

**ASSOCIATION OF ADMINISTRATIVE AND PROFESSIONAL  
STAFF  
OF THE UNIVERSITY OF BRITISH COLUMBIA**

**Comment [AR1]:** Please note some universal changes are not tracked in document. These include replacing references to "Executive" and "Executive Board" with "Board" and replacing references to "board member" or other associated terms with "Director"/ This is consistent with language used in the Societies Act.

In addition, updates to numbering are not tracked.

**Constitution**

1. The name of this Association is "The Association of Administrative and Professional Staff of The University of British Columbia."
2. The purposes of the association are:
  - (1) to promote the welfare of the Association's members employed by the University of British Columbia ~~and the welfare of the University of British Columbia;~~
  - (2) to act as the bargaining agent of management and professional staff employed by the University of British Columbia and to govern relations between the management and professional staff and the University through collective bargaining.

**Comment [AR2]:** Text previously following this word was deleted upon recommendation by legal counsel.

~~This society is a member funded society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this society may distribute its money and other property to its members.~~

~~The operations of the Association are to be carried on at The University of British Columbia, 2075 Wesbrook Mall, Vancouver, V6T 1W5.~~

**Comment [AR3]:** Address removed due to requirements in Societies Act.

# ASSOCIATION OF ADMINISTRATIVE AND PROFESSIONAL STAFF OF THE UNIVERSITY OF BRITISH COLUMBIA

## BY-LAWS

### Article I - Incorporation

1. The Association is incorporated under the Societies Act of the Province of British Columbia.

### Article II - Definitions and Interpretation

1. In these By-Laws, unless the context otherwise requires:

- a) “AAPS” means The Association of Administrative and Professional Staff of The University of British Columbia.
- b) “Act” means ~~the “Society Act”~~ the Societies Act of the Province of British Columbia as amended.
- c) “Agreement” means any formal agreement entered into between the University and AAPS effective on and subsequent to 18 May 1995, the date of ratification of the Framework Agreement.
- d) “Association” means The Association of Administrative and Professional Staff of The University of British Columbia.
- e) “Board” means Board of Directors.
- f) “By-Laws”, “Constitution”, and “Subscription” have the meanings respectively assigned to them by the Act.
- g) “Director” means a member of the Board of Directors.
- h) “Electoral Officer” is a member appointed by the Board to oversee Board elections.
  - i. The Electoral Officer may not run for any Board position while serving as Electoral Officer.
  - ii. The Electoral Officer may not be a current member of the Board while serving on as Electoral Officer.

~~1. “Mail” means either campus mail or e-mail.~~

- ~~b)j)~~ “Member” means a member of the Association of Administrative and Professional Staff.

**Comment [AR4]:** Order of items has been changed so they appear alphabetically

**Comment [AR5]:** Definition added to distinguish from financial auditor (previously position was referred to as “auditor”). Provisions added to avoid conflict of interest.

**Comment [AR6]:** Definition of “Mail” removed on recommendation of legal counsel.

e)j) “Ordinary resolution” means a resolution passed by the members in a general meeting by a simple majority of the votes cast in person.

~~e) “Special resolution” means a resolution, of which such notice as required in Article VIII of these Bylaws has been given, specifying the intention to propose the resolution as a special resolution, which is passed by a majority of not less than 66% of those members who, being entitled so to do, vote either by mail or in person at a general meeting.~~

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~~e) of which such notice as the by laws provide and not being less than 14 days notices specifying intention to propose the resolution as a special resolution, has been given, or~~

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~~k) if every member entitled to attend and vote at any such meeting so agrees, at a meeting of which less than 14 days notice has been given:~~

- ~~i. passed at a general meeting by a majority of at least 66% of those members who, being entitled to, vote at the general meeting;~~
- ~~ii. consented to in writing by all of the voting members; or~~
- ~~iii. passed in an electronic ballot by a majority of at least 66% of those members who, being entitled to, vote in the electronic ballot.~~

e)l) “University” means The University of British Columbia.

h)m) “Year” means the fiscal year of the Association and “annual” refers to such year.

n) Words importing the singular include the plural and vice versa.

