



**CIPP / IPPM**

# **CIPP BY-LAWS**

**1953 – 2014**

**October 2017**

The By-laws and Regulations contained in this document supersede those previously issued.



**CIPP / IPPM**

## **A DESCRIPTION OF THE CIVIC INSTITUTE OF PROFESSIONAL PERSONNEL**

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### **PREAMBLE**

**As a union recognized under the provisions of the Labour Laws of Ontario, the Institute represents the interests of professional employees working in the public sector. The membership holds the supreme authority in the Institute and as such, at Annual General Meetings, elects a Board of Directors to represent the membership. The General Meeting also formulates Institute policy, approves the budget, and sets fees.**

**The primary functions of the Institute are collective bargaining and the maintenance of employees' rights under the Collective Agreements and other relevant pieces of employment related legislation. Elected Members of the Board of Directors are responsible for these functions in accordance with Institute policy.**

**The Board of Directors implements the policies and directives determined in accordance with the By-laws of the Institute and, through the Executive Director, directs the staff of the Institute. The staff provides the services necessary to enable the Institute to function effectively in collective bargaining and to serve the membership.**

**The Executive Director of the Institute is hired by the Board of Directors, reports to the President and sits on the Executive Committee as a non-voting member. She/he is accountable to the Board of Directors and the membership for labour relations functions and the day to day operations of the Institute.**

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**THE BY-LAWS OF  
THE CIVIC INSTITUTE OF PROFESSIONAL PERSONNEL**

**BY-LAW 1: NAME**

The name of this Association shall be "The Civic Institute of Professional Personnel".

**BY-LAW 2: OBJECTIVES**

1. The fundamental objective of the Institute is to serve the members by acting as their collective bargaining agent and by providing representational services.

To achieve this, the Institute shall:

- (a) endeavour to maintain and enhance membership scope;
  - (b) maintain high professional standards;
  - (c) bargain collectively on behalf of its members;
  - (d) grieve breaches of the collective agreement on behalf of the Institute and its members; and
  - (e) otherwise regulate and promote harmonious relationships between the membership and the employers.
2. In representing its members in relation to their individual and collective employment situations, the Institute shall:
  - (a) seek redress for aggrieved members and secure for them their rights as founded in contract, in statute, at common law and by custom; and
  - (b) represent members in consultation with their employers on the terms and conditions of their employment including, inter alia, compensation not included in collective bargaining and rights to exercise professional responsibilities.
3. The Institute shall provide advice and recommendations to public officials on matters that could impact the employment conditions of members or the operations on the Institution, provided that:
  - (a) The Institute shall place the best interest of members first and conduct all advocacies in a transparent and non-partisan fashion.
  - (b) The Institute shall never endorse a political party or movement and only address specific issues as they arise.
  - (c) Any positions taken by the Institute on behalf of the members shall be reported to the membership as they occur. A full report on advocacies and outcomes is to be provided at the Annual General Meeting.
4. The Institute shall aim to reinforce the professional effectiveness of its members by seeking to maintain and improve the application of professional standards and the availability of appropriate opportunities for professional development.
5. The Institute shall endeavour to manage its organization and resources in an efficient and effective manner.

**BY-LAW 3: MEMBERSHIP**

**1. Eligibility**

All professional employees of:

- (a) the City of Ottawa;

(b) Ottawa Community Housing Corporation;

shall be eligible for membership.

A professional employee shall, in general, be defined as an employee who, in the course of his or her employment, is engaged in the application of specialized knowledge ordinarily acquired by a course of instruction and study resulting in graduation from a university or an equivalent achievement in a particular field or discipline.

The Board may declare any group of employees who are eligible for inclusion in a bargaining unit, as defined in legislation applicable to such group, to be eligible for membership notwithstanding that some of the members of such a group do not otherwise qualify for membership.

## **2. Group Severance from Institute Membership**

While employed in a professional capacity with one of the two (2) Units (see By-law 3.1), one Unit in total may sever association upon a vote of two-thirds majority within the membership of that unit.

## **BY-LAW 4: ANNUAL GENERAL MEMBERSHIP MEETINGS**

### **1. Annual General Meeting**

The Annual General Meeting shall be held in the month of November and shall be for the purpose of electing directors, receiving reports of officers and committees, approving the budget estimates and for any other business that may arise.

### **2. Distribution of Materials**

The Board of Directors shall distribute all Standing Committee Reports, Executive Reports and any other special reports, including the minutes of the previous Annual General Meeting to the general membership at least fourteen (14) calendar days prior to the Annual General Meeting.

### **3. Place and Date**

The Board of Directors shall give members notice of the date and place of the meeting at least twenty one (21) calendar days prior to the meeting.

### **4. Agenda**

Members who have items to place on the agenda of the Annual General Meeting shall advise the Secretary, in writing, at least fourteen (14) calendar days prior to the Meeting.

### **5. Quorum**

Those in attendance at the Annual General Meeting shall constitute a quorum.

### **6. Motions**

All matters to be decided at the meeting (excluding elections) shall be introduced by motion. All motions shall be decided by an open vote unless otherwise determined by the majority of the membership present.

## **BY-LAW 5: SPECIAL MEETINGS**

### **1. Special Meetings**

Special Meetings of the general membership may be called by the President for such purposes as the Board of Directors may deem appropriate.

## 2. Notice of Meetings

Notice of Special Meetings shall be given to the general membership at least seven (7) calendar days before the meeting.

## 3. Quorum

Those in attendance at any Special Meeting shall constitute a quorum.

## 4. Motions

All matters to be decided at the meeting shall be introduced by motion. All motions shall be decided by an open vote unless otherwise determined by the majority of the membership present.

### **BY-LAW 6: BOARD OF DIRECTORS**

The Board of Directors shall exercise the authority of, and act on behalf of, the Institute on all matters, subject to these By-laws and to the policy decisions of Annual or Special General Meetings.

