

NATIONAL BY-LAWS

ASSOCIATION OF PROFESSIONALS AND SUPERVISORS

AMENDED IN ACCORDANCE WITH THE GENERAL ASSEMBLY HELD OCTOBER 26, 2003,
IN MONTREAL

ARTICLE 1: NAME

1.01 This association shall be known as "Association of Professionals and Supervisors of the Canadian Broadcasting Corporation" and may be designated as "APS".

1.02 It shall consist of the Members who elect a National Executive and, within each section elect their local officers according to article 9.02.

ARTICLE 2: TERMS AND DEFINITIONS

2.01 **APS:** means Association of Professionals and Supervisors of the Canadian Broadcasting Corporation.

2.02 **NATIONAL COUNCIL:** means the Council of representatives elected by the branches in accordance with article 9.01. It includes the National Officers elected in accordance with article 12 and local representatives in accordance with article 7.01.1.

2.03 **NATIONAL EXECUTIVE:** means the Council of National Officers elected by the members in good standing or the appropriate Local Executive.

2.04 **LOCAL BRANCH:** means any local group of members recognized by the National Council. At present, 4 sections and 3 local branches are as follows:

EASTERN SECTION

QUEBEC SECTION

- Montreal

ONTARIO SECTION

- Toronto and Ottawa

WESTERN SECTION

2.05 **MEMBER:** means a person admitted to membership in accordance with Association regulations.

2.06 **SUPERVISORS AND PROFESSIONALS:** any person employed as a supervisor, specialist or professional by the Canadian Broadcasting Corporation and meeting the requirements of Article 4 of these by-laws.

2.07 **NATIONAL OFFICER:** is a person who sits on APS National Executive Council.

2.08 **MAJORITY VOTE:** means more than 50% of the votes cast.

2.09 Local Branches may adopt local by-laws not in conflict with the present by-laws of the Association.

2.10 Any member in Good Standing is entitled to vote at an annual or special general assembly in compliance with Articles 10 and 11 of the present by-laws.

ARTICLE 3: HEAD OFFICE

3.01 The Head Office shall be located in Montreal. Any written communication addressed to the Association should be sent to the APS Secretary-General at the official address of the Association.

ARTICLE 4: MEMBERSHIP

4.01 Eligibility criteria

Any person who is employed as a supervisor or professional, as defined in the certification granted to APS on the 6th of September, 1995, by the Canada Labour Relations Board, is eligible for membership in the Association.

4.02 Application for membership

Any application for membership in the Association must be made on the form approved by the National Executive.

4.03 Membership

Applicants shall become duly recognized members of the Association upon approval at a meeting of the local executive concerned, and subject to payment of the applicable membership fees. The names of all newly admitted members shall appear in the minutes of the meetings at which they are recognized and a copy of the application form shall be sent to the Secretary-General.

4.04 Members in Good Standing

Members in Good Standing must:

- meet the membership criteria;
- comply with the by-laws;
- pay the dues set by the general assembly;
- be employed by the Canadian Broadcasting Corporation or any other organization that may succeed it.

4.05 Any member who is dismissed and whose grievance is supported by the Association shall remain a member in Good Standing.

4.06 Any member who ceases to meet the conditions set out in article 4.04, shall automatically be excluded from the Association.

4.07 The Association may delay or turn down applications for membership for just cause. The Local Branch may cancel membership of or take disciplinary action against any member who, by his actions, may have caused or have attempted to cause serious prejudice to the Association.

4.08 No member may be suspended, expelled or disciplined in any way without having first been sent a written request to appear, and then having been heard by the Local Executive. However, a member may be disciplined if he/she fails to appear before the Local Executive after having been summoned or if he/she does not provide a satisfactory written explanation for not appearing. At the hearing, a member may be represented and accompanied by a counsellor of his/her choice.

4.09 Any member in good standing may resign from the Association on written notice. Such resignation shall take effect on the date on which the notice is received by the Local Branch.

ARTICLE 5: INITIATION FEES AND DUES

5.01 Initiation fees

Initiation fees are established at \$5.00. Such initiation fees shall be retained in their entirety by the Local Branches.

5.02 Union dues

Union dues shall be in the amount of 1% of base salary, payable to the Association's National Treasurer.

5.03 The amount of dues may be changed by vote by a 60% majority of the members voting at an annual general meeting or extraordinary meeting of members.