2. If there is a conflict between these Bylaws and the Act or the Regulations under the Act, the Act or the Regulations, as the case may be, prevail.

Comment [AR7]: Added on the advise of legal counsel.

2-3. All questions affecting the interpretation of the provisions of the Constitution and By-Laws shall be decided by the Board and such decisions shall be final and binding.

Comment [AR8]: Moved from Article XVII - Interpretation

### Article III - Membership

1. Membership shall be restricted to ~~Administrative Executive, and Professional & Supervisory personnel~~ Management & Professional staff employed by the University and all such personnel shall be eligible for membership.

Comment [AR9]: Edited to reflect current UBC terminology and reference in #2 below.

2. ~~Membership shall be mandatory and automatic except for management and professional staff employed by the University and (a) excluded from membership according to the Agreement, or (b) continuing employees who are not listed as members on 18 May 1995, the date of ratification of the Framework Agreement.~~ Pursuant to the terms of the Framework Agreement, membership is mandatory for all Management and Professional staff employed by the University except for:

a. ~~those persons holding positions excluded from membership according to the Framework Agreement; and~~

a.b. ~~those continuing Management and Professional staff who were not listed as members on 18 May 1995, the date of ratification of the Framework Agreement.~~

3. ~~Application for membership shall be made in writing to the Board.~~ 3. ~~Membership shall commence automatically on the date that the eligible individual commences employment as a Management and Professional staff member with the University.~~

4. Members will pay dues according to the Agreement.

a. ~~Fees may be set from time to time by the Board subject to the approval of the members at a General Meeting.~~

b. ~~This fee shall be due and payable through monthly Payroll deduction.~~

5. The right to vote and to hold office shall be restricted to members in good standing.

6. A member shall be identified as in good standing when his/her membership fee has been paid in full. Members who have failed to pay their current membership fee or any other subscription or debt due and owing by them to the Association shall be members not in good standing so long as the membership fee, subscription or debt remains unpaid. A person shall cease to be a member of the Association:

(a) by resignation from ~~a Management & Professional position at the University,~~  
or

(b) by termination from the University, or

(c) by his/her death, or

(d) on being expelled, or

(e) on having been a member not in good standing for twelve consecutive months.

7. 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 shall be accompanied by a brief statement of the reasons for the proposed expulsion.

**Comment [AR10]:** Modified based on recommendation from legal counsel.

**Comment [AR11]:** Modified to reflect current practice (application is no longer required).

**Comment [AR12]:** Moved from Article XII - Membership Fees and Obligations

**Comment [AR13]:** Original text following this deleted to accommodate for online voting.

(c) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at ~~the~~<sup>a</sup> General Meeting before the special resolution is put to a vote.

~~8. Every member must uphold the constitution of the Association and must comply with these Bylaws.~~

**Comment [AR14]:** Added based on recommendation from legal counsel.

**Article IV** ~~Executive Board, Officers, and Committees~~ **Board of Directors**

**Comment [AR15]:** "Committees" removed and information about committees moved to section on committees.

1. The Board shall consist of a President, a First Vice-President, a Second Vice-President, a Secretary, a Treasurer, the Past President, the Chair of the Advocacy Committee and a minimum of four (4), a maximum of six (6) Members at Large. The ~~Past President and~~ Chair of the Advocacy Committee shall serve in ex-officio capacity but will not hold a vote on the Board.

**Comment [AR16]:** This position will be excluded from voting since not directly elected by membership.

~~(a) The Executive Committee shall consist of the President, First Vice President, Second Vice President, Secretary, and Treasurer.~~

2. The Board shall be responsible for directing the activities of the Association subject to the provisions of the AAPS Constitution and By-Laws, the Agreement, and following the policies agreed to by the membership. The Board shall have all the powers of the Association between meetings.

3. The Board, except for the Immediate Past President and the Chair of the Advocacy Committee, shall be elected at or before the Annual General Meeting during the month of October and shall take office at the close of the meeting.

