

THE SOCIETIES ACT

(Section 7)

BYLAWS

of

THE FACULTY CLUB

of

THE UNIVERSITY OF ALBERTA,

EDMONTON

Revised

March 2004

The Faculty Club of the University of Alberta, Edmonton shall hereinafter be referred to as "The Faculty Club".

I. MEMBERSHIP

1. The categories of membership in the Faculty Club shall be the following:
 - a. *Regular Members.* Full-time and part-time continuing members of the academic staff of the University of Alberta, full-time and part-time continuing members of the academic post-secondary institutions approved by the Executive, and persons who have retired from these positions but who are not yet eligible to be Life Members.
 - b. *Life Members.* Persons who have been Regular Members for a total of at least fifteen years including at least five consecutive years at the time of their retirement or disablement, and the widows and widowers of former Regular Members satisfying these conditions. Categories of Life Membership are
 - 1) Out-of-town Life Members.
 - 2) In-town Life Members.
 - 3) Life Members with voting privileges, i.e., paying dues at the same rate as Regular Members. This category also includes Prepaid Members.
 - 4) Honorary Life Members, i.e., members who retired on or before June 30, 1988.
 - c. *Associate Members.*
 - 1) Members and former members of the Senate of the University of Alberta.
 - 2) Former members of the Board of Governors.
 - 3) Members of the Strathcona Society (formerly President's Council).
 - 4) Regular Members who resign from their academic position but wish to retain their membership.
 - 5) Members of the Alumni Association Council.
 - 6) Persons who are granted membership privileges under Bylaw 5.
 - d. *Temporary Members.* Full-time and part-time temporary members of the academic staff of the University of Alberta including post-doctoral fellows and research associates, lecturers and instructors employed in the current academic year, and academic visitors to the University.
 - e. *Honorary Members.*
 - 1) Members of the Board of Governors of the University of Alberta.
 - 2) Distinguished individuals invited by the Executive including the Lieutenant Governor of Alberta, the Premier of Alberta, the sitting leaders of the opposition parties of the Legislative Assembly of Alberta, and the Mayor of the City of Edmonton.
 - 3) The diplomatic representatives of foreign governments in Alberta.
 - f. *Spouse Members.* The spouse of a Regular, Life, Associate, Temporary or Honorary Member.
 - g. *Administrative Memberships.* An additional account that may be held by some Regular Members, e.g., Deans, Directors and Chairs, for their administrative convenience.
2. Applications for membership shall be made in writing on a form approved by the Executive and obtainable from the Faculty Club office.
3. The Executive shall consider the application, and, in its discretion, accept, reject or postpone consideration of the application. In each case the decision of the Executive shall be final and not subject to review by any means whatsoever.
4. The decision of the Executive on the application shall be communicated to the Applicant in writing, and, in the event of rejection or postponement, written reasons for the decision shall be given.
5. Associate membership privileges may be temporarily or occasionally extended to non-members and groups by the Executive on such terms and conditions as the Executive deems appropriate.
6. Members of the Faculty Club have privileges at the Faculty Clubs of certain other specified universities whose members have similar privileges at the Faculty Club of the University of Alberta.

II. RIGHTS AND OBLIGATIONS

7. Every member shall be entitled, subject to these Bylaws and any regulations for the time being in force made by the Executive of the Faculty Club as hereinafter provided, to all the rights and be subject to all the obligations of a member of the Faculty Club.

III. RESIGNATION AND WITHDRAWAL

8. A Regular Member leaving the University on any Leave as specified under Articles 22 to 26, inclusive, of the *Faculty Agreement* of September 1988 may, by writing to the Manager or Membership Chairman, suspend membership and payment of dues for the period of absence from the campus. Any member may resign from the Faculty Club upon thirty days' notice by writing to the Manager or Membership Chairman, but, if a former member applies to rejoin within twelve months of the date of his or her resignation, he or she may be assessed a special joining fee in an amount not exceeding four months' dues at the then current rate. This special joining fee is intended to provide a deterrent to resignations covering the summer months.

