

THE CONSTITUTION OF
THE UNIVERSITY OF WATERLOO
ACCOUNTING AND FINANCE STUDENTS ASSOCIATION

I. SHORT TITLE

1. This Constitution may be cited as the *AFSA Constitution*.

II. COMING INTO FORCE

2. This Constitution shall have full force and effect once it has been approved by the Board of Directors and the Executive of the University of Waterloo Accounting and Finance Students Association, the signatures of said Members affixed hereto, and ratified at the following Annual General Meeting.

III. PREAMBLE

3. In order to form a unified student voice which represents the interests of all students of the School of Accounting and Finance and to foster a culture which contributes to the educational, social, and professional development of our members, this Constitution embodies the powers endowed to the Accounting and Finance Students Association through a duly conducted referendum of their members in 2009.

IV. NAME AND GENERAL GRANT OF POWER

4. The University of Waterloo Accounting and Finance Students Association may be referred to as “AFSA”.
5. The University of Waterloo Accounting and Finance Students Association is a not-for-profit organization established by the student body of the University of Waterloo School of Accounting and Finance for the purposes of providing representation as the recognized student voice, educational and professional development, and promoting the fraternity and unity of its members.
6. All power vested in the University of Waterloo Accounting and Finance Students Association is derived through the student body of the School of Accounting and Finance and is subject to reasonable limits in keeping with the aims and objectives of AFSA.
7. The University of Waterloo Accounting and Finance Students Association is the official student representative body of the University of Waterloo School of Accounting and Finance, to the exclusion of all others, until such times as a duly conducted referendum under Part XV is conducted.
8. The University of Waterloo Accounting and Finance Students Association shall have the authority under Part XIX of this Constitution to pass by-laws in respect of any specific-purpose student body or student organization formed under them or within their jurisdiction within the School of Accounting and Finance.
9. The University of Waterloo Accounting and Finance Students Association shall have the authority to make distinctions amongst its members in terms of events and services provided thereto. For greater certainty, without limiting the generality of the foregoing, a distinction is made between “affiliate member” and “member” as set forth in Part VI.

V. INTERPRETATION

10. For all purposes of this Constitution, unless as otherwise expressly provided or unless the context requires otherwise:
 - (1) Unless otherwise stated, all references in this Constitution to designated “articles”, “sections”, “schedules”, “parts” and other subdivision are to be designated articles, sections, schedules, parts and other subdivisions of this Constitution.
 - (2) The words “herein”, “hereto”, “hereof” and “hereunder” and other words of similar import refer to this Constitution as a whole and not to any particular article, section, schedule, part or other subdivision of this Constitution.
 - (3) The headings are for convenience only and do not form a part of this Constitution nor are they intended to interpret, define or limit the scope, extent or intent of this Constitution or any provision hereof.
 - (4) Words in the singular include the plural and words in the masculine gender include feminine and neuter genders and vice versa.
 - (5) The Board of Directors may pass by-laws under Part XIX related to the interpretation of this Constitution provided that they are not offensive to the purpose and spirit of this Constitution.
 - (6) “The Executive” means the collective body of Executive Officers as set forth in Part VIII, whereas “Executive Member” refers to a singular office set forth in that part. Similarly, “The Board” means the collective members of the Board of Directors, as set forth in Part VII, whereas “Director” refers to a singular member of the Board of Directors.

VI. DEFINITIONS

“AFEF” shall mean the “Accounting and Finance Endowment Fund”

“Affiliate Member” shall be given the same definition as in the AFEF Constitution, as if it were read with reference to a person being a “SAF student” within the same, and without reference to a corporation or partnership

“AFSA” shall mean the “University of Waterloo Accounting and Finance Students Association”

“By-Laws” shall mean those by-laws passed by the Board in accordance with Part XIX

“Constitution” shall mean The Constitution of the University of Waterloo Accounting and Finance Students Association.

“Director” shall mean any “Member” who sits on “the Board” of the “University of Waterloo Accounting and Finance Students Association”

“Executive Member” shall mean any “Member” who sits on the “the Executive” of the University of Waterloo Accounting and Finance Students Association

“Fall Academic Term” means the period of commencement of regularly scheduled lectures in September until the final day of lectures of the same

“Member” shall be given the same definition as “SAF Student” in the AFEF Constitution, with reference to its wording at the date of interpretation

“SAF” shall mean the “University of Waterloo School of Accounting and Finance”

“Super-majority” means in the case of the Board an affirmative vote of five (5) of their members; and in the case of the Executive an affirmative vote of seven (7) of their members

“University” shall be given the same definition as in the AFEF Constitution, with reference to its wording at the date of interpretation

VII. BOARD OF DIRECTORS

11. The Board shall be responsible for the long-term strategic leadership of and overseeing the governance affairs of AFSA.

