



1. Title

The Association shall be called: “The Professional Association of Foreign Service Officers” (PAFSO) and, in French, “L’Association professionnelle des agents du Service extérieur” (APASE).

2. Aims

The aims of the Association are: to further the interests of its members, to protect the status and standards of their profession, to maintain and promote the effective functioning of the Foreign Service of Canada, to act as the bargaining agent on behalf of its regular members, and to formulate and express the collective view of the members on matters affecting them.

3. Languages

English and French shall be the official languages of the Association. The English and French texts of this Constitution shall be of equal authenticity.

4. Office

The Registered Office and chief place of business of the Association shall be located at Ottawa in the County of Carleton in the Province of Ontario.

5. Membership

(a) Categories

The Association shall be composed of regular members, associate members and affiliate members. Membership in the Association is contingent upon the payment of required annual union dues and the submission of a completed membership application:

- (i) Regular members: Regular members are employees in the FS Group as defined by the occupational group definition, gazetted from time to time, except those who are expressly excluded by legislation as occupying a position in a management or confidential capacity;
- (ii) Associate members: Employees who are excluded by legislation from participating in the lawful activities of the Association because of their status under the legislation may become associate members for the period that they occupy the excluded position;
- (iii) Affiliate members: The following individuals may become affiliate members:
 - those who have been but are no longer Foreign Service Officers, either through promotion to executive levels within the government or through departure from the foreign service; and
 - other categories of individuals designated by the Executive Committee.

(b) Union Dues

All employees who occupy positions in the FS Group are required to pay union dues as per the Check-off provisions in the Collective Agreement between the Treasury Board and The Professional Association of Foreign Service Officers. The dues payable shall be determined in accordance with Article 10 below.

(c) Rights and Privileges

- (i) Regular members shall enjoy all the rights and privileges set out in this Constitution except that employees from other occupational groups who are assigned to FS positions on a temporary or acting basis shall not be eligible to hold office or membership on the Executive Committee.
- (ii) Associate members shall enjoy all the rights and privileges of regular members, except that they shall not be eligible to:
 - vote on any matter related to collective bargaining, or serve as delegates to any related meeting or convention;
 - hold office or membership on the Executive Committee;
 - nominate members for positions on the Executive Committee;
 - propose amendments to the Constitution of the Association.
- (iii) Affiliate members shall enjoy as many of the rights and privileges of regular members as the Executive Committee can appropriately extend to them, except that they shall not be eligible to:
 - vote on any matter related to collective bargaining, or serve as delegates to any related meeting or convention;
 - hold office or membership on the Executive Committee;
 - nominate members for positions on the Executive Committee;
 - propose amendments to the Constitution of the Association.

6. Executive Committee

(a) Membership

The Executive Committee shall consist of normally sixteen (16) and not less than twelve (12) regular members of the Association, serving in Ottawa and elected or appointed in accordance with Article 7 below.

(b) Officers

The Executive Committee shall elect from among its members, as soon as practical after the Annual General Meeting, a President, an Executive Vice-President, a Treasurer, a Director of Communications, a Vice-President from each career stream within the foreign service, and any other officers it deems necessary.

(c) Representation

The Executive Committee shall reflect the career streams of the Foreign Service [FS] Group. The Executive Committee shall include four (4) members from each career stream, subject to Article 7 (b) (vi).

(d) Duties

The Executive Committee shall be responsible for carrying on the work of the Association in accordance with its aims. In particular, the Executive Committee is authorized, in the discharge of its duties, to negotiate, consult and enter into agreements with the employer which are binding on members



of the Association, subject to Article 8 (a) below, and to cooperate with and act in concert with any other organization of employees or organization with similar aims. The Executive Committee shall, to the extent appropriate and practicable, consult and inform the membership on the general objectives to be sought in such negotiations and consultations with the employer.

(e) **Operation/quorum**

The Executive Committee may, by majority vote of the Committee, determine or amend its own rules of procedure, decision-making and voting methods. A majority of the members of the Executive Committee shall constitute a quorum. Committee members who are unable to attend an Executive Committee meeting due to temporary duty outside of headquarters or extended sick leave shall not be counted against quorum.

