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PART A

THE CHARTER

LETTERS PATENT AND SUPPLEMENTARY LETTERS PATENT

(Charter's history and excerpts from such Letters)

1. INCORPORATION: NAME AND ADMENDMENTS:

The Royal North West Mounted Police Veterans' Association was incorporated by Letters Patent issued under the Companies Act on January 14, 1924.

By Supplementary Letters Patent dated December 1, 1954, the name ROYAL NORTH WEST MOUNTED POLICE VETERANS' ASSOCIATION was changed to ROYAL CANADIAN MOUNTED POLICE VETERANS' ASSOCIATION.

By Supplementary Letters Patent dated October 11, 1967, the objects of the Association were amended and a dissolution clause was added.

By Supplementary Letters Patent issued October 21, 1977, the name of the Association was changed to ROYAL CANADIAN MOUNTED POLICE VETERANS' ASSOCIATION-L'ASSOCIATION DES ANCIENS DE LA GENDARMERIE ROYALE DU CANADA.

By Supplementary Letters Patent issued November 29, 1988, the provisions of the Letters Patent incorporating the Association were amended and varied by substituting statements respecting the head office and objects of the Association and by adding a French version to the Letters Patent and Supplementary Letters Patent of the Association, as amended thereby.

2. RIGHTS AND POWERS:

All the rights and powers given by the aforementioned Companies Act and by the application of Part I (Corporations without share capital), Canada Corporations Act, R.S.C. 1970, c. C – 32 shall apply.

3. PURPOSES AND OBJECTS:

- (a) “to promote and assist in the promotion and advancement of the best interest of Canada, especially respect for its Constitution;
- (b) to be of service to the Government of Canada when required and requested;
- (c) to co-operate with and render assistance to the Police, especially the Royal Canadian Mounted Police, in all matters of common interest or concern;
- (d) to promote the physical, social and economic welfare of the Corporation's members and the members of their immediate families;

- (e) to acquire by purchase, lease, gift, bequest, devise, endowment or otherwise personal property of every nature and kind and any interest or property rights therein and dispose of the same;
- (f) to acquire by purchase, lease, gift, bequest, devise, endowment or otherwise real property and any interest therein and subject to the provisions of section 65 of Canada Corporations Act, to mortgage, sell, lease or otherwise dispose of the same;
- (g) to establish under such names and titles as may be deemed desirable, such benevolent fund or funds as shall be deemed requisite for the purpose of aiding such former members of the North West Mounted Police, the Royal North West Mounted Police and the Royal Canadian Mounted Police, and the members of their immediate families or their dependents who are in need of assistance and to appoint trustees to supervise the administration and management of any such funds;
- (h) to provide support to worthy community services or organizations of a charitable or benevolent nature.”

4. DISSOLUTION CLAUSE:

“...upon the dissolution of the Corporation and after payment of all debts and liabilities all monies, securities for money and all other property and assets comprised in or forming part of any benevolent fund or funds and being the property of the Corporation and under its administration or control shall be distributed among and or transferred to such Canadian charitable organization or organizations as defined by subsection (3b) of Section 27 of the Income Tax Act, R.S.C. (1952) Chapter 148 and amendments thereto, as the Board of Directors shall by resolution, direct.