12. The Board shall:

- (1) Have the absolute discretion, within the limits of their jurisdiction in Section 9 and 10 of this Constitution and within the Constitution of the AFEF, to pass any by-law respecting AFSA governance in accordance with Part XIX.
- (2) Act as trustee of the AFEF.
- (3) Approve and direct the monetary affairs of AFSA.
- (4) Liaise with the SAF.
- (5) Conduct regular general Member meetings in accordance with Part XII.
- (6) Develop and implement regular student feedback processes for AFSA and SAF.
- (7) Oversee all operations and affairs of the Executive.

13. The Board shall be comprised of:

- (1) In a voting capacity, two Directors elected annually by the Members in accordance with Part XI.
- (2) In a voting capacity, two Directors appointed annually in accordance with Part XI, who have had no previous experience with AFSA.
- (3) In a voting capacity, one Director appointed annually in accordance with Part XI, who has previously served on the AFSA Executive or the Board.
- (4) In a voting capacity the:
 - i. President of AFSA;
 - ii. Vice-President Finance of AFSA.

14. The incoming Board shall appoint, prior to the commencement of their term of office, a Director to serve as the Chair of the Board for their entire term of office, in accordance with By-Law I and the AFEF Constitution. For greater certainty, the President and Vice President Finance cannot serve as Chair of the Board.

15. The Board shall meet at least monthly, at the call of the Chair of the Board. It shall also meet upon the written request of at least four (4) Directors.
16. The Board may establish such committees as required for the efficient operation of AFSA.
17. Unless where otherwise stated, a quorum of the Board is four (4) of its voting members.

VIII. EXECUTIVE

18. The Executive shall manage and direct the affairs of AFSA.
19. The Executive shall be comprised of Members elected annually to the offices of President, Vice-President Administration and Knowledge Management, Vice-President Communications, Vice-President Education, Vice-President External, Vice-President Finance, Vice-President Internal Events, Vice-President Internal Services and Vice-President Marketing.
20. The President:
 - (1) Shall preside over all meetings of the Executive and attend all meetings of the Board.
 - (2) Shall serve as an ex-officio member of all committees and may be duly appointed to serve on the Committee of Inquiry and Elections Committee.
 - (3) Is the official representative of AFSA, and as such shall represent AFSA on all external student and university governance bodies and at any events or function as appropriate.
 - (4) Shall have management and administration of the day-to-day business and affairs of AFSA.
 - (5) Shall maintain strong communication between the Executive, the Board, and SAF.
21. The Vice-President Administration and Knowledge Management:
 - (1) Is responsible for maintaining the structure of the organization and all administration for the effective operation of AFSA; and
 - (2) Manages distribution of all policies, training, past manuals and other administrative documents.
22. The Vice-President Communications:
 - (1) Is responsible for the development and administration of systems to effectively communicate with SAF students.
23. The Vice-President Education:
 - (1) Represents the educational concerns of, and promotes continuing program development for Members;
 - (2) Shall be the official liaison between AFSA and SAF professors, program instructors, and other such SAF faculty; and
 - (3) Shall develop resources to support the academic success of Members.
24. The Vice-President External:
 - (1) Is responsible for communication with all external bodies;

- (2) Shall secure sponsorship for AFSA and its affiliates; and
- (3) Shall promote new relationships for the benefit of Members.

25. The Vice-President Finance:

- (1) Is responsible for the day-to-day financial affairs and management of AFSA;
- (2) Creates and maintains the annual budget, provides financial updates to the Executive and Board, and processes funding proposals;
- (3) Ensures the Executive operates within the constraints of the annual budget; and
- (4) Shall assume and perform the duties of the President in the absence or incapacity of the President.

26. The Vice-President Internal Events:

- (1) Is responsible for all events that service Members.

27. The Vice-President Internal Services:

- (1) Is responsible for all continuing services provided to Members.

28. The Vice-President Marketing:

- (1) Is responsible for the promotion, branding, advertising, and public relations of AFSA.

29. The Executive shall meet at least monthly, at the call of the President. It shall also meet upon the written request of at least five (5) of its members.