The Board, except for the Immediate Past President and the Chair of the Advocacy Committee, ~~and three of the six Members at Large~~ shall be elected for a two year term. ~~The remaining three Members at Large shall be elected for a one year term.~~

The President, 1st Vice-President, Secretary, and ~~one~~<sup>three</sup> Members at Large shall be elected on even years.

The 2nd Vice-President, Treasurer, and ~~two~~<sup>three</sup> Members at Large shall be elected on odd years.

~~3.~~ 4. The Immediate Past President shall take office at the close of the Annual General Meeting at which there was a change in Presidency.

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~~4.5.~~ If following a change in Presidency, the former President declines to be the Immediate Past President, the person who would otherwise cease to be Immediate Past President shall continue in that position.

6. ~~Nominations for~~ elected positions on the Board must be submitted in writing to the ~~Secretary~~<sup>Electoral Officer</sup> no earlier than 90 calendar days prior to the date set for the Annual General Meeting and no later than 21 calendar days prior to that date.

**Comment [AR17]:** Previously what now appears as items 4 and 5 were grouped under 4 with no lead text. This now follows recommended format.

- (a) Each candidate must be nominated and seconded by a member in good standing.
  - (b) No person may nominate nor second more than one candidate for any given position.
7. Voting in the elections shall be by secret ballot by a method adopted by the Board which may include electronic balloting.
- (a) The procedure for the election shall be the nomination and election of the following categories as the term dictates:
    - (i) President
    - (ii) First Vice-President
    - (iii) Second Vice-President
    - (iv) Secretary
    - (v) Treasurer
    - (vi) Members at Large.
  - (b) The candidates receiving the highest vote totals shall be declared elected.
  - (c) A person shall not hold more than one position on the Board, at a time.
8. Except as herein otherwise provided, the Board shall manage the Association and may employ and pay for such assistance as it may require and otherwise use the funds of the Association in furthering the interests of the members.
9. The expenses of Directors while engaged in work for the Association shall be paid out of the funds of the Association but no Director shall receive any remuneration for his/her services save the said remuneration for expenses incurred.
- ~~6. The Association, by motion at a meeting, or the Board shall set up such standing and ad hoc committees as are deemed necessary. The Board shall appoint all committee members except where the composition of a Committee is described in the By-Laws or in the motion creating such a Committee.~~
10. A Director may be removed from office by special resolution and another member may be elected or, by ordinary resolution, appointed to serve during the balance of the term.
11. A Director may resign from his/her position at any time. The resulting vacancy may be filled by appointment upon majority vote approval by the Board. A Director appointed to fill a vacancy holds office until the election or appointment of their successor at the next general meeting, but is eligible for re-election at that general meeting.

**Comment [AR18]:** Added based on recommendation from legal counsel.

**Comment [AR19]:** Previous item moved to section on Committees

**Comment [AR20]:** Added to clarify length of term for appointees.

12. Five voting members of the Board constitute a quorum. A decision or resolution of the majority of the Board present and constituting a quorum is a decision or resolution of the Board except where otherwise provided.

13. The Directors may pass a resolution without meeting if all of the Directors, excluding the President, Immediate Past President and the Chair of the Advocacy Committee, consent to the resolution in writing.

**Comment [AR21]:** Added based on recommendation from legal.

14. Each Director, except the President, the Past President and the Chair of the Advocacy Committee, ~~has one vote~~ may vote on each decision or resolution before the Board. If the votes of the Directors are equally divided, the President has the deciding vote.

**Comment [AR22]:** Wording revised based on recommendation from legal

15. A meeting of the Board may be held at any time at the call of the President or upon the request of at least three Directors, made in writing to the Secretary.

16. The Board ~~must~~ will normally schedule at least one meeting per month, with a minimum of 10 meetings per year.

17. Signing officers shall be the following:

- a. the President,
- b. the First Vice-President,
- c. the Second Vice-President,
- d. the Treasurer,
- ~~d.e.~~ the Secretary.

Signatures of two (2) signing officers are required to authorize financial transactions.

