

**Summary of Changes to the
PSEA Constitution and Bylaws
November, 2004**

Constitution	
OLD BYLAWS	PROPOSED REVISIONS TO BYLAWS
	1.1 (d) added: “Chief Executive Officer” or “CEO” means the person employed pursuant to Bylaw 9.5 (except where the context indicates that the term refers to the chief executive officers of a member)
	1.1 (j) deleted: Executive Director means the chief operating officer of the Association employed pursuant to Bylaw 10.5
	1.1 (r) reference to proxy voting deleted
1.1(v) “Secretary” means the Executive Director of the Association or any other person appointed by the Directors to execute the responsibilities of the office of the Secretary as set out in Bylaw 10.6	1.1(v) “Secretary” means the Chief Executive Officer or any other person appointed by him/her to execute the responsibilities of the secretary as set out in Bylaw 9.8
1.1(y)(i) a resolution passed in a general meeting by a majority of not less than 66% of the votes of the Members of the Association who, being entitled to do so, vote in person or by proxy	1.1(y)(i) a resolution passed in a general meeting by a majority of not less than 66% of the votes as determined in accordance with these bylaws
1.1(y)(i)(a) notice of not less than 60 days, forwarded to the Director, Chairperson and CEO of the Member	1.1(y)(i)(a)notice of not less than 60 days, forwarded to the CEO of the association and each member
	1.1(y)(ii) deleted reference to proxy voting
1.1 (aa) “Vice-President” means the Vice-President of the Board elected by and from the Board of Directors	1.1 (aa) “Vice-President” means the Vice-President of the Board elected at the annual general meeting
2.2 The Government may appoint not more than 4 persons as Directors....	2.2 The Government may not appoint not more than 2 persons as Directors...
	2.5 Deleted – Each member, other than Government, shall be entitled to appoint a Director of the Association who shall vote on behalf of the Member and up to two (2) alternates for a Director to take the place of the Director if the Director is unable to attend a general meeting of the Association or a meeting of the Directors of the Association. The Director and the alternates so designated shall be a governor or senior executive employee of the.....
3.5 Under exceptional circumstances and consistent with the notice provisions for special resolution the directors may make such special assessments from time to time	3.5 Under exceptional circumstances and consistent with the notice provisions for special resolution the directors may make such special assessments from time to time

<p>as the Directors determine are necessary provided that such special assessments are approved by not less than 75% of the Directors. Special assessments shall be apportioned consistent with Bylaw 3.1.</p>	<p>as the Directors determine are necessary provided that such special assessments are approved by not less than 66% of the Members present at a general meeting. Special assessments shall be apportioned consistent with Bylaw 3.1.</p>
	<p>3.8 Last sentence deleted – “If a subset of the members of the Association becomes accredited for the purposes of bargaining, the direct costs to deliver those services shall be borne by the accredited members</p>
	<p>4.4(a)(ii) added – notice of a general meeting shall be given to the “Chief Executive Officer” and</p>
<p>4.7 Each member shall have one (1) vote. The votes of the members may be cast to determine the following:</p>	<p>4.7 Each Member institution is entitled to send two delegates to a general meeting, who shall be the Member’s chief executive officer (or designate where the chief executive officer is unable to attend) and the senior human resource and labour relations officer (or his/her designate where he/she is unable to attend). The government is entitled to send its two directors to a general meeting. Except where specifically provided otherwise in these Bylaws, each member institution shall have one (1) vote which shall be cast by the Member’s chief executive officer (or her/his designate). Each government director shall have one vote, whether or not weighted voting applies. The votes of the Members may be cast to determine the following:</p>
	<p>4.7(a) was deleted: and any other Offices the Directors may establish</p>
	<p>4.7(e) was deleted – Nomination of the Association’s representative to the Public Sector Employers’ Council</p>
	<p>4.10 added: Weighted voting applies to proposed amendments to the constitution, proposed amendments to the bylaws, and elections of the President and the Vice President. Weighted voting is based on the Members’ unionized FTEs in the latest version of the association’s Human Resource Database, rounded up to the next whole FTE. Weights are as follows: 100 or less: one vote 101 to 300 two votes 301 to 600 three votes</p>