(f) **Resignations**

Should any member of the Executive Committee be for any reason unwilling or unable to carry out his/her duties as a member of the Committee, he/she shall submit a written resignation to the Committee forthwith. Any member of the Executive Committee who is posted outside Ottawa, or who fails to attend two consecutive meetings of the Committee without reasonable justification and without informing the Office of his/her absence shall automatically be deemed to have submitted his/her resignation. Resigned members shall be replaced in accordance with Article 7 (d).

(g) **Steering Committee/Sub-committees**

The Executive Committee may at any time designate four (4) of its members, including the President and Executive Vice-President of the Association, to serve as a Steering Committee, vested with routine administrative and operational authority on behalf of the Executive, including the right to approve expenditures not exceeding \$2,000 per expenditure. The Steering Committee shall be responsible to the Executive Committee and shall make regular reports to it.

The Executive Committee may from time to time appoint such sub-committees as it deems necessary. The Executive Committee shall establish terms of reference for each sub-committee, including reporting requirements.

(h) **Code of Conduct/Conflict of Interest**

Members of the Executive Committee shall not undertake or engage in any activities detrimental to the interests of PAFSO or its members. When a decision relates to the representation of an Executive Committee member, this member shall excuse him/herself from the decision-making process. Where the personal or professional interests of an Executive Committee member are alleged to be in conflict with those of other members of PAFSO, this member shall absent him/herself from the relevant decision-making process, either voluntarily or if requested by a two-thirds (2/3) majority of the members of the Committee not alleged to be in conflict. If misconduct or conflict of interest is alleged, a fair hearing shall be arranged and the evidence impartially examined by the Executive Committee or an appropriate subcommittee. Disciplinary remedies ranging from reprimand to dismissal may be applied by a two-thirds (2/3) majority of the members

of the Executive Committee not alleged to be in conflict. Should misconduct/conflict of interest allegations involve a majority of the Executive Committee, issues shall be immediately referred to a General Meeting of the Association membership for a decision by a two-thirds (2/3) majority vote.

7. Elections and Appointments

(a) **General**

Members of the Executive Committee shall be elected at the Annual General Meeting for a term of two (2) years. Vacancies each year shall include the positions of members completing their term, members not intending to serve the second year of their term and members appointed since the previous elections. Incumbents shall be eligible for election or re-election. The Executive Committee shall satisfy itself that all candidates – regular members each nominated by three (3) regular members – are eligible and willing to serve, and shall arrange for the names of all such candidates to be circulated to all regular members of the Association.

(b) **Advance Elections**

If the number of candidates exceeds the number of vacancies a ballot shall be held in accordance with the following procedures:

- (i) A ballot paper listing the names of the candidates, their career stream and level shall be circulated to each regular member of the Association at the place of his/her employment in Ottawa, elsewhere in Canada, or abroad, at least thirty (30) days in advance of the Meeting. Each candidate shall provide a brief statement for distribution to the membership in a form determined by the Executive Committee.
- (ii) Each member shall complete one ballot paper by voting for not more than the number of candidates for whom there are vacancies.
- (iii) Each completed ballot shall be returned to the Office in an envelope only marked "Ballot/Scrutin" and sealed for confidentiality, contained in another envelope bearing the name and signature of the voting member for verification. Ballots not meeting the above requirements shall be invalid. The Office shall check each signed and sealed outer envelope against the membership roll, place the unopened inner envelopes in a ballot box, then count them.
- (iv) One scrutineer shall be appointed by the Meeting who is neither a candidate nor a member of the outgoing Executive Committee.
- (v) Alternatively, where practical, the Executive Committee may empower regular members to vote electronically. In such a case, the Office shall likewise verify each member's eligibility to vote and make every effort to ensure confidentiality.
- (vi) The candidates receiving the most votes shall be declared elected to the Executive Committee in descending order up to the number of vacancies, so as to bring the Committee to a total strength of sixteen (16) members, provided that:



- if any of the career streams within the Foreign Service (FS) Group does not thereby have the requisite number of stream representatives, then the candidate(s) from that stream receiving the most votes shall be declared elected.

