



BY-LAW NO. 1

A By-law relating generally to the conduct of the affairs of

ROYAL CANADIAN MOUNTED POLICE VETERANS' ASSOCIATION
ASSOCIATION DES ANCIENS DE LA GENDARMERIE ROYALE DU CANADA
(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

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SECTION 1 – GENERAL

1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) “Act” means the *Canada Not-for-profit Corporations Act* (S.C. 2009 c.23) including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, or amended;
- (b) “Active Member” means a class of membership as described in section 2, and is a voting member;
- (c) “articles” means the original or restated Articles of Continuance (transition) for the Corporation;
- (d) “Associate Member” means a class of membership as described in section 2, and is not a voting member, except as provided for by section 199 of the Act;
- (e) “Association” means the Corporation and is the Royal Canadian Mounted Police Veterans’ Association;
- (f) “Association Council” means all division presidents, collectively;
- (g) “Board” means the directors collectively, as described in section 3;
- (h) “by-law” means, with equal meaning whether referenced in the singular or plural, this by-law and any other by-laws of the Association which are in force and effect;
- (i) “director” means a person elected or appointed to the Board, as described in section 3;
- (j) “division” means an unincorporated branch of the Association, as described in section 9;
- (k) “Division Executive” means the individuals elected to fill positions as described in section 9;
- (l) “Governors” means a group comprised of former Presidents of the Association (except a Past-President who is a director), which provides advice to the Board and performs other duties as prescribed in these by-laws; and as a group elects their own Chair;
- (m) “in good standing” means an Active Member whose dues and division annual contribution for the current year have been paid, and includes a Life Member;
- (n) “Life Member” means a member so appointed prior to June 27, 2014; is a voting member; and shall be exempt from paying annual dues;
- (o) “meeting of members” means, unless otherwise indicated in the by-law, a meeting as described in section 6, and includes both the annual general meeting of members, otherwise referred to as the Annual General Meeting (AGM), and any special meeting of members;
- (p) “member” means a member of any class of membership listed in section 2;

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- (q) “officer” means a person appointed as described in section 4;
- (r) “ordinary resolution” means a resolution required to be passed by a majority (50%+1) of the votes cast on that resolution;
- (s) “President” means the president of the Association;
- (t) “RCMP” means the Royal Canadian Mounted Police and includes the North West Mounted Police and the Royal North West Mounted Police;
- (u) “RCMP Act” means the *Royal Canadian Mounted Police Act* (R.S.C. 1985 c.R-10) including the Regulations made pursuant to that Act, as substituted or amended;
- (v) “Record Date” means the date fixed by the directors as being 60 days prior to the date of a meeting of members;
- (w) “Secretary” means the secretary of the Association;
- (x) “special resolution” means a resolution required to be passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;
- (y) “Treasurer” means the treasurer of the Association; and
- (z) “Vice-President” means the vice-president of the Association.

1.02 Interpretation

- (a) In the interpretation of this by-law, words in the singular include the plural and vice-versa; words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified in section 1.01 above, words and expressions defined in the Act have the same meanings when used in this by-law.
- (b) The English and French versions of the articles and by-laws are equally authoritative. In the event of a dispute, the original English version shall prevail.
- (c) Terms, phrases and definitions used in this by-law are meant to apply to the governance at the Association level. Similar or identical terms and phrases used at the division level may or may not have the same meanings, but such meanings shall not supersede the meanings used in this by-law.

1.03 Corporate Name

- (a) The Corporate name of the Association is Royal Canadian Mounted Police Veterans’ Association / Association des Anciens de la Gendarmerie Royale du Canada, and shall not be used outside the normal affairs of the Association without the express authority of the Board.
- (b) The other registered business names of the Association are:
 - (i) Royal Canadian Mounted Police Veterans’ Association;
 - (ii) RCMP Veterans’ Association;

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- (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.

1.04 Corporate Seal

The Association has a corporate seal in the form approved by the Board, and the Secretary shall be the custodian of the corporate seal.

1.05 Colours and Ensigns Armorial (Badge)

The Colours of the Association shall be scarlet and gold. The Ensigns Armorial of the Association (Badge) is that depicted upon the margin of a document subscribed by Malcolm Rogwald Innes of Edingight, writer to Her Majesty's Signet, Lord Lyon King of Arms of Scotland, on January 20, 1983.

1.06 Tipstaff

The Tipstaff of the Association is an ornamental staff of office borne as a symbol of the authority of the President to preside over a meeting of members.

