National Association of Federal Retirees

By-laws

Approved June 2014

(V4 – Amended by the Board in September 2021)

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PART I - DEFINITIONS AND INTERPRETATION

Section 1 – Definitions

1.1 In these By-laws,

"Act" means the Canada Not-for-profit Corporations Act, including the regulations made pursuant to the Act and any amendments that may be made to either the Act or the regulations from time to time.

"Annual Meeting of Members" (AMM) means the annual meeting of the Members at which, in addition to any other business that may be transacted, the items listed in Section 10.1.2 shall be presented to the Electors.

"Annuitant" means a person in receipt of an annuity, pension or survivor's allowance or entitled to receive a deferred annuity under a federal superannuation plan.

"Articles" means the Association's Articles of Continuance filed with Corporations Canada pursuant to the Act, and as may be amended from time to time.

"Association" means the National Association of Federal Retirees.

"Board" means the board of Directors of the Association and, for further certainty, does not include the board of directors of a Branch.

"Branch" means a subset of the Association authorized by the Board to provide local services in a specific jurisdiction or area.

"Branch President" means a Member of the executive of a Branch or director on the board of a Branch who has been selected by that Branch to serve as President. Branch Presidents are the Class B members within the meaning of the Articles.

"By-laws" means these By-laws and any By-laws of the Association as amended and which are, from time to time, in force and effect.

"Directors" means the members of the Board of the Association and for further certainty, does not include members of the executive of a Branch or directors on the board of a Branch. Directors are the Class C members within the meaning of the Articles.

"Electors" means the Branch Presidents and the Directors.

"Federal superannuation plan" means a superannuation plan established under the *Public Service Superannuation Act*, the *Canadian Forces Superannuation Act*, the *Royal Canadian Mounted Police Superannuation Act* and the *Judges' Act*.

"Individual Members" are the Class A members within the meaning of the Articles.

"Member" means a person who meets the requirements for membership set out in these By-laws, has applied for and has been accepted into membership in the Association, and who pays, as required, the fees to the Association.

"Meeting of Members'" means an Annual Meeting of Members or Special Meeting of Members of the Association.

"Officer" means anyone who has been elected or appointed as Officer of the Association in accordance with these By-laws, including but not limited to the President, the Vice-President, Treasurer, the Chief Executive Officer and any other Officers appointed by the Directors.

"Proposal" means a motion submitted for vote at a Meeting of Members.

"Regulation" means an Association policy supplementary to these by-laws.

"Resolution" means a proposal that has been approved at a Meeting of Members. An "Ordinary Resolution" requires 50% +1 of votes cast, a "Special Resolution" requires 2/3 of votes cast.

"Veteran" means someone who has served in either the Canadian Armed Forces or the Royal Canadian Mounted Police and has been honorably discharged.

Section 2 – Interpretation

1.2.1 In these By-laws and in all other By-laws hereafter, unless the context otherwise requires, the singular shall include the plural and the plural the singular.

1.2.2 Interpretation of By-laws – the President's interpretation of the By-laws shall prevail unless overruled by an ordinary vote of the Directors.

PART II – THE ASSOCIATION

2.1 The Association is a corporation without share capital, established under the Canada Not-for-Profit Corporations Act, by Articles of Continuance dated October 2014.

2.2 The Association's operations are carried out without pecuniary gain to its Members and any profits or other accretions are to be used to promote the purposes of the Association.

2.3 The official languages of the Association are English and French.

2.4 The fiscal year of the Association is the calendar year or as otherwise determined by the Board.

PART III – MEMBERSHIP

Section 1 – Eligibility for Membership

3.1 A person may be a Member of the Association if, for the purposes of a federal superannuation plan, the person is

(a) an annuitant or spouse of an annuitant; or

(b) a current contributor to a federal superannuation plan or spouse of a current contributor, or

(c) a surviving spouse of a deceased member.

3.1.1 A person may also be a Member of the Association if they are a Veteran, the spouse of a Veteran or spouse of a deceased Veteran.

Section 2 – Application for Membership

3.2 The Board may establish procedures for application for membership in the Association.

3.2.1 The Board may approve the admission of Members to the Association.

3.2.2 A membership cannot be transferred.

Section 3 - Membership Classes

3.3 The Association shall have three classes of Members:

(a) Each Individual Member, shall be entitled to vote on questions related to the business of their Branch, including the election of the Branch executive or its directors, but subject to any express exceptions provided in the Act, shall not be entitled to notice or to attend or vote at Annual or Special Meetings of Members of the Association.

(b) Each Branch President must be an Individual Member of the association for the duration of their term as Branch President or until the membership is otherwise terminated in accordance with these By-laws. In addition to the rights accorded to a Member to vote on questions related to the business of their Branch including elections, shall be entitled to notice and to attend and vote at Annual and Special Meetings of Members. Each Branch President shall carry the plural vote determined by the number of Members in the Branch, as of the record date for the AMM, less any Directors. The exception is for proposals that require a vote of each class of Members voting as a class, when the Branch President shall carry only one vote.

