



**ASSOCIATION OF NOVA SCOTIA UNIVERSITY TEACHERS
ASSOCIATION DES PROFESSEURS DES UNIVERSITÉS DE LA NOUVELLE-ÉCOSSE**

(ANSUT/APUNE)

BY-LAWS (as amended 24 September 2022)

1. DEFINITIONS

1.01 “Association” means Association of Nova Scotia University Teachers/Association des Professeurs des Universités de la Nouvelle-Écosse.

1.02 “Registrar” means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.

1.03 “Special Resolution” means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution has been duly given.

2. MEMBERSHIP

2.01 A faculty association or faculty union becomes a member of the Association when admitted to membership by the Council in accordance with By-Law 2.02.

Only associations / unions that are members of the Canadian Association of University Teachers are eligible for membership in the Association.

Individual members of faculty associations or faculty unions admitted as members of the Association under 2.02 become members of the Association once their parent association or union is admitted to membership.

2.02 Members of an Applicant faculty association/union in Nova Scotia may be admitted to membership of the Association by a majority vote of a duly constituted general meeting of the Council.

Applicant faculty associations or faculty unions shall make application to the Association for membership and shall submit both a membership list and a constitution.

Members of the Association’s Council shall receive due notice that such a vote will take place.

2.03 Membership of the members of a faculty association/union shall cease if the faculty association/union ceases to exist, or if, by 6 months notice in writing to the Association resigns the memberships of its members.

2.04 Membership in the Association may be suspended or withdrawn by a majority vote of a duly constituted general meeting of the Council, subject to due notice having been given to the Councillors that such a vote will take place.

2.05 For purposes of registration, the number of faculty associations/unions having members in the Association is unlimited.

2.06 Membership in the Association shall not be transferable.

3. COUNCIL

3.01 The governing body of the Association shall be the Council.

3.02 Each faculty association/union, whose members are members of the Association, is entitled to appoint one Councillor for each 100 of its members.

This entitlement to Councillors for each Annual General Meeting, and thereafter for further

general meetings, shall be based upon the number of local members for whom dues have been paid to the Association for the immediately preceding month of December. Notwithstanding the above, no faculty association/union shall be entitled to appoint representatives on Council equal to or exceeding one-fourth of the number of Councillors.

3.03 Councillors may be replaced on written notice from the Executive of the member faculty association/union.

3.05 In addition to the Councillors appointed in accordance with By-law 3.02, there shall be **five Executive Officers on the Council elected in accordance with By-Law 10.04**. These shall be the President, the Vice-president, the Past President, the Secretary, and the Treasurer.

3.06 Each Councillor, including the five Executive Officers, shall have one vote. The chair of any meeting shall exercise a vote only in the case of a tie. Councillors may exercise up to three additional votes on behalf of Councillors from their member association/unions who are absent from the Council meeting.

4. AFFILIATIONS

The Association may by vote of Council affiliate with any society or corporate body.

5. EXECUTIVE

5.01 The Executive shall consist of the five officers whose election is provided for in By-laws 3.05 and 10.04, and a member-at-large, subject to the proviso that no more than two (2) members of the Executive shall be elected from the same faculty association/union.

5.01.1 If there is no Past President, a second member-at-large may be elected. Members-at-large shall carry out duties assigned to them by the President and Council.

5.02 Subject to By-Law 3.01, the management of the affairs of the Association shall be done by the Executive.

5.03 Any group of at least five members may, at their own expense, send an observer to any Executive meeting. Such observers shall be entitled to speak at the meeting but not to vote.

5.04 The Executive shall serve without remuneration and shall not receive any profit from their positions. However, an officer may be paid reasonable expenses incurred in the performance of his/her duties.

6. DUTIES OF OFFICERS

6.01 The President shall:

- (a) preside at all meetings of Council and Executive;
- (b) ensure that the policies set by the Council are implemented;
- (c) ensure, as far as possible, that all officers, committees, and employees perform their respective duties;
- (d) take actions of an emergency nature for the benefit of the Association
 - i) only if a meeting of the Council or the Executive cannot be called in time to approve such actions, and
 - ii) only after contacting as many members of the Executive as possible to discuss the actions.

