



Association of Professional Executives of the Public Service of Canada

By-laws

Part 1 Interpretation

1.01 Definitions

In this By-law and all other by-laws of the Association hereafter passed, unless the context otherwise requires:

- (a) "Act" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) "APEX" is the Association of Professional Executives of the Public Service of Canada.
- (c) "Associate Member" means a retired former member of the Executive Group of the Public Service of Canada (or their equivalent as determined pursuant to Article 5.02).
- (d) "Association" means the Association of Professional Executives of the Public Service of Canada (the "Association");
- (e) "Atlantic Region" means the geographical region consisting of the provinces of New Brunswick, Prince Edward Island, Nova Scotia, and Newfoundland and Labrador;
- (f) "Board" or "Board of Directors" means the Board of Directors of the Association as set out herein;
- (g) "British Columbia Region" means the geographical region consisting of the province of British Columbia;
- (h) "By-law" means the constitution and by-laws of the Association as may be amended from time to time;
- (i) "Chief Executive Officer" means the senior, full-time staff person of the Association;
- (j) "Director" means an individual on the Board who shall have the rights provided for in this By-Law;

- (k) "Equivalent" means individuals of such occupational groups and levels which have been considered by the Board of Directors to be equivalent to the Executive Group in accord with Article 5.02 of these By-laws, including those occupational groups and levels defined as equivalent in the Treasury Board Policy on the Management of Executives.
- (l) "Executive Committee" means that committee consisting of the Chair, Vice-Chair, Secretary, Treasurer and an Officer-at-Large, who shall hold office pursuant to Article 12.03 of this By-law;
- (m) "meeting of Members" includes an annual meeting of Members or a special meeting of Members; "special meeting of Members" includes a meeting of any class or classes of Members and a special meeting of all Members entitled to vote at an annual meeting of Members.
- (n) "Members" shall consist of Regular Members and Associate Members as detailed in Article 5.01 herein;
- (o) "Member in good standing" is a Member who is not in arrears in respect of membership fees;
- (p) "National Capital Region" means the seat of the Government of Canada and its surrounding area, more particularly described in the schedule to the *National Capital Act*;
- (q) "Northern Region" means the geographical region consisting of the Northwest Territories, Nunavut and the Yukon;
- (r) "Officer" is a Director who holds a position as an officer of the Association;
- (s) "Officer-at-Large" is a Director elected by the Board of Directors to the Executive Committee pursuant to Article 13.12.
- (t) "Ontario Region" means the geographical region consisting of the Province of Ontario;
- (u) "Ordinary Resolution" means a resolution passed by the Board or by the Members by fifty (50) plus one (1) percent of the voting Directors or Members as the case may be.
- (v) "Policies and Procedures" means those policies and procedures, if any, adopted by the Board of Directors pursuant to Article 6.01 of this By-law;

- (w) “poll” refers to a process by which each Director is asked to confirm their vote and each positive and negative vote is then recorded;
- (x) “Prairies Region” means the geographical region consisting of the Provinces of Manitoba, Saskatchewan and Alberta;
- (y) “Quebec Region” means the geographical region consisting of the Province of Quebec;
- (z) “Regular Member” means a member of the Executive Group of the Public Service of Canada or their equivalent.
- (aa) “Regulations” means the regulations enacted pursuant to the Act from time to time;
- (bb) “Special General Meeting” means a General Meeting called expressly either by the Chair, the Board, or the Regular Members, as provided for in this By-law;
- (cc) “Special Resolution” means a resolution passed by the Board or by the Members by sixty-six and two-thirds ($66 \frac{2}{3}$) percent of the voting Directors or Members as the case may be.
- (dd) “Standing Committee” means a committee established pursuant to Article 13.01.