IV. EXPULSION

9. If any member refuses or neglects to comply with the provisions or the objects or Bylaws of the Faculty Club or the regulations of the Executive, such member shall be liable to expulsion by a resolution of the Executive, provided that at least one week before the meeting at which such resolution is to be considered, the member shall have had notice thereof as hereinafter set forth, and of the intended resolution for his or her expulsion, and that such member shall at the meeting and before the passing of the resolution, have had an opportunity of presenting orally or in writing any explanation or defense he or she may think fit.

10. A member expelled under Bylaw 9 shall forfeit all right in, and claim upon, the Faculty Club and its property.

V. DUES AND ACCOUNTS

11. Regular, Associate and Temporary Members, and Members who became Life Members after June 30, 1988, shall pay dues to the Faculty Club as prescribed by the Executive, while Honorary and Spouse Members shall not pay dues. Regular Members who hold Administrative Memberships shall be assessed an annual fee.

12. The dues of Associate Members and those Members not on the payroll of the University of Alberta shall be paid annually in advance, or by such methods as the Executive shall from time to time determine. All other dues shall be paid either by payroll deduction or annually in advance.

13. Nonpayment of dues shall be grounds for expulsion from the Faculty Club.

14. Accounts for food, drink and other services shall be rendered monthly.

15. Payment of accounts by members shall be made within thirty days from the date of the account. All overdue accounts are subject to interest charges as specified from time to time by the Executive.

16. In the event that a member fails to pay his or her account within the thirty-day period prescribed in Bylaw 15, the Faculty Club shall notify the member by mail of the unpaid account. In the event that payment of the account is not received in full within thirty days of the date of notice, the Faculty Club may, at its option and without prejudice to any rights or remedies which it may have hereunder, at law or in equity, either post the name of the member in a public place on the Faculty Club premises, or begin expulsion proceedings pursuant to Bylaw 9, or perform both of these.

VI. GENERAL MEETINGS

17. General Meetings of the members shall be summoned by the Executive at such time and place as it shall determine.

18. The Executive may, whenever it thinks fit, and shall upon the requisition of one-twentieth of the Regular Members of the Faculty Club forthwith, proceed to convene a General Meeting of the Faculty Club.

VII. ANNUAL GENERAL MEETINGS

19. The Faculty Club shall in each academic year hold a General Meeting as its Annual General Meeting in addition to any other General Meeting in that year, and shall specify the meeting as such in the notices calling it.

20. An Annual General Meeting shall be held not more than sixteen months after the holding of the previous Annual General Meeting.

21. The business of an Annual General Meeting shall be to receive and consider the Profit and Loss Account, Balance Sheet and Accounts, the reports of the President and of the Auditors, to elect the Executive and the Auditors, and to transact any other business which under these Bylaws and the Statutes of Alberta ought to be transacted at an Annual General Meeting.

VIII. NOTICE OF GENERAL MEETINGS

22. At least seven days' notice specifying the place, day and hour of a General Meeting and the general nature of the business to be considered shall be given to Life and Regular Members in the manner hereinafter provided.

23. The accidental failure to give notice to any such member or the failure to receive notice shall not invalidate the proceedings at any General Meeting.

IX. PROCEEDINGS AT GENERAL MEETINGS

24. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided a quorum shall be twenty-five (25) Regular Members present.

25. If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case, it shall 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 half an hour from the time appointed for the meeting, the members present shall be a quorum.

26. The President of the Faculty Club shall preside as chairman at every General Meeting and in his or her absence the Vice-President, and if neither of these be present, or if at any meeting they be not present within fifteen minutes after the time appointed for holding the meeting, the Regular Members present shall choose one of the Executive present to be chairman, or if no member of the Executive shall be present and willing to take the chair, the Regular Members present shall choose one of their number to be chairman.

