

ONTARIO CONFEDERATION OF UNIVERESITY FACULTY ASSOCIATIONS

***OCUFA CONSTITUTION***  
***BY LAWS***  
***STANDING RULES***  
***RESOLUTIONS ON CORPORATE MATTERS***

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*as amended, February 16, 2010*

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## **CONSTITUTION**

### **ARTICLE I: Name**

The name of the Corporation shall be the Ontario Confederation of University Faculty Associations (OCUFA).

### **ARTICLE II: Objects of the Corporation**

1. To encourage and promote the well-being of the universities of Ontario and their academic staff, and, in particular:
  - a. to safeguard and commend to the public, and to all persons and institutions in Ontario connected with education at a university level, the interests of the Members of the Corporation;
  - b. to promote legislation affecting the universities and the university community in Ontario, and to oppose or support as the case may be any contemplated legislation by federal, provincial, municipal or all other authorities insofar as the same may affect the universities and the university community in Ontario;
  - c. to engage in research and to gather, organize and disseminate information to the Members of the Corporation;
  - d. to endeavour to settle differences among the Members of the Corporation and to promote closer cooperation among the Members;

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- e. to provide facilities and resources for the assimilation of statistics and other information and for the convening of support and promotion of various activities of the Corporation, including conferences, lectures or seminars;
  - f. to enter into any arrangement conducive to attaining the Corporation's objects with any authority, whether public or academic or otherwise, and to obtain from any such authority any rights, privileges or concessions which the Corporation may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
2. To be the means by which Faculty Associations cooperate to promote the well-being of the universities and the academic staff of Ontario. OCUFA shall serve this end by:
- a. enabling its Members to bring their influence to bear on all persons and institutions in Ontario who are in any way concerned with higher education;
  - b. striving to ensure that the interests of the academic staff are adequately presented to the public;
  - c. gathering, organizing, and disseminating information of common interest to its Members and by providing them with effective research;
  - d. taking such other measures as may be conducive to the well-being of the universities and the academic staff of Ontario.
3. To do all such things as are incidental or conducive to the attainment of the above objects and, without limiting the generality of the foregoing:

- a. subject to The Mortmain and Charitable Uses Act and The Charitable Gifts Act, to solicit, acquire, accept or receive gifts, donations, bequests or subscriptions of money or other personal property, whether they be unconditional or subject to special conditions, provided any special conditions are not inconsistent with the above objects;
- b. to hold, manage, improve, develop, exchange, sell, turn to account or otherwise deal with the personal property from time to time held by the Corporation and to retain any personal property in the form in which it may be received by the Corporation for such length of time as the Corporation may determine;
- c. subject to any special conditions attached to any gift, to invest the monies of the Corporation not immediately required for its objects in investments authorized by the law for the investment of trust funds;
- d. to represent the Members of the Corporation on any matter and, when necessary, to negotiate on their behalf and to enter into agreements concerning the remuneration, working conditions and all other matters appropriate to the employment of staff by the Corporation.

### **ARTICLE III: Membership**

- 1. Faculty associations and/or academic associations in Ontario accepted as Members by the Board on the recommendation of the Executive shall be Members of OCUFA. Members shall be listed in Bylaw 1.
- 2. Faculty Associations and/or academic associations in Ontario may be accepted as affiliate Members by the Board on the recommendation of the Executive for a one-year period that may be renewed at each Annual General Meeting.

Affiliate Members may fully participate in OCUFA activities and services, including Board meetings and committees, as non-voting Members.

Fees for affiliate status in OCUFA on the recommendation of the Executive will be set by the Board from time to time.

3. The Board of OCUFA may extend to any retired member of OCUFA's Member associations the status of an OCUFA associate. OCUFA associates will be entitled to receive OCUFA publications.

Fees for associate status in OCUFA will be set by the Board from time to time.

#### **ARTICLE IV: Board of Directors**

The governing body of OCUFA shall be the Board of Directors.

Board means the Board of Directors of OCUFA.

Director means a Director of OCUFA.

1. Composition
  - a. Each Member shall appoint as a Director of OCUFA one person who shall represent that Member and hold office at its pleasure.
  - b. Executive members shall become Directors with limited voting rights, as provided in the Constitution and Bylaws.

