



## **IPAC By-laws**

**as amended to June 26, 2016**

The Institute of Public Administration of Canada was incorporated by Letters Patent of the Dominion of Canada dated 15th December 1947.

### **RIGHTS, POWERS, PURPOSES AND OBJECTS**

as amended by Supplementary Letters Patent dated August 1, 1950

- A. To establish a learned society;
- B. To promote amongst members of the federal, provincial, territorial, municipal and Indigenous public services of Canada and the academic community, the study and practice of public administration with a view to build strong and dynamic public sector organizations that excel in meeting the needs of Canadians;
- C. To recognize and respect diversity, inclusiveness and the bilingual aspects of public administration in Canada and favour their development by the activities of the Institute;
- D. In connection with the aforementioned objects:
  - 1. to promote and maintain high ideals and traditions in the Public Services;
  - 2. to promote the study of the vocational or professional practice of public administration; the machinery necessary for the efficient day-by-day practice of public administration; and historical, economic and political science with special reference to public administration and constitutional law and practice;
  - 3. to facilitate the exchange of information, thought and knowledge on administrative and related questions with a view to the increased efficiency of the Public Services, and to the creation of a well-informed public opinion concerning those Services, to provide opportunities for the acquisition and dissemination of useful knowledge concerning the Public Services of this and other countries, and to develop the technique of administration;

4. to give expression to the considered view of the members on questions of public duty, professional etiquette, values and ethics;
5. to promote good relations, networking and communities of practice between and amongst the members of different branches of the Public Services and to encourage interest in their professions;
6. to afford information, awareness and understanding to the members and to the public by means of lectures, publications and digital platforms as to the functions, aims and utility of the Public Services;
7. to support the establishment of university courses and programs leading to diplomas or degrees in public administration;
8. to solicit, acquire and receive funds or property given, devised or bequeathed to it for the purpose of a permanent endowment and, subject to such conditions as may be imposed by the donors thereof, to invest any such funds in any securities which may be lawfully held by trustees or by savings banks and to expend the income of any such funds for any of the purposes of this Corporation, and to change such investments from time to time as may be expedient in the judgment of the Board of Directors of the Corporation;
9. to take, own and hold by bequest, devise, deed, gift, purchase, lease or by judicial order or decree, for any of the purposes aforesaid, any real or personal property, without limitation as to the amount or value thereof, to sell, and subject to the provisions of section 63 of the Companies Act, to mortgage, assume the mortgage or mortgages or other like obligation on, lease or otherwise transfer such property and to invest and re-invest the principal thereof and the surplus income therefrom, and to deal with, use and apply any property belonging to the Corporation, and the income derived therefrom in such manner as in the judgment of the Board of Directors of the Corporation will best promote its objects;
10. to do all such other lawful things as are incidental or conducive to the attainment of the objects or purposes for which this Corporation is constituted or any of them.

## **BY-LAWS**

### **PART I**

#### **Interpretation**

1. In these By-laws, if not inconsistent with the context,

(a) the term "Public Service" or "Public Services" shall include:

- i. The Civil Services of Canada, of each Province of Canada, of each Territory of Canada and of each Indigenous government;
  - ii. The Administrative Services of:
    - a. Any Agency, Board, Crown Corporation or Government Corporation of Canada or of a Province or of a group of Provinces or of a Territory or of an Indigenous government;
    - b. The Canadian Armed Forces;
    - c. Any municipal corporation or group of municipal corporations or Regional jurisdiction in Canada;
    - d. Any agency or local board of a municipal corporation or group of municipal corporations or Regional jurisdiction in Canada;
    - e. A School Board of Canada;
    - f. Any University or College in Canada;
    - g. Any agency of a university or college or of any group of universities or colleges in Canada;
    - h. Such other service organizations or activity as may be so designated or defined by the Board of Directors but not individuals as such;
    - i. Any hospital sponsored by a government or municipality;
    - j. The faculty of any university or college in Canada.
- (b) "The Institute" means the corporate body, The Institute of Public Administration of Canada, L'Institut d'administration publique du Canada, incorporated by Letters Patent of Canada dated 15th December 1947;
- (c) "Board of Directors" means the Board of Directors of The Institute of Public Administration of Canada and L'Institut d'administration publique du Canada.

