



# UNIVERSITY OF NORTHERN BRITISH COLUMBIA FACULTY ASSOCIATION CONSTITUTION

*(Amended: December 22, 2023)*

## **NAME:**

The name of the Union is the "University of Northern British Columbia Faculty Association".

## **PURPOSES:**

The purposes of the Union are:

To promote the welfare of members of the Faculty Association employed by the University of Northern British Columbia and the welfare of the University of Northern British Columbia.

To act as the bargaining agent of all members of the Faculty Association employed by the University of Northern British Columbia and to regulate relations between the Faculty Association members and the University through collective bargaining.

To uphold the principles of academic freedom, tenure, equality, civil liberties, and human rights within the University.

To support and promote higher education in British Columbia.

## **BYLAWS:**

### **1. INTERPRETATION**

#### **1.1 In this constitution:**

"Association" means the University of Northern British Columbia Faculty Association.

"collective agreement" means the collective agreement negotiated between the Association and the University of Northern British Columbia.

"Director" means a member of the Executive Committee (Board of Directors) of the University of Northern British Columbia Faculty Association.

"economic benefits" means benefits to which members may be entitled under the terms of the "collective agreement".

“Societies Act” means the Societies Act of British Columbia and all amendments to it.

“University” means the University of Northern British Columbia.

1.2 Words importing the singular in number shall include the plural in number wherever the context so requires.

## **2. MEMBERSHIP**

2.1 Members shall be of three types: active members, associate members, and honorary members.

2.2 Subject to bylaw 2.3, a person employed by the University as Instructor I, Instructor II, Instructor III, Instructor IV, Part-time Instructor, Senior Laboratory Instructor I, Senior Laboratory Instructor II, Senior Laboratory Instructor III, Senior Laboratory Instructor IV, Senior Instructor I, Senior Instructor II, Senior Instructor III, Lecturer, Assistant Professor, Associate Professor, Professor, Librarian I, Librarian II, Librarian III, and Librarian IV is eligible for active membership in the Association.

2.3 Active membership is not available to a person who:

(a) holds a senior management position at the University, but not limited to: University President, Vice Presidents, Provost, Vice-Provosts, Associate Vice-Provosts, Deans, Associate Deans, Assistant Deans, Directors, University Librarian;

(b) holds a visiting appointment for one year or less; or

(c) has contractual obligations to the University that include advising or supporting senior management in their relationship with the Association.

2.4 In cases in which it is not clear that a person is eligible for active membership in the Association, the Executive Committee of the Association shall rule on eligibility.

2.5 The Association shall admit to active membership a person eligible for such membership, upon the first payment of membership dues to the Association by that person.

2.6 A person who holds an appointment which renders him or her ineligible for active membership in the Association pursuant to bylaw 2.3, and who upon the termination of that appointment will be eligible for active membership in the Association, shall on the first payment of membership dues following the termination of that appointment become an active member of the Association.

2.7 Active members shall have voting rights. Other members shall not have voting rights.

2.8 Only active members shall participate in any manner in matters related to collective bargaining and the administration of the Association’s collective agreement with the University.

2.9 Associate membership may be offered to former active members of the Association.

2.10 Honorary memberships may be given to those whom the Association wishes to honor for their meritorious and distinguished service to the Association and/or provincial, national, and international academic staff associations. The Executive Committee of the Association will propose nominees for acceptance by the membership at the general meeting. Such persons will be immediately admitted to membership upon the receipt of their written acceptance of the offer.

2.11 A member shall cease to be a member of the Association upon:

- (a) copy of notice of resignation submitted to the University in writing delivered to the Association Executive Director;
- (b) failing to pay the required membership dues after obtaining an exemption from the Labour Relations Board from the requirement to pay such dues; or
- (c) ceasing to be eligible for membership.