PART B

GENERAL BY-LAWS OF THE ASSOCIATION

INTERPRETATION

101.1 In these general by-laws:

- (1) “Act” means the Canada Corporations Act, R.S.C. 1970 c. C – 32 and amendments thereto;
- (2) “Association” or “Corporation” means the ROYAL CANADIAN MOUNTED POLICE VETERANS’ ASSOCIATION – L’ASSOCIATION DES ANCIENS DE LA GENDARMERIE ROYALE DU CANADA;
- (3) “Board” means the Board of Directors established by By-Law 107.1;
- (4) “Constitution” includes the Corporation’s Charter, Letters Patent, Supplementary Letters Patent and General By-Laws;
- (5) “Force” means the Royal Canadian Mounted Police and includes the Royal North West Mounted Police and the North West Mounted Police;
- (6) “in good standing”, when applied to a Division, means that the per capita dues for the current calendar year have been paid on or before the thirty-first day of March of such year;
- (7) “in good standing”, when applied to a member of the Association, means that the member’s dues, payable to a division in good standing for the current year have been paid by March thirty-first of that year and the membership is neither suspended nor terminated;
- (8) “General Meeting” includes both an annual General Meeting and a Special General Meeting of the members of the Association;
- (9) “member of the Force” means a person who is or was a member of the Royal Canadian Mounted Police pursuant to the Royal Canadian Mounted Police Act and amendments thereto.
- (10) “Reserve” means the Reserve of the Force.
- (11) “Voting Delegate” means a Division President or his/her appointed member, authorized to vote on resolutions at the Annual General Meeting.
- (12) “Operations Manual” means all policy, procedures and guidelines of the Association.
- (13) “member of the Association” means a category of member as outlined in By-Law 106.1 to 106.9.
- (14) “honourary president” means the Commissioner of the Royal Canadian Mounted Police.

CORPORATE HEAD OFFICE

- 102.1 The Head Office of the Association shall be at the City of Ottawa, in the Province of Ontario and at such place therein as the Board shall from time to time establish.

SEALS

103.1 The seal, an impression whereof is stamped in the margin hereof shall be the corporate seal of the Association.

- 103.2 The Association may have for use, outside the province in which its head office is situated, an official seal, which shall be a facsimile of the corporate seal. Any such official seal shall be used only in accordance with the Canada Corporations Act and when authorized by the Board in writing and under its corporate seal.

COLOURS AND ENSIGNS ARMORIAL (BADGE)

- 104.1 The Colours of the Association shall be SCARLET and GOLD.

- 104.2 The Ensigns Armorial of the Association (badge), which consist primarily of the original features of the Badge used by the Royal Canadian Mounted Police prior to 1952, are those 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, in testimony of their matriculation, on January 20, 1983.

104.3

- (a) It is hereby prohibited to use the Corporate Name of the Association, or any abbreviation thereof, or its Ensigns Armorial, or both, outside the Affairs of the Association, in any advertising, or for any business or trade purpose, without the authority of the Board of Directors, whose consent must be specific in nature and time limited.
- (b) Anyone requiring the aforementioned authority must acknowledge in writing that once given, the consent may be withdrawn peremptorily, at any time.
- (c) The use of the Ensigns Armorial and the official Coat of Arms (badge) of the Royal Canadian Mounted Police is prohibited in the affairs of the Association without the consent of the appropriate authorities.
- (d) The National President is the only person to communicate with the Commissioner of the Force to seek either authority or consent

under Section 49 of the “*Royal Canadian Mounted Police Act*” or under the “*Trademarks Act*”.

- (e) Reproduction or representation of our Ensigns Armorial that would deface or cheapen its image to the public eye or be unsavory in nature is prohibited. Members are required to protect the integrity of both our Corporate Name and our Ensigns Armorial which has a unique reputation world-wide.
- (f) The Board of Directors is required to ensure permanent liaison is established and maintained with the RCMP to protect the respective names and badges of the Force and of the Association.
- (g) Any related Policy, Procedure or Practice not covered in the By-Laws of the Association, must be dealt with by a Resolution at an Annual General Meeting or by the Board of Directors.

THE TIP STAFF

- 105.1 The Tip Staff of the Association is an ornamental staff of office borne as a symbol of the authority of the National President to preside over Annual General Meetings.
- 105.2 Responsibility for the safe custody and control of the Tip Staff shall at all times rest with the National President, who may delegate the responsibility to Division Presidents whose Divisions have been duly authorized to host an Annual General Meeting.
- 105.3 The Tip Staff shall be ceremoniously paraded and prominently displayed at Annual General Meetings. As long as it remains displayed before the assembly, any such meeting of the Association is in session until the National President declares it adjourned and instructs that the Tip Staff be retired.

