

**SIMON FRASER UNIVERSITY ADMINISTRATIVE AND PROFESSIONAL STAFF  
ASSOCIATION**

Society Number S-15980

**NOTICE OF SPECIAL RESOLUTIONS**

The Board of Directors of Simon Fraser University Administrative and Professional Staff Association hereby gives notice of the following special resolutions to amend the constitution, and to rescind and replace the bylaws. The resolutions will be debated and voted on at a general meeting on Thursday, November 18<sup>th</sup>, 2010, at 12:00 noon, at [place/address](#), Burnaby, British Columbia.

Dated at Burnaby, British Columbia, October [date](#), 2010.

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By: [name](#), President

**SPECIAL RESOLUTION A**

**MOVED AS A SPECIAL RESOLUTION THAT THE BYLAWS BE RESCINDED, AND  
REPLACED BY THE FOLLOWING:**

**“BYLAWS**

***Part 1 - Interpretation***

1.1 In the constitution and these bylaws:

- a) “Act” means the Society Act, R.S.B.C. 1996, c. 433, as amended,
- b) “Administrative or Professional Employee” means a person who is employed by the University as such under the University’s AD-10 Policies and the Basic Agreement, and any successor documents to them,
- c) “AGM” means annual general meeting,
- d) “Association” means Simon Fraser University Administrative and Professional Staff Association,
- e) “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 to it,
- f) “Board” or “Board of Directors” means the directors of the Association for the time being, acting as a body,
- g) “Director” means a director of the Association,
- h) “General Meeting” includes an AGM and a special general meeting,
- i) “Member” means a member of the Association,
- j) “Registered Address” means a member’s address as recorded in the register of members, and includes the member’s home address, telephone numbers, and e-mail address,

- k) "University" means Simon Fraser University,
- l) "written" means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, and fax,
- m) "constitution", "bylaws", "special resolution" and "ordinary resolution" have the meaning given to them in the Act,
- n) the singular includes the plural and vice versa, and
- o) persons include individuals, corporations, associations, and other organizations, whether incorporated or not.

1.2 The definitions in the Act on the date these bylaws become effective apply to these bylaws.

1.3 Each member is entitled to and the Association must on request give the member a copy of the constitution and bylaws, without charge.

1.4 The constitution and bylaws can only be amended by special resolution.

### ***Part 2 - Membership***

2.1 The members of the Association are the applicants for incorporation and those persons that subsequently become members in accordance with these bylaws and who, in either case, have not ceased to be members.

2.2 1) There are two categories of members: Full Members and Associate Members.

2) A Full Member is a person who is an Administrative or Professional Employee, and who is represented by the Association with respect to matters relating to terms and conditions of employment, including salary and benefits.

3) An Associate Member is a person who:

a) is an Administrative or Professional Employee, and

b) elected not to become a member on the date the Association was incorporated, or elects in writing not to become a Full Member for reasons of conscience.

4) A Full Member in good standing has the right to notice of, to attend, to speak at, and to vote at a General Meeting, and to be a Director.

5) An Associate Member has the right to notice of and to attend a General Meeting, but not to speak, vote, or be a Director.

6) Subject to the constitution and bylaws and the Basic Agreement, the Board must determine the rights and responsibilities of members, and what services are provided to members.

2.3 An application for membership and for renewal of membership must:

a) be written and in a form approved by the Board,

b) include the full name, home address, e-mail address, and telephone number of the applicant,

c) in the case of a person wishing to become an Associate Member, state that the person:

