

December 2016

**McGill University Retiree Association
Constitution**

Article 1: Name

1. The name of the Association is the McGill University Retiree Association / Association des Retraité(e)s de l'Université McGill (MURA/ARUM) hereinafter referred to as the Association.
2. Definitions: In this Constitution and in all by-laws of the Association, unless the context requires otherwise,
 - a. By-law means any by-law of the association that is, from time to time, in effect.
 - b. Board and Executive mean the Board and Executive of the Association.

Article 2: Purpose

1. To encourage and promote a spirit of community amongst members of the Association, and through engagement in Association activities, to provide retired members with an ongoing link to McGill University;
2. To represent members' interests and concerns in discussions with the University in areas such as but not limited to staff benefits;
3. To offer assistance and advice to the University regarding activities and initiatives which are consistent with the purposes of the Association.

Article 3: Membership

1. Regular Member. Membership in the Association is open to all McGill University retirees upon payment of the annual membership fee.

2. Associate Member. Any person who is the spouse or partner of a regular member is eligible to become an Associate Member. Associate members are not eligible to vote on matters related to Association business. If, after the death of a regular member, an Associate Member continues to receive McGill Benefits, he/she may opt to become a full member.

3. Access to the membership list shall be limited to members of the Executive and select Board members as may be required by their Board responsibilities. Other use of the list must be approved by the Executive.

Article 4: Administration

1. The Association shall be administered by an Executive Committee and a Board.

2. Including 5 members of the Executive, the Board shall consist of a minimum of 11 and a maximum of 13 regular members. Ideally, the make-up of the Board will be such that there is at least one former member of each of the four major McGill employee groups (MAUT, MUNASA, MUNACA and SEU).

3. The Executive shall consist of:

- a. President and Chair of the Board
- b. Vice-President (Internal)
- c. Vice-President (External)
- d. Treasurer
- e. Immediate Past President

4. Beyond reimbursement of travel and office expenses at a rate approved by the Board, no member of the Executive or Board of the Association shall receive remuneration for his or her service.

Article 5: Changes to the Constitution and By-Laws

1. A notice of motion for changes (enactments, repeals or amendments) to the Constitution or By-Laws may be proposed either by the Board or by regular

members. In the case of proposals from the membership they must be delivered in writing or by email to the Vice-President (Internal) over the signatures of at least 5 regular members in good standing. The proposed changes, together with information detailing supporting reasons must be distributed by the Vice-President (External) to all regular members of the Association.

2. When a vote takes place at a general meeting the proposed changes must be sent to regular members at least 30 days prior to the meeting at which they will be considered. In the case of a vote by ballot, ballots will be sent by email or mail to all regular members and shall include a notice that only ballots received by the Vice-President (Internal) before a specified date will be counted. The counting shall be at least 30 days after the mailing of the ballots.

3. The adoption of a proposed change to the Constitution requires the affirmative votes of at least two-thirds of all regular members voting.

4. The adoption of a proposed change to the By-Laws requires the affirmative votes of a simple majority of all regular members voting.

Article 6: Non-Profit Status

The Association does not have as its purpose financial gain for its members. Any profits or other accretions to the Association shall be used in promoting the purposes of the Association. In the event of the dissolution of the Association all its remaining assets, after payment of liabilities shall be distributed to a not for profit fund approved by the Board.

McGill University Retiree Association
BY-LAWS

By-Law 1: Responsibilities of the Executive

The Executive Committee is responsible for the day-to-day administration of the Association. Specifically,

- a.) The President shall:
 - i.) Preside at all meetings of the Executive, Board and at General Meetings;
 - ii.) Prepare and circulate an agenda for each meeting;
 - iii.) Assign duties to members of the Board;
 - iv.) Call upon members of the Association to assist in the Association's operation;
 - v.) Exercise general supervision of all affairs of the Association and ensure that policies and actions approved by the Board or membership are implemented;
 - vi.) Be an ex-officio member of all committees
- b.) The Vice-President (Internal) shall:
 - i.) When necessary, assume the duties of the President;
 - ii.) Oversee the operation and actions of committees and chair committees as directed by the President;
 - iii.) Receive requests from the membership for changes to the Constitution and By-Laws;
 - iv.) Perform such other duties as requested by the President.
- c.) The Vice-President (External) shall:
 - i.) Conduct all correspondence of the Association;

