

MEMORANDUM

TO: UWFA Members
FROM: UWFA Executive Council
DATE: March 30, 2011
RE: Review of the Constitution of the Association

The Association has been working over the past year on a significant revision to the constitution and bylaws. This document outlines the proposed revisions to the Association's constitution. Pages 1 – 8 outline each recommended change with the original text, revised text and the context of the change. Starting on Page 8 is the full text of the revised bylaws preceded by the motion from the Executive Council to the Membership recommending approval.

This report will be presented for information and discussion at the Annual General Meeting and a vote will be conducted concurrently with the general elections for the Association. There may be typographical changes to this document prior to the vote. A final version will be available to be viewed at the polling station.

Note: Where the only change to a clause is a reference to an article number that is not a substantive change, the change has not been noted in the first portion of this report.

Revisions to Article 1 – Organization

Article	1.1
Original Text	The name of the organization shall be the University of Winnipeg Faculty Association, referred to herein as the "Association." The University of Winnipeg shall be referred to as the "University."
Revised Text	The name of the organization shall be the University of Winnipeg Faculty Association, referred to herein as the "Association".
Context	Moved the definition of "University" to Article 2 – Definitions.

Insertion of Article 2 – Definitions

Article	2
Original Text	New Article.
Revised Text	2.1 "Act" shall refer to the Manitoba <i>Labour Relations Act C.C.S.M. c. L10</i> . 2.2 "Collegiate Unit" shall refer to those Members of the Association covered by Manitoba Labour Board Certificate MLB – 3634. 2.3 "Contract Faculty Unit" shall refer to those Members of the Association covered by Manitoba Labour Board Certificate MLB – 6361. 2.4 "Regular Academic Staff Unit" shall refer to those Members of the Association covered by Manitoba Labour Board Certificate MLB - 6362. 2.5 "Member" shall refer to those individuals who are members of the Association pursuant to Article 4.1. 2.6 "University" shall refer to the University of Winnipeg.
Context	Article 2 has been inserted as a new article to provide definitions for terms used throughout the Constitution and Bylaws. The Main Unit has been renamed the Regular Academic Staff Unit in an attempt to use a more inclusive term. The term Regular Academic Staff was recommended by CAUT.

Revisions to Article 3 - Objectives

Article	3.1
Original Text	The primary purpose of the Association shall be to promote the welfare of the academic staff of the University who are Members of a bargaining unit within the Association, and to promote the collective and individual interests of its Members.

Revised Text	The primary purpose of the Association shall be to promote the welfare and the interests of its Members.
Context	Clarification.
Article	3.2
Original Text	The Association shall be the bargaining agent for all employees in the bargaining unit as described in Certificate No. MLB -3634, MLB -6362 and MLB - 6361 and those added to the bargaining unit by subsequent Collective Agreements.
Revised Text	As per the Act, the Association shall be the sole bargaining agent for all of its Members and shall represent all of its members in employer-employee relations with regards to the terms and conditions of employment.
Context	Clarification and incorporation of original 3.3.
Article	3.3
Original Text	The Association shall represent all Members of the bargaining unit as described in Article 2.2 in employer-employee relations with regard to all terms and conditions of employment.
Revised Text	Clause deleted.
Context	Incorporated into 3.2.

