BYLAWS
OF THE
SIMON FRASER UNIVERSITY ADMINISTRATIVE AND PROFESSIONAL STAFF ASSOCIATION

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BYLAWS
OF THE
SIMON FRASER UNIVERSITY ADMINISTRATIVE AND PROFESSIONAL STAFF ASSOCIATION

1. INTERPRETATION

1.1 Definitions

In these Bylaws and the Constitution of the Association, unless the context otherwise requires:

(a) "**Act**" means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto;

(b) "**Address of the Association**" means the registered office address of the Association on record from time to time with the Registrar;

(c) "**Administrative or Professional Employee**" means a person who is employed by the University as such under the University's Policy AD-10 and the Basic Agreement, and any successor documents thereto;

(d) "**Areas**" means collectively the campuses of Simon Fraser University, specifically Vancouver, Burnaby and Surrey;

(e) "**Association**" means the "**Simon Fraser University Administrative and Professional Staff Association**";

(f) "**Basic Agreement**" means the Basic Agreement for Collective Bargaining and Consultation between the Association and the University of 1991, as amended, and any successor document thereto;

(g) "**Board**" means the Directors acting as authorized by the Act, the Constitution and these Bylaws in managing or supervising the management of the affairs of the Association and exercising the powers of the Association;

(h) "**Board Resolution**" means:

(1) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:

(A) in person at a duly constituted meeting of the Board,

(B) by Electronic Means in accordance with these Bylaws, or

(C) by combined total of the votes cast in person and by Electronic Means; or

(2) a resolution that has been submitted to all Directors and consented to in writing by two-thirds (2/3) of the Directors who would have been entitled to vote on the resolution at a meeting of the Board,

and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;

(i) "**Bylaws**" means the bylaws of the Association as filed with the Registrar;

(j) "**Constitution**" means the constitution of the Association as filed with the Registrar;

(k) "**Directors**" means those Persons who are, or who subsequently become, directors of the Association in accordance with these Bylaws and have not ceased to be directors;

(l) "**Electronic Means**" means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:

(1) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and

(2) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;

(m) "**General Meeting**" means a meeting of the Members, and includes an annual general meeting and any special or extraordinary general meetings of the Association;

(n) "***Income Tax Act***" means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;

(o) "**Members**" means those Persons who are, or who subsequently become, members of the Association in accordance with these Bylaws and, in either case, have not ceased to be members;

(p) "***mutatis mutandis***" means with the necessary changes having been made to ensure that the language makes sense in the context;

(q) "**Ordinary Resolution**" means:

(1) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:

(A) in person at a duly constituted General Meeting, or

(B) by Electronic Means in accordance with these Bylaws, or

(C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or

(2) a resolution that has been submitted to the Members and consented to in writing by at least two-thirds (2/3) of the voting Members,

and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting of the Association;

(r) "**Person**" means a natural person;

(s) "**President**" means the Person elected to the office of president of the Association in accordance with these Bylaws;

(t) "**Registered Address**" of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;

(u) "**Policy AD-10**" means the employment policy that sets out the responsibilities, rights, and terms and conditions of employment for Administrative and Professional Staff whilst employed by the University and includes any successor policy thereto;

(v) "**Registrar**" means the Registrar of Companies of the Province of British Columbia;

(w) "**Secretary**" means a Person elected to the office of secretary of the Association in accordance with these Bylaws;

(x) "**Special Resolution**" means:

(1) a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least two-thirds (2/3) of the votes cast in respect of the resolution by those Members entitled to vote:

(A) in person at a duly constituted General Meeting,

(B) by Electronic Means in accordance with these Bylaws, or

(C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or

(2) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting,

and a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting;

(y) "**Treasurer**" means a Person elected to the office of treasurer of the Association in accordance with these Bylaws;

(z) "**University**" means Simon Fraser University; and

(aa) "**Vice-President**" means a Person elected to the office of vice-president of the Association in accordance with these Bylaws.

1.2 *Societies Act* Definitions

Except as otherwise provided, the definitions in the Act on the date these Bylaws become effective apply to these Bylaws and the Constitution.