(vii) In the event of a tie, the Chair of the Meeting shall draw lots among those candidates receiving an equal number of votes.

(c) Acclamations/AGM Elections

If the number of candidates nominated is equal to or less than the number of vacancies, the President shall declare them all elected by acclamation at the time of close of nominations. If vacancies remain, additional regular members may then be nominated as candidates at the Annual General Meeting by three regular members each. The Committee shall satisfy itself that any candidate so nominated is eligible and willing to serve. If the number of additional candidates exceeds the number of remaining vacancies, the procedure for voting on the additional candidates shall be as in Article 7 (b) above, except that only regular members present at the meeting shall be eligible to vote and voting shall be by secret ballot, with the ballots deposited in a ballot box sealed by the scrutineer.

(d) Appointments

Following a resignation under Article 6 (f), the remaining members of the Executive Committee may at any time appoint a regular member of the Association to serve on the Committee in place of the resigned member until the elections at the next Annual General Meeting, at which time such appointed member shall be deemed to have resigned.

The Executive Committee shall first attempt to appoint new members of a given career stream from the list of unelected candidates, in order of number of votes received by candidates remaining eligible to serve on the Executive. If there are no available unelected candidates, the Executive Committee, on the advice of its members of the relevant career stream, shall appoint a regular member of the Association from the same stream as the resigned Executive Committee member. These powers of appointment shall be exercised with due regard to the provisions of Articles 6 (c) and 7 (b) (vi) concerning representation by level and career stream.

(e) If membership of the Executive Committee at any time falls below twelve (12), the remaining members of the Executive Committee shall immediately exercise their power of appointment under Article 7 (d) to ensure that there are a minimum of twelve (12) members.

TRANSITIONAL MEASURES: An employee in the second year of a 2-year term shall remain a member of the Executive Committee until the AGM following the 2015 AGM. If the number of candidates required by stream is met according to Article 7, no other candidates from that stream can be elected at the 2015 AGM. Members in the MCO stream may stand for election at the 2015 AGM subject to the appointment provisions of Article 7.

8. Committee Structure

(a) Collective Bargaining Committee

The Collective Bargaining Committee shall consist of five to ten (5-10) regular members of the Association serving in Ottawa, and shall be chaired by the Executive Director. The Collective Bargaining Committee's members shall be appointed by the Executive Committee for each contract negotiation, with due regard to representation, and may include members of the Executive Committee. The Collective Bargaining Committee is authorized to negotiate collective agreements with the employer on behalf of the Executive Committee and the regular membership. This authority shall be delegated by a mandate of the Executive Committee, based wherever possible on a consultation of the regular membership. Upon recommendation of a tentative agreement by the Collective Bargaining Committee to the Executive Committee, the latter shall submit said tentative agreement to the regular membership for a ratification vote.

(b) Professional Committee

The Professional Committee shall comprise up to four (4) regular members designated by the Executive Committee and up to a matching number of associate and affiliate members combined, and shall elect its Chair. It shall have as its objective the maintenance of the status and standards of the foreign service profession, through the organization of lectures, seminars, conferences, and such other activities as it deems appropriate. The Professional Committee may make expenditures up to levels approved by the Executive Committee, and make recommendations to the Executive Committee on other expenditures related to activities it organizes or arranges. The Professional Committee shall report to the Annual General Meeting of the Association on its activities and keep the Executive Committee informed of its plans.

(c) Other Committees

The Executive Committee may also authorize Committees for other purposes serving the interests of the membership, including but not limited to publications, awards, insurance, investment, and consultations with the employer on any issue. Such Committees shall have a mandate from the Executive Committee, may where appropriate include associate and affiliate members, and normally function along lines similar to the Professional Committee, including keeping the Executive Committee informed and reporting as appropriate.

9. Finances

(a) Accounts

The Treasurer shall be responsible to the Executive Committee for keeping a proper account of all monies and properties belonging to the Association, in accordance with a Banking Resolution approved and reviewed from time to time by the Executive Committee. Financial statements shall be prepared and submitted to the Executive Committee on at least a quarterly basis, and any unbudgeted expenditure must have special approval of the Executive Committee and be brought to the attention of the membership at the next Annual General Meeting. The Treasurer shall, under the Committee's direction,



arrange and publish annually an audited financial statement and balance sheet for the previous year as well as a budget proposal for the next year at least fifteen (15) days in advance of the Annual General Meeting.