## **PART II**

### **Membership and Fees**

2. Membership is open to all persons interested in public administration. The Institute shall have the following categories of membership:
  - a. Members
  - b. Student members
  - c. New professional members
  - d. Retired members
  - e. Institutional partner
3. Any person interested in public administration may apply for membership in the Institute and, subject to payment of the prescribed fee, shall become a member on receipt of notification that he or she has been duly accepted as such.
4. Any person who is enrolled in full-time attendance at a post-secondary institution or studying towards a professional degree, diploma or professional designation who is enrolled in two or more semester courses per year may apply for student membership in the Institute and, subject to payment of the prescribed fee, shall become a student member on receipt of notification that he or she has been duly accepted as such. A student member shall be entitled to all the rights and privileges of a member.
5. Any person who is a management intern/trainee, full-time employee of a public sector organization and/or a full-time or part-time instructor/lecturer or professor as their principal occupation at a recognized post-secondary institution and has been so employed for less than five (5) consecutive years may apply for the New Professional membership in the Institute, and subject to the payment of the prescribed fee for the duration of the New Professional period, shall become a New Professional member. A New Professional member shall be entitled to all the rights and privileges of a member for a maximum of five (5) consecutive years, after which that member will be considered a regular member.
6. Any member who has retired, may apply for retired membership in the Institute and, subject to the payment of the prescribed fee, shall become a retired member on receipt of notification that he or she has been duly accepted as such. A retired member shall be entitled to all the rights and privileges of a member.
7. Institutional Partner shall be open to any:
  - a. Ministry, Department, Crown Corporation, public authority, agency, board, commission or agency of similar character as approved by the Board of Directors;
  - b. Municipal corporation;
  - c. Publicly supported universities, colleges, school boards or health care organization;
  - d. Indigenous government or organization;
  - e. Such other institutions as upon a consideration of the objects and purposes and its operations the Board of Directors may approve; and
  - f. Private sector corporations.

An institutional partner shall, subject to payment of the prescribed fee as determined by the Board of Directors' become a member on receipt of notification.

8. The annual membership fees shall be determined by the Board of Directors. It shall become first payable with an application for membership. The fees shall be payable to the Institute of Public Administration of Canada, L'Institut d'administration publique du Canada.
9. A member of any category whose annual fee remains unpaid shall cease to be in good standing and shall not be entitled to any rights of membership until the fee has been paid.
10. A member of any category may resign on giving notice to that effect.

### **PART III**

#### **Organization and Officers**

##### **Board of Directors**

11. The affairs of the Institute shall be governed by a Board of Directors. Members of the Board of Directors shall receive no remuneration by virtue of sitting on the Board. A Board nominee must meet the qualification requirements set by the Institute.
12. The Board of Directors shall be constituted as follows:
  - a. there shall be five members selected by the Regional Group Council from its membership; one of whom shall be the Chair of the Regional Group Council;
  - b. the Chair of the Research and Professional Practices Committee; the Chair of the Domestic and International Committee; and the Chair of the New Professionals Committee;
  - c. the President of the Canadian Association of Programs in Public Administration (CAPPA) shall be a selected member;
  - d. the Past-President shall be a selected member; and
  - e. the Board of Directors can appoint up to five additional members-at-large.
13. Subject to By-law 12, selected members of the Board of Directors shall hold office for one year from the Annual General Meeting following their selection and until their successor is similarly chosen. Selected members may serve a total maximum of three consecutive years. Members selected by Regional Group Council may be removed by a vote of two-thirds of the members present at a meeting of the Regional Group Council. Other members may be removed by a vote of two-thirds of the members of the Board of Directors.
14. Vacancies which occur in Chair positions identified in By-law 12 section (b) or the member-at-large membership identified in By-law 12 section (e) by the death or resignation or removal or retirement of such members shall be filled by the Board, and vacancies which occur in the membership of the Board of Directors selected by Regional Group Council shall be filled by the Regional Group Council. Members appointed to fill vacancies shall hold office for the period for which the persons they replaced would have held office had they continued as members.

### **Selection of the Board of Directors:**

15. The Board of Directors shall select Chairs identified under By-law 12 section (b) and can select up to five additional members-at-large on an annual basis to achieve sectoral balance, reflect member diversity, as part of succession planning, attract desired skill sets and to establish new partnerships and new sources of potential assistance. The selection process shall include an open call for expressions of interest to members, partners and other representatives from the public sector as determined by the Board of Directors.