The Board shall interpret, between Annual and Special General Meetings, all By-laws, motions and resolutions.

Board members may attend any meeting of a Committee of the Board as an observer. Every member of the Board, in that capacity, shall have access to every document in the Institute except for personal information about identified individuals.

## 1. Composition

- (a) The governing body of the Institute shall be a Board of Directors composed of members in good standing as follows:
  - i. eight (8) Directors representing the City of Ottawa membership;
  - ii. one (1) Director representing the Ottawa Community Housing Corporation membership.
- (b) The Directors shall be elected at the Annual General Meeting by the members of the Unit they represent;
- (c) The Executive positions of President, a Vice-President/Secretary and Treasurer shall be elected by the Board of Directors from within the nine (9) Directors referred to under subsection (a) above. When possible, Board members with no less than two years previous experience on the Board of Directors shall be eligible to run for office within the Executive Committee. The Board shall endeavour to preserve the principle of representation of all Units on the Board and the Executive Committee. Notwithstanding this direction, the Board may decide to implement the provision contained within By-law 7.

## 2. Elections

### (a) *Nominating Committee*

The Council of Trustees shall appoint the Chairperson of the Nominating Committee from the membership. The Chairperson shall select one (1) member from the other bargaining unit to the Nominating Committee at least twenty-eight (28) calendar days prior to the Annual General Meeting. No Director or member seeking office will be eligible to be a member of the Nominating Committee. In addition, the Chairperson and the other member of the Nominating Committee shall become the Chief and Deputy Returning Officers for the election of the Board of Directors.

(b) ***Nominees for Office***

Each member from each Unit of the Nominating Committee shall see that there are enough nominees to stand for office.

(c) ***Closing Date for Nominations***

The closing date for nominations for the Board of Directors shall be ten (10) calendar days before the Annual General Meeting. The nominations shall be submitted to the Chairperson of the Nominating Committee on a standard form provided by the Chairperson. The nominee shall be nominated by two (2) other members in good standing and shall signify his/her willingness to stand for election and undertake any necessary duties if elected. If, after the closing of the nominations, no names have been received for a position, it will be the responsibility of the Chairperson of the Nominating Committee to obtain from the membership any member willing to stand for election.

(d) ***Secret Balloting***

The Directors shall be elected by a secret ballot.

(e) ***Advance Polling***

The Board of Directors may authorize an advance poll to be held at such time and at such place as the Board may deem appropriate.

(f) ***Voting by Proxy***

Voting by proxy of any kind shall not be permitted at any general membership meeting convened for any purpose whatsoever.

(g) ***Voting Procedures***

No member of the Nominating Committee shall supervise the voting proceedings of his/her own Unit including the counting of ballots cast by his/her own Unit. The assignment of Deputy Returning Officers to carry out voting proceedings shall be made by the Chief Returning Officer.

(h) ***Voting Ties***

The Chairperson of the Nominating Committee shall vote only in the case of a tie.

(i) ***Number of Votes to Qualify***

Where more than two (2) Directors' positions are to be filled at the Annual General Meeting for any one Unit, the two (2) Directors receiving the highest number of votes will hold their positions for two (2) years while the other Director(s) will hold office for a term of one (1) year.

(j) ***Announcement of the Election Results***

After the counting of cast ballots, the Chief Returning Officer shall call the meeting to order, announce the results and call for a motion to confirm the results for each unit.

(k) ***Arbitration***

In case of any dispute, including the results of balloting, the Chief Returning Officer shall be the final arbiter of election procedures and proceedings. He/she may allow a recount and shall select any impartial member of the Institute to oversee such recount. He/she shall decide on the timing of the destruction of all ballots.

### **3. Vacancies**

- (a) Vacancies on the Board should be filled within thirty (30) calendar days by a member in good

standing from the Unit in which the vacancy occurs;

- (b) Notices shall go out to the membership within fourteen (14) calendar days of a vacancy occurring;
- (c) If more than one candidate expresses interest in filling the vacancy, an ad hoc committee consisting of the President and two other Board Members shall interview the candidates;
- (d) At least one of the members of the ad hoc committee shall be from within the Unit. The resigning board member may sit on the committee if possible and appropriate. In cases where there is no board member from within the unit, the committee will ask a member at large from that unit to serve on the committee;
- (e) The Committee shall report its findings to the Board, and recommend those candidates most qualified to fill the vacancy;
- (f) The Board shall fill the vacancy according to the recommendation of the Committee;
- (g) A vacancy occurring on or after the May Board meeting need not be filled until the next Annual General Meeting.

#### **4. Term of Office**

(a) ***Limit on Total Length of Service***

- i. Directors shall serve a maximum of six (6) consecutive years. However, they can run again for office after a minimum of one (1) year out of office.
- ii. In the event there is a vacancy on the Board after the Annual General Meeting, the Board will consider filling a vacancy (in accordance with By-law 6.3) with a member who has served six years but has not yet been out of office for one year.

(b) ***Length of Term***

The term of office for a director with the exceptions of section 6.2 (i) and 6.3 above, shall be for two (2) years. The Term of Office for Directors appointed to the Board in accordance with the provisions of Articles 6.3 shall under no circumstances extend beyond the next Annual General Meeting. Directors who have been appointed to finish out a term are eligible to run for re-election.

(c) ***Absence from Regular Board Meetings***

Any member of the Board of Directors, who is absent from any three (3) regular meetings or any two (2) consecutive regular meetings of the Board of Directors in any one (1) year shall have his/her membership status reviewed by the Board of Directors and by a two-thirds (2/3) vote of the Board may be terminated from the Board.

(d) ***Continued Services after Annual General Meeting***

Directors and Officers of the Institute shall hold office until the inauguration of their successors at the first meeting of the Board of Directors following the Annual General Meeting.

