

PPX CONSTITUTION

PERFORMANCE AND PLANNING EXCHANGE (PPX) FORUM D'ÉCHANGE SUR LE RENDEMENT ET LA PLANIFICATION (FRP) BY-LAW NO.1 INDEX

RESOLVED as a Constitution and By-law of the Organization that:

Organization Constitution

ARTICLE 1. INTERPRETATION

Definitions.

In this Constitution and all other by-laws and resolution of the Organization hereafter passed, unless the context otherwise requires:

- a. The following terms shall have the meanings specified:
 - i. "Act means the Federal Corporations Act of the Department of Consumer and Corporate Affairs, Government of Canada, or any statute that may be substituted therefor, including the regulations made thereunder, as amended from time to time;
 - ii. "Articles" means the Articles of Incorporation of the Organization as amended or restated from time to time;
 - iii. "Board" means the board of Directors of the Organization;
 - iv. "Organization" means the Organization whose name is set out at the top of this page. For the purpose of the Constitution and By-laws of this Organization, it has the same meaning as "association" ;
 - v. "Director" means a member of the Board;
 - vi. "Meeting of the Members" means an annual meeting of members or a special meeting of members, or both;
 - vii. "Officer" means an officer of the Organization and includes Directors and any person appointed by the Board and given the title "Officer of the Organization";
- b. Terms that are defined in the Act are used in the Organization's Constitution and By-laws with the same meaning;

- c. Words importing the singular number or the feminine gender shall include the plural number or the masculine gender, as the case may be, and vice versa, and references to persons shall include firms and organizations.

ARTICLE II.

PURPOSE OF THE ORGANIZATION

"The Performance and Planning Exchange (PPX) is a discussion centre for developing, gathering, sharing, learning and improving the level of knowledge, understanding and practice of governance, managing for results, planning for results, accountability, and public reporting in the Public and Private sectors. The PPX offers the opportunity to internationally bring a broad group of public and private sector managers and professionals, consultants, practitioners, managers and academics together. It will serve as a bridge, joining organizational structures within and between departments, agencies, associations and corporations, and as a link, within a virtual organization, between individuals and issues. It will promote partnership in knowledge transfer, research and discourse. The Performance and Planning Exchange was created to pursue those objectives."

ARTICLE III.

MEMBERSHIP

Members shall be welcomed from all professions and Public and Private sectors internationally, especially practitioners and their successful organizations. The composition of the membership shall be as provided in the Bylaws of the organization

ARTICLE IV.

MEETINGS

An annual general meeting of association members will be called and take place on a date, time, and location determined by the Board of Directors. The Board of Directors will meet monthly or as otherwise provided by the Bylaws of this organization. Special meetings may be called by a majority vote at any regular meeting of the Board at which a quorum is present, or by the President.

ARTICLE V.

FEES AND DUES

Every member of this association shall pay membership fees and dues as prescribed in the Bylaws of the organization.

ARTICLE VI.

THE BOARD OF DIRECTORS

The Members of the organization at the annual general meeting will elect by ballot from the Membership, Directors who will constitute the Board of Directors of the organization.

The Board of Directors will elect, through majority vote, certain Directors to the Executive Committee, its members consisting of the President, Vice-President, Secretary, Treasurer, immediate Past President and such other officers as may be provided in the Bylaws of this organization. This group shall constitute the Executive Committee of the organization, having powers as detailed in the Bylaws of the organization.

The term of each Director shall commence once officially elected at the annual general meeting and shall continue for a period of two years, the period to be determined by the Board to allow for overlap of terms with the intent of ensuring continuity, smooth transition of officers and maintenance of the organizational knowledge base.

In the event that positions on the Board become vacant, the Board has the right to fill positions on the Board from the Members on an interim basis until an official election can be held at an annual meeting.

ARTICLE VII

QUORUM

A meeting of four members of the Board of Directors including the President, or the First Vice-President acting for the President, shall be considered a quorum for the transition of business.

ARTICLE VIII.

POLICY, RULES AND REGULATIONS

The Board of Directors may prescribe such rules and regulations, and dictate policy not inconsistent with the bylaws relating to the management and operation of the organization as they deem expedient, provided that such rules, regulations and policy shall have force and effect only until the next annual meeting of the members of the organization, where all new bylaws proposed by the Board of Directors shall be confirmed and ratified, and failing such, shall be cancelled and cease to have any force and effect.

ARTICLE IX.

AMENDMENTS

The Constitution and Bylaws may be amended as outlined in the Bylaws of the organization.

Organization Bylaws

ARTICLE 1.

CORPORATE SEAL AND HEAD OFFICE

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the organization.