- c. The Executive Director of OCUFA shall normally attend meetings of the Board as a non-voting member and shall act as its Secretary.

2. Meetings

- a. The Board shall hold at least two Regular Meetings each year at times set by the Chair of the Board on the advice of the Executive. Special meetings of the Board may be called by the Chair with the consent of the Executive. The Chair shall also call a special meeting within one month of receiving a written request signed by five or more Directors for a special meeting.
- b. Directors shall be given at least two months' notice of each Regular Meeting of the Board, and at least 10 days' notice of each Special Meeting of the Board. Directors shall receive an agenda and documentation 10 days before any meeting of the Board. Any failure or defect in notice or agenda or documentation may be waived by a majority of the voting members of the Board.
- c. The quorum for Board meetings shall be 50% of the Directors.

3. Elections

- a. Elections shall occur annually as determined by the Bylaws.
- b. The Board shall elect a Chair (Chair of the Board) who shall be responsible for the conduct of meetings. The Chair of the Board shall not be eligible to serve on the Executive.
- c. The Board shall elect a Vice-President, Treasurer and three members-at-large who, with the President, shall form the Executive Committee.

Executive Committee members shall not be eligible to serve as Chair of the Board.

- d. Executive Committee members who are Board Directors may cease to be the representative of the Member that appointed them and, in that case, that Member shall be entitled to appoint a new Director.
- e. The number of Executive members will be determined in the Bylaws.
- f. The Vice-President shall serve as the President-Elect. The Vice-President shall serve a two-year term. The incumbent Vice-President normally succeeds to a two-year term as President. The Vice-President and President can serve for only one consecutive term.

If the Vice-President declines right of succession, or if the office of Vice-President is vacant, or if there is an Acting Vice-President, the office of President shall be filled by election.

- g. Those elected to the positions of Chair of the Board, Treasurer and Executive members-at-large shall serve for one year, the dates of which shall be determined in the Bylaws. The maximum number of consecutive terms that the Chair of Board, Treasurer and Executive members-at-large may serve in any one position is three consecutive one-year terms.
- h. The Board may, by resolution adopted by at least two-thirds of the Members present at a meeting of the Board of Directors, remove an Executive member before the expiration of his/her term of office and, if passed, the member of the Executive shall cease to hold office immediately.

4. Duties

- a. The Board shall initiate and approve the policies of OCUFA.
- b. The Board shall approve all matters relating to fees as outlined in the Bylaws.
- c. The Board shall set financial policies, approve budgets, appoint auditors and receive financial statements.
- d. The Board shall have the power to appoint and remove the Executive Director on the advice of the Executive.
- e. The Board shall have the power to appoint task forces and committees and to instruct them to report either to the Board or to the Executive.
- f. The Board shall approve applications for membership in OCUFA.
- g. The Board shall take such other measures as it deems necessary for the well-being and effectiveness of OCUFA.

**ARTICLE V: Executive**

1. Composition

- a. The Executive shall be comprised of the President, the Vice-President, the Treasurer and members-at-large appointed in accordance with Article IV(3)(c), (d), (e), and (f).
- b. The Executive Director shall normally attend the meetings of the Executive as a non-voting member and shall act as its Secretary.

2. Meetings

- a. The Executive shall meet at least four times a year at the call of the President, or as directed by the Board, or within two weeks of the receipt by the President of a written request by three Executive members.
- b. Executive members shall be given at least 10 days' notice of each meeting of the Executive, together with a proposed agenda and documentation. Any failure or defect in notice or agenda or documentation may be waived by a majority of members of the Executive.

3. Duties - Executive

- a. The Executive shall carry out policy as determined by the Board.
- b. The Executive shall alert the Board to needed changes or initiatives in policy.
- c. The Executive shall act whenever necessary on behalf of the Board, but, except as specified elsewhere in this Constitution, no commitment entered into by the Executive shall bind OCUFA until it has been ratified by the Board. Such ratification may take place by mail ballot.
- d. The Executive shall oversee the general conduct of OCUFA's business.
- e. The Executive shall regularly inform the Board of its activities.
- f. The Executive shall advise the Board on the appointment or removal of the Executive Director and shall have the power to suspend the Executive Director from duties pending action by the Board. The Executive

shall have the power to suspend any other salaried staff from duties pending action by the Board.

