

ELECTORAL DISTRICT ASSOCIATIONS

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.
- 1.3. This By-law shall govern all matters relating to the establishment, responsibilities, removal and limitations of Electoral District Associations ("EDA" and/or "EDAs").

2. ESTABLISHMENT

- 2.1. The National Board may recognize an electoral district association if:
 - (a) a general meeting held for the purposes of the election of a board of directors as per this By-law has taken place;
 - (b) the Registered Liberals elected to the Board of Directors ensure the sound management of the Electoral District Association's finances, including the approval of budgets, expenses and fundraising targets; and
 - (c) this association meets the obligations set out in this by-law, the Constitution and the Canada Elections Act.
- 2.2. The National Board may revoke the recognition of any EDA that ceases to serve the purposes of an EDA or meet the criteria to be recognized or that engages in actions that are harmful to the Party. The revocation will be performed after notice is given to the EDA Board of Directors, who will be entitled to a hearing.

3. RIGHTS AND OBLIGATIONS

- 3.1. Pursuant to Section 12 of the Constitution of the Liberal Party of Canada adopted on May 28, 2016, the National Board may recognize one electoral district association for each federal electoral district, which will be responsible for:
 - (a) endorsing and supporting the Candidate of the Party for election to the House of Commons for its electoral district;

- (b) engaging in, and supporting, field organizing, outreach and fundraising in its electoral district;
- (c) facilitating input into Party policy by registered Liberals in its electoral district consistent with the Party policy process established by the National Board and in accordance with the Constitution.

4. COMPOSITION

4.1. **Board of Directors.** The EDA shall have a volunteer Board of Directors with the following positions:

- (a) the following voting officers, to be elected in accordance with Section 5.1 of this bylaw:
 - (i) Chair;
 - (ii) Vice-Chair;
 - (iii) Secretary;
 - (iv) Organization Chair;
 - (v) Policy Chair;
- (b) up to six (6) voting directors at large; to be elected in accordance with Section 5.1 of this By-law;
- (c) the following non-voting officers, to be selected and appointed by the Board of Directors in accordance with Section 5.2 of this By-law:
 - (i) Treasurer;
 - (ii) Fundraising Chair;
- (d) the following additional voting board members:
 - (i) the current Member of Parliament for the electoral district who is a current member of the Liberal Caucus or the Speaker of the House of Commons (so long as the Speaker is a Registered Liberal), up until such time as a candidate for election to the House of Commons has been nominated;
 - (ii) the nominated candidate for election to the House of Commons for the electoral district; and
 - (iii) a representative of each Commission recognized in accordance with By-law 1 – Commissions.

4.2. **Addition of non-voting directors.** An EDA Board of Directors may, by resolution, select, and establish the method of selecting, additional non-voting members that it deems necessary to meet its obligations under Section 12 of the Constitution. The EDA Secretary shall notify the National Office of any establishment of, or changes to, these offices.

5. ELECTION OF OFFICERS AND DIRECTORS TO THE BOARD OF DIRECTORS

- 5.1. Officers and Directors at large listed in section 4.1 (a) and (b) shall be elected at a General Meeting of the EDA by Registered Liberals pursuant to By-law 6 – Elections.
- 5.2. The Treasurer and the Fundraising Chair shall be selected and appointed by the Board of Directors by resolution of a majority vote.
- 5.3. Each officer and director at large must meet the following criteria:
 - (a) must be a Registered Liberal;
 - (b) a person holding a position listed in Section 4.1 (a) or (b) may not hold a voting position on any other EDA.
- 5.4. If there is a vacancy in the office of the Chair, the Vice-Chair must assume the office of the Chair, and the office of the Vice-Chair will be vacated.
- 5.5. If there is a vacancy in any other office, then in the case of offices typically elected at a General Meeting or appointed, the Board of Directors must, within sixty (60) days, appoint a Registered Liberal to assume the functions of the vacant office for the remainder of their predecessor's term. Any person who has been removed from an EDA Board of Directors is not eligible to assume the functions of a vacant office for the remainder of the term.
- 5.6. Each officer and director at large shall serve until the next General Meeting of the EDA.

6. ROLES AND RESPONSIBILITIES

- 6.1. Chair:
 - (a) call meetings of the EDA in accordance with this by-law;
 - (b) chair meetings of the Board of Directors of the EDA;
 - (c) carry out any other responsibilities that serve to fulfill the main purpose set out in Section 12 of the Constitution.
- 6.2. Vice-Chair:
 - (a) stand in for officers who are absent or unable to act;
 - (b) support the Chair in the performance of her or his mandate;
 - (c) carry out any other responsibilities that serve to fulfill the main purpose set out in Section 12 of the Constitution.

