



## **THE ALUMNI ASSOCIATION OF THE UNIVERSITY OF WESTERN ONTARIO**

### **CONSTITUTION**

#### **PREFACE**

Formally established in 1949, the Alumni Association of the University of Western Ontario, known as “Western Alumni,” is an organization operating for the advancement of The University of Western Ontario, known as “Western University” (and hereinafter referred to as the “University”) by fostering mutual communication and support between the University and its Alumni. The establishment of a single Alumni Association amalgamated pre-existing Alumni organizations that had been formed at Western as early as 1909.

The Association represents the interests of all Alumni to the University, and encourages and assists with Alumni engagement in Canada and around the world.

Western Alumni is governed by a volunteer Board of Directors, which acts in an advisory role to the Department of Alumni Relations & Development at Western and appoints individuals to Alumni seats on the University’s Board of Governors and Senate.

Members of Western Alumni voluntarily participate in Alumni activities and freely give their time and energy as a positive expression of their commitment to their *alma mater*.

This Constitution sets out the purpose, mandate, goals, membership and governance requirements for the Association.

#### **ARTICLE 1 NAME AND MEMBERSHIP**

##### **1.01 NAME**

The name of the organization herein constituted shall be The Alumni Association of the University of Western Ontario. It is commonly referred to as “Western Alumni”, and throughout this Constitution as the “Association”.

##### **1.02 MEMBERSHIP**

Membership in the Association shall consist of Regular, Associate, and Honorary Members, collectively the “Membership” as defined in the By-laws.

## **ARTICLE 2 HEAD OFFICE**

### 2.01 OFFICE

The head office of the Association shall be the Office of the Department of Alumni Relations & Development at the University in the City of London.

## **ARTICLE 3 OBJECTS, VISION AND MISSION**

### 3.01 OBJECTS

The Association's objects are to act as a liaison and to represent the voice of the Membership to the University. The Association will ensure that Alumni are key stakeholders in University affairs. In collaboration with the staff in Alumni Relations & Development, the Association will provide opportunities for its Members to participate in programs, events and undertakings which contribute to the growth, prestige and advancement of the University.

### 3.02 VISION

The Association's vision is to inspire all Alumni to share a lifelong commitment, pride and passion for the University.

### 3.03 MISSION

The Association is a catalyst for building a vigorous Alumni network and a lifelong relationship with the University and its constituents, including graduates, students, faculty, staff and friends, and for supporting the University's mission locally, nationally and internationally, as set out in the University's Strategic Plan.

## **ARTICLE 4 BOARD OF DIRECTORS**

### 4.01 BOARD OF DIRECTORS

The affairs of the Association shall be managed by its Board of Directors (the "Board"). The Board shall be elected in accordance with the nomination procedures established in the Association's By-laws. Directors of the Board must be graduates of the University. Without restricting the generality of the foregoing, the Board shall:

- (a) Establish and maintain operational By-laws for the Association;
- (b) Consider and make motions and recommendations to affirm, adopt, defer or reject new proposed projects for the Association;
- (c) Appoint Alumni representatives to various governance bodies of the University, including the University Board of Governors and the Senate;
- (d) Act as the official spokesperson of the Alumni;
- (e) Advocate for the policies of the University;
- (f) Support the fundraising efforts of the University.

#### 4.02 DIRECTORS' LIABILITY

Members of the Board are covered by the University's insurance policy.

#### 4.03 COMPOSITION OF THE BOARD

The Members of the Board shall consist of:

- (a) Regular Voting Members:
  - (i) Eighteen (18) Directors, who are elected by the Membership; including,
  - (ii) The President; and
  - (iii) The Past President and/or the President Elect, as the case may be.
- (b) Ex Officio Non-voting Members:
  - (i) The president or representative of the University Students' Council and the Society of Graduate Students;
  - (ii) The president or representative of all formally recognized Branches and Chapters of the Association;
  - (iii) The President & Vice-Chancellor of the University;
  - (iv) The Vice President (External University Advancement) of the University;

- (v) The Associate Vice President, Alumni Relations & Development of the University;
- (vi) The Executive Director of Alumni Relations (who acts as Secretary to the Association);
- (vii) The two (2) Alumni appointees to Senate; and
- (viii) The four (4) Alumni appointees to the Board of Governors.

#### 4.04 QUORUM FOR THE BOARD

Nine (9) Directors are required for quorum for the transaction of business at all meetings of the Board.

#### 4.05 DIRECTOR'S TERMS AND LIMITATIONS

Each Director shall hold the position for a term of three (3) years, and shall be eligible for re-election for one further three (3) year term. A third, and final, three-year term for Directors who are invited to serve on the Executive Committee is available. This allowance will cover the necessary term timing needed for the four years required for the Presidential term. No more than five (5) of the eighteen (18) Directors shall be graduates of the same faculty, school or college.