Revisions to Article 4 – Membership

Article	4.1
Original Text	Association Members include all University of Winnipeg employees whose positions are included in the bargaining units as described by Manitoba Labour Board Certificate Nos. MLB 3634, No. 6362, and No. 6361 and those whose positions may be added to any of the bargaining units or any newly created bargaining unit within the Association.
Revised Text	Association Members include all University of Winnipeg employees whose positions are included in the bargaining units as described by Manitoba Labour Board Certificates MLB - 3634, MLB - 6362 and MLB – 6361 as well as those whose positions may be added to any of the current bargaining units or any newly created bargaining unit within the Association.
Context	Clarification of the wording around the bargaining units as well as the addition of the word 'current' to make reference more clear.
Article	Original 4.2
Original Text	The forms and conditions of membership shall be in accordance with the provisions set forth in the By-Laws.
Revised Text	Clause deleted.
Context	The Bylaws do not make reference to the forms and conditions of membership.
Article	4.2
Original Text	New clause.
Revised Text	Contract Faculty Unit Members, as outlined in Certificate MLB - 6361, will retain membership in the Association for a period of six (6) months following the completion of their employment contract.
Context	Included to ensure that Contract Faculty members remain members of the Association during terms when they are not teaching. For example, a member may teach in Fall/Winter but may not teach over the summer. That member would retain membership in the Association.
Article	4.3
Original Text	New clause.
Revised Text	Membership dues shall be as prescribed from time to time by general meetings of the Members and shall be automatically deducted monthly from the Members' salaries in accordance with the Act.
Context	Moved from the Bylaws. Expanded language to make this clearer.
Article	4.3.1
Original Text	New clause.
Revised Text	Dues will be levied only if a Member is currently employed by the University and is not on unpaid leave.
Context	Relates to the inclusion of 4.2 – CF members and members on unpaid leave will not be expected to pay dues while not being paid by the University.

Article	4.4
Original Text	New clause.
Revised Text	To be eligible to stand for election pursuant to Bylaw 1 and vote at general meetings pursuant to Article 7, a member must currently be paying dues to the Association.
Context	Although members would retain membership in the Association, this would restrict them from voting or standing for election. It would not, however, restrict them from participating in meetings of the Members.

Revisions to Article 5 – Affiliations and Memberships

Article	5.1
Original Text	The Association shall be affiliated with the Canadian Association of University Teachers (CAUT) and a member of the CAUT Defence Fund.
Revised Text	The Association shall be affiliated with the Canadian Association of University Teachers (CAUT). Members of the Association shall automatically be members of the CAUT.
Context	Clarification – membership in CAUT is automatic for members of the Association. Also, there previously was no mention of the CAUT Defence Fund in the governing documents – we list all of our other affiliations and memberships, however, so it was deemed appropriate to include this one as well.
Article	5.2
Original Text	The Association shall be affiliated with the Manitoba Organization of Faculty Associations (MOFA).
Revised Text	The Association shall be affiliated with the Manitoba Organization of Faculty Associations (MOFA), the National Union of the Canadian Association of University Teachers (NUCAUT), the Canadian Labour Congress (CLC), the Winnipeg Labour Council (WLC) and the Manitoba Federation of Labour (MFL).
Context	Incorporated items from original 5.3.
Article	Original 5.3
Original Text	The Association shall be affiliated with the National Union of the Canadian Association of University Teachers (NUCAUT), the Canadian Labour Congress (CLC) and the Manitoba Federation of Labour (MFL).
Revised Text	Clause deleted.
Context	Incorporated these items into the new 5.2.

Revisions to Article 6 – Governing Bodies

Article	6.1
Original Text	The highest authority for deciding policies and managing affairs of the Association shall be the membership of the Association duly assembled in a General Meeting or otherwise acting in a corporate capacity in accordance with Article VIII and Article IX of this Constitution.
Revised Text	The highest authority for deciding policies and managing affairs of the Association shall be the Members of the Association duly assembled in a General Meeting or otherwise acting in a corporate capacity in accordance with Articles 7 and 8 of this Constitution.
Context	Minor wording clarification.
Article	6.2
Original Text	The Executive Council shall be the management committee and may exercise the powers of the General Meeting when the latter is neither in session nor otherwise acting in a corporate capacity. Such action shall be subject to review, alteration or over-ruling by the General Meeting.
Revised Text	The Council shall be the management committee of the Association and may exercise the powers of the General Meeting when the latter is neither in session nor otherwise acting in a corporate capacity. Such action shall be subject to review, alteration or over-ruling by a General Meeting.
Context	Removed 'Executive'.
Article	6.3
Original Text	New clause.
Revised Text	The Officers of the Association shall be the President, the Vice President, the Communications Officer and the Treasurer and they shall constitute the Executive Committee.

