

**BY-LAWS**  
**NATIONAL CAPITAL/NUNAVUT REGION**  
**THE CBC PENSIONERS ASSOCIATION**

All stated by-laws, policies, processes and rules are to conform to those established by the National CBC Pensioners' Association. If any deviation occurs, National by-laws supersede. Any interpretation of these Regional by-laws shall be determined by the Regional Board of Directors.

**1.0 Interpretation**

- 1.1** National Capital/Nunavut region means the National Capital/Nunavut region of the CBC Pensioners National Association which is comprised of the communities of Ottawa, Kingston, Cornwall, Brockville, Gatineau, Masson, Angers, Maniwaki and surrounding areas comprising postal codes from K0A 0A0 through K0J 9Z9, K1A 0A0 through K7Q 9Z9, K7S 0A0 through K8A 9Z9, J0X 0A0 through J0X 9Z9, and J8L 0A0 through J9J 9Z9, and the Territory of Nunavut comprised in area codes X0A 0A0 through X0C 9Z9.
- 1.2** Board means Board of Directors of the region unless otherwise indicated by the context.
- 1.3** National Association means the CBC Pensioners National Association.
- 1.4** Any reference to one gender shall be deemed to include all genders.
- 1.5** Interpretation of the by-laws and conduct of meetings shall be covered by Robert's Rules of Order.
- 1.6** To respect the fact that its members come primarily from the English and French linguistic groups, the region will ensure all written member communication will be in the two official languages of Canada.

**2.0 Regional Office**

The office of the National Capital/Nunavut region shall be in an area defined as being part of either the municipalities of Ottawa or Gatineau.

**3.0 Responsibilities of the National Capital/Nunavut Region**

The National Capital/Nunavut region through its Board of Directors is responsible for:

- 3.1** Executing the policies and decisions of the National Association throughout the region and reflecting the views and wishes of the members of the National Capital/Nunavut region to the Board of Directors of the National Association;
- 3.2** Providing service to all members within the region;
- 3.3** Planning and organizing activities for its members, including activities encouraging camaraderie;

- 3.4** Negotiating group agreements for the benefit of National Capital/Nunavut members exclusively. These agreements will stipulate that the agreement in no way binds any other Regions or our National Association;
- 3.5** Establishing and maintaining professional working relations with CBC Regional Management and Regional Union Representation concerning matters of interest to our members;
- 3.6** Developing relationships with like organizations having similar objectives to PNA's national stated purpose, or with information specific for and favourable to our members. These relationships in no way bind any other Regions or our National Association. Should our shared objectives diverge, the relationship will be terminated;
- 3.7** Managing the funding provided by the National Association;
- 3.8** Providing service to CBC pensioners resident outside the area served by the National Capital/Nunavut region and not otherwise serviced, as may be assigned by the Board of the National Association;
- 3.9** Representing the general economic and social interests and concerns of members.

#### **4.0 Jurisdiction**

The National Capital/Nunavut region is created pursuant to Article 3.1 of the by-laws of the National Association.

#### **5.0 Members**

- 5.1** The National Capital/Nunavut region shall consist of active members in respect of whom the National Capital/Nunavut region receives a subscription from the National Association.
- 5.2** The Board may recommend to the National Board a member for consideration as a life member in recognition of meritorious service to the Association. The National Association reviews such recommendations for eligibility and determines as per its policies whether to grant such an honour. The granting of life membership shall be affirmed at a national meeting of members.
- 5.3** Voting on matters within the Association and serving on the Regional Board of Directors is limited to members.

#### **6.0 Board of Directors**

- 6.1** The Board shall consist of four (4) Regional Officers (the President, the Vice-President, the Secretary, and the Treasurer), plus a maximum of eight (8) other Directors.
- 6.2** Directors are elected for a three (3) year term. Elections shall be held each year at the Annual General Meeting to address any Board Director vacancies. The term of an elected Director shall begin immediately following the adjournment of the Annual General Meeting at which he was elected and conclude with the adjournment of the

Annual General Meeting at which his respective term expires unless one of the positions becomes vacant in accordance with these by-laws.

