

WESEF

THE WATERLOO ENVIRONMENTAL STUDIES ENDOWMENT FOUNDATION

CONSTITUTION OF THE WATERLOO ENVIRONMENTAL STUDIES ENDOWMENT FOUNDATION (WESEF)

Amended Nov. 3rd 2005

1. Name and Function

The name of the organization is the Waterloo Environmental Studies Endowment Foundation (WESEF), hereinafter referred to as the "Foundation". It is to function, subject to the provisions of *The University of Waterloo Act, 1972* and amendments thereto, as a semi-autonomous, non-profit organization within the University of Waterloo, hereinafter referred to as the "University".

2. Purpose

The objects of the Foundation are to raise funds to be used for an on-going commitment to improving undergraduate and graduate education at the University in the Environmental Studies Faculty and to participate in the investment and administration of such funds and the application of such funds in furtherance of such improvement.

The Voluntary Student Contribution (VSC) to the Foundation will be decided by student referendum. Subject to the provisions hereinafter contained with respect to the Foundation's early years of operations, only funds generated through the investment of contributions, hereinafter referred to as "Income", shall be available for yearly expenditures. The term "Funds" when used in this Constitution shall refer to the Funds raised by the Foundation and/or collected by the University from students and held by the University in accordance with this Constitution, together with all Income accrued thereon. In the first and subsequent years of the Foundation's operations sixty per cent (60%) of contributions will be available for Foundation expenditures and forty per cent (40%) shall be allocated to Capital. This allocation of Funds shall continue until the Income earned from Capital is equal to or exceeds the monetary value of the sixty per cent (60%) holdback portion to be used for expenditures. From that point yearly expenditures will be made only from the Foundation's Investment Income and not

directly from contributions. The Foundation Board will decide at that time at what level they will withdraw from Investment Income on a yearly basis. The Foundation recognizes that it is desirable to provide annual purchasing power protection on the Capital portion of the Fund.

The Foundation shall always act in the best interests of undergraduate and graduate Environmental Studies education and will make recommendations to the University with respect to the expenditure of Income in a fair and equitable manner, keeping in mind the needs of undergraduate and graduate Environmental Studies education at the University.

Only expenditures approved by the Foundation can be committed against the Foundation Funds. Any monies not needed specifically as approved will remain with the Foundation.

3. Powers

To achieve the purposes and objects aforesaid, the Foundation shall have the following powers, subject to the provisions of *The University of Waterloo Act, 1972*, and the control and authority of the University's Board of Governors, the University Senate, and the Office of the President and Vice-Chancellor:

- (a) to solicit Funds in ways approved by the University;
- (b) to make recommendations to the University with respect to the use of the Funds held by the University on behalf of the Foundation;
- (c) to receive regular monthly reports from the University with respect to the Income and the Capital of the Funds and to require the University to hire an independent "money manager" to administer the Funds; the salary of the said money manager shall be paid out of the Funds.

4. No Power to Sign on Behalf of the University

The Foundation shall have no power to make any financial commitments or undertakings of any kind that might be contractually binding on the University, and all formal documents making any commitments or contracts shall be signed in the name of the University in a manner and by such persons as shall be directed by the Board of Governors of the University.

5. Faculty of Environmental Studies not to be Affected

The Foundation, in the exercise of its powers, shall in no way interfere or otherwise adversely affect the autonomy of the Faculty of Environmental Studies in the exercise of its powers, authorities, duties, or regular conduct of its affairs. The Funds raised for the Foundation and the interest earned thereon shall not have an adverse effect on the funding provided by the University to the Faculty of Environmental Studies and shall be held by the University in an account separate from all general funds of the University.

6. University to be Reimbursed for Expenses

All direct and indirect expenses of the Foundation shall be paid by the Foundation from its earnings, (or as provided for herein from yearly contributions). Unless otherwise stipulated in a written agreement with the University, the general accounts of the University shall be fully reimbursed from the particular accounts of the Foundation, for all services provided to the Foundation or expenditures made by the University in connection with the management or operation of the Foundation, including the cost of hiring an independent money manager to administer the Funds.