i) wishes to become an Associate Member, and

- ii) consents to her or his membership dues being donated in her or his name to a Canadian registered charity named by the person,
  - d) consent to the information set out in this bylaw being given by the University to the Association, and
  - e) provide such other information as the Board may reasonably require.
- 2.4
  - 1) A person may apply for membership, and becomes a member on complying with bylaws 2.2 and 2.3.
  - 2) The Board must accept an application to be a Full Member or an Associate Member from a person who is an Administrative or Professional Employee.
  - 3) The amount of membership dues must be determined by ordinary resolution at a general meeting.
  - 4) Membership dues may be:
    - a) in the case of a new member, pro-rated,
    - b) paid in periodic instalments, and
    - c) paid to the Association by the University on behalf of a member.
  - 5) The membership dues of an Associate Member must be paid as stated in the person's application for membership, under bylaw 2.3 (c)(ii).
- 2.5
  - 1) Membership is not transferable.
  - 2) A Full Member or an Associate Member continues to be a Member for so long as that person continues to be an Administrative or Professional Employee, and such a membership need not be renewed annually.
  - 3) A member must promptly and in writing notify the Association of any change in the member's name, address, e-mail address, or telephone number.
- 2.6 Every member and Director must comply with:
  - a) the Act,
  - b) the constitution and bylaws,
  - c) all policies and regulations created by the Board, and
  - d) any rules of order governing the conduct of General Meetings and of meetings of the Board.
- 2.7 A person ceases to be a member on:
  - a) resigning in writing,
  - b) in the case of a Full Member or Associate Member, on ceasing to be an Administrative or Professional Employee,
  - c) death,
  - d) being expelled under bylaw 2.9, or
  - e) having been a member not in good standing for thirty days.
- 2.8 A member becomes a member not in good standing on not paying a debt due and owing to the Association.
- 2.9
  - 1) A member may be expelled by special resolution.

- 2) Notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
  - 3) The member who is the subject of a proposed resolution for expulsion must be given an opportunity to speak to the resolution before it is voted on.
- 2.10 1) A member may be suspended by resolution of the Board, provided that:
- a) at least 2/3 of the Directors then in office are in favour of the resolution,
  - b) the suspension is for a substantive failure to comply with the constitution or bylaws, or for conduct prejudicial to the Association, notice of which in either case has been given to the member,
  - c) notice of the resolution is accompanied by a brief statement of the reason or reasons for the proposed suspension, and
  - d) the member is given reasonable notice of the resolution, and an opportunity to be heard at the meeting before the resolution is voted on.
- 2) A suspension under this bylaw ends not later than the adjournment of the next following General Meeting, and cannot be renewed.

### ***Part 3 - Meetings of Members***

- 3.1 1) General meetings must be held at the time and place, in accordance with the Act and these bylaws, that the Board decides.
- 2) An AGM must be held once in every calendar year, and not more than 15 months after the last preceding AGM.
- 3) Every General Meeting, other than an AGM, is a special general meeting.
- 3.2 1) The Board may, when it thinks fit, convene a special general meeting.
- 2) The Board, on the requisition of 10% or more of the Full Members, must convene a special general meeting without delay.
- 3) The requisition may consist of several documents in similar form each signed by one or more requisitionists and must:
- a) state the purpose of the special general meeting,
  - b) be signed by the requisitionists, and
  - c) be delivered or sent by registered mail to the address of the Association.
- 4) If, within 21 days after the date of the delivery of the requisition, the Board does not convene a special general meeting, the requisitionists, or a majority of them, may themselves convene a special general meeting to be held within four months after the date of delivery of the requisition.
- 5) A special general meeting convened by the requisitionists must be convened in the same manner, as nearly as possible, as General Meetings are convened by the Board.

### ***Part 4 - Notice to Members***

- 4.1 1) Notice of a General Meeting must:
- a) specify the place, day and hour of meeting, and, in case of special business, the general nature of that business,
  - b) include any special resolution to be proposed at the meeting, and

- c) be given to all members not less than 14 days before the meeting.
  - 2) The accidental omission to give notice of a General Meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 4.2 1) Notice of a General Meeting must be given to:
- a) every member shown on the register of members on the day notice is given, and
  - b) the auditor.
- 2) No other person is entitled to receive a notice of General Meeting.
- 4.3 A notice may be given to a member either personally, by mail, or by e-mail to the member at the member's address or e-mail address, as shown in the register of members.
- 4.4 1) A notice sent by mail from the Association's business office is deemed to have been received:
- a) two days after being mailed, if to an address in Greater Vancouver Regional District, Fraser Valley Regional District, or Squamish-Lillooet Regional District, or
  - b) five days after being mailed, if to any other address.
- 2) A notice sent by e-mail is deemed to have been received 48 hours after being sent.

