

PROVINCIAL AND TERRITORIAL BOARDS

1. AUTHORITY

- 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 Provincial and Territorial Boards (“PTB” and/or “PTBs”).

2. ESTABLISHMENT AND NAME

- 2.1 There shall be a PTB for each province and territory, to be named as follows:
 - (a) Liberal Party of Canada (Nunavut);
 - (b) Liberal Party of Canada (Northwest Territories);
 - (c) Liberal Party of Canada (Yukon);
 - (d) Liberal Party of Canada (Newfoundland and Labrador);
 - (e) Liberal Party of Canada (Prince Edward Island);
 - (f) Liberal Party of Canada (Nova Scotia);
 - (g) Liberal Party of Canada (New Brunswick);
 - (h) Liberal Party of Canada (Quebec);
 - (i) Liberal Party of Canada (Ontario);
 - (j) Liberal Party of Canada (Manitoba);
 - (k) Liberal Party of Canada (Saskatchewan);

- (l) Liberal Party of Canada (Alberta); and
- (m) Liberal Party of Canada (British Columbia).

3. PURPOSE

- 3.1 The purpose of each PTB shall be to fulfil the responsibilities set out in Section 26 of the Constitution, serve as the essential engagement unit for Electoral District Associations (“EDAs”), and any other duties which may, from time to time, be established by the National Board.

4. PTB COMPOSITION (PROVINCES)

- 4.1 **Officers.** Each PTB, except for the Liberal Party of Canada (Nunavut); the Liberal Party of Canada (Northwest Territories) and Liberal Party of Canada (Yukon), (the “Territorial PTBs”), shall have a volunteer board in accordance with Section 23 of the Constitution, with the following voting Officers:

- (a) Director, who shall serve as the Chair for the PTB;
- (b) Vice-Chair;
- (c) Secretary;
- (d) Organization Chair; and,
- (e) Policy Chair.

- 4.2 **Additional Directors at Large.** Each PTB Board, except for the Territorial PTBs, shall have one (1) additional voting director at large, plus up to an additional voting director at large for every ten (10) electoral districts contained in such province (rounded up if a difference of five (5) or more, and rounded down if a difference of four (4) or less).

- 4.3 **Establishment of Additional Voting Directors at Large.** The PTB may determine, by resolution at a plenary of a Provincial or Territorial Convention (“PTB Convention”) of the PTB, the following:

- (a) The number of additional voting directors at large, up to the number prescribed in Section 23(f) of the Constitution;
- (b) The duties and title, if any, to be applied to each additional director at large; and
- (c) If regional directors are established pursuant to this By-law, the region in which registered Liberals must reside in order to vote for the applicable regional directors.

The PTB Secretary or their designate shall advise the National Office of the establishment or amendment of the above positions, if any.

- 4.4 **Commission Representatives.** There shall be one voting representative from each Commission established by the National Board, to be selected by the provincial and territorial section of such Commission consistent with By-law 1 – Commissions, unless the Commission has not established a provincial or territorial section for that province or territory.
- 4.5 **Establishment of Additional Non-Voting Directors at Large.** A PTB may establish by PTB motion such additional non-voting directors, and the manner of selecting such directors, as the PTB determines necessary in carrying out its responsibilities pursuant to Section 26 of the Constitution. The PTB Secretary or their designate shall advise the National Office of the establishment or amendment of the above positions, if any.
- 4.6 **PTB Management Committee.** The PTB may establish a Management Committee which shall be composed of the Officers listed in Section 4.1. The PTB Management Committee may exercise the powers and responsibilities of the PTB other than the filling vacancies and the establishment on non-voting directors at large.
- 4.7 **Gender and Diversity.** In establishing the positions set out in Sections 4.3 and 4.5 above, PTB's shall take into account Section 4 of the Constitution.

5. ELECTION OF PTBS

- 5.1 Election of PTB officers pursuant to Sections 4.1-4.3 of this By-law shall be carried out in accordance with Section 16(g) of the Constitution and By-law 6 - Elections at a PTB Convention. Election of Territorial PTB officers shall be carried out in accordance with By-law 6 – Elections at a General Meeting of the applicable EDA pursuant to Section 24 of the Constitution.
- 5.2 **Vacancies.** Vacancies on a PTB shall be filled as follows:
- (a) **Director.** If there is a vacancy in the office of Director, the Vice-Chair shall assume the functions of Director;
 - (b) **Other Positions.** If there is a vacancy in any of the positions set out in Sections 4.1-4.3 and 4.5 above, the PTB shall, within sixty (60) days, by motion, appoint a Registered Liberal to assume the functions of the vacant office for the remainder of the predecessor's term. The National Board may extend the sixty (60) day deadline upon request by the PTB.

