

UNION BY-LAWS



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SECTION I: INTRODUCTION

A: FUNDAMENTALS

CATCA/Unifor Local 5454 (hereinafter referred to as CATCA, the Union or the Association) is first and foremost a democratic organization. This statement has many implications for both members and elected Office Holders.

For the members, it implies they have the right to voice their opinions, to vote on the election of Office Holders and on policy matters referred to the general membership, and to stand for election to any office within the Union for which they are qualified. It also implies, however, that they must be bound by the decision of the majority and, where they may find themselves in disagreement with the majority, urge their own point of view only through the channels and procedures established within the Union.

For the elected Office Holders, it means that they must carefully maintain an effective balance between leadership and service. While representing the views of the members to whom they are directly responsible, they must ensure that they understand that they are guided by Union policies and principles. They must remember that the elected body of which they are members should support the decision of the majority.

In summary:

- The general membership must elect responsible Office Holders and support them, advise themselves of Union activities and express their opinions as and when required.
- The local Office Holders must administer the affairs of their Branch/Facility, keep informed of the opinions of their members, transmit these to their Regional Vice President, and instruct the members in the decisions of the Executive Board.
- The Executive Board, the governing body of the Union, is responsible for determining national policies and ensuring that these are implemented, both within the Regions and by the National Executive.
- The National Executive is responsible for the day-to-day conduct of the Union's affairs within the policies determined by the Executive Board

B: MISSION STATEMENT

To promote the status, working conditions, compensation and security of the membership and to promote aviation safety.

C: GUIDING PRINCIPLES

- CATCA is a democratic organization.
- CATCA policy is established by elected representatives.
- CATCA promotes member involvement.
- CATCA will promote the welfare of the membership.
- CATCA pursues and conducts collective bargaining as a vehicle to improve the workplace interests of the membership.
- Controllers are entitled to quality legal representation with respect to legal liability arising out of the performance of their duties.
- Controllers are entitled to quality representation in matters governing the terms and conditions of their employment.
- CATCA serves to promote the unsurpassed professionalism and performance of members with a view to improving the status of the air traffic control service; to promote safety and efficiency in the control of air traffic.
- CATCA contributes to the betterment of ATC on an international basis.
- CATCA will not invest resources in political matters unless the issue directly pertains to the working conditions and workplace interests of the membership.

SECTION II: BY-LAW

1. NAME

- 1.1 The name of this organization is CATCA/Unifor Local 5454. In this By-law, it is also known as “the Association” or CATCA.

2. HEAD OFFICE

- 2.1 The Head Office of the Association shall be in the City of Ottawa, in the Province of Ontario, Canada.

3. PURPOSE, OBJECTS AND PRINCIPLES

Purpose

- 3.1 The Association is a national association and a chartered local union of Unifor, Canada’s leading private sector union. Its purpose is to provide a national structure to present and pursue issues of common concerns and interest to its members and to support the activities of bargaining units composed in whole or in part of persons who are members of the Association.

Objects and Principles

- 3.2 The objects of the Association are as follows:
- a. To promote and conduct collective bargaining for the improvement of working conditions of the membership;
 - b. To promote safety and efficiency in the control of air traffic;
 - c. To promote the unsurpassed professionalism and performance of members with a view to improving the status of the Air Traffic Control services;
 - d. To promote the health, safety and welfare of the members of the Association. (Conv. 2016)
- 3.3 English and French shall be the official languages of the Association.

4. DEFINITIONS

- 4.1 “Active Member” means all employees employed in the provision of air navigation services and falling within a bargaining unit represented by the Association and not having been previously suspended or expelled from membership.
- 4.2 “Member in Good Standing” means an active member who is not in arrears in payment of any membership fees or other monies to the Association. (Conv. 2004)
- 4.3 "Associate Member" means a person referred to in Sub-Article 5.7.
- 4.4 "Association" means CATCA/Unifor Local 5454.

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- 4.5 "Board" means the governing body of the Association, the Executive Board. The Board shall be comprised of the President, the Executive Vice President, and the Regional Vice Presidents, subject to Article 7.
- 4.6 "By-Law" means this By-law which shall govern the Members.
- 4.7 "Corporate Affiliate Member" means an entity referred to in Sub-Article 5.10.
- 4.8 "Delegate" means an individual identified in writing as a person entitled to attend and participate at the National Convention or a Special General Meeting held in accordance with Article 14: Meetings of the Members.
- 4.9 "Executive Board Member" means an individual who has been elected or appointed to the Board pursuant to Article 7: Executive Board.
- 4.10 "Honorary Member" means a person referred to in Sub-Article 5.9.
- 4.11 "Member" shall include Active, Associate, Honorary, Retired and Corporate Affiliate Members.
- 4.12 "Officer" means the Officers of the Association who shall be the President and Executive Vice President.
- 4.13 "Regions" means those Regions initially identified by the Board pursuant to Article 8: Regions and such other Regions as may be determined from time to time thereafter by the Board.
- 4.14 "Retired Member" means a person referred to in Sub-Article 5.8.

5. MEMBERSHIP

- 5.1 All Active Members shall be entitled to active membership in the Association upon filing an application with the head office of the Association and upon payment of the required membership and/or initiation fee.
- 5.2 Notwithstanding Sub-Article 4.1, where in the opinion of the Board, an Active Member has ceased to be employed in the provision of air navigation services, or within a bargaining unit represented by the Association, directly or indirectly as a result of any activity relating to the interests of the Association, such a person shall continue to be qualified as an Active Member of the Association and the Branch/Facility to which he/she belonged prior to the termination of his/her employment or his/her leaving the Bargaining Unit. This right is subject only to such restrictions on voting matters relating to collective bargaining as may be required by any Act of the Parliament of Canada.
- 5.3 Where any applicant for membership has been previously suspended or expelled from membership for non-payment of dues or for any other cause, such application shall be submitted to the Board for consideration and membership shall only be granted where, in the opinion of the Board, it is expedient to do so and upon such conditions as the Board may require.

