

# ACT OF INCORPORATION

## CONFEDERATION OF ONTARIO UNIVERSITY STAFF ASSOCIATIONS AND UNIONS (COUSA)

### CONSTITUTION (REVISED November 8, 2009)

#### **ARTICLE I**

##### **Name**

The Association shall be known as The Confederation of Ontario University Staff Associations and Unions (COUSA).

#### **ARTICLE II**

##### **Aims & Purposes**

The purpose of the Confederation is to promote the welfare of the staff of the universities of Ontario, and to enable individual university staff organizations to act collectively in furthering their common interests, and to bring together representatives of Ontario university staff organizations in order to exchange ideas and information.

COUSA aims to advance, enhance and raise the profile of all staff in the academic environment and to ensure that their essential role is recognized by the University sector, by the Government and by the community at large.

#### **ARTICLE III**

##### **Membership**

- (a) Membership shall be open to all staff organizations at universities or other institutions as deemed appropriate by the Confederation, in the province of Ontario.
- (b) Application for membership shall be made to the Executive Secretary of the Confederation for the Council's consideration. Prior to such consideration, the Executive Committee shall determine whether the applicant is eligible for membership and shall report its findings to the Council.
- (c) Resignation of membership shall be submitted to the Executive Secretary of the Confederation, for presentation to the next meeting of the Council. Resignation must be submitted in writing to be effective at the next business meeting. Dues are due and payable to the time of the acceptance of the resignation by Council at the next business meeting. Resignation shall not be final until such time as all dues payable by the resigning member organization are submitted to the Confederation.
- (d) Representatives of other university and college staff organizations may be invited to attend general meetings as observers and may participate in workshops and seminars.

- (e) Staff organizations of Canadian universities outside the Province of Ontario, that otherwise meet the requirements of membership in the Confederation, may be allowed the status of affiliate membership. Dues for affiliate members shall be determined by By-law, annually at the Annual meeting. Application for affiliate membership shall be made to the Executive Secretary of the Confederation in writing, for the council's consideration. Affiliate members shall be allowed to participate fully in all discussions and deliberations, but shall have no voting privileges.

#### **ARTICLE IV**

##### **Code of Ethical Membership**

Each member organization or affiliate respects the established collective bargaining rights of every other member organization or affiliate. No member organization or affiliate will try to organize or represent employees who have an established bargaining relationship with another member organization or affiliate, or otherwise seek to disrupt the relationship. No member organization or affiliate will seek to organize or represent employees of any other non-unionized member organization or affiliate.

An established bargaining relationship shall be defined as per the Canadian Labour Congress Constitution.

This clause is in no way intended to prohibit the voluntary mutual cooperation of staff organizations and affiliations to modify or change their respective relationships and inter-relationships.

#### **ARTICLE V**

##### **The Council**

The Council shall consist of two voting delegates appointed on an annual basis by each member organization. In the event that an official delegate changes, the organization concerned shall, in a timely manner, notify the Executive Secretary of the Confederation of the newly appointed delegate.

#### **ARTICLE VI**

##### **Officers**

- (a) The Executive Committee shall consist of:
- (i) the President
  - (ii) the Vice-President (Internal)<sup>1</sup>
  - (iii) the Vice-President (External)
  - (iv) the Executive Secretary
  - (v) the Treasurer
  - (vi) the Past-President
- (b) The objectives of the Executive Committee shall be to:
- be an effective voice in influencing policies that affect staff at Ontario universities;
  - speak on behalf of member organizations to the government as directed by Council;
  - initiate research into areas of mutual concern;
  - pool resource information to serve member organizations;