6. RESPONSIBILITIES OF OFFICERS

6.1 PTB officers, for PTBs other than Territorial PTB's, shall have the following responsibilities:

(a) **Director.** The Director shall:

- (i) serve as Chair of the PTB;
- (ii) sit on the Party's National Board pursuant to Section 15(i) of the Constitution;
- (iii) call meetings of the PTB as set out in this By-law;
- (iv) determine the agenda for PTB meetings, subject to amendment in the ordinary course;
- (v) in concert with the PTB and Party Staff, ensure the continued effectiveness and organization of the EDA's in the province;
- (vi) in concert with Party Staff, assist the EDA's to fulfil their purpose pursuant to Section 12 of the Constitution;
- (vii) serve as an ex officio member of each committee of the PTB; and
- (viii) perform such other responsibilities as necessary to further the purposes of Section 26 of the Constitution.

(b) **Vice-Chair.** The Vice-Chair shall:

- (i) perform the duties of the Director in the Director's absence or incapacity;
- (ii) assist the Director in the performance of the Director's duties; and
- (iii) perform such other responsibilities as necessary to further the purposes of Section 26 of the Constitution.

(c) **Secretary.** The Secretary shall:

- (i) prepare and deliver, as necessary, notices, agendas and minutes of meetings of the PTB;
- (ii) provide notice to the National Office of any changes to the composition of the PTB; and
- (iii) perform such other responsibilities as necessary to further the purposes of Section 26 of the Constitution.

- (d) **Organization Chair.** The Organization Chair shall:
 - (i) chair the Organization Committee;
 - (ii) assist the Chair in ensuring the continued effectiveness of the EDAs in the province or territory;
 - (iii) working with Party staff, monitor the use of data management tools in the province or territory;
 - (iv) in concert with the PTB and Party Staff, assist with implementation of election readiness programs, if any, pursuant to Section 26(b) of the Constitution; and
 - (v) perform such other responsibilities as necessary to further the purposes of Section 26 of the Constitution.

- (e) **Policy Chair.** The Policy Chair shall:
 - (i) chair the Policy Committee;
 - (ii) serve as the representative of the province or territory to the National Policy Committee;
 - (iii) assist with implementation and execution of the policy process established pursuant to By-law 3 - Policy; and
 - (iv) perform such other responsibilities as necessary to further the purposes of Section 26 of the Constitution.

- (f) **Voting Directors at Large.** The Voting Directors at Large shall perform such responsibilities as have been determined pursuant to Section 4.3 of this By-law. In the absence of any such determination, then the Voting Directors at Large shall perform such responsibilities as have been assigned to them by the PTB in order to further the purposes of Section 26 of the Constitution.

- (g) **Non-Voting Directors at Large.** Non-Voting Directors at Large, if any, who have been appointed pursuant to Section 4.5 of this By-law shall perform such responsibilities as have been assigned to them by the PTB in order to further the purposes of Section 26 of the Constitution.

7. PTB MEETINGS

- 7.1 A PTB must meet at least four (4) times per calendar year;

- 7.2 A meeting of the PTB may be called on seventy-two (72) hour notice by:
- (a) the Director; or
 - (b) one-third (1/3) of the voting members of the PTB.
- 7.3 The PTB 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.
- 7.4 One-third (1/3) of the voting members of the PTB, including at least two (2) of the Director, Vice-Chair, Secretary, Organization Chair, or the Policy Chair, must be present, either in person or electronically, for a meeting of the to be called to order or to continue.
- 7.5 If notice of the resolution is given to all members of the PTB before it becomes effective, then a resolution approved in writing by a majority of the voting members of the PTB will be as valid and effective as if it had been passed at a properly convened meeting of the PTB.
- 7.6 A PTB member who has a conflict of interest with respect to a matter being considered by the PTB must declare that they are in conflict and recuse themselves from the meeting for that discussion and must not vote in respect of that matter. A PTB may, by a two-thirds (2/3) majority vote, declare a member of the PTB 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.
- 7.7 Unless otherwise provided by this By-law, the authority for deciding questions of procedure for meetings of the PTB 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.

