

# Essex/Kent Branch

## Constitution and By-Laws

### PREAMBLE

These By-Laws, in general, pertain to matters of Branch organization not covered by the By-Laws and Regulations of The Professional Institute of the Public Service of Canada or of the Ontario Region, and are made pursuant to those By-Laws and Regulations.

### DEFINITIONS

**"Institute" and/or "PIPSC"** means The Professional Institute of the Public Service of Canada.

**"Members"** means those who meet the requirements of By-Law 3 Membership.

**"President"** means President of the Branch unless otherwise specified.

**"Vice-President"** means Vice-President of the Branch unless otherwise specified.

### BY-LAW 1 NAME

The name of the Branch shall be PIPSC Essex/Kent Branch, hereinafter referred to as the "Branch".

### BY-LAW 2 BRANCH AIM

The aim of the Branch shall be to represent Branch interests, to provide a forum for the discussion of Institute affairs, to administer this Constitution and By-Laws, to make recommendations to Regional Council and to the Institute on topics or matters within the objectives of the Institute, and to nominate delegates to Regional Council and Institute meetings in accordance with the Constitutions and By-Laws of those constituent bodies.

### BY-LAW 3 MEMBERSHIP

**3.1** Every Regular member located within the geographic area of the Branch as described by the Institute shall be a Regular member of the Branch.

**3.2** Every Retired member located within the geographic area of the Branch as described by the Institute shall be a Retired member of the Branch.

### BY-LAW 4 RIGHTS OF MEMBERS

**4.1** All members shall be eligible to hold office, nominate members for positions on the Branch Executive, propose amendments to the Constitution and By-Laws of the Branch and vote in Branch affairs.

**4.2** All members shall be eligible to attend and speak at General meetings of the Branch.

### BY-LAW 5 FINANCES

**5.1 Branch Finances:** Branch finances shall be consistent with Institute policies.

**5.2 Fiscal Year:** The fiscal year of the Branch shall be the calendar year.

**5.3 Expenditures:** The Branch Executive shall expend such monies as it considers necessary for the conduct of the business of the Branch.

**5.4 Branch Funds:** Branch funds will be maintained in an account assigned by the Institute.

**5.5 Signing Officers:** Signing officers are elected or appointed by the Constituent Body executive with the decision being recorded in the appropriate minutes. There should be a minimum of three signing officers, one of whom must be the Treasurer.

**5.6 Signatures:** All cheques shall have the signatures of two signing officers. A signing officer cannot also be the payee.

**5.7 Records** A written account shall be kept of all expenditures.

**5.8 Auditing** As required, auditing and verification procedures shall be carried out by members of the Institute who are not responsible for the administration of funds of the Branch.

## **BY-LAW 6 EXECUTIVE**

**6.1 Role:** The Branch Executive shall exercise the authority of and act on behalf of the Branch on all matters subject to this constitution between general meetings of the Branch.

**6.2 Composition** The Branch Executive shall be elected by and from the Branch members. The Branch Executive shall be composed of a President, a Vice-President, a Secretary, a Treasurer and Members -at-Large up to the maximum permitted by Institute By-Laws.

**6.3 Term of Office** The term of office shall be two (2) years. Commencing in 2016, the term of office shall be three (3) years.

**6.4 Meetings** The Branch Executive shall meet as frequently as is required, but at least three times a year.

**6.5 Quorum** A quorum shall consist of a majority of the members of the Branch Executive.

**6.6 Voting** Decisions shall be by majority vote.

### **6.7 Vacancies**

**6.7.1** If the position of President becomes vacant, the Vice-President shall assume the position of the President until the next election.

**6.7.2** If a position, other than that of the President, becomes vacant for any reason, the remaining members of the Executive may select an eligible member of the Branch to fill that vacancy until the next election.

**6.7.3** Any member who is absent from two (2) consecutive meetings of the Executive without valid reason shall be considered to have resigned from the Executive.

### **6.8 Duties**

**6.8.1 President** The President shall call and preside at all meetings of the Branch and of the Branch Executive, and shall present to the Annual General meeting a report on Branch activities.

**6.8.2 Vice-President** The Vice-President shall assist the President in the performance of his duties and, in the absence of the President, perform the duties of that position.

**6.8.3 Secretary** The Secretary shall be responsible for sending notices of all meetings of the Branch and of the Branch Executive. The Secretary shall record minutes of meetings, including attendance, maintain records and correspondence of the Branch and of the Branch Executive, and shall ensure that a copy of minutes are filed with the Institute. The Secretary shall also be responsible for submitting reports as required by the relevant Institute and Region By-Laws and Regulations.

**6.8.4 Treasurer** The Treasurer shall maintain the financial records of the Branch as required by Institute policy, prepare a financial report for each meeting of the Branch Executive and each General Meeting of the Branch, submit a detailed financial statement to the Institute as required, and prepare the request for the annual allowance of the Branch. Copies of the financial report shall be available to all Branch members.

**6.8.5 Members-at-Large** Members-at-Large shall perform such duties as may be assigned by the Executive.

**6.8.6 Committees** The Executive may establish Committees as necessary, with terms of reference and membership to be decided by the body that establishes them. Copies of committee reports shall be filed with the Branch Secretary. Committees shall be dissolved by majority vote of the body that established them.

