

NPF Proposed By-Law Amendments

December 2020

Changes are proposed to the following articles:

To remove references to the Inaugural Board and Officers.

- | | |
|-------------|---|
| 4.1(a-b-c-) | Definitions of Inaugural Directors and Officers |
| 11.4(b) | Eligibility Requirements for the Election of Inaugural Directors |
| 11.4(c) | Eligibility Requirements for the Election of Ensuring Directors |
| 17.3 | Election of Inaugural President |
| 17.4(a) | President |
| 17.4(g) | Eligibility Requirements for the Election of Inaugural President |
| 17.4(h) | Ongoing Eligibility Requirements for the Election of President |
| 17.5 | Election of Inaugural National Vice-Presidents |
| 17.6(i) | Eligibility Requirements for the Election of Inaugural National Vice-Presidents |
| 17.6(j) | Ongoing Eligibility Requirements for the Election of National Vice-Presidents |

Other amendments:

- | | |
|------------|---|
| 4.1(r) | Definition of Vice President |
| 9. | Membership Fees |
| 11.3(c)ii | Additional Members of the Board (Vice Presidents) |
| 11.10(b) | Approval of Budget and Operational Plan |
| 11.10(e) | New clause - Day to day Operations |
| 16.8 | Adjournments |
| 17.1 | Officers of the Board |
| 17.2 | Removal of Officers |
| 17.4(f)(i) | Meetings of Members |
| 17.7 | Secretary |
| 17.8 | Treasurer |
| 19.1(a) | Standing Committees |
| 19.7 | Nominating Committee |
| 21.1 | Execution of Contracts |

BY-LAW AMENDMENTS PART ONE

Rationale for Removal

The rationale for this section of proposed by-law amendments is that references to the Inaugural Board and Officers are no longer required. Note that where the term ‘inaugural’ remains it is for the purpose of identifying a four-year term that will be followed by a four, three or two-year term in order to establish a regular rotation of Directors and Officers.

Remove definitions 4.1.a-b-c, which currently read:

- (a) “Inaugural Directors” means the Directors elected by the Members at the first Annual Meeting of the Members following the certification of the Corporation as the Collective Bargaining Agent of the members and reservists of the Royal Canadian Mounted Police who are below the rank of inspector and do not occupy a managerial or confidential position within the Royal Canadian Mounted Police.
- (b) “Inaugural National Vice-Presidents” means the first National Vice-Presidents elected or acclaimed at the first Annual Meeting of the Members following the certification of the Corporation as the Collective Bargaining Agent of the members and reservists of the Royal Canadian Mounted Police who are below the rank of inspector and do not occupy a managerial or confidential position within the Royal Canadian Mounted Police.
- (c) “Inaugural President” means the President elected or acclaimed at the first Annual Meeting of the Members following the certification of the Corporation as the Collective Bargaining Agent of the members and reservists of the Royal Canadian Mounted Police who are below the rank of inspector and do not occupy a managerial or confidential position within the Royal Canadian Mounted Police.

Note:

- (a) *The definition of Director is established under ‘h’*
- (b) *The definition of National Vice Presidents is established under ‘r’.*
- (c) *The definition of President is established under ‘x’.*

Remove Section 11.4(b) ‘Eligibility Requirements for the Election of Inaugural Directors’, which currently reads:

No person shall be elected or acclaimed as an Inaugural Director of the Corporation unless at the time of his/her election or acclamation he/she has a minimum of two (2) years’ experience (part or full-time), within the last five years in any past or current RCMP Labour Association or Group or a minimum of one (1) year experience in an Executive position from any current Canadian police association within the last seven (7) years.

Remove Section 11.4(c) ‘Eligibility Requirements for the Election of Ensuring Directors’, which currently reads:

Subsequent to the expiration of the term of the Inaugural Directors, the eligibility requirements for the election of a Director shall require the following:

Remove Section 17.3 ‘Election of Inaugural President’, which currently reads:

The Inaugural President shall be elected or acclaimed at the first Annual Meeting of the Members following the certification of the Corporation as the Collective Bargaining Agent of the members and reservists of the Royal Canadian Mounted Police who are below the rank of inspector and do not occupy a managerial or confidential position within the Royal Canadian Mounted Police. The candidate for Inaugural President who receives the largest number of votes cast shall be elected as the Inaugural President.