Context	The Officers of the Association were not previously specified (relevant for relations with outside organizations). Additionally, the former Table Officer's group has been formalized in the Executive Committee. It previously only existed on an ad-hoc basis.
Article	6.4
Original Text	New clause.
Revised Text	<u>Council Responsibilities</u> The Council shall be responsible for: (a) carrying into effect all resolutions and generally managing the affairs of the Association; (b) interpreting of the Constitution and Bylaws; (c) receiving reports of officers and committees; (d) approving the annual budget for presentation to and approval at the Annual General Meeting; (e) approving any such revisions to the annual budget as may become necessary during the fiscal year; (f) giving direction to the Officers and Committees of the Association; (g) giving direction to the Negotiating Teams; (h) recommending bargaining mandates to the Members; (i) making recommendations with respect to the ratification of a table agreement. Recommendations may include recommendation for ratification or non-ratification; and, (j) initiating job action, if required, subsequent to a strike vote by the Members.
Context	Combined the duties of the Council into one clause from four different locations throughout the Constitution and Bylaws. No substantive changes.
Article	6.5
Original Text	New clause.
Revised Text	Authority to ratify minor modification(s) of the Collective Agreements, excluding salary modifications, shall be delegated to the Council and such modification(s) shall be communicated to the Members.
Context	This is the current Bylaw 2.13. Moved here for clarity and to combine all of the powers of the Executive in one location.
Article	6.6 and 6.6.1
Original Text	New clause.
Revised Text	6.6 Subject to Article 11.2 the Council shall have the authority to approve policies governing the administration of the Association. These policies may include, but are not limited to, policies on financial administration, travel on Association business and employee relations. 6.6.1 Policies approved by the Council are subject the Constitution and Bylaws of the Association. Approval is subject to Article 11.2 of this Constitution.
Context	Authorizes the Council to create policies and procedures on a variety of topics – something that is done now, but is not outlined in the Constitution or Bylaws.
Article	6.7
Original Text	New article.
Revised Text	The authority of the Council shall be delegated to the Executive Committee from the adjournment of its final meeting in June to August 31 of each year. Meetings of the Executive Committee that deal with issues normally under the purview of the Council shall be open to all members of Council.
Context	It can be quite difficult to arrange Council meetings during July and August and so, for the past several years, the Executive Council has delegated its authority to the Table Officers for the summer. This makes this standard procedure. The intent is that all members of the Council would be invited to any meeting of the Executive Committee held during the summer.
Article	6.8 – 6.10
Original Text	6.3 The Executive Council shall consist of the President, the immediate Past President, the Vice-President, the Secretary, the Treasurer, and such other members (the number to be set by the By-Laws) elected from the general membership, and the Grievance Officer as prescribed in Article 4.2 of the By-Laws.
Revised Text	6.8 <u>Council Membership</u>

	<p>The Council shall consist of</p> <p>(a) the President; (b) the Vice President; (c) the Communications Officer; (d) the Treasurer; (e) the Past President, who shall be non-voting; (f) one (1) representative from each of the following constituencies: Contract Faculty, Instructors*, Collegiate Instructors and Librarians; (g) six (6) Members-at-Large; and, (h) the Grievance Officer.</p> <p>*For the purposes of this position, including elections, Instructors shall include those holding the rank of Instructor in the Regular Academic Staff Unit, Counsellors, coaches, athletic therapists, coordinator of recreation and athletic studies, assistant director (academic) computer services, supervisor of student teaching and any other comparable positions.</p> <p>6.9 Association staff shall be non-voting, ex-officio members of the Council. While a Collective Agreement is being negotiated, the Chief Negotiator for that Agreement shall also be a non-voting, ex-officio member of the Council.</p> <p>6.10 The Association staff, the Past President, and the Chief Negotiators shall not count towards the quorum of the Council.</p>
Context	Clarifies the membership of the Council, retitles the Secretary to the Communications Officer (to better reflect the duties of the position as revised in the proposed Bylaw revisions), adds the employees as members of the Council for the purposes of attending meetings. 6.9 excludes certain individuals from quorum calculations.
Article	6.11
Original Text	New clause.
Revised Text	The Council shall normally be chaired by the President. The chair shall vote only in the case of a tie.
Context	Moved from the duties of the President in the Bylaws.
Article	6.12
Original Text	6.6 The Executive Council shall have the authority to create offices other than those created by the Constitution, to fill vacancies, to interpret the Constitution and By-Laws, to receive reports of officers and committees, to present the budget for adoption at the Annual General Meeting, to give directions to officers and committees, and to approve the Agenda for the General Meeting.
Revised Text	The Council shall have the authority to fill any vacancies that may arise during terms of office in accordance with the Bylaws.
Context	The creation of positions normally requires a revision to the Constitution, but the original provision allowed the Council to create voting positions as it saw fit. This removes that authority as it was felt that the Council should have to have membership approval to create additional positions.
Article	6.13
Original Text	New clause.
Revised Text	The Council shall have the authority to assign additional duties and titles to Council member, but shall not have the authority to create new positions.
Context	This allows for the creation of positions like External Relations Officer which are assigned to current members of the Executive Council to provide them with additional duties.
Article	6.14 and 6.14.1
Original Text	6.4 The term of office of members of the Executive Council shall be Two (2) years (unless an individual officer is recalled in accordance with By-Law 2.10), except for the Contract Faculty Representative whose term shall be for one year only. Terms shall commence no later than April 30th of the relevant year. This to begin for the election of President, Secretary, three (3) Members-at-Large, Collegiate Instructors' Representative and

