

Canadian Postmasters
and
Assistants Association



l'Association canadienne
des maîtres
de poste et adjoints

281 Queen Mary, Ottawa, Ontario K1K 1X1

CPAA

By-laws Manual

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BY-LAW NO. 1

A by-law relating generally to the Conduct and affairs of
Canadian Postmasters and Assistants Association /
l'Association canadienne des maîtres de poste et adjoints

BE IT ENACTED as a by-law of:

Canadian Postmasters and Assistants Association /
l'Association canadienne des maîtres de poste et adjoints

(the "Association") as follows:

ARTICLE 1 PURPOSES AND PRINCIPLES

- 1.1 The purposes and objectives of the Canadian Postmasters and Assistants Association / l'Association canadienne des maîtres de poste et adjoints (hereinafter referred to as the "Association") are as follows:
- (a) To seek the best working conditions and remuneration for all Members, and to defend the rights and benefits acquired by the Association;
 - (b) To promote a closer relationship between the various Members for their mutual benefit, and to assist and encourage the involvement of Members in the operations of the Association;
 - (c) To invest and expend the funds of the Association for the benefit of the Members;
 - (d) To promote a mutually beneficial relationship between the Members, the Employer and the public;
 - (e) To collaborate with other trade unions and community groups to advance the interests of all Members;
 - (f) To promote gender equality within the Association.
- 1.2 For the attainment of the above objects and as incidental and ancillary thereto, to exercise any of the powers as prescribed by the Canada Not-For-Profit Corporations Act 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 therefore 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.

ARTICLE 2 DEFINITIONS

2.1 In this By-law, as amended, from time to time: (alphabetical order)

- (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 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) "Alberta, Northwest Territories and Nunavut Branch" means the branch of the Association representing Members situated in the Province of Alberta, the Northwest Territories and the Territory of Nunavut;
- (c) "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

(d) “Associate Member” means:

A retired Member who has paid the required membership fee to the Branch Secretary-Treasurer;

- (e) “At large” means representative members of a governing body who are elected or appointed to represent the whole membership;
- (f) “Board” or “Board of Directors” means the board of directors of the Association as set out herein;
- (g) “Branch Board” means a Board of Directors of a Branch;
- (h) “British Columbia and Yukon Branch” means the branch of the Association representing Members situated in the Province of British Columbia and the Yukon Territory;
- (i) “By-law” means the constitution and by-laws of the Association as may be amended from time to time;
- (j) “Chairperson” means the National President of the Association as elected pursuant to Article 20.16;
- (k) “Director” means an individual appointed or elected as Director, as the case may be, pursuant to Article 10.2, 11.4 (a) and 11.4 (b);
- (l) “General Meeting” means a meeting of the Members held by the Association in accord with these By-laws and pursuant to the Act and includes a Special General Meeting;
- (m) “Honorary Member” means a person who has been approved as an honorary member by the National Board of Directors or the Branch Executive Officers who while not a member of the Association has rendered distinguished services to the Association;
- (n) “Life Member” means a person who has been granted or awarded a life membership, in recognition of valuable services by the Branch Board of Directors. Active Members are not eligible for life membership;
- (o) “Manitoba Branch” means the branch of the Association representing Members situated in the Province of Manitoba;
- (p) “Maritime Branch” means the branch of the Association representing Members situated in the Provinces of Nova Scotia, New Brunswick, Prince Edward Island;
- (q) “Meeting of Members” means 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;

- (r) “Member” means a member of the Association as described in Article 9.1;
- (s) “National Office” means the National President and two (2) National Vice Presidents, each of whom shall hold office as a member of the National Office;
- (t) “Newfoundland Labrador Branch” means the branch of the Association representing Members situated in the Province of Newfoundland Labrador;
- (u) “Ontario Branch” means the branch of the Association representing Members situated in the Province of Ontario;
- (v) “ordinary resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (w) “Plenary session” means a meeting of the Members attended or meant to be attended by every member or delegate;
- (x) “Plurality-at-large” means in plurality-at-large voting, all candidates run against each other for “x” number of positions. Each voter selects up to “x” candidates on the ballot, and the “x” candidates with the most votes win the positions;
- (y) “Policies and Procedures” means those policies and procedures established by the Board of Directors from time to time that do not require ratification of the Members;
- (z) “proposal” means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- (aa) “Quebec Branch” means the branch of the Association representing Members situated in the Province of Quebec;
- (bb) “Regulations” means the regulations enacted pursuant to the Act;
- (cc) “Rules” means those rules and regulations as adopted by the Board of Directors pursuant to Article 8.1;
- (dd) “Saskatchewan Branch” means the branch of the Association representing Members situated in the Province of Saskatchewan;
- (ee) “special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
- (ff) “Term member” means: a Term Employee performing work in the Bargaining Unit;**
- (gg) “Vice-Chairperson” means the Vice President (English) or the Vice President (French) of the Association elected by the membership pursuant to Article 20.16.**

- 2.2 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 meanings given to such terms in the Act or such 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 used in the By-laws 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.

**ARTICLE 3
NAME**

- 3.1 The name of the Association is Canadian Postmasters and Assistants Association / l'Association canadienne des maîtres de poste et adjoints.

**ARTICLE 4
SEAL**

- 4.1 The official seal of the Association shall be in the form impressed on the original copy of this By-law or in such other form as may be prescribed from time to time by the National Board of Directors of the Association; however, it shall include on its face, "Canadian Postmasters and Assistants Association / l'Association canadienne des maîtres de poste et adjoints".

**ARTICLE 5
HEAD OFFICE**

- 5.1 The head office of the Association shall be situated in the City of Ottawa in the Province of Ontario and the books and records of the Association shall be maintained at the head office.

**ARTICLE 6
FISCAL YEAR**

- 6.1 The fiscal year of the Association shall coincide with the calendar year. The membership year shall be the same as the calendar year.

**ARTICLE 7
OFFICIAL LANGUAGES**

- 7.1 English and French shall be recognized as official languages in the conduct of the Association's affairs.

ARTICLE 8 RULES

- 8.1 The Board of Directors may from time to time adopt Rules consistent with this By-law relating to the Association's management and operation.
- 8.2 Any Rules and any subsequent amendment thereto, adopted by the Board of Directors, shall have immediate force and effect but shall cease to have force and effect unless ratified with or without amendment at the next National Quadrennial Convention.

ARTICLE 9 MEMBERSHIP

Active Members

- 9.1 All employees in good standing falling within the bargaining unit represented by the Association shall be entitled to active membership in the Association on the date of their appointment to an indeterminate full-time or part-time position, upon filing a "Member's File" with the head office of the Association and upon payment of the required membership fees.
- 9.2 All Active Members in good standing shall be entitled to all rights and privileges of the Association including voting and holding any elective position in the Branch in which their post office is located. Active Members may also be called to serve on National or Branch Committees.