- ii.) Issue notices of meetings of the Board and for the Annual General Meeting (AGM) and other general meetings;
 - iii.) Issue notices of annual membership fees due in September of each year for the next calendar year;
 - iv.) Keep minutes of all meetings of the Board and of general meetings of the Association;
 - v.) Have custody of all records and documents of the Association;
 - vi.) Maintain the Membership List;
 - vii.) On behalf of the Association, maintain communication with relevant external bodies including CURAC.
- d.) The Treasurer shall:
- i.) Maintain records of all financial transactions in a format that is appropriate for an official audit;
 - ii.) Arrange all disbursements and ensure that these disbursements are approved under the signatures of two out of four Executive members, excluding the Past President;
 - iii.) Ensure that a bank account is maintained at a financial institution approved by the Board and that all income received by the Association is deposited in that account
 - iv.) Submit a budget to the Annual General Meeting for the fiscal year April 1st to March 31st of the following year;
 - v.) Recommend to the Board the name of a person qualified to conduct an annual financial review;
 - vi.) Submit to the Annual General Meeting an independent financial report for the past fiscal year April 1st to March 31st;
 - vii.) Submit financial reports to the Board at its request;
 - viii.) Submit annually a list of Association officers and other required information pursuant to the requirements of the Registraire des entreprises, Québec.

e.) The Past-President shall:

i.) Advise the President and Executive, and fulfill such other duties as may be assigned by the President.

ii.) Receive nominations for Executive and Board positions and oversee the selection process;

By-Law 2: Responsibilities of the Board

The Board is responsible for governing the Association by supporting and assisting in the work of the Executive and by:

a.) Establishing policies that permit the Association to fulfill its purpose and meet its objectives by the most effective means and within the framework of the Constitution and By-Laws;

b.) Confirming that proper and sufficient accounts are kept of the funds, receipts and expenditures of the Association.

c.) Proposing the level of annual membership dues;

d.) Establishing such committees, standing or *ad hoc*, as deemed necessary by the Board;

e.) Reviewing the composition and terms of such committees;

f.) Proposing and amending by-laws;

g.) Appointing annually three members of a Nominating Committee;

h.) Overseeing the production and updating of Association communication channels such as newsletters, the website, and social media sites;

i.) In the event that a position becomes vacant before the end of a term of office, appointing a Board member to fill an Executive position or a regular member to fill a Board position.

By-Law 3: Meetings of the Executive

- a.) The Executive Committee meets as often as is deemed necessary. The agenda shall normally be disseminated to the Executive one week before a meeting but this requirement may be waived by the members attending the meeting.
- b.) Voting procedures shall be the same as for the Board.
- c.) Two members plus the President or Vice-President (Internal) shall constitute a quorum of the Executive Committee meeting.

By-Law 4: Meetings of the Board

- a.) The Board shall meet at least twice annually at the call of the President or at the request of three members of the Board. The agenda shall normally be disseminated to the Board two weeks before a meeting but this requirement may be waived by the members attending the meeting.
- b.) Five members of the Board plus the President or Vice-President (Internal) shall constitute a quorum.
- c.) An affirmative vote of a majority of the members present shall be required for the resolution of any question. In the event of a tie, the Chairperson shall cast the deciding vote.

By-Law 5: Meetings of the Association

- a.) Annual General Meeting: The Annual General meeting of the Association shall be held each year between May 15th and June 20th at a time and date determined by the Board, and at an accessible location on campus to be determined by the Executive. The purpose of the meeting shall be for the sitting Executive to report to members on the affairs of the Association, for the announcement of the names of the elected incoming Executive and Board, to receive financial statements, and to transact any other relevant business.
- b.) Special General Meeting: A special general meeting of members may be convened upon approval of the Board provided two-thirds of the Board are in favour of calling such a meeting or upon a written request to the President from fifty regular members of the Association. This request must set out the nature of the business proposed for the special meeting.
- c.) Notice of an Annual General Meeting or a Special General Meeting shall be sent to members at least 30 days prior to the date of the meeting. This notice will set forth the date, time and place of the meeting and, in the case of a special general meeting, will include the nature of the business proposed for it.
- d.) All members of the Association are entitled to be present and to be heard at any meeting of members. Any other person may be admitted or entitled to speak on the invitation of the President of the Association.
- e.) Every regular member shall be entitled to one vote.
- f.) At any meeting fifty regular members shall constitute a quorum. If a quorum is not present and decisions requiring the approval of the membership are outstanding, the Chair will order a ballot of the membership.

g.) The President, or in the case of her/his absence the Vice –President (Internal) shall chair all meetings.

h.) With the exception of changes to the Constitution, at any meeting of members, every motion shall be decided by a simple majority. In the case of a tie vote, the Chair shall be entitled to cast the tie breaking vote.

