

# **CONSTITUTION**

## **Professors' Association of Saint Paul University**

4 April 2012

### **Chapter 1**

#### **General Principles**

##### **1. Name**

The name of the Association, in English, is “The Professors’ Association of Saint Paul University” (= the Association) and, in French, “L’Association des professeurs et des professeures de l’Université Saint-Paul.”

##### **2. Nature of the Association**

The Association collectively represents the academic staff of the University as defined in art. 6.1.

##### **3. Objectives**

The purpose of the Association is to promote cooperation among its members and to defend their interests. Its objectives are to:

- a) encourage communication and exchange among academic staff and between the Association and the broader university community;
- b) to regulate relations between St. Paul University and academic staff and to bargain collectively on behalf of members on all matters pertaining to their terms and conditions of employment;
- c) to maintain high academic and professional standards;
- d) to pursue recognition of and respect for academic freedom;
- e) to take up all appropriate academic and professional questions relating to the academic staff as a whole or to the academic staff of a Faculty or Institute;
- f) to facilitate the development of bilingualism and biculturalism.

#### **4. Languages and Rule of Interpretation**

4.1 The official languages of the Association are English and French.

4.2 The officers of the Association must be able to participate in discussions in both these languages.

4.3 Both the English- and French-language texts of the Constitution and bylaws are official. If the interpretation of a section differs in one or the other language, the Board of Directors outside a General Meeting, or the General Meeting when in session, will give an interpretation that seems closest to art. 3. The interpretation given by the Board of Directors will be submitted to the next General Meeting for ratification.

#### **5. Affiliations**

The Association may affiliate with regional, provincial, national, and international organizations for the advancement of its objectives. A vote of a majority of the regular members present and voting at a General Meeting is required to proceed with any affiliation.

## **Chapter 2 Members**

#### **6. Regular Members and Associates**

6.1 Regular membership in the Association is open to all full-time members of the academic staff of Saint Paul University, excluding the rector, vice rectors, secretary general, members of the University's Council of Administration, head librarian, and deans of faculties. Full-time academic staff are those whose salary is based on full-time service with a workload of at least 50% of the full contract (SPU Regulations B1-2).

6.2 Membership shall be established by the payment of dues by those eligible.

6.3 Members on recognized leave from the University are eligible to maintain their membership in the Association during the period of the leave.

6.4 Membership may continue until employment with the University is terminated or until a change of status results in ineligibility for membership.

6.5 All members in good standing shall have a vote in the Association's affairs, except that any and all votes required under the Ontario Labour Relations Act shall be limited to those eligible to vote under said Act.

6.6 The status of associate member is acquired *ipso iure* by those who lose their status as a regular member (a) while on a leave or (b) by loss of their position at the University during the course of a grievance filed by the Association on their behalf.

6.7 Retired members of the Association may become associate members by a written or oral declaration directed to the secretary or president.

6.8 Associate members may participate fully in the Association, in keeping with their status, but are not eligible to be elected to the Board or to vote at a General Meeting. Associate members are exempt from paying dues.

### **Chapter 3 General Meetings**

#### **7. Annual General Meeting**

The Annual General Meeting of the Association takes place on the date established by the Board of Directors. The agenda must include at least the following items:

- a) president's report
- b) secretary's report
- c) treasurer's report

#### **8. Special General Meeting**

8.1 The Board of Directors may call a special General Meeting when it deems it appropriate.

8.2 The Board must call such a special General Meeting at the written request of seven members addressed to the secretary. Such a meeting must be held within fifteen days after the request has been received.

#### **9. Convocation of the Meetings**

9.1 The convocation of the Annual General Meeting and the agenda shall be sent to all members at least ten days in advance.

9.2 The convocation of a Special General Meeting shall be sent to all members at least ten days in advance. It should specify the nature of the questions to be raised at the meeting. No new business can be added to the agenda of a Special General Meeting. (See also art. 32.)

#### **10. Quorum**

The presence of 20% of the members constitutes a quorum at every General Meeting of the Association. If, at a duly advertised meeting, it is established that there is no quorum, then at

the next duly constituted meeting a quorum will be deemed to exist no matter how many members are in attendance.

#### **11. Voting**

Voting on proposals shall be by a show of hands, unless a secret ballot is requested by a member and supported by at least one-third of the members present. Voting by proxy is forbidden. The president has the right to vote. Resolutions shall be adopted by a majority of the votes cast by the regular members present and voting, unless another majority is specified in this Constitution.