- co-ordinate the regular meetings of Council as outlines elsewhere in the Constitution and as directed by Council;
  - provide outreach that will support the membership of all Ontario University staff organizations;
  - ensure that the COUSA website and database are maintained in a timely manner.
- (c) The duties of the President shall be to:
- chair all meetings of the Council;
  - chair the Executive meetings;
  - circulate an agenda as per Article XI, subsection (b);
  - provide a Notice of Meeting at least 60 days of a regular Council meetings, including the meeting times and locations;
  - prepare an annual report at the end of each term of office for presentation and circulation to the Council members for the Annual meeting as per By-Law 13.
  - act in matters of policy with the advice and consent of the Council;
  - perform any other duties as may be reasonably assigned by the Council.
- (d) The duties of the Vice-President (Internal) shall be to:
- assist with the duties of the Executive Committee;
  - assume the duties of the President in the absence of the President, or, if the office of the President becomes vacant, assume the position of President until an election is held for this position (**See part (i)**). *(NOTE: During this interim period that the Vice-President (Internal) is Acting President, the Vice-President (Internal)'s staff organization shall be entitled to its regular two votes, which may either be assumed by the remaining delegate from that organization, or by the appointment of a new delegate from that organization.)*
  - perform other duties as reasonable, requested by the President.
- (e) The duties of the Vice-President (External) shall be to:
- assist with the duties of the Executive Committee;
  - assist in representing COUSA in its relations with other similar organizations;
  - contact prospective workshop leaders or government or political party representatives who may be invited to take part in a COUSA conference or workshop.
  - perform other duties as reasonable, requested by the President.
- (f) The duties of the Treasurer shall be to:
- assist with the duties of the Executive Committee;
  - receive all monies due and payable to the Confederation;
  - maintain proper records of receipts and expenditures
  - act in accordance with Article VIII of the Constitution;
  - present, at each regular meeting, a full and detailed account of receipts and disbursements to the Council;
  - perform other duties as reasonable, requested by the President.
- (g) The duties of the Executive Secretary shall be to:
- assist with the duties of the Executive Committee;
  - make arrangements for a recording secretary for meetings;
  - maintain records of all proceedings of the Confederation;
  - maintain an accurate list of the names and addresses of all member organization delegates;

- record and file, copies of the minutes of all Council meetings and Executive Committee meetings;
  - oversee the COUSA website
  - perform other duties as reasonable, requested by the President.
- (h) The duties of the Past-President shall be to:
- assist with the duties of the Executive Committee, as reasonable;
  - act as historian for the Confederation;
  - maintain and update the Confederation delegate handbooks annually.
- (i) Vacancies on the Executive Committee (with the exception of the offices of President and Past President), however caused, may be filled by the Executive Committee from among the members in good standing of the Confederation, and such appointment shall be voted on by the Council at the next general meeting. Should the office of the President become vacant, an election shall be held at the first possible meeting of the Council.

## **ARTICLE VII**

### **Elections**

Elections shall be carried out in the following order:

- (a) The Council shall select a president from the official delegates, by secret ballot, on the basis of two votes per member organization. The President shall assume office at the beginning of each fiscal year and may stand for re-election. A new representative from the President's staff organization shall replace him/her as one of that organization's voting delegates of the Council. **NOTE: see also By-Law 7.**
- (b) The Vice-President (Internal) shall be elected from the Council, by secret ballot, under the same regulations as the President, but shall continue to sit as a delegate of his/her organization.
- (c) The Vice-President (External) shall be elected from the Council, by secret ballot, under the same regulations as the President, but shall continue to sit as a delegate of his/her organization.
- (d) The Treasurer shall be elected from the Council, by secret ballot, under the same regulations as the President, but shall continue to sit as a delegate of his/her organization. As per Article VIII the Treasurer shall not be from the same member staff organization as the President.
- (e) The Executive Secretary shall be elected from the Council, by secret ballot, under the same regulations as the President, but shall continue to sit as a delegate of his/her organization.
- (f) The Past President shall normally serve for one year or until the President steps down, declines to seek a further term, or is defeated at election, at which point the President will become the Past President. If a vacancy occurs in the office of Past President, the Executive Committee shall recommend one of the following procedures to the Council:
1. Appointment of a previous President to fill the unexpired portion of the term;
  2. Appointment of a previous member of the Executive Committee to fill the unexpired portion of the term, and the office shall be known as COUSA Historian;
  3. Allow the office to remain vacant until the next regular election.

- (g) Election of officers for the Executive Committee shall take place in the last meeting of the fiscal year, which shall be known as the annual meeting.

