



ASSOCIATION MANUAL

Effective June 3, 2022

RCMP Veterans' Association Manual 2022

Table of Contents

Part 1 – General [By-Law No. 1 – Section 1]	3
1.01 Definitions	3
1.02 Purpose	3
1.03 Layout	3
1.04 Interpretation	4
Part 2 – Association Manual Amendments	4
2.01 Review and Amendment	4
Part 3 – Association Structure & Governance	4
3.01 Association Operating Names	4
3.02 Direction and Management	5
3.03 Association Office	5
3.04 Corporate Records & Reporting	6
3.05 Official Languages	7
Part 4 – Membership [By-Law No. 1 – Section 2]	7
4.01 Membership	7
4.02 Application for Membership	8
4.03 Transfer Between Divisions	9
4.04 Membership Awards and Certificates	9
4.05 Personal Conduct & Conflict of Interest	11
Part 5 – Directors [By-Law No. 1 – Section 3]	12
5.01 Number of Directors	12
5.02 Director's Qualifications	12
5.03 Nomination	13
5.04 Installation of Directors	13
Part 6 – Officers [By-Law No. 1 – Section 4]	13
6.01 Officer Positions & Appointments	13
6.02 Installation of Officers	15
Part 7 – Committees [By-Law No. 1 – Section 5]	16
7.01 General	16
7.02 Association Council	16
7.03 Committee of Governors	17
7.04 Nominating Committee	17
7.05 Association Committees	18
Part 8– Meetings [By-Law No.1 – Section 6)]	19
8.01 General	19
8.02 Quorum	20
8.03 Proxy Voting	20
8.04 Electronic Meetings	20
8.05 Meetings Held Entirely by Electronic Means	20
8.06 Meetings of Directors (Board Meetings)	20
8.07 Meetings of Members	21
8.08 Meetings of Association Council	25
8.09 Meetings of Committee of Governors	26
8.10 Meetings of Nominating Committee	27
8.11 Meetings of Other Association Committees	28
8.12 Meetings at Divisions	28
Part 9 - Dues and Contributions [By-Law No. 1 – Section 7]	29
9.01 Member Financial Obligations	29
9.02 Annual Dues	29
9.03 Exemption from Payment of Annual Dues	30

RCMP Veterans' Association Manual 2022

9.04 Division Annual Contributions	30
Part 10 – Corporate Finance [By-Law No. 1 – Section 8]	31
10.01 Financial Year	31
10.02 Association Financial Policy	31
10.03 Banking Arrangements	32
10.04 Division Finances and Delegated Financial Authorities	32
10.05 Financial Statements and Audit	32
10.06 Budget, Planning and Reporting	33
10.07 Remuneration and Reimbursement	34
10.08 Association & Division Revenue & Expenditure Activities	36
10.09 Incurring Financial Obligations	37
10.10 Borrowing Powers	37
10.11 Contracting and Investing Powers	38
10.12 Distribution of Assets	39
Part 11 – Divisions [By-Law No. 1 – Section 9]	39
11.01 General	39
11.02 New Division Charter	39
11.03 Division Dissolution (Surrender of Charter)	40
11.04 Division Amalgamation	41
11.05 Division Recognition Awards	42
Part 12 – Notices [By-Law No. 1 – Section 10]	42
12.01 General	42
Part 13 – Indemnities to Directors and Others [By-Law No. 1 – Section 11]	44
13.01 General	44
Part 14 – Dispute Resolution [By-Law No. 1 – Section 12]	45
14.01 General	45
Part 15 – Association Programs	45
15.01 General	45
15.02 Support and Advocacy	45
15.03 RCMP Benefit Trust Fund	46
15.04 Financial Assistance from the RCMP Benefit Trust Fund	47
15.05 Memorials	48
15.06 Gravesite Inspection	50
15.07 Graves Committee	50
15.08 Honours and Recognition	50
Part 16 – RCMP Veterans' Association Foundation	51
16.01 General	51
16.02 Donations	51
Part 17 – Orders of Dress	52
17.01 General	52
Appendix “A” – Annual Planning Cycle Calendar	53
Appendix “B” – Assistance Application Format	56
Appendix “C” – Delegation of Financial Authorities	59
Appendix “D” – Certificate of Continuance Elements	61
Appendix “E” – Fundamental Changes & Voting Rights	63
Appendix “F” – RCMP Benefit Trust Fund Elements	65

RCMP Veterans' Association Manual 2022

PART 1 – GENERAL [SEE BY-LAW NO. 1 – SECTION 1]

1.01 Definitions

In this Association Manual (Manual), unless the context otherwise requires, the definitions as contained in By-Law No. 1 (By-Law) apply.

1.02 Purpose

- (a) The purpose of this Manual is to supplement the *Canada Not-for-profit Corporations Act* (CNCA), Articles and the By-Law by providing: detail, clarification, and explanation respecting policies and procedures required by the CNCA, Articles, By-Law or Board; and establishing governance of activities of the RCMP Veterans' Association (RCMPVA or Association) dealing with administrative and operational matters of the Association.
- (b) Prior to June 27, 2014, the RCMP Veterans' Association was organized under Part II of the *Canada Corporations Act*. In 2014 the RCMPVA was continued under the CNCA by filing its Articles of Continuance (Articles). This was a legal requirement, otherwise the RCMPVA would have been deemed to have ceased to exist. As far as Corporations Canada is concerned, only the RCMPVA is incorporated, and each division is considered an internal part of the Association and not independently recognized as a legal entity. This is so notwithstanding divisions are an integral part, in many instances the sole part, of the delivery of member services by the Association.
- (c) The CNCA is comprehensive legislation governing how corporations (*e.g.*, RCMPVA) are structured and internally administered. While the CNCA is quite detailed, it does allow for each corporation to customize many parts of its internal governance through its articles and by-laws, which customization can only occur when invited to do so by specific provisions of the CNCA. While not required to implement a specific article or by-law, if the corporation does not, the terms of the CNCA become the default position. The RCMPVA has chosen to implement a detailed By-Law to better customize its governance, so long as the By-Law does not conflict with the CNCA or CNCA Regulations. The By-Law is deliberately more extensive than needed in order that the reader isn't required to have detailed knowledge of the CNCA, or to make frequent reference to it, in order to understand a particular by-law.
- (d) The Manual, therefore, is intended to be an explanatory document. It is based on and structured after the By-Law, but the explanations otherwise have no independent legal authority. It also contains various mandatory procedural policies as prescribed by the Board.

The overriding principle of the By-Law and the Manual is the legal reality that there is only one (1) Association consisting of thirty (30) branches, called divisions; and an administrative unit currently situated in Ottawa. As no division is separately incorporated, each division is dependent on the Association for its existence and its scope of authorities. For practical purposes, this means:

- The legal entity is the Association; and
- A division has only those powers as are authorized by the Board, which powers are set out in the By-Law, as a division does not have any legal status of its own recognized by Corporations Canada and Canada Revenue Agency.

1.03 Layout

- (a) This Manual follows, in the main, the layout of the By-Law, to allow for easy cross-referencing between the two documents.

RCMP Veterans' Association Manual 2022

- (b) To assist in providing clarification, explanation and detail, the Manual contents are labelled and identified with the same titles as the By-Law. As well as explanations respecting the By-Law, the Manual provides information on other programs, policies, guidelines and procedures to further assist Association Members.
- (c) Every effort has been made in this Manual to use as much informal language as is reasonable and possible in the clarifications/explanations, in order to avoid a lot of the formal legalese contained in the CNCA and By-Law (although not always possible or necessary).

1.04 Interpretation

- (a) In reference to paragraph 1.02(b) of the By-Law where it states the English and French versions are equally authoritative but, in the event of a dispute, the original English version shall prevail: This is a standard convention of legislative drafting, that the language the legislation was first drafted in prevails over the version of that which resulted from its translation.
- (b) The use of UPPER CASE and lower-case letters is significant in understanding both the By-Law and the Manual.

Examples showing the importance of upper- and lower-case letters:

- President means the president of the Association - while president means the president of a division;
- division is the general term describing the branch of the Association - reference to a specific division would be, for example, Regina Division;
- director applies to a person elected or appointed to the Board of Directors of the Association – Director means the person appointed by the Government to oversee the CNCA.

PART 2 – ASSOCIATION MANUAL AMENDMENTS

The Association Manual is a living document subject to additions, deletions and amendments as the Board determines, based on changing circumstances. When referring to the Association Manual, the user should ensure the most current edition is consulted.

2.01 Review and Amendment

- (a) The Board shall assure that a complete review of this Association Manual is conducted on a regular basis (at a minimum of every three (3) years), with a view to confirming and/or updating the information contained therein on a regular basis.
- (b) Any member of the Association who has a recommendation to improve this Manual is invited to forward their comments to the Chief Administration Officer (CAO).
- (c) The Board may authorize amendments to this Manual as circumstances merit, without waiting for the prescribed review.

PART 3 - ASSOCIATION STRUCTURE & GOVERNANCE

3.01 Association Operating Names

- (a) The correct legal name of the Association is Royal Canadian Mounted Police Veterans' Association / Association des Anciens de la Gendarmerie Royale du Canada.

RCMP Veterans' Association Manual 2022

- (b) For business operation purposes, the following names have been registered and may be used, however 3.01(b)(v) is discouraged with preference for 3.01(b)(iii) & (iv):
- (i) Royal Canadian Mounted Police Veterans' Association;
 - (ii) RCMP Veterans' Association;
 - (iii) Association des vétérans de la Gendarmerie royale du Canada;
 - (iv) Association des vétérans de la GRC; and
 - (v) Association des Anciens de la Gendarmerie royale du Canada.

The purpose of using business names is to avoid having to utilize the formal legal name every time a reference is made to the Association. The full legal name is required for legal purposes, such as legal contracts for employment or services. For other purposes, *e.g.* embroidery on T-shirts, address on Association and division cheques, and other basic uses, one of the other registered business names is appropriate.

The Association logo may also be used by divisions for inclusion on correspondence, clothing, and for similar usage; but, approval from the Board – which may be in the nature of a general approval – is required for consistency of appearance and control of the brand.

3.02 Direction and Management

- (a) The Association is one (1) legal entity, being a corporation established under the CNCA; and is internally organized into branches, called divisions.
- (b) Divisions do not have an independent or separate legal status.
- (c) The direction and management of the Association is the responsibility of the Board.
- (d) The official record of all members is stored and maintained on the Association's Member Management System (MMS).
- (e) The Association Governance Committee serves as the Executive Committee of the Board, and is responsible for the day-to-day management of the Association.

3.03 Association Office

- (a) The Association office is the official registry of the Association.
- (b) The contact for the Association office is:
 - (i) Royal Canadian Mounted Police Veterans' Association
Canadian Police College
P.O. Box 8900 STN T-CSC
Ottawa, ON
K1G 3J2
 - (ii) General Contact
 - 1-877-251-1771 (toll free)
 - 1-613-993-5578 (local)
 - contact@rcmpva.org

RCMP Veterans' Association Manual 2022

- (iii) Chief Administration Officer (CAO)
 - 1-877-251-1771 (toll free)
 - 1-613-993-8633 (local)
 - 1-613-415-7564 (mobile)
 - association.chiefadministrationofficer@rcmpva.org
- (c) The office provides administrative services to all members of the Association located within the 30 divisions, and outreach to non-Association pensioners of the RCMP.
- (d) The office is staffed by the CAO and an Executive Assistant, who are both employed under personal services contracts.
- (e) The CAO is an advisor to the Board, the President and the Governors, and reports to the Chair of the Association Operations Committee.
- (f) The CAO, in conjunction with the Association's contracted electronic voting service provider, is responsible for ensuring the credibility of the electronic balloting for meetings of members.

3.04 Corporate Records & Reporting

- (a) The Association is required to maintain corporate records in accordance with subsection 21(1) CNCA.

Records Required to be Maintained

1. The articles of continuance, the by-laws and any amendments to them;
2. The minutes of Association (not division) meetings of members and any Association committees;
3. The resolutions of members and any committee of members;
4. A register of directors with the following information:
 - The name of each director, in alphabetical order by surname;
 - The current residential address of each director;
 - An email address if the director has consented to receiving information or documents by electronic means; and
 - For each person named in the register, the date on which that person became a director, and if applicable, the date on which that person ceased to be a director;
5. A register of officers with the following information:
 - The name of each officer, in alphabetical order by surname;
 - The position of each officer;
 - The current residential address of each officer;
 - An email address if the officer has consented to receiving information or documents by electronic means; and
 - For each person named in the register, the date on which that person became an officer and if applicable, the date on which that person ceased to be an officer; and
6. A register of members, which is maintained within the MMS, with at a minimum, the following information:
 - The name of each member, by division, in alphabetical order;
 - The current residential or business address of each member;

RCMP Veterans' Association Manual 2022

- An email address if the member has consented to receiving information or documents by electronic means;
 - For each person named in the register, the date on which that person became a member and, if applicable, the date on which that person ceased to be a member; and
 - For each person named in the register, the class of that member, including whether that member is an Active Member in good standing, a Life Member, an Associate Member, or an Active Member not in good standing.
- (b) The CAO files any reports required by the CNCA to the Director, Corporations Canada, within the prescribed time frame as set by CNCA Regulations.

3.05 Official Languages

- (a) The following documents are to be prepared in both official languages, and when possible, disseminated simultaneously in bilingual format:
- (i) Notices and correspondence pertaining to an annual meeting of members, in particular, to resolutions and motions;
 - (ii) Minutes of meetings of the Board;
 - (iii) Annual reports prepared by directors for the annual meeting of members;
 - (iv) Reports placed on the Association's website by the Association office;
 - (v) Reports to divisions from standing committees; and
 - (vi) Reports and correspondence from the President to divisions.
- (b) If a division generates a document that, in the opinion of the CAO requires national distribution, the CAO arranges for translation.
- (c) The Board and the Association office provide documents in a bilingual format to comply with this section; and the estimated costs of translating documents will be included in the Association office's budget.

PART 4 – MEMBERSHIP [SEE *BY-LAW NO. 1 – SECTION 2*]

4.01 Membership

- (a) Membership in the Association consists of two classes: voting and non-voting.
- (b) Voting members are: Active Members in good standing, and Life Members.
- (c) Active Members are not in good standing if they have unpaid dues by January 31st. If any unpaid dues and division annual contribution are not paid within one (1) year, the Active Member is removed from the Association register.
- (d) Active Members in good standing and Life Members are entitled to vote at any Association meeting of members and any division members' meetings.

RCMP Veterans' Association Manual 2022

- (e) Non-voting members are: Associate Members, who, as the name implies, do not vote at an Association meeting of members, except as expressly provided for pursuant to subsection 197(1) CNCA [see Manual Appendix "E"].
- (f) Divisions may provide voting privileges for Associate Members at division members' meetings.
- (g) The qualifications to become a member of any class of the Association are set out in section 2 of the By-Law.
- (h) A member of one class may not transfer membership to another class except as provided for in section 2 of the By-Law.
- (i) Members can affiliate with only one (1) division at a time; but may transfer their membership from one division to another.
- (j) A member or a person authorized to act on their behalf, is required to maintain accurate, up-to-date personal information in the MMS, either by direct entry into the MMS or by contacting the division membership administrator.