**6.3** The following persons are disqualified from being a Director:

- a) Anyone who is less than 18 years of age;
- b) Anyone who is incapable;
- c) A person who is not an individual; and
- d) A person who has the status of bankrupt.

**6.4** A vacancy on the Board exists when a Director:

- a) Submits a written resignation which is accepted by the Board;
- b) Is absent without valid reason for three (3) consecutive meetings of the Board;
- c) Is removed from office by a two-third (2/3) majority of the members at a special meeting called for that purpose.

**6.5** A vacancy on the Board may be filled on an interim basis by resolution of the Board for the balance of the term remaining until the next Annual General Meeting elections.

**6.6** Directors are not entitled to remuneration. Directors may be reimbursed for out-of-pocket expenses incurred in the course of exercising their duties. Reimbursement shall be in accordance with the expense policy of the Pensioners' National Association.

**6.7** The Board shall meet as necessary, but not fewer than five (5) times annually at the request of the President or a majority of its members. The date, time and place of a meeting shall be either shown in the notice of meeting or determined at the end of the previous meeting.

**6.8** A Director may participate in any Board meeting by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A Director so participating is deemed to be present at the meeting.

**6.9** A notice of the meeting, together with the agenda and related documents, shall be sent to the Board by the President or Secretary by email at least seven (7) days before the date of the meeting.

**6.10** At a meeting of the Board a quorum shall consist of fifty percent (50%) of the Directors.

## **7.0 Board of Directors Powers and Director Duties**

The Directors of the Board shall carry out the duties and exercise the powers delegated to them by these by-laws and shall:

**7.1** Execute the policies and decisions of the Association throughout the region;

**7.2** Reflect the views and wishes of the members in the region to the Board;

- 7.3 Plan and organize activities for its members, including activities encouraging camaraderie;
- 7.4 Manage the business of the region;
- 7.5 Manage the finances of the region;
- 7.6 Ensure that the objectives of the region are achieved and, if necessary, create/lead/participate in temporary or permanent committees to achieve them;
- 7.7 Ensure that regular contact is maintained with all members of the region;
- 7.8 Provide service to all members of the region;
- 7.9 Develop policies and procedures for the region, consistent with national by-laws and policies, to better serve the region's members;
- 7.10 Ensure that all necessary books and records of the region required by its by-laws or by the Act or by any other applicable statute or law are regularly and properly kept;
- 7.11 Perform such further and specific duties and exercise such additional powers as may be conferred at the Annual General Meeting.

## **8.0 Regional Officers**

- 8.1 The Executive Committee shall consist of the four (4) Regional Officers (the President, the Vice-President, the Secretary and the Treasurer).
- 8.2 Regional Officers are elected for a term of three (3) years. These elections will be held the same year as the National Board holds its convention and election for National Officers. These elections will be undertaken at the Regional Annual Meeting of that same year.

The terms of elected Regional Officers shall begin immediately following the adjournment of the Annual General Meeting at which they were elected and conclude with the adjournment of the Annual General Meeting at which their respective terms expire unless one of the positions becomes vacant in accordance with these by-laws. If a vacancy occurs during the term of one of these positions, a Director or member may assume the position until the next Annual General Meeting at which time, an election for that position will be held for the position to be effective until the original term expires, consistent with Regional Officer terms.

- 8.3 Further to the accountabilities and duties outlined for Directors of the Board, the **President** shall:
  - a) Oversee and ensure the implementation of the policies and the efficient exercise of activities of the region;
  - b) Represent the region on the Board of Directors of the National Association;

- c) Act as principal spokesperson for the region;
- d) Preside over Annual General Meetings, Executive Committee meetings, special meetings as well as meetings of the Board. The President shall maintain order, direct deliberations, ensure compliance with the by-laws and determine questions of procedures;
- e) Ensure that the duties assigned to members of the Executive Committee and Board are carried out satisfactorily;
- f) Co-sign (with the Treasurer) all cheques and other financial documents.