ORGANIZATIONAL ESTABLISHMENT

- 106.1 The Association shall consist of eight categories of membership.
- 106.2 Active Membership when granted by a Division includes former members of the Force who were sworn into the RCMP and includes former auxiliary and reserve members.
- 106.3 Life Membership when granted by a Division or the Board of Directors and includes former Commissioners of the RCMP and active members who have been awarded life membership status for services to the Association.
- 106.4 Transitional Membership, when approved by a Division, includes a member of the RCMP who has transitional status for a period of one year upon leaving the Force.
- 106.5 Associate Member, Honourary Member, Honourary Life Member and Honourary Officer, when granted by a Division or the Board of Directors and includes a person so designated.

- 106.6 Patron means the Governor General of Canada , when invited by the Board of Directors, accepts such an invitation.

CORPORATE GOVERNANCE

- 107.1 The Board of Directors will be established to administer and manage on a day to day basis the affairs of the Association including its property and business, will report to the National Council and will be accountable to the membership.

BOARD OF DIRECTORS

- 108.1 The Board of Directors shall consist of: nine (9) members as follows:

- (a) National President
- (b) Vice President
- (c) Immediate Past President
- (d) National Secretary
- (e) National Treasurer and
- (f) Directors (4)

- 108.2 Members of the Board of Directors shall be elected from Active members in good standing or Life Members at the Annual General Meeting. They shall be National Officers, serve a term of two (2) years and may be re-elected.

- 108.3 The Duties of the Board of Directors shall be as follows:

- (a) **THE NATIONAL PRESIDENT** shall preside at all general meetings and other meetings of the Board. The National President shall **NOT** vote but shall have the discretion in the case of a tie to cast the deciding vote;
- (b) **THE VICE-PRESIDENT** shall assist the National President. In the event that the National President is absent, the Vice-President shall perform all the duties of the National President. In the event the President is unable to act or the office is vacant, the Vice President shall assume the office of President.
- (c) **THE NATIONAL SECRETARY** shall keep all minutes, records and books required to be kept by the Association or the Board. The National Secretary shall also certify documents issued by the Association by affixing thereto the Corporate Seal or by signing on behalf of the Corporation and furthermore, shall send out notices of all meetings, prepare, maintain and preserve a correct roll of

the Board, take charge of and maintain custody and control of the Corporate Seal and any official seal;

- (d) **THE NATIONAL TREASURER** shall receive all monies and deposit same in the name of and to the credit of the Association in such depositories as designated by the Board. The Treasurer shall maintain accurate records. Accounts shall be paid by cheque signed by any two of the following:

- **The National President**
- **The Vice President of the Association**
- **The National Secretary of the Association**
- **The National Treasurer of the Association; or**
- **A Director authorized by the Board**

- (e) **THE DIRECTORS** shall head such committees as are required from time to time and shall perform such other duties as may from time to time be delegated upon them by the Board.

- (f) **THE IMMEDIATE PAST PRESIDENT** shall be Chair of the Board of Governors and Chair of the Nominating Committee on an annual basis.

108.4 The Board may exercise such powers of the Association as are not by an Act of Parliament, the Letters Patent, Supplementary Letters Patent or these By-Laws required to be exercised by the members at a General meeting of the Association, without limiting the generality of the foregoing. The Board may:

- (a) formulate policies of the Association;
- (b) prepare the budget;
- (c) recommend remuneration as permitted by law to the Auditor, Secretary, Treasurer and any other officer, employee or member of the Association;
- (d) perform such other duties as required by these by-laws or regulations;
- (e) appoint such other committees as are from time to time required;
- (f) appoint a Chief Operations Officer;
- (g) appoint an Advocate;
- (h) overspend an approved budget in case of an emergency situation. Unbudgeted expenses in a fiscal year shall be reported without delay and such expense shall be the subject of a report at the next Annual General Meeting.