(e) ***The New Executive and Officers***

- i. The Chairperson of the Nominating Committee shall call the first meeting of the new Board of Directors within twenty-one (21) days after the Annual General Meeting to elect the new Executive Officers and the Chairpersons of the Standing and Special Committees.
- ii. The current president shall attend and chair the meeting for the election of the new

Executive Officers and committee members and continue to act as chair for the duration of the meeting. The Chairperson of the Nominating Committee shall conduct the election proceedings of the new Executive Officers, who shall be elected by the new Board of Directors only, except in the case of a tie.

- iii. The Chairperson of the Nominating Committee shall vote only in the case of a tie.
- iv. If it is decided after the first meeting that additional Special Committees are required, the Board of Directors may elect Chairpersons of those committees at any Board meeting. The President or acting Chairperson of the Board meeting shall not vote, unless required to break a tie vote. Members for these additional Special Committees may be determined at the same meeting as the election of the Chairpersons and/or at any subsequent Board meeting, but in all other respects By-law 8 shall apply where appropriate.

## **5. Meetings**

The Board of Directors shall meet monthly with the exception of July. Special meetings may be called by the President, the Vice-President/Secretary or upon written request of two (2) or more members of the Board.

## **6. Quorum**

A majority of the members of the Board of Directors shall constitute a quorum of a duly called meeting.

## **7. Chairpersons Who Are Not Directors**

A Special Committee Chairperson, who is not a member of the Board, may be invited to attend meetings of the Board of Directors and may take part in any discussion but he/she shall not have the power to vote, to propose or to second resolutions.

## **8. Expenditures**

The Board of Directors shall have the power to expend such monies as it may consider necessary in conducting the ordinary affairs of the Institute which promote the amelioration of earnings, benefits, skills and working conditions of its members in accordance with the Operating Budget approved annually at the Annual General Meeting.

The Executive Committee shall be responsible for approving non-budgeted expenditures.

## **9. Substitutes**

No member of the Board of Directors shall be entitled to a proxy vote or substitute representation at any meeting of the Board of Directors. Notwithstanding this provision, electronic technology may on occasion be employed in urgent situations to allow Board Members to participate at Board Meetings via conference calls or similar technologies if a quorum is physically present to enable the meeting to take place. The use of such technology should be carefully monitored to ensure it is employed on occasion where circumstances warrant. A member of the Board may designate other Board Members to present his/her report in his/her absence.

## **10. Exclusion Due to Conflict of Interest**

A nominee or a current officer of the Institute must declare any conflict of interest or appearance thereof which may call into question their capacity to perform their official duties and responsibilities objectively.

Failure by the nominee or officer to declare a conflict of interest or appearance thereof will result

in a breach of By-law 6.10 and the individual would be subject to disciplinary action as per By-law 18.

Following a disclosure by a nominee or current officer, the Board of Directors will meet to determine what action will be required. Should the declaration of conflict of interest or appearance thereof be deemed significant, the Board (by a 2/3 majority vote of those present) could request that the nominee revoke his/her candidacy or that the officer voluntarily resign from the Board. Failure by the nominee or the officer to comply with the request would result in disciplinary action as per By-law 18.

Conflict of interest or an appearance thereof is defined as any outside activity, commitment or interest that may adversely affect, compromise or be incompatible with the obligations of a member to the Board or membership. Conflict of interest refers to situations in which financial or other personal considerations may compromise, or have the appearance of compromising, a member's professional judgement in exercising any Board duty or responsibility.

## 11. Oath of Office

(a) All Members of the Board of Directors shall take an Oath of Office at the commencement of their term in office.

(b) **OATH OF OFFICE**

I, \_\_\_\_\_ do solemnly promise and declare that I will truly, faithfully and impartially, to the best of my knowledge and ability, and in accordance with the By-laws of the Institute, execute the office of Member of the Board of Directors for the Civic Institute of Professional Personnel to which I have been elected by the Membership, that I have not received and will not receive any payment or reward, or promise thereof, for the exercise of any partiality or malversation or other undue execution of such office, and that I will disclose any direct or indirect pecuniary interest or any conflict of Interest or an appearance thereof, and recognizing that I will be privy to information of a sensitive and personal nature while holding such office I affirm that I will exercise the utmost degree of care with respect to maintaining the confidentiality of such matters, and that I make these solemn declarations conscientiously believing them to be true and knowing that they are of the same force and effect as if made under oath, and that in affixing my signature on this official document I formally declare my commitment to the Civic Institute of Professional Personnel and its membership.

Declared in the City of Ottawa this \_\_ day of \_\_\_\_\_, \_\_\_\_.

Signature \_\_\_\_\_ Witness \_\_\_\_\_

## **BY-LAW 7: DUTIES OF OFFICERS**

### 1. President

The President of the Institute shall call meetings of the Board of Directors. He/she shall also call general and special meetings of the Institute as provided for in the By-laws, in particular By-law 13 (c). He/she shall preside at such meetings and shall perform all the usual duties of his/her office, including enforcement of the By-laws of the Institute and shall be an ex-officio member of every Standing and Special Committee. The President shall chair the Executive Committee and review all official correspondence and documents on behalf of the Institute save and except for Memoranda of Understanding and documents or correspondence that fall within the normal domain of the Treasurer. The President may, for reasons of efficiency, delegate signing authority for any routine Institute business other than those documents specified in By-law 11.7 to other Board Members and/or CIPP staff members.

The President shall supervise the Executive Director of the Institute.

## **2. Vice-President/Secretary**

In the absence of the President, the Chair shall be occupied by a Vice-President or, in the absence of a Vice-President, by another Director designated by the Board of Directors at any particular meeting duly called by the Board of Directors and as provided for in the By-laws. The Vice-President shall perform such other duties as may be required by the President or by the Directors. Should the President be absent or become incapacitated, the Vice-President will perform all duties of the President. If the Office of the President should fall vacant, the Vice-President shall become the acting President for the remainder of the term.