#### **12. New Business**

Items of new business shall be considered at the Annual General Meeting at the discretion of the president. If they are not considered, they must be placed on the agenda of the next Annual General Meeting.

### **Chapter 4 Board of Directors**

#### **13. Definition**

The Board of Directors is responsible for determining and carrying out the policies of the Association as well as drafting the bylaws, subject to the provisions of this Constitution and to the instructions given at the General Meeting.

#### **14. Membership**

The Board of Directors is composed of five members.

#### **15. Election**

15.1 The Board of Directors is elected by secret ballot by a majority of the members present and voting at a General Meeting held at the completion of the term of the outgoing Board.

15.2 The president is elected following the election of the Board of Directors. The election for the office of President will be held by secret ballot. The candidates shall be all those members of the new Board of Directors willing to stand for the office. To be elected, a candidate must obtain a majority of the votes cast; if no candidate obtains an absolute majority on a ballot, the candidate with the least number of votes shall be dropped from the ballot, and voting shall continue until a candidate receives an absolute majority of the votes cast.

15.3 After consulting the other members of the Board of Directors, the president shall designate the officers of the Association from among the newly elected directors.

## **16. Term of Office**

Members of the Board of Directors are elected for a two-year term which begins immediately upon the election of the president and ends upon the election of a new Board, unless the members at the General Meeting, by a two-thirds vote held prior to the elections, shall have determined a later date for the new Board to assume office.

## **17. Functions and Powers**

The Board of Directors directs the activities and administers the affairs of the Association. It performs the duties prescribed by the Constitution and bylaws and, more particularly,

- a) represents the Association to the appropriate organs of the University;
- b) decides questions regarding the membership or the status of a member;
- c) convenes the meetings of the Association and prepares their agendas;
- d) makes a report of its administration to the Annual General Meeting;
- e) when required, establishes standing and special committees.

## **18. Vacancies**

18.1 By unanimous agreement, the remaining Board members may fill a vacancy on the Board by appointing a member in good standing to the vacant position. The new member thus chosen by the Board completes the term of office of the Board member being replaced. The president then proceeds according to art. 15.3. Replacements of less than one year's duration do not constitute a term of office in the sense of art. 16. (See also art. 25.7.)

18.2. The Board may suspend a member of the Board of Directors who contravenes the policies, rules, or regulations of the Board and/or Association. A Board member may also be suspended by the Board for inability to perform duties due to illness, dereliction of duty, or breach of confidentiality. The suspension remains in effect until the next General Meeting.

18.3. A motion to remove a Board member from office must be supported by a majority vote of the Board and then be placed before the membership for acceptance or rejection at a General Meeting held within 30 days, pending which the member shall be suspended from the Board.

## **19. Meetings**

Meetings of the Board of Directors may be called at any time by the president or after a written request from three officers.

## **20. Convocation of Meetings**

20.1. The convocation of the meetings of the Board of Directors and the agenda shall be sent by the secretary to the members of the Board at least five days in advance.

20.2. No meeting shall be invalid if the condition mentioned in art. 20.1 is not met.

20.3. The presence of all members at the meeting replaces the need for the convocation of the meeting.

## **21. Quorum**

No actions shall be taken without a quorum of three directors.

## **22. Voting**

Voting shall be by a show of hands, unless a secret ballot is requested by any director. Voting by proxy is forbidden. The president has the right to vote. Resolutions are adopted by a majority of votes cast by the officers present and voting, unless another majority is specified in this Constitution.

# **Chapter 5 Officers**

## **23. Composition**

The officers of the Association are the president, vice-president, secretary, and treasurer.

## **24. Appointment**

The officers are appointed by the president in accord with art. 15.3.

## **25. The President**

25.1. The president chairs the General Meetings of the Association and the meetings of the Board of Directors. Board meetings are convoked at the date, hour, and place of the president's choosing.

25.2. The president coordinates and sees to the proper functioning of the Association.

25.3. The president has the authority, with the treasurer, to sign the financial documents of the Association.

25.4. The president is the spokesperson for the Association both within and without the University.

25.5. The president is an ex officio member of all the committees of the Association.

25.6. The president shall supervise such staff as the Association may employ and shall direct the work of any contractors that the Association may retain.

25.7. In case the president's position becomes vacant, either by resignation from the presidency or from the Board of Directors, the vice-president shall complete the term of office. If the outgoing president has only resigned the president's position and not the seat on the Board of Directors, the new president names a vice-president according to art. 15.3; if the outgoing president has resigned the president's position as well as the seat, the vacant seat is filled according to art. 18.1 and the new president names a vice-president according to art. 15.3.

