

CAUT
Academic
Freedom
Fund

Fonds de la
liberté
académique
de l'ACPPU

Constitution

Article 1.0 Name and Objects

1.1

The name of the Fund is the CAUT Academic Freedom Fund

1.2

The objects of the Fund are:

- a) To advance and assist in the attainment and protection of academic freedom;
- b) To support and render services to individuals and groups seeking to establish or protect their academic freedom;
- c) To promote public awareness and education with respect to the issues affecting academic freedom;
- d) To collect moneys by the way of donations, or otherwise, and to hold and expend the same in furtherance of the objects of the Fund;
- e) To do all such other things as are included or conducive to the attainment of the above objects.

Article 2.0 Definitions

2.1

In this Constitution, unless the context otherwise requires, the following words or phrases hereafter shall mean:

- a) "Association" or "CAUT" - the Canadian Association of University Teachers;
- b) "Council" - the Council for the time being of the Canadian Association of University Teachers;
- c) "Executive Committee" - the Executive Committee for the time being of the Canadian Association of University Teachers;
- d) "Board of Trustees" or "Board" - the Board of Trustees for the time being of the Fund described in Article 6 of this Constitution.
- e) "Academic Freedom" - for the purposes of this Constitution, the term "academic freedom" within the post-secondary education context means the freedom of speech, the freedom to teach, and the freedom to carry out research and publish results thereof. It also means the right to criticize the university and other social, economic, and political institutions without fear of institutional censorship, penalty, or reprisal. Academic freedom carries with it the duty to use that freedom in a manner consistent with the scholarly obligation to base research and teaching on the search for knowledge.

Article 3.0 **Purpose of the Fund**

3.1

This Fund is created and shall be operated exclusively for the purpose of providing support in pursuit of the objects specified in Article 1.2.

3.2

The Fund shall not carry on any business, shall incur no debts except in respect of operating expenses, and shall in any year expend not more than the money in the Fund for the purpose for which it was created.

Article 4.0 **Conditions of Membership**

4.1

Membership in the Fund shall consist of the organizational members of the Canadian Association of University Teachers. If a member of this Fund ceases to be a member of CAUT, the organizational member shall thereupon cease to be a member of this Fund.

Article 5.0 **Head Office**

5.1

The head office of the Fund shall be located in the City of Ottawa and Province of Ontario, Canada, at the place therein where the business of the Fund may from time to time be carried on.

5.2

The Fund may establish such other offices and agencies elsewhere within Canada as the Board of Trustees may deem expedient by resolution.

Article 6.0 **Board of Trustees**

6.1

The affairs of the Fund shall be managed by a Board of Trustees consisting of the Executive Committee, Executive Director and Associate Executive Director (Administration & Finance) of the Canadian Association of University Teachers. A majority shall constitute a quorum.

6.2

The office of trustee shall be automatically vacated

- a) If a trustee shall resign the office by delivering a written resignation to the Secretary of the Fund
- b) If such person holding the office of trustee has been declared to be, by a court order, a mentally incompetent person;
- c) If such person holding the office of trustee has become a bankrupt within the meaning of the *Bankruptcy and Insolvency Act, R.S. 1985 C. B-13*, or its successor legislation;
- d) If at a special general meeting of members a resolution is passed by three-quarters of the members present at the meeting that the trustee be removed from office.

6.3

In the event of a vacancy occurring in the Board of Trustees, the members of the Fund shall, by a majority vote, duly appoint a new trustee.

6.4

A retiring trustee shall remain in office until the dissolution or adjournment of the meeting at which the retirement is accepted and a successor is appointed. A trustee shall hold office until the next trustees' meeting of the Fund which follows the annual meeting of members.

6.5

Trustees, as such, shall not receive any stated remuneration for their services but, by resolution of the Board, expenses of their attendance may be allowed for their attendance at each regular or special meeting of the Board. Such fixed sum may be paid to the trustees as the members may by resolution determine, provided that nothing therein contained shall be construed to preclude any trustee from serving the Fund as an officer or in any other capacity and receiving compensation therefor

Article 7.0**Meetings of the Board of Trustees****7.1**

Meetings of the Board of Trustees may be held at any time and place to be determined by the trustees provided that five (5) days' notice of such meeting shall be sent in writing to each trustee. No formal notice shall be necessary if all trustees are present at the meeting or waive notice thereof in writing. No error or omission in giving notice of any meeting of the Board of Trustees or any adjourned meeting of the Board of Trustees of the Fund shall invalidate such meeting or make void any proceedings taken thereat and any trustees may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

Article 8.0**Powers of the Board****8.1**

The Board of Trustees may exercise all such powers of the Fund as are not by this constitution required to be exercised by the members at general meetings.

8.2

The Board of Trustees shall have power to authorize expenditures on behalf of the Fund from time to time and may delegate by resolution to an officer or officers of the Fund the right to employ and pay salaries to employees in accordance with Article 8.4. The Board of Trustees shall have the power to make expenditures for the purpose of furthering the objects of the Fund.

8.3

The Board of Trustees shall take such steps as they may deem requisite to enable the Fund to acquire, receive or solicit donations, gifts, legacies and benefits of any kind for the purpose of furthering the objects of the Fund.

8.4

Subject to approval of the members, the Board of Trustees may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Trustees at the time of such appointment.

Article 9.0**Indemnities to Trustees and Others****9.1**

Every trustee or officer of the Fund or other person who has undertaken or **is** about to undertake any liability on behalf of the Fund or any company controlled by it and their heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Fund, from and against:

- a) All costs, charges and expenses whatsoever which such trustee, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
- b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

Article 10.0**Officers****10.1**

The officers of the Fund shall be a President, Vice-President, Secretary and Treasurer and such other officers as the Board of Trustees may by resolution determine.

