

**THE CONSTITUTION  
OF THE  
CITY OF TORONTO ADMINISTRATIVE,  
PROFESSIONAL AND SUPERVISORY ASSOCIATION, INCORPORATED  
AS AMENDED AND RESTATED  
JANUARY 13th, 2016  
By-Law No. 1**

**1. DEFINITIONS**

In this Constitution, and except where otherwise specified, or the context requires otherwise:

- (a) “Act” means the Ontario *Corporations Act*, as amended from time to time;
- (b) “AGM” means the annual general meeting of the Association;
- (c) “Association” or “COTAPSA” means the City of Toronto Administrative, Professional and Supervisory Association, Incorporated;
- (d) “Board” or “Board of Directors” means the board of directors of the Association;
- (e) “By-Law No. 1” means this Constitution;
- (f) “City” means the Corporation of the City of Toronto;
- (g) “Constitution” means the constitution of the Association or By-Law No. 1;
- (h) “Day” means a calendar day;
- (i) “Director” means a director on the Board of Directors;
- (j) “Executive Committee” means the executive committee of the Board;
- (k) “Member” means an individual member in good standing of the Association;
- (l) “Membership” means the membership of the Association made up of Members;
  
- (m) “Membership meeting” means any meeting of Members of the Association;

- (n) “Officer” means any one of the President, First Vice-President, Second Vice-President, Treasurer, Secretary or any other officer of the Board as designated by the Board from time to time; **and “Officer” includes the Executive Director and the Human Resources Officer of the Association**
- (o) “Retired Member” is a Member who has retired from employment with the City and was a Member of the Association at the time of retirement;
- (p) “Special Meeting” means a general meeting of Members called in accordance with the conditions herein;
- (q) “Special Resolution” means a resolution passed by the Board and confirmed with or without variation by at least two-thirds of the votes cast at a meeting of the Members of the Association duly called for that purpose.

## 2. OBJECTS OF THE ASSOCIATION

2.01 The objects of the Association shall be:

- (a) To represent the interests of the Members of the Association and to advocate on their behalf.
- (b) To obtain the views of the Members respecting matters of concern and to present such views to the City.
- (c) To promote a high standard of conduct and efficiency in the civic service and to promote continuous co-operation with the City.
- (d) To oversee employee relations between non union employees and the City.

## 3. MEMBERSHIP

3.01 Membership shall be open to every employee of the City engaged as a non union or exempt employee in an administrative, professional, management or supervisory capacity and every employee who is ineligible for membership in a trade union as defined in the Labour Relations Act, R.S.O. 1990, c. L.2, as amended or its successor statutes, **except as detailed** herein City Manager, Deputy City Managers, City Solicitor, Executive Director of Human Resources and the Director of Labour and Employee Relations.

- 3.02 There will be one class of Membership in the Association: namely, Member.
- 3.03 Every applicant for Membership will complete and sign a Membership application on the prescribed form and will submit the application and such documents or information required by the application, together with any fee prescribed by the Board.
- 3.04 A Member will have all of the duties and obligations, and all of the rights and privileges of Membership, including the right to:
- (a) Hold office as an Officer, Director or member of any committee;
  - (b) Receive notice of all Membership meetings;
  - (c) Attend and participate at any Membership meeting;
  - (d) Be informed by the Association of matters of concern to the Membership.
  - (e) **Access to any benefits available to a Member**
- 3.05 A Retired Member who has an issue may engage the services of the Association subject to payment of an appropriate fee as determined by the Executive Committee. A Retired Member does not have any other rights granted to a Member except as otherwise noted herein.
- 3.06 A Member is deemed to be in good standing if the Member:
- (a) is not in default of payment of required dues, fees or assessments;
  - (b) Has not resigned from Membership;
  - (c) Has not been expelled, terminated, or suspended from Membership;
  - (d) Is on an approved leave of absence from the City, including long term disability leave;
  - (e) is on a secondment recognized by the Executive Committee;
  - (f) Has been terminated from employment with the City but is in receipt of salary continuation payments and continues to pay Association dues;

- (g) Has been terminated from employment with the City, and in the view of the Executive Committee, continues to pursue appropriate action with respect to that termination and continues to pay Association dues;
- (h) is not associated with a rival organization as set out in section 4.

