

# **Constitution of the University of Guelph Retirees Association**

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## **ARTICLE I: NAME**

The name of the Association shall be the University of Guelph Retirees Association, hereinafter the Association.

## **ARTICLE II: PURPOSE:**

The purpose of the Association shall be to:

1. Encourage and promote a spirit of community among members of the Association through engagement in Association activities, which may include internal/external education, travel, and social activities. We value inclusiveness, fairness, and collegiality.
2. Provide retirees with an ongoing link to the University of Guelph.
3. Represent members' interests and concerns in discussions with the University in areas such as, but not limited to, retiree benefits.
4. Offer assistance and advice to the University regarding activities and initiatives that are consistent with the purposes of the Association.

## **ARTICLE III: REGULAR MEMBERSHIP:**

All persons eligible for a pension from the University of Guelph are considered regular members of the Association and have voting rights. Retired individuals who have achieved vesting rights in a pension plan at the University of Guelph but who do not receive retirement income may apply to become regular members. Partners/spouses of regular members may become non-voting members by sending a request to [ugra@uoguelph.ca](mailto:ugra@uoguelph.ca). Surviving partners/spouses of deceased members become regular members of the Association and have voting rights.

## **ARTICLE IV: Board of Directors:**

The Association shall be governed by a Board of Directors, which may exercise all the powers of the Association, subject to the Constitution of the Association and any direction of the members passed by resolution at an annual or general meeting. It shall be the duty of the Board to promote the Purpose of the Association.

Composition of the Board: The members of the Board of Directors shall be twelve in number and shall include a president, a vice-president, a secretary, a treasurer, and 8 members at large. All Directors are voting members. The President at his/her discretion, will assign members to specific duties, which may include, committee responsibilities, web page management, advertising, newsletter editor, and membership.

The President normally will serve a term of one year with an option, at the discretion of the Board and the incumbent, to be nominated by the Board for an additional year.

Election of the Board: Election of the Board shall take place during the Annual General Meeting of the Association. The Directors of the Association shall be elected for a two-year term beginning on the date of the Annual General Meeting and are eligible to serve for three consecutive terms. Members who leave the Board after serving six or fewer years are eligible for re-election after a one-year hiatus. Members may be appointed by the Board for terms shorter than two years to provide continuity and orderly turnover of Board membership. The members of the Board shall be elected at the Annual General Meeting by a simple majority vote of the members present.

Nominations Committee: The Committee comprises the President, Vice President, Secretary, and immediate Past President. The Committee, normally chaired by the Past President, meets as needed. The Committee may appoint temporary additional members to facilitate expansion of contacts with potential new members. The role of the Nominations Committee is to take suggestions for new members of the Board of Directors to the existing Board.

#### **ARTICLE V: Conflict of Interest:**

To maintain the trust of our membership and to uphold the integrity of our organization, it is imperative that all members of our Board avoid any conflicts of interest that could compromise the organization's mission.

1. Disclosure of conflict: All Board members shall promptly and fully disclose any actual, potential, or perceived conflicts of interest to the Board of Directors. This includes any situation in which the members' personal, financial, or other interests could affect their ability to act in the best interests of the Association.
2. Recusal: Any individual with a conflict of interest shall recuse themselves from discussions and decision-making related to the matter in question. They shall also refrain from voting or decision on the issue.
3. Transparency: The Association will maintain records of all conflicts of interest disclosed, actions taken to address them, and the minutes of Board meetings that address such conflicts. These records shall be available upon request to authorized individuals or parties.

#### **ARTICLE VI: Meetings and Decision Making:**

The Annual General Meeting of the Association shall be held each year after the last day of April. The President shall give at least one week's notice to all members. The agenda for any general meeting of the Association shall be approved by a simple majority of the Board. The quorum for the Annual General Meeting shall be 20 and all matters requiring a vote shall be decided by a simple majority vote of the members present. A special meeting of the Association may be convened upon the written request of 10 or more members of the general membership to the secretary of the Association.

The President shall call monthly meetings of the Board of Directors. Upon request of 2 or more directors, a special meeting of the Board may be convened by the President.

Board and general meetings may be in-person, virtual, or hybrid. All members in attendance have full voting rights.

Bourinot's Rules of Order, where not inconsistent with the Constitution, shall govern the conduct of meetings of the Association.

#### **ARTICLE VII: Finances:**

The business of the Association shall be carried on without pecuniary benefit to any elected Board member and any profits or other accretions to the Association shall be used to promote the Purpose of the

Association, as stated above.

The Board shall have charge of the finances of the Association, and, subject to such directions as may be given at the Annual General Meeting, all expenditures shall be authorized or approved by a simple majority of the Board members.

The Treasurer and the President shall jointly exercise day-to-day financial oversight. Directors must be informed of any anticipated or actual financial income shortfall or expenditure overrun as soon as it is known to the Treasurer or President.

At the Annual General Meeting, the Treasurer shall present to the members of the Association for approval, a detailed budget, setting out actual income and expenses for the current fiscal year as well as predicted income and proposed expenses for the next fiscal year. From time to time, as is necessary, the Treasurer shall present to the Board members an interim or revised budget.

The financial statements of the Association shall be externally reviewed annually.

All money received by the Association shall be deposited to an account in its name, and payments thereon shall be drawn on the signature of any two of the President, Vice-President, and Treasurer, provided the President or the Treasurer has approved the expenditure initially.

**Membership Fees:**

The annual membership fees, which are voluntary, shall be proposed by the Board and approved at the Association's Annual General Meeting by a simple majority of members present and voting.

**ARTICLE VIII: Dissolution of the Association:**

1. Provision shall be made for dissolving the Association and winding up its affairs if there is no wish or need to continue its existence.
2. A decision to dissolve the organization shall be made at the Annual General Meeting by resolution of a two-thirds majority of members present and voting for approval.
3. In the event of dissolution of the Association, any or all of the remaining assets after payment of any liabilities shall then be distributed in full to the University of Guelph Retirees Association Student Scholarship Fund.

**ARTICLE IX: Amendments to the Constitution:**

The constitution of the Association shall be approved and may be amended by resolution at the Annual General Meeting with a two-thirds majority of members present voting to approve. Notice of any amendments must be sent to the members of the Association at least four weeks prior to the date of the meeting.

**University of Guelph Retirees Association**

University of Guelph, Guelph, ON N1G 2W1

*June 1998*

*\* Amended June 20, 2013.*

*\* Amended June 2024.*