7. Periodic Review

The Foundation and its Constitution shall be subject to periodic review by the Board of Governors of the University and by the Board of the Foundation, such review to be carried out in the light of any new or revised policies established by the Board of Governors, the Senate of the University, or by the Board of the Foundation. The said review shall be for the purpose of defining or controlling the affairs or earnings of institutes or foundations or similar groups which may be established under the authority of the Board of Governors or the Senate of the University. If the Board of Governors proposes to take any action which may adversely affect the Foundation or its operations, the Board of Governors shall give the Board of the Foundation sixty (60) days' notice in writing before such action is taken.

8. Power of the Board of Governors to Reject Recommendations

The Board of Governors has the power to refuse recommendations from the Foundation Board for the expenditure of funds subject to the following:

(a) The Board of Governors will give the Foundation a written explanation of the rationale behind its refusal to accept funding recommendations within thirty (30) days of the Board's decision.

9. The Board of the Foundation

The affairs of the Foundation shall be managed by the Foundation Board. The Foundation shall be carried on without the purpose of gain for its directors and any profits or other accretions to the Foundation shall be used in promoting its objects. The Foundation Board shall have no authority to make expenditures save for those that may be necessary for the administration of the Foundation.

(a) Members of the Foundation:

The Foundation Board members shall consist of the following voting members, who must be a minimum of eighteen (18) years of age:

i) The Dean of Environmental Studies (ex-officio), and one (1) faculty and one (1) staff member chosen by the Dean of Environmental Studies from a pool of candidates suggested by each of the four Environmental Studies units;

ii) Five (5) undergraduate students chosen by: the Waterloo Association of Geography Students, the Environment and Resource Studies Student Association, the Planning Student Association, Waterloo Environment and Business Students (WEBS) and the Environmental Students Society will select one (1) undergraduate member;

iii) Two (2) graduate students chosen by the: Association of Graduate Planners and the Association of Graduate Geographers (including ERS and Led graduate students) will select one (1) graduate and

iv) The WESEF Chair will be elected during the Environmental Studies Society (ESS) elections during Winter Term and will sit on the ESS executive. The WESEF chair has primary responsibility for the well being of WESEF and may only be removed by the WESEF board (section b.v). The WESEF chair will not be pressured by any body in coming to his/her decision to accept or reject proposals.

(b) Term of Office:

The term of office of members of the Foundation Board shall be determined by the By-laws of the Foundation and shall not exceed twenty-four (24) months from the date of appointment or election. Foundation Board members shall be eligible for re-appointment.

The office of a Foundation Board member shall be automatically vacated:

i) if the Board member, being an employee of the University, ceases to be employed by the University, or if the Board member is a student, ceases to be registered as such by the University

ii) if the Foundation Board member resigns his or her office by delivering a written resignation to the secretary of the Foundation;

iii) if the Foundation Board member is found by a court to be of unsound mind;

iv) if the Foundation Board member becomes bankrupt;

v) if at a meeting of the Foundation Board, duly called for that purpose, a resolution is passed by three-quarters(3/4) of the members present that a Foundation Board member be removed from office;

Provided that if a vacancy shall occur for any reason as provided for above, the remaining Foundation Board members, by a majority vote, may fill the vacancy with a member of the Foundation while maintaining the ratio of representatives from each of the four

groups outlined in Section 9.(a) (i) to (iv). The exception being WESEF chair, who will be elected through ESS, should the WESEF chair position become vacant.

10. Membership of the Foundation

Membership shall include all University of Waterloo undergraduate and graduate Environmental Studies students, present and past Foundation Board members, and such other individuals as may be determined by the Foundation's By-laws. There shall be no membership fees or dues. Provided, however, that any member who has requested and has received the return of his/her VSC in a particular term shall have no vote on Foundation business, serve as a Board member for the remainder of that school term or make a proposal to the Foundation.