5.04 A membership card shall be delivered as soon as possible after admission.

ARTICLE 6: FISCAL YEAR

6.01 The Association's fiscal year shall end on June the 30th of each year.

ARTICLE 7: NATIONAL COUNCIL

7.01 The National Council is composed of the President of all local branches in accordance with article 9.01 and additionally, those members sitting on the National Executive elected according to article 12.

7.01.1 Large local branches shall have additional seats at the National Council, besides the seat of the Local Branch President. The total number of seats for a Local Branch shall be one for every fifty or part of fifty (50) members of that Branch.

7.02 It is the duty of the National Council to carry out fully the decisions and instructions of annual and special general assemblies of the membership in the spirit of the objectives of APS. It may make and carry out decisions, not running counter to the decisions and instructions of members, on all matters affecting the professional, economic, social interests of the Association membership, without prejudice to individual rights.

7.03 It usually meets yearly on the day of the annual general meeting.

7.04 Special meetings of the National Council will be called upon request by the President or by one-half (1/2) of the Presidents of the Local Branches.

7.05 Any meeting convened in compliance with article 7.04 shall be called within fifteen (15) days of the request and at least five (5) days notice shall be given indicating the place, date and time of said meeting. This notice shall be sent to the elected Local Officers of each Section in compliance with Article 9.01.

7.06 The quorum for the National Council is 12.

ARTICLE 8: NATIONAL EXECUTIVE

8.01 The National Executive manages the affairs of APS.

8.02 The National Executive shall be composed of:

The National President

The Secretary-General

The National Treasurer

The Montreal Branch Director (Local Executive President)

The Quebec Section Director

The 1st Toronto Branch Director (Local Executive President)

The 2nd Toronto Branch Director

The Ottawa Branch Director

The Western Section Director

The Eastern Section Director

8.02.1 The Secretary-General shall replace the President in his or her absence and the National Executive will ensure his/her replacement until the next Annual General Assembly, in accordance with paragraph 12.07.

8.02.2 In case of vacancy in any other position within the National Executive, the National Executive will ensure his/her replacement until the next Annual General Assembly, in accordance with paragraph 12.07. However, if the number of vacant positions makes quorum impossible to attain, as prescribed in paragraph 8.10, Officers must call a Special General Assembly, as prescribed in paragraph 12.07, in order to fill the vacant positions.

8.03 The National Executive meets for the first time immediately following the Annual General Assembly, during which it was elected. During the course of this meeting, the Executive establishes the location, date and time of its next meeting.

8.04 It meets every three months or as necessary, including a semi-annual face-to-face.

8.05 It is the duty of the National Executive to take such actions and render such decisions as may be necessary to carry out fully the decisions and instructions of the annual or special general assemblies. At each meeting of the National Council, the Executive, through the President, accounts for its activities.

8.06 The mandate of the National Officers is for two years except for the Montreal Branch Director (Local Executive President), the Quebec Section Director, the 1st Toronto Branch Director (Local Executive President), the 2nd Toronto Branch Director and the Ottawa Branch Director who are elected from time to time by Local Branch Executives or the membership of those Branches in accordance with article 9 (Local Branches) and 12 (elections to the National Executive).

8.07 It may appoint committees and decide on the number of members sitting on each committee.

8.07.1 It establishes the length of the mandate and the powers of the committees it sets up and appoints the members and sets the budgets, if necessary, for the committees.

8.07.2 It has the power to dismiss one or several of the members of said committee.

8.08 It may hire personnel of a specialized nature.

8.09 The President, or three (3) other Officers may call a special meeting of the Executive by written notice five days or more indicating the location, date, time and agenda of the special meeting. The notice is given by the Secretary-General.

8.10 At the National Executive meetings, six (6) Officers constitute the quorum and each Officer is entitled to vote.

8.11 The National Executive is entrusted with the following powers:

- a. enter into one or more agreements or understandings with other groups, employers, associations or employee organizations for the purpose of establishing economic or co-operative relationships;
- b. be solely responsible for the safekeeping and management of the funds and assets of the Association and their use;
- c. take legal action and acquire by gift or by purchase assets suitable for the special purposes of the Association;
- d. to legally exercise all powers necessary for the pursuit of Association objectives.
- e. to approve the remuneration of the auditors as selected by the members.

8.12 The National Executive may be asked to do other tasks by the National Council.

8.13 Allocations for the National Executive

The members of the National Executive shall be paid monthly amounts based on recommendations from the external auditors, as approved by the National Executive. Payments to all members of the National Executive shall be made from the Association's national account and reported to the membership in the annual financial report.