1.07 Execution of Documents

- (a) Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association must be signed by any two (2) of its officers or directors, subject to the following: the Board may direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.
- (b) Such documents may be executed in counterparts in the same form and such parts so executed shall together form one original document and be read and construed as if one copy of the document had been executed.

1.08 Association Charity

- (a) To complement the Association in carrying out its charitable benevolent activities as stated in the articles, the Association will establish under the Act a separate corporation registered as a charity under the name RCMP Veterans' Association Foundation, to undertake and manage charitable activities consistent with the approved purposes described in its articles of incorporation. The charity will be managed by a board of directors elected from time to time by the member.
- (b) The sole member of the charity is the Association. The Board will appoint a director to represent the Association.

SECTION 2 – MEMBERSHIP

2.01 Definition

In this section:

- (a) “Auxiliary” means a volunteer participating in a provincial/territorial approved program, and under the authority of an RCMP division, to complement the RCMP in community policing services, crime prevention and public safety activities, but is not an RCMP employee;
- (b) “Municipal Employee” means a person working for the RCMP but hired and paid by a municipality;
- (c) “Public Service Employee” means a person employed by the RCMP under the provisions of the *Public Service Employment Act* including the Regulations as substituted or amended; and
- (d) “Reserve” means the Reserve of the RCMP established by section 11 of the RCMP Act.

2.02 Classes of Membership

- (a) The Association shall consist of two (2) classes of members: voting and non-voting.
- (b) The voting class of membership consists of Active Members and Life Members.
- (c) The non-voting class of membership consists of Associate Members, who shall not vote except as expressly provided for in section 199 of the Act.
- (d) A member of one class may not transfer membership to another class except as provided for in this by-law.
- (e) Pursuant to subsection 197(1) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Association to change the classes of members.

2.03 Active Member

- (a) A person may become an Active Member who is of good character, has applied and had their application reviewed and had their eligibility requirements confirmed by a division committee, and who is:
 - (i) a former member of the RCMP;
 - (ii) a former member of the Reserve;
 - (iii) a former Auxiliary member; or
 - (iv) a former Public Service Employee or Municipal Employee who has worked for the RCMP.
- (b) An Active Member application may be made in writing or by electronic means.

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- (c) Anyone who has been dismissed or discharged from, or otherwise ceased to be employed by the RCMP, because of discreditable conduct, is prohibited from membership in the Association.
- (d) Membership of an Active Member will be annual with the term ending on December 31 of each year, and may be renewed by paying the annual dues described in section 7 for the year in which the annual dues apply.

2.04 Associate Member

- (a) A person may become an Associate Member who is of good character, has applied and had their application reviewed and had their eligibility requirements confirmed by a division committee, and who is:
 - (i) a serving Regular Member of the RCMP;
 - (ii) the spouse/partner of an Active Member when that spouse/partner does not separately qualify as an Active Member;
 - (iii) the spouse/partner of a Life Member;
 - (iv) a Public Service Employee, a Municipal Employee, Reserve or Auxiliary currently serving with the RCMP; or
 - (v) the widow/widower/partner of a deceased serving or former member of the RCMP, or of a deceased member of the Association.
- (b) An Associate Member application may be made in writing or by electronic means.
- (c) Where a member is eligible as an Active Member and subsequently became employed by the RCMP, such member may join or continue as an Associate Member for the period of such employment.
- (d) An Active Member or Life Member may propose that a person not otherwise defined in this by-law be considered for membership as an Associate Member and recognized as an Honourary division member, if that person is of good character and has demonstrated an affinity to the Association. Such person, if recommended by a division committee, may be accepted as an Associate Member by ordinary resolution at a division meeting of members.

2.05 Membership Conditions

- (a) Any person who is a member of the Association prior to this by-law, shall remain a member of the Association, whether or not their eligibility for membership changes as a result of this by-law.
- (b) A membership may not be transferred to another member.
- (c) A Life Member is entitled to receive notice of, and vote at, all meetings of members.

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- (d) An Active Member who is in good standing by the Record Date, is entitled to receive notice to attend, and vote at, all meetings of members for which the Record Date applies.
- (e) All members entitled to vote at a meeting of members shall be entitled to not more than one (1) vote on any issue.
- (f) A member may withdraw from the Association by giving written notice to the division secretary of the division to which the member is affiliated.

