

B19 - Bylaw 15 Board of Directors (E) - Sponsored by Board of Directors

Rationale

Phase Two (2) of the comprehensive review of the PIPSC Bylaws has been completed. As part of this phase, the following bodies were consulted:

- Board of Directors
- Advisory Council (AC)
- Bylaws and Policies Committee (BLPC)
- Retired Members' Guild (RMG)
- PIPSC staff

The linked summary provides a side-by-side comparison of the Bylaws and is organized as follows:

- **Column 1 – Bylaw wording as of the 2025 AGM**
- **Column 2 – Proposed wording for consideration at the 2026 AGM**
- **Column 3 – Explanation and clarification of the proposed changes, where applicable**

Please note that some proposed changes to the French version may differ from those identified in the English version. As part of this review, the Institute is also taking the opportunity to ensure that the English and French versions of the Bylaws are consistent and convey the same meaning.

Be it resolved that the Institute Bylaws be revised as follows:

BY-LAW 15 BOARD OF DIRECTORS

Approved at the AGM 2025	Proposed for the AGM 2026	Clarification
15.1 Composition The Board of Directors shall consist of the President, the four (4) Vice-Presidents and ten (10) Directors. 15.2 Authority 15.2.1 The Board is a continuing entity which shall exercise the authority of, and act on behalf of, the Institute on all matters, subject to these By-Laws and to policy decisions of General Meetings. Decisions of the Board remain in force until rescinded. 15.2.2 The Board shall, between General Meetings, interpret all By-Laws, resolutions and motions of General Meetings. 15.2.3 No agreement may be executed so as to bind the Institute except on the authority of the Board. Any agreement, instrument, contract or other written commitment not specifically required by the Board to be executed by a particular Officer or Officers, may be executed by an Officer together with those employees into whose area of responsibility the subject matter of the document may fall. 15.2.3.1 Notwithstanding By-Law 15.2.3, the Board shall have the power to appoint representatives or agents to act on its behalf in matters pertaining to collective bargaining.	7.6 The Board shall consist of the President, the four (4) Vice-Presidents and the ten (10) Directors, who shall be elected for a term of three (3) years. AUTHORITY 7.1 The Board is a continuing entity which shall exercise the authority of, and act on behalf of, the Institute on all matters, subject to these By-Laws and to policy decisions of General Meetings. The Board shall, between General Meetings, interpret all By-Laws, resolutions and motions. Decisions of the Board remain in force until rescinded. 7.2 No agreement may be executed so as to bind the Institute except on the authority of the Board. Any agreement, instrument, contract or other written commitment not specifically required by the Board to be executed by a particular Officer or Officers, may be executed by an Officer together with those employees into whose area of responsibility the subject matter of the document may fall. 7.2.1 Notwithstanding By-Law 7.2, the Board shall have the power to appoint representatives or agents to act on its behalf in matters pertaining to collective bargaining.	<i>New 7.6 would replace current 15.1, current 19.1, current 20.1 and current 21.1</i> <i>New 7.1 would replace current 15.2.1 and current 15.2.2</i> <i>New 7.2 would replace current 15.2.3</i>

~~15.2.4~~ The Board may, on behalf of the Institute, apply for certification for any bargaining unit in which the Institute has members. 15.2.5 Policies ~~15.2.5.1~~ The Board may ~~make~~ such Policies not inconsistent with the By-Laws or ~~Letters Patent of Incorporation~~ of the Institute as it deems necessary or convenient for the operation of the Institute. ~~15.2.5.2~~ The Board may amend or repeal such Policies. ~~15.2.5.3~~ All additions, changes or deletions to the Policies take effect on a date to be determined by the Board and shall be reported to the next Annual General Meeting. A General Meeting may repeal or suspend any Policies.	7.3 The Board may, on behalf of the Institute, apply for certification for any bargaining unit in which the Institute has members. 7.4 The Board may enact, repeal, suspend or amend such policies not inconsistent with the By-Laws or Articles of Continuance of the Institute as it deems necessary or convenient for the operation of the Institute. All additions, changes or deletions to the policies take effect on a date to be determined by the Board and shall be reported to the next Annual General Meeting. A General Meeting may repeal or suspend any policies.	<i>New 7.2.1 would replace current 15.2.3.1</i> <i>New 7.3 would replace current 15.2.4</i> <i>New 7.4 would replace current 15.2.5.1, current 15.2.5.2 and current 15.2.5.3 for more accurate wording</i>
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