	Instructors/Coaches/Academic Staff representative in 1997, and for the election of the other Executive Council members in 1998.
Revised Text	6.14 Except in the case of recall in accordance with Bylaw 1.15 or appointment by the Council in accordance with Bylaws 1.13 and 1.14, the term of office of members of the Council, with the exception of the Contract Faculty Representative, shall be two (2) years. Terms shall commence May 1st of the relevant year. 6.14.1 The term of office for the Contract Faculty Representative shall be one (1) year.
Context	Clarified language. Moved the start date to the first day of May and removed the year-specific language.
Article	6.15
Original Text	6.5 Elections shall be held in accordance with the By-Laws.
Revised Text	Elections shall be held in accordance with the By-Laws and shall occur prior to May 1st of each year.
Context	Codifies the timing of elections.
Article	6.16
Original Text	6.7 The duties of the officers and filling of vacancies shall be in accordance with the By-Laws.
Revised Text	The duties of the Officers shall be in accordance with the By-Laws.
Context	Capitalization of the word Officers to refer to individuals in the new 6.3. Also, removed reference to the filling of vacancies as it is covered in 6.11.

Revision to Original Article 6 – Publications

Article	6.1
Original Text	The Association shall endeavour to maintain an official website for the University of Winnipeg Faculty Association, to be updated regularly.
Revised Text	Article deleted.
Context	The determination of what the publications of the Association are is a decision that would more rightly lay with the Communications Committee as a matter of policy.

Revision to Article 7 - Meetings

Article	7.1
Original Text	The Executive Council shall meet at the call of the President, or upon request of three (3) members of the Executive Council.
Revised Text	The Council shall meet at least once per month from September to June inclusive, on dates established in September of each academic year. Meetings shall normally be called by the President but can also be called at the request of three (3) Council members.
Context	Sets out more specifically the number of meetings that the Council will have on an annual basis and that they must be scheduled in advance. This is to make sure that the Council does, in fact, meet regularly. It still provides for meetings to be called either by the President or three Council members.
Article	7.2
Original Text	There shall be an Annual General Meeting in the Spring which shall, among any other business to be discussed, initiate the election of officers and receive the financial statement of the Association as well as the reports of committees and officers, as appropriate.
Revised Text	<u>Annual General Meeting</u> There shall be an Annual General Meeting in the spring that shall, among any other business to be discussed, initiate the election of Council members, approve the annual budget for the following year, appoint the Association's auditor, and receive any reports of committees and officers that the Council deems appropriate.
Context	Expanded language on the requirements for the AGM. It also clarifies who decides who determines which reports are going to be presented to the meeting.
Article	7.3 and 7.3.1
Original Text	General Meetings of the Association may be called at any time at the discretion of the Executive