1.02 Interpretation

This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) all terms contained herein which are defined in the Act or the Regulations shall have the meaning given to such terms in the Act or the Regulations;
- (b) words in one gender include all genders and words in the singular include the plural and vice versa; and the word “person” shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and
- (c) the headings are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

Part 2 Official Languages

- 2.01 These By-laws shall be expressed in both French and English.
- 2.02 All proceedings of the Board, of the Members and committees of the Association may be carried out in either French or English, or partly in French and partly in English, or in both French and English. All reports of such proceedings shall be provided in both French and English.
- 2.03 Neither the English nor the French version of the by-laws or the letters of patent or the reports of any proceedings shall have precedence over the other.
- 2.04 It is the intent of this section to give effect to the bilingual nature of the Association.
- 2.05 The Association shall provide services to its Members in the official language of their choice.

Part 3 Head Office

- 3.01 The head office of the Association shall be in the National Capital Region.

Part 4 Purpose, Objects and Principles

4.01 The purpose, objects and principles of the Association are as follows:

- (a) To promote a quality Public Service by fostering excellence in leadership and management and by contributing to the well-being of Executives in the Public Service of Canada.
- (b) To advance and promote the interests of its Members;
- (c) To increase public confidence in, and respect for, both the Public Service of Canada and its Executives;
- (d) To promote and maintain a high level of professionalism amongst its Members;

- (e) To inspire excellence, honesty and trust in public service for Canada and all Canadians. As the acknowledged voice of the federal executive community, APEX is a vibrant national organization whose counsel on key government issues is solicited and acted upon by leaders both domestically and internationally.

4.02 For the attainment of the above Objects and as incidental and ancillary thereto, the Association shall exercise any of the powers as prescribed by the Act or Regulation, or any other statutes or laws from time to time applicable and in particular, without limiting the generality of the foregoing:

- (a) To accumulate from time to time part of the fund or funds of the Association and income therefrom subject to any statutes or laws from time to time applicable;
- (b) To invest and re-invest the funds of the Association in such manner as is consistent with, and in accord with, the Association's governing principles as established from time to time;
- (c) To enter into agreements, contracts and undertakings incidental to the Association's objects and purposes;
- (d) To acquire by purchase, lease, devise, gift or otherwise, real property, and to hold such real property or interest therein necessary for the actual use and occupation of the Association or for carrying on its undertaking, and when no longer so necessary, to sell, dispose of and convey the same or any part thereof;
- (e) To borrow money upon the credit of the Association;
- (f) To limit or increase the amount to be borrowed;
- (g) To issue debentures or other securities of the Association;
- (h) To pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient to secure any such debentures or other securities, or any other present or future borrowing or liability of the Association, by mortgage, charge, or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immovable property of the Association and the undertaking and rights of the Association;

Nothing herein limits or restricts the borrowing of money by the Association on Bills of Exchange or Promissory Notes made, drawn, accepted or endorsed by or on behalf of the Association.

Part 5 Membership

5.01 There shall be two (2) categories of Members:

- (a) Regular Members;
- (b) Associate Members.

5.02 The Board of Directors may in its discretion establish from time to time the criteria for determining which occupational groups and levels are considered equivalent to the Executive Group.

5.03 Regular Members have full rights and privileges of membership in the Association and are entitled to vote. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendments to this section of the By-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1) (e), (h), (l) or (m).

5.04 Associate Members have full rights and privileges of membership in the Association with the exception of voting rights. For certainty, Associate Members shall be entitled to attend and participate at annual meetings of the Members and special meetings of Members but shall not have a right to vote. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendments to this section of the By-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1) (e), (h), (l) or (m).

5.05 Members shall pay membership fees as established by the Board from time to time.

5.06 To qualify and to maintain membership in the Association, prospective and current Members shall agree to adhere to and be bound by By-laws and Policies and Procedures of the Association as amended from time to time. An individual shall become a Member upon payment of the membership fee then in effect, unless the Association has granted free membership, and having satisfied all requirements as outlined in the Policies and Procedures in effect at the material time.

5.07 A Member may withdraw from membership at any time by notice in writing delivered to the Chief Executive Officer or the Secretary.

5.08 Unless free membership has been granted pursuant to Article 5.06, a Member shall cease to be a Member if membership fees payable pursuant to Article 5.05 are not paid within one (1) month of being due. A Member shall be entitled to reinstatement as a Member once membership fees are brought back into good standing.

