| ***Current By-law*** | ***Proposed Change*** | ***Rationale*** |
| --- | --- | --- |
| Constitution | REMOVE | Repetitive and difficult to understand |
| Article 1 – Name and Description Section 3  The Society is a member of The  Canadian Public Relations Society  Inc…. La Societe Canadienne des  Relations Publiques, Inc  Hereinafter referred to in the Constitution as the “National Society”. | The Society is a member body of the national body incorporated under the provisions of the Canada Not-for-profit Corporations Act S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time, under the name of the Canadian Public Relations Society, Inc. (La Société canadienne des relations publiques, Inc.), hereinafter referred to in this Constitution as the “National Society”. | Compliance with National Bylaws |
| Article II – Seal | REMOVE | No longer required by law and not used for official purposes |
| Article III – Mission  The mission of this professional Society shall be:  (i) to establish high standards of professional conduct in the practice of public relations,  to advance the knowledge, skill and competence of its members,  to promote sound training and education in public relations,  to increase public understanding of the value and techniques of public relations. | CHANGE TO:  As Canada’s leading public relations and communications management association, we serve our members and advance our profession by providing career-enhancing accreditation, professional development, educational and networking programs, national member services and benefits and collaboration with professional associations in other countries to raise standards, share knowledge, strengthen the professional community and advocate public relations in the public interest | Aligns with National By-laws |
| NEW INSERTION  Article III Definitions: | See attached draft | ONCA Compliance |
| Article IV – Membership | See attached draft  INSERTION – Categories of Membership | ONCA Compliance  Added to regulations allowing member categories to be defined in a less rigid way upon the decision of the board |
| Article V – Board of Directors  The business and affairs of the Society shall be managed by a Board consisting of:  thirteen elected directors  the immediate past president  student representative (non-voting)  The election of the Board of Directors shall be in accordance with the Bylaws. | INSERTION – Remuneration of Directors  The business and affairs of the Society shall be vested in a Board of Directors consisting of:  thirteen elected directors  the immediate past president  student representative (non-voting)  The election of the Board of Directors shall be in accordance with the Bylaws.  **Remuneration of Directors**  The Directors shall serve without salary or remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director. Notwithstanding, from time to time, travel costs may be subsidized as required and pursuant to formulae established by the Board. | ONCA Compliance |
| Article VI – Officers, Sec. 3  All officers must be accredited members of the Society, or have a willingness to pursue their Accreditation at the next available opportunity. | INSERTION – Eligibility Eligibility The Directors and Officers of the National Society shall have the following credentials:  Board members must be Accredited Members or have a minimum of five (5) years’ Membership in the National Society; a minimum of one (1) year’s experience on a Member Society Board or National Council, Committee or Task Force; and be current Members of the National Society in good standing. Board members must also have knowledge of national affairs and issues which are relevant to the business and affairs of the National Society.  Any Accredited Member shall be eligible for any one of the Offices of President and Vice-President. An Accredited Member shall be as defined in Article IV, Section 1.  For greater certainty, all Officers must be Accredited Members of the National Society | Align with National By-laws |
| Article VI – Officers | INSERTION – Article 5 and 6  **Protection of Directors and Officers**  No director, officer or committee member of the Society is liable for the acts,  neglects or defaults of any other director, officer, committee member or employee of the Society or for joining in any receipt or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Society shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:  complied with the Act and the Society’s articles and bylaws; and  exercised their powers and discharged their duties in accordance with the Act.  **Conflict of Interest**  A director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction with the Society, or has a real, potential or perceived conflict of interest in relation to his or her duties as a director of the Society, shall make the disclosure required by the Act.  Except as provided by the Act, any such director shall refrain from influencing others on the matter prior to the meeting, shall not speak to the matter at meetings and shall abstain from voting on any resolution to approve any such contract | ONCA Compliance |
| Article VIII – Society Meetings | INSERTION – Special Meeting and Notice  **Special Meetings**  The Directors may call a special meeting of the Members.  The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.  **Notice**  Subject to the Act, not less than 10 and not more that 50 days written notice of any annual or special Members’ meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement.  Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.  Notice of each meeting must remind the Member of the right to vote by proxy. | ONCA Compliance |
| **ARTICLE XII – CODE OF PROFESSIONAL STANDARDS**  Members of the Society shall be governed by a Code of Professional Standards as set out in the National Regulations. | All Members of the Society shall comply with the Code of Professional Standards as stipulated in the National bylaws. | Alignment with National By-laws |