(b) Investment of Funds

The Association may exercise all the powers of a corporate person, including the power to own property. The Executive Committee may authorize the investment of funds not required for immediate current expenses, whether capital or income. The investment of these funds must be made in accordance with an Investment Policy, approved and reviewed from time to time by the Executive Committee.

10. Changes to Dues

Dues payable by members in accordance with Article 5 shall be reviewed from time to time by the Executive Committee. The membership as a whole shall be informed in advance of any proposal for changes in respect to the dues, which shall be approved by a General Meeting before becoming effective, and upon such approval shall become binding on all members.

11. General Meetings

(a) Annual General Meeting

An Annual General Meeting of the Association shall be held in Ottawa, before October 31 each year, on a date to be announced in writing to all members by the Executive Committee at least forty-five (45) days in advance. All members shall be invited to attend. The President of the Association, or such other officer of the Executive Committee as the Committee may designate, shall serve as Chair of the Meeting. New Executive Committee members shall be elected in accordance with Article 7. The Meeting shall be given a report of the work of the Association by the President and a financial statement by the Treasurer (or, in the absence of either, by another member of the Executive Committee). Budget information shall be provided to members at least fifteen (15) days in advance, and all other reports shall be available to all members of the Association at the Meeting. The Meeting shall be asked to approve the audited accounts and balance sheet of the previous year, and the budget for the year following.

(b) Special General Meeting

A Special General Meeting may be called by the Executive Committee at any time, by issuing a written notice to all members at least thirty (30) days in advance of the Meeting, including a statement of the business to be discussed. The Executive Committee shall also call a Special General Meeting on the written request of not less than five (5) per cent of the regular membership, which shall include a statement of the business to be discussed, by issuing a written notice as above, within two weeks after receiving such request.

(c) Collective Bargaining

The Executive Committee shall decide the process for dispute resolution to be used by the Association in the bargaining process.

If not less than five (5) per cent of the regular membership wish to select a specific process for dispute resolution, the Executive Committee shall call a Special General Meeting in accordance with Article 11 (b). The Meeting must take place no later than five (5) months prior to the expiry date of the Association's existing Collective Bargaining Agreement.

When a tentative agreement has been reached, the Executive Committee shall call a Special General Meeting of regular members to explain and discuss the terms of the agreement.

A Special General Meeting will also be called if the majority of the regular membership rejects a tentative agreement, or if no tentative agreement is reached after the conciliation board process. Such Special General Meeting may authorize a general strike vote of the regular membership or a vote on other action appropriate in the circumstances.

- (d) An account of the proceedings at any Annual or Special General Meeting shall be sent to all members as soon as possible.
- (e) A quorum of at least twenty-five (25) regular members shall be required at all times during any Annual or Special General Meeting to transact business.
- (f) Decisions taken by an Annual or Special General Meeting may be referred to the membership as a whole for approval at the discretion of the Executive Committee, or by vote of the General Meeting in question. In such event, these decisions shall become binding only if they receive a majority of votes cast. Voting procedures shall be determined by the Executive Committee, and may include electronic voting.

12. Other Meetings

The Executive Committee may call a meeting of the Association at any time, to inform or consult the membership about outstanding issues. Such meetings shall not have the powers of Annual or Special General Meetings referred to in Article 11.

13. Amendments to the Constitution

- (a) Proposals to amend the Constitution may be submitted by the Executive Committee or by any fifteen (15) regular members for adoption at any General Meeting. Such proposals must reach the Office not less than forty-five (45) days before the Meeting, and must be sent to all regular members not less than thirty (30) days before the Meeting. Voting on such proposed amendments shall be in accordance with the balloting procedures set out in Article 7 (b) above.
- (b) Any proposal to amend the Constitution shall be considered as adopted if it has been approved by two-thirds (2/3) of votes cast, and all members shall be notified of any amendment so adopted.
- (c) Amendments shall enter into force the day after adoption, unless otherwise specified.