## **26. The Vice-President**

26.1. The vice-president replaces the president when necessary.

26.2. The vice-president is responsible for ensuring that the Association meets its obligations with respect to contract enforcement.

26.3. The vice-president chairs any grievance committee that may be established by the Association and advises the Board on the appointment of any grievance officers.

## **27. The Secretary**

27.1. The secretary prepares the minutes of the meetings of the Board of Directors and General Meetings of the Association.

27.2. The secretary convokes the members of the Association to the General Meetings of the Association and the officers to the meetings of the Board. The Secretary forwards to those concerned a copy of the resolutions adopted at these meetings.

27.3. In consultation with the president, the secretary prepares the agenda for the General Meetings of the Association and the meetings of the Board of Directors.

27.4. The secretary is responsible for the regular correspondence of the Association.

27.5. The secretary is the keeper of all official documents and records of the Association, save for the provisions of art. 28.1. The secretary oversees the distribution of all relevant documents.

## **28. The Treasurer**

28.1. The treasurer maintains the financial registers of the Association, recording receipts and disbursements.

28.2. The treasurer presents a financial statement of the Association when requested by the Board of Directors and presents a financial report at each Annual General Meeting.

28.3. The treasurer recommends to the Board of Directors the amount of the annual membership fee.

## **29. Vacancies**

An officer who resigns from the Board of Directors *ipso facto* loses the office. An officer may not resign from office and retain membership on the Board without the unanimous agreement of the other Board members.

## **Chapter 6 Various Provisions**

## **30. Finances**

30.1. The Board of Directors is responsible for the financial affairs of the Association and authorizes expenditures, subject to the instructions given at the General Meeting.

30.2. The Board is empowered to authorize expenditures of up to \$2,000 without prior approval of the membership. Any expenditure over \$500 must be reported to the membership at the General Meeting of the Association immediately following said expenditure.

30.3. Every member of the Board who has, directly or indirectly, any interest in a contract or transaction to which the Association is, or is to be a party, other than as a member of the Association, shall declare his/her interest in such contract or transaction.

30.4. A member of the Board shall not vote or use personal influence on any matter requiring disclosure pursuant to Article 30.3 above, but shall be counted as present for the purpose of determining a quorum at any meeting of the Board at which said member chooses to recuse him/her self from the proceedings. In matters requiring disclosure, the member may briefly state a position on the matter and answer pertinent questions from other members of the Board.

30.5. Except for reasonable expenses and release time, no remuneration shall be paid to officers of the Association.

30.6. Every officer or other person undertaking any action or liability on behalf of the Association, either within the scope of his/her office or with the express authority of the Association shall, to the extent possible, be indemnified and saved harmless out of the funds of the Association from and against: (a) any and all costs, charges, and expenses sustained or incurred in relation to the affairs of the Association, and (b) any and all costs, charges, damages, and expenses sustained or incurred with respect to any action, suit, or proceeding brought against him/her for any act or thing done or permitted by her/him in the execution of his/her duties, unless such costs, charges, damages, or expenses are occasioned by her/his own willful neglect or default.

30.7. The property and assets of the Association shall belong to the Association as a corporate entity and shall not constitute the property of any individual. No member shall have any claim upon the property and assets of the Association on ceasing to be a member or at any time thereafter.

### **31. Membership fee**

Dues and fees shall be determined by the members in a duly constituted meeting. Changes to the level of dues are to be proposed by the Board of Directors, with notice of the proposed change circulated to the members of the Association in writing at least 15 days before the meeting.

### **32. Amendments to the Constitution**

Changes in the Constitution of the Association may be approved by the membership at any General Meeting of the Association. The text of the proposed amendment, signed by at least ten regular members or proposed by a majority vote of the Board of Directors, is to be sent in writing to the Secretary in time for circulation to the members of the Association at least 21 days before the meeting. Constitutional changes must be ratified by a two-third vote of the members attending said meeting.

### **33. Bylaws**

The Board of Directors may, during a General Meeting, propose bylaws it judges necessary in order to achieve the goals of the Association. The secretary sends a notice of the motion to adopt the proposed bylaws as well as a copy of the text to all members along with the call of the General Meeting. Bylaws must conform to the Constitution. They are approved according to the provisions of art. 11.

### **34. Rules of Order**

The *Code Morin* shall govern the Association in any matters wherein they are not superseded by this Constitution, special rules of order, and such other policies as may be approved by the membership at a General Meeting of the Association.