2.06 Professional Conduct

- (a) The Division Executive shall have authority to expel, by special resolution, any member from the Association affiliated with their division, except a member of the Division Executive; and the Board shall have the authority to expel, by special resolution, any member, or a member of a Division Executive, from the Association for any one or more of the following grounds:
 - (i) violating any provision of the articles or by-laws;
 - (ii) carrying out any conduct that is not in the best interests of the Association as determined by the Division Executive or the Board, as the case may be, in their sole discretion; or
 - (iii) for any other reason that the Division Executive or the Board, as the case may be, in its sole discretion, considers to be reasonable having regard to the purpose of the Association.
- (b) Due notice and opportunity to be heard in writing shall be given before such expulsion. If the Division Executive expels any member of the Association, that member may make a written appeal to the Board within thirty (30) days of becoming aware of the decision of the Division Executive. The decision of the Board shall be final.
- (c) If the Board expels any member, a member of a Division Executive, or any division, from the Association, that member or that division, as the case may be, may make written appeal to a Committee of Governors within thirty (30) days of becoming aware of the decision of the Board. The Committee comprised of 3 Governors shall be established to conform with the terms and conditions outlined in policy by the Board. The decision of the Committee of Governors shall be final.
- (d) If there is no appeal, any member or any division expelled may, upon written application, be reinstated by the same authority that originally expelled the member or the division; or, if there was an appeal, by the same authority that confirmed the expulsion on appeal.
- (e) 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 unless the issue is solely a local matter, or unless authorized by the Board to do so, which authorization will not unreasonably be withheld.

2.07 Conflict of Interest

- (a) A conflict of interest occurs when the personal, professional, or business interests of any member or employee conflicts with the interests of the Association. Both the fact and the appearance of conflict of interest should be avoided.
- (b) Any member participating in a meeting where a conflict or potential conflict arises, and having disclosed such a conflict, shall recuse themselves from the discussion relating to that item and shall abstain from voting in relation to that item.

2.08 Termination of Membership

- (a) Membership in the Association is terminated when:
 - (i) the member dies;
 - (ii) the member resigns or withdraws from the Association;
 - (iii) the member is expelled in accordance with this section;
 - (iv) the annual dues of Active Members, or division annual contribution, if any, of Associate Members, is not remitted within one (1) year of the due date as described in section 7; or
 - (v) the Association is liquidated and dissolved under the Act.
- (b) Subject to the articles, upon termination of membership, the rights of the member automatically cease to exist.
- (c) Upon termination, the member shall be struck from the register of members.

2.09 Special Appointment

- (a) The incumbent Commissioner of the RCMP may be appointed by the President as Honourary President.
- (b) The Governor General of Canada, if he/she accepts such appointment, may be appointed by the President as Patron of the Association.
- (c) The Lieutenant Governor of a Province or the Territorial Commissioner of a Territory, if he/she accepts such appointment, may be appointed by a division president as Patron of one or more of the divisions within a Province or Territory, as the case may be.
- (d) The incumbent Commanding Officer of the RCMP division or of the policing jurisdiction within which the Association's division is located may be appointed by a division president as Honourary Division President.

SECTION 3 – DIRECTORS

3.01 Directors' Powers

The directors may exercise all such powers and do all such acts or things as may be exercised or done by the Association that are not by the Act, articles or by-laws expressly directed or required to be done in some other manner. Subject to the Act, articles and by-laws, the Board shall manage or supervise the management of the activities of the Association. The Board shall be accountable to the membership.

3.02 Director's Qualifications

A person is qualified to be a director:

- (a) If they are an Active Member in good standing or a Life Member; and
- (b) If they are not disqualified as described in subsection 126(1) of the Act.

3.03 Number of Directors

The Board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the Board shall be comprised of the fixed number of directors as determined by the members by ordinary resolution; or, if the ordinary resolution empowers the directors to determine the number, by ordinary resolution of the Board.

3.04 Composition and Term

- (a) Subject to the articles, the members will elect the directors at each annual meeting of members at which an election of directors is required. The directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of members following their election. The directors will take office at the termination of the annual meeting of members at which they were elected. Directors' terms shall be staggered, and directors may be re-elected.
- (b) The immediate Past-President shall serve as an ex-officio member of the Board, but may not vote at a Board meeting unless elected or appointed as a director.
- (c) The directors shall appoint from amongst the directors, the Board Chair, who shall also serve as the President, and the Board Vice-Chair, who shall also serve as the Vice-President, respectively.

3.05 Duties and Responsibilities

Every director, in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Association; and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

3.06 Removal of Directors

The members may by ordinary resolution passed at a special meeting of members, remove any director from office, and the vacancy created by such removal may be filled at the same meeting by the members, failing which it may be filled by the Board.