	Council, or upon petition of ten percent (10%) of the general membership. There shall be at least one (1) General Meeting each year.
Revised Text	7.3 <u>General Meetings</u> General Meetings of the Association may be called at any time at the discretion of the Council, or upon petition of ten percent (10%) of the Members. 7.3.1 There shall be a General Meeting in the late fall that shall, among any other business to be discussed, receive the audited financial statements of the Association and receive any reports of committees and officers that the Council deems appropriate.
Context	The Association's audit is currently completed over the summer, but isn't reported to the Members until the end of the following fiscal year. It was felt that holding a second General Meeting as a reporting back to the Members would be valuable and would allow for the Association to have its financial statements approved in a much shorter timeframe.

Revision to Article 8 - Quorum

Article	8.1
Original Text	Twenty (20) members of the Association shall constitute a quorum for a General Meeting.
Revised Text	Twenty-five (25) Members shall constitute a quorum for a General Meeting.
Context	The number of members has increased since this clause was implemented. Twenty five is now approximately 5% of the membership.
Article	8.2
Original Text	New clause.
Revised Text	Twenty-five (25) Regular Academic Staff Unit Members shall constitute a quorum of a meeting of the Regular Academic Staff Unit. At meetings of the Contract Faculty Unit or Collegiate Unit, five (5) Members of the relevant Unit shall constitute a quorum.
Context	The size of the Collegiate Unit and the difficulty of arranging for meetings of the Contract Faculty Unit make it very hard to make a quorum of 25 at any particular meeting. Instead, it was felt that 5 members of either of these units would be a more appropriate number.
Article	8.3
Original Text	Five (5) members of the Executive Council, including the person chairing, shall form a quorum for an Executive Meeting.
Revised Text	Five (5) members of the Council shall constitute a quorum for a Council Meeting.
Context	Increases the number of people that would need to be present for a Council meeting to 6 as the Chair would no longer count towards quorum.
Article	8.4
Original Text	If, at a duly called General or Executive Meeting a quorum is lacking, the Minutes shall note the lack of a quorum and the meeting may proceed to conduct business. Its decisions shall not be recognized as official until its minutes have been accepted at a subsequent General or Executive Meeting respectively, possessing a quorum, and its decisions may be reopened and reconsidered at such meeting. However, the Executive Council, in the spirit of Article 5.2, may act on the basis of decisions made at the General Meeting lacking a quorum.
Revised Text	If a duly called General or Council Meeting lacks a quorum, the minutes shall note the lack of a quorum and the meeting may proceed to conduct business. Its decisions will not be recognized as binding until its minutes are approved at its next meeting which possess a quorum. The decisions may be reopened and reconsidered at such a meeting.
Context	Wording clarification.

Revision to Article 10 – Contracts and Engagements

Article	10.1
Original Text	Contracts and Engagements (excluding the Collective Agreement) on behalf of the Association shall be signed by the President or Vice-President and by the Secretary, and shall be ratified by a simple majority of the members of the Council.
Revised Text	Contracts and Engagements (excluding the Collective Agreements negotiated on behalf of the

	Members and employment contracts of Association staff) on behalf of the Association shall be signed by the President or Vice-President and one other signing authority. Any such agreements shall first be ratified by a simple majority of the members of the Council.
Context	Wording clarification.
Article	10.2
Original Text	New clause.
Revised Text	Employment contracts shall be ratified by a simple majority of members of the Council and signed by the President and the Treasurer.
Context	Contracts with staff are handled differently than contracts with outside entities. Signed by the President and the Treasurer.

