

PPBLC Meeting #7
Items for By-Law Review
Updated Dec 2019

1. **Interpretation ~ (m) “Policy and Procedure Manual”** means the manner with respect to the structure and activities of the League and which encompasses all approved Operating Policies of the League that are required to be published.

Committee decision 27 Mar/19 was to have two documents (Titles): 1. Governing Documents, including By-Laws; and 2. Policies and Procedures.

Decision for 4 Dec 2019 – Use: By Laws and Governing Documents

2. BL 2. 04 **Public Accountant** – Committee decision “No change” 27 March, 2019.

3. BL 3. 01 **Classes and Composition of Membership**- Discussion with legal at SAM...as per agenda! Don B. to report on the outcome of the meeting with legal.

4. BL 3.02 **Conditions of Membership**

The following conditions apply for voting members: Serving members of the Canadian Forces (**Regular and Reserve**) participating or involved in the delivery of the program are not eligible for membership. **Employed Secretary-Managers, Executive Directors, CIC, CIs, and Air Cadets are not eligible for membership.**

Revised 3.02 as the result of motions of PPBLC meetings dated 17 March, 2019, and 24 April, 2019 and 4 December 2019.

5. BL 5. 02 **Number of Governors** - By-Law now reads: The Board shall consist of the number of Governors between the minimum and maximum number of Governors specified in the Articles. The precise number of Governors shall be determined by resolution of the Board on a yearly basis. At least two of the Governors shall be Officers or employees of the League or its affiliates.

Approved by BOG 16 May, 2019; Membership AGM 2019.

6. Approval of Budget/Financial Statements by Membership at AGM.

Recommendations are:

1. That we change By-Law 4.03 by removing “approving the current FY budget” from the purposes of the AGM.
2. Upon approval of the recommended changes to By Law 4.03, Policy 3.7.10 A. Budgeting Process and Approval will be changed to reflect the changes to By Law 4.03. In addition, the wording to this section will be changed to the effect that any fee increase is subject to the approval of the PTCs prior to presentation to the AGM as per the decision made at the 2015 AGM.

7. BL 5.11 Conflict of Interest

Current: Every Governor and Officer shall disclose to the League the nature and extent of any interest that the Governor or Officer has in a material contract or material transaction, whether made or proposed with the League, in accordance with the manner and timing provided in section 141 of the Act”.

Committee directed Chair at Mar. 27 meeting to amend Policy 2.3.1.2 to include conflict of interest arising from serving at more than one level of the League with the intent of using the modified version of Section 2.3.1.2 of the PPM to replace By-Law 5.11.

Replacement approved PPBLC 24 April,2019

Where a member, either on his behalf or while acting for, by with or through another, has ~~pecuniary~~ interest, direct or indirect, in any matter, or otherwise has a conflict of interest, as a member, he/she:

- a. Shall disclose his interest, including potential conflict that may arise from holding office at more than one level of the League and the general nature thereof, prior to any consideration of the matter in the meeting. The Member needs to exercise good governance by understanding and recognizing potential conflict of interest situations and take the appropriate action to ensure that they are not in a conflict of interest situation; and
- b. Shall not be present in respect of the matter and shall not in any way whether before or during the meeting influence the voting on any such question. The ~~pecuniary~~ interest, direct or indirect, of an immediate ~~family member~~ or of a close partnership, shall, if known to the member, be deemed to be also the ~~pecuniary~~ interest of the member. Every declaration of interest and the general nature thereof shall be recorded in the minutes.

Commented [PF1]: Define Family Member or Close Friend

8. By-Law 8.03 **Audit Committee**

Proposed:

Retain Section 8.03, with the following change: Replace “The Treasurer of the League shall be the Chair of the committee” with “The Treasurer cannot be the Chair of the Committee. (PPBLC Meeting 7 November 2019). Added 4 Dec 2019: The chair of the committee should have a working knowledge of audit practices.

9. By-Law 6.01 Calling of Meetings

Current: Meetings of the Board may be called by the President, the First Vice President, or any two (2) Governors at any time. There shall be a semi-annual meeting of the Board and Committees each year. It shall usually be held during the month of November in Ottawa, Ontario.

Approved change PPBLC Meeting 7 November 2019: Replace second sentence with: There shall be a semi-annual meeting of the Board each year with the attendance of additional participants as required and invited by the President.

10. Changes to the proxy format...

11. Proposed changes to section 3.8.1 (Elections)