**8.4** Further to the accountabilities and duties outlined for the Directors of the Board, the **Vice-President** shall:

- a) In the short term, act in the place of the President in his absence or in such cases as the President and/or the Board deems the latter incapable of discharging his duties;
- b) Replace the President on the National Board when he cannot attend a scheduled Board meeting. Provide input and represent the region. In such cases, the Vice-President cannot however vote on matters put to the National Board for action. (*reference Article 4.2.1 of the National by-laws*)
- c) In the event of a projected lengthy absence or disability of the President, by vote of the Board, become acting President assuming the full accountabilities, duties and voting privileges of the President at the National Board;
- d) Provide assistance to the President in discharging his duties as may be required;
- e) Represent to the Executive Committee and Board the unique concerns and interests of the specific communities within the membership;
- f) Oversee the planning and delivery of membership recruitment activities;
- g) Six (6) months before each AGM, plan, establish and oversee a survey to members to determine interest in serving as Directors on the National Capital/Nunavut region Board of Directors. Report results to the Executive Committee. Ensure all candidates have information on the role and any other information they may require;
- h) In the absence of the President, co-sign with the Treasurer, all cheques and other financial documents;
- i) Participate in Executive Committee meetings.

**8.5** Further to the accountabilities and duties outlined for Directors of the Board, the **Secretary** shall:

- a) Exercise responsibility for the secretariat and keep records of the region consistent with National Association policies on records management and retention;
- b) Maintain a quarterly download from National Office of the region's membership information and disseminate information to Board members as required for the delivery of duties and responsibilities in accordance with Association rules and policies governing privacy and confidential information;
- c) Provide guidance and information to the President, Executive and Board members on matters of process, by-laws and rules affecting the Board and the region's membership;
- d) Ensure timely follow-up and response to inquiries, calls, emails and correspondence to the region;
- e) Accept responses to invitations to social events, information and learning sessions, and other events organized and sponsored by the Board, and coordinate registration payments with the Treasurer;
- f) Prepare all meeting notices and agenda in consultation with the President;
- g) Keep records and minutes of all meetings to the Board, Executive Committee, and AG meetings;
- h) Oversee content on the region's website, space on the National website, multi-media sites (such as Facebook, Twitter, etc);
- i) Accept responses to notices of meetings;
- j) Participate in Executive Committee meetings.

**8.6** Further to the accountabilities and duties outlined for Directors of the Board, the **Treasurer** shall:

- a) Manage the financial affairs of the region;
- b) Manage the receipt of monies owing to the region;
- c) Provide guidance and information to the President, Executive and Board members on financial matters of process, by-laws and rules affecting the Board and the region's membership;
- d) Accept payments through registration to invitations to social events, information and learning sessions, and other events organized and sponsored by the Board;
- e) Deposit or invest all monies of the region in a chartered bank, trust company or credit union, guaranteed investment certificates, term deposits, Treasury Bills, and Federal and Provincial guaranteed bonds, as approved by the Board;

- f) Pay by cheque, credit card, or electronic means, all accounts payable for the region;
- g) Provide the Board with quarterly report of revenues and expenses;
- h) Maintain all financial records in good order;
- i) Prepare a financial report at the end of each fiscal year as well as a proposed budget for the next following year;
- j) Ensure the audit of the yearly financial records of the region;
- k) Distribute the approved audited annual financial statements of the region to the Board and communicate their highlights to the membership at the Annual General Meeting;
- l) Co-sign, with the President or Vice-President, all cheques and other financial documents;
- m) Participate in Executive Committee meetings.