30. The Executive may establish such committees as required for the efficient operation of AFSA.

31. A quorum of the Executive is five (5) of its voting members.

IX. TERMS OF OFFICE

32. The term of office for an Executive or Director is the time period of September 1st until August 31st which follows their election.

33. An Executive Member shall not hold the same position for more than 2 consecutive terms.

34. A Director cannot be appointed to the same appointed position on the Board for more than 1 term.

35. A Member cannot be a Director for more than 2 terms.

36. A Director cannot hold the position of Chair of the Board for more than 1 term.

X. FINANCES

37. AFSA shall raise funds from its Members in accordance with the provisions outlined in the Constitution of the AFEF.

38. In addition to the interest derived from the AFEF, the Executive may raise funds from external sponsorship and other activities as necessary to fulfill AFSA's mandate, with approval by the Board.
39. AFSA's fiscal year end shall be August 31.
40. An annual budget and final annual report shall be prepared and published in accordance with the policies and procedures outlined in the By-Laws.

XI. ELECTIONS & APPOINTMENTS OF OFFICERS

41. The Chief Returning Officer ("CRO") will be responsible for overseeing all election and appointment procedures
42. The Chair of the Board shall be the CRO, unless he/she is a candidate in either the elections or appointment procedures, in which case another Director, who is not a candidate in the aforementioned elections or appointment procedures, will be appointed as the CRO by the Board. In the event that no such person can be appointed, a student-at-large shall be appointed as the CRO by the University of Waterloo Federation of Students.
43. Elections for all elected Executive and Board positions shall be held no later than the two months and no earlier than the four months immediately preceding the term of the commencement of office.
44. Nominations for all appointed Board positions shall be requested consistent with the time frame held for elections.
45. The Board shall select the appointed Board positions for the next term by a simple majority vote of the entire Board, save one.
46. Notwithstanding any other provision in this Constitution, any Director or Executive Member who is a candidate of the elections or appointment procedures shall not partake in any administrative part of the elections or appointment process.
47. In the event of an unclaimed elected position the Board shall hold a by-election no later than one month immediately preceding the term of commencement of office to fill such a vacancy. In the event that such a by-election does not fill a vacancy an officer or director shall be appointed by a super-majority vote of each the Board and Executive no later than one month immediately after the term of the commencement of office.
48. In the event of a vacant position on the Board or Executive throughout the year, the Board shall
 - (1) fill the position within one month of the vacancy;
 - (2) determine whether a by-election or appointment process shall be used;
 - (3) in the event that an appointment process is selected, the Board may, by a super-majority vote of the Board, appoint a replacement who is qualified for election to the office; and
 - (4) conduct the selection process determined in accordance with the By-laws and provisions of this Constitution.

XII. GENERAL MEETINGS

49. The annual general meeting of the members shall be, as the Board may determine, held in the fall academic term.
50. The financial statements of the previous fiscal year and annual budget of the upcoming fiscal year shall be presented at the annual general meeting.
51. At any time a general meeting of the members may be called by any one of the following:
 - (1) A simple majority vote of the Board;
 - (2) A super-majority vote of the Executive;
 - (3) As requested by the SAF and approved by both the Chair and President;
 - (4) Where ten percent (10%) of the Members petition the Board in writing to call a general meeting for any purpose connected with the affairs of AFSA or SAF. The requisition shall state the general nature of the business and be presented at the meeting and shall be signed by the requisitioners and delivered to the Chair of the Board. The Board is then obligated to call and hold a general meeting within twenty-one (21) days from the date of the deposit of the requisition. It is the duty of the Chair to verify and rule on the validity of the requisition and of each signature.
52. The Chair of the Board shall preside as Chairperson of all general meetings, but may at his/her discretion invite any other Director to do so.

XIII. APPEALS

53. As may be required from time to time, the Board may establish a Committee of Inquiry comprised of:
 - (1) A member of the Executive appointed by a simple majority of the Executive Committee
 - (2) A member of the Board appointed by a simple majority of the Board of Directors
 - (3) Three (3) SAF Students selected by random draw from a list of all students and who are willing to serve, who shall, subject to any By-Law respecting conflicts of interest, as required, conduct a proper and complete investigation and render a recommendation to the Board in any matter of:
 - (A) Interpretations of this Constitution in cases of conflict;
 - (B) Appeals from any Member or student organization for improper bias, favouritism, or inequity in funding decisions;
 - (C) Contested election results or allegations of election impropriety;
 - (D) Appeals from any Director or Executive Member who has been removed from office; and
 - (E) Appeals from the Executive upon any proposal duly passed by the Executive and not ratified by the Board;

and where the Executive requests a Committee of Inquiry to be struck under paragraph (e) this section shall be read with reference to "shall" in place of "may".