1.3 Plural and Singular Forms

In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

2. MEMBERSHIP

2.1 Composition of Membership

There will be one class of membership in the Association. Membership in the Association is restricted to:

(a) those Persons who transition as Members in accordance with Bylaw 2.3(a);

(b) those Persons who subsequently become Members in accordance with these Bylaws ; and

(c) those Persons who continue as Members in accordance with Bylaw 2.6(a).

2.2 Eligibility for Membership

Subject to the requirement that a Person consent, in writing, on a form approved by the Board, to the payment of the membership dues assessed by the Association from time to time, each Person that is or becomes an Administrative or Professional Employee is automatically and without further action a Member of the Association . A Person's membership will continue subject only to cessation of membership in accordance with Bylaw 2.5 or 2.6(b).

2.3 Transition of Membership

On the date these Bylaws come into force:

(a) each Person who is a Member of the Association in good standing and who is eligible for membership under these Bylaws will continue as a Member, unless he or she otherwise ceases to be a Member in accordance with these Bylaws; and

(b) each Person who is a Member of the Association not in good standing or who is ineligible for membership under these Bylaws will be deemed to have resigned from membership effective that date.

2.4 Membership not Transferable

Membership is not transferable.

2.5 Cessation of Membership

A Person will immediately cease to be a Member:

(a) upon the date which is the later of:

(1) the date of delivering his or her resignation in writing to the Secretary or to the Address of the Association; and

(2) the effective date of the resignation stated thereon;

(b) upon the date he or she ceases to be an Administrative or Professional Employee;

(c) upon the date which is ninety (90) days from the date on he or she ceases to be in good standing;

(d) upon his or her expulsion; or

(e) upon his or her death.

Membership upon Termination of the Basic Agreement

If the Basic Agreement and/or AD-10 Policies expire or terminate:

(a) A Member of the Association in good standing as of the date of termination or expiration will continue to be a Member, unless that person otherwise ceases to be a Member in accordance with this Bylaw;

(b) A Member will immediately cease to be a Member upon the date on which the person ceases to be employed by the University in the capacity of an employee that would have been an Administrative and Professional Employee if the Basic Agreement were in effect, or when the Member ceases to be a Member in accordance with Bylaw 2.5(a), (c), (d) or (e).

3. MEMBERSHIP RIGHTS AND OBLIGATIONS

3.1 Rights of Membership

In addition to any rights conferred by the Act, a Member in good standing has the following rights and privileges of membership:

(a) to receive notice of, and to attend, all General Meetings;

(b) to exercise a vote on matters for determination at General Meetings;

(c) to stand for election as a Director, in accordance with these Bylaws; and

(d) to participate in the programs and initiatives of the Association, in accordance with such criteria as may be determined by the Board from time to time.

3.2 Member not in Good Standing

A Member who is not in good standing has the right to receive notice of, and to attend, all General Meetings, and may participate in programs or initiatives of the Association (subject to eligibility) but is suspended from all of the other rights and privileges described in Bylaw 3.1 for so long as he or she remains not in good standing.

3.3 Dues

The Membership will, by Ordinary Resolution, determine the membership dues or fees payable by Members from time to time. Such dues are payable to the Association by the Members.

Upon termination or expiry of the Basic Agreement and/or AD-10 Policies, membership dues will continue at the rate set by the Membership. This rate will remain in effect for a period of six months, at which point it will be reviewed and reconsidered by the Association. Until this rate is amended in accordance with these Bylaws, the current rate will continue to apply following that date.

The Board may determine that dues may be pro-rated, reduced, or waived in cases of hardship or other appropriate circumstances.

Once determined, dues are deemed to continue each year until altered by Ordinary Resolution.

3.4 Standing of Members

All Members are deemed to be in good standing except a Member who has failed to pay such annual membership dues as are determined by the Board, if any, when due and owing and such Member is not in good standing so long as such amount remains unpaid.

3.5 **Compliance with Constitution, Bylaws and Policies**

Every Member will, at all times:

(a) uphold the Constitution and comply with these Bylaws, the regulations and the policies of the Association in effect from time to time;

(b) abide by such codes of conduct and ethics adopted by the Association; and

(c) further and not hinder the purposes, aims and objects of the Association.

3.6 Expulsion of Member

A Member may be expelled by Special Resolution.