Termination of Active Membership Status

- 9.3 Any Member may withdraw from active membership status in the Association by submitting a notice in writing to the Secretary-Treasurer of their Branch who shall then advise the National Office to remove the name from the list of Active Members. This notice shall take effect on the day it is received by the National Office. Non-Active Members shall continue to be liable for payment of union dues.

Suspension

- 9.4 A Member shall no longer be a Member in good standing when:
 - (a) Such Member has been suspended from membership in accordance with the Policies and Procedures of the Association;
 - (b) A Member's active membership status shall be suspended when acting in or temporarily promoted to a managerial position or when performing other duties outside the Bargaining Unit.

A Member who is not in good standing may not exercise any of the rights of a Member in good standing under the By-laws of the Association, or hold a position in the Association.

Reinstatement

- 9.5 A Member may apply in writing to the applicable Branch President to be reinstated into active membership when:
- (a) They cease to perform duties outside the Bargaining Unit; and/or
 - (b) They have served the suspension imposed.

Reinstatement Guidelines

- 9.6 The Branch Board will notify the National Office in writing if a Member having made application for reinstatement as an Active Member of the Association has been successful as per Appendix "H".
- 9.7 Upon the signing of the Association "Member's File", each and every individual Member of the Association shall be deemed to agree with, abide by and to be bound by the By-laws of the Association, the Policies and Procedures, and the Rules, as enacted from time to time.
- 9.8 Notwithstanding Article 9.4 (b), the National President and the National Vice Presidents during their term of office, shall be deemed to be Active Members of the Association.

Non-Active Membership Rights

- 9.9 Associate, Life, **Term**, and Honorary Members shall be entitled to all the rights and privileges of Active Members except for:
- (a) endorsing nomination forms;
 - (b) voting; **Term members shall have the right to vote at their Branch Conventions;**
 - (c) holding any elected position **of an Officer or Delegate** in the Association;
 - (d) Benefits under group life insurance policies in effect from time to time.

Membership Fees/Union Dues

- 9.10 Life and Honorary Members shall be exempt from payment of fees and union dues. The Associate membership fee shall be fixed by resolution of the Board from time to time. Any proposed change to the membership fee which is currently \$10.00 per annum, payable on the first day of the year, shall be submitted by the Board to the National Quadrennial Convention for approval.
- 9.11 Union dues for Active Members shall be fixed by resolution of the National Board of Directors of the Association. Any changes to union dues shall be submitted to the National Quadrennial Convention for approval.
- 9.12 Apportionment of union dues between the National Office and Branches shall be made by resolution passed by the National Board of Directors.

- 9.13 A member of the CPAA Bargaining Unit who chooses to work temporarily in another bargaining unit but retains the right to return to the CPAA bargaining unit shall continue to pay union dues to CPAA.
- 9.14 CPAA may provide a mandatory life insurance plan for its members. If a member is eligible to participate in the life insurance plan, the member is required to pay all insurance premiums payable for any mandatory group life insurance plan provided by CPAA.**

ARTICLE 10 BRANCHES

- 10.1 The Branches of the Association shall consist of the following:
- (a) the British Columbia and Yukon Branch;
 - (b) the Alberta, Northwest Territories and Nunavut Branch;
 - (c) the Saskatchewan Branch;
 - (d) the Manitoba Branch;
 - (e) the Ontario Branch;
 - (f) the Quebec Branch;
 - (g) the Maritime Branch;
 - (h) the Newfoundland Labrador Branch.
- 10.2 The affairs of a Branch shall be managed by a Board of Directors of five (5) or, if the Branch so determines, by a special resolution passed by the members of the Branch, six (6) Directors of whom a majority shall constitute a quorum and shall include not less than three (3) executive officers and two (2) or, in the case of a Branch with six (6) Directors, three (3) Directors. Only voting members in good standing of a Branch shall be eligible to serve as executive Officers or Directors. This amendment shall come into effect for the elections of Branch Officers and Directors in 2013.
- 10.3 The Executive Officers of a Branch shall consist of the Branch President, the Branch Vice President and the Branch Secretary-Treasurer.
- 10.4 The members of the Branch Board shall be elected by the voting Members of a Branch at the Branch Quadrennial Convention. Directors shall hold office until the final adjournment of the Branch Quadrennial Convention at which time their successors have been elected and shall be eligible for re-election.

Meetings of Branch Boards

- 10.5 There shall be a minimum of three (3) meetings annually of a Branch Board.
- 10.6 Additional Branch Board meetings may be called by the Branch President as deemed necessary.

- 10.7 A majority of the Branch Board, through the Branch Secretary-Treasurer, may call a meeting of a Branch Board at any time by notifying the members of the Branch Board at least three (3) days prior to the holding of such meeting.
- 10.8 Any decision to share any of the Branch funds for Association purposes outside the Branch shall require concurrence of a majority of the Branch Board.
- 10.9 Notwithstanding anything contained herein to the contrary, any meetings of the Branch Board; the Executive Officers; or members of a Branch (the "Meeting Participants") may be held as follows:
- (a) in person;
 - (b) by teleconference; or
 - (c) by other electronic means provided that:
 - (i) the Branch Board has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum, and recording votes;
 - (ii) each Meeting Participant has equal access to the specific means of the communication to be used;
 - (iii) each Meeting Participant has consented in advance to meeting by the electronic means of communication proposed for the meeting.
- 10.10 Quorum for any meeting of a Branch Board shall require a majority of the Directors then holding office.
- 10.11 When there is no quorum present, within thirty (30) minutes after the time for which the meeting was called, the Chairperson shall adjourn the meeting to some other time.
- 10.12 Each Director of a Branch shall be entitled to exercise one (1) vote at each meeting of a Branch Board. Except as expressly provided herein and unless otherwise required by the Act, or by law, at all meetings of a Branch Board, every question shall be determined by a majority of votes cast at the meeting. In the event of an equality of votes, the motion on the table will be defeated.

Filling Vacant Positions – Executive Officers and Branch Directors

- 10.13 Vacancies in a Branch Board shall be filled in the following manner:
- (a) A vacancy occurring in the position of Branch President shall be filled by the Branch Vice President for the remainder of the term of office.
 - (b) A vacancy occurring in the position of Branch Vice President or Branch Secretary-Treasurer shall be filled by appointment by the Branch President first from among the Branch Board, and secondly, from among the members of the Branch.

- (c) Should vacancies in the positions of Branch President and Branch Vice President occur simultaneously, the position of Branch President shall be filled by the Branch Secretary-Treasurer. A meeting of the remaining members of the Branch Board shall be convened immediately to take whatever steps necessary to confirm the appointment and/or otherwise fill the President's position.
- (d) A vacancy in the position of Branch Director shall be filled by appointment by the Branch Board of Directors from among the members of the Branch.
- (e) Should vacancies in the position of Branch President, Branch Vice President, and Branch Secretary-Treasurer occur simultaneously, it shall be the responsibility of the National Board to appoint a Branch President first from among the Branch Board and secondly from among the members of the Branch, to govern the affairs of the Branch until such time a regular election can be held.