### **Secretary**

The duties of the Secretary shall be:

- (a) to attend all meetings of the Board of Directors;
- (b) to ensure that minutes of the proceedings of such meetings are taken and read at the ensuing meetings;
- (c) to serve as chairperson of the Policy and Education Committee.

## **3. Treasurer**

The duties of the Treasurer shall be:

- (a) to oversee the financial management of the Institute as completed by CIPP staff;
- (b) to receive all monies due to the Institute and to pay such sums as may be offered by the Board of Directors;
- (c) to review accounts, receipts and payments and to produce records at any meeting of the Board of Directors when required;
- (d) to make all adjustments between line item budget estimates with board approval;
- (e) to close the accounts for the year on the 31st day of December and to submit them to the Auditors;
- (f) to act as the official representative of the Institute on the Ontario Municipal Employees Retirement System (O.M.E.R.S.), O.M.E.R.S. Supplemental plans. The Treasurer shall familiarize him/herself with all aspects of these plans and any related legislation in order to advise adequately the Board of Directors and the general membership of existing benefits as well as soliciting input from the Institute members of any revisions or changes they may desire in these plans;
- (g) to appoint a willing member/retired member from the general C.O.S.F. membership to sit on the C.O.S.F. Board of Trustees as the Institute's official representative. This member shall report and receive direction from the Board on the activities of the C.O.S.F.;
- (h) to perform such other duties as the Board of Directors may deem necessary;
- (i) to invest the surplus funds of the Institute in any or all of the following:
  - i. bonds, debentures or other evidences of indebtedness
    - (1) of or guaranteed by the Government of Canada,
    - (2) of or guaranteed by the Government of any Province of Canada,

- (3) of or guaranteed by the Government of the United Kingdom,
- (4) of any municipal corporation in Canada, including debentures issued for public, separate, secondary or vocational school purposes, or guaranteed by any municipal corporation in Ontario, or secured by or payable out of rates or taxes levied under the law of any province of Canada on property in such province and collectible by or through the municipality in which such property is situated;
- ii. deposits receipts, deposit notes, certificates of deposits, acceptances and other similar instruments issued or endorsed by and chartered to which the Bank Act (Canada) applies;
- iii. term deposits accepted by a credit union as defined in the Credit Unions and Caisses Populaires Act (Ontario);
- iv. guaranteed investment certificates of any trust company that is registered under the Loan and Trust Corporations Act (Ontario);
- v. any other investment, security or evidence of indebtedness as may, from time to time, be authorized by the Board of Directors, provided such investment is in other respects reasonable and proper;
- (j) (i) notwithstanding any other provision of this Article, the Treasurer may invest or deposit any monies according to the Investment Policy;
- (ii). In keeping with the investment policy adopted at the 2007 AGM the Treasurer will establish with the Investment Manager a risk profile to meet investment goals with the lowest possible risk and will select, in conjunction with the Investment Manager, only investments that correspond to this profile.
- (k) the Board may, in instances where no Board Member possesses the requisite skills and abilities, appoint a member in good standing to fulfil the duties and responsibilities of the Treasurer. An appointed Treasurer shall undertake all the duties and enjoy all the rights of an ordinary (elected) Treasurer. He/she shall partake in all discussions of the Board and the Executive Committee but shall not table or second a resolution or motion or vote on any matter.

#### **4. Functional Performance of the Members of the Board of Directors and the Council of Trustees**

- (a) The Board of Directors shall have the power to assess an individual member's performance on the Board of Directors and the Council of Trustees.
- (b) The Board of Directors may censure a Director or Trustee by a two-thirds (2/3) majority vote of the Directors present at a meeting.

#### **BY-LAW 8: STANDING AND SPECIAL COMMITTEES**

- 1. (i) At the second regular meeting of the Board, the Board of Directors may form Standing and Special Committees as may be necessary. These committees shall report to the Board of Directors. Every Standing Committee shall have a Director as Chairperson and a representative from each Unit as specified in By-law 6, section 1 (a). The Board of Directors may approve dual Chairpersons for any Standing or Special Committee.

- (ii) An Institute Labour Relations staff member shall sit on each of the Standing and Special Committees but shall not be a voting member of such Committees.
- 2. If it is decided that additional Special Committees are required, the Board of Directors may elect Chairpersons of those Committees at any Board Meeting.
- 3. The Chairpersons of all Committees shall submit the list of names of members of their Committees to the Board of Directors for ratification.
- 4. The Standing and Special Committees shall meet, as required, at the call of the Chairperson.
- 5. The Standing Committees shall be:
  - (a) the Executive Committee;
  - (b) the Grievance and Arbitration Appeal Committee;
  - (c) the Negotiating Committee(s);
  - (d) the Policy and Education Committee; and
  - (e) the Equity Committee
- 6. Duties of a Chairperson and of Committee Members:
  - (a) The duties of a Chairperson of a Special or Standing Committee shall be:
    - to preserve order at the meeting and maintain a spirit of goodwill and co-operation;
    - to ensure that institute bylaws are observed;
    - to see that every committee member has an equal opportunity to participate in the meeting.
  - (b) Duty of Committee Members:
    - It is the duty of Committee Members to co-operate and support the Chairperson of the Committee to ensure that the above principles are met.

## **BY-LAW 9: DUTIES AND RESPONSIBILITIES OF THE STANDING COMMITTEES**

### **1. Executive Committee**

There shall be an Executive Committee consisting of the President as Chairperson, other Executive Officers (Vice-President/Secretary, Treasurer) and a Director-at-large if all Bargaining Units are not represented by other members of all the Executive Committee. The Executive Committee shall decide, on behalf of the Board, on questions concerning the management of the Institute that require attention between meetings of the Board and manage the day-to-day functioning of the Institute in accordance with policies determined by General Meetings and interpreted by the Board. It shall be accountable to the Board for matters of policy. The Committee shall act on behalf of the Board in emergencies. Policy related decisions or decisions that affect the members as a whole shall be referred to the Board.

Regular meetings of the Executive Committee shall normally take place monthly.

Any member of the Executive Committee must be prepared to assume full participation in the work of the Committee. Removal from Executive Office may be taken by a two-thirds (2/3)-majority vote of the full Board following a unanimous recommendation from the other members of the Executive Committee. Replacements for Executive Officers shall be selected by the Board.

If a vacancy occurs during the term of an officer currently serving on the Executive Committee, other than Vice President/Secretary to President, this vacancy can be filled by another member currently serving on the Board, by an open vote of the Board.

Notwithstanding any provision outlined above, each Unit shall be represented on the Executive Committee.

The Executive Director of the Institute shall sit as a non-voting member of the Executive Committee.

## **2. Grievance and Arbitration Appeal Committee**

- (a) CIPP retains carriage rights of all grievances and retains sole discretion to initiate, settle or abandon any grievance at any stage of the grievance and arbitration process while meeting its duty of representation. The Board of Directors shall receive a written report at each regular board meeting of labour relations matters affecting the Union. The written report will not include any identifying personal information about individual members.
- (b) The members of CIPP have a right to appeal a decision by the Union to not initiate a grievance on their behalf or to abandon their grievance without referral to arbitration.
- (c) There shall be a standing committee called the Grievance and Arbitration Appeal Committee comprised of a Chair and, as far as practical, a member from each bargaining unit. A labour relations staff member of the Institute shall sit as a non-voting member of the committee. The purpose of the Committee is to hear the appeal of members when they are advised that the Union will not initiate a grievance on their behalf or refer their grievance to arbitration.
- (d) Upon receiving notice of appeal, members of the Committee must disclose any conflict of interest, personal or professional, related to the grievor or the subject of the grievance. Upon declaring a conflict, the committee member shall be replaced by a Board member who does not have a conflict. A “conflict” is a bias or interest in the subject of the grievance or a relationship with the grievor that could affect or influence the committee member’s unbiased consideration of the appeal in the interests of the Union as a whole.
- (e) In consultation with the Executive Director, the Committee shall determine a standing procedure for hearing appeals that does not jeopardize the grievance and arbitration time limits identified in the collective agreement.

## **3. Negotiating Committee(s)**

- (a) The Board of Directors shall establish Negotiating Committees for each bargaining unit within the Institute.
- (b) Each Negotiating Committee shall have a Director from that particular unit as Chairperson and shall consist of other elected members representing the bargaining unit. A Labour Relations staff member of the Institute shall sit as a non-voting member on each Negotiating Committee.
- (c) The duties and responsibilities of the Negotiating Committees are to represent the Institute in the collective bargaining process with each of the employer units on behalf of the membership of that particular bargaining unit. To this end it is empowered to:
  - i. retain, direct and/or dismiss such professional consultants, as it considers advisable;
  - ii. identify those changes in the working environment, which should be brought about through the collective bargaining process;
  - iii. submit proposed changes in the Collective Agreements;

- iv. sign Memoranda of Agreement;
  - v. call Ratification Meetings;
  - vi. make recommendations for or against acceptance of terms of settlement;
  - vii. sign such Collective Agreements as may from time to time be approved by the membership of that particular bargaining unit.
- (d) The Chairperson of each Negotiating Committee shall report progress to the regular meeting of the Board of Directors. The Chairperson of each Negotiating Committee may request the President to call such additional Special Meetings of the Board, as he/she considers necessary. The Chairperson of each Negotiating Committee shall select those members from the Committee who will negotiate on behalf of the Institute.
- (e) Each Negotiating Committee shall meet with its membership prior to the first negotiation meeting with the Employer in order to discuss, in general, the contents of the proposals that will be presented. It is understood that the Negotiating Committee shall be empowered to make such changes to the proposals during the negotiations, as it deems necessary.

#### **4. Policy and Education Committee**

- (a) This Committee shall, as far as practical, include one Director from each Unit named in By-law 3.1. A staff member of the institute shall sit as a non-voting member of this committee.
- (b) Duties:
- i. to recommend policies for ratification by the general membership;
  - ii. to review and recommend procedures for the orderly conduct of all phases of Institute affairs;
  - iii. to review and recommend changes to By-laws in accordance with By-law 13 and to report such changes to the next Annual General Meeting;

#### **5. Equity Committee**

- (a) This Committee shall provide advice and assistance to the Institute on all matters related to the provision of bias-free and barrier-free services for members, in compliance with human rights, workplace health and safety and accessibility legislation and regulations.
- (b) Duties
- i. ensure that the services of the Institute are available to all members on an equitable basis;
  - ii. advise the Board concerning the accessibility considerations of any by-law, policy or procedure to be enacted by the Institute;
  - iii. engage Labour Relations staff on matters of equity and accessibility in the workplace;
  - iv. work with the City and/or Ottawa Community Housing on joint initiatives to advance equity and accessibility in the workplace.

#### **6. Annual Reports of the Chairpersons**

The Chairperson of all Standing and Special Committees established by the Board of Directors and members of the Executive shall prepare an annual report for inclusion in the materials distributed to members before the Annual General Meeting.

## **BY-LAW 10: INSTITUTE DUTIES**

Where any member is required to take time off work or lose an opportunity to be called to work, in order to perform the duties of the Institute, the Institute shall reimburse him/her for the time lost at fair amount to be determined by the Board of Directors.

## **BY-LAW 11: FINANCE**

### **1. Fiscal Year**

The fiscal year of the Institute shall be from January 1st to December 31<sup>st</sup>.

### **2. Budgets**

The Treasurer and the Executive Director shall be responsible for the preparation of a budget for the Board of Directors. The Chairperson of every Standing and Special Committee shall inform the Treasurer and/or the Executive Director of any new budgetary requirements for his/her committee. No budget approved by the Board shall take effect until approved at the Annual General Meeting.