### **Officers:**

16. The Institute shall have the following national officers and such officers shall constitute the Executive Committee of the Board of Directors:
  - a. a President
  - b. a First Vice-President, who shall be President-elect
  - c. a Second Vice-President, who shall be the Chair of the Regional Group Council
  - d. a Secretary-Treasurer
  - e. a Past President
  - f. In addition to the national officers, the Executive Committee of the Board of Directors will be composed of the Chairs of the Research and Professional Practices Committee, the New Professionals Committee and the Domestic and International Program Committee.
17. The Officers of the Institute shall be selected annually by the Board of Directors through an open call for expressions of interest as set out in By-law 15 and shall hold office from the date of such selection or addition until their successors are selected by the Board of Directors. Selected officers may serve a total maximum of three consecutive years except the President, President-elect and Past President, who shall serve one-year terms.
18. The officers shall perform such duties and exercise such powers, not inconsistent with these By-laws, as are from time to time assigned to them by the Board of Directors.

### **Powers and Duties of the Board of Directors and Executive Committee:**

19. In addition to the powers conferred on it elsewhere in these By-laws and subject to the direction of the membership given in any Annual or Special General Meeting, the Board of Directors shall be responsible for the general management of the Institute and for the assets, income and property thereof, and may appoint and remove employees and prescribe their duties, and may make rules regulating its own procedure and, without restricting any of the foregoing, the Board of Directors shall have the power to:
  - a. select the officers of the Institute and additional members-at-large as provided in these By-laws;
  - b. assign such duties and delegate such powers to the officers as it may deem appropriate;
  - c. appoint such standing or special committees as it may deem advisable from time to time, either from its own members or from the general membership of the Institute or from an open call for expressions of interest, and prescribe the duties and powers of such committees;

- d. establish and maintain a national office through which the business of the Institute may be carried on and at which the records of the Institute shall be kept including a register of the names and addresses of members;
  - e. appoint a Chief Executive Officer and prescribe his or her duties which shall be carried out under the direction of the Board of Directors; conduct an annual evaluation of the CEO's performance against the objects and purposes of the Institute and his or her prescribed duties;
  - f. fix the salaries and tenure of employees;
  - g. in the last quarter of the fiscal year, receive, consider and approve with modifications as it may deem necessary, the annual budget as prepared by the Secretary-Treasurer;
  - h. make expenditures which it deems necessary to carry out the objects and purposes of the Institute;
  - i. take such steps as it deems advisable to encourage membership in the Institute;
  - j. enlist the services of any member of the Institute to assist in the execution of any of its duties;
  - k. fill any vacancies of members-at-large of the Board of Directors;
  - l. make necessary arrangements for the Annual General Meeting and any Special General Meeting and the Annual Conference;
  - m. organize and charter Regional Groups, as hereinafter provided.
20. The Board of Directors between Annual Meetings and when the Board of Directors is not in session has delegated to the Executive Committee all of its powers and duties except those described in sections (a) to (e) inclusive, (g), (k) and (m) of By-law 19. Sections (f) and (h) of By-law 19 are subject to guidelines and limitations established by the Board of Directors from time to time. The Executive Committee in relation to section (f) can be responsible for the salaries and tenure of all employees except the Chief Executive Officer. Under (h), the Executive Committee can make expenditures within program and budget limits as determined by the Board of Directors.

**Meeting, Board of Directors:**

- 21. The Board of Directors shall meet at the time of and immediately preceding the Annual General Meeting and also immediately after the Annual General Meeting, and shall hold such other meetings as may be called by the President or, in the absence of the President, or in case of a vacancy in that office, by the First Vice-President or failing a President and a First Vice-President by the Second Vice-President and so on according to the order as set out in By-law 16.
- 22. One third of the total membership of the Board of Directors shall constitute a quorum. If quorum is achieved at the start of the meeting, members who are present may proceed with the business of meeting even if quorum is not present during the meeting.
- 23. The President, or in the absence of the President, the First Vice-President, shall preside over the Board of Directors meetings. In the absence of both, any other National Officer designated by the

Board of Directors may preside, or in the absence of any other National Officer any member elected by the Board of Directors shall preside.

**Regional Groups:**

24. The Regional Groups listed in Schedule A to these By-laws are hereby declared to be officially established and recognized Regional Groups under these By-laws.
25. Procedures for establishing and disbanding Regional Groups will be under such rules and policies as may be adopted by the Board of Directors from time to time.
26. Not more than one Regional Group shall be established in any one city.
27. No person who is not a member of the Institute may be considered as a member of a Regional Group.
28. The Board of Directors may authorize:
  - a. the payment of a sum established by the Board of Directors to assist in the organization of a Regional Group, and
  - b. additional payments up to that amount in any one year to any established Regional Group to help defray the expenses of its programme.
29. A Regional Group shall have as officers a chairman, vice-chairman, secretary and treasurer, and such other members as deemed necessary, all of whom shall be elected annually by the members of the Regional Group and shall constitute the Board of Directors of the Regional Group. The offices of secretary and treasurer may be combined at the option of the Regional Group.
30. Each Regional Group may arrange its own programme and may prescribe such rules or regulations for the conducts of its affairs as it may determine, so long as they are not inconsistent with these By-laws; but nothing herein shall prevent any Regional Group from holding open meetings.
31. Each Regional Group shall issue to the Board of Directors an annual report of activities and an audited financial statement within three months of its annual general meeting.