Until changed in accordance with the Act, the Head Office of the corporation shall be in the City of Ottawa, in the Province of Ontario.

ARTICLE II.

MEMBERSHIP

Membership in the organization shall include those persons interested in furthering the objectives of the organization, who may have used the services of the organization and are or have participated in one or more of the programs offered by the organization.
(Removed Phrase)

There is no charge for membership in the organization.

Members may withdraw from the organization at any time through a written request submitted to the organization staff and at that time, may request that their name be struck from the organization's membership list. No refund of the application fee, in whole or in part, shall be refunded to the individual requesting cancellation of membership.

Any Member may be expelled from membership through just cause by the Members by a vote of three-quarters (3/4) of the Members at an annual meeting of Members, provided that such Member shall be granted an opportunity to be heard at such a meeting.

The Board of Directors may approve an honorary membership for any distinguished person who has made a significant contribution towards the achievement of the organization's objectives. Such a member would have the full rights and privileges as bestowed on Members who have completed the normal application process and requirements.

In order to become eligible to be a Member of the Board of Directors, one must first become a Member of the organization with all its inherent rights and responsibilities.

ARTICLE III.

THE BOARD OF DIRECTORS

The organization shall have a Board of Directors, referred to, individually, as a "Director" and collectively as the "Directors", not to be fewer in number than three (3) and not to exceed fifteen (15) in number, consisting of individuals, eighteen (18) years of age or older, residing in Canada at the time of their election.

The Board shall be elected from the membership at the annual meeting from candidates put forth by a Nominating Committee, duly appointed by the President sixty (60) days prior to the annual meeting. Candidates may also be put forward from the floor during the meeting. A vote is carried out under the supervision of the President or a Chair person approved through a vote of the Members. Those candidates receiving majority vote are elected as Members of the Board of Directors.

Members of the Board, at a subsequent meeting of the Board, shall vote to fill vacant positions on the Executive Committee, the President, Vice-President, Treasurer, and Secretary as well as any other executive positions deemed vacant by the Board..

In order to achieve the unique goals of the organization and in rendering a service to the community served by the organization, candidates for the office of President and Vice-President within the Executive Committee of the organization, holding a seat on the Board of Directors, shall possess a high level of understanding of performance management.

The Members of the Board of Directors shall hold office for a term of two (2) years from the date of election or until their successors are elected in their stead with a percentage (normally 50%) coming up for election in a given year in order to provide for continuity and to safeguard the viable functioning of the organization.

ARTICLE IV.

POWERS OF THE BOARD OF DIRECTORS

The Board of Directors shall engage an Executive Director or Manager on behalf of the organization for such a period as may be decided by the Board, whose duties responsibilities and remuneration shall be contracted by the Board. The Executive Director or Manager shall be deemed an Officer of the Organization and report to the Board.

The Board of Directors of the organization shall oversee the affairs of the organization and make policy which shall be implemented by the Executive Director or Manager and the staff of the organization.

The Board of Directors shall approve the budget of the organization.

ARTICLE V.

DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall attend Board meetings and member meetings of the organization.

Directors on the Board will participate in or head committees appointed by the President, with the President, Treasurer, Vice-President and Secretary holding positions as Officers of the organization on the Executive Committee.

The office of a Director shall become vacant:

- if that Director misses more than three (3) consecutive meetings of the Board and the failure to attend jeopardises the viability and wellbeing of the organization;
- if that Director shall resign their office by delivering a written resignation to the Secretary of the organization;
- if a Director is found by a court to be of unsound mind;
- if at a special general meeting of the Members, a resolution that the Director be removed from the office is supported by 66 2/3% of the Members present at such meeting;
- if a Director becomes bankrupt or suspends payment or compounds with his creditors;
- on death; provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote may fill the vacancy.

A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which her retirement is accepted.

When an office of Director is vacated for whatever reason, all physical properties of the organization relating to that office or borrowed by the Officer, shall be returned immediately to the organization's place of business.

The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors.

ARTICLE VI.

COMMITTEES

From time to time, the Board of Directors shall create such Standing Committees as seen to be necessary for its work. The Chairperson of each committee will be elected by ballot or appointed by the President and will report to the Board of Directors at Board meetings on a regular basis. The President may appoint special committees from time to time as the need arises.

All committees shall have their powers clearly defined by By-law.

The Executive Committee will include the President as Committee Chairperson, the Vice-President(s), the Treasurer, and the Secretary.

