

UWSA CONSTITUTION

Preamble

Joined together by the common causes of a superior university education and enriched post-secondary experiences, we, the undergraduate students of the University of Windsor, constitute this Alliance.

We come from throughout Windsor and Essex County, from across Canada and from around the world. We bring to this Alliance varying skills, knowledge and abilities. We create a diverse student body with deep and meaningful personal histories, nationalities, cultures, religions, beliefs, and ideas. Our heterogeneous composition is a point of pride and a pillar of strength. Our varied individualities result in the brilliance of our mosaic through the bonds of this Alliance.

Our common values include those entrenched in the Canadian Charter of Rights and Freedoms; goodness, discipline and knowledge as unfurled on our university crest; preferences for peace, understanding, compassion, co-operation, excellence, hope, justice, and respect; and, the spirit of community with purpose that underlines our choice to unite through this Alliance.

Under the seal of this Alliance, we pledge our efforts to raising the calibre of our university. As members, we affirm our commitment to this end and take on the challenge for the benefit of our fellow members and the benefit of the larger communities to which we belong, including the University of Windsor, the City of Windsor, Essex County, Ontario, and Canada.

Our Alliance shall be our official representative at the University of Windsor and elsewhere to advance our ambition for ever-better university educations and experiences. Our Alliance shall provide a forum and mechanism for all members to advocate our common causes and values. Our Alliance shall make available services for the purpose of bringing about our common causes and to support our values.

And so, our University of Windsor Students' Alliance, forever committed to our common causes and values, respectful of our diversity and stronger for it, is hereby charged by the members with the duties of representation, advocacy and services.

Article 1: University of Windsor Students' Alliance

1.1 The University of Windsor Students' Alliance ("UWSA") is a corporation under the *Ontario Corporations Act*, R.S.O. 1990, c. C-38 composed of University of Windsor students.

1.2 The full Membership of the UWSA shall be the University of Windsor students who are:

1.2.1 Registered at the University of Windsor as full-time undergraduate students;

1.2.2 Registered in a co-operative education work term or internship through the University of Windsor;

1.2.3 Elected Members and Officers during Summer Semester; and,

1.2.4 Serving as the President or a Vice-President of the UWSA.

1.3 The UWSA may grant Honourary Membership subject to the limitation that Honourary Members shall not have voting rights and provided that additional provisions for Honourary Membership are set out in the By-laws.

1.4 The UWSA may charge Membership Fees.

Authority: Initial, Date

President:

Council Chair:

General Manager:

- 1.4.1 The Membership Fees may vary on the basis of the classification of Membership in 1.2.
- 1.4.2 Each Member shall pay the Membership fee charged by the UWSA.

Article 2: Purpose

- 2.1 To be the official representative body for the Members as students in their relationships with:
 - 2.1.1 The University of Windsor and committees thereof;
 - 2.1.2 Governments at the federal, provincial and municipal levels and committees thereof;
 - 2.1.3 Any other organization or forum where the Members’ interests or well-being is affected and where otherwise directed by the Members themselves or by the Elected Members.
- 2.2 To advocate for the Members at functions of:
 - 2.2.1 The University of Windsor and committees thereof;
 - 2.2.2 Governments at the federal, provincial and municipal levels and committees thereof;
 - 2.2.3 Any other organization or forum where the Members’ interests or well-being is affected and where otherwise directed by the Members themselves or by the Elected Members.
- 2.3 To provide services for the Members to support and enhance their experience at the University of Windsor.

Article 3: Definitions

- 3.1 These definitions and the definitions set out elsewhere in this Constitution shall apply to uses of the terms in this Constitution, the By-laws and other materials of the UWSA unless context otherwise requires or redefined by or for that specific material.
- 3.2 The singular includes the plural and the plural includes the singular.

“Board” shall mean the UWSA body created by Article 5.2.

“By-election” shall mean any election where the Members have voting rights that is held by the UWSA that is not the General Election or held at the Annual General Meeting.

“By-laws” unless identified with a specific number or set of numbers, in which case shall refer to that specific By-law, shall mean the collective set of governing rules of the UWSA immediately subordinate to this Constitution and set forth in Article 9.

“Constitution” shall mean this foundational governing document for the UWSA.

“Council” shall mean the UWSA body created by Article 5.1.

“Council Chair” shall mean that Officer set out in Article 5.1.3.3.

“Councillor” shall mean a Member on Council.

“Council Secretary” shall mean that Officer set out in Article 5.1.3.4.