- g. Executive members, other than the President, may be assigned specific duties covering current interests of OCUFA.
- h. The Executive shall take such other measures as it deems necessary to fulfill its responsibilities to the Board.

4. Duties - President

- a. The President is the chief representative of OCUFA and presides over the Executive.
- b. The President, subject to the authority of the Board, shall have general supervision of the affairs and business of OCUFA.
- c. The President shall be *ex officio* a member of all committees.
- d. The President shall perform such other duties as may, from time to time, be determined by the Board.
- e. During the absence or inability of the President, the President's duties and powers may be exercised by the Vice-President.

5. Duties - Vice-President

- a. The Vice-President shall, from time to time, serve in place of the President as may be determined by the Executive.

- b. The Vice-President shall perform such duties as may, from time to time, be determined by the Board.
- c. The Vice-President shall provide advice and counsel on all policy matters.
- d. The Vice-President shall chair the Staff Relations Committee.

6. Duties - Treasurer

- a. The Treasurer shall receive and disburse OCUFA funds subject to financial policies set by the Board.
- b. The Treasurer shall circulate to the Board the audited annual financial report and unaudited quarterly financial reports.
- c. The Treasurer shall perform such other duties as may, from time to time, be determined by the Board.

7. Duties - Members-at-large

- a. Members-at-large shall perform such duties as are requested from time to time by the Executive including, but not limited to, chairing ad hoc committees which may be created to address specific issues.

**ARTICLE VI: Executive Director**

There shall be an Executive Director who shall be OCUFA's chief executive officer and whose terms and conditions of service shall be as provided for in the Bylaws and/or as provided for in the Constitution.

## **ARTICLE VII: Bylaws**

1. The Board shall have the power to pass such Bylaws, not being contrary to this Constitution, as are deemed necessary to facilitate the functioning of OCUFA. Bylaws may also be passed by the Executive but will lapse unless they are ratified by the Board within one month, either at a meeting of the Board or by mail ballot.
2. Proposals for amendments to the Bylaws shall be subject to the notice provided for in Articles IV(2)(b) and V(2)(b).

## **ARTICLE VIII: Voting**

Except as provided elsewhere in this Constitution and Bylaws, any question shall be decided by a majority vote of those present and voting, including the Chair, or, in the case of a mail ballot, by a majority of the Board. At meetings of the Board when votes are equal, the President may exercise a casting vote.

## **ARTICLE IX: Amendments to the Constitution**

1. Amendments to this Constitution may be made by the Board at regular meetings of the Board or at any meetings of the Board called for the purpose of amending the Constitution.
2. Notice of any proposed amendment to the Articles of the Constitution must be received by the Chair of the Board not less than six weeks before the meeting at which it is to be considered. The Chair of the Board shall give Directors notice of any proposed amendment at least four weeks before the meeting of the Board at which it is to be considered.

3. Amendments to Articles shall require approval by a two-thirds majority of the Directors.

## **BYLAWS**

### ***BYLAW #1***

#### **1. Membership**

The following Faculty Associations shall be members of the Confederation:

Algoma University

Brescia University College

Brock University

Carleton University

University of Guelph

Huron University College

King's University College at the University of Western Ontario

Lakehead University

Laurentian University

McMaster University

Nipissing University

Ontario College of Art and Design

University of Ottawa

Queen's University

Royal Military College of Canada

Ryerson University

University of Ontario Institute of Technology

St. Jerome's University  
Saint Paul University  
University of Toronto  
Trent University  
University of Waterloo  
The University of Western Ontario  
Wilfrid Laurier University  
University of Windsor  
York University

**2. Good Standing**

To exercise the powers ascribed to them in this Constitution, Directors must be in good standing with a Member in good standing. Only Directors representing Members in good standing shall exercise the powers ascribed to them in this Constitution and Bylaws.

**3. Term of Office - Directors and Officers**

Directors and Officers shall take office on July 1st and shall go out of office on June 30th of the year in which their term of office expires.

