

# University of Manitoba FACULTY ASSOCIATION

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## UMFA CONSTITUTION

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# UMFA CONSTITUTION

## 1. OBJECTIVES OF THE ASSOCIATION

The objectives of the Association shall be:

- 1.1 to promote the interests of teachers, researchers and librarians at the University of Manitoba, to advance the standards of their professions, and to improve the quality of higher education in Canada; and,
- 1.2 to bargain collectively on behalf of those members of the Bargaining Unit represented by the Association as defined from time to time by the Manitoba Labour Board; and,
- 1.3 to represent all members of the Bargaining Unit in employer-employee relationships with respect to such matters as salaries, pension, working conditions, leaves, promotions, job security and grievance.

## 2. MEMBERSHIP IN THE ASSOCIATION

### 2.1 Regular Members

All full-time members of the academic staff and all full-time professional librarians of the University who have not been excluded from the UMFA Bargaining Unit and who have paid the prescribed fees may be Regular Members of UMFA by signing a membership card.

### 2.2 Associate Members

All full-time members of the academic staff and all full-time, professional librarians of the University, who, having been excluded from the Bargaining Unit, nevertheless apply for membership and pay the prescribed fees shall be Associate Members of UMFA.

### 2.3 Retired Members

All former members of UMFA who have elected a retirement option from the University and who pay the prescribed fees shall be Retired Members of UMFA.

## 2.4 Limitations on Participation of Associate Members and Retired Members

- 2.4.1 Associate Members and Retired Members shall not propose or second motions at general meetings nor may they vote on motions.
- 2.4.2 At meetings of the Board of Representatives, Associate Members and Retired Members may not propose or second motions on any matters relating to collective bargaining, nor may they vote on any motions dealing with such matters.
- 2.4.3 Associate Members and Retired Members shall not be eligible to nominate, vote, or be elected to the Executive Council.

## 2.5 Change in Membership Status

- 2.5.1 When an Associate Member or a Retired Member joins the Bargaining Unit, his/her membership in the Association automatically changes to the status of Regular member, unless he/she conveys in writing his/her wish to resign from the Association.
- 2.5.2 When a Regular Member ceases to belong to the Bargaining Unit, his/her membership continues with the status of Associate Member, subject to his/her authorization of payroll deduction of fees.
- 2.5.3 When a Regular Member or an Associate Member retires from his/her position with the University, his/her UMFA membership automatically changes to Retired Member, subject to his/her payment of the appropriate fees.

## 2.6 Membership in Canadian Association of University Teachers (CAUT)

Unless precluded by the By-Laws of the Canadian Association of University Teachers, Regular, and Associate membership in UMFA shall include membership in CAUT. Retired members may join CAUT as retired teachers by paying fees directly to CAUT.

## 2.7 Membership Fees

Membership Fees for Regular and Associate Members shall be as prescribed from time to time by general meetings of the members, and shall be deducted automatically from the member's salary. The fees for members of the Bargaining Unit who are not members of UMFA shall be the same as those for Regular members. The membership dues for Retired Members shall be a one-time fee as prescribed by a general meeting of the membership.

### 3. **MEETINGS OF THE ASSOCIATION**

#### 3.1 Powers

The Regular members of the Association, duly assembled in a properly called general meeting of the Association, shall be the highest authority for deciding the policies and managing the affairs of UMFA.

#### 3.2 Annual General Meetings

3.2.1 The Association shall meet annually in April or May at a place and time determined by the Board of Representatives who shall provide at least two weeks' written notice of such meetings, together with agenda and all appropriate documents.

3.2.2 The agenda shall include reports of the President and the Treasurer, and a motion with respect to the appointment of Auditors.

#### 3.3 Special General Meetings

Special General Meetings may be called by the President on his/her own motion, or on motion of the Executive Council or of the Board of Representatives, or on the petition of any 30 Regular members of the Association.

3.3.1 The members of the Association must be given at least 48 hours written notice of a Special General Meeting together with the agenda and appropriate documents.

3.3.2 In the case of a meeting called in response to a request from Regular members, it shall be called at the time requested, provided that such time allows for the notice required in 3.3.1.

#### 3.3.3 Ratification of Collective Agreements

A Special General meeting of all members of the Bargaining Unit who will be parties to a Collective Agreement shall be called to consider the proposed Agreement. Whether or not the Agreement is approved by such a meeting, it shall require ratification by a majority of members of the Bargaining Unit who will be parties to the Agreement voting by secret ballot conducted by a Returning Officer appointed by the Board of Representatives.