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- 5.4 Only Active Members who are in good standing, subject to Sub-Article 4.2, are entitled to the rights and privileges of the Association and are eligible to serve on committees and vote on any matter affecting the Association as hereinafter provided. (Conv. 2004)
- 5.5 Subject to the Executive Board Member eligibility requirements outlined in Sub-Article 7.8, Active Members shall be entitled to hold any elected office within the Association.
- 5.6 No Active Member may hold more than one (1) elected office at any given time. Should an Office Holder decide to run for a vacancy of another office and win that position, he/she shall be required to resign from the office he/she initially held. An appointment by the Board, and a corresponding election to fill the subsequent vacancy will then be carried out pursuant to this By-law, as the position vacated may be a Branch position.
- 5.7 Any person not qualified to be an Active Member but wishing to support the aims and objects of the Association may, at the discretion of the Board, be admitted to membership as an Associate Member. Any Active Member of the Association who becomes excluded from their bargaining unit on the basis of occupying a managerial or confidential position shall be automatically transferred to Associate Member status, providing that such transfer is not contrary to any Act of the Parliament of Canada.
- 5.8 Any Active Member of the Association who retires shall automatically cease to be an Active Member and shall have the option of becoming a Retired Associate Member.
- 5.9 The Board may grant membership to any person as an Honorary Member for outstanding contributions to the Air Traffic Control Service or to the Association.
- 5.10 The Board may grant membership as a Corporate Affiliate Member to any corporation or other business entity that has an interest in the promotion of safety and efficiency in air traffic control. Corporate Affiliate Members shall designate a representative who shall officially represent such Member.
- 5.11 Associate Members, Retired Associate Members, Honorary Members, and Corporate Affiliate Members shall be entitled to all the rights and privileges of the Association except that they may not hold elective office or participate in or vote on any matter connected with any aspect of collective bargaining or consultation provided for by any Act of Parliament of Canada or with employer/employee relations or any other matter affecting the Association. Where the Board decides to do so, it may limit the rights of Associate Members, Retired Associate Members, Honorary Members and Corporate Affiliate Members to participate in Association insurance programs. Where in the opinion of the Chairperson of any meeting the interests of the Active Members so require, Associate Members, Retired Associate Members, Honorary Members and Corporate Affiliate Members may be excluded from such meeting.

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- 5.12 Any Member may withdraw from membership in the Association by submitting notice in writing to the Executive Vice President or to the Board who shall remove the name from the list of Members and notify the affected Branch/Facility. Any Member withdrawing from membership shall continue to be liable for payment of arrears of dues and there shall be no reimbursement of dues paid in advance.

6. DUES AND ASSESSMENTS

- 6.1 The Board shall have the authority to establish dues from time to time and to implement any rules regarding the payment of dues. The dues shall become effective at the date designated by the Board in its sole discretion.
- 6.2 The Board may, in its sole discretion, waive all or any portion of a Member's dues for any specified period of time.

7. EXECUTIVE BOARD

General

- 7.1 The Board shall be initially comprised of the President, the Executive Vice President, and five (5) Regional Vice Presidents.
- 7.2 The Board shall be composed of a minimum of five (5) and a maximum of nine (9) Executive Board Members at any time.

Functions and Duties of the Board

- 7.3 The Board is a continuing entity and shall exercise the authority of, and act on behalf of, the Association on all matters, subject to the By-laws and to policy decisions of Convention. The Board, without limiting the generality of the foregoing, may:
- a. Govern, determine, control and administer the affairs of the Association;
 - b. Enter into or make or cause to be entered into or made, contracts or agreements which the Association may lawfully enter into or make;
 - c. Authorize committees of the Board to exercise and carry out any of the powers conferred by this By-law;
 - d. Establish membership fees, if any;
 - e. Expend such monies as it considers necessary to conduct the affairs of the Association;

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- f. Propose By-laws and enact Regulations for the exercise and carrying out of powers and without limiting the generality thereof may make rules respecting:
 - the management of the Association and the appointment of members to committees;
 - the representation from other organizations, groups, associations and committees on the Board;
 - the expenses to be paid to Officers of the Association;
 - the conduct of the affairs of the Association, Board and committees including the duties to be performed by the officers and members thereof.
- g. Prescribe such rules and regulations not inconsistent with this By-law relating to the management and operation of the Association as it deems appropriate, provided that such rules and regulations shall be confirmed at the next National Convention and in default of such confirmation shall cease to have force and effect.

Term of Office – Executive Board Members

- 7.4 Executive Board Members shall serve for a term expiring at the end of day immediately preceding the turn-over date next following their appointment or election, or until his/her successor is appointed or elected in accordance with the By-law.
- 7.5 Upon expiration of the term, an Executive Board Member shall be eligible for re-election.
- 7.6 The turnover date means June 30, 2019, and every three years thereafter.

Executive Board Member Eligibility

Non-Compete / Non-Disclosure

- 7.7 All incumbents on the Executive Board of as of July 1, 2016 and all candidates for office on the Executive Board thereafter, shall sign the agreement attached hereto and marked as Appendix A forthwith after July 1, 2016, or before taking office, respectively. A failure to sign the agreement shall disqualify the candidate or incumbent as the case may be, from assuming or holding office. (Conv. 2016)
- 7.8 Any Executive Board Member elected in accordance with the By-law must satisfy the following pre-requisites:
 - a. Must be an individual; be at least eighteen (18) years of age, and have the power under law to contract;
 - b. Must have been an Active Member in good standing of the Association for a period of at least one (1) year prior to the date of nomination.
 - c. Must sign the agreement attached hereto and marked as [Appendix A](#), as a condition for running for office. (Conv. 2016)

ELECTION PROCEDURES

General

- 7.9 Nominations for Executive Board candidates shall run for seven (7) days and shall close two (2) weeks prior to Convention. (Conv. 2016)
- 7.10 The elections for all Executive Board positions shall be completed no later than June 30 of the Convention year. (Conv. 2016)

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- 7.11 The Board or its designate shall establish election procedures for all elected offices, provided that such procedures are not in conflict with the By-law.
- 7.12 A candidate must receive a majority of the votes cast to be declared elected.
- 7.13 In the event no candidate receives an outright majority of votes cast, the candidate receiving the lowest number of votes shall be eliminated, and the voting process (or where a single preferential ballot is used, the counting process) shall be repeated until such time as a candidate has received a majority of the eligible votes cast.
- 7.14 All voting shall be conducted by secret ballot.
- 7.15 If the same number, or fewer candidates, are nominated than the number of positions to be filled, the Executive Vice President or a designate of the Executive Board shall declare those candidates to be elected.

The President

- 7.16 The President shall be elected only by the Active Members.

Executive Vice President

- 7.17 The Executive Vice President shall be elected only by the Active Members.

Regional Vice Presidents

- 7.18 The Regional Vice President shall be elected only by the Active Members from within the Represented Region. During his/her term of office, a Regional Vice President must be a member of a Branch/Facility from within the Represented region.
- 7.19 The term of office for Regional Vice Presidents shall be as outlined in Sub-Article 7.6, or in the event a Region is eliminated, the date established for the elimination of the Region.

VACANCY AND REMOVAL FROM OFFICE

General

- 7.20 Upon the occurrence of a vacancy on the Board, a successor, who is qualified to fill the unexpired term of the Executive Board Member, shall be appointed by the Board within thirty (30) days. The Board shall conduct an election to replace the Executive Board Member thereafter and in no circumstances later than ninety (90) after the vacancy occurs.
- 7.21 Notwithstanding Sub-article 7.23, should any Board position become vacant, for any reason, in the last six (6) months of the term, the Board shall not be required to conduct an election and the appointment may stand until the expiration of the term.
- 7.22 In the interim, during the vacancy, the Executive Board Members remaining in office may exercise all powers of the Board provided that a quorum of Executive Board Members remains in office.

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- 7.23 An Executive Board Member, shall not be eligible to continue to hold office in the following circumstances:
- a. If he or she dies;
 - b. If he or she resigns, by delivery of a written resignation to the Board of the Association;
 - c. If he or she is found by a legal Court to be of unsound mind;
 - d. If he or she is found guilty of an indictable offence and a majority of the Board determines that such conviction justifies the removal of the Executive Board Member from office;
 - e. If he or she ceases to be an Active Member in good standing of the Association.

President

- 7.24 The President may be removed from office upon the unanimous vote of all of the Executive Board Members, other than the President, at a special meeting of the Executive Board Members called for that express purpose. Upon the occurrence of such a unanimous vote, the Executive Board Members shall forthwith require the matter to be put to a vote by the Active Members of the Association. A vote of at least seventy (70%) percent of the Active Members of the Association shall be required in order to remove the President from office for the balance of his or her term.
- 7.25 A referendum may also be called to determine whether the President should be removed from office in the instance of the Board receiving a petition containing, at least, the names of forty (40%) percent of the Active Members of the Association. If the Board receives such a petition, the Board shall forthwith call a referendum for that express purpose. To be successful, a vote of at least seventy (70%) percent of the Active Members of the Association shall be required in order to remove the President from office for the balance of his or her term.

Executive Vice President

- 7.26 The Executive Vice President may be removed from office upon the unanimous vote of all of the Executive Board Members, other than the Executive Vice President, at a special meeting of the Executive Board Members called for that express purpose. Upon the occurrence of such a unanimous vote, the Executive Board Members shall forthwith require the matter to be put to a vote by the Active Members of the Association. A vote of at least seventy percent (70%) of the Active Members of the Association shall be required in order to remove the Executive Vice President from office for the balance of his or her term.
- 7.27 The Executive Vice President may be removed by means of a referendum, which referendum shall be called by the Board upon receipt of a written petition containing the names of forty percent (40%) of the Active Members of the Association. If the Board receives such petition, then the Board shall forthwith require the matter to be put to a vote by the Active Members of the Association. A vote of at least seventy percent (70%) of the Active Members shall be required in order to remove the Executive Vice President from office for the balance of his or her term.

Regional Vice President

7.28 A Regional Vice President may be removed from the Board by means of a referendum, which referendum shall be called by the Board upon receipt of a written petition containing the names of forty (40%) percent of the Active Members of the Region which elected the Regional Vice President. If the Board receives such a petition, then the Board shall forthwith require the matter to be put to a vote by the Active Members of the Region from which the Regional Vice President was elected. A vote of at least seventy (70%) percent of the Active Members of the Region shall be required in order to remove the Regional Vice President from office for the balance of his or her term.

Remuneration of Regional Vice-Presidents

7.29 The Association shall reimburse each Regional Vice President for reasonable expenses incurred in the execution of his/her duties.

8. REGIONS

8.1 The Association shall consist of five (5) Regions: Atlantic; St. Laurent; Central; Prairie; and Pacific. The Board shall have the authority to make all determinations relating to the composition of the Regions and to eliminate or create new Regions as it may in its discretion deem advisable, provided that in no circumstance shall a Region consist of less than one hundred (100) Active Members.

8.2 The Regions shall be made up as follows:

- a. The Atlantic Region shall be comprised of Moncton ACC, Gander ACC, and the Gander, Moncton, St. John's, Fredericton and Halifax Towers, SERCO Happy Valley-Goose Bay and the Transport Canada Branch.
- b. The St. Laurent Region shall be comprised of Montreal ACC, and the Dorval, Mirabel, Quebec, Ottawa, St-Honoré, St. Hubert, and St. Jean Towers;
- c. The Central Region shall be comprised of Toronto ACC and the Toronto, Oshawa, Waterloo, Windsor, Sault Ste Marie, Hamilton, London and Toronto City Centre Towers, and the Bytown and Outaouais Branches.
- d. The Prairie Region shall be comprised of the Edmonton ACC, Winnipeg ACC and the St. Andrews, Thunder Bay, Edmonton International, Villeneuve, Winnipeg, Yellowknife, Saskatoon, Red Deer, Regina, Calgary, Fort McMurray and Springbank Towers.
- e. The Pacific Region shall be comprised of the Vancouver ACC and the Vancouver, Victoria, Vancouver Harbour, Boundary Bay, Abbotsford, Prince George, Pitt Meadows, Langley, Kelowna, and Whitehorse Towers.

8.3 The Regional Vice President for the St. Laurent Region shall be bilingual. Any member of the Association requiring bilingual services may obtain those services from the St. Laurent Regional Vice President by first contacting their own Regional Vice President.

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- 8.4 Should the number of Active Members shown on the membership roll for the previous January confirm the number of Active Members in any Region to be less than 100 and should that situation continue for a period of one full year, then the Board shall take the necessary steps to eliminate the Region and to transfer and/or assign all members of the Region to other existing Regions, in consultation with the region's members.
- 8.5 Should the Executive Board Members deem that any Branch or Facility is more suited to a Region other than its own; the Board shall take the necessary steps to transfer and/or assign all members of the Branch or Facility to the other Region, in consultation with the Branch or Facility members.

9. BRANCHES

- 9.1 The Regional Vice President shall have the authority to establish a Branch of the Association at any location having, at least, seven (7) Active Members in good standing. The establishment of separate Branches, representative of occupational specialties, is permissible, however, no more than one Branch which is representative of such an occupational specialty shall be authorized within the same building.
- 9.2 The Board may establish a Branch on a nationwide basis. Such Branches would report to a Regional Vice President as decided by the Board.
- 9.3 If the Regional Vice President does not establish a Branch for any group of members who may qualify to be constituted as a Branch, or where the location has less than seven (7) Active Members, the Regional Vice President shall after consultation with the members concerned, assign the members to a Branch/Facility within the Region.
- 9.4 Members who are participating in the Retraining portion of the Early Retirement Program are not assigned to any Branch/Facility but their records are held separately by the National Office.
- 9.5 Each Branch shall have a Branch Executive consisting of a Chairperson, one Vice-Chairperson or more, a Secretary and a Treasurer. The positions of Secretary and Treasurer may be either combined or cancelled providing that the responsibilities of the position(s) are redistributed among the other members of the Branch Executive.
- 9.6 Members of the Branch Executive shall also be known as Office Holders. Such Office Holders must be employed within the Branch, except for members of the Branch whom the Board has found pursuant to Sub-Article 5.2 to be entitled to continue to be Active Members of the Association.
- 9.7 The Branch Executive shall take such action as will ensure that the directives established by the National Convention and the Board, and the resolutions of the Branch will be affected. The Branch Executive will also ensure that there are a sufficient number of Stewards to serve the needs of the Branch.

Terms of Office:

- 9.8 Branches may elect Office Holders for 1, 2, or 3-year terms as decided by the Branch policy.
- 9.9 Appointment/Election of Stewards: Stewards may be appointed by the Branch Executive or elected by their fellow members, whichever policy is decided by the Branch.
- a. Election of Stewards may be by the full Branch or restricted to crews, shifts, specialties, or sub-units, whichever is decided by the Branch. Members of the Branch Executive are automatically Stewards on election, and should not additionally be shown as Stewards on lists supplied to management or the National Office. Sufficient Stewards should be appointed or elected to ensure that, with the Branch Executive, there is provision in the larger units for at least one Union Steward on each shift, except the midnight shift, at each unit.
 - b. The Regional Vice President shall be informed of all Branch elections and appointments in writing.

9.10 Duties of Office

Chairperson

Responsibilities

- Local Branch authority on the Union policy;
- Responsible for general supervision of the Branch's activities;
- Accepts or assigns responsibility for maintaining records and documentation of all grievances;
- Assigns responsibilities and oversees their execution;
- Locally the Union spokesperson and contact with local community and aviation bodies;
- Ensures that outlying units are visited regularly by members of the Branch Executive and are adequately represented in the administration of the Branch and at the National Convention;
- Liaison with Regional Vice President;
- Signing authority on cheques issued by the Branch

Meetings/Committees

- Ensures that the local Executive meets regularly and expedites Union business;
- Branch meetings should be held at least four (4) times per year, with a minimum of one (1) per year, at the call of the Chairperson of the Branch. Additional meetings may be called by the Chairperson, or upon the written request of fifty (50) percent of the members of the Branch, or ten (10) members, where the number of members in the Branch exceeds twenty (20). A Branch meeting so requested by the members shall be held within fifteen (15) days of the date on which the request was made;

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- A quorum at any session of a Branch meeting shall be at least fifteen (15) percent of the Branch members, or four (4) members of a Branch, whichever number is greater.
- Ensures that the required Branch Committees are set up and operate efficiently;
- Ex-officio member of all Branch Committees.
- A minimum agenda for all Branch meetings should include:
 - Treasurer's report
 - Chair's report
 - OSH Committee Report
 - Other Reports

Vice-Chairperson

Responsibilities

- Specific responsibilities assigned by the Chairperson which usually include the Safety and Health Committee and may include other Committees, member/Steward training, etc.;
- Acts for Chairperson in his/her absence;
- Signing authority on cheques issued by the Branch.

Secretary-Treasurer

Branch Records and Files

- Maintains Branch files, membership records and financial records; ensures correspondence is processed expeditiously.

Branch Minutes

- Records proceedings of Executive, Branch Council and Branch meetings;
- Ensures information is posted for members;
- Distributes minutes of all Branch meetings and Branch Council Meetings to facilities associated with the Branch within fourteen (14) days after the meeting and ensures that they are posted on the appropriate notice boards or otherwise made available to all members.

Branch Elections

- Under the direction of the Branch Chairperson, organizes and supervises elections and referendum votes in accordance with the By-laws.

Branch Finances

- Administers the Branch's finances as directed by the Executive and has cheque signing authority.

Branch Executive Responsibilities

- New employees in the Bargaining Unit should be approached as soon as possible by the Branch Executive or Steward and given information on the Union and its responsibilities to the membership;
- On Union matters of general interest, Branch Executives should address themselves in the first instance to their Regional Vice President. If they are dissatisfied with the response, they may then refer the matter to the National Office, with a copy to the Regional Vice President;
- Correspondence with local management or other agencies should be copied to the Regional Vice President.

Steward Responsibilities

- Responsible for advising members on the provisions of the Collective Agreement;
- Assists members in grievance process;
- Accompanies members when requested by them to attend meetings with management;
- The Union spokesperson at the complaint stage of the grievance procedure;
- Stewards who encounter weaknesses in the Collective Agreement should point these out to their local Executive who, in turn, should pass them on to their Regional Vice President in order that, when a new agreement is negotiated, these weaknesses may be considered when proposals for negotiations are prepared;

Other Duties

- Contacts new employees and provides information on the Union;
- Assists Secretary-Treasurer in maintaining membership records;
- Stewards can contact every member and through discussions or meetings keep them up to date on the Union's activities. The members' attitude towards the Union depends a great deal on the Steward.

Branch Organization

9.11 Council

Each Branch consisting of more than thirty (30) members shall establish a Branch Council consisting of the Branch Executive, the Stewards, and such other Active Members of the Branch as the Branch may decide.

Each Branch consisting of thirty (30) members or less may establish a Branch Council consisting of the Branch Executive, the Stewards, and such other Active Members of the Branch as the Branch may decide.

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The Branch Council should all meet a minimum of four (4) times per year, with a minimum of one (1) per year and may establish Branch policies which are not in contravention of those previously established at Branch meetings.

The Branch policies established at any Branch Council meeting shall be subject to approval or rejection at the next Branch meeting.

9.12 Proxy Voting at Branch Meetings

Subject to the following provisions, Branches may set their own policy on the use of proxy votes at Branch Meetings:

- i. Written authorization for a member to use another member's proxy must be deposited with the Branch Secretary and must specify the items on the published agenda for which the proxy may be utilized;
- ii. The Branch Executive, in publishing the agenda, shall indicate whether proxy votes will be accepted;
- iii. Should the Branch Executive, having given notice that proxy votes will not be accepted, be over-ruled by the meeting, the published agenda will not be proceeded with but will be deferred to a later meeting so that notice of the acceptance of proxies can be given;
- iv. Proxy votes may not be used to establish a quorum;
- v. Proxy votes may not be used for elections.

10. FACILITIES

10.1 The Regional Vice President shall have the authority to establish a Facility of the Association at any location having less than fifteen (15) Active Members in good standing. The establishment of separate Facilities, representative of occupational specialties is permissible, however, no more than one Facility which is representative of such an occupational specialty shall be authorized within the same building.

10.2 Facility meetings should be held at least four (4) times per year, with a minimum of one (1) per year, at the call of the Facility Steward, and additional meetings may be called by the Steward, or upon the written request of fifty (50) percent of the members of the Facility. A Facility meeting so requested by the members shall be held within fifteen (15) days of the date on which the request was made;

- a. A quorum at any session of a Facility meeting shall be at least fifteen (15) percent of the Facility members, or four (4) members of a Facility, whichever number is greater.

10.3 The Board may establish a Facility on a nationwide basis. Such facilities would report to a Regional Vice President as decided by the Board.

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- 10.4 If the Regional Vice President does not establish a Facility for any group of members who may qualify to be constituted as a Facility, or where the location has less than seven (7) Active Members, the Regional Vice President shall after consultation with the members concerned, assign the members to a Branch/Facility within his/her Region.
- 10.5 Each Facility shall have a Steward.
- 10.6 The Facility Steward shall also be known as an Office Holder. Such an Office Holder must be employed within the Facility, except for members of the Facility whom the Executive Board has found pursuant to Article 5.2 to be entitled to continue to be Active Members of the Association.
- 10.7 The Facility Steward shall take such action as will ensure that the directives established by the National Convention and the Executive Board and the resolutions of the Facility will be affected.

Term of Office

- 10.8 Facilities may elect Office Holders for 1, 2, or 3-year terms as decided by the Facility policy.

10.9 Duties of Office

Responsibilities

- Responsible for advising members on the provisions of the Collective Agreement;
- Assists members in grievance process;
- Accompanies members when requested by them to attend meetings with management;
- The Union spokesperson at the complaint stage of the grievance procedure;
- Stewards who encounter weaknesses in the Collective Agreement should pass them on to their Regional Vice President in order that, when a new agreement is negotiated, these weaknesses may be considered when proposals for negotiations are prepared.

Other Duties

- Contacts new employees and provides information on CATCA/Unifor Local 5454;
- Maintains membership records;
- Stewards contact every member and through discussions or meetings keep them up to date on the Union's activities. The members' attitude towards the Union depends a great deal on the Steward.

11. OFFICERS

- 11.1 The Officers of the Association shall be the President and the Executive Vice President.

DUTIES OF OFFICERS

President

- 11.2 The President or his/her designate shall act as Chair at all meetings of the Board.
- 11.3 The President shall be an ex officio member of all committees.

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- 11.4 The President shall be responsible for liaison with other agencies, associations, government bodies, and individuals, when necessary or relevant for promoting the purpose or goals of the Association or the interests of its members.
- 11.5 The President or his/her designated alternate shall oversee and direct employees in the head office.

Executive Vice President

- 11.6 The Executive Vice President shall be responsible to carry out the affairs of the Association under the supervision of the President and shall attend all meetings of the Board and act as a clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Executive Vice President shall give or cause to be given notice of all meetings of the Board. The Executive Vice President shall also give or cause to be given notice of Annual Meetings, the National Conventions and Special General Meetings. The Executive Vice President shall perform such other duties as may be specified by the president or determined by the board as a whole.
- 11.7 The Executive Vice President shall be the Chief Financial Officer of the Association and shall perform the duties incidental to the office of Treasurer. The Executive Vice President shall keep or cause to be kept custody of the funds and securities of the Association and shall keep or cause to be kept full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall deposit or cause to be deposited all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Executive Vice President shall disburse or cause to be disbursed the funds of the Association in accordance with direction given and shall render to the President and the Board, at the regular meetings of the Board, or whenever required otherwise, an accounting of all transactions and a statement of the financial position of the Association.
- 11.8 The Executive Vice President shall be required to live in close proximity to the Head Office of the Association, during the term of office.

12. COMMITTEES

- 12.1 The Board may establish or terminate, by resolution, committees on such terms and conditions as the Board deems appropriate, whose members will hold office at the discretion of the Board or as otherwise determined by the Board. The following are mandatory requirements:
- a. Committee Chairs and committee members shall be appointed by resolution of the Board or by the President with the approval of the Board;
 - b. The Board may from time to time establish policies concerning the responsibilities and membership of the committees, which policies shall be consistent with the By-law;

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- c. Meetings of the committees shall be held at a time and place to be determined by the members of the committee;
- d. Each committee shall report to the Board concerning all matters upon which it has acted;
- e. Notice of all meetings of committees shall be given to the members thereof, not less than twenty (20) days, except as otherwise provided, prior to the meeting, and to the President, whom shall have the right to attend and participate in the deliberations of all committees;
- f. A majority of the members of each committee shall constitute a quorum for the transaction of business;
- g. The act of a majority of the members of any committee present in person at a meeting at which a quorum is present shall be the action of the committee.

13. MEETINGS OF THE BOARD

- 13.1 There shall be at least four (4) meetings of the Board during the calendar year: one generally each quarter of the year.
- 13.2 A meeting of the Board may be called by the President in his/her sole capacity when required, and must be called by the President per Sub-Article 13.1 above.
- 13.3 A majority of the Board Members may require that the President convene a meeting of the Board.
- 13.4 Executive Board Members shall be given at least four (4) weeks' notice, except as otherwise required, of the time, place and purpose of all Board meetings.
- 13.5 An Executive Board Member may, with the consent of the majority of other Board members present, participate in a meeting of the Board by means of a telephone, which will permit all participants to hear each other simultaneously. An Executive Board Member participating in the meeting by such a means is deemed to be present in person at the meeting and shall be entitled to vote by means of the telephone.
- 13.6 Where, for any reason, a Regional Vice President is not able to attend a Board Meeting, a designated replacement who meets the eligibility requirements as described in this By-law and who is an Active Member, in good standing, from the applicable Region, shall be entitled to attend and participate in the Board Meeting. A designated replacement shall enjoy all of the rights and privileges of the Regional Vice President whom he/she replaces. In order to vote, the designated replacement shall be required to file with the Board a written proxy from the Regional Vice President confirming the designated replacement is empowered to vote in his or her place at the particular meeting.
- 13.7 The presence of at least sixty (60%) percent of Executive Board Members shall constitute a quorum for the transaction of business at any meeting of the Board.

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- 13.8 When there is no quorum present within thirty (30) minutes after the time for which the meeting was called, the meeting may be adjourned by a majority of the Executive Board Members present at such meeting.
- 13.9 Each Executive Board Member shall be entitled to exercise one (1) vote at meetings of the Board. At all meetings of the Board, every question shall be determined by a majority of votes cast at the meeting. In the event of an equality of votes, the President shall have a casting vote.

14. MEETINGS OF THE MEMBERS

Annual Meeting

- 14.1 There shall be an annual meeting of the Association held in each year.
- 14.2 At the annual meeting, auditors shall be appointed for the ensuing year. The auditors shall hold office until the next annual general meeting and shall be eligible for re-appointment. At least once every year and as soon as possible after the fiscal year end, the accounts shall be examined and the correctness of financial records be ascertained. At the annual meeting, the Executive Vice President shall present the results of the previous fiscal year. Provision shall be made for a question period. (Conv. 2004)

National Convention

- 14.3 Every three (3) years there shall be a National Convention which shall be held at a time and place determined by the Board. In no circumstances shall the National Convention take place later than the end of June in the year the National Convention is to be held.
- 14.4 Voting at National Conventions shall be by representation. Each Branch/Facility shall have a number of votes that is equal to one (1) vote for every eight (8) Active Members or portion thereof, based upon the number of Active Members shown on the membership roll for the previous January.
- 14.5 All Members of the Board shall attend such National Conventions and be entitled to participate therein but shall not be entitled to vote.
- 14.6 The Board shall determine the delegate entitlement of each Branch based on the number of Active Members shown on the membership roll of each Branch as at the previous January.
- 14.7 Each Facility shall be entitled to send to the National Convention one (1) delegate.
- 14.8 A quorum at any session of a National Convention shall be at least 60% of the delegates.

Special General Meetings

- 14.9 A Special General Meeting shall be called whenever it is:
- deemed necessary by the Board, or
 - the Board is requested to do so by at least forty percent (40%) of the Active Members.

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- 14.10 At a Special General Meeting each Branch/Facility shall cast the same number of votes as it would be entitled to cast at a National Convention. Each Branch/Facility shall be entitled to send one (1) delegate.
- 14.11 A quorum at any session of a Special General Meeting shall be at least sixty (60) percent of the delegates.

15. REFERENDUM

- 15.1 All referendums shall be under the authority of the Board.
- 15.2 Except as provided in Article 20: Amendment of By-laws, the majority of the votes cast shall determine the question submitted to a referendum vote.
- 15.3 All Active Members shall be entitled to cast one (1) vote.

16. INDEMNIFICATION OF EXECUTIVE BOARD MEMBERS AND OTHERS

- 16.1 The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Association, by reason of the fact that he/she is or was an Executive Board Member, Officer, member of a committee, employee or agent of the Association, or is or was serving at the request of the Association as a Director, Officer, employee, or agent of another Association, partnership, joint venture, trust or other enterprise, against expenses, including legal fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding had no reasonable cause to believe his/her conduct was unlawful.
- a. The termination of any action, suit or proceeding by judgment, order or settlement, shall not, of itself, create a presumption that a person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding had reasonable cause to believe that his/her conduct was unlawful.
- 16.2 The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favour by reason of the fact that he/she is or was an Executive Board Member, Officer, member of a committee, employee or agent of the Association, or is or was serving at the request of the Association as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The Association shall indemnify against expenses including legal fees, actually and reasonably incurred by him or her in connection with the defence or settlement of the action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Association, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudicated to be liable for negligence or

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misconduct in the performance of his/her duty to the Association unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

- 16.3 To the extent that an Executive Board Member, Officer, member of a committee, employee or agent of the Association has been successful on the merits or otherwise in defence of any action, suit or proceeding referred to in Sub-Articles 16.1 and 16.2 of the present Article, or in defence of any claim, issue or matter therein, he/she shall be indemnified against expenses, including legal fees, actually and reasonably incurred by him in connection with the action, suit or proceeding.
- 16.4 Any indemnification under Article 16, unless ordered by a court, shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Executive Board member, Officer, Member of the Committee, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in this Article. The determination shall be made by the Board by a majority vote of a quorum consisting of Executive Board Members who were not parties to the action, suit or proceeding, and if such a quorum is not obtainable, or even if obtainable a quorum of disinterested Executive Board Members so directs, by independent legal counsel in a written opinion, or by the members.

17. INSURANCE

- 17.1 The Association shall be required to purchase and maintain insurance on behalf of each and every one of its Executive Board Members, Officers, former Board Members and former Officers against any liability incurred or alleged to have been incurred by them by reason of being or having been Board Members or Officers of the Association. The Association shall purchase insurance in respect of potential liabilities of the Executive Board Members and Officers whether or not the Association would have the power to indemnify them against any such liability.

18. BANKING AND SIGNING OFFICERS

- 18.1 All bonds, debentures, instruments under seal and other indentures shall be executed on behalf of the Association under the hand of two (2) Officers of the Association as designated by the Executive Board.
- 18.2 The Association shall not, without prior approval by the Board make any capital expenditures which, either alone or in conjunction with other capital expenditures in any given financial year of the Association exceed in the aggregate Fifty Thousand (\$50,000.00) Dollars.

19. FINANCIAL YEAR

- 19.1 The Financial Year of the Association shall be from July 1 through June 30 unless otherwise prescribed by the Board.

20. AMENDMENT OF BY-LAWS

- 20.1 Any Active Member of the Association may submit proposed amendments to the By-laws of the Association to a meeting of his/her Branch/Facility and, if approved by two-thirds (2/3) of the members voting at that Branch/Facility meeting, they shall be submitted by the Branch Chairperson/Facility Steward to the Executive Board.
- 20.2 All proposed amendments to the By-laws of the Association must be submitted to National Office sixty (60) days prior to the next National Convention, or Special General Meeting for approval except that where the Board or 20% of the membership-at-large consider it expedient to do so, such By-law may be submitted for approval by way of referendum.
- 20.3 Any amendment to the By-laws of the Association shall be on a vote of the membership as follows:
- a. By two-thirds (2/3) of the votes cast by delegates in National Convention or at a Special General Meeting;
 - b. By seventy-five percent (75%) of the votes cast in a referendum vote.
- 20.4 All proposed amendments shall be distributed to each Branch/Facility of the Association in their original form and in the form designed by the Executive Board as proper for incorporation into the By-laws of the Association, at least, thirty (30) days prior to any voting being conducted pursuant to Sub-Article 20.3.
- 20.5 Once a proposed By-law amendment has been through the process outlined in Sub-Article 20.1 to 20.4, it may be amended by the National Convention if at least two-thirds (2/3) of the delegates are in favour of the amendment and the Branch proposing the amendment agrees.
- 20.6 Notwithstanding other provisions of Article 20, the Executive Board shall have the authority to propose amendments to current By-laws or propose new By-laws for consideration by National Convention, referendum or a Special General Meeting, whichever the Board deems appropriate if approved by two-thirds (2/3) of the Executive Board Members voting.

**21. GENERAL
Implementation**

- 21.1 All general By-laws and amendments thereto of the Association are hereby repealed and the foregoing By-law substituted, therefore.
- 21.2 Such repeal shall not affect the previous operation of any By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under any such By-law prior to its repeal.

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- 21.3 During the first year following the implementation of the By-law, the Executive Board may make non-substantive amendments to the By-laws and every amendment after approval by the Active Members shall be signed by the President and Executive Vice President and shall be sealed with the seal of the Association.
- 21.4 Notwithstanding the repeal of former By-laws of the Association, all resolutions of the Executive Board respecting the management and operation of the Association shall remain in full force and effect unless inconsistent with the By-law.

APPENDIX A

Agreement Concerning Confidentiality and Non-Disclosure;

**Agreement Regarding No Future Employment with NAV Canada
in a Non-Bargaining Unit Position for One Year**

Whereas CATCA/Unifor Local 5454 has the lawful and statutory duty to fairly represent the interests of all members of the Local;

Whereas that lawful duty of the Union is met, fulfilled and surpassed principally, though not exclusively by a senior leadership team consisting of a President, Executive Vice President, and five Regional Vice Presidents;

Whereas each of the aforesaid Officers of the Union make up the Board of Directors of the Union;

Whereas each of the aforesaid Officers has access to and obtains, through various means internal to the Union, confidential information pertaining to the collective bargaining, labour relations and internal political strategies of the union, as well as financial information regarding the expenditures and costs of the Union;

Whereas each of the aforesaid Officers, individually and collectively, have a fiduciary duty to act solely for the benefit of the membership and the Union as a whole, without any hint or prospect for personal gain or advantage arising from his/her representative functions, responsibilities and office;

Whereas the integrity and interests of the Union as a collective bargaining agent and independent institution may be compromised or reasonably appear to be compromised if any member of the Board of Directors receives a personal advantage, benefit, or gain from NAV Canada, without the concurrence of the Union;

General Declaration and Undertaking

I declare and agree that I have voluntarily stood for election to the Board of Directors of the Union understanding the obligations spelled out below which I accept and agree to adhere to during and after my tenure as a member of the Board of Directors of the Union and as part of the executive leadership team.

Part A: No future employment, consulting, or work relationship for gain with NAV Canada

During my tenure in office, and for a period of one year after ceasing to hold office as a Director of CATCA/Unifor Local 5454 (hereinafter "the Union") I agree that I shall not seek, apply for, or accept employment with NAV Canada in a non-bargaining unit position, nor shall I engage in a consulting or other non-bargaining unit work/professional relationship with NAV Canada, (outside of my work, activities and duties as a Union Official) , for personal gain, compensation, or profit.

Part B: Non-Disclosure of Confidential Information

I understand and agree that during my tenure in office as a Director, and for the purpose of fulfilling my duties and role as a Union Representative, I will be provided confidential information, not disclosed to the public or to any person outside of the Board of Directors about the collective bargaining, labour relations, dispute resolution, institutional strategies, and internal deliberations of CATCA/Unifor Local 5454 and its leadership team of Directors. I understand and agree that I will also be furnished confidential information about the financial status of the Union, its expenditures, activities, costs and internal deliberations about these matters.

I agree that I shall keep such confidential information in the strictest of confidence and will not use such information for any purpose other than the conduct of my duties and responsibilities as a Director of the Union. I agree that I shall not, in any circumstance, during my tenure as a Director, or at any time thereafter, disclose such information to any non-bargaining unit employee or Officer or agent of NAV Canada without the Union`s consent, unless required by law and or unless such disclosure is in furtherance of my duties as a Union representative fulfilling the purposes of the Union.

I agree that such confidential information is and will remain the exclusive property of the Union. I agree that upon ceasing to hold office I shall return to the President of the Union (in the case of the President to the Executive Vice President) all paper, digital or electronic media or other material containing such confidential information.

I understand and agree that if I violate or breach any of the commitments made in this undertaking I may be subject to liability for damages and or injunctive relief in a legal action that may be brought against me. The covenants of this Agreement shall be severable, and if any of them is held invalid because of its duration, scope of area or activity, or any other reason, the parties agree that such covenant shall be adjusted or modified by the court to the extent necessary to cure that invalidity, and the modified covenant shall thereafter be enforceable as if originally made in this Agreement.

I understand and agree that this agreement shall be governed by the laws of the province of Ontario.

Name (Print) _____

Signature _____

BoD Position _____

For CATCA/Unifor Local 5454

Name (Print) _____

Signature _____

BoD Position _____

Signed this _____ of _____ in the city of _____ .