

# Royal Roads University Faculty Association Bylaws

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## Name and Purpose of Association

The name of the society is Royal Roads University Faculty Association (RRUFA).

The purposes of the society are:

- a) To promote the welfare and professional interests of the Members of the association
- b) To promote academic and intellectual freedom within Royal Roads University
- c) To act as the bargaining agent for all Academic Staff Members (“Members”) employed by Royal Roads University, and
- d) To regulate relations between the Members and the University through collective bargaining.

## Part 1 — Interpretation

1 (a) In these bylaws, unless the context otherwise requires:

- “Academic Staff Member” means a person appointed by Royal Roads University as a professor, instructor, researcher, academic administrator, academic librarian, or other positions as approved by the membership at a general meeting;
- “association” means the Royal Roads University Faculty Association (RRUFA);
- “directors” means the directors of the association for the time being;
- “mail ballot” includes balloting by secure electronic transmission;
- “Member” means a member of this association;
- “ordinary resolution” means any of the following:
  - a resolution passed at a general meeting by at least one-half of the votes cast by the voting members, whether cast personally or by proxy;
  - a resolution consented to in writing by at least one-half of the voting members;
  - if the bylaws authorize indirect or delegate voting or voting by mail or another means of communication, including by email or other electronic means, a resolution passed by at least one-half of the votes cast, in accordance with the bylaws, on the resolution;
- “Societies Act” means the [Societies Act of British Columbia](#) from time to time in force and all amendments to it;
- “registered address” of a Member means the Member's address as recorded in the register of Members;
- “special resolution” means any of the following:
  - a) a resolution passed at a general meeting by at least two-thirds of the votes cast by the voting members, whether cast personally or by proxy;
  - b) a resolution consented to in writing by at least two-thirds of the voting members;
  - c) if the bylaws authorize indirect or delegate voting or voting by mail or another means of communication, including by fax, email or other electronic means, a resolution passed by at least two-thirds of the votes cast, in accordance with the bylaws, on the resolution;
- “University” means Royal Roads University as a corporate entity.

(b) The definitions in the Societies Act on the date these bylaws become effective apply to these bylaws.

2 Words importing the singular include the plural and vice-versa.

## Part 2 — Membership

3 The Members of the association are the applicants for incorporation of the association, and those persons who subsequently become Members, in accordance with these bylaws and, in either case, have not ceased to be Members.

4 (a) Membership in the association is open to all current Academic Staff Members.

(b) Despite Bylaw 4(a), University staff holding the following positions may not be Members of the association while they hold these positions: President, Vice-Presidents, Associate Vice-Presidents, Deans and Associate Deans, or University Librarian.

(c) An Academic Staff Member may apply to the directors for membership in the association and on acceptance by the directors becomes a Member.

5 Every Member must uphold the association's constitution and comply with these bylaws.

6 (a) The amount of the first annual membership dues must be determined by the directors, and after that the annual membership dues may be changed by an ordinary resolution at a general meeting of the association called for that purpose.

(b) The method and frequency of dues collection must be determined by the directors and may include deduction from Members' pay by arrangement with the University.

7 A person ceases to be a Member of the association:

(a) by delivering their resignation in writing to the secretary of the association or by mailing or delivering it to the address of the association, or

(b) on their death, or

(c) on being expelled pursuant to Bylaw 8 below, or

(d) on having been a Member not in good standing for 12 consecutive months, or

(e) on appointment to a University position indicated in Bylaw 4(b), or

(f) on termination of appointment as an Academic Staff Member, or

(g) on the expiration of any relevant collective agreement right or entitlement, or the resolution to the satisfaction of the association of any outstanding grievance relating to the employment status, whichever comes last.

8 (a) A Member may be expelled by a special resolution of the Members passed at a general meeting.

(b) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

(c) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

9 All Members are in good standing except a Member who has failed to pay their current membership dues, or any other subscription or debt due and owing by the Member to the association; the Member is not in good standing so long as the debt remains unpaid.