### 3.4 Emergency Meetings

When the Executive Council declares the necessity of an emergency meeting, the President shall call a meeting of the membership of the Association upon no less than 24 hours notice by telephone and/or email.

### 3.5 Openness

3.5.1 All general meetings of the Association shall be open, subject to limitations of space, unless declared closed on resolution of two-thirds (2/3) of Regular members present and voting. In such cases, "closed" shall require the exclusion of all those who are not Regular, Associate or Retired members of UMFA except those who are specifically invited to be present.

3.5.2 However, if matters proposed for consideration in a closed session are concerned with collective bargaining, the decision to enter into closed session shall require the support of a majority of those Regular Members present and voting to whom the bargaining directly relates. In such instances "closed" shall require the exclusion of all but Regular Members of the Association and other individuals specifically invited to be present.

### 3.6 Quorum for General Meetings

The quorum for general and emergency meetings shall be 50 members.

3.6.1 When matters pertaining to collective bargaining are under debate only Regular Members may constitute the quorum.

3.6.2 If and when a quorum is not present, no business may be conducted, and it shall be the duty of the Board of Representatives to take one of the following actions:

3.6.2.1 Business of a routine nature or of extreme urgency shall be decided by the Board and a report submitted to the membership.

3.6.2.2 If the agenda contains items which the Board considers should be decided by a General Meeting, another meeting shall be called to consider such items with the stated understanding that so long as a quorum of the Board is present at this second meeting the business may be decided without a quorum of the membership.

### 3.7 Minutes

- 3.7.1 Minutes of all general meetings shall be distributed to all members as soon as possible following each meeting.
- 3.7.2 These minutes shall be made available to other interested parties on request, provided that they be clearly labelled "Unapproved".
- 3.7.3 Approved minutes shall also be made available to interested parties on request.

## **4. BOARD OF REPRESENTATIVES**

### 4.1 Duties and Powers

There shall be a Board of Representatives which shall manage the affairs of the Association subject to the direction or approval of general meetings of the Association and in accordance with the By-Laws and Standing Rules of the Association; and, notwithstanding the generality of the foregoing, shall have the power to interpret the Constitution and By-Laws, to adopt budgets and appropriate money, and to appoint standing and ad hoc committees.

- 4.1.1 The Board of Representatives may, for the purposes of carrying out the objectives of the Association, from time to time authorize the Executive Council to:
  - (a) borrow money upon the credit of the Association;
  - (b) issue, re-issue, sell or pledge securities or debt obligations of the Association;
  - (c) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired to secure any obligation or liability of the Association.
- 4.1.2 The Board of Representatives may by resolution delegate any one or all of the powers referred to in 4.1.1 to members of the Board of Representatives or a committee of Members or Officers of the Association.
- 4.1.3 For the purpose of the appointment of the Executive Director, the Board of Representatives shall establish a Search Committee of no more than five persons which must include the incumbent President and Vice-President of the Association. The Board shall direct the Executive to establish a list of persons who may serve on the Search Committee. The Board shall vote to

determine the final list of members of the Search Committee. The Search Committee shall be advisory to the Board.

#### 4.1.4 Appointment of Staff

The Board of Representatives shall be responsible for: a) creation of positions, and b) budget authorization.

### 4.2 Membership

4.2.1 The Board of Representatives shall be a representative body of members of which shall serve, normally, for three year terms so arranged that, normally, the terms of office of one-third (1/3) of the members shall expire each year at the conclusion of the Annual General Meeting. Members of the Board shall normally not be eligible to serve more than two terms consecutively.

4.2.2 Members of the Board shall be elected by and from:

4.2.2.1 Designated constituencies of Regular Members of the Association with the provision for one representative for approximately 15 Regular Members of the Association.

4.2.2.2 Designated constituencies of Associate Members of the Association with the provision for one representative for approximately 15 Associate Members of the Association.

4.2.2.3 Designated constituencies of Retired Members of the Association with the provision for up to three representatives for Retired Members of the Association.

4.2.3 Constituencies shall be established and defined from time to time by general meetings of the Association, provided that in the establishment and definition of constituencies of Regular Members, only Regular Members shall be eligible to vote.

4.2.4 A member of the Board shall normally serve for three years or until a successor has been elected.

4.2.5 Members of the Executive Council shall be members of the Board ex officio and have thereby the right to vote at meetings of the Board.