Notice of a Special Resolution to expel a Member will be provided to all Members and will be accompanied by a brief statement of the reasons for the proposed expulsion.

The Member who is the subject of the proposed expulsion will be provided with an opportunity to respond to the statement of reasons at or before the time the Special Resolution for expulsion is considered by the Members.

3.7 Suspension of Member

Following an appropriate investigation or review of a Member's conduct or actions, the Board may suspend or otherwise discipline a Member for conduct which, in the reasonable opinion of the Board:

(a) is improper or unbecoming for a Member;

(b) is contrary to Bylaw 3.5; or

(c) is likely to endanger the reputation or hinder the interests of the Association.

The Board must provide notice of a proposed suspension or discipline of a Member to the

Member in question, accompanied by a brief statement of the reasons for the disciplinary action.

A Member who is the subject of the proposed suspension or discipline will be provided a reasonable opportunity to respond to the proposed discipline at or before the Board Resolution for suspension or discipline is considered by the Board. The Board Resolution to suspend or otherwise discipline a Member must be passed by more than two-thirds (2/3) of the votes cast in respect of the resolution by the Directors entitled to vote on such matter.

The period of a suspension set in accordance with this Bylaw 3.7 will be concluded at the adjournment of the next General Meeting, and cannot be renewed.

3.8 No Distribution of Income to Members

No part of the income of the Association will be payable to, or otherwise available for the personal benefit of, any Member unless otherwise in accordance with the Income Tax Act.

4. MEETINGS OF MEMBERS

4.1 Time and Place of General Meetings

The General Meetings of the Association will be held at such time and place, in accordance with the Act, as the Board decides.

4.2 Annual General Meetings

An annual general meeting will be held at least once in every calendar year and in accordance with the Act.

4.3 Extraordinary General Meeting

Every General Meeting other than an annual general meeting is an extraordinary general meeting.

4.4 Calling of Extraordinary General Meeting

The Association will convene an extraordinary general meeting by providing notice in accordance with the Act and these Bylaws in any of the following circumstances:

(a) at the call of the President;

(b) when resolved by Board Resolution; or

(c) when such a meeting is requisitioned by the Members in accordance with the Act.

4.5 Notice of General Meeting

The Association will provide notice of every General Meeting to each Member by:

(a) e-mail sent to the address provided by each Member who has provided the Association with an e-mail address not less than fourteen (14) days and not more than sixty (60) days prior to the date of the General Meeting; and

(b) posting notice of the General Meeting on the Association's website for Members, for at least twenty-one (21) days immediately prior to the date of the General Meeting.

If necessary in the Board's discretion, the Association may send notice of a General Meeting to one or more Members in accordance with Bylaw 17.1.

4.6 Contents of Notice

Notice of a General Meeting will specify the place, the day and the time of the meeting and will include the text of every Special Resolution to be proposed or considered at that meeting.

If the Board has decided to hold a General Meeting with participation by Electronic Means, the notice of that meeting must inform Members how they may participate by Electronic Means.

4.7 Omission of Notice

The accidental omission to give notice of a General Meeting to a Member, or the non-receipt of notice by a Member, does not invalidate proceedings at that meeting.

5. PROCEEDINGS AT GENERAL MEETINGS

5.1 Business Required at Annual General Meeting

The following business is required to be conducted at each annual general meeting of the Association:

(a) the approval of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting;

(b) consideration of the financial statements;

(c) consideration of any Members' proposals submitted in accordance with the Act;

(d) the election of Directors; and

(e) such other business, if any, required by the Act or at law to be considered at an annual general meeting.

The annual general meeting may include other business as determined by the Board in its discretion.

5.2 Attendance at General Meetings

In addition to Members, Directors and the Association's auditor, if any, the Board may also invite any other Person or Persons to attend a General Meeting as observers and guests. All observers and guests may only address the General Meeting assembly at the invitation of the Person presiding as chair, or by Ordinary Resolution.

5.3 Electronic Participation in General Meetings

The Board may decide, in its discretion, to hold any General Meeting in whole or in part by Electronic Means.

When a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by Electronic Means are deemed to be present at the General Meeting.

5.4 Registration of Members

Every Member attending a General Meeting must register his or her attendance prior to the commencement of the meeting in such manner as may be established by the Board from time to time.