10.14 A Branch Office position shall be vacated if the incumbent:

- (a) dies;
- (b) cannot complete the balance of their term due to physical or mental incapacity;
- (c) ceases to be a Member of the Association;
- (d) submits a resignation in writing to the Branch Secretary-Treasurer;
- (e) is removed from office by a resolution passed by seventy-five (75%) percent of the votes cast by the Branch Board present at a properly constituted meeting of the Board called for that express purpose.

10.15 A Branch Director shall cease to hold office as a Branch Director in the following circumstances:

- (a) If a Branch Director resigns, by delivery of a written resignation to the President of the Branch;
- (b) A Branch Director may be removed at an annual or special Meeting of the Branch by a resolution passed by a seventy-five (75%) percent majority of votes cast at such Branch Meeting, provided notice of such intention to remove a Director has been distributed to the members of the Branch not less than thirty (30) days prior to the meeting;
- (c) If a Branch Director fails to attend two (2) consecutive meetings of the Branch Board without reasonable excuse;
- (d) If a Branch Director is convicted of an indictable offence; or
- (e) If a Branch Director is petitioned into bankruptcy, files an assignment into bankruptcy or files a proposal under the provisions of the Bankruptcy and Insolvency Act.

10.16 A majority of the members of the Branch Board shall constitute a quorum.

Duties of Executive Officers

10.17 The Branch President shall:

- (a) Coordinate, strengthen and promote Branch activities that will further the purposes of the Branch and of the Association;
- (b) Call and preside at all Branch Board meetings;
- (c) Certify all vouchers for payment;
- (d) Appoint all Committee members of the Branch;
- (e) Be considered to be a member of all Committees of the Branch;
- (f) Ensure that full report(s) are presented to the Branch members in all matters and business of the Branch at the Branch Quadrennial Conventions and Branch Annual General Meetings;
- (g) In the absence or disability of the Branch Vice President, the Branch President may appoint a temporary replacement from within the Branch Board of Directors.

10.18 The Branch Vice President shall:

- (a) Assist the Branch President in performing his/her duties;
- (b) In the absence or disability of the Branch President, perform the duties of the Branch President.

10.19 The Branch Secretary-Treasurer shall:

- (a) Prepare minutes of all meetings of the Branch Board;
- (b) Prepare and distribute all Branch reports and notices required by law and by the By-laws of the Association;
- (c) Maintain and safeguard complete accounting records of all business of the Branch;
- (d) Receive all funds, and deposit them in the Branch's bank account(s) as may be designated by the Branch Board;
- (e) Provide a record of all transactions to the National Office of the Association at the end of each fiscal year;
- (f) Ensure that correct payments are made for all authorized vouchers, either by cheque or electronic funds transfer from the Branch bank account;
- (g) Present monthly financial reports to the Branch Board.

Authority of Branch Board

10.20 (a) **Management:**

The Branch Board shall administer and be responsible for the business affairs of the Branch and shall be empowered to make or cause to be made on behalf of the Branch, in its name, any kind of contract which the Branch may lawfully enter into and, except as otherwise specifically provided herein, shall exercise all such powers and do all such other acts and things as the Branch is authorized to do by this By-law. The Branch Board shall act in the best interests of the Branch and shall be responsible for overseeing the contract and operations of the Branch.

(b) **Delegation:**

The Branch Board may delegate such powers to such Officers or Directors of the Branch to such extent and in such a manner as the Branch Board may determine.

Meetings of Members of a Branch

10.21 There shall be an Annual General Meeting of the membership of a Branch at a time and place set by the Branch Board between the dates April 15th and June 30th.

10.22 Each Branch shall hold a Branch Quadrennial Convention between April 15th and June 30th in the year when the National Quadrennial Convention is to be held. The Branch Board shall determine the date(s) and place for the Branch Quadrennial Convention.

10.23 The Branch Quadrennial Convention shall be considered to be the annual general meeting of the members for that particular year.

10.24 Members who are not members of a Branch may attend the Branch Quadrennial Convention but shall not have any right to speak or vote.

10.25 Notice of the date and place of the Branch Quadrennial Convention shall be given to all members of a Branch at least thirty (30) days prior to the holding of such Branch Quadrennial Convention.

10.26 Nominations for the position of Branch President, Branch Vice President, Branch Secretary-Treasurer, and Branch Directors shall be in writing and duly proposed and seconded and endorsed by at least three (3) members in good standing of the Branch according to Appendix "F". Such nominations shall be filed with the Returning Officer no later than 6 p.m. on the day prior to the election.

10.27 Elections shall be by secret ballot.

- 10.28 The Returning Officer shall post a copy of the nomination form as soon as possible in the Convention Meeting Room.
- (a) As per Policy 46, an Officer/Member, that under an exceptional circumstance cannot be in attendance at the Branch Quadrennial Convention, has the right to have a proxy in place to put forward their nomination papers and speak on their behalf in running for a position on the Branch Board. In case there is a dispute as to whether or not Policy 46 will apply, the matter shall be referred to the Returning Officer whose decision shall be final.
- 10.29 Upon election, each Branch director and each Branch officer shall sign an “Oath or Solemn Affirmation of Office” in accordance with Appendix “A” and a “Confidential Disclosure Agreement” in accordance with Appendix “B”.
- 10.30 A Member of a Branch who knowingly will be unable to complete a full term of office shall not be eligible for nomination.
- 10.31 The Branch Executive Officers shall appoint a Returning Officer at each Branch Quadrennial Convention for the election of Branch President, Branch Vice President, Branch Secretary-Treasurer, Branch Directors and delegates. The Returning Officer shall not be an active member from the Branch and shall organize the details of the holding of the election with the assistance of the Branch Secretary-Treasurer.
- 10.32 The National Office shall provide each Branch a list of current members in good standings five (5) days prior to the opening of the Branch Quadrennial Convention. This list shall be provided** to the Returning Officer as soon as possible after the opening of the convention. Such list shall indicate the name, the initials, and the post occupied by such member with Canada Post Corporation.
- 10.33 A member of a Branch shall not be entitled to vote at the Branch Quadrennial Convention unless their name appears on the list of members of the Branch, or unless such person establishes that they are a member of the Branch to the satisfaction of the Returning Officer.
- 10.34 In case there is a dispute as to whether or not anyone attending the Branch Quadrennial Convention is entitled to receive a ballot, the matter shall be referred to the Returning Officer whose decision shall be final.
- 10.35 When there is more than one candidate, the Returning Officer shall obtain a sufficient quantity of ballots and such ballots shall be initialled by the Returning Officer before being given to the members.
- 10.36 A vote shall be taken in the manner prescribed by the Returning Officer.
- 10.37 In case of an election, the Returning Officer shall appoint scrutineers, who will assist in collecting and counting the ballots. Each candidate, if they so desire, shall have the right to appoint two (2) scrutineers, who will accompany the scrutineers appointed by the Returning Officer. Scrutineers, appointed by candidates shall not in any way assist in collecting or counting the ballots.

