

BY-LAWS

of

NATIONAL POLICE FEDERATION/FEDERATION DE POLICE NATIONAL

(the "Corporation")

NAME

1.1 The name of the Corporation is:

National Police Federation/Federation de Police National.

SEAL

2.1 The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Corporation shall be the custodian of the corporate seal.

OBJECTS

- 3.1 The fundamental aim of the Corporation is to serve its Members by acting as their collective bargaining agent and by representing them in relation to their individual and collective employment situations.
- 3.2 The Corporation shall strive to manage the organization and its available resources in an efficient and effective manner.
- 3.3 The Corporation shall undertake efforts to establish and maintain the professional standards of its Members and to seek the application of professional standards and the availability of appropriate opportunities for the professional development of its Members.
- 3.4 The Corporation shall promote the welfare of the Members of the Corporation.
- 3.5 The Corporation shall promote improvements to the status, training and qualifications of the Active Members as well as the policing profession generally.
- 3.6 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 Corporation and income therefrom subject to any statutes or laws from time to time applicable;
- (b) To invest and re-invest the funds of the Corporation in such manner as is consistent with and in accord with the Corporation's governing principles as established from time to time;
- (c) To enter into agreements, contracts and undertakings incidental to the Corporation's objects and purposes;
- (d) To borrow money upon the credit of the Corporation;
- (e) To limit or increase the amount to be borrowed;
- (f) 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 Corporation, by mortgage, charge, or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immovable property of the Corporation and the undertaking and rights of the Corporation;
- (g) To exercise these powers and advance these objects in a manner consistent with any Guidelines provided from time to time in writing by the Members to the Board.

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

DEFINITIONS

4.1 In this By-law, unless the context otherwise specifies or requires:

- (a) "Atlantic and Northern Region" means the geographical region consisting of the Provinces of New Brunswick, Prince Edward Island, Nova Scotia, Newfoundland and Labrador and the Territories of Nunavut, the Northwest Territories and the Yukon and shall consist of all Active and Retired Members in good standing situate within such geographical region.
- (b) "Act" means the Canada Not-for-Profit Corporations Act, S.C. 2009, c. 23, 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 Corporation to provisions of the Act

shall be read as referenced to the substituted provisions therefore in the new statute or statutes.

- (c) "Active Member" means an individual defined in Article 8.1(a) of this By-law.
- (d) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
- (e) "Board" means the Board of Directors of the Corporation and "Director" means a member of the Board.
- (f) "By-law" means this By-law and any other By-law of the Corporation as amended and which are, from time to time, in force and effect.
- (g) "Central Region" means the geographical region consisting of the Provinces of Ontario and Quebec and shall consist of all Active and Retired Members in good standing situate within such geographical region.
- (h) "Delegate" means an Active Member or a Retired Member who determines to attend at their own expense any Meeting of Members with those rights detailed in Article 8.5 herein.
- (i) "Electoral Officer" means the Electoral Officer appointed by the Board pursuant to Article 16 of this By-Law.
- (j) "Employer" has the meaning set out in section 2 of the *Public Service Labour Relations Act* or *Federal Public Sector Labour Relations Act*.
- (k) "Meeting of Members" includes a 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 a Meeting of Members.
- (l) "National Vice-President" means the National Vice-President of the Corporation appointed by the Board pursuant to Article 16.4(a).
- (m) "Ordinary Resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution.
- (n) "Pacific Region" means the geographical region consisting of the Province of British Columbia and shall consist of all Active and Retired Members in good standing situate within such geographical region.

- (o) "Policy" means any internal, operational, membership, or other requirement duly established in writing by the Board of Directors that does not require ratification of the Members.
- (p) "Prairie Region" means the geographical region consisting of the Provinces of Manitoba, Saskatchewan and Alberta and shall consist of all Active and Retired Members in good standing situate within such geographical region.
- (q) "President" means the President of the Corporation as elected pursuant to Article 16.3(d).
- (r) "proposal" means a proposal submitted by a Member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act.
- (s) "Region" means any one of the following geographic regions (i) Atlantic and Northern Region; (ii) Central Region; (iii) Prairie Region and (iv) Pacific Region.
- (t) "Regional Vice-President" means a Regional Vice-President elected by a Region pursuant to Article 18.2.
- (u) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time.
- (v) "Rules" means rules which the Board of Directors may from time to time adopt which Rules shall be consistent with these By-laws relating to the management and operation of the Corporation. Such Rules, subsequent to being 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 Meeting of the Members.
- (w) "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
- (x) "Voting Delegate" means a person elected by a Region to attend a Meeting of Members with the right to participate and vote at such a Meeting of Members.