(c) Each Director must be an Individual Member of the association for the duration of their term as Director or until the membership is otherwise terminated in accordance with these By-laws. In addition to rights accorded to an Individual Member to vote on questions related to the business of their Branch including elections, shall be entitled to notice and to attend and vote at Annual and Special Meetings of Members. Each Director shall carry a single vote on all proposals. Directors are entitled to attend, with voice, any meeting of Members in the Association.

Section 4 – Choice of Branch

3.4 A Member shall be allocated to the Branch that serves the area where the Member resides unless the Member requests assignment to another Branch.

Territorial and International Members

3.4.1 Unless the Member requests an alternative assignment,

(a) Members residing in the Yukon Territory shall be assigned to the Vancouver Branch;

(b) Members residing in the Northwest Territories shall be assigned to the Edmonton Branch;

(c) Members residing in Nunavut, and outside Canada shall be assigned to the Ottawa Branch.

Section 5 –Members' Code of Conduct

3.5 All Members of the Association shall comply with the Association's Code of Conduct that may be in force from time to time.

Section 6 - Discipline of Members

3.6 The Board shall have authority to suspend or terminate the membership of any Member for:

(a) violating any provision of the Act, Articles, By-laws, Regulations, or policy of the Association; or

(b) engaging in conduct detrimental to the interests and purposes of the Association, as determined by the Board; or

(c) for any other reason that the Board considers to be reasonable, having regard to the purpose of the Association.

3.6.1 Where the Board determines that there is reason to believe a Member is not in compliance the Board will officially notify the Member of the non-compliance stating the following:

(a) if immediate termination is required, notice of termination; or

(b) outlining the corrective action required within a specific time limit.

3.6.1.1 If the Member does not take corrective action, the Board may take action including, but not limited to:

(a) suspending the Member pending completion of the corrective action; or

(b) terminating that person's membership.

Notice

3.6.2 In the event that the Board determines that a Member should be suspended or terminated from the Association, the President, or other Director as designated by the Board, shall provide notice of the disciplinary action to the Member and shall provide reasons for the disciplinary action.

Effect of Suspension or Termination

3.6.3 The suspension or termination shall have the effect of immediately relieving the Member of any authority to act or to represent himself or herself as acting on behalf of the Association.

Right to respond

3.6.4 The Member may make written submissions to the President or designate, in response to the notice received within thirty (30) days.

Termination

3.6.5 If, after 30 days, a Member under suspension has not responded to the notification, or the Board determines that the response does not provide grounds to reinstate the membership, the Board may terminate membership.

Reinstatement

3.6.6 The Board's decision shall be final and binding on the Member, without any further right of appeal. A person whose membership has been terminated and who seeks reinstatement must apply to the Board.

Section 7 – Membership Termination

3.7 Membership shall be terminated if the Member:

(a) dies;

(b) fails to pay the required fees within the timeline specified by the Board;

(c) fails to maintain any qualifications for membership described in the section on membership conditions of these By-laws;

(d) delivers a written resignation to the President of the Board, or his/her Branch, in which case such resignation shall be effective on the date specified in the resignation;

(e) is expelled in accordance with any discipline of Members section or is otherwise terminated in accordance with the Articles or By-laws; or

3.7.1 Membership is terminated if the Association is liquidated or dissolved under the Act.

Effect of Termination of Membership

3.7.2 Upon termination of membership, the rights of the Member including any rights in the property of the Corporation automatically cease to exist. Should the Member have any authority to act on behalf of the Association or a Branch, the suspension or termination of their membership shall have the effect of immediately relieving the Member of any authority to act or to represent himself or herself as acting on behalf of the Association or a Branch.

PART IV - FEES AND ASSESSMENTS

Section 1 - Membership Fees

4.1 The amount of annual fees to be paid by Members shall be fixed by Ordinary Resolution at an Annual Meeting of Members. The Board shall submit a proposal to the meeting containing its recommendation for the amount of fees and the apportionment between the national and the branch levels.

PART V – BRANCHES

Section 1 –Governance, Function, Formation, and Dissolution

Governance

5.1 All Branches are subject to these By-laws.

5.1.1 Branches shall have their own by-laws and are required to forward such by-laws and subsequent amendments to the Association national office for review and Board approval. In the event of a discrepancy or disagreement between Branch by-laws and these By-laws, the provisions of these By-laws shall govern.

Function

5.1.2 Branches, as agents of the Association, shall provide services to the Members and carry out local programs consistent with the purpose, strategic direction and policies of the Association. Core functions of the Branches are:

- Advocacy
- Information sharing
- Membership recruitment and engagement
- Member support
- Volunteer support and development
- Financial management
- Governance

Formation

5.1.3 The Board may authorize formation of a new Branch upon receipt of an application, in writing, that includes a business plan that demonstrates the proposed Branch will be viable and able to serve its Members.

5.1.4 Following consultation with affected Branches, the Board may: combine, subdivide, or dissolve Branches. A Branch may request that it be dissolved.

Incorporation

5.1.5 A Branch may not incorporate. Each existing incorporated Branch at June 2014 shall, within three (3) calendar years of the date of the Annual Members Meeting at which these By-laws are approved, dissolve or terminate its corporate entity in accordance with its governing legislation. Any incorporated Branch that does not dissolve or terminate its corporate entity within this three (3) year period shall automatically cease to be a Branch of the Association on the first day immediately following the end of the three (3) year period.