### Part 3 — Meetings of Members

10 General meetings of the association must be held at the time and place, in accordance with the Societies Act, that the directors decide.

11 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

12 The directors may, when they think fit, convene an extraordinary general meeting in addition to any general meeting(s).

13 (a) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.

(b) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.

14 The first annual general meeting of the association must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

## Part 4 — Proceedings at General Meetings

15 Special business is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
- (b) all business conducted at an annual general meeting, except the following:
  - (i) the adoption of rules of order;
  - (ii) the consideration of the financial statements;
  - (iii) the report of the directors;
  - (iv) the report of the auditor, if any;
  - (v) the election of directors;
  - (vi) the appointment of the auditor, if required;
  - (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

16 (a) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

(b) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(c) A quorum is 10 Members present or a greater number that the Members may determine at a general meeting.

17 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present constitute a quorum.

18 Subject to Bylaw 19, the president of the association, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

19 If at a general meeting

- (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
- (b) the president and all the other directors present are unwilling to act as the chair, the Members present must choose one of their number to be the chair.

20 (a) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(b) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

(c) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

21 (a) A resolution proposed at a meeting must be seconded, and the chair of a meeting may move or propose a resolution.

(b) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a Member, and the proposed resolution does not pass.

22 (a) A Member in good standing present at a meeting of Members is entitled to one vote.

(b) Voting is by show of hands or by voice or other means for Members present remotely, except as provided for in bylaw 67.

(c) A Member in good standing may vote by proxy by completing the proxy form designated by the directors, and submitting that form to the president, vice-president or secretary of the association in advance of the general meeting for which the proxy is to be exercised. The proxy form may designate another Member in good standing to exercise the proxy, or may give directions to the chair of the general meeting as to how the proxy is to be exercised on specific motions. Any question about the legitimacy of a proxy shall be determined by an ordinary resolution of the Members attending the general meeting.

23 This bylaw removed on February 7, 2006.

## Part 5 — Directors and Officers

24 (a) The directors may exercise all the powers and do all the acts and things that the association may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the association in a general meeting, but subject, nevertheless, to:

(i) all laws affecting the association,

(ii) these bylaws, and

(iii) rules, not being inconsistent with these bylaws, that are made from time to time by the association in a general meeting.

(b) A rule, made by the association in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

25 (a) The president, vice president, secretary, treasurer, and up to four Members-at-large are the directors of the association.

(b) The directors will put forward a recommendation to the membership for a chief negotiator before the expiry of the current contract. That negotiator will be approved by the membership and will be an ex officio Member of the directors.

(c) The directors will appoint a chief grievance officer.

26 (a) The directors must retire from office at each annual general meeting when their successors are elected.

(b) Separate elections must be held for each office to be filled.

(c) An election may be by acclamation, otherwise it must be by ballot.

(d) If a successor is not elected, the person previously elected or appointed continues to hold office unless they decline to do so by notifying the president, vice president or secretary in writing.

27 (a) The directors may at any time and from time to time appoint a Member as a director to fill a vacancy in the directors.

(b) A director so appointed holds office only until the conclusion of the next annual general meeting of the association, but is eligible for re-election at the meeting.

28 (a) If a director resigns their office or otherwise ceases to hold office, the remaining directors must appoint a Member to take the place of the former director.

(b) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

29 The Members may, by special resolution, remove a director, before the expiration of that director's term of office, and may elect a successor to complete the term of office.

30 A director must not be remunerated for being or acting as a director, but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the association.

## Part 6 — Proceedings of Directors

31 (a) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(b) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.

(c) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.

(d) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.

32 (a) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

(b) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

33 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.

34 The members of a committee may meet and adjourn as they think proper.

35 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of Members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be legally

constituted, and a director may participate in the meetings of the directors through telephone or other means.

37 (a) Questions arising at a meeting of the directors and committee of directors must be decided by a simple majority of votes.

(b) In the case of a tie vote, the chair does not have a second or casting vote, and the resolution does not pass.