- 5.09 The Board of Directors may cancel the membership of a Member if such a Member has been found guilty of an offence under the *Criminal Code*.

Part 6

Board of Directors

- 6.01 The property and business of the Association shall be managed by the Board. The management of the Association shall be vested in and determined by the Board. The Board shall adopt the requisite Policies and Procedures for the day to day operations of the Association from time to time.
- 6.02 The Board shall have those powers, rights and privileges as conferred upon and vested in corporations pursuant to the Act and, in addition, without limiting the generality of the foregoing, shall include the following:
- (a) To govern the affairs of the Association;
 - (b) To take any measures to control and manage the Association's business that are not inconsistent with the Act or its Regulations;
 - (c) To administer the affairs of the Association in all things and to make or cause to be made on behalf of the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally to exercise any and all such powers and to do any and all such acts and things as the Association is by its charter or otherwise authorized to exercise and do;
 - (d) To authorize expenditures on behalf of the Association from time to time and have the power to retain financial, legal and other assistance and expertise;
 - (e) To collect and accept money to be used to further the purpose and goals of the Association and to take any and all such steps necessary to enable the Association to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind for the purpose of furthering the objects and governing principles of the Association;
 - (f) To expend such monies as is considered necessary to conduct the affairs of the Association;
 - (g) To lease or purchase real property; enter into contracts and leases, including contracts of employment and personal service contracts;

- (h) To establish membership fees;
- (i) The Board may from time to time:
 - (i) Borrow money upon the credit of the Association;
 - (ii) Limit or increase the amounts to be borrowed;
 - (iii) Issue debentures or other securities of the Association;
 - (iv) Pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
 - (v) Secure any such debentures or other securities, or any other present or future borrowing or liability of the Association, by mortgage, charge or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immovable property of the Association, and the undertaking and rights of the Association.

Part 7

Number and Qualification

- 7.01 The Board shall consist of sixteen to nineteen (16 to 19) Directors with minimum representation requirements as follows:
- One (1) of whom shall be an Associate Member
 - Nine (9) of whom shall be Regular Members, each of who are permanent residents of the National Capital Region
 - Six (6) of whom shall be Regular Members, each of whom are permanent residents in one of the following regions: Atlantic Region, Quebec Region, Ontario Region, Prairies Region, and British Columbia Region, and Northern Region.
- 7.02 Each Director shall have attained the age of majority for their province/territory of primary residence, and shall have power under law to contract and shall possess such other qualifications as would be required as if the Association had been incorporated under the *Canada Business Corporation Act*
- 7.03 Directors unless otherwise provided herein, shall be elected by the Members for a term of three (3) years, commencing on the date of the Annual General Meeting at which the election of such individuals to the Board of Directors is to be effective. Each such Director shall be eligible for one additional consecutive term of three (3) years. Thereafter, such Director cannot seek re-election as a Director of the Association for at

least one year. Thereafter, such Director is entitled to seek re-election as a Director. All efforts shall be taken to ensure, as far as possible, the expiration in any one year of the term of office of not more than one-third ($\frac{1}{3}$) of the Directors.

- 7.04 The Board of Directors should reflect the skill sets and competencies identified as important attributes that could assist the Association in attaining its purpose, objects and principles. The Board's composition should reflect the spirit of diversity referenced in the *Employment Equity Act* and the *Official Languages Act*. Additionally, the Board's composition should also reflect appropriate regard for the various hierarchical levels that exist within the Executive Group.

Part 8

Vacancy and Removal from Office of a Director

- 8.01 A Director shall cease to hold office as a Director in the following circumstances:
- (a) If a Director resigns, by delivery of a written resignation to the Chair;
 - (b) Save and except for the Director who is an Associate Member pursuant to Article 8.01, if a Director ceases to be employed in the Federal Public Service or in the Executive Group or equivalent;
 - (c) If a Director dies;
 - (d) A Director may be removed at a special meeting of the Members by a resolution passed by a seventy-five (75%) percent majority of votes cast at the special meeting of the Members, provided notice of such intention to remove a Director has been distributed to the Members not less than thirty (30) days prior to the meeting;
 - (e) If a Director is found by a Court to be of unsound mind;
 - (f) If a Director makes an assignment for the benefit of Creditors, becomes bankrupt or insolvent, or takes the benefit of any act that may be in force for bankrupt or insolvent debtors;
 - (g) If a Director has been found guilty of an indictable offence or breach of trust.
 - (h) If a Directors membership has been cancelled for failure to pay membership fees;
 - (i) If a Director has moved permanently from the area of representation within which he/she was a resident at the time of election pursuant to Article 8.01.

