

Constitution of the
Waterloo Engineering Endowment Foundation

Approved on Tuesday, April 2nd, 1991

1. Name and Function

The name of the organization is the Waterloo Engineering Endowment Foundation, hereinafter referred to as the "Foundation". It is to function as a semi-autonomous non-profit organization within the University of Waterloo, hereinafter referred to as the "University".

2. Purpose

The objects of the Foundation are, subject to Section 3 of the University of Waterloo Act, 1972, to raise funds to be used for an On-going Commitment to Improving Undergraduate Engineering Education at the University of Waterloo and to make recommendations with respect to the investment and administration of such funds and the application of such funds in furtherance of such improvement. Only funds generated through the investment of donations, hereafter referred to as "Income", shall be spent. The term "Funds" when used in this Constitution, shall mean the funds raised by the Foundation and held by the University on separate account in accordance with this Constitution and all income accrued thereto.

The Foundation is to always act in the best interest of undergraduate engineering education and to make recommendation only with respect to expenditure of Income in a fair and equitable manner keeping in mind the needs of undergraduate engineering education at the University of Waterloo.

The Foundation shall recommend the use of the Funds for such engineering needs as teaching resources, laboratory equipment and student projects of an education nature and such other purposes as the Foundation shall consider appropriate.

3. Powers

To achieve the purposes and objects aforesaid, the Foundation 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.** To solicit funds in ways approved by the University of Waterloo;
- b.** To guide the University of Waterloo by making recommendations to the administration of the University with respect to the use of the Funds held by the University on behalf of the Foundation;
- c.** To receive a monthly and yearly report from the University with respect to the income and the capital of the Funds and to require the University to hire a separate "money manager" to administer the Funds. The cost of the money manager shall be paid out of the Funds;
- d. No Power to Sign on Behalf of the University**

The Foundation 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. Faculty of Engineering not to be Affected

And provided further that the powers of the Directors of the Foundation as provided herein, or as they may be executed, shall in no way interfere with or otherwise adversely affect the autonomy of the Faculty of Engineering in the exercise of its powers, authorities, duties, or regular conduct of its affairs. The funds raised for the Foundation and the interest earned shall not have an adverse effect on the funding of the Faculty of Engineering and shall be held by the University in a separate account separate from all general funds of the University;

f. University to be Reimbursed for Expenses

And provided further that all direct and indirect expenses of the Foundation shall be paid by the Foundation from its earnings, and that the general accounts of the University shall be fully reimbursed from the particular accounts of the Foundation, unless otherwise stipulated in a written agreement with the University, for all or any services provided to the Foundation or expenditures made by the University in connection with management or operation of the Foundation including the cost of hiring a separate money manager to administer the Funds;

g. Periodic Review by the University

And provided further that the Foundation 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 of 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.

4. Directors

The affairs of the Foundation shall be managed by its directors, who shall receive no remuneration for acting as such, in accordance with this Constitution and the by-laws of the Foundation.

The Board of Directors shall have no authority to initiate expenditures, save for those that may be necessary for the administration of the Foundation. The Funding Council shall have sole authority to propose non-administrative expenditures, subject to approval by the Board of Directors.

a. Members of the Board of Directors

There shall be a minimum of six (6) directors and a maximum of fifteen (15) directors provided that there shall always be a minimum two-thirds (2/3) majority of student directors on the Board of Directors.

The Board of Directors shall consist of the following voting members who must be a minimum of 18 years of age:

- i. Two(2) student elected Endowment Directors, one from each of streams "A" and "B" of undergraduate engineering;
- ii. Two (2) student elected Engineering Society Presidents, one from each of streams "A" and "B" of undergraduate engineering, ex officio;
- iii. The Dean of Engineering, ex officio;
- iv. One (1) engineering Alumni representative appointed as recommended by the Dean of Engineering; and
- v. Such additional directors (up to a maximum of nine (9) additional directors) as may be determined by resolution of the then existing Board of Directors.

b. Term of Office

Excluding the ex-officio members, the term of office for a director shall be determined by the Board of Directors and shall not exceed sixteen (16) months from the date of appointment or election. Directors shall be eligible for re-election.

The office of director shall be automatically vacated:

- i. if a director resigns an office by delivering a written resignation to the Secretary of the Foundation;
- ii. if the director is found by a court to be of unsound mind;
- iii. if the director becomes bankrupt;
- iv. if in a special general meeting of members, duly called for that purpose, a resolution is passed by three quarters (3/4) of the members present at the meeting that the director be removed from office;

Provided that if any vacancy shall occur for any reason in this paragraph contained, the remaining members of the Board of Directors by majority vote, may fill the vacancy with a member of the Foundation.

5. Membership of the Foundation

Membership shall include, but not be limited to, all University of Waterloo Undergraduate Engineering students, and members of the Board of Directors. There shall be no membership fees or dues.

6. Annual General Meeting

The directors of the Foundation 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 and fixed by a by-law of the Foundation.

7. Funding Council

The Funding Council is responsible for reviewing and recommending funding grants before passing them to the Board of Directors for approval. It shall act as a body representing each undergraduate Engineering discipline in a fair manner. All by-laws of the Foundation and amendments thereto must be approved by a majority of the Funding Council at a meeting duly called for that purpose. Two-thirds (2/3) of the members of the Funding Council present in person shall constitute a quorum for approval of such by-laws and amendments.

The following persons shall constitute voting members of the Funding Council:

- a. A student representative elected from each on-stream undergraduate engineering class, who will serve for the duration of their current school term; and
- b. The on-stream Endowment Director, who will serve as the Funding Council Chair and shall only vote in the event of a tie.

8. Auditors

The accounts of the foundation shall be audited by the Auditors of the University, who are appointed by the Board of Governors. In the event that the Foundation requests an additional audit, any expenses for fees or services for such audits shall be charged to the particular accounts of the Foundation.

9. Amendment to the Constitution

Any constitutional amendment can only be enacted by a referendum of Foundation members with a simple majority.

10. Approval of the Constitution

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

11. Establishment of a Separate Foundation

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 foundation with similar objects to the Foundation but wholly separate from the University, a separate Foundation may be set up (hereinafter referred to as the "New Foundation") and this Constitution shall continue to apply to the Funds held by the University of Waterloo.

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

12. Dissolution

If for any reason the Foundation is dissolved and Funds are not transferred to a New Foundation, then the following restrictions to dissolution apply:

- a. Upon dissolution the Funds after payment of all debts and liabilities, shall remain the property of the University of Waterloo, a registered charity, to be used as recommended by the Dean of Engineering, for the purposes of benefitting Undergraduate programs in the Faculty of Engineering at the University;
- b. If the Faculty of Engineering at the University of Waterloo no longer exists, the Funds shall be used for such other educational purposes as the Board of Governors of the University of Waterloo may direct;
- c. Voluntary dissolution shall take place only after a majority vote to that effect at a membership referendum. The majority vote shall be based on the number of votes cast.

13. Drafting By-Laws

The directors of the Foundation, at their earliest convenience and subsequently as may be required, shall draft by-laws in concert with the general aims and objectives of the Foundation relevant to the management of the affairs of the Foundation and the procedures of the meetings of members, the meetings of directors and the meetings of the Funding Council 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 resolution, and voting procedures;
- c. Establishment of officers of the Foundation, and their duties and responsibilities;
- d. Establishment of any standing committees, such as an executive committee, and their powers, duties or responsibilities;
- e. Establishment of 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 Treasurer and the University's Auditors.

The by-laws as passed by the directors shall not be effective until ratified by the Funding Council pursuant to Section 7 hereof.

14. Authentication of Acts of Directors

All acts of the directors of the Foundation 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 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 the Treasurer.

15. No Gain To Directors

The Foundation shall be carried on without the purpose of gain for its directors and any profits or other accretions to the Foundation shall be used in promoting its objects.