## **ARTICLE VIII**

### **Finances**

- (a) Fees for member organizations of the Confederation shall be calculated at a rate to be determined each year by the Council at the last meeting of the preceding fiscal year and shall be payable at the beginning of the fiscal year. Fees shall be prorated for organizations becoming members after the commencement of the fiscal year.
- (b) The Treasurer shall deposit all funds received on behalf of the Confederation in a chartered bank, trust company, or other such accredited institution as may be named by Council. Any accumulation of funds may be invested, at the discretion of Council, in Canadian government bonds or other secured stock.
- (c) No parts of the funds shall be expended and no property shall be alienated except by majority vote in Council. In the event of the dissolution of the Confederation, all its properties shall be distributed equitably among the member organizations as per contributions.
- (d) All cheques to be drawn on the accounts of the Confederation shall be signed by the President and the Treasurer. The Executive will appoint a third signing officer, chosen from the Executive Committee who will act as a signing officer in cases of emergency.
- (e) The Treasurer is empowered to endorse all cheques, money orders and other funds received by the Confederation for deposit in the Confederation's accounts.
- (f) The Treasurer shall present an audited financial report to the Council at the first regular meeting of the fiscal year and a proposed budget at the last regular meeting of the fiscal year.
- (g) The signing officers shall be bondable. The Confederation may conduct a background check as required. Any cost associated with this check shall be borne by the Confederation.
- (h) Each of the three signing officers shall be from different member organizations.
- (i) The Confederation's liabilities shall be as stipulated in this Constitution or in any of its By-laws.

## **ARTICLE IX**

### **Meetings**

- (a) Regular meetings of Council shall be scheduled three times a year (spring/summer, fall, winter).
- (b) Member organizations shall be entitled to register two official voting delegates for each Council meeting.
- (c) Member organizations may register as many observers as they deem desirable, for each Council meeting.

- (d) At least one week prior to each regular Council meeting, member organizations will submit electronically an organization report to the Executive Secretary, for posting to the members only section of the COUSA website.
- (e) Special meetings of Council may be called by the Executive Committee, or by six members of the Council by application to the Executive Secretary.

## **ARTICLE X**

### **Minutes**

- (a) Official minutes of all Council meetings shall be kept and filed electronically on the members only section of the website. Minutes to be approved shall be posted for Council members prior to the next meeting of the Council.
- (b) A record of all decisions taken by the Executive Committee shall be kept on file and posted on the COUSA website in the members only section.

## **ARTICLE XI**

### **Conduct of Meetings**

- (a) All meetings shall be conducted in accordance with the Constitution and By-laws of the Confederation and points not so covered shall be governed by Bourinot's Rules of Order in the latest available edition.
- (b) An agenda shall be prepared by the President and circulated to the Council delegates 30 days in advance of each meeting.

## **ARTICLE XII**

### **Committees**

The Council may establish such standing or special committees as it may deem desirable. The committee chair shall report at each Council meeting and to the Executive Committee as deemed appropriate.

## **ARTICLE XIII**

### **Amendments**

Amendments to the Constitution may be made by giving notice of motion to the Executive Secretary, in writing, at least thirty days in advance of the next Council meeting, for inclusion in the agenda of that meeting. The motion(s) shall be presented for a vote and may be adopted by a two-thirds' vote of the Council members voting. A written vote from a member mailed to the Executive Secretary and received in advance of the meeting shall be considered valid.

## **ARTICLE XIV**

### **Voting**

- (a) Each member organization shall be entitled to two votes (one per delegate). The President shall not be entitled to a vote. Where there is a tie, the President shall cast the deciding vote. The Past-President, as such, shall not be entitled to a vote.
  - (b) Proxy voting shall be allowed. Proxy forms must be completed and signed by the delegate and this signed form must be presented to the Executive Secretary prior to a vote being taken.
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**CONFEDERATION OF ONTARIO UNIVERSITY STAFF ASSOCIATIONS  
AND UNIONS (COUSA)**

**BY-LAWS**  
**(Fully Reviewed and Revised November 8, 2009)**

**1. Quorum**

- a) Quorum shall consist of fifty percent (50%) plus one (1) of the official voting delegates of the Confederation who are registered at the meeting in order for business to be conducted officially in the general Council meeting.
- b) Quorum of the Executive Committee shall consist of three Executive members.

**2. Fiscal Year**

The fiscal year of the Confederation shall be July 1 to June 30.

