



**The Institute of Public Administration of Canada
National Capital Regional Group**

By-laws

STATEMENT OF PURPOSE

The National Capital Regional (NCR) Group is established under the By-laws of The Institute of Public Administration of Canada. These rules and regulations shall generally be consistent with the By-laws of the national body and, in case of conflict, the national By-laws shall take precedence.

The NCR Group exists to connect all orders of government, practitioners, academia, and the private sector across the NCR, and provide a neutral space for the exchange of ideas around public administration. The guiding principles are to:

- (a) Advance the evolution of public administration;
- (b) Maintain a sustainable organizational model; and
- (c) Benefit members.

PART I DEFINITIONS

1. In this document, unless the context otherwise requires,

- (a) “IPAC” means the corporate body, The Institute of Public Administration of Canada - L'Institut d'administration publique du Canada, incorporated by Letters Patent of Canada dated 15th December 1947;
- (b) “IPAC NCR” means The Institute of Public Administration of Canada – National Capital Regional Group;
- (c) “Board” means the Board of Directors of The Institute of Public Administration – National Capital Regional Group; and

PART II MEMBERSHIP AND FEES

Membership

2. An IPAC NCR Member is any person who is a member in good standing of IPAC, and who works or resides in the broader National Capital Region.
3. IPAC NCR membership and categories shall be consistent with IPAC membership categories. IPAC NCR shall not create its own membership categories.

Fees

4. The Board may set fees for attendance at workshops, seminars, conferences or other IPAC NCR events.
5. Fees for events may be set differently for different categories of participants, including: members, non-members or students.

PART III BOARD OF DIRECTORS

Powers and Duties of the Board

6. The affairs of IPAC NCR shall be governed by a Board.
7. Board Members shall perform such duties and exercise such powers as consistent with these By-laws, and as assigned to them by the Board.
8. The Board shall, subject to the By-laws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of IPAC NCR.
9. In addition to the powers conferred in these By-laws and subject to the direction of the membership at an Annual or Special General Meeting, the Board shall be responsible for the general management and programs of IPAC NCR, and for the income and property thereof, for the uses, purposes and benefit of IPAC NCR, and may make rules or policies to regulate its own procedures. In fulfilling these duties the Board may perform, but is not limited to, the following:
 - a. Assign duties and delegate powers to officers as it deems appropriate;
 - b. Appoint standing or special committees from time to time from Board Members or from IPAC NCR Members, and prescribe the duties and powers of any such committee;
 - c. Prepare and approve an annual budget;
 - d. Approve investments made on behalf of IPAC NCR; and
 - e. Make expenditures it deems necessary to carry out the objectives and purpose of IPAC NCR.

10. The Board shall be constituted of the following Board Members:
 - a. Chair;
 - b. Vice Chair;
 - c. Director, Corporate Secretariat;
 - d. Director, Finance;
 - e. Past-Chair;
 - f. A minimum of four, up to a maximum of 15, additional directors as elected or appointed from time to time; and
 - g. A maximum of one student liaison from each NCR academic institution.
11. Notwithstanding article 10, more than one student liaison may share the responsibility for representing a NCR academic institution, but each NCR academic institution will be counted as one Board Member and will receive only one vote.
12. The Board may amend, from time to time, by simple majority, the titles and roles of the Board Members.
13. The titles and roles of the Board Members will be updated at least once per year and provided to IPAC NCR Members at least 14 days prior to the Annual General Meeting.

Election of Board Members

14. Elections to the Board will be held at the Annual General Meeting.
15. Board Members will be elected by a simple majority of IPAC NCR Members present at the Annual General Meeting and through absentee ballots.
16. IPAC NCR Members may submit absentee ballots at least 24 hours prior to the Annual General Meeting. The Board shall select a person or persons responsible for collecting and counting absentee ballots and shall notify IPAC NCR Members at least 14 days prior to the Annual General Meeting.
17. Persons standing for election must be current IPAC NCR Members in good standing. Board Members shall be in good standing during their Board term.
18. Notwithstanding article 14, the position of Past-Chair will be filled by the immediate past Chair. This position may be filled until a change in Chair occurs.