Committee budgets shall not be exceeded without the prior approval of the Board of Directors, notwithstanding the authority of the Executive to authorize expenditures.

### **3. Membership Dues**

(a) The rates of dues shall be recommended to the membership by the Board of Directors. No change in the rate of dues shall be implemented without prior approval by the General Membership, notwithstanding the provisions of By-law 13.

(b) Members who are employed on a casual basis to work less than twenty-eight (28) hours per pay period shall pay membership dues of fifty percent (50%) of the budgeted dues for that pay period.

### **4. Deposits**

The Board of Directors shall determine the official depository or depositories.

### **5. Approval**

All accounts shall be submitted to the Board of Directors for approval.

### **6. Proof of Payment**

All Institute expenses must be properly supported by voucher or other satisfactory proof of payment.

### **7. Cheques**

All cheques shall be signed by two (2) of the following: the Treasurer, the President or the Executive Director.

### **8. Business Expense**

(a) The Board of Directors shall determine the business expense to be awarded the Board members for the services rendered. The award of business expense may be extended, at the discretion of the Board, to C.I.P.P. members other than those of the Board of Directors.

(b) No new business expense proposed by the Board shall take effect until approved by the

Annual General Meeting of members.

- (c) The cost of business expense as calculated on the basis of rates approved by the General Membership shall be charged to the fiscal year in which the relevant service was rendered.

### **BY-LAW 12: AUDIT**

1. The books of the Institute shall be audited at least once a year.
2. The Auditors shall carry out an audit of the financial statements of the Institute and report jointly thereon to the Board of Directors and Council of Trustees.
3. The Auditors shall have access to all books, records, accounts and vouchers and shall be entitled to receive from the Board of Directors any explanations or additional information or materials they may require for the purpose of their audit.
4. The Auditor's report shall be distributed to the membership within 15 days of its acceptance by the Board of Directors and Council of Trustees.
  - (a) The audit report shall be considered accepted 45 days after its distribution to members, absent a petition of at least 15 members to call a General Meeting to discuss its findings.
  - (b) The audit report shall be tabled at the Annual General Meeting
5. The auditor will present the audited financial statements at the Annual General Meeting.

### **BY-LAW 13: CHANGE OF BY-LAWS**

Any change may be amended or repealed by a 75% affirmative vote of the entire Board of Directors. Such change shall not be implemented prior to the following:

- (a) notice being given to the members of the Institute;
- (b) written notice being given to the Auditors;
- (c) no petition has been presented to the Secretary by fifteen (15) members to call a General Meeting (to oppose a change); and
- (d) forty-five (45) days has expired since the provision of notice required in (a) and (b) above.

In any event, such changes to the Institute By-laws will be reported at the next Annual General Meeting.

### **BY-LAW 14: ORDER OF BUSINESS**

Any matter may be brought to the Institute's Annual General Meeting. Subject to adoption by the assembly at the outset of each meeting, the order of business at the Annual General Meeting of the Institute shall be determined by the Chair and shall include, but not be limited to:

- (a) Call to Order and Introduction;
- (b) Adoption of Agenda
- (c) Confirmation of Minutes;
- (d) Unfinished Business;
- (e) Reading and considering correspondence;
- (f) Committees' and Officers' Reports
  - a. Executive Committee
  - b. Standing Committees
  - c. Board of Directors' Subcommittee

- d. Employer Committees
- e. Executive Director
- f. Council of Trustees
- (g) Appointment of a scrutineer and the election of Directors;
- (h) New Business
- (i) Adjournment.

With the exception of the election of Directors, this shall also apply to General Meetings of the Institute.

**BY-LAW 15: PARLIAMENTARY AUTHORITY**

The rules contained in the latest revised edition of Roberts Rules of Order shall govern the Institute in the cases to which they are applicable and in which they are not inconsistent with these By-laws and any special rules the Institute may adopt.

**BY-LAW 16: COUNCIL OF TRUSTEES**

1. The Council of Trustees shall be composed of a Chairperson and two (2) members.
2. Each member of the Council of Trustees must be:
  - (a) a member of the Institute in good standing;
  - (b) a past member of the Board of Directors, who has served a term not less than twelve (12) months.
3. The order of precedence for Chairperson shall be:
  - (a) immediate past-President;
  - (b) immediate past-Vice-president;
  - (c) immediate past-Chairperson of the Policy and Education Committee;
  - (d) past-members of the Board of Directors in the order as stated above.
4. The remaining two (2) members shall be chosen by the Chairperson from past-Board members who are willing to serve and who meet the criteria set out in Section 16.2 above. These members shall represent different bargaining units, where possible, in keeping with sections two and three of this article.
5. Term of Office shall be a one (1) year renewable term, to run concurrent with the Board year.
6. The duties and responsibilities of the Council of Trustees shall be:
  - (a) to appoint the Chairperson of the Nominating Committee;
  - (b) to appoint an Auditor to audit the books and accounts of the Institute and to cause the Auditor to report jointly to the Council and the Board;
  - (c) to advise the Treasurer of the name of the Auditor so appointed, prior to June 30 of each year;
  - (d) to inform the Board of Directors of the new Chairperson and members of the Council of Trustees at the first meeting of the Board following the Annual General Meeting;
  - (e) to educate, advise and counsel the Board of Directors, through the President, on the observance of the By-laws; and to provide guidance and advice to the President and/or Board members - when requested;
  - (f) to report on the activities of the Council annually at the Annual General Meeting;
  - (g) in extraordinary circumstances with respect to violation of Institute by-laws, to call a special

meeting of the general membership, to censure the Board of Directors or any member thereof;

7. The Council of Trustees shall be entitled to receive the minutes and financial statements of the Board, concurrent with the Board;
8. The Council of Trustees shall be entitled to reimbursement for all reasonable expenses incurred in the performance of their duties upon presentation of prescribed expense account forms and vouchers;
9. **Members of the Council of Trustees shall take an Oath of Office at the commencement of their term in office as follows:**

I, \_\_\_\_\_ do solemnly promise and declare that I will truly, faithfully and impartially, to the best of my knowledge and ability, and in accordance with the By-laws of the Institute, execute the office of Trustee for the Civic Institute of Professional Personnel, that I have not received and will not receive any payment or reward, or promise thereof, for the exercise of any partiality or malversation or other undue execution of such office, and that I will disclose any direct or indirect pecuniary interest, and recognising that I will be privy to information of a sensitive and personal nature while holding such office I affirm that I will exercise the utmost degree of care with respect to maintaining the confidentiality of such matters, and that I make these solemn declarations conscientiously, believing them to be true and knowing that they are of the same force and effect as if made under oath, and that in affixing my signature on this official document I formally declare my commitment to the Civic Institute of Professional Personnel and its membership.