Such resignation must be by no later than the next scheduled annual meeting of the Members.

- 8.02 A Director may be suspended for cause by a seventy-five (75%) percent majority vote of the Board of Directors. In such instance a special meeting of the Members pursuant to Article 9.01(d) to determine whether the Director should be removed shall be called within thirty (30) days of such suspension.
- 8.03 Provided that if any vacancy shall occur as a result of any of the foregoing reasons, the Directors remaining in office may fill any such vacancy by the appointment of a replacement Regular Member or a replacement Associate Member, as applicable, to hold office until the next Annual General Meeting. Should this individual subsequently be elected by the membership to a vacant position on the Board, the replacement tenure would not count towards eligible terms as per 7.04. Alternatively, notwithstanding 8.01, the Directors remaining in office may leave the position vacant until the next AGM and exercise all the powers of the Board of Directors provided that a quorum of the Directors remains in office.

Part 9 Reimbursement

- 9.1 Directors and committee members shall be reimbursed for reasonable expenses incurred by them in the performance of their duties as Directors or committee members, including, but not limited to, reasonable living and travel expenses incurred in the performance of their duties at such rates and in accordance with such policies as may be adopted by the Board from time to time.

Part 10 Board Meetings

- 10.01 Meetings of the Board of Directors may be held at any time and place to be determined by the Chair provided that seven (7) days' notice of such meeting shall be sent to each Director. Such notice shall be given to the Directors either in writing or by electronic means and shall indicate the time, place and purpose of the meeting. In the instance of an urgency, as determined by the Chair, the seven (7) day notice requirement may be waived by the Chair and the notice of the meeting of the Board shall be circulated to the Directors in the most expedient and provident means available, as determined by the Chair. No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

- 10.02 Meetings of the Board may be called by the Chair on his/her own. Upon having received a written request for a meeting of the Board from four (4) Directors, the Chair must call a meeting.
- 10.03 There shall be at least four (4) meetings of the Board annually.
- 10.04 Notwithstanding anything contained herein to the contrary, any meeting of the Directors, Officers, Committees or Members (the "Meeting Participants") may be held as follows:
- (a) in person;
 - (b) by teleconference; or
 - (c) by other electronic means including MS Teams, Zoom or Webinar
 - (d) by any combination of the above provided that the Board has passed an ordinary resolution establishing the mechanics of holding meetings by various electronic means of communication, which shall specifically deal with the procedure for establishing quorum and recording votes and ensuring that all Meeting Participants have an opportunity to participate in meetings, regardless of the electronic means used.
- 10.05 Quorum for any meeting of the Board shall require the participation of greater than 50% of Directors including a minimum of one Officer .
- 10.06 When there is no quorum present, within thirty (30) minutes after the time for which the meeting was called, the Chair of the meeting shall adjourn the meeting to some other time.
- 10.07 The Board may identify one (1) or more specific days in each year for regular scheduled meetings of the Board at a place and time named; in which case no further notice of the regular meetings need be given.
- 10.08 Each Director shall be entitled to exercise one (1) vote at each meeting of the Board. Except as expressly provided herein and unless otherwise required by the Act, or by law, at all meetings of the Board, every question shall be determined by a majority of votes cast at the meeting. Alternatively, where there is Board consensus to do so, the Chair may elect to conduct a secretarial vote i.e. by e-mail. In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the Chair or requested by any Director. A declaration by the Chair that a

resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

- 10.09 The Board may from time to time by resolution determine that other persons shall be entitled, in the same manner and to the same extent as a Director, Officer, member of a committee or volunteer of the Association to receive notice of, and, either personally or by delegate, to attend and to speak at, meetings of the Board, but such person shall not be entitled to vote thereat.