3.07 Vacancy in the Office of Director

- (a) The office of a director shall be automatically vacated and is effective when:
 - (i) the director dies;
 - (ii) the director delivers a written notice of resignation to the President or Secretary;
 - (iii) the director ceases to be qualified for election as a director; or
 - (iv) the director is removed from office by ordinary resolution of the members.

3.08 Filling Vacancy in Office of Director

- (a) A quorum of the Board may fill a vacancy in the Board, except for a vacancy resulting from:
 - (i) an increase in the number of minimum or maximum number of directors; or
 - (ii) a failure of the members to elect the number or minimum number of directors provided for in the articles.
- (b) A director appointed to fill a vacancy holds office for the unexpired term of their predecessor.

3.09 Appointment of Additional Directors

As the articles so provide, 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 meeting of members, but the total number of directors so appointed may not exceed one-third (1/3) the number of directors elected at the previous annual meeting of members.

3.10 Nominations

- (a) The Board shall appoint, on an annual basis, a Nominating Committee to oversee the nomination process for director nominations.
- (b) Members of the Nominating Committee are not eligible to stand for election.

SECTION 4 – OFFICERS

4.01 Appointment

- (a) The Board may designate the offices of the Association, appoint officers on an annual or more frequent basis, specify their duties and reasonable remuneration if appropriate, and, pursuant to the Act, delegate to such officers the power to manage the affairs of the Association.
- (b) A director may be appointed to any office of the Association.
- (c) An officer may, but need not be, a director unless these by-laws otherwise provide. Two (2) or more offices may be held by the same person.

4.02 Corporate Officers

- (a) Unless otherwise specified by the Board, the officers of the Association, if designated, or if the officers are appointed, shall be:
 - (i) President – The duties of the President shall be assigned to the director who is appointed as Chair of the Board. The President shall, when present, preside as the chair of all meetings of members and shall 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 appointed as Vice-Chair of the Board. If the President is absent or unable to refuse to act, the Vice-President shall preside as the chair at all meetings of members, and shall have such other duties and powers as the Board may specify;
 - (iii) Secretary – The Secretary shall be appointed from amongst the directors, or otherwise, and perform such duties as the Board may specify;
 - (iv) Treasurer – The Treasurer shall be appointed from amongst the directors, or otherwise, and perform such duties as the Board may specify; and
 - (v) Chief Administration Officer – The Chief Administration Officer shall be appointed by the Board to perform such duties as the Board may specify, and shall not be a director of the Association.
- (b) The powers and duties of all other officers of the Association shall be such as the terms of their engagement call for or the Board or President requires of them. The Board may from time to time and pursuant to the Act, vary, add to or limit the powers and duties of any officer. In the event that any of the officers above are not appointed, to the extent that such officers have any responsibilities pursuant to any other provisions of this by-law, the Board may assign those responsibilities to another officer or employee of the Association.

4.03 Vacancy in Office

- (a) The Board may, in the absence of a written agreement to the contrary, remove whether for cause or without cause, any officer of the Association. Unless so removed, an officer shall hold office for their term until the earlier of:
 - (i) the officer's successor being appointed;
 - (ii) the officer's resignation;
 - (iii) such officer ceasing to be a director (if a necessary qualification of appointment); or
 - (iv) such officer's death.
- (b) The directors may, if an office becomes vacant, by ordinary resolution, appoint a person to fill such vacancy.

SECTION 5 – COMMITTEES

5.01 Committees

- (a) The Board may, by ordinary resolution, establish any committee or advisory body as it deems necessary or appropriate and, with such powers as the Board has the authority to assign to a committee. The composition and mandate of the committee shall be defined by the Board as needed at that time.
- (b) The Board may, by ordinary resolution, terminate any committee or advisory body as it deems necessary or appropriate, except committees or advisory bodies established by the by-laws.
- (c) The Board may, by ordinary resolution, remove any committee member, except for any member of the Association Council or Committee of Governors.

SECTION 6 – MEETINGS

6.01 Definitions

In this section:

- (a) “absentee voting” means a voting member may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Association has a system available 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 voting member voted; and
- (b) “quorum” means the number of persons who must be present at a meeting in order that business can be legally transacted at that meeting.

6.02 General

- (a) All meetings of the Board, of members and of committees shall be guided by Parliamentary Procedures as outlined in Robert’s Rules of Order.
- (b) Proxy votes are not permitted at any Association meeting.

6.03 Meetings of Directors

- (a) The quorum for a meeting of directors shall be a simple majority of those entitled to be present and vote.
- (b) The Chair of the Board shall, when present, preside over all meetings of the Board. The Vice-Chair of the Board shall, when present, and if the Chair is absent or is unable or refuses to act, preside over meetings of the Board.
- (c) The immediate Past-President and Association officers, if they are not also directors, are entitled to attend any Board meeting as non-voting attendees.