**3. Location, Timing and Organization of Council Meetings**

- a) Meetings shall normally be held in Toronto. At least one meeting per year shall be held in a location other than Toronto.
- b) Workshops shall normally be held on a Saturday and Council Meetings shall normally be held on a Sunday.
- c) The Summer meeting shall be held before the Fiscal Year end, serve as the Confederation's Annual Meeting

**4. Use of Name and Logo**

- (a) Except for official publications and normal correspondence, the use of the Confederation's name and logo must be authorized by the Executive Committee.
- (b) All member organizations in good standing shall be required to indicate their membership with COUSA whenever possible, including, where practicable, on their official electronic and printed publications and correspondence.
- (c) Member organizations not in good standing are not authorized to use the COUSA logo or claim membership.

**5. Membership Dues**

- (a) Membership dues for member organizations shall be \$3.50 per member per year to a maximum of 2500 members. Member organizations will count their membership number as of



June 1 in each year and report this membership number to COUSA at the Annual meeting. The June 1 membership number figure will be used to calculate the fees for the subsequent year.

(b) Dues for affiliate member organizations shall be \$50.00 for up to 200 members and \$100.00 for over 200 members per year.

## 6. **Travel Costs Programme**<sup>2</sup>

The intent of the Travel Costs Programme is to reimburse member organizations for above average reasonable travel costs so that this factor is not a disincentive to the participation of member organizations located at a distance from conference sites.

- a) For the purposes of this plan, Official Representatives are those individuals from member organizations, up to two in number, who participate in any portion of a COUSA conference.
- b) Before leaving a conference, each Official Representative, who intends to claim a reimbursement, is required to fill a Travel Costs Form which will identify the actual and estimated costs incurred in travelling to and from a COUSA conference.
  - i) The Treasurer will verify the accuracy of the claims.
  - ii) Member organizations will be reimbursed by COUSA for reasonable verified travel costs which exceed a minimum dollar amount as specified in the Travel Cost Programme Schedule.
    - (1) The Travel Cost Programme Schedule will be approved by Council, and may be modified by Council at any meeting of Council.
    - (2) The Travel Cost Programme Schedule will be reviewed as part of the annual budget process;
    - (3) The Travel Cost Programme Schedule will take the following format (where the X and Y are understood to be the values to be set by Council):

*COUSA will reimburse door-to-door travel costs of each member group's Official Representatives for COUSA Conferences above \$(X) and below \$(Y). The maximum reimbursement per Official Representative is, therefore, \$(Y-X).*
  - iii) Member organizations are expected to use prudence in selecting reasonable economy travel fares.
- c) Travel expenses for automobile travel will be based upon the auto mileage rate used by the Official Representative's University, at the time the trip was taken.

## 7. **Election Procedures**

The President will nominate any delegate as Election Officer and ask for a vote of acceptance of the nominee. If acceptance is not granted, the President will accept nominations from the floor

and will accept a vote by a show of hands. The President will then turn the proceedings over to the Election Officer.

The Election Officer will read the report of the Nomination Committee and be satisfied that nominees are willing to run for office.

The Election Officer will then repeat the nominations of officers. The following order of election of officers will be followed:

President, Vice-President (Internal), Vice-President (External), Executive Secretary, Treasurer.

If only one nomination has been received for the above positions and there are no nominations from the floor prior to the election of officer's position, that person may be acclaimed without a vote being taken.

The Election Officer will repeat the nominations for President and call for any further nominations from the floor. The Election Officer will then declare nominations closed and will distribute the ballots to all voting delegates.

Delegates will vote for one person only and will return their ballots to the Election Officer.

If the Election Officer determines that one candidate alone has at least fifty percent (50%) plus one (1) vote of the total votes cast, he/she shall declare that candidate elected.

If no candidate has achieved fifty percent (50%) of the votes cast, plus one (1) vote, the candidate with the least number of votes will be dropped and a subsequent vote taken until a candidate achieves the required fifty percent (50%) plus one (1) vote, or a tie results.

In the event of a tie vote, a second, or if necessary, a third vote shall be taken until one candidate achieves the necessary fifty percent (50%) plus one (1) vote of the total votes cast. If the third vote still results in a tie, straws will be drawn to determine the successful candidate.

Each officer shall be elected in the same fashion.

Defeated candidates for any office will be eligible for nomination to any remaining office.

If no candidate is found for an office, the remaining elected officers will recruit a person among member delegates prior to the following meeting and will ask that their choice be ratified by the membership at the next meeting.