Revision to Article 11 – Amendments

Article	11.1
Original Text	Amendments to the Constitution shall be initiated in either of two ways: (1) at a General Meeting (subject to the notice provision in Article 8.6 of the Constitution); or (2) by or through the Executive Council. In either forum the amendments shall be subject to discussion, amendment, and approval for circulation or non-approval, by a simple majority vote. Proposed amendments that have been approved at either the General Meeting or by the Executive Council shall be duly circulated, together with the rationale of the proposed amendments, to all Association members, and at a subsequent General Meeting they shall be discussed for further clarification but shall not be subject to further amendment. Within fourteen (14) calendar days following the General Meeting, the amendments shall be put to a vote by means of a secret ballot mailed to all members, and approval shall require at least a two-thirds affirmative vote in the case of Constitution amendments, and an affirmative majority vote in the case of By-Law amendments from those actually voting.
Revised Text	The process for amendment of the Constitution or Bylaws shall be as follows: <ul style="list-style-type: none"> a. Amendments shall be initiated by the Constitution, Bylaws and Policies Committee, the Council or by the Members at a General Meeting. b. The Constitution, Bylaws and Policies Committee shall review the proposed amendments and make a recommendation to the Council. c. The Council will determine whether or not the proposed amendments will be presented to the Members at a General Meeting. If so, the proposed language, together with rationale for the proposed changes, shall be circulated to the Members at least ten (10) working days prior the General Meeting at which they are to be discussed. <ul style="list-style-type: none"> i. The proposed amendments shall be discussed for clarification at the General Meeting but shall not be subject to further amendment. d. Within ten (10) working days, the proposed amendments shall be put to a vote of the Members by means of a secret ballot. Approval of amendments to the Constitution shall require a two-thirds affirmative vote. Approval of amendments to the Bylaws shall require a simple majority affirmative vote.
Context	Clarified the approval process for revisions. Now that there is a standing committee that is responsible for reviewing revisions, it was felt that revisions should go to that committee for vetting before being approved by either the Council or the Members.
Article	11.2
Original Text	New clause.
Revised Text	The Policies of the Association, as outlined in Article 6.6, shall be approved or amended by a two-thirds majority vote of Council Members present at a regular Council meeting on motion by the Constitution, Bylaws and Policies Committee.
Context	Defining the process for amendment of the Policies.

Motion to Amend the Constitution

Pursuant to Article XI of the Constitution of the University of Winnipeg Faculty Association, the Constitution, Bylaws and Policies Committee moves the following:

Be it resolved that the Executive Council recommends to the membership that the following be adopted as the Constitution of the Association:

Article 1 – Organization

- 1.1 The name of the organization shall be the University of Winnipeg Faculty Association, referred to herein as the “Association”.

Article 2 – Definitions

- 2.1 “Act” shall refer to the Manitoba *Labour Relations Act C.C.S.M. c. L10*.
- 2.2 “Collegiate Unit” shall refer to those Members of the Association covered by Manitoba Labour Board Certificate MLB – 3634.
- 2.3 “Contract Faculty Unit” shall refer to those Members of the Association covered by Manitoba Labour Board Certificate MLB – 6361.
- 2.4 “Regular Academic Staff Unit” shall refer to those Members of the Association covered by Manitoba Labour Board Certificate MLB - 6362.
- 2.5 “Member” shall refer to an individual who is a Member of the Association pursuant to Article 4.1.
- 2.6 “University” shall refer to the University of Winnipeg.

Article 3 - Objectives

- 3.1 The primary purpose of the Association shall be to promote the welfare and the interests of its Members.
- 3.2 As per the Act, the Association shall be the sole bargaining agent for all of its Members and shall represent all of its Members in employer-employee relations with regards to the terms and conditions of employment.

Article 4 - Membership

- 4.1 Association Members include all University of Winnipeg employees whose positions are included in the bargaining units as described by Manitoba Labour Board Certificates MLB - 3634, MLB - 6362 and MLB – 6361 as well as those whose positions may be added to any of the current bargaining units or any newly created bargaining unit within the Association.
- 4.2 Contract Faculty Unit Members, as outlined in Certificate MLB - 6361, will retain membership in the Association for a period of six (6) months following the completion of their employment contract.
- 4.3 Membership dues shall be as prescribed from time to time by general meetings of the Members and shall be automatically deducted monthly from the Members' salaries in accordance with the Act.
 - 4.3.1 Dues will be levied only if a Member is currently employed by the University and is not on unpaid leave.
- 4.4 To be eligible to stand for election pursuant to Bylaw 1 and vote at general meetings pursuant to Article 7, a Member must be currently paying dues to the Association.