#### 4.06 MEETINGS OF THE BOARD

The Board shall meet at least three (3) times in each year. Meetings shall be called and held ~~at such place~~ at such time and on such day as the President or any six (6) Directors of the Board may determine, and the Secretary shall call meetings when so directed or authorized. Meetings of the board may be hosted at a physical location and/or virtually.

### ARTICLE 5 OFFICERS AND COMMITTEES

#### 5.01 PRESIDENT, INCOMING PRESIDENT AND PAST PRESIDENT

The Board, following a recommendation from the Nominating Committee, shall elect a President on a bi-annual basis from among the Directors of the Board. The President shall hold ~~his or her~~ their position for a term of two (2) years.

After the President has held office for one (1) year, the Board shall select a President Elect from among the Directors of the Board. After the second year of the President's term, the President shall become the Past President and the President Elect assumes the role of the President in accordance with the provisions of the By-laws.

#### 5.02 APPOINTMENT OF OTHER OFFICERS

The Board may appoint other Officers as it deems necessary to carry out the affairs of the Association. Such Officers shall be responsible to the Board, and the Board shall establish the terms of reference, duties, powers and duration of its Officers by By-law.

#### 5.03 COMMITTEES AND TASK FORCES

The Board shall establish an Executive Committee and a Nominating Committee as Standing Committees of the Board. The Board may establish other Standing Committees as it deems necessary to carry out the activities of the Association. The Board may also establish *Ad Hoc* Committees and Task Forces to carry out specific tasks as assigned by the Board. All Committees report to and are accountable to the Board. The Board shall set the terms of reference, duties, powers and duration of its Committees and Task Forces by By-law.

### ARTICLE 6 NOMINATIONS AND APPOINTMENTS

#### 6.01 NOMINATING COMMITTEE MANDATE

Each year, the Nominating Committee shall prepare a list of candidates for President, President Elect, Executive Committee members and Directors of the Board. The Nominating Committee shall endeavour to reflect the diversity of our alumni population.

In order to obtain potential candidates for the position of Director of the Board, the Secretary shall place a call to the full Membership seeking interested candidates for the role of Director at least sixty (60) days before the Association's Annual General Meeting. At this time, the Secretary shall also provide notice to the Membership of the Board's selection for President or President Elect of the Board, as the case may be.

#### 6.02 APPOINTMENTS TO UNIVERSITY GOVERNANCE BODIES

The Board, on the recommendation of the Nominating Committee, shall make Alumni appointments to the Senate and the Board of Governors, in accordance with the *University of Western Ontario Act, 1982 (the Act)*. The number of representatives, their terms of office, and procedures for Alumni nomination, are set out in the Act, as amended from time to time.

The Board may request that the University, in its discretion, grant the Board the right to make Alumni appointments to other University governance bodies that come into existence from time to time.

## **ARTICLE 7 RELATIONSHIP WITH THE UNIVERSITY**

### **7.01 ORGANIZATIONAL STATUS**

The Association is not separately incorporated by law. It functions as a not-for-profit organization in accordance with its Constitution and By-laws. The Association conducts its activities in collaboration with the University and the Department of Alumni Relations & Development.

### **7.02 AFFILIATION WITH THE UNIVERSITY**

a) The Board of Governors of the University recognizes the Association in accordance with the UWO Act of 1982, as amended, as the organization of Alumni for the University. The Association is an essential part of the University's governance and operational structure, and acts as the voice of the Alumni.

b) The University, through the Department of Alumni Relations & Development, consults and engages the Association and its Board on relevant aspects of University policy, governance and administration. The Association is an integral part of Alumni programs and experiences, and the University recognizes the Association as providing critical input into decisions regarding Alumni programs and services.

### **7.03 EXECUTIVE DIRECTOR OF ALUMNI RELATIONS**

The Executive Director of Alumni Relations (the "Executive Director") is the primary link and liaison between the Association, the Board and the University. The Executive Director is a University employee and reports to the Associate Vice-President, Alumni Relations & Development and is accountable to the President of the Association.

The Executive Director is the Secretary of the Association and the Board and is engaged for that purpose by the University. The Executive Director shall ensure the efficient operation of the Board and the programs of the Association, its Branches, Chapters and its Committees.

The University shall take all reasonable efforts to consult with the President of the Association, and take into consideration any recommendations of the Board, prior to appointing the Executive Director.

## **ARTICLE 8 BRANCHES & CHAPTERS**

### 8.01 BRANCHES & CHAPTERS

All associated Alumni groups that represent distinct sets of Alumni from regional or geographic areas, the affiliated university colleges, faculties, departments, special interest groups, athletic groups and any other organizations of Alumni recognized by the University's Alumni Relations & Development Department, are referred to herein as "Chapters" and/or "Branches" as defined in the By-laws.

