



The University of Winnipeg
Retirees Association, Inc.

CONSTITUTION

DONE, PASSED and ENACTED this 4th day of November, 2008
(Signed by President Jane Barske and Secretary Norma Baker)
Clause 25 Amended April 8, 2014
Articles 10, 24, 25 and 26 Amended April 3, 2018

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BE IT, AND IT IS HEREBY, ENACTED effective November 4, 2008 as the Constitution of The **UNIVERSITY OF WINNIPEG RETIREES ASSOCIATION, INC.**, replacing existing General By-Law No. 1 which is hereby repealed.

CONSTITUTION

1 Interpretation

In this constitution and all other rules of the Association unless the context otherwise specifies or requires:

- 1.1 “Act” means The Corporations Act, R.S.M. 1987, c.40; C.C.S.M. c.225, as amended and every statute that may be substituted therefor, and in the case of such substitution, any references in the Constitution of the Association to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes.
- 1.2 “Association” means The University of Winnipeg Retirees Association, Inc. and may be referred to by the acronym UWRA.
- 1.3 “Board” means the Board of Directors of the Association as set out in the Constitution.
- 1.4 “By-law” means a regulation that governs the internal affairs of the organization.
- 1.5 “Constitution” means the basic principles, in force, by which the Association is governed.
- 1.6 “Pension Plan” means The University of Winnipeg Trusteed Pension Plan, as it may be amended.
- 1.7 “Pensioner” means a person receiving a pension from the Plan being a Plan Member who has retired from the University or the surviving Spouse of such a Plan Member who has since died.
- 1.8 “Regulations” means the Regulations under the Act as published or amended and every regulation that may be substituted therefor, and in the case of such substitution, any references in the Constitution to provisions of the Regulations shall be read as references to the substituted provisions therefor in the new regulations.
- 1.9 “University” means The University of Winnipeg.
- 1.10 The office of the Association shall be in the City of Winnipeg, in the Province of Manitoba, and at such meeting places there as the Board of Directors may determine.
- 1.11 The singular shall include the plural and the plural shall include the singular; the masculine shall include the feminine and the feminine shall include the masculine; and the word “person” shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any other of aggregate of persons.
- 1.12 All terms which are contained in the Constitution and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations.

2 Objectives

The objectives of the Association shall be those specified in its Articles of Incorporation. In furtherance of its objectives, and to the extent not inconsistent with the Articles of Incorporation, it is anticipated that the Association will undertake activities to:

- 2.1 Encourage and promote a spirit of fraternity and unity among the members of the Association and to provide a means for continuing the fellowship which members enjoyed as part of the University community;
- 2.2 Enrich the quality of life of its members and to promote the well-being and development of the University;
- 2.3 Develop, organize, promote and support social, recreational, educational and other events proposed by its members that do not compete with other programs within the University;
- 2.4 Promote communication between its members, including those living at a distance, by means of a periodic newsletter or by such other means as deemed appropriate;
- 2.5 Facilitate the exchange of information and ideas on matters affecting the Association and related subjects;
- 2.6 Act as a liaison between the retirees and The University of Winnipeg;
- 2.7 Promote and defend the interest of retirees in The University of Winnipeg Trusteed Pension Plan and any other plan of benefits offered to retirees;
- 2.8 Provide a forum for discussions by its members on matters relating to The University of Winnipeg Trusteed Pension Plan and as it may be amended;
- 2.9 Elect the Association representative(s) to the Board of Trustees and members to other bodies on which representation of the Association may be required or deemed appropriate by the Association or The University of Winnipeg, and;
- 2.10 Facilitate interaction with other retiree organizations.

3 Seal

The seal of the Association shall be such as the Board may adopt. The seal of the Association shall be under the control of the Board, and the responsibility for its custody and use shall be as determined by the Board.

4 Auditors

The auditors or accountants of the Association shall be appointed by resolution of the members of the Association at each Annual General Meeting.

5 Fiscal Year

The fiscal year of the Association shall be January 1st to December 31st.