Three standing committees, including Executive Committee, which shall be established at the discretion of the Board:

The Finance and Audit Committee

The Treasurer shall Chair the Finance and Audit Committee and submit to the Board Financial reports which shall provide full, accurate and current accounts of all assets, liabilities, receipts and disbursements of the Organization in the books belonging to the Organization. The committee also supervises the audit process and the directs the preparation of the Audit Report to be presented to the Members at the next annual meeting

The Program Committee

The President will Chair the Program Committee and will advise the Board through Program Status Reports of new and on-going programs which the organization is pursuing and will direct, guide and supervise the Executive Director in successfully completing programs and projects for the organization. This could include sub-committees on learning events as well as the annual symposium.

From time to time, the President shall appoint special committees as the need arises.

Unless otherwise determined by the Board, each committee appointed or elected by the Board shall have the power to fix the quorum for its meetings at not less than a majority of its members and to elect its presiding officer.

ARTICLE VII.

DUTIES OF THE EXECUTIVE COMMITTEE

The President (or Co-Presidents) shall be the Chairperson of the Board of Directors of the Organization and shall preside at all meetings of the Members of the Organization and of the Board of Directors. With assistance from the Board, s/he/they shall endeavour to verify that all orders and resolutions of the Board of Directors and of the Members are carried into effect and shall perform such other duties as may be specified by By-law from time to time.

Full details of her/his/their responsibilities are listed herewith:

Responsibilities Leadership

- Sets the tone and goals for your administration
- Builds a program plan for your term of office
- Presides over Board meetings, ensures that the rules of order are followed
- Delegates responsibility and provides support

Administration

- Reads and follows the constitution and bylaws
- Prepares in advance for each Board meeting
- Has no vote at board meeting while acting as Chair; may designate someone else as Chair if wishes to vote
- Appoints special committees
- Makes additional appointments as needed
- Calls for regular committee reports, make sure that the chairperson of each committee carries out their tasks
- Prepares a successor for office
- Sits on hiring committee to hire Executive Director or Manager Prepares a successor for office
- Acts as signing officer for bank account

Represents the Organization

- Attends conferences
- Attends Board training sessions
- Represents the organization in the community
- Signs all official correspondence including funding applications and letters to elected officials

The Vice-president shall, in the absence or disability of the President or Co-Presidents, perform the duties and exercise the powers of the President or Co-Presidents and shall perform such other duties as may be specified by By-law from time to time. Additional duties of the Vice-President include attending Executive Committee meetings, presiding at Board meetings in absence of the President, and preparing a successor for office.

Full details of her/his responsibilities are listed herewith:

Membership in the Association

- Prepares a strategy for building membership in the association during term of office
- May Chair Membership committee; reports to Executive Committee
- Establishes a program to maintain existing memberships and encourage renewals
- Develops a program to encourage prospective members to join the association
- Plans at least an annual meeting of the association membership
- Directs a program to record in a database the pertinent data required of each member

Administration

- Uses the membership database to issue membership cards, receipts, etc.
- Attends Executive committee meetings
- Presides at Board meetings in absence of the President or Co-Presidents
- Works with the Executive Director
- Prepares a successor for office

Public Image

- Directs the publication of an association bulletin or newsletter
- Assists with an active association publicity program
- Develops contacts with individuals and groups outside the organization

The Secretary shall, under the direction of the Board of Directors, perform such duties as may be specified by By-law from time to time, shall attend all meetings of the Board of Directors and Members Meetings and act as clerk thereof and record all votes and minutes of all proceedings and accept committee reports which will be placed in the minutes and duly recorded in the books to be kept for that purpose. S/he shall give or cause to be given notice of all meetings of the Members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President/Co-Presidents, under whose joint direction s/he shall be. The Secretary shall, under the direction of the Board, receive and reply to all correspondence expressly directed to the Board. The Secretary shall be the custodian of the seal of the organization, which s/he shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.

Full details of her/his/their responsibilities are listed herewith:

Association Responsibilities

- Maintains a current Board roster with address, telephone, etc. and an accurate Board attendance record at Board meetings
- Records and reads, distributes and files minutes of association meetings and activities and Executive Committee meetings

- Keeps the association bylaws and constitution
- Prepares a successor for office

Reports and Correspondence

- Records the names and addresses of all new Board members and committee appointments
- Accepts all committee reports approved by the Association Board
- Maintains general association correspondence

The Board may delegate the role and responsibilities of Secretary to the Executive Director or Manager of the Organization, in which case the Secretary would continue to sit on the Executive Committee but as a non-voting member.

The Treasurer shall chair the Finance Committee and request financial reports from the Executive Director and staff on a timely basis which shall be submitted to the Board for its approval and placed in the minutes of the organization. S/he shall also perform such other duties as may be specified by By-law from time to time.