11. Annual General Meeting

The Foundation Board shall call an annual meeting of the Foundation members at the University of Waterloo on a day and at a time as shall be determined by the By-laws of the Foundation. Notice of the general meeting shall be given in the manner provided for in the said By-laws.

12. Auditors

The accounts of the Foundation shall be audited by the Auditors of the University who are appointed by the Board of Governors. In the event the Foundation Board requests an additional audit, any expenses for fees or services for such audits shall be charged to the particular accounts of the Foundation.

13. Amendment to the Constitution

Any constitutional amendment will require a simple majority of the votes cast by Foundation members in a referendum conducted for that express purpose and two-thirds support of the WESEF board.

14. Approval of the Constitution

Before becoming effective, the Constitution of the Foundation and its By-laws and any amendments thereto shall be approved by the Board of Governors of the University.

15. Establishment of a Separate Foundation

In the event that a referendum is conducted for the specific purpose of establishing a new Foundation with similar objects to the WESEF, but separate from the University, and a majority of Foundation members vote in favour of establishing such a Foundation, a separate Foundation may be established (hereinafter referred to as the "New Foundation")

and this Constitution shall continue to apply to the Funds held by the University of Waterloo.

Provided, however, that if the Board of Governors of the University, after consideration of the objects and powers of the New Foundation, determine that it is in the best interests of the University to transfer the Funds, and Revenue Canada and the Public Guardian and Trustee for the Province of Ontario approve such transfer, the University shall transfer the Funds to the New Foundation. In the event that such transfer is not approved by Revenue Canada and the Public Guardian and Trustee for the Province of Ontario, and at the time of the establishment of the New Foundation, Foundation Funds are being held by the University, the said Funds so held by the University may only be used by the University to further the objects as set out in this Constitution. If such transfer as hereinbefore referred to is approved, following the transfer of such Funds, this Foundation (WESEF) shall be dissolved.

16. Drafting By-laws

The Foundation Board, at its earliest convenience and subsequently as may be required, shall draft by-laws in concert with the general aims and objectives of the Foundation relevant to the management of the affairs of the Foundation and the procedures of the meetings of members and the meetings of the Foundation Board. Without limiting the generality of the foregoing, these shall include at least the following:

- (a) definition of quorum, frequency of regular meetings, notice of meetings, minutes, records, etc.;
- (b) formality of making and passing resolutions, and decision-making procedures;
- (c) establishment of officers of the Foundation, and their duties and responsibilities;
- (d) establishment of any standing committees, such as an executive committee, and funding committee and their powers, duties and responsibilities;
- (e) establishment of a fiscal year, which shall coincide with the University's fiscal year, and accounting procedures which shall be satisfactory to, and approved by the University's auditor, and the Associate Provost, General Services & Finance;
- (f) establishment of an annual date on which to publish a status report, to include the cumulative principal and interest amounts of the Fund, and to include a detailed listing of all expenditures by the Fund.

17. Authentication of Acts of Foundation Board

All acts of the Foundation Board shall be taken or confirmed by way of resolution of the Foundation Board passed at a duly constituted meeting and duly recorded by written minutes. Within a period of not more than ten (10) days following the date of any duly

constituted meeting of the Foundation Board, a copy of the minutes shall be forwarded or delivered, as indicated above, to the University offices of the President, the Vice-President, Academic and Provost, the Associate Provost, General Services & Finance, the Dean of Environmental Studies, the Chair of Geography, the Chair of Environment and Resource Studies, and the Director of the School of Planning, Planning Students Association, Waterloo Association of Geography Students, Environment and Resource Studies Students Association, Waterloo Environment and Business Students and the Environmental Studies Society.

18. Dissolution

If for any reason the Foundation is dissolved and Funds are not transferred to a New Foundation, then the following restrictions to dissolution apply:

- (a) upon dissolution the Funds, after payment of all debts and liabilities, shall remain the property of the University of Waterloo, a registered charity, to be used as recommended by the Dean of Environmental Studies, for the purposes of benefiting undergraduate and graduate programs in the Faculty of Environmental Studies at the University;
- (b) if the Faculty of Environmental Studies at the University of Waterloo no longer exists, the Funds shall be used for such other educational purposes as the Board of Governors of the University of Waterloo may direct;
- (c) voluntary dissolution shall take place only after a majority vote to that effect in a membership referendum. The majority vote shall be based on the number of votes cast.