**Regional Group Council:**

32. The Regional Group Council shall be comprised of one representative selected by each regional group and members may serve a total maximum of three consecutive years on the Council.
33. Each regional group shall forward to the Chief Executive Officer, not later than June 30 annually, the name of its selected representative on the Regional Group Council. In case a regional group representative has not been selected, the Board of Directors may appoint a representative from the regional group.
34. The Regional Group Council will select from amongst its membership, a Chair of the Council who will also serve as the Second Vice-President of the national Board of Directors.
35. The Regional Group Council will also select four additional representatives from amongst its members to sit on the national Board of Directors, drawn from regions across Canada.



36. The Regional Group Council shall be responsible for the general management of regional collaboration, regional membership services and input to the Board of Directors on matters of national interest to the Institute.
37. The Council shall meet at the time of the Annual General Meeting and shall hold such other meetings as may be called by the Chair.
38. One third of the total membership of the Council shall constitute a quorum. If quorum is achieved at the start of the meeting, members who are present may proceed with the business of meeting even if quorum is not present during the meeting.
39. The Chair, or in the absence of the Chair, any other member designated by the Council shall preside.

## **PART IV**

### **Publications**

40. The Board of Directors may:
  - a. Authorize the publication of a journal or periodical under the imprimatur of the Institute on such terms and conditions as it may deem advisable;
  - b. Provide for or sponsor publications under the imprimatur of the Institute.
41. The periodical "Canadian Public Administration: Administration publique du Canada", is hereby declared to be the official journal of the Institute and to be under the direction of an editor or editors or editorial board or under such other form of direction as may be determined by the Board of Directors.
42. The Editor or Editors or Editorial board or other directing agency of the said journal shall be appointed by the Board of Directors and shall have direction and management of the journal while in office.

## **PART V**

### **Meetings, Annual General and Special General**

43. There shall be an Annual General Meeting of the members of the Institute on or before October 31 of each year on such date as the Board of Directors may determine.
44. The arrangements for the Annual General Meeting shall be in the hands of the Board of Directors.
45. Notice of the Annual General Meetings and of the general nature of the business to be dealt with shall be given in writing to all members by the Chief Executive Officer, at least eight weeks before the date of the Meeting.
46. Fifty members of the Institute in good standing shall constitute a quorum. If quorum is achieved at the start of the meeting, members who are present may proceed with the business of meeting even if quorum is not present during the meeting.

47. Save as otherwise or additionally specified by the Board of Directors the business of the Annual General Meeting and the order of its presentation and consideration shall be as follows:
  - a. to receive and consider a report from the President on the activities of the Board of Directors including committees of the Board of Directors and the Institute at large, including the activities of Regional Groups, since the previous Annual General Meeting;
  - b. to receive and consider a report from the Secretary-Treasurer, together with the Auditor's report thereon, of the accounts of the Institute;
  - c. to receive and consider a report by the Secretary-Treasurer;
  - d. to appoint auditors for the current fiscal year;
  - e. to consider any motion, except a motion to amend the By-laws, of which notice in writing may have been given to the Chief Executive Officer at least two weeks prior to the Annual General Meeting;
  - f. to consider any motion, except a motion to amend the By-laws, the introduction of which is supported by not less than two-thirds of the members present at the Annual General Meeting;
  - g. to consider motions for amendment of the By-laws proposed in accordance with Part VIII of these By-laws hereinafter set forth;
  - h. to consider any other matters on the agenda for the meeting.
48. A Special General Meeting of the Institute may be called at any time by the Board of Directors and the Board of Directors shall call such a meeting on receipt of a request in writing specifying the nature of the business to be transacted and submitted by at least one-fifth of the members in good standing for the current year.
49. A notice shall be sent to every member of the Institute at least 21 days before the time appointed by the Board of Directors for a Special General Meeting and such notice shall specify the place where such meeting shall be held and the nature of the business to be transacted and no other business shall be transacted at such Special General Meeting.
50. Members shall receive access to audited financial statements 21 to 60 days in advance of AGM.
51. A notice shall be sent to Public Accountants (Auditors) regarding notice of members meeting.
52. At any Special General Meeting fifty members in good standing shall constitute a quorum. If quorum is achieved at the start of the meeting, members who are present may proceed with the business of meeting even if quorum is not present during the meeting.
53. A decision at a Special General Meeting shall have the same force and effect as a decision taken at an Annual General Meeting.

