.....	14
ARTICLE 18: NOTICES.....	14
ARTICLE 19: SEVERABILITY AND PRECEDENCE	14
ARTICLE 20: AMENDING THE BY-LAW	14

BY-LAW NUMBER 1

A By-law Relating Generally to the Transaction of the Affairs of University of Waterloo Staff Association (UWSA)

ARTICLE 1: NAME, HEAD OFFICE AND SEAL

- 1.1. The name of the Corporation will be the UNIVERSITY OF WATERLOO STAFF ASSOCIATION (hereinafter called "the Corporation").
- 1.2. The head office of the Corporation will be in the Regional Municipality of Waterloo, in the Province of Ontario, and at such place therein as the Board of Directors may from time to time determine.
- 1.3. The Corporation will have a corporate seal, an impression of which is stamped in the margin of this document.

ARTICLE 2: DEFINITIONS AND INTERPRETATION

In this by-law, unless the context otherwise requires:

- a) "Act" means the *Corporations Act R.S.O 1990, C.38*, including the regulations made 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 *Ontario Not-for-Profit Corporations Act, S.O. 2010 C.15* upon the date that such Act comes into force.
- b) "Board" means the board of directors of the Corporation;
- 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;
- d) "Chair" means the chair of the Board;
- 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:
 - (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;
 - (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

- (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;
- 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;
- g) "Director" means a member of the Board of the Corporation;
- h) "Member" means a member of the Corporation;
- i) "Members" means the collective membership of the Corporation; and
- j) "Officer" means an Officer of the Corporation.

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.

ARTICLE 3: PURPOSES AND OBJECTS

The purposes or objects 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.

ARTICLE 4: MEMBERSHIP

The membership of the Corporation will consist of one category of individuals as follows:

Active Members: individuals who are interested in furthering the objects of the Corporation and or participate regularly in the Corporation programs and services. Active Members will be required to pay membership fees as defined by the Board from time to time. Active Members are entitled to stand for election to the Board of Directors, hold an Officer position on the Board of Directors (if appointed) and vote at all Meetings of the Members as defined in Article 7.

ARTICLE 5: RECORDS OF MEMBERSHIP

The Secretary will ensure that a current list of Members, based on the eligible members, as in Article 4, is kept.

ARTICLE 6: TERMINATION OF MEMBERSHIP

- 6.1. Members may be terminated for breach of the By-law, or Rules and Regulations, Code of Conduct or other written policies and procedures of the Corporation;
- 6.2. Termination of membership, whether by cancelation of membership, resignation of employment with the University of Waterloo, expulsion, death or otherwise, will be effective as of the date of termination, and will result in the removal of all rights within the Corporation of the member, but will not be deemed to discharge any financial obligation of the member to the Corporation accrued prior to the date of such termination and not then fulfilled; and

ARTICLE 7: MEETINGS OF THE MEMBERS

- 7.1. Annual General Meeting
The Annual General Meeting (AGM) of the Corporation will be open to all Members. The AGM will be held within one hundred and eighty (180) days of the fiscal year end at such place and time as determined by the Board of Directors.
- 7.2. Special Meetings
A Special Meeting of members may be called at the discretion of the Board of Directors as determined by majority vote of members of the Board of Directors.
- 7.3. Notice of Meetings
Notice of any Meetings of the Members, whether annual or special, must be posted on the Corporation website.
Notice of the **Annual General Meeting** will be posted on the Corporation website at least (28) days before the meeting is to take place and will stay posted for the four (4) weeks leading up to the meeting.
Notice of any **Special Meeting** will be posted on the Corporation website fourteen (14) days prior to the meeting. The notice will specify the purpose for which it is being called.
- 7.4. Quorum and Manner of Action:
 - a) A quorum for the transaction of business at any Annual General or Special Meeting will consist of not less than fifty percent (50%) of the Directors of the Board of Directors and not less than fifty (50) Members.
 - b) Except as otherwise specified in this By-law, the actions of fifty (50) % plus one of the Members present and voting at a meeting at which a quorum is present will be the action of the meeting of the membership.
 - c) A meeting at which a quorum is initially present may transact all business noted on the agenda for the meeting. In the event of the withdrawal of members from the meeting resulting in a loss of quorum, the meeting Chair will continue the meeting provided that the number remaining does not fall below forty (40). In the event that the number remaining is less than forty (40) all matters requiring a vote will be deferred to the next meeting of the Members.
 - d) Except where otherwise provided for in this By-law, meetings of the membership

may be conducted in-person, by teleconference or videoconference as determined by the Board.