2.12 No member may cease to be a member of the Association except as provided for in bylaw 2.11.

### **3. EXECUTIVE COMMITTEE OF THE ASSOCIATION**

3.1 Only active members in good standing may be members of the Executive Committee.

3.2 The members of the Executive Committee are the Association's Directors.

3.3 The Executive Committee of the Association shall consist of the following Directors:

- (a) the Officers of the Association; and
- (b) the Members at-large, one (1) of whom shall be designated as the Secretary and an Officer pursuant to bylaw 4.5.

3.4 The Officers of the Association shall be:

- (a) the President;
- (b) the immediate Past-President;
- (c) the Vice-President;
- (d) the Secretary; and
- (e) the Treasurer.

3.5 The Members at-large shall be:

- (a) Three (3) members holding tenure-track or tenured appointments (Faculty representatives);
- (b) One (1) member holding an appointment as a term member (Part-time Instructor, Instructor I, II, III, IV or other Regular Term appointment);
- (c) One (1) member holding an appointment as a Senior Laboratory Instructor (SLI);
- (d) One (1) member holding an appointment as a Senior Instructor (SI);
- (e) One (1) Librarian member; and
- (f) One (1) regional member holding a tenure-track, tenured, probationary or continuing appointment and whose primary regional campus is located in Quesnel or Terrace.

3.6 The term of office for all Directors shall be two (2) years.

3.7 The Executive Committee shall:

- (a) carry on the business of the Association between general meetings in all respects, except those matters to be dealt with by the members in a general meeting; and
  - (b) investigate and report on matters of interest to the Association.
- 3.8 The Officers of the Association shall have the duties that are assigned to them by the Executive Committee from time to time or as described by these bylaws, in particular:
- (a) The President shall preside at all meetings of the Association and of the Executive Committee and shall be an *ex officio* member of all committees of the Association unless otherwise noted.
  - (b) The President is the chief executive officer of the Association and shall supervise the other officers in the execution of their duties and ensure the Executive Committee and the Association meet frequently enough that constitutional obligations of the Association are met.
  - (c) The Vice-President shall carry out the duties of the President during the President's absence. The Vice-President may be assigned other duties by the Executive Committee.
  - (d) The Secretary shall record minutes of all meetings of the Executive Committee and general meetings of the membership, and shall work with the Executive Director to ensure these minutes are properly maintained in the Association Office.
  - (e) The Treasurer shall keep the financial records, including books of account, necessary to comply with the Societies Act, and render an account of the financial position of the Association, including financial statements, to the Executive Committee when required and to the membership at general meetings.
- 3.9 To assist in the performance of these duties, the Executive Committee shall select and hire an Executive Director to be employed by the Association, and may select and hire other staff to be employed by the Association.
- 3.10 The role and duties of the Executive Director and other staff shall be described in an employment contract.
- 3.11 The Executive Committee-elect shall appoint a Grievance Officer within sixty (60) days of taking office.
- 3.12 Only active members of the Association in good standing may serve as the Grievance Officer.
- 3.13 Course release or stipend payments provided by the University to Directors, the Grievance Officer, or to Association members holding committee or team appointments (for instance, the Association negotiating team) shall be in accordance with provisions of the collective agreement and shall be approved by the Executive Committee.
- 3.14 The Association may pay a stipend to the Vice-President or to Association members holding committee or team appointments if the stipend has been recommended by the Executive Committee and approved in a resolution passed at a general meeting or in an electronic ballot by a majority of the votes cast by members in good standing.
- 3.15 Directors, the Executive Director, and the Grievance Officer will be remunerated for expenses reasonably incurred while engaged in the Association's affairs.

- 3.16 The Executive Committee shall meet as necessary in order to carry on the business of the Association between general meetings, and, in particular, the Executive Committee shall meet at the call of the President, or of any two (2) Directors.
- 3.17 Except in emergency situations, due notice shall be given for any meeting of the Executive Committee.
- 3.18 Every meeting of the Executive Committee shall have a presiding officer, normally the President. In the absence of the President, the following Directors shall preside in the following order: the Vice-President, the Past-President, a Director agreed to by other Directors present.
- 3.19 Every meeting of the Executive Committee shall have a secretary, who is responsible for taking and distributing minutes, normally the Secretary. In the absence of the Secretary from a meeting, the Executive Committee shall appoint another Director to act as secretary for that meeting.
- 3.20 Quorum for meetings of the Executive Committee shall be a majority of the Directors.
- 3.21 The Executive Director and the Grievance Officer may attend and participate at Executive Committee meetings, but shall not have a vote at such meetings.

