

STATUTES AND BYLAWS

OF

QUEBEC PENSIONERS ASSOCIATION

OF THE

CANADIAN BROADCASTING CORPORATION

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CHAPTER 1 – GENERAL

1. Definition

In the present text, the following expressions carry the meaning indicated hereafter.

- a) **Quebec Association**
CBC Pensioners' Quebec Association, constituting the Quebec region of National Association such as defined in its Charter, sub-paragraph 6.1 (iii)
- b) **National Association**
CBC Pensioners' National Association
- c) **Board of Directors**
Board of Directors of the Quebec Association
- d) **Election by third**
Election of one third of the nine (9) directors every year.
- e) **Statutes and Bylaws**
Statutes and Bylaws of the Quebec Association.

2. Head Office

The Head Office of the Quebec Association is in the City of Montreal in the Province of Quebec.

3. Gender

In the present Statutes and Bylaws the masculine gender implies the Feminine gender and vice versa.

4. Name

CBC Pensioners Quebec Association.

5. Objectives

The Quebec Association has been constituted for the following objectives:

- a) to represent, promote and defend the interests of the pensioners of the Canadian Broadcasting Corporation (henceforth called “CBC”);
- b) to enhance the general and economic welfare of the pensioners of the CBC;
- c) to maintain professional relations with the CBC concerning all matters of interest for the pensioners of the CBC;
- d) to develop agreements with all organisations having objectives of a nature favourable to the pensioners of the CBC;
- e) to negotiate different group agreements in favour of the pensioners of the CBC;
- f) to plan and organise activities for the pensioners of the CBC, which include, among others, such activities encouraging the esprit-de-corps and the camaraderie among them.

6. Other arrangements

- a) The Quebec Association, as a legal person, may acquire and maintain shares, bonds or other securities, and sell or dispose of the same.
- b) The Board of Directors may, if the directors find it appropriate:
 - i) Borrow funds on the credit of the legal person;
 - ii) Issue debentures or other securities of the legal person and pledge or sell the same for such prices as may be deemed expedient;
 - iii) Mortgage or pledge the movable and/or immovable property of the legal person;
 - iv) Notwithstanding the provisions of the Quebec Civil Code, consent to a mortgage, even if open, on the assets, movable or immovable, present or future, tangible or intangible, in conformity with article 34 of the Law on Special Powers of Legal Persons (L.R.Q. c. P-16);
 - v) Delegate the above mentioned powers to one or more administrators or officers of the Quebec Association.
- c) In case of dissolution or liquidation of the legal person, all of its property shall be disposed of according to the dispositions of the Law.

7. **Structure and jurisdiction**

As a region, the Quebec Association is part of the CBC Pensioners National Association.

- a) Only the Quebec Association is mandated to deal with the National Association in matters concerning the Quebec region.
- b) Only the Quebec Association may recommend to the National Association the formation of a Chapter on its territory.

8. **National Representation**

The Quebec Association is represented on the Board of Directors of the National Association in accordance with the rules of the latter.

CHAPTER II

MEMBERS

9. **Members**

The Quebec Association consists of regular members, emeritus members, associated members and honorary members.

a) **Regular members**

Any person who is in receipt of an annuity or of a pension from the CBC as a pensioner, or a person receiving survivor benefits in respect of a CBC pensioner, and who pays the required dues in accordance with the provisions of paragraph 3.5 of the National Association Charter..

i) **Enrolment**

Applications for membership must be made using the form approved by the National Association, paragraph 3.2 of its Charter..

ii) **Rights and Privileges**

Regular members shall have voice at any meetings and shall have voting rights at any meetings and in any referenda, all in accordance with the provisions of these Bylaws. They are eligible to the board of directors of Quebec Association as envisaged in paragraph 15 below.

b) **Members emeritus**

Emeritus Membership may be granted at an Annual General Meeting to a regular member of Quebec Association in recognition of meritorious service at the Quebec Association.

i) **Nomination**

Nominations for Emeritus Membership may only be made by Board of Directors of the Quebec Association for approval at an Annual General Meeting.

