

# *CAUT Defence Fund/Caisse de défense de l'ACPPU*

## **CONSOLIDATED BY-LAWS**

### **TABLE OF CONTENTS**

1. SEAL
2. MEMBERSHIP
3. HEAD OFFICE
4. BOARD OF TRUSTEES
5. MEETINGS OF THE BOARD OF TRUSTEES
6. INDEMNITIES TO TRUSTEES AND OTHERS
7. PROCEDURES
8. POWERS OF THE BOARD OF TRUSTEES
9. COMMITTEES
10. CONTRIBUTIONS
11. GOOD FINANCIAL STANDING
12. DISBURSEMENTS
13. OFFICERS
14. DUTIES OF OFFICERS
15. EXECUTION OF DOCUMENTS
16. MEETINGS OF THE MEMBER ASSOCIATIONS
17. FISCAL ORGANIZATION
18. VOTING OF MEMBER ASSOCIATIONS
19. AMENDMENT OF BY-LAWS
20. OTHER ENACTMENTS
21. PUBLICATION
22. BOOKS AND RECORDS
23. RULES AND REGULATIONS
24. INTERPRETATION

SCHEDULE "A" MEMBER ASSOCIATIONS

## CONSOLIDATED BY-LAWS

### 1. SEAL

- 1.1 The seal, an impression of which is stamped in the margin of these by-laws, shall be the seal of the Corporation.

### 2. MEMBERSHIP

- 2.1 Membership in the Corporation shall be limited to local and provincial associations, incorporated or unincorporated, which are affiliates of the Canadian Association of University Teachers ("CAUT") and whose applications for membership have received the approval of the board of trustees of the Corporation.
- 2.2 Any member association may withdraw from the Corporation at any time by giving to the president of the Corporation written notice of its intention to withdraw specifying an exact date of withdrawal not less than six (6) months from the date of the notice.

### 3. HEAD OFFICE

- 3.1 The head office of the Corporation shall be in the City of Ottawa, in the Regional Municipality of Ottawa-Carleton, Province of Ontario.

### 4. BOARD OF TRUSTEES

- 4.1 The property and business of the Corporation shall be managed by a board of not less than four (4) and not more than one hundred (100) trustees. Trustees must be individuals, at least eighteen (18) years of age, with power under law to contract.
- 4.2 The applicants for incorporation shall become the first trustees of the Corporation whose term of office on the board of trustees shall continue until not fewer than four (4) trustees are appointed in accordance with section 4.3.
- 4.3 Each member association may by instrument in writing delivered to the secretary appoint one trustee for each five hundred (500) dues paying persons or portion thereof who are members of a bargaining unit or units represented by that member association as of the date of becoming a member association and subsequently as of the first day of December in each year. The number of dues paying persons is the number of full-time dues paying persons plus as many part-time dues paying persons as the member association wishes to declare and have entitled to benefits.
- 4.4 In addition to persons who are trustees by virtue of their appointment under section 4.3 the chairperson of the Collective Bargaining and Economic Benefits Committee of CAUT

and the chairperson of the Academic Freedom and Tenure Committee of CAUT are members of the board of trustees ex-officio but shall have no vote on financial matters including, but not limited to, financial matters referred to in sections 10-Contributions, 11-Good Financial Standing, 12-Disbursements, 17- Fiscal Organization or in the Standing Rules and Regulations.

- 4.5 The president, the treasurer and the executive director of CAUT are entitled to receive notice of and attend all meetings of the board of trustees, but may not vote or propose motions at such meetings.
- 4.6 The office of a trustee shall be automatically vacated:
- (a) if a trustee resigns his or her office by delivering a written resignation to the secretary of the Corporation;
  - (b) if he or she is found by a court to be of unsound mind;
  - (c) if he or she becomes bankrupt;
  - (d) if at a special general meeting of member associations a resolution is passed by two-thirds of the votes cast by member associations represented at the meeting that he or she be removed from office; or
  - (e) on death.

If any vacancy shall occur for any reason in this paragraph the member association who appointed the trustee whose office is vacated may fill the vacancy.

- 4.7 The board of trustees shall elect officers of the Corporation, other than the secretary, from among the trustees appointed under section 4.3 and may remove those officers from office, but no officer shall serve in the same capacity for more than two consecutive terms.

