

## **Constitution and By-Laws Subcommittee – Terms of Reference**

### ***Purpose***

The Constitution and By-Laws Subcommittee (the Subcommittee) assists the NEC in maintaining best practices, as well as promoting and attaining excellence in governance, in accordance with CAPE's principles and objectives. The Subcommittee reports to the NEC.

### ***Membership***

- The Subcommittee will be composed of:
  - The President, and at least one Vice-President as voting members;
  - A minimum of 3 NEC members, as voting members, one of whom will Chair the Subcommittee; and
  - At least one member of the management staff designated by the President, as a non-voting member.
- Quorum will be a majority of voting members.

*Capacities: drafting, governance, legal, research*

### ***Chair***

- The Chair has the following responsibilities:
  - Call meetings, in consultation with its members;
  - Draft the agenda, in consultation with its members;
  - Ensure the orderly and effective conduct of the meetings;
  - Review the minutes of the Subcommittee, ensure they are approved by the Subcommittee and are posted on the website;
  - Present recommendations of the Subcommittee to the NEC; and
  - Report on the Subcommittee activities at NEC meetings.
- The Chair has the authority to take necessary measures in order to ensure that a disruptive member leave the meeting and that attendance requirements are respected as per the Constitution and By-laws.

### ***Responsibilities***

- Review CAPE's Constitution and By-laws as requested by the NEC. The Subcommittee will treat such requests by motion of the NEC in priority to other matters;
- Conduct an ongoing review of CAPE's Constitution and By-laws; and
- Recommend amendments of CAPE's Constitution and By-laws to the NEC, when appropriate.

***Meetings frequency***

- The Subcommittee will hold nine regular meetings each year, scheduled on the second Wednesday of every month during which the NEC sits;
- Special meetings may be added to discuss pressing matters in between regularly scheduled meetings, but these should be exception, not a standard practice.

***Reporting***

- The Subcommittee will provide minutes to the NEC;
- Supporting schedules and information reviewed by the Subcommittee will be available for examination by any NEC member upon request.

***Staff support***

- Assist the Chair, including by:
  - Forwarding invitations to Subcommittee meetings;
  - Circulating relevant documentation among Subcommittee members;
  - Making necessary arrangements for Subcommittee meetings (bookings, food orders, etc.); and
  - Taking, distributing and publishing the minutes.
- The management and staff of the Association will provide other services to the subcommittee as requested by the Chair.

***Coming into force***

- These amended terms of reference come into force on March 26, 2021.