- 10.38 If there is more than one candidate for the positions of Branch President, Branch Vice President, or Branch Secretary-Treasurer, there shall be an election during the Branch Quadrennial Convention to fill each position. Such election shall be undertaken by secret ballot. Each candidate shall be allowed a maximum of ten (10) minutes to speak to the Convention delegates. A candidate may run for more than one position, but not hold office for more than one position.
- 10.39 No candidate shall be declared to be the Branch President, the Branch Vice President, or the Branch Secretary-Treasurer unless they obtain at least one-half ($\frac{1}{2}$) of the total votes cast plus one vote.
- 10.40 Should no one obtain the required number of votes to be declared Branch President, Branch Vice President, or Branch Secretary-Treasurer, the candidate obtaining the least number of votes shall be removed from the ballot and another vote shall be taken. The same procedure shall be repeated until a candidate has obtained one-half ($\frac{1}{2}$) of the total votes cast plus one vote.
- 10.41 All candidates for the position of Branch Director shall be elected by Plurality-at-Large. Each candidate shall be allowed a maximum of five (5) minutes to speak to the Convention delegates. A candidate may run for more than one position, but not hold office for more than one position. Such election shall be undertaken by secret ballot.
- 10.42 Credential forms (Appendix C) for Branch and National officers shall be completed and signed by a National Officer and verified by the National Office.
- 10.43 The Members of the Branch shall be represented at the National Quadrennial Convention on the basis of one delegate for each block of one hundred and fifty (150) members. These delegates, and an equal number of alternates, shall be elected at large at the Branch Quadrennial Conventions.
- 10.44 Nominations for delegate(s) to the National Quadrennial Convention shall be made verbally during the Branch Quadrennial Convention at the time set by the Returning Officer.
- 10.45** All candidates for delegate to the National Quadrennial Convention shall be elected by Plurality-at-Large vote. Each candidate shall be allowed a maximum of two (2) minutes to speak to the Convention delegates.
- 10.46 Credential forms (Appendix G) for delegates and alternates who are elected shall be completed by the Secretary-Treasurer of the Branch, signed by the delegate and verified by the Secretary-Treasurer of the Branch.
- 10.47 The Branch Secretary-Treasurer shall provide the list of elected delegates and alternates for the National Quadrennial Convention to the National Office of the Association immediately following the conclusion of the Branch Quadrennial Convention.

- 10.48 The Branch Quadrennial Convention proceedings shall be presided over by the Branch President who shall have a casting vote in the instance of a tie vote.
- 10.49 At any Branch Quadrennial Convention, ten (10) members of the Branch, apart from the Branch President, shall constitute a Quorum.
- 10.50 The Order of Business at the Branch Quadrennial Convention shall include the following subjects:
- (a) Call to order;
 - (b) Reading and approval of the Minutes of the last regular and all subsequent meetings;
 - (c) Business arising out of the Minutes;
 - (d) Appointment of temporary committees:
 - (i) Resolutions,
 - (ii) By-laws,
 - (iii) Election;
 - (e) Branch President's Report;
 - (f) Branch Secretary-Treasurer's Report;
 - (g) Election of the members of the Branch Board;
 - (h) Election of delegates to the National Quadrennial Convention by the members of a Branch present and voting;
 - (i) Time and place of the next Branch Quadrennial Convention;
 - (j) Other business;
 - (k) Adjournment.

ARTICLE 11 NATIONAL BOARD OF DIRECTORS

- 11.1 The affairs of the Association shall be managed by the National Board of Directors.
- 11.2 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 By-laws;

- (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;
- (j) Execute the directives which are received from the Members at the National Quadrennial Convention;
- (k) Take whatever decisions which are deemed necessary from time to time for the good administration of the affairs of the Association;
- (l) Delegate to the National Officers any and all power which they may deem necessary for the good administration of the affairs of the Association;

- (m) Approve all tentative Collective Agreements and amendments prior to ratification by the voting Members.

However in a case of extreme emergency, the National Board of Directors shall have the authority to accept an agreement or an amendment between the Employer and the Association without seeking or obtaining ratification by the voting Members of the Association. At least nine (9) members of the National Board of Directors must vote in favour of accepting the said agreement or amendment at a meeting called for that express purpose.

- (n) Ensure that ballots are mailed by Lettermail to all Active Members for the purpose of ratifying an agreement that a return envelope prepaid at Lettermail rate of postage is provided and that receipt and tabulation of ballots be conducted by an independent firm.

11.3 Term of Office: Directors shall be elected for a term of four (4) years, beginning at the commencement of the annual meeting of Members at which the election of such individual to the Board of Directors is to be effective.

11.4 Election of Directors: The Directors of the Corporation shall be elected by the Members at an annual meeting of the Members. A Director, if otherwise qualified, is eligible for election for consecutive terms.

- (a) The Nominating Committee shall consist of four (4) individuals selected by the President from time to time. The Nominating Committee shall develop a slate of candidates for consideration for election to the Board of Directors by the Members at an annual meeting of the Members. Such slate shall be included in the Notice of the Meeting of Members to be sent to the Members pursuant to Article 20.30. In developing a slate of Directors for consideration by the Members, at the annual Meeting of Members, the Nominating Committee shall develop a slate of Directors based on guidelines which shall take into consideration the following:

- (i) One (1) of the proposed candidates shall be the President of the British Columbia and Yukon Branch;
- (ii) One (1) of the proposed candidates shall be the President of the Alberta, Northwest Territories and Nunavut Branch;
- (iii) One (1) of the proposed candidates shall be the President of the Saskatchewan Branch;
- (iv) One (1) of the proposed candidates shall be the President of the Manitoba Branch;
- (v) One (1) of the proposed candidates shall be the President of the Ontario Branch;
- (vi) One (1) of the proposed candidates shall be the President of the Quebec Branch;

- (vii) One (1) of the proposed candidates shall be the President of the Maritime Branch;
- (viii) One (1) of the proposed candidates shall be the President of the Newfoundland Labrador Branch.”
- (b) Members of the National Office: The members of the National Office who have been elected pursuant to Article 20.17 shall also be Directors of the Association during their term of office.
- (c) Should the Nominating Committee not be successful in identifying one or more candidates in accord with this Article then, so long as there is an overall quorum for Directors, such position or positions shall be left vacant until the next annual Meeting of Members.

