

# RESPONSIBILITIES, RULES AND PROCEDURES OF THE NATIONAL BOARD AND MANAGEMENT COMMITTEE

## 1. APPLICATION

- 1.1 This By-law is made pursuant to Section 17 of the Constitution of the Liberal Party of Canada (as adopted May 28, 2016 and as amended, restated, supplemented or otherwise modified from time to time, the “**Constitution**”). Capitalized terms used but not otherwise defined herein shall have the meaning given to them in the Constitution.
- 1.2 This By-law must be applied in a fair and equitable manner and must be interpreted in a manner which is fair and reasonable, having regard to all circumstances, and in the best interests of the Liberal Party of Canada.

## PART 1: NATIONAL BOARD

## 2. RESPONSIBILITIES OF THE NATIONAL BOARD

- 2.1 The National Board has the powers established in Section 17 of the Constitution.
- 2.2 The National Board may, by resolution, establish any number of subcommittees for any purpose. Each subcommittee established by the National Board must consist of:
  - (a) the chair, who must be a member of the National Board; and
  - (b) any number of other Registered Liberals.

## 3. RESPONSIBILITIES OF MEMBERS OF THE NATIONAL BOARD

- 3.1 The President is responsible to:
  - (a) chair and preside over meetings of the National Board;
  - (b) be a non-voting member of the executive of each Commission and of all committees of the Party;
  - (c) supervise the affairs and administration of the Party;

- (d) in the case of a vacancy in the position of the Vice President (English), Vice President (French), the Policy Secretary, or the Party Secretary, exercise the responsibilities of the vacant office until the vacancy is filled pursuant to Section 16(e) of the Constitution.

3.2 The Vice-Presidents are responsible to:

- (a) assist the President as required, including either Vice-President chairing meeting(s) in the absence of the President;
- (b) other duties as required by the National Board.

3.3 The Policy Secretary is responsible to:

- (a) chair the National Policy Committee;
- (b) oversee the creation and implementation of the Process for Policy Development and Consultation as determined by the Policy By-law;
- (c) other duties as required by the National Board.

3.4 The Party Secretary is responsible to:

- (a) supervise the maintenance of the National Register of Registered Liberals;
- (b) ensure that the Party complies with all obligations relating to Registered Liberals;
- (c) other duties as required by the National Board.

## 4. MEETINGS OF THE NATIONAL BOARD

4.1 The National Board shall not meet less than four (4) times per calendar year.

4.2 A meeting of the National Board may be called on seventy-two (72) hours notice by:

- (a) the President; or
- (b) any five (5) voting members of the National Board.

4.3 The National Board may meet in person, or by electronic means, but if they meet by electronic means, each member must be able to communicate with each other member.

4.4 Ten (10) voting members must be present, either in person or electronically, for a meeting to be called to order or to continue.

- 4.5 A question at any meeting of the National Board will be determined by the majority of votes cast by the voting members who are present. The President may vote on any question, but if the vote is tied, the President does not have a second or deciding vote.
- 4.6 A member of the National Board who has a conflict of interest with respect to a matter being considered by the National Board must declare that they are in conflict and recuse themselves from the meeting for that discussion and must not vote with respect to that matter. The National Board may, by a two-thirds (2/3) majority vote, declare a member of the National Board to be in conflict of interest and they must recuse themselves from the meeting for that discussion and must not vote in respect of that matter. In such circumstances, the absence of such board member shall not deny quorum for a meeting that has otherwise been duly called.
- 4.7 If notice of the resolution is given to all members of the National Board before it becomes effective, then a resolution approved in writing by a majority of the voting members of the National Board will be as valid and effective as if it had been passed at a properly convened meeting of the National Board.

## **PART 2: MANAGEMENT COMMITTEE**

### **5. RESPONSIBILITIES OF THE MANAGEMENT COMMITTEE**

- 5.1 Subject to direction from the National Board, the Management Committee may exercise all powers that the National Board may exercise except the power to:
- (a) appoint or remove officers;
  - (b) modify any by-law; or,
  - (c) modify the National Campaign Rules.
- 5.2 The Management Committee must submit a report to each meeting of the National Board.
- 5.3 The Management Committee may, by resolution, establish any number of subcommittees for any purpose. Each subcommittee established by the Management Committee must consist of:
- (a) the chair, who must be a member of the Management Committee; and
  - (b) any number of other persons.

### **6. MEETINGS OF THE MANAGEMENT COMMITTEE**

- 6.1 The Management Committee shall not meet less than four (4) times per calendar year.

- 6.2 A meeting of the Management Committee may be called on seventy-two (72) hours notice by:
- (a) the President; or
  - (b) any four (4) voting members of the Management Committee.
- 6.3 The Management Committee may meet in person, or by electronic means, but if they meet by electronic means, each member must be able to communicate with each other member.
- 6.4 Fifty percent (50%) of voting members must be present, either in person or electronically, for a meeting to be called to order or to continue.
- 6.5 A question at any meeting of the Management Committee will be determined by the majority of votes cast by the voting members who are present. The President may vote on any question, but if the vote is tied, the President does not have a second or deciding vote.
- 6.6 A member of the Management Committee who has a conflict of interest with respect to a matter being considered by the Management Committee must declare that they are in conflict and recuse themselves from the meeting for that discussion and must not vote with respect to that matter. The Management Committee may, by a two-thirds (2/3) majority vote, declare a member of the Management Committee to be in conflict of interest and they must recuse themselves from the meeting for that discussion and must not vote in respect of that matter. In such circumstances, the absence of such board member shall not deny quorum for a meeting that has otherwise been duly called.
- 6.7 If notice of the resolution is given to all members of the Management Committee before it becomes effective, then a resolution approved in writing by a majority of the voting members of the Management Committee will be as valid and effective as if it had been passed at a properly convened meeting of the Management Committee.