Dissolution of a Branch

5.1.6 In the event that a Branch is dissolved, all rights, title, interest, property and assets belong to the Association.

Measures taken in response to the COVID-19 pandemic

The bylaws of all branches are deemed to include the following provisions (found under 5.1.7 to 5.1.14 below), notwithstanding any existing provisions to the contrary.

5.1.7 Participation by electronic means at Branch members' meetings

If a Branch board or executive chooses to make available a telephonic, electronic or other communication facility to facilitate participation by members not in attendance at a Branch meeting of members (i.e. annual, general or special meeting), any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility. A person participating in a meeting by such means is deemed to be present at the meeting and shall be counted for the purposes of quorum. Any person participating in a branch meeting of members pursuant to this section who is entitled to vote at that meeting may vote by means of any telephonic, electronic or other communication facility that the Branch has made available for that purpose.

Branch members' meeting held entirely by electronic means. The Branch board or executive may determine that meetings of members may be held entirely by means of a telephonic, electronic or other communication facility. Any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote by means of any telephonic, electronic or other communication facility that the Branch has made available for that purpose.

5.1.8 Participation by electronic means at Branch board/executive meetings

If a Branch board or executive chooses to make available a telephonic, electronic or other communication facility to facilitate participation by directors not in attendance at a Branch board/executive meeting, a director may participate in a meeting of the board/executive or a committee of the board by means of such conference telephone, electronic or other communication facility. A person participating in a meeting by such means shall be deemed to be present at the meeting and shall be counted for the purposes of quorum. Any person participating in a board/executive meeting pursuant to this section who is entitled to vote at that meeting may vote by means of any telephonic, electronic or other communication facility that the Branch has made available for that purpose.

Branch board/executive meeting held entirely by electronic means. The Branch board or executive may determine that a Branch board/executive meeting may be held entirely by means of a telephonic, electronic or other communication facility. Any person participating in a board/executive meeting pursuant to this section who is entitled to vote at that meeting may vote by means of any telephonic, electronic or other communication facility that the Branch has made available for that purpose.

5.1.9 2020 Branch Annual General Meetings

(a) In 2020 Branches are not required to hold an annual general meeting;

(b) The mandate of any member of the Branch's board of directors or executive which was scheduled to expire during 2020 is extended until the next scheduled annual general meeting in 2021;

(c) The person appointed to review the Branch's 2019 accounts is hereby deemed to be appointed to review the branch's 2020 accounts. In the event that person is unable to review the Branch's accounts in 2020, the Branch board or executive may seek the authority of the National Board of Directors to appoint a replacement.

5.1.10 Notice of Branch meetings of members

Effective January 1, 2020, notice of any meeting of members of a Branch may be given electronically to all members of the Branch for whom the Association has an email address, no later than 30 days prior to the meeting and by posting notice of the meeting on the branch website—including the branch's section on the Association's main website—and such notice shall be deemed to be notice to all members of the Branch.

5.1.11 Reduced quorum for meetings of members

Effective 2021 or until such time as unrestricted in-person meetings of Branches are permitted or until the Board completes the review of the provisions in these By-laws under 'Measures taken in response to the COVID-19 pandemic' (s. 5.1.7 to 5.1.14):

(a) The board of directors of a Branch may decide to reduce the quorum otherwise provided in the Branch's bylaws for a meeting of the branch members, including the annual general meeting, to a number no less than the greater of the following:

(i) 50% plus one of the number of members required by the Branch's bylaws on 31 December 2020;

(ii) two times the number of directors on the Branch's board of directors plus one.

(b) If the board of directors of the Branch decides to reduce the quorum for a meeting of the Branch members in accordance with the above section (a), the notice of meeting will include a statement to the effect that the reduced quorum will be in effect for the meeting in question.

5.1.12 2021 guidance for Branch Directors' terms extended per 5.1.9 (b)

If a branch's bylaws provide that the members of the Branch's board of directors or executive are elected or appointed for a term that exceeds one year and the branch was unable to hold an Annual General Meeting during 2020:

(a) The mandate of any member of a Branch's board of directors or executive which would have expired in 2020 but was extended by virtue of 5.1.9 (b), expires at the Annual General Meeting of branch members in 2021.

(b) The mandate of any member of a Branch's board of directors or executive who was appointed to complete the mandate of a person whose mandate would have expired in 2020 but was extended by virtue of 5.1.9 (b), also expires at the Annual General Meeting of branch members in 2021.

(c) The person or persons elected at the Annual General Meeting of Branch members in 2021 to replace a member of the Branch board of directors or executive referred to in (a) or (b) above shall, for the purposes of determining the length of their mandate pursuant to these bylaws, be deemed to have been elected in 2020 as if the Branch had held an Annual General Meeting in 2020.

5.1.13 2021 Branch Annual General Meetings

(a) in 2021, a Branch's Annual General Meeting may be held at any time by 5 May 2021, and any requirement for an action to be taken more than 45 days prior to the scheduled date of the Annual General Meeting may be taken no less than 45 days prior to the scheduled date of the Annual General Meeting.

