
ALBERTA COLLEGES & INSTITUTES FACULTIES ASSOCIATION
BYLAWS

Ratified 30 April 2019

Bylaws of ALBERTA COLLEGES & INSTITUTES FACULTIES ASSOCIATION (ACIFA)

Preamble

The ALBERTA COLLEGES & INSTITUTES FACULTIES ASSOCIATION (ACIFA) is a free association of the faculty associations at public colleges and institutes in the province of Alberta. ACIFA has been created to

- a. represent Institutional Members' positions on relevant matters of provincial, national and international scope; and
- b. provide support, wherever and whenever practical, to Institutional Members at their request.

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1. TERMINOLOGY

- 1.1 ACIFA shall be the abbreviated title of the Association.
- 1.2 Alberta Colleges & Institutes Faculties Association shall be the official name of the Association.
- 1.3 Associate Member(s) are those members as defined in Article 2.3.
- 1.4 Association means the Alberta Colleges & Institutes Faculties Association.
- 1.5 Board means a Board of Governors of a College or Institute duly constituted under the Post-secondary Learning Act.
- 1.6 Executive Council is a group of elected members, chaired by the President of ACIFA.
- 1.7 Faculty Association(s) means an association of academic staff at a college or institute duly constituted under the *Post-secondary Learning Act*.
- 1.8 Institutional Member(s) means an institutional membership of the ACIFA as defined in Article 2.1.
- 1.9 Member(s) means an individual member of the ACIFA as defined in Articles 2.2.
- 1.10 Post-secondary Learning Act means *The Post-secondary Learning Act, 2003*, Chapter P-19.5.
- 1.11 Special Assembly means an Assembly of the ACIFA other than the Annual General Meeting.

2. MEMBERSHIP

- 2.1 Institutional Members
 - 2.1.1 An institutional member of the Association shall be any academic staff association defined under the Post-secondary Learning Act, and subject to approval by two-third majority vote of Presidents' Council, that agrees to pay the required fees as established by the Association and any levies as established by duly authorized meetings of this Association and to abide by the Constitution.
 - 2.1.2 An academic staff association outside of the Post-secondary Learning Act may apply to Presidents' Council for full membership. Such an application requires a two-thirds majority vote to pass. As a minimum, such an academic staff association must meet the following criteria: The academic staff association's institution enjoys not-for-profit status, is governed by a collective agreement, and has a duly constituted and democratically elected staff association executive.
 - 2.1.3 There shall be only one (1) institutional member per institution.

2.2 Individual Members

All individual academic staff members of an Institutional Member shall be deemed to be a member of this Association automatically.

2.3 Associate Members

2.3.1 **Institutional Associate Members**

An organization representing academic staff, but not eligible for full membership may apply to Presidents' Council to become an Institutional Associate Member. Such applications require a two-thirds majority vote to pass. An Institutional Associate Member shall agree to pay dues as established by the Association and any levies as established by duly authorized meetings of this Association and to abide by this Constitution.

2.3.2 **Individual Associate Members**

Where no local association exists at a college or institute, or where a local association is not an Institutional Member, individual faculty members may apply to the Presidents' Council to become Associate Members of this Association. Where a local association does exist at a college or institute, but individual academic staff are excluded from local association membership by board policy, those individuals may apply to Presidents' Council to become Associate Members of this Association. Individual Associate Members shall pay dues as established by the Association and any levies as established by duly authorized meetings of this Association.

2.3.3 **Associate Members**

Associate Members have no voting or office-holding privileges, but may attend Association meetings in an observer capacity at their own expense.

2.3.4 **Retiree Members**

All retired individual academic staff members of an Institutional Member may apply to become a Retiree Member. Former members of ACIFA Executive Council shall be deemed to possess a lifetime membership as a Retiree Member of this Association automatically. Retiree Members shall pay dues as established by the Association. Retiree Members have no voting or office-holding privileges.

2.4 Honorary Members

Honorary Membership in ACIFA may be bestowed at a meeting of this Association. Such Honorary Membership is a titular position only, indicating a measure of respect and admiration for the person so designated. Honorary Members have no voting or office-holding privileges.