10.2

The President, Vice-President, and Treasurer of the Fund shall be the President, Vice President, and Treasurer, respectively, of CAUT. The Secretary of the Fund shall be the Associate Executive Director (Administration & Finance) of CAUT.

10.3

There may be such honorary officer or officers as the Board of Trustees may from time to time consider advisable and they shall hold office for such period of time as may be prescribed by the Board.

10.4

The remuneration of officers, agents and employees shall be fixed by the Board of Trustees by resolution. Such resolution shall have force and effect only until the next annual or special general meeting of members when it shall be confirmed by resolution of the members, and in the absence of such confirmation by the members, then the remuneration to such agents or employees shall cease to be payable from the date of such meeting of members.

**Article 11.0
Duties of Officers****11.1**

The President shall be the chief executive officer of the Fund. The President shall preside at all meetings of the members of the Fund and of the Board of Trustees. The President shall have the general and active management of the business of the Fund and shall see that all orders and resolutions of the Board are carried into effect. The President or the Vice-President with the Secretary, shall sign this constitution and other documents requiring the signatures of the officers of the Fund. The President shall report on the Fund with respect to its objects at the annual meeting of the members of the Fund.

11.2

The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed by the Board.

11.3

The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Fund, and shall deposit all monies and other valuable effects in the name and to the credit of the Fund and in such depositories as may be designated by the Board of Trustees from time to time. The Treasurer shall disburse the funds of the Fund as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and trustees at the regular meeting of the Board, or whenever they may require it, an account of all the transactions of the Fund. The Treasurer shall also perform such other duties as may from time to time be determined by the Board.

11.4

The Secretary shall attend all sessions of the Board and all meetings of the members and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the members and of the Board of Trustees, and shall perform such other duties as may be prescribed by the President or Board of Trustees, under whose supervision the Secretary shall be. The Secretary shall be the custodian of the seal of the Fund, which shall be delivered only when authorized by a resolution of the Board to do so and to such person or

persons as may be named in the resolution. The Secretary shall render to the members at their annual meeting copies of Minutes and any reports.

Article 12.0

Voting, Board of Trustees

12.1

Questions or motions arising at any meeting of the Board of Trustees shall be decided by a majority of votes. Each Trustee shall cast one, and only one, vote. In case of tie votes, the question or motion fails.

12.2

All votes at any meeting of the Board of Trustees shall be taken by ballot if so demanded by any trustee present but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the President that a resolution has been carried and an entry to the effect in the Minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President his or her duties may be performed by the Vice-President or such other trustee as the Board may from time to time appoint for the purpose.

Article 13.0

Meetings of Fund Members

13.1

The annual meeting of the members of the Fund shall be held in Canada. At such meetings the members shall review the minutes of meetings of the Board of Trustees, reports of the trustees, the financial statement and the report of the auditors.

13.2

Fourteen (14) days' prior written notice shall be given to each member of any annual or special general meeting of members. A quorum shall be a majority of organizational members. Each member present at a meeting shall have the right to vote according to the procedures specified in Articles 8.1 i, 8.1 j, 8.1 k, 8.1 l of the CAUT General By-Law.

13.3

At all meetings of members of the Fund, every question shall be determined by a majority of the votes cast at the meeting unless otherwise specifically provided by this constitution.

Article 14.0

Fiscal Organization

14.1

The financial year of the Fund shall terminate on the 30th day of June in each year.

14.2

The members shall by resolution, at each annual meeting, appoint an auditor to audit the books and the accounts of the Fund; said auditor is to hold office until the next annual

meeting provided that the trustees shall fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by resolution by the Board of Trustees.

Article 15.0

Signature and Certification of Documents

15.1

Contracts, documents or any instruments in writing requiring the signature of the Fund, shall be signed by any two of the President, Vice-President or Secretary, and all contracts, documents and instruments in writing so signed shall be binding upon the Fund without any further authorization or formality. The Board of Trustees shall have power from time to time by resolution to appoint an officer or officers on behalf of the Fund either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing. The seal of the Fund when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer of officers appointed by resolution of the Board of Trustees.

Article 16.0

Rules and Regulations

16.1

The Board of Trustees may prescribe such rules and regulations not inconsistent with this constitution relating to the management and operation of the Fund as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Fund when they shall be confirmed, and in default of such confirmation at such annual meeting of members shall at and from that time cease to have force and effect.

Article 17.0

Amendment of The Fund Constitution

17.1

This Constitution may be amended from time to time whenever necessary or advisable for the more convenient or efficient administration of the Fund or to enable the objects of the Fund to be carried out more effectively.

17.2

Every amendment shall be:

- a) made in writing;
- b) made by resolution passed at a meeting of the members by at least two-thirds majority of members present and voting;
- c) signed by the President and Secretary of the Fund;
- d) delivered to the Trustees.

17.3

Members of the Fund shall be given 30 days advance notice of any proposed amendments to the Fund Constitution.

17.4

If in the opinion of CAUT Council, expressed by vote, it shall become advisable to dissolve the Fund, Council shall select by vote one or more registered Canadian charitable organizations to which the assets of the Fund will be transferred. Such organizations shall have among their charitable purpose objects similar to those of this Fund. If no suitable organizations can be found, Council may select by vote any charitable organization having a post-secondary educational purpose or purposes.

**Article 18.0
Interpretation****18.1**

In this constitution, and in all other constitutions of the Fund hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and Funds.