Declared in the City of Ottawa this \_\_\_ day of \_\_\_\_\_, \_\_\_\_.

Signature \_\_\_\_\_ Witness \_\_\_\_\_

## **BY-LAW 17: RATIFICATION**

### **1. Ratification Meeting**

A meeting for the purpose of ratifying a Collective Agreement shall be called by the Chairperson of the Negotiating Committee.

### **2. Notice of Meeting**

Notice shall be given to those members affected by the proposed agreement at least seven (7) calendar days before the meeting.

### **3. Motions**

All matters to be decided at the meeting shall be introduced by motion. All motions with the exception of the motion to ratify the Collective Agreement shall be decided by an open vote unless otherwise determined by the majority of the membership present. The motion to ratify the Collective Agreement shall be decided by secret ballot.

### **4. Quorum**

Those in attendance shall constitute a quorum.

### **5. Proxy**

Voting by proxy shall not be permitted at Ratification Meetings.

## 6. Advance Poll for Ratification of a Collective Agreement

The Chairperson of a Negotiating Committee may ask the Board of Directors to authorize an advance poll to be held at such time and at such place as the Board may deem appropriate for the purposes of ratifying a Collective Agreement. Only members of that Unit are entitled to vote in advance polls called for the purposes of ratification. Voting by proxy of any kind whatsoever shall not be permitted at any advance poll called for the purpose of ratifying a Collective Agreement. The Board will appoint a member of the Board representing another Unit to act as Chief Returning Officer for advance polls called for the purposes of ratifying a Collective Agreement. The assignment of Deputy Returning Officers to carry out voting proceedings shall be made by the Chief Returning Officer. No member of a Negotiating Committee shall supervise the voting proceedings of his/her own Unit including the counting of ballots cast by his/her own Unit. The Chief Returning Officer shall be responsible for ensuring the security of ballots cast at such advance polls and will also ensure that ballots cast at advance polls are included in the official tally of votes taken at Ratification Meetings. In case of any dispute, including results of balloting, the Chief Returning Officer shall be the final arbiter of election procedures and proceedings. He/she may allow a recount and shall select any impartial member of the Institute to oversee such recount. He/she shall decide on the timing of the destruction of all ballots.

### **BY-LAW 18: DISCIPLINE**

1. Any member who is guilty of conduct detrimental to the advancement of the purposes of or reflecting discredit upon the Institute shall be subject to expulsion, suspension, fine or reprimand after a fair hearing conducted by the Board of Directors.
2. For greater certainty, but not so as to restrict the generality thereof, conduct detrimental to the advancement of the purposes of or reflecting discredit upon the Institute includes:
  - (a) violating any provision of the By-laws of the Institute;
  - (b) engaging in any activity or course of conduct contrary or detrimental to the welfare or best interests of the Institute or the membership;
  - (c) engaging in dual unionism or in a secessionist movement which has, for its purpose, the fostering of a rival organization;
  - (d) urging, advocating, or commencing legal action against the Institute without first exhausting all available extra-judicial remedies;
  - (e) obtaining membership through fraudulent means or by misrepresentation, either on the part of the member or another;
  - (f) revealing information about the affairs of the Institute to a person or persons not entitled to such information;
  - (g) causing or advocating a stoppage of work because of any alleged grievance or dispute in violation of any existing collective agreement;
  - (h) wilfully circulating false or defamatory statements or reports concerning the Institute, its members or the activities thereof;
  - (i) bringing false charges under this Article without reasonable grounds for believing such charges to be true;
  - (j) wilfully engaging in any acts or course of conduct which are inconsistent with the collective bargaining process or which constitute a breach of an existing collective agreement.
3. (a) Notwithstanding Article 18.1, any member who is in arrears in the payment of dues, assessments or fines for a period of ninety (90) days shall be automatically expelled from the Institute and shall not be readmitted except upon payment of said unpaid dues, assessments or fines.

- (b) A suspended member shall be deemed not to be a member in good standing and shall not be eligible to attend meetings, to hold office or to be a candidate for office.

### **BY-LAW 19: LANGUAGES**

1. All meeting notices, Annual Reports and CIPP Communiqué circulated to the membership shall be distributed in English or French at the request of a member.
2. The text of any By-law, resolution or other written instrument shall be valid in either language provided that, in the event of a difference of interpretation or meaning between the language of the French and English texts, the meaning in the language of the text of origin shall govern.
3. All By-laws approved prior to September 20, 1993, shall be deemed to have the text of origin in the English language. All subsequent By-laws will have the language of the text of origin so identified by indicating in brackets (English) or (French).

### **BY-LAW 20: OMERS**

A **By-Law** to authorize participation in the OMERS primary pension plan (“Primary Plan”), and the retirement compensation arrangement that provides benefits for members and former members of the Primary Plan (“RCA”), in respect of the employees of Civic Institute of Professional Personnel identified herein.