## **5. MEETINGS OF THE BOARD OF TRUSTEES**

- 5.1 Meetings of the board of trustees may be held at any time and place to be determined by the board of trustees provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each trustee. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. There shall be at least one (1) meeting per year of the board of trustees. No error or omission in giving notice of any meeting of the board of trustees or any adjourned meeting of the board of trustees of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any trustee may at any time waive notice of any such meeting and may ratify, approve and confirm any and all proceedings taken or had thereat. Subject to the by-laws, each trustee has one (1) vote.

- 5.2 If all the trustees of the Corporation consent thereto generally or in respect of a particular meeting, a trustee may participate in a meeting of the board or of a committee of the board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a trustee participating in such a meeting by such means is deemed to be present at the meeting. Notwithstanding this section there shall be at least one (1) meeting per year, termed the Annual General Meeting of the board of trustees, at which only trustees present in person shall vote and be counted towards the quorum.
- 5.3 A resolution in writing, signed by all the trustees entitled to vote on that resolution at a meeting of the board of trustees or committee of trustees, is as valid as if it had been passed at a meeting of the board of trustees or committee of trustees.
- 5.4 The trustees shall serve as such without remuneration and no trustee shall directly or indirectly receive any profit from his or her position as such, but a trustee may be paid reasonable expenses incurred by him or her in the performance of his or her duties, and may serve the Corporation as an officer or in any other capacity and receive compensation therefor.
- 5.5 The board of trustees may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of trustees at the time of such appointment.
- 5.6 Except where otherwise provided in this by-law a reasonable remuneration for all officers, agents and employees shall be fixed by the board of trustees.
- 5.7 A majority of the board of trustees appointed in accordance with section 4.3 shall constitute a quorum at a meeting.

## **6. INDEMNITIES TO TRUSTEES AND OTHERS**

- 6.1 Every trustee or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estates and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
- (a) all costs, charges and expenses which such trustee, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability;
  - (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

## 7. PROCEDURES

- 7.1 Except as otherwise provided for in the Letters Patent and the by-laws, the general parliamentary rules as stated in the most recently published edition of Kerr and King: Procedures for Meetings and Organizations; shall govern all meetings of member associations, the board of trustees and committees.

## 8. POWERS OF THE BOARD OF TRUSTEES

- 8.1 The board of trustees of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
- 8.2 The board of trustees shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate to an officer or officers of the Corporation the right to employ and pay salaries to employees. The board of trustees shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the board of trustees may prescribe.
- 8.3 The board of trustees shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
- 8.4 The trustees of the Corporation may from time to time:
- (a) borrow money upon the credit of the Corporation by obtaining loans or advances or by way of overdraft or otherwise;
  - (b) issue, sell or pledge securities of the Corporation including bonds, debentures, debenture stock, for such sums on such terms and at such prices as they may deem expedient;
  - (c) assign, transfer, convey, hypothecate, mortgage, pledge, charge or give security in any manner upon all or any of the real or personal, moveable or immovable property, rights, powers, choses in action, or other assets, present or future, of the Corporation to secure any such securities or other securities of the Corporation or any money borrowed or to be borrowed or any obligations or liabilities as aforesaid or otherwise of the Corporation heretofore, now or hereafter made or incurred directly or indirectly or otherwise; and
  - (d) without in any way limiting the powers herein conferred upon the trustees, give security or promises to give security, agreements, documents and instruments in any

manner or form under the *Bank Act* or otherwise to secure any money borrowed or to be borrowed or any obligations or liabilities as aforesaid or otherwise of the Corporation heretofore, now or hereafter made or incurred directly or indirectly or otherwise.

Any or all of the foregoing powers may from time to time be delegated by the trustees to any one or more of the directors or officers of the Corporation.

This by-law shall remain in force and be binding upon the Corporation as regards any person acting on the faith thereof until such person has received written notification from the Corporation that this by-law has been repealed or replaced.