5.5 Requirement of Quorum

No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, will be conducted at a General Meeting at a time when a quorum is not present.

5.6 Quorum

A quorum at a General Meeting is thirty (30) Members in good standing on the date of the meeting.

5.7 Lack of Quorum

If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated, but in any other case it will stand adjourned to the next day, at the same time and place, and if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present will constitute a quorum and the meeting may proceed.

5.8 Loss of Quorum

If at any time during a General Meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.

5.9 Chair at General Meetings

The President (or, in the absence or inability of the President, the Vice-President) will, subject to a Board Resolution appointing another Person, preside as chair at all General Meetings.

If at any General Meeting the President, Vice-President or such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting, the Directors present may select one of their number to preside as chair at that meeting.

5.10 Alternate Chair

If a Person presiding as chair of a General Meeting wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Members present at such meeting, he or she may preside as chair.

5.11 Adjournment

A General Meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

5.12 Notice of Adjournment

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than fourteen (14) days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

6. VOTING BY MEMBERS

6.1 Ordinary Resolution Sufficient

Unless the Act, these Bylaws or adopted rules of order provide otherwise, every issue for determination by a vote of the Members will be decided by an Ordinary Resolution.

6.2 Entitlement to Vote

Each Member in good standing is entitled to one (1) vote on matters for determination by the Members.

6.3 Voting Methods

Voting by Members may occur by any one or more of the following methods, in the discretion of the Board:

(a) by show of hands or voting cards;

(b) by written ballot; or

(c) by vote conducted by Electronic Means.

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a number of Members equal to not less than ten percent (10%) of the votes present may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Member voted.

6.4 Voting by Proxy

Voting by proxy is not permitted.

7. DIRECTORS

7.1 Management of Property and Affairs

The Board will have the authority and responsibility to manage, or supervise the management of, the property and the affairs of the Association.

7.2 Qualifications of Directors

Pursuant to the Act, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she:

(a) is less than eighteen (18) years of age;

(b) has been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;

(c) is an undischarged bankrupt;

(d) has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, in accordance with the Act; or

(e) is not a Member in good standing.

In addition to the foregoing, a Member may not be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she;

(f) is, or has been within the last twelve (12) months, an employee of the Association; or

(g) is, or has been within the last twelve (12) months, a contractor for services to the Association.

Further, a Member is prohibited from becoming an employee or contractor of the Association whilst serving as a Director and a Member may not become an employee or contractor of the Association for at least one (1) year following the date such person has ceased to act as a Director of the Association.

7.3 Composition of Board

The Board will be composed of a minimum of three (3) and a maximum of ten (10) Directors, each of whom will be elected or appointed in accordance with these Bylaws.

To ensure that the perspectives and interests of all Members are represented by the Board, the Members will consider the geographic distribution of the membership when electing Directors and will, without being so restricted, try to ensure there is representation from each of the Areas amongst those Directors elected.

7.4 Invalidation of Acts

No act or proceeding of the Board is invalid by reason only of there being fewer than the required number of Directors in office.

7.5 Election of Directors

A Director is elected if an Ordinary Resolution electing the Person as a Director is approved in accordance with these Bylaws.

Directors will normally be elected at or prior to the annual general meeting of the Association and will take office commencing at the close of the annual general meeting.

7.6 Transition of Directors' Terms

Each Person who is a Director on the date these Bylaws come into force will continue as a Director for the remaining term to which he or she was elected, unless he or she otherwise ceases to be a Director in accordance with these Bylaws.

Any previous terms served by Directors prior to these Bylaws coming into force will not be counted towards the term limits set out below.

7.7 Term of Directors

The term of office of Directors will normally be three (3) years. However, the Board may by Board Resolution determine that some or all vacant Directors' positions will have a term of less than three (3) years, the length of such term to be determined by the Directors in their discretion.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected. If, however, the Director was elected at an extraordinary general meeting his or her term of office will be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.

7.8 Consecutive Terms and Term Limits

Directors may be elected for up to six (6) consecutive years, by any combination of terms. A Person who has served as a Director for six (6) consecutive years may not be re-elected for at least one (1) year following the expiry of his or her latest term.