INTERPRETATION

5.1 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.
- (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.

HEAD OFFICE

- 6.1 The head office of the Corporation shall be at the City of Ottawa, in the province of Ontario, Canada and at such place therein as the Directors may from time to time determine.

LANGUAGE

- 7.1 English and French shall be the official languages of the Corporation.

MEMBERSHIP

- 8.1 Members – There shall be two (2) classes of Members of the Corporation.

(a) Active Members

Active Members in the Corporation shall consist of such individuals who are members of the Royal Canadian Mounted Police and who are below the rank of Inspector and do not occupy a “managerial or confidential position” within the Royal Canadian Mounted Police, as that term is defined in the applicable labour legislation and who are admitted to membership from time to time by resolution of the Board of Directors.

(b) Retired Members

Retired Members in the Corporation shall consist of retired members of the Royal Canadian Mounted Police who at the time of retirement were below the rank of Inspector.

- 8.2 Admission to Membership - Applications for membership shall be made in writing and /or electronically to the Board for approval.

- 8.3 Transferability of Membership - The interest of a Member in the Corporation is not transferable.
- 8.4 Membership Renewal – Membership is automatically renewed on the 1st day of January of each year, unless terminated upon the happening of any of the following events:
- (a) A Member withdraws from the Corporation by delivery of a written resignation to the President of the Corporation. Any such withdrawal shall require a minimum of three (3) months' notice unless expressly waived otherwise by the Board;
 - (b) A Member no longer meets the requirements of an Active Member or Retired Member.
- 8.5 Attendance at Meeting of Members – An Active Member and a Retired Member shall be entitled to attend at their own expense as a Delegate any Meeting of Members and shall be entitled to observe, participate, and ask questions at any such Meeting of Members. Neither an Active Member nor a Retired Member shall have an individual right to vote as only Voting Delegates shall be entitled to vote at Meetings of Members.

MEMBERSHIP FEES

- 9.1 The Board of Directors may by resolution establish annual membership fees payable by each Active Member and each Retired Member. Membership fees shall be payable as of the 1st day of January of each year.

BOARD OF DIRECTORS

- 10.1 Board of Directors - The affairs of the Corporation shall be managed by the Board of Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the By-Laws or any special resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at a Meeting of Members.
- 10.2 Number of Directors and Quorum - The Board shall consist of the number of Directors specified in the articles. If the articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by the Members by Ordinary Resolution or, if the ordinary resolution empowers the Directors to determine the number, by resolution of the Board.

10.3 Term of Office of Directors - At the first election of Directors following the approval of this By-law, one-third (1/3) Directors shall be elected for a three-year term, one-third (1/3) Directors shall be elected for a two-year term and one-third (1/3) Directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected Directors shall be elected for three-year (3) terms.

10.4 Election of Directors - The Directors of the Corporation shall be elected as follows:

- (a) All Directors shall be elected for a term of office in accordance with these By-laws by the Members at a Meeting of Members.
- (b) Up to a maximum of thirteen (13) Directors shall be elected by the Members at the Meeting of Members.
- (c) Any Director shall be eligible for re-election.

10.5 Vacancies - From time to time, in the event of a vacancy, however caused, in the Board of Directors (except through an increase in the number of Directors) such vacancy may, as long as there is a quorum of Directors then in office, be filled by the Directors, from among the Members of the Corporation; otherwise such vacancy shall be filled at the next Meeting of Members. Any Director elected to fill any such vacancy shall hold office for the unexpired term of the Director who ceased to be a Director. Provided that if any vacancy shall occur for any reason contained in Article 10.6, the Directors remaining in office may exercise all the powers of the Board of Directors provided that a quorum of Directors as elected remains in office.