| **ARTICLE XIII – JUDICIAL ENFORCEMENT OF PROFESSIONAL STANDARDS**   1. A procedure shall be established and set out in a Schedule to the regulations, in order that the Code of Professional Standards and all other regulatory matters pertaining to the Society can be enforced. | REMOVE | This is unnecessary since the Code of Professional Standards is National and there is a National Judiciary Committee. The only thing you want to ensure is there is a process for removal of people who are local Society members only. This can be done in bylaws. |
| **ARTICLE XIV – BYLAWS** A Bylaw of the Society shall not be in contradiction of an existing Bylaw of the National Society. | REMOVE | If a contradiction were to exist, there would need to be a process of interpretation to determine the true meaning of each bylaw. The fact is, we are working to align the bylaws so this will not happen. |
| **By-law Definitions and Abbreviations** | Move to beginning |  |
| BYLAW II – MEMBERSHIP   1. Membership in the Society shall be in accordance with the Bylaws of the National Society. 2. Applicants for membership in the Society shall follow the procedures below: 3. Applications shall be made in the manner prescribed by the National Society. 4. The applicant shall provide additional professional background as may be required by the Toronto Society Membership Chair. 5. The applicant shall have the right to appeal to the Board in writing and after due consideration, the Board shall either overrule by an 80 per cent vote of directors present at a duly constituted meeting of the Board or uphold the decision of the Membership Chair; the decision of the Board shall be final.   In the event that the Board rules against acceptance of an applicant, the applicant may appeal to the National Executive.   1. No applicant shall be accepted into the Society until all fees and dues as set out in the Bylaws have been paid. 2. The National Board of directors is the final authority for the granting of membership. 3. An honorary life membership in the Society may be granted by the Board to any member of the Society under the following conditions and terms: 4. The Board shall elect such a member by an 80 per cent vote. 5. The member shall have rendered outstanding service to the Society. 6. The member shall have retired from his or her regular activity in the field of public relations. 7. The honorary life member shall have a vote on Society matters. 8. The honorary life member shall not be eligible for election or appointment to the Board but shall be eligible for appointment to all committees. | CHANGE TO:  1. Admission to the National Society shall be by approval of its Executive Director, with the exception of student member applications, which shall be approved by The Society’s Membership Director and Board of Directors.  2. An applicant or a concerned Society member may appeal the Executive Director’s decision to the Board of the National Society.  An honorary life membership in the Society may be granted by the Board to any member of the Society under the following conditions and terms:   1. The Board shall elect such a member by an 80 per cent vote. 2. The member shall have rendered outstanding service to the Society. 3. The member shall have retired from his or her regular activity in the field of public relations. 4. The honorary life member shall have a vote on Society matters. 5. The honorary life member shall not be eligible for election or appointment to the Board but shall be eligible for appointment to all committees. |  |
| 1. A member may be suspended from the Society by: 2. Unanimous decision of the Judicial Committee with right or appeal to the Board, or, 3. A majority vote of the elected members of the Board, or, 4. The National Judicial Committee or following appeal to the National Board of Directors. 5. A member may be expelled from the Society by: 6. An 80 per cent vote of the elected members of the Board, or,     (ii) The National Judicial Committee or following appeal to the National Board of Directors.   1. A member may transfer on request from another member Society to the Society providing: 2. The member is in good standing with the National Society. 3. Fees and dues adjustments are complete according to the Bylaws. 4. A member who leaves the field of public relations may retain a membership in the Society as an inactive member with non-voting privileges. | CHANGE TO::  I suggest you use this wording: All Members shall comply with the Code of Professional Standards, which shall set out the conduct expected of Members.  The National Society Board of Directors has the authority under Article III of the National Society By-laws to suspend or expel any Member for any one or more of the following grounds:  violating any provision of the Articles, By-laws, the Code of Professional Standards or written policies of The Society or The National Society;  b) carrying out any conduct which may be detrimental to The Society or The National Society as determined by the Board of Directors in its sole discretion; and  c) For any other reason that the Board of Directors in its sole and absolute discretion considers to be reasonable, having regard to the purpose of CPRS. | Alignment with National By-laws  Re: article 7: A member who leaves the field of public relations may retain a membership in the Society as an inactive member with non-voting privileges.  Advice is they rejoin as Associate member. |
| BYLAW III – ADMINISTRATION / BOARD OF DIRECTORS   1. The Board of Directors shall consist of: 2. Thirteen voting members elected annually by the voting members. 3. The immediate past president of the Society. 4. Student representative (non-voting) 5. The business and property of the Society shall be managed by the Board. 6. The Board shall be the governing body of the Society. | CHANGE TO::  ARTICLE III –BOARD OF DIRECTORS   1. The Board of Directors shall consist of: 2. Thirteen voting members elected annually by the voting members. 3. The immediate past president of the Society. 4. Student representative (non-voting) 5. The business and property of the Society shall be vested in the Board. 6. The Board shall be the governing body of the Society. |  |