Waterloo Environmental Studies Endowment Foundation

Bylaws

February 24, 1998

Revised November 20, 2005

1.0) Definition of Terms

Foundation Members- Students who have paid their Voluntary Student Contribution. They are able to be a Member of the Board, submit applications to the Board, and vote at the Annual General Meetings.

Supporting Foundation Members- Anyone who makes a donation can become a Foundation Member.

Board Members - The students, faculty and staff -who make up the decision-making body of the Foundation which has been set out in the constitution.

2.0) Officers of the Board

i) The Officers of the Board will be as follows:

- Chair
- Vice-Chair
- Secretary
- Treasurer

ii) The Vice-Chair, Treasurer and Secretary will be elected at the first meeting of WESEF

iii) The WESEF Chair will be elected during the ESS winter elections, and will comply with all ESS elections rules. ESS will conduct by-elections as necessary should the WESEF chair become vacant.

2.1) Duties of Officers

a) The Chair is responsible for:

- i) being the Chairperson at meetings,
 - ii) acting as an ex officio member of all of the committees,
 - iii) calling meetings of the Board Members each term (Fall, Winter)
 - iv) ensuring that the foundation is functioning in accordance with the provisions of the constitution.
 - v) Attending two-thirds (2/3) of ESS meetings
- b) The Vice-Chair is responsible for:
- i) Acting as Chairperson at meetings when the Chair is absent,
 - ii) ensuring that the foundation is functioning in accordance with the provisions of the Constitution.
 - iii) Fundraising within or externally to Environmental Studies.
- c) The Secretary is responsible for:
- i) Recording minutes of meeting and distributing them to all who are required to receive a copy under the constitution.
 - ii) The preparation of the Annual report.
- d) The Treasurer is responsible for:
- i) Receiving and filing of financial records related to the Foundations activities, and
 - ii) Providing financial information to Board Members within forty-eight hours upon receiving a written request

2.2) Duties of Board Members

- i) administering the affairs of the Foundation,
- ii) examine and decide how much of the requested funding shall be allocated to that proposal on all proposals made to the Foundation,

iii) appointing such agents and engaging such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Officers at the time of such appointment.

3.0) Terms of Office

a) Five Undergraduate Board Members will be nominated to the Board by each of their Associations (Planning Students, Waterloo Environment and Business Students, Environment and Resource Studies Student Association, Waterloo Association for Geography Students, Environmental Studies Society). The Undergraduate Board Member will serve a four month term. The Undergraduate Board Member may be a Board Member for no more than six consecutive terms.

b) Two Graduate Students will be nominated by the Graduate Associations. The Graduate Board Members will serve a four month term. The Graduate Board Member may be a Board Member for no more than six consecutive terms.

c) Two of the non-student Board Members who were nominated or volunteered for the position will serve a one year term (May-May).

d) One-of the non-student Board Members who were nominated or volunteered for the position will serve a two year term. Non-student Board Members.

e) The Dean of Environmental Studies is an ex-officio Board Member as stated in the constitution.

4.0) WESEF Board Meetings

Meeting of the Board Members shall operate under the following provisions:

a) The Board members will meet a minimum of once a term (Fall, Winter, Spring)

b) The Chair is required to provide Board Members with 10 working days notice of an upcoming meeting,

c) Draft minutes of the previous meeting will be made available before the next meeting,

d) Ratified minutes of every meeting will be made available to all Foundation Members,

e) Quorum shall consist of 50% or more of the properly constituted members of the Board,

f) WESEF Board Meetings are open to the members of the Foundation.

g) Each Board Member entitled to vote at a meeting of the Board may by means of a proxy appoint a proxy holder as his or her nominee to attend and act at the meeting in manner, to the extent and with the authority conferred by the proxy. The instrument appointing a proxy shall be executed by the Board Member in writing and shall be deposited with the Secretary of the meeting before any vote is cast under its authority.

