

# McMaster University Retirees Association CONSTITUTION & BYLAWS

*Revised January 13, 2021*

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## CONSTITUTION

*As last amended May 23, 2006*

### **ARTICLE ONE — Name and Interpretation**

#### **1.01 Name**

The name of the organization herein constituted shall be the McMaster University Retirees Association, hereinafter referred to in this document as the “Association”.

#### **1.02 Definitions**

In this constitution and in all bylaws of the Association, unless the context otherwise requires,

- a) "Bylaw" means any bylaw of the Association from time to time in force and effect,
- b) "Council" means the Council of the Association, and
- c) "University" means McMaster University

## **ARTICLE TWO — Objectives**

### **2.01 Objectives**

The objectives of the Association are:

1. to contribute in as many ways as possible to the welfare, prestige, and excellence of the University;
2. to promote interest in, cooperation with, and support of the University;
3. to encourage and promote a spirit of fraternity and unity among the members of the Association, and to provide means for continuing the associations which retirees enjoyed as employees of the University;
4. to represent the interests of the members of the Association in all matters relating to the benefits accruing to the members; and
5. to foster an understanding of the functions of the Association among employees of the University who are nearing retirement age.

## **ARTICLE THREE — Membership**

### **3.01 Members**

Membership in the Association shall consist of regular, associate and honorary members.

### **3.02 Regular Members**

Any person who has retired from McMaster University.

### **3.03 Associate Members**

- a) Any person who is the spouse of a regular member.
- b) Any person who is the surviving spouse of a former Regular Member.
- c) Any person who is the surviving spouse of an active employee, when that survivor receives a McMaster pension.
- d) Any person who leaves the employ of the University before retirement, when that person receives a McMaster pension.
- e) The holder of a pension from another University on whom Council has bestowed Associate membership.

### **3.04 Honorary Members**

Any person upon whom the Council confers honorary membership as a signal honour for unusual contribution to the Association

### **3.05 Membership Mailing List**

Use of the membership mailing list shall be limited to the Association and the University.

## **ARTICLE FOUR — Meetings of Members**

### **4.01 Annual General Meeting**

The annual general meeting of members shall be held at such time and on such day in each year between April 1 and June 30th and at such place on the University campus as the Council may determine, for the purpose of hearing and receiving the annual financial statements and other reports, electing representatives to the Council and transacting such other business as may properly be brought before the meeting.

### **4.02 Special Meeting**

A special meeting of members shall be held at such time and place on the University campus as the Council may determine,

1. upon resolution of the Council provided two thirds of the votes cast at such meeting of the Council are in favour of calling a special meeting
2. upon written requisition of fifty regular members of the Association delivered to the Secretary of the Association, which requisition shall set forth the business proposed to be transacted at such special meeting

### **4.03 Notice of Meeting**

Notice of an annual general or a special meeting of the members shall be sent, at least thirty days prior to the date of the meeting, to all members at their last known postal or e-mail address as shown in the records of the Association. The notice shall set forth the place, day and hour of the meeting and, in the case of a special meeting, shall set forth the business to be transacted thereat. A special meeting shall be called for a time not later than sixty days after the secretary receives the requisition referred to in Section 4.02. Subject to the provisions above, any notice of meeting of members may be included in the official publication of the Association.

### **4.04 Persons Entitled to be Present**

All members of the Association are entitled to be present and to be heard at any meeting of members. Any other person may be admitted or entitled to speak on the invitation of the chair of the meeting.

### **4.05 Right to Vote**

At any meeting of members, every regular member shall be entitled to one vote and no member may be represented by proxy.

### **4.06 Quorum**

At any meeting of members thirty regular members shall constitute a quorum for the transaction of business.

### **4.07 Chair of the Meeting**

The President, or in his absence the Vice-President, shall be the chair of any meeting of members. If neither such officer is present within fifteen minutes after

the time fixed for holding the meeting, the persons present for the meeting and entitled to vote thereat shall choose one of their number to be chair. The Secretary of the Association shall be the secretary of any meeting of the members. If the Secretary of the Association is not present, the chair of the meeting shall appoint some person to act as secretary of the meeting.