10.6 Ceasing to be a Director

- (a) A Director shall cease to be a Director in the instance of the following:
 - (i) if he or she dies;
 - (ii) if he or she is petitioned in bankruptcy, files an assignment into bankruptcy or files a proposal under the provisions of the Bankruptcy and Insolvency Act;
 - (iii) if he or she is found to be mentally incompetent or becomes of unsound mind;
 - (iv) if he or she is convicted of any criminal offence;

- (v) if by notice in writing to the President of the Corporation he or she resigns from office.
 - (b) A Director shall be suspended forthwith in the instance of being charged with any criminal offence. Such suspension shall continue until the earlier of a conviction at which time such Director shall forthwith be terminated or a finding of not guilty is rendered at which time the Director shall be re-instated.
- 10.7 Remuneration of Directors - The Directors of the Corporation shall serve without remuneration and no Director shall directly or indirectly receive any profit from his position as such; provided that a Director may be paid reasonable expenses incurred by him in the performance of his duties.
- 10.8 The property and business of the Corporation shall be managed by the Board. The management of the Corporation shall be vested in and determined by the Board. The Board shall establish, maintain and uphold the Objects of the Corporation.
- 10.9 Powers of the Board - 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 Corporation;
 - (b) To establish an annual budget in relation to the affairs of the Corporation;
 - (c) To take any measures to control and manage the Corporation's business that are not inconsistent with the Act or its By-laws;
 - (d) To administer the affairs of the Corporation in all things and to make or cause to be made on behalf of the Corporation, in its name, any kind of contract which the Corporation 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 Corporation is by its charter or otherwise authorized to exercise and do;
 - (e) To appoint representatives and/or agents to act on behalf of the Corporation in matters of Collective Bargaining;
 - (f) The Directors shall be empowered to authorize expenditures on behalf of the Corporation from time to time, so long as such expenditures have been approved in the annual budget. The Directors shall have the power to retain financial, legal and other assistance and expertise;
 - (g) To collect and accept money to be used to further the Objects of the Corporation and to take any and all such steps necessary to enable the

Corporation to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind for the purpose of furthering the Objects of the Corporation;

- (h) To expend such monies as is considered necessary to conduct the affairs of the Corporation;
- (i) To enter into contracts and leases, including contracts of personal service , so long as such obligations have been approved in the annual budget;
- (j) Purchase insurance to indemnify individuals who serve at the request of the Corporation on Boards or assume specific tasks on behalf of the Corporation.

MEETING OF DIRECTORS

- 11.1 Place of Meeting and Notice - Meetings of the Board of Directors may be held either at the head office of the Corporation or at any place within Canada. A meeting of Directors may be called by the President or by any two Directors at any time. The Secretary, by direction of the President or any two Directors, shall then convene a meeting of Directors.
- 11.2 Notice of Meeting of Board of Directors - Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in the section on giving notice of meeting of Directors of this by-law to every Director of the Corporation not less than two (2) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.
- 11.3 Votes to Govern at Meetings of the Board - At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the President shall not have a second or casting vote and the motion shall be deemed to have been defeated...
- 11.4 Participation at Meetings of the Board - 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.
- 11.5 Quorum - Quorum for any meeting of the Board shall require a majority of the Directors then holding office.
- 11.6 Lack of Quorum - When there is no quorum present, within thirty (30) minutes after the time for which the meeting was called, the President shall adjourn the meeting to some other time.
- 11.7 Voting - 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.
- 11.8 In-Person Meeting - There shall be at least one annual in person meeting of the Board of Directors which meeting shall take place at the head office of the Corporation with a quorum, in person of Directors.

INDEMNITIES TO DIRECTORS AND OTHERS

- 12.1 Every Director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against:
- (a) all costs, charges and expenses whatsoever which such Director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act,

deed , matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office;

- (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

PROTECTION OF DIRECTORS AND OFFICERS

- 13.1 No Director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed or invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effect 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 respective office or trust or in relation thereto unless the same shall happen by or through his own wilful act or through his own wilful neglect or default.
- 13.2 The Directors for the time being of the Corporation 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 Corporation, except such as shall have been submitted to and authorized or approved by the Board of Directors. If any Director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a Director or officer or shall be a member of a firm or a shareholder, Director or officer of a company which is employed by or performs services for the Corporation, the fact of his being a Director or officer of the Corporation shall not disentitle such Director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.
- 13.3 The Corporation 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 Corporation, by reason of the fact that he/she is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation 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 Corporation, 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 Corporation, and, with respect to any criminal action or proceeding had no reasonable cause to believe that his/her conduct was unlawful.