By-Law 6: Election of the Executive

a.) Only regular members in good standing may be elected to the Executive.

b.) Members of the Executive shall serve a term from the end of the Annual General Meeting at which they were elected to the end of the following Annual General Meeting. Members of the Executive may not hold the same position for more than three consecutive terms.

c.) Each year, by November 15th, a Nominating Committee of three regular members shall be appointed by the Board. They will prepare a list of candidates for the Executive for the following year and report this to the Past President by February 1st. There shall be at least one nomination for each office. The nominees must acknowledge their willingness to accept office if elected.

d.) By March 1st the Vice-President (External) shall send a notice to every regular member of the Association, containing:

i.) A list of the current Executive;

ii.) A list of nominations from the Nominating Committee;

iii.) Notification that further nominations may be submitted to the Past President under the signatures of five regular members. The nomination must include notice that the nominee is eligible to stand for office and consents to serve. Nominations in writing will be accepted by the Past President up to and including April 1st.

- e.) If there is no more than one nomination for each office, the nominated slate of officers will be acclaimed at the Annual General Meeting.
- f.) If there is more than one nomination for any office, voting will occur by ballot, ballots being distributed to all members by the Vice-President (External) at least 30 days before the Annual General Meeting.
- g.) Ballots received one week before the Annual General Meeting will be counted by the Past President and a scrutineer appointed by the Board. Those elected will be decided by a simple majority. Results of the ballot will be announced at the Annual General Meeting.

By-Law 7: Election of the Board

- a.) Eight regular members in good standing may be elected to the Board.
- b.) Members of the Board shall serve a term from the end of Annual General Meeting at which they were elected to the end of the following Annual General Meeting. Members of the Board may serve up to a maximum of three consecutive annual terms unless subsequently elected to the Executive of the Association in which case he or she may serve in this new role for the term designated in the by-law for Executive positions.
- c.) Each year, by November 15th, a Nominating Committee of three regular members shall be appointed by the Board. They will prepare a list of candidates for the Board for the following year and report this to the Past President by February 1st. There shall be at least one nomination for each available position. The nominees must acknowledge their willingness to accept the position if elected.
- d.) By March 1st the Vice-President (External) shall send a notice to every regular member of the Association, containing:

- i.) A list of current Board members;
 - ii.) A list of nominations from the Nominating Committee;
 - iii.) Notification that further nominations may be submitted to the Past President under the signatures of five regular members. The nomination must include notice that the nominee is eligible to stand for office and consents to serve. Nominations in writing will be accepted by the Past President up to and including April 1st.
- e.) If there is no more than one nomination for each office, the nominated slate of officers will be acclaimed at the Annual General Meeting.
- f.) If there is more than one nomination for any office, voting will occur by ballot, ballots being distributed to all members by the Vice-President (External) at least 30 days before the Annual General Meeting.
- g.) Ballots received one week before the Annual General Meeting will be counted by the Past president and a scrutineer appointed by the Board. Successful candidates will be decided by a simple majority. Results of the ballot will be announced at the Annual General Meeting.

By-Law 8: Membership Dues

A membership fee shall be levied, the exact amount to be determined and approved each year for the succeeding year at the Annual General Meeting. Membership dues will be payable annually by September 1st. These dues are levied to cover the costs of administering the Association from September 1st until the following August 31st.

By-Law 9: Association Activity Fees

Any events or activities organized by the Association by, or on behalf of members are expected to be self sustaining. The Association will not be liable for financial shortfalls incurred by members during the exercise of activities.

By-Law 10: Indemnification Insurance for Board Members

The Association shall, on an annual basis, purchase insurance which protects a Board member from all costs charges and expenses whatsoever that a Board member sustains or incurs in or about any action, suit or proceedings which are brought or prosecuted against him/her for actions taken in connection with the duties of his/her office, except cost incurred because of his/her own wilful neglect or default.

By-Law 11: (In effect for the years 2015-2017)

In order to ensure continuity of membership on the Executive, for the inaugural two years of the Association the President and Treasurer will be elected for a two year term in 2015, renewable for one year, and the Vice Presidents Internal and External will be elected for a one year term, renewable for one year.