



National Association of Federal Retirees Association nationale
des retraités fédéraux

OTTAWA VALLEY

National Association of Federal Retirees

Ottawa Valley Branch

By-laws

April 13, 2016

This document replaces the Ottawa Valley Branch by-laws in existence prior to the new Canada Not-For-Profit Corporations Act. It is in compliance with the new National By-laws, approved June 2014.

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PART I – Definitions

“Act” means the Canada Not-for-profit Corporations Act.

“Association” means the National Association of Federal Retirees

“Board” means the board of Directors of the national Association and, for further clarity, does not include the board of directors of a Branch.

“Branch executive” means the group of volunteers elected by the members of the Branch to conduct and manage the business of the Branch.

“Position”, in reference to the Branch executive. Indicates simple membership within the Branch executive, and does not imply any particular duty or responsibility of that position.

PART II – The Branch

2.1 The Branch is an entity and agent of the National Association of Federal Retirees (“the Association”), established by the Charter issued by the Board, on November 25 1992.

2.2 The Branch is subject to the Association’s National By-laws.

2.3 As an agent of the Association, the Branch provides services to the members and carries out local programs consistent with the purpose, strategic direction and policies of the Association.

2.3.1 Core Functions

The core services of the Branch are:

- a) Advocacy, at the local level, in support of national initiatives to:
 - i) Advocate measures to protect and promote the pensions, benefits and general welfare of members and potential members;
 - ii) Oppose measures detrimental to the interests of members and potential members;
- b) Information sharing;

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- c) Membership recruitment and engagement;
- d) Member support – Connecting individual members and their families with the information they need to access their pensions and benefits;
- e) Volunteer support and development;
- f) Financial management – Responsible management of Branch finances and programs.
- g) Governance – Sound governance in accordance with applicable laws, by-laws and policies.

2.4 **Not for profit**

The Branch shall carry out its operations without financial benefit to its members. Any profit or other financial gain accruing to the Branch shall be used to promote the objectives of the Association.

PART III – Membership

3.1 **Eligibility**

A person eligible for membership in the Association is eligible for membership in the Branch.

3.2 **Termination**

A person's membership in the Branch terminates automatically upon termination of membership in the Association.

3.3 **Allocation**

New members who reside within the administrative area of the Branch shall be allocated to the Branch unless they specifically request allocation to another Branch.

3.3.1 Members may request re-allocation to another Branch at any time.

3.3.2 In the event of the dissolution of the Branch, members shall be re-allocated by the Board to adjacent Branches.

3.4 **Code of Conduct**

All members shall abide by the Association's Code of Conduct and, if found to be in contravention of the Code, may be subject to discipline in accordance with the Association's By-laws and Regulations.

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PART IV – Membership Fees

- 4.1 Membership fees are set by the Association.
- 4.2 The Branch is responsible for remitting to the Association National Office, quarterly, the National portion of any membership fees received by the Branch.

PART V – Branch Executive

- 5.1 Branch directors must be valid members of the Association. If membership lapses or is terminated by either the member or the Association, the director immediately ceases to hold office.

5.1.1 **Composition**

The Branch executive shall comprise of four to 10 directors. Of these directors, four must serve as the following officers: President, Vice-President, Secretary and Treasurer. The directors shall all be elected by the members, and these officers shall be appointed by the Branch executive from among the elected directors.

- 5.1.2 The number of directors on the Branch executive shall be established at a Branch Annual General Meeting, by a proposal approved by 50%+1 of the votes cast. Subsequent changes to the number of directors may be made in accordance with the provisions for any other amendment to these by-laws set out in Part X.

5.2 **President**

The President, as chair, shall call and chair Branch executive meetings and Branch Annual General Meetings.

- 5.2.1 The President shall serve as the chief spokesperson of the Branch and at national Meetings of Members.
- 5.2.2 The President shall have such other duties and powers as the Branch executive may specify.

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5.3 Vice President

The Vice-President shall assume the duties of President in the event of the President's absence. The Vice-President shall have such other duties and powers as the Branch executive may specify.

5.4 Secretary

The Secretary shall

(a) Have charge of all official papers and correspondence and shall keep a true and correct record of all proceedings of all general meetings and meetings of the Branch executive;

(b) Perform such other duties as may be required by the Branch executive.

5.5 Treasurer

The Treasurer shall keep the financial accounts of the Branch and shall exercise primary signing authority for expenditures.