54. Unless otherwise unanimously agreed to by the Board, the results of the investigation and recommendations in respect of Section 53 shall be made available to the public.

55. Any decision rendered by the Board following a recommendation by the Committee of Inquiry shall be subject to the granting of leave to appeal such decision to the University of Waterloo Federation of Students.

XIV. IMPEACHMENTS/RECALLS

56. The Executive, upon a super-majority vote of the Executive, and ratified by a simple majority of the Board, may remove an Executive Member or Director who has missed four (4) consecutive regularly scheduled meeting of the respective Boards without reasonable explanation; or whose conduct is judged improper or unbecoming, or likely to adversely affect the interest or reputation of AFSA. The removal may only occur at a meeting called for that purpose with adequate notification given to all Executive Members and Directors.
57. The Board, upon a super-majority vote of the Board, may remove an Executive Member or Director, who has missed four (4) consecutive regularly scheduled meeting of the respective Boards without reasonable explanation; or whose conduct is judged improper or unbecoming, or likely to adversely affect the interest or reputation of AFSA. The removal may only occur at a meeting called for the purpose with adequate notification given to all Directors.
58. Upon the presentation to the Board on a unique signed petition of twenty percent (20%) of the Members calling for the recall of a Director or Executive Member that said office shall immediately be deemed to be vacant and a by-election or appointment immediately held in respect of said office in accordance with PART XI.
- (1) Section 58 shall only be applicable once per term in respect of a particular Director or Executive Member.
 - (2) To be valid, the petition shall also contain the reasons for the recall of the position, which have been read and agreed upon by all students signing the petition.
59. A recalled member shall be eligible to stand as a candidate in any by-election or general election.

XV. REFERENDUMS

60. A referendum under this Part may be called for the purposes of revocation and replacement of this Constitution or the winding-up and dissolution of AFSA.
61. A petition for referendum may be made at any time to the Board by:
- (1) The AFSA, upon a super-majority vote of both the Executive and Board or;
 - (2) A petition with the signatures of fifteen percent (15%) of the Members of AFSA or;
 - (3) Upon the dissolution of the AFEF in accordance with Article 14 of the AFEF Constitution.
62. For the purposes of a referendum under this Part quorum shall constitute thirty percent (30%) of the Members of the AFSA, and to be duly passed shall require an affirmative vote of three-fifths (3/5) of all members voting.
63. Upon receipt of a petition for referendum under this Part the Board shall immediately and without delay appoint a Special CRO for the purposes of conducting a referendum.

64. A referendum shall be conducted within the election guidelines as may be prescribed by By-Laws under Part XI. From the date of appointment of a Special CRO and polling day a time no later than thirty (30) days shall elapse.

XVI. LIABILITY

65. When acting within the scope of their authority AFSA shall indemnify and hold harmless each Director and Executive Member against any debts, actions, claims, demands, liabilities or commitments of any kind made by AFSA or arising within the performance of the duties imposed by their office.
66. Section 65 shall only apply where the individual acted honestly and in good faith with a view to the best interests of AFSA.
67. Further, a Director or Executive Member is entitled to indemnification from AFSA in respect of all costs, charges and expenses reasonably incurred in connection with the defense of any civil or criminal proceeding to which the individual is subject because of their association with AFSA and where they are not judged by a court or other competent authority to have committed any fault or error of omission.