#### ***Part 5 - Proceedings at General Meetings***

- 5.1 Special business is:
- a) all business at a special General Meeting except the adoption of rules of order, and
  - b) all business at an AGM, except:
    - i) adoption of rules of order,
    - ii) minutes from the last preceding AGM,
    - iii) the report of the Board,
    - iv) consideration of the financial statements, and the auditor's report on them (if any),
    - v) appointment of the auditor (if any),
    - vi) election of Directors,
    - vii) resolutions, if any, and
    - viii) the other business that, under these bylaws, ought to be transacted at an AGM, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.
- 5.2 1) Quorum at a General Meeting is 30 Full Members present at all times.
- 2) No business, other than the election of a chair and the adjournment or termination of the meeting, can be conducted at a General Meeting at a time when a quorum is not present.
- 3) If during a General Meeting a quorum ceases to be present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 5.3 If within 30 minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated. In any other case, the meeting stands adjourned to the same day in the next week at the same time

and place. If at such an adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum. Notice of a meeting adjourned under this bylaw need not be given to members not present.

- 5.4
- 1) A General Meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - 2) When a General Meeting is adjourned for fourteen days or more, notice of the adjourned meeting must be given as for the original meeting.
  - 3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned General Meeting.
- 5.5
- 1) The President must chair each General Meeting.
  - 2) If the President is absent, unwilling, or unable to chair a General Meeting, the Vice-President must chair that meeting.
  - 3) If both the President and the Vice-President are absent, unwilling, or unable to chair a General Meeting within 15 minutes after the time appointed for holding the meeting, the members present must choose one of the other Directors who is present to be chair.
- 5.6
- 1) A resolution at a General Meeting must be moved and seconded, and the chair may move or propose a resolution.
  - 2) A question arising at a General Meeting must be decided by a simple majority of votes, except when otherwise required.
  - 3) Voting is by show of hands, unless before the vote a secret ballot is requested by a majority of Full Members present, by show of hands.
  - 4) In the case of an equality of votes, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled as a member, and the resolution is defeated.
  - 5) A Full Member in good standing who is present in person has the right to vote. No other person has the right to vote.
  - 6) Proxy voting is prohibited.
- 5.7 Subject to the Act and the bylaws, a General Meeting may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.

#### ***Part 6 – Board of Directors***

- 6.1
- 1) The Board may exercise all the powers of the Association, and do all the things that the Association may do, subject to:
    - a) all laws affecting the Association,
    - b) the constitution and the bylaws, and
    - c) rules, not being inconsistent with these bylaws, that are made from time to time by the Association to govern proceedings at General Meetings.
  - 2) A rule made by the Association in a General Meeting does not invalidate a prior act of the Board that would have been valid had that rule not been made.
- 6.2
- 1) There must be ten Directors, including:
    - a) the President,

- b) the Vice-President,
  - c) the Immediate Past-President, who is that person who most recently was but who no longer is President, and
  - d) seven Area Directors.
- 2) The President and the Vice-President have a normal term of office of one year, and must be elected at the AGM. The normal term of office of the President and the Vice-President ends at the adjournment of the next following AGM.
- 3) The normal term of office of an Area Director begins at the adjournment of the AGM at which that Director is elected, and ends at the adjournment of the AGM two years later. At the adjournment of each AGM:
- a) one half of the Area Directors, or so near to one half as is reasonably practicable, must have remaining terms of two years, and
  - b) one half of the Area Directors, or so near to one half as is reasonably practicable, must have remaining terms of one year.
- A person may be elected to a term of office of one year so as to allow this bylaw to be complied with.
- 4) The Board must, not less than 60 days before the AGM:
- a) appoint a Nominations Committee,
  - b) determine the Areas which have the right to elect an Area Director, including the place or places of business of the University that comprise an Area, its name, and those Full Members who are in that Area, and
  - c) notify all Full Members that there will be an election, the date of the AGM, the date by which nominations must be received, and the procedures for nominations and elections.
- 5) The Nominations Committee must:
- a) nominate, or solicit the nomination of, sufficient candidates to fill the vacancies,
  - b) ensure that nominees are eligible to be elected, and
  - c) report to the Board the names of all nominees not less than 30 days before the AGM.
- 6) A candidate for election as a Director must:
- a) be a Full Member in good standing,
  - b) be nominated by two Full Members or the Nominations Committee, which nomination must be received at the Association's office not less than 30 days before the AGM,
  - c) in the case of a nominee to be an Area Director, be employed in that Area,
  - d) consent to the nomination, and
  - e) not be disqualified from being a director of a company under section 124 of the Business Corporations Act.