- e) Actions arising from a meeting of the membership, such as a recorded vote, may be conducted in-person, by electronic means, teleconference or videoconference.
- f) The meeting chair will be the Chair, UWSA Board of Directors or such other Director appointed by the Chair to chair the meeting.

7.5. Voting at Annual General or Special Meetings:

- a) All Members who are in attendance at an Annual General or Special Meeting will be entitled to vote on any issue to be determined at such meeting. No person will have more than one (1) vote unless they are carrying proxies.
- b) Election of Directors will be by secret ballot prior to the Annual General Meeting. The outcome of the secret ballot will be made public at the meeting in question

7.6. Rules for Conducting Meetings:

The following rules will govern all Annual General or Special Meetings of the Corporation:

- a) If there is no quorum within fifteen (15) minutes of the time fixed for the meeting to begin the Chair will declare that there can be no meeting on this occasion;
- b) Parliamentary procedure, as specified in Roberts Rules of Order, will be followed at all meetings;
- c) The Chair will have the right to require that any motion or resolution be presented in writing before the meeting; and
- d) The Chair will decide all questions of order, in accordance with the Rules of Order.

7.7. Order of Business at Annual General Meetings:

- a) Subject to subsection (b), the business at all Annual General Meetings of the Corporation will typically be as follows:
 - Opening of the meeting and explanation of procedural rules governing meetings;
 - Minutes of the previous Annual General Meeting together with minutes of any Special Meetings held since the last Annual General Meeting;
 - Business arising from the minutes;
 - Treasurer's Report;
 - Appointment of Auditors
 - Amendments to the By-laws of Corporation, if any
 - Election of Directors
 - President's Report;
- b) The order of business may be altered by a two-thirds (2/3's) vote of Members present at the meeting.

7.8. Order of Business at Special Meetings:

The Chair will determine the order of business at any Special Meeting.

ARTICLE 8: BOARD OF DIRECTORS

The affairs of the Corporation will be managed by Officers and Directors who will be collectively called the “Board of Directors”. Each Officer and Director has a voting membership on the Board of Directors. The Board of Directors will be comprised of nine (9) Directors who will be elected as outlined in Article 11.

Directorships may be added on an as needed basis according to the growth and accompanying need of the Corporation based on a majority vote of the Board of Directors. The duties of each Officer and Director will be set by the Board of Directors and may be amended from time to time by the Board of Directors.

ARTICLE 9: POWERS OF THE BOARD OF DIRECTORS

The Board will have power during its term of office (in addition to all other powers vested in it):

- a) So long as quorum of Directors remains in office, to fill, by appointment or election, vacancies occurring either among officers or the Directors until the next Annual General Meeting;
- b) To appoint and delegate power to the chairperson and members of such other committees from time to time as it may consider necessary in carrying out the objectives of the Corporation;
- c) To remove any officer, director or agent of the Corporation, including the President;
- d) To suspend or expel any Member of the Corporation for breach of any By-law, policy or resolution of the Corporation and or the Board;
- e) To borrow money and obtain advances upon the credit of the Corporation from such lending institutions as the Board of Directors may approve at such time, in such amounts, and on such terms as the Board of Directors deems proper;
- f) Report to Members at the Annual General Meeting on the activities of the Board for the preceding year; and
- g) To exercise all rights and powers which the Board of Directors might or could exercise under the authority of the Corporation’s By-law or under the laws governing the Corporation.

ARTICLE 10: OFFICERS

The Corporation will have four (4) Officers, as follows:

- a) **Chair:** The Chair will convene and preside over meetings of the Corporation Board and Meetings of Members; act as an official spokesperson for the

Corporation; be an ex-officio voting member of all Board Committees, Task Forces or Working Groups and perform other duties such other duties as may be required by law or as the Board may determine from time to time.