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- (d) A member of the Association elected or appointed as a director and who is, or becomes, a member of a Division Executive, shall attend a Board meeting, or a meeting of members, only as a director.
- (e) A majority of the members of the Board, or the Chair, or the Vice-Chair, may call a meeting of the Board at any time.
- (f) The Board may conduct meetings, and the attendees may participate in a meeting of directors, in person; or by telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting; or any combination thereof. A person participating in a meeting by such means is deemed to be present at the meeting.
- (g) Following the annual meeting of members (AGM), the Board shall meet to appoint the officers and establish the criteria for Board meetings.
- (h) In addition to the meeting following the AGM to appoint officers, the Board shall meet at least once per year.
- (i) The Board will meet with the Association Council on an annual basis and at other times as the Board or Association Council determine. The Board and the Association Council will agree to an agenda in advance of the meeting. At the meeting, additional items may be added to the agenda by mutual consent. The meeting place will be as mutually agreed. The meeting may be entirely in-person, or by telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting or any combination thereof, and a person participating in a meeting by such means is deemed to be present at the meeting.
- (j) The directors may determine the place and time of their meetings, including the appointing of a day or days in any month or months for regular meetings.
- (k) At all meetings of the Board, every question shall be decided by ordinary resolution, unless otherwise specified in this by-law. The chair shall not vote except in the case of a tie, and then may cast the deciding vote.

6.04 Special Meeting of Directors

The Chair, or in their absence, the Vice-Chair, shall call a Special Meeting of the Board at any time and place specified in a written demand by one-third (1/3) of the members of the Board. The business to be transacted at such a Special Meeting shall be stated in the notice thereof, and no other business may be considered at that meeting.

6.05 Meetings of Members

- (a) The quorum for a meeting of members shall be five percent (5%) of Active Members and Life Members eligible to vote, who are present, or represented by a method of absentee votes, as confirmed by the Secretary.

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- (b) 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.
- (c) The President will be the chair of the meeting of members. In the event that the President and the Vice-President are absent, the members who are present and entitled to vote at the meeting shall choose one (1) of their number to chair that meeting.
- (d) The directors shall call an annual meeting of members (AGM) to be held at least once every calendar year and not later than six (6) months after the Association's financial year-end, and not later than fifteen (15) months after the holding of the preceding annual meeting of members.
- (e) The directors, all other members of the Association, the public accountant of the Association, and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Association, may be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by ordinary resolution of the members. Although otherwise being in attendance, except when authorized by the Act or when invited by the Chair, only those members who are entitled to vote on an issue are entitled to be heard.
- (f) Meetings of members may be held at any place within Canada as the Board may determine.
- (g) Unless the Act, the articles or by-laws require a special resolution, all other questions except for the election of directors, shall be determined by an ordinary resolution. The chair shall not vote except in the case of a tie, and then may cast the deciding vote. The election of directors shall be determined by a plurality vote.
- (h) Voting to elect directors shall be by ballot; all other resolutions may be by ballot or by show of hands. Voting for directors and all other resolutions by voting members not in attendance at a meeting of members (Absentee Voting) shall be by electronic ballot, or mailed-in ballot. No voting member may cast more than one vote on any resolution.
- (i) At each annual meeting of members (AGM), a public accountant, by ordinary resolution, shall be appointed for the following year unless the Association qualifies for, and the members vote not have a review engagement or an audit.
- (j) At a meeting of members, 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.
- (k) Pursuant to subsection 197(1) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Association to change this method of voting by voting members not in attendance at a meeting of members.

6.06 Special Meeting of Members

- (a) The directors may call a special meeting of members at any time.

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- (b) 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 a meeting of members after receiving the requisition, one member who signed the requisition may call the meeting of members.

6.07 Meetings of the Association Council

- (a) The Association Council is a consulting committee to assist the Board in carrying out its duties.
- (b) The Association Council is comprised of all of the division presidents, who shall meet when requested by the Board or when the Association Council determines the need to consult with the Board.
- (c) The quorum for a meeting of the Association Council is one-third (1/3) of the members of the Association Council.
- (d) The Association Council may meet as a body, independently of the Board, to discuss items of concern to divisions and to establish an agenda for joint meetings with the Board.
- (e) The Association Council meeting will have no permanent chair, and at each separate meeting attendees will select a chair at the commencement of the meeting.
- (f) The Association Council will meet with the Board on an annual basis and at other times as the Association Council or Board determine. The Association Council and the Board will agree to an agenda in advance of the meeting. At the meeting, additional items may be added to the agenda by mutual consent. The meeting place will be as mutually agreed. The meeting may be entirely in-person, or by telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting or any combination thereof, and a person participating in a meeting by such means is deemed to be present at the meeting.