## 9. COMMITTEES

- 9.1 There shall be a committee of the board of trustees, consisting of the treasurer of the Corporation (ex-officio) and at least three (3) trustees and no more than four (4) appointed under section 4.3, which shall be known as the investment committee and which shall be appointed by the board of trustees. The investment committee shall approve the investment of the monies of the Corporation subject to the direction of the board of trustees from time to time, and shall advise the board of trustees on such financial matters as are referred to it and shall exercise such other powers as are authorized by the board of trustees from time to time. Members of the investment committee shall receive no remuneration for serving as such but are entitled to reasonable expenses incurred in the exercise of their duties. Any investment committee member may be removed by a majority vote of the board of trustees.
- 9.2 There shall be a committee of the board of trustees, consisting of the president of the Corporation (ex-officio) and at least three (3) trustees and no more than four (4) appointed under section 4.3, which shall be known as the membership committee and which shall be appointed by the board of trustees. The membership committee shall investigate possible means for expanding the membership base of the Corporation and shall advise the board of trustees on such membership matters as are referred to it by the board of trustees and shall exercise such powers as are authorized by the board of trustees from time to time. Members of the membership committee shall receive no remuneration for serving as such but are entitled to reasonable expenses incurred in the exercise of their duties. Any membership committee member may be removed by a majority vote of the board of trustees.
- 9.3 There shall be a committee of the board of trustees, consisting of the president of the Corporation (ex-officio) and at least three (3) trustees and no more than four (4) appointed under section 4.3, which shall be known as the planning and policy committee and which shall be appointed by the board of trustees. The planning and policy committee shall consider the long-range planning options of the Corporation, including desirable levels for contributions and disbursements and matters of the Corporation's credit and loans against that credit, and shall advise the board of trustees on such planning and policy matters as are referred to it by the board of trustees and shall exercise such powers as are authorized by the board of trustees from time to time. Members of the planning and

policy committee shall receive no remuneration for serving as such but are entitled to reasonable expenses incurred in the exercise of their duties. Any planning and policy committee member may be removed by a majority vote of the board of trustees.

- 9.4 There shall be a committee of the board of trustees, consisting of the chairperson of the board (ex-officio) and at least three (3) trustees and no more than four (4) appointed under section 4.3, which shall be known as the elections committee and which shall be appointed by the board of trustees. The committee shall receive nominations for election to positions of officers of the Corporation and membership of the investment, membership, elections, and planning and policy committees. Such nominations may be submitted in advance to the chairperson of the committee or be received from the floor of the meeting. The elections committee shall also be responsible for the conduct of elections. Except for the chairperson of the board, no serving member of the elections committee may stand for election to any committee (other than the elections committee) or any officer position. Members of the elections committee shall receive no remuneration for serving as such but are entitled to reasonable expenses incurred in the exercise of their duties. Any elections committee member may be removed by a majority vote of the board of trustees.
- 9.5 The board of trustees may appoint such other committees as it considers desirable.
- 9.6 The term of office of each member of each committee expires at the Annual General Meeting of the trustees.
- 9.7 The quorum for any meeting of any committee is a simple majority of the members of that committee.
- 9.8 Each committee shall elect its own chairperson.
- 9.9 If the membership of any committee falls below three (3), the president of the Corporation, after consultation with the remaining members of that committee, shall appoint a replacement or replacements as needed to bring the membership back to three (3). Any such replacement is subject to ratification by the board of trustees.
- 9.10 Each committee shall report to the board of trustees at such time or times as may be required by the board of trustees.

## **10. CONTRIBUTIONS**

- 10.1 The initiation fee for member associations shall be fixed from time to time by the board of trustees. Unless the board of trustees otherwise specifies, the initiation fee shall be payable during the course of the first year of membership in the Corporation.
- 10.2 Each member association shall pay to the Corporation monthly per capita dues, based on the number of dues-paying persons in its bargaining unit or units, as of the date on which it becomes a member and subsequently as of the first day of December in each year. The

per capita amount of the monthly dues shall be fixed from time to time by the board of trustees.

- 10.3 A member association's contributions to the Corporation shall be suspended during the period of a strike or lock-out of that member association.
- 10.4 The Corporation shall not be liable to repay to any member association any amount received by it for initiation fees or per capita dues claimed to be an overpayment where the amount so received is calculated by reference to the number of dues paying persons contained in a written statement thereof furnished by that member association.
- 10.5 The initiation fee and member association dues referred to in sections 10.1 and 10.2 of these by-laws shall be changed from time to time by the board of trustees only after not less than 60 days notice in writing has been given of the amount of the proposed change.