8.14 Reimbursement of expenses

All elected officials and all members working for the Association at the national level, at the request of the National President or the National Executive, shall be reimbursed for their travel, accommodations and other actual expenses incurred in performing their duties; detailed claims shall be submitted to the National Treasurer before such expenses are paid.

Expense claims submitted by members of the National Executive shall be approved by the National Treasurer. The National Treasurer's expense claims shall be submitted at meetings of the National Executive for approval.

8.15 Working conditions

The working conditions of the members of the National Executive will be in accordance with the collective agreement between the APS and the CBC

ARTICLE 9: LOCAL BRANCHES

9.01 All Local Branches are bound by the APS by-laws. The members of each Local Branch elect Local Officers during the annual general assembly in compliance with article 9.09. The Local Branches may, after resolution passed at their local general assembly, elect their officers for a period of two (2) years. The President of each Local Branch sits on the National Council.

9.02 **Local Officers**

The following Local Officers shall be elected:

- President
- Vice-President, if necessary
- Secretary or Secretary-Treasurer
- Treasurer
- Local Directors, if necessary.

9.03 The mandate of the Local Officers ends on the date of the Branch annual general assembly following their election.

9.04 Failing passage or implementation of such by-law, ten (10) members of a Branch can convene a meeting by sending a notice to each member ten (10) days in advance indicating the place, time and object of the meeting.

9.05 The Local Officers have the power to administer the activities of their Branch in compliance with the present by-laws.

9.06 Each Branch shall keep all documents pertaining to its activities at the disposal of the auditors and the National Executive.

9.07 Only the Toronto, Montreal and Ottawa Branches will hold their annual general meetings before the Association's annual general meeting.

9.08 All local sections must abide by the National By-Laws.

9.9 All local sections may incur expenses by first submitting them to the National President or National Executive.

9.10 Any member working in a region where no Local Branch has been established may join the Local Branch of his or her choice, subject to approval by the National Executive.

ARTICLE 10: ANNUAL GENERAL ASSEMBLY

10.01 Not more than 120 days following the end of the financial year, the National Executive will cause an annual general assembly to be held.

10.01.1 The National Treasurer will ensure that audited financial statements will be prepared and received no later than 45 days following the end of the financial year.

10.01.02 The Auditor's exam and report cover all Local Branches as well. The National Treasurer should be responsible to gather all pertinent information at year-end and submit a complete package to the Association's Auditor. Local Branches will have 30 days from June 30th, APS national year-end, to submit their Statement of Income and Expenditures to the National Treasurer. If a Local Branch fails to comply with this requirement, the payment of their dues share will cease until full compliance with this article.

10.02 No later than fifteen (15) days following receipt of the audited financial statements, the Executive will send to each individual member a written notice indicating:

- a. the agenda of the annual general meeting;
- b. the location, date and time of this meeting;
- c. a copy of the audited financial statements;
- d. a draft of a resolution for approval of these statements;
- e. a draft of a resolution naming an auditor for the following financial year.
- f. a call for the following candidacies to the APS National Executive shall be every two (2) years: the National President, the Secretary-General, the National Treasurer and the Western and Eastern Directors.

10.03 The voting members who cast their vote constitute the quorum. More than 50% of the votes cast represents a majority vote.

10.04 The vote shall be by secret ballot and by means of the postal service.

10.04.1 Ballots shall be counted at the meeting.

10.04.2 A resolution cannot be debated at the annual meeting.

10.05 Any member in Good Standing, a Branch, the National Council or the National Executive may submit resolutions which must be received no later than fifteen (15) working days following the mailing of statements covered in article 10.02.

10.05.1 Resolution submitted by members must be seconded.

10.06 The Secretary-General shall be responsible for receiving and compiling all resolutions and candidacies referred to in Articles 10.02 and 10.05. No later than twenty (20) days following the fifteen (15) day period mentioned in Article 10.05, the Secretary-General shall send to all members in Good Standing the following documents:

- a. a copy of all resolutions and candidacies received in accordance with Articles 10.02 and 10.05;
- b. a ballot;

10.07 Members voting by ballot shall send it to the Secretary-General.

10.08 There shall be at least fifteen (15) days between receipt of the documents mentioned in article 10.06 a) b) c), and the annual general meeting.

ARTICLE 11: SPECIAL GENERAL ASSEMBLY

11.01 On request of the National Executive or 5% of the members coming from more than half of the Branches and with a minimum of at least 3 members per Branch, a special general assembly of the members shall be convened within thirty (30) days of the receipt of such a request.