#### **4. ELECTION OF DIRECTORS TO EXECUTIVE COMMITTEE**

- 4.1 Election of the Directors shall take place in the January semester through electronic ballot. The newly elected Executive Committee takes office on July 1 of that year.
- 4.2 The Executive Committee or its designates shall widely advertise vacancies and seek out persons willing to accept nominations. The Executive Committee shall endeavour, to the best of its ability, to ensure that there is more than one (1) candidate nominated for each vacant position and to ensure a diversity of representation among the nominees.
- 4.3 With the written consent of the nominee, two (2) active members in good standing of the Association may nominate a candidate for office in the Association. Such nominations must be submitted in writing to the Executive Director prior to March 1<sup>st</sup> in the year when an election is being held. The Executive Director will subsequently contact nominees for a short biographical paragraph which can be included with the ballots.
- 4.4 All active members in good standing will receive two (2) electronic ballots:
  - (a) The first ballot will contain the names of all persons running for President, all persons running for Vice-President, and all persons running for Treasurer, indicating their appointment type at the University.
  - (b) The second ballot will contain the names of all persons running for the seven (7) member at-large positions. These names will be grouped according to the five (5) named representative categories in bylaw 3.5.
- 4.5 Following the election of the new Executive Committee, a meeting of the Directors-elect shall be called by the outgoing President by June 1<sup>st</sup>. The Directors-elect shall elect a Secretary from among the newly elected members at-large. The outgoing President shall chair the meeting and shall vote only to break a tie. The membership shall be informed of the results of the meeting within ten (10) working days of the meeting.
- 4.6 All elected positions on the Executive Committee will be elected by a plurality.

4.7 The outgoing President will announce the results of the election in a special bulletin to members. Alternatively, the results of the election may also be announced at the Spring general meeting. Vote tallies shall be provided to candidates upon request.

## **5. VACANCIES IN THE EXECUTIVE COMMITTEE**

5.1 If, at any time, the office of President shall become vacant, the Vice-President shall become President for the balance of the term.

5.2 If the position of a Director, other than President, should become vacant, the Executive Committee may either appoint an active member of the Association to fill the position until the next election, or as soon as is practical hold an election to fill the vacant position.

5.3 If the immediate Past-President is not able to serve out the term of office, the Executive Committee may choose to appoint a previous Past-President to serve out the vacant term of office.

5.4

(a) The active members may remove a director from office before his or her term expires, by a special resolution as defined in the Societies Act. A two-third (2/3) voting threshold will apply in respect of special resolutions passed at a general meeting or by electronic ballot in that regard.

(b) When a Director has been removed pursuant to bylaw 5.4(a), the active members in good standing may elect a successor to complete the term of office.

5.5 The Executive Committee may remove a Director from office before his or her term expires, if he or she is convicted of an indictable offence, or if he or she ceases to be qualified to act as a Director of the Association, and does not promptly resign.

## **6. COMMITTEES**

6.1 All committees shall liaise with the Executive Committee. All standing committees shall submit a report to members in the general meeting held in the January semester.

6.2 With the exception of the Negotiating Committee, all standing committees where the appointment is not already stipulated shall be constituted by the Executive Committee-elect within one-hundred and twenty (120) days of taking office. Where election by the membership is required, such election shall take place within one-hundred and twenty (120) days of the Executive Committee-elect's taking office. Standing committee appointments shall end their term of office with that of the Executive Committee-elect.

6.3 The Negotiating Committee will normally be constituted during the year immediately preceding contract negotiations.

6.4 Ad hoc committees may be established by the Executive Committee, or by the Association through a resolution at a general meeting, together with terms of reference and membership. All standing committees and ad hoc committees shall provide a written or verbal report to the Executive Committee at its meetings.