6.08 Meetings of the Committee of Governors

- (a) The Committee of Governors is established by the Governors to adjudicate an appeal by a member or division that has been expelled by the Board.
- (b) The Committee of Governors, collectively, will select the three members who will comprise the Committee of Governors to conduct and decide on the appeal, and the Committee of Governors will select, from amongst their number, the chair.
- (c) The quorum for a meeting of the Committee of Governors is all of the members of the Committee of Governors.

6.09 Meetings of the Nominating Committee

- (a) The Nominating Committee will oversee the process for the nomination of directors for the Association, as established by the Board.

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- (b) The Nominating Committee shall meet, either in person or by telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. Any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting.
- (c) The Board may select the chair of the Nominating Committee, or permit the Nominating Committee members to make the selection themselves.

6.10 Electronic Meetings

- (a) If the Association makes available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a member or director meeting, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting.
- (b) Notwithstanding any other provision of this by-law, any person participating in a meeting pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose.

6.11 Meeting Held Entirely by Electronic Means

If the directors or members of the Association call a meeting pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

SECTION 7 – DUES AND CONTRIBUTIONS

7.01 Annual Dues and Division Contributions

- (a) The Board shall:
 - (i) establish the annual dues rate for Active Members for a period not exceeding three (3) years, allowing for contingency amendments due to evolving circumstances; inform the membership of the rates so established; and confirm by September 30 of each year, the annual dues rate applicable for the following year;
 - (ii) determine, upon application to the Board, Active Members who may be exempt from payment of the annual dues; and
 - (iii) authorize divisions to establish a division annual contribution rate as the division sees fit (payable in addition to any annual dues) for each class of membership or status of membership affiliated to that division.

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- (b) Annual dues and division annual contributions that are required to be paid shall be paid prior to January 31 in the year in which the annual dues and division annual contributions apply.
- (c) An Active Member who is in good standing by the Record Date is eligible to receive notice of, and vote at, the meeting for which the Record Date applies.
- (d) An Active member who has not paid the required annual dues and annual division annual contributions for one calendar year from the date in 7.01(b), will have their name struck from the Association register of members.
- (e) A former Active Member or a former Associate Member whose name has been struck from the register of members for non-payment of annual dues and division annual contributions, or has withdrawn from the Association under Section 2.05(f), may re-apply to be a member under section 2. If such former Active Member or former Associate Member wishes to be eligible for continuous service recognition in the Association, payment of the annual dues and division annual contributions for the year in which the re-application is made, plus the payment of any unpaid annual dues and division annual contributions for each of the intervening years, will be required.

SECTION 8 – CORPORATE FINANCE

8.01 Definition:

In this section “gift” means a thing given willingly to the Association without payment.

8.02 Financial Year End

The financial year end of the Association shall be December 31 in each year.

8.03 Banking Arrangements

The banking business of all levels of the Association shall be transacted at such banks, trust companies or other firms or corporations carrying on a banking business in Canada. Association banking business or any part of it shall be administered by the Association Treasurer; and the division treasurer shall conduct the banking business or any part of it for the division under the general direction of the Association Treasurer.

8.04 Annual Financial Statements

- (a) The annual financial statements are a consolidation of all division year-end financial statements, incorporating the Association office financial statements to each member; and includes the balance sheet, income statement and the opinion of the public accountant.
- (b) The Board shall, between 21 and 60 days prior to the annual meeting of members, send a summary of the annual financial statements, other than to a member who in writing has declined to receive such documents; and shall inform each member of the procedure for obtaining a copy of the documents free of charge.

8.05 Budget

- (a) The Board shall approve the Association office budget and distribute it to the members by December 31 of the year preceding the financial year to which the budget applies.
- (b) The Board will consolidate the division budgets and the Association office budget and distribute this consolidated budget to the members by March 31 of the year to which the budget applies.

8.06 Borrowing Powers

The directors of the Association may, without authorization of the members:

- (a) borrow money on the credit of the Association;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Association;
- (c) give a guarantee on behalf of the Association to secure performance of an obligation of any person; and
- (d) 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.