Amend Section 17.4(a) ‘President’, which currently reads:

The term of office for both the Inaugural President and any ensuing President shall be four (4) 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.

The proposed revision reads as follows:

The term of office for the President shall be four (4) 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.

Remove Section 17.4(g) ‘Eligibility Requirements for the Election of Inaugural President’, which currently reads:

No person shall be elected or acclaimed as the Inaugural President of the Corporation unless at the time of his/her election or acclamation he/she has a minimum of two (2) years’ experience within the last five years in an Executive or full time position in any past or current RCMP Labour Association or Group or a minimum of one (1) year experience in an Executive position from any current Canadian police Association within the last seven (7) years.

Amend Section 17.4(h) ‘Ongoing Eligibility Requirements for the Election of President’, which currently reads:

Subsequent to the expiration of the term of the Inaugural President, the eligibility requirements for the election of President shall require the following:

The proposed revision reads as follows:

The eligibility requirements for the election of President shall require the following:

Remove Section 17.5 ‘Election of Inaugural National Vice-Presidents’, which currently reads:

The Inaugural National Vice-Presidents shall be elected or acclaimed at the first Annual Meeting of the Members following the certification of the Corporation as the Collective Bargaining Agent of the members and reservists of the Royal Canadian Mounted Police who are below the rank of inspector and do not occupy a managerial or confidential position within the Royal Canadian Mounted Police. The three candidates for Inaugural National Vice-Presidents obtaining the most votes shall each be elected as a National Vice-Presidents.

Remove Section 17.6(i) ‘Eligibility Requirements for the Election of Inaugural National Vice-Presidents’, which currently reads:

No person shall be elected or acclaimed as an Inaugural National Vice- President of the Corporation unless at the time of his/her election or acclamation he/she has a minimum of two (2) years’ experience within the last five years in a Executive or full time position in any past or current RCMP Labour Association or Group or a minimum of one (1) year experience in an Executive position from any current Canadian police Association within the last seven (7) years.

Amend Section 17.6(j) ‘Ongoing Eligibility Requirements for the Election of National Vice-Presidents’, which currently reads:

Subsequent to the expiration of the term of the Inaugural National Vice- Presidents, the eligibility requirements for the election of National Vice-Presidents shall require the following:

The proposed revision reads as follows:

The eligibility requirements for the election of National Vice-Presidents shall require the following:

PART TWO

Section 4.1 ‘Definition: National Vice Presidents’ currently reads:

4.1(r) National Vice Presidents

“National Vice-Presidents” means the three National Vice-Presidents of the Corporation elected by the Members pursuant to Article 17.6(a).

The proposed revision reads as follows:

4.1(r) Vice Presidents

“Vice-Presidents” means the three Vice-Presidents of the Corporation elected by the Members pursuant to Article 17.6(a).

Rationale

Consistency of language. The term ‘national’ does not appear in any other description of officers of the National Police Federation.

Note: subsequent references to ‘National Vice President’ are altered throughout the by-laws.

Section 9 ‘Membership Fees’ currently reads:

9 Membership Fees

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.

The proposed revision reads as follows:

9 Registration and Initiation Fees

The Board of Directors may by resolution establish registration and/or initiation fees payable by each Active Member and each Retired Member.

Rationale

It is important to distinguish between registration and initiation fees, payable directly by Active and Retired Members, and dues which are deducted from each eligible RCMP Member’s salary. The change in title provides further distinction in the by-laws.

Section 11.3(c)ii ‘Additional Members of the Board’ currently reads:

The three (3) National Vice-Presidents each holding office pursuant to Article 17.6 of these By-laws.

The proposed revision reads as follows:

The three (3) Vice-Presidents of the Corporation, each holding office pursuant to Article 17.6 of these By-laws, shall be a member of the Board during his/her term of office.

Rationale

This maintains consistency in language with clause (c)i.