4.02 Application for Membership

- (a) Prior to making application for membership in the Association, applicants need to ensure they meet the respective qualifications for the class of membership they are applying for.
- (b) Application forms are available on the Association website and may be submitted electronically on the MMS, or in writing to the division, indicating which division the applicant wishes to affiliate with.
- (c) A division committee reviews the application to confirm the applicant is of good character and meets the eligibility requirements for acceptance into that particular class of membership.
- (d) The division committee may reject the application, but in doing so needs to advise the applicant the reasons for the rejection. The rejection of any membership application is reported to the Board.
- (e) If the division committee accepts the application, it notifies the applicant in the most efficient manner. Notification of the accepted membership is given at the next division members' meeting, or in a division publication, as appropriate.

Keeping in mind the division's decision reflects on the entirety of the Association, care must be taken in reviewing and confirming the eligibility requirements. This may entail publishing the name of the applicant to all division members for their input that may reflect on the character of the applicant, or other information that should be considered by the reviewing committee. There should be some form of review prior to a new member being accepted: an avenue for other members to express any concerns or known facts that are inconsistent with the applicant being of good character, and ensure the division on behalf of the Association, is not assigning this role to a third party, or automatically accepting new members.

- (f) The division secretary, or person identified in the division to maintain such records, must ensure the name of the new member is initially recorded in the MMS and advise

RCMP Veterans' Association Manual 2022

the new member it is their responsibility to ensure their personal information is accurate and up-to-date in the MMS.

- (g) A new member is provided with an Association lapel pin and inducted into the Association. There is a suggested script for the division president or delegate, to use for the new member induction ceremony.

"[*Name of new member*], on behalf of the members of the RCMP Veterans' Association, especially those of [*Name of division*], I welcome you to the Association and extend all the hospitality and comradeship which is now your privilege to enjoy. You will find within our ranks many with whom you have served or worked with while in the Royal Canadian Mounted Police and who are bound by the same spirit of loyalty and integrity to our fellow members of the Association and our country. In a small group such as ours, all must actively support the Association and its principles as outlined in the Articles of Continuance and the By-Law, to their maximum ability and to personally participate fully in its affairs. Only in this way can you benefit from the Association and by doing your part in its promotion you will become an integral part of it."

4.03 Transfer Between Divisions

- (a) A member transfers their membership from one division to another by:
- (i) Notifying their current division in writing of the intent to transfer to another division; and
 - (ii) Making application to their prospective receiving division.
- (b) The division from which a member is transferring notifies the prospective receiving division and identifies the member as being an Active Member in good standing, a Life Member or an Associate Member, and requests the receiving division accept this transfer of membership.
- (c) The receiving division accepts the transfer of an Active Member in good standing, a Life Member, or an Associate Member without the requirement for a review by a division committee.
- (d) Upon completing the transfer, the member updates the MMS with any new information.

4.04 Membership Awards and Certificates

- (a) A division has the authority to administer programs to recognize members within the division to meet their specific needs. The division does this by applying established criteria for the awarding of an exemplary service award or by setting their own criteria for other recognition awards, *e.g.*, division honorary member award, or certificates of appreciation.
- (b) The awarding of a "exemplary service award" applies to:
- (i) An Active Member, a Life Member and an Associate Member who meet all of the following criteria:
 - Minimum of fifteen (15) years' membership in the Association;

RCMP Veterans' Association Manual 2022

- Has made a significant contribution to the affairs and activities of the Association over time, at either the division and/or Association level;
- Has been recommended by the division or the Board. If recommended by the Board, the Board shall refer that recommendation to the division to which the member is affiliated; and
- Is approved by ordinary resolution at a division meeting.

(ii) A member who receives an exemplary service award is entitled to attach the approved service bar to their Veterans' Association lapel pin.

A Member, who meets the established criteria may be awarded recognition for exemplary service remains a member of their current membership class.

(c) A person not otherwise defined for membership in the By-Law, if they are of good character and have demonstrated an affinity to the Association, may be nominated by a member in good standing for the person to be considered for Associate membership. After the nomination has been reviewed and recommended by a division committee, that person may be accepted as an Associate Member of a division by ordinary resolution of those present at a division members' meetings. This person may then be recognized with a division honorary member award and identified as a division honorary member.

Paragraph 2.04(d) of the By-Law established the criteria for an individual to become a division honorary member; if they do not otherwise qualify to become an Associate Member. A person so identified and recognized by a division, first becomes an Associate Member of the Association.

For greater clarity, the order of action is the person first becomes an Associate Member and then is honoured. The award of division honorary member applies only to the division making the award and does constitute a separate class of non-voting membership.

(d) Members may be presented with a service bar representing continuous membership in the Association. This service bar is attached to the RCMP Veterans' Association lapel pin and is based on increments of five years. When the next service bar is awarded and attached to the lapel pin it replaces, and is not added to, the previously awarded service bar. Members of the Association Executive and Division Executive may be presented with a service bar for attachment to their Veterans' Association lapel pin and placed under the service bar, denoting their executive position. Once the member no longer occupies that position, the position bar is removed.

(e) A Member who has made a significant contribution to the affairs and activities of the Association at either the division and/or Association level, or a member of the public who has made a significant contribution to the activities of the Association may be recommended for recognition by a Certificate of Appreciation. This recommendation may come from a division or from the Board. If recommended by the Board, the Board needs to refer that recommendation to the division to which the member belongs for input, if necessary.

(f) Certificates of Appreciation or similar forms of recognition may be awarded by the Association President or by the division president. Certificates that require the signature of the President will be produced at the Association office. Certificates that are specific to recognition within the division will be produced by the division.

RCMP Veterans' Association Manual 2022

- (g) Requests for Certificates that require the signature of the President should be forwarded to the CAO with the required information at least three weeks prior to the anticipated presentation. The request for a Certificate to be signed by the President includes:
 - (i) The type of Certificate;
 - (ii) Whether the Certificate is in English or French;
 - (iii) The date the Certificate is required;
 - (iv) The full name of the recipient (as it is to appear on the Certificate) and a brief description of why the Certificate is being awarded; and
 - (v) Certificates will be returned to the division unframed.

4.05 Personal Conduct & Conflict of Interest

It is a requirement of section 158 CNCA that a corporation has the power to discipline or terminate membership only if it sets out in the by-laws the circumstances under which that power may be exercised.

- (a) The personal conduct of members of the Association is governed by the By-Law.
- (b) If a member is expelled as a result of a division decision, acting within the provisions of subsection 2.06 of the By-Law, an appeal may be made in writing to the Board within thirty (30) days from the notification of the expulsion by postal mail or email to the CAO, who acknowledges receipt. Upon the filing of an appeal the member status remains pending. The decision of the Board is final; and if the appeal is denied, the Board will establish the date of the expulsion.
- (c) If a member or a division is expelled as a result of a Board decision acting within the provisions of subsection 2.06 of the By-Law, an appeal may be made in writing to a Committee of Governors within thirty (30) days from the notification of the expulsion. Upon the filing of an appeal by either postal mail or email, which is acknowledged by the CAO, the status of the member or division remains pending. The appeal is adjudicated by a Committee of Governors [see Manual sections 7.03 & 8.09] established specifically for that purpose. If the Committee of Governors denies the appeal, the Board will set the expulsion date for the member, or the division, as applicable.
- (d) Members of a division shall not correspond with anyone outside the Association in the name of either the Association, or purporting to represent the views of the Association, on matters relating to its affairs or activities unless authorized by the Board to do so, which authorization will not unreasonably be withheld; or unless the issue is solely a local division matter.
- (e) Conflict of Interest. A conflict of interest occurs when the private, professional, or business interests of a person are incompatible with that person's official responsibilities within the Association. Both the fact and the appearance of conflict of interest are to be avoided.

RCMP Veterans' Association Manual 2022

- (i) All members and employees are expected to use good judgment to adhere to high ethical standards, and to act in such a manner as to avoid any actual or potential conflict of interest.
- (ii) Any member participating in a meeting who is in a conflict or potential conflict must declare the conflict and absent themselves until the discussion on that item is completed and must abstain from voting in relation to that item.
- (iii) Should there be any dispute as to whether a conflict of interest exists, the determination of this dispute will be settled and the appropriate response determined by:
 - The CAO, if the conflict occurs relating to any officer or employee of the Association (except if the employee is the CAO), or relating to any member in relation to the Association;
 - The CAO, if the conflict occurs relating to any Division Executive member;
 - The Board, if the conflict occurs relating to any director or to the CAO; or
 - The Division Executive, if the conflict occurs within the division.

PART 5 – DIRECTORS [SEE BY-LAW NO. 1 – SECTION 3]

Directors are *elected by* the membership to the Board of Directors of the Association. Officers are *appointed by* the Board of Directors to perform specific functions on behalf of the Association. Directors who are also officers must remain aware of this separation of authorities and responsibilities and be sure which role they are performing at any given time.

For greater clarity, directors are part of the Board of Directors decision-making body as a whole. Officers, even if they are also directors, are delegated decision-making powers relevant to their office. A decision by an officer does not substitute for any decision that is required to be made by the Board of Directors.

5.01 Number of Directors

- (a) The fewest number of directors the Association can have, as set out in the Articles, is four (4); and the most is eleven (11).
- (b) To change the number of directors requires the passage of an ordinary resolution at an annual meeting of members (AGM) and takes effect at the next AGM.
- (c) For a soliciting corporation, which currently applies to the Association, at least two (2) of the directors cannot be officers or employees of the Association.

A "soliciting corporation" is a term created in the CNCA and applies to a not-for-profit corporation that exceeds an amount of revenue established in the Regulations: revenue from groups or individuals that are not members, directors, employees of the corporation (or identified relatives of these people), grants or funds from government (municipal, provincial, federal) or donations or gifts from other soliciting corporations. This has nothing to do with the Canada Revenue Agency. What it does mean to the Association is a financial review or audit by a public accountant is required.

5.02 Director's Qualifications

A person is qualified to be a director if:

- (a) They are an Active Member in good standing or a Life Member; and
- (b) They are not disqualified as described in subsection 126(1) CNCA.

RCMP Veterans' Association Manual 2022

If a director ceases to be in good standing, they become disqualified from being a director. The CNCA disqualifications for director are: anyone who is less than 18 years of age; anyone who is deemed incapable by law; a person who is not an individual; and a person who has the status of a bankrupt.

A president or other executive of a division may be elected a director; and a director may be elected to an executive position in a division. However, when attending a directors' meeting the person attends in the capacity of a director, not as a division representative; and when attending a division meeting, does so as a member of the division, not representing the Board.

5.03 Nominations

- (a) The Board shall appoint a Nominating Committee on an annual basis [see Manual sections 7.04 & 8.10] to oversee the nomination process for director nominations.
- (b) Members of the Nominating Committee are not eligible to stand for election.

The activities of the Nominating Committee are set out Part 8 – Meetings.

5.04 Installation of Directors

- (a) The tradition of formally installing a new director/s-elect should be carried out at the annual meeting of members by a Governor of the Association, or in their absence, by the CAO. If a new director is not present at the annual meeting of members, or is appointed at some other time in accordance with the By-Law, the installation is conducted by the Chair, or in their absence, by the CAO.
- (b) The official wording to be used in administering an installation of an elected director is set out below.

"[*Name of new director*], the members of the RCMP Veterans' Association have shown confidence in your ability and integrity by electing you as a director of the Association for the upcoming term. Your opinion affecting all subjects concerning the Association must be wise and just. You have been elected because of your experience and suitability for this position. You are responsible for the management of the activities and affairs of the Association consistent with the purposes of the Association. I commend these thoughts to you on your installation."

- (c) The official wording to be used in administering an installation when a director is appointed is set out below.

"[*Name of new director*], the Board of the RCMP Veterans' Association has shown confidence in your ability and integrity by appointing you as a director of the Association for the remainder of the term to which you have been appointed. Your opinion affecting all subjects concerning the Association must be wise and just. You have been appointed because of your experience and suitability for this position. You are responsible for the management of the activities and affairs of the Association consistent with the purposes of the Association. I commend these thoughts to you on your installation."

- (d) To assist directors in carrying out their role as a director, the Association has prepared a Directors' Manual, which is available to all members.

PART 6—OFFICERS [SEE BY-LAW NO. 1 – SECTION 4]

6.01 Officer Positions & Appointments

- (a) The Board, at its first meeting following the AGM, or on a more frequent basis if necessary, appoints individuals as officers of the Association to serve a one-year term. Officers may be re-appointed to serve any number of consecutive terms.

RCMP Veterans' Association Manual 2022

- (b) A director may be appointed to an officer position. A director appointed to an officer position must understand the responsibilities that differentiate their actions when performing these separate roles.
- (c) The following are recognized officer positions in the Association:
 - (i) President;
 - (ii) Vice-President;
 - (iii) Secretary;
 - (iv) Treasurer; and
 - (v) Chief Administration Officer (CAO).
- (d) The Board may appoint other officers on an interim basis or for a defined term. The powers and duties of these other officers are set out by the Board to meet the requirements relating to the appointment, and incorporated in the terms of their engagement.
- (e) The Board may vary, add to or limit the powers and duties of any officer.
- (f) In the event any of the recognized officers are not appointed, to the extent that such officers have any responsibilities pursuant to any other provisions of the By-Law, the Board may assign those responsibilities to another officer or employee of the Association.
- (g) The Board may combine two or more officer positions and establish additional officer positions as necessary.
- (h) Unless otherwise specified by the Board, the officers of the Association have the following duties and powers associated with their positions:
 - (i) President - The duties of the President shall be assigned to the director who is selected as Chair of the Board. The President shall: when present, preside as the chair at all Association meetings of members; be recognized as the official spokesperson of the Association; be the representative of the Association to third-party stakeholders; and may have such other duties and powers as the Board may specify;
 - (ii) Vice-President – The duties of the Vice-President shall be assigned to the director who is selected as Vice-Chair of the Board. If the President is absent or unable or refuses to act, the Vice-President shall assume the duties of the President; and may have such other duties and powers as the Board may specify;
 - (iii) Secretary – The Secretary is appointed from amongst the directors, or otherwise. The Secretary, or a person designated by the Secretary, attends and is the secretary of all meetings of the Board, meetings of members and meetings of committees of the Board; enter or cause to be entered in the Association's minute book, minutes of all proceedings at such meetings; give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; ensure the custody of all books, papers, records, documents and other instruments pertaining to the corporate operation of the Association and ensure the completion and reporting of any

RCMP Veterans' Association Manual 2022

records or notices required by the CNCA; and perform such other duties as may from time to time be prescribed by the Board;

- (iv) Treasurer – The Treasurer is appointed from amongst the directors, or otherwise. The Treasurer keeps, or causes to be kept, proper accounting records as required by the CNCA; deposit, or cause to be deposited in the Association's bank accounts, all monies received by the Association, whether directly or through a division; ensure the consolidation amounts of monies received by the divisions on behalf of the Association are provided to the Treasurer, in order to ensure the preparation of Association financial statements; supervise the safekeeping of securities and the disbursement of the funds of the Association approved by the Board; render to the Board, whenever required, an account of all financial transactions and of the financial position of the Association; ensure all notices and reports required under the CNCA and other Acts are filed appropriately; and perform such other duties as may from time to time be prescribed by the Board; and
- (v) Chief Administration Officer – The CAO is appointed by the Board and cannot be a director. The CAO is required to: supervise the daily administration and operations of the Association in accordance with the strategic direction set by the Board; ensure the office is managed in an efficient and effective manner on behalf of all internal and external clients; act as a professional advisor to the Board, the President and the Governors; interact with the membership to enshrine the core values of honesty, integrity, compassion and accountability; and perform such other duties as may from time to time be prescribed by the Board.