(b) in the event that the Branch is unable to hold an AGM in 2021, or if it is able to hold a meeting but nobody is elected to replace a member of the Branch's board of directors or executive whose term in a particular position has expired, the term of that person in that position is hereby extended until the Annual General Meeting in 2022, or until the next general meeting of members of the Branch at which elections are successfully held, whichever comes first.

5.1.14 Voting at Branch Annual General Meetings held electronically

Where the Branch holds a general meeting by electronic means, and the technology does not provide a method of voting that protects the identity of the voters, any requirement for a secret ballot in the Branch's bylaws is waived and a regular vote using the technology's voting system will be deemed to be sufficient for all purposes.

Section 2 – Branch Executive

5.2 Every Branch shall elect Branch directors at a general meeting of the Branch's Members.

5.2.1 Every Branch shall have a Branch board or executive comprised at a minimum of three individuals, one of whom shall be President of the Branch.

5.2.2 Each Branch board or executive shall manage and supervise the affairs of the Branch subject to the Act, these By-laws, and national policies of the Association. Each Branch board or executive is, at all times, accountable to the Board of the Association.

5.2.3 The Branch board or executive is responsible for maintaining Branch records including Branch financial and administrative reports and for submitting reports, as required, to the national office of the Association.

Branch President

5.2.4 The president of each Branch or designate shall chair Branch meetings, and provide leadership to the Branch.

Section 3 - Administrative Suspension

5.3 Where the Board determines that there is reason to believe a Branch is not in compliance with provisions of the Act, these By-laws, Regulations, or a standing resolution of the Association, the Board will officially notify the Branch of the non-compliance stating the nature of the non-compliance and outlining the corrective action required within a specific time limit.

5.3.1 If the Branch does not take corrective action, the Board may take measures including, but not limited to:

(a) withholding fee transfers; and/or

(b) suspending the Branch board or executive and other Branch directors and appointing a trustee to administer the affairs of the Branch until the Board determines that appropriate measures have been taken to restore the Branch to compliance.

Notice

5.3.2 In the event that the Board determines that Branch fees should be withheld or the Branch board or executive should be suspended, the President, or such other Director as designated by the Board, shall provide notice of the disciplinary action and shall provide reasons for the disciplinary action.

Effect

5.3.3 The withholding of fees or suspension of a Branch Executive and other Branch directors shall take effect immediately upon service of written notification to the Branch President. In the event the Branch President cannot be served, notification may be served to any Member of the Branch board/executive. The suspension shall have the effect of relieving the members of the Branch board/executive and Branch directors of any authority to act on behalf of the Association.

Appeal

5.3.4 The former Branch board/executive may, within 60 days of receipt of a notice of disciplinary action, provide the Board with evidence refuting the alleged non-compliance and request that the order be rescinded. Following review of the Branch evidence, the Board shall make a decision, which shall be final.

5.3.5 Individual directors of a suspended Branch board or executive may subsequently stand for elected office if they appeal for revocation of their suspension and it is granted by the Board.

PART VI - DIRECTORS

Section 1 - Duties and Responsibilities

6.1 Subject to the Act and these By-laws, the Directors shall manage or supervise the management of the activities and affairs of the corporation.

6.1.2 The Board may delegate any or all powers, duties and authority of the Board, which may lawfully be delegated; however, the Board remains responsible

6.1.3 Directors may appoint volunteers to assist with advocacy and Branch support functions or any other functions as required.

6.1.4 The Board may set policies and procedures subject to these By-laws.

Section 2 – Composition of the Board of Directors

6.2 A Director must be a Member of the Association.

6.2.1 There shall be fourteen Directors: two elected from each of six districts, a President and a Vice-President.

6.2.2 The Districts of the Association (the "**Districts**") are:

(a) BC/Yukon defined to be the province of British Columbia and the Yukon Territory;

(b) Prairies/NWT, defined to be Alberta, Saskatchewan, Manitoba, and the Northwest Territories;

(c) Ontario (exclusive of Ottawa);

(d) Ottawa/Nunavut, defined as being the Ottawa Branch and Nunavut;

(e) Quebec;

(f) Atlantic, defined as being Prince Edward Island, New Brunswick, Nova Scotia, and Newfoundland and Labrador.

Section 3 - Term of Office

6.3 The Directors shall be elected by the Members at the Annual Meeting of Members. The Directors shall be elected for a term of three (3) years and shall take office at the close of the Annual Meeting of Members at which they are elected.

6.3.1 A Director may serve any number of terms but not more than two full terms consecutively in a given elected position.

6.3.2 A Director who has completed two consecutive terms in the same position may stand for re-election after a one year absence.

6.3.3 Where a Director is appointed to fill the remainder of the term of a position that has become vacant, the partial term shall not be counted in the calculation of consecutive terms.