### **National Annual Conference:**

54. The Institute shall hold a National Annual Conference, usually on the third week of August, as one of the means for promoting the objects and purposes and strategic directions of the Institute; and may select a regional group to co-host such Conference as determined by the Board of Directors.
55. The National Annual Conference shall be held concurrently with or immediately preceding or succeeding the Annual General Meeting, unless otherwise determined by the Board of Directors.

Notice of the time and place of each National Annual Conference shall be given by the Chief Executive Officer to all members at least eight weeks prior to the time determined for the holding of such conference. The notice shall indicate the general nature of the subjects, matters and themes of such Conference as determined by the Board of Directors in consultation with the Regional Group Council and the selected regional group co-host.

## **PART VI**

### **General Financial Provisions**

The fiscal year of the Institute shall be for the period of twelve months commencing on the first day of January and ending on the thirty-first day of December.

56. The Secretary-Treasurer shall maintain accounts of and shall be responsible for funds received by him or her, and the Secretary-Treasurer of each Regional Group shall maintain accounts of and shall be responsible for funds received by him from the Secretary-Treasurer or from any other source.
57. The Secretary-Treasurer shall open and maintain an account or accounts in the name of the Institute at a Chartered bank. All cheques shall be signed by the Chief Executive Officer and by the Secretary-Treasurer, or in the absence of the latter, by the President, or, if the President is absent by such other member of the Board of Directors as may be designated by that Board, provided, further, that in the absence of the Chief Executive Officer or if that office is vacant, any two members of the Board of Directors as may be designated by that Board shall be proper signing officers.
58. (a) Where the Institute has on hand or in a chartered bank funds of the Institute in excess of current requirements, the Secretary-Treasurer may, with the approval of the Board of Directors, invest such funds in trust for the Institute in securities that may lawfully be held by trustees in the Province wherein the Secretary-Treasurer resides, or place such funds on time deposit with any trust company licensed to do business in Canada;  
  
(b) The Secretary-Treasurer, with the approval of the Board of Directors, may convert into cash or otherwise dispose of securities held in trust for the Institute.

## **PART VII**

### **General Administrative Provisions**

59. Every letter or notice relating to any matter concerning the Institute or a member thereof, sent by the Chief Executive Officer to a member, whether ordinary or registered post, and addressed to him or her at the address shown on the Register, shall be deemed to have been properly sent and received by such member in due course.
60. Documents issued by the Institute as authorized by the Board of Directors shall be certified by the President or Secretary-Treasurer and by the Chief Executive Officer or as the Board of Directors may direct.
61. The Register of the Institute shall, for all the purposes of the Institute, be deemed to contain a correct list of the members and their respective addresses, and it shall be the duty of the members to notify the Chief Executive Officer of any change of address.
62. The Institute shall have a corporate seal which shall be in a circular form and contain the words "The Institute of Public Administration of Canada, L'Institut d'administration publique du Canada", and it shall be kept at the head office of the Institute and shall be used as authorized by the Board of Directors.

## **PART VIII**

### **Amendment of By-Laws**

63. The By-Laws of the Institute shall be reviewed annually and may be amended, supplemented or repealed only at an Annual General Meeting.
64. Proposals for amendment, supplement or repeal may be introduced at an Annual General Meeting only if not less than six weeks' notice of the proposal or proposals has been given to the Chief Executive Officer.
65. Where such notice has been given to the Chief Executive Officer, he shall send the proposal or proposals to every member at least two weeks before the Annual General Meeting.
66. Subject to the approval of the federal Minister responsible for the Corporations Act, a proposal for amendment, supplement or repeal shall become effective when approved by a vote of two-thirds of the members present at an Annual General Meeting.

### **Operation of By-laws**

67. Upon the coming into force of these By-laws, all former By-laws of the Institute shall cease to have any effect but nothing herein shall derogate from the validity of anything done under their authority.

## **SCHEDULE A: Regional Groups**

Calgary  
Montreal  
Saskatchewan  
Edmonton  
National Capital Region  
Toronto  
Fredericton  
Newfoundland and Labrador  
Vancouver  
Nunavut

Southwestern Ontario  
Nova Scotia  
Victoria  
Manitoba  
Prince Edward Island  
Yukon  
Moncton  
Quebec  
Northwest Territories