ARTICLE 12 MEETINGS OF THE BOARD OF DIRECTORS

- 12.1 Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that three (3) 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. If in the instance of an urgency, as determined by the Chairperson, the three (3) days notice requirement may be waived by the Chairperson 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 Chairperson.
- 12.2 Meetings of the Board may be called by the Chairperson on his/her own and must be called by the Chairperson as required.
- 12.3 A majority of the Directors through the National Office of the Association may call a meeting of the Board of Directors at any time by notifying the National Board of Directors. Whenever possible at least three (3) days notice shall be given prior to the holding of such meeting.
- 12.4 Notwithstanding anything contained herein to the contrary, any meetings 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 provided that:
 - (i) the Board has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum, and recording votes;
 - (ii) each Meeting Participant has equal access to the specific means of the communication to be used;

- (iii) each Meeting Participant has consented in advance to meeting by the electronic means of communication proposed for the meeting.
- 12.5 Quorum for any meeting of the Board shall require a majority of the Directors then holding office one of whom shall be either the Chairperson or, in his or her absence, either the Vice President (English language) or the Vice President (French language) as the case may be.
- 12.6 When there is no quorum present, within thirty (30) minutes after the time for which the meeting was called, the Chairperson shall adjourn the meeting to some other time.
- 12.7 Each Director shall be entitled to one (1) vote. 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 event of an equality of votes, the motion on the table will be defeated.
- 12.8 There shall be at least four meetings annually of the Board of Directors with a quorum requiring that a majority of the Directors be present in person.
- 12.9 Should a Director be unable to attend a meeting of the National Board of Directors, such Director shall appoint a replacement in the following order:
 - (a) the Branch Vice President; or
 - (b) the Branch Secretary-Treasurer; or
 - (c) a Director of their own Branch until the final adjournment of that convention or that meeting.

ARTICLE 13
VACANCY AND REMOVAL FROM OFFICE OF DIRECTORS

- 13.1 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 Chairperson of the Association;
 - (b) 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 General Meeting;
 - (c) If a Director fails to attend two (2) consecutive meetings of the Board without reasonable excuse;
 - (d) If a Director is convicted of an indictable offence; or
 - (e) If a Director is petitioned into bankruptcy, files an assignment into bankruptcy or files a proposal under the provisions of the Bankruptcy and Insolvency Act.

- 13.2 Provided that if a vacancy shall occur in the Board of Directors, the Directors remaining in office may exercise all of the powers of the Board provided that a quorum of Directors remains in office.
- 13.3 Quorum: A majority of the members of the Board of Directors shall constitute a quorum.

**ARTICLE 14
AUTHORITY OF BOARD OF DIRECTORS**

14.1

(a) **Management:**

The Board shall administer and be responsible for the business affairs of the Association and shall be empowered 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, except as otherwise specifically provided herein, shall exercise all such powers and do all such other acts and things as the Association is by its Letters Patent or otherwise authorized to exercise and do. The Board may authorize expenditures on behalf of the Association from time to time. The Board shall act in the best interests of the Association and shall be responsible for overseeing the conduct and operation of the Association.

(b) **Delegation:**

The Board may delegate such powers to such Officers or Directors to such extent and in such a manner as the Board of Directors may determine. Nothing herein limits or is intended to restrict 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.

**ARTICLE 15
AGENTS AND PROFESSIONALS**

- 15.1 The Board may appoint such agents and retain such professional services as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as determined by the Board.
- 15.2 The Board shall engage the services of adequate personnel to work on behalf of the Association and shall acquire such office space and equipment as is necessary.

**ARTICLE 16
INDEMNIFICATION OF DIRECTORS AND OTHERS**

- 16.1 The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Association, by reason of the fact that he/she is or was a Director, Officer, employee or agent of the Association, or is or was serving at the request of the

Association as a director, officer, employee, or agent of another corporation, partnership, joint venture trust or other enterprise, against expenses, including legal fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order or settlement, shall not, of itself, create a presumption that a person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding had no reasonable cause to believe that his/her conduct was unlawful.

- 16.2 The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favour by reason of the fact that he/she is or was a Director, Officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The Association shall indemnify against expenses including legal fees, actually and reasonably incurred by him in connection with the defence or settlement of the action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Association, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjusted to be liable for negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.
- 16.3 To the extent that a Director, Officer, employee or agent of the Association has been successful on the merits or otherwise in defence of any action, suit or proceeding referred to in Articles 16.1 and 16.2 of the present article, or in defence of any claim, issue or matter therein, he/she shall be indemnified against expenses, including legal fees, actually and reasonably incurred by him in connection with the action, suit or proceeding.
- 16.4 Any indemnification under Article 16.1 of the present article, unless ordered by a court, shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in this article. The determination shall be made by the Board by a majority vote of a quorum consisting of Directors who were not parties to the action, suit or proceeding, and if such a quorum is not obtainable, or even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or by the Members.

**ARTICLE 17
INSURANCE**

- 17.1 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 against any liability incurred or alleged to have been incurred by them by reason of being or having been Directors or Officers of the Association.

**ARTICLE 18
NATIONAL OFFICE**

- 18.1 The National Office shall consist of the National President, one (1) National Vice President (English), one (1) National Vice President (French) and one appointed National Labour Relations Officer.
- (a) When the National Officers assume full-time duties of the National Office, they shall immediately resign their Branch responsibilities.
 - (b) Upon election, the National Officers shall sign an “Oath or Solemn Affirmation of Office” in accordance with Appendix “A” and a “Confidential Disclosure Agreement” in accordance with Appendix “B”.
 - (c) The National Officers shall be bilingual. If not, they shall undertake to follow language training during the twelve (12) months following their election in order to achieve bilingual status. This training shall be paid for by the Association. If, at the end of their second (2nd) mandate, they have not achieved bilingual status (able to converse), they shall be deemed ineligible for re-election.
 - (d) The National Officers shall hold office until either their re-election or until the final adjournment of the National Quadrennial Convention or meeting at which their successors are elected.
- 18.2 The National President may engage one or more of the outgoing National Officers to remain at the National Office in a supportive capacity for up to thirty (30) days following the National Quadrennial Convention.
- 18.3 In the case of a vacancy arising in the position of the National President, the Board shall appoint one of the National Vice Presidents to fulfill the remainder of the term of such office.
- 18.4 In the case of a vacancy arising in the position of a Vice President, the Board shall appoint a current member of the Board to fulfill the remainder of the term of such office.
- 18.5 Should simultaneous vacancies occur in the positions of National President and one of the National Vice Presidents, the position of National President shall be filled by the remaining Vice President.
- 18.6 A meeting of the remaining members of the National Board shall be convened immediately to take whatever steps necessary to confirm the appointment and/or otherwise fill all vacant positions of the National Officers.

18.7 A National Office position shall be vacated if the incumbent:

- (a) dies;
- (b) cannot complete the balance of their term due to physical or mental incapacity;
- (c) ceases to be a Member of the Association;
- (d) submits a resignation in writing to the National Office;
- (e) is removed from office by a resolution passed by seventy-five percent (75%) of the votes cast by the Board of Directors present at a properly constituted meeting of the Board called for that express purpose.

ARTICLE 19 DUTIES OF THE NATIONAL OFFICERS

National President

19.1 The National President shall be the Chief Executive Officer of the Association and shall see that all orders and instructions of the National Board and of the National Quadrennial Convention and the Policies and Rules as enacted from time to time by the Board are carried out and shall:

- (a) Coordinate, strengthen and promote national activities that will further the purposes of the Association.
- (b) Call and preside over all meetings of the Association and perform all acts and duties usually required of a national president.
- (c) Be considered to be a member of all committees of the Association.
- (d) Certify all vouchers for payment.
- (e) Ensure that all records, reports and certificates required by law are properly maintained and safeguarded on behalf of the Association.
- (f) Ensure that all matters and business of the Association are reported to the National Board of Directors at their meetings.
- (g) Appoint all committee members.
- (h) Supply every member of the National Board with copies of relevant official correspondence.
- (i) Assign duties and responsibilities to the National Vice Presidents such as to ensure that the affairs of the Association are conducted in an efficient manner.