**Comment [AR23]:** These items have been moved from Article: Duties of the Board (Now Duties of Directors)

## **Article V - Duties of the Directors**

**Comment [AR24]:** This article has been moved from later in the document since it directly relates to preceding text. The majority of the content in this section is new. Please compare directly to previous Article XII.

1. Directors of the Association must:
  - a. Act honestly and in good faith and in the best interest of the Association,
  - b. Act with a view to the purposes of the Association.
  - c. Exercise the care, diligence and skill of a reasonably prudent person, in exercising the powers and performing the functions as a Director,
  - d. Contribute to the planning and implementation of the Association's strategic plan, and
  - e. Regularly attend Board meetings, Board planning meetings, Association General Meetings and the Board strategic retreat.
2. The President shall:
  - a. Preside at all meetings of the Association and of the Board,
  - b. Act as chief executive officer of the Association and supervise other Directors in the execution of their duties,

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- c. Work in partnership with the Executive Director to ensure Board resolutions are carried out.
  - d. Coordinate Executive Director annual performance evaluation; and
  - e. As needed, oversees the search for a new Executive Director.
3. The First Vice-President shall:
    - a. Assists the President as requested, and
    - b. Assume the powers and perform the duties of the President in the absence or incapacity of the President or in the event of vacancy in the office of the President.
  4. The Second Vice-President shall:
    - a. Assume the powers and perform the duties of the President in the absence or incapacity of both the President and First Vice-President or in the event of vacancy in the office of the President not filled by the First Vice-President.
  5. The Secretary shall:
    - a. Conduct the correspondence of the Association,
    - b. Issue notices of meetings of the Association and Board,
    - c. Keep minutes of the all meeting of the Association and Board,
    - 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 Seal of the Association, and
    - f. Maintain the register of members.
  6. The Treasurer shall:
    - a. Be responsible for the receipt, custody and disbursement of the funds of the Association,
    - b. Keep the financial records, including books of accounts as necessary to comply with the Act,
    - c. Render financial statements to the Directors, members and others when required, and
    - d. Chair the Finance Committee.

**Article VI – Committees**

1. The Association, by motion at a meeting, or the Board shall set up such standing and ad hoc committees as are deemed necessary. The Board shall appoint all committee members except where the composition of a Committee is described in the By-Laws or in the motion creating such a Committee.
2. There shall be the following standing committees:
  - (a) Executive Committee
  - ~~(b) Membership Committee,~~

**Comment [AR25]:** This article has been moved from later in the document since it directly relates to preceding text. Descriptions of all committees have been updated/added. Please compare directly to old Article XIII

**Comment [AR26]:** Moved from Article V.

**Comment [AAPS27]:** Membership committee has been removed since this committee has not existed for some time.

~~(e)~~(b) Finance Committee  
~~(d)~~(c) Advocacy Committee

3. The Executive Committee shall consist of the President, First Vice-President, Second Vice-President, Secretary, and Treasurer. Responsibilities of this committee include:
  - (a) Carry out the work of the board between board meetings,
  - (b) Develop board agendas,
  - (c) Regularly review and update Board By-Laws and Policies, and
  - (d) Ensure the evaluation of the Executive Director of the Society.
4. The Finance Committee shall consist of the Treasurer and a minimum of 2 and a maximum of 5 Members of the Association. Responsibilities of this committee include:
  - (a) Formulate and administer rules and regulations for the collection, banking, appropriation and distribution of the funds of the Association; and
  - (b) Prepare and present to the Board a budget for the current fiscal year which budget, as approved by the Board, shall be submitted for acceptance or rejection at the Spring General Meeting.
5. The Advocacy Committee shall consist of a minimum of five and maximum of seven Members of the Association plus three AAPS staff members. Responsibilities of this Committee include:
  - (a) Provide advice and guidance to the Executive Director and the Member Services Officers on advocacy matters as they relate to the individual and collective membership of AAPS; and
  - (b) Make recommendations to the Board, as appropriate, regarding the pursuit of grievance and other matters germane to the provision of advocacy services to the membership
6. The Board will strike other Committees as necessary to fulfill the duties and responsibilities of the Association.
7. The chairperson of each committee shall submit to the Board before the Annual General Meeting a report of activities of the committee for the period ending June 30th each year and from time to time at the request of the Executive Board.
8. Subject to the Constitution and By-Laws, the Board may direct the exercise and performance of all powers and duties specified in articles VI to VI-7 inclusive.