If the President takes action of an emergency nature, he or she shall call a meeting of the Council or of the Executive (depending on how serious the actions were) as soon as possible after the actions were taken to seek approval for them.

6.02 The Vice-President shall carry out the duties assigned by the President and shall fulfill the duties of the President in the case of the latter's absence or incapacity.

6.03 The Past President shall carry out the duties assigned by the President, shall fulfill the duties of the President in the case of the absence or

incapacity of the President and the Vice-President, and shall be Chair of a Nominations Committee to seek candidates for the Executive.

6.04 The Secretary shall:

- (a) ensure that notices and agenda for meetings of the Council and Executive are issued;
- (b) prepare and keep custody of minute books for such meetings, as well as other books and records of the Association;
- (c) maintain a Register of member faculty associations and unions;
- (d) ensure that custody of the seal of the Association is maintained;
- (e) inform the Registrar, in writing, of any change in the By-laws within fourteen days of the change having been made;
- (f) file with the Registrar a list of the names, occupations, addresses, and faculty associations/unions of the Councillors and also of the Executive within fourteen days of a change in such membership;
- (g) file with the Registrar a copy of every special resolution within fourteen days after the resolution is passed;
- (h) carry out any other duties as assigned by the President.

6.05 The Treasurer shall:

- (a) be responsible for the care and custody of the funds, assets, and property of the Association;
- (b) record dues paid by member faculty associations/unions;
- (c) maintain books of account which shall be open for inspection, on reasonable request, by any member of the Association;
- (d) present an account of the Association's finances at the Annual General Meeting.
- (e) prepare an annual budget to be adopted by the Executive and presented at the Annual General Meeting
- (f) file with the Registrar the annual statement of accounts, as in (d) above, within fourteen days following the Annual General Meeting;
- (g) make any other financial reports required by law;
- (h) carry out any other duties as assigned by the President.

6.06 The signing officers of the Association shall be the President and the Treasurer or other persons designated by the Executive.

6.07 Contracts, deeds, bills of exchange and other instruments and documents on behalf of the Society may be executed by the President or the Vice-President and the Secretary, or otherwise as prescribed by resolution of the Council.

7. COMMITTEE STRUCTURE

7.01 The Council may, from time to time, constitute such committees as it deems necessary or advisable for such purposes with such powers as may be prescribed by the Council. Council's committee structure is comprised of both standing and ad hoc committees. The standing committees are Governance, Audit & Finance, Events and Equity.

7.02 The Governance Committee's mandate is to provide an ongoing forum to raise, discuss, examine, and address matters of governance in post-secondary education, focusing especially on Nova Scotia as well as the Atlantic region. The Committee shall act as an advisory body to Council in the development of advocacy strategies to improve governance in higher education, and it shall organize their implementation. The committee's membership is a maximum of six with a minimum of two members from Council. (See attached Terms of Reference.)

7.03 The Audit and Finance Committee's mandates is to provide oversight of the audit and budgeted processes, review of the policies and procedures and ensure sufficient safeguards are in place to protect the assets of the Council. The committee's membership is a maximum of five with a minimum of two members from Council. (See attached Terms of Reference.)

7.04 The Events Committee's mandate is to propose, plan and deliver events (e.g., conferences, projects, socials, workshops, etc.) approved by Council. The committee's membership is a

minimum of three with a minimum of two members from Council.

7.05 The Equity Committee's mandate is to address issues of equity, diversity and inclusion related to Council, Universities and member associations. The committee's membership is a maximum of five with a minimum of two members of Council.

7.06 Council can establish ad hoc committees to carry out the business of Council as determined by Council.

8. BORROWING POWERS

8.01 The borrowing powers of the Association may be exercised by resolution of the Council. Such resolution requires a three-quarters majority of the voting Councillors to be effective.

9. FISCAL YEAR

9.01 The fiscal year of the Association shall be the period from April 1 in any year to March 31 in the next following.

10. AUDITORS

10.01 The financial records of the Association shall be audited, or receive a Notice of Reader, at the end of each fiscal year by a qualified accountant appointed by the Council.