6.5 Standing committees of the Association shall be the:

- (a) Grievance and Appeal Committee, which shall consist of the Chair, President, Vice-President, and Executive Director. The Chair shall be the Grievance Officer. The mandate of the committee shall be to review or investigate complaints by individuals concerning their employment, tenure, promotion, salaries, and all other issues governed by the collective agreement, and make recommendation to the Executive Committee on matters that may proceed to grievance and/or arbitration.
- (b) Equity Committee, which shall consist of the Chair and four (4) other active members in good standing elected by the active members in good standing. The Chair shall be a member at-large appointed by the Executive Committee. The mandate of the committee shall include providing advice for negotiations and arbitrations on salary and other economic benefits. The committee shall also bring to the attention of the Association any identified inequities in the assignment of salaries, tenure, promotion and other benefits, or matters affecting the status of academics, including inequities associated with gender, minority status, or disability. The committee shall promote awareness of these issues at the University of Northern British Columbia.
- (c) Finance Committee, which shall consist of the Chair and four (4) active members in good standing appointed by the Executive Committee. The mandate of the committee shall include: analyzing and archiving the University financial statements; liaison between Senate Committee on University Budgets (SCUB) and the Executive Committee; and policy review and development for appointment of Pension Plan Board Trustee, Defence Fund Trustee, and review of the Post-Retirement Benefits Fund policy.
- (d) Negotiating Committee, which shall consist of the Chief Negotiator and no fewer than two (2) other Association active members in good standing all of whom are appointed by the Executive Committee, and the Executive Director. The mandate of the committee shall include preparing for negotiations in consultation with the membership and negotiating the collective agreement.
- (e) Events Committee, which shall consist of the Chair and two (2) active members in good standing elected by the active members in good standing. The mandate of the committee shall include: recommending to the Executive Committee social activities and events for the membership; assisting with organizing activities and events; and recommending activities to promote the use of the Faculty Association Lounge.
- (f) Action Committee, which shall consist of the Chair, who is the Vice President, Treasurer, and four (4) active members in good standing appointed by the Executive Committee. The mandate of the committee shall be: to ensure that a job action plan is in place immediately upon the start of the committee's term in office; to coordinate and plan all aspects of job action, including organizing and liaison with subcommittees; and to review and make recommendations to the Executive Committee on any job action policies or procedures.

- 6.6 The Executive Committee may appoint any member of the Executive Committee to any standing committee.
- 6.7 The President, Vice-President and/or Executive Director shall be ex officio members of all standing committees, ad hoc committees, joint committees, subcommittees and negotiating teams of the Association. Where the President or Vice-President is not explicitly named as a committee member, she/he shall be a non-voting member. The Executive Director shall be a non-voting member on all committees.

## **7. MEETINGS**

- 7.1 The annual general meeting of the Association shall normally be held in October each year. The Executive Committee shall place before the meeting the Treasurer's Report and financial Statements, the external accountant's report, and the Executive Committee's report to the members.
- 7.2 A general meeting of the Association shall be held in the January term not later than March 31.
- 7.3 The Association shall give members at least fourteen (14) calendar days' notice of all general meetings. The Association may send notice of a general meeting to a member by:
- (a) email, to the member's email address provided by the member for the purpose of receiving such notices;
  - (b) email, to the member's email address provided by the University for the purpose of receiving such notices; or
  - (c) mail, to the member's most recent mailing address on file with the Association.
- 7.4 Special general meetings of the Association shall be called:
- (a) at the President's discretion; or
  - (b) at the written request of ten percent (10%) or more of the active members, in accordance with the Societies Act.
- 7.5 Association members wishing to place items on the agenda of Association general meetings shall provide the Executive Director with the wording of their proposed agenda item at least seven (7) days before notice of the general meeting must be sent.
- 7.6 A member proposal will be added to the Agenda if it is signed by at least five percent (5%) of the Association's active members. The Executive Committee shall have the right to reject placing the proposal on the agenda of a general meeting (the "Current General Meeting") if it is substantially similar to a proposal voted on at a previous general meeting held during the two (2) calendar years before the calendar year in which the Current General Meeting is to be held.
- 7.7 A member may participate in a general meeting by attending the meeting in person or participating by telephone or other communications media approved by the Executive Committee.