11.01.1 The written request must contain the resolutions to be proposed.

11.02 Within ten (10) days of receiving the request, the Secretary-General shall send to all members a notice of a special general meeting, including:

- a. the agenda for the special general meeting;
- b. the time and place of the meeting;
- c. a copy of all resolutions to be proposed;
- d. a ballot;
- e. a proxy form.

11.03 Voting will take place by ballot, cast by mail, by the member present or by a designated proxy.

11.04 The resolution or resolutions indicated on the agenda can be debated at the special general assembly.

11.05 No written request made in compliance with 11.01 will be receivable during the 120 days following the end of the financial year.

ARTICLE 12: ELECTIONS TO THE NATIONAL EXECUTIVE

12.01 The officers of the National Executive shall be elected by secret ballot at every two (2) annual general meetings.

12.02 Candidacies for office at the National Executive shall be tabled within the period of time prescribed at 10.05. Every candidacy shall be signed by the candidate and by five members in Good Standing.

12.03 The National Officers of the National Executive are:

- the President
- the Secretary-General
- the National Treasurer

and are elected by all members in Good Standing.

12.04 The Regional Officers of the National Executive are:

- the Director Eastern Section
- the Director Western Section

who are elected by the National Executive, and

- the Montreal Branch Director who is the Montreal Branch Executive President
- the Quebec Section Director who is elected by the Montreal Branch Executive in consultation with the Quebec City Branch Executive
- the 1st Toronto Branch Director who is the Toronto Branch Executive President
- the 2nd Toronto Branch Director who is elected by the Toronto Branch Executive
- the Ottawa Branch Director who is elected by the National Executive.

12.05 The mandate of the National Officers ends on the date of the second annual general assembly following their election.

12.06 **Elections Committee**

Three (3) Election Officers will be appointed by the National Executive to supervise and oversee elections. Those officers should not be in conflict of interest with the election candidates.

The mandate for each appointed Election Officer is as follows:

- 1- Supervise and oversee the election process until the General Assembly
- 2- Account for the total number of printed ballots

Record the number of printed ballots sent to the Members in Good Standing

Record the number of unused ballots

3- Open the envelopes and manage the vote counts

4- Report the voting results at the General Assembly

Furthermore, the Officers will have to ensure that any included employee wanting to become a Member in Good Standing in order to cast his vote at an upcoming election shall do so no later than 36 hours prior to the Association's Annual General Assembly.

The appointed Election Officers shall not disclose or make any comments as to the results of the election until the report has been officially disclosed at the General Assembly.

12.07 **Holding a by-election following an Officer's Resignation**

If an Officer resigns or is otherwise unable to maintain his status, an election or by-election for the position affected will be held at the next Annual General Assembly. A Special General Assembly may be called to hold the by-election.

ARTICLE 13: NATIONAL OFFICERS

13.01 **The President** shall be the Chief Officer of APS. He shall chair all general Executive and National Council meetings. He shall have authority to interpret the rules and regulations and the right to cast a second vote in case of a tie. He shall sign all documents creating national obligations for APS.

13.02 **The Secretary-General** shall keep the seal, be in charge of books, documents, ledgers, files and effects of the Association. He must give access to books and ledgers to any member who might request it in writing. He shall issue the call for and act as secretary at National Council, Executive and all general and special meetings and shall cause the proceedings to be recorded. He may co-sign all documents creating national financial obligations for APS. In the absence of the President, he is Acting President.

13.03 **The National Treasurer** shall be the Chief Financial Officer of APS. He shall administer the Association's assets in accordance with the instructions of the Executive and report on all financial activities at the annual general meeting. He shall co-sign all documents creating national financial obligations for APS.

13.04 **The Directors** shall participate in the deliberations and decisions of the National Executive. They shall receive specific mandates from the National Executive and/or the National Council.

13.05 In the event of an absence or disability of an APS National Officer, or for any other reason deemed sufficient by the Executive, the latter may delegate this National Officer's powers to another National Officer.

13.06 All cheques, notes and other negotiables of the Association shall be signed by persons who are from time to time designated by the Executive, preferably the President and the National Treasurer.

13.07 Contracts and other documents which must be signed by the Association shall be pre-approved by the Executive. Upon such approval the contracts or other documents shall be signed by the President, or by any other National Officer or other person so designated by the Executive, for the purposes of a particular contract or document.

ARTICLE 14: AMENDMENTS

14.01 The Association may pass, alter or amend these by-laws by means of a resolution approved by two-thirds (2/3) of those members casting a ballot at an annual general or special meeting of members.