ii) **Rights and Privileges**

Emeritus Members retain all their rights and privileges of regular members. They shall have voice at any meetings and shall have voting rights at any meetings and in any referenda, all in accordance with the provisions of these By-laws. They are eligible to the board of directors of Quebec Association as envisaged in paragraph 15 below.

c) **Associate members**

Any regular member of the National Association who resides out of the area of Quebec and which wishes to be informed activities of Quebec Association.

i) **Inscription**

While communicating with the office of Quebec Association. Enrolment fee can be required.

ii) **Rights and privileges**

In addition to being informed of the activities of Quebec Association and capacity to take part in it, the associated members shall have voice at any meetings and shall have no voting rights at any meetings and in any referenda. They are not eligible to the Board of Directors of Quebec Association.

d) **Honorary members**

Honorary member may be granted at an Annual General Meeting to a non-member in recognition of meritorious service at the Quebec Association.

i) **Nomination**

Nominations for Honorary Membership may only be made by Board of Directors of the Quebec Association for approval at an Annual General Meeting.

ii) **Rights and privileges**

Honorary members are informed of the activities of Quebec Association and can take part in it. They do not have voting rights to the assembly and with the various polls of Quebec Association and are not eligible to the Board of Directors of Quebec Association.

10. ***Pensioners and surviving spouses who do not adhere to the National Association
(As repealed on June 13, 2013)***

CHAPTER III BOARD OF DIRECTORS

11. **Administration of property and business**

The business and property of the Quebec Association are managed by a Board of Directors.

12. **Composition**

The Board of Directors is composed of:

- a) Nine (9) directors, one third of whom become due for election at the Annual General Meeting.
- b) One representative chosen by each Chapter of the Quebec Association according to that Chapter's own Bylaws.

13. **Duration of mandate**

Directors are elected for 3-years mandate.

- a) They start their term of office at the end of the Annual General Meeting during which they were elected or designated.
- b) i) An elected director may not serve more than three (3) consecutive three-year (3) mandates;

- ii) If, during an election, there are less candidates than the number of positions to be filled, the outgoing director having completed the maximum number of consecutive mandates can be invited to remain in his position until the next Annual General Meeting;
- iii) This provision will apply as of the election to be held during the May 2009 Annual General Meeting. As for directors already in place before the 2009 Annual General Meeting, any previous mandates will not be taken into account in case of an eventual re-election.
- c) They stay in office until the end of their respective mandate or until a successor has been elected or designated.

14. **Eligibility**

Only regular members are eligible as directors of the Quebec Association.

15. **Standing for office**

Candidates are nominated at the Annual General Meeting according to the order indicated in its agenda.

16. **Elections**

One third of the nine (9) directors are elected at each Annual General Meeting.

- a) Responsible for the procedure of these elections are an election president, designated or elected by the Annual General Meeting, assisted by a secretary, and, if necessary, two (2) other ballot assistants.
- b) These persons may not vote or run for office.
- c) All candidates must signify acceptance of their candidacy.
- d) If the number of candidates is equal to the number of positions to be filled, they are declared elected by the election president.
- e) If the number of candidates is greater than the number of positions to be filled, the election president shall hold an election by a secret ballot.

17. **Vacancies**

A vacancy automatically exists when a director:

- a) presents a written resignation to the Board of Directors;
- b) is absent without valid reason for 3 consecutive regular meetings of the Board of Directors;
- c) is removed from office by a two-third (2/3) majority of the regular members of a special general meeting called for this purpose.

18. Interim

A director, who has resigned or been removed from office, is replaced by resolution of the Board of Directors for the balance of his mandate.

19. Remuneration

Members of the Board of Directors are not remunerated. However, they are entitled to be reimbursed for out-of-pocket expenses incurred in the course of exercising their duties, in accordance with expense standards determined by the Board of Directors.

20. Meetings

The Board of Directors meets as frequently as necessary, but not less than five (5) times annually at the request of the President or a majority of its members. The date, time and place of the meeting shall be either indicated in the notice of meeting or determined at the end of a previous meeting.

a) Notice of meeting and agenda

At least five (5) days before the date of the meeting, the President or the Secretary shall send a notice of meeting, including an agenda, to members of the Board of Directors by mail or any other means.

b) Quorum

For any meeting of the Board of Directors, quorum consists of a majority of its members.