6.02 Installation of Officers

- (a) The installation of officers should be carried out by a Governor of the Association, or in their absence, by the CAO, at the first meeting of the Board following the AGM. If a new officer is not present at the Board meeting following the AGM, or is appointed at some other time in accordance with the By-Law, the installation is conducted by the Chair, or in their absence, by the CAO (unless the officer appointed is the CAO).
- (b) The official wording may be used in administering for these installations when an officer is appointed is set out below.

"[Names of new officers], the Board of the RCMP Veterans' Association have shown confidence in your ability and integrity by appointing you as officers of the Association for the upcoming term"

- (i) And if the appointment is as President:

"[Name of President], I now present you with the gavel, the symbol of authority as President of the RCMP Veterans' Association, with which you will guide and direct your leadership. You have been selected because of your experience and suitability for this position"

- (ii) Or if the appointment is as Vice-President:

"[Name of Vice-President], to you falls the honour of being Vice-President of the RCMP Veterans' Association. The office of Vice-President is a most important one as you must prepare yourself to act for the President in case of illness, unavoidable absence or emergency. Therefore, you should be familiar with the affairs and activities of the Association"

RCMP Veterans' Association Manual 2022

(iii) Or if the appointment is as Secretary:

"[*Name of Secretary*], the Board has appointed you to the position of Secretary. It will be your responsibility to record and keep the minutes of Board and Association meetings and to ensure the maintenance of official records of the Association. This is a responsible position and the manner in which you carry out your duties will reflect the progress and well-being of the Association"

(iv) Or if the appointment is as Treasurer:

"[*Name of Treasurer*], the Board has appointed you to the position of Treasurer. It will be your duty to ensure the accurate recording of all finances of the Association. This is a responsible position and the manner in which you carry out your duties will reflect on the progress and well-being of the Association"

(v) Or if the appointment is as CAO:

"[*Name of Chief Administration Officer*], the Board has appointed you to the position of Chief Administration Officer. It will be your responsibility to supervise the daily operations of the Association in accordance with the strategic direction set by the Board. This is a responsible position and the manner in which you carry out your duties will reflect on the progress and well-being of the Association"

(vi) Or if the appointment is to another officer position as prescribed by the Board:

"[*Name of new officer*], the Board has appointed you to the position of [*Name of new officer position*]. It will be your responsibility to carry out the duties that have been prescribed by the Board for this position. This is a responsible position and the manner in which you carry out your duties will reflect on the progress and well-being of the Association"

PART 7 – COMMITTEES [SEE BY-LAW NO. 1 – SECTION 5]

7.01 General

- (a) There are three (3) types of committees and/or advisory bodies:
 - (i) Advisory bodies established in the By-Law;
 - (ii) Committees established in the By-Law;
 - (ii) Committees established by the Board.
- (b) One (1) advisory body is established in the By-Law: Association Council.
- (c) Two (2) committees are established in the By-Law: Nominating Committee and Committee of Governors.
- (d) The Board may establish, by appointment, committees or other advisory bodies (either continuing or temporary) deemed necessary or appropriate for the purposes of the Association. Members of any appointed committee or advisory board may include individuals with specific expertise, from outside the Association.

7.02 Association Council [see also Manual section 8.08]

- (a) The Association Council membership includes all division presidents, collectively.
- (b) The role of Association Council is advisor to the Board respecting governance and management of the Association.

RCMP Veterans' Association Manual 2022

- (c) The Association Council as represented by a quorum [see Manual section 8.02 for definition] may, after deliberation, provide advice to the Board respecting issues to be dealt with by the Board.
- (d) The cost of attendance at an Association Council meeting is the responsibility of the attendees' division.

7.03 Committee of Governors *[see also Manual section 8.09]*

- (a) The Committee of Governor's main purpose is the adjudication of an appeal by a member or division that has been expelled by a decision of the Board.
- (b) The member or division files, by postal mail or email, a written notice of intention to appeal to the CAO.
 - (i) The CAO contacts a Governor and provides notification of the intention to appeal a decision of the Board;
 - (ii) The Governors, amongst themselves, establish a committee of three (3) Governors, bearing in mind any linguistic requirements;
 - (iii) The Governors on the committee shall appoint, from amongst themselves, a chair, who will provide a written request to the appellant to file the appeal in writing to the chair;
 - (iv) Once the appeal has been received, the committee will deliberate and render a joint decision; and
 - (v) The decision shall be in writing and sent to the member/division and Board, which decision shall be final.
- (c) If circumstances require an independent review of another matter, a Committee of Governors may be tasked with adjudication of this matter as part of the internal resolution of a dispute.

7.04 Nominating Committee *[see also Manual section 8.10]*

- (a) The Nominating Committee's main purpose is, in consultation with the divisions, to identify and recruit candidates to serve as directors of the Association.
- (b) The Board appoints, by January 1 of each year, a Nominating Committee in preparation for that year's AGM.
- (c) Members of the Nominating Committee are not eligible to stand for election.
- (d) The Secretary advises all divisions by January 15 of each year:
 - (i) The name and address of the chair and the name of the other members of the Nominating Committee;
 - (ii) The forthcoming vacancies on the Board to be filled through the regular voting process; and
 - (iii) The date when the nominations must be received by the chair of the Nominating Committee.

RCMP Veterans' Association Manual 2022

7.05 Association Committees [see also Manual section 8.11]

- (a) The Board has created, for organization and governance purposes, a number of standing committees and established the roles and responsibilities for these committees. In addition to the standing committees, the Board may appoint *ad hoc* committees and set the terms to guide these committees.
- (b) All committees are required to keep minutes of their meetings and provide the CAO with a copy of these minutes and file an annual report of their activities for distribution to the members at the AGM.
- (c) The Board may realign or add new areas of responsibility to any standing committee as the need requires.
- (d) Standing committees of the Association are continuing committees that:
 - (i) Consist of at least three (3) Members;
 - (ii) Have a chair appointed by the Board;
 - (iii) Have members who may be assigned by either the Board or the committee chair; and
 - (iv) Operate within the responsibilities and under the basic mandate set forth below, or as amended.
- (e) Standing Committees and their responsibilities and mandates are:
 - (i) Association Governance Committee responsible for:
 - Strategic and corporate planning;
 - Administration;
 - Employee contracts;
 - Association voting procedures;
 - Any meeting of members; and
 - Insurance coverage.
 - (ii) Communications Committee responsible for:
 - Internal and external communications;
 - Association newsletter; and
 - Association website.
 - (iii) Membership Committee responsible for:
 - Membership recruitment initiatives;
 - Membership retention initiatives;
 - Membership strategies; and
 - Membership data base.

RCMP Veterans' Association Manual 2022

(iv) Support and Advocacy Committee responsible for:

- The physical and psychological well-being of Association membership;
- Member benefits;
- Coordinating with:
 - RCMP Pension Administration Outsourcing Project (PAOP);
 - RCMP Pension Financial Oversight Committee (PFOC);
 - RCMP Pension Advisory Committee (PAC);
 - RCMP Benefit Trust Fund; and
 - Association Gravesite Committee.

(v) Finance and Audit Committee responsible for:

- Reviewing and recommending the acceptance of all financial statements to the Board;
- Administering the engagement of the workplan of the public accountant; and
- Recommending the public accountant for membership approval.

(vi) By-Law Committee responsible for:

- Reviewing of Articles and By-Law;
- Reviewing amendment/s of Association Manual;
- Reviewing the wording of resolutions for the Board and for the Association meetings of members; and
- Advising the Board as and when requested on matters of potential legal risk, including recommending the seeking of formal legal advice.

(vii) RCMP Veterans' Association Women's Council responsible for:

- Advocating on behalf of serving and former members of the RCMP through expanding partnerships with new and existing advocacy groups;
- Working with: Office of Veterans' Ombuds (OVO); National Association of Federal Retirees (NAFR); Women Veteran and Research Engagement Network (WREN); and
- Developing new relationships with the Legion and the National Police Federation (NPF).

PART 8 – MEETINGS [SEE BY-LAW NO. 1 – SECTION 6]

8.01 General

All meetings are to be guided by Parliamentary Procedures as outlined in Robert's Rules of Order. There is no specific edition of Robert's Rules of Order as the precedent, since all editions, while allowing for some interpretation, incorporate the same articles of parliamentary procedures.

RCMP Veterans' Association Manual 2022

8.02 Quorum

- (a) The term “quorum” is used in relation to all meetings to indicate the minimum number of persons entitled to be present and vote, who must be present at the meeting in order that business can be legally transacted.
- (b) Except for annual or special meetings of members at the Association level, if at any time during the course of a meeting a quorum ceases to exist, the meeting may be adjourned. An adjournment is not required if, by unanimous consent of those remaining there is agreement to recess the meeting until a quorum is reestablished. At an annual or special meeting of members at the Association level, if a quorum is established at the beginning of the meeting, and subsequently lost, the meeting may continue.

Example 1: If a quorum for a meeting is five (5) and there are five (5) people in attendance, all entitled to vote, three (3) votes are required to pass an ordinary resolution. However, if one (1) of the five (5) abstains from voting, the quorum remains the same at five (5) as the person who abstains is entitled to vote, but chooses not to. Three (3) votes are still required to pass an ordinary resolution.

Example 2: If a quorum for a meeting is five (5) and there are five (5) people in attendance, one (1) of the people present declares a conflict of interest on a matter, then the quorum ceases to exist because that person is no longer entitled to participate in the meeting relative to that matter and vote on that matter. The number of voting attendees has been reduced to four (4), which is below the quorum number. At this stage the matter that raised the conflict of interest must be tabled. The meeting may proceed with the remainder of the agenda with all five (5) people present, thus allowing the quorum to be re-established.

8.03 Proxy Voting

Proxy voting means a vote cast by one person as a representative of another. Proxy voting is not permitted at any Association meeting.

Proxy voting does not have the same meaning as absentee voting. Absentee voting means a person may cast a vote while not in actual attendance at the meeting.

8.04 Electronic Meetings

- (a) Meetings may occur in any manner such that all participants are able to communicate adequately with each other during the meeting. This includes meetings held by any combination of telephone, computer (video-conferencing), and in-person. A person participating in a meeting by such means is deemed to be present at the meeting.
- (b) Any person entitled to vote may do so in-person or by the electronic means the Association has made available for that purpose.

8.05 Meeting Held Entirely by Electronic Means

A meeting of directors or members of the Association held entirely by electronic means is valid.

8.06 Meetings of Directors (Board Meetings)

- (a) Calling.
 - (i) The Board is required to meet at least two times per year: immediately following the AGM to: appoint the Chair and Vice-Chair and appoint officers; and at some other time during the year; and
 - (ii) A Board meeting may be called by a majority of the directors; by the Chair/Vice-Chair; or be set for pre-determined times by the Board.

RCMP Veterans' Association Manual 2022

- (b) Place.
Board meetings may be held at any place and in any manner approved within the By-Law (in-person or by electronic means or a combination thereof).
- (c) Attendance.
All directors, the immediate Past-President and all appointed officers are entitled to be present at a Board meeting. Although others may be entitled to attend, only directors are entitled to vote at a Board meeting and must be in attendance to vote.
- (d) Quorum.
(i) A quorum is a simple majority (50% + 1) of the number of directors; and
The quorum represents the *per centage* of the number of members serving on the Board, not the number of directors approved by the Articles. The Articles establish a minimum of four (4) and a maximum of eleven (11). For example, if there are nine (9) members elected to the Board, then a quorum for a Board meeting is five (5).
(ii) An officer of a division, if also elected as a director, attends the Board meeting solely in the role of director.
- (e) Chair.
The chair is the Chair of the Board. In the absence of the Chair at the meeting, the Vice-Chair becomes the meeting-chair. If neither of these are in attendance, the directors select from those in attendance, one (1) of their number to act as chair of the meeting.
- (f) Voting.
All voting is by ordinary resolution which means for a resolution (more often called a “motion”) to pass, a vote of 50% + 1 of the votes cast is required. In the event of a tie in the votes cast, the chair of the meeting casts the deciding vote, otherwise the chair does not exercise their right to vote.
For example, if there are 6 votes cast, the resolution passes only when four (4) votes are in favour.
- (g) Absentee voting.
Absentee voting is not permitted. In other words, a director must be in attendance at the meeting, either in-person or by electronic means, in order to vote at that meeting.

8.07 Meetings of Members

- (a) Calling.
(i) The Board is required to conduct an annual meeting of members, commonly called the AGM; however, the Board may call a special meeting of members at any time;
(ii) The AGM must take place within six (6) months of the conclusion of the financial year and within fifteen (15) months of the conclusion of the previous year's AGM, unless otherwise pre-approved by the Director, Corporations Canada; and
As the financial year ends on December 31, the AGM must be held before the end of the following June, unless the Director, Corporations Canada approves an extension. This has happened in the past when a cruise has been arranged for the AGM, and the cruise was scheduled to take place in August or September. The Director, upon application explaining the reason for the timing, agreed to allow this AGM to proceed in this timeframe even though it was outside the six (6) month period since the end of the financial year.

RCMP Veterans' Association Manual 2022

- (iii) The Secretary is required to ensure the eligibility of all voting members and others attending the meeting. If necessary, the Secretary arranges with a committee hosting the meeting to assist, including the appointment of scrutineers. The scrutineers cannot be directors or candidates for election. The role of the scrutineers is to collect and count ballots cast during the meeting.
- (b) Place.
Meetings of members can take place anywhere in Canada as the Board may determine. Meetings can take place in-person or by electronic means, or a combination thereof.
- (c) Attendance.
The people entitled to be present at an AGM are:
 - (i) All directors;
 - (ii) All other members of the Association;
 - (iii) The public accountant of the Association; and
 - (iv) Any other person admitted only on the invitation of the chair of the meeting or by ordinary resolution of the members.

Although otherwise being in attendance, only those members who are entitled to vote on an issue are entitled to be heard except:

- (v) When invited by the chair; or
 - (vi) When a non-voting member asks the public accountant to answer questions relating to their duties.
- (d) Quorum.
 - (i) If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if the quorum is not present throughout the meeting; and
 - (ii) At any meeting of members, five percent (5%) of Active Members and Life Members, eligible to vote, present in person or represented by a method of absentee votes, as confirmed by the Secretary, constitutes a quorum.

If there are 6,000 Active Members and Life Members entitled to vote, the quorum for the AGM is 300. In calculating whether the quorum has been met, the total number of voting members actually in attendance is added to the number of absentee ballots submitted (excluding those who are also in attendance and submitted absentee ballots).

Example #1: 6,000 eligible members; 50 in attendance (none voted by absentee ballot); 490 absentee ballots. Total is 540 and quorum exists.

Example #2: 6,000 eligible members; 50 in attendance (all voted by absentee ballot); 490 absentee ballots. Total is 490 and quorum exists.

Example #3: 6,000 eligible members; 50 in attendance (none voted by absentee ballot); 260 absentee ballots. Total is 310 and a quorum exists.

