



OFFICE OF THE SUPERINTENDENT OF FINANCIAL INSTITUTIONS (OSFI) PROFESSIONAL EMPLOYEES GROUP CONSTITUTION AND BY-LAWS

PREAMBLE

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

DEFINITIONS

"**Employer**" shall be as defined in the Group's collective agreement.

"**Institute**" means The Professional Institute of the Public Service of Canada".

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

"**PIPSC**" means The Professional Institute of the Public Service of Canada"

BY-LAW 1 NAME

The name of this organization shall be the OSFI Professional Employees Group of The Professional Institute of the Public Service of Canada, hereinafter referred to as the "Group".

BY-LAW 2 GROUP AIM

The aim of the Group shall be to further the professional interests of its members; to protect the status and standards of their professions; to formulate and express the views of the members on matters affecting them, and to ensure that the interests of the Group are represented in all proceedings of the employer and of the Institute that may affect the Group. The Group Executive shall speak for the Group in dealing with the Institute. This in no way infringes on the right of an individual to approach the Institute on his own behalf.

BY-LAW 3 MEMBERSHIP

3.1 Any member who belongs to the Group and who is a Regular member of the Institute shall also be a Regular member of the Group.

3.2 Any Regular member of the Group who becomes a Retired member of the Institute shall also become a Retired member of the Group.

BY-LAW 4 RIGHTS OF MEMBERS

4.1 Only Regular members shall be eligible to vote on matters related to collective negotiations, including the method of dispute resolution and the ratification of proposed collective agreements except that Retired members who cease to be regular members during the retroactive period of a collective agreement that affects them, unless otherwise precluded by the applicable legislation.

4.2 Only Regular members shall be eligible to hold office, nominate members for positions on the Group Executive, propose amendments to the Constitution and By-Laws of the Group, and vote in Group affairs.

4.3 All members shall be eligible to attend and speak at General Meetings of the Group, including Retired members.

BY-LAW 5 FINANCES

5.1 Fiscal Year: The fiscal year of the Group shall be the calendar year.

5.2 Expenditures: The Group Executive shall expend such monies as it considers necessary for the conduct of the business of the Group.

5.3 Bank Account: The Group Executive shall maintain an account in the name "OSFI

Professional Employees Group of the Professional Institute of the Public Service of Canada”, at a financial institution of its choice for the deposit of the funds of the Group.

5.4 Signatures: Financial transactions shall require the signatures of any two (2) of the Chair, Vice-Chair, Secretary and Treasurer of the Group.

5.5 Auditing: When required by a vote of the Executive or the Annual General Meeting, auditing and verification procedures shall be carried out by members of the Group who are not responsible for the administration of Group funds.

BY-LAW 6 GROUP EXECUTIVE

6.1 Composition: The Group Executive shall be limited to seven (7), with a minimum of three (3). The Group executive shall be composed of a Chair, a Vice-Chair, a Secretary and a Treasurer (or a Secretary-Treasurer) and up to three members-at-large.

6.2 Term of Office: The term of office shall be two (2) years.

6.3 Meetings: The Group Executive shall meet as frequently as is required, but at least twice a year.

6.4 Quorum: A quorum shall consist of a majority of the voting members of the Group Executive.

6.5 Voting: Decisions shall be by majority vote.

6.6 Vacancies:

6.6.1 If a position, other than that of the Chair, becomes vacant for any reason, the remaining officers of the Executive may, at their next meeting, act to fill the vacancy until the end of the original term of office.

6.6.2 If the position of the Chair becomes vacant for any reason, the Vice-Chair shall become Chair until the end of the original term of office. The position of Vice-Chair shall then be filled in accordance with these By-Laws.

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

BY-LAW 7 DUTIES OF THE GROUP EXECUTIVE

7.1 Chair: The Chair shall call and preside at all meetings of the Group and of the Group Executive.

7.2 Vice-Chair: The Vice-Chair shall assist the Chair in the performance of his duties, and in the absence of the Chair, perform the duties of that position.

7.3 Secretary: The Secretary shall be responsible for sending notices of all meetings of the Group and of the Group Executive. The Secretary shall record minutes of meetings, including attendance, maintain records and correspondence of the Group and of the Group Executive, and shall ensure that a copy of minutes are filed with the Institute.

7.4 Treasurer: The Treasurer shall maintain the financial records of the Group as required by Institute policy, prepare a financial report for each Annual General Meeting of the Group, submit a detailed financial statement to the Institute as required, and prepare the request for the annual allowance of the Group. Copies of the financial report shall be available to all Group members.

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

7.6 Committees: The Group Executive shall establish committees as necessary, with terms of reference and membership to be decided by the Group Executive. Committees shall be dissolved by majority vote of the Group Executive.

BY-LAW 8 NEGOTIATING TEAM

8.1 The Negotiating Team is responsible for bargaining the Group’s collective agreement with the employer and presenting tentative agreements to the Group Executive.

8.2 The Negotiating Team is a committee of the Group Executive which shall normally be chaired by the Group Chair.

8.3 The Chair through the Group Executive, is responsible to nominate members of the Team from the Executive and the Regular members. The Chair will try to ensure equitable

representation keeping in mind the regional and classification makeup of the Group. The membership of the Team is subject to the approval of the Executive.

BY-LAW 9 ELECTIONS

9.1 The Group Executive shall appoint an Elections Committee to receive nominations for seven (7) positions on the Group Executive, and to conduct the elections. Any member of the Elections Committee who becomes a candidate in the election shall resign from the Elections Committee.

9.2 The Elections Committee shall distribute a request for nominations to all members of the Group at least two (2) weeks prior to the closing date for nominations.