3.07 A Member may at any time resign from Membership by giving written notice.

3.08 Membership in the Association is non-transferable.

3.09 Membership in the Association and any interest of a Member in any Association property ceases immediately upon death, resignation or expulsion, or upon termination of Membership.

3.10 A Member who resigns, or whose Membership has been terminated for failure to meet financial or other commitments or by expulsion, may reapply for Membership upon submitting an application for Membership as required hereunder subject to the Board's discretion not to readmit the applicant.

3.11 A Member whose Membership is terminated as a result of a default in the Member's obligations, financial or otherwise, will not be readmitted unless the Member seeking readmission has remedied the default prior to seeking readmission.

**3.12 (a) An applicant for membership or a new Member holding membership for less than six (6) months who has been employed by the City for longer than one (1) year as of the effective date will be required to pay membership dues on a retroactive basis to that individual's start date with the City in order to access the legal benefits and HR services of the Association within the first six (6) months of membership.**

**(b) If an applicant for membership has been employed by the City for less than seven (7) years as of the effective date, then as a condition of membership, the applicant will be required to pay membership dues on a retroactive basis for the individual's period of employment with the City up to the date on which membership is granted, if the individual wishes to access Human Relations services of the Association within the first six (6) months of membership**

**(c) If an applicant for membership has been employed by the City for seven (7) years or more as of the effective date, then, as a condition of membership, the applicant will be required to pay membership dues on a retroactive basis for seven (7) years, if the individual wishes to access human resources services of the Association within the first six (6) months of membership.**

**(d) As a condition of membership, any applicant seeking membership in order to access the human resources services of the Association will sign an agreement that the individual will continue to be a Member in good standing and pay all required Association dues for at least the five (5) year period following admission to membership, unless no longer an employee of the City, in which case dues are payable to the last day of employment.**

#### **4. MEMBERSHIP REVIEW**

- 4.01 Subject to the terms herein, the Board may take action against a Member for conduct unbecoming a Member, including but not limited to suspension or termination of Membership, provided that such a decision is taken in a fair manner.
- 4.02 Conduct unbecoming a Member will include support of a rival organization or conduct detrimental to COTAPSA.
- 4.03 The Board may by resolution or motion declare any organization to be rival to COTAPSA and take appropriate action against any Member who supports a rival organization.
- 4.04 A rival organization is any other organization which in the opinion of the Board is rival, competitive or hostile to COTAPSA and its objects, or which attempts to represent any Member already represented by COTAPSA or any individual who otherwise qualifies to be a Member of COTAPSA under its Constitution.
- 4.05 Where the Board decides that an organization is a rival organization, it will notify all Members of that decision at a time and in a manner it considers appropriate.
- 4.06 Any Member who has applied for or has been granted membership in, who has an allegiance to or promotes the objects of, or who has accepted a staff, elected, executive or representative position with a rival organization:
- (a) Is deemed to have a conflict of interest with the Association; and
  - (b) will have seven (7) calendar days following notification by the Board that an organization is rival, in which to resign membership in, resign the staff, elected, executive or representative position with, renounce allegiance to, and cease promoting the objects of the rival organization.
- 4.07 If the Member fails to take such action considered appropriate by the Board, the Board may proceed with a meeting to determine appropriate action in accordance with section 4.08.

4.08 Where the Board believes that the conduct of a Member may be:

- (a) contrary to the stated objects of the Association,
- (b) detrimental to the interests of the Association or its Membership, or
- (c) conduct unbecoming a Member.

Then the Board will provide to the Member written notice which reasonably outlines the Board's concerns and includes a copy of this section.

4.09 The Board will then convene a meeting to further review relevant information and to provide the Member with an opportunity to explain the conduct in question.