	601-1000 four votes 1001 to 1500 five votes 1501 and over six votes
Old 4.10, 4.11 and 4.12	New 4.11, 4.12, 4.13
5.3 Except as provided in the Society Act and these Bylaws, a quorum shall be one or more persons present who collectively comprise or represent by proxy 51% of all Members of the Association	5.3 deleted “or represent by proxy”
5.4(b) If, at a meeting adjourned under Bylaws 5.4(a), a quorum is not present within 30 minutes from the time appointed for the meeting, the members present or represented by proxy, shall constitute a quorum	5.4(b) deleted “or represented by proxy”
5.9 Subject to the provisions of the Society Act, every motion or question submitted to a general meeting shall be decided by a show of hands unless (before or on the declaration of the result of the show of hands) a poll is directed by the President or demanded by any two (2) Members entitled to vote who are present in person or by proxy.	5.9 Subject to the provisions of the Society Act, every motion or question submitted to a general meeting, excluding the election of Directors, the President and the Vice President shall be decided by a show of hands (before or on the declaration of the result of the show of hands) a poll is directed by the President or demanded by any two (2) Members entitled to vote.
5.10 Every ballot cast upon a poll and every proxy appointment a proxy holder who casts a ballot upon a poll shall be retained.....	5.10 Deleted reference to Proxy - Every ballot cast upon a poll, shall be retained.....
	Part 6 – deleted Votes by Proxy
Part 7 Directors becomes Part 6	
7.1 and 7.2 renumbered to 6.1 and 6.2	
7.3 The number of Directors of the Association shall be equal to the number of Members plus up to four (4) additional Directors appointed by the Government	6.3 The number of Directors of the Association shall be 10, including the two Directors appointed by the government and the two Directors referenced in bylaws 6.5. In addition to the 10 Directors, the Chief Executive Officer is an ex-officio member of the Board of Directors with voice but no vote.
	6.4 Added: Directors, other than those appointed by government and the Directors referenced in bylaw 6.5 shall be elected by weighted voting at the annual general meeting as follows: a. one Director elected by and from college Members, b. one Director elected by and from university college Members, c. one Director elected by and from institute Members, and

	<p>d. three Directors elected by and from all the Members however, no delegate is eligible for election as a Director if there is already a Director from his/her institution</p>
	<p>6.5 Added: The chair and vice chair of the Standing Committee on Human Resource and Labour Relations Practices (designated under bylaw 8.8) shall be Directors with voice but no vote.</p>
	<p>7.4 Deleted – The Government shall be entitled to appoint up to four (4) representatives of the Government as Directors</p>
<p>7.5 A person may be a Director or alternate of a Director only if that person: a. is a governor or executive employee of a Member, or a Director appointed by the Government; b. has been duly appointed by the Member; and c. is willing to devoted the time necessary to fully discharge his or her responsibilities to the Association</p>	<p>6.6 A person may be a Director only if that person: a. is a governor or senior level employee of a Member, or a person appointed by the Government and b. is willing to devote the time necessary to fully discharge his or her responsibilities to the Association</p>
	<p>7.6 Deleted – Each Director shall serve at the pleasure of the appointing Member until a replacement is appointed by the Member</p>
<p>7.7 Where a vacancy occurs among Directors appointed under Bylaw 7.4, the Government may appoint a replacement.</p>	<p>6.9 Where a vacancy occurs amongst the elected Directors that would result in a vacancy of more than four months, the Members shall elect, in a manner to be determined by the Board of Directors, another Director to fill the vacancy.</p>
<p>7.8 renumbered to 6.7</p>	
<p>7.9 renumbered to 6.8</p>	
<p>Part 8 renumbered to Part 7</p>	
<p>8.3 The quorum necessary for the transaction of the business at a meeting of the Directors shall be 51% of the total number of Directors of the Association</p>	<p>7.3 The quorum necessary for the transaction of the business at a meeting of the Directors shall be five voting Directors</p>
<p>8.4 – Questions arising at any meeting of the Directors shall be decided by a majority of 66% of the votes cast.</p>	<p>7.4 – Questions arising at any meeting of Directors shall be decided by a majority of the votes cast.</p>
<p>8.8 Notice of a meeting of the Board shall be given to each Director at least 7 days before the time fixed for the meeting and shall specify the place, day and time of the meeting and the general nature of the</p>	<p>7.8 Deleted last sentence</p>