Section 11.10(b) currently reads:

To establish an annual budget in relation to the affairs of the Corporation;

The proposed revision reads as follows:

To establish an annual budget and approve an annual operating plan in relation to the affairs of the Corporation;

Rationale

This clarifies the Board's responsibilities regarding planning and oversight of operations.

New Section 11.10(e):

The proposed addition reads as follows:

The Board shall confer authority to the President and Officers of the Corporation for the day to day operations of the Corporation. The President and Officers shall report to the board on the financial and operational plans and results of the Corporation.

Rationale

This clarifies the Board's expectations regarding delegation of day to day operational authority.

Section 16.8 'Adjournments' currently reads:

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.

The proposed revision reads as follows:

The Chairperson 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.

Rationale

This corrects an inconsistency between by-law 16.8 and 16.7, which reads “On an annual rotational basis, the Chairperson shall be a National Vice-President.”

Section 17.1 ‘Officers’ currently reads:

The President, who shall be elected pursuant to Article 17.4, together with the National Vice-Presidents elected pursuant to Article 17.6 shall be the officers of the Corporation.

The proposed revision reads as follows:

The President, who shall be elected pursuant to Article 17.4, together with the Vice-Presidents elected pursuant to Article 17.6 shall be the officers of the Corporation. These roles shall be defined as President, Vice President, Treasurer and Secretary of the Corporation.

Rationale

This clarifies the Officers of the Corporation.

Section 17.2 ‘Removal of Officers’ currently reads:

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.

The proposed revision reads as follows:

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

Rationale

Removal of duly elected officers is a serious matter which should be supported by a clear majority of the Board.

Section 17.4(f)(i) currently reads:

(The President) 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.

The proposed revision reads as follows:

(The President) shall perform all duties relative to his/her office; be a member ex-officio of all committees; and shall be entitled to vote;

Rationale

Article 16.7 indicates that a Vice President will serve as Chairperson at meetings of the Members. This change corrects the conflict between the two articles.

Section 17.7 ‘Secretary’ currently reads:

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 proposed revision reads as follows:

The Board shall appoint a Vice President as Secretary, who shall hold office for the duration of their term.

Rationale

Consistent with the proposed change of 17.1.

Section 17.8 ‘Treasurer’ currently reads:

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 Secretary is to be effective.

The proposed revision reads as follows:

The Board shall appoint a Vice President as Treasurer, who shall hold office for the duration of their term.

Rationale

Consistent with the proposed change of 17.1.

Section 19.1(a) ‘Standing Committees’ currently reads:

- (a) Nominating Committee;
 - (b) Collective Bargaining Committee;
 - (c) Audit Committee;
 - (d) Member Services and Human Rights Committee;
-

The proposed revision reads as follows:

- (a) Governance & Nominating Committee;
- (b) Collective Bargaining Committee;
- (c) Audit Committee;
- (d) Member Services and Human Rights Committee;

Rationale

The duties of the Nominating Committee are to be expanded to include various Governance oversight and guidance functions. New terms of reference for the Governance and Nominations Committee were approved by the Board on August 21, 2020.

Section 19.7 ‘Nominating Committee’ currently reads:

The Nominating Committee shall consist of the Regional Chair or Vice-Chair from each Region together with one (1) National Vice-President to be appointed by the Board of Directors. The Chair of the Nominating Committee shall be the National Vice-President. Meetings of the Nominating Committee may be either in person or by telephone or electronic means.

The proposed revision reads as follows:

The Governance & Nominating Committee shall consist of the Regional Chair or Vice-Chair from each Region together with one Vice-President to be appointed by the Board of Directors, and one external member to be appointed by the Board. The Chair of the Nominating Committee shall be the Vice-President. Meetings of the Nominating Committee may be either in person or by telephone or electronic means.

Rationale

The duties of the Nominating Committee are to be expanded to include various Governance oversight and guidance functions. New terms of reference for the Governance and Nominations Committee were approved by the Board on August 21, 2020.

Section 21.1 ‘Execution of Contracts’ currently reads:

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.

The proposed revision reads as follows:

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. All contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

Rationale

These changes correct a mistake in drafting the original bylaws where non-existent roles were used. The revised by-law indicates that the Board will identify signing authorities through adopted policy.