4.10 If the Member fails or refuses to attend the meeting or to provide a reasonable explanation for the conduct in question, then the Board may:

- (a) ask the Member to resign from the Association;
- (b) censure the Member;
- (c) expel the Member from the Association;
- (d) terminate the Member's Membership;
- (e) suspend the Member indefinitely or for a specific period;
- (f) take any of these actions individually or in combination, or
- (g) take any other appropriate actions.

4.11 Any actions undertaken by the Board shall require a two-thirds majority of votes cast by the Directors present at a meeting called to consider such actions.

4.12 Where the Board believes that it has sufficient information to convene a meeting of the Board to reach a final decision on appropriate action against a Member, then the Board may suspend a Member summarily and on an interim basis pending any further required investigation or pending the meeting at which the Board will determine what final action to take.

4.13 Any Member who is suspended on an interim basis is deemed not to be in good standing and shall not be allowed to attend Membership meetings or pursue any other rights as or benefits of a Member.

4.14 Any Member who is the subject of Section 4 is not entitled to any representation or assistance by or at the expense of COTAPSA.

## 5. MEMBERSHIP MEETINGS

- 5.01 COTAPSA is a Member driven Association, and as such provides the following avenues for Member input.
- 5.02 The Annual General Meeting (AGM) GM will be held once per fiscal year at a time and place to be decided by the Board subject to notice to each Member ten (10) days or more before the meeting. The agenda shall be set by the Board and include approval of the audited financial statements and appointment of the auditor.
- 5.03 (a) *A Special Meeting* shall be held at the call of the President or at the request of at least 50% of the Board subject to notice to each Member ten (10) Days or more before the meeting. The President shall set the agenda to reflect the purpose of the meeting.
- (b) Any Member may make a request of the President or one or more Directors to call a *Special Meeting*. The Executive Committee will consider any such request and will make a recommendation to the full Board as to whether or not to call a *Special Meeting*.
- 5.04 (a) *A Special Meeting* shall be held on the petition of at least 10% of the Members for any purpose connected with the affairs of the Association that is not inconsistent with the Act. While maintaining the privacy and confidentiality of Members, COTAPSA staff will assist with the implementation of any petition received for a *Special Meeting*.
- (b) The request by Members for a *Special Meeting* shall be in writing to the Secretary, shall contain the signatures of the Members making the request, and shall clearly state the reason for the request in sufficient detail so that a Member will reasonably understand the purpose for the Meeting.
- (c) The request for a *Special Meeting* may consist of several documents in like form stating the reason for the request and may be signed by one or more Members.
- (d) The *Special Meeting* will be held within twenty-one (21) Days from the receipt of a proper request subject to notice to each Member forthwith, but in any event fourteen (14) or more days before the meeting. The President shall set the agenda to reflect the purpose of the meeting.
- 5.05 (a) The Directors are bound to follow any Motion passed by Members at a *Special Meeting* with quorum unless doing so causes Directors to breach their fiduciary duties to the Association or any applicable law.

(b) Should the Board not follow any such motion passed by Members at a Special Meeting, the Board Secretary shall advise the Members in writing within thirty (30) days of such meeting, as to the specific reason(s) unless the Board decides such disclosure would compromise or not be in the best interest(s) of COTAPSA.

5.06 A quorum for the transaction of business at the AGM or at a *Special Meeting* shall consist of at least fifty (50) Members unless specified otherwise herein.

5.07 The Board may establish procedural rules from time to time for any Board, Membership or Committee meeting. Any procedural matter not provided for in this Constitution or in procedural rules established by the Board will be governed by the most recent edition of *Robert's Rules of Order*.

5.08 (a) Any Member entitled to attend a meeting of the Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Association makes such means available. A Member so participating in a meeting is deemed to be present at the meeting.

(b) If the Directors or Members call a meeting, the Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permits all Members to communicate adequately with each other during the meeting if the Association makes such means available.

## 6. **BOARD OF DIRECTORS**

6.01 The Board shall constitute the governing body of the Association, and as such, has ultimate authority and a fiduciary obligation to make decisions on behalf of and in the best interests of the Association and its Members.