DIVISIONS

- 109.1 Members of the Association shall be formed into Divisions. Divisions will be granted a Charter by the Board identified by their geographic location. Presidents of Divisions will be Voting Delegates to the Annual General Meeting and a Member of the National Council.
- 109.2 Divisions will conduct affairs as granted in their Charter and the Constitution and By-Laws of the Association. Division Officers will be responsible for their duties as outlined in section 108.3 of the Constitution and By-laws as it applies to their Division.

NATIONAL COUNCIL

- 110.1 **THE NATIONAL COUNCIL** of the Royal Canadian Mounted Police Veterans' Association shall consist of the Board of Directors and the Division Presidents or their official appointee.

BOARD OF GOVERNORS

- 111.1 **THE BOARD OF GOVERNORS** shall consist of past National and Dominion Presidents. They remain Honorary Officers for life and will be advisors to the Board of Directors. They may be asked to sit on committees. The Immediate Past National President is Chair of the Board of Governors.

CORRESPONDENCE

- 112.1 All correspondence concerning the Association as a whole shall be dealt with by the National President or the National Secretary of the Association.
- 112.2 Correspondence concerning a Division shall be dealt with by the Division President or the Secretary of the Division.
- 112.3 The Chairpersons of Committees of the Board may correspond internally on matters within their authority.
- 112.4 Divisions and individual members shall not correspond with anyone outside the Association either in the name of the Association or purporting to represent the views of the Association on matters relating to its affairs unless the issue is of purely local interest.

CORPORATE FINANCE

- 113.1 The fiscal year of the Association commences on the first day of July in each year.
- 113.2 An auditor shall be appointed by the Association at each Annual General Meeting to audit the books of account as soon after the end of the fiscal year as conveniently possible.
- 113.3 Divisions will set and collect their annual dues and include the per capita assessment established at an Annual General Meeting.
- 113.4 To be an active member in good standing, the member shall pay the current year Division dues and National per capita assessment prior to March 31st of the current year.
- 113.5 Only active members in good standing and Life Members can vote at any meeting of the Association.

- 113.6 Costs for National Operations of the Association, including staff compensation, business related travel for Board Members and expenses provided in the Association's budget shall be paid through the assessment of per capita dues.
- 113.7 The Treasurer will propose a budget at the Annual General Meeting for the following fiscal year and will include all anticipated revenues and expenses for that year.
- 113.8 The Treasurer will propose a motion at each Annual General Meeting to establish the amount of per capita dues Divisions will pay to the Association.
- 113.9 Divisions will remit their annual per capita dues to the National Treasurer by March 31st of the current year based on the number of paid-up members times the approved per capita assessment.
- 113.10 Past due per capita dues received after March 31st should be remitted to the National Treasurer.
- 113.11 A member may only belong to one Division at a time. Should a member transfer from one Division to another during a calendar year, per capita dues will be remitted by the Division that has collected that member's annual membership dues.
- 113.12 Divisions shall remit per capita dues for new members to the National Treasurer. When pro-rated dues are collected, per capita dues may also be pro-rated.

BORROWING MONEY

- 114.1 The Board may, when authorized by a two-thirds (2/3) majority of the votes cast at an Annual General Meeting or a Special General Meeting called for the following:
 - (a) borrow money upon the credit of the Association;
 - (b) limit or increase the amount to be borrowed;
 - (c) issue Debentures or other securities of the Association;
 - (d) pledge or sell such debentures or other securities for such sums and at such prices that may be deemed expedient; and
 - (e) secure any such debentures or other securities or any other present or future borrowing or liability of the Association by mortgage, hypothecate, charge or pledge or all or any currently owned or subsequently acquired real and personal, moveable and immovable property of the Association and the undertaking and rights of the Association.
- 114.2 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.
- 114.3 Promissory notes or other negotiable instruments may be signed on behalf of the Association by Officers of the Association authorized from time to time to sign negotiable instruments on its behalf for the money so borrowed and interest thereon as may be agreed upon and the same and all renewals thereof shall be binding upon the Association without the bank requiring evidence of any Resolution of the Board.