Full details of her/his/their responsibilities are listed herewith:

Receive and Disburse Funds

- Attends Board meetings
- Attends meetings of Executive Committee
- Chairperson of Finance Committee
- Provides the bank with new signature cards for signing officers
- Supervises the charging of membership fees
- Works with the Executive Director when applying for funding
- Oversees the flow of funds into the association and other budgetary matters
- Directs the payment of bills promptly

Records and Reports

- Prepares an annual budget with the help of the Executive Director for the Association
- Oversees all association financial transactions
- Presents a verbal or written financial report at Board meetings
- Participates in the annual audit function
- Prepares a successor for office

The Executive Committee is responsible for directing and overseeing the day-to-day affairs of the organization and the Executive Director or Manager and may approve expenditures regarding on-going operations consistent with the budget and general policy directions established by the full Board.

ARTICLE VIII.

MEETINGS OF THE BOARD OF DIRECTORS

Meetings of the Board of Directors may be held at any time and place to be determined by the Board of Directors, provided that forty-eight (48) hours written notice of such meetings shall be given, other than by mail, to each Director. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. There shall be at least one meeting per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each Director is authorized to exercise one (1) vote at each meeting of the Board of Directors.

If all the Directors consent thereto, generally or in respect of a particular meeting, a Director may participate in a meeting of the Board of Directors by means of such conference, telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Board of Directors is as valid as if it had been passed at a meeting of the Board of Directors.

ARTICLE IX.

MEETINGS OF THE MEMBERS

The annual or any other general meeting of Members shall be held at the head office of the Organization or at any place in Canada as the Board of Directors may determine and on such day as the Board of Directors shall appoint. The members may resolve that a particular meeting of Members be held outside Canada.

A majority of the Members present in person at any meeting of the Members shall constitute a quorum at any meeting of the members.

At every annual meeting of the Members, in addition to any other business that may be transacted, the report of the Board of Directors, the report of the Executive Director, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing years. The Members may consider and transact any business, either special or general, at any meeting of the Members. The Board of Directors shall have the power to call, at any time, a general meeting of the Members. The Board of Directors shall call a special general meeting of the members on written requisition of 66 2/3% of the Members.

Fourteen (14) days written notice shall be given to the Members of any annual or special general meeting of the members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the Members to form a reasoned judgement on the decision to be taken.

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members shall invalidate such meeting or make void any proceedings taken thereat. For purpose of sending notice to the Members, a Director or Officer for any meeting or otherwise, the address of the Members, Director or Officer shall be the last address recorded on the books of the Organization.

The Members shall have the right to exercise one (1) vote at each meeting of the Members. Members shall not be entitled to appoint a proxyholder.

A resolution in writing, signed by a majority of the Members, is as valid as if it had been passed at a meeting of the Members.

At all meetings of the Members every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these By-laws.

ARTICLE X.

RULES OF ORDER

Robert's Rules of Order, Revised shall be the parliamentary authority for this organization.

ARTICLE XI.

EXPENSES OF THE BOARD OF DIRECTORS

Each Director shall be paid such sums in respect of the out-of-pocket expenses incurred by her/him in attending meetings of the Board, meetings of any committee of the Board of which she/he is a member, or meetings of Members, or otherwise incurred by her/him in connection with the performance of her/his duties as a Director, as the Board may from time to time determine.

ARTICLE XII.

LIABILITY OF THE BOARD

Every Director or Officer or former Director or Officer of the Organization or other person who has undertaken or is about to undertake any liability on behalf of the

Organization or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Organization, from and against:

- all costs, charges, and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and
- all other costs, charges, and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

ARTICLE XIII.

AMENDMENTS OF CONSTITUTION AND BYLAWS

The By-laws of the Organization, not embodied in the Letters Patent of the Organization may be repealed or amended by By-law enacted by a majority of the Board of Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of the Members at a meeting duly called for the purpose of considering the said By-law, provided that the repeal or amendment of such By-laws shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

ARTICLE XIV.

EXECUTION OF DOCUMENTS

Contracts, documents or any instruments in writing requiring the signature of the Organization shall be signed by any two Officers. All contracts, documents and instruments in writing so signed shall be binding upon the Organization without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the Organization to sign specific contracts, documents and instruments in writing. The Seal of the Organization when required may be affixed to contracts, documents and instruments in writing signed as a for said or by an Officer or Officers appointed by resolution of the Board of Directors.

ARTICLE XV.

FINANCIAL YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year-end of the Organization shall be December 31.

ARTICLE XVI.

AUDITORS

The Members shall at each annual meeting appoint an auditor to audit the accounts of the Organization for report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Board of Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

ARTICLE XVII.

BOOKS AND RECORDS

The Board of Directors shall see that all necessary books and records of the Organization required by the By-laws of the Organization or by any applicable statute or law are regularly and properly kept.