(c) A quorum for voting purposes consists of two-thirds of the Directors as a whole.

38 A resolution proposed at a meeting of directors or committee of directors must be seconded, and the chair of a meeting may move or propose a resolution.

39 A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

## Part 7 — Duties of Officers

40 (a) The president presides at all meetings of the association and of the directors.

(b) The president is the chief executive officer of the association and must supervise the other officers in the execution of their duties.

41 The vice president must carry out the duties of the president during the president's absence.

42 The secretary must do the following:

(a) conduct correspondence of the association;

(b) issue notices of meetings of the association and directors;

(c) keep minutes of all meetings of the association and directors;

(d) have custody of all records and documents of the association except those required to be kept by the treasurer;

(e) have custody of the common seal of the association;

(f) maintain the register of Members.

43 The treasurer must:

(a) keep the financial records, including books of account, necessary to comply with the Societies Act, and

(b) render financial statements to the directors, Members and others when required.

44 The offices of secretary and treasurer may be held by one person who is then to be known as the secretary treasurer.

45 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

## Part 8 — Seal

46 The directors may provide a common seal for the association and may destroy a seal and substitute a new seal in its place.

47 The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

## Part 9 — Borrowing

48 In order to carry out the purposes of the association the directors may, on behalf of and in the name of the association, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures. Any organizational borrowing must be authorized by special resolution.

49 A debenture must not be issued without the authorization of a special resolution.

50 The Members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

## Part 10 — Auditor

51 This Part applies only if the association is required or has resolved to have an auditor.

52 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.

53 At each annual general meeting the association must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

54 An auditor may be removed by ordinary resolution.

55 An auditor must be promptly informed in writing of the auditor's appointment or removal.

56 A director or employee of the association must not be its auditor.

57 The auditor may attend general meetings.

## Part 11 — Notices to Members

58 A notice may be given to a Member, either personally, by mail to the Member at the Member's registered address, or by electronic mail to the Member's University electronic mail address or another electronic mail address provided by the Member to the secretary.

59 (a) A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

(b) A notice sent by electronic mail is deemed to have been given on the day following the day on which the notice is sent, and in proving that notice has been given, it is sufficient to prove the notice was sent to the proper electronic mail address on the date indicated.

60 (a) Notice of a general meeting must be given to

(i) every Member shown on the register of Members on the day notice is given, and

(ii) the auditor, if Part 10 applies.

(b) No other person is entitled to receive a notice of a general meeting.



## Part 12 — Bylaws

61 On being admitted to membership, each Member is entitled to, and the association must give the Member without charge, a copy of the constitution and bylaws of the association.

62 These bylaws must not be altered or added to except by special resolution.

## Part 13 – Standing Committees

63 The directors may establish by ordinary resolution such standing committees they may deem as advisable. Such a resolution shall state the purpose of the committee, terms of reference, and the number of Members of the committee.

64 Standing committees are advisory to the directors and may not exercise the power of a director or the directors.

65 Any Member in good standing may be a member of a standing committee.

66 The membership of a standing committee shall be determined by an ordinary resolution of the directors, and shall include at least one director as a Member.

## Part 14 – Ballots

67 A procedural motion for a secret ballot on any question before a general meeting of the association shall be held at the call of any Member.

68 A mail ballot may be held to conduct a ratification vote on any agreement between the association and the University. Such a ballot shall be a secret ballot sent to the registered addresses or University email of all Members entitled to vote on the question.

69 Voting by proxy for a mail ballot is not permitted. Voting by proxy for other ballots is permitted as per Bylaw 22(c).

70 An ordinary resolution must be passed:

- (a) in a general meeting by the Members by a simple majority of the votes cast in person; or
- (b) in a mail ballot, by a simple majority of the votes cast in respect of the resolution.

71 A special resolution or vote on membership eligibility pursuant to 1(a) must be passed by at least two-thirds of the total votes cast by Members in attendance and those voting by proxy (as per Bylaw 22(c)).