RCMP Veterans' Association Manual 2022

Example #4: 6,000 eligible members; 50 in attendance (40 voted by absentee ballot); 260 absentee ballots; Total is 270 and a quorum does not exist.

- (e) Chair.
The chair of the meeting is the President, or if the President is not in attendance, the Vice-President. If both are absent, the members who are present and entitled to vote at the meeting will choose one (1) of their number to chair the meeting. This selection may be by election (either by ballot or show of hands) or by volunteer.
- (f) Voting.
- (i) At any meeting there are, potentially, two types of resolutions to be voted on: ordinary resolutions and special resolutions;
 - (ii) Ordinary resolutions, except for the election of directors (which only happens at the AGM), require a simple majority vote (50% + 1) to pass. Ordinary resolutions represent the normal course of business such as appointment of the public accountant, amendments to most By-Law sections, *etc.*;
 - (iii) Voting for directors is an ordinary resolution, but is decided by plurality vote (commonly called first-past-the-post), and is conducted by electronic ballot in all instances. This voting occurs when there are more directors nominated than there are positions to be filled. If there are less than or an equal number of directors nominated for the vacant positions, these directors are elected by acclamation (but they are still considered to be elected);
 - (iv) Special resolutions require a two-thirds (2/3) majority to pass. These resolutions mainly represent fundamental changes to the By-Law in accordance with subsection 197(1) CNCA and are described in Manual Appendix "E";

While Associate Members do not have general voting rights, under subsection 199(2) CNCA [see Manual Appendix "E"] they do have voting rights in some circumstances that involve By-Law amendments. There is a category of amendments called Fundamental Changes (subsection 197(2) CNCA [see Manual Appendix "E"] and if such an amendment prejudicially affects Associate Member membership rights in a manner described in subsection 199(1) CNCA, they are entitled to vote on that amendment. In some instances, each class of membership votes as a separate group, and each such group must pass the resolution as their own group in order for the resolution to pass as a whole. The purpose of extending the voting rights in these circumstances is to protect minority-class members' rights so they are not overridden by the majority-class.
 - (v) Voting for directors and all other resolutions by voting members not in attendance at an AGM (Absentee Voting) is conducted by electronic ballot, or mailed-in ballot. The chair is not permitted to vote by absentee ballot as that vote may be required in the case of a tie;
 - (vi) A resolution is necessary at every AGM in relation to the appointment of a public accountant [see Manual Part 10 – Corporate Finance];
 - (vii) All resolutions to be voted on at the AGM are presented to the membership by the Board. The wording of those resolutions is contained in the Notice of Meeting [see Manual Part 12 – Notices]; and
 - (viii) Any member wishing to submit a resolution to the AGM may do so by submitting the resolution to the Board as set out in the CNCA.

RCMP Veterans' Association Manual 2022

Any member entitled to vote at the AGM can submit a resolution to the Board for inclusion in the Notice of Meeting if the following conditions as contained in the CNCA are met:

- Provide notice to the Board that the member wishes to raise a matter at the meeting (called a proposal), and discuss at the meeting the matter outlined in the proposal;
- The member submits a statement in support of the proposal, not exceeding 500 words and includes the name and address of the member;
- The member submitting the proposal agrees to pay the cost, if any, of including the proposal and any statement in the Notice of Meeting;
- The proposal must be submitted between 90 -150 days prior to the one-year anniversary of the previous AGM;
- The proposal clearly is not for the purpose of pursuing a personal claim or redress;
- The proposal clearly relates in a significant way to the activities or affairs of the Association;
- The substantially same proposal must not have been submitted within the previous five (5) years and not passed; and
- The Board determines that the right to make this proposal has not been abused to secure publicity.

(g) Absentee voting.

A voting member may vote by mailed-in ballot or by means of a telephonic, electronic or other means of communication if the Association makes available a system that:

- (i) Enables the votes to be gathered in a manner that permits their subsequent verification; and
- (ii) Permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each member voted.

A special resolution is required if there is an amendment to change this method of voting.

(h) New resolutions.

At the AGM, any new resolution presented for voting by the members, and any amendment to resolutions included in the notice for that meeting and voted on by electronic ballot, will be tabled for consideration at the next meeting of members.

The purpose of including this in the By-Law is to ensure that all members of the Association have an opportunity to consider the new resolution or amendment. A significant number of members will have voted by absentee ballot and are therefore not present and able to speak to the new resolution, which may concern them. This By-Law provision ensures the proposed resolution or amendment is fully reviewed to confirm it complies with the CNCA and Articles and does not create unintentional consequences if it is approved. This element also prevents stacking a meeting based on an "agenda" of specific parties, without an informed debate.

(i) Special meetings.

- (i) The directors may call a special meeting at any time; and
- (ii) Members holding five percent (5%) of the votes of the Association may requisition the directors to call a special meeting of members. If the directors do not call such a meeting after receiving the requisition, one member who signed the requisition may call the meeting.

RCMP Veterans' Association Manual 2022

The 5% criteria is set by the CNCA Regulations. It requires a document/s signed by each of the members comprising the 5%, and these documents be sent to each director and to the Association office. If this criteria level is met, the Board is required to call a special meeting. If the directors do not call this meeting requisitioned by the members, any of the members signing the request can call the meeting, and the Association is responsible for all costs of this meeting (including expenses of the attendees).

(j) Annual meeting protocol and hosting.

The annual meeting may be conducted as:

- (i) A full meeting, which will consist of a program including the following elements:
- Meeting of members;
 - Meeting of the Association Council and Board;
 - President's reception;
 - Association dinner; and
 - Spousal program.
- (ii) An abridged meeting either by electronic (virtual) meeting or a combination of electronic/in-person meeting, depending on the conditions prevailing at the time leading up to the meeting, which abridged meeting will consist of a program including the following elements:
- Meeting of members; and
 - Meeting of the Association Council and Board.

Divisions considering hosting an AGM should consult with the CAO to review the details required for organizing the event.

8.08 Meetings of Association Council

(a) Calling.

(i) A meeting:

- at least once per year with the Board at the call of the Board Chair, with an agenda established by the Board; or
- more frequently with the Board if the Board determines a need, with an agenda established by the Board; or
- as a separate body at the request of three (3) or more division presidents, with an agenda established by the requesting division presidents; or
- with the Board at the request of the Association Council, with an agenda established by the Association Council; and

(ii) At any meeting, either as a separate body or jointly with the Board, additional items may be added to the agenda by mutual consent.

(b) Place.

The meeting place will be as mutually agreed to by the division presidents. The meeting may be in-person or by electronic means, or a combination thereof. For a joint meeting with the Board, the meeting place will be arranged by the CAO.

RCMP Veterans' Association Manual 2022

- (c) Attendance.
 - (i) All division presidents are permitted to attend a meeting. Other persons may attend at the discretion of any of the presidents to provide information related to the items to be discussed at the meeting; and
 - (ii) A division president who is also a director, attends Association Council meetings as a division president and not representing the Board as a director. For any meeting involving both the Association Council and the Board, a division president who is also a director must act as a director and another individual selected by the division will represent the division.
- (d) Quorum.

The quorum for a meeting is one-third (1/3) of the members of the Association Council. For a joint meeting with the Board, both the Association Council and the Board are required to have their meeting quorum.
- (e) Chair.
 - (i) If the meeting is called by the Board, the Chair of the Board; or
 - (ii) If the meeting is called by the Association Council, whether or not the Board is involved, the chair is the member of the Association Council selected for the meeting. Such chair will be determined by the division presidents in attendance at that meeting, as the attendees may vary with each meeting depending on their availability and involvement with the topic(s) under discussion at the meeting.
- (f) Voting.

All matters discussed at the meeting and any resolution will be by a majority vote of the Association Council members present. For greater certainty, a majority decision by the Association Council represents the basis for a recommendation to the Board.
- (g) Absentee voting.

No absentee voting is permitted.

8.09 Meetings of the Committee of Governors

- (a) Calling.

The Committee is convened in accordance with Manual section 7.03.
- (b) Place.

Meeting by mutual consent, either in-person, by electronic means, or a combination thereof.
- (c) Attendance.

Attendance is restricted to the three (3) Governors selected to the Committee.
- (d) Quorum.

The quorum for a meeting is all of the members of the Committee.

RCMP Veterans' Association Manual 2022

- (e) Chair.
The Committee will select, from amongst their number, the chair.
- (f) Voting.
- (i) All matters discussed at the meeting and any resolution will be by majority.
- (ii) The Committee of Governors will:
- Receive a written submission from the Board describing the circumstances that require expulsion, which submission will have been provided to the member/division making the appeal;
 - Receive a written submission from the expelled member/division describing the grounds for the appeal, which submission will be provided to the Board;
 - Review all submissions, and if deemed necessary, request further information in writing from either or both parties, which further submission will be provided to the other party;
 - After consideration of all material presented, make a decision to either confirm the expulsion or confirm the appeal; and
 - Notify the parties of the decision and the reason for the decision.
- (g) Absentee voting.
Absentee voting is not permitted.

8.10 Meetings of the Nominating Committee

- (a) Calling.
The Board appoints three (3) Voting Members to form the Committee.
- (b) Place.
Meeting at a place by mutual consent, either in person or by electronic means.
- (c) Attendance.
All appointed members are required to attend all meetings of the Nominating Committee.
- (d) Quorum.
The quorum for a meeting is the three (3) members of the Committee.
- (e) Chair.
The Board may select the chair of the Committee, or permit the Committee members to make the selection themselves.
- (f) Process.
- (i) The Secretary is to advise all divisions by January 15 of each year of the name and address of the chair and the name of the other members of the Nominating Committee, the forthcoming vacancies on the Board to be filled through the regular voting process, and the date when the nominations must be received by the chair of the Nominating Committee;

RCMP Veterans' Association Manual 2022

- (ii) A member who is qualified to be a director may be nominated, or nominate themselves, to be a director if the nomination is in writing and is supported by at least one other Active Member in good standing or a Life Member;
- (iii) Nominations shall be received by the chair of the Committee no later than ninety (90) days before the annual meeting of members;
- (iv) Each nominee shall:
 - Provide a resume, not exceeding 500 words;
 - A letter of recommendation from the nominator, if not self-nominating; and
 - A copy of the nomination form bearing the signature of the nominee indicating their agreement to stand for election, if not self-nominating; and
- (v) The Committee chair informs the Secretary of the names to be included in the resolution for election of directors.

8.11 Meetings of Other Association Committees

- (a) Calling.
Meetings of committees not previously identified, will be called at the discretion of the chair of the committee.
- (b) Place.
Members of committees shall meet, either in-person, by electronic means, or a combination thereof.
- (c) Attendance.
All members of the committee are entitled to attend.
- (d) Quorum.
The quorum for a meeting is a simple majority (50% + 1) of the members of the committee.
- (e) Chair.
The chair is the person appointed by the Board for that particular committee. If no chair is appointed, the committee members will select the chair at each meeting.
- (f) Voting.
All decisions made at the meeting will be by simple majority.
- (g) Absentee voting.
No absentee voting is permitted.

8.12 Meetings at Divisions

Divisions establish their own criteria for any committee set up by, and for, division activities.

RCMP Veterans' Association Manual 2022

PART 9 – DUES AND CONTRIBUTIONS [SEE BY-LAW NO. 1 – SECTION 7]

9.01 Member Financial Obligations

- (a) Annual dues are payable by Active Members. Life Members are those who were designated as such prior to June 27, 2014, and are not required to pay annual dues.
- (b) Division annual contributions are payable by all members unless exempted by division policy.
- (c) Annual dues and division annual contributions that are required to be paid, are to be paid by January 31 of the year for which these payments apply.

9.02 Annual Dues

- (a) Annual dues are received and utilized by the Association, under the management of the Board, for the good of the Association as a whole.
- (b) The Board sets the annual dues pursuant to section 30 CNCA. The dues may be set for a period of up to three (3) years.

The 3-year timeframe is established to facilitate planning and budgeting for the Association. While the rate of annual dues may be set for a 3-year period, the Board maintains the right and authority to amend this dues rate within the 3-year period as a result of extenuating circumstances, which must be justifiable and communicated to the members.

- (c) The Board confirms to the membership, by September 30 of each year, the rate of the dues for the following year.
- (d) Dues are payable by January 31st of the year to which the dues are applicable. If these dues remain unpaid after January 31st the member is not in good standing. As Life Members do not have to pay dues they are always considered to be in good standing.
- (e) If the Active Member is not in good standing beyond one-year, *i.e.*, dues remain unpaid past January 31st of the second year, the Active Member shall be removed from the registry of members.
- (f) Annual dues not paid by the Record Date (60 days prior to a meeting of the members) disqualifies the Active Member from voting at a meeting of members to which the Record Date applies.
- (g) A member removed from the register of members may reapply for Association membership by following the standard application procedures. If the reapplying person wishes to maintain continuous service in the Association, they must pay all outstanding dues and division annual contributions. If the reapplying person does not wish to maintain continuous service in the Association, they are required to pay only the outstanding payments for the current year.

RCMP Veterans' Association Manual 2022

- (h) A new Active Member is responsible for payment of the annual dues for the full year in which they are inducted into the Association; however, if the admission or installation into the Association occurs in the last half of the year (July 1 to December 31), the payment of annual dues will be applied to the following year and the Active Member will be considered in good standing for both years.
- (i) Association dues are payable to the Association via:
 - (i) Payment through the MMS directly to the Association; or
 - (ii) Payment to the division treasurer.

Under no circumstances can a division make a payment of annual dues on behalf of a member of the division, otherwise that member will be deemed to have received a personal benefit contrary to subsection 34(1) CNCA.

9.03 Exemption from Payment of Annual Dues

- (a) Recognizing that it may not be feasible or appropriate for some Active Members to continue to pay annual dues, the By-Law makes a provision for the Board to exempt that member from paying the annual dues.

An Active Member who is exempt from paying dues is not receiving a personal benefit within the meaning of subsection 34(1) CNCA, because no dues are being paid on their behalf.

- (b) Divisions apply to the Board for an exemption from the payment of annual dues on behalf of an Active Member affiliated to their division.

The reason for this being a Board-level approval is because it is the Board which has the authority to impose dues and is the only authority that can exempt payment of dues. This also ensures consistency of application across the Association. Divisions are in the best position to know whether one of their Active Members should receive this exemption, and therefore whether or not an application should be made to the Board. Putting the onus on the division to make application removes that onus from the Active Member, who might not be able to make it on their own, or who may be embarrassed that this action is occurring.

- (c) The Board, in reviewing the application from the division may take into consideration:
 - (i) The financial situation of the Active Member;
 - (ii) The physical and/or mental incapacity of the Active Member; and
 - (iii) Any other information the Board wishes to consider, or the division wishes to provide in support of this application.
- (d) An Active Member who is exempt from payment of annual dues remains an Active Member in good standing with all voting privileges.

9.04 Division Annual Contributions

- (a) Each division is authorized to establish an annual contribution rate for members within their division, which contribution amount is payable in addition to any dues payable.