21. Duties and powers

In addition to the management of the property and business of the Quebec Association, the Board of Directors exercises the powers delegated to them generally or specifically by the General Meeting, including, but not limited to:

- a) elaborating Bylaws;
- b) managing its finances, especially dues transferred from the National Association in conformity with its Bylaws;
- c) collecting and managing all other kinds of additional revenue;
- d) recommending the establishment of new Chapters to the National Association;
- e) ensuring that the objectives of the Quebec Association are achieved and, if necessary, creating working groups, temporary or permanent committees to achieve them;
- f) ensuring that regular contact is maintained with all regular members of the Quebec Association.

CHAPTER IV EXECUTIVE COMMITTEE

22. Structure

The Executive Committee of the Quebec Association consists of

- a) the President;
- b) the Vice-President
- c) the Secretary
- d) the Treasurer.

23. Election of members

Immediately after the Annual General Meeting, the Board of Directors elects, among its nine (9) directors, the members of the Executive Committee in the order mentioned hereinbefore.

24. Members responsibilities

Members of the Executive Committee perform the following duties and functions in addition to those that may be assigned to them by the Board of Directors.

25. The President

- a) is the principal director of the Quebec Association; he is responsible for the implementation of its policies and the efficient exercise of its activities;
- b) represents ex officio the Quebec Association at the Board of Directors of the National Association;
- c) is the only officer authorized to make official pronouncements in the name of the Quebec association;
- d) must act in concert with the other members of the Executive Committee and in accordance with the directives of the Board of Directors;
- e) presides over the General Meetings, Special Meetings and meetings of the Board of Directors. He maintains order, directs the deliberations, ensures adhesion to the Bylaws and decides questions of procedure, except for appeals of his own decisions;
- f) ensures that the duties and functions assigned to other members of the Executive Committee and the Board of Directors are carried out correctly;
- g) can delegate part of his duties to another member of the Executive Committee or of the Board of Directors;
- h) co-signs all cheques and other financial documents of the Quebec Association;
- i) ensures good operation of the Chapters;
- j) as the need arises, is assisted in the discharge of his duties by the Board of Directors.

26. The Vice-President

- a) replaces the President in his absence or in such cases as the Executive Committee deems the latter incapable of discharging his duties;
- b) assists the President in the exercise of his duties;
- c) if necessary, is co-signatory to all cheques and other financial documents of the Quebec Association;

27. The Secretary

- a) has responsibility for the secretariat and the archives of the Quebec Association;
- b) ensures the follow-up of correspondence;
- c) prepares, in collaboration with the President, meeting notices and agendas;
- d) writes the minutes of meeting of members and the meetings of the Board of Directors;
- e) during meetings assists the President in ensuring proper procedure and conformity to Bylaws;
- f) maintains an attendance register of meetings of members of the Quebec Association.

28. The Treasurer

- a) is responsible for managing the financial affairs of the Quebec Association;
- b) maintains financial records in good order;
- c) at the end of the fiscal year, prepares a report and submits budgetary forecasts for the next year;
- d) with the President or Vice-President, is signatory to all cheques and other financial documents of the Quebec Association.

CHAPTER V MEMBER MEETINGS

29. Member meetings

There are two (2) types of member meetings

- a) general meetings
- b) special meetings

30. Vote

In all meetings, all regular members present have the right to vote.

- a) Voting by proxy is not permitted.

31. **Annual General Meeting**

The Quebec Association holds one (1) Annual General Meeting meeting a year.

This meeting must take place during the ninety (90) days following the end of a fiscal year, that is, between the first of April and the thirtieth of June.

The agenda of this Annual General Meeting shall include, but is not limited to, the following items:

- a) the annual report of the Quebec Association;
- b) an account of the activities of the National Association;
- c) the election of the Board of Directors;
- d) the annual reports from the permanent committees of the Québec Association (Social events committee, Friendship Network, Editor of “Liaison” bulletin of the Quebec Association.
- e) all other matters concerning the Quebec Association.