XVII. AMENDMENTS

68. Amendments to this Constitution may be brought forward for consideration by either:
- (1) AFSA, upon a super-majority vote of the Executive or a simple majority of the Board; or,
 - (2) Any Member along with the supporting signatures of at least five percent (5%) of the Members of AFSA
69. The CRO, as defined in Part XI, shall accept and present to the Board amendments received under this Part during the regular elections period.
70. Amendments shall be voted upon by a separate ballot in the same manner as is prescribed by Part XI and By-Laws respecting elections. At least ten (10) days prior to the regular elections of the offices of the Board and Executive, the CRO shall ensure that any and all amendments(s) to be voted upon are made public and available.
71. It shall be the responsibility of the CRO to determine the ballot question for amendments. Where practical, the ballot question shall be written as presented by the petitioner.
72. For the purposes of an amendment voted on under this Part a quorum shall constitute ten percent (10%) of all Members, and to be duly passed shall require an affirmative vote of two-thirds (2/3) of all Members voting.
73. Section 74 does not apply in respect of Part IV, IX, X, XIV, XV, XVII, XVIII, XX of this Constitution
74. The Board may refuse consideration of any amendment received under this Part upon a super-majority vote of the Board, where:
- (1) Is unable to be read intelligibly and in context with the Constitution, or which would cause conflicts in and amongst the constitution if passed, or,
 - (2) Changes the intent, purpose, and spirit of the Constitution to such a degree that it is the Board's opinion such changes should be proceeded by way of referendum, or,
 - (3) Can be reasonably considered to be brought out of bad faith, or to be vexatious or frivolous in nature.

75. For greater certainty, any person entitled by virtue of this Part to bring forward an amendment may request a binding advance ruling from the Board on the consideration of such amendment. Such a ruling must be delivered within 10 days of submission to the CRO, and is binding only to the extent of the written amendment submitted.

XVIII. DISSOLUTION

76. AFSA shall terminate and dissolve upon any of the following terminating events:
- (1) The winding-up, dissolution, disbanding, or discontinuance of SAF of the University, provided that a re-organization or change of name shall not constitute a winding-up, dissolution, disbanding, or discontinuance.
 - (2) A duly passed referendum calling for the winding-up, dissolution, disbanding, or discontinuance of AFSA as set forth in Part XIV.

XIX. BY-LAWS

77. The Board shall have the authority to pass any By-law that is deemed necessary for the effective operation of AFSA providing that such by-laws do not offend the jurisdiction of the Executive granted under this Constitution.
78. The Executive may bring forward any By-Law for consideration by the Board through the sponsorship thereto by the President or Vice-President Finance.
79. By-laws duly passed by the Board prior to the coming into force of this Constitution are deemed to remain in full force and effect under this Constitution.

XX. SUPREMACY OF CONSTITUTION

80. In the event of a conflict between this Constitution and any duly passed By-Law of AFSA this Constitution shall be paramount. A conflict shall be deemed to exist where any By-Law is repugnant or contrary to this Constitution. In such conflicts the offensive portion of the By-Law shall be deemed null, void, and of no effect; or if the conflict is of a pervasive nature the entire By-Law shall be deemed null, void, and of no effect.
81. This Constitution shall be read harmoniously and within the scheme, objects and intents of the AFEF Constitution, as amended from time to time. The AFEF Constitution, as amended from time to time, shall form Schedule I of this Constitution, and be considered a governing constitutional document of AFSA, equal in weight and authority to this Constitution.

SCHEDULE I

CONSTITUTION OF ACCOUNTING AND FINANCE ENDOWMENT FUND

As Amended

PREAMBLE

Recognizing the limitations upon the funding available to the University, and specifically the School of Accounting and Finance, from government sources, and recognizing the ability of those involved with the School of Accounting and Finance to best recognize and meet the needs of Accounting and Finance Students, hereinafter referred to as “SAF Students”.

And recognizing that it is in the best interests of the School of Accounting and Finance, the University, SAF Students, and the community at large to maintain and promote excellence in accounting and finance education.

Now Therefore this document is hereby made and adopted.

ARTICLE 1 – NAME and FUNCTION

The name of the organization shall be the Accounting and Finance Endowment Fund, hereinafter referred to as the “A.F.E.F.”. It is to function as a semi-autonomous, non-profit organization within the University.

ARTICLE 2 – DEFINITIONS

2.01 When used herein the following words or phrases shall have the meaning or definition ascribed in this Article 2:

- (a) **“SAF Student”** shall mean any person enrolled in any of the undergraduate, regular or co-operative , or graduate programs under the School of Accounting and Finance at the University on a full-time basis.
- (b) **“Affiliate Member”** shall mean any person who is not less than eighteen (18) years of age, or a corporation or partnership who or which has made a financial contribution to the A.F.E.F. in the immediately preceding fiscal year of the A.F.E.F..
- (c) ***Repealed***
- (d) ***Repealed***
- (e) **“Board”** shall mean the Board of Directors of the A.F.E.F..
- (f) **“By-Law No. 1”** and **“By-Laws”** shall mean those by-laws passed by the Members.
- (g) **“Director”** shall mean that person elected in accordance with the provisions of By-Law No. 1 and whose duties are set out therein.
- (h) **“Member”** shall mean any SAF Student or Director or Associate Director of the School of Accounting and Finance of the University.
- (i) ***Repealed***
- (j) **“University”** shall mean the University of Waterloo, its successors, assigns and any organization, entity or body of which the University of Waterloo controls or of which it is a shareholder, partner, joint venturer or investor.