RCMP Veterans' Association Manual 2022

- (b) Division annual contributions are received and utilized by the division to which the division annual contributions are made. The elected Division Executive is responsible for the administration of all funds received as division annual contributions.
- (c) The Division Executive sets the annual contribution rate for division members by October 15 of each year for the following year and reports this rate to the Association office by October 31 to allow for updating the MMS and record keeping for the annual audit requirements
- (d) The division may exempt some division members from payment of the annual contribution.
- (e) Division annual contributions may be payable via:
 - (i) Payment through the MMS for Active Members when in conjunction with the payment of annual dues, which contribution portion will be reimbursed to the division; or
 - (ii) Payment to the division treasurer for Active Members; and
 - (iii) Payment to the division treasurer for Associate Members.
- (f) A member transferring between divisions who has already paid a division annual contribution to the former division is not required to pay a division annual contribution to the receiving division for the remainder of that year.

PART 10 – CORPORATE FINANCE [SEE BY-LAW NO. 1 – SECTION 8]

10.01 Financial Year

The financial year of the Association, and thus for each division, is January 1 to December 31, inclusive.

10.02 Association Financial Policy

- (a) The Association uses the accrual basis of accounting, and the accounting procedures conform to Generally Accepted Accounting Principles (GAAP) to ensure consistency and accuracy of information and compliance with external standards.
- (b) All financial transactions must be properly authorized by a designated person, *e.g.* as established either under approved delegated authorities or at a meeting of the Board or division members, duly recorded in the minutes, recorded appropriately in the accounts and paid or received in a timely manner.
- (c) The Board approves all policies affecting the financial interests of the Association at the Association level.
- (d) While best practice for the disbursement of funds requires two (2) individuals to sign cheques, it is difficult, if not impossible in some instances, for this to occur. In order to enable INTERAC email transfers, the Board may authorize one (1) individual to provide written authorization for payment and a separate individual to facilitate the actual payment.

RCMP Veterans' Association Manual 2022

- (e) The Treasurer is responsible for reporting and assuring the Association is free from fraud and error, *e.g.* reviewing and assuring that there is a proper separation of responsibilities in the receipt and disbursement of funds and assets, through policies and procedures.
- (f) The CAO has the authority to approve expenses within the approved budget of the CAO. The Board, through the Treasurer, has the authority to approve all other expenses.

10.03 Banking Arrangements

- (a) The banking business of the Association and each division is to be transacted at such banks, trust companies or other firms or corporations carrying on a banking business in Canada.
- (b) Association banking business or any part of it is administered by an officer of the Association; and the division treasurer is to administer the banking business or any part of it for the division.
- (c) A division shall advise the Treasurer of any changes to banking arrangements and shall submit all banking statements as required from time to time, in support of the annual audit and consolidated reporting to the membership.

10.04 Division Finances and Delegated Financial Authorities

- (a) The accumulated assets of a division remain with that division for the purposes of local programs carried out by the division.

It is standard business practice for a not-for-profit organization to retain reserves to allow the organization to operate for one full year in the event no revenue is received. This applies to any division. While a reserve is permitted, this amount should not be seen to be excessive, or be held strictly for the purpose of earning additional revenue. A reserve in excess of normal must be shown as being established for a specific purpose such as constructing an administrative facility for the division, or purchasing a recreational area for the division members, or similar long-term project. This reserve must be recorded as such in the division records (*e.g.*, recorded in minutes of a division meeting) and shown in the division financial statements as restricted funds, which are consolidated for the Association audit.

- (b) The accumulated liabilities of a division remain with that division, and no division may incur a liability it is unable or unwilling to discharge.
- (c) The delegation of financial authorities is found in Manual Appendix “C”.

10.05 Financial Statements and Audit

- (a) The Association office and each division must keep financial records in accordance with acceptable accounting standards, so that at any given time the financial position of the Association or any division may be established. These records include:
 - (i) A record of the assets of the organization including their bank balance, investment portfolios and amounts receivable;
 - (ii) A record of the liabilities of the organization including any payment obligations; and
 - (iii) A record of their revenues and expenses to the current time for the financial year.

RCMP Veterans' Association Manual 2022

- (b) Divisions that are not able to provide their annual financial information on an accrual basis need to provide the financial information in a manner acceptable to the Treasurer that enables the Association office to record and prepare financial statements for each division on an accrual basis.
- (c) Divisions, at the end of each year, are required to provide the Association office with a final and complete financial report for the previous year. The purpose of this report is to allow the completion of the consolidation of all division year-end financial statements (including for the Association office) in order for the auditor to complete their work. The Association consolidated financial statements are, by law, required to be audited annually by the public accountant appointed by the members at the AGM.
- (d) The year-end consolidated financial statements include the balance sheet and the income statement and are presented to the membership and governing bodies. This financial statement must be submitted by February 15 from divisions that do not use accounting software, and by March 15 from divisions that do use accounting software.
- (e) The Chair, Finance and Audit Committee is responsible for: recommending the level of audit required; and receipt of the public accountant's report which is presented to the Board for approval. It is the responsibility of the Board to approve the financial statements to be presented to the membership: it is not the responsibility of any officer, employee or the public accountant.
- (f) The report of the public accountant on the financial state of the Association will be presented by the Chair, Finance and Audit Committee at the annual meeting of members, during which the public accountant may be available to answer questions.

The appointment of a public accountant, more commonly called the auditor, is a requirement of the CNCA, in which the qualifications for this position are identified. The auditor is appointed by ordinary resolution at each annual meeting, usually based on the recommendation of the Board. If an auditor is not appointed at an annual meeting, the current auditor remains in position until a successor is appointed.

10.06 Budget, Planning and Reporting

- (a) In order for the Board to manage the affairs of the Association in a prudent and cost-effective manner through sound financial management policies and practices, it is necessary to establish an annual budget on a break even or better basis. To ensure adequate planning and budgeting by the Association and divisions, a planning cycle calendar has been prepared and is found in Manual Appendix "A".
- (b) The budget preparation process consists of:
 - (i) the Division Executive for the division, and the Treasurer and the CAO for the Association office, preparing a budget for the next financial year;
 - (ii) the division members approving the budget for their division and the Board approving the budget for the Association office;
 - (iii) if the individual budget constitutes a pre-authorization to expend funds, the division membership must approve the budget by ordinary resolution at a division meeting and for the Association office, the Board at a Board meeting;

RCMP Veterans' Association Manual 2022

- (iv) the division membership and/or the Board must still approve all non-pre-authorized expenditures for their respective areas of administration, either on an individual basis, or within pre-established amounts;
- (v) the division/Association office-approved budgets are submitted to the Treasurer by November 15th;
- (vi) a consolidation of all budgets (division and Association office) is prepared by the Treasurer and presented to the Board for approval. Where the Association's consolidated budget shows an excessive surplus or deficit, the Treasurer consults with the division treasurers to take corrective measures to adjust the budget to acceptable standards; and
- (vii) the approved consolidated budget is distributed to the members by December 31 of the year preceding the financial year to which the budget applies.

Consolidated budget or financial statements requires all thirty (30) divisions and the Association office to provide the information timely. One missing means "no consolidation."

- (c) The Treasurer coordinates or provides the following reports:
 - (i) to the Board and the Finance and Audit Committee: a statement of financial position along with quarterly or monthly statements of operations compared to budget and previous year to date;
 - (ii) to the Board: as soon as discovered, any evidence of wrongdoing or unusual or questionable transactions or payments; and
 - (iii) to the Board or Finance & Audit Committee: any financial matter requested by them.
- (d) The CAO is responsible for all payroll and government returns.

10.07 Remuneration and Reimbursement

- (a) Subsections 8.08 and 9.04 of the By-Law set out the requirements for remuneration and/or reimbursement.

These By-Law subsections refer directly to subsection 34(1) CNCA in that no part of the Association's assets may be distributed, directly or indirectly, to a member, a director or an officer of the Association, except in furtherance of its activities or as otherwise permitted by the CNCA.

- (b) Outlined in the By-Law are situations whereby a member may receive remuneration. This remuneration is usually referred to as an honorarium, versus actual payment for a task completed on behalf of the Association or a division.
 - (i) An officer of the Association, whether or not also a director, may receive remuneration fixed by the Board, as constituting reasonable remuneration for their duties as an officer;

Directors shall not otherwise be remunerated for their duties as a Board member.

RCMP Veterans' Association Manual 2022

- (ii) A division member may receive remuneration from the division, fixed by the division members, as constituting reasonable remuneration for their duties on behalf of the division;

Division Executive members shall not otherwise be remunerated for their duties as members of the Division Executive.

- (iii) A member may receive reasonable fees and expenses for any services to the Association that are performed in any other capacity;

For example, a director or division executive member, or any other member of the Association, may have professional expertise in a certain area, and is retained by the Association/division in that capacity and may be remunerated for that service.

- (iv) A member may receive reasonable reimbursement for expenses incurred in furtherance of the division's business activities;

- (v) For any Association office reimbursement, the reimbursement shall not exceed the rates established and published from time to time by the National Joint Council, and the expenses incurred on behalf of the Association if the director, employee or member was authorized by:

- In the case of a director, two other directors;
- In the case of an employee, by the director supervising the employee;
- In the case of a member, by the division president or their delegate, to incur the expense prior to the expense being incurred; and
- All designated expenses must be supported by original receipts accompanied by the written authorization, or verbal authorization reduced to writing;

The National Joint Council is a partnership of 19 public service bargaining agents, Treasury Board of Canada and other separate employers of the federal government, such as Canada Food Inspection Agency, Auditor General and National Research Council. This body, as the name implies, jointly prepares and publishes, among other items, the travel directive used by the federal government to set the reimbursement rates for such expenses such as travel mileage, meals and allowances. These rates vary between provinces and territories and are updated on a regular basis. Reimbursement beyond these amounts may be considered by the CRA as taxable income.

Certain personal expenses will not normally be eligible for reimbursement, including, but not limited to alcoholic beverages, gifts, personal grooming, entertainment, personal clothing and laundry charges. Any portion of the meal allowance exceeding Government of Canada rates in effect at the time the expense is incurred will not be reimbursed. So-called "incidental expenses" will not be reimbursed.

- (vi) All claims for reimbursement shall be submitted to the Treasurer or division treasurer as the case may be, and approved expenses shall be paid by cheque made payable to the claimant, or INTERAC e-transfer; and
- (vii) For any division reimbursement, the reimbursement is in accordance with the criteria and rates established by the division, which rates cannot exceed the rates described in Manual paragraph 10.07(b)(v).

RCMP Veterans' Association Manual 2022

10.08 Association & Division Revenue & Expenditure Activities

- (a) The Association, or any part of it (*e.g.*, division) cannot be organized or operated for the purpose of making a profit; nor can they engage in any activity that has the appearance of operating a business for the purpose of making a profit.

According to Canada Revenue Agency Interpretation Bulletin IT-496R, in general terms, paragraph 149(1)(l) of the *Income Tax Act* provides that the taxable income of a club, society, or association is exempt from tax under Part I of the *Income Tax Act*, for a period throughout which it complies with all of the following:

- a) It is not a charity.
- b) It is **organized exclusively** for social welfare, civic improvement, pleasure, recreation, or any other purpose except profit with no income available for the personal benefit of its members or shareholders.
- c) It is **operated exclusively** for the same purpose for which it is organized or for any of the purposes mentioned in (b).
- d) It does not distribute or otherwise make available for the personal benefit of a member or shareholder any of its income, unless the organization is an association whose primary purpose and function is the promotion of amateur athletics in Canada.

Note that “organized” and “operated” are two separate actions and do not mean the same thing; and both must be complied with. In common parlance, these mean if an entity, based on its incorporating documents (organized) and its day-to-day behaviour (operated) looks and acts like a trade or business, then it is likely to violate paragraph 149(1)(l) of the *Income Tax Act*.

Note that “exclusively” means 100%. This means that if 99% of an entity is in compliance and 1% is not, the entity is NOT in compliance with 149(1)(l) of the *Income Tax Act*. Furthermore, if a division, for example, has a small component that is organized and operated for the purpose of making a profit; and because as far as the Canada Revenue Agency is concerned divisions do not legally exist, then any non-compliance at a division-level means the Association is not compliant and is liable for tax on 100% of its taxable income, not merely for the tax on the 1% that generated the non-compliant income.

- (b) The Association, or any part of it (*e.g.*, division) that distributes/donates a disproportionate amount (as determined by Canada Revenue Agency) of its income to registered charities (for example to reduce its otherwise taxable income), runs the risk that Canada Revenue Agency may consider the Association to be an unregistered charity, and thereby cause it to lose its not-for-profit status.

Despite the name of the Act under which the Association is incorporated (*Canada Not-for-profit Corporations Act*), there is nothing in the CNCA that prohibits a corporation governed by it, from making a profit. In fact, many not-for-profits make annual profits, but, they pay income tax on those profits. Can a not-for-profit have a surplus (make a profit) and not have to pay income tax? According to legal advice received by the Association, the answer is “yes”, provided it meets the following guidelines (keeping in mind the determination of a profit can only occur at the end of the fiscal year):

1. The profit is **incidental**, that is, it is not material;
2. The profit is **unanticipated**, that is, it was not planned or expected (*e.g.*, revenues exceeded what was expected or expenses were less than budgeted, *etc.*); and
3. The surplus arises from activities that are undertaken to meet the organization’s not-for-profit purposes.

At the end of the day, Canada Revenue Agency will determine if the conditions have been met.

Can a not-for-profit fundraise?

According to Canada Revenue Agency Ministerial Correspondence (2019-0809221M4), the answer is “yes”.

RCMP Veterans' Association Manual 2022

"Generally, **fundraising**, by its very nature, is considered a for-profit activity. However, the CRA accepts that certain fundraising activities can be carried on directly by a paragraph 149(1)(l) entity without jeopardizing its tax-exempt status. Limited fundraising activities involving games of chance, including lotteries or draws, or sales of donated or inexpensive goods, including bake sales, plant sales, or chocolate bar sales, generally do not indicate that the organization as a whole is operating for a profit purpose. However, the scope of the fundraising activities, especially by comparison with other activities, should not be so significant that fundraising can be considered a purpose of the organization, in which case the organization may not qualify as a paragraph 149(1)(l) entity."

- (c) All fundraising activities must comply with the respective municipal, provincial, territorial or federal licensing requirements, as applicable.

Sponsorship: Sponsorship is a specific form of fundraising where a sponsor exchanges financial support for marketing considerations. This is considered a normal business relationship and is **OK**. The sponsor is deemed capable of evaluating the value of that relationship; however, no income tax receipt can be issued (as a not-for-profit, only a general receipt could be issued in any event) so the sponsor must treat the financial support as a business advertising expense.

- (d) The Association, therefore including divisions, may engage in procuring sponsorship.
- (e) Care and coordination must be involved in negotiating sponsorship agreements as many such agreements contain exclusivity clauses. Therefore, a division considering a sponsorship should consult with the Association office to avoid conflict in sponsorships.
- (f) A division is not to enter into an employment contract or a personal services contract, without prior approval from the Board. This does not preclude the contracting for services to support division needs, *e.g.*, website design and maintenance.

The inclusion of this restriction in the By-Law relates directly to the one Association principle. Labour issues can be the most complex elements of any organization, both from a legal perspective and expense perspective if disputes or similar aspects evolve. If one division enters into an employment situation and issues arise, the situation envelops the Association as a whole, and every member becomes a party to the issue, regardless of where they reside or the amount of their engagement.