32. **Notice of the Annual General Meeting**

The notice of meeting shall be sent to regular members by ordinary mail at least 10 days before the appointed date.

- a) issued by the Secretary, it may also be issued by the President or Vice-President;
- b) it shall include an agenda and shall mention all Bylaws which may be adopted or modified;
- c) it shall indicate the date, time and place of the meeting as decided by the Board of Directors.

33. **Quorum at the general meeting**

The quorum at a general meeting is legally constituted by the presence of at least fifty (50) regular members.

34. **Special meeting**

A special meeting of the regular members shall be called in the following cases:

- a) At the request of the President of the Quebec Association;
- b) at the request of two-thirds (2/3) of the members of the Board of Directors;
- c) by written petition including subject and agenda signed by at least 5% of the regular members. The presence of 5% of the regular members shall constitute the quorum at such a special meeting.

35. Notice of meeting

- a) Issued by the Secretary, it may also be issued by the President or Vice-President
- b) the notice of meeting shall be sent to regular members by ordinary mail at least 10 days before the appointed date, and shall indicate the date, time and place of the meeting;
- c) the agenda shall include only one item, namely that for which the special meeting was called.

36. Procedure

Barring other dispositions to the contrary in the present Statutes and Bylaws, all assemblies shall be conducted according to the "Morin" code.

- a) Recording attendance

Members present shall sign the register prepared by the Secretary for the purpose.

37. President and Secretary of the meeting

General and special meetings of the Quebec Association are chaired over by the President, or, in his absence, by the Vice-President, who ensures the proper functioning of the meeting and, in general, directs the deliberations.

- a) It is the Secretary of the Quebec Association who acts as Secretary of the meeting. If need be, the President shall designate one of the regular members to act as such.

38. Objectives

To attain its objectives, the Quebec Association may set up the necessary temporary and/or permanent committees.

39. Responsibility/Accountability

All committees, permanent or temporary, present or future, remain responsible to the Board of Directors who:

- a) Determines the goals and the objectives to be attained;
- b) may put it under the direction and/or responsibility of a director;
- c) may require annual or interim reports about its activity;
- d) may terminate its existence depending on the situation.

40. Rules of operation

The rules of operation of the committees shall not be in conflict with, those of the Quebec Association.

41. Reports

Committees shall report on their activities, either upon request or according to their mandate, to the director responsible, the Executive Committee, the Board of Directors or to the Annual General Meeting.

42. Financial obligations

Any committee having an operational budget shall designate a member who shall be responsible and report to the Treasurer of the Quebec Association.

43. Permanent committees

At the present time there exist the following permanent committees:

- a) Social Events Committee;
- b) friendship Network;
- c) the editorial Board of “Liaison”, the bulletin of the Quebec Association.

44. Mandate of the committees

The Board of Directors shall establish the goals, objectives, mandate and term of responsibility for all committees.

- a) For existing as well as future committees this may be accomplished in collaboration with members of directors of the committees concerned.

CHAPTER VII REPRESENTATION AT THE NATIONAL ASSOCIATION

45. Representatives at the National Board of Directors

The Quebec Association is entitled to send to the Board of Directors of the National Association the number of representatives determined by the Bylaws of the latter.

46. Election

In addition to the President of the Quebec association, who is a representative *ex officio*, the Board of Directors of the Quebec Association, in its next regular meeting, designates the other representative(s) at the Board of Directors of the National Association.

47. Substitution

The Board of Directors shall designate a substitute in case an elected representative is unable to participate at a meeting of the Board of Directors of the National Association.

48. Delegates to the Convention of the National Association

The Quebec Association is entitled to send to the Convention of the National Association the number of delegates determined by the Bylaws of the latter.

- a) At a suitable point in time before a convention, the Board of Directors shall select delegates among its members excepting the Chapter delegates, who shall be selected in accordance with the Bylaws of their respective Chapters.
- b) Except for the selection of the Chapter delegates, nothing in the foregoing shall prevent the Board of Directors from adopting a different way for selecting the delegates.
- c) If the Quebec Association decides to send one or more substitute delegates, who are not members of the Board of Directors, it shall select them among the regular members.