7.9 Extension of Term to Maintain Minimum Number of Directors

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which his or her term expires, provided that if insufficient successors are elected and the result is that the number of Directors would fall below three (3), the Person or Persons previously elected as Directors may, if they consent, continue to hold office, and the term of such Director or Directors is deemed to be extended, until such time as successor Directors are elected.

7.10 Appointment to fill Vacancy

If a Director ceases to hold office before the expiry of his or her term, the Board, by Board Resolution, may appoint a Member qualified in accordance with Bylaw 7.2 to fill the resulting vacancy.

The position occupied by an appointed replacement Director will become available for election at the next annual general meeting and each such appointed replacement Director will continue in office until the conclusion of the next annual general meeting unless he or she otherwise ceases to be a Director in accordance with these Bylaws. The appointed replacement Director may run for the vacant position.

The period during which a Person serves as an appointed replacement Director does not count toward the term limits set out above.

7.11 Removal of Director

The Members may remove a Director before the expiration of such Director's term of office by Special Resolution and may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term.

7.12 Ceasing to be a Director

A Person will immediately cease to be a Director:

(a) upon the date which is the later of:

(1) the date of delivering his or her resignation in writing to the President or to the Address of the Association; and

(2) the effective date of the resignation stated therein;

(b) upon the expiry of his or her term;

(c) upon the date such Person is no longer qualified pursuant to Bylaw 7.2;

(d) upon his or her removal; or

(e) upon his or her death.

8. NOMINATION AND ELECTION OF DIRECTORS

8.1 Nomination of Directors

Nominations for election as a Director must be made in accordance with these Bylaws, and such policies and procedures as are established by the Board from time to time.

All nominations are subject to the following rules:

(a) a nomination must be made in writing, in a form established by the Association;

(b) a nominee must be a Member in good standing to be nominated and must remain in good standing in order to stand for election;

(c) a Member may nominate him or herself, and the nomination must be signed by the Member nominated and one (1) other Member in good standing;

(d) a Member may not nominate more nominees than the number of Director positions available for election;

(e) nominations must be submitted in advance of an election, in accordance with such deadlines as may be established by the Board; and

(f) nominations will not be permitted from the floor at a General Meeting.

8.2 Elections Generally

Directors will be elected by acclamation or by vote of the Members, in accordance with the applicable provisions of these Bylaws and such election policies and procedures as are established by the Board from time to time.

8.3 Election at Annual General Meeting

The election of Directors will normally take place at, or prior to, the annual general meeting and Directors so elected will take office commencing at the close of such meeting.

8.4 Election by Acclamation

In elections where the number of eligible nominees at the close of the nomination period is equal to or less than the number of positions for Directors that will become vacant at the close of the next annual general meeting, then the eligible nominees are deemed to be elected by acclamation and no vote will be required.

8.5 Election by Secret Ballot

In elections where there are more eligible nominees than vacant positions for Directors at the close of the nomination period, election will be by secret ballot and the following rules apply:

(a) the secret ballot may be conducted by written ballot or Electronic Means, either at or prior to the annual general meeting, all at the discretion of the Board;

(b) ballots will be sent or otherwise made accessible to all Members in good standing;

(c) each ballot will include the name of each eligible nominee and the number of vacancies to be filled;

(d) no Member will vote for more Directors than the number of vacant positions. Any ballot will be deemed to be void if it records votes for more nominees than there are vacant positions;

(e) ballots will be counted following the close of the election period by scrutineers appointed by the Board;

(f) nominees will be deemed to be elected in order of those nominees receiving the most votes;

(g) in the event of a tie between two (2) or more eligible nominees for the final vacant position, the scrutineers will place one (1) ballot marked for each tied nominee into a suitable container and the President will draw one (1) ballot from the container at random, and the selected nominee will be elected to the final vacant position; and

(h) the results of an election by secret ballot will be announced to all Members following the counting of the ballots.

8.6 Nomination and Election Policies

The Board may establish, by Board Resolution from time to time, such additional policies and procedures related to the nomination and election of Directors as it determines necessary or prudent for the Association, provided that no such policy and procedure is valid to the extent that it is contrary to the Act or these Bylaws.