## **11. GOOD FINANCIAL STANDING**

- 11.1 A trustee who is the appointee of a member association which is not in good financial standing in respect of the payment of its membership contribution may not exercise his or her vote on the board of trustees, but each trustee may nevertheless attend meetings of the board of trustees and is entitled to receive notice of such meetings. With the authority of the board of trustees a member association may make arrangements for the deferred payment of outstanding membership contributions or dues by instalments or otherwise and upon making any such arrangement, if so approved by the board of trustees, may regain the right to have its appointee exercise his or her vote.
- 11.2 A member association which is not in good financial standing with the Corporation or a former member association which has withdrawn from the Corporation will nonetheless be eligible for strike and other benefits, provided the other requirements of the letters patent and by-laws are complied with, to an amount equal to the member association's total contributions to the Corporation plus accumulated interest minus its pro-rata share of the total costs of the Corporation all as determined by the board of trustees.

## **12. DISBURSEMENTS**

- 12.1 "Strike Benefits" means benefits provided by the Corporation for the purposes specified in Standing Rule and Regulation 5.1 and pursuant to Standing Rule and Regulation 6.1.
- (a) In order to receive Strike Benefits a member association shall be a member of CAUT and shall be in good financial standing with the Corporation, except as provided for in section 11.2.
- (b) The amount of strike benefits referred to in Section 12.1 of the by-laws shall be changed from time to time by the board of trustees only after not less than 60 days notice in writing has been given of the amount of the proposed change.

- 12.2 “Other Benefits” means payments made for the purposes specified in Standing Rule and Regulation 5.2 and pursuant to Standing Rules and Regulations 6.2 and 6.3.
- a) In order to receive Other Benefits a member association shall be a member of CAUT and shall be in good financial standing with the Corporation, except as provided for in section 11.2.
- 12.3 Applications for Strike Benefits or Other Benefits will be granted only when none of the bargaining demands or actions of the member association are in substantial conflict with CAUT Policy Statements or Guidelines on Academic Freedom, No Discrimination, Academic Appointments and Tenure, or Collective Bargaining.
- 12.4 For the purposes of these by-laws, the associations referred to in Schedule "A" to these by-laws will be conclusively considered to be members of the Corporation.

### **13. OFFICERS**

- 13.1 The officers of the Corporation shall be the president, the chairperson of the board, the secretary, the treasurer and any such other officers as the board of trustees may determine. The president, the chairperson, the treasurer, and any other officers of the Corporation, other than the secretary, shall be appointed from among the trustees appointed under section 4.3. The board of trustees shall consider the advice of the executive director of CAUT in appointing the secretary of the Corporation.
- 13.2 The officers, other than the secretary, shall be elected by the board of trustees. Trustees and member associations shall be advised by the secretary of the Corporation, no less than ninety days before the Annual General Meeting of the board of trustees, of the positions for which elections will be conducted at that meeting. Prior to the AGM, nominations for these positions may be submitted in advance to the secretary of the Corporation. During the meeting, nominations will be received by the elections committee. All elections shall be conducted at the Annual General Meeting. All elections shall be decided by simple plurality vote.
- 13.3 The officers of the Corporation shall hold office for two (2) years from the date of appointment or election or until their successors are elected or appointed in their stead. Terms will be staggered such that the president shall be elected in alternate years from the treasurer and the chairperson. Officers shall be subject to removal by the board of trustees at any time.
- 13.4 The president, treasurer and chairperson shall serve a maximum of two (2) consecutive terms.

### **14. DUTIES OF OFFICERS**

- 14.1 The president shall be the chief executive officer of the Corporation. Subject to the authority of the board of trustees, the president shall have general supervision of the

affairs and business of the corporation. The president or his/her delegate shall be responsible for strike support coordination.

- 14.2 The chairperson of the board shall preside at all meetings of the Corporation and of the board of trustees, and shall perform such other duties as may from time to time be imposed upon him or her by the board of trustees. The chairperson of the board shall, in the absence or disability of the president, perform the duties and exercise the powers of the president.
- 14.3 The secretary of the Corporation shall be the chief administrative officer of the Corporation. He or she shall have the general and active management of the affairs of the Corporation, and shall see that all orders and resolutions of the board of trustees are carried into effect. He or she shall:
- (a) receive all applications for loans and grants;
  - (b) investigate the issue(s) in dispute;
  - (c) receive from the applicant whatever information the board of trustees considers necessary to deal with applications;
  - (d) report in writing to the board of trustees the relevant facts pertaining to applications; and
  - (e) organize meetings or telephone conferences in accordance with the instructions of the board of trustees to discuss and vote upon any application for funds.
- 14.4 The secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He or she shall give or cause to be given notice of all meetings of the member associations and of the board of trustees, and shall perform such other duties as may be prescribed by the president or the board of trustees. He or she shall be custodian of the seal of the Corporation, which he or she shall deliver only when authorized by a resolution of the board of trustees to do so and to such person or persons as may be named in the resolution.
- 14.5 The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank, trust company or credit union, or, in the case of securities, in such registered dealer in securities as the board of trustees may from time to time determine and shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president of the Corporation and the board of trustees at the regular meeting of the board of trustees, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. He or she shall also perform such other duties as may from time to time be directed by the board of trustees.