Section 4 – Vacancy, Director

6.4 The position of Director shall be automatically vacated:

(a) if the Director resigns by delivering a written resignation to the President, Vice-President, or Chief Executive Officer of the Association; or

(b) if the Director becomes ineligible to hold office in accordance with the Act or these By-laws; or

(c) if the Director is removed by Ordinary Resolution of the Members in accordance with the Act; or

(d) The Director has missed three consecutive regularly scheduled meetings.

6.4.1 In the event the position of Director, other than the President or Vice-President, becomes vacant with more than six (6) months remaining in the term:

(a) the Nominations Committee shall seek eligible nominees, and submit a list of nominees to the Board within 60 days of the position becoming vacant;

(b) the Board may, within 90 days following the position becoming vacant, fill the vacancy by appointment from the list of nominees provided or by appointing a nominee of their choosing;

(c) the appointee shall serve the remainder of the term per the Act.

6.4.2 If the position of President or Vice-President becomes vacant with less than six (6) months remaining in the term, the position shall remain vacant until the next annual meeting of Members. If more than six (6) months remains in the term, the Board may call a special meeting of Members to elect a person to fill the position for the remainder of the term.

Section 5 – Meetings and Notice

Directors' Meetings

6.5 The Board shall meet regularly during the year at the call of the President. The Board may designate a day or days in any month or months for regular meetings of the Board at a place and hour to be named.

Notice

6.5.1 The President shall cause the Board to be given sufficient notice of a meeting, its agenda, and supporting materials to allow them to adequately prepare for the meeting.

Minimum Notice

6.5.2 The minimum notice to be given to Directors is seventy-two hours if the notice is given by electronic means and fourteen days if the notice is given by mail.

6.5.2.1 Notice of a meeting shall not be necessary if all of the Directors are present, and no Director objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of the meeting. Notice of an adjourned meeting is not required if the time and place for the resumption of the meeting is announced at the original meeting.

6.5.2.2 A notice of meeting of Directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified to:

(a) submit to the Members any question or matter requiring the approval of Members;
(b) fill a vacancy among the Directors or in the office of public accountant;
(c) issue debt obligations except as authorized by the Directors;
(d) approve any annual financial statements;
(e) adopt, amend or repeal By-laws; or
(f) establish contributions to be made, or fees to be paid by Members.

6.5.2.3 Notwithstanding the foregoing, provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the Meeting of Members at which the Board is elected.

Means of Communication

6.5.3 A meeting of the Board may be conducted by any telephonic, electronic, or other means of communication that permits all Directors to communicate adequately with each other. A Director participating by such means shall be deemed participating in the meeting.

Minutes

6.5.4 Minutes of meetings of the Board shall be available in both French and English and shall be provided to Branches as soon as practicable.

Section 6 - Meetings Called by Directors

6.6 The President shall call a meeting of the Board at any time and place specified in a written demand by one-third of the Directors currently in office.

6.6.1 The business to be transacted at such a meeting shall be stated in the notice thereof, and no other business may be considered at that meeting.

Section 7 - Quorum

6.7 At any meeting of the Board, the quorum required to transact business shall be a simple majority (50% plus one Director) of those entitled to be present and vote.

6.7.1 Directors who declare a conflict of interest shall nonetheless be counted in determining a quorum but cannot vote on the issue related to the conflict.

6.7.2 No person shall act for an absent Director at a meeting of the Board.

Section 8 - Voting Rights and Procedures

6.8 Only Directors in attendance in person or by electronic means at any meeting of the Board may vote.

6.8.1 All Directors including the President or chair have the same voting rights, and in the event a vote on a proposal under consideration by the Board results in a tie, the motion shall be considered defeated.

6.8.2 For proposed By-law changes, undertaking disciplinary measures, or removal of Officers as allowed by the By-laws, a majority of two thirds is required for approval. For all other proposals a simple majority is required for approval.

Section 9 – Decision-making by consensus

6.9 “Consensus” means that the motion has the general support of the Directors.

6.9.1 On any motion before the Board, the chair may ask if there is Consensus among the Directors; if there is Consensus, the record shall show that the decision was made by Consensus. For further certainty, nothing in these By-laws provides that any decision is required to be made by Consensus.

6.9.2 If any Director asks that the matter be put to a vote, the record shall show that the decision was made by vote.

6.9.3 A Director who wishes to have his or her dissent recorded must do so in accordance with the Act.

PART VII - NOMINATIONS AND ELECTIONS

Section 1 – Eligibility for election

7.1 Any Member is eligible to be elected as a Director provided:

(a) the Member is not disqualified by any provision of the Act or these By-laws from holding the position; and

(b) the Member resides in the district to which the available position pertains, or the Member is seeking election as President or Vice-President.

7.1.2 No Director shall hold two elected positions.

Section 2 - Nominations Deadline

7.2 Nominations from the floor shall not be allowed. All nominations must be received within the nominations period prior to the Meeting of Members.

Section 3 - Election of Directors

Secret ballot

7.3 The election of Directors shall be conducted by secret ballot at the Annual Meeting of Members.

Election by Elimination

7.3.1 All Electors in attendance may vote in the election for each available position. The election shall be by means of a process of elimination until one candidate has 50% +1 of the votes cast.

Precedence of Elections

7.3.2 Elections shall be conducted, as required, in the following order: President, Vice-President, and then district Director by longest term first.