5.0) Annual General Meeting

a) An Annual General Meeting of the Foundation Members will be held annually in the Fall or winter term,

b) An Annual Report will be provided to all Foundation Members who request copies,

c) Quorum shall consist of twenty-five voting Foundation members as defined in the Bylaws under Section 1.0.

6.0) Committees of the Board

The Board may choose to create committees to deal with business relating to WESEF. These committees are subject to the rules and regulations laid out in the constitution and these bylaws. The committees of the Board have must have all motions ratified at the next Board meeting with quorum before they take affect.

7.0) Funding Sources

7.1) Voluntary Student Contribution (VSC)

i) The VSC is a student donation to the Endowment Fund of \$30.00 and is included on the undergraduate and graduate Environmental Studies Fee Statement.

ii) The collection of the VSC is subject to the following conditions:

a) The VSC is fully refundable according to the University of Waterloo's policies on incidental fees;

b) All proceeds generated by the VSC become part of the Endowment Fund.

7.2) Outside Donations

i) A donation that is equivalent to the sum of a year's worth of VSC will be requested in order to become a Supporting Foundation Member (i.e. 3 terms x \$30=\$90 annually).

ii) A donation of any amount may be collected for a certain WESEF project or projects, and will not necessarily be divided with a portion placed in the capital account.

8.0) Refund Policy

8.1) Refund Period

i) The refund period will be for the first three (3) weeks after the first day of classes.

ii) The appropriate forms can be obtained and filled out at the Environmental Studies Society (ESS) Office located in the ES Coffee Shop in the Fall & Winter Terms and in the Dean of Environmental Studies Office in the Spring Term.

8.2) Refund Procedure

i) To obtain a VSC refund students must sign onto a refund sheet which will be posted in a easily accessible area within Environmental Studies. The WESEF Chair will be responsible for the posting of the refunds sheet. The WESEF chair will then take the filled refund sheets to the Financial Services Office (FSO) for processing. Subsequently, the FSO shall mail out refunds.

9.0) Expenditures

9.1) Handling of Income

i) Income generated to be used as Funding Grants, will normally be spent in the term in which it was generated. If income remains unspent, it will be treated as Income for the subsequent term.

9.2) Administrative

i) The Endowment Fund may put aside up to five percent of the total income generated for administrative expenditures.

ii) Receipts for any administrative expenditures must be given to the Treasurer in order to receive reimbursement.

10.0) Proposals

10.1 Proposal Timeline

- i) The board will provide a minimum of two weeks for advertisement of and submission of proposals from students each term,
- ii) each proposal will first be submitted in writing to the Board with a full cost analysis and permission(s) from the appropriate bodies to fulfil the proposal,
- iii) A meeting of the Board Members to discuss the proposals shall occur,
- iv) A meeting will be held where students present their proposals to the Board Members,
- v) Each proposal applicant will be allowed to speak to their proposal,
- vi) Unsuccessful proposal applicants will be promptly notified as to the reason(s) why their proposal was rejected,
- vii) The chosen proposal(s) shall be made public within one week.

10.2 Guidelines for Proposals

WESEF prefers projects where:

- i) The benefits are exclusive to ES students - (Proposals that benefit UW students may be directed to the Federation of Students endowment fund);
- ii) They are beneficial to a large number of ES students;
- iii) They are applicable to multiple departments/schools within ES;
- iv) The proposal contributes to the enhancement of educational or student life in ES;
- v) The cost of the proposal is comparable to the benefits received to ES and that it is reasonable in relation to the total funds available and the other proposals received.;
- vi) Funding is needed urgently, and there is a lack of capacity to acquire funds through other sources; and
- vii) Proposal must contain a estimated costing and have approval from the appropriate authorities (ex. MAD, Plant Operations)
- viii) Field trips and other personal affairs will not be selected.