“Director” shall mean a Member on Board.

Authority: Initial, Date
President:
Council Chair:
General Manager:

“Elected Member” shall mean a Member elected by the Membership who serves as Councillor or Director.

“Employee” shall mean an individual hired or paid by Council, Board or an agent of Council or Board who is not an Officer.

“Ex-officio” shall mean an automatic and permanent position with a given body, but shall not include voting rights unless explicitly stated in this Constitution or the By-laws.

“Full-time undergraduate students” shall mean those individuals defined as such by the University of Windsor.

“General Election” shall mean the principal election held by the UWSA during Winter Semester in which the Members elect the following year’s Elected Members.

“General Manager” shall mean that Employee hired by the Board to manage the office and office staff of the UWSA.

“Members” shall mean those individuals included in Article 1.2.

“Officers” shall mean those positions designated as Officers in this Constitution and the By-laws.

“President” shall mean that Officer elected by the Members.

“Referendum” shall mean a question directly voted on by the Members.

“Quorum” shall mean the number of individuals who must be present for business to be transacted.

“Simple majority” shall mean a vote supported by fifty (50) percent plus one of those voting.

“Semesters” shall mean the three (3) academic time periods at the University of Windsor (Fall, Winter and Summer).

“Students” shall mean those individuals defined as such by the University of Windsor.

“Two-thirds (2/3) majority” shall mean a vote supported by two-thirds (2/3) of those voting.

“University of Windsor” shall mean the University of Windsor, in the City of Windsor, in the Province of Ontario.

“Vice-Presidents” shall mean those Officers elected by the Members.

Article 4: Powers of Members

4.1 Members’ Rights to Information

Authority: Initial, Date
President:
Council Chair:
General Manager:

- 4.1.1 Every document, record, or other instrument recording the actions or operations of the UWSA that is not designated classified or confidential as set forth in 4.1.2 must be opened for inspection, in an unaltered state, to any Member upon request. This information shall be made available as soon as possible, with only the most extenuating circumstances requiring more than one (1) week.
- 4.1.2 Information that qualifies as one of the following shall only be accessible by individuals or bodies given special and specific authority in this Constitution or the By-laws:
 - a) Personnel, client and volunteer files and evaluations;
 - b) Items under negotiation or litigation;
 - c) Business' operation records;
 - d) Contract terms;
 - e) Preliminary research results; and,
 - f) In-camera minutes.
- 4.1.3 Every Member has the right to witness the proceedings of Council and Board and any body created by the UWSA provided their presence is not unduly disruptive and the body has not moved in-camera.

4.2 Election of Members

- 4.2.1 All Elected Members shall have their term limited to one (1) year after which the position must be re-contested directly by the Members unless otherwise provided for in this Constitution.
- 4.2.2 In exception to 4.2.1, Members elected to the University of Windsor Board of Governors ("Board of Governors") may be re-elected by Council to the Board of Governors and continue to serve on Council for the duration of this additional term on the Board of Governors. No Member shall serve on the Board of Governors for more than two (2) years.
- 4.2.3 In exception to 4.2.1, Members elected to the University of Windsor Senate ("Senate") may be re-elected by Council to the Senate and continue to serve on Council for the duration of this additional term on the Senate. No Member shall serve on the Senate for more than two (2) years without having the position re-contested in the General Election or a By-election.

4.3 Removal of Elected Members

- 4.3.1 In addition to any other provisions in this Constitution or the By-laws, the Members may remove any Elected Member through a referendum.
- 4.3.2 A referendum to remove any Elected Member must be:
 - a) Petitioned by at least five (5) percent of the Members;
 - b) Voted on by at least five (5) percent of the Members; and,
 - c) Passed by at least two-thirds (2/3) of the valid ballots cast.

4.4 Annual General Meeting

- 4.4.1 The Annual General Meeting ("AGM") of the UWSA shall be held at the University of Windsor on a day that Board shall determine. At the AGM, in addition to any other business that may be transacted, there shall be a report from Board, the President and each Vice-President.

Authority: Initial, Date
President:
Council Chair:
General Manager:

4.4.2 Notice

4.4.2.1 The President or designated Vice-President shall provide at least ten (10) days notice of the time and place of the AGM:

4.4.2.2 To the Members in the form of:

- a) Public notices posted in the University of Windsor Student Centre and in other locations across campus;
- b) Notice on the UWSA website; and,
- c) Other mechanisms appropriate in a given year.

