

A GUIDE TO THE PROPOSED UNA BYLAWS AND CONSTITUTION

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BYLAWS (Special Resolution A)

The following describes, in general terms, the principal substantive changes that will be made if the proposed Bylaws are approved. In addition, the proposed Bylaws incorporate many detailed technical changes, eliminate inconsistencies, correct errors and improve wording.

1. **Eliminate the positions for UBC- and AMS-appointed directors on the UNA Board, so that all directors are elected (except a director appointed by the Board to fill a vacancy until the next election).**
 - **Current Bylaws:** The Board is comprised of five directors elected by members, two directors appointed by UBC and one director appointed by the AMS (the UBC student society).
 - * **Rationale for change:** A fundamental aspect of democracy is absent with the inclusion of appointed directors on the Board. The UNA's mandate includes the provision of municipal-like services (including recreational services) to the residents of the University Neighbourhoods and the representation of the interests of the residents. Given this mandate, it is anomalous for the UNA not to be governed solely by residents.
 - + **Comments:** The UNA has agreed with the AMS to allow it to designate a student to attend and participate in open and closed Board meetings if the proposed Bylaws are approved. Like the UBC "observer-participants," the designated student will have no vote. The proposed Bylaws do not include terms regarding this designated student. Instead, the right of the AMS to designate a student representative to the UNA Board is contained in an agreement between the UNA and the AMS. In addition, detailed terms regarding this right are included in the Neighbours' Agreement 2020 between the UNA and UBC, which will replace the current Neighbours' Agreement 2015 if the proposed Bylaws are approved.
2. **Permit UBC to appoint two UNA members who have the right to attend and participate in Board meetings, including closed and in camera meetings, except when a matter is under consideration for which UBC may be adverse in interest to the UNA. In addition, one of these members has the right to attend and participate in meetings of the UNA's Finance and Audit Committee.**
 - **Current Bylaws:** UBC may appoint any number of UNA members, but these individuals have no rights beyond the rights of resident members.
 - * **Rationale for change:** The provisions for two UBC "observer-participants" are consequential on the elimination of the positions for two UBC-appointed directors. The UBC-appointed directors have brought essential expertise to the Board and have provided the UNA with UBC's perspective on issues of mutual interest. The provision for UBC "observer-participants" continues access by the Board to that expertise and perspective and maintains and fosters the mutually supportive relationship between the UNA and UBC. A further reason for giving UBC a special role vis-à-vis the UNA is that UBC has ultimate responsibility for the application of the services levy collected under the leases.
3. **Increase the number of elected directors to six, with the authority for the Board to further increase the number to seven.**
 - **Current Bylaws:** There is a formula for the number of elected directors that is based on the number of leases and rental agreements for residential occupation. Although the formula produces either three or four elected director positions, there are currently five such positions.
 - * **Rationale for change:** There is no advantage to setting the number of directors by formula. Rather, the number should be fixed such that the Board has a sufficient number of directors to carry out its functions and provide a diversity of views. With the elimination of the three appointed positions on the Board, there is a need to increase the number of elected

directors. If it becomes apparent that six directors are not enough, the Board has the authority to add a further position.

4. Increase the term of office for directors to three years from the current term of approximately two years.

- * **Rationale for change:** A three-year term of office provides newly elected directors more opportunity to gain an understanding of their duties and responsibilities, as well as of issues affecting the UNA and its members, and, thereby, be more effective. A term of four years (the term for municipal councillors) was considered to require too long a commitment, potentially discouraging UNA members from running for office.

5. Reduce the number of consecutive terms a director may serve to two, except when there are fewer candidates for an election than the number of positions to be filled. Also, eliminate the Board's discretion to allow one further term.

- **Current Bylaws:** An elected director may serve a maximum of three consecutive terms, i.e., for a total of approximately six years. However, a director may apply to the Board for permission to seek re-election for one further term. Permission requires the approval of at least 65 per cent of the directors.
- * **Rationale for change:** Retaining a limit on the number of consecutive terms in office ensures that there are opportunities for new members to serve on the Board and bring fresh perspectives. The reduction in the number of consecutive terms to two is consequential on the increase in the term of office to three years. Directors would still be able to serve up to six consecutive years. The Board's discretion to allow one further term is inappropriate. Instead, if there would otherwise not be enough candidates to fill the positions, a director should be able to run for re-election regardless of the number of terms served.

6. Require elections for all directors to be held every three years, commencing 2021.

- **Current Bylaws:** An election of directors is held every year. Because the terms of directors overlap, usually two or three of the positions for elected directors need to be filled at each election.

- * **Rationale for change:** This change reduces the considerable cost of elections and the drain on UNA staff time. In addition, it might help to overcome the low voter turnout, which may be attributable, in part, to voter fatigue. Furthermore, the election of all directors at the same time enables slates of candidates to run for election.