## **8. Communications**

The Executive Committee shall develop an annual plan for efficient and timely communication to member organizations and to the external community.

This plan shall be incorporated into the proposed annual budget and shall be submitted to the Council for approval.

The Executive Committee shall update and post on the website a delegate mailing list, including university address, telephone, fax, email and home address, telephone as appropriate.

Each member organization shall provide its newsletter, constitution, collective agreement or equivalent, to the Executive Secretary or designate for posting on the website.

## **9. COUSA Website**

The COUSA website is the property of the Confederation and consists of both public, unrestricted pages, and members only password-protected pages, and certain pages intended for the COUSA Executive..

(a) The Executive Secretary, or designate, shall be responsible for updating the website in a timely manner, including but not limited to maintaining an up-to-date list of official voting delegates.

All member groups will participate in providing information to maintain the currency of the COUSA website and online database.

(b) The Confederation shall be responsible for the cost of maintaining the website. The Executive Secretary, or designate, shall act as the COUSA Webmaster. The COUSA Executive may hire a Webmaster as the approved budget allows.

The duties of the Webmaster shall be to:

- attend Executive committee meetings, and Council meetings as required;
- maintain and update the COUSA website in a timely manner, as per the direction of the Executive Committee.

(c) Access to the password-protected members pages shall be:

- (i) provided to each member group's delegates and any other persons requested by the leadership of the member group to have such access, and any other persons as decided on by the COUSA Executive.
- (ii) provided to all COUSA Executive members and any other persons as decided on by the COUSA Executive.
- (iii) removed for delegates or members of a group which has resigned or which COUSA has determined to be in arrears in payment of its dues, or is otherwise not in good standing.

## **10. COUSA Representatives**

- a) Delegates appointed by COUSA to external committees shall produce a quarterly report of the activities of their committee to the Executive Committee for posting on the website and circulation at the next meeting-
- b) COUSA representatives shall not exceed their mandate without specific permission from the Executive Committee (in a crisis) or the membership (in all other situations).
- c) Executive Committee members and/or their designee(s) shall receive approval before committing to participation in events, as a COUSA representative.

## **11. Donations Policy<sup>2</sup>**

- a) The COUSA Executive shall have discretionary powers to determine donations to organizations to an upper limit of \$500 per request, unless directed and approved by the delegates at a regular Council meeting.
- b) The Treasurer shall annually determine a budget line item dedicated to donations, depending upon the availability of revenues in any given year, and shall submit it with the rest of the budget for the normal budget approval process of the organization.
- c) Council may from time to time approve donations proposed by delegates, up to a normal upper limit of \$500 per request.
- d) Donations may be awarded only to organizations that share, enhance or support the mission of COUSA, with priority given to organizations to whom COUSA constituents belong.
- e) Donations to individuals shall not be awarded in the normal course of events unless approved by the delegates.

## **12. Procedures for Lapsed Membership Status**

- a) Any member organization in arrears with dues owing shall be given formal notice, within 30 days, of payment required and status of membership. Such notice shall provide for payment due within 60 days, unless alternate arrangements are requested by any organization experiencing financial or other difficulties.
- b) The COUSA Executive shall, at its discretion, determine the payment schedule and/or membership status of the organization in question and shall inform the membership at their earliest convenience of any change in status for any of COUSA's members. Executive decisions are subject to ratification at the next Council meeting.
- c) Should no communication be forthcoming from any organization in arrears, a second formal notice shall be sent 30 days following the first notice, declaring the revocation of membership status within 30 days, unless contact is re-established and arrangements are made otherwise.
- d) Upon lapsed membership status being declared, the name of the lapsed member shall be removed from the COUSA brochure and other printed/electronic materials and mailing lists.
- e) Reinstatement of membership may be petitioned as per the regular membership entry procedures in COUSA's By-Laws.

## **13. Annual Report**

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- a) The Executive shall submit an Annual Report for approval by Council at the Annual Meeting.
  - b) Following approval, the Executive shall distribute the Annual Report to the member organizations and to other appropriate organizations, individuals and media.
  - (c) The approved Annual Report shall be posted on the website in a timely manner.
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**End Notes:**

1. The Constitution was fully revised on November 8, 2009, and replaces any previous version. Previous version are on file in the COUSA Archives.
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