- b) **Vice-Chair:** The Vice-Chair will substitute for the Chair in their absence or inability to serve. In the event of a vacancy in the office of the Chair, the Vice-Chair will assume that office and a new Vice-Chair will be elected from among the remaining Directors for the remainder of that term.
- c) **Treasurer:** The Treasurer will be responsible for the disbursement of the Corporation funds and the preparation of periodic financial statements; and such other duties as may be required by law or as the Board may determine from time to time.
- d) **Secretary:** The Secretary will be responsible for ensuring that the minutes and other documents of the corporation including but not limited to the minutes and resolutions of meetings of the Board of Directors, and Annual General Meetings and Special Meetings are maintained. The Secretary will keep the corporate Minute Book up to date; and such other duties as may be required by law or as the Board of Directors may determine from time to time. The Secretary will ensure that the list of Members is kept up to date.

ARTICLE 11: ELECTION, TERMS, ELIGIBILITY AND TERMINATION OF OFFICERS AND DIRECTORS

11.1. Method of Election of Officers and Directors:

- a) Nominations for members of the Board of Directors must be submitted in writing to the Chair, Nominations Committee thirty (30) days prior to the date of the Annual General Meeting after which date nominations will be deemed closed. Nominations will be accepted provided the following conditions are met:
 - i. the nominee meets the criteria, if any, for the position for which they are nominated.
 - ii. the written consent of the nominee is included in the nomination
 - iii. the nomination is signed by the nominator,
 - iv. both the nominee and the nominator must be Members in good standing of Corporation.
- b) After receiving nominations, the Chair, Nominations Committee will present a list of all duly nominated persons to stand for election to the Chief Returning Officer. The Chief Returning Officer will conduct the election as per the Election policy of the Corporation.
- c) At the Annual General Meeting, the Chair will present the results of the election.

- d) If after the Annual General Meeting there are still positions unfilled, these positions will be deemed vacant. The procedures outlined in 11.4 will be followed to fill the vacant position.
- e) Directors must be Members in good standing.
- f) Officers will be appointed, from among the Directors, by the Board of Directors at the first meeting of the Board of Directors after the Annual General Meeting

11.2. Length of the Terms of Directors:

- a) Directors will serve a term of three (3) years renewable through election for up to a maximum of three (3) consecutive terms. At the discretion of the Board, Directors may be permitted to serve beyond the current nine (9) year limit for the purposes of continuity and succession planning.
- b) The new Directors will take over their positions as of completion of the Annual General Meeting in which the Directors were elected to the Board of Directors.
- c) Any Officer and/or Director may leave their position by resigning from their position by providing written notice to the Chair.

11.3. Eligibility for Board of Directors Positions:

Any Member of the Corporation may be eligible for election as a director provided that they are not disqualified by the Act.

11.4. Vacancy and Termination of Office:

- a) The office of a Director will automatically be vacated if:
 - i. the Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an assignment in bankruptcy or is declared insolvent; or
 - ii. the Director is found to be a mentally incompetent person or becomes of unsound mind; or
 - iii. the Director, by notice in writing to Corporation, resigns office, which resignation will be effective at the time it is received by the Secretary of the Board of Directors or at the time specified in the notice, whichever is later; or
 - iv. at a special meeting of the Board of Directors, a resolution is passed by at least two-thirds (2/3) of the votes cast by the Directors, removing a director before the expiration of the Directors term of office; or
- b) The office of a Director may be vacated by a simple majority resolution of the Board:
 - i. if a Director is absent without a viable reason for three (3) consecutive meetings of the Board, or if a Director is absent for one quarter (1/4) or more of the meetings of the Board in any twelve (12) month period; or
 - ii. if a Director fails to comply with the Corporation's By-Laws, policies and

procedures, including without limitation, the confidentiality and conflict of interest requirements.

- c) If a vacancy occurs at any time among the Directors either by a resignation, by death or removal by the Board in accordance with paragraph (a) above, or by any other cause, such vacancy may be filled by a qualified person appointed by the Board to serve until the next Annual General Meeting.
- d) At the next Annual General Meeting in addition to the election of Directors to fill the vacancies caused by expiry of Directors' terms, the Members will also confirm an additional Director to fill the unexpired term created by any vacancy referred to in paragraph (a) above.