2.02 For all purposes of this Constitution, except as otherwise expressly provided or unless the context otherwise requires:

- (a) Unless otherwise stated, all references in this Constitution to designated “articles”, “sections”, “schedules” and other subdivision are to be designated articles, sections, schedules and other subdivisions of this agreement.

(b) The words “herein”, “hereof” and “hereunder” and other words of similar import refer to this Constitution as a whole and not to any particular article, section, schedule or other subdivision of this Constitution.

(c) The headings are for convenience only and do not form a part of this Constitution nor are they intended to interpret, define or limit the scope, extent or intent of this Constitution or any provision hereof.

(d) Any reference to any entity shall include and shall be deemed to be a reference to any entity that is a successor to such entity.

(e) Words in the singular include the plural and words in the masculine gender include feminine and neuter genders and vice versa.

ARTICLE 3 – PURPOSE

3.01 The object of the A.F.E.F. is, subject to Section 3 of the University of Waterloo Act, 1972, to provide funds to maintain and improve the quality of the experience of all SAF Students provided at the University by providing funds to the Accounting & Finance Students’ Association (A.F.S.A.).

Subject to the provisions of Article 10.03 only funds generated through the investment of donations, hereinafter referred to as “Income”, shall be spent. The term “Funds” when used in this constitution shall mean the funds raised by the A.F.E.F. and held by the University on separate account in accordance with this Constitution and all income accrued thereto.

The A.F.E.F. shall recommend the use of the Funds for such accounting needs as teaching resources, and student projects of an educational nature and such other purposes as the A.F.E.F. shall consider appropriate.

ARTICLE 4 – POWERS

To achieve the purposes and objects aforesaid, the A.F.E.F. shall have the following powers, subject to the provisions of the University of Waterloo Act, 1972, and the control and authority of the University’s Board of Governors, the University Senate, and the Office of the President, and Vice-Chancellor:

(a) Raising Funds

To raise funds as follows:

(i) Effective Fall 2009, the payment by each SAF student the sum of \$50.00 per academic term (formerly \$75.00/term from 1991 to 2009) indexed annually subject to the approval of the Board of Governors of the University by an amount not to exceed the change in the previous year’s Consumer Price Index as established by Statistics Canada. Provided, however, that all amounts paid to the A.F.E.F. shall be fully refundable in accordance with the University’s policy on incidental fees;

(ii) by the receipt of donations; and

(iii) the solicitation of additional funds in ways approved by the University.

(b) Provision of Director

To provide direction for the University with respect to the use of the Funds held by the University in trust for the A.F.E.F. in a manner consistent with this Constitution.

(c) Receipt of Reports

To receive a monthly and yearly report from the University with respect to the income and capital of the Funds and to require the University to hire a separate “investment manager” to administer the Funds. The cost of the investment manager shall be paid out of the Funds;

(d) No Power to Sign on Behalf of the University

The A.F.E.F. shall have no power to make any financial commitments or undertakings of any kind that might be contractually binding on the University and all formal documents making any commitments or contracts shall be signed in the name of the University in a manner and by such persons as shall be directed by the Board of Governors of the University;

(e) School of Accounting and Finance not to be Affected

And provided further that the powers of the Directors of the A.F.E.F. as provided herein, or as they may be executed, shall in no way interfere with or otherwise adversely affect the autonomy of the School of Accounting and Finance in the exercise of its powers, authorities, duties or regular conduct of its affairs. The funds raised for the A.F.E.F. and the interest earned thereon shall not have an adverse effect on the

funding of the School of Accounting and Finance and shall be held by the University in an account separate from all general funds of the University to be used in accordance with the provisions of this Constitution;

(f) University to be Reimbursed for Expenses

And provided further that all direct expenses of the A.F.E.F. shall be paid by the A.F.E.F. from its earnings, and that the general accounts of the University shall be fully reimbursed from the particular accounts of the A.F.E.F., unless otherwise stipulated in a written agreement with the University, for all or any services provided to the A.F.E.F. or expenditures made by the University in connection with management or operation of the A.F.E.F.; provided that the A.F.E.F. shall not be charged a fee for the administration of the Funds unless a separate investment manager is hired to administer the Funds;

(g) Periodic Review by the University

And provided further that the A.F.E.F. and its Constitution shall be subject to periodic review by the Board of Governors of the University, such review to be carried out in the light of any new or revised policies established by the Board of Governors or the Senate of the University for the purpose of defining or controlling the affairs or earnings of Institutes or Foundations or similar groups which may be established under the authority of the Board of Governors or the Senate of the University.