- 114.4 All contracts, deeds, grants, assurance and documents reasonably required by said Banks or their counsel for all or any of the purposes aforesaid may be executed and carried into effect by the proper Officer of the Association.

RCMP VETERANS' ASSOCIATION BENEFIT TRUST FUND AND RESERVE FUND GENERAL

- 115.1 There shall be established and maintained an RCMP Veterans' Association Benefit Trust Fund and a Reserve Fund.
- 115.2 The RCMP Veterans' Association Benefit Trust Fund shall consist of all monies, resources, donations, bequests and endowments given thereto or assigned thereto by the Board.
- 115.3 The Reserve Fund shall consist of all monies, resources, donations, bequests and endowments assigned thereto by the Board and all investments made out of monies of the Reserve Fund and returns on investments and other earnings, including profits on sale of Reserve Fund assets or investments.
- 115.4 The Reserve Fund accounts shall show, in two (2) parts, the following:
- (a) The Reserve Fund Account; and
 - (b) The Reserve Portfolio being a statement of Investments belonging to the Reserve Fund.

MANAGEMENT OF THE RCMP VETERANS' ASSOCIATION BENEFIT TRUST FUND

- 116.1 The Board shall have exclusive management of and control over the RCMP Veterans' Association Benefit Trust Fund, in conformity with such regulations as shall, from time to time be established.
- 116.2 Any expenses incurred in the management of the Fund and any losses sustained through transactions shall be charged to the Fund.
- 116.3 The Board may, by motion, delegate any of its powers to Committees of members. Any Committee so formed shall, in the exercise of the powers so delegated, conform to any direction it is given by the Board. Such Committees may be dissolved at any time by a Resolution of the Board.
- 116.4 The Board may, by motion, prescribe administrative procedures pertaining to applications and for the making of grants or loans from the RCMP Veterans' Association Benefit Trust Fund.

MANAGEMENT OF THE RESERVE FUND

- 117.1 The Board shall have exclusive management of and control over the Reserve Fund.
- 117.2 Any and all transactions effecting the Reserve Fund, including the transfer of any resources of the Association into the Fund and investments purchased by monies comprising the Fund and any withdrawals from the Fund shall be made only on the authority of the Board expressed by a majority vote at a meeting of the Board after due notice of motion has been given at least ten (10) days prior to the meeting or given at a previous regular meeting of the Board.

- 117.3 The Corporate Governance Committee shall act as advisor to the Board in all matters pertaining to the Reserve Fund.
- 117.4 The Corporate Governance Committee shall report on the Reserve Fund and on the portfolio of investments, in particular at intervals of not more than six (6) months and make such recommendations from time to time for the sale or purchase of securities or other matters pertaining to the Fund or its administration as they deem to be in the interest of the Association.
- 117.5 Any expenses incurred in the management of the Fund and any losses sustained through transactions shall be charged to the Fund.