#### 4.3 Election of Members

- 4.3.1 The Executive Director of UMFA shall be the Returning Officer in charge of elections.
- 4.3.2 During the thirty days preceding the Annual General Meeting, the Returning Officer shall solicit nominations from the members of each constituency in which the representative's term of office is due to expire in the current year.
- 4.3.3 All nominations shall be signed by at least two nominators who are members of the constituency, and shall be consented to by the nominee.
- 4.3.4 Pertinent information about the nominee, together with the names of his/her nominators, shall then be distributed by the Returning Officer to the members of the constituency, together with a ballot in a form approved by the Board.

#### 4.4 Replacement and Recall

- 4.4.1 A vacancy on the board occurring sixty days or more before the expiration of the three-year term of the representative shall be filled by an election by and from the appropriate constituency and in conformity with procedures set forth in 4.3 above.
- 4.4.2 A representative of a constituency may be recalled on motion approved by two-thirds (2/3) majority of the members of the constituency present and voting by secret ballot at a special meeting of the members of the constituency called by the President on petition of at least five (5) members of the constituency, provided that notice of time, place and purpose of such special meeting shall be given at least ten days in advance thereof.
- 4.4.3 A representative elected in the circumstances defined in 4.4.1 or 4.4.2 shall serve the remaining period of the three-year term of the representative he/she replaced.

#### 4.5 Meetings of the Board

- 4.5.1 Regular Meetings shall be held in accordance with schedules determined by the Board, provided that there shall be at least three such meetings each year.



- 4.5.2 Special Meetings of the Board may be called by the President on his/her own motion or on resolutions of the Executive Council or on petition of five or more of the Board, provided that notice thereof, including the agenda, shall be given not less than 48 hours in advance of such meetings.
- 4.5.3 The quorum for a meeting of the Board shall be one-third (1/3) of the members. When matters pertaining to collective bargaining are under debate, the quorum shall consist of Regular Members only.
- 4.5.4 If and when a quorum of the Board is not present, no business may be conducted, and it shall be the duty of the Executive Council to take one of the following actions:
  - 4.5.4.1 Business of a routine nature or of extreme urgency shall be decided by the Executive Council and a report submitted to the Board of Representatives.
  - 4.5.4.2 If the agenda contains items which the Executive Council considers should be decided by the Board of Representatives, the Executive Council shall either place such items on the agenda for the next Regular Meeting of the Board of Representatives held pursuant to article 4.5.1, or shall, if it deems it advisable, call a special meeting of the Board of Representatives, pursuant to article 4.5.2.
- 4.5.5 Openness
  - 4.5.5.1 Meetings of the Board shall be open, provided that any meeting or portion thereof may be declared closed on resolution adopted by two-thirds (2/3) majority of the members present and voting. In such instances, "closed" shall require the exclusion of all except members of the Board and any others specifically invited to be present.
  - 4.5.5.2 However, if matters proposed for consideration in a closed session are concerned with collective bargaining, the decision to enter into closed session shall require the support of a majority of those Regular Members present and voting to whom the bargaining directly relates. In such instances "closed" shall require the exclusion of all but such members and other individuals specifically invited to be present.
- 4.5.6 Minutes of all meetings shall be distributed to the members thereof as soon as possible after each meeting.

- 4.5.7 The Board shall report to the Annual General Meeting of the Association, and between such meetings shall keep the members of the Association informed of its activities.

## **5. EXECUTIVE COUNCIL**

### 5.1 Membership

The Executive Council shall consist of the Officers of the Association together with the Immediate Past President and such other Regular members as may be appointed by the Board in accordance with the Standing Rules. The number of members at large of the Executive Council shall be limited to a minimum of two and a maximum of six.

### 5.2 Duties

The Executive Council shall:

5.2.1 manage the affairs of the Association between meetings of the Board;

5.2.2 implement resolutions of the Board;

5.2.3 be responsible for:

5.2.3.1 appointment of persons to positions authorized by the Board and shall inform the Board on its decisions; and,

5.2.3.2 establishment of a Search Committee for the selection of Executive Director for Board's approval;

5.2.4 report regularly to the Board;

5.2.5 discharge such other duties as may be assigned to it from time to time by the Board.