Vice President

- 19.2 The designated National Vice President shall, in the temporary absence or disability of the National President, perform the duties of the National President and all of the duties as shall from time to time be assigned by the National President or the Board.
- 19.3 Temporary assignments to replace the National President shall be delegated by the National President to the Vice Presidents on an alternating basis.

ARTICLE 20 NATIONAL QUADRENNIAL CONVENTION

- 20.1 There shall be a National Quadrennial Convention of the Association at the time and place to be decided by the National Board of Directors of the Association which shall be considered to be an annual meeting of the members in the year held.
- 20.2 The National Quadrennial Convention shall be attended by the following delegates:
- (a) All members of the National Board of Directors;
 - (b) All Branch Vice Presidents, Branch Secretary-Treasurers, and by all Branch Directors;
 - (c) Delegates who have been elected by the Branches of the Association at their Branch Quadrennial Convention. Delegates shall be chosen on the basis of one delegate for each block of one hundred and fifty (150) Members;
 - (d) All delegates shall have the right to vote and take part in all proceedings at the National Quadrennial Convention;
 - (e) If a delegate is unexpectedly unable to attend the National Quadrennial Convention of the Association, a proxy vote of such Delegate shall be recognized so long as it is in accordance with the requirements of Appendix "E" hereto.
- 20.3 The English and French languages shall both be recognized as official languages at the National Quadrennial Convention.
- 20.4 Any Member shall be entitled to attend the National Quadrennial Convention as an observer, but without the right to speak or vote and at no expense to the Association.
- 20.5 Each member of the National Board of Directors shall be provided with a credential form signed by a National Officer, in accordance with Appendix "C".
- 20.6 Notice of the date and place of the National Quadrennial Convention shall be given to the Branches prior to the holding of their individual Quadrennial Convention.

Election of National Officers

- 20.7 Nominations for the positions of National President, National Vice President (English language) and National Vice President (French language) shall be in writing and duly proposed, seconded, and endorsed by at least three (3) Members in good standing. Nominees shall sign the nomination form as per Appendix “D” to confirm their acceptance of the nomination. Such nominations shall be filed with the Returning Officer no later than 6 p.m. on the day prior to the election.
- 20.8 The Returning Officer shall post a copy of the nomination form as soon as possible in the Convention Meeting Room.
- (a) As per Policy 46, an Officer/Member, that under an exceptional circumstance cannot be in the attendance at the National Quadrennial Convention, has the right to have a proxy in place to put forward their nomination papers and speak on their behalf in running for a position on the National board. In case there is a dispute as to whether or not Policy 46 will apply, the matter shall be referred to the Returning Officer whose decision shall be final.
- 20.9 No Member shall be a candidate for more than one position.
- 20.10 A Member who knowingly will be unable to complete a full term of office shall not be eligible for nomination.

Returning Officer

- 20.11 The National Officers shall appoint a Returning Officer at least thirty (30) days prior to the date of the National Quadrennial Convention for the election of the National Officers. The Returning Officer shall organize the details of the holding of the election with assistance from the National Office.
- 20.12 The National Office shall deliver the complete list of Branch delegates and alternates to the Returning Officer no later than the commencement of the National Quadrennial Convention proceedings.
- 20.13 In case there is more than one candidate, the Returning Officer shall obtain a sufficient quantity of ballots and such ballots shall be initialled by the Returning Officer before being given to the delegates. A vote shall be taken in the manner prescribed by the Returning Officer. No delegate or candidate shall be entitled to take part in or vote in the proceedings unless they present proper credentials. In case of a contest, the Returning Officer shall appoint scrutineers who will collect the ballots and who will assist in counting same. Nevertheless, each candidate if they so desire, shall have the right to appoint two (2) scrutineers to observe the counting of the ballots. Such scrutineers shall not in any way assist in collecting or counting the ballots.
- 20.14 In case there is a dispute as to whether or not anyone attending the National Quadrennial Convention is entitled to take part in or vote in the proceedings, the matter shall be referred to the Returning Officer whose decision shall be final.

Election Process

- 20.15 Elections shall be by secret ballot.
- 20.16 If there is more than one (1) candidate for the position of National President and National Vice Presidents, there shall be an election for the respective position(s) by secret ballot on the date fixed to choose these officers during the proceedings of the National Quadrennial Convention. Each candidate shall be allowed a maximum of ten (10) minutes to speak to the National Quadrennial Convention delegates prior to the conducting of the election.
- 20.17 Candidates shall be declared for office of the National President and National Vice Presidents when they have obtained at least one-half ($\frac{1}{2}$) of the total votes cast plus one vote for each such office.
- 20.18 Should no one obtain the required majority, then the candidate obtaining the lowest vote shall drop out and another ballot shall be taken. The same procedure shall be repeated until a candidate has obtained one-half ($\frac{1}{2}$) of the total votes cast plus one vote.
- 20.19 For the election of the National Vice President (French language) position only:
- (a) Votes cast by delegates who declared their first official language to be English (as per their credential form) shall be assigned a value of one vote.
 - (b) Each vote cast by delegates who declared their first official language to be French (as per their credential form) shall be assigned a weighted value. The weighting factor shall be obtained by dividing the number of English language delegates by the number of French language delegates.
- 20.20 Any candidate who is not a delegate at the National Quadrennial Convention shall not have the right to speak or vote at any of the proceedings of the said National Quadrennial Convention, except for those proceedings relating to the election of the position for which the candidate is seeking election.
- 20.21 In case there is a dispute as to whether or not anyone attending the National Quadrennial Convention is entitled to take part in or vote in the proceedings, the matter shall be referred to the Returning Officer whose decision shall be final.

Casting Vote

- 20.22 The National Quadrennial Convention proceedings shall be presided over by the National President of the Association who shall have a casting vote in the instance of a tie vote.

Quorum

- 20.23 At any National Quadrennial Convention, ten (10) delegates, apart from the National President, shall constitute a Quorum.

Order of Business

20.24 The Order of Business at the National Quadrennial Convention shall be as follows:

- (a) Call to order;
- (b) Roll call of national officers and delegates;
- (c) Reading and approval of the Minutes of the last regular and all subsequent meetings;
- (d) Business arising out of the Minutes;
- (e) Appointment of temporary committees:
 - (i) Credentials,
 - (ii) By-laws,
 - (iii) Nominating/Election;
- (f) National President's Report;
- (g) Auditor's Report;
- (h) Reports of the permanent Committees;
- (i) Appointment of Auditors;
- (j) Election of the National Officers;
- (k) Time and place of the next National Quadrennial Convention;
- (l) Other business;
- (m) Discussion of the contract;
- (n) Adjournment.