7.3.3 Nominees may run for multiple positions but are eliminated from subsequent ballots once elected.

PART VIII - OFFICERS

Section 1 - Officers

8.1 The Officers of the Association shall be: the President (who serves as chair), the Vice-President, the Treasurer, Chief Executive Officer, and other Officers as required by the Board or these By-laws.

8.1.1 The Board may delegate any or all powers, duties and authority of the Board, which may lawfully be delegated to these Officers; however, the Board remains responsible

President and Vice-President

8.1.2 The President and Vice-President shall be elected at a Meeting of Members.

Past President

8.1.3 The Board may appoint the Past-President to serve as a non-voting advisor for no more than one year at a time as required. The Past-President shall have duties as the Board may specify.

Chief Executive Officer

8.1.4 The Chief Executive Officer is an employee of the Association and reports to the Board.

Reporting

8.1.4.1 The Chief Executive Officer reports to the Board through the President.

Section 2 - Duties of Officers

President

8.2.1The President, as chair, will call and chair the meetings of the Board and shall serve as the chief spokesperson of the Association. The President shall have such other duties and powers as the Board may specify.

Vice President

8.2.2 The Vice-President shall assume the duties of President in the event of the President's absence, disability, or refusal to act. The Vice-President shall have such other duties and powers as the Board may specify.

Treasurer

8.2.3 The Treasurer shall oversee the preparation of national budgets and financial forecasts, develop financial policies and indicators, and report the financial health of the Association.

Chief Executive Officer

8.2.4 The Chief Executive Officer, in accordance with policies and terms established by the Board, manages the national operations of the Association and provides support to the Board of the Association.

PART IX - COMMITTEES

9.1 The Board shall establish committees as required with such powers as the Board shall see fit. Committees shall include at least one Director but other Members or advisors may be appointed or removed as the Board deems appropriate.

9.1.1 The Board shall annually appoint a Nominations Committee to assist with the nomination and election of Directors.

PART X - MEETINGS OF MEMBERS

Section 1 - Annual Meeting

10.1 The Association shall hold an Annual Meeting of Members not later than six months after the end of the Association's preceding financial year, however in respect of any financial year for which a person appointed under section 281 of the *Canada Not-for-profit Corporations Act* (RSC c. 7.75) authorizes the Association to delay calling an annual general meeting, the Association shall hold an Annual Meeting of Members within such time period as authorized by that person.

10.1.1 The Board shall determine the date, location, and agenda of the meeting.

Agenda, Mandatory Business

10.1.2 At every Annual Meeting of Members the Electors shall:

(a) receive a report from the President concerning the activities of the Board since the previous meeting including:

(i) progress on the strategic plan and activity on any standing resolutions; and

(ii) any significant action taken on other matters; and,

(iii) the plans and priorities established for the current and following year.

(b) receive the budget of the Association for the current year and a forecast for the next fiscal year; and

(c) Receive an analysis of the previous, current, and next year's financial plan and the links to strategic outcomes; and

(d) approve the record of proceedings of the previous Annual Meeting of Members and of any intervening Special Meeting of Members; and

(e) receive the auditor's report on the financial statements of the Association for the previous fiscal year; and

(f) appoint a qualified auditor to audit the accounts and annual financial statements of the Association for the current fiscal year, and

(g) elect Directors as required; and

(h) vote on proposals received in accordance with these By-laws and the Act.

Section 2- Special Meetings of Members

10.2 A Special Meeting of Members may be held at the call of the Board at such time and place as the Board may designate.

Requisition

10.2.1 The Board shall call a Special Meeting of Members upon receipt of a requisition for a meeting supported by Electors holding 5% of the votes that may be cast at a Meeting of Members, unless the Board has already called and given notice of a Meeting of the Members. The requisition will state the business to be transacted at the meeting.

Agenda

10.2.3 The business to be transacted at a Special Meeting of Members shall be stated in the notice thereof, and no other business may be considered at the meeting.

10.2.3.1 The Board determines the agenda for a meeting called at the initiative of the Board.

Record of Proceedings

10.2.4 The record of proceedings of a Special Meeting of Members shall be tabled at the next Annual Meeting of Members.

Section 3 Notice of Meetings of Members

10.3 Notice of the time and place of a Meeting of Members shall be given to each Elector by publication, mail, courier, personal delivery, telephonic or electronic means at least 21 days and no more than 60 days before the day on which the meeting is to be held.

Section 4 - Members' Meetings

10.4 The Board shall set a record date to determine who is entitled to receive notice and/or vote at a Meeting of the Members. The record date shall be within 21 and 60 days before the meeting per the Act.

Persons Entitled to be Present at Members' Meetings

10.4.1 The persons entitled to be present at a Meeting of Members shall be:

(a) the Electors; and,

(b) persons who are entitled or required under any provision of the Act; and,

(c) the Public Accountant

Other Attendees

10.4.2 Other attendees may be invited as deemed appropriate by the Board.

Quorum

10.4.3 At any Meeting of Members, the presence of Electors holding 50% + 1 of the votes that may be cast at the meeting shall constitute a quorum. 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 a quorum is not present throughout the meeting.