<p>business to be transacted at that meeting. Such notice will be given in writing, personally or by delivery through the post or by letter, telegram, telex, telecopier, courier or facsimile or any other method of transmitting legibly recorded messages in common use. When written notice of a meeting is given to a Director, it shall also be addressed to the Chief Executive Officer of the Member at the registered address for distribution</p>	
<p>8.11 A resolution consented to in writing, whether by document, electronic mail, telegram, telex, telecopier, facsimile or any method of transmitting legibly recorded messages or other means, by all of the Directors for the time being in office without their meeting together shall be subject to ratification of such resolution at the next regular meeting of the Board where the Directors are physically present, as valid and effectual as if it had been passed at a meeting of the Directors duly called and held, shall be deemed to relate back to any date stated therein to be the effective date thereof and shall be filed in the minute book of the Association accordingly. Any such resolution may consist of one or several documents each duly signed by one or more Directors which together shall be deemed to constitute one resolution in writing.</p>	<p>7.11 Deleted: for the time being in office without their meeting together shall be subject to ratification of such resolution at the next regular meeting of the Board where the Directors are physically present</p>
	<p>8.13 Deleted – “each member shall be entitled up to two (2) additional individuals as additional resources to advise its Director.....”</p>
<p>8.14 renumbered to 7.13</p>	<p>Deleted 8.14(b)iii – bar the Member’s Director from participation in any one or more committees</p>
<p>Part 9 renumbered to Part 8</p>	
<p>9.1 – the Directors may by resolution establish: a. an Executive Committee, whose members shall be the officers of the Board, a Director appointed by the Government, and such other members as determined by the Board</p>	<p>8.1 The Directors may by resolution establish: a. an Executive Committee, whose members shall be the President, a Director appointed by the Government, the Chief Executive Officer, and such other members as determined by the Board</p>
<p>9.7 – reference to Bylaw 9.1</p>	<p>8.7 – reference to Bylaw 9.1 changed to Bylaws 8.1 and 8.8</p>

	<p>8.8 (a) and (b) added: a. The Board shall establish and maintain the Standing Committee on Human Resource practices. The purpose of the committee is to work in collaboration with PSEA staff to provide the Board with information, insight and policy recommendations on matters within the mandate of the association as established by the Public Sector Employers' Act. b. Each Member shall designate annually a senior human resource or labour relations practitioner to act as its representative on the committee. Annually, the committee members shall designate, from amongst themselves, the chair and vice chair of the committee.</p>
<p>Part 10 renumbered to Part 9</p>	
<p>10.1 The offices of President and Vice-President are open to any of the directors. The nominations for President and Vice-President may be made by any Director at the annual general meeting at which time the election by ballot vote shall be held. The term of the office of the President and Vice-President shall expire on the date of the next annual general meeting following the election of the President and Vice-President. Incumbents of the office of President and Vice-President are eligible to stand for nomination and election for a new term of office.</p>	<p>9.1 The offices of President and Vice-President are open to any of the Directors. Subsequent to the election of Directors at the annual general meeting, delegates shall nominate and elect from amongst the Directors the President and the Vice President (in that order). The term of the office of the President and Vice-President shall expire on the date of the next annual general meeting following the election of the President and Vice-President. Incumbents of the office of President and Vice-President are eligible to stand for nomination and election for a new term of office.</p>
<p>10.5 The Board shall employ a person as Executive Director of the Association at such salary and upon such terms and conditions of employment as the Board shall determine. The Executive Director shall:</p>	<p>9.5 Executive Director is replaced with Chief Executive Officer</p>
<p>10.5 (a) be the chief operating officer of the Association and, ex officio, the Secretary and a member of all committees established by the Board. The Executive Director shall receive notice of and attend all general meetings, and may attend meetings of the Board and committees established by the Board subject to a decision by the majority of Directors at a meeting of the Board to exclude the Executive Director from attendance at such Board of committee meeting, but shall not have the right to vote</p>	<p>9.5 (a) be the chief operating officer of the Association and the CEO or her/his designate shall be, the secretary and a member of all committees established by the Board. The CEO shall attend all general meetings, and may attend meetings of the Board and of committees established by the Board, subject to a decision by the majority of Directors to exclude her/him in order to discuss matters such as the CEO's compensation or performance. The CEO shall not have the right to vote on</p>