**4. Naming of Directors**

Members shall notify the Executive Director of the names of their Directors for the next fiscal year not later than June 30th of the year in which they are to take office, and shall also notify the Executive Director of a vacancy or change in their representation.

**5. Elections**

- a. Elections for the officers of OCUFA shall take place at the last regularly scheduled Board meeting of the fiscal year.
- b. The Chair of the Board shall appoint a Director to act as Returning Officer, to arrange, supervise, and convey to the Chair the result of the election.
- c. Procedures:
  - i. The Chair shall call for nominations at least thirty (30) days in advance of the last regularly scheduled Board meeting of the fiscal year.
  - ii. Members and their representatives on the Board may nominate any person who at the time of his/her election to the Executive is the Director representing a Member or who at the time of his/her appointment to the Executive will have served at least one year as a member of a local association Executive Committee or an OCUFA Standing Committee and who is a member in good standing of the Member association.
  - iii. Nominations for all offices shall be accepted until nominations for a particular office have been closed.
  - iv. The order of elections shall be:
    - 1) President, if required;
    - 2) Vice-President;
    - 3) Treasurer;
    - 4) Member-at-large (three to be elected);

5) Chair of Board.

v. The election of each of the above-noted offices shall be completed prior to close of nominations for subsequent offices.

vi. Unsuccessful candidates for any office may choose to stand for election to any remaining offices.

d. In the event of a tie-vote for any of the above positions, a new election shall take place.

**6. Weighted Voting**

a. Weighted voting is mandatory on all motions which alter the mill rate.

b. Weighted voting can be invoked on all other matters by a majority vote of Directors present and voting, except elections and amendments to the Constitution, Bylaws and Standing Orders.

c. The weights applied to votes shall be in accordance with the following schedule:

Members with less than 100 members	1
Members with 100-299 members	2
Members with 300-499 members	3
Members with 500-699 members	4
Members with 700-899 members	5
Members with 900-1099 members	6
Members with 1100-1299 members	7
Members with 1300-1499 members	8
Members with 1500-1699 members	9
Members with 1700-1899 members	10
Members with 1900-2099 members	11

Members with 2100+ members 12

The membership numbers shall be as verified by the Member in the last fee remittance statement submitted before the Board meeting at which the weighted vote is invoked.

**7. Appointment to Vacancies**

The Board shall have the power to appoint any of its members to serve as Chair during any unexpired period of that office. Such appointment may be made by mail ballot.

The Executive shall be empowered to appoint any Director to serve for the unexpired term of any vacant seat on the Executive, subject to ratification by the Board at the meeting most immediately following such appointment.

**8. Presidential Voting**

- a. When votes are equal at a Board meeting or when votes are equal in the case of a mail ballot, the President shall exercise a casting vote. At all other times, the President is not eligible to vote on matters before the Board of Directors. The President has full voting rights at Executive meetings, and in the case of equal votes at Executive meetings, shall exercise a casting vote.
- b. Notwithstanding the above, the President shall have full voting rights under Article IV(3) of the Constitution and Paragraph 5 of Bylaw #1.

**9. Vice-Presidential Voting**

- a. During the absence or inability of the President, when votes are equal at a Board meeting or when votes are equal in the case of a mail ballot, the

Vice-President shall exercise a casting vote. At all other times, the Vice-President is not eligible to vote on matters before the Board of Directors. The Vice-President has full voting rights at Executive meetings, and during the absence or inability of the President, in the case of equal votes at Executive meetings, shall exercise a casting vote.

- b. Notwithstanding the above, the Vice-President shall have full voting rights under Article IV(3) of the Constitution and Paragraph 5 of Bylaw #1.

**10. Executive Members Voting**

- a. Executive Committee members have voice but no vote on matters before the Board of Directors.
- b. Notwithstanding the above, Executive Committee members shall have full voting rights under Article IV(3) of the Constitution and Paragraph 5 of Bylaw #1.

**11. Executive Director**

The duties, remuneration and terms of service of the Executive Director shall be stated in a contract between the Board and the Executive Director.

The duties of the Executive Director shall also be defined in a Job Description, drawn up by the Executive in consultation with the Executive Director. This Job Description may be revised from time to time by mutual agreement between the parties.