Terms of Elected Board Members

19. Elected Board Members shall normally hold office for a term of two years. This term may be renewed for an additional two terms, up to a maximum of three terms. Thereafter, Board Members may stand for re-election after a one-year absence.

20. Notwithstanding article 19, the Chair shall be elected for one term of three years. Thereafter, the Chair may stand for re-election to any Board position after a three-year absence. The Chair may serve as Past-Chair during this absence.
21. Notwithstanding article 19, student liaisons may be appointed for a term of up to one year.
22. The election of Board Members shall be staggered, such that a minimum of 3 and a maximum of 12 Board Members may stand for election each year. Should more than half of the Board positions be open for election, the Board, by simple majority, may extend the terms of selected Board Members by 1 year such that only half of the Board seats are up for election in any year. Board terms extended in this manner must be open for election at the following Annual General Meeting.
23. Should a vacancy occur, the Board, by simple majority, may appoint a member to fill the vacancy until the Annual General Meeting, at which time the position must be open for election.

Remuneration

24. Membership on the Board is voluntary. No officer, director, appointed committee member or authorized representative of IPAC NCR shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by IPAC NCR of actual and reasonable expenses incurred by an officer, director, committee member or authorized representative regarding attendance at Board meetings and other approved activities.

Withdrawal of Board Membership

25. Should a Board Member miss three consecutive meetings in one year, or half of the Board meetings in an IPAC fiscal year, the member may be removed from the Board by a vote of two-thirds of the Board.
26. Should a Board Member be found to have acted in bad-faith or in a manner unbecoming a Board Member, the member may be removed from the Board by a vote of two-thirds of the Board.
27. A Board Member subject to a vote of withdrawal of Board membership shall be notified in writing 14 days prior to the vote. The affected Board Member will have the opportunity to respond in person or in writing prior to the scheduled vote.

Indemnity

28. IPAC NCR shall indemnify any officer, director or Board Member from any claim against him/her if they acted honestly and in good faith on behalf of IPAC NCR with a view to the best interests of IPAC NCR and he/she had reasonable grounds for believing his/her conduct was lawful.

PART V MEETINGS OF THE BOARD

29. The Board shall meet at least six times per year at the call of the Chair.
30. Quorum for the conduct of a Board meeting shall be either fifty percent of the board or five Board Members, whichever is greater, and must include at least two of the following Board Members:
- a. Chair;
 - b. Vice Chair;
 - c. Director, Corporate Secretariat;
 - d. Director, Finance; or
 - e. Past-Chair.
31. The Chair, or in the absence of the Chair, the Vice Chair, shall preside over meetings of the Board. In the absence of both, the Board shall appoint one of the remaining Members to preside.
32. At least 14 days' notice shall be given for each Board meeting.

PART V COMMITTEES OF THE BOARD

33. The Board may establish, by terms of reference, standing committees to support the roles of Board Members, including, but not limited to, the following:
- (a) Events;
 - (b) Strategy;
 - (c) Finance; and,
 - (d) New Professionals;
34. Subject to its terms of reference, a committee shall be chaired by a Board Member and shall report to the Board.

PART VI REPORTING TO IPAC

35. IPAC NCR shall annually report the following to IPAC:
- (a) an annual report of activities and financial statement approved by the Board, within three months of its Annual General Meeting; and
 - (b) the names of its officers, after the Annual General Meeting.
 - (c) The name of its selected regional representative on the Regional Group Council no later than June 30.