#### **4.08 Voting Procedure**

At any meeting of members, every question shall be decided by a simple majority of the votes cast on the question.

#### **4.09 Tie-Breaking Vote**

In the case of a tie vote at any meeting of members, either upon a show of hands or upon a poll, the chair of the meeting shall be entitled to a tie-breaking vote.

#### **4.10 Show of Hands**

Every question submitted to a meeting of members shall be decided by a show of hands unless a poll thereon is required by the chair or is demanded by any regular member present in person and entitled to vote. Upon a show of hands every person who is present and entitled to vote shall have one vote. After a show of hands has been taken on any question, the chair may require or any regular member present in person may demand a poll thereon. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the proceedings at the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceedings in respect of the said question and the result of the vote so taken shall be the decision of the members upon the question. A demand for a poll may be withdrawn at any time prior to the taking of the poll.

#### **4.11 Polls**

If a poll is required by the chair of the meeting or duly demanded by any regular member present and the demand is not withdrawn, a poll upon the question shall be taken and the chair of the meeting shall allow sufficient time to enable all the regular members present to cast their ballots. The chair shall declare the poll closed and thereafter no ballot shall be allowed to be cast. Upon a poll each regular member who is present shall be entitled to one vote and the result of the poll shall be the decision of the members upon the question.

#### **4.12 Adjournment**

At any meeting of members where a quorum is present the chair of the meeting may adjourn the meeting from time to time and from place to place subject to such conditions as the meeting may decide. At any meeting of members where a quorum is not present, the chair of the meeting may adjourn the meeting to such time or to such day within ten days thereof as the chair may decide and, if a

quorum is not present at such reconvened meeting, such meeting shall automatically be dissolved.

## **ARTICLE FIVE — Council**

### **5.01 Duties**

The affairs of the Association shall be managed by its Council. Without restricting the generality of the foregoing, the Council shall

1. organize, supervise and support the program of the Association,
2. consider and either adopt, defer, or reject all projects proposed to be undertaken in the name of the Association,
3. initiate and carry out such projects as are consistent with the objectives of the Association,
4. act as the official spokesperson of the retirees of the University,
5. set a budget, and
6. set fees subject to confirmation at the next annual general meeting

### **5.02 Composition**

The Council shall consist of

1. Elected members
  - the President
  - the Past-President
  - the Vice-President
  - a minimum of six councillors, one third to be elected each year for a term of three years
2. Ex-officio Members
  - the Honorary President, appointed by the Council
  - the Director of Human Resources at the University or delegate
  - the chairs of all committees of the Council as it shall from time to time establish
  - the Secretary
  - the Treasurer

### **5.03 Quorum**

Five elected members of the Council shall constitute a quorum for the transaction of business at all meetings of the Council. Notwithstanding vacancies, the remaining elected members of the Council may exercise all the powers of the Council so long as a quorum of the Council remains in office.

### **5.04 Qualification**

No person shall be elected President, Vice-President, or Councillor, or appointed to fill any vacancy (except that of Honorary President) unless that person is a regular member of the Association.

#### **5.05 Vacancies**

Vacancies in the Council may be filled by appointment by the Council for the remainder of the term of office by the remaining members of the Council if constituting a quorum. Otherwise, such vacancies shall be filled at the next annual general meeting of the Association

#### **5.06 Election and Term of Elected Members of Council**

The President, Vice-President, and a minimum of two Councillors shall be elected yearly by the regular members at the annual general meeting of the Association. The President and Vice-President shall hold office for a term of one year, or until their successors are elected or appointed. Councillors shall hold office for a term of three years or until their successors are elected or appointed. The President, Vice-President, and Councillors are eligible for re-election but no elected member of the Council shall hold the same office for more than two consecutive terms.

#### **5.07 Calling of Meetings**

Meetings of Council shall be called and held from time to time at such time and on such day and at such place as the Executive Committee of the Council or the President or the Vice-President or any five members of the Council or the Council may determine and the Secretary shall call meetings when so directed or authorized not less than seven days before the time when the meeting is to be held.

#### **5.08 Place of Meeting**

Meetings of Council may be held at any place designated in the notice of meeting.