- 7) Nominations at an AGM are prohibited, unless the number of nominees is fewer than the number of positions to be filled. If no one is nominated to fill a vacancy as an Area Director, that position must be filled as though it is an at large position.
  - 8) A separate election must be held for the positions of President, Vice-President and each Area Director.
  - 9) Only members who are employed in an Area can vote in the election of that Area Director.
  - 10) The at large Directors (if any) may be elected as a group, and in such an election, each Full Member has a number of votes equal to the number of at large Directors to be elected, but must not cast more than one vote for a candidate.
  - 11) An election must be by secret ballot, unless:
    - a) the members present unanimously agree that the election be by show of hands, or
    - b) the number of candidates is fewer than or equal to the number of vacancies, in which case the candidates must be declared to be elected.
  - 12) An election 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.
- 6.3
- 1) A Director ceases to be a Director on:
    - a) the end of the Director's term of office, unless the Director is re-elected,
    - b) resigning in writing,
    - c) ceasing to be a Full Member in good standing,
    - d) death,
    - e) becoming unable to perform the duties of a Director due to physical or mental disability, or
    - f) failing to attend three consecutive meetings of the Board
  - 2) The Board may by resolution waive the application of bylaw 6.3 (1)(f) where it is just and equitable to do so.
  - 3) An Area Director who ceases to be employed in that Area ceases to be its Area Director at the AGM immediately following that date.
- 6.4 No act or proceeding of the Board is invalid only by reason that there are fewer Directors in office than the number required by bylaw 6.2.
- 6.5 The members may, by special resolution, remove a Director before the expiration of the Director's term of office, and may elect a successor to complete the term of office.
- 6.6
- 1) The Board may appoint a qualified Full Member in good standing as a Director to fill a vacancy in the Board.
  - 2) A Director so appointed holds office only until the adjournment of the next AGM, at which time the appointed Director is eligible to be elected.
- 6.7 A Director must not be remunerated for being or acting as a Director, but may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Association.



### ***Part 7 - Proceedings of the Board***

- 7.1
- 1) The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.
  - 2) Quorum at a meeting of the Board is a majority of the Directors then in office present, but must not be less than four.
  - 3) A meeting of the Board may be called by:
    - a) the President, or
    - b) any three Directors, or
    - c) resolution of the Board.
  - 4) Notice of a meeting of the Board is sufficient if properly addressed to every Director, and sent by hand, ordinary mail, or e-mail. Except where notice is waived by all Directors, notice of a meeting of the Board must be given not less than 48 hours before the meeting.
- 7.2 When a meeting of the Board is held immediately following the election or appointment of a Director or Directors, it is not necessary to give notice of the meeting to the new Directors for the meeting to be constituted, if a quorum is present.
- 7.3 A Director may waive in writing notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:
- a) no notice of meetings of the Board need be sent to that Director, and
  - b) all meetings of the Board, notice of which have not been given to that Director are, if a quorum is present, deemed to be valid and effective.
- 7.4
- 1) Except where otherwise required, questions arising at meetings of the Board and committees must be decided by a majority of votes.
  - 2) A resolution proposed at a meeting of the Board or a committee need not be seconded, and the chair of such a meeting may move or propose a resolution.
  - 3) In the case of an equality of votes at a meeting of the Board or a committee, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the motion or resolution is defeated.
- 7.5 A resolution in writing, signed by all the Directors and placed with the minutes of the Board, is as valid and effective as if regularly passed at a meeting of the Board.
- 7.6
- 1) The Board may as it thinks fit delegate any, but not all, of its powers to committees, appoint the members and chairs of committees, and determine their names.
  - 2) A committee must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of its powers to the earliest meeting of the Board to be held next after it has been done.
  - 3) A committee may, subject to the direction of the Board, meet and adjourn as it thinks necessary, and determine its procedures.
  - 4) The President has the right to notice of, to attend, and to speak at meetings of all committees, and to vote where given that right by the Board.
- 7.7
- 1) There must be a Salary and Benefits Committee, a University Affairs Committee, and an Advocacy Committee, which are the three standing committees.