on Association matters	Association matters.
10.6 (c) becomes 9.6 (d)	9.6 (c) Added: serving upon appointment as the Association's representative to the Public Sector Employers' Council
10.6(c) – Executive Director	9.6 (d) replaced with Chief Executive Officer
10.8 – The Office of the Secretary shall	9.8 – The secretary shall
10.8(a) through (g) verb tense change	9.8(a) through 9.8(f) – i.e. the word “processing” changed to “process”
	10.8(e) deleted – having custody of the common seal of the Association
10.8 In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as secretary at that meeting	Deleted
Part 11 through 17 renumbered to Part 10 through Part 16 respectively	
Schedule 1 – S.1.1 a – to negotiate and, if ratified by the Association under sections S1.13 to S1.18, to conclude and execute all collective agreements involving any union that is the certified bargaining agent for any employee of the member.	Schedule 1 – S1.1 a to negotiate and, if ratified and approved in accordance with sections S1.10 to S1.16 of this Schedule, to conclude and execute all collective agreements involving any union that is the certified bargaining agent for any employee of the member.
S1.2(d) where directed in writing by the Association to do so, the member shall lock out its employees at the time specified by the Association, and shall not employ or continue to employ any member or permit-holder of a trade union representing its employees, until such time as the member is directed in writing by the Association to cease locking out its employees	S1.2(d) where directed in writing by the Association to lock out some or all of its employees, the member shall do so at the time specified by the Association, and shall not employ or continue to employ them until such time as the member is directed in writing by the Association to cease locking out those employees.
S1.9(c) delegating to a group of members the negotiation of a Sectoral issue; Provided that, for purposes of this Schedule, the term “delegate” means that the member or group of members to whom the negotiation of an issue is delegated must at all times throughout such negotiations act in accordance with the wishes of the Association, including taking such steps as are necessary to ensure that the negotiating mandate of the member or group of members is approved by the Association, that any proposal made by the member or group of members is within the negotiating mandate approved by the Association, that any tentative agreement or settlement is within the negotiating mandate approved by	S1.9(c) delegating to a group of members the negotiation of a Sectoral issue; Provided that, for purposes of this Schedule, the term “delegate” means that the member or group of members to whom the negotiation of an issue is delegated must at all times throughout such negotiations act in accordance with the wishes of the Association, including taking such steps as are necessary to ensure that the negotiating mandate of the member or group of members is approved by the Association, that any proposal made by the member or group of members is within the negotiating mandate approved by the Association, that any tentative agreement or settlement is within the negotiating mandate approved by

<p>the Association, and that any tentative agreement of settlement is expressly stated to be subject to ratification by the Association pursuant to section S1.13 to S1.18 of this Schedule.</p>	<p>the Association, and that any tentative agreement of settlement is expressly stated to be subject to ratification, executive and approval pursuant to section S1.10 to S1.16 of this Schedule.</p>
<p>S1.10 An agreement arising out of a negotiation referred to in section S1.9 is neither effective nor binding on the Association nor any of its members unless first ratified pursuant to section S1.13 to S1.18 and then approved and executed by the Association.</p>	<p>S1.10 An agreement arising out of a negotiation referred to in section S1.9 is neither effective nor binding on the Association nor any of its members unless first ratified pursuant to Section S1.11 to S1.16 by the member or members that will be bound by it, and then approved and executed by the Directors of the Association.</p>

