

CONSTITUTION
of the
TELECOMMUNICATIONS EMPLOYEES ASSOCIATION
OF MANITOBA
Local 161 of the
INTERNATIONAL FEDERATION OF PROFESSIONAL
AND TECHNICAL ENGINEERS AFL-CIO & CLC

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Revised March 9, 2010

ARTICLE 1 – NAME AND JURISDICTION

- 1.1 The name of this organization shall be the Telecommunications Employees Association of Manitoba - International Federation of Professional and Technical Engineers (TEAM-IFPTE Local 161) hereinafter referred to as "TEAM".
- 1.2 TEAM is affiliated to the International Federation of Professional and Technical Engineers (IFPTE) and is governed by their Constitution: and by the Affiliation Agreement signed August 2006.
- 1.3 Where there is a clear conflict between the IFPTE Constitution and the TEAM Constitution, the IFPTE Constitution shall have paramountcy.

ARTICLE 2 – STATEMENT OF PURPOSE

- 2.1 The purpose of TEAM is to promote the interests of and to advance the social and economic welfare of its members.
- 2.2 TEAM, through its designated officers, shall have the authority to represent any or all of its members in discussions with their employer or employers, and to negotiate on such matters as compensation, conditions of work, benefits and/or any other workplace and/or compensation related problem or issue that may exist or arise.

ARTICLE 3 – ELIGIBILITY FOR MEMBERSHIP

- 3.1 Any employee of a company (hereafter "the Employer") represented by TEAM now or in the future under the Canada Industrial Relations Board Certification Order Number 8516-U or any future Certification Order and who has submitted a membership application is eligible for membership.

ARTICLE 4 – GOVERNANCE

- 4.1 The powers of the Board to govern shall be exercised in accordance with this Constitution and the Bylaws and implemented through formal resolutions.
- 4.2 The Board shall have the right to develop new Bylaws or amend existing Bylaws as may be considered necessary for the well-being of TEAM, in accordance with Article 10 herein.

ARTICLE 5 – BOARD OFFICERS AND BOARD MEMBERS

- 5.1 The Board Officers and the Board Members, as defined below, shall jointly constitute the Board of TEAM.

Board Officers

- 5.2 The Board Officers of TEAM shall include a President, a Vice-President, a Secretary, and a Treasurer, all of whom shall be elected from the membership.
 - 5.2.1 Notwithstanding Article 5.2, from the date this Constitution is ratified until the earlier of the next election or the retirement of the current Second Vice-president, the Board Officers of TEAM shall also include a Second Vice-President who shall also be one

of the six Board members referred to in Article 5.3. The Second Vice-President shall perform the duties of the Vice-President in the event of his/her absence for any reason whatsoever, and shall perform all such duties as may be assigned to him/her by the President, the Board, or the membership.

Board Members

5.3 Six Board Members shall be elected from the membership-at-large.

Election of Board Officers and Board Members

5.4 The Board Officers and Board Members of TEAM shall be elected by a mailed ballot vote of the membership, by a majority vote of those members in good standing returning ballots, in accordance with Bylaw 14 and Bylaw 15.

5.5 The positions of President and Vice-President are also elected as IFPTE Convention Delegates.

Term of Office

5.6 All Board Officers and Board Members shall serve for a term of three (3) years.

5.7 Notwithstanding Article 5.6 the first such term, following the approval of this revised constitution by the membership, shall be for four (4) years beginning January 1, 2010.

ARTICLE 6 – MEETINGS

Rules of Order

6.1 Except as expressly stated in this Constitution or the Bylaws, the most recent version of Robert's Rules of Order shall govern the proceedings of all meetings.

Board Meetings

6.2 The Board shall meet a minimum of six times per year at such time and place as the President and the majority of the Board may determine.

6.3 Any member in good standing of TEAM may attend any Board meeting as an observer.

Committee of the Whole (In Camera)

6.4 The Board may move into a Committee of the Whole (CW) for items of a strictly confidential nature such as personnel or financial issues.

6.5 A motion, naming the specific reason for moving into CW, must be moved, seconded, and passed by a simple majority of the Board.

6.6 If the issue relates to a TEAM member, a board member or staff member who is present he/she may be asked to leave during the CW.

6.7 The President or his/her designate will preside over the CW.

6.8 The content of the discussion will be considered confidential and the Confidentiality Agreement will apply.

- 6.9 Motions passed in the CW are binding on the Board.
- 6.10 A motion must be made, seconded and passed to move out of the Committee of the Whole as soon as the discussion of the topic causing the CW to be created is finished.

Special Board Meetings

- 6.11 The President or his/her designate or a 2/3 majority of the Board may call a Special Board Meeting on 24 hours notice specifically stating the purpose of the meeting. The meeting shall only deal with the purpose for which it was called.