CHAPTER VIII CHAPTERS OF THE QUEBEC ASSOCIATION

49. Creation of a Chapter

The Quebec Association designates, in compliance with the National Association Bylaws, recommends for approval the creation of any Chapter inside its territory.

50. Regional representation

Every Chapter of the Quebec Association designates, according to its Bylaws, one representative to the Quebec Association.

51. Statutes and Bylaws

The statutes and Bylaws of any Chapter shall not be in conflict with those of the Quebec Association.

52. Reporting

Chapters shall submit to the Board of the Quebec Association, as soon as they are adopted, the following documents:

- a) Their statutes and internal regulations and every subsequent modification thereto;
- b) the minutes of all meetings;

- c) the annual financial reports.

CHAPTER IX DOCUMENTS

53. Signing of documents

All contracts, documents or any other deed requiring the signature of the Quebec Association shall be signed by two (2) members of the Executive Committee, and, having been signed, commit the Quebec Association without any other formality.

54. Minutes

Regular members may have access to the minutes of member meetings and those of the Board of Directors meetings. Every member of the Board of Directors shall receive a copy.

55. Registers

Members of the Board of Directors have the duty of maintaining in good order the registers of the Quebec Association required by the present Statutes and Bylaws or by any other applicable law.

CHAPTER X INTERNAL BYLAWS

56. Internal Bylaws

The Board of Directors may, at its discretion, prescribe such rules of conduct and Bylaws when it seems necessary for the proper management and functioning of the Quebec Association.

CHAPTER XI ADOPTION AND MODIFICATIONS OF SETTLING

57. Coming into force

The present Constitution comes into force immediately after its approval by two-thirds (2/3) of the regular members present at the General Meeting in which it was presented.

58. Modification of settling procedure

No amendment proposal of the present statutes may be put to a vote at a general meeting unless.

- a) the proposal of modification has been deposited in writing with members of the Board of Directors at least thirty (30) days before the date of the General or Special Meeting;
- b) A TRADUIRE
que le projet de modification ne soit rendu disponible aux membres réguliers ou ayant les mêmes droits de l'Association en étant joint à l'avis de convocation.
- c) the proposal of modification has been presented in person by its author;
- d) the proposal of modification is ratified by two-thirds (2/3) of the regular members present at a General or Special Meeting.

59. Agenda

Any proposal of modification must be on the agenda of a General or Special Meeting.

60. Who is eligible to propose an amendment

The Executive Committee, the Board of Directors, the Chapters and the regular members may submit such proposal of modification.

61. Adoption

The General Meeting may revise or modify the present Constitution by a vote of two thirds (2/3) of the regular members present.

CHAPTER XII FINANCES

62. **Financial year**

The financial year of the Quebec Association ends on March 31 of every year.

63. **Financial documents**

All cheques, notes and other financial documents of the Quebec Association shall be signed by members of the Executive Council, who have been designated by the Board of Directors for this purpose, to wit, the President or Vice-President, and the Treasurer.

64. **Additional revenues**

The General Meeting may establish additional sources of financing, such as donations, subsidies, special contributions or other revenues.

UPDATING

As adopted on December 2, 2000
As amended on December 8, 2001
As amended on December 7, 2002
As amended on ay 15, 2004
As amended on May 23, 2009
As amended on June 12, 2012
As repealed on June 13, 2013
As amended on June 5, 2014

10. *Quebec Association agree to annually address following information to all the pensioners and surviving spouse to the Quebec region as defined in the subparagraph 1 a) above who do not adhere and do not pay dues to National Association:*

- a) An invitation to be attended the annual general meeting with right to speak but without voting rights;*
- b) An invitation to attend the annual meeting of information;*
- c) Distribution of "Bulletin LIAISON" preceding the Annual General Meeting;*
- d) From time to time, any other invitation of given information by the Board of Directors of Quebec Association.*