6.02 The management, direction, control and administration of the affairs of the Association are vested solely in the Board and the Board is responsible for same.

6.03 The Board will manage, or supervise the management of, the business and affairs of the Association and will have the authority to exercise all powers of the Association.

6.04 The Board may appoint or remove as an authorized representative of the Board or the Association any Director, Member, employee or agent of the Association.

6.05 **The Board may employ an Executive Director from time to time and has the authority to remove the Executive Director**



- 6.06 The Board may delegate any duty or discretion of its Officers, Directors or the Board to the Executive Director provided that no fiduciary obligation is breached.**
- 6.07** Board meetings shall be held six (6) or more times a year at a time and place to be established by the Board. A quorum shall be one half of the total number of Directors. The agenda and minutes to be dealt with at a meeting of the Board shall be distributed to each Director not less than two (2) Days before the meeting.
- 6.08** The Directors may pass by-laws that are not contrary to the Act or any other applicable legislation in order to regulate:
- (a) the admission of persons as Members of the Association, the qualification of and the conditions of Membership;
  - (b) the fees, dues, assessments or other financial obligations of Members;
  - (c) the issuance of Membership cards and certificates;
  - (d) the suspension and termination of Membership by the Association
  - (e) the qualifications of a Director;
  - (f) the time for and the manner of election of Directors;
  - (g) the appointment, remuneration, functions, duties and removal of agents, officers, and employees of the Association;
  - (h) the time and place and the notice to be given for the holding of meetings of Members and of the Board, the quorum at meetings of Members, and the procedure at meetings of Members and Board meetings;
  - (i) the conduct in all other particulars of the affairs of the Association.
- 6.09** (a) Any by-law passed by Directors under section 6.07 is only effective until the next Membership meeting, whether it is the AGM or a Special Meeting called to consider the by-law.

(b) Subject to section 6.09, Members at that Membership meeting can, by a majority of votes cast at that meeting, confirm the by-law as is, confirm the by-law as amended by the Members, or reject the by-law.

(c) If the by-law is not confirmed as is or as amended, then the by-law ceases to have any effect from that meeting onwards.

(d) Where Directors pass a by-law under section 6.07, no act done or right acquired under that by-law is invalidated if the by-law is amended or rejected by Members.

(e) No future by-law passed by the Directors has any effect if similar to a by-law previously rejected by Members unless and until confirmed by Members at an AGM or a Special Meeting.

**6.10** No by-law passed under subsection 6.07(b) is effective until it has been confirmed by at least two-thirds of the votes cast at the AGM or any Special Meeting duly called for considering the by-law.

**6.11** If all the Directors present at or participating in a meeting consent, a meeting of Directors or of a committee may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a Director participating in the meeting by those means is deemed to be present at the meeting. Notwithstanding this, Directors are expected to make every attempt to attend meetings in person.

**6.12** The Board may by resolution remove a Director from the Board who has missed three (3) consecutive Board meetings without good reason.

**6.13 (a) The Association may indemnify a Director or Officer of the Association, a former Director or Officer of the Association, or an individual who acts or acted at the Association's request as a Director or Officer, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that individual's association with COTAPSA. The individual shall repay any money paid by the Association if the individual does not fulfill the conditions set out in subsection (b).**

**(b) The Association will not indemnify an individual under subsection (a), unless,**

**(i) the individual acted honestly and in good faith with a view to the best interest of the Association; and**

- (ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

**7. ELECTION OF DIRECTORS**

7.01 The Board shall consist of a maximum number of twelve (12) Directors. The transition to twelve (12) Directors shall occur as follows: Early in 2012, the terms of all twenty (20) Directors will end with an election of twelve (12) Directors in accordance section 7:02.

7.02 (a) Directors shall be elected each year as close to the end of the term as is practical. Early in 2012, six (6) Directors shall be elected for a one (1) year term and six (6) Directors shall be elected for a two (2) year term as described below.