9. POWERS AND RESPONSIBILITIES OF THE BOARD

9.1 Powers of Directors

The Board may exercise all such powers and do all such acts and things as the Association may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members in General Meeting, but nevertheless subject to the provisions of:

(a) all laws affecting the Association; and

(b) these Bylaws and the Constitution.

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Association. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Association in furtherance of the purposes of the Association.

9.2 Duties of Directors

Pursuant to the Act, every Director will:

(a) act honestly and in good faith with a view to the best interests of the Association;

(b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances; and

(c) act in accordance with the Act and the regulations thereunder.

9.3 Remuneration of Directors and Officers and Reimbursement of Expenses

A Director is not entitled to any remuneration for acting as a Director. However, a Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Association.

9.4 Investment of Property and Standard of Care

If the Board is required to invest funds on behalf of the Association, the Board may invest the property of the Association in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Association.

9.5 Investment Advice

The Directors may obtain advice with respect to the investment of the property of the Association and may rely on such advice if a prudent investor would rely upon the advice in comparable circumstances.

9.6 Delegation of Investment Authority to Agent

The Directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Association’s property that a prudent investor might delegate in accordance with ordinary business practice.

10. PROCEEDINGS OF THE BOARD

10.1 Board Meetings

Meetings of the Board may be held at any time and place determined by the Board.

10.2 Notice of Board Meetings

Meetings of the Board may be held at any time and place determined by the Board provided that two (2) days' notice of such meeting will be sent to each Director.

However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting was decided or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary.

10.3 Participation by Electronic Means

The Board may decide, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means.

10.4 Quorum

The Board may from time to time fix the quorum necessary to transact business and, unless so fixed, the quorum will be a majority of the Directors.

10.5 Director Conflict of Interest

A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Association, or a matter for consideration by the Directors:

(a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;

(b) will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;

(c) is not entitled to vote on the contract, transaction or matter;

(d) will absent him or herself from the meeting or portion thereof:

(1) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and

(2) in any case, during the vote on the contract, transaction or matter; and

(e) refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the Act or these Bylaws.

10.6 Chair of Meetings

The President (or, in the absence or inability of the President, the Vice-President) will preside as chair at all meetings of the Board.

If at any meeting of the Board the President, Vice-President and such alternate Person appointed by a Board Resolution, if any, are not present within fifteen (15) minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Directors present may choose one of their number to preside as chair at that meeting.

10.7 Alternate Chair

If the Person presiding as chair of a meeting of the Board wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, he or she may preside as chair.

11. OFFICERS

11.1 Officers

The officers of the Association are the President, Vice-President, Secretary and Treasurer, together with such other officers, if any, as the Board, in its discretion, may create. All officers must be Directors.

The Board may, by Board Resolution, create and remove such other officers of the Association as it deems necessary and determine the duties and responsibilities of all officers.

11.2 Election of Officers

At each meeting of the Board immediately following an annual general meeting, the Board will elect the officers.

11.3 Term of Officer

The term of office for each officer will be one (1) year, commencing on the date the Director is elected as an officer in accordance with Bylaw 11.2 and continuing until the first meeting of the Board held after the next following annual general meeting. A Director may be elected as an officer for consecutive terms.

11.4 Removal of Officers

A Person may be removed as an officer by Board Resolution.

11.5 Replacement

Should the President or any other officer for any reason be unable to complete his or her term, the Board will remove such officer from his or her office and will elect a replacement without delay.

11.6 Duties of President

The President will supervise the other officers in the execution of their duties and will preside at all meetings of the Association and of the Board.

11.7 Duties of Vice-President

The Vice-President will assist the President in the performance of his or her duties and will, in the absence of the President, perform those duties. The Vice-President will also perform such additional duties as may be assigned by the Board.

11.8 Duties of Secretary

The Secretary will be responsible for making the necessary arrangements for:

(a) the issuance of notices of meetings of the Association and the Board;

(b) the keeping of minutes of all meetings of the Association and the Board;

(c) the custody of all records and documents of the Association, except those required to be kept by the Treasurer;

(d) the maintenance of the register of Members; and

(e) the conduct of the correspondence of the Association.

11.9 Duties of Treasurer

The Treasurer will be responsible for making the necessary arrangements for:

(a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Act and the *Income Tax Act*; and

(b) the rendering of financial statements to the Directors, Members and others, when required.