By-law Amendments

20.25 All proposed amendments to the By-laws from individual Members or a Branch shall be submitted in writing to the National Office at least thirty (30) days prior to the opening of the National Quadrennial Convention.

20.26 All proposed amendments to the By-laws from the National Officers shall be submitted in writing to the Chairman of the By-law Committee, prior to the final meeting of the By-law Committee at the National Quadrennial Convention, even if there is insufficient time to satisfy the fifteen (15) day notice period referenced in Article 20.29 below.

20.27 All proposed amendments will be given to the By-laws Committee who will discuss, classify, clarify if necessary (not change the original intent) and group similar amendments. All amendments will be then presented to the National Board for further consideration. Any ensuing recommendation of the National Board shall be considered at the next Quadrennial Convention.

20.28 All amendments to be considered shall be reported by the By-law Committee to the National Quadrennial Convention and shall be read at a plenary session of the National Quadrennial Convention and acted upon at a plenary session on the following day of the National Quadrennial Convention.

20.29 Subject to Article 20.26, all proposed amendments to the By-laws shall be submitted to all delegates at least fifteen (15) days prior to the opening of the National Quadrennial Convention.

National Annual General Meeting

20.30 There shall be a National Annual General Meeting of the Members during the years when there is no National Quadrennial Convention at a time and place to be determined by the National Board of Directors. At such meeting, the Members shall receive a report of the activities of the National Board of Directors of the Association for the previous year, a financial statement of the Association, the auditors' report and such other information or reports relating to the Association's affairs as the Directors may determine. 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 21 to 60 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.

ARTICLE 21 NATIONAL COMMITTEES

21.1 The National Committee members shall be appointed by the National President from among the National Executive Officers, National Labour Relations Officer, National Directors and the Active Members subject to the following:

- (a) Each National Committee shall be composed of at least two (2) members from the National Board of Directors.
- (b) Each Branch President shall sit on a minimum of one (1) of the following committees:
 - (i) Training and Education, Finance, By-laws and Policies and Negotiation.

The selection of committee members shall be at the discretion of the National President. The National President may rotate each Branch President, when possible, to sit on each of these committees.

- (c) The National Labour Relations officer shall sit on the Labour Relations Committee and may sit on the Negotiations Committee.

- 21.2 At the first National Board meeting held at the Head Office of the Association, after the National Quadrennial Convention, the National President shall announce the names of the members of the following committees:
- (a) Negotiating Committee
 - (b) Labour Relations Committee
 - (c) Finance Committee
 - (d) By-laws Committee
 - (e) Training and Education
 - (f) Health and Safety
 - (g) Sub-committees as needed
- 21.3 There shall be a Post Board Meeting held after the National Quadrennial Convention to discuss any business pertinent to the Association arising out of the National Quadrennial Convention.
- 21.4 The National President shall fill any vacancy on any National Committee by appointing a member of the National Board of Directors or an Active Member.
- 21.5 The National Finance Committee shall act in an advisory capacity to the National Board of Directors. All funds in excess of the amount needed for the expenses of the current fiscal year may, at the discretion of the National Finance Committee, be invested in Canada Savings Bonds or in Guaranteed Investment Certificates issued by any chartered Bank of Canada subject to the insurance limit of Canada Deposit Insurance Corporation.
- 21.6 For matters relating to the conduct or performance of the National Officers, a Conflict Resolution Committee shall be established as needed in accordance with Policies and Procedures.

ARTICLE 22 AUDIT OF ACCOUNTS AND APPOINTMENT OF AUDITORS

- 22.1 The books and records of the Association, including Branches, shall be audited annually at the Head Office of the Association.
- 22.2 The auditors shall be members in good standing of an Association of Public Accountants and Auditors in the Province where the Head Office of the Association may be located.
- 22.3 The auditors shall be appointed by a motion at the National Quadrennial Convention.

- 22.4 The auditors shall furnish a sufficient number of copies of the complete audited report for distribution to each member of the National Board of Directors of the Association, the Branch Secretary-Treasurers, and all members of the Branch Boards.
- 22.5 The books and accounts of the Association shall be open to inspection by Members on any regular business day.

**ARTICLE 23
INTERIM BY-LAW AMENDMENT**

- 23.1 The National Board of Directors may from time to time amend this or other By-laws or pass By-laws which are not contrary to law, to regulate the conduct of the affairs of the Association by a resolution carried by two-thirds (2/3) of the National Directors present at a meeting of the National Board of Directors. Such By-laws shall become effective upon receiving ratification at the next National Quadrennial Convention.
- 23.2 If the By-law is not ratified at the National Quadrennial Convention, it shall be deemed to have been effective up to and including the date of the ratification vote.

**ARTICLE 24
REQUIREMENT OF CONTINUED MEMBERSHIP**

- 24.1 Each Branch and each Member shall, as a requirement of continued membership and/or involvement in Association matters, agree to be bound by and to recognize both the Rules and the Policies approved and adopted by the Board from time to time.

**ARTICLE 25
PARLIAMENTARY PROCEDURE**

- 25.1 The Parliamentary procedure, as contained in "Robert's Rules of Order", shall be used on all points which may arise, and which are not provided for in this By-law.

APPENDIX "A"

OATH OR SOLEMN AFFIRMATION OF OFFICE

[10.29, 18.1 (b)]

I, _____
(PRINT NAME)

swear (or solemnly affirm) that I will faithfully and truly perform my duty as

Pres. / Vice Pres. / Sec.-Treas. / Dir.

of the _____,
Branch Name (if applicable)

of the Canadian Postmasters and Assistants Association, and that I will, in all matters connected with the discharge of such duty do all things, and such things only, as I shall truly and conscientiously believe to be adapted to promote the objects for which the said Association was constituted according to the true intent and meaning of the same.

(In the case of an oath, add: So help me God.)

Signed at _____ Date _____

Officer:

Witness: National Officer or Returning Officer

APPENDIX "B"

CONFIDENTIAL DISCLOSURE AGREEMENT

[10.29, 18.1 (b)]

Between

Canadian Postmasters and Assistants Association (The "Association")

281 Queen Mary
Ottawa, Ontario K1K 1X1

and

Officer

Address

Position

This agreement is effective the _____ day of _____, 20____, and, except for paragraph 3, will remain effective for a period of five (5) years from the date of termination of the term of office.

Whereas an officer upon election is required to take an oath of office in which a commitment is undertaken to discharge all duties in the manner for which the Association was constituted; and

Whereas CPAA has certain proprietary, confidential and Members' personal information ("Confidential Information") relating to the business of the Association which it is necessary to protect from disclosure or improper use; and

Whereas it is necessary for officers of the Association to have access to such information in the discharge of their duties.

Therefore, as a result of the officers' elected position as a fiduciary of the Association, and in consideration of the fact that the information is disclosed to officers, the following regulations shall apply:

1. Officers shall not disclose any Confidential Information and/or related documents to any other party except as intended by this agreement.