8. RULE-MAKING POWER

- 8.1 A PTB may by motion establish such rules and procedures as are necessary in order to carry out its responsibilities under this By-law and the Constitution. Such rules and/or procedures are effective upon the Secretary providing notice to the National Office of the rules and/or procedures, and are subject to approval by the National Board.

9. CONDUCT OF PTB MEMBERS

- 9.1 PTB Members shall comply with the Party Code of Conduct and, without limiting the foregoing, shall conduct themselves according to the highest standards of behaviour and in a manner that shall not be prejudicial to the interests and reputation of the Liberal Party of Canada.

- 9.2 **Removal of PTB Member by PTB.** In the event of a breach of Section 9 of this By-law, or a failure by a PTB member to attend three consecutive PTB meetings without reasonable explanation, the PTB may, by motion supported by at least two thirds (2/3) of the voting members of the PTB, recommend to the National Board that it remove a member of a PTB after a fair process and declare a vacancy for that position.
- 9.3 **Removal of PTB Member by National Board.** The National Board may, on its own motion or as a result of a recommendation from the PTB, by motion supported by at least two-thirds (2/3) of the voting members of the National Board, remove a member of a PTB after a fair process and declare a vacancy for that position.

10. COMMITTEES

- 10.1 **Standing Committees.** There shall be the following standing committees:
- (a) **Organization Committee.** The Organization Committee shall assist the Organization Chair in carrying out the Organization Chair's responsibilities set out herein;
 - (b) **Policy Committee.** The Policy Committee shall assist the Policy Chair in carrying out the Policy Chair's responsibilities as set out herein.
- 10.2 **Additional Committees.** The PTB may establish such additional committees as it requires pursuant to Section 26 of the Constitution.
- 10.3 **Committee Procedures.** The PTB may establish rules and procedures for the operation of the above committees as required pursuant to Section 10.1 of this By-law.

11. CONVENTIONS

- 11.1 A PTB Convention shall be held no sooner than eighteen (18) months, and no later than thirty six (36) months, after the preceding biennial convention. PTB Conventions will be called by the National Board in consultation with the relevant PTB. PTB Conventions shall be held pursuant to Sections 39 & 41 of the Constitution, and By-law 5 - Rules for Attendance and Registration at Conventions, and elections at the PTB Convention shall be carried out in accordance with By-law 6 - Elections.
- 11.2 **Special General Meetings.** The PTB may request that the National Board of Directors schedule a Special General Meeting of the PTB ("SGM") in order to conduct such business that would ordinarily be conducted at a PTB Convention of the PTB. Any SGM called pursuant to this section shall be a Provincial or Territorial Convention pursuant to Section 39 and 41 of the Constitution and shall be carried out in accordance with By-law 5 - Rules for Attendance and Registration at Conventions and By-law 6 - Elections.

11.3 **Other Meetings.** The PTB may organize and hold such other meetings, whether regional or otherwise, as it determines necessary to fulfil its purposes under this By-law and Section 26 of the Constitution.

12. FINANCES

12.1 The PTB, through the Director, may provide such input into the Party budget development process as necessary in order to communicate the goals and priorities of the PTB for the applicable budget year. The National Party Office shall provide regular updates to the PTB, through the Director, as reasonably required in order to allow the PTB to understand the use of Party resources in the PTB's province or territory. Pursuant to Section 6 of the Constitution, the PTB may not hold property and money, accept contributions, make expenditures, enter into contracts of employment, enter into leases, or otherwise make agreements or arrangements.

13. COOPERATION WITH PROVINCIAL AND TERRITORIAL PARTIES

13.1 Nothing in this By-law prevents the Party from:

- (a) sharing personnel, assets, information and/or meeting arrangements with a Provincial or Territorial Liberal association or party, or to cooperate in election readiness, campaign activities, and/or other mutually agreed to activities; or
- (b) allowing Registered Liberals to hold office in a provincial Liberal association or any association thereof.

14. TRANSITIONAL PROVISIONS

14.1 **Composition of Provincial PTBs.** The existing provincial and territorial boards, as set out in the applicable appendix, shall be continued until the next Biennial Meeting of the PTB, at which time a PTB Board composition consistent with this By-law must be approved by the registrants at the Biennial Convention. The PTB may request that the National Board call a special general meeting for this purpose prior to the next PTB Biennial Convention.