- 6.3. Secretary:
- (a) prepare and send notices, agendas and minutes for meetings of the Board of Directors;
 - (b) notify the Party of any change within the Board of Directors;
 - (c) monitor and ensure the maintenance of the list of Registered Liberals in the electoral district;
 - (d) carry out any other responsibilities that serve to fulfill the main purpose set out in Section 12 of the Constitution.
- 6.4. Organization Chair:
- (a) working with the PTB and the Liberal MP or nominated candidate, help implement an election readiness program;
 - (b) contribute to the training and management of volunteers in the electoral district;
 - (c) working with Party staff, monitor the use of data management tools for the purposes of Sections 6.4(a) and (b);
 - (d) carry out any other responsibilities that serve to fulfill the main purpose set out in Section 12 of the Constitution.
- 6.5. Policy Chair:
- (a) provide assistance in the implementation of the policy development process in accordance with By-law 3 – The Process of Policy Consultation and Development;
 - (b) carry out any other responsibilities that serve to fulfill the main purpose set out in Section 12 of the Constitution.
- 6.6. Voting Directors:
- (a) carry out any responsibilities entrusted to them by the Board of the Directors that serve to fulfill the main purpose set out in Section 12 of the Constitution.
- 6.7. Treasurer:
- (a) prepare an annual budget and present it to the Board of Directors for ratification;
 - (b) oversee the financial administration of the EDA.
- 6.8. Fundraising Chair:
- (a) establish annual fundraising targets for the Electoral District Association and develop fundraising activities to meet these targets;
 - (b) ensure that fundraising activities follow the financial rules for federal political parties;
 - (c) carry out any other responsibilities that serve to fulfill the main purpose set out in Section 12 of the Constitution.

7. COMMITTEES

- 7.1. An EDA Board of Directors may, by resolution, form standing and special committees as appropriate.
- 7.2. Subject to any additional criteria established by the EDA Board of Directors, all members of standing and special committees must be Registered Liberals.

8. MEETINGS AND PROCESS

- 8.1. The EDA Board of Directors must meet at least four (4) times per calendar year.
- 8.2. A meeting of the Board of Directors may be called on a minimum of seventy-two (72) hour notice by:
 - (a) the Chair; or
 - (b) any five (5) voting members of the EDA Board of Directors.
- 8.3. Meeting notices, including agendas, shall be sent to all voting and non-voting officers and directors, staff of the Liberal Member of Parliament, if that Member of Parliament is on the Board of Directors, and the National Office or designated staff member.
- 8.4. Staff of the Liberal Member of Parliament, if that Member of Parliament is on the Board of Directors, and any Party staff, may attend any meeting of the Board of Directors.
- 8.5. At least twenty percent (20%) of voting Directors and Officers, including at least fifty percent (50%) of the Officers listed in Section 4.1 (a), excluding vacant positions, must be present, in person or electronically, for a meeting to be called to order or to continue.
- 8.6. The EDA Board of Directors 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.
- 8.7. An EDA member who has a conflict of interest with respect to a matter being considered by the EDA must declare themselves to be in conflict and recuse themselves from the meeting for that discussion and must not vote in respect of that matter. An EDA Board of Directors may, by a two-thirds (2/3) majority vote, declare a member of the EDA Board of Directors to be in conflict of interest, and that member 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.
- 8.8. Unless otherwise provided by this By-law, the authority for deciding questions of procedure for meetings of the EDA or any of its constituent bodies shall be the current edition of Robert's Rules of Order, Newly Revised or the Code Morin in Quebec.

9. CONDUCT OF THE BOARD OF DIRECTORS

- 9.1. The members of EDA Boards of Directors must behave in accordance with the Party Code of Conduct and, without limiting the foregoing, conduct themselves according to the highest standards and in a manner that will not be detrimental to the interests and reputation of the Liberal Party of Canada.

- 9.2. A member of the EDA Board of the Directors who is absent from three consecutive meetings without a valid reason is considered to have resigned their position.
- 9.3. **Removal of a member from the Board of Directors.** Subject to appeal to the National Board, a subcommittee established for this purpose by the National Board including the relevant PTB Director may, on its own or following the recommendation of a PTB, through a motion supported by two-thirds (2/3) of the members of the subcommittee, remove an officer or director at large from the EDA Board of Directors and declare a vacancy. An EDA Board of Directors may, by resolution, request that the applicable PTB make such a recommendation.