14.6 The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of trustees requires of them.

## **15. EXECUTION OF DOCUMENTS**

15.1 Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The board of trustees may from time to time appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The board of trustees may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by the board of trustees.

## **16. MEETINGS OF THE MEMBER ASSOCIATIONS**

16.1 The annual or any other general meeting of the member associations shall be held at the head office of the Corporation or at any place in Canada as the board of trustees may determine and on such day as the board of trustees shall appoint. The member associations may resolve that a particular meeting of member associations be held outside Canada.

16.2 If all member associations consent thereto generally or in respect of a particular meeting, a member association may participate in a meeting by means of such conference telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a member association participating in such a meeting by such means is deemed to be present at the meeting. Notwithstanding this section, there shall be at least one (1) in-person meeting per year, termed the Annual General Meeting of the Member Associations, at which only member associations present or who have submitted proxies shall vote and be counted towards the quorum.

16.3 At every annual meeting, in addition to any other business that may be transacted, the report of the board of trustees, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The member associations may consider and transact any business either special or general at any meeting of the member associations. The board of trustees or the chairperson of the board and the president of the Corporation shall have power to call, at any time, a general meeting of the member associations. The board of trustees shall call a special general meeting of member associations on written requisition of member associations carrying not less than 25% of the voting rights. A majority of the member associations represented in person by one or more trustees appointed in accordance with section 4.3, or represented by proxy at a meeting will constitute a quorum.

16.4 Fourteen (14) days' written notice shall be given to each member association of any annual or special general meeting of member associations. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member association to form a reasoned judgment on the decision to be taken. Notice of each meeting of member associations must remind the member association that it has the right to vote by proxy.

Each member association present at a meeting shall have the right to exercise as many votes as the number of trustees it is entitled to appoint. Unless the member association otherwise elects by written notice to the board of trustees, the member association shall be represented at every meeting by the trustee(s) appointed under section 4.3 and the trustee(s) shall exercise the vote(s) of the member association at every such meeting. A member association may, by means of a written proxy, appoint any individual as a proxy holder to attend and act at a specific meeting of member associations, in the manner and to the extent authorized by the proxy.

16.5 No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the member associations shall invalidate such meeting or make void any proceedings taken thereat and any member association may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member association, trustee or officer for any meeting or otherwise, the address of the member association, trustee or officer shall be his or her last address recorded on the books of the Corporation.

16.6 Decisions of the member associations may be made by mail balloting with the same effect as if taken in a meeting of the member associations as follows:

- (a) Ballots shall be sent by the board of trustees by ordinary mail, electronic mail, or fax to all member associations;
- (b) The ballot shall state the issue to be decided in the form of a resolution requiring a "yes" or "no" response;
- (c) The date for return of the ballot, which shall not be earlier than three weeks after the date of mailing, shall be specified therein;
- (d) A majority of the member associations must return their ballots prior to the date specified therefor;
- (e) The question voted upon shall be determined by a majority of the votes cast unless otherwise provided by statute or by these by-laws.

## **17. FISCAL ORGANIZATION**

17.1 The fiscal year of the Corporation shall commence on June 1st of each year and end on May 31st of the following year. The member associations shall at each annual meeting

appoint an auditor to audit the accounts of the Corporation for report to the member associations at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the board of trustees may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of trustees.