(b) The terms of the two (2) Directors in each cluster/group shall be determined in the following manner: the Director who receives the most votes will serve for a two (2) year term; the other Director will serve for a one (1) year term.

(c) The terms of the four (4) Directors elected at large shall be determined in the following manner:

- the two (2) Directors who receive the most votes will serve for a two (2) year term;
- the other two (2) Directors will serve for a one (1) year term.

(d) The Board of Directors shall consist of a maximum number of twelve (12) Directors who shall each be a Member of the Association in good standing and whose term(s) of office shall commence on the 1<sup>st</sup> of the month immediately following the month in which they are elected and shall run for two (2) years except in the 2012 elections in which half of the Directors will serve for a one (1) year term and as set out in 7.02 (b) and 7.02 (c) above.

7.03 If an election of Directors is not held at the proper time, the Directors continue in office until their successors are elected.

7.04 (a) Four (4) Directors shall be elected at large by all Members.

(b) Eight (8) Directors shall be elected from and by Members who work within a specific group as defined below:

# of Directors	Representative Group
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2	Cluster "A"
2	Cluster "B"
2	Cluster "C"
2	City Manager and Councillor's staff, ABC's including AOCC's and all other eligible staff not included in Clusters A, B or C
<u>Subtotal 8</u>	
<u>At Large - 4</u>	
12 Total	

(c) In the event that a Director elected from and by the Membership of one group ceases to be an employee in that group but remains a Member, then that Director shall continue to represent that group for the duration of that Director's term.

7.05 Each Director is a fiduciary, and obligated to act in the best interests of the Association, not in the Director's best interest or in the best interests of any Member or group of Members.

7.06 Nominations for Director shall be forwarded to the Chief Returning Officer. In order to be eligible to serve as a Director, the nominee must have been a Member of COTAPSA continuously for a least one (1) year at the time nominations are called.

7.07 The form of any ballot and voting procedures shall be determined by the Chief Returning Officer in consultation with the Executive Committee.

7.08 The Chief Returning Officer shall declare all candidates elected if there are twelve or fewer nominations for Director.

7.09 In the event a vacancy occurs on the Board, the Board shall decide whether the vacancy will be filled by appointment by the Board or through a by-election.

7.10 The vacancy shall be filled within sixty (60) Days and the new Director shall serve out the remainder of the term.

## 8. CHIEF RETURNING OFFICER

8.01 The Board shall appoint a Member as a Chief Returning Officer (CRO) before any election or any by-election of Directors. The term of office of the Chief Returning Officer shall continue until the publication of the results of that election.

- 8.02 The Chief Returning Officer shall count and tabulate the votes in the presence of the staff of the Association.
- 8.03 Any nominee(s) for election as a Director can appoint and identify in writing, one scrutineer to be present at the counting and tabulation of the ballots, provided that the scrutineer has been a Member in good standing of COTAPSA for at least one (1) year prior thereto and subject to any other conditions as established by the Board from time to time or by applicable law.

## 9. OFFICERS AND DUTIES

### 9.01 The President, 1<sup>st</sup> and 2<sup>nd</sup> Vice-Presidents

- (a) The President, with the assistance of the Executive Director, is responsible for the day to day affairs and operations of the Association.
- (b) The President shall preside at all meetings of the Association, the Board and the Executive Committee.
- (c) The President and the Secretary shall sign all By-Laws, Membership certificates and approved Minutes.
- (d) During the absence or incapacity of the President, the duties and powers of the President may be exercised by the 1<sup>st</sup> or the 2<sup>nd</sup> Vice President.
- (e) The President, while acting as Chair of any meeting of the Association, shall only vote to break a tie vote.
- (f) The President shall vacate the Chair to speak to an issue.
- (g) The President shall be an *ex-officio* member of all committees of the Board.
- (h) The Executive Director, does not have a vote but may chair any committee meetings of the Association (excluding Finance and Executive Committees)**
- (i) The President with the Executive Director shall be the spokespersons on behalf of the Association**

### 9.02 The Treasurer

The Treasurer shall, with the assistance of the staff:

- a) Receive and have custody of all moneys due to the Association, give proper receipts and deposit such moneys in the name of the Association in any financial institution of Ontario covered by the Canada Deposit Insurance Corporation or the Deposit Insurance Corporation of Ontario, with the approval of the Executive Committee.
- b) Pay all accounts duly approved by the Board as required, and sign all cheques, promissory notes, bills of exchange and other instruments involving the liabilities of the Association.
- c) Keep books of account showing receipts and expenditures in such form as will meet with the approval of the Association's auditors.
- d) Keep a full and complete statement of the assets and liabilities of the Association.
- e) Present forthwith whenever and as often as the Board or the auditors may require, a detailed balance sheet of all moneys and financial dealings of the Association.
- f) Present an annual audit of the financial records at the AGM.
- g) Be responsible for the purchase of all material required by the Association.
- h) Upon retirement from office, deliver to a successor all books, vouchers and records together with all moneys remaining in the Treasurer's custody.
- i) Maintain a petty cash account of such amount as shall be determined by the Executive Committee from time to time.
- j) Perform such other duties as may be determined by the Board from time to time.

### 9.03 Signing Officers

In addition to the Treasurer, all disbursements, except for petty cash, shall be co-signed by either the President or the 1<sup>st</sup> or 2<sup>nd</sup> Vice-President. In the event that the Treasurer is unavailable to perform the required duties for an extended period of time and delaying outstanding disbursements would result in negative financial or legal implications for COTAPSA, the President may sign for disbursements and either the 1<sup>st</sup> Vice President or 2<sup>nd</sup> Vice President shall co-sign.

#### 9.04 The Secretary

The Secretary shall, with the assistance of staff:

- (a) Act as Clerk of the Board and the Executive Committee.
- (b) Ensure the minutes of all Board proceedings are recorded in the books kept for that purpose.
- (c) Sign all approved Minutes.
- (d) Give all statutory and other such notices required to be given to Members, Directors or third parties.
- (e) Act as custodian of the seal of the Association and of all books, papers, records, correspondence, contracts and other documents belonging to the Association which the Secretary shall deliver up only when authorized by the Board to do so and to such persons as may be named in the resolution.
- (f) Perform such other duties as may be determined by the Board from time to time.

#### 9.05 Other Officers

The Board may appoint other Officers from time to time and their duties shall be determined by the Board.

#### 9.06 The Immediate Past President

In addition to the twelve (12) Directors on the Board, the immediate past President, except if re-elected as a Director, shall be a non-voting ex-officio member of the Board for one (1) year subsequent to completion of the term as President.

9.07 The election of the Officers shall be by a simple majority vote of the Directors in an election at the first Board meeting following the election of the Board. An Officer continues in office until a successor is elected.

#### **9.08 Executive Director**

**The Executive Director sits as an ex officio member on all committees,**

**9.09 The Human Resources Officer is a non-voting Officer of the Association responsible for human resources and labour relations issues and shall not sit on any Association committee unless appointed to do so.**

**10. STANDING COMMITTEES**

**10.01 AMENDMENT - The Board will have an Executive Committee and may establish other committees such as: member relations, political action, audit and finance, governance, and communications.**

*OLD - There shall be five (5) standing committees: Executive, member relations, audit and finance, governance, and communications.*

10.02 The Executive Committee shall be chaired by the President and consists of the Officers of the Association. The Executive Committee shall have the powers, authority, and responsibility of the Board, and shall act in place of the Board as is required. Quorum for the Executive Committee is the majority of the Officers. The Executive Committee shall meet, as required, for the purpose of carrying out ongoing Board business.

The Executive Committee of the Board provides leadership to the Association by ensuring the objects of the Association are fulfilled, and will provide regular reports to the Board.

10.03 The Member Relations Committee shall be chaired by the President or designate and shall be responsible for representing the interests of the Members during any meetings with the City for the purpose of obtaining an agreement between the City and the Association containing terms and conditions of employment or the rights, privileges or duties of the City, the Association, or the Members.

