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Rationale for By-law Amendments

CATCA/Unifor Local 5454 is a multi-faceted organization with a distinct, important and unique history. First and foremost, it is a trade union mobilized to protect and advance the working conditions of its members. It is also a professional association which has historically sought to enhance the safety of our national air navigation system, the effective and appropriate use of technology and systems, as well as the professional status of all those persons who make the Canadian air traffic control system so well regarded around the world.

It is CATCA's roots as a professional association which lead the organization to take the somewhat unusual step several decades ago to incorporate itself as a not for profit corporation under federal corporate law. And the By-laws governing CATCA as an independent union, as a local of the CAW Canada and subsequently Unifor have all been By-laws made under the federal corporations statute. While CATCA is a directly chartered local of Unifor, it has never passed local Union By-laws, other than those made under the old Corporations Act.

This state of affairs never raised an issue or concern until recently. In 2012, the federal government passed a new law called the Not-for-Profit Corporations Act, which applies to not-for-profit corporations such as ours, namely CATCA. This new law binds all not-for-profit corporations to adhere to new rules with respect to membership, governance, and the election of the Board of Directors. Not-for-profit corporations were given a period of time in which to transition their By-laws and governance rules.

It became clear to the current Board of Directors that a number of the new legislative rules under the new Not-for-Profit Corporations Act were not consonant with the needs and structure of our Union. For example, the new law requires **all members** to vote on all Board of Director vacancies. This would mean, for example, that Ontario members would have the right to vote on all Regional Vice President positions on the Board of Directors, from the Atlantic all the way to the Pacific. This, of course, is not consistent with the democratic structure of our Union in which RVPs represent a specific region and are elected by only members in that region.

Accordingly, it is proposed that we now restructure, edit and update our By-laws and rules. It is time to take the step of formulating our own **Union** By-laws. And when we do so we will have much greater flexibility in terms of determining and confirming our own specific rules of governance which reflect our unique history.

Labour law does not put many restraints on what must be inside our By-laws. Of course, there must be a fair representative governance system, however, labour law does allow for a representative parliamentary style of democracy in which regional members elect Regional Directors who then make up a National Executive Board, just as we have now.

When it was decided to transition to Union By-laws the leadership determined to be guided by a few key principles. First, we would keep our not-for-profit corporation as a corporate body which would be responsible for any of the non-labour relations, commercial functions of the Union, such as leasing or buying office equipment, leasing or holding office space, and making any other necessary commercial arrangements. The not-for-profit corporation CATCA would remain the corporate alter ego of CATCA/Unifor Local 5454. The not-for-profit corporation would be governed by a simplified set of corporate By-laws separate from another set of Union By-laws, which would put key responsibilities in the hands of the National Executive Board. The members of the National Executive Board will be the members of the new not-for-profit corporation. The members will elect a two-person corporate Board of Directors consisting of the President and the Executive Vice President of the Union.

The second key guideline was that the new separate Union By-laws would be as close as possible to the old By-laws with respect to membership and governance rules subject to some amendments which would enhance the democratic structure of the organization. It was also decided that the new Union By-laws would be simplified and edited. Rules that pertained to policies would remain in a third document, aptly called a Policy Book. Again it was decided not to change the policies or By-laws of the Union unless it was deemed essential in terms of democratizing or modernizing the Union. The By-laws of the Union will remain the primordial set of rules that govern the Union as a trade union collective bargaining agent. Membership status, governance rules regarding the new National Executive Board (formerly the Board of Directors), the structure and role of facilities and branches, the goals and objectives of the Union are all set out in the Union By-laws as before.

Attached you will find all three documents. You will find a stripped down set of corporate By-laws which respect the basic requirements of the new Not-For-Profit Corporations Act. You will find as well a new edited Union By-laws which spells out the foundational rules regarding the governance of the Union. And you will find the Policy Book which fills in some detail about the communications, committee, and international affairs work of the Union among other things.

Going forward CATCA/Unifor Local 5454 will have a fuller sovereignty over its By-laws and policies. And this will be part of a modernizing union building effort that will help us all better achieve our objective of representing the members of the Union at a continuing high level.

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