Part 11

Indemnification

- 11.01 Every Director, Officer, member of a committee of the Association and volunteer of the Association, and the heirs, executors and administrators, and estate and effects, of such Director, Officer, member of a committee or volunteer of the Association, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Association, from and against:
- (a) all costs, charges and expenses whatsoever which the Director, Officer, member of a committee or volunteer of the Association sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such Director, Officer, member of a committee or volunteer of the Association for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such Director, Officer, member of a committee or volunteer of the Association in or about the execution of the duties of the office; and
 - (b) all other costs, charges and expenses which such Director, Officer, member of a committee or volunteer of the Association sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by the willful neglect or default of such Director, Officer, member of a committee or volunteer of the Association.
- 11.02 The Association shall be required to purchase and maintain insurance, if available, on behalf of each and every one of its Directors, Officers, former Directors and former Officers, members of a committee and former Members of a committee and volunteers or former volunteers of the Association against any liability incurred or alleged to have been incurred by them by reason of being or having been Directors, Officers, members of a committee or volunteers of the Association. The Association shall purchase insurance in respect of potential liabilities of the Directors, Officers, members of a committee and volunteers of the Association whether or not the Association would have the power to indemnify them against any such liability.

- 11.03 No Director, Officer, member of a committee or volunteer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer, member of a committee or volunteer of the Association, or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association or for the insufficiency of any security in or upon which any of the money of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Association with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his/her respective office or trust in relation thereto unless the same shall happen by or through the person's own wrongful and willful act or through wrongful or willful neglect or default of such Director, Officer, member of a committee or volunteer of the Association.
- 11.04 The Directors, Officers, members of a committee or volunteers, for the time being of the Association shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Association, so long as such shall have been submitted to and authorized and approved by the Board.

Part 12 Officers

- 12.01 The Officers of the Association shall be as follows:

(a) Chair

The Chair shall preside at all meetings of the Board of Directors and at the annual and any special meetings of the Members and shall exercise general supervision over the affairs of the Association. The Chair shall have a casting vote at meetings of the Executive Committee. The Chair shall be an ex-officio member of all committees, except the Nominating Committee and such committees on which the chair sits as a full member.

(b) Vice-Chair

The Vice-Chair shall, in the absence, disability or resignation of the Chair, temporarily perform the duties and exercise the powers of the Chair and shall perform such other duties as may be determined by the Board of Directors from time to time and until such time as a new Chair is elected. In the absence, disability or resignation of the Vice-Chair

another member of the Executive Committee can perform these duties as authorized by the Board.

(c) Secretary

The Secretary shall attend meetings of the Members and Board of Directors and ensure that meeting minutes prepared are reflective of the meeting discussion and decisions taken. The Secretary shall perform such other duties as may be specified by the Board of Directors or the Chair. In the absence, disability or resignation of the Secretary another member of the Executive Committee can perform these duties as authorized by the Board. The Secretary must ensure that the Association gives appropriate notice of all meetings of the Members and Board of Directors in accordance with the by-laws.

(d) Treasurer

The Treasurer shall be responsible to review the annual budget with staff and other board members and to provide analysis of the financial implications of significant decisions and make recommendations to the board with regard to financial matters regarding the Association at the request of the Board. The Treasurer shall seek advice from external auditors and provide guidance to the Board, as necessary, regarding the internal controls of the Association. During the AGM, the Treasurer is responsible to provide information and answer questions regarding the financial position of the Association. In the absence, disability or resignation of the Treasurer another member of the Executive Committee can perform these duties as authorized by the Board.

(e) Officer-at-Large:

The Officer-at-Large, as an Officer of the Association and as a member of the Executive Committee, shall contribute to the administration of the affairs of the Association. The Officer-at-Large shall also perform such other duties as may be determined by the Board of Directors from time to time.

(f) Past Chair

The Past Chair shall provide stability during governance transitions and organizational change, help ensure the succession of Officers on the Executive Committee, support the current Chair in his/her role, and provide continuity to the organization through their knowledge and understanding of the historical context of issues. In the event of the departure of the Chair due to absence, disability or resignation, the Past Chair would also assist with the election of a new Chair.