Article 5 – Affiliations and Memberships

- 5.1 The Association shall be affiliated with the Canadian Association of University Teachers (CAUT) and a member of the CAUT Defence Fund.
- 5.2 The Association shall be affiliated with the Manitoba Organization of Faculty Associations (MOFA), the National Union of the Canadian Association of University Teachers (NUCAUT), the Canadian Labour Congress (CLC), the Winnipeg Labour Council (WLC) and the Manitoba Federation of Labour (MFL).

Article 6 – Governing Bodies

- 6.1 The highest authority for deciding policies and managing affairs of the Association shall be the Members of the Association duly assembled in a General Meeting or otherwise acting in a corporate capacity in accordance with Articles 7 and 8 of this Constitution.
- 6.2 The Council shall be the management committee of the Association and may exercise the powers of the General Meeting when the latter is neither in session nor otherwise acting in a corporate capacity. Such action shall be subject to review, alteration or over-ruling by a General Meeting.
- 6.3 The Officers of the Association shall be the President, the Vice President, the Communications Officer and the Treasurer and they shall constitute the membership of the Executive Committee.

6.4 Council Responsibilities

The Council shall be responsible for

- (a) carrying into effect all resolutions and generally managing the affairs of the Association;
- (b) interpreting of the Constitution and Bylaws;
- (c) receiving reports of officers and committees;
- (d) approving the annual budget for presentation to and approval at the Annual General Meeting;
- (e) approving any such revisions to the annual budget as may become necessary during the fiscal year;
- (f) giving direction to the Officers and Committees of the Association;
- (g) giving direction to the Negotiating Teams;
- (h) recommending bargaining mandates to the Members;
- (i) making recommendations with respect to the ratification of a table agreement. Recommendations may include recommendation on ratification or non-ratification;
- (j) initiating job action, if required, subsequent to a strike vote by the Members.

6.5 Authority to ratify minor modification(s) of the Collective Agreements, excluding salary modifications, shall be delegated to the Council and such modification(s) shall be communicated to the Members.

6.6 Subject to Article 11.2, the Council shall have the authority to approve policies governing the administration of the Association. These policies may include, but are not limited to, policies on financial administration, travel on Association business and employee relations.

6.6.1 Policies approved by the Council are subject the Constitution and Bylaws of the Association. Approval is subject to Article 11.2 of this Constitution.

6.7 The authority of the Council shall be delegated to the Executive Committee from the adjournment of its final meeting in June to August 31 of each year. Meetings of the Executive Committee that deal with issues normally under the purview of the Council shall be open to all members of Council.

6.8 Council Membership

The Council shall consist of

- (a) the President;
- (b) the Vice President;
- (c) the Communications Officer;
- (d) the Treasurer;
- (e) the Past President, who shall be non-voting;
- (f) one (1) representative from each of the following four (4) constituencies: Contract Faculty, Instructors*, Collegiate Instructors and Librarians;
- (g) six (6) Members-at-Large; and,
- (h) the Grievance Officer.

*For the purposes of this position, including elections, Instructors shall include those Members holding the rank of Instructor in the Regular Academic Staff Unit, Counsellors, coaches, athletic therapists, coordinator of recreation and athletic studies, assistant director (academic) computer services, supervisor of student teaching and any other comparable positions.

- 6.9 Association staff shall be non-voting, ex-officio members of the Council. While a Collective Agreement is being negotiated, the Chief Negotiator for that Agreement shall also be a non-voting, ex-officio member of the Council.
- 6.10 The Association staff, the Past President, and the Chief Negotiators shall not count towards the quorum of the Council.
- 6.11 The Council shall normally be chaired by the President. The chair shall vote only in the case of a tie.
- 6.12 The Council shall have the authority to fill any vacancies that may arise during terms of office in accordance with the Bylaws.