5.5.1 At each Branch Annual General Meeting, the Treasurer shall submit:

- a) a report of the Branch finances for the previous fiscal year, and
- b) a budget forecast for the next fiscal period.

5.6 Appointment of officers

The Branch executive may appoint members to serve as additional officers with duties and responsibilities and may specify and amend the officers' duties and responsibilities as required, except ones defined in these by-laws, which require member approval to change.

5.6.1 An appointment may be withdrawn and responsibility reassigned to another member at any time by majority vote of the Branch executive. Withdrawal of an appointment does not affect a director's status as a member of the Branch executive.

5.7 Past President

The Branch executive may appoint the Past President to serve as a non-voting advisor for one year. The Past President shall have such other duties and powers as the Branch executive may specify.

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5.8 Executive

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

- 5.8.1 The Branch 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.

PART VI – Nominations and Executive

6.1 Nominations Committee

The Branch President shall, at least 120 days prior to the date of the Branch Annual Meeting, appoint a Chair of the Nominations Committee.

- 6.1.1 The Chair of the Nominations Committee may select other Branch Members to serve on the Committee.
- 6.1.2 The role of the Nominations Committee is to assist with the nomination and election of eligible Branch members to available positions on the Branch executive.
- 6.1.3 The Nominations Committee shall call for nomination of candidates for available position and shall present to the Branch Annual General Meeting a list of eligible candidates for each available position.

6.2 Nominations from the floor or by the membership

Additional nominations from the floor at the Branch Annual General Meeting are not permitted. Members may nominate any member by submitting the nomination in writing to the Chair of the Nominating Committee, or to the Branch President, no later than 15 days prior to the Branch Annual General Meeting. The nomination must be supported by a written statement from the nominee indicating the nominee's willingness to serve.

6.3 Election process

The Chair of the Nominations Committee shall conduct an election for each available executive position. Where there are more candidates than available positions, there will be a series of votes, with the candidate who receives the lowest number of votes dropping off the ballot after each vote until one candidate

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receives at least 50% + 1 of the votes cast. Following completion of an election, all remaining candidates are eligible for inclusion in the voting for subsequent positions.

6.3.1 The vote shall be by show of hands unless a motion for secret ballot is presented. The motion must be passed by a majority of members in attendance. If a secret ballot is approved, each of the candidates may name a scrutineer to examine the ballots cast and witness the count of the ballots by the Chair of the Nominations Committee.

6.3.2 All ballots shall be destroyed by the Chair of the Nominations Committee after the elections.

6.4 Election and Term of Office

All members of the Branch executive shall be elected at the Branch Annual General Meeting, for a term of 2 years. The term commences at the close of the Annual General Meeting at which they are elected. The terms shall be staggered so that half the director terms end each year.

6.5 Roles

The Branch executive shall assign the duties and responsibilities of the members of the executive.

6.6 Maximum terms

A member may serve on the Branch executive for a maximum of 4 full consecutive terms in a single capacity. As required, the Branch executive may vote to extend the number of allowable terms in a single capacity where no replacement for that duty is available.

6.7 Vacancies

In the event a vacancy occurs on the Branch executive, the remaining members of the Branch executive may fill the position by appointment until the next Branch Annual General Meeting, at which time the position shall be filled by election for the balance of the term.

6.7.1 In the event no candidate is presented at the Branch Annual General Meeting to fill a position, the Branch executive may fill the position by appointment for a term of one year, and that position will come up for election at the following Branch Annual General Meeting for the balance of the term. 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.

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6.7.2 Director Automatic Vacancy

The position of director shall be automatically vacated:

- (a) if the director resigns by delivering a written resignation to the Branch president, vice-president, or treasurer; or
- (b) if the director becomes ineligible to hold office in accordance with the Act, the national By-laws, or these by-laws; or
- (c) if the director is removed by Ordinary Resolution of the Members in accordance with the Act; or
- (d) if the director has missed four consecutive regularly scheduled executive meetings.

PART VII - Committees

- 7.1 The Branch executive may establish ad hoc committees as required with such objectives and resources as the Branch executive specifies. An ad hoc committee shall include at least one member of the Branch executive.

PART VIII – Branch Meetings

8.1 Branch Annual General Meeting

The Branch shall hold a Branch Annual General Meeting to conduct the mandatory business of the Branch.

- 8.1.1 The Branch executive shall determine the date, location, and agenda of the meeting. The date shall be no later than April 15th.