12.02 In the event of a prolonged absence, disability or resignation of the Chair, a new Chair

shall be elected by the Board of Directors from the Members of the Board in accordance with the internal procedures established by the Association and within 30 days of the resignation of the Chair.

- 12.03 With the exception of the Past Chair, the Officers of the Association shall be elected by the Board of Directors, from the Members of the Board at the first Board meeting following the annual General Meeting.
- 12.04 An Officer of the Association shall hold office for two (2) years from the date of election pursuant to subsection 12.03, or until their successor is elected, in their stead. Officers are eligible to hold office for two additional two-year terms for a maximum tenure of six (6) years as an Officer.
- 12.05 The Past Chair shall be a non-voting member, and hold office until such time as a new Chair is elected, pursuant to subsection 12.04, at which point the position of Past Chair will be assumed by the outgoing Chair. The exception is when the current Chair resigns and continues his or her term as a Director. In this instance, the Past Chair would continue as a voting Director on the Board.
- 12.06 With the exception of the Past Chair, all Officers shall be Directors of the organization and they shall cease to be Officers if they cease to be Directors.
- 12.07 The Past Chair may be removed by the Board of Directors by a special resolution at a meeting of the Board.
- 12.08 The Board may appoint other Officers and agents (and with such titles as the Board may prescribe) from time to time as it considers necessary and all such Officers shall have the authority and perform the duties from time to time prescribed by the Board. The Board may also remove at its pleasure any such Officer or agent of the Association. The duties of all other Officers appointed by the Board shall be such as the terms of their engagement call for or the Board prescribes.

12.09 Chief Executive Officer

The Board of Directors shall appoint a Chief Executive Officer, which shall be a staff position and shall be responsible for overall operations and general management of the Association. As per article 13.24, the Chief Executive Officer is a non-voting ex-officio member of the Audit Committee. At the discretion of the Chair, the CEO may be requested to attend other Committees and Standing Committees of the Association as a non-voting ex-officio member. The Chief Executive Officer shall supervise the day-to-day operations and administration of the Association and shall employ and discharge agents and employees of the Association and speak on behalf of the Association. The Chief

Executive Officer shall conform to all lawful orders and directions given by the Board and shall at all reasonable times give the Directors any information they may require regarding the affairs of the Association.

Part 13 Committees

- 13.01 The Association shall have three Standing Committees:
- i. an Executive Committee, the members of which shall be elected by the Board pursuant to article 12.03
 - ii. a Nominating Committee, the Chair and members of which shall be appointed by the Board;
 - iii. an Audit Committee, the Chair and members of which shall be appointed by the Board.
- 13.02 Other committees may be established from time to time by the Board to provide ongoing information for the benefit of the Board.
- 13.03 A member of a committee who is unable or fails to carry out his/her duties may be removed from the committee by a majority vote of the Board
- 13.04 Each committee shall perform the duties required of it by the Board within the time specified in its term of appointment.
- 13.05 The Board, in its discretion, may approve such expenses as reasonably required by any committee in order to carry out its tasks.
- 13.06 Upon receipt of a Report from a committee appointed under this article, the Board, in its discretion, may adopt any recommendation put forward by such committee.
- 13.07 With the exception of the standing committees, all other committees shall be constituted in such manner as the Board may determine from time to time.
- 13.08 The convening of and procedure at meetings of each Standing Committee and any other committee established pursuant to these By-laws shall be conducted in the manner established by the Board from time to time. Meetings shall be held at any time and place to be determined by the committee Chair provided that forty-eight (48) hours' notice of such meeting shall be given to each member of the committee. No error or omission in giving notice of any meeting of any committee or any adjourned meeting of any committee shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat

- 13.09 All committees shall report their activities to the Board.
- 13.10 No resolution of any committee, other than decisions of the Executive Committee in respect of urgent matters between regular meetings of the Board shall be binding on the Board unless and until approved by the Board.
- 13.11 The Board may, in addition to any duties imposed by the By-laws, impose such duties on any committee and their respective members, as it considers appropriate from time to time.
- 13.12 Executive Committee
- (a) The Executive Committee shall be comprised of the following:
 - i. Chair
 - ii. Vice-Chair
 - iii. Secretary
 - iv. Treasurer
 - v. Officer-at-Large
 - (b) An Executive Committee member may be removed by a seventy-five (75%) percent majority vote of the Board of Directors.
 - (c) Three (3) members of the Executive Committee shall constitute a quorum.
- 13.13 At all meetings of the Executive Committee, every question shall be determined by a majority of votes cast at the meeting. A declaration by the Chair of the meeting that a resolution has been carried shall be prima facie proof of the fact.
- 13.14 Notice of meetings must be given to all Executive Committee members by mail, or electronic mail or by any other acceptable means at least two (2) days (forty-eight (48) hours) prior to the day of the meeting unless waived by all members of the Executive Committee.
- 13.15 Subject to the provisions of the Act, the Executive Committee shall exercise such powers relating to the administration of the affairs of the Association as the Board may determine, provided that the Executive Committee shall not have the power to repeal, vary, add to or amend the By-laws of the Association.

13.16 Nominating Committee Composition

The Association shall at all times have a Nominating Committee, mandated to identify candidates for the positions of Directors. The Nominating committee shall be comprised of at least three (3) Directors.

- a) A member of the Nominating Committee shall not be eligible for election to the Board of Directors at the next annual General Meeting.
- b) Members of this Committee shall serve a term of one (1) year.
- c) The chair of the Nominating Committee shall be designated by the Board of Directors.
- d) A majority of the members of the Nominating Committee shall constitute a quorum.
- e) Where possible the Nominating Committee shall include a member of the Executive Committee.

13.17 The Nominating Committee Role

- (a) Analyze board composition to determine what competencies, skills and or experience would best complement and complete the existing Board;
- (b) Strive to achieve a Board of Directors that is reflective of the diversity of the Association's membership and the broader federal Public Service.
- (c) Develop a slate of Directors based on guidelines and in consideration of the minimum representation requirements in 7.01 as follows:
 - One (1) of whom shall be an Associate Member
 - Nine (9) of whom shall be Regular Members, each of whom are permanent residents of the National Capital Region
 - Five (6) of whom shall be Regular Members, each of whom are permanent residents in one of the following regions: Atlantic,, Quebec,, Ontario,, Prairies,, British Columbia and Northern Regions.

13.18 The Nominating Committee shall propose a slate of Directors consisting of Members in good standing, based on the number of vacancies to be filled. Members of this Committee shall serve a term of one (1) year.

13.19 The slate of Directors should reflect the skill sets and competencies identified by the Board as important attributes that could assist the Association in attaining its purpose, objects and principles. To the extent possible, the slate should reflect the spirit of diversity referenced in the *Employment Equity Act* and the *Official Languages Act*.

Additionally, it should also reflect appropriate regard for the various hierarchical levels that exist within the Executive Group. The slate shall be developed in accordance with Policies and Procedures in effect from time to time. The chair of the Nominating Committee shall be designated by the Board of Directors.

- 13.20 The slate of proposed Directors shall be presented and subsequently voted on by the membership at the Annual General Meeting. A majority of the members of the Nominating Committee shall constitute a quorum.
- 13.21 The Nominating Committee shall submit a slate of proposed Directors seeking election at the Annual General Meeting of the Members called for that purpose. The slate shall be included in the notice of the Annual General Meeting of the Members to be sent to the Members.
- 13.22 The Chair of the Nominating Committee shall direct the Association to send electronic notification of the proposed slate of Directors and of the election to all Members in good standing on the date of the mailing.
- 13.23 The Association shall ensure that the date of the election and proposed slate of Directors be available on the Association's website pursuant article 15.03.
- 13.24 Audit Committee
- (a) The Audit Committee shall be composed of three Directors together with the Treasurer and the Chief Executive Officer. Neither the Treasurer nor the Chief Executive Officer shall be entitled to a vote.
- (b) The members of the Audit Committee shall be appointed by the Board of Directors.
- (c) Members of the Audit Committee shall hold office for a one (1) year term, renewable in accord with Article 13.24(b) herein, for a maximum of two (2) terms to ensure continuity within the Committee.
- (d) The Audit Committee shall review:
- the annual financial statements
 - the Auditor's annual report
 - management letters
 - reports on specific mandates; and
 - auditors engagement letters,
- and report on these to the Board.

