



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 Corporations Act*, R.S.C. 1970, c. C-32, as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the By-laws of the Association to provisions of the *Act* shall be read as referenced to the substituted provisions therefore in the new statute or statutes;
- (b) “APEX” is the Association of Professional Executives of the Public Service of Canada.
- (c) “Associate Member” means a former member of the Executive Group of the Public Service of Canada or their equivalent.
- (d) “Association” means the Association of Professional Executives of the Public Service of Canada;
- (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/Yukon Region” means the geographical region consisting of the province of British Columbia and the Yukon Territory;
- (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 6.02 of these By-laws.

- (l) “General Meeting” means a meeting of the Association held by the Association in accord with these By-laws and pursuant to the *Act* and includes a Special General Meeting;
- (m) “Governance Committee” means that committee consisting of the Chair, Vice-Chair, Secretary, Treasurer and an Officer-at-Large, who shall hold office pursuant to Article 13.03 of this By-law;
- (n) “Honorary Member” means an individual who could have a significant impact on the Association and who has been admitted as a Member of the Association.
- (o) “Members” shall consist of Regular Members, Associate Members and Honorary Members as detailed in Article 6.01 herein;
- (p) “Member in good standing” is a Member who is not in arrears in respect of membership fees;
- (q) “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*;
- (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 Governance Committee pursuant to Article 14.12.
- (t) “Ontario Region” means the geographical region consisting of the Province of Ontario;
- (u) “Policies and Procedures” means those policies and procedures adopted by the Board of Directors pursuant to Article 7.01 of this By-law;
- (v) “Prairie/Northwest Territories Region” means the geographical region consisting of the Provinces of Manitoba, Saskatchewan, Alberta and as well the Northwest Territories;
- (w) “Quebec/Nunavut Region” means the geographical region consisting of the Province of Quebec and the Territory of Nunavut;
- (x) “Regular Member” means a member of the Executive Group of the Public Service of Canada or their equivalent.
- (y) “Regulations” means the regulations enacted pursuant to the *Act* from time to time;
- (z) “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.

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
Corporate Seal

- 4.01 The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Association.

Part 5
Purpose, Objects and Principles

- 5.01 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.
- 5.02 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 6 Membership

- 6.01 There shall be three categories of members:
- (a) Regular Members;
 - (b) Associate Members; and
 - (c) Honorary Members.
- 6.02 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.
- 6.03 Regular Members have full rights and privileges of membership in the Association and are entitled to vote.
- 6.04 Associate Members have full rights and privileges of membership in the Association with the exception of voting rights.
- 6.05 Honorary Members have full rights and privileges of membership in the Association with the exception of voting rights.
- 6.06 Members shall pay membership fees as established by the Board from time to time.

- 6.07 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 and having satisfied all requirements as outlined in the Policies and Procedures in effect at the material time.
- 6.08 A Member may withdraw from membership at any time by notice in writing delivered to the Chief Executive Officer or the Secretary.
- 6.09 A Member shall cease to be a Member if membership fees payable pursuant to Article 6.06 are not paid within 3 months of being due.
- 6.10 All committees of the Association shall be composed of Members in good standing.
- 6.11 The Board of Directors may revoke the membership of a Member if such a Member has been found guilty of an offence under the *Criminal Code*.

Part 7 Board of Directors

- 7.01 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 establish, maintain and uphold the Policies and Procedures of the Association.
- 7.02 The Board shall have those powers, rights and privileges as conferred upon and vested in corporations pursuant to the *Canada Corporations 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) The Directors shall be empowered to authorize expenditures on behalf of the Association from time to time and in doing so may delegate by resolution to an officer or officers of the Association the right to employ and pay salaries to employees. The Directors shall 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 immoveable property of the Association, and the undertaking and rights of the Association.

Part 8 Number and Qualification

- 8.01 The Board shall consist of fifteen (15) Directors:
- one of whom shall be an Associate Member
 - Nine (9) of whom shall be Regular Members from the National Capital Region
 - Five (5) of whom shall be Regular Members, one from each of the Atlantic Region, Quebec/Nunavut Region, Ontario Region, Prairie/Northwest Territories Region, and British Columbia/Yukon Region.
- 8.02 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*

- 8.03 All existing Directors, other than those whose term of office has expired as a consequence of the existing restrictions upon renewal, holding office at the time of approval of these By-laws by the Members at a General Meeting shall continue in Office until the next annual General Meeting at which time the election of Directors shall be pursuant to these By-laws.

For the purpose of the election of Directors at the first annual General Meeting held after the approving of these By-laws, five of the Directors shall be elected for a term of one year; five of the Directors shall be elected for a term of two years and five of the Directors shall be elected for a term of three years.

- 8.04 Thereafter, Directors unless otherwise provided herein, shall be elected by the Members for a term of three (3) years, commencing on the date of the 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.

- 8.05 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 9

Vacancy and Removal from Office of a Director

- 9.01 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) 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 for cause by a seventy-five (75%) percent majority vote of the Board of Directors, providing notice of such an intention to remove the Director has been distributed to the Board of Directors not less than seven (7) days in advance of the meeting called for such purpose;

- (e) A Director may be removed at a General Meeting by a resolution passed by a seventy-five (75%) percent majority of votes cast at the General Meeting, 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;
- (f) If a Director is found by a Court to be of unsound mind;
- (g) 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;
- (h) If a Director has been found guilty of an indictable offence or breach of trust.
- (i) If a Director fails to pay membership fees within three (3) months of becoming due.

9.02 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 for the remainder of the term of such Director whose office has been vacated. Alternatively, notwithstanding 8.01, the Directors remaining in office may exercise all the powers of the Board of Directors provided that a quorum of the Directors remains in office.

Part 10 Reimbursement

10.1 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 determined by the Board from time to time.

Part 11 Board Meetings

11.01 Meetings of the Board of Directors may be held at any time and place to be determined by the Chair provided that 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.

- 11.02 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.
- 11.03 There shall be at least four (4) meetings of the Board annually.
- 11.04 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
 - (d) by any combination of the above provided that the Board has passed a general 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.
- 11.05 Quorum for any meeting of the Board shall require the participation of a minimum of one Officer together with a minimum of seven (7) Directors.
- 11.06 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.
- 11.07 The Board may appoint one or more 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.
- 11.08 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. 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.
- 11.09 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 12 Indemnification

- 12.01 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.
- 12.02 The Association shall be required to purchase and maintain insurance, if available, on behalf of each and every 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.
- 12.03 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.

- 12.04 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 13 Officers

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

(a) Chair

The Chair shall forward notice of and 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 Governance Committee. The Chair shall be an ex-officio member of all committees, except such committees on which the chair sits as a full member.

(b) Vice-Chair

The Vice-Chair shall, in the absence or disability of the Chair, 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.

(c) Secretary

The Secretary shall attend all meetings of the Board of Directors and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board of Directors, and shall perform such other duties as may be specified by the Board of Directors or Chair. The Secretary shall be custodian of the seal of the Association, which the Secretary shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in such resolution. The Secretary shall also perform such other duties as may be determined by the Board of Directors from time to time.

(d) Treasurer

The Treasurer shall be responsible for the custody of the funds and securities of the Association and shall be responsible to keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities, as may be determined by the Board of Directors from time to time. The Treasurer shall disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and Board of Directors at regular meetings of the Board of Directors, or whenever they may require it, an accounting of all transactions and a statement of the financial position of the Association.

(e) Officer-at-Large:

The Officer-at-Large, as an Officer of the Association and as a member of the Governance 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.

- 13.02 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.
- 13.03 An Officer of the Association shall hold office for two (2) years from the date of appointment pursuant to subsection 13.02, or until their successors is appointed 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.
- 13.04 All Officers shall be Directors of the organization and they shall cease to be Officers if they cease to be Directors.
- 13.05 The Chair shall preside at all meetings of the Association. The Chair is the only Officer and/or Director that shall speak publicly to the media on behalf of the Association.
- 13.06 In the absence, disability or resignation of the Chair, the Vice-Chair shall perform the duties and exercise the powers of the Chair. The Vice-Chair shall also perform such duties as may be determined by the Board of Directors from time to time.
- 13.07 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.

13.08 Chief Executive Officer

The Board of Directors may appoint a Chief Executive Officer, which shall be a staff position and shall be responsible for overall operations and general management of the Association. The Chief Executive Officer is a non-voting, ex-officio member of every Committee of the Association. 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 14 Committees

- 14.01 The Association shall have three standing committees:
- i. a Governance Committee, the members of which shall be elected by the Board pursuant to article 13.02
 - ii. a Nominating Committee and an Audit Committee, the members of which shall be appointed by the Board.
- 14.02 Other committees may be established from time to time by the Board to provide ongoing information for the benefit of the Board.
- 14.03 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
- 14.04 Each committee shall perform the duties required of it by the Board within the time specified in its term of appointment.
- 14.05 The Board, in its discretion, may approve such expenses as reasonably required by any committee in order to carry out its tasks.
- 14.06 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.
- 14.07 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.
- 14.08 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

- 14.09 All committees shall report their activities to the Board.
- 14.10 No resolution of any committee, other than decisions of the Governance 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.
- 14.11 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.
- 14.12 Governance Committee
- (a) The Governance Committee shall be comprised of the following:
 - i. Chair
 - ii. Vice-Chair
 - iii. Secretary
 - iv. Treasurer
 - v. Officer-at-Large
 - (b) A Governance Committee member may be removed by a 75% majority vote of the Board of Directors.
 - (c) Three (3) members of the Governance Committee shall constitute a quorum.
- 14.13 At all meetings of the Governance 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.
- 14.14 Notice of meetings must be given to all Governance Committee members by mail, fax or electronic mail or by any other acceptable means at least seven (7) days prior to the day of the meeting unless waived by all members of the Governance Committee.
- 14.15 Subject to the provisions of the *Act*, the Governance Committee shall exercise such powers relating to the administration of the affairs of the Association as the Board may determine, provided that the Governance Committee shall not have the power to repeal, vary, add to or amend the By-laws of the Association.
- 14.16 Nominating Committee

The Association shall at all times have a Nominating Committee, mandated to identify candidates for the positions of Directors. With due regard to the Association's strategic plan and any input provided by the Board of Directors, the Nominating Committee shall:

- (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.
- 14.17 The Nominating committee shall be comprised of at least three members in good standing two of whom shall be Directors of the Association. A member of the Nominating Committee shall not be eligible for election to the Board of Directors at the next annual General Meeting.
- 14.18 Members of this Committee shall serve a term of two-years with at least one member rotating off the Nominating Committee each year.
- 14.19 The chair of the Nominating Committee shall be designated by the Board of Directors from among the Directors.
- 14.20 A majority of the members of the Nominating Committee shall constitute a quorum.
- 14.21 The Nominating Committee shall propose a slate of candidates consisting of Members in good standing, based on the number of vacancies to be filled. The slate of candidates 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 of candidates should reflect the spirit of diversity referenced in the *Employment Equity Act* and the *Official Languages Act*. Additionally, the slate of candidates should also reflect appropriate regard for the various hierarchical levels that exist within the Executive Group. This slate of candidates shall be developed in accordance with Policies and Procedures in effect from time to time.
- 14.22 The slate of proposed candidates shall be presented to the Board and subsequently voted on by the membership at the annual General Meeting
- 14.23 The chair of the Nominating Committee shall ensure that notification of the proposed slate of candidates and of the election is sent to all Members in good standing on the date of the mailing.
- 14.24 Audit Committee
- (a) The Audit Committee shall be composed of three Members in good standing as well as two ex officio members being the Treasurer and the Chief Executive Officer.
 - (b) The members of the Audit Committee shall be appointed by the Board of Directors. The Board of Directors shall appoint the chair of the Audit Committee.
 - (c) Members of the Audit Committee shall hold office for a one-year term, renewable for a maximum of two 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 Governance Committee.
- (e) the Audit Committee shall meet at least once a year with the Auditor, normally once the annual audit has been completed.

Part 15 Execution of Documents

- 15.01 Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed either by any two Officers of the Association, or by the Chief Executive Officer and any one Officer of the Association, save and except the Chief Executive Officer shall not be entitled to sign any contracts, documents or instruments in writing, relating to his or her own compensation or reimbursement for expenses. All contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The seal of the organization when required may be affixed to contracts, documents and instruments in writing signed as aforesaid.

Part 16 Members' Meetings

- 16.01 The annual or any other General Meeting shall be held at the head office of the Association or at any place in Canada and on such day as the Board of Directors may determine.
- 16.02 At every annual General Meeting, in addition to any other business that may be transacted, the report of the Board, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The Members may consider and transact any business either special or general at any meeting of the Members. A General Meeting may be called by the Chair on his/her own or by a majority decision of the Board of Directors. The Secretary shall then give or cause to be given notice of said meeting. The Board of Directors shall call a Special General Meeting on written requisition of not less than 15% of the Regular Members.
- 16.03 Thirty (30) days prior written notice, including by e-mail, facsimile or any acceptable means, shall be given to each Member of any annual General Meeting or Special General Meeting. Notice of any meeting where special business shall be transacted should

contain sufficient information to enable the Member to form a reasoned judgment on the decision to be taken. Forty (40) Regular Members present at a meeting, duly constituted, shall constitute a quorum

- 16.04 Each Regular Member present at a General Meeting 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.
- 16.05 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 address of the Member, Director or Officer shall be the last address recorded in the records of the Association.

Part 17 Fiscal Year

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

Part 18 Amendments

- 18.01 The By-laws of the Association may be repealed or amended by a By-law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of those Regular Members present at a meeting duly called for the purpose of considering such By-law, provided that the repeal or amendment of such By-law shall not be enforced or acted upon until the approval of the Minister responsible has been obtained.

Part 19 Auditors

- 19.01 The Members shall appoint an auditor at each annual General Meeting.
- 19.02 An auditor may be removed and replaced prior to the expiry of his or her appointment at a meeting of the Members.
- 19.03 The auditor shall conduct an annual audit of the Association's books and shall prepare statements and reports for each fiscal year.

Part 20
Books and Records

- 20.01 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 21
Rules and Regulations

- 21.01 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 22
Dissolution

- 22.01 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.