PART VII MEETINGS, ANNUAL GENERAL AND SPECIAL GENERAL

36. There shall be an Annual General Meeting of IPAC NCR Members on or before June 30 of each year on such date as the Board may determine.
37. Notice of the Annual General Meetings and of the general nature of the business to be dealt with shall be given in writing and/or electronically to all IPAC NCR Members at least 14 days before the date of the Meeting.
38. A proposed list of Board Members to be elected at the Annual General Meeting shall be distributed to IPAC NCR Members at least 14 days prior to the Annual General Meeting.
39. If no Annual General Meeting is held, IPAC National may determine, in consultation with the IPAC NCR Chair, the composition of the incoming Board.
40. Quorum for the Annual General Meeting, or a Special General Meeting, shall at minimum consist of half of the presumptive Board Members for the upcoming year. If quorum is achieved at the start of the meeting, members who are present may proceed with business of meeting even if quorum is not present throughout the meeting.
41. Except where otherwise specified by the Board, the business of the Annual General Meeting and the order of its presentation and consideration shall be as follows:
 - a. to receive and consider a report from the Chair on the activities of the Board since the previous Annual General Meeting;
 - b. to receive and consider a report from the Treasurer of the accounts of IPAC NCR;
 - c. to receive and consider any report from the Chairs of Committees the Board has determined to be appropriate to provide;
 - d. to elect Board Members as required in the schedule outlined in By-law 9.
 - e. to consider any motion, except a motion to amend the By-laws, of which notice in writing may have been given to the IPAC NCR at least 14 days prior to the Annual General Meeting.
 - f. to consider any motion, except a motion to amend the By-laws, the introduction of which is supported by not less than two-thirds of the IPAC NCR Members present at the Annual General Meeting;
 - g. to consider motions for amendment of the By-laws proposed in accordance with Part X of these By-laws; and
 - h. to consider any other matters on the agenda for the meeting.
42. A Special General Meeting may be called at any time by the Board and must be called on receipt of a request in writing by an IPAC NCR Member specifying the nature of the business to be transacted and supported by at least one-fifth of the IPAC NCR Members.
43. A notice shall be sent to IPAC NCR Members at least 21 days before the time appointed by the Board for a Special General Meeting and such notice shall specify the date, time and

PART XI OPERATION OF BY-LAWS

52. Upon the coming into force of these By-laws, all former By-laws of IPAC NCR shall cease to have any effect but nothing herein shall derogate from the validity of anything done under their authority.

Adopted this 13 day of June 2018 at the City of Ottawa in the Province of Ontario.



Taran S. Wasson
Chair



Tara Chisholm
Director, Corporate Secretariat

place where such meeting shall be held and the nature of the business to be transacted and no other business shall be transacted at such Special General Meeting.

44. Any IPAC NCR Member shall have the right to vote at any General meeting of IPAC NCR.
45. Unless otherwise specified in the By-laws, resolutions at the Annual General Meeting, or a Special General Meeting, shall pass by simple majority.

PART VIII FINANCIAL PROVISIONS

46. The fiscal year shall be for the period of twelve months commencing on the first day of April and ending on the thirty-first day of March.
47. The Director, Finance shall open and maintain an account in the name of IPAC NCR at a recognized financial institution. The Director may secure a corporate credit card linked to this IPAC NCR account. All cheques shall be signed by the Chair and by the Director, Finance, or in the absence of either, by the Vice Chair or Director, Corporate Secretariat. In the absence of these named Board Members, another member of the Board may be designated by the Board. All credit card charges shall be approved, in advance, by the Chair and by the Director, Finance, or in the absence of either, by the Vice Chair or Director, Corporate Secretariat. In the absence of these named Board Members, another member of the Board may be designated by the Board.

PART IV CONFLICT OF INTEREST

48. No IPAC NCR Member shall receive any gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of IPAC NCR, except as otherwise provided in these By-laws.
49. All officers, directors, Board Members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which IPAC NCR has entered, or may enter, into contracts, agreements or any other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.

PART X AMENDMENT OF BY-LAWS

50. Proposals for amendment, supplement or repeal of By-laws may be introduced at an Annual General Meeting only if not less than 14 days' notice of the proposal or proposals has been given to IPAC NCR Members.
51. To be valid, the By-laws of IPAC NCR may be amended, supplemented or repealed only by a vote of two-thirds of the IPAC NCR Members present at an Annual General Meeting.