8.07 Contracting and Investing Powers

The directors of the Association may, without authorization of the members, conduct activities, including:

- (a) engage employees as required, who may receive reasonable remuneration from the Association by way of honourarium or otherwise, as fixed by the Board;
- (b) 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;
- (c) overspend a budget in case of emergency situation, and such overspending shall be reported to the membership at the next annual meeting of members;
- (d) 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;
- (e) 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;
- (f) exercise appropriate oversight and reporting of all funds, including reserve funds; and
- (g) receive and direct the deposit of any monies received from a division following dissolution of that division's Charter.

8.08 Remuneration and Reimbursement

- (a) An officer of the Association, whether or not also a director, may receive remuneration (whether by honourarium or otherwise) 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.
- (b) A director, an officer, or a member may receive reasonable fees and expenses for any services to the Association that are performed in any other capacity.
- (c) A director, an officer, or a member may receive reimbursement for expenses incurred in furtherance of the Association's business activities, in accordance with the policies set by the Board.

8.09 Distribution of Assets

Pursuant to subsection 34(1) of the Act, 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 Act.

8.10 Revenue Activities

- (a) For greater clarity, to comply with paragraph 149(1)(l) of the *Income Tax Act*, no part of the Association can be organized or operated for the purpose of making a profit.
- (b) Occasional fundraising activities are permitted as they do not normally constitute operating a business for a profit. The funds raised, however, must arise from activities that are incidental to the approved objectives of the Association; the funds raised are not a material amount; and must comply with the Association's fundraising policies as established by the Board.
- (c) All fundraising activities must comply with the respective municipal, provincial, territorial or federal licensing requirements, as applicable.
- (d) The Association and a division, may engage in procuring sponsorship, a form of fundraising where a sponsor exchanges financial support for marketing considerations. This is considered to be a normal business exchange and is not being organized or operated for the purpose of making a profit.

SECTION 9 – DIVISIONS

9.01 Definitions

In this section:

- (a) "amalgamation" means the determination of two (2) or more divisions, by special resolution, to surrender their Charter and join together; and
- (b) "Charter" means and refers to the document approving the creation of a division.

9.02 General

- (a) The Board has the authority, upon application, to grant, dissolve, revoke, accept or reject the surrender of, amalgamate, or amend a Charter of a division.
- (b) As a division is not a separate legal entity, it derives its authorities as delegated by the Board.
- (c) Members whose division is dissolved or revoked, may apply to affiliate with another division.
- (d) 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;
 - (ii) a group of individuals meeting the qualifications of Active Member, not affiliated to a current division, and/or Active 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 is proposed and granted.
- (e) A member described in section 2 shall affiliate with only one division.
- (f) Divisions of the Association that had been granted a Charter prior to June 27, 2014 are continued.
- (g) Divisions shall, by election, establish for a term of, normally, not less than two (2) years, a Division Executive composed of no less than three (3) members:
 - (i) a division president, being an Active Member or Life Member;
 - (ii) a division vice-president, being an Active Member or Life Member;
 - (iii) a division secretary; a division treasurer; and
 - (iv) other executive members as required.

The division secretary and the division treasurer functions may be combined into one office. Each division will, after election, advise the Board of the names and contact details of each member of the Division Executive for Association point-of-contact purposes.

- (h) The holding and conduct of division meetings shall be guided by the procedures as outlined in Robert's Rules of Order.
- (i) A division may establish the manner in which the affairs of the division will be managed and may promulgate its own division manual provided the contents are not contrary to the Act, the Regulations, the articles, the by-laws, or the strategic priorities and policies of the Association.

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- (j) Divisions:
 - (i) have delegated authority to carry out local programs consistent with the mission, strategic direction and policies of the Association;
 - (ii) have no authority except those granted under these by-laws; and
 - (iii) will conduct activities in accordance with the Act, the articles and these by-laws.

9.03 Division Annual Contributions

- (a) By October 15 of each year, the Division Executive shall establish the annual contribution rate for the following year (payable in addition to any annual dues) for each class of membership affiliated to that division, including the establishment of rates for new members joining during the year.
- (b) If a division changes its contribution rate, it must notify the Treasurer so that adjustments to the Membership Management System can be made.

9.04 Division Remuneration and Reimbursement

- (a) A division member may receive remuneration from the division by way of honourarium or otherwise, 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.
- (b) A member may receive reasonable fees and expenses for any services to the Association or division that are performed in any other capacity.
- (c) A member may receive reasonable reimbursement for expenses incurred in furtherance of the division's business activities, in accordance with the policies set by the division members.