11.10 Absence of Secretary at Meeting

If the Secretary is absent from any General Meeting or meeting of the Board, the Directors present will appoint another Person to act as secretary at that meeting.

11.11 Combination of Offices of Secretary and Treasurer

The offices of Secretary and Treasurer may be held by one Person who will be known as the Secretary-Treasurer.

12. INDEMNIFICATION

12.1 Indemnification of Directors and Eligible Parties

To the extent permitted by the Act, each Director and eligible party (as defined by the Act) will be indemnified by the Association against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Person by reason of his or her holding or having held authority within the Association:

(a) is or may be joined as a party to such legal proceeding or investigative action; or

(b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

12.2 Purchase of Insurance

The Association may purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

13. COMMITTEES

13.1 Creation and Delegation to Committees

The Board may create such standing and special committees, as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by Board Resolution.

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

13.2 Standing and Special Committees

Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period.

A special committee will automatically be dissolved upon the earlier of the following:

(a) the completion of the specified time period; or

(b) the completion of the task for which it was created.

13.3 Standing Committees

The Association will have the following standing committees:

Salary, Benefits and Policy Committee

The Association will have a salary and benefits committee composed of not less than four (4) Members appointed by the Board.

The duties and powers of the salary and benefits committee will be set out in terms of reference to be adopted by Board Resolution, but will generally include:

(a) advising the Board regarding issues relating to the negotiation of salaries and benefits, including the appointment of Members to the Negotiating Team; and

(b) monitoring issues related to the Basic Agreement and any appended Letters of Intent or Memoranda.

(c) advising the Board regarding Policy AD-10 and any matters at the University affecting Members of the Association;

(d) advising the Board regarding the Association's relations with the University; and

(e) acting as the support and oversight for the Association’s participation in the Joint University/Association Committee.

Advocacy Committee

The Association will have an advocacy committee composed of not less than four (4) Members

appointed by the Board.

The duties and powers of the advocacy committee will be set out in terms of reference to be adopted by Board Resolution, but will generally include:

(f) advising and assisting Members regarding their rights and responsibilities under the terms and conditions of their employment contained in the AD-10 Policy and Basic Agreement;

(g) providing representation for Members in relation to work-related problems and/or complaints of Members, including undertaking any necessary investigation; and

(h) providing representation for Members in disputes and grievances with the University and making recommendations regarding the resolution of such grievances.

13.4 Terms of Reference

In the event the Board decides to create a committee, it must establish terms of reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the terms of reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

13.5 Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed *mutatis mutandis* by the rules set out in these Bylaws governing proceedings of the Board.

14. RIGHTS AND REPRESENTATION

14.1 Member Right to Autonomy

In the event of a labour dispute between the University and any group of its employees, the Association must not coerce a Member to do or not to do anything contrary to the conscience or beliefs of that Member, or discipline or punish a Member for the Member's actions or inaction in such circumstances.

14.2 Approval by Referendum

(a) The Board may submit a resolution regarding the amendment of the Basic Agreement or other terms and conditions of employment of the Members, or any other fundamental policy matter that the Board deems fit, to a referendum of the members.

(b) The result of a referendum is binding on the Association and its Members if:

(1) not less than 20% of the Members vote, and

(2) it is approved by a simple majority of those Members who vote.

(c) A referendum may be conducted by means of mail ballot, electronic ballot, or similar means, provided that the means used are reliable, protect the rights and confidentiality of voters, and can be independently verified.

15. EXECUTION OF INSTRUMENTS

15.1 Seal

The Association will not have a corporate seal.

15.2 Execution of Instruments

Contracts, documents or instruments in writing requiring execution by the Association may be signed as follows:

(a) by the President, together with one (1) other Director, or

(b) in the event that the President is unavailable, by any two (2) Directors,

and all contracts, documents and instruments in writing so signed will be binding upon the Association without any further authorization or formality.

The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Association to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

15.3 Signing Officers

The Board will, from time to time by Board Resolution, appoint signing officers who are authorized to sign cheques and all banking documents on behalf of the Association.

The Association must have a minimum of two (2) signing officers, and must be appointed from the Directors of the Association.

