

Dear Members,

Our Constitution and Bylaws were last updated in 2011, whereas the PSA has grown and evolved over the past nine years. Last year, the PSA convened a Constitution and Bylaw Review Committee¹. The Committee proposed a major overhaul, which the Executive has endorsed and is now before you. While we recommend that you read the full language of the proposed Constitution and Bylaws (Proposed CB), specific changes we would like to highlight are:

- 1) Creation of a **Procedures** governance document, subordinate to the Constitution and Bylaws. The Executive will create and amend the Procedures, allowing the PSA to codify and change low-level details without calling a General Meeting. A prime example of a Procedure would be the terms of reference for persons and committees that report to the Executive, such as our **Standing Committees**.
- 2) **Executive Remuneration** is no longer ratified every year. Only changes to remuneration levels need to be ratified. (Proposed CB Bylaw 4)
- 3) **Elections**:
 - a. No more “slates” nominated by the Nominations and Elections Committee; all nominees are now on the ballot.
 - b. Nominations from the floor at the AGM are no longer permitted, and there is now a formal process for the Executive to fill vacancies. (Proposed CB Bylaw 2g-i)
 - c. The Chair and Vice-Chair must now have prior Executive experience with the PSA. (Proposed CB Bylaw 5d&f)
- 4) Creation of a **Negotiating Committee** to negotiate agreements with the University and with the power to call General Meetings (e.g. for ratifications). (Proposed CB Bylaw 6)
- 5) Creation of regulations permitting **Electronic Voting** for ratification of agreements, referenda, and elections. (Proposed CB Bylaw 7)

The later pages of this document go into further detail and provide rationale on the substantive changes.

As part of the review process, we want all Members to have plenty of time to review, digest, and give feedback on the proposed Constitution and Bylaws. This process begins with our “Coffee and Constitution” event on **February 13**. Once we have incorporated any changes resulting from the feedback, the PSA will hold a General Meeting later in 2020 to formally debate and vote on the proposed Constitution and Bylaws.

Sincerely,
Sameer Al-Abdul-Wahid
Chair, Constitution and Bylaw Review Committee
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¹ Review Committee Members: Sameer Al-Abdul-Wahid (chair), Sarah Bruce (*ex-officio*), Kim Garwood, David Hobson, Chris Lee, Kirk Sprague.

The following pages provide a more in-depth summary of the changes, including their rationale. Article and Section Numbers refer to the 2011 Constitution and Bylaws (CB) currently in force, unless otherwise specified.

Items moved from the Constitution to the Bylaws:

The Constitution is a high-level document, so the following sections have been moved to the Bylaws:

- Article 4, Section 3 (Details regarding Executive Meetings)
- Article 4, Section 4 (Details regarding Executive Vacancies)
- Article 5 (Details regarding Executive Duties)
- Article 8 (Elections)

Substantive Changes to the Constitution:

Constitution Article 4, The Executive:

2a) The Office Assistant and Past-Chair are now formal non-voting Executive Members. This is in line with current practices.

2b) The requirement that the Chair and Vice-Chair may not be from the same College/Directorate has been removed. No reasonable or fair way to enforce this requirement was included in the 2011 CB, and it would unfairly deny members the right to run for a position if another member in their College/Directorate was in the other position.

Constitution Article 6, Meetings (Article 5 in the Proposed CB)

1) The 2011 CB do not technically require the PSA to hold an AGM, only that it CANNOT occur within the 60 days after fiscal year-end. The Proposed CB now requires us to hold an AGM, and to do so WITHIN 60 days of the fiscal year-end. Both changes are in line with current practices.

2&3) The Proposed CB allows the new Negotiating Committee to call general meetings.

Constitution Article 7, Representation on Other Bodies:

The Proposed CB moves this text to Article 4, Section 1, as it is a power of the Executive.

Constitution Article 9, Committees (Article 6 in the Proposed CB)

In the Proposed CB we now differentiate *Standing Committees*, which are those who report to and are responsible to the entire membership, from *Working Committees*, which are those who report to the Executive and will be codified in the new Procedures document.