12. Fees

- a. Membership fees shall be established by the Board at its last meeting in each fiscal year for the following fiscal year.
- b. All Members must pay the fees established under clause (a) of this Bylaw on a monthly basis. No Member is entitled to withhold fees for any reason.
- c. In order to remain in good standing a Member must pay all outstanding fees by the end of the fiscal year.
- d. A Member's withdrawal from OCUFA shall require written notice to the Executive Director, supported by a certified copy of the resolution of the Member association to that effect and the number of votes cast for and against the resolution by the members of the Member association.
- e. Such withdrawal will take effect one calendar year from the date on which the Executive Director is in receipt of the above notice.
- f. Notwithstanding subparagraphs (a) and (b) above, no fees shall be payable by any Member, whether or not such fees have been either established by the Board or assessed by OCUFA, which become due or payable on a date after the date on which the Members authorize OCUFA, in accordance with the *Corporations Act (Ontario)* and the constitution and bylaws of OCUFA, to:
  - i. be wound up, whether voluntarily or by court order;  
or
  - ii. surrender its charter.

**13. Fiscal Year**

The fiscal year and/or annual year of OCUFA shall be July 1st to June 30th.

**14. Financial Responsibility**

The Treasurer shall have supervision of all of the monies and securities belonging to OCUFA and shall cause all monies received to be deposited in a financial institution to be designated by the Executive. Such monies shall be drawn out by cheques signed by such officers of OCUFA as may be determined by the Executive.

**15. Auditors**

The financial records of OCUFA shall be audited at the end of each fiscal year by a qualified accountant appointed by the Board.

**16. Parliamentary Authority**

The current edition of Sturgis Standard Code of Parliamentary Procedure shall govern OCUFA in all parliamentary situations not provided for in the law, or in its charter, articles, Bylaws or adopted rules.

**17. Indemnification of Directors of the ONTARIO CONFEDERATION OF UNIVERSITY FACULTY ASSOCIATIONS**

- a. Every Director of the Corporation and their heirs, executors, administrators and other legal personal representatives shall, from time to time, be indemnified and saved harmless by the Corporation from and against:

- i. all costs, charges and expenses whatsoever that they sustain or incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office; and
- ii. all other costs, charges and expenses that they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default;

Provided that no Director of the Corporation shall be indemnified by it in respect of any liability, costs, charges or expenses that they sustain or incur in or about any action, suit or other proceeding as a result of which is adjudged to be in breach of any duty or responsibility imposed upon them under the Ontario Corporations Act, or under any other statute unless, in an action brought against them in their capacity as a Director, they have achieved complete or substantial success as a defendant.

- b. The Corporation may purchase and maintain such insurance for the benefit of its Directors as the Board may from time to time determine.

**18. Collective Bargaining Committee**

- a. There shall be an OCUFA Collective Bargaining Committee which shall be a standing committee of the OCUFA Board of Directors that reports to the Board and carries out its activities subject to the approval of the Board.
- b. The Committee shall act as a centre and source of information regarding collective bargaining for academic staff at Ontario universities as set out below:

- i. serve as a resource for the collection, analysis, and dissemination of information regarding salaries, pensions, benefits and negotiated or arbitrated settlements at Ontario universities, and assist with the gathering of data on settlements and salaries for academic staff at universities outside of Canada, and among comparator groups among other appropriate professions;
- ii. in coordination with the OCUFA Executive Director and staff, provide committee members with information and advice about provincial legislation and government policies that have implications for terms and conditions of employment and for collective bargaining;
- iii. at committee meetings, serve as a forum where chief negotiators or their designates can exchange information on negotiations in process, recent settlements and interest arbitrations, and other matters that have arisen in the administration of collective agreements and memoranda of understanding that have significance for collective bargaining;
- iv. through its meetings, presentations by invited guests, workshops and other means assist members with collective bargaining issues and the conduct of negotiations;
- v. act as an advisory committee to local Collective Bargaining Chairs seeking information and/or advice on the issues and means related to compensation for university academic staff in Ontario;
- vi. act as a liaison with CAUT and other provincial federations to keep members informed about developments in collective bargaining;