10.04 The Audit and Finance Committee shall be chaired by the Treasurer of the Association and shall be responsible for the Association's budget, investments, and dues and for arranging auditing procedures.

10.05 The Governance Committee shall be responsible for any matters of a legal or regulatory nature affecting the Association including issues relating to the Constitution, rules of order, by-laws or rules or regulations.

10.06 The Communications Committee shall be responsible for the website, Membership recruitment, the publication of all notices, by-laws, newsletters and other items as directed by the President or designate for maintaining the Membership rolls.



**10.07 The political action committee shall be responsible for all City Council relations work and government relations. The committee will be comprised of the President, First Vice (or one (1) other Officer) and the Executive Director**

**10.08** Except for the Executive Committee, each standing committee will be composed of at least one (1) Director and if possible, an Officer. A Chair shall be elected from and by the members of each committee except as otherwise specified herein.

**10.09** The members of each standing committee shall be determined by the Board at the first meeting of the Board following its election, if possible.

**10.10** All standing committees must present a report of activities for ratification by the Board at the request of the Board.

**10.11** Any vacancy in a standing committee shall be filled by and at the discretion of the Executive Committee.

## **11. SPECIAL COMMITTEES**

11.01 A Special Committee:

- (a) shall be formed at the request of the Board and provided with a mandate;
- (b) shall be chaired by a Director, a Member, or staff.
- (c) may include Members, Retired Members or staff.
- (d) shall be required to report to the Board when and as requested by the Board.

## **12. FINANCES**

12.01 The fiscal year of the Association shall be from October 1<sup>st</sup> of one year to September 30<sup>th</sup> of the following year, unless otherwise amended by the Board.

12.02 The Association's accounts and financial statements shall be audited by a licensed Ontario auditor who is not a Member. The auditor shall be appointed by the Members at the AGM. The remuneration of the Auditor shall be determined by the Board.

### 13. **ORDER OF BUSINESS**

13.01 The President or Committee Chair shall open all meetings at the appointed time and shall conduct the business at hand according to an agenda published not less than two (2) Days prior to that meeting. The agenda shall include, but is not limited to, the following items:

- (a) roll call of the Directors
- (b) conflict of interest declarations
- (c) approval of the minutes of the previous meeting.

### 14. **AMENDMENTS**

14.01 Amendments to the Constitution, letters patent or any supplementary letters patent of the Association shall be authorized by Special Resolution as defined in article 1(q) above. The amendments shall be made available to the Membership not less than twenty-one (21) Days prior to the AGM or a Special Meeting called for the purpose of approving such amendments.

### 15. **AMALGAMATION**

15.01 COTAPSA may amalgamate with one or more association(s) subject to compliance with all of the conditions set out below and in the Act.

15.02 If COTAPSA proposes to amalgamate with one or more association(s), then COTAPSA will enter into an agreement with those association(s) setting out the terms and means of effecting the amalgamation and such further particulars as may be required by the Act.

15.03 The Directors of COTAPSA shall submit the amalgamation agreement for approval to a meeting of the Membership.

15.04 The Board's resolution authorizing amalgamation and the amalgamation agreement will be made available to the Membership not less than twenty-one (21) Days prior to the AGM or Special Meeting called for the purpose of approving same.

15.05 Quorum of any meeting of COTAPSA Members to approve an amalgamation agreement will be 500 Members.

15.06 The amalgamation agreement is adopted when COTAPSA Members have approved same by Special Resolution as defined in article 1(q) above, and the Members of every other

amalgamating corporation(s) have approved same by their own Special Resolution as defined in article 1(q) above.

15.07 After an amalgamation agreement has been adopted, COTAPSA and the other amalgamating corporation(s) will file articles of amalgamation and any other documents or information required by the Act.

## 16 **AFFILIATION**

The Association may formally combine or co-ordinate its activities, or affiliate or associate with any other organization provided that such action is approved by a majority of votes cast by the Directors at a Board meeting and does not conflict with the objects of the Association.