**Comment [AR28]:** Reference updated to reflect new location of Article (moved from XIII to VI) and addition of committee responsibilities.

## Article VII – General Meetings

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1. The Board shall call at least two general meetings each year, an Annual General Meeting to be held during the month of October and a Spring General Meeting to be held during the month of April. These meetings shall be held at places and times determined by the Board.
2. The Board may call a general meeting at any time it feels the need to do so.
3. The Board must call ~~and hold~~ a general meeting within twenty-one days of receipt of a written request by at least 10 percent of the members of the Association. The meeting must be held within 60 days of said receipt.
4. The agenda for all general meetings shall be distributed by mail not less than 14 7 days prior to the meetings, delivered in accordance with Article VIII – Notice. Additions to the agenda may be made in writing by any ten members in good standing.
5. The quorum required at a general meeting called to consider a special resolution shall be seventy (70) of the members in good standing.
- 4.6. For all other business at general meetings, the quorum shall be those in attendance.
- 5.7. The Board shall present for approval the ~~annual~~ budget for the upcoming fiscal year to the members at the Spring General Meeting ~~immediately preceding the start of AAPS fiscal year.~~

**Comment [AR29]:** Moved from Article X – Quorums on advise of legal counsel

**Comment [AR30]:** Updated to reflect current practice.

#### Article VIII - Notice

1. Notice of a General or Annual General Meeting shall be sent to every member in good standing at least 7 days, but not more than 60 days, before the meeting. The notice shall specify the place, date and time of the meeting, as well as the agenda for the meeting. If a special resolution is to be considered at the meeting, the notice must also include either:
  - a. the exact text of the proposed special resolution; or
  - b. a summary of the proposed special resolution, and instructions as to the manner in which the exact text of the proposed special resolution may be accessed on the Association's website.
2. Notice of a General or an Annual General Meeting, may be sent by any one of the following methods:
  - a. campus mail addressed to the member at the member's last known University address; or

**Comment [AR31]:** New section added based on feedback from legal counsel and to ensure compliance with the Societies Act.

- b. email to the email address provided by the member for the purpose of receiving such notice.
- 3. Notice of an electronic ballot to be held pursuant to Article IX shall be sent to every member in good standing at least 21 days prior to the closing date of the electronic ballot. The notice shall specify the closing date of the electronic ballot, describe the issue to be considered by the electronic ballot, and include information on how to access the online balloting system. If an ordinary or special resolution is to be considered by electronic ballot, the notice must include either:
  - a. the exact text of the proposed resolution; or
  - b. a summary of the proposed special resolution, and instructions as to the manner in which the exact text of the proposed special resolution may be accessed on the Association's website
- 4. Notice of an electronic ballot may be sent by any one of the following methods:
  - a. campus mail addressed to the member at the member's last known University address; or
  - b. email to the email address provided by the member for the purpose of receiving such notice.

**Article VIII IX - Balloting Voting**

- 1. At a General Meeting, voting will be by show of hands or any other means as determined by the Board.
- 2. Ratification votes and the election of Directors shall be conducted via an electronic ballot.
- 3. The Board has the power to submit any ordinary resolution or special resolution to an electronic ballot.
- 4. A vote on an ordinary resolution or ratification vote, regardless of the method by which it is conducted, shall be considered passed if a majority of those members voting vote in favour of the resolution or ratification.
- 5. Electronic ballots under this Article shall be a secret ballot under the control of the Electoral Officer. All members in good standing will receive notification of the electronic ballot in accordance with Article VIII. Ballots received after 11:59 PM PST on the closing date of the electronic ballot will not be considered.
- 6. Voting by proxy is not permitted.