## **8. QUORUM**

- 8.1 For all general meetings of the Association, a quorum shall consist of no fewer than twenty five (25) active members present.

## **9. VOTING**

- 9.1 The methods in which a vote of the active members in good standing may be conducted are limited to the following:
- (a) a show of hands at a general meeting;
  - (b) a paper secret ballot at a general meeting; or



- (c) an electronic ballot.
- 9.2 Subject to the Societies Act and to bylaws 9.3 and 9.5, the Executive Committee shall decide the method by which a vote on a particular matter will be conducted.
- 9.3 Votes on matters addressed in the bylaws shall be conducted by the method specified in the bylaws. An active member who is eligible to vote shall be entitled to one vote.
- 9.4 Subject to bylaws 9.2 and 9.3, the normal method of voting at a general meeting shall be by show of hands.
- 9.5
- (a) At a general meeting, the active members in good standing present may by ordinary resolution decide that any question before the meeting in which is set for a vote by show of hands shall not be decided at that general meeting, but shall be decided later by a secret ballot.
  - (b) If the active members in good standing pass an ordinary resolution pursuant to bylaw 9.5(a), the secret ballot shall be conducted at the choice of the Executive Committee, either by a paper secret ballot at another general meeting, or by an electronic ballot.
- 9.6 An electronic ballot shall be conducted in accordance with the following procedures:
- (a) An electronic ballot shall be sent to all active members in good standing at the email address provided by the University or email address that each such active member has provided to the Association for that purpose.
  - (b) The electronic ballot will be deemed to have been received by the active member on the day it was emailed.
  - (c) With the exception of bylaw 14.3, an active member in good standing shall have until the end of the fifteenth (15<sup>th</sup>) calendar day following the date the electronic ballot was received, to submit his or her vote.
  - (d) The Executive Director shall determine the results of the electronic ballot.
- 9.7 Voting by proxy is permitted and shall be limited to the following:
- (a) a notice of proxy must be submitted in writing to the Executive Director five (5) days prior to the vote, and must contain sufficient information to identify the member and the appointed proxy holder;
  - (b) the proxy holder must be an active member of the Association and is representing an active member of the Association eligible to vote;
  - (c) the proxy is valid only at the meeting for which the appointment is given or at any adjournment of that meeting;
  - (d) the proxy holder can propose and second resolutions, participate in the discussion, and vote, unless restricted in the written proxy notice.
- 9.8 The voting threshold for an ordinary resolution passed:

- (a) in a general meeting shall be a simple majority of the votes cast in person or by proxy by the active members in good standing;
- (b) in an electronic ballot shall be a simple majority of the votes cast by the active members in good standing.

9.9 A seventy-five percent (75%) voting threshold shall apply for special resolutions passed at a general meeting or in an electronic ballot, unless a different voting threshold is specified in the Societies Act or these bylaws for a special resolution in respect of a particular matter, in which case that specified voting threshold shall apply.

## **10. FINANCES**

10.1 The President, Vice-President, Treasurer and Secretary shall be the authorized signing officers of the Association. Cheques shall be signed by any two (2) of the authorized signing officers.

10.2 The Treasurer shall submit a detailed report to the annual general meeting of the Association.

10.3 An accountant shall be appointed at the general meeting in the January term to review the books of the Association and the Treasurer's financial statement prior to its presentation at the annual general meeting in the fall, and to report on this examination to the Executive Committee.

## **11. MEMBERSHIP DUES**

11.1 Honorary and Associate members shall be exempted from paying membership dues.

11.2 Active members shall pay dues each pay period calculated as a percentage of his or her total salary received in the pay period. The percentage will be ~~in~~ the amount recommended by the Executive Committee and approved by a majority of those members voting in an electronic ballot. Membership dues may be collected from member salaries on a regular basis by an arrangement with the University.