- vii. initiate and, with the assistance of OCUFA professional staff, carry out such research studies as may from time to time seem desirable, on subjects directly related to the negotiation of workload, salaries, pensions and benefits;
  - viii. make recommendations to the OCUFA Board of Directors on policy matters pertaining to salaries, pensions and benefits, and with the approval of Board assist the Executive in implementation of economic benefits policies;
  - ix. submit an annual report to the Board of OCUFA, on the activities of the Committee: this report may include recommendations regarding the composition and terms of reference of the Committee.
- c. The Committee shall consist of one representative from each Member in OCUFA, who shall normally be the Chair of the Local Collective Bargaining Committee.
- d. The Committee shall elect a Chair and a Vice-Chair annually, at the last meeting of the fiscal year, from among its members. The maximum number of consecutive terms that a Chair or Vice-Chair may serve in any one position is three consecutive one-year terms. The Chair of the Committee, or designate of the Chair, shall report to the Board at its regular meetings.
- e. The Chair of the Committee, or designate of the Chair, shall have voice but not vote at Board. The Chair, or designate of the Chair, shall be entitled to move and/or second motions.

- f. The budget of the Collective Bargaining Committee shall be established annually by the Board of Directors.
- g. An OCUFA staff member shall act as Secretary to the Committee.

**19. Grievance Committee**

- a. There shall be an OCUFA Grievance Committee which shall be a standing committee of the OCUFA Board of Directors that reports to the Board and carries out its activities subject to the approval of the Board.
- b. The Committee shall act as a centre and source of information regarding trends in grievances at Ontario universities as set out below:
  - i. serve as a resource for the collection, analysis, and dissemination of information regarding issues and trends in types of grievances encountered at Ontario universities;
  - ii. in coordination with the OCUFA Executive Director and staff, provide committee members with information and advice about provincial legislation and government policies that have implications for terms and conditions of employment;
  - iii. at committee meetings, serve as a forum where chief grievance officers or their designates can exchange information on issues and trends;
  - iv. through its meetings, presentations by invited guests, workshops and other means assist members;
  - v. act as an advisory committee to local Grievance Chairs seeking information and/or advice on the issues;
  - vi. initiate and, with the assistance of OCUFA professional staff, carry out such research studies as may from time to time seem desirable, on subjects directly related to the handling of grievances;
  - vii. make recommendations to the OCUFA Board of Directors on policy matters pertaining to grievances;

- viii. submit an annual report to the Board of OCUFA, on the activities of the Committee: this report may include recommendations regarding the composition and terms of reference of the Committee.
- c. The Committee shall consist of one representative from each Member in OCUFA, who shall normally be the Member's Grievance Chair.
- d. The Committee shall elect a Chair and a Vice-Chair from among its members. Those elected will serve in that capacity at the next meeting of the Committee. The maximum number of consecutive terms that a Chair or Vice-Chair may serve in any one position is three consecutive one-year terms. The Chair of the Committee, or designate of the Chair, shall report to the Board at its regular meetings.

The Chair of the Committee, or designate of the Chair, shall have voice but not vote at Board. The Chair, or designate of the Chair, shall be entitled to move and/or second motions

- e. The budget of the Grievance Committee shall be established annually by the Board of Directors.
- f. An OCUFA staff member shall act as Secretary to the Committee.

**20. Teaching and Academic Librarianship Awards Committee**

- a. There shall be an OCUFA Teaching and Academic Librarianship Awards Committee.
- b. The Committee shall:
  - i. solicit and receive nominations for the OCUFA Teaching and Academic Librarianship Awards Program;

- ii. review all submissions and recommend to the Executive those deemed worthy of recognition by an Award;
- c. The Committee shall consist of five members, one of whom shall be an academic librarian, drawn from the membership of OCUFA's Members plus one person nominated by a province of Ontario federation of students. The members shall be appointed by the Executive Committee of OCUFA, upon consultation with the appropriate Members. The Chair of the Committee shall be appointed by the Executive Committee of OCUFA, upon consultation with the Committee.
- d. The term of office for Teaching and Academic Librarianship Awards Committee members shall be two years, from July 1st to June 30th in any consecutive two-year period. A member of the Teaching and Academic Librarianship Awards Committee may serve up to two consecutive terms of office.