- (e) the Audit Committee shall meet at least once a year with the Auditor, normally once the annual audit has been completed.

Part 14

Execution of Documents

- 14.01 Cheques shall be signed either by any two (2) officers of the Association or by the Chief Executive Officer and any one (1) officer of the Association, save and except the Chief Executive Officer shall not be entitled to sign any cheque relating to his or her own compensation or reimbursement for expenses. All contracts, documents and instruments in writing shall be executed in the fashion set out in the Policies and Procedures in effect from time to time. All contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality.

Part 15

Members' Meetings

- 15.01 The meeting of Members shall be held at the head office of the Association, at any place in Canada or virtually pursuant to Article 10.04 and on such day as the Board of Directors may determine.
- 1502 At every annual Meeting of Members, in addition to any other business that may be transacted, the report of the Board, the Board approved financial statement, the report of the auditors, and the appointment of auditors for the ensuing year shall be presented and approved by the membership. The Members may consider and transact any business either special or general at any meeting of the Members. A Meeting of Members may be called by the Chair on his/her own or by a majority decision of the Board of Directors. The Secretary shall then cause to be given notice of said meeting.
- 15.03 Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:
1. by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of twenty-one (21) to thirty five (35) days before the day on which the meeting is to be held; or
 2. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held

3. by posting notification of impending meetings on the Association's public website

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of Members.

- 15.04 The Board of Directors shall call a special meeting of Members in accordance with Section 167 of the Act, on written requisition of Members carrying not less than five (5%) percent of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.
- 15.05 Pursuant to section 171(1) (Absentee Voting) of the Act, a Member entitled to vote at a meeting of Members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:
 1. enables the votes to be gathered in a manner that permits their subsequent verification, and
 2. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendment to the by-laws of the Corporation to change this method of voting by Members not in attendance at a meeting of Members.

- 15.06 Each Regular Member present at a Meeting of Members shall have the right to exercise one vote. At all meetings of the Members, every question shall be disposed of by a simple majority of votes unless otherwise specifically provided by statute or by these by-laws. Forty (40) Regular Members present at a meeting, duly constituted, shall constitute a quorum.
- 15.07 No error or omission in giving notice of any General Meeting or any adjourned General Meeting of the Members shall invalidate such meeting or make void any proceeding taken or had thereat. For purpose of sending notice to any Member, Director or Officer for any meeting or otherwise, the electronic address of the Member, Director or Officer shall be the last address recorded in the records of the Association.

Part 16

Fiscal Year

16.01 The fiscal year shall be from April 1st to March 31st.

Part 17

Amendments

17.01 Subject to the articles, the Board of Directors may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by ordinary resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

Part 18

Auditors

18.01 The Members shall appoint an auditor at each annual General Meeting.

18.02 An auditor may be removed and replaced prior to the expiry of his or her appointment at a meeting of the Members.

18.03 The auditor shall conduct an annual audit of the Association's books and shall prepare statements and reports for each fiscal year.

Part 19

Books and Records

19.01 The Directors shall see that all necessary books and records of the Association required by the By-laws of the Association or by any applicable statute or law are regularly and properly kept.

Part 20
Rules and Regulations

- 20.01 The Board of Directors may prescribe such Policies and Procedures not inconsistent with these By-laws relating to the management and operation of the Association, as they deem expedient.

Part 21
Dissolution

- 21.01 Any resolution which proposes the dissolution of the Association must clearly state the dissolution date.

All financial liabilities of the Association that exist or shall arise after the dissolution date shall be satisfied by the Board prior to any distribution. Once all liabilities have been satisfied, the remaining cash/assets of the Association shall be provided to an association having similar Objects and Principles.