

Constitution and By-Laws Subcommittee

Terms of Reference

Purpose

The Constitution and By-Laws Subcommittee (the Subcommittee) assists the National Executive Committee (NEC) in maintaining best practices, as well as promoting and attaining excellence in governance, in accordance with CAPE's principles and objectives. The Subcommittee reports to the NEC.

Membership

- The Subcommittee shall be composed of:
 - The President, and at least one (1) Vice-President as voting members;
 - A minimum of three (3) NEC Directors, as voting members;
 - At least one (1) member of the management staff designated by the President, as a non-voting member; and
 - A maximum of four (4) non-voting members at large, in good standing.
- The Subcommittee shall elect a Chair and a Vice-Chair from amongst the voting members.
- Quorum will be a majority of the voting members.

Capacities: drafting, governance, legal, research

Chair

- The Chair has the following responsibilities:

- Call meetings, in consultation with the Subcommittee membership;
- Draft the agenda, in consultation with the Subcommittee membership;
- Ensure the orderly and effective conduct of the meetings;
- Make best efforts to ensure that meetings meet the accessibility needs of those attending;
- Review the minutes of the Subcommittee, ensure they are approved by the Subcommittee and are posted on the website;
- Present recommendations of the Subcommittee to the NEC; and
- Report on the Subcommittee activities at NEC meetings.
- The Chair has the authority to take necessary measures in order to ensure that a disruptive member leaves the meeting and that attendance requirements are respected as per the Constitution and By-laws.

Vice-Chair

- The Vice-Chair has the following responsibilities:
 - Assist the Chair in their responsibilities listed above; and
 - Assume the responsibilities of the chair in the event that the Chair is absent or otherwise unable to perform the duties of the Chair.

Responsibilities

- Review CAPE's Constitution and By-Laws as requested by the NEC. The Subcommittee shall treat such requests by motion of the NEC in priority to other matters;
- Conduct an ongoing review of CAPE's Constitution and By-laws; and
- Recommend amendments of CAPE's Constitution and By-laws to the NEC, when appropriate.

Meeting frequency

- The Subcommittee shall hold nine (9) regular virtual meetings each year, normally scheduled on the second Wednesday of every month during which the NEC meets;
- Special meetings may be added to discuss pressing matters in between regularly scheduled meetings, but these should be exception, not a standard practice.
- Regular and special meetings shall normally be scheduled by the committee at the previous meeting. A special meeting may also be called by the chair upon request of a majority of voting members.

Reporting

- The Subcommittee shall provide minutes to the NEC; and
- Supporting schedules and information reviewed by the Subcommittee shall be available for examination by any NEC member upon request.

Staff support

- Assist the Chair and the Vice-Chair, including by:
 - Forwarding invitations to Subcommittee meetings;
 - Circulating relevant documentation among Subcommittee members;
 - Making best efforts to provide material in an accessible format to those attending;
 - Making necessary arrangements for Subcommittee meetings (bookings, interpretation, etc.); and
 - Taking, distributing, and publishing the minutes.
- The management and staff of the Association shall provide other services to the Subcommittee as requested by the Chair.

Coming into force

- These amended terms of reference come into force on March 22, 2024.