- 2) Subject to the direction of the Board, the:
  - a) Salary and Benefits Committee must advise the Board as to issues relating to the negotiation of salaries and benefits, including the appointment of members to the Negotiating Team, and is responsible for monitoring issues related to the Basic Agreement and any appended Letters of Intent or Memoranda,
  - b) University Affairs Committee must advise the Board as to the University's AD-10 Policies, any matters at the University affecting members of the Association, and the Association's relations with the University, and acts as the support and oversight for the Association's participation in the Joint University/Association Committee, and
  - c) Advocacy Committee must assist and advise members on their rights and responsibilities with respect to the University's AD-10 Policies, the Basic Agreement, and any other work-related problems, investigate complaints brought before it by members, provide representation for members in disputes and grievances, and make recommendations to the Board with regard to the resolution of grievances.
- 3) A standing committee must:
  - a) have no less than four members, who are appointed by the Board, and who must be Full Members,
  - b) elect a chair from amongst its members,
  - c) have a quorum of a simple majority of committee members,
  - d) not incur any expense unless it is authorized in advance by the Board,
  - e) operate under the terms of reference for the committee set by the Board, and
  - f) meet as directed by the Board, the President, or the committee's chair.

7.8 Subject to the Act and these bylaws, the Board may adopt rules of order for its meetings, but if it does not do so then the most recent edition of Robert's Rules of Order must be used.

### ***Part 8 – Directors' Duties and Conflicts***

- 8.1 1) A Director must:
- a) act honestly and in good faith and in the best interests of the Association, and
  - b) exercise the care, diligence and skill of a reasonably prudent person, in exercising the powers and performing the functions of a Director.
- 2) The requirements of this bylaw are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of Directors of a society.
- 8.2 Nothing in a contract, the constitution or bylaws, or the circumstances of a Director's appointment, relieves a Director from:
- a) the duty to act in accordance with the Act and the regulations, or
  - b) a liability that by a rule of law would otherwise attach to the Director in respect of negligence, default, breach of duty or breach of trust of which the Director may be guilty in relation to the Association.

8.3 A Director who is, directly or indirectly, interested in a proposed contract or transaction with the Association must disclose fully and promptly the nature and extent of the interest to each of the other Directors.

8.4 1) A Director referred to in bylaw 8.3 must account to the Association for profit made as a consequence of the Association entering into or performing the proposed contract or transaction:

a) unless:

- i) the Director discloses the interest as required by bylaw 8.3,
- ii) after the disclosure the proposed contract or transaction is approved by the Directors, and
- iii) the Director abstains from voting on the approval of the proposed contract or transaction, or

b) unless:

- i) the contract or transaction was reasonable and fair to the Association at the time it was entered into, and
- ii) after full disclosure of the nature and extent of the interest in the contract or transaction it is approved by special resolution.

2) A Director referred to in bylaw 8.3 must not be counted in the quorum at a meeting of the Directors at which the proposed contract or transaction is approved.

8.5 The fact that a Director is, in any way, directly or indirectly, interested in a proposed contract or transaction, or a contract or transaction, with the Association does not make the contract or transaction void, but, if the matters referred to in bylaw 8.4(1)(a) or (b) have not occurred, the court may, on the application of the Association or an interested person, do any of the following:

- a) prohibit the Association from entering into the proposed contract or transaction,
- b) set aside the contract or transaction, or
- c) make any order that it considers appropriate.

8.6 1) An employee or contractor of the Association must not become a Director within one year after ceasing to be an employee or contractor.

2) A Director must not become an employee or contractor of the Association within one year after ceasing to be a Director.

8.7 Subject to court approval, the Association must indemnify a Director or former Director of the Association, and a Director's heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by the Director, in a civil, criminal or administrative action or proceeding to which the Director is made a party because of being or having been a Director, including an action brought by the Association, if:

- a) the Director acted honestly and in good faith with a view to the best interests of the Association, and
- b) in the case of a criminal or administrative action or proceeding, the Director had reasonable grounds for believing the Director's conduct was lawful.