27. The chairman may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place, unless notice thereof has been given in the manner directed by Bylaw 22.

28. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case

of an original meeting.

29. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

X. VOTING AT GENERAL MEETINGS

30. Only Regular Members and Life Members with voting privileges shall be entitled to vote.

31. Every Regular Member, including the chairman, shall have one vote.

32. Resolutions shall be decided by a majority vote, except where otherwise required by *The Societies Act*, of the Regular Members and Life Members with voting privileges present.

33. At any General Meeting a resolution put to the vote of the meeting shall be decided on by a show of hands, unless a recorded vote of the Regular Members present is, before or on the declaration of the result of the show of hands, demanded. A declaration by the chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Faculty Club, shall be conclusive proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

34. In the case of an equality of votes, whether on a show of hands or on a recorded vote, the chairman of the meeting at which the show of hands takes place, or at which the recorded vote is demanded, shall be entitled to a second orcasting vote.

XI. SPECIAL MEETINGS

35. A Special Meeting may be held to pass an ordinary resolution where required by *The Societies Act* or these Bylaws, and shall be governed by the same requirements as for a General Meeting.

XII. EXECUTIVE AND OFFICERS

36. The Executive of the Faculty Club shall be elected by majority vote from the Regular membership for a term of one year at the Annual General Meeting, except as otherwise provided hereinafter.

37. The Executive shall consist of the Officers hereinafter mentioned and as many additional members as the Executive from time to time deems necessary for the better administration of the Faculty Club.

38. The Officers of the Faculty Club shall be comprised of

- a. The President. This position will be filled automatically and without election by the Vice-President of the outgoing Executive.
- b. The Vice-President, who shall be the President-elect.
- c. The Treasurer, who may be elected annually for up to three consecutive years, and
- d. The Secretary, who may be re-elected annually without term.

39. The immediate Past President of the Faculty Club shall sit as an *ex officio* member of the Executive, and shall be entitled to vote.

40. An Honorary President, who is or is not a member of the Faculty Club, may be elected at the Annual General Meeting by the Regular membership, but shall not sit on the Executive or vote.

41. At each Annual General Meeting the whole of the Executive except the President-elect shall retire from office and the Regular Members shall elect an Executive to replace the retiring one.

42. With the exception of Officers who are entering upon or completing a term of office, a retiring member of the Executive who has served for five years shall not be eligible for re-election to the Executive without a one-year interval.

43. Any casual vacancy occurring on the Executive may be filled for the balance of the one-year term by the Executive.

44. The Executive shall have the power at any time, and from time to time, to appoint a Regular Member as an additional Executive Member.

XIII. REMOVAL OF MEMBERS OF EXECUTIVE

45. The Regular Members may, by special resolution at a Regular Meeting, remove any member of the Executive before the expiration of his or her period of office, and may by ordinary resolution elect another Regular Member in his or her stead.

XIV. DISQUALIFICATION OF MEMBERS OF EXECUTIVE

46. The position of a member of the Executive shall be vacated automatically if he or she

- a. resigns, by notice in writing to the Secretary,
- b. ceases to be a Regular Member, or
- c. is concerned with or participates in the profits of any contract with the Faculty Club and fails to make full disclosure of his or her interest beforehand or votes in respect of the contract, and any such vacancy may be filled by the Executive through the appointment of an Executive Member to replace an Officer, and a Regular Member to replace an Executive Member, for the remainder of the one-year term.

47. If the whole of the Executive becomes disqualified, a General Meeting shall forthwith be held on the notice and at the instigation of any Regular Member of the Faculty Club, at which time a new Executive shall be elected for the balance of the one-year term.

XV. PROCEEDINGS OF EXECUTIVE

48. The Executive may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

49. Questions arising at any meeting shall be decided by a majority vote, but in case of any equality of votes, the chairman shall have a second or casting vote.

50. A member of the Executive may, and the Secretary on the requisition of a member of the Executive shall forthwith, summon a meeting of the Executive giving twenty-four hours' notice, orally or in writing.