11.3 Under the above dues structure, members not receiving salary during a pay period do not owe membership dues for that period.

11.4 A member is not in good standing during:

- (a) any portion of a leave of absence from the University for which he or she does not receive salary from the University; or
- (b) an unpaid suspension imposed by the University.

11.5 An active member who is not in good standing may not vote or be a member of the Executive Committee.

## **12. BORROWING POWERS**

12.1 For the purpose of carrying out the objectives of the Association, the Association may borrow or raise or secure payment of money in such manners as it deems fit, provided that exercise of the powers provided in this section is approved in a special resolution passed at a general meeting by at least seventy-five percent (75%)(three-quarters) of the votes cast by the active members in good standing, whether cast in person or by proxy. No debenture shall be issued without the sanction of such a resolution.

### **13. RECORDS**

- 13.1 In accordance with the Societies Act and subject to bylaw 13.2, members may inspect and obtain copies of the records the Association is required by the Societies Act to keep.
- 13.2 Members are not permitted to inspect or obtain copies of the following records:
- (a) the portions of Executive Committees' meeting minutes and Executive Committees' consent resolutions that do not evidence a disclosure of interest by a Director or the Executive Director; or
  - (b) the Association's accounting records, other than the Association's budgets and financial statements.
- 13.3 The Association may impose a reasonable period of notice before which, and reasonable restrictions on times during which, a member may inspect a record.
- 13.4 The Association may impose a reasonable fee, which must be paid by a member before obtaining a copy of a record.

### **14. COLLECTIVE BARGAINING**

- 14.1 The Association shall negotiate a framework agreement and collective agreements on behalf of all members. A framework agreement means an agreement governing the overall process of collective bargaining. A collective agreement means an agreement that governs generally, for all members, matters such as salaries, conditions of appointment, economic benefits, and other matters relating to the professional position of members of the bargaining unit.
- 14.2 No framework or collective agreement shall take effect until it has been ratified by a majority of those voting in an electronic ballot conducted among all members of the bargaining unit, except those persons who have obtained an exemption from the Labour Relations Board from the requirement to pay dues.
- 14.3 In accordance with bylaw 14.2, prior to conducting the electronic vote the Chief Negotiator and President shall present the tentative framework or collective agreement to the members at a general meeting called for this purpose. Within twenty-four (24) hours of the general meeting, electronic voting shall be open for active members in good standing to cast an electronic ballot in accordance with bylaw 9.6(a), (b) and (d), with the exception that electronic voting will remain open for not less than three (3) calendar days and not more than seven (7) calendar days. The period of voting shall be decided by the Executive Committee and announced at the general meeting.

### **15. AMENDMENTS TO THE CONSTITUTION AND BY-LAWS**

- 15.1 In order to amend the constitution or bylaws, the active members in good standing must pass two (2) special resolutions:
- (a) the first, at an annual general meeting or at a special general meeting called for the purpose of amending the constitution or bylaws; and
  - (b) the second, in a subsequent electronic ballot.
- 15.2 All proposed amendments to the constitution or bylaws shall be sent to all of the Association's

members at least fourteen (14) days prior to the date of the meeting at which the amendment will be considered.