- 13.4 The Corporation 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 Corporation 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 Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The Corporation 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 Corporation, 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 Corporation 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.
- 13.5 To the extent that a Director, Officer, employee or agent of the Corporation has been successful on the merits or otherwise in defence of any action, suit or proceeding, 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.
- 13.6 Any indemnification under this Article 13 unless ordered by a court, shall be made by the Corporation 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.

INSURANCE

- 14.1 The Corporation 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 Corporation. The Corporation shall purchase insurance in respect of potential liabilities of the Directors and Officers whether or not the Corporation would have the power to indemnify them against any such liability.

MEETING OF MEMBERS

- 15.1 Annual Meeting of Members - Subject to compliance with the Act, the Annual Meeting of Members shall be held at any place within Canada on such day in each year and at such time as the Directors may by resolutions determine. At each Annual Meeting of Members there shall be presented a report of the Directors of the affairs of the Corporation for the previous year, a financial statement of the Corporation, the auditors' report and such other information or reports relating to the Corporation's affairs as the Directors may determine.
- 15.2 Special Meeting of Members - Other meetings of the Members, to be known as "Special Meeting of Members" may be convened by order of the President or by the Board of Directors to be held at any date and time and at any place within Canada.
- 15.3 Notice - 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:
- (a) 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
 - (b) 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.

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

In addition, such Notice shall contain the following:

- (a) a copy of the Agenda;
- (b) a copy of any proposed amendments to the By-laws;
- (c) a certified copy of the Corporation's financial statements for the current fiscal year;

- (d) a copy of all resolutions to be brought in the ordinary course of business before the Meeting of Members;

15.4 Special Meeting of Members

- (a) A Special Meeting of Members shall be held if so requested by a majority of the Directors then holding office, or upon the written requisition of Members carrying not less than five (5%) percent of the voting rights. In such instance, a notice shall be sent by the President to all Members specifying the general nature of the business which is to be transacted at the Special Meeting of Members and only the business specified in the notice may be transacted at the Special Meeting of Members called for that purpose. The Special Meeting of Members shall be called within thirty (30) days of the petition of either the Board or the Members. If the President fails to call a meeting within twenty-one (21) days of receiving the written requisition of the Members, any Member who signed the requisition may call the meeting. Notification of the place, date and time of the Special Meeting of Members shall be sent to the Members no later than twenty (20) days prior to the Special Meeting of Members.
- (b) A Special Meeting of Members shall be called the purpose of which shall be to seek the ratification of a Collective Agreement negotiated by the Corporation with the Employer which approval shall require a majority of Active Members cast in a membership vote.

15.5 Omission of Notice - The accidental omission to give notice of any meeting or the non-receipt of any notice by any Member or Members or by the auditor of the Corporation shall not invalidate any resolution passed or any proceedings taken at any Meeting of Members.

15.6 Voting

- (a) Each Region shall be entitled to send one (1) Voting Delegate to any Meeting of Members who shall be entitled to one (1) vote at any Meeting of Members.
- (b) Each Region shall be entitled to one (1) further Voting Delegate for each one thousand (1000) Active Members registered with each Region as of January 1st of each year each of which shall be one (1) vote at our Meeting of Members. A Region shall file its list of Active Members annually with the President of the Corporation.
- (c) Each Region shall, upon request of the Corporation be required to provide a list of its Active Members certified by an independent accounting or auditing firm as to its accuracy.

- (d) Each Region shall elect the appropriate number of Voting Delegates based upon Article 15.6(b) above. Each Region shall provide notice of the identity of such Voting Delegates to the Corporation no later than thirty (30) days prior to the Meeting of Members.
- (e) For the purposes of this Article 15.6, an Active Member shall be listed in the Region in which the Active Member has his/her Geographic Posting.
- (f) Every question submitted to any Meeting of Members shall be decided by a majority of votes given by the Voting Delegates by means of a show of hands unless otherwise specifically provided by the Act or by these By-laws. In the case of an equality of votes, the President shall not have a casting vote and the motion shall be deemed to have been defeated.

At any meeting, unless a poll is demanded, a declaration by the President that a resolution has been carried or carried unanimously by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

The President shall prior to the commencement of any Meeting of Members report to the Board of Directors on the credentials of the Voting Delegates. The Board of Directors shall resolve any dispute as to the allocation of votes at the commencement of the Meeting of Members.