Participation by Electronic Means at Members' Meetings

10.4.4 Participation at Meetings of Members may be by telephonic, electronic, or other communication method as determined by the Board.

10.4.4.1A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a Meeting of Members 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.

10.4.4.2 If the Directors or Members of the Association call a Meeting of Members, the Board may determine that the meeting shall be held entirely by means of a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Proxies

Absent Branch President

10.4.5 If a Branch President is unable to attend an Annual or Special Meeting of Members, the Branch President may appoint a proxy holder to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the requirements set out in the Act. The proxy holder is to be a Member of the Association.

Notice

10.4.6 A Branch President who is unable to attend an Annual or Special Meeting of Members shall notify the Chief Executive Officer of the proxy in the form designated by the Association.

Section 5 – Decision-Making

Proposals – Fundamental Changes

10.5 Any Member may submit, for consideration at an Annual Meeting of Members, a proposal to amend the Association's articles or By-laws that, in accordance with the Act, must be approved by Special Resolution of the general membership. The originator of the proposal may attend the meeting to present the proposal.

10.5.1 Where a proposal requires a vote of the general membership, notice of the proposal, the ballot form, and voting instructions shall be included and/or published with the notice of meeting and made available to all Members.

10.5.2 A proposal that requires a vote of the general membership may not be amended after notice of the proposal has been published and made available to all Members.

10.5.3 The originator will bear the cost, paid in advance, of including the proposal and supporting documentation in the notice of meeting, unless the proposal has the prior endorsement of the originator's Branch, or the Board of Directors.

10.5.3.1 If the proposal is subsequently approved by a vote of the Electors or by a ballot of the general membership, the cost for including the proposal in the notice shall be refunded.

Endorsement of the Board

10.5.4 A proposal has the endorsement of the Board if it has been approved for submission to the Annual Meeting of Members by Ordinary Resolution of the Board.

Endorsement of a Branch

10.5.5 A proposal has the endorsement of a Branch if it has been approved for submission to the Annual Meeting of Members by Ordinary Resolution of the board or executive of the Branch, or by Ordinary Resolution at an Annual Meeting or a Special Meeting of the Branch, and has been signed by the President and one other Member of the board or executive of the Branch.

Proposals – Approval Requirements

10.5.6 Proposals for fundamental changes (as defined in the Act) require 2/3 majority of votes cast (or 2/3 votes cast by each class, if applicable) to pass.

10.5.6.1 All other proposals or motions, including non-fundamental By-law changes require 50% +1 of votes cast to pass.

Section 6 – Procedure

Rules of Order

10.6 *Robert's Rules of Order Newly Revised* is the authority on meeting procedure to be followed at a Meeting of Members, unless the Electors approve the use of other rules of order.

PART XI – FINANCIAL ADMINISTRATION

Section 1 - Authority to Borrow

Power

11.1 Subject to subsection 11.1.1, the Board may, from time to time

(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;

(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.

Requirement for Approval

11.1.1 Action by the Board under subsection 11.1 must be authorized by a proposal recommended by the Board and approved by a Special Resolution at a Meeting of Members.

Interpretation

11.1.2 Nothing in this section limits or restricts the borrowing of money by the Association on bills of exchange or promissory notes, made, drawn, accepted or endorsed by or on behalf of the Association.

Section 2 Defense of Benefits Emergency Reserve Fund

Duty to Maintain

11.2 The Association shall maintain in the accounts of the Association a reserve fund, known as the Defense of Benefits Emergency Reserve Fund, withdrawals from which may be used only to protect or promote major pension or health care benefits.

When Action Required

11.2.1 Subject to section 11.2.4, a decision to protect or promote a major pension or health care benefit shall require a Special Resolution of the Board.

Considerations

11.2.2 In making its decision, the Board shall consider:

(a) the extent to which the interests of all Members of the Association are affected;

(b) the distribution of such effects among Members of the Association;

(c) the likelihood of achieving a result favourable to Members of the Association; and

(d) the expected cost of defending or promoting the pension or health care benefit.

Maximum Amount

11.2.3 The maximum amount to be held in the fund shall be determined by proposal of an Annual Meeting of Members on the recommendation of the Board.

Authority of the Board

11.2.4 The Board may authorize, by Special Resolution, the withdrawal of funds from the Defense of Benefits Emergency Reserve Fund up to a maximum amount as determined by resolution at a Meeting of Members.

Authority of Meeting of Members

11.2.5 If an amount in excess of the pre-determined maximum is required in a fiscal year, the Electors may, at an Annual or Special Meeting of Members, on the recommendation of the Board, authorize, by Special Resolution, the withdrawal of an amount in excess of the predetermined maximum from the Defense of Benefits Emergency Reserve Fund.

Assistance from Branches

11.2.6 Branches are authorized to establish and maintain a Defense of Benefits Emergency Reserve Fund.

11.2.7 The Board may, request financial assistance from Branches for a defense of benefits initiative.

Section 3 – Banking

Banking Business

11.3 The banking business of the Association shall be transacted at a bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint, or authorize by resolution.