11. MEETINGS AND ELECTIONS

11.01 The President and the Secretary may call an ordinary general meeting of the Council at any time by giving at least two weeks notice of the place and time of the meeting.

The agenda for such meetings shall be sent via e-mail to the Councillors at least seven days in advance of the meeting.

11.02 There shall be at least two general meetings of the Council in each fiscal year.

11.03 The Annual General Meeting of the Association shall be held in the month of May. The President and the Secretary shall give at least two weeks' notice, via e-mail, of the place and time of the meeting.

11.04 The Officers of the Association shall be elected by a majority of the Councillors present and voting at the Annual General Meeting.

11.05 Nominations for election of Executive members shall be invited from member faculty associations/unions in the month of February.

Nominees must be in good standing with their constituent faculty association/union.

11.06 Nominations shall not be secret at any time and the list of nominees as received shall be published with the agenda for the Annual General Meeting and circulated to the Councillors at least two weeks in advance of that meeting.

11.07 The Officers of the Executive shall retire on June 30 following the Annual General Meeting, at which time those newly elected shall assume office.

11.08 In the event of the resignation of a member of the Executive before the expiration of the period of office, the vacancy thereby created may be filled for the unexpired portion of the term by election by the remaining members of the Executive.

11.09 The Council may, by resolution, remove any officer or member of the Executive before the expiration of the period of office and appoint another person instead for the period of the unexpired term. Such resolution requires a three-quarters majority of the voting Councillors to be effective.

11.10 An Extraordinary General Meeting of the Council may be demanded by a petition to the Secretary, stating its purpose and signed by at least

six Councillors representing at least three faculty associations/unions

The Secretary shall call an Extraordinary General Meeting of the Council within two weeks of the receipt of such a petition. Councillors shall be provided, via e-mail, at least one week's notice of such meeting.

11.11 Except for Extraordinary Meetings, each general meeting shall be given the minutes of the previous general meeting for consideration and approval.

11.12 The President shall report to the Council on the actions taken and decisions made on behalf of the Association by the Officers and the Executive since the previous general meeting of the Council.

11.13 All meetings shall be conducted in accordance with Robert's Rules of Order.

11.14 A quorum for any meeting of the Executive shall be three of its officers.

11.15 A quorum for any Council meeting or Annual General Meeting shall be three of its Executive officers and four Councillors.

12. DUES

12.01 Each member association/union shall pay a monthly membership fee based upon a mil rate. The rate shall be established and confirmed at the Annual General Meeting of the Council. Executive members shall not be entitled to vote on changes to the mil rate and a two-thirds majority of the voting Councillors is required for a change to be approved.

12.02 The monthly membership fee shall be forwarded to the Association on or about the 15th day of the month for which it was assessed. The fee shall be based on the number of members used by the faculty association or union's administration in deducting union dues.

12.03 Changes in dues shall take effect from the 1st day of the month following the month in which the Annual General Meeting occurs.

12.04 A member of an association/union which is in arrears in payment of dues for four months shall be automatically suspended. Council members representing a suspended association/union shall be denied all rights and privileges under these By-laws.

12.05 Members of an association/union on strike or locked-out shall have their dues forgiven at the rate of one-quarter of a month's dues per full week they are on strike or locked-out, for any week during which there was loss of income.

13. BOOKS AND RECORDS

13.01 The books and records of the Association may be inspected by any member at any reasonable time with due notice at the registered office of the Association.

14. AMENDMENTS

14.01 Proposed amendments to these By-laws must be made in writing to the Secretary forty days (40) prior to any meeting at which they are to be considered. The Secretary must distribute the proposed amendments to the members thirty (30) days prior to any meeting at which they are to be considered.

These By-laws may be amended by special resolution adopted by three-fourths of the members present.

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BY-LAWS (as amended 24 September 2022)**

Appendix 1: Governance Committee Terms of Reference

Purpose:

The Governance Committee shall provide an ongoing forum for ANSUT and its members to raise, discuss, examine, and address matters of governance in post-secondary education, focusing especially on Nova Scotia as well as the Atlantic region. Governance matters shall include Boards of Governors, Senates, senior administration, provincial relations, as well as bicameral and collegial governance more generally.