4.4.2.3 To the Elected Members in the form of:

- a) Personal notices sent by mail;
- b) Email messages; and,
- c) Other mechanisms appropriate in a given year.

4.4.3 Quorum

4.4.3.1 Quorum at the AGM shall be two (2) percent of the Members.

4.4.3.2 Where the Members constitute quorum, each Member shall have one (1) vote.

4.4.3.3 Where quorum is not reached as set forth in 4.4.3.1 and notice has been provided as set forth in 4.4.2, Council shall fulfill the functions of the Members provided at least fifty (50) percent of Councillors are present.

4.4.3.4 Where 4.4.3.3 applies, each Councillor shall have one (1) vote.

4.4.3.5 Where Council assumes the powers of the Members according to 4.4.3.3, this power shall not extend to Constitutional amendments as set out in 8.1.2.

4.4.4 The Council Chair shall fulfill the functions of chair at the AGM.

4.4.5 The Council Secretary shall fulfill the functions of secretary at the AGM.

4.4.6 Motions at the AGM shall require a simple majority to pass, unless otherwise specified in this Constitution or the By-laws.

4.4.7 Proxies shall not be entertained at the AGM.

Article 5: Organization

5.1 Council

5.1.1 Powers of Council

5.1.1.1 Council shall be responsible for the representation and advocacy duties of the UWSA as set forth in 2.1 and 2.2.

5.1.1.2 Council shall have residuary authority over items not clearly distinguished in Article 2.

5.1.1.3 Council shall have a right to review the minutes and receive a full report of any body it has created or over which it has supervision.

5.1.1.4 Council shall have a right to view the Board minutes.

5.1.1.5 Council shall only have the right to overrule a Board decision that is carried out in accordance with Article 6.3.2 or where that Board decision restricts the ability of Council to fulfill the duties set out for Council in this Constitution.

5.1.2 Councillors

Authority: Initial, Date

President:

Council Chair:

General Manager:

5.1.2.1 Ex-officio, voting Councillors shall be the:

- a) President;
- b) Vice-Presidents;
- c) Members who serve on the University Board of Governors; and,
- d) Members who serve on the University Senate.

5.1.2.2 Faculty Representatives shall be the Elected Members selected as voting Councillors to primarily represent the Members from particular University of Windsor faculties.

5.1.2.3 Special Constituency Representatives shall be elected to Council, shall not be voting Councillors and shall include:

- a) One (1) Member specifically representing Members in residence;
- b) One (1) Member specifically representing Members in first year; and,
- c) One (1) Member specifically representing Members who are international students.

5.1.2.4 Councillors and Special Constituency Representatives shall be selected in accordance with the By-laws.

5.1.3 Meetings

5.1.3.1 Council meetings shall be held at least one (1) time per month during Fall Semester and Winter Semester and shall be open to all Members unless in-camera.

5.1.3.2 Quorum for Council meetings shall be fifty (50) percent of voting Councillors.

5.1.3.3 The Council Chair shall be a Member hired for the purpose of fulfilling chairperson duties at Council meetings, shall not be a Councillor and shall be an Officer.

5.1.3.4 The Council Secretary shall be a Member hired for the purpose of fulfilling secretarial duties at Council meetings, shall not be a Councillor and shall be an Officer.

5.2 Board of Directors

5.2.1 Powers of Board

5.2.1.1 Board shall be responsible for the service providing duties of the UWSA as set forth in 2.3.

5.2.1.2 Board shall manage the corporate affairs of the UWSA, including but not limited to matters of a primarily legal, financial, staff, business enterprise and services nature.

5.2.1.3 Board shall have a right to review the minutes and receive a full report of any body it has created or over which it has supervision.

5.2.2 Directors

5.2.2.1 The ex-officio, voting Director shall be the President, though the President shall only vote in the event of a tie.

5.2.2.2 The elected, voting Directors shall be the six (6) Elected Members selected as Directors, none of whom shall be an Officer or Employee of the UWSA.

5.2.2.3 The ex-officio, non-voting Directors shall be the Vice-Presidents.

5.2.2.4 Elected Directors shall be selected in accordance with the By-laws.

5.2.2.5 Provided a Director fulfills the necessary requirements for a Director, that Director may be re-elected to Board.

5.2.2.6 The Board Chair shall be the President.

5.2.2.7 The Board Secretary shall be a Vice-President.

5.2.3 Meetings

Authority: Initial, Date

President:

Council Chair:

General Manager:

5.2.3.1 Board meetings shall be held at least one (1) time per semester (Fall, Winter, Summer) and shall be open to all Members unless in-camera.