6 Membership

- 6.1 Membership in the Association may be requested by submitting a completed application form to the Board of Directors. The making of willful misstatements or the entering of untrue/misleading information on an application for membership in the Association shall be cause for rejection.
- 6.2 The membership fee shall be determined by the Board of Directors. This fee shall be due and payable forthwith upon application of membership. Changes in membership dues must be recommended by the Board at a General Meeting of the membership and approved by a two-thirds majority with a vote to be taken by secret ballot.
- 6.3 Upon acceptance into membership, the applicant shall receive a copy of the Constitution. It shall be understood that each applicant, by becoming a member of the Association, agrees and subscribes to its policies and Constitution. A member in good standing is one who has applied for membership and paid the required dues.
- 6.4 There are two classes of membership, as follows:
- 6.4.1 Regular Members. These members are officially retired employees of The University of Winnipeg and/or pensioners as defined in Clause 1.7. All Regular Members, in good standing, shall be eligible for election to the Board of Directors and shall be entitled to vote on all matters including those pertaining to pensions.
- 6.4.2 Associate Members. These members include honorary individuals and those persons who are not retirees of The University of Winnipeg. This class of membership may include members of The University of Winnipeg's staff, faculty, administration or its institutes, former members of the Board of Regents, spouses, and domestic partners of Regular Members, members of the former University of Winnipeg Women's Auxiliary, and others who have performed outstanding or unusual service to The University of Winnipeg or the Association. A person seeking Associate Membership must be recommended by a Regular Member and approved by the Board. He/she must pay dues as required. Associate Members have no vote on matters pertaining to pensions.
- 6.5 The Secretary shall be responsible for the maintenance of permanent records of membership. In the event a member changes his/her name or mailing address, it shall be the responsibility of such member to advise the Association, in writing, of such change in order to correct the Association's records.
- 6.6 The Treasurer shall be responsible for ensuring that applications are processed.

7 Rights and Duties of Members

- 7.1 Regular Members shall have the right to vote and to be elected to serve on the Board of Directors.
- 7.2 Associate Members have the right to attend special functions and membership meetings but shall have no vote. They are not eligible to serve as directors.
- 7.3 Any member may withdraw as a member by tendering a resignation to the Secretary of the Association. Such resignation becomes effective from the time of receipt or at such later time as may be specified in the resignation.

8 Voting

- 8.1 Questions, except elections, arising at any meeting shall be decided by a majority of votes of the members present and voting in person or represented by proxy unless otherwise required by the Constitution.
- 8.2 Subject to the restrictions in Clause 7, each Regular Member shall, at all meetings of members, be entitled to one vote on each question and may vote by proxy. Such proxy need not be a member, but before voting, the proxy shall produce and deposit with the Secretary sufficient appointment, in writing, from his or her constituent or constituents.
 - 8.2.1 Every question shall be decided in the first instance by a show of hands unless a secret ballot is demanded by any member. Upon a show of hands, a declaration by the Chair of the meeting that a resolution has been carried or not carried, and any entry to that effect in the Minutes of the Association, shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes accorded in favour of or against the resolution.
 - 8.2.2 The demand for a secret ballot may be withdrawn, but if a secret ballot is demanded and not withdrawn the question shall be decided by a majority of votes cast by the members present in person or by proxy. The secret ballot shall be taken in such manner as the Chair of the meeting shall direct, and the result of the secret ballot shall be deemed the decision of the members at the General Meeting upon the matter in question.
 - 8.2.3 In the case of an equality of votes at any General Meeting, whether upon a show of hands or at a secret ballot, the Chair of the meeting shall be entitled to a casting vote.
 - 8.2.4 On any question on which a member is entitled to vote, he or she may move that discussion on the matter be postponed, either indefinitely or until a certain date and time. The motion must specify which, and is not debatable.

9 Term of Office

- 9.1 Elected officers and directors of the Board shall serve a term of one (1) year and may be re-elected to the same office twice, for a maximum of three (3) consecutive years, except for the office of President as outlined in Clause 10.2 below.
- 9.2 Where the incumbent has completed his/her terms in accordance with Clause 9.1 above and there is no candidate for the office, the incumbent may be nominated to serve.