### ***Part 9 – Officers***

- 9.1 1) The Board must at its first meeting following the AGM elect a Secretary-Treasurer from amongst the Area Directors and any Directors appointed under bylaw 6.6.
- 2) The President, Vice-President or Secretary-Treasurer cease to hold those offices on:
- a) ceasing to be Directors,
  - b) the end of their terms of office, or
  - c) resigning in writing.
- 3) If the President, Vice-President or Secretary-Treasurer ceases to hold office between AGMs, the Board may elect one of the Directors to fill the vacancy.
- 9.2 The President:
- a) must supervise the other officers in the execution of their duties,
  - b) must chair all meetings of the Board and all General Meetings, and
  - c) has the powers and duties generally pertaining to the office of President, subject to any restrictions imposed by the Board.
- 9.3 The Vice-President, in the President's absence, must perform the duties of the President.
- 9.4 The Secretary-Treasurer must:
- a) issue notices and keep minutes of meetings of the Association and the Board,
  - b) conduct the correspondence of the Association,
  - c) have custody of all records and documents of the Association,
  - d) have custody of the common seal of the Association, if any,
  - e) maintain the register of members,
  - f) keep the financial records, including books of account, necessary to comply with the Act, and
  - g) render financial statements to the Board, members, and others when required.
- 9.5 1) In the absence of the Secretary-Treasurer from a meeting, the Board must appoint another person to act as Secretary-Treasurer.
- 2) The Board may delegate performance of the duties of the Secretary-Treasurer to an employee or agent.
- 9.6 1) The Board may appoint an Executive Director, and determine the remuneration and terms and conditions of employment of that person.
- 2) The Executive Director:
- a) is an appointed officer,
  - b) reports to the Board, and
  - c) may receive notice of, attend, and speak at, but not vote at, Board meetings.

### ***Part 10 – Financial***

- 10.1 1) In order to carry out the purposes of the Association the Board may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money

in such manner as it decides and in particular but without limiting the generality of the foregoing, by the issue of debentures.

- 2) A debenture must not be issued unless it has been approved by a special resolution.
- 3) The members may by special resolution restrict the borrowing powers of the Board, but a restriction so imposed expires at the next AGM.

10.2 The Board must only invest the funds of the Association as permitted under the provisions of the Trustee Act respecting the investment of trust property by a trustee.

10.3 Subject to the Personal Information Protection Act and any other applicable law, the:

- a) financial statements and members' minutes may be inspected by a member, on reasonable notice,
- b) other documents of the Association, including its accounting records, may be inspected by a member on reasonable notice, subject to any resolution of the Board, and
- c) documents of the Association, including its accounting records, must be open to the inspection of a Director, subject only to laws requiring otherwise.

10.4 1) The fiscal year of the Association is July 1<sup>st</sup> – June 30<sup>th</sup>.

- 2) The signing officers of the Association are the President, Vice-President and Secretary-Treasurer. Subject to resolution of the Board, any two of the signing officers must sign all cheques, withdrawals, bank transfers or contracts.

#### ***Part 11 – Auditor***

11.1 This Part applies only where the Association is required or has resolved to have an auditor.

11.2 At each AGM the Association may:

- a) appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM, and
- b) decide whether the auditor will perform an audit, a review, or some other form of engagement.

11.3 An auditor may be removed by ordinary resolution.

11.4 An auditor must be promptly informed in writing of appointment or removal.

11.5 No Director and no employee of the Association can be auditor.

11.6 The auditor may attend General Meetings.

11.7 The Board must fill all vacancies arising in the office of auditor between AGMs.

#### ***Part 12 – Rights and Representation***

12.1 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.

12.2 1) The Board may submit a resolution regarding 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.

- 2) The result of a referendum is binding on the Association and its members if:
  - a) not less than 20% of the Full Members vote, and
  - b) it is approved by a simple majority of those members who vote.
- 3) A referendum may be conducted by means of mail ballot, electronic ballot, of similar means, provided that the means used are reliable, protect the rights and confidentiality of voters, and can be independently verified.”

## **SPECIAL RESOLUTION B**

**MOVED AS A SPECIAL RESOLUTION THAT CLAUSE 2 OF THE CONSTITUTION BE RESCINDED, AND REPLACED BY THE FOLLOWING:**

### **“2. PURPOSES**

The purposes of the Association are to promote and advance the interests of the administrative and professional employees of Simon Fraser University, by:

- a) representing them in negotiations with regard to the terms and conditions of their employment, and supporting them with regard to grievances, arbitrations, and mediations,
- b) advising them on matters of concern,
- c) promoting professionalism, excellence, and collegiality,
- d) encouraging their professional and career development,
- e) representing them to the public, governments, news media, and other educational institutions, and
- f) doing all such things as may be necessary or conducive to the attainment of these purposes.”