10.09 Incurring Financial Obligation

- (a) The Board has the authority to incur a financial obligation (a debt), *i.e.* creating an account payable for goods and/or services, on behalf of the Association by taking on obligations that occur in the normal course of operations, *e.g.*, contracting with a company to operate the MMS or the website. This debt becomes a liability of the Association.
- (b) A division has the authority to incur a financial obligation (a debt), *i.e.* creating an account payable for goods and/or services, on behalf of the division, within the scope of the financial authority as delegated to them by the Board, by taking on obligations that occur in the normal course of operations, *e.g.*, reserving hotel rooms or services for a meeting. This debt becomes a liability of the division.

10.10 Borrowing Powers

- (a) Subsection 8.06 of the By-Law sets out the authority of the Board to exercise its directors' management responsibilities, and to incur debt by borrowing or other methods.

RCMP Veterans' Association Manual 2022

- (b) This authority is vested in the directors and does not require the authorization of the members in each separate instance. However, the directors are ultimately responsible to the membership and must be able to account for a decision to borrow funds.
- (c) The borrowing power authorizes the Board to:
 - (i) Borrow money on the credit of the Association;
 - (ii) Issue, reissue, sell, pledge or hypothecate debt obligations of the Association;
 - (iii) Give a guarantee on behalf of the Association to secure performance of an obligation of any person; and
 - (iv) Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any debt obligation of the Association.
- (d) Divisions do not have this borrowing power.

10.11 Contracting and Investing Powers

- (a) Subsection 8.07 of the By-Law authorizes the Board, without authorization of the membership for each instance, to contract and invest in a prudent manner, on behalf of the Association.
- (b) This authority authorizes the Board to:
 - (i) Engage employees as required, who may receive reasonable remuneration from the Association by way of honourarium or otherwise, as fixed by the Board;
 - (ii) Prior to entering into a contract or other non-contractual business transaction, use competitive tendering by inviting at least two (2) proposals for goods and services, and if not doing so, document the reasons for not using competitive tendering;
 - (iii) Overspend a budget in case of emergency situation, and such overspending shall be reported to the membership at the next annual meeting of members;
 - (iv) Incur debt, or change an existing debt, and such incurred debt or change to existing debt shall be reported to the membership at the next annual meeting of members;
 - (v) Invest funds as it thinks fit, subject to the limitations accompanying any gift, and subject to the further limitation that such investments shall be made in a cash account, through a qualified licensed investment broker, or a banker or equivalent, and that funds be invested with medium to low risk to principal;

By definition, the term "gift" which is used in this section, means a thing given willingly to the Association without payment. Usually this would mean receipt of cash or some form of physical property. Gifts do not have to be accepted. Care must be taken in receiving such 'gifts' as they may come with restrictions or limitations that prevent their use or disbursement should an event such as dissolution of a division be considered. For example,

RCMP Veterans' Association Manual 2022

a division could be provided the use of a piece of property for recreation or administration, at no expense to the division; however, the property remains in the hands of the donor and must be returned if no longer used for one of these purposes.

- (vi) Exercise appropriate oversight and reporting of all funds, including reserve funds; and
- (vii) receive and direct the deposit of any monies received from a division following dissolution of that division's Charter.

10.12 Distribution of Assets

- (a) The distribution of Association assets to members, either directly or indirectly, is prohibited.
- (b) If there are assets remaining in a division at the time of the surrender of a Charter, unless the divisions amalgamate, the assets must be turned over to the Association.
- (c) The distribution of assets upon the dissolution of the Association is firmly established in Article 9 in the Association's Articles [see Manual Appendix "D"]. If the assets are not disbursed before the dissolution, then the assets revert to the government under subsection 241(1) CNCA. Upon dissolution, all liabilities must be discharged; property not belonging to the Association must be returned; and the remaining assets must be transferred to a qualified donee.

A qualified donee is an entity that Canada Revenue Agency recognizes as authorized to issue income tax receipts.

PART 11 – DIVISIONS [SEE BY-LAW NO. 1 – SECTION 9]

11.01 General

- (a) Divisions, by definition, are branches of the Association and are not separate legal entities and therefore should not have their own by-laws, but are governed by the Association By-Law. Divisions are encouraged to produce their own division manual for governance and procedural purposes.
- (b) Divisions are established by the granting of a Charter by the Board.

11.02 New Division Charter

- (a) A new division is created when:
 - (i) A group of individuals meeting the qualification of Active Member, not affiliated to a current division, have applied to, and been granted a Charter by the Board; and/or
 - (ii) Active Members or Life Members affiliated to a current division but not residing within the geographic boundaries of that division, have applied to, and been granted a Charter by, the Board; or
 - (iii) An amalgamation of two (2) or more previously existing divisions is proposed and granted.

RCMP Veterans' Association Manual 2022

- (b) The steps in creating a new division commence with an application in writing to the Board containing:
- (i) The full name with regimental or employee number of each prospective member of the new division;
 - (ii) The current mailing address of each prospective member of the new division;
 - (iii) The e-mail address if the prospective member of the new division if the individual has consented to receiving information or documents by electronic means;
 - (iv) The name of the division, if any, to which the prospective member is/was previously affiliated and the class of membership, including whether an Active Member and in good standing;
 - (v) The names of the interim president, vice-president, secretary and treasurer of the new division;
 - (vi) The proposed name of the new division;
 - (vii) The geographic area to be included in the new division and any local affairs currently being conducted within this geographic area, or affiliated with divisions surrendering their charter and amalgamating into the new division;
 - (viii) The proposed budget and financial resources related to the new division to ensure the financial viability of the new division; and
 - (ix) Include the names of not less than 25 Active Members or Life Members and/or individuals who qualify for Active Membership.

The number of 25 prospective Active Members is a recommended minimum number of members applying for a Charter for a new division to ensure the new division will be viable. This policy only applies to the creation of new divisions. The Board will take into consideration whether the number of members applying constitutes a viable number when considering the application.

- (c) The division president of any existing division to which any members signing the application belong, may submit comments with respect to the application. If the division president is not aware of the new division application, the Board shall notify the division president before deciding on the application. The division president's support for the application is not necessary for the Board to approve the application.
- (d) After the Board has considered the application, including obtaining any further information as deemed necessary, the application may be approved by the Board, and all divisions will be notified of this decision.

11.03 Division Dissolution (Surrender of Charter)

- (a) A division may surrender its Charter on a vote by a special resolution at a division members' meeting. Following the vote, the division president will notify the Board of

RCMP Veterans' Association Manual 2022

the resolution to surrender the Charter and request Board approval. If approved, the Board will set the date of dissolution and advise the division surrendering the Charter.

This is an important step, because any disbursement of assets to qualified donees must be completed prior to the date of dissolution, as any remaining assets otherwise revert to the Association.

- (b) A division that has been expelled in accordance with the By-Law is deemed to have surrendered its Charter, and been dissolved.
- (c) Following the written acknowledgement by the Board that the expulsion has been approved, and prior to the expulsion date set by the Board, the Division Executive will:
 - (i) Dispose of any non-liquid assets and deposit the funds from this disposal into the division's bank account;
 - (ii) Discharge any division debt obligations remaining outstanding at the time of the dissolution; and
 - (iii) Distribute the remaining liquid assets according to a plan approved by the division members, providing the assets are distributed to a qualified donee under the *Income Tax Act*. Any assets not so distributed are to be forwarded to the Association.
- (d) Members of a division surrendering its Charter may apply to other divisions for membership and shall continue to be members of the Association while the applications are being considered.
- (e) Proceeds from disposal of assets and any monies received from a division surrendering its Charter are deposited at the direction of the Board.
- (f) The Board shall advise the other divisions when the surrender of a Charter by a division has been approved and the division has surrendered its Charter.

11.04 Division Amalgamation

Amalgamation creates a new division.

- (a) Divisions amalgamate by surrendering their respective Charters and its members creating a new division within the provisions of the By-Law, by following the steps outlined for the creation of a new division.
- (b) Divisions may consider amalgamation if:
 - (i) The conditions of the proposed amalgamation, including the distribution of assets and liabilities similar to a Charter dissolution, have been negotiated and submitted to the members of each division prior to the voting; and
 - (ii) All divisions involved in the amalgamation approve the amalgamation by special resolution, independently of each other.
- (c) Following a vote to support the amalgamations of two (2) or more divisions, the division president of each of the divisions proposing amalgamation will notify the Board in writing of the vote to amalgamate, and surrender its Charter following the

RCMP Veterans' Association Manual 2022

steps outlined in Manual section 11.03; however, amalgamating divisions do not have to follow Manual subsection 11.03(c) as remaining assets and liabilities would be combined into the amalgamated division.

- (d) Members of any amalgamating divisions shall continue to be members of the Association while the new division application is being considered by the Board, and if approved, their membership will be automatically transferred to the amalgamated division.
- (e) The Board shall advise the other divisions when an amalgamation of divisions has been approved.

11.05 Division Recognition Awards

- (a) The provision of division recognition awards as authorized by subsection 9.06 of the By-Law may include exemplary service awards and division honorary member awards. The format for this situation is found in Manual Part 4 - Membership.
- (b) It is important to understand that the awarding of this recognition does not change the class or group of membership in the Association. An Active Member with an exemplary service award is still an Active Member and subject to the same dues and voting privileges as other Active Members.

PART 12 – NOTICES [SEE BY-LAW NO. 1 – SECTION 10]

12.01 General

- (a) Notices to members come in two (2) forms: notices of a general nature and notices of meetings.
- (b) Any communication or document, other than a Notice of Meeting to a member or auditor, is deemed to be delivered to that individual if it is:
 - (i) Delivered personally to the person to whom it is to be given to the last address as shown in the records of the Association;
 - (ii) Mailed by prepaid ordinary or air mail to such person as such person's recorded address; or
 - (iii) Sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose.
- (c) The Secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to the By-Law is sufficient and conclusive evidence of the giving of such notice.
- (d) The signature of any director or officer of the Association to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

RCMP Veterans' Association Manual 2022

- (e) The accidental omission to give any notice to any member, director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the By-Law, or any error in any notice not affecting its substance, does not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.
- (f) Notice of Meetings of Directors
- (i) Notice of the time and place for the holding of a meeting of the Board is to be delivered as outlined above, to every director.
 - (ii) Notice must be not less than forty-eight (48) hours before the time when the meeting is to be held, if delivered or sent other than by mail. Notice by mail shall be sent at least fourteen (14) days prior to the meeting.
 - (iii) Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to holding of such meeting.
 - (iv) Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.
 - (v) All notices of meeting of directors shall include an agenda identifying the matters to be considered at the meeting, but matters not included in the agenda may, with the consent of the directors, be added to the agenda and considered by the directors.
- (g) Notice of Meeting of Members
- (i) Notice of the time and place of a meeting of members shall be given to all members entitled to vote at a meeting of members by the following means:
 - By mail, courier or personal delivery to each member, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; and
 - By telephonic, electronic or other communication facility to each member, during the period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held;
 - (ii) The Notice of the Annual Meeting of Members (AGM) given to each voting member shall contain the names of the directors nominated for election in alphabetical order, if any election of directors is required; and shall provide the text of any resolutions to be voted on; and
 - (iii) A notice of a special meeting of members shall state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business; and state the text of any resolution to be submitted to the meeting.

RCMP Veterans' Association Manual 2022

The consolidated financial statements to be sent to every member in the notice of the annual meeting of members shall contain the balance sheet, income statement, and the statement of change in financial position on a comparative basis (current year and the previous year), along with the opinion of the public accountant.

PART 13 – INDEMNITIES TO DIRECTORS AND OTHERS [SEE BY-LAW NO. 1 – SECTION 11]

13.01 General

- (a) In accordance with the By-Law, the Association maintains, within the reasonable financial capacity of the Association, a commercial general liability insurance policy which includes a non-profit organization insurance policy for the ability to provide indemnification to those individuals and for those events described in the insurance policy. A copy of this policy is held in the Association office.
- (b) This non-profit section of the insurance policy, with a limit of \$2,000,000 per individual/event, is intended to provide the ability to indemnify the Board, Division Executives, members and other volunteers for liability due to a negligent act resulting in bodily injury or physical damage to a third party. The policy covers acts of officers, employees, volunteers and members, on an occurrence basis of:
 - (i) Premises and operations owned or leased property and land;
 - (ii) Participant injury, club and sports related activities;
 - (iii) Contractual indemnity provisions of leases and contracts;
 - (iv) Personal injury, libel, slander, false arrest and discrimination;
 - (v) Advertising and publishing activities;
 - (vi) Automobile, non-owned;
 - (vii) Medical expenses;
 - (viii) Liquor liability; and
 - (ix) Tenants' legal liability.

Most events that are undertaken within the divisions are automatically covered by the Association commercial general liability policy. There are, however, certain events that are not. For example, events such as the AGM, and golf tournaments, where there are large numbers of people in attendance, food and/or liquor involved, vehicles being required for transportation purposes and so on. In these cases, the insurance company needs to be informed so they can assess the additional risks involved. Usually, the Association insurance provides adequate coverage for such events, but in instances where the insurance company perceives abnormal risks, then they will provide special coverage at a rate to be determined, but normally in the range of \$150.

- (c) All divisions are covered under this insurance policy, with the premium being included within the annual dues.

RCMP Veterans' Association Manual 2022

- (d) A division hosting an AGM or other special event, several months prior to the event date needs to notify the CAO with the following information in order to seek advice from the insurance broker:
 - (i) Nature of the event and the date(s) involved;
 - (ii) Name of city where event is taking place;
 - (iii) Identity of venue(s) where the event is being held;
 - (iv) Approximate number of people that will be in attendance, whether food and/or liquor is being served;
 - (v) Transportation issues, *e.g.*, number of vehicles being used, distances involved and who will drive them (*e.g.*, retired member volunteers); and
 - (vi) Any other information that may be pertinent or requested by the CAO.

PART 14 – DISPUTE RESOLUTION [SEE *BY-LAW NO. 1 – SECTION 12*]

14.01 General

The dispute resolution process is outlined in section 12 of the By-Law. It is expected that disputes will exhaust all internal forms of resolution before the external method is pursued.

PART 15 – ASSOCIATION PROGRAMS

15.01 General

- (a) The programs of the Association are designed and developed for the benefit and support of the members of the Association and to fulfill the purposes of the Association as contained in the Articles. Certain programs, such as the Grave Inspection Program and the Benefit Trust Fund, are administered on behalf of other organizations, including the RCMP.
- (b) The management of programs established for the benefit of Association members is administered by a standing committee of the Board and may be coordinated by a member appointed by the Board.
- (c) The coordination of all programs includes leadership by, and participation from, the Association office and the divisions.
- (d) An annual report on each program is submitted to the members at each AGM.

15.02 Support and Advocacy

- (a) Support consists of providing individualized attention to members and others to assist them in obtaining various health benefits and entitlements so as to improve the physical, psychological and social well-being of members and their families.