The Association and its Branches and Chapters play a mutually supportive role in the best interests of all Alumni. The Association is the "umbrella organization," and in this role, the Association shall strive to support and facilitate the more specific interests of each of its Branches and Chapters.

## **ARTICLE 9-9 WESTERN ALUMNI SUMMIT**

### 9.01 WESTERN ALUMNI SUMMIT

Each year the Alumni Association Board will invite our network of volunteer groups to take part in a meeting designed to strengthen bonds and communication between groups and with the Board.

The meeting shall be called the Western Alumni Summit, to which leadership representatives from the following groups shall be invited:

- Alumni Association Board
- Branches
- Chapters
- Leaders of alumni groups from affiliated Colleges
- UA staff partners

## **~~COUNCIL OF PRESIDENTS~~**

### ~~9.01 COUNCIL OF PRESIDENTS~~

~~The Council of Presidents comprises the presidents of the Association's Chapters. The Council is chaired by the President of the Association and shall meet at least once per year.~~

### ~~9.02 ROLE OF THE COUNCIL OF PRESIDENTS~~

~~The annual meeting of the council shall provide an orientation to the workings of the association and include the dissemination of information and the communication of best practices in the engagement of Alumni. The meetings shall also offer council members the opportunity to build peer-to-peer networks and to share the experiences of their Chapters with fellow Alumni volunteer leaders.~~

#### ~~9.02 — MEMBERSHIP AND PROCEDURES OF THE COUNCIL OF PRESIDENTS~~

~~The membership, terms and procedures for the Council of Presidents shall be established in the By laws of the Association.~~



## ARTICLE 10 MEETINGS

### 10.01 ANNUAL GENERAL MEETING

The Association shall hold its Annual General Meeting of the full Membership, which may be hosted at a physical location and/or virtually, at a date and place determined by the Board. At the Annual General Meeting, the Membership will receive the annual report of the Association, elect new Directors to the Board, ratify By-laws of the Association and consider any other proper business for the Membership, as determined by the Board.

The notice of meeting may include a proxy in a form as set out in the By- laws.

A Special General Meeting, including one called by the Membership, may be held in accordance with the requirements set out in the By-laws.

### 10.02 PROCEDURES AT ANNUAL GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS

The procedures for Annual General Meetings and Special General Meetings shall be set out in the By-laws of the Association.

## ARTICLE 11 OFFICIAL PUBLICATION COMMUNICATIONS MEDIUMS

### 11.01 OFFICIAL COMMUNICATIONS MEDIUMS PUBLICATION

The ~~Official-official Publication-communications mediums~~ of the Association shall be the Western Alumni Gazette and the Western Alumni News e-newsletter, which shall be made available to all Members of the Association. All notices to the Membership required by this Constitution and the Association's By-laws shall be published in the ~~Official-official Publication-communications mediums~~.

## ARTICLE 12 CONSTITUTION, BY-LAWS AND AMENDMENTS

### 12.01 AMENDMENTS TO THE CONSTITUTION

This Constitution may be only amended at an Annual General Meeting or a Special General Meeting of the Members which is called for that purpose. Amendments to the Constitution must

be made by a two-thirds (2/3) vote of the Regular Members of the Association who are present at the Annual General Meeting or Special General Meeting, provided that the proposed amendments are sent with the notice calling the said meeting of the Members.

All Members present must have at least one (1) opportunity to speak to any proposed amendments at the Annual General Meeting or Special General Meeting prior to the vote being taken on the proposed amendments.

#### 12.02 BY-LAWS OF THE ASSOCIATION

The Board may enact such By-laws as it deems necessary for the administration and governance of the Association in accordance with the objects and mandate of the Association and this Constitution. The By-laws set out and govern the day-to-day operations of the Association and, as such, they are intended to be flexible documents which respond to the changing needs of the Association.

All By-laws enacted, amended, or repealed by the Board are effective immediately, but are subject to ratification by the Members of the Association at the next Annual or Special General Meeting following the passing or amendment of the By-law by the Board.

### **ARTICLE 13 INTERPRETATION**

#### 13.01 INTERPRETATION

All capitalized terms used herein are defined in the By-laws and the Act. Where definitions conflict between the By-laws and the Act, the definition in the Act shall prevail.

#### 13.02 EFFECTIVE DATE

This Constitution hereby repeals the existing Constitution of the Association and any other previous constitutions that may exist. This Constitution is of full force and effect when it is properly adopted by the Members present at a duly called Annual General Meeting or Special General Meeting of the Association.