3. FINANCES

3.1 Annual Dues

The revenue of the Association shall be derived in part from annual dues and levies charged by the Association at rates determined at the Annual General Meeting, or a Special Assembly called for that purpose.

- 3.1.1 Association dues are assessed as follows:
 - a. Institutional Member Association: one hundred dollars (\$100).
 - b. Full-time Equivalent (FTE): a maximum of four hundred seventy-five (475) members per Institutional Membership, at a rate established annually at the AGM.
 - c. Interim Member: five hundred dollars (\$500).
 - d. Associate Member: one hundred dollars (\$100).
 - e. Individual Associate Member: rate set by Presidents' Council.
 - f. Retiree Member: twenty five dollars (\$25) per year; former ACIFA Executive Council Officers are exempt from the fee.
- 3.1.2 Each institutional member shall make their annual dues payment to the Association at the beginning of each quarter, based on invoices from the Association. The first three (3) quarters are to be paid in the form of three (3) or fewer post-dated cheques as specified in the first billing. The fourth (4th) quarter bill will reflect any necessary adjustments to the total annual dues owing as a result of changes to the FTE numbers.
- 3.1.3 The FTE number used for billing purposes shall be the previous year's Academic Staff FTE number as confirmed by each institutional member to the VP Finance and Records no later than October 1 of the current budget year.

3.2 Operating Costs

- 3.2.1 For the purpose of carrying out its objectives, the Association may borrow or raise or secure the payment of money in any manner as may be approved by a majority vote at a Special Assembly or Annual General Meeting.
- 3.2.2 Officers of the Executive Council, members of the Presidents' Council, and members of other Association Committees may be reimbursed, within limits to be determined by the Association, for normal and reasonable expenses incurred in the performance of authorized Association duties, upon submission of approved expense claims and approval of the Executive Council or the Association.
- 3.2.3 The Association shall maintain an educational action and legal contingency fund at a level to be determined at the Annual General Meeting.

4. ELECTIONS

- 4.1 Nominations for all Officers of the Association must be
 - a. submitted on a nomination form approved by the Executive Council,
 - b. signed by the member nominating and the nominee, and
 - c. placed on the agenda for the Assembly at which the election is to take place.
- 4.2 Nominations will also be accepted from the floor of the Assembly where elections are to be held as long as the nominee is present and indicates willingness to run.

5. TERMS OF OFFICE

- 5.1 No Individual Member shall hold more than one (1) office simultaneously.
- 5.2 No Institutional Member shall have more than two (2) of its representatives on the Executive Council.
- 5.3 No officer shall serve more than two (2) consecutive terms in the same office.
- 5.4 To provide continuity within the Executive Council, the two-year terms of the Executive should be staggered. The terms of President, Vice-President Negotiations, and Vice-President External commence and expire in even-numbered years, and the terms of the Vice-President Executive, Vice-President Finance and Records and Vice-President Professional Affairs commence and expire in odd-numbered years.

6. EXECUTIVE BOARD STRUCTURE

6.1 Executive Council Members

The Executive Council of ACIFA shall consist of the Officers of the Association elected according to Article 6.3.

6.2 Executive Council Duties

The Executive Council shall:

- a. conduct the business of the Association, subject to the terms of this Constitution and such other conditions as the Association may from time to time establish;
- b. report to and be responsible to The Presidents' Council;
- c. be responsible for implementing directives of The Presidents' Council;
- d. call all Special Assemblies and the Annual General Meeting of the Association in the manner set forth in Article 12;
- e. establish the agenda for all Special Assemblies and the Annual General Meeting;
- f. on behalf of the Association, receive funds in the form of dues, assessments, or other monies however tendered;
- g. at the Annual General Meeting of the Association, present an audited financial statement for the year ending March 31;
- h. notwithstanding the term of any individual officer, serve a term of two (2) years, except for the Past President, who shall serve a single term of one (1) year;
- i. communicate policies and reports through the communication vehicles of the Association;
- j. engage such staff members as are necessary and fix their remuneration within the budget limits established by the Annual General Meeting; and
- k. review and approve audited financial statements.