There shall be a minimum of three (3) members of the subcommittee. No person who has been removed from an EDA Board of Directors shall be eligible to assume any position on the Board of Directors for the remainder of the term.

10. GENERAL MEETINGS

- 10.1. **Powers.** The General Meeting may exercise the following powers:
- (a) to determine the general direction of the EDA's activities;
 - (b) to receive the annual reports of the association's Officers;
 - (c) to determine the number of non-voting officers who will sit on the Board of Directors of the EDA;
 - (d) to see to the adoption of all resolutions necessary for the EDA to function effectively; and,
 - (e) to ensure the election of EDA Officers and Directors.
- 10.2. **Frequency.** General Meetings shall be held every twelve (12) to twenty-four (24) months.
- 10.3. **Call.** Notice of at least twenty-eight (28) days shall be given by the Party Secretary or their designate to every Registered Liberal who resides in the Electoral District. Both the notice and an agenda shall be posted on a Party website that can be accessed by Registered Liberals.
- 10.4. **Appointment of the Meeting Chair and Returning Officer.** The Party Secretary, or their designate, will, in consultation with the PTB, appoint a meeting chair for the duration of the General Meeting. The National Returning Officer, or their designate, will appoint a Returning Officer for the General Meeting when elections for members of the Board of Directors are to take place.
- 10.5. **Holding of the General Meeting.**
- (a) the General Meeting must be held at a time and place that is reasonably accessible by Registered Liberals resident in that electoral district;
 - (b) the time and place for holding the General Meeting shall be determined by the Party Secretary, or their designate, taking into account the recommendation of the EDA Board of Directors and after consulting with the Liberal Member of Parliament or nominated candidate, if applicable, and the relevant PTB.;

- (c) an EDA's Board of Directors may, by resolution, choose to simultaneously hold its general assembly in two (2) or more places in the electoral district in order to facilitate the participation of a maximum number of registered Liberals, provided that:
 - (i) the resolution specifies the places where the meetings will be held; and
 - (ii) the locations must be far enough away that a single Registered Liberal could not vote at both locations during the same assembly.

- 10.6. **Conduct of the General Meeting.** The Meeting Chair may delay the opening of the Meeting, suspend the Meeting, postpone the Meeting or request that changes be made to the physical organization of the meeting location in order to comply with this By-law, the Constitution, or any other by-law of the Party.

- 10.7. **Quorum.** The quorum is the lesser of the following: ten (10) Registered Liberals resident in the electoral district or twenty percent (20%) of the total number of Registered Liberals resident in the electoral district. The quorum must be maintained throughout the voting period.

- 10.8. **Balloting.**
 - (a) a person in attendance who has been a Registered Liberal for seven (7) days is entitled to vote, except in cases where a General Meeting is held that involved the selection of a candidate for an election, in which case the currently Registered Liberals who are entitled to vote shall be determined by the rules adopted by the National Board for such meetings;
 - (b) voting by proxy is not permitted;
 - (c) the vote on a resolution is performed by a show of hands or by secret ballot at the Meeting Chair's discretion.
 - (d) the votes are decided by a simple majority. In the event of a tie, there shall be a second vote. If there should still be a tie after the second vote, the vote shall be decided by a drawing of lots.

- 10.9. **Submission of Results.** The results of the General Meeting shall be submitted by the Meeting Chair, or their designate, to the National Office as soon as possible after the meeting is held.

- 10.10. **Special General Meeting.**
 - (a) A Special General Meeting ("SGM") shall be called within thirty (30) days of receipt by the Party Secretary, or their designate, of a written request to this effect signed by at least thirty percent (30%) of the Registered Liberals resident in the electoral district.
 - (b) Notice shall be given by the Party Secretary, or their designate, at least twenty-eight (28) days in advance to every Registered Liberal resident in the electoral district. The notice shall be accompanied by an agenda, which may not include the removal of the Board of Directors and shall be posted on a Party website that can be accessed by Registered Liberals.

- (c) A SGM may also be convened by the EDA Board of Directors by resolution. A vote may be taken at a SGM only on issues included in the notice.
- (d) The procedural rules of a regular General Meeting also apply to a SGM.

11. TRANSITION

- 11.1. **Composition of EDAs.** The existing EDA shall be continued until the next general meeting, at which time an EDA Board composition consistent with this by-law must be approved by the Registered Liberals at that General Meeting. The EDA may request that the National Board call a SGM for this purpose prior to the next General Meeting.