Transactions

11.3.1 The banking business or any part of it shall be transacted by an Officer or Officers of the Association and/or other persons as the Board may by resolution designate, direct, or authorize.

Section 4 - Remuneration

11.4 No Member elected to the office of Director or elected or appointed to serve the Association in any capacity shall receive remuneration.

11.4.1 This does not preclude a Member from entering into a specific services contract with the Association provided there is no conflict of interest.

Expenses

11.4.2 A Member shall be reimbursed expenses necessarily and reasonably incurred in the conduct of the affairs of the Association at the rates established by the Board.

Section 5 – Signature and Certification of Documents

Signature

11.5 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two of the:

(a) Chief Executive Officer, the President, or the Vice-President; or

(b) any other person specified by a motion of the Board.

11.5.1 Any person authorized to sign any document may affix the corporate seal (if any) 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.

Binding Effect

11.5.2 A document signed in accordance with section 11.5 is binding upon the Association without further authorization or formality.

Section 6 – Indemnification and Insurance

Indemnification

11.6 Every Director or Officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association or any corporation controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall, so long as they have acted honestly and in good faith, and at all times be indemnified and saved harmless out of the funds of the Association from and against:

(a) all costs, charges and expenses which such a person sustains or incurs as a result of going about their duties or in or about any action, suit or proceeding which is brought, commenced or prosecuted against such a person, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such a person, in or about the execution of the duties of such a person's office or in respect of any such liability; and

(b) all other costs, charges and expenses which a person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such a person's own willful neglect or default.

11.6.1 In the event an individual requests the advance of funds in order to defend an action, claim, suit or proceeding referenced this Article, the Board may approve such advance.

Insurance

11.6.2 The Association may purchase and maintain insurance for the benefit of any Member acting on behalf of the Association in the capacity of a Director, Officer, or agent of the Association against any liability incurred by such person.

Conditions

11.6.3 In order to be eligible for indemnification in accordance with the foregoing, the individual seeking indemnification must have acted honestly and in good faith with a view to the best interests of the Association, and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, must have had reasonable grounds for believing that the conduct was lawful and in accordance with their prescribed authority.

PART XII – ANNUAL FINANCIAL STATEMENTS

12.1 The Association's approved financial statements will be made available to Members.

12.2 The Association may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Association and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail. If a member so requests, the Association will provide a copy of the financial statements electronically.

12.3 Branches will submit reviewed financial accounts, in the format prescribed, no later than the 15th of May following the fiscal year end.

PART XIII - INVALIDITY OF ANY PROVISIONS OF THESE BY-LAWS

13.1 The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions of this By-law.

PART XIV - NOTICE

14.1 Any notice (which term includes, without limitation, any communication or document or other information) to be given (which term includes, without limitation, sent, delivered, received 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:

(a) 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 to the latest address as shown in the last notice that was sent by the Association in accordance with the Act;

(b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;

(c) if sent to such person by telephonic, electronic or other communication facility such person's recorded address for that purpose; or

(d) if provided in the form of an electronic document in accordance with the Act.

14.1.1 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.

14.1.2 The Chief Executive Officer 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 Chief Executive Officer to be reliable. The declaration by the Chief Executive Officer 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.

Omissions

14.2 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-laws 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.

PART XV - BY-LAWS, REGULATIONS AND EFFECTIVE DATE

Section 1 - Proposal to amend By-laws

15.1 A proposal to amend these By-laws requires approval by Ordinary Resolution by the Electors at an Annual Meeting of Members, unless:

(a) the proposal is such that a vote of the general membership is required;

(b) the By-laws or the Act require approval by Special Resolution.

15.1.1 Subject to the Act and the Association's Articles, the Board may, make, amend or repeal any By-law that regulates the activities or affairs of the Association. Any such By-law amendment or repeal shall be effective from the date of the decision of the Board until the next Meeting of Members where it may be confirmed, rejected, or amended by the Members by Ordinary Resolution.

15.1.2 If the By-law, amendment, or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed.

15.1.3 The By-law, amendment, or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

15.1.4 This section does not apply to a By-law, repeal, or amendment of a By-law that requires a vote of the general membership under the Act.

15.1.5 All previous By-laws of the Association are repealed as of the coming into force of this By-law. Such repeal shall not affect the previous operation of the previous By-laws or affect the validity of any act done or right, privilege, obligation, or liability acquired or incurred prior to its repeal.

Section 2 Regulations

15.2 The Board may make, amend, or delete regulations supplementary to these By-laws. Any such Regulation amendment or repeal shall be effective from the date of the decision of the Board until the next Meeting of Members where it may be confirmed, rejected, or amended by the Members by Ordinary Resolution.

15.2.1 If the regulation, amendment, or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed.

15.2.2 The regulation, amendment, or repeal ceases to have effect if it is not submitted to the members at the next Meeting of Members or if it is rejected by the Members at the meeting.

PART XVI – DISSOLUTION OF THE ASSOCIATION

Distribution of Assets

16.1 Any property remaining on liquidation of the Corporation, after discharge of liabilities shall be distributed to one or more qualified donees within the meaning of the Income Tax Act.