51. The quorum necessary for the transaction of the business of the Executive may be fixed by the Executive, and unless so fixed shall be a majority of the Executive.

52. The Executive may act notwithstanding any vacancy in its body, but, if and so long as their number is reduced below the number fixed as the necessary quorum, the Executive may act for the purpose of increasing the number on the Executive to that number, or of summoning a General Meeting, but for no other purpose.

53. The President of the Faculty Club shall be chairman of the Executive, and in his or her absence the Vice-President, and if there is no President or Vice-President, or if at any meeting the President and Vice-President are absent, the members of the Executive present may elect a chairman of their meeting.

54. The Executive may delegate any of their power to committees consisting of such member or members as they think fit, but any committee so formed shall in the exercise of the powers so delegated conform to any restrictions that may be imposed on them by the Executive. The Activities and House Committee, Membership Committee, Finance Committee, and Renovations Committee shall be Standing Committees of the Executive and their chairmen shall be members of the Executive. The terms of reference shall be determined by the Executive from time to time.

55. All acts done by the Executive or its members shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Executive.

XVI. MANAGEMENT COMMITTEE

56. The Executive may appoint not less than three of its number to constitute a Management Committee, of whom a majority shall constitute a quorum, and who may meet at stated times or on notice to all of its own members.

57. The members of such Committee shall generally perform such duties and exercise such powers as may be directed or delegated to such Committee by the Executive from time to time.

58. Unless and until the Executive otherwise determines, the Past President, the Officers of the Faculty Club and the Chairmen of the Activities and House, and Finance Committees shall constitute the Management Committee of the Faculty Club, and shall be and are hereby vested with authority to exercise all of the powers of the Executive when the members of the Executive are not immediately available, except such powers as by the Statutes of Alberta are required to be exercised by the Executive.

59. The Management Committee shall keep minutes of its proceedings and report the same to the Executive at the next meeting thereof.

XVII. POWERS AND DUTIES OF THE EXECUTIVE

60. The Faculty Club, being registered under the The Societies Act, shall be managed by the Executive in accordance with the powers granted in the Act and in the Bylaws. No resolutions passed at a meeting of the Regular Membership, called either with or without notice, will invalidate any resolutions legally passed by the Executive.

61. The Executive shall have power from time to time to make, alter and repeal all such regulations as it may deem necessary or expedient or convenient for the proper conduct and management of the Faculty Club, and in particular, but not exclusively, they may by such regulations regulate

- a. the admission of members to the Faculty Club and the rights and privileges of such members,
- b. the terms and conditions upon which guests, children of members and visitors shall be permitted to use the premises and property of the Faculty Club,
- c. the times of opening and closing the buildings and premises of the Faculty Club or any part thereof,
- d. the rules to be observed and prizes or stakes to be played for by members playing any games on the premises of the Faculty Club,
- e. the prohibition of particular games on the premises of the Faculty Club entirely or at any particular time or times,
- f. the conduct of members in relation to one another, and to the Faculty Club's Manager and employees,
- g. the setting aside of the whole or any part or parts of the Faculty Club's premises for a member, or any class or group of members, at any particular time or times, or for any particular purpose or purposes, and, generally,
- h. all such matters as are commonly the subject matter of the rules of the Faculty Club.

62. The Executive shall adopt such means as they deem sufficient to bring to the notice of members all such regulations, alterations and repeals, and all such regulations, so long as they are in force, shall be binding upon all members of the Faculty Club.

XVIII. REMUNERATION AND INDEMNITY

63. No Officer or Executive Member of the Faculty Club shall be remunerated for his or her services as a member of the Executive, but this shall not preclude payment for services rendered outside the scope of Executive responsibilities.