| BYLAW IV- ADMINISTRATION / NATIONAL REPRESENTATION  1. The Society shall be represented at the National level by the Toronto Society’s president as a member of the Presidents’ Council. | ARTICLE IV- NATIONAL REPRESENTATION  1. The Society shall be represented at the National level by the Toronto Society’s president, for example as a member of the Presidents’ Council. |  |
| BYLAW V – ADMINISTRATION / OFFICERS   1. The officers of the Society shall consist of the president, first vice-president, second vice-president, treasurer and secretary, appointed annually except for the president’s position which is also one year but once renewable at the incumbent’s option. 2. The officers shall be elected directors at a time and in a manner set out in the Bylaws. They must be accredited members or undertake to become such at the first opportunity after joining the board. 3. The president shall be head of the Society and shall carry out the following functions: 4. Preside at all meetings of the membership and the Board of Directors and see that the Bylaws of the Society are observed. 5. Shall appoint all committee chairs subject to the concurrence of the Board. 6. Shall be an ex-officio member of all committees. 7. Shall be the official spokesperson for the Society in all matters of public policy. 8. Shall appoint the executive committee with approval of the Board and as set out in the Bylaw. | ARTICLE V –OFFICERS   1. The officers of the Society shall consist of the president, first vice-president, second vice-president, treasurer and secretary, appointed annually except for the president’s position which is also one year but once renewable at the incumbent’s option. 2. The officers shall be elected directors at a time and in a manner set out in the Bylaws. They must be accredited members or undertake to become such at the first opportunity after joining the board. 3. The president shall be head of the Society and shall carry out the following functions: 4. Preside at all meetings of the membership and the Board of Directors and see that the bylaws of the Society are observed. 5. Appoint all committee chairs subject to the concurrence of the Board. 6. Serve as an ex-officio member of all committees. 7. Act as the official spokesperson for the Society or delegate a member to act as spokesperson for the Society. 8. Appoint the executive committee with approval of the Board in accordance with these bylaws. |  |
| 1. The secretary shall: 2. Keep or cause to keep the Society roll. 3. Keep or cause to keep a record of all official proceedings of the Society and its Board of Directors. 4. Be responsible for all Society notices. 5. Be responsible for all Society reports including those officially required by the provincial government. 6. Be the custodian of the Society’s seal. | CHANGE TO:  Remove this position and say the Board may make an appointment or delegate authority to ensure that (i) – (iv) is done. | Lois handles these official duties |
| 1. Should any officer leave office during the course of the year, the Board shall elect another director to fulfill the duties of that officer until such time as the post is filled by election at the inaugural board meeting following the next annual general meeting. | CHANGE TO:  8.      Should any officer leave office during the course of the year, the Board shall elect another director to fulfill the duties of that officer until such time as the post is filled by election at the inaugural board meeting following the next annual general meeting.  9.      The Board may, from time to time vary, add to or limit the powers and duties of any officer and may delegate the specific duties of any officer as required to meet the needs of the Society. | Advice from National |
| BYLAW VI – MEETINGS   1. Board meetings shall be held: 2. Providing a quorum of at least seven members of the Board will be present. 3. At such time and place as designated by the president or first vice-president. 4. Monthly, but no less than eight times a year. 5. Upon request of another officer and two elected directors. 6. Upon the request of a majority of the elected directors. 7. Providing that in subsections (IV) and (v) an advance written notice of one week is given to all members of the Board, with the purpose stated. | CHANGE TO:  ARTICLE VI – BOARD MEETINGS  **1. BOARD QUORUM**  Any seven directors of the Board shall constitute a quorum. A simple majority shall call all votes.  2. Board meetings shall be held at least eight times a year at the request of an officer and two directors of the Board or at the request of a majority of the directors of the Board, providing that written notice has been given to all members of the Board with the purpose stated, at least one week in advance. |  |
| INSERTION | 1. **Participation by Telephone or Other Communications Facilities**   If all of the directors of the Society consent, a director may participate in a meeting of the Board or of a committee of directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A director participating by such means is deemed to be present at that meeting.   1. **Computation of Time**   Where a given number of days’ notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period. | ONCA Compliance |
| 1. A Society general meeting shall be called: 2. At times and places as designated by the Board of Directors. 3. For any purpose that the Board of Directors decide will further the work of the Society. 4. Sixty to 120 days after Society fiscal year end, at a time and place to be decided upon by the Board, and to be designated as the annual general meeting of the Society. 5. At the call of the president and at any time 23 members are present. 6. Providing 30 days notice has been given to members. 7. The annual general meeting shall be for the purpose of: 8. Receiving the president’s report. 9. Receiving the treasurer’s audited report. 10. Receiving committee reports. 11. Electing the Board of Directors. 12. To carry out any other business that the Board desires. | CHANGE TO:  This whole section is poorly written. It could say:  A Society general meeting shall be called at times and places as designated by the Board of Directors for any purpose that the Board of Directors decide will further the work of the Society or by the president at any time 23 members are present, provided in both cases that 30 days advance written notice has been given to members.  (Note, any such meeting would not necessarily be an AGM and therefore, (ii) doesn’t make sense, plus there seems to be a slight contradiction with the Constitution, in particular the notice provisions:  Special Meetings  The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.  Notice  Subject to the Act, not less than 10 and not more that 50 days written notice of any annual or special Members’ meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy. | Advice from National |