#### **5.09 Chair**

The President or, in the President's absence or at the President's discretion, the Vice-President shall be the chair of any meeting of the Council. If neither such officer is present, the elected members of Council present shall choose one of their number to be the chair. The Secretary of the Association shall be the secretary of any meeting of the Council but if the Secretary of the Association is not present, the chair of the meeting shall appoint some person to act as secretary of the meeting.

#### **5.10 Voting**

At all meetings of the Council, every question to be decided by the Council shall be decided by a majority of the votes of its members cast on the question. If any elected member of the Council requests a recorded vote either before or after the first vote is taken, the question shall be decided by a majority of the votes of the elected members of the Council cast on the question. In the case of a tie vote the Chair shall be entitled to a tie-breaking vote.

### **5.11 Executive Committee**

Between the meetings of the Council, the affairs of the Association shall be managed by the Executive Committee of the Council, composed of the President, Past-President, Vice-President, Treasurer and Secretary. The Council may delegate such duties to the Executive Committee as it may from time to time deem appropriate. The Executive Committee shall be responsible to the Council and shall perform such tasks as the Council directs. The Executive Committee shall meet as required. Any member of the Executive Committee may instruct the Secretary to call a meeting thereof by giving each member at least forty-eight hours notice of said meeting. Three members of the Executive Committee shall constitute a quorum. The Executive Committee may adopt such rules of procedure as it may deem appropriate.

### **5.12 Indemnification of Officers and Members of Council**

Every Officer of the Association and Member of Council, his/her heirs, executors and administrators and estate and effects respectively shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Association from and against

1. all costs, charges and expenses whatsoever which such Officer or Member of Council sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution or non-execution of the duties of his/her office.
2. all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

## **ARTICLE SIX — Officers**

### **6.01 Election of President and Vice-President**

The President and the Vice-President shall be elected annually by the regular members of the Association at its annual general meeting. Vacancies occurring from time to time in such offices may be filled by the Council until the next annual general meeting of members. The President shall become the Past President of the Association when a successor has been elected or appointed.

### **6.02 Appointment of Other Officers**

The Council shall appoint a Secretary and a Treasurer annually, not necessarily from among the elected members of Council, and may appoint such other officers as it deems necessary for the proper functioning of the Council.

### **6.03 President**

The President shall, when present, preside at all meetings of the Council and the Executive Committee. The President shall be charged, subject to the authority of the Council, with the general supervision of the affairs of the Association and

shall be responsible for performing the duties required by the Council and by this Constitution.

#### **6.04 Vice-President**

During the absence of or inability of the President, the President's duties shall be performed and the President's powers shall be exercised by the Vice-President. If the Vice-President exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto. The Vice-President shall also perform such duties and exercise such powers as the President may from time to time delegate to the office or the Council may prescribe.

#### **6.05 Secretary**

The Secretary shall give or cause to be given, as and when instructed, all notices required to be given to members of the Association, members of the Council and members of committees. The Secretary shall attend all meetings of the members, the Council and the Executive Committee and shall enter or cause to be entered in books kept for that purpose the minutes of all proceedings of such meetings. The Secretary shall also perform such other duties as may from time to time be prescribed by the Council or the Executive Committee.

#### **6.06 Other Officers**

The duties of all other officers of the Association (e.g., Treasurer) shall be such as the Council or the Executive Committee may determine.

#### **6.07 Signing Officers**

All instruments in writing requiring the signature of the Association shall be signed by any two of the President, Vice-President, and Treasurer as the Council may direct or by such other persons as the Council may determine.

### **ARTICLE SEVEN — Committees**

#### **7.01 The Nominating Committee**

The Council shall establish a Nominating Committee each year, consisting of the Past President of the Association, who shall act as chair, and four other regular members of the Association appointed by Council, two of who shall not be members of the Council. The terms of reference of the Nominating Committee are described in Article 8 below.

#### **7.02 Other Standing and Special Committees**

The Council may establish such other standing and special committees as it deems necessary to carry out the business of the Association. Such committees shall be responsible to the Council and their composition and terms of reference shall be approved by resolution of the Council. The Council shall appoint the members of all standing committees normally at either the September or October meeting of Council following the Annual General Meeting.