2. All originals and copies of any documents containing Confidential Information that have been made available to or otherwise acquired by the officer in the performance of his/her shall be immediately returned to the Association upon termination of office.
3. Confidential Information that is private Member information shall not be disclosed by any officer while in office or at any subsequent time. Members shall also comply at all times with the requirements of any privacy legislation that applies to Confidential Information they have received.
4. The Association reserves the right to pursue a remedy in any case where an officer discloses Confidential Information to any outside source contrary to this agreement.
5. Confidential Information includes all information relating to the Association's business in any format: written, electronic or otherwise, which the Association shall disclose or make available to, or which an officer shall observe or learn in connection with or during their term of office, and/or during discussions with Association representatives. Confidential Information does not include any information which:
 - a) was already known to the officer at the time of disclosure;
 - b) is generally known to the public;
 - c) was subsequently, lawfully disclosed to the officer by a third party;
 - d) must be disclosed by law or is ordered disclosed by a court of competent jurisdiction.
6. In the event the Officer breaks the terms of this confidentiality agreement, and in addition to any other remedies available to the Association, the Officer shall compensate the Association for any losses arising as a result of the breach.

Signed at _____ Date _____

Officer:

Witness: National Officer or Returning Officer

APPENDIX "C"

CREDENTIAL FORM OFFICERS

[10.42, 20.5]

**CANADIAN POSTMASTERS AND ASSISTANTS ASSOCIATION /
L'ASSOCIATION CANADIENNE DES MAÎTRES DE POSTE ET ADJOINTS**

I, the undersigned, National Officer of the Canadian Postmasters and Assistants Association / l'Association canadienne des maîtres de poste et adjoints, hereby certify that

(Print name)

is a:

- member of the National Board of Directors or
- Branch Vice President or
- Branch Secretary-Treasurer or
- Branch Director

and is entitled to attend the National Quadrennial Convention of this Association to be held at

_____ on the _____ day of _____, 20 _____.
(location)

For the purpose of voting in the election of the Vice President (French language) position only, I declare that my first language is: _____.
(print one: <English> or <French>)

(Signature of Member of the Board of Directors)

Dated at _____
(location)

this _____ day of _____, 20 _____.

(National Officer)

APPENDIX "D"

NATIONAL NOMINATION

[20.7]

Proposed by: _____
(Signature of Member proposing)

Seconded by: _____
(Signature of Member seconding)

Endorsed by: _____
(Signature of First Member endorsing the Nomination)

(Signature of Second Member endorsing the Nomination)

(Signature of Third Member endorsing the Nomination)

that _____
(Name of Member)

be nominated for the position of _____
(Please signify the national office that the Member is being nominated to fill.)

OF CANADIAN POSTMASTERS AND ASSISTANTS ASSOCIATION /
L'ASSOCIATION CANADIENNE DES MAÎTRES DE POSTE ET ADJOINTS

Dated at _____, this _____ day of _____ 20 _____.

I hereby accept the aforesaid nomination for the position of

(Pres., Vice Pres.)

OF CANADIAN POSTMASTERS AND ASSISTANTS ASSOCIATION /
L'ASSOCIATION CANADIENNE DES MAÎTRES DE POSTE ET ADJOINTS

Dated at _____, this _____ day of _____ 20 _____.

(Signature of Member accepting the Nomination)

APPENDIX "E"

PROXY

[20.2 (e)]

The undersigned, _____,
a delegate to the National Quadrennial Convention is, as a result of illness, accident or
unforeseen hardship, unable to attend and vote at the National Quadrennial Convention, or
any part thereof, and thus hereby appoints _____
as the nominee of the undersigned to attend at and vote at the National Quadrennial
Convention to be held on _____ to
the same extent and have the same power as if the undersigned was present and voting at
the said National Quadrennial Convention.

Dated at _____,

the ____ day of _____ 20____.

(Signature of Delegate)

APPENDIX "F"

BRANCH NOMINATION

[10.26]

Proposed by: _____
(Signature of Member proposing)

Seconded by: _____
(Signature of Member seconding)

Endorsed by: _____
(Signature of First Member endorsing the Nomination)

(Signature of Second Member endorsing the Nomination)

(Signature of Third Member endorsing the Nomination)

that _____
(Name of Member nominated)

be nominated for the position of _____
(Branch Pres., Branch Vice Pres., Branch Sec.-Treas., or Branch Dir.)

OF THE CANADIAN POSTMASTERS AND ASSISTANTS ASSOCIATION /
L'ASSOCIATION CANADIENNE DES MAÎTRES DE POSTE ET ADJOINTS

for the _____ Branch.

Dated at _____, this _____ day of _____ 20 _____.

I hereby accept the aforesaid nomination for the position of

(Branch Pres., Branch Vice Pres., Branch Sec.-Treas. or Branch Dir.)

OF THE CANADIAN POSTMASTERS AND ASSISTANTS ASSOCIATION /
L'ASSOCIATION CANADIENNE DES MAÎTRES DE POSTE ET ADJOINTS

for the _____ Branch.

Dated at _____, this _____ day of _____ 20 _____.

(Signature of Member accepting the Nomination)

APPENDIX "G"

**BRANCH DELEGATES
CREDENTIAL FORM**

[10.46]

CANADIAN POSTMASTERS AND ASSISTANTS ASSOCIATION /
L'ASSOCIATION CANADIENNE DES MAÎTRES DE POSTE ET ADJOINTS

I, the undersigned, Branch Secretary-Treasurer of the _____ Branch
(Print name of Branch)

of this Association, do hereby certify that _____
(Print name of Delegate or Alternate)

has been elected as a delegate (alternate) and is entitled to attend the National Quadrennial
Convention of this Association to be held at _____ on _____.
(location) (dates)

For the purpose of voting in the election of the Vice President (French language) position
only, I declare that my first language is: _____.
(Print one: <English> or <French>)

(Signature of Branch Delegate or Alternate)

Dated at _____,
(location)

this _____ day of _____, 20_____.

(Branch Secretary-Treasurer)

APPENDIX "H"

NOTICE OF DECISION

[9.6]

Subject: Reinstatement of _____

on _____ (date),

the _____ Branch Board discussed _____'s
request for reinstatement.

The Branch Board's decision is that:

- a) _____ be reinstated to active members' status
effective _____ (date).

- b) _____ remain suspended from Active member status.

For your files we are including a copy of the request for reinstatement from
_____, along with a copy of the Branch Board decision.

c.c. _____ (member)

APPENDIX "I"

PROXY

[10.28 (a), 20.8 (a)]

The undersigned, _____, an active member to the National/Branch Quadrennial Convention is absent, as a result of an exceptional circumstance, as outlined in Policy 46, hereby appoints _____, an active member, to put forth my nomination sheet and speak on my behalf, at the National/Branch Quadrennial Convention.

Dated at _____,

The _____ day of _____ 20_____.

(Signature of Member)

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