8.1.2 Agenda, Mandatory Business

At every Branch Annual Meeting, the Members assembled shall:

- a) Approve a record of proceedings of the last Branch Annual Meeting and any Special Branch Meetings;

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- b) Receive a report from the President concerning the activities of the Branch executive since the previous meeting and outlining the plans and priorities for the current and following year;
 - c) Receive the reviewed financial records for the previous financial year;
 - d) Receive the budget for the current year and the forecast for the next fiscal year;
 - e) Approve a financial reviewer for the current financial (calendar) year. The reviewer shall NOT be a member of the Branch executive;
 - f) Consider any proposals for amendment of the Branch by-laws, notice of which was included in the notice for the meeting.
 - g) Conduct elections for the Branch executive;
 - h) Conduct other such business as may be properly brought before the meeting.
- 8.1.3 Copies of the draft record of proceedings for the Branch Annual General or Special Meetings and a copy of the reviewed financial report shall be forwarded to National Office by no later than May 15th.

8.2 **Branch Special Meetings**

A Branch Special Meeting may be held at the call of the Branch executive at such time and place as the Branch executive may designate.

- 8.2.1 A Branch Special Meeting must be held upon the written request of 80 Branch Members within 30 days of receipt of the request by the Branch executive.
- 8.2.2 A Branch Special Meeting may deal only with the business listed in the notice of the meeting and any matter that arises directly from that business.

8.2.3 **Record of Proceedings**

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

8.3 **Branch General Meetings**

At the call of the Branch executive the Branch may hold a number of general meetings, intended for information sharing or social functions, during the year. A general meeting may include a business meeting, if required, but the business may not include proposals to amend the Branch by-laws or elect directors.

8.4 **Notice of Branch Meetings**

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The Branch executive shall ensure that Members are given adequate notice of Branch Meetings.

- 8.4.1 For a Branch Annual General Meeting, notice shall be given in the period 21 to 60 days prior to the meeting.
- 8.4.2 For a Branch Special Meeting, notice shall be given at least 14 days prior to the meeting.
- 8.4.3 For a Branch General Meeting, notice shall be given at least 14 days prior to the meeting.

8.5 **Quorum**

At any Branch Annual, Special or General meeting, the quorum required to conduct business is 2% of the membership at the time of the meeting.

8.6 **Branch Executive Meetings**

Meetings of the Branch executive shall be at the call of the President or upon the request of one-third of the directors.

- 8.6.1 The quorum for a meeting of the Branch executive is a simple majority of the directors then in office.
- 8.6.2 A meeting of the Branch executive may be conducted by any telephonic, electronic, or other means of communication that permits all Branch directors to communicate adequately with each other. A director participating by such means shall be deemed participating in the meeting.
- 8.6.3 Only Branch directors in attendance in person or by electronic means at any meeting of the Branch executive may vote.
- 8.6.4 No person shall act for an absent director at a meeting of the Branch executive.
- 8.6.4 If full minutes of Branch executive meetings are not kept, decisions made at such meetings will be fully recorded and those records entered into Branch archives.

8.7 **Decision-Making**

Fundamental proposals

Any member may submit for consideration at a National Annual Meeting of Members, a proposal to amend special fundamental parts of the Association's Articles or By-laws pursuant to the Act.

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8.7.1 Branch endorsement

A fundamental proposal shall be considered to have the endorsement of the Branch if it receives the support of a majority of the Branch executive or a majority (50% +1) of the votes cast at an Annual or Special Branch Meeting.

8.8 Branch Proposals to the Association's Annual Meeting

In accordance with the national By-Laws, the Branch president may, on behalf of the Branch, submit proposals for consideration at a national Annual Meeting of Members or a Special Meeting of Members. To be submitted on behalf of the Branch, a proposal must receive the support of a majority of the Branch Executive or a majority (50% + 1) of the votes cast at a Branch Annual or Special Meeting.

8.9 Procedure

Robert's Rules of Order Newly Revised is the authority on meeting procedure to be followed at Branch meetings, unless the Members approve the use of other rules of order.

PART IX – Financial Administration

9.1 Fiscal Year

For financial reporting and audit purposes, the Branch financial year is the calendar year.

9.2 Signing authority

The Branch executive shall designate who has the authority to sign contracts and make payments on behalf of the Branch (normally the Treasurer and the President or one other director).