## **ARTICLE EIGHT — Nominations and Elections**

### **8.01 Nominations**

Subject to the provisions of this Constitution and any bylaws, the following procedure shall apply.

1. The nominating committee established by Section 7.01 shall each year prepare a list of candidates for President, Vice-President, and at least two Councillors. Such list shall include at least one nominee for each position.
2. The list shall be placed before the Council in March of each year. The Council may add any nominee to the list upon a majority vote. The Council may remove any name from the list upon a two-thirds vote.
3. The list will then be sent to each member of the Association with the notice of the annual general meeting of members (provisions of Section 4.03 hereof apply). The list shall include this statement “Nominations for these positions will be received by the Secretary of the Association up to seven days prior to the date set for the annual general meeting from nominators who are regular members of the Association together with the verbal or written acceptance of the nominee. Nominations will also be received from regular members at the annual general meeting”.
4. The election shall be held at the annual general meeting of the Association. If there is more than one nominee for any office, the election shall be conducted by secret ballot at such meeting.

### **8.02 Eligibility**

All candidates for any office to be elected by the membership shall be regular members of the Association. Subject to Section 5.06 hereof, any officer may stand for re-election.

## **ARTICLE NINE — Official Publication**

### **9.01 MURAnews (The McMaster University Retirees Association News)**

The MURAnews shall be the official publication of the Association. It shall be published periodically and a copy of each issue shall be made available to all members of the Association whose address is on file, except those who have requested not to receive a copy. The Council may by resolution change the name or mode of publication of the official publication.

## **ARTICLE TEN — Bylaws**

### **10.01 Bylaws**

The Council may make such bylaws as it deems expedient for the administration and government of the Association and for the effective carrying out of the objectives of the Association, provided such bylaws are consistent with this Constitution in their purpose and effect. The Council may from time to time amend or repeal any such bylaws.

## **ARTICLE ELEVEN — Amendment**

### **11.01 Constitution**

This constitution may be amended by a two thirds vote of the regular members of the Association present at any annual general meeting or special meeting of the Association, provided the proposed amendments are sent with the notice calling said meeting of members.

### **11.02 Proposed Amendments**

The Council or any twenty-five regular members of the Association may propose an amendment to this Constitution. All such proposed amendments shall be delivered to the Secretary of the Association at least sixty days prior to any annual general meeting of the Association.

### **11.03 Effective Date**

This Constitution shall be of full force and effect when it is adopted by a two-thirds vote of the regular active members of the Association present at a duly called annual general meeting of the Association.

## **ARTICLE TWELVE — Head Office**

### **12.01 Head Office**

The head office of the Association shall be at McMaster University in the City of Hamilton.

## **ARTICLE THIRTEEN – Procedural Authority**

### **13.01 Procedural Authority**

The Chair of a meeting shall conduct the proceedings in conformity with the rules of procedure contained in the Constitution and, in all cases not so provided, the following reference shall be used: M. K. Kerr and H. W. King. *Procedures for Meetings and Organizations*. Carswell Legal Publications, 1984.

*Adopted by unanimous vote at the AGM, May 23, 2006*

# BYLAWS

## BYLAW 01

### **Auditor**

The Council, on the recommendation of the Executive, shall appoint an Auditor for each financial year. The Auditor may be a Professional Accountant currently or formerly licensed to practice in the province of Ontario, or another person deemed qualified by Council to review MURA's accounts and statements in accordance with the generally accepted auditing standards set out in the CPA Canada Handbook — Assurance.

*Effective date: April 12, 2017*

## BYLAW 02

### **Signing Authority for Financial Accounts**

The signing authority for MURA financial accounts shall include the MURA President, Vice-President, Treasurer and Secretary, and the signature of any two of these shall constitute legal signing authority.

*Effective date: September 13, 2017*

## BYLAW 3

### **Status of the webmaster and MURAnews editors on MURA Council**

In the event that the positions of webmaster and/or MURAnews editors are held by individual(s) not otherwise member(s) of MURA Council, said individual(s) shall be deemed ex-officio non-voting member(s) of Council and allowed participation in all discussions at Council meetings.

*Effective date: January 13, 2021*