Constitution Articles 10 and 11, Amendments (jointly Article 7 in the Proposed CB)

The Proposed CB adds language allowing the Executive to modify the Procedures by 2/3 vote. No substantive changes to how we amend the Constitution or Bylaws,

Substantive Changes to the Bylaws:

NEW Bylaw on The Executive: (Bylaw 2 in the Proposed CB):

This bylaw is an amalgamation of 2011 Constitution Article 4, Sections 3&4 and Article 5. The Proposed CB also includes the following substantive changes:

b) Quorum is increased from four to five Executive Members.

e) Members still have the right to speak at Executive Meetings (provided prior notice) but now the Chair may limit to the total amount of time spent to $\frac{1}{4}$ that of the meeting. This is to ensure time remains for ordinary business.

g-i) If any executive position, aside from Chair, becomes vacant, the Executive now holds a 14-day open nomination before appointing a member to the position. This is simpler and more transparent than the previous rules (a vacant Vice-Chair led to a byelection, while all other vacant positions were appointed by the Executive without a nomination period).

l) The Secretary is now responsible for ensuring notices are sent to the members (e.g. notice of AGM, etc.), in line with other sections of the CB and current practices. The Secretary also ensures documents are retained for 3 years.

Bylaw 2, Financial Statements: (Bylaw 3 in the Proposed CB):

b) The Proposed CB requires two signatures on all cheques, in line with current practices.

c) The Finance Review Committee now has three members (to break any ties) and is guaranteed speaking rights at the AGM to report any items of concern.

Bylaw 3, Remuneration: (Bylaw 4 in the Proposed CB):

a) The amounts of the honoraria are no longer listed in the CB. This is to avoid the need to formally amend the CB every time honoraria levels are changed!

c) In the 2011 CB, members of the remuneration review committee were prohibited from running for election to the Executive. This is removed in the Proposed CB. There is no conflict-of-interest here – individuals on the remuneration review committee still need to be elected to receive the honorarium!

Bylaw 4. Standing Committees: Removed and to be outlined in the Procedures.

NEW Bylaw on Elections: (Bylaw 5 in the Proposed CB):

This bylaw is based on 2011 Constitution Article 8, but the Proposed CB also includes the following substantive changes:

The elections committee no longer nominates anyone. The 2011 CB is not entirely clear on this point, but it states that the committee nominates only one person for each officer position, which implies that Members would vote “Yes/No” for that position at the AGM. In the Proposed CB, the committee no longer has this “filtering” role, and all eligible candidates would be on the ballot.

b) The Elections Committee now has the option to conduct the election online (prior to the AGM). They still have option for an election at the AGM (our current practice), and in that case they will still give an electronic ballot to PSA members not at the main campus (also our current practice).

d&f) Candidates for Chair and Vice-Chair now must have prior Executive experience (this is to help ensure continuity, as a counterbalance to removing the committee’s “filtering” role described above). If no such candidates apply, this restriction is removed.

i) No more nominations from the floor at the AGM. This is not compatible with an online election. Further, the Proposed CB now include a dedicated process for the Executive to fill any vacancies remaining after the election.

j) Unopposed candidates are now subjected to a “Yes/No” ballot to allow Members to prevent an undesired candidate to win by acclamation.

o) The Elections committee has extraordinary power to decide any issue not specifically in the Bylaws, and to deviate from the election calendar in exigent circumstances. As a balance, they must present the matter to the Members at the AGM, who ultimately decide if the action was warranted and may overturn it if it was not.

NEW Bylaw on the Negotiating Committee: (Bylaw 6 in the Proposed CB):

a) The Executive will convene and appoint a Negotiating Committee as needed.

b-c) The Committee will be autonomous and will not have to report to the Executive, as they will ultimately report to the entire membership at a General Meeting when they present the agreement for ratification. This autonomy is necessary due to the nature of negotiations.

d) The Executive retains the “reserve power” of dissolving a Negotiating Committee (e.g. if a negotiation is terminated without agreement, or if exigent circumstance arise).

NEW Bylaw on the Electronic Voting: (Bylaw 7 in the Proposed CB):

- a) The PSA may choose to use e-voting for referenda, ratifications, or elections. It may not be used for motions at General Meetings. It is up to the Executive or Elections Committee of the day to decide what system to use, provided it ensures that only Members can vote and protects their anonymity. For ratifications, there must also be an AV recording of the entire meeting, so that all viewpoints (e.g. the Negotiating Committees presentation along with any questions/comments from Members) may be seen prior to voting.

- b) This section allows the PSA to use “iClickers” or similar devices for voting **at** meetings, instead of going through paper ballots.