16. FINANCIAL MATTERS

16.1 Accounting Records

The Association will maintain such financial and accounting records and books of account as are required by the Act and applicable laws.

16.2 Borrowing Powers

In order to carry out the purposes of the Association, the Board may, on behalf of and in the name of the Association, raise, borrow or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

16.3 Restrictions on Borrowing Powers

The Members may by Ordinary Resolution restrict the borrowing powers of the Board.

16.4 When Audit Required

The Association is not required to be audited. However the Association will conduct an audit of its annual financial statements if:

(a) the Directors determine to conduct an audit by Board Resolution; or

(b) the Members required the appointment of an auditor by Ordinary Resolution,

in which case the Association will appoint an auditor qualified in accordance with Part 9 of the Act and these Bylaws.

16.5 Appointment of Auditor at Annual General Meeting

If the Association determines to conduct an audit, an auditor will be appointed at an annual general meeting to hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the Act or until the Association no longer wishes to appoint an auditor.

16.6 Removal of Auditor

An auditor may be removed and replaced by Ordinary Resolution in accordance with the procedures set out in the Act.

16.7 Notice of Appointment

An auditor will be promptly informed in writing of such appointment or removal.

16.8 Auditor’s Report

The auditor, if any, must prepare a report on the financial statements of the Association in accordance with the requirements of the Act and applicable law.

16.9 Participation in General Meetings

The auditor, if any, is entitled in respect of a General Meeting to:

(a) receive every notice relating to a meeting to which a Member is entitled;

(b) attend the meeting; and

(c) be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

An auditor who is present at a General Meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor's report, and any other matter relating to the auditor's duties or function.

17. NOTICE GENERALLY

17.1 Method of Giving Notice

Except as otherwise provided in these Bylaws, a notice may be given to a Member or a Director either personally, by delivery, courier or by mail posted to such Person's Registered Address, or, where a Member or Director has provided a fax number or e-mail address, by fax or e-mail, respectively.

17.2 When Notice Deemed to have been Received

A notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received.

Any notice delivered personally, by delivery or courier, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

17.3 Days to be Counted in Notice

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

18. MISCELLANEOUS

18.1 Dissolution

Upon the winding-up or dissolution of the Association, any funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of the liquidator, and the payment to employees of the

Association of any arrears of salaries or wages, and after payment of any debts of the Association, will be distributed, subject to the Act, as determined by Board Resolution.

18.2 Inspection of Documents and Records

The documents and records of the Association, including the financial and accounting records and the minutes of General Meetings, committee meetings and meetings of the Board, will be open to the inspection of any Director at reasonable times and on reasonable notice.

A Member in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing to the Association, to inspect any of the following documents and records of the Association at the Address of the Association during the Association's normal business hours:

(a) the Constitution and these Bylaws, and any amendments thereto;

(b) the statement of directors and registered office of the Association;

(c) minutes of any General Meeting, including the text of each resolution passed at the meeting;

(d) resolutions of the Members in writing, if any;

(e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;

(f) the register of Directors;

(g) the register of Members;

(h) the Association's certificate of incorporation, and any other certificates, confirmations or records furnished to the Association by the Registrar;

(i) copies of orders made by a court, tribunal or government body in respect of the Association;

(j) the written consents of Directors to act as such and the written resignations of Directors; and

(k) the disclosure of a Director or of a senior manager regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to inspect any other document or record of the Association. However, subject to such policies as the Board may establish, a Member in good standing may request, in writing delivered to the Address of the Association, to inspect any other document or record of the Association and the Board may allow the Member to inspect the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents which a Member is allowed to inspect may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed in the Act.

18.3 Right to become Member of other Society

The Association will have the right to subscribe to, become a member of, and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Association's purposes.

19. BYLAWS

19.1 Entitlement of Members to copy of Constitution and Bylaws

On being admitted to membership, each Member is entitled to, and upon request the Association will provide him or her with, access to a copy of the Constitution and these Bylaws.

19.2 Special Resolution required to Alter Bylaws

These Bylaws will not be altered except by Special Resolution.

19.3 Effective Date of Alteration

Any alteration to the Bylaws or Constitution will take effect on the date the alteration application is filed with the Registrar in accordance with the Act.