NOMINATIONS AND ELECTIONS

- 118.1 The Nominating Committee will be chaired by the Immediate Past President of the Association. The Chair will select up to three (3) other Active or Life members to complete the Nomination Committee by January 1st each year.
- 118.2 Members of the Nominating Committee are ineligible to stand for election.
- 118.3 The Secretary of the Association shall advise all Divisions by January 15th of the name and address of the Chairperson and the members of the Nominating Committee and the forthcoming vacancies on the Board of Directors to be filled through the regular electoral process.
- 118.4 Any Active or Life member or any Division may nominate a member for election to the Board of Directors.
- 118.5 Nominations will be received up to 15th March each year. The list of nominees will be circulated to Divisions by April 1st.
- 118.6 The Nomination Committee report will be presented at the Annual General Meeting. Elections will be held by secret ballot when more than one candidate is nominated for a position.
- 118.7 Nominations by any other method than through the Nominating Committee shall be invalid.
- 118.8 In the event there are no nominations for a vacancy on the Board or an incumbent member of the Board is unable to finish his/her term of office, the President, with the approval of the Board may appoint a member to fill such vacancy until the next Annual General Meeting.
- 118.9 A member of the Association elected to a position on the Board who is or becomes a member of a Division Board shall NOT attend an Association Board of Directors or Annual General Meeting as a Division delegate but rather as a member of the Board of Directors.
- 118.10 Divisions may follow these by-laws for elections and nominations except where the Division Charter and By-Laws explicitly states otherwise.

VOTING

- 119.1 The Association shall consist of :

(a) **VOTING MEMBERS:** Active members in good standing and Life Members

(b) **NON-VOTING MEMBERS:** Active Members not in good standing, Transitional Members, Honourary Members, Honourary Life Members, Associate Members, Honourary Officers and Patron.

- 119.2 A voting member of the Association will, if attending the Annual General Meeting, a Division meeting or Special Meeting, be entitled to one (1) vote per agenda item or resolution.
- 119.3 Each Board Member in attendance is entitled to one (1) vote on any agenda items or resolutions brought before that meeting.
- 119.4 Each member attending a Committee meeting is entitled to one (1) vote on any issues, agenda items or motions proposed at that meeting.
- 119.5 Voting at any General, Board, Division or Committee Meeting shall be by majority vote of the voting members in attendance except as provided elsewhere in these by-laws.
- 119.6 A two third (2/3) majority vote is required at any meeting to approve:
- (a) any change to the By-Laws, Constitution or Letters Patent of the Association;
 - (b) any resolution or motion to dissolve, expel or reinstate a Division, Board Member, Governor or a member of the Association.
- 119.7 Divisions will be represented by a Voting Delegate at the Annual General Meeting. The Division Representative may cast a vote for all voting members of their Division who are not registered as being in attendance at the meeting, and such votes shall be binding and valid.
- 119.8 A majority of the members of any Board, committee, sub-committee or any working group within the Association shall constitute a quorum, except where the law or these General By-laws otherwise provide.

MEETINGS

- 120.1 All meetings of the Association will follow Parliamentary Procedures as outlined in **Roberts Rules of Order**. Such rules are to be interpreted fairly and liberally but shall not prevail over the Constitution of the RCMP Veterans' Association.
- 120.2 The Board shall meet as required to facilitate the operations of the Association but SHALL meet at least once each year. A majority of the members of the Board and/or the President shall have the power to call a meeting of the Board at any time.
- 120.3 The National Council shall meet the day prior to an Annual General Meeting to discuss the affairs of the Association, including resolutions appearing on the Meeting Agenda and any other matters which may be brought forward. A special meeting of the National Council may also be called by the Board for any purpose if a majority of the National Council members request one. Members of the National Council may also participate on National Standing Committees.

- 120.4 An Annual General Meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the preceding Annual General Meeting.
- 120.5 All Divisions shall be notified by the National Secretary of the date and location of the next Annual General Meeting by the 1st day of December prior to the date of the meeting.
- 120.6 To effect any change to the Association at an Annual General Meeting, Members must submit Resolutions to their Division in writing, for approval by the Division and forwarding to the Board of Directors by March 15th if approved for inclusion on the AGM agenda.
- 120.7 The Board will provide the list of Resolutions to be presented at each Annual General Meeting to Divisions in writing by April 1st each year