| **BYLAW IX – CODE OF PROFESSIONAL STANDARDS**   1. The Code of Professional Standards for the National Society shall be the Code of Professional Standards for the Toronto Society and all members are pledged to honour its spirit and ideals and to support its stated principles. | REMOVE | This is already elsewhere. It does not need to go here again |
| **BYLAW X – JUDICIAL ENFORCEMENT OF PROFESSIONAL STANDARDS**  1. The enforcement of professional standards shall initially be the responsibility of the member society’s Judicial Committee operating under the provisions of the National Constitution and Bylaws. National Regulations Part XII; Sec.1  The Canadian Public Relations Society judicial process to review a complaint related to a breach of its *Code of Professional Standards* by any member is based on the values of consistency, integrity, value and trust. Details of the Toronto Society process are attached as Schedule 1. |  | Unnecessary if it goes in Article II |
| **BYLAW XI – COMMITTEES**  1. Standing and special committees of the Society shall be defined in the Regulations.  2. Standing and special committees of the Society will be added or deleted upon motion of the Board of Directors.  3. The chairperson of standing and special committees shall be appointed by the president and shall be ratified by the Board.   1. Directors shall be appointed to liaise with committees. 2. The members of each committee shall be at the discretion of the committee chairperson except for:   (i) The Judicial Committee shall consist of five members who be required to sign a confidentiality or non-disclosure agreement. The chair shall be a past-president of the Toronto Society and an APR with at least seven years’ experience. The chair shall be appointed by the Society President. Four other members who are APRs but not current board members and each have at least seven years’ experience, shall be appointed by the Chair. Members shall be appointed from the government, corporate, not-for-profit and consultancy sectors; one member shall be from the same sector as the named person.  (ii) The Nominating Committee shall consist of three voting members including the chairperson who shall be a past president. None of its members shall be eligible for nomination.   1. The Executive Committee shall consist of the officers plus the immediate past president. 2. The terms of reference for each committee shall be provided to each committee chairman after approval by the Board. Terms of Reference shall be included in the Society’s Regulations. 3. All committees shall be responsible to the Board and shall report to it through its chairperson and responsible director. 4. Committees shall be appointed to perform their duties from October 1 –September 30 each year. 5. The President is an ex-officio member of all committees. | **ARTICLE X – COMMITTEES**  1. Standing and special committees of the Society shall be determined by the Board of Directors.  2. REMOVED  3. The chairperson of standing and special committees shall be appointed by the president and shall be ratified by the Board.   1. Directors shall be appointed to liaise with committees. 2. The members of each committee shall be at the discretion of the committee chairperson except for:   (i) The Judicial Committee shall consist of five members who are required to sign a confidentiality or non-disclosure agreement. The chair shall be a past-president of the Toronto Society and an accredited member with at least seven years’ experience. The chair shall be appointed by the Society President. Four other members who are accredited members but not current board members and each have at least seven years’ experience, shall be appointed by the Chair. Members shall be appointed from the government, corporate, not-for-profit and consultancy sectors; one member shall be from the same sector as the named person.  (ii) The Nominating Committee shall consist of three voting members including the chairperson, who shall be a past president. None of its members shall be eligible for nomination. (Consider changing to: Members should not/cannot run in elections.)   1. The Executive Committee shall consist of the officers plus the immediate past president. 2. The terms of reference for each committee shall be provided to each committee chairperson after approval by the Board. Terms of Reference shall be included in the Society’s Regulations. 3. All committees shall be responsible to the Board and shall report to the Board through its chairperson and responsible director. 4. Committees shall be appointed to perform their duties from July 1 – June 30 each year. 5. The President is an ex-officio member of all committees. |  |
| **INSERTION** | The Constitution and Bylaws of the Society may be amended in the following manner:   1. Eighty per cent affirmative vote of the Board of Directors, and, 2. ratification at a general meeting of the Society by a majority vote of the members present who are eligible to vote, and, 3. providing 30 days notice of such meeting has been given to members. | ONCA Compliance |
| **INSERTION** | **ARTICLE XII Execution of Contracts**  Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed.  Any person authorized to sign any document may affix the corporate seal, if any, to the document.  Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof | ONCA Compliance |