General Meetings

- 6.12 General Meetings of the membership shall be held at such time and place as the Board may decide, for the purpose of introducing the Board, presentation of reports, and/or discussion of issues of concern to the membership.
- 6.13 A General Meeting shall be held by November 15th of each calendar year, except under special circumstances and as agreed to by a two-thirds (2/3) majority of the Board.

Special General Meetings

- 6.14 Special General Meetings to convey information or for a single special purpose may be called by the President, the Board, or, any twenty (20) members of TEAM in accordance with Article 6.15.
- 6.15 Any twenty (20) members of TEAM submitting a written petition to the Secretary of TEAM, specifically stating the purpose of the meeting, may call a Special General Meeting.
- 6.16 When a Special General Meeting is called by the members of TEAM, the meeting shall be called within four (4) weeks from the date of receipt of the written request.
- 6.17 A Special General Meeting shall deal only with the purpose for which it was called.
- 6.18 Notice of Special General Meetings or Informational Meetings stating the purpose of the meeting shall be given to the membership by:
 - (a) Email notice sent to each member at his/her work or home email address shown in the records of TEAM; or
 - (b) Written notice delivered to each member at his/her place of work according to the Employer(s)' internal mail code shown in the records of TEAM; or
 - (c) Written notice mailed to each member at his/her home address shown in the records of TEAM.
- 6.19 Such notices shall be mailed or delivered to each member not less than two (2) weeks prior to the holding of the meeting, except in the case of special circumstances as determined and defined by a majority of the Board.

ARTICLE 7 – QUORUM

- 7.1 A majority of the Board of which two are Board Officers shall constitute a quorum at Board Meetings.

- 7.2 The quorum at General Meetings and Special General Meetings shall be:
- (a) In the case of meetings held in Winnipeg, twenty (20) members, which shall include at least two (2) persons who are members of the Board;
 - (b) In the case of meetings held outside of Winnipeg, ten (10) members, which shall include at least one (1) person who is a member of the Board;
- 7.3 A quorum is required at any meeting in order to conduct business.
- 7.4 In the event that a member, or group of members, leaves the meeting when a motion has been duly moved and seconded resulting in a loss of quorum, the meeting shall be deemed to have a quorum present until the vote on the motion is completed.

ARTICLE 8 – DUES

- 8.1 TEAM dues shall be determined by mailed referendum and shall remain in effect until altered by a subsequent referendum. Such referendum shall be ratified by a majority vote of those members in good standing returning ballots.
- 8.2 Any changes to the percentage of the annual dues transferred into the TEAM Defence Fund each year while the total balance in the Fund remains below \$2.5 million, shall be determined by a majority vote of those members in good standing returning ballots.

ARTICLE 9 – REFERENDUM OF THE MEMBERSHIP

- 9.1 The Board may of its own power submit any question to a referendum of the membership as a whole. The Board shall decide what appropriate documentation will be included in any referendum.
- 9.2 The Board may decide to have a referendum using membership meetings, with mail-in ballots, walk-in ballots, electronic ballots or a combination walk-in ballot with mail-in opportunity for members not able for any reason to attend walk-in ballot meetings. All time limits would be in accordance with TEAM Bylaws.
- 9.3 An electronic ballot may be used for referendum if in the opinion of the Board the need for confidentiality is insignificant.

ARTICLE 10 – AMENDMENTS TO THE CONSTITUTION AND BYLAWS

Amendments to Constitution

- 10.1 Proposed amendments to the Constitution shall be submitted to the membership in the form of a referendum, after approval by a majority of the Board.
- 10.2 The referendum shall be conducted by a mailed ballot vote. Any such amendments shall become valid only after approval by a two-thirds (2/3) vote of those members in good standing returning ballots.

Amendments to Bylaws

- 10.3 The Bylaws shall be amended by a majority vote of the Board and referendum of the membership in accordance with Article 9. Any amendments to the Bylaws shall

become valid only after a majority vote of those members in good standing returning ballots.

- 10.4 Amendments to Bylaws may also be ratified when presented to the membership at the same time amendments to the Constitution are ratified as specified in 10.1 and 10.2.

Member-initiated Amendments to Constitution and Bylaws

- 10.5 Any 20 members in good standing may, by written petition addressed to the Secretary of TEAM, require an amendment to the Constitution or the Bylaws, not previously approved by the Board, be put to the membership of TEAM by referendum, except in the circumstances specified in 10.6.
- 10.6 No referendum under this Article shall be held within one year of a previous referendum if it seeks to reverse all or part of the previous referendum unless a two-thirds (2/3) majority of the Board approves holding such a referendum.
- 10.7 Such a referendum shall be held within four (4) weeks of receipt of the written request.