RCMP Veterans' Association Manual 2022

- (b) Advocacy consists of seeking to have RCMP Veterans' Association voices heard in order to safeguard existing rights and benefits, and to promote improvements to the coverage of, and access to, health and pension benefits.
- (c) Guidance and direction of this program is the responsibility of the Chair, Support and Advocacy Committee, appointed by the Board, and working under the general direction of the CAO, working closely with the all directors and committee members.
- (d) The Chair, Support and Advocacy:
 - (i) Liaises with Association partners such as the Royal Canadian Legion Dominion Command, National Association of Federal Retirees, Veterans Affairs Canada, National Police Federation and other partners contributing to the interests and benefits of the membership;
 - (ii) Working with divisions, identifies and appoints advocates for each division; and
 - (iii) Chairs meetings and coordinates regular contact with the division advocates, generally via electronic means, and reports the outcome of meetings for the information of the Board.
- (e) Division advocates are appointed for a two-year term, which term may be extended by mutual consent. Division advocates will act in the interests of their own division membership and are to be made aware of educational training activities available to members of the Association. Knowledge of policies and practices of insurance, dental and health plans affecting the membership is encouraged.
- (f) Each advocate is required to maintain strict confidentiality when dealing with any request for personal assistance.
- (g) All advocate positions are voluntary positions, but any expenses incurred while representing the Association and its members will be reimbursed in accordance with the financial policy outlined in Manual Part 10 – Corporate Finance.

15.03 RCMP Benefit Trust Fund

- (a) The RCMP Benefit Trust Fund (RCMPBTF) is established by section 23 of the *RCMP Act*. The purposes of this fund are identified in that Act and Regulations and more specifically detailed in Manual Appendix "F".
- (b) The RCMPBTF is maintained by the RCMP, and is not funded from the consolidated revenues of the government as part of the overall government budget. The source of revenue for the RCMPBTF is fees or awards paid or granted to any member in connection with the performance of their duties. In addition, all forfeitures and fines attributable to a member are included as sources for this fund.
- (c) By Memorandum of Understanding (MOU) of July 30, 1988, some of the administrative duties required by the RCMP in implementing the RCMP Benefit Trust

RCMP Veterans' Association Manual 2022

Fund benefits pertinent to former members, were transferred to the Association along with a revolving fund of \$50,000.

Elements of RCMPBTF transferred to RCMPVA

1. Promoting centralized services having a positive effect upon the welfare of former members, *e.g.*, assistance programs, employment information, secretarial assistance;
2. Distributing information, facilitating contact between former members;
3. Working closely with the Benefit Trust Fund Advisory Committee of the Royal Canadian Mounted Police in pursuing the objectives of the Fund;
4. Assisting by way of a grant, former members of the Force, or dependents of a deceased former member who are in financial distress due to causes that could not have been reasonably avoided;
5. Provide the cost of a reasonable burial for a former member who dies without leaving sufficient funds for a reasonable burial, and for whom there is no other source from which the burial expenses can be paid; and
6. Purchase wreaths in honour of former members.

15.04 Financial Assistance from the RCMP Benefit Trust Fund

- (a) Funds are available from the RCMPBTF to give financial relief and promote the wellbeing of qualified applicants who are in need of financial assistance.
- (b) Qualified applicants for RCMPBTF assistance, for the purposes of the RCMPVA, are:
 - (i) Former members of the RCMP (whether or not a member of the Association); and
 - (ii) Dependents of a former member.
- (c) Prior to making application to the RCMPBTF, all potential sources of financial assistance, such as relatives, federal, provincial and municipal social programs, fraternal clubs or any other possible source of assistance, must be exhausted.
- (d) Financial assistance may be given in the form of a single grant, or where justified, a series of payments made over a period of time. When a series of payments are approved, the Division Executive is responsible for retaining the funds advanced to the division and dispensing the required amounts as directed. Should the recipient's circumstances improve to the point where periodic payments are unnecessary, or in the case of a recipient's death, unused funds are to be returned to the Treasurer.
- (e) The Board is responsible for the administration of the RCMPBTF on behalf of the RCMP Benefit Trust Fund Committee. The CAO, in coordination with the Board appoints an Association Benefit Trust fund Coordinator to administer the RCMP Benefit Trust Fund program.
- (f) At the division level, the division president should appoint a division BTF coordinator who will be responsible for investigating requests for financial assistance. This individual may be the same as the division advocate.
- (g) The types of assistance that may be obtained from the RCMPBTF include, but are not limited to, living costs where the applicant's reasonable living costs exceed his/her income and the RCMPBTF will consider funding the difference.

RCMP Veterans' Association Manual 2022

- (h) The RCMPBTF will not normally provide funding for tuition fees and other associated costs for institutions of higher learning; however, if such fees would result in the applicant being better qualified for employment and thereby not need RCMPBTF assistance, then such fees may be considered.
- (i) The RCMPBTF may pay for special needs such as eye glasses, special footwear, dental care, or other appliance in the form of onetime payments, where the expense of such items would necessarily cause an applicant undue financial hardship, and the appliance is not available through other sources of funding.
- (j) The program will consider repairs and alterations to living accommodation where those repairs are reasonable and are required to ensure that a disabled applicant is accommodated.
- (k) To ensure consistency with requests for financial assistance via the RCMPBTF, a standard form will be used by all divisions. For consistency purposes in applying for all benefits administered through the Association, it is suggested that the format of Manual Appendix "B" be adopted.
- (l) In investigating requests for assistance, benefits officers and members must be guided by the RCMPBTF Advisory Committee guidelines. The division benefits officer may request the assistance of the Association Benefits Officer, if necessary.
- (m) If an investigation indicates that assistance is warranted, the member's application will be sent to the Association Benefits Officer, who will review the application and make recommendation to the Chair, Support and Advocacy responsible to the RCMPBTF.
- (n) All benefits officers are voluntary positions, but any expenses incurred while representing the Association and its members will be reimbursed in accordance with the financial policy outlined in Manual Part 10 – Corporate Finance.

15.05 Memorials

- (a) A death of a former member of the RCMP may be recognized on behalf of the RCMP Veterans' Association, by either a floral arrangement or a memorial donation.
- (b) Floral Arrangements
 - (i) Upon the death of a former member of the RCMP (whether an Association member or not), the RCMPBTF authorizes a floral arrangement (identified as a 'wreath' in the Regulations and MOU) to a maximum of \$100 (an amount set by the Benefit Trust Fund Advisory Committee); and
 - (ii) The process for the division to access this benefit and the Association to obtain reimbursement from the RCMPBTF is as follows:
 - The division acknowledges the deceased by the purchase of a floral arrangement;
 - The division submits a receipt for the payment for the floral arrangement to the Association office;

RCMP Veterans' Association Manual 2022

- The Association office issues payment to the division for reimbursement of the payment for the floral arrangement, to a maximum of \$100;
 - The Association office submits the proof of payment (by both the division and the Association) to the RCMPBTF, usually on a quarterly basis; and
 - The RCMPBTF reimburses the Association for the amount of their disbursements to the division.
- (iii) If a floral arrangement is made by the division, and reimbursement is requested, a memorial donation request cannot be made; and
- (iv) If a floral arrangement is made by the division but no reimbursement is requested, a memorial donation may also be requested.
- (c) Memorial Donations to a Charity
- (i) Upon the death of an Active Member or Life Member of the Association, the RCMP Veterans' Association Foundation will provide, upon application, a memorial donation to a qualified donee of choice as determined by the family of the deceased, or if there is no declaration by the family, as determined by the division;
- (ii) The process for a division to access this benefit is as follows:
- The request is forwarded by regular mail to the RCMP Veterans' Association Foundation, c/o RCMP Veterans' Association; **OR**, via email directly to the Treasurer, RCMP Veterans' Association Foundation at rcmpvafoundation@gmail.com;
 - The request must include: full name of deceased; regimental number; membership status in the Association; date of death; name and address of the qualified donee (and the donee's charitable registration number if known); name and address of next-of-kin for acknowledgement purposes;
- A copy of an obituary or email notification of death by itself is not sufficient to initiate a memorial donation.
- The RCMPVA Foundation issues payment directly to the qualified donee;
 - The RCMPVA Foundation, in a covering letter to the qualified donee, indicates the name of the member memorialized, that the donation is made on behalf of the Association and the division making the request, and includes the name and address of the next-of-kin so that acknowledgement of the donation can be made to the next-of-kin by the qualified donee; and
- (iii) The Association, upon receipt of an invoice from the RCMPVA Foundation, reimburses the RCMPVA Foundation an amount of \$50 per charitable donation made on behalf of a deceased Active Member or Life Member.

RCMP Veterans' Association Manual 2022

15.06 Gravesite Inspection

- (a) This program is established under the control of the Chair, Support and Advocacy to provide assistance to the RCMP.
- (b) The program is mandated to:
 - (i) Pay annual visits to the graves of deceased members;
 - (ii) Record the grave location;
 - (iii) Maintain and/or repair the markers, as required;
 - (iv) Request corrective action of cemeteries in which grave markers have deteriorated or fallen into disrepair;
 - (v) Report to the Chair, Support and Advocacy Committee for remedial action by the RCMP, Regimental Markers that have been damaged; and
 - (vi) Request, through the Association office, a Regimental Marker for the unmarked grave of a qualifying member.
- (c) At the division level, the member who is responsible for the program will submit an annual report of visits to each of the detachments which have grave sites in their geographical area, who in turn will provide this report to the Commanding Officer of the RCMP division. A copy of the report is also sent to the CAO.
- (d) The division member responsible for this program works closely with the Manager, Historical Research Program in the identification and location of previously unknown grave sites of deceased former members of the RCMP found during cemetery visits or revealed by historical research.

15.07 Graves Committee

- (a) The Chair, Support and Advocacy appoints a graves committee of veterans from several divisions across Canada who are dedicated to locating and documenting the graves of members of the RCMP for inclusion on the RCMP Graves national database.
- (b) The graves committee is mandated to attempt to locate graves of members on the Original 300/March-West and members on the RCMP Honour Roll, and to report the location, type of headstone on the grave and the condition of the grave(s).

15.08 Honours and Recognition

At the time of publication of this Manual, the terms of reference for this committee are under review.

RCMP Veterans' Association Manual 2022

PART 16 – RCMP VETERANS' ASSOCIATION FOUNDATION

16.01 General

- (a) The RCMP Veterans' Association Foundation is incorporated as a separate not-for-profit corporation under the CNCA. (it is also sometimes referred to as RCMPVA Foundation, RCMPVA Charity, and Charité de l'Association des vétérans de la GRC).
- (b) The Association is the sole corporate member of the RCMPVA Foundation.
- (c) The RCMPVA Foundation is a registered charity with the Canada Revenue Agency and being the charity arm of the Association is able to provide an official receipt for income tax purposes, for donations received by it.

The Charitable Purposes of the RCMPVA Foundation

- (a) To relieve poverty by providing financial assistance to current or former RCMP members or employees and/or their immediate families and/or their dependents who by reason of their circumstances are in need of financial assistance;
- (b) To relieve conditions associated with disability by providing financial assistance to current or former RCMP members or employees and/or their immediate families and/or their dependents who by reason of their disability are in need of residential modifications or mobility assistance;
- (c) To provide grief support for current or former RCMP members or employees and/or their immediate families and/or their dependents on the death, injury, or displacement of serving RCMP members or employees in the performance of their duties;
- (d) To provide a public amenity by establishing and maintaining memorial structures and/or cemeteries for the public, of current RCMP members or employees who were killed in the performance of their duty, with a view to commemorating the event and/or the fallen individuals and educating the public about them;
- (e) To advance education by providing publicly available scholarship, bursaries, and other forms of financial assistance to youth from communities that are under-represented in the RCMP, so that such youth can obtain the educational requirements for becoming an RCMP member or employee; and
- (f) To receive and maintain a fund or funds and to apply all or any part of the principal and income therefrom, from time to time, to qualified donees as defined in subsection 149(1)(l) of the *Income Tax Act (Canada)*.

16.02 Donations

- (a) Donations to the RCMPVA Foundation can be made in the following manner:
 - (i) By posting a cheque via regular mail to the RCMP Veterans' Association Foundation, c/o Canadian Police College, Box 8900 STN T-CSC, Ottawa, ON, K1G 3J2; or
 - (ii) Via INTERAC email transfer to rcmpvafoundation@gmail.com.
- (b) Official receipts for income tax purposes require the following information be provided to the RCMPVA Foundation at the time of donation:
 - (i) Full name of donor;

RCMP Veterans' Association Manual 2022

- (ii) Address of donor; and
- (iii) Email of donor if receipt is requested via email.

PART 17 – ORDERS OF DRESS

17.01 General

At the time of publication of this Manual, the Orders of Dress are under review.

RCMP Veterans' Association Manual 2022

Appendix "A" – Annual Planning Cycle Calendar

LEGEND

In this calendar, the following abbreviations are utilized:

ACentres = Accounting Centres (Association office, divisions, RCMPVAF)

ACFS = Audited Consolidated Financial Statements

AMM = Annual meeting of members

AO = Association office (CPC Ottawa)

AS = Association Secretary

AT = Association Treasurer

BTF = RCMP Benefit Trust Fund

Board = RCMPVA Board of Directors

CRA = Canada Revenue Agency

NFPO = Not-for-profit organization

RCMPVAF = RCMP Veterans' Association Foundation

Month	Date	What	Who
January	1	Fiscal year begins	
	1	ALL Active Members dues payable	Active Members
	1	ALL division contribution fees payable	Active, Life & Associate members, as applicable
	1	Chair of Nominating Committee appointed	Board
	5	Update Association database	Division database operator to AO
	15	Submit Q4 BTF claims	AO to BTF
	15	Submit Q4 memorial donation claims	RCMPVAF to AO
	15	Nominating Committee	Board (CAO) to all members
	31	RCMPVAF membership dues payable	AO to RCMPVAF
	31	All dues and contributions to be paid	All members
	31	Prepaid & monthly dues/division remittances/transfer	Division treasurer to AO
February	15	Submission of prior year's financial information	Division treasurer to AO for divisions not using accounting software
	28/29	Monthly dues/division remittances/transfer	Division treasurer to AO
March	15	Submission of prior year's financial information	Division treasurer to AO for divisions using accounting software
	31	Monthly dues/division remittances/transfer	Division treasurer to AO
	31	Eligible voter certification	Division secretary/membership
April	~1	eVote eligible voters database extract	AS to Simply Voting

RCMP Veterans' Association Manual 2022

	5	Deliver prior year's consolidated financial information for audit	AT to Public Accountant
	15	All financial centres prior year performance report	Divisions and AO to Board, finance and & audit committee
	15	Submit Q1 BTF claims	AO to BTF
	15	Submit Q1 memorial donation claims	RCMPVAF to AO
	30	Monthly dues/division remittances/transfer	Division treasurer to AO
May	15	Audited consolidated financial statements	AT to members in advance of AGM
	15	Association ACFS to Corporations Canada	AO to Corporations Canada
	24-Jun 7	AGM resolution to appoint public accountant	AT to Board and members (eVote)
	31	Monthly dues/division remittances/transfer	Division treasurer to AO
June	30	Association NFPO filing	AT to CRA
	30	Monthly dues/division remittances/transfer	Division treasurer to AO
July	15	Submit Q2 BTF claims	AO to BTF
	15	Submit Q2 memorial donation claims	RCMPVAF to AO
	31	Semi-annual current year variation report	All ACentres to AT, Chair, finance and audit committee
	31	Monthly dues/division remittances/transfer	Division treasurer to AO
August	26	Annual corporate reports to Corporations Canada	AO to Corporations Canada
	31	Annual NFPO review and guidance report	AT to Board, divisions
	31	Monthly dues/division remittances/transfer	Division treasurer to AO
September	30	Following year membership dues set	Board and forward to divisions
	30	Following year annual contribution rate set	Divisions and forward to AT
	30	Preliminary next years' budget	Board and divisions to AT
	30	Update online rates	AT to website manager
	30	Finalize next year's AGM funding	AT & AGM host
	30	Monthly dues/division remittances/transfer	Division treasurer to AO
October	1-24	Board strategic session	At direction of Association Chair
	~5	Launch prepaid membership fees for next year	Website manager
	15	Submit Q3 BTD claims	AO to BTF
	15	Submit Q3 memorial donation claims	RCMPVAF to AO
	15	Division contribution rates set	Division Executive/members

RCMP Veterans' Association Manual 2022

	31	Update Association strategic directions	Board to divisions
	31	Monthly dues/division remittances/transfer	Division treasurer to AO
		Division contribution rates sent to AO	Division treasurer to AO
November	15	Submit budgets to AO	Division treasurer to AO
	30	Issue financial affairs annual bulletin	AT to divisions
	30	Monthly dues/division remittances/transfer	Division treasurer to AO
December	15	Final monthly dues/division remittances/transfer	Division treasurer to AO
	31	Issue consolidated budget to members	AT to Chair, finance & audit committee, Board, divisions
	31	Fiscal year end	

RCMP Veterans' Association Manual 2022

Appendix "B" – Assistance Application Format

[The contents listed below are the elements required in making application to the RCMP Veterans' Association Foundation or the RCMP Benefit Trust Fund. All factors must be completed prior to application submission.]