Vacancies on the Board of Directors, may, at the discretion of the Board of Directors, be filled by appointment or remain vacant for the remainder of the term so long as a quorum of the Board of Directors remains.

Any vacancy in a position will be filled at the next Annual General Meeting in accordance with procedures set forth above. If there is not a quorum of the Board of Directors in office, the remaining members of the Board of Directors will call a meeting of the members to fill the vacancies or such number as required to constitute a quorum.

In the event of an Officer vacancy, Board of Directors will appoint an eligible person who meets the criteria for the position to fulfil the remainder of the term.

11.5. Discipline of Board of Directors

- a) A member of the Board of Directors may be censured, suspended, or removed from the Board of Directors for:
 - i. breach of the By-laws or Rules and Regulations of Corporation; or
 - ii. failing in their fiduciary obligation to act honestly, in good faith and in the best interests of Corporation and its members; or
 - iii. failing to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; or
 - iv. If they fail to attend three (3) consecutive meetings without a viable reason.
- b) A motion to discipline a member of the Board of Directors may not take place unless a special meeting of the Board of Directors has been called for such purposes.
- c) A vote of two-thirds of the votes cast is required to enforce discipline of a member of the Board of Directors.

ARTICLE 12: MEETINGS OF THE BOARD OF DIRECTORS

12.1. Meetings of the Board of Directors:

- a) Regular meetings of the Board of Directors will be held a minimum of eight (8) times per year or as otherwise decided by the Board of Directors at such place as from time to time is determined by the Board of Directors. An annual schedule of meetings will be prepared and distributed to the members of the Board of Directors by November 1 each year.
- b) Special meetings of the Board of Directors may be called, by the Chair or, in their absence, any two Directors. Notice of such special meetings must be e-mailed or telephoned to all Officers and Directors not less than one day before the meeting is to take place.
- c) A Board of Directors meeting may be held without notice immediately following the Annual General Meeting of the Corporation.
- d) The Board of Directors may consider or transact any business either special or general at any meeting of the Board of Directors that relates to the activities and business of the Corporation.

12.2. Quorum and Manner of Action:

- a) Fifty (50) per cent of the members of the Board of Directors will constitute a quorum for transaction of business.
- b) A meeting of the Board of Directors at which a quorum is initially present may continue to transact business as long as a quorum is present. In the event of the withdrawal of Officers and or Directors from the meeting resulting in a loss of quorum, the meeting Chair will continue the meeting for the purposes of discussion and record. All matters requiring a vote will be deferred to the next meeting of the Board of Directors.
- c) Except where otherwise provided for in this By-law, meetings of the Board of Directors may be conducted in-person, by teleconference, videoconference or other electronic means.
- d) Actions arising from a meeting of the Board of Directors, such as a recorded vote, may be conducted in-person, by e-mail or other electronic means, teleconference or videoconference.
- e) If a Director has a conflict of interest respecting a matter subject to a vote, such Director will disclose the conflict of interest and the Director will remove themselves from the meeting until the matter has been dealt with.
- f) The Board of Directors may not vote by proxy.
- g) Motions arising at any meeting of the Board of Directors will be decided by a majority of votes of Board members present. Each Director is entitled to one vote on matters requiring a vote. In the event of a tie vote, the meeting Chair will break the tie.
- h) Except as otherwise provided by law, the Articles of Corporation or this By-law, the act

of a majority of those Directors present in person at a meeting, teleconference call or by other electronic means at which a quorum is present, will be the action of the Board of Directors.

- i) Parliamentary procedure, as specified in Roberts Rules of Order, will be followed at all meetings of the Board of Directors.

12.3. Minutes of the Board of Directors Meetings:

Minutes of any regular and special meetings of the Board of Directors will be available on request from the Secretary by any Member. The minutes will be available in a reasonable time after each meeting. Material deemed confidential in nature will be deleted from minutes provided for general distribution.

ARTICLE 13: REMUNERATION AND CONFLICTS OF INTEREST

13.1. Remuneration of Officers, Directors and Members:

Officers, Directors and Members will serve the Corporation without remuneration. No Officer, Director or Member may directly or indirectly receive any profit from their position, but they may be reimbursed for reasonable expenses incurred in the performance of their duties for the Corporation.