ARTICLE 5 – BOARD

5.01 The affairs and business of the A.F.E.F. shall be conducted by a Board of Directors, each of whom must be a minimum of 18 years of age, who are elected as the A.F.S.A. (*tentative name*) Board of Directors in accordance with the provisions of the A.F.S.A. (*tentative name*) Constitution and will include;

- (a) the Director as selected by the provisions in the A.F.S.A (*tentative name*) Constitution;
- (b) – (g) *Repealed*

Provided, that the failure to elect all of the foregoing, subject to the provisions of Article 10, shall not constitute a breach of this Constitution.

ARTICLE 6 - *Repealed*

ARTICLE 7 – MEMBERSHIP

7.01 Members and Affiliate members shall have the meaning ascribed in Article 2 and shall have the rights and privileges set out in the By-Laws. There shall be no membership fees or dues for Members.

7.02 Membership shall be terminated as follows:

- (a) upon graduating from the any of the undergraduate or graduate programs under the SAF at the University;
- (b) the death, dissolution or winding up of a Member or Affiliate Member;
- (c) the receipt of the resignation of an Affiliate Member by the Board. Such resignation shall become effective upon receipt thereof;
- (d) a Member ceasing to be enrolled on a full time basis as an SAF Student; or
- (e) in the case of an Affiliate Member, failing to make a financial contribution to the A.F.E.F. in the previous fiscal year of the A.F.E.F..

ARTICLE 8 – MEETINGS

8.01 The director of the A.F.E.F. shall call an annual meeting of the members at the University of Waterloo on a day and at a time as shall be determined by the directors;

8.02 Such further meetings as may be prescribed by the By-Laws shall be called and held as provided for therein.

ARTICLE 9 – AUDITORS

The accounts of the A.F.E.F. shall be audited by the Auditors of the University, who are appointed by the Board of Governors. The Board of Directors shall have the right to require an additional audit and in such event any expenses for fees or services for such audit shall be charged to the particular accounts of the A.F.E.F..

ARTICLE 10 – FINANCES

10.01 Participation in the A.F.E.F. by SAF Students shall be voluntary. Any contribution automatically included in the fees and tuition paid by an SAF Student shall be fully refundable in accordance with the University's policy on incidental fees.

10.02 Save as provided in Article 10.03 or until Dissolution as provided for herein the capital of the A.F.E.F. shall not be expended, distributed, or paid out.

10.03 Of the funds contributed to the A.F.E.F. for the fiscal year commencing May 1, 1991 ninety (90%) percent shall be utilized and disbursed in accordance with the purposes of the A.F.E.F. and the balance shall remain in the A.F.E.F.. Each year thereafter the percentage remaining in the A.F.E.F. shall be increased by ten (10%) percent until the ninth year when all funds contributed shall remain in the A.F.E.F..

10.04 If, in any year

- (a) *Repealed*
- (b) less than four (4) student representatives are elected to the Board;
- (c) a Director is not elected; or
- (d) the Director cease to hold office during their term of office and the vacancy is or are not filled within one (1) month of the vacancy in the manner prescribed in By-Law No. 1;

Then, upon the occurrence of any such events, no amount of the income which is available to be disbursed during such year shall be expended or disbursed until the election or appointment of the subsequent year's Board in accordance with By-Law No. 1, which fulfill the requirements set out in this sub-Article 10.03.

10.05 No member of the Board shall (except for repayment of expenses incurred on behalf of the A.F.E.F.) receive any remuneration for acting as such.

ARTICLE 11 – AMENDMENTS

11.01 This Constitution may be amended by the approval of fifty-one (51%) percent of the votes cast in a referendum of Members. For the purposes of such referendum twenty (20%) percent of the members shall constitute a quorum. Provided, however, that Articles 3, 4, 8, 10, and 11 of this Constitution shall not be subject to amendment.