64. Every Officer and Executive member shall be indemnified by the Faculty Club against, and it shall be the duty of the Executive out of funds of the Faculty Club to pay, all costs, losses and expenses which such Officer or Executive member may incur, or become liable for, by reason of any contract entered into or act or thing done by him, as such Officer or Executive member, or in any way in the discharge of his duties, including travelling expenses.

XIX. BORROWING POWERS

65. Subject to the provisions of *The Societies Act*, the Executive may from time to time at its discretion raise or borrow money for the purpose of the Faculty Club's business and may secure the repayment of the same by mortgage or charge upon the undertaking and the whole or any part of the assets and property of the Faculty Club (present and future) and may, by special resolution passed at a General Meeting, issue bonds or debentures payable to the bearer or otherwise, give and grant securities under the Bank Act and generally raise or borrow money for the purpose of the Faculty Club, secured or charged upon the whole or any part of the assets and properties of the Faculty Club, or otherwise as may be advisable or necessary in the interests thereof.

66. Any bonds, debentures or other securities, issued or to be issued by the Faculty Club, shall be under the control of the Executive, which may issue them assignable free from any equities between the Faculty Club and the person to whom the same may be issued or upon such other terms and conditions and in such manner and for such consideration as it shall consider to be for the benefit of the Faculty Club.

67. Any bonds, debentures or other securities may be issued at a discount, premium, or otherwise and with any special privileges as to redemption, surrender, drawing, conversation or otherwise.

XX. POWERS OF ATTORNEY

68. The Executive may at any time and from time to time by power of attorney under the seal of the Faculty Club, appoint any person or persons to be the Attorney or Attorneys of the Faculty Club, for such purpose, and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Executive under these Bylaws), and for such period and subject to such conditions as the Executive may from time to time think fit, and any such appointment may (if the Executive thinks fit) be made in favour of a member or any of the members of the Faculty Club, or in favour of any company or the members, directors, nominees or managers of any company or firm, or otherwise in favour of any fluctuating body of persons.

69. Any such power of attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Executive may think fit.

70. Any attorneys may be authorised by the Executive to delegate all or any of the powers, authorities and discretions for the time being vested in them, subject to the Executive's confirmation.

XXI. TRUSTEES

71. The Executive may appoint a Trust Company or any two or more responsible persons to be a trustee or trustees for the Faculty Club for any purpose for which it is deemed advisable to have the intervention of a trustee or trustees, and, in particular, the whole or any part of the property of the Faculty Club may be vested in such trustee or trustees either for the benefit of the members of the Faculty Club, or to secure to the creditors or obligees of the Faculty Club payment or performance of any obligations which the Faculty Club ought to pay or perform, and the

Executive may, at any time, fill any vacancy in the office of trustee.

XXII. MANAGER AND EMPLOYEES

72. The Executive may appoint a manager, and may fix his or her remuneration, either by way of salary or commission or by conferring a right to participation in the benefits of the Faculty Club, or by a combination of two or more of these modes, and agree on other conditions of employment.

73. The responsibilities of the manager shall be as determined by the Executive and may include powers delegated by the Executive to the manager for hiring of employees and keeping of accounts and membership records. The manager shall report as requested to the Executive at its meetings.

XXIII. THE SEAL

74. The Faculty Club shall have a seal.

75. The seal shall be affixed to all documents requiring execution under the seal of the Faculty Club by any two of the Officers of the Faculty Club, or by such party or parties as may be authorised, from time to time, by the Executive.

76. The seal shall be kept in charge of the Secretary or other person appointed by the Executive.

XXIV. MINUTES AND RECORDS

77. The Executive shall cause minutes to be made in a book or books provided for that purpose of the time, place, attendance, appointments, resolutions and proceedings of all

- a. Executive Meetings,
- b. General Meetings,
- c. Special Meetings,
- d. Executive Committee Meetings, and
- e. meetings of committees appointed by the Executive.

78. The Secretary shall keep, or cause to be kept, a book or books wherein shall be recorded

- a. a copy of the Application for Incorporation and the Bylaws and their amendments.
- b. a copy of all other documents registered with and by the Registrar of Joint Stock Companies,
- c. and the names, addresses and occupations of all members of the Faculty Club.

XXV. ACCOUNTS

79. The Executive shall cause true accounts to be kept

- a. of the sums of money received and expended by the Faculty Club and the matters in respect of which such receipts and expenditures take place,
- b. of all sales and purchases of goods and services by the Faculty Club,
- c. and of the assets and liabilities of the Faculty Club.

80. The books of account shall be kept on the premises of the Faculty Club, or at any such other place or places as the Executive may determine. The books of accounts must in accordance with *The Societies Act* be audited at the end of each financial year.

81. At the Annual General Meeting in every year the Executive shall lay before the Faculty Club a balance sheet, a profit and loss account and the auditor's report for the immediately preceding financial year made up and submitted in accordance with the Statutes of Alberta.

82. Every such balance sheet and account shall be accompanied by a report of the President for the Executive as to the financial state and condition of the Faculty Club, and as to the amount (if any) which it proposed to carry to the reserve fund.

XXVI. INSPECTION OF BOOKS AND ACCOUNTS

83. The books, accounts and records of the Faculty Club shall be open to inspection by any member of the Executive at all times.

84. A member wishing to inspect the books, accounts and records of the Faculty Club shall request permission of the Executive, which may grant or refuse the request, and no member shall have any right to inspect any book, account or record, except as is conferred by law.

XXVII. AUDIT

85. The Faculty Club at each Annual General Meeting shall appoint an auditor or auditors to hold office until the next Annual General Meeting, and such appointment, remuneration, rights and duties shall be governed by the applicable Statutes of Alberta.

XXVIII. NOTICES

86. Every notice under these Bylaws shall be in writing and delivered personally or by mail in a prepaid envelope addressed to the party to whom it is directed at such address as the Secretary has, or in the case of a party who may be served by The University of Alberta internal post, by sending it through said service.

87. As regards a member who has no registered place of address with the Secretary, a notice posted on the Faculty Club premises shall be deemed to have been served upon him at the expiration of twenty-four hours after it is so posted.

88. Any notice sent by post or University of Alberta internal post shall be deemed to have been served on the day following that upon which the letter, envelope or wrapper containing the same is posted.

89. When a given number of days' notice or notice extending over any other period is required to be given, the day of service shall, and the day for which such notice is given shall not, be included in such number of days or other period.

90. Notwithstanding anything to the contrary contained in these Bylaws, any member of the Faculty Club or member of the Executive entitled to receive notice may, by instrument in writing signed by such member, waive any such notice on such terms and conditions, if any, as such member may deem fit.

XXIX. MAKING, ALTERING AND RESCINDING BYLAWS

91. Bylaws may be made, altered or rescinded by special resolution at an Annual General Meeting provided twenty-one days' notice of the special resolution has been duly given.

92. The notice of such Annual General Meeting shall set forth verbatim the special resolution to be introduced.

93. No bylaw or bylaws other than the one or ones for which notice has been given, shall be considered at such Annual General Meeting, but the special resolution may be amended by a vote of not less than three-fourths of the Regular members present, and a sub-amendment may likewise be moved and passed.

XXX. NOMINATING COMMITTEE

94. Prior to the Annual General Meeting in each academic year, the Executive shall appoint a Nominating Committee consisting of

- a. the President-elect who shall act as chairman,
- b. the President,
- c. the immediate Past President, and
- d. such other Regular members as the Executive may deem advisable, if any.

95. The Nominating Committee shall be responsible for seeking, and securing the consent of, nominees to stand for the incoming Executive of the Faculty Club, and presenting a report to the Annual General Meeting nominating candidates for the incoming Executive.

96. In addition to those nominations obtained by the Nominating Committee, nominations may be made by Regular Members from the floor at the Annual General Meeting with the consent of each person so nominated.

******* *END OF BYLAWS* *******