## **16. RESERVE FUNDS**

- 16.1 The Association shall maintain the following funds:
- (a) a Grievance, Arbitration and Negotiations Reserve Fund;
  - (b) an Operating Reserve Fund, and
  - (c) a Post-Retirement Benefits Fund.
- 16.2 The Grievance, Arbitration, and Negotiations Reserve Fund shall be used to support the Association in upholding its due diligence responsibilities under the grievance and arbitration provisions of the collective agreement, and in support of contract negotiations. The contribution rate for this fund will be set at twenty-five percent (25%) of all dues collected, effective July 2006; or at such rate as may be set by a majority vote of the active members in good standing in an electronic ballot.
- 16.3 The purpose of the Operating Reserve Fund shall be to assist the Association in meeting one-time demands upon operating fund budgets. Contributions to this Fund shall be set at a rate of two percent (2%) of all dues collected, effective July 2006; or at such rate as may be set by a majority vote of the active members in good standing. The Operating Fund Reserve shall be capped at ten thousand dollars (\$10,000).
- 16.4 The purpose of the Post-Retirement Benefits Fund shall be to offset the cost of post-retirement benefits for retired full-time Members. Contributions to this Fund shall be as determined by the Collective Agreement between the Association and the UNBC Board of Governors. Full-time retired Members are eligible for benefits under this fund up to a maximum number of years equal to the number of years of service at UNBC as a Member of the Association. Eligible expenses and maximum benefits shall be as determined by the Association's "Post-Retirement Benefits Fund Policy".
- 16.4.1 The Post-Retirement Benefits Fund shall be governed by a committee comprising the Executive Director, Professional Services Officer, and the Executive Committee ("Trustees"). This committee shall be chaired by the President and will meet quarterly.
- 16.5 The transfer or use of the Grievance, Arbitration and Negotiations Reserve Fund or the Operating Reserve Fund for purposes other than those designated above must be approved by a majority vote of the active members in good standing at the annual general meeting or a special general meeting before the funds are transferred or used. The Treasurer will report on expenditures under these Funds at regular Association Executive Committee meetings.
- 16.6 The transfer of the Post-Retirement Benefits Fund to the Employer or a benefits provider for the purpose of providing post-retirement benefits to all retired Members may be proposed as an outcome of collective bargaining or consultations between the Association and benefits providers. Should such a proposal be developed, it will be presented to Members at a special general meeting for approval, followed by an electronic ballot as per by-law 14.3.

## **17. LEGAL LIABILITY**

- 17.1 In bylaw 17, “Appointee” means the Grievance Officer, a member of a standing or ad hoc committee of the Association other than a Director or the Executive Director, an employee, agent, or volunteer of the Association, and any other person elected or appointed by the Executive Committee or the active members in good standing to perform duties for the Association.
- 17.2 The Directors shall cause the Association to meet at least the mandatory requirements of the Societies Act for the indemnification and the payment of the expenses of directors and senior managers in respect of a person who is or was a Director or Executive Director of the Association, and his or her heirs and personal and/or other legal representatives.
- 17.3 The Directors may cause the Association to indemnify and/or pay the expenses of a person who is or was a Director or Executive Director of the Association, and his or her heirs and personal and/or other legal representatives, in accordance with the permissive provisions of the Societies Act for the indemnification and payment of expenses of directors and senior managers.
- 17.4 Each Director on being elected or appointed shall be deemed to have contracted with the Association on the terms of the indemnity contained in bylaws 17.2 and 17.3.
- 17.5 Subject to the Societies Act, the Directors may cause the Association to indemnify any person who is or was an Appointee, and his or her heirs and personal and or other legal representatives, against any liability incurred by him or her resulting from his or her holding or having held a position included in the definition of Appointee, provided that in relation to that matter giving rise to the liability he or she acted honestly and in good faith with a view to the best interests of the Association and in the course and scope of his or her duties.
- 17.6 Each Appointee, who is not an employee or agent of the Association, on being elected or appointed shall be deemed to have contracted with the Association on the terms of the indemnity contained in bylaw 17.5.
- 17.7 The failure of a Director, the Executive Director, or an Appointee to comply with the Societies Act, the constitution of the Association, or these bylaws, or any former Societies Act or former constitution and bylaws, shall not invalidate any indemnity to which he or she is entitled under bylaw 17.
- 17.8 The Directors may cause the Association to purchase and maintain insurance for the benefit of any person who is or was a Director, the Executive Director, or an Appointee, and his or her heirs and personal and/or other legal representatives, against any liability incurred by him or her as a result of holding or having held such a position.

## **18. STATUS**

- 18.1 The Association was certified by the Labour Relations Board of BC on April 29, 2014, and it is a registered Society under the Societies Act of British Columbia.
- 18.2 The Association is deemed a member-funded Society under the Societies Act.