## **18. VOTING OF MEMBER ASSOCIATIONS**

18.1 At all meetings of member associations every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these by-laws.

## **19. AMENDMENT OF BY-LAWS**

19.1 The by-laws of the Corporation not embodied in the letters patent may be repealed or amended by a resolution enacted by two-thirds of the trustees at a meeting of the board of trustees and sanctioned, by an affirmative vote of a majority of the member associations at a meeting duly called for the purpose of considering the said amendment of which not less than ninety (90) days notice in writing is given, which notice shall set out the text of any such amendment or the substance of any such amendment in sufficient detail to permit the member association to understand its effect, and by the approval, if any, required by section 19.2. The repeal or amendment of the by-laws of the Corporation shall not be enforced or acted upon until the approval of the Minister of Industry Canada has been obtained.

19.2 In addition to the requirements of section 19.1 any proposed change to sections 2.1, 4.4, 4.5, 4.7, 12.1(a), 12.2(a), 12.3, 19.2 and 19.3 must be supported by a majority of the votes cast, in person or by proxy, by the following persons:

- (a) the president of CAUT;
- (b) the chairperson of the Academic Freedom and Tenure Committee of CAUT;
- (c) the treasurer of CAUT;
- (d) the executive director of CAUT;
- (e) the chairperson of the Collective Bargaining and Economic Benefits Committee of CAUT.

19.3 The procedure for dealing with any proposed by-law amendment under section 19.2 is as follows:

- (a) The board of trustees shall consider and vote upon the proposed amendment in accordance with section 19.1;

- (b) If the amendment is approved by the board of trustees, it shall then be referred to the persons mentioned in section 19.2 who, by a simple majority vote, shall decide to:
- (i) accept the proposed amendment;
  - (ii) accept the proposed amendment conditionally upon certain clearly specified revisions to the wording of the amendment;
  - (iii) postpone the decision on acceptance or rejection for at least one (1) month but not more than six (6) months;
  - (iv) reject the proposed amendment.

19.4 The decision of the persons mentioned in section 19.2 shall be conveyed immediately to the board of trustees.

## **20. OTHER ENACTMENTS**

20.1 All decisions of the board of trustees not requiring an amendment or enactment of a by-law or the amendment or enactment of a rule or regulation under section 23.1 and not otherwise regulated by the provisions of section 7.1 shall be by resolution passed by a majority of the votes cast at any meeting of the board of trustees.

## **21. PUBLICATION**

21.1 All published copies of the by-laws of the Corporation shall contain as an appendix the text of all standing rules and regulations in force at the time of such publication.

21.2 All other resolutions of the board of trustees shall be recorded verbatim in the minutes of the meeting of the board of trustees at which they were enacted.

## **22. BOOKS AND RECORDS**

22.1 The board of trustees shall see that all necessary books and records of the Corporation required by the by-laws and standing rules and regulations of the Corporation or by any applicable statute or law are regularly and properly kept.

## **23. RULES AND REGULATIONS**

23.1 The board of trustees may by a two-thirds majority vote prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient.

**24. INTERPRETATION**

24.1 In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

**SCHEDULE "A"**  
**MEMBER ASSOCIATIONS**

The Acadia University Faculty Association  
Algoma University College Faculty Association  
The Association of Professors of Bishop's University  
Brandon University Faculty Association  
Brock University Faculty Association  
The University College of Cape Breton Faculty Association of University Teachers  
Carleton University Academic Staff Association  
Concordia University Faculty Association  
The Dalhousie Faculty Association  
Lakehead University Faculty Association  
Laurentian University Faculty Association  
The University of Manitoba Faculty Association  
Memorial University of Newfoundland Faculty Association  
Association des bibliothécaires et des professeurs de l'Université de Moncton  
Association des professeurs et professeurs de l'Université de Moncton à Shippagan  
Association des bibliothécaires, professeurs, professeurs de l'Université de Moncton, campus  
d'Edmundston  
The Mount Allison Faculty Association  
Mount Saint Vincent University Faculty Association  
The Association of University of New Brunswick Teachers  
Faculty Union of Nova Scotia College of Art and Design  
The Association of Professors of the University of Ottawa  
The University of Prince Edward Island Faculty Association  
Queen's University Faculty Association  
The University of Regina Faculty Association  
The Saint Mary's University Faculty Union  
Faculty Association of the University of St. Thomas  
Association des professeurs et bibliothécaires de l'université Sainte-Anne  
Trent University Faculty Association  
University of Western Ontario Faculty Association

The Wilfrid Laurier University Faculty Association

The Faculty Association of the University of Windsor

The University of Winnipeg Faculty Association

The York University Faculty Association

**Approved by the Board of Trustees and the Member Associations (October 2005)**