It shall act as an advisory body to ANSUT Executive and ANSUT Council in the development of advocacy strategies to improve governance in higher education, and it shall organize their implementation.

Membership:

The Governance Committee shall consist of 4-5 regular members, with the possibility of further ad hoc members as is deemed necessary. All members, regular and ad hoc, shall be appointed by the ANSUT Executive on the recommendation of ANSUT Council members.

Effort shall be made to encourage a diverse committee composition in terms of institutional affiliation and the inclusion of those from equity-deserving groups.

- Regular members – the Governance Committee shall be comprised of the following representatives:
 - 1-2 from ANSUT Executive
 - 2-4 from ANSUT Council
 - 1-2 from ANSUT member associations, as is necessary
- Ad hoc members – the addition of ad hoc members may include representatives from any of the above constituencies as well as those from associations and organizations who are not members of ANSUT on the approval of ANSUT Executive.
- Chair – a Chair shall be selected from among the committee’s members within 2 weeks of its formation. If circumstances require, an interim Chair may be appointed by ANSUT Executive until the Governance Committee is able to select one.
- Terms of service – members shall normally serve between 1 and 3 years. Some consistency among the membership from year to year is desirable for continuity.

Meetings:

The Governance Committee shall normally meet at least 4 times per year.

Functions:

The Governance Committee shall discuss and examine matters of governance in post-secondary education with the aim of affirming collegial governance and improving the workings of governance as well as helping faculty be more effective in their participation in governance.

The Committee shall do so by undertaking some combination of the following non-exhaustive list of functions, as is deemed a priority by the Governance Committee in consultation with ANSUT Executive and/or ANSUT Council:

- Solicit possible areas of concern from Council members
- Identify concerns with and offer possible remedies to governance matters
- Examine and assess the way in which a corporate model of governance is influencing higher education
- Review and offer commentary on the various Acts/Charters, By-laws, policies, procedures, and practices of post-secondary institutions and provincial legislation impacting governance
- Identify best practices and current trends in governance, and make recommendations drawn from evidence-based research to effect positive change
- Affirm the representational nature – that is a constituency model over a trustee model – of governance (including university Boards and Senates)
- Develop initiatives, research projects, or campaigns
- Organize sessions, panels, workshops, or conferences
- Provide guidance to member associations on problems with governance at their respective institutions
- Gather and consult with academic research on governance
- Consult and work with relevant organizations, such as CAUT and CFS-NS
- Maintain and update a database of relevant documents and resources for ANSUT Council members

Reporting:

The Governance Committee shall report on its ongoing activities to ANSUT Executive at least twice per year, present its initiatives and findings to ANSUT members at ANSUT Council meetings, and submit an annual report prior to the AGM to be disseminated to Council members.

BY-LAWS (as amended 24 September 2022)

Appendix 2: Finance and Audit Committee Terms of Reference

Purpose:

The The Audit and Finance Committee's mandates is to provide oversight of the audit and budgeted processes, review of the policies and procedures and ensure sufficient safeguards are in place to protect the assets of the Council.

Membership:

The committee's membership is a maximum of five with a minimum of two members from Council. The other members of the Committee could be volunteers from member organizations who have an interest and/or experience in financial reporting, budgeting and/or auditing. The Chair of the committee will be the Treasurer.

Meetings:

The Audit and Finance Committee shall normally meet at least two (2) times per year. One of those meetings will focus on the annual audit and will include a discussion with the external auditors.

Functions:

The Audit and Finance Committee will:

- Oversee the financial affairs of the Association of Nova Scotia University Teachers (ANSUT).
- Recommend to Council an annual mill rate for determining member association fees.
- Recommend to Council an annual budget.
- Recommend to Council the annual appointment of the auditor.
- Develop, recommend to Council, and monitor short term investment of cash reserves.
- Ensure the Committee's ongoing effectiveness and efficiency.

Reporting:

The Audit and Finance Committee will report to Council at a minimum twice per year. The Treasurer as Chair of the Committee is encouraged to report on a quarterly basis. Both the audited financial statements and the annual budget after reviewed and recommended by the Committee is to be presented for approval at ANSUT's Annual General Meeting (AGM).