13.2. Conflicts of Interest:

A Director or Member will declare that their/them has a conflict of interest wherever they or one of their family members is directly or indirectly involved in a matter before the committee/Board of Directors of which they are a member. The Board of Directors will determine through policy how conflicts of interest are to be handled.

ARTICLE 14: STANDING COMMITTEES

The following standing committees will be constituted at the discretion of the Board of Directors each year:

14.1. Governance and Nominations Committee:

The Governance and Nominations Committee is responsible for maintaining and reviewing from time to time the By-Law and Governance Manual as well as developing and implementing the annual process for identifying qualified members to serve on the Board and its Committees.

14.2. Finance Committee:

The Finance Committee is responsible for providing oversight on all financial matters of the Corporation including but not limited to the recommendation of the Annual Operating Plan, the annual audit process and ensuring the Treasurer prepares regular reports on the financial health of Corporation.

14.3. Other Committees:

The Board of Directors may establish any other committees, which in its opinion are

necessary or advisable. The Board of Directors will approve the terms of reference for such committee(s).

Terms of reference for and appointment of members to the Standing Committees and Other Committees are reviewed on an annual basis by the Board of Directors.

ARTICLE 15: BANKING AND EXECUTION OF DOCUMENTS

15.1. Signing Authority

Any Officer along with the President or the Executive Manager, may act jointly as signing authorities in the drawing and issuing of cheques and orders for the payment of monies out of funds of the Corporation. The Board, by resolution, may appoint such further signing authority as they may deem necessary from time to time.

15.2. Banking Arrangements:

The banking business of the Corporation will be transacted with such bank(s) as the Board of Directors may designate by resolution.

15.3. Audits:

An audit of the books must be conducted at the end of the fiscal year by such auditor as may be designated by the Board of Directors from time to time.

15.4. Execution of Documents:

Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation will be signed by the Chair or the Treasurer; and by the President or Executive Manager

ARTICLE 16: PROTECTION OF DIRECTORS AND OFFICERS

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation will be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or the Corporation with whom or which any moneys, securities or effects will be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust provided that they have:

- i. complied with the Act and the Corporation's articles and By-laws; and
- ii. exercised their powers and discharged their duties in accordance with the Act.

16.1. Insurance

The Corporation will purchase and maintain insurance for the benefit of any Director,

Officer or other person acting on behalf of the Corporation against any liability incurred in that person's capacity as a Director, Officer or other person acting on behalf of the Corporation, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the Corporation.

ARTICLE 17: FISCAL YEAR

Until otherwise ordered by the Board of Directors, the fiscal year of the Corporation will end on the 30th day of April in each year.

ARTICLE 18: NOTICES

18.1. Service

Any notice required to be sent to any Member or Director will be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation

18.2. Computation of Time

The day of serving or posting of the notice will not, unless it is otherwise provided, be counted in such number of days or other period.

18.3. Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting will invalidate the meeting or make void any proceedings taken at the meeting.

ARTICLE 19: SEVERABILITY AND PRECEDENCE

The invalidity or unenforceability of any provision of this By-law will not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the by-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, will prevail.

ARTICLE 20: AMENDING THE BY-LAW

20.1. This By-law of the Corporation may be repealed or amended if two steps are followed. First, the amendment must be approved by a majority vote of the Board of Directors. Second, to be effective, the amendment(s) must be approved by an affirmative vote of at least two-thirds (2/3's) of the members present at a Special Meeting or at an Annual General Meeting.

20.2. Any proposed amendments to this By-law will be first submitted in writing to the Board of Directors. Provided that they are submitted not less than fourteen (14) days

before the next regular meeting of the Board of Directors. These proposals will be discussed and voted on at such up-coming meeting.

- 20.3. After an amendment has passed by a vote of the Board of Directors, it will then be brought to either a Special Meeting or the next Annual General Meeting, as the Board of Directors determines, for a vote on the amendment(s) by the Membership. Proposed By-law amendments will be made available to the Membership upon request fourteen (14) days prior to either the Special Meeting or Annual General Meeting at which the proposed amendments will be discussed.

Enacted October xxx, 2021.

Chair

Secretary

DRAFT