- ✚ **Comments:** No election would be held in 2020 if the proposed Bylaws are approved. Under the current Bylaws, the term of office of the directors elected in November 2018 ends at the date of the 2020 Annual General Meeting. Pursuant to a transition provision in the proposed Bylaws, this term is extended to the start of the first Board meeting following the election in 2021.

7. Require the election in an election year to be held after the AGM in that year and by the end of November of that year.

- **Current Bylaws:** Elections are on the same schedule as AGMs. The deadline for the receipt of ballots for the election in a year is the date of the AGM for the year.
- * **Rationale for change:** The change in timing for elections is necessitated by (i) the requirement in the proposed Bylaws that the AGM for a year be held by September 30 of the year, and (ii) the inclusion in the proposed Bylaws of timing rules for each step in the election procedure. The change in timing avoids the need for the election procedure to begin in the middle of the summer.

8. Require the AGM for a year to be held within six months after the UNA's fiscal year-end, (i.e., by September 30).

- **Current Bylaws:** An annual general meeting is required to be held at least once in every calendar year and not more than 15 months after the holding of the last annual general meeting.
- * **Rationale for change:** The *Societies Act* requires that financial statements presented at an AGM be for a period ending not more than six months before the date of the AGM. The UNA's fiscal year-end is March 31. Accordingly, for practical purposes – to avoid the time and expense to prepare financial statements in addition to those prepared for the year-end –

the UNA's AGM should be held no later than Sept. 30.

9. Update and improve the provision for directors' stipends

- **Current Bylaws:** An annual stipend is paid to resident directors. The amount is described as \$5,500 plus an additional \$2,750 for the Chair (i.e., \$8,250), adjusted for inflation.
- ✚ **Comments:** The proposed Bylaws specify the annual inflation-adjusted amounts payable in 2020, which are \$6,271 for each resident director and \$9,406 for the Chair. These are the amounts determined under the current Bylaws with the application of the inflation adjustments. Also, the proposed Bylaws contain more precise rules for determining stipends and inflation adjustments.

10. Eliminate the provision for the expulsion of UNA members and add a provision stating that a member may not be disciplined or expelled.

- **Current Bylaws:** A member may be expelled for being in breach of the Bylaws or acting contrary to the UNA's purposes. Expulsion requires a special resolution of members passed at a general meeting.
- * **Rationale for change:** Expulsion of a member terminates the member's right to vote in UNA elections. That would be harsh and undemocratic. The new provision is required because section 70(2) of the *Societies Act* states: "Unless the bylaws provide otherwise, a member of a society may be disciplined or expelled by special resolution."

CONSTITUTION (Special Resolution B)

- The UNA's Constitution sets out its purposes as a society. A society's purposes state, in general terms, what the society has been established to do and they delimit the activities that the society may undertake.
- The UNA has an agreement with UBC – currently the Neighbours' Agreement 2015 (NA 2015) – that requires the UNA's purposes to include, and not be inconsistent with, the purposes listed in section 3.1 of that agreement.
- The minor changes to the purposes in the proposed Constitution are changes that bring the purposes into better alignment with NA 2020 or that improve the syntax. In addition, references are added to "Designated Buildings." These are certain buildings outside the neighbourhoods whose residents are permitted under the proposed Bylaws to join the UNA.
- The first purpose in the current Constitution is expanded to add the words "and that recognizes the interests of students, who are an integral part of the UBC community."
- The following new purposes are added to the Constitution:
 - a. The provision of municipal-like services. Although this is a major function of the UNA pursuant to NA 2015, it is not currently one of the purposes in the UNA's Constitution and so needs to be added.
 - b. Representing the interests of residents generally. This is a purpose required by NA 2015.
 - c. Taking positions on matters relating to land use and development on the UBC campus and presenting those positions to UBC and other entities. While this purpose is included in the representation of the interests of residents generally, it is desirable to make it explicit.
 - d. At the request of the UBC Board of Governors, acting as an advisory board pursuant to section 34 of the *University Act*. The Board of Governors has requested, and the UNA has agreed, that the UNA Board will act as an advisory board.
 - e. Fostering interaction between residents and the UBC academic community, assisting in enabling such interaction, and facilitating access by residents to UBC academic programs. This purpose could include, for example, obtaining greater access for residents to university lectures, courses, programs and related activities.
- The UNA and UBC have agreed, conditional on UNA members approving the proposed Bylaws, to enter into a new agreement – the Neighbours' Agreement 2020 (NA 2020) – that replaces NA 2015. NA 2020 contains the same provision regarding the UNA's purposes as is in NA 2015.