10 Board of Directors

- 10.1 The affairs of the Association shall be managed by a Board of Directors, comprised of a President, Vice-President/President Elect, Secretary, Treasurer, Member-at-Large, and the immediate Past President who shall be an *ex-officio* member of the Board.
- 10.2 In the first year of the adoption of the Constitution, nominations shall be sought for all members of the Board of Directors. On leaving office, the current President shall become the Past-President; the Vice-President/President Elect shall become President. Nominations shall be sought for the positions of Vice-President/President Elect, Secretary, Treasurer, and Member-at-Large.
- 10.3 Members of the Board shall be elected by all Regular Members of the Association using a majority show of hands at a General Meeting or, if an election is needed, by mail or electronic secret ballot in accordance with procedures set out below:
 - 10.3.1 At the November meeting of the Association, a Nominations Committee, chaired by the immediate Past President and consisting of two (2) other voting members of the Association appointed by the Board, shall propose a slate of candidates for each of the positions on the Board. The slate shall then be sent to the Regular Members of the Association inviting further nominations.
 - 10.3.2 If possible, at the December meeting of the Association, the Nominations Committee shall announce a final slate of candidates for each position on the Board. If an election is not needed, the final slate of candidates may be approved by a majority show of hands at the December meeting or, by the Annual General Meeting at which time a final slate of candidates can be presented for approval. If more than one person is nominated for any position, the Nominations Committee shall prepare a secret ballot and send it to all Regular Members of the Association either electronically or by regular mail or both. A reasonable date shall be set for a response after which the Nominations Committee shall tally the votes.
 - 10.3.3 The Chair of the Nominations Committee shall announce the election results and the new Board shall assume office following the Annual General Meeting in February.
- 10.4 Regular Members of the Association may, by resolution passed by at least two-thirds of secret ballot votes cast at a General Meeting of which notice specifying the intention to pass the resolution has been given, remove any director before the expiration of the director's term of office, and may, by a majority of secret ballot votes cast at that

meeting, elect any eligible member to serve in the stead of such director for the remainder of the term.

- 10.5 The office of a director shall be deemed to be vacated if the director:
- 10.5.1 becomes bankrupt or is declared insolvent;
 - 10.5.2 suffers from mental disorder, as defined in the *Mental Health Act*, in the opinion of two qualified medical practitioners;
 - 10.5.3 resigns office by notice in writing to the Board;
 - 10.5.4 is absent, without being excused by resolution of the Board, from four consecutive meetings of the Board; or
 - 10.5.5 is removed from office pursuant to Clause 10.4 above.
- 10.6 No employee of the Association may be a director.
- 10.7 The Board may appoint honorary officers from among members of the Association, as it may consider appropriate.

11 Duties of the President and Vice-President/President Elect

- 11.1 The President shall:
- 11.1.1 When present, preside at all General Meetings of the members of the Association and the Board.
 - 11.1.2 Be subject to the authority of the Board.
 - 11.1.3 Have general supervision of the affairs and business of the Association.
 - 11.1.4 Be, *ex officio*, a member of all Standing committees.
 - 11.1.5 Be excluded from the Constitution Review Committee.
 - 11.1.6 Perform such other duties as may be determined by the Board.
- 11.2 During the absence or inability of the President, the President's duties and powers shall be exercised by the Vice-President/President Elect. The Vice-President/President Elect shall perform such other functions as may be determined by the Board.

12 Duties of the Secretary

The Secretary shall:

- 12.1 Attend all meetings and record all facts and minutes of all proceedings in the books kept for the purposes;
- 12.2 In accordance with Clause 6.5, create and maintain a register containing the names, addresses, class of membership and other information as may be required by the Board, of all members of the Association in good standing;
- 12.3 Issue all notices required to be given to members and to directors;

12.4 Be the custodian of all books, papers, records, contracts and other document belonging to the Association which shall be delivered only when authorized by a resolution of the Board and to such person or persons as may be named in the resolution; and

12.5 Perform such other duties as may be determined by the Board.

13 Duties of the Treasurer

The Treasurer shall:

13.1 Pursuant to Clause 6.6, keep full and accurate accounts of all memberships fees, receipts, and disbursements of the Association in proper books of account and shall deposit all monies and securities in the name and to the credit of Association in such banks, trust companies or financial institutions as may be designated by the Board;

13.2 Disburse the funds of the Association under the direction of the Board, taking proper vouchers for the funds, and render to the Board at its regular meetings, or whenever required, an account of all transactions and of the financial position of the Association;

13.3 Perform such other duties as may be determined by the Board.

14 Duties of the Immediate Past President

The immediate Past President shall:

14.1 Be responsible for the election of members of the Board as outlined in Clause 10 above except that in the inaugural year of these provisions, the responsibilities of the immediate Past President shall be exercised by the incumbent Vice-President/President Elect; and

14.2 Perform such other duties as may be determined by the Board.

15 Duties of the Member-at-Large and Others

15.1 The Board shall determine the duties of the Member-at-Large.

15.2 The Board shall be empowered to engage the services of advisors at any time that advice is required for the performance of his/her or their duties as laid down in the Constitution.

15.3 The duties of all other officers of the Association shall be such as the terms of their engagement call for or as the Board requires of them.

15.4 The Board may contract with any other persons to undertake, for a fee or gratuitously, the maintenance of a register of all persons entitled to vote on pension matters and, the transmission to each such pensioner, on behalf of the Association, the appropriate notice, ballot and return envelopes in time to enable them to vote for the election of trustee(s) nominated by the Association as their representative(s) on the Board of Trustees.

16 Manager

The Board may appoint a manager and may delegate to that person the authority to manage and direct the business and affairs of the Association as the Board may determine (except for the matters and duties as must, by law, be transacted or performed by the Board or by the members). The manager shall report on the affairs of the Association as may be required by the Board.

17 Bonding of Directors

Officers and directors of the Association, and pension trustees appointed, may be required to furnish security by way of bonds as the Board may determine, and the costs of such bonds shall be paid out of the funds of the Association.

18 Indemnification of Directors and Officers

All directors or officers and their heirs, executors and administrators, and estate and effects, respectively, shall at all times, be indemnified out of the funds of the Association for:

- 18.1 All costs whatsoever that the person incurs in any proceeding that is brought against the person for any thing whatsoever, made, done or permitted by the person in good faith and in the execution of the duties of the office.
- 18.2 All other costs that the person incurs in or in relation to the affairs of the Association, except the costs occasioned by the person's own willful act or omission.

19 Powers of Directors

The highest authority in the Association rests with the membership as expressed in resolutions at General Meetings. Between General Meetings, the Board of Directors has full power to act within the parameters set by the membership's expressed will and this Constitution. Action within these parameters does not require ratification by the membership. Extraordinary action by the Board of Directors which seems to be in contravention of this Constitution must be reviewed and confirmed or rejected at the next regularly called meeting of the members. The Board may make regulations and adopt resolutions governing the following:

- 19.1 The rules of order for formal meetings of the members;
- 19.2 The conduct of members and their guests in the context of meetings, both formal and social, organized by the Association;
- 19.3 The use and occupancy of any premises rented by the Association; and
- 19.4 The operations of the Association generally.

20 Remuneration of Directors

The directors shall receive no remuneration for acting as directors, but shall be entitled to reimbursement of any expenses incurred by them in performance of their duties as directors and duly authorized by the Board upon proof of such expenses.

21 Conflict of Interest

Whenever a conflict of interest occurs between the personal and/or business interests of an officer and/or director of the Association and the interests of the Association, the officer and/or director involved shall immediately notify the Board of the Association and the conflict shall be noted in the minutes of the Association. The officer and/or director shall thereupon be immediately excused from any further discussion and shall not be entitled to vote on that matter. Failure to reveal conflicts of interest shall be grounds for immediate dismissal as an officer and/or director of the Association and the Board may, at its option, and depending upon the nature of the conflict, rescind any and all contracts arising therefrom.

22 Board Vacancies

Vacancies on the Board, however caused, may, so long as a quorum remains in office, be filled by the Board from among the members of the Association. Otherwise the vacancy shall be filled at the next General Meeting.