**Comment [AR32]:** Major modifications to this section based on feedback from legal counsel. This also allows AAPS to submit any resolution to mail ballot.

- ~~1. A mail ballot shall be held to conduct a ratification vote on any Agreement.~~
- ~~2. An ordinary resolution or ratification vote submitted to mail ballot shall require the majority of those voting to be considered passed.~~
- ~~3. The Executive Board shall also have the power to submit any resolution other than a special resolution to mail ballot.~~

### Article X - Borrowing Powers

The Board shall have the power to borrow or raise or secure the payment of monies in such manner as the Association sees fit provided that the borrowing of any sum of monies in excess of five thousand dollars (\$5,000.00) within a single Association fiscal year must be authorized by a majority vote at a General Meeting. Debentures may not be issued without the sanction of a special resolution.

### Article X - Quorums

- ~~1. The quorum required at a general meeting called to consider a special resolution shall be seventy (70) of the members in good standing.~~
- ~~2. For all other business at general meetings, the quorum shall be those in attendance.~~

**Comment [AR33]:** Moved to Article VII – Meetings on advice of legal counsel.

### Article XI – The Seal

~~The seal of the Association shall be kept in the custody of the Secretary of the Association.~~

**Comment [AR34]:** This article has been incorporated into duties of the Secretary to be consistent with wording in the Societies Act.

### Article XI - Amendments to the Constitution and By-Laws

1. The adoption, amendment, or repeal of the Constitution and Bylaws shall be by special resolution.
2. The adoption, amendment, or repeal of the Constitution and Bylaws may be proposed by the Board or by at least 10 members.
3. A proposal by members must contain the names of, and be signed by, at least 10 members.
4. Notice of the proposal by at least 10 members must be filed with the Secretary at least 21 days before a General Meeting.

**Comment [AR35]:** Major revisions to this article based on advice from legal counsel and to ensure compliance with the Societies Act.

5. If the Secretary receives notice of a proposal meeting the timing and other requirements of this Article XI, the Association must include with the notice of the General Meeting sent pursuant to Article VIII:

a. The proposal;

b. The names of the members submitting the proposal; and

c. One statement in support of the proposal, if the members submitting the proposal request that the statement be included with the notice.

6. A proposal, or if a statement is provided, the proposal and the statement together, must not exceed 200 words in length.

~~1.7. The adoption, amendment, or repeal of the Constitution and By Laws may be proposed by the Board or by ten members.~~

~~2.8. The adoption, amendment, or repeal of the Constitution and the By Laws shall be by special resolution.~~

~~3.9. Notice of the proposal shall be filed with the Secretary and must be distributed by mail to all members not less than 14 days before any general meeting at which the motion will be considered.~~

#### **Article XII - Membership Fees and Obligations**

~~1. Fees may be set from time to time by the Board subject to the approval of the members at a General Meeting.~~

~~2. This fee shall be due and payable through monthly Payroll deduction.~~

**Comment [AR36]:** Moved to Article III - Membership

#### **Article XII - Fiscal Year**

1. The fiscal year of the Association shall end on the 30th day of June in each year.

#### **Article XIV - Auditors**

1. The books of account shall be audited annually by the auditors who will be appointed at the Spring General Meeting.

#### **Article XV- Inspection of Records**

1. The books and records of the Association may be inspected by members with advance appointment during normal office hours.~~The Executive Board may from time to time determine at what times and places and under what conditions or regulations the records of the Association are open to the inspection of members~~

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~~who are not on the Executive~~. No member shall be unreasonably denied the right to examine the records of the Association.

#### **Article XVI – Notices**

1. ~~Except as otherwise provided, a notice required to be given by these By Laws is duly given to a member if it is mailed in the Campus Mail or is sent electronically via e-mail.~~

**Comment [AR37]:** No longer needed. Expanded Notice incorporated into Article VIII - Notice

#### **Article XVII – Interpretation**

1. ~~All questions affecting the interpretation of the provisions of the Constitution and By Laws shall be decided by the Board and such decisions shall be final and binding.~~

**Comment [AR38]:** Moved to Article II: Definitions and Interpretation