ARTICLE 12 – APPROVAL OF THE CONSTITUTION

Before becoming effective, the Constitution of the A.F.E.F. and any amendments thereto shall be approved by the Board of Governors of the University.

ARTICLE 13 – ESTABLISHMENT OF A SEPARATE ORGANIZATION

In the event that the Members, through a majority vote to the effect at a membership referendum, determine that it is desirable to set up a new fund with similar objects to the A.F.E.F. but wholly separate from the University, a separate organization may be set up (hereinafter referred to as the "New Fund") and this Constitution shall continue to apply to the Funds held by the University of Waterloo. Provided, however, that for the purposes of such referendum twenty (20%) percent of the Members shall constitute a quorum.

Provided, further however, that if the Board of Governors of the University after consideration of the objects and powers of the New Fund, determine that it is in the best interest of the University to transfer the Funds, and Canada Revenue Agency and the Public Trustee for the Province of Ontario approve such transfer, the University shall transfer the Funds to the New Fund upon such terms and conditions as the Board of Governors of the University may direct. After such transfer is finalized, the A.F.E.F. shall be dissolved.

ARTICLE 14 – DISSOLUTION

14.01 The A.F.E.F. shall terminate upon the occurrence of any of the following events:

- (a) the winding-up, dissolution, disbanding or discontinuance of the School of Accounting and Finance provided that a re-organization or change of name shall not constitute a winding-up, dissolution, disbanding or discontinuance;
- (b) the occurrence of any one of those situations or events as set out in sub-Article 10.04 for five (5) successive years; or
- (c) the approval of eighty (80%) percent of the votes cast by the Members at a referendum of Members to consider the termination of the A.F.E.F.. For the purposes of the holding of such referendum thirty (30%) percent of the members shall constitute a quorum.

14.02 Upon the occurrence of the event set out in paragraph 14.01 (a) and if the Funds have not, or are not, transferred to a New Fund the funds held therein shall be disbursed to registered charities within Canada which have, as their purpose, the advancement of accounting education as recommended by the Board, subject to the ratification of the Board of Governors of the University. In the event that upon the termination of the A.F.E.F., there is no Board the recommendations of the registered charities to which the A.F.E.F. shall be distributed shall be made by the Council of the Institute of Chartered Accountants of Ontario.

14.03 Upon the occurrence of those events provided for in paragraphs 14.01 (b) and (c) no further amounts shall be collected as provided for in subparagraph 4.01 (a) (i). The Funds existing as of the date of the occurrence of the events provided for in paragraphs 14.01 (b) and (c) and all income arising thereon shall, in the event that the School of Accounting and Finance has not been wound up, dissolved, disbanded, or discontinued, be administered in accordance with the purposes and intentions set forth herein by the University of Waterloo, Accounting Alumni Executive. If, at any time after the occurrence of the events set out in paragraph 14.01 (b) or (c), the School of Accounting and Finance is wound up, dissolved, disbanded, discontinued or no longer exists, the Funds shall be distributed in accordance with the provisions of paragraph 14.02.

ARTICLE 15 – DRAFTING BY-LAWS

15.01 The Board of A.F.E.F., at their earliest convenience and subsequently as may be required, shall draft by-laws in concert with the general aims and objectives of the A.F.E.F. relevant to the management of the affairs of the A.F.E.F., the procedures of the meetings of members, the meetings of directors and the meetings of the Board and without limiting the generality of the foregoing these shall include at least the following:

- (a) Definition of quorum, frequency of regular meetings, notice of meetings, minutes, and records, etc.;
- (b) Formality of making and passing resolutions, and voting procedures;
- (c) Establishment of officers of the A.F.E.F., and their duties and responsibilities;
- (d) Establishment of any standing committees, such as an executive committee, and their powers, duties or responsibilities; and
- (e) Establishment of a fiscal year, which shall coincide with the University's fiscal year, and accounting procedures which shall be satisfactory to, and approved by the University's Vice President, Administration & Finance, and the University's Auditors.

ARTICLE 16 – AUTHENTICATION OF ACTS OF DIRECTORS

16.01 All acts of the directors of the A.F.E.F. shall be taken or confirmed by way of resolution of the directors passed at a duly constituted meeting and duly recorded by written minutes. Within a period of not more than ten (10) days following the date of any duly constituted meeting of the directors, a copy of the minutes of the said meetings shall be forwarded or delivered, as indicated above, to the University offices of the President, the Vice-President Academic and Provost, and Vice President, Administration & Finance.