23 Quorum and Meeting -- Board

- 23.1 A majority of the directors shall form a quorum for the transaction of business.
- 23.2 Meetings of the Board may be formally called by the President, or by the Secretary on direction of the President, or by any three directors. Notice of such meetings shall be served upon each director not less than five (5) days before the meeting is to take place. The declaration of the Secretary or President that notice has been given shall be sufficient and conclusive evidence of the giving of such notice.
- 23.3 The Board may appoint a day or days in any month or months for regular meetings, at an hour to be named, and of such regular meeting no notice need be sent.
- 23.4 A meeting of the Board may also be held, without notice, immediately following the Annual General Meeting of the Association. The Board may consider or transact any business, either special or general, at any meeting of the Board.

24 Quorum and Meeting -- Membership

- 24.1 General Meetings of the membership shall normally be held monthly between and including September and April, at such times and in such places as may be designated by the Board, provided, however, that a Special Meeting may be called as and when required in accordance with Clause 26.3.
- 24.2 Notice and a tentative agenda of each General Meeting or Special Meeting shall be sent by email to each member at least one (1) week prior to the proposed date of meeting.
- 24.3 A quorum for the transaction of business at any General Meeting or Special Meeting of members shall consist of at least twice the number of Directors plus three members all present in person.

25 Election of Pension Trustees

The Nominations Committee shall solicit nominations from the membership for the election of Pension Trustees who will serve as Association representatives on the Board of Trustees. If it is necessary to appoint a Pension Trustee before an election by the membership can be held, such trustee shall serve only until an election by the membership is held at the earliest opportunity.

- 25.1 The UWRA is entitled to elect two (2) Pension Trustees to the UW Pension Plan Board of Trustees. The election of Pension Trustee shall be held concurrently with the election of the Association's Board of Directors.
- 25.2 Each Pension Trustee shall serve a staggered two-year renewable term except that in the very first election under this Constitution, one of the two Pension Trustees shall be elected for a one-year term. Thereafter, each Trustee shall serve a two-year term.
- 25.3 No Pension Trustee shall serve more than two (2) consecutive terms. However, where the incumbent has completed his/her terms and there is no candidate for the office, the incumbent may be nominated to serve a continuing term.
- 25.4 At the November meeting of the Association, the Nominations Committee, pursuant to Clause 10.3.1, shall propose a slate of candidates for the election of Pension Trustee. The slate shall then be sent to members inviting further nominations.
- 25.5 At the December meeting of the Association, the Nominations Committee, as outlined in Clause 10.3.2, shall announce a final slate of candidates for the Pension Trustee position. If an election is needed, the names of the candidates shall appear on the secret ballot prepared for the election of Directors.
- 25.6 The Chair of the Nominations Committee shall announce the election results. The new Pension Trustee shall assume office July 1st.

26 Annual General Meeting (AGM) and Other General Meetings

- 26.1 The Annual General Meeting or any other General Meeting of the members shall be held at the head office of the Association or elsewhere in Manitoba as the Board may determine and on such day and time as the Board shall appoint.
- 26.2 At every Annual General Meeting, in addition to any other business that may be transacted, the report of the Board, the financial statement, and report of the auditor or accountant shall be presented and the Directors shall take office unless otherwise required by the Constitution. The members may consider and transact any business either special or general without any notice of it at any meeting of the members. The Board or the President or Vice-President/President Elect shall have the power to call, at any time, a General Meeting of the members of the Association. Notice of the Annual General Meeting shall be given at least thirty (30) days in advance of the meeting.
- 26.3 By petition to the Board of Directors, members can require the Board to call a special meeting of the membership. The letter of petition must state the matter to be discussed and must be signed by at least ten (10) members. The Board shall call a General Meeting to occur within fifteen (15) business days of receipt of the petition.

27 Notice

Whenever notice is required to be given, unless otherwise provided in this Constitution, the notice may be given either personally, electronically, via facsimile or by depositing it in a post office, in a prepaid, sealed envelope addressed to the director, officer or member at the address as it appears on the books of the Association. A notice or other document sent by post shall be deemed to have been served upon the tenth business day following the date when it was deposited in a post office, or if sent electronically via facsimile it shall be deemed to be served upon the day when it was successfully transmitted. For the purpose of sending any notice, the address of any member, director, or officer shall be the last address of such person as recorded on the books of the Association.