- 15.7 Alternate Chairperson - In the absence of the President, the National Vice-President shall act as Chairperson. In the absence of both the President and the National Vice-President, the Active Members present shall choose another Director as Chairperson of the meeting and if no Director is present or if all Directors decline to act as Chairperson of the meeting the voting Members present shall choose one of their numbers to be Chairperson.
- 15.8 Adjournments - The President may with the consent of the Members present adjourn a Meeting of Members from time to time and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjourned Meeting of Members which might have been brought before or dealt with at the original Meeting of Members in accordance with the notice calling the same.
- 15.9 Quorum - A quorum at any Meeting of Members shall require the President, or in his/her absence, the National Vice-President and a majority of the Voting Delegates.
- 15.10 Voting Delegates – A Voting Delegate, having been elected by a Region, shall be entitled to attend, participate and vote at a Meeting of the Members. Should a Voting Delegate be unable to attend a Meeting of Members, such Voting Delegate may provide his/her proxy to another Voting Delegate of the same Region.

OFFICERS

16.1 Officers - The President, who shall be elected pursuant to Article 16.3(d), together with the National Vice-President, Secretary and Treasurer, each of whom shall hold office pursuant to Article 16., shall be the officers of the Corporation.

The Board of Directors may appoint such other officers and agents as they shall deem necessary and such persons shall have authority and shall perform such duties as may from time to time be prescribed by the Board of Directors.

16.2 Removal of Officers - All officers in the absence of agreement to the contrary shall be subject to removal by resolution of the Board of Directors at any time with or without cause.

16.3 President

- (a) There shall be a full time President who will hold office for a term of three (3) years commencing on the date of the Meeting of Members at which the election of such individual to the office of President is to be effective.
- (b) The President:
 - (i) shall preside at all Meetings of Members; perform all duties relative to his/her office; be a member ex-officio of all committees; and shall be entitled to vote;
 - (ii) shall, with concurrence of the Board of Directors, direct and confirm that the duties delegated to the Corporation staff are being properly pursued;
 - (iii) shall be responsible for liaison with other agencies, associates, government bodies and individuals when necessary or relevant for promoting the purpose or goals of the Corporation or, with the approval of the Board, the interests of a Member;
 - (iv) may delegate such authority and/or duties as may be required to conduct the affairs of the Corporation;
 - (v) shall conduct, supervise and manage the day-to-day affairs of the Corporation;
 - (vi) shall, except as otherwise directed by the Board of Directors, be the principal spokesperson for the Corporation;
 - (vii) shall, except as otherwise directed by the Board of Directors, be the

principal spokesperson in matters involving Collective Bargaining.

- (c) The President shall be required to enter into a contract of employment detailing salary and benefits as negotiated with the Board of Directors. Any salary and/or benefit adjustment shall be reviewed and approved by the Board of Directors annually.

- (d) Election of President -
 - (i) Nominations and elections shall be conducted by an Electoral Officer who shall be appointed to such function by the Board of Directors.
 - (ii) Nomination Process - Election for President:
 - 1. A candidate for President must be an Active Member in good standing.
 - (iii) A Call for Nominations
 - 1. A call for nominations shall be sent by the Electoral Officer to each Region no less than ninety (90) days from the day of the Meeting of Members in which the election for President is scheduled.
 - 2. A completed nomination for President form must be received in writing by the Electoral Officer no later than sixty (60) days prior to the Meeting of Members in which the election for President is scheduled. Failure to file the nomination form with the Electoral Officer, in a timely manner, shall cause such nomination form to be rejected by the Electoral Officer.
 - 3. The nomination for President form shall require the following:
 - A. the candidate's name and signature;
 - B. ten nominators' names and signatures, each of whom shall be an Active Member in good standing; and
 - C. upon receipt of the nomination form by the Electoral Officer, a candidate for the office of the President shall be properly nominated for the office of President. The

Electoral Officer shall thirty (30) days prior to the Meeting of Members forward a Notice containing the accepted nomination for President to the Regions.

(iv) Votes Required for Election of President -

1. A majority of votes cast shall be required for the election of the President. If no candidate for President obtains a majority of the votes cast on the first ballot, the candidate with the lowest total number of votes cast shall be removed from the ballot and a further ballot shall be held. This process shall continue, if needed, until a candidate for President obtains the support of the majority of votes cast.
2. The voting shall be by secret ballot.