5.2.3.2 Quorum for Board meetings shall be any four (4) voting Directors.

5.2.3.3 Board shall otherwise operate in accordance with the By-laws.

5.3 Executive Committee

5.3.1 Powers of the Executive Committee

5.3.1.1 When there is need for a decision under the purview of Council and a Council meeting cannot be held in sufficient time to make that decision, the Executive Committee shall be empowered to make that decision, provided that the decision must be communicated to Councillors immediately, reported to Council at the next Council meeting and endorsed by Council.

5.3.1.2 When there is need for a decision under the purview of Board and a Board meeting cannot be held in sufficient time to make that decision, the Executive Committee shall be empowered to make that decision, provided that the decision must be communicated to Directors immediately, reported to Board at the next Board meeting and endorsed by Board.

5.3.1.3 At no time shall the Executive Committee have Council's powers pertaining to the amendment of this Constitution or the By-laws.

5.3.2 Members on the Executive Committee

5.3.2.1 Ex-officio, voting Members on the Executive Committee shall be the:

- a) President and
- b) Vice-Presidents.

5.3.2.2 The Executive Committee Chair shall be the President.

5.3.2.3 The Executive Committee Secretary shall be a Vice-President.

5.3.3 Meetings

5.3.3.1 Meetings shall be held as necessary.

5.3.3.2 Quorum for Executive Committee meetings shall be two thirds (2/3) of voting Members on the Executive Committee.

5.3.3.3 The Executive Committee shall otherwise operate in accordance with the By-laws.

Article 6: Corporate Affairs

6.1 Head Office of the UWSA shall be in the City of Windsor, in the County of Essex, in the Province of Ontario.

6.2 The seal of the UWSA shall be determined by Board.

6.3 Officers

6.3.1 The Officers of the UWSA shall be the:

- a) President;
- b) Vice-Presidents;
- c) Council Chair;
- d) Council Secretary;
- e) Chief Returning Officer; and,

Authority: Initial, Date

President:

Council Chair:

General Manager:

- f) Any other Officer created by in the By-laws.
- 6.3.2 Board may delegate all or any of the powers of the President, Vice-Presidents or any other Officer, excluding the Council Chair, Council Secretary and Chief Returning Officer, to any other Officer or to any Director in the event any one or more of them is unable or unwilling to act, or for any other reason Board deems sufficient.

Article 7: Conflict of Interest

- 7.1 Except where specified otherwise, the following shall apply to all Councillors, Directors, Officers, Employees, and volunteers of the UWSA.
- 7.2 It is by no means sufficient for those individuals holding student office in Canada to act within criminal and corporate laws. There is further obligation to act in a manner that will bear the closest public scrutiny.
- 7.3 Any and all conflicts shall be resolved in favour of the interest of the Members over any other interest.
- 7.4 Disclosure
 - 7.4.1 Councillors, Special Constituency Representatives, the Council Secretary, the Chief Returning Officer, and any other individual set forth in the By-laws shall disclose in writing to the Council Chair;
 - 7.4.2 The Council Chair shall disclose in writing to the President;
 - 7.4.3 Directors shall disclose in writing to the Board Chair; and,
 - 7.4.4 Employees and volunteers shall disclose in writing to their immediate supervisor, who shall in turn disclose to an Officer.
 - 7.4.5 Any conflict of interest, including contractual dealings relative to UWSA affiliations and memberships, or communication whether contractual or otherwise with:
 - a) Student representative, advocacy or service organizations that operate at the local, regional, provincial, national or international level;
 - b) Student representative, advocacy or service organizations that operate at the University of Windsor or any other post-secondary institution;
 - c) Societies, Clubs and associations operating at the University of Windsor;
 - d) The University of Windsor or any division, department or officer thereof;
 - e) Any media; and,
 - f) Any other for-profit or not-for-profit organization that is doing or may do business with the UWSA or the University of Windsor.
 - 7.4.5.1 The forgoing organizations shall be read to exclude the UWSA itself and any other organization a Member must belong to by virtue of being a Member.
 - 7.4.6 Disclosure shall be made within five (5) days of the date of the first contractual dealings, affiliation or membership.
 - 7.4.7 Where the conflict arises during a meeting in which the affected Member is involved, disclosure shall be made immediately.
- 7.5 Gifts, valuable property or benefit from any person or organization in return for which the donor would receive or has received directly or indirectly a benefit from the UWSA shall not be accepted directly or indirectly.