5.3 Meetings shall be called and conducted in accordance with procedures set forth in the Standing Rules.

## **6. OFFICERS**

6.1 The President or his/her delegate shall preside at all general meetings of UMFA and at all meetings of the Board and of the Executive Council; he/she shall be a member ex officio of all committees, and he/she shall be the chief executive

officer of the Association. The official spokesperson of the Association shall be the President or designate.

- 6.2 The Vice-President shall perform such duties as may be delegated to him/her by the President and in the absence or incapacity of the President shall perform the duties of the President. The Vice-President shall be a member ex officio of all standing committees and shall normally be responsible for maintaining Association communications internally and externally. The vice-president shall normally serve as the Faculty Association assessor of the Senate and as co-ordinator of volunteers. Should the President vacate his/her office, the Vice-President shall automatically become President. Should a Vice-President become President more than 60 days before the Annual General Meeting, the Board shall conduct an election for a new Vice-President in accordance with section 7.1 and Standing Rules.
- 6.3 The Grievance Officer shall be responsible for the grievance process on behalf of the Association; shall bring forward recommendations to the Executive as to whether the Association should proceed to arbitration in any particular grievance. UMFA will make every effort to ensure gender diversity in its complement of Grievance Officers.
- 6.4 The Contract Administrator shall be responsible for the interpretation, administration and implementation of the Collective Agreement.
- 6.5 The Secretary shall be responsible for the recording of proceedings of all meetings of the Association, the Board and the Executive Council and for the sending of proper notices, agendas, etc., for such meetings, and shall perform such other duties as may be assigned by the Board or the Executive Council.
- 6.6 The Treasurer shall be responsible for the proper conduct of the financial affairs of UMFA; for proper reporting of such affairs to the Association, the Board and the Executive Council; and shall perform such other duties as may be assigned by the Board or the Executive Council.
- 6.7 The Immediate Past President shall be a member of the Executive Council and of the Board for one year following the expiration of his/her term as President. The Past President shall serve as Faculty Association assessor to the Board of Governors and as chair of the Nominations Committee.
- 6.8 In order that the Association shall always have an authorized representative regardless of the absence of specific Executive officers, the following order of selection shall prevail: President, Vice-President, Past President, Secretary, Treasurer, Executive Member-At-Large.

## 6.9 The Executive Director

- 6.9.1 The Executive Director shall be under the direction of the Executive Council. The duties, remuneration and terms of appointment shall be agreed upon by the Executive of the Association and the Executive Director, subject to the approval of the Board. The roles and responsibilities arrived at through this process can be revised by mutual agreement of the Executive and the Director.
- 6.9.2 The Executive Director shall be: an ex-officio member of the Association; a non-voting member of the Executive, the Board and standing committees of UMFA, with the exception of the Nominations Committee; a policy adviser to the President, Executive and the Board; office manager; supervisor of the office staff; responsible for the drafting and distribution of minutes; involved in providing advice, support and expertise in external relations, lobbying activities with government and other agencies.
- 6.9.3 The Director's duties and responsibilities, once agreed to by the Executive Council and the Director, should be written down in the form of a job description.

## **7. ELECTION OF OFFICERS**

### 7.1 President and Vice-President

Any Regular Member of the Board of Representatives of at least one year's standing or any Member of the Executive Council shall be eligible for election as President of UMFA. Any Regular Member shall be eligible for election as Vice-President of UMFA.

- 7.1.1 No later than December 1, the Executive Director shall issue a call to all members of the association for nominations of eligible candidates to the positions of President and Vice-President. A second call for such nominations shall be issued no later than January 31. The closing date for such nominations shall be February 15.
- 7.1.2 If no nominations have been received by February 15 for either the office of President or Vice-President, the nominating committee, composed according to article 8.1, shall be convened and shall seek a candidate for that office.
- 7.1.3 Where there is more than one nomination for a position the Returning Officer shall conduct a mail ballot in accordance with procedures

prescribed by the Standing Rules, provided that these officers shall be elected by a majority of the Regular Members voting in the election. The election of the President and Vice-President shall be announced at or as soon as possible after the Annual General Meeting. The President and Vice-President shall assume office on June 1.

7.1.4 Where there is only one nomination for a position the Returning Officer shall so inform the President, and at the Annual General Meeting the candidate shall be declared appointed and shall take office on June 1.

7.1.5 The term of office for the President shall be one year.

7.1.6 If the President represents a Constituency on the Board he/she shall resign as representative.

7.2 The Secretary and Treasurer shall be appointed annually by and from the Regular Members of the Board at a meeting held within thirty (30) days after the Annual General Meeting and shall take office on June 1.

7.3 Other officers may be appointed from time to time by the Board.

## **8. COMMITTEES**

### 8.1 Nominating Committee

For the purpose of nominating candidates for the offices of President and Vice-President if no nominations for either of these positions are made pursuant to article 7.1.1, and to such other positions as may be named by the Board or the Executive Council, there shall be a Nominating Committee, consisting of the Immediate Past President, as Chair, and two other Regular Members appointed by the Board, one of whom shall be a Regular Member of the Board and the other a Regular Member of UMFA who is not a Member of the Board. If the Immediate Past President is unable to serve, the Board shall appoint a replacement.

### 8.2 Other Committees

Other standing and ad hoc committees may be appointed from time to time in conformity with Standing Rules adopted by the Board.

## **9. FINANCIAL AFFAIRS**

9.1 Signing Officers for expending funds of UMFA shall normally be the Treasurer and Executive Director, provided that the President, Vice-President and the

Secretary shall be authorized to sign from time to time in place of one of these two.

- 9.2 Providing they act honestly and in good faith, the members and former members of the Board of Representatives, Officers and former Officers, and members and former members of all committees of the Association, and each of them, and each of their respective heirs, executors, administrators, successors and assigns (the "Indemnitee"), shall from time to time and at all times be indemnified and saved harmless out of the assets and profits of the Association, and not from any one or more of the individual Members, from and against all costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of the performance of their duties in their respective offices, except such (if any) as they shall incur or sustain by or through their own wilful neglect or default respectively. In the event the Association shall be obligated under this indemnity, the Association shall be entitled to assume the defence of any claim or action with counsel appointed by the Association and in such event the Association shall not be liable to such Indemnitee for any fees of counsel subsequently incurred by such Indemnitee.
- 9.3 The Treasurer shall report regularly to the Executive Council and to the Board the current financial status of UMFA, and at the Annual General Meeting shall present a financial statement for the current fiscal year.
- 9.4 The fiscal year for UMFA shall be the same as that of the University.
- 9.5 As soon as possible after the end of each fiscal year a copy of the Auditor's Report shall be sent to each member of UMFA.
- 9.6 The Executive may authorize the over-expenditure of a budgeted item by up to and including 10% or \$500 (whichever is greater). However, any proposal in excess of 10% or \$500 (whichever is greater) shall require authorization by the Board of Representatives.

The Board may authorize an expenditure of funds on an item not provided for in the Annual Budget. When such funds represent more than 2% of the Annual Budget, the Board's decision shall not be implemented until two weeks after the membership has been informed of the decision. If a petition calling for a General Meeting on the Board's decision is received during this two-week period, implementation shall be delayed until the General Meeting has authorized the expenditure.

- 9.7 A proposal to make a compulsory levy shall require the support of a majority of the affected members attending and voting at a properly called and properly constituted General Meeting, and, if the General Meeting votes in favour of the

levy, shall also require a majority of the affected members voting by secret ballot, for which at least seven days' notice shall be given.

## **10. RULES**

- 10.1 Standing Rules governing the management of the affairs of UMFA may be adopted or amended from time to time by resolution supported by a majority of the members present and voting at a properly constituted meeting of the Board, provided that such rules are consistent with the Constitution and By-Laws of UMFA.
- 10.2 The Secretary shall be responsible for keeping a revised copy of the Standing Rules constantly available for the information of members of UMFA. Each member of the Board of Representatives shall be provided with a copy of the Standing Rules and any amendments thereto. Members of the Association shall be provided with a copy of the Standing Rules on request.
- 10.3 Procedures not provided for by the Constitution and By-Laws or by the Standing Rules shall be governed by the current edition of Robert's Rules of Order. Matters not provided for in this authority shall be resolved by reference to the procedures of parliament.

## **11. AMENDMENT OF CONSTITUTION AND BY-LAWS**

The Constitution and By-Laws of UMFA may be amended by resolutions adopted by at least two-thirds (2/3) of the Regular Members present and voting at a properly called and constituted General Meeting of the Association, provided that written notice of such proposed amendments shall have been given to the members at least ten days in advance.

Amended 25 April 1995, 21 May 1999, 16 May 2002, 15 May 2003, 17 May 2004, 19 May 2005, 18 May 2006, 29 May 2019