## **BY-LAW 7 ELECTIONS**

**7.1 Elections Committee** The Executive shall appoint an Elections Committee to receive nominations for positions on the Branch Executive, and to conduct the elections. Any member of the Committee who becomes a candidate in the elections shall resign from the Committee.

### **7.2 Procedure for Nominations**

**7.2.1** A call for nominations for election to the Branch Executive shall be included with the notice of the Branch Annual General Meeting. **(See 8.1.2)**

**7.2.2** Nominations may be submitted in writing or may be made from the floor of the Branch AGM.

#### **7.2.3 Reserved**

**7.2.4** The Elections Committee shall satisfy itself that the candidates for election are eligible and willing to serve.

### **7.3 Election Procedure**

**7.3.1** The election shall be at the Branch Annual General Meeting (AGM).

**7.3.2** The Elections Committee shall serve as Returning Officers and shall establish procedures for the efficient conduct of an election, the counting and tabulating of ballots and all matters directly related thereto.

#### **7.3.3 Reserved**

**7.3.4** The candidate receiving the highest number of votes for a position shall be declared elected.

**7.3.4.1** In the event of a tie, the candidates locked in a tie will be recast in a single election runoff.

**7.3.4.2** If a tie remains after utilizing By-law 7.3.4.1, the tie will be broken by the flip of a coin.

**7.3.5** The results of the election shall be announced at the Branch Annual General Meeting and subsequently distributed.

**7.3.6** The newly elected Branch Executive shall take office at the close of the Branch Annual General Meeting.

## **BY-LAW 8 BRANCH MEETINGS**

### **8.1 Annual General Meetings**

**8.1.1** The Annual General Meeting of the Branch is its governing body. All members are entitled to attend.

**8.1.2** The Branch Executive shall call an Annual General Meeting once each calendar year. The interval between such meetings shall not exceed fifteen (15) months. Members shall be notified of the meeting and of any proposed changes to this constitution at least three (3) weeks prior to the date of the meeting.

**8.1.3 Quorum** Fifty percent (50%) of the members in attendance at the beginning of the meeting shall constitute a quorum.

**8.1.4 Agenda** The agenda shall include the following items:

Approval of the Agenda

Adoption of the Minutes of the previous Annual General meeting

Business Arising from the Minutes

Report of the President

Annual Financial Report

Approval of Budget  
Report of the Elections Committee  
New Business, including By-Law Amendments

**8.1.5 Voting on Motions** All members present at the Annual General Meeting are eligible to vote. Voting for positions on the Branch Executive shall be by secret ballot. Otherwise, voting shall normally be by a show of hands. Each member shall have one (1) vote. Decisions shall be by a simple majority vote.

**8.1.6 Filing of Documents** Each year, following the Annual General Meeting, the Branch Executive shall submit a copy of the draft AGM minutes, the annual financial report and the elections report to the Office of the Executive Secretary of the Institute prior to end of the calendar year.

## **8.2 Special General Meeting**

**8.2.1** A Special General Meeting of the Branch shall be called by the Branch Executive or at the written request of at least 10% of the Branch members and shall be held within six (6) weeks of such decision or request.

**8.2.2** Only the matter(s) for which the Special General Meeting was called shall appear on the agenda.

**8.2.3** The same requirements shall apply to the notice, quorum, governance, attendance and voting at a Special General Meeting as is prescribed for the Annual General Meeting.

## **BY-LAW 9 RULES OF PROCEDURE**

At any meeting of the Branch, Branch Executive or Committees thereof, matters of procedure, insofar as they are not specifically provided for, shall be governed by a majority vote of the members present and voting on the matter of procedure. The Chair of such meeting shall first rule on a matter of procedure or order and shall, in the absence of any By-Law to the contrary, rely upon and be governed by the latest edition of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure available at the meeting.

## **BY-LAW 10 CONSTITUTION AND BY-LAWS**

**10.1** These By-Laws may be amended at a General Meeting of the Branch. Approval of proposed amendments requires a simple majority of those voting.

**10.2** All proposals for amendments to these By-Laws shall be submitted, in writing, to the Branch Executive. Proposed amendments may be submitted by any member of the Branch. The notice of the Branch meeting at which the amendments will be considered, shall include:

- a) the article to be amended; and
- b) the new wording.

**(See 8.1.2)**

**10.3** New Constitutions and By-Laws, as well as any amendments, shall be submitted to the Institute By-Laws and Policies Committee and the appropriate Regional Executive for review.

**10.4** This Constitution and By-Laws and any amendments thereto shall take effect upon ratification by the Branch membership and approval by the Institute.

## **BY-LAW 11 REGULATIONS**

**11.1** Branch Executive may make such Regulations, and any amendments thereto, not inconsistent with these By-Laws, as it deems necessary or convenient for the operating of the Branch.

**11.2** All proposed Regulations and amendments thereto shall be submitted to the Institute for review and approval. They shall take effect on a date determined by the Branch Executive, but not earlier than the date they were approved by the Institute.

**11.3** Each such Regulation shall be presented to the next General Meeting of the Branch and may be rescinded or amended by such meeting. These constitute changes to the Regulations and shall be subject to Article 11.2.

**BY-LAW 12 CONTEXT AND GENDER**

In this Constitution and By-Laws, expressions in the masculine or feminine, in plural or in singular, may be substituted to give effect to the true meaning of the Constitution and By-Laws.

**Approved by the Board of Directors  
December 12, 2014**

**Approved by the Board of Directors  
July 24, 2025**