1. Applicant Information

- Name (Surname and given name/s)
- Date of Birth
- Address (Street, City, Postal Code)
- Contact information (Telephone- home and mobile, and email, if applicable)

2. Former Member Identification

- Regimental Number
- Name (Surname and given name/s)
- Service period (from...to...)
- Address (Street, City, Postal Code)
- If Applicable: Date deceased (Y-M-D); Name of next-of-kin (Surname, and given name/s); Relationship to deceased

3. Background Information

- Reason for the application being made:
- What caused the present situation?
- Other avenues of assistance sought from other agencies and family members

4. Particulars of Persons Residing in Household

- Name/s; Relationship; Age; Status (work/school); Monthly income; Health conditions
- Previous assistance Obtained; Date received; Amount; Reasons

5. Specify Disabilities Which Require Special Attention

6. Specify Outside Assistance Required to Maintain an Independent Life-style

7. Assets (include spouse/partner assets)

- Cash on hand
- Savings
- Chequing
- Money owed to you on demand
- Canada Savings Bonds
- Investment certificates
- Stocks and bonds
- Mutual funds
- Real estate investment (not including personal residence)
- Business interests
- Value of residence (expected selling price)
- Vehicles (make; model; year; value)
- Household furnishings/tools
- Collections (Stamps, coins, etc.) and approximate value
- Recreational equipment/vehicles
- Other assets

RCMP Veterans' Association Manual 2022

8. Liabilities

- Mortgage (1)
- Mortgage (2)
- Credit card (1)
- Credit card (2)
- Credit card (3)
- Credit card (4)
- Specify other debt

9. Monthly Household Income

- RCMP Superannuation
- Employment earnings
- Old Age Pension and supplement
- Canada Pension Plan
- Guaranteed Annual Income Supplement
- VAC or Disability gains
- General welfare assistance
- Family benefit allowance
- Employment insurance
- Family insurance (life or accident)
- Worker's compensation
- Monthly interest from bank
- Interest from investments
- Income from family members
- Annuity – RIF/RRSP/TFSA, etc
- Other income (specify)
- RCMP Benefit Trust Fund/RCMPVA Foundation
- TOTAL MONTHLY INCOME

10. Monthly Expenses

- Loans
- Rent/mortgage payments
- Utilities (Electricity; water; phone; electronics)
- Fuel for household
- Home and auto insurance
- Other insurances (Life, medical, dental)
- Food and personal care
- Continuing medical costs (drugs, etc.)
- Clothing
- Transportation expenses
- Household maintenance
- Entertainment
- List other expenses separately
- TOTAL MONTHLY EXPENSES

11. Declaration

I solemnly declare the above information is true and I hereby consent to the release of any personal information which, in the opinion of the Advocate, the RCMPVA Foundation or the RCMP Benefit Trust Fund, may be deemed necessary in the investigation of my case.

RCMP Veterans' Association Manual 2022

Signature of Applicant & Date

Signature of Spouse/Partner & Date

12. Investigator's Summary and Recommendations

On a separate page provide a summary and the current status of the situation.

Signature of Investigator & Date

13. Division Advocate Recommendation, Comments and Approval or Denial

On a separate page provide the necessary documentation, comments and approval/denial for transmission to national advocate.

Signature of Division Advocate & Date

RCMP Veterans' Association Manual 2022

Appendix "C" – Delegation of Financial Authorities

RCMP Veterans' Association

Revised: January 1, 2022

Levels of Authority (to commit & spend)

Organization Positions	Budget Setting	Operating Expenses Up to Budget Limit or Max. of \$10,000	Operating Expenses Over \$10,000	Purchase or Lease Long Term Assets	Contract for Services Up to \$10,000	Contract for Services Over \$10,000	Issuing Debt Financing	Personnel Employment
Notes:	1	Requires quorum & approved Motion in Minutes						
Association Office								
Board of Directors	1		X	X		X	X	X
Chief Administration Officer		X			X			
Association Committee Chairs		X			X			
Division Operations								
Division Membership	1	Requires quorum & approved Motion in Minutes						
Division Executive Committee		X			X			
Board of Directors			X	X		X	X	X
Levels of Authority (to authorize payment)								
Notes:	Requires confirmation of goods/services received							
Association Office								
Association President		X	X	X	X	X	X	X
Association Treasurer		X	X	X	X	X	X	X
Division Operations								
Division President or Delegate		X			X			
Division Treasurer		X			X			
Association Treasurer			X	X		X	X	X
Levels of Authority (to issue payment)								
Notes:	Minimum signatories/authorizations per payment is "2"							
Association Office								
Office Assistant		X	X	X	X	X	X	X
Chief Administration Officer		X	X	X	X	X	X	X

RCMP Veterans' Association Manual 2022

Division Operations								
Division Treasurer		X	X	X	X	X	X	X
Division Secretary or Delegate		X	X	X	X	X	X	X
General Notes:								
Dated: December 1, 2021								
1. CAO responsible for all Association office operating expenses including support services under contract.								
2. Committee Chairs will receive an annual budget amount assigned to the committee.								
3. RCMPVA By-Law No. 1, section 8.07 requires Board approval to engage employees or enter into a personal services contract.								
4. Exceptions not included above to be referred to the Association Treasurer.								

RCMP Veterans' Association Manual 2022

Appendix "D" – Certificate of Continuance Elements

Title: Certificate of Continuance
Canada Not-for-profit Corporations CNCA

Certificat de prorogation
Loi Canadienne sur les organisations à but non
lucratif

Corporate Name: Royal Canadian Mounted Police Veterans' Association/Association
des Anciens de la Gendarmerie Royale du Canada

Corporation Number: 058721-4

Certified & Signed by: Virginie Ethier – Director

Date of Continuance: 2014-06-27

Canada Not-for-Profit Corporations CNCA (NFP Act)
Form 4031
Articles of Continuance (transition)

To be used only for a continuance from the Canada Corporations Act, Part 11.

1. **Current name of the corporation**
Royal Canadian Mounted Police Veterans' Association/Association des Anciens de la
Gendarmerie Royale du Canada
2. **If change of name is requested, indicate proposed corporate name**
-
3. **Corporate number**
058721-4
4. **The province or territory in Canada where the registered office is situated**
Ontario
5. **Minimum and maximum number of directors**
Minimum number – 4 Maximum – 11
6. **Statement of purpose of the corporation** (amended 2022-06-03)
To promote and assist in the promotion and advancement of the best interest of Canada,
especially respect for its Constitution; to be of service to the Government of Canada when
required and requested; to cooperate with and render assistance to the Police, especially the
Royal Canadian Mounted Police, in all matters of common interest; to promote the physical,
social and economic welfare of the Association's members and their immediate families; to
establish a registered charity corporation to carry out charitable activities as determined from
time to time on behalf of the Association, and to elect directors to this corporation to administer
and manage these charitable activities; to provide support to community services or
organizations of a charitable or benevolent nature.
7. **Restrictions on the activities that the corporation may carry on, if any** (amended 2202-06-
03)
No part of the corporation shall be organized or operated for the purpose of making a profit

RCMP Veterans' Association Manual 2022

8. **The classes, or regional or other groups, of members that the corporation is authorized to establish.**

Membership of the Association shall be divided into two groups: Voting and Non-voting Members. Categories shall be defined within the by-laws.

9. **Statement regarding the distribution of property remaining on liquidation**

On liquidation, any property of the Association remaining after the discharge of any liabilities of the Association, including the Association's obligation to return any property a person has transferred to the Association subject to the condition that it be returned on dissolution of the Association, shall be distributed to one or more qualified donees, within the meaning of subsection 248(1) of the *Income Tax Act*.

10. **Additional provisions, if any**

The directors may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next Annual General Meeting, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous Annual General Meeting, and for greater certainty, shall not exceed the maximum number of directors specified in these Articles.

11. **Declaration**

I hereby certify that I am a director or an authorized officer of the corporation continuing into the NFP CNCA.

Signature: *A. Rivard* - Al Rivard

RCMP Veterans' Association Manual 2022

Appendix "E" – Fundamental Changes & Voting Rights

The *Canada Not-for-profit Corporations Act* sets out the criteria for the amendment of the articles or by-laws of the corporation. Fundamental changes require a special resolution, i.e. two-thirds (2/3) majority of the votes cast, to be approved.

These fundamental changes are spelled out in subsection 197(1) of the CNCA.

197(1) A special resolution of the members – or, if section 199 applies, of each applicable class or group of members – is required to make any amendment to the articles or the by-laws of a corporation to

- (a) change the corporation's name;
- (b) change the province in which the corporation's registered office is situated;
- (c) add, change or remove any restriction on the activities that the corporation may carry on;
- (d) create a new class or group of members;
- (e) change a condition required for being a member;
- (f) change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;
- (g) divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;
- (h) add, change or remove a provision respecting the transfer of membership;
- (i) subject to section 133, increase or decrease the number of – or the minimum or maximum of – directors fixed by the articles;
- (j) change the statement of the purpose of the corporation;
- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the corporation;
- (l) change the manner of giving notice to members entitled to vote at a meeting of members;
- (m) change the method of voting by members not in attendance at a meeting of members;
or
- (n) add, change or remove any other provision that is permitted by this CNCA to be set out in the articles.

199(1) The members of a class or group of members are, unless the articles otherwise provide in the case of an amendment referred to in paragraphs (a) and (e), entitled to vote separately as a class or group on a proposal to make an amendment referred to subsection 197(1) to

- (a) effect an exchange, reclassification or cancellation of all or part of the memberships of the class or group;
- (b) add, change or remove the rights or conditions attached to the memberships of the class or group, including

RCMP Veterans' Association Manual 2022

- (i) to reduce or remove a liquidation preference, or
 - (ii) to add, remove or change prejudicially voting or transfer rights off the class or group;
- (c) increase the rights of any other class or group of members having rights equal or superior to those of the class or group;
- (d) increase the rights of a class or group of members having rights inferior to those of the class or group to make them equal or superior to those of the class or group;
- (e) create a new class or group of members having rights equal or superior to those of the class or group; or
- (f) effect an exchange or create a right of exchange of all or part of the memberships of another class or group into the memberships of the class or group.

RCMP Veterans' Association Manual 2022

Appendix “F” – RCMP Benefit Trust Fund Elements

5.01 RCMP Benefit Trust Fund - Act

The RCMP Benefit Trust Fund (RCMPBTF) is established by section 23 of the *RCMP Act*¹. The purposes of this fund are:

- (a) for the benefit of members and former members and their dependents;
- (b) as a reward, grant or compensation to any person who assists the Force in the performance of its duties in any case where the Minister is of the opinion that the person is deserving of recognition for the service rendered;
- (c) as a reward to any person appointed or employed under the authority of the Act for good conduct or meritorious service; and
- (d) for such other objects for the benefit of the Force as the Minister may direct.

5.02 RCMP Benefit Trust Fund – Regulations

The *Royal Canadian Mounted Police Regulations, 2014*² identify with more particularity:

51(1) Grants may be made out of the Benefit Trust Fund to:

- (a) a member who is in financial distress due to causes that are beyond the member's control;
- (b) a member in recognition of the member's outstanding contribution in bringing an important investigation to a successful conclusion;
- (c) a member in recognition of any act of special endurance or bravery or any act demonstrating outstanding professional ethics or integrity in the performance of the member's duties;
- (d) a member, to the extent that the Government of Canada or the government of a province is unwilling or unable to reimburse the member for loss or damage to the member's personal effects or property in the performance of the member's duties;
- (e) a member who is discharged from the Force while still in need of medical treatment;
- (f) a former member or dependents of a deceased former member who are in need of financial assistance;
- (g) the Royal Canadian Mounted Police Veterans' Association to maintain a program to seek out and assist former members and their dependents under terms and conditions set out by the advisory committee;
- (h) the spouse or common-law partner and the dependents, parents, brothers, sisters of a member, public service employee, reservist or auxiliary constable who is killed on duty, for expenses they incurred while travelling to a Force memorial service, approved by the Commissioner in honour of the deceased, in the manner and amount determined by Treasury Board;
- (i) the spouse or common-law partner and the dependents, parents, brothers and sisters of a member, public service employee, reservist or auxiliary constable who is killed on duty, for expenses they incurred while travelling to a criminal trial, public inquiry or parole review in relation to that death;

¹ *Royal Canadian Mounted Police CNCA* (R.S.C. 1985 c.R-10)

² *Royal Canadian Mounted Police Regulations, 2014* (SOR/2014-281)

RCMP Veterans' Association Manual 2022

- 51(2) Grants may be made out of the BTF for the purpose of:
- (a) covering reasonable costs of a burial for a former member who dies without leaving sufficient funds for their burial and in respect of whom there is no other source from which the burial expenses can be paid;
 - (b) purchasing wreaths in honour of deceased former members;
 - (c) covering costs associated with engraving memorial plaques and creating an honour roll page at the RCMP Academy, "Depot" Division to honour a member, public service employee, reservist or auxiliary constable who is killed on duty;
 - (d) covering the reasonable funeral reception expenses if the death of a member is duty-related;
 - (e) purchasing and installing an honour roll or memorial plaque in the division in which a member was posted at the time that the member was killed on duty;
 - (f) covering the costs of a memorial service held at the RCMP Academy, "Depot" Division to honour a member, public service employee, reservist or auxiliary constable who is killed on duty;
 - (g) paying travel expenses incurred by persons while travelling on Benefit Trust Fund business, including those incurred by persons who are requested by the advisory committee to appear before the committee, in the manner and amount determined by Treasury Board;
 - (h) covering the costs of improving and maintaining real property or immovables within Canada used as recreational areas by members, former members, spouses or common-law partners and their dependents;
 - (i) covering the costs of providing a member at the time of retirement with the identification badge of the member;
 - (j) supporting members participating in competitions of marksmanship; and
 - (k) further assisting members, former members, spouses or common-law partners and their dependents, in amounts authorized by the Commissioner.