Authority: Initial, Date
President:
Council Chair:
General Manager:

- 7.6 Individuals in a conflict shall withdraw from participating in that decision or action unless such a withdrawal would cause greater disadvantage to the student interest, in which case they shall resolve the conflict in favour of the interest of the Members.
- 7.7 In no case shall information, capacities or resources to which an individual has access by virtue of their position with the UWSA be used for the benefit of any individual or organization other than those they are charged to serve by virtue of their position.
- 7.8 The evaluation of conflicts of interest and any measures imposed to deal with conflicts or individuals who were previously, currently or potentially involved in a conflict of interest shall be under the dual jurisdiction of Council and Board.

Article 8: Constitutional Amendments

8.1 The Members shall be empowered to amend this Constitution independent of Council:

8.1.1 By referendum:

- a) Petitioned by at least ten (10) percent of the Members;
- b) Voted on by at least ten (10) percent of the Members; and,
- c) Passed by at least two-thirds (2/3) of the valid ballots cast.

8.1.2 By resolution at an AGM:

- a) Attended by at least two (2) percent of the Members;
- b) Voted on by at least two (2) percent of the Members; and,
- c) Supported by at least two-thirds (2/3) of the valid ballots cast.

8.2 Additionally, Council shall be empowered to amend this Constitution unilaterally.

8.2.1 In order to promote due process and present ample opportunity for diligent discussion, debate and decision-making, amendments to this Constitution shall be:

- a) Approved in principle by Council with support of a two-thirds (2/3) majority;
- b) Reviewed and approved by a committee of Council responsible for matters including review of this Constitution and the By-laws;
- c) Approved as presented by said committee by Council with support of a two-thirds (2/3) majority at a meeting held no less than two (2) months following the decision in 8.2.1(a);
- d) Reviewed by UWSA legal counsel and University of Windsor legal counsel;
- e) Approved in their final form by a committee of Council responsible for matters including review of this Constitution and the By-laws; and,
- f) Approved by Council with support of a two-thirds (2/3) majority at a meeting held no less than five (5) months following the decision in 8.2.1(c).

8.2.2 Public notice of the Council meetings must be made widely accessible to the Members, including through on-campus media, in which special and specific note is made of the consideration of proposed amendments to this Constitution.

Article 9: Powers over By-laws

9.1 Council alone shall be empowered to enact, amend or rescind the By-laws for the purpose of establishing and maintaining rules, procedures, bodies, positions, rights, and responsibilities that flow from this Constitution for the better fulfillment the purpose of the UWSA.

Authority: Initial, Date
President:
Council Chair:
General Manager:

9.2 Amendments to the By-laws shall be:

- a) Approved in principle by Council with support of a two-thirds (2/3) majority;
- b) Reviewed and approved by a committee of Council responsible for matters including review of this Constitution and the By-laws;
- c) Approved as presented by the committee by Council with support of a two-thirds (2/3) majority at a meeting held no less than two (2) weeks following the decision in 9.2(a);
- d) Reviewed by UWSA legal counsel;
- e) Approved in their final form by a committee of Council responsible for matters including review of this Constitution and the By-laws; and,
- f) Approved by Council with support of a two-thirds (2/3) majority at a meeting held no less than two (2) weeks following the decision in 9.2(c).

9.3 In advance of the Council meeting in 9.2(a), public notice that By-law changes are pending must be made widely accessible to the Members, including through on-campus media, in which special and specific note is made of the consideration of proposed amendments to the By-laws.

Article 10: Master Copy of Constitution and By-laws

10.1 Notwithstanding anything in this Constitution, no amendment of this Constitution or the By-laws will be deemed to have taken place until the “Master Constitution and By-laws” (“Master”) is amended such that the words contained in the Master is consistent with the amendment.

10.2 The Master shall be a loose-leaf binder, stored in the Head Office of the UWSA and labelled “Master Constitution and By-laws” which will contain this Constitution and the By-laws on sheets of paper.

10.3 When a sheet is changed or added following an amendment as set forth in this Constitution, the President, Council Chair and General Manager shall initial and date the amended or added sheet.

10.4 Should the Master be destroyed or lost, a new Master shall be made in the format indicated above.

10.5 In the event that a lost Master is re-located after the construction of a new Master, the new Master will supersede the older copy.

Authority: Initial, Date
President:
Council Chair:
General Manager: