

**University of Windsor  
Engineering Students' Fund Foundation  
Constitution**

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### **1.0 Name and Function**

The name of the organization is the **Windsor Engineering Students' Fund Foundation** **hereinafter referred to as the "Foundation"**. It functions as a semi-autonomous non-profit organization within the **University of Windsor**, **hereinafter referred to as the "University"**.

### **2.0 Purpose**

The objective of the Foundation is to raise funds to be used to improve undergraduate engineering education at the University of Windsor, to manage the investment and administration of such funds, and to use such funds in furtherance of such improvement. The term **"Funds"** when used in this Constitution shall mean the funds raised by the Foundation through student fees and fundraising which are held by the University in a separate account in accordance with this Constitution.

The Foundation is to always act in the best interest of undergraduate engineering education and to expend the funds in a fair and equitable manner keeping in mind the needs of undergraduate engineering education at the University of Windsor.

The Foundation shall use the Funds for such engineering needs as teaching or student resources, laboratory equipment, and student projects of an educational nature and such other purposes as the Foundation shall consider appropriate that would reasonably benefit

the undergraduate student body. Capstone projects or Faculty driven proposals will be given lower priority but shall still be considered.

The revenue generated by the “Engineering Endowment Fee”, charged to students as part of their student levy’s will be directed to establishing and maintaining an endowment fund which shall be known as **the Windsor Engineering Endowment Reservoir, hereafter referred to as “WINEER”**. **Interest income generated by WINEER shall be referred to as “income”**. All WINEER interest income will be reinvested into the endowment. Policies for handling the endowment will be established on the call of the Funding Council Chair or the Dean of Engineering or when the endowment fund reaches a value of \$500,000.

### 3.0 **Powers**

To achieve the purposes and objects aforesaid, the Foundation shall have the following powers subject to the control and authority of the University's Board of Governors, the University Senate, the Office of the President, and the Office of the Provost and Vice President, Academic:

- a) To solicit funds or assist in soliciting funds in ways approved by the University of Windsor;
- b) To manage the investment and administration of the funds held by the University on behalf of the Foundation;
- c) To expend the funds held by the University for the Foundation in a fair and equitable manner to improve undergraduate engineering education at the University of Windsor.
- d) To receive a report once per semester from the University with respect to the income and the capital of the Funds and WINEER and if required, to ask the University to hire a separate “money manager to administer the Fund and /or WINEER. The cost of the money manager shall be paid out of the Funds;
- e) 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;
- f) And provided further that the powers of the members of the Foundations’ Funding Council 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 Reservoir 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;
- g) And provided further that all direct and indirect expenses of the Foundation shall be paid by the Foundation from its Funds, 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;

h) 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 is 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, Foundations or similar groups which may be established under the authority of the Board of Governors or the Senate of the University.

#### **4.0 The Funding Council**

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

The Funding Council shall have authority to approve administrative expenditures and funding grants.

The Council is under the authority of the University and must adhere to all of the University's rules, regulations and policies.

#### **4.1 Members of the Funding Council**

There shall be a minimum of eight (8) directors with voting privileges and a maximum of fifteen (15) directors with voting privileges provided that there shall always be a minimum two-thirds (2/3) majority of student members on Council.

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

- VP Finance and Administration, Engineering Society
- One elected student representative from each Engineering discipline (i.e. Civil & Environmental, Electrical & Computer, Industrial, Mechanical, Automotive & Material, Mechatronics) from the Engineering Society Board of Directors
- One (1) Engineering faculty representative appointed by the Engineering Society executive committee
- One (1) Engineering alumni representative appointed by the Engineering Society executive committee

Non-voting members shall include:

- Dean, Faculty of Engineering,
- President, Engineering Society
- The Engineering Alumni and Development Officer, who shall be Secretary for the

- foundation
- The Engineering Administrative Officer, who shall be Treasurer for the Foundation

#### 4.2 **Term of Office**

The term of office for student Funding Council members shall follow the term of office for the University Of Windsor Engineering Student Society Board Of Directors which is for a one-year period from April 1<sup>st</sup> to March 31<sup>st</sup>. Student members shall be eligible for re-election. The term of office for appointed student members shall be from the date of appointment to March 31<sup>st</sup>.

The term of office for faculty and alumni members shall be from April 1<sup>st</sup>, or from a date of appointment, to March 31<sup>st</sup>, for a two-year term. Faculty and alumni members can not be elected more than twice consecutively.

The term of office for ex-officio members shall be as long as the member is in the position that requires him or her to be on Council. Ex-officio members may be changed by Funding Council Resolution, which must have the support of the Dean of Engineering.

The office of council member shall be automatically vacated:

- If a member resigns an office by delivering a written resignation to the Secretary of the Council;
- If a member is found by a court to be of unsound mind;
- If in a special funding council meeting, duly called for that purpose, a resolution is passed by two-thirds (2/3) of the voting council members present at the meeting that the director be removed from office;

Provided that if any vacancy shall occur for any reason listed in this paragraph, the remaining members of the Funding Council by majority vote may fill the vacancy by appointing a member of the Foundation.

#### 5.0 **Membership of the Foundation**

Membership shall include, but not be limited to, all University of Windsor undergraduate engineering students (who pay the student fee for the Funds), and members of the Funding Council.

#### 6.0 **Annual General Meeting**

The Funding Council members shall call an annual meeting of Foundation members at the University of Windsor on a day and at a time as shall be determined by the Council Members and fixed by a by-law of the Foundation.

#### 7.0 **Auditors**

The Auditors of the University, who are appointed by the Board of Governors, shall audit the accounts of the Foundation. 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.

## **8.0 Amendment to the Constitution**

Any constitutional amendment can only be enacted by a vote at the Annual General Meeting by foundation members with a simple majority.

## **9.0 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 Windsor.

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.

## **10.0 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:

- Upon dissolution the Funds after payment of all debts and liabilities, shall remain the property of the University of Windsor, a registered charity, to be used as recommended by the Dean of Engineering, for the purposes of benefiting Undergraduate programs in the Faculty of Engineering at the University;
- If the Faculty of Engineering at the University of Windsor no longer exists, the Funds shall be used for such other educational purposes as the Board of Governors of the University of Windsor may direct;
- 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.

## **11.0 Drafting By-Laws**

The Members of the Foundation's Funding Council, 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 the Funding Council and without limiting the generality of the foregoing; these shall include at least the following:

- Definition of quorum, frequency of regular meetings, notice of meetings, minutes

and records, etc.;

- Formality of making and passing resolutions, and voting procedures;
- Establishment of officers of the Foundation, and their duties and responsibilities;
- Establishment of any standing committees, such as an executive committee, and their powers, duties or responsibilities;
- 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.

## **12.0 Authentication of Acts of Funding Council Members**

All acts of the Foundation's Funding Council Members shall be taken or confirmed by way of resolution of the members passed at a duly constituted meeting and duly recorded by written minutes. Within a period of not more than fifteen days following the date of any duly constituted meeting of the members, 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.

## **13.0 No Gain to Funding Council Members**

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