28 Error or Omission in Notice

No error or omission in giving notice of any Board, Annual or General meeting or any adjourned meeting, whether Annual or General, of the members of the Association shall invalidate the meeting or make void any proceedings taken at it. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be at the person's last mailing address (including email address) recorded on the books of the Association.

29 Adjournments

Any meetings of the Association or of the Board may be adjourned to any time and the business may be transacted at the adjourned meeting as might have been transacted at the original meeting from which the adjournment took place.

30 Committees

The Board or the membership at a General Meeting may appoint such standing or *ad hoc* committees as it considers advisable and shall record such action in the minutes of said meeting.

31 Power of Committees

No committee shall have the power to act for or on behalf of the Association or otherwise commit or bind the Association to any course of action. Committees shall only have the power to make recommendations to the Board, or to the members, as the Board may direct.

32 Reports of Committees

Each committee shall submit to the Secretary such reports as the Board may request, but, in any event, each standing committee shall submit an annual report to the membership at the Annual General Meeting.

33 Execution of Documents

- 33.1 All contracts, transfers of shares, bonds and other securities, proxies, leases and other instruments requiring execution by the Association (other than instruments referred to in Clause 36) shall be signed on behalf of the Association by any two (2) of the President, Vice-President/President Elect, Secretary, Treasurer, or Manager, or by any person authorized by the Board.
- 33.2 All persons receiving documents signed in the forgoing manner shall be entitled to proceed upon the assumption that the signing officers were, in fact, so authorized.
- 33.3 The signing officers referred to in Clause 33.1 above are authorized to affix the corporate seal to any such instrument, if required.
- 33.4 The corporate seal (if any) of the Association may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers, person or persons appointed as aforesaid by resolution of the Board of Directors, but any such contract, document or instrument is not invalid merely because the corporate seal (if any) of the Association is not affixed thereto.

34 Books, Records and Reports

The Board shall see that all necessary books and records of the Association required by the Constitution or by any applicable statute or law are regularly and properly kept.

35 Banking

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by the officer or officers, agent or agents of the Association and in the manner determined by resolution of the Board. Any one of the officers or agents may alone endorse notes and drafts for collection on account of the Association through its bankers, and endorse notes and cheques for deposit with the Association's bankers for the credit of the Association, or they may be endorsed "for collection" or "for deposit" with the bankers of the Association by using the Association's rubber stamp for the purpose. Any one of the officers or agents appointed may arrange to settle, balance and certify all books and accounts between the Association and the Association's bankers and may receive all paid cheques and vouchers and sign all bank forms or settlements of balances and release or verification slips.

36 Deposit of Securities for Safekeeping

The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board. Any securities so deposited may be withdrawn only upon the written order of the Association signed by the persons, and in the manner determined by resolution of the Board, whose authority may be general or confined to specific instances. The institutions which may be selected as custodians of the Association shall be fully protected when acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds of them.

37 Distribution of Assets

Any surplus which may accrue to the Association during the time it is in operation shall be used for the further attainment of the objectives for which the Association is formed. In the event of the winding-up of the affairs of the Association, all the assets of the Association including cash on hand or in the bank, after the payment of all outstanding accounts and other liabilities, are to be used in accordance with the objectives of the Association and its Articles of Incorporation.

38 Amendments

Upon recommendation of the Board of Directors, the Constitution may be amended by the members, on condition that:

- 38.1 All proposed amendments to the Constitution shall be submitted to a Constitution Review Committee which will make them available in printed form to the Board of Directors for distribution. All such submissions must be made in sufficient time that distribution may be made in compliance with Clause 38.2;
- 38.2 Notice of motion has been sent by the Secretary or other officer to members three (3) months prior to the meeting at which the motion is on the agenda;
- 38.3 A quorum of the membership is present on the announced date; and
- 38.4 The amendment is accepted by a two-thirds majority of the votes cast by members present at the meeting at which the vote is taken.