FORMATION OF A DIVISION

- 121.1 The formation of a new Division within the Association requires an application from individuals, who qualify for Active or Life Membership, in writing to the Board of Directors.
- 121.2 The application must include names, addresses and dates of RCMP service of its' proposed Officers and members. The proposed members, who are members of an existing Division, must agree to transfer their membership to the new Division effective the day the Board approves the new Division.
- 121.3 After all requirements have been satisfied, the proposed Officers will present a motion to form a new Division at the next meeting of the Board of Directors.
- 121.4 Existing Divisions will be given six (6) months from the date the Board approves the provisional formation of a Division, to communicate in writing to the Board any objections to the provisional Division being given Division status. If there are no objections, the Board will present a motion at its' next meeting to approve the new Division.
- 121.5 If in the opinion of the Board significant objections have been raised, the Board will advise the provisional Division and reconsider the application. The final decision of the Board will be communicated to the proposed Division and any Division that submitted objections.
- 121.6 The new Division may apply for a one time start-up grant to cover initial costs. The application must be fully justifiable and must be approved by the Board. Such a grant must come from a budget item in the year the Charter is granted.
- 121.7 When a new Division is approved by the Board, its Charter will be presented either at the Board Meeting in which its application was approved or on another occasion preferred by the Division
- 121.8 Prior to the Board giving final approval to the application, the provisional Division will have no official status at either Board or Annual General Meetings of the Association. The Board may approve the attendance of the provisional Division President or representative as an observer at National Council and Annual General Meeting(s) of the Association.

- 121.9 New Divisions will be exempt from remitting the per capita assessments on behalf of its active members for the year in which the Division is approved for membership in the Association.

DISSOLUTION OF A DIVISION

- 122.1 A Division may surrender its charter on a vote supported by two-thirds (2/3) of its' members, cast in person or by proxy at a General or Special meeting of the Division.
- (a) Members of a Division that surrenders its charter may apply to another Division for membership and will continue to be members of the Association while the application is being considered.
 - (b) Assets remaining after a Division votes to surrender its Charter will be forwarded to the Board along with any remaining blank membership cards and certificates and notification of the vote taken at the last meeting of the Division.
 - (c) Receipts from disposal of assets and any monies received from the Division will be deposited to the Benefit Trust Fund, unless the Board directs otherwise.
 - (d) The Board will advise all other Divisions when the Board receives notification that a Division has surrendered its Charter.

SUSPENSION OF A DIVISION

- 123.1 A Division which fails to pay the per capita assessment is not entitled to representation at a General Meeting and may be suspended by the Board.
- 123.2 A Division which does not comply with the Constitution and By-Laws of the Association may be suspended by the Board after investigation by a committee appointed by the National President. Due notice and an opportunity to be heard shall be given before such suspension.
- (a) A Division which has been suspended may be reinstated by the Board.
 - (b) The suspension and reinstatement of a Division by the Board shall be brought to the attention of the Members.

EXPULSION OF A DIVISION

- 124.1 A Division may have its charter forfeited, for cause, by two-third (2/3) majority at a General Meeting. Due notice and an opportunity to be heard shall be given prior to forfeiture.
- 124.2 The Board may, upon application of an interested person, review any charter so forfeited upon compliance with such conditions as the Board may prescribe. Such revival of the charter will cease to have force if it is not confirmed at the next Annual General Meeting or at a prior Special General Meeting with a two-third (2/3) majority vote.

EXPULSION/TERMINATION OF A MEMBER

- 125.1 A member of the Association whose conduct is detrimental to the best interest of the Association or whose continued membership in the Association is, for any other valid and just cause, considered NOT to be in the best interest of the Association, may be expelled from membership therein when recommended by the Division Officers and approved by at least two-thirds (2/3) majority vote cast at a Regular or Special meeting of the Division to which the member belongs. The suspension, termination or reinstatement may be reviewed and confirmed or revoked at a General Meeting.
- 125.2 The Board may, exceptionally and by at least two-thirds (2/3) majority vote, suspend or terminate, for cause upon request, the member or the appointment of any person to any office in the Association and may reinstate such person. The suspension, termination or reinstatement may be reviewed and confirmed or revoked at a General Meeting.

NON-LIABILITY OF OFFICERS AND MEMBERS OF COMMITTEES - INDEMNITIES TO DIRECTORS AND OTHERS

- 126.1 Officers of the Association and members of duly appointed committees are not liable for:
- a. acts, receipts, neglect or default of any other officer or employee of the Association
 - b. joining in any receipt or act for conformity
 - c. loss, damage or expense that occurs through the insufficiency or deficiency of title to property acquired on behalf of the Association
 - d. loss of monies of the Association placed out or invested
 - e. loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation including any person, firm or corporation with whom monies or securities or effects shall be lodged or deposited
 - f. loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Association
 - g. loss, damage or misfortune whatever that may happen in the execution of the duties of their respective offices or trust unless it occurs through their own wrongful or willful act or through their own wrongful or willful neglect or default.
 - h. any duty or responsibility for any contract, act or transaction whether or not made, done or entered into in the name or on the behalf of the Association, except such as have been submitted to and authorized or approved by the Board.
- 126.2 Every Officer of the Corporation or other person who undertakes or is about to undertake liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators and estates shall at all times be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses sustained or incurred in or about any action, suit or proceedings which is brought, commenced or prosecuted in respect of any act, deed, matter of thing whatsoever made, done or permitted in the execution of the duties of the respective office and;
- (b) all other costs, charges and expenses sustained or incurred in or about or in relation to the affairs of the office, except such costs, charges or expenses as are occasioned by willful neglect or default.

APPEALS

127.1 A Member or Division is entitled to an appeal of :

- (a) any action, decision or process of the Board, a General Meeting, Division Meeting or a Committee appointed by the Board or Division.

127.2 Appeals must be in writing and received by the Board within thirty (30) days of receiving notification of the decision or action. This date must be included in the written appeal.

127.3 Appeals will be heard by:

- (a) A Committee appointed by the President within a Division.
- (b) A Committee appointed from the Board by the National President for appeals referred to the Board.

127.4 Decisions of an Appeals Committee will be binding on all parties.

127.5 A disputed decision may be the subject of a motion or resolution at a General Meeting. A two-thirds (2/3) majority vote is required to pass the motion or resolution.

ENACTMENT, AMENDMENTS, REPEALS AND CONFIRMATION OF BY-LAWS.

128.1 By-Laws altering or purporting to alter the name of the Association or otherwise amend or purporting to amend the Letters Patent under which incorporation of the Association was granted, shall not be valid or acted upon until sanctioned by two-third (2/3) of the votes cast by members entitled to vote at an Special General Meeting of the Association specifically called to consider the amendment.

128.2 Notwithstanding anything in this section, the enactment, re-enactment, repeal or amendment of the By-Laws shall not be enforced or valid until approved by the Registrar General of Canada has been obtained.

128.3 Should the next Annual General Meeting of the Association not confirm the decision of the Special Meeting to amend a By-Law, the Registrar General shall be notified immediately.

128.4 Amendments to By-Laws will not invalidate any prior act of the Board that would otherwise have been valid if the By-Law had not been amended.

128.5 At least six (6) week notice shall be given to Divisions of any proposal to amend these By-Laws. Failure to notify a member or failure of a member to receive the notification shall not be cause to invalidate the adoption of the Amendment.

COMING INTO FORCE AND GENERAL REPEAL

129.1 These General By-Laws, revised at the Annual General Meeting of June 2009, are effective on the day they receive Ministerial Approval pursuant to the *Canada Corporations Act*.

129.2 Immediately before these revised General By-Laws come into force, the several By-laws previously in force are hereby repealed.

ENGLISH AND FRENCH VERSIONS EQUALLY AUTHORITATIVE

130.1 The English and French versions of the Constitution and By-Laws of the Association are equally authoritative.

131-140 RESERVED

141 **DATE MINISTERIAL APPROVAL GIVEN MINISTERIAL APPROVAL AS OF THE**