S. 1.11 to S1.18 deleted	and replaced with S1.11 to S1.19
<p>S1.11 In resolving any dispute arising out of the interpretation, administration or alleged violation of any collective agreement, the Association may take whatever action it considers most suitable in the circumstances, including</p> <ul style="list-style-type: none"> a. delegating to a Member the negotiation of a local issue dispute settlement; b. delegating to a group of Members the negotiation of a component issue dispute settlement, and c. referring the dispute to grievance procedure, arbitration, a mediator or labour relations officer, the Labour Relations Board, any court of competent jurisdiction, or to any other authority provided by law or established by the Association to intervene in the dispute. 	<p>S1.11 The Association shall communicate the terms of a proposed collective agreement to the Members that, if the agreement is ratified, approved and executed as set out in this Bylaw, shall be bound by it.</p> <p>S1.12 The ratification of a proposed collective agreement shall be determined by a mail ballot of the Member or Members that, if the agreement is ratified, approved and executed as set out in this Bylaw, shall be bound by it, and such Member or Members shall be the only members entitled to vote</p> <p>S1.13 Each Member entitled to vote on the proposed collective agreement shall have the vote it is entitled to under Bylaw 4.10.</p> <p>S1.14 In a vote pursuant to S1.12, a proposed collective agreement shall be deemed to be ratified if approved by the majority of weighted votes cast by the Members voting on the agreement, and, if ratified, approved and executed as set out in this Bylaw, shall be binding on all Members affected by the agreement.</p>
<p>S1.12 Any resolution arising out of any negotiations conducted under section S1.11(a) or S1.11(b) shall be approved and executed by the Association.</p>	<p>S1.15 The ballot shall be given to all Members at their registered address either by delivery, telecopy, or double registered mail and, if by mail, the ballot shall be deemed to be received on the 7th day after the date of mailing.</p>
<p>S1.13 The Association shall communicate the terms of a proposed collective agreement to the Members that, if the agreement is ratified as set out in this Bylaw, shall be bound by it.</p>	<p>S1.16 In order to be counted, a ballot must be received at the head office of the Association not later than 5:00 p.m. local time in Vancouver on the 15th day after the date of delivery, telecopy or deemed receipt by the Member, or within such shorter</p>
<p>S1.14 The approval or rejection of a proposed collective agreement shall be determined by a mail ballot of those Members that, if the agreement is approved, shall be bound by it, and those Members</p>	

<p>shall be the only members entitled to vote.</p> <p>S1.15 Each Member entitled to vote on the proposed collective agreement shall have the vote it is entitled to under Bylaw 4.7</p> <p>S1.16 A proposed collective agreement shall be deemed to be approved (i) if approved by the majority of total votes cast by the Members voting on the agreement, and (ii) if the total of the base operating grant of those Members which approve the agreement is equal to more than 50% of the aggregate base operating grant of all Members voting on the agreement, and, if approved, shall be binding on all Members affected by the agreement.</p> <p>S1.17 The ballot shall be given to all Members at their registered address either by delivery, telecopy, or double registered mail and, if by mail, the ballot shall be deemed to be received on the 7th day after the date of mailing.</p>	<p>period as may be determined from time to time by the Directors.</p> <p>S1.17 As soon as practicable after a vote pursuant to S1.14 is counted, if the vote is in favour of ratification of the proposed collective agreement, the Directors of the Association must meet to consider whether to approve and execute the proposed collective agreement. The Directors must inform the Member or Members, and the trade union affected, as to whether the proposed collective agreement is approved.</p> <p>S1.18 In resolving any dispute arising out of the interpretation, administration or alleged violation of any collective agreement, the Association may take whatever action it considers most suitable in the circumstances, including:</p> <ul style="list-style-type: none">a. delegating to a Member the negotiation of a local issue dispute settlementb. delegating to a group of Members the negotiation of a component issue dispute settlement, andc. referring the dispute to grievance procedure, arbitration, a mediator or labour relations officer, the Labour Relations Board, any court of competent jurisdiction, or to any other authority provided by law or established by the Association to intervene in the dispute. <p>S1.19 A resolution arising out of any negotiations conducted under section S1.18 shall be approved by the Directors of the Association to the extent required by policies established by the Directors from time to time.</p>
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