The term of office for the student nominee to the Teaching and Academic Librarianship Awards Committee shall be one year.

- e. The Teaching and Academic Librarianship Awards Committee Chair shall report to the Board.
- f. The budget of the Committee shall be established annually by the Board of Directors.
- g. An OCUFA staff member shall act as Secretary to the Committee.

**21. Staff Relations Committee**

- a. There shall be a Staff Relations Committee of OCUFA.
- b. The Committee shall:
  - i. advise the Board on long-range objectives of the organization, insofar as they have staffing implications;
  - ii. advise the Executive Director on staff relations;
  - iii. advise the Board on matters relating to collective bargaining with employees;
  - iv. advise the Executive Director on matters relating to the collective agreement.
- c. The Committee shall consist of the Vice-President as Chair, the Treasurer, and two members of the Board of Directors, elected by the Board of Directors.

If the Vice-President is not available to serve, the Executive shall elect an alternative Chair from the Executive.
- d. The budget of the Committee shall be established annually by the Board of Directors.

**22. Status of Women Committee**

- a. There shall be an OCUFA Status of Women Committee which will be a standing committee of the OCUFA Board of Directors that reports to the Board and carries out its activities subject to the approval of the Board.
  
- b. The Committee shall:
  - i. render advice to OCUFA elected officials and staff engaged in lobbying on the implications for female academic staff of political issues at the provincial level;
  
  - ii. serve as a source of information on issues of concern to female academic staff, and, to facilitate this role, provide guidance to staff in data collection and dissemination of such information;
  
  - iii. act as an advisory committee to local faculty associations and local status of women committees seeking information and/or advice on issues of particular concern to female academic staff, such as the briefing of negotiating teams or pressuring university administrations to act on behalf of women on their faculty;
  
  - iv. initiate in consultation with the Executive Director various research projects to be carried out by OCUFA staff with the assistance of the committee, as well as other activities which may develop from time to time;
  
  - v. make recommendations to the OCUFA Board of Directors on policy matters relating to issues of particular concern to female academic staff and assist the Corporation in implementing such policies;

- vi. submit an annual report to the OCUFA Board of Directors on the activities of the committee.
  
- c. The Committee shall consist of four members drawn from the membership of OCUFA's Members. The members of the Committee shall be appointed by the Executive following consultation with the Committee and appropriate Members. The Committee, in the performance of its activities, may, from time to time, seek the assistance of additional individuals who have expertise specific to the activity being undertaken.

The term of office for Status of Women Committee members shall be two years, from July 1st to June 30th in any consecutive two-year period. A member of the Status of Women Committee may serve up to two consecutive terms of office.

The Committee shall elect a Chair and a Vice-Chair annually, at the last meeting of the fiscal year, from among its members.

The Chair of the Committee, or designate of the Chair, will report to the Board on the recommendations of the Status of Women Committee.

- d. The Chair of the Committee, or designate of the Chair, shall have voice but not vote at Board. The Chair, or designate of the Chair, shall be entitled to move and/or second motions.
  
- e. The budget of the Committee shall be established annually by the Board of Directors.
  
- f. An OCUFA staff member shall act as Secretary to the Committee.

**23. Executive**

The quorum for Executive meetings shall be 50% of the Executive.

**24. Amendments to the Bylaws**

- a. Notice of proposed amendments to the Bylaws shall be in accordance with Article VII of the Constitution.
- b. Amendments to Bylaws shall require approval by a majority of the Directors.

**BYLAW #2: Borrowing Powers**

1. The Directors may from time to time:
  - a. Borrow money on the credit of the Confederation;
  - b. Issue, sell or pledge debt obligations of the Confederation;
  - c. Charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, moveable or immoveable property of the Confederation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Confederation.
2. The Directors may from time to time authorize any Director or Directors or officer or officers to make arrangements with reference to monies borrowed or to be borrowed as aforesaid, and as to the terms and conditions of a loan thereof and as to the securities to be given therefor, with power to vary or modify such

arrangements, terms and conditions, and to give such additional securities for any monies borrowed or remaining due to the Confederation, as the Directors of the Confederation may authorize and generally to manage, transact and settle the borrowing of money by the Confederation.