- i) Spouses may not both hold signing authority;
- ii) two persons in a family, domestic or business relationship may not both hold signing authority
- iii) No person shall sign a cheque made out in their own name.
- iv) A minimum of 2 and maximum of 4 signing officers may be authorized to sign cheques on behalf of the Branch.
- v) Two signing officers must authorize any Branch cheque for payment.

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9.3 **Banking**

The banking business of the Branch shall be conducted at such bank, trust company or other firm or corporation carrying on a banking business, designated by the Branch executive, in compliance with the national policy. The Treasurer shall have primary responsibility for conducting the banking business of the Branch.

9.4 **Spending Authority**

The Branch executive shall have authority to make expenditures listed in the budget and forecast from the Branch Annual General Meeting, and otherwise shall have authority to make expenditures as needed up to a set amount as established by the national Board of Directors.

A single expenditure of more than the Branch set limit or that was not included in the approved budget or forecast requires the approval of a majority (50% + 1) of the votes cast at a Branch Special or General Meeting. An expenditure of more than the nationally set Branch limit requires approval by the national office or the national Board.

- 9.4.1 If approval is sought at a Branch General meeting, notice of the proposal must be given in the notice for the meeting, at least 14 days prior to the meeting.

9.5 **Borrowing Authority**

The Branch shall not have any authority to borrow money.

9.6 **Defence of Benefits Emergency Reserve Fund**

The Branch may establish and maintain a reserve fund, known as the Defence of Benefits Reserve Fund, withdrawals from which may be made only to support initiatives to promote or protect significant pension or health benefits.

9.6.1 **Maximum Amount**

The maximum amount to be held in the Defence of Benefits Reserve may be set at a Branch Annual Meeting by a proposal receiving a majority (50%+1) of the votes cast.

- 9.6.2 The Branch executive may authorize the withdrawal from the reserve up to a limit set by a vote at a general meeting. Withdrawals over that limit must be authorized at a Branch Annual, Special or General meeting, by a proposal receiving a majority (50%+1) of the votes cast.

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9.7 Remuneration

No member elected to the Branch executive or elected or appointed to serve the Branch in any capacity shall receive remuneration for services rendered pursuant to that election or appointment.

9.8 Expenses

Subject to national policy, a member serving the Branch in any capacity shall be reimbursed expenses necessarily and reasonably incurred in the conduct of the affairs of the Branch or Association.

PART X - Amendments to Branch By-laws

10.1 A proposal to amend these by-laws requires approval by a majority (50%+1) of the votes cast at a Branch Annual General Meeting or Branch Special Meeting.

10.1.1 The text of the proposed amendment must be included in the Notice for the Branch Annual General Meeting or Branch Special Meeting.

10.1.2 If the proposed amendment is extensive such that it would not be feasible to include the text in a Notice, the Notice must then include a method by which a member could acquire a copy of the amendment, either electronically or in hard copy.

10.2 Interim amendments

Between Branch Annual General Meetings, the Branch executive may make, amend or repeal any section of the Branch by-laws except those relating to the number or terms of directors.

10.2.1 Such by-law, amendment or repeal shall be effective from the date it is approved by the Branch executive until the next Branch Annual General or Special Meeting, where it may be confirmed, amended or rejected by a majority (50% + 1) of the votes cast at the meeting.

10.2.2 The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next Branch Annual General or Special Meeting or if it is rejected by the members at the Branch Annual General Meeting or if it is rejected by the National Board.

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10.2.3 Review and Approval

The Branch is required to forward their by-laws and any subsequent amendments to the Association national office for review and Board approval.

10.2.4 Precedence

In the event of a discrepancy or disagreement between Branch by-laws and the national By-laws, the provisions of the national By-laws shall govern.

10.3 Regulations and Procedures

The Branch executive may establish regulations and procedures supplementary to these by-laws. A new regulation or procedure must be submitted for confirmation at the next Branch Annual General Meeting and ceases to have effect if it is not submitted for confirmation or if it is rejected. If the regulation or procedure is confirmed, or confirmed as amended, it remains in effect in the form in which it was confirmed.

PART XI - Dissolution of the Branch

- 11.1 Approval of a proposal to request to the national Board to dissolve the Branch requires two-thirds of the votes cast at an Annual General or Special Branch Meeting. The proposal to dissolve will be indicated on the meeting notice.
- 11.2 Upon approval of a motion to dissolve the Branch, members shall be re-allocated by the national Board to adjacent Branches and administration of the winding up of the Branch shall be turned over to the national Association and any assets remaining after settlement of the Branch's liabilities shall be transferred to the national Association.