6.3 Officers, Terms and Functions of Office: Specific

6.3.1 President: The President shall

- a. encourage and assist the development of, and adherence to, goals and policies in ACIFA which are consistent with its objectives;
- b. act as official spokesperson of the Association in all external contacts, as directed by the Association, Executive Council or Presidents' Council;

- c. have the authority to interpret the Constitution of this Association; the President's interpretation shall be conclusive and in full force and effect unless reversed or changed by the Presidents' Council, or an Annual General Meeting or Special Assembly of the members. Full and final authority shall rest with the Annual General Meeting or Special Assembly of the members.
 - d. chair all Association meetings, or designate the Executive Vice-President or other Vice-President if the Executive Vice-President is unavailable;
 - e. be empowered to countersign cheques;
 - f. be an ex-officio member of all Association committees;
 - g. encourage liaison between the Association and other individuals and groups;
 - h. supervise employees of the Association;
 - i. assign duties and responsibilities of the President's office to the Executive Council by mutual agreement and in accordance with this Constitution; and
 - j. present an annual report to the Association.
- 6.3.2 Past President: The Past President shall
- a. act primarily in an advisory role to the Executive Council, the Presidents' Council, and the Association;
 - b. accept such duties and functions as are requested by officers of the Executive Council; and
 - c. present, at the request of the President, an annual report to the Association.
- 6.3.3 Vice-President Negotiations: The Vice-President Negotiations shall
- a. chair the Negotiations Advisory Committee;
 - b. fulfil such other duties and responsibilities as are assigned by the President; and
 - c. present an annual report to the Association.
- 6.3.4 Vice-President Professional Affairs: The Vice-President Professional Affairs shall
- a. chair the Professional Affairs Committee;
 - b. fulfil such other duties and responsibilities as are assigned by the President; and
 - c. present an annual report to the Association.
- 6.3.5 Vice-President Finance and Records: The Vice-President Finance and Records shall
- a. be responsible for maintaining complete official records of ACIFA;
 - b. ensure custody of minute books and records, which are to be made available for inspection by members on reasonable notice;
 - c. arrange facilities for and ensure preparation and circulation of Agendas, Minutes and Notices of Motion for all Association Assemblies and meetings;
 - d. report to the Executive Council as directed;
 - e. be empowered to countersign cheques;
 - f. administer the financial affairs of the ACIFA, as directed by the Executive Council and as restricted by the budget;
 - g. at the Annual General Meeting, propose a budget for the following fiscal year;
 - h. at the Annual General Meeting, present an annual report that includes an audited financial statement, by a qualified auditor, for the fiscal year ending March 31; and
 - i. ensure custody of the corporate seal that is used to execute legal documents of the Association.
- 6.3.6 Executive Vice-President: The Executive Vice-President shall
- a. assume the role of the President of the Association should the President be unable to fulfil the duties of the President's Office;

- b. report to the Executive as directed;
 - c. assume the role of Chair of the Presidents' Council at the request of the President; and
 - d. be empowered to countersign cheques.
- 6.3.7 Vice-President External: The Vice-President External shall
- a. at the direction of the President, act as the official liaison between ACIFA and any association of which ACIFA is a member;
 - b. communicate to and consult regularly with the Presidents' Council and the Executive on the activities of any association of which ACIFA is a member and on issues relative to the provincial and federal governments' jurisdictional authority on post-secondary education and related matters;
 - c. at the direction of the Presidents' Council or the Executive, represent the views of ACIFA on policy or business matters that may arise at official assemblies of any association of which ACIFA is a member;
 - d. present an annual report to the Association; and
 - e. fulfil such other duties and responsibilities that may be assigned by the President.

7. PRESIDENTS' COUNCIL

7.1 Presidents' Council Members

The Presidents' Council shall consist of the following:

- a. the President of the Association, Chair;
- b. the Vice-President-Negotiations of the Association;
- c. the Vice-President-Professional Affairs of the Association;
- d. the Past President of the Association;
- e. the Vice-President Finance and Records;
- f. the Executive Vice President;
- g. the Vice-President External; and
- h. the President or designate of each Institutional Member organization.

7.2 The Presidents' Council shall:

- a. implement policy set out at the Annual General Meeting;
- b. be the governing body of this Association between Annual General Meetings;
- c. be bound by this Constitution and by rulings and directives of the Annual General Meeting or Special Assemblies;
- d. assign responsibilities to members of the Council;
- e. meet at least three (3) times per year at approximately equal intervals; and
- f. in the event of a vacancy, appoint members to Executive offices and committees, including a nominations committee.

8. COMMITTEES

8.1 Committee Duties

In general, committees other than the Executive Council of ACIFA shall

- a. perform those tasks designated by the Association;
- b. report to the Association, the Presidents' Council, or the Executive Council, as directed;

- c. justify, if requested by the Association, the withholding of any information deemed by the committee to confidential; and
- d. adhere to clause 6.3.1 (b) and not make any public statements except through the office of the President.

8.2 The Negotiations Advisory Committee

The Negotiations Advisory Committee shall be a standing committee of ACIFA.

8.2.1 The Vice-President-Negotiations shall be chairperson.

8.2.2 This committee is to be composed of the Negotiation Chairpersons or alternates designated by the Institutional Members. It is the duty of this committee to aid each Institutional Member with the development of its negotiation policies and procedures by sharing information and to carry out any duties assigned by the Presidents' Council.

8.3 The Professional Affairs Committee

The Professional Affairs Committee shall be a standing committee of ACIFA.

8.3.1 The Vice-President-Professional Affairs shall be chairperson.

8.3.2 This committee provides a forum for discussing matters that affect

- a. the quality of teaching and learning; and
- b. the personal and professional needs of the individual or institutional members.

8.3.3 The role of this committee is to

- a. advocate quality in education and promote excellence in teaching;
- b. support the professional development activities and opportunities of ACIFA members;
- c. develop written positions relating to professional concerns and submit them to the Executive and the Presidents' Council for consideration;
- d. communicate the professional concerns of ACIFA members;
- e. develop recommendations for professional practice guidelines and procedures that protect members and encourage professionalism;
- f. develop recommendations and provide direction for ACIFA professional support networks; and
- h. assist the organizing committee of the ACIFA conference.

8.4 Internal Audit Committee

The Internal Audit Committee shall be a standing committee of ACIFA. Its role is to assist the Executive Committee in ensuring the integrity and accuracy of financial reports and to ensure the appropriateness of the Association's internal controls.

8.4.1. The Internal Audit Committee will consist of four (4) members:

- a) the Vice-President Finance and Records who shall be the chairperson; and
- b) three (3) members of ACIFA appointed by the ACIFA Executive Council

8.4.2 The Internal Audit Committee shall meet and review the financial records of the Association.

- 8.4.3 The Internal Audit Committee shall recommend, to the Executive Committee, changes to improve the effectiveness and efficiency of accounting practices.
- 8.4.4 The Internal Audit Committee shall review the audited financial statements and recommend to the Executive Committee whether those statements should be approved.

9. VOTING PROCEDURES

To determine the number of delegate votes for each institutional member, each institutional member will receive one (1) delegate vote for each fifty (50) full-time equivalent members or portion thereof who pay Association dues, provided that the maximum number of delegate votes received by any institutional member shall not be greater than eight (8) votes. In addition, each institutional member will receive one (1) institutional member vote. The institutional vote is not counted as a delegate vote.

- 9.1 Allocation: Notice of allocation of delegate votes shall be distributed along with the notice of the Annual General Meeting or the Special Assembly, to the president of the faculty association of each Institutional Member.
- 9.2 Voting: Voting at Annual General Meetings or Special Assemblies shall be open, conducted on a roll call basis on demand, recorded, and reported in the minutes on a membership basis. Notwithstanding Section 9.7, a motion to vote by secret ballot requires the support of two-thirds (2/3) of delegate votes (only) to pass.
- 9.3 Motions: Motions to approve the budget, to amend the constitution and to adopt policy require both delegate and institutional votes.
- 9.4 Removal of Officers: The Officers of the Association shall be capable of being removed, at any time, by a majority vote of both delegate and institutional votes at a Special Assembly.
- 9.5 Votes: Elections and all other motions shall be solely by delegate vote. Institutional votes shall not be cast.
- 9.6 Elections: Notwithstanding Section 9.2, elections shall be conducted by secret ballot.
- 9.7 A Motion requiring both delegate and institutional votes shall be declared carried if the following two (2) conditions exist:
 - a. a simple majority of the delegate votes are affirmative; and
 - b. at least, the highest integral number greater than fifty per cent (50%) of the Institutional Member votes are affirmative.

A motion requiring only delegate votes shall be declared carried if a simple majority of the votes are affirmative.
- 9.8 Write-in Votes/Proxy: Write-in or proxy votes, in a form stipulated by the Association's Executive Council (which may include electronic voting), will be accepted for purposes of voting on any matter, but will not be considered for quorum purposes.

- 9.9 Acclamation: When only a single person is nominated for a position, the Chair of the Annual General Meeting shall declare that person elected by acclamation.

10. PARLIAMENTARY AUTHORITY

All the meetings of the Association, the Presidents' Council, the Executive Council, and the Association Committees shall be conducted according to such rules of order as the Association shall from time to time adopt. In the absence of such adopted rules of order, or where such adopted rules of order are silent as to a particular matter in question, then such matters shall be governed by *Robert's Rules of Order*.

11. AMENDMENT PROCEDURES

Bylaws may not be rescinded, altered or added to except by Special Resolution. Such resolution must be passed by a majority of not less than three-fourths (3/4) of voting institutional members and delegate votes at an Annual General Meeting or Special Meeting called to amend the Bylaws, where the notice of Motion for a Special Resolution has been circulated to all members at least one (1) month prior to the intended vote on the resolution.

The Bylaws shall be reviewed at least every two (2) years by an ad hoc constitutional review committee chaired by the President or Past President of the Association.

12. ASSEMBLIES AND MEETINGS

12.1 Assemblies

There shall be two (2) types of assemblies:

- a. Annual General Meeting; and
- b. Special Assembly.

All Members in good standing may attend these Assemblies.

12.2 Annual General Meeting

There shall be an Annual General Meeting of the Association to be held during the Annual Conference, and shall be called by the Presidents' Council, which will announce the time and place at least one (1) month prior to assembly.

- 12.2.1 The Annual General Meeting of the Association shall have the final authority over all Association matters.

- 12.2.2 The Annual General Meeting shall include the following:

- a. the audited financial report;
- b. the Executive Council members' annual reports;
- c. the Committee reports;
- d. elections; and
- e. other pertinent Association business.

12.3 Special Assembly

A Special Assembly of the Association may be called

- a. upon presentation to the President of a request signed by at least three hundred fifty (350) individual members; or
- b. upon the request of any three (3) Institutional Members of the Association.

Notice of a Special Assembly shall be published at least one (1) month prior to assembly in the ACIFA newsletter, on the ACIFA website, or through email to members. A Special Assembly shall deal with only the business or issue for which it was called.

12.4 Executive Council Meetings

At any meeting of the Executive Council, the President will vote only in the event of a tie vote of the remaining Executive Council members. A vote will carry by a simple majority. Clause 8.7 notwithstanding, each member of the Executive Council shall have one vote, except for the President who has one vote only in the case of a tie vote of the remaining Executive Council members. A quorum at an Executive Council meeting shall be at least two-thirds (2/3) of the members of the Council.

12.5 Presidents' Council Meetings

The Presidents' Council must meet at least three (3) times per year at regular intervals. At any Presidents' Council meeting, the vote will carry by a simple majority of the number of representatives present except when any member calls for the vote to be conducted according to the procedures for voting at General Assemblies, as specified in clause 9.2. A quorum at a Presidents' Council meeting shall be at least sixty per cent (60%) of the Institutional Members.

13. QUORUM

The quorum for the Annual General Meeting or any Special Assembly is necessary and shall be twenty-five (25) individual members *and* representation of at least sixty per cent (60%) of the Institutional Members.

Appendix A – Defence Fund Policy

ACIFA DEFENCE FUND

Policy

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ACIFA DEFENCE FUND

1. PURPOSE AND NATURE

- 1.1. ACIFA shall establish and maintain a Defence Fund (hereafter referred to as the Fund) to support ACIFA members engaged in strike, lockout or picket line action as approved by ACIFA Presidents Council.
- 1.2. The Fund is limited to ACIFA Institutional Members.
- 1.3. This policy may be changed or modified at any time by ACIFA's Presidents Council. Major changes must be presented to the next upcoming ACIFA Annual General Meeting for approval.

2. PROCEDURES FOR CONTRIBUTION AND ACCESSING FUNDS

- 2.1. Dues for the Fund shall be collected separately from regular ACIFA dues for members.
- 2.2. Defence Fund dues shall be transferred to a separate Defence Fund account on a regular basis.
- 2.3. If an association wants to join ACIFA, there will be an assessment of contribution according to Article 2.6 to the defence fund on the following scale: if joining before July 1, 2019, no fee; July 1, 2019 – January 1, 2020, \$30 per member; January 1, 2020 or later, \$60 per member.
- 2.4. Contribution dates for 2019 will be two: February 15 (to cover the period of July 1, 2018 – January 31, 2019) and June 30 (to cover the period of February 1, 2019 to June 30, 2019). In following years, there will be one contribution date of June 30 to cover the full year's contribution.
- 2.5. Contribution to the defence fund will be the same number as the most current FTE data, as confirmed by May 1 by each association. The allocation of support payment from the fund will be based on the average of the past two years' contribution numbers to the fund.
- 2.6. An institutional member must have contributed to the fund for at least 2 years before support payments can be received. If a job action affecting an institutional member during the member's 2-year qualifying period occurs, Presidents' Council may overturn this rule, provided that it is an institutional member in good standing and two-thirds of Presidents vote in support.
- 2.7. An institutional member shall notify the ACIFA President as soon as possible in advance if it anticipates that it may require support from the Fund. That notice shall include a summary of the bargaining situation and of the nature of the dispute. Immediately following the institutional member serving a strike notice, or receipt of lockout notice, the institutional member shall make a written request to the ACIFA President for support from the Fund.

- 2.8 Notice of request for support funding shall be made to ACIFA Presidents Council.
- 2.9 Once notification is received, support payments shall be paid to the institutional member which shall, in turn, be responsible for distributing the support payments in accordance with the institutional member's own policies. The expectation of this Fund is that members will only qualify for support payment if they are involved in picket line action or supportive duties.
- 2.10 Support payments shall be sent by ACIFA to the institutional member no earlier than the 4th day of the strike or lockout. Resources allowing, the Fund's support payments shall be no more than \$100 per FTE faculty member per day, according to funds available in the Fund.
- 2.11 An institutional member who receives support from the Fund is expected to continue to remain a member of the Fund for at least 2 years after the job action has ended.
- 2.12 Presidents' Council may also approve support in the form of a loan or loan guarantee to an institutional member on job action, even during the institutional member's qualifying period. This additional support must be requested in writing by an institutional member involved in job action.
- 2.13 An institutional member who withdraws from ACIFA is not entitled to claim back contributions to the fund.
- 2.14 In the event that ACIFA ceases to exist, the money in this Fund will be returned to each ACIFA institution, based on contribution rates in the last year of the Fund's existence.

3. INVESTMENT PRINCIPLES AND POLICY

This policy establishes investment principles and guidelines giving particular consideration to the nature and purpose of the Defence Fund, and the management structure and monitoring procedures adopted for ongoing operation of the Fund.

- 3.1. Presidents' Council has the ultimate responsibility for the prudent investment of the Fund and is responsible for all aspects of the Fund, including developing an investment policy, establishing and maintaining an investment management structure, and monitoring investment results.
- 3.2. Presidents' Council may delegate their responsibilities under this policy as they deem appropriate.
- 3.3 Investment reports shall include a detailed schedule of investments, their portfolio value, and performance information. The audited financial statements shall include a summary of year-to-year changes, investment income and contributions.
- 3.4 The Fund may be invested in any or all of the following asset categories and subcategories of investments. These investments may be obligations or securities of Canadian entities only.

(a) Common stocks, convertible debentures or preferred securities;

- (b) Bonds, debentures, mortgages, notes or other debt instruments of governments, government agencies or corporations;
- (c) Guaranteed investment contracts, or equivalent, of insurance companies, trust companies, banks or other eligible issuers, or funds which invest primarily in such instruments;
- (d) Cash or money market securities issued by governments, government agencies or corporations;
- (e) Mutual, pooled or segregated funds which may invest in any or all of the above instruments or assets.

4. DEGREE OF RISK AND DIVERSIFICATION

The investment objective for the Fund is to generate sufficient yield, while protecting the capital. In the event of a work stoppage it is likely that a substantial portion of the Fund will be dispersed to institutional members. Therefore, the asset allocation should be done in a way that assets can be liquidated without significant loss of capital value. The following asset allocation is therefore recommended:

<u>Asset Class</u>	<u>Range</u>
Cash and equivalents	0% - 20%
Fixed income	40% - 80%
Common equities	0% - 50%

5. INVESTMENT MANAGER/ADVISOR STRUCTURE

- 5.1 Competent external professional investment manager(s) or advisor(s) shall be appointed by Presidents' Council. Presidents' Council shall also make any management changes from time to time, as are deemed to be in the best interests of the Fund and the membership. To be considered for appointment, an investment manager should have a suitable investment approach, and demonstrated financial stability, low turnover of personnel, capacity to undertake the accounts and performance records of at least two years, and have relevant experience and expertise.
- 5.2 Presidents' Council reserves the right to direct, or override, the voting decision of the investment manager, if in its view such action is in the best interest of the Fund and its beneficiaries. If they intend to do so, they shall inform the manager in writing within a reasonable period of time.

6. CONFLICTS OF INTEREST

- 6.1 A conflict of interest, whether actual or perceived, is defined for the purposes of this policy as any event in which a participating company, any member of Presidents' Council, an employee of a participating company, any manager or delegate, the custodian or any party directly related to any of the foregoing, may benefit materially from knowledge of, participation in, or by virtue of an investment decision regarding holdings of the Fund.
- 6.2 Should a conflict of interest arise, the party in the actual or perceived conflict, or any person who becomes aware of a conflict of interest situation, shall immediately disclose the conflict to Presidents' Council. Any such party will thereafter abstain from

decision making with respect to the area of conflict, and a written record of the conflict will be maintained by Presidents' Council.

- 6.3 No part of the Fund shall be loaned to any participating company, employee of a participating company or any Executive member, or any legal person owned or controlled by any of the aforementioned.

7. MONITORING AND POLICY REVIEW

- 7.1 Presidents' Council shall discuss, at least semi-annually at a regular Presidents' Council meeting, the following:
- (a) the assets and net cash flow of the Fund;
 - (b) the current economic outlook and investment plans of the manager; and
 - (c) statistics on the investment performance of the Fund.
- 7.2 Presidents Council shall review fund management policy at least annually, but otherwise whenever a major change is necessary. Such review may be caused by
- (a) a significant depletion of the Fund through a work stoppage;
 - (b) significant revisions to the expected long term trade-off between risk and reward on key asset classes, normally dependent upon basic economic/political/social factors; or
 - (c) shortcomings of the policy that emerge in its practical application or substantive modifications that are recommended to Presidents' Council by the manager.

8. LOANS AND BORROWING

No part of the Fund shall be loaned to any person, partnership or institutional member, except as may be deemed permissible by Presidents' Council as described in Section 2.

The fund's assets may not be leveraged to increase investment returns.