9.3 Nominations must be supported by at least two (2) members of the Group and the nominee must indicate a willingness to serve if elected.

9.4 Nomination forms, in the format determined by the Elections Committee, must be received by the Chair of the Elections Committee by the close of business on a date to be determined by the Elections Committee. In the event that insufficient nominations are received to fill the vacancies, the Elections Committee shall attempt to obtain the names of additional persons willing and able to serve sufficient to fill the remaining vacancies. If none are forthcoming, the Executive may appoint someone to that position.

9.5 The Elections Committee shall scrutinize the nominations for eligibility and, if necessary, arrange for ballots to be distributed to all members eligible to vote in the election.

9.6 Ballots must be distributed at least two (2) weeks prior to the date set as the deadline for the return of ballots.

9.7 Ballots must be received by the Chair of the Elections Committee by the close of business on a date to be determined by the Elections Committee.

9.8 Candidates shall be declared elected as follows:

9.8.1 Up to 7 (seven) candidates shall be declared elected based on candidates receiving the highest number of members' votes.

9.8.2 If the election results in tie votes for some candidates (i.e. more than one candidate receives the same number of member votes):

- No runoff election is required if the vote results do not affect identification of up to 7 candidates receiving the highest number of votes (e.g. the top 2 candidates receive the same number of votes).

- A runoff election is required if the results do not enable identification of up to 7 candidates receiving the highest number of votes (e.g. the 7th and 8th place candidates receive the same number of votes). Under these conditions, a runoff election will be held within 2 weeks for those affected tie candidates. Candidates receiving the highest number of votes from the run-off election shall be declared elected; up to 7 in total in accordance with 9.8.1.

9.9 The Elections Committee shall ensure the membership is informed of the results of the election as soon as possible.

9.10 The first meeting of the Group Executive shall be by teleconference within two (2) weeks of the announcement of the results of the election. At that first Group Executive Meeting the elected Members of the Group Executive shall choose from among themselves members to fill the Secretary and Treasurer (or Secretary-Treasurer) positions and a Chair and a Vice-Chair.

BY-LAW 10 GENERAL MEETINGS OF THE GROUP

10.1 Annual General Meeting

10.1.1 The Annual General Meeting of the Group is its supreme governing body except in the case of ratification or rejection of contracts and selection of collective bargaining methods, which shall be by way of a vote open to the entire membership.

10.1.2 The Group Executive shall call a General Meeting of the Group at least once each calendar year. The interval between such meetings shall not exceed fifteen (15) months. Members shall be notified at least four weeks prior to the date of the meeting.

10.1.3 Attendance at Annual General Meeting All members of the Group may attend the Annual General Meeting by teleconference.

10.1.4 Quorum The lesser of fifty (50) members or ten percent (10%) of the Regular members shall constitute a quorum.

10.1.4.1 Failure to Obtain Quorum If the quorum is not obtained, the meeting shall be rescheduled by the Group Executive. Notice of the rescheduled meeting shall be sent within two (2) weeks of the original meeting date. Fifty percent (50%) of the Regular members present when the meeting is called to order shall constitute a quorum.

10.1.5 Agenda The agenda shall include the following items:

Approval of the Agenda
Adoption of the Minutes of the previous Annual General Meeting
Roll Call (members of the Group Executive)
Business Arising from the Minutes
Report of the Chair
Annual Financial Report
Report of the Elections Committee
New Business, including Proposed By-Law Amendments.

10.1.6 Voting Only Regular members present at the Annual General Meeting are eligible to vote. Voting shall normally be by a show of hands and each member shall have one (1) vote. Decisions shall be by a simple majority vote. A scrutineer will be appointed in each teleconference location to tally the votes.

10.2 Special General Meetings

10.2.1 A Special General Meeting of the Group shall be called by the Group Executive or at the written request of at least twenty-five (25%) of the Regular members of the Group. This meeting shall be held within six (6) weeks of such call or request. Only the matter(s) for which the Special General Meeting was called shall appear on the agenda.

10.2.2 The same requirements shall apply to the notice, quorum and voting at Special General Meetings as are prescribed for the Annual General Meeting.

BY-LAW 11 RULES OF PROCEDURE

At any meeting of the Group or Group Executive, 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 any 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 version of Sturgis' Standard Code of Parliamentary Procedure available at the meeting.

BY-LAW 12 CONSTITUTION AND BY-LAWS

12.1 These By-Laws may be amended at a General Meeting of the Group or by a referendum of the Group. In either case, approval for amendments requires a simple majority of those voting.

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

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

12.3 This Constitution and By-Laws takes effect upon approval by the Institute and ratification by the Group membership. Any amendments thereto shall take effect upon approval by the Institute and ratification by the Group membership.

BY-LAW 13 REGULATIONS

13.1 The Group Executive may make such Regulations, not inconsistent with these By-Laws, as it deems appropriate for the operation of the Group.

13.2 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 Group Executive, but not earlier than the date they were approved by the Institute.

13.3 Each such Regulation shall be presented to the next General Meeting of the Group, and may be rescinded or amended by such meeting. These

constitute changes to the Regulations and shall be subject to Article 13.2.

BY-LAW 14 CONTEXT AND GENDER

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

BY-LAW 15 DISCIPLINE

Any member of the Group, including members of the Group Executive, may, as provided for in the Institute By-Laws and Regulations, be disciplined by the Group Executive for conduct which in any way adversely affects the interests or reputation of the Group.

**Approved by the Board of Directors
January 28, 2006**

**Approved, as amended, by the Board of Directors
March 22, 2007**