3. The Directors may from time to time authorize any Director or Directors or officer or officers to sign, execute and give on behalf of the Confederation all documents, agreements and promises necessary or desirable for the purposes aforesaid, and to draw, make, accept, endorse, execute and issue cheques, promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments, and the same and all renewals thereof, or substitutions therefor so signed, shall be binding upon the Confederation.
4. The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Confederation possessed by its Directors or officers independently of a borrowing bylaw.

## STANDING RULES

### MEETINGS OF THE BOARD

#### **SR1: OBSERVERS**

- i. Members or employees of Members belonging to OCUFA may attend meetings of the Board of Directors, subject to (ii) below. Any other person may be invited to attend a meeting, or part of a meeting, by a majority of the Board.
- ii. The Board may decide, by a majority vote, to hold all or part of any meeting in camera.
- iii. The President of CAUT (or its appointee) and any person who is a chair of a special or ad hoc committee or task force of OCUFA shall be a participating observer on the Board of Directors with full right of debate, but without the right to vote or to propose or second motions.

## RESOLUTIONS ON CORPORATE MATTERS

### 1. Seal of OCUFA

"On a motion duly made and unanimously carried the corporate seal of the Confederation, an impression of which appears in the margin hereof, is hereby adopted as the seal of OCUFA."

### 2. Head Office

"On a motion duly made and unanimously carried the location of the Head Office of OCUFA in the Municipality of Metropolitan Toronto be and is hereby fixed until changed at 83 Yonge Street, Suite 300."

### 3. Bank Signing Powers

- i. "THAT the TD the Alterna Credit Union (hereinafter called the "Bank") be appointed the Banker of ONTARIO CONFEDERATION OF UNIVERSITY FACULTY ASSOCIATIONS (hereinafter called "OCUFA");
- ii. THAT the President, the Vice-President, the Treasurer, the Executive Director, and the Associate Executive Director are hereby authorized for and in the name of OCUFA to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for the payment of money; to pay and receive all moneys, and to give acquittance for the same; to borrow moneys from time to time from the Bank upon the credit of OCUFA in such amounts as they may deem proper and by way of

overdraft or otherwise; to grant securities by way of mortgage, hypothecation or pledge covering all or any of the property and assets of OCUFA as security for all or any moneys so borrowed and interest thereon and generally for and in the name and on behalf of OCUFA to transact with the said Bank any business they may think fit. These must include the signature on behalf of the Executive either the President, the Vice-President, the Treasurer and, as a second signature either the Executive Director or the Associate Executive Director.

iii. THAT the Treasurer, or Treasurer's designate, is hereby authorized on behalf of OCUFA to negotiate with, deposit with or transfer to the said Bank (but for credit of OCUFA account only) all or any bills of exchange, promissory notes, cheques or orders for the payment of money and other negotiable paper, and for the said purpose to endorse the same or any of them on behalf of OCUFA; also from time to time to arrange, settle, balance and certify all books and accounts between OCUFA and the Bank; and to receive all paid cheques and vouchers, unpaid and unaccepted bills of exchange and other negotiable instruments;

iv. THAT the following address be used for communications with OCUFA:

83 Yonge Street, Suite 300  
Toronto, Ontario  
M5C 1S8

v. THAT the Bank be and is hereby authorized without inquiry to honour and to pay any or all cheques or other instruments duly signed for OCUFA by its authorized signing officers, drawn to the individual order of any officer or officers signing the same, whether encashed, tendered in payment of the individual's obligation or deposited to the credit of any such officer or officers, and the Bank is hereby held harmless and indemnified by reason of such action; and

- vi. THAT a certified copy of this resolution be handed to the Bank for its guidance and information in the premises, and that OCUFA undertake that this resolution shall be irrevocable until a resolution repealing this resolution shall have been passed and a copy thereof duly certified delivered to the Bank at each branch or agency where an account shall be kept; and
  
- vii. THAT all resolutions (if any) as to Banker and Signing Officers as aforesaid passed by OCUFA previous to this resolution are hereby repealed."