Whereas pursuant to subsection 6(1) of the Primary Plan an employer who is eligible under the *Ontario Municipal Employees Retirement System Act, 2006* (“OMERS Act, 2006”) to participate in the Primary Plan and the RCA may, by By-Law/Resolution or resolution, participate in the Primary Plan and the RCA and pay to the funds for the Primary Plan and the RCA the total of the employer and member contributions, and has all of the powers necessary and incidental thereto.

Therefore the Board of Directors of the Civic Institute of Professional Personnel (CIPP) enacts as follows:

1. The Employer shall participate in the Primary Plan and the RCA in respect of each person who is employed by the Employer and who is eligible to be a member of the Primary Plan and the RCA under subsection 5(3) of the OMERS Act, 2006, as amended from time to time, (“Employee”) as of the first day of January, 2012 and authorizes the Executive Director to submit forthwith a certified copy of this **By-Law** to the OMERS Administration Corporation (“AC”).
2. An Employee who is employed on a continuous full-time basis (“CFT Employee”), as defined in subsection 9(1) of the Primary Plan, as amended from time to time, and who commenced employment with the Employer before the Effective Date is entitled to become a member of the Primary Plan and the RCA on the first day of the month following the month in which the CFT Employee’s application is received by the AC, provided that the AC may, at the request of the Employer, fix an earlier date on which the CFT Employee becomes a member but not before the date on which the CFT Employee became entitled to be a member or the first day of January in the year in which the application is received by the AC, whichever is the later date.
3. Every person who becomes a CFT Employee on or after the Effective Date shall, as a condition of employment, become a member of the Primary Plan and the RCA, or if such person is already a member, resume contributions to the Primary Plan and the RCA on the date so employed.
4. An Employee who is employed on other than a continuous full-time basis (“OTCFT Employee”) and meets the eligibility criteria in subsection 9(6) of the Primary Plan, as amended from time to time, is entitled to become a member of the Primary Plan and the RCA on the first day of the month following the month in which the OTCFT Employee’s application is received by the AC, provided that the AC may, at the request of the Employer, fix an earlier date on which the OTCFT Employee becomes a member but not before the date on which the OTCFT Employee became entitled to be a member or the first day of January in the year in which the application is received by the AC, whichever is the later date.

5. Any person who holds a senior management position with the Employer (“Senior Management Official”), as the Employer may designate from time to time, is hereby authorized on behalf of the Employer to take all such action and execute all such documents, certificates and agreements, as they may consider necessary to give effect to the provisions of this By-Law and to fulfill the Employer’s duties and obligations with respect to the Primary Plan and the RCA, as required from time to time.

### **BY-LAW 21: CIPP SCHOLARSHIP**

1. Each year, two scholarships will be awarded, each in the amount of \$1,000.
2. A scholarship recipient may receive a scholarship one time only. It is not renewable.
3. The applicant must be a child of a CIPP member.
4. The applicant may be entering any year of a degree/diploma program at a Canadian post-secondary educational institution.
5. The applicant must be proposing to study full time.
6. Awarding criteria for scholarship applications will require completion of the application form and include review of the requirements of:
  - a. the applicant’s academic transcript;
  - b. a letter of recommendation (not from a family member);
  - c. a short essay, less than 500 words, on a subject relevant to the work done by CIPP, such as “what is the impact of having a unionized worker in your household” ;
  - d. financial need **will not** be a criteria used. It is too administratively complicated to determine and may not represent true financial need.
7. Acknowledgment of attendance, not just acceptance, at the applicant’s chosen education institution must be obtained.
8. To avoid the perception of any bias or conflict of interest, the children of the current Board of Directors, the Council of Trustees and CIPP staff will not be eligible to apply.
9. Re-evaluation

After the first year of awarding this scholarship there shall be a re-evaluation as to the continuation of this scholarship program. If it is to be continued, a review is to be done to determine if any changes to the scholarship parameters or administration procedures are required.

### **BY-LAW 22: OMERS–MANDATORY ENROLMENT FOR CIPP STAFF**

A By-law to provide for mandatory membership in the OMERS primary pension plan (“Primary Plan”), and the retirement compensation arrangement that provides benefits for members and former members of the Primary Plan (“RCA”), in respect of the employees identified herein.

Whereas pursuant to subsection 6(1) of the Primary Plan an employer who is eligible under the Ontario Municipal Employees Retirement System Act, 2006 (“OMERS Act, 2006”) to participate in the Primary Plan and the RCA may, by by-law or resolution, participate in the Primary Plan and the RCA and pay to the funds for the Primary Plan and the RCA the total of the employer and member contributions, and has all of the powers necessary and incidental thereto.

And whereas the Civic Institute of Professional Personnel (“Employer”) enacted By-law 20 and elected to participate in the Primary Plan and the RCA.

And whereas the Employer established mandatory enrolment for all part-time employees.

And whereas it is deemed desirable to clarify the conditions for membership in the Primary Plan and the RCA for Specified OTCFT Employees (as defined below).

Therefore the Board of Directors of the Employer enacts as follows:

1. Effective as of the first day of January 2013 (“OTCFT Effective Date”), the Employer approves mandatory memberships in the Primary Plan and the RCA for each person who is employed by the Employer on other than a continuous full-time basis (“OTCFT Employee”) who is employed in the following class(es) (“Specified OTCFT Employees”): All permanent part-time employees
2. A Specified OTCFT Employee who commenced employment before the OTCFT Effective Date is entitled to become a member of the Primary Plan and the RCA on the first day of the month following the month in which the Specified OTCFT Employee’s application is received by the AC, provided that the AC may, at the request of the Employer, fix an earlier date on which the Specified OTCFT Employee becomes a member but not before the date on which the Specified OTCFT Employee became entitled to be a member or the first day of January in the year in which the application is received by the AC, whichever is the later date.
3. Every person who becomes a Specified OTCFT Employee on or after the OTCFT Effective Date shall, as a condition of employment, become a member of the Primary Plan and the RCA, or if such person is already a member, resume contributions to the Primary Plan and the RCA on the date so employed.