9.05 Division Finances

- (a) The division treasurer shall ensure that all revenues and expenses are properly recorded and monies deposited in a financial institution designated by the Division Executive; shall prepare and maintain adequate accounting records and required reports; and shall be the point-of-contact between the division and Treasurer for financial matters.
- (b) The accumulated assets of a division remain with that division for purposes of local programs carried out by the division.
- (c) The accumulated liabilities of a division remain with that division, and no division may incur a liability it is unable or unwilling to discharge.
- (d) Each division shall prepare a budget for each financial year which is distributed to the members of the division by a date established by the Division Executive and provided to the Treasurer by December 1.

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- (e) If the division budget constitutes a pre-authorization to expend funds, the division membership must approve the budget by ordinary resolution at a meeting of division members. The division membership must approve all other expenditures, either on an individual basis, or within pre-established amounts.
- (f) Divisions shall account for funds on an annual basis and submit to the Association office, their financial statements and any supporting information, prior to a date established by the Treasurer, for consolidation into the Association's annual financial statements.
- (g) A division shall not enter into an employment contract, a personal services contract, or such other means of providing any contracted financial compensation for human resources, without prior approval of the Board.

9.06 Distribution of Division Assets

Pursuant to subsection 34(1) of the Act, 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 Act.

9.07 Division Recognition Awards

A division may establish a system to recognize members within the division; however, such recognition cannot change the class of membership in the Association.

SECTION 10 – NOTICES

10.01 Method of Giving Notices

- (a) Any notice (which term includes any communication or document), other than notice of a meeting of members, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:
 - (i) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Association or, in the case of notice to a director, if delivered to the director's latest address as shown in the records of the Association or in the last notice that was sent by the Association in accordance with section 128 or section 134 of the Act and received by the Director appointed under the Act to administer the Act;
 - (ii) if mailed by prepaid ordinary or air mail to such person as such person's recorded address, or in the case of notice to a director to the latest address as shown in the records of the Association or in the last notice that was sent by the Association in accordance with section 128 or section 134 of the Act and received by the Director appointed under the Act to administer the Act;
 - (iii) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

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- (iv) if provided in the form of an electronic document in accordance with Part 17 of the Act.
- (b) A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. 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 this by-law shall be sufficient and conclusive evidence of the giving of such notice. 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.

10.02 Omissions and Errors

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 shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

10.03 Notice of Meetings of Directors

- (a) Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 10.01 of this by-law to every director of the Association 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. 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. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.
- (b) 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.

10.04 Notice of Meeting of Members

- (a) 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:
 - (i) 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; or

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- (ii) 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.
- (b) The Notice of the Meeting 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.
- (c) A notice of a special meeting of members or a notice of any regularly scheduled meeting of members, including the annual 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.
- (d) Pursuant to subsection 197(1) of the Act, a special resolution of the members is required to make any amendments to the by-laws of the Association to change the manner of giving notice to voting members.

SECTION 11 – INDEMNITIES TO DIRECTORS AND OTHERS

11.01 Indemnification

The Association shall maintain, within the reasonable financial capacity of the Association, a commercial general liability insurance policy which includes a non-profit organization liability insurance clause(s) for the ability to provide indemnification to those individuals and for those events described in the insurance policy.

SECTION 12 – DISPUTE RESOLUTION

12.01 Dispute Resolution Mechanism

- (a) A dispute or controversy among members, directors, or officers of the Association arising out of or related to the articles or by-laws, or out of any aspect of the activities or affairs of the Association should be resolved in private meetings between the parties or by other internal mechanisms, including the Board's power to interpret and resolve disputes in areas of ambiguity or clarity regarding the application of this by-law.
- (b) If the dispute cannot be settled internally, then such dispute or controversy shall be settled by arbitration before a single arbitrator, in accordance with the *Arbitration Act* of Ontario or as otherwise agreed upon by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind.
- (c) The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law, with all costs of the arbitrator being borne by such parties as may be determined by the arbitrator.

SECTION 13 – BY-LAWS AND AMENDMENTS

13.01 By-laws and Amendments

- (a) The Board may, by ordinary resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Association in accordance with the Act. Such by-law, amendment or repeal, while effective upon the approval of the Board, must be presented to the members at the next annual meeting of members for confirmation, rejection or amendment by ordinary resolution, and if confirmed remains effective from the date of Board approval, or the date certain set by the Board, if one is set.
- (b) This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (Fundamental Changes) of the Act.

13.02 Invalidity of any provision of this by-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

CERTIFIED to be By-Law No. 1 of the Association/Corporation, as confirmed by the members of the Association by resolution on the 3rd day June, 2022.

DATED as of the 3rd day of June, 2022



RD (Bob) BYERS

Associaiton Secretary