16.4 National Vice-President

- (a) The Board shall appoint from amongst the Regional Vice-Presidents, elected by the Regions, and sitting as members of the Steering Committee, a National Vice-President, who shall hold office for a term of two (2) years, commencing on the date of the Meeting of Members at which the appointment of such individual to the office of Vice-President is to be effective.
- (b) Should the President at any time through absence or illness or for any other cause whatsoever, be unable temporarily to discharge his/her duties as herein set forth, the National Vice-President shall, until such time as the Board of Directors convenes, perform all the duties of the President as set out above.
- (c) Should there be a permanent vacancy in the office of President, for any reason, the National Vice-President shall assume the responsibilities of the Office of the President until the earlier of the expiration of the term of office of President or the next Meeting of the Members or as the Board otherwise directs.

16.5 Secretary – The Board shall appoint from amongst its Board members a Secretary who shall hold office for a term of two (2) years commencing on the date of the Meeting of Members at which the appointment of such individual to the office of Secretary is to be effective. The Secretary shall give or cause to be given notices for all meetings of the Board of Directors or the executive committee, if any, and Members when directed to do so and have charge of the corporate seal of the Corporation, the minute books of the Corporation and of the documents and registers

referred to in the Act.

- 16.6 Treasurer – The Board shall appoint from amongst its Board members a Treasurer who shall hold office for a term of two (2) years commencing on the date of the Meeting of Members at which the appointment of such individual to the office of Treasurer is to be effective. Subject to the provisions of any resolution of the Board of Directors, the Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board of Directors may direct. The Treasurer shall keep or shall cause to be kept the requisite books of account and accounting records. The Treasurer may be required to give such bond for the faithful performance of the Treasurer's duties as the Board of Directors in their uncontrolled discretion may require but no Director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided
- 16.7 Vacancies of the Office - If the office of the National Vice-President, Secretary or Treasurer, or one or more, shall become vacant by reason of death, resignation, disqualification or otherwise, the Directors may elect or appoint an officer to fill such vacancy for the unexpired portion of his term.
- 16.8 Remuneration of Officers – The Directors may fix the remuneration (if any) to be paid to the officers of the Corporation.

AUDITORS

- 17.1 The Members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation to hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors. The auditor shall make an annual report to the Members and he shall make such reports and have such powers as the Act provides.

COMMITTEES

- 18.1 The Corporation shall at all times have the following committees: an Election Committee, a Collective Bargaining Committee, an Audit Committee, a Member Services and Human Rights Committee, the members of which committees shall be appointed by the Board. Others Committees may be established from time to time by the President, in consultation with the Board, to further the objects of the Corporation and to provide ongoing information and/or services for the benefit of the Members.

- 18.2 The Corporation shall additionally have a Steering Committee comprising of the President, and the four Regional Vice-Presidents each of whom shall be elected by a Region and in which the Regional Vice-President is geographically posted. The Steering Committee shall be responsible for dealing with matters referred to it by the Board. It shall serve as a forum in respect of matters relating to Collective Bargaining issues, professional's concerns and matters of National consultation.
- 18.3 Upon receipt of a report from any Committee appointed under this Article, the Board, in its discretion may choose to adopt or reject recommendations put forward by the Committee.

CHEQUES, DRAFTS AND NOTES

- 19.1 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the Board of Directors may from time to time designate by resolution.

EXECUTION OF CONTRACTS

- 20.1 Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by the Chairman of the Board, or Vice Chairman of the Board together with the Executive Director and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

FISCAL YEAR

- 21.1 The first fiscal period of the Corporation shall terminate on the 31st day of December in each year or on such other date as the Directors may from time to time by resolution determine.

AMENDMENT OF BY-LAWS

- 22.1 Subject to the articles, the Board of Directors may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next Meeting of Members where it may be confirmed, rejected or

amended by the Members by ordinary resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

This section does not apply to a By-law that requires a special resolution of the Members according to subsection 197(1) (fundamental change) of the Act because such By-law amendments or repeals are only effective when confirmed by Members.

INTERPRETATION

- 23.1 In all the By-Laws and special resolutions of the Corporation, the singular shall include the plural and the plural the singular, the word person shall include firms and corporations, and the masculine shall include the feminine. Whenever reference is made in any By-Law or any special resolution of the Corporation to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such statute or section thereof, as the case may be.