- 6.13 The Council shall have the authority to assign additional duties and titles to Council members, but shall not have the authority to create new positions.
- 6.14 Except in the case of recall in accordance with Bylaw 1.15 or appointment by the Council in accordance with Bylaws 1.13 and 1.14, the term of office of members of the Council, with the exception of the Contract Faculty Representative, shall be two (2) years. Terms shall commence May 1st of the relevant year.
 - 6.14.2 The term of office for the Contract Faculty Representative shall be one (1) year.
- 6.15 Elections shall be held in accordance with the By-Laws and shall occur prior to May 1st of each year.
- 6.16 The duties of the Officers shall be in accordance with the By-Laws.

Article 7 - Meetings

- 7.1 The Council shall meet at least once per month from September to June inclusive, on dates established in September of each academic year. Meetings shall normally be called by the President but can also be called at the request of three (3) Council members.
- 7.2 Annual General Meeting

There shall be an Annual General Meeting in the spring that shall, among any other business to be discussed, initiate the election of Council members, approve the annual budget, appoint the Association's auditor, and receive any reports of committees and officers that the Council deems appropriate.
- 7.3 General Meetings

General Meetings of the Association may be called at any time at the discretion of the Council, or upon petition of ten percent (10%) of the Members.

 - 7.3.2 There shall be a General Meeting in the late fall that shall, among any other business to be discussed, receive the audited financial statements of the Association and receive any reports of committees and officers that the Council deems appropriate.
- 7.4 All General Meetings shall be preceded by a written notice sent to the Members at least seven (7) calendar days prior to the meeting, except for those called in connection with collective bargaining, which may be called on shorter notice in accordance with Article 7.5.
- 7.5 In exceptional circumstances, General Meetings to deal with collective bargaining matters may be called on forty-eight (48) hours' notice.
- 7.6 For collective bargaining purposes, separate General Meetings shall be called for those Members for whom the Collective Agreement is negotiated.

Article 8 – Quorum

- 8.1 Twenty-five (25) Members shall constitute a quorum for a General Meeting.
- 8.2 Twenty-five (25) Regular Academic Staff Unit Members shall constitute a quorum of a meeting of the Regular Academic Staff Unit. At meetings of the Contract Faculty Unit or Collegiate Unit, five (5) Members of the relevant Unit shall constitute a quorum.
- 8.3 Five (5) members of the Council shall constitute a quorum for an Council Meeting.
- 8.4 If a duly called General or Council Meeting lacks a quorum, the minutes shall note the lack of a quorum and the meeting may proceed to conduct business. Its decisions will not be recognized as binding until its minutes are approved at its next meeting which possess a quorum. The decisions may be reopened and reconsidered at such a meeting.

Article 9 – Properties, Funds and Endowments

- 9.1 The Association may acquire tangible and intangible properties to pursue its objectives.

Article 10 – Contracts and Engagements

- 10.1 Contracts and Engagements (excluding the Collective Agreements negotiated on behalf of the Members and employment contracts of Association staff) on behalf of the Association shall be signed by the

President or Vice-President and one other signing authority. Any such agreements shall first be ratified by a simple majority of the members of the Council.

10.1.1 Employment contracts shall be ratified by a simple majority of members of the Council and signed by the President and the Treasurer.

Article 11 - Amendments

11.1 The process for amendment of the Constitution or Bylaws shall be as follows:

- a. Amendments shall be initiated by the Constitution, Bylaws and Policies Committee, the Council or by the Members at a General Meeting.
- b. The Constitution, Bylaws and Policies Committee shall review the proposed amendments and make a recommendation to the Council.
- c. The Council will determine whether or not the proposed amendments will be presented to the Members at a General Meeting. If so, the proposed language, together with rationale for the proposed changes, shall be circulated to the Members at least ten (10) working days prior the General Meeting at which they are to be discussed.
 - i. The proposed amendments shall be discussed for clarification at the General Meeting but shall not be subject to further amendment.
- d. Within ten (10) working days, the proposed amendments shall be put to a vote of the Members by means of a secret ballot. Approval of amendments to the Constitution shall require a two-thirds affirmative vote. Approval of amendments to the Bylaws shall require a simple majority affirmative vote.

11.2 The Policies of the Association, as outlined in Article 6.6, shall be approved or amended by a two-thirds majority vote of Council members present at a regular Council meeting on motion by the Constitution, Bylaws and Policies Committee.