## **9.0 Members' Meetings**

- 9.1 There shall be two types of meetings: Annual General Meeting and special meetings;
- 9.2 All active members present at a members' meeting shall have the right to vote. Any member may participate in any members' meeting by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. The Association will endeavour to make available such communication facility when possible. A member so participating as such in a members' meeting is deemed to be present at the meeting;
- 9.3 Voting by proxy is not permitted at a members' meeting;
- 9.4 The National Capital/Nunavut region shall hold one (1) Annual General Meeting a year. Such meeting shall take place at a date, time and place to be determined by the Board and during the sixty (60) days following the end of the fiscal year, that is between October 1<sup>st</sup> and November 30<sup>th</sup>;
- 9.5 The agenda of the Annual General Meeting shall include the following items:
  - a) Annual financial report
  - b) President's report including a summary on the activities of the National Association
  - c) Election of director(s) (if necessary)
  - d) Election of Regional Officers every third year as per these by-laws or other years to address vacancies

**9.6** A quorum at the Annual General Meeting shall be ten percent (10%) of active members;

**9.7** Election procedures:

- a)** An election Chairperson shall be chosen by the President in consultation with the Executive Committee for the Annual General Meeting. The election Chairperson will be responsible for conducting the election;
- b)** An election Secretary and Ballot Assistants shall be chosen to assist the election Chairperson;
- c)** All candidates must signify acceptance of their candidacy;
- d)** If the number of candidates equal the number of positions to be filled, the election Chairperson shall declare such candidates elected;
- e)** If the number of candidates is greater than the number of positions to be filled, the Chairperson shall hold an election by secret ballot;
- f)** Candidates shall be elected by a plurality vote. In the event of a tie, the election shall continue with those members only who are subject of the tie.

**9.8** A special meeting may be called in the following cases:

- a)** At the request of the President;
- b)** At the request of two thirds (2/3) of the members of the Board of Directors;
- c)** By written petition setting out an agenda and the reason for the proposed meeting, signed by at least five per cent (5%) of the active members. A quorum at any such meeting so called shall be five per cent (5%) of the active members.

At a special meeting, only those matters which are on the agenda may be discussed.

**9.9** All Members' Meeting:

A notice of meeting for all members' meetings shall be issued by the Secretary to all members by email, and if necessary, ordinary post, at least thirty (30) days before the date of the meeting. Such notice shall include an agenda and shall indicate the date, time and place of meeting. The Secretary will also ensure posting the notice of meeting and meeting information on all relevant social media sites.

## **10.0 Permanent and Temporary Committees**

**10.1** The Board may, from time to time, set up a temporary committee to carry out a particular task, and may establish a permanent committee to carry out tasks which are of an ongoing nature.

**10.2** A committee shall, at all times, be responsible to and report to the Board. In carrying out its duties, a committee shall abide by the by-laws, its mandate and the directions of the Board.



**10.3** Any committee having an operational budget shall designate one of its members to be responsible for the budget and report to the Treasurer.

#### **11.0 Representation at the National Association Convention**

The Board shall, six (6) months prior to the National Association Convention, and in accordance with the by-laws of the National Association, appoint from among the regions' membership, delegates to attend a National Convention of the National Association.

#### **12.0 By-laws**

**12.1** These by-laws shall require approval a simple majority vote at the Annual General Meeting to be effective.

**12.2** A motion to amend the by-laws may not be brought at a members' meeting unless all the following conditions have been met:

- a)** The proposed amendment has been deposited in writing with the Board of Directors at least thirty (30) days before the date of the members' meeting;
- b)** The proposed amendment is made available to members at least fifteen (15) days before the members meeting;
- c)** Any changes to these by-laws must be approved by the National Association Board.

#### **13.0 General**

**13.1** All documentation of the region shall be retained in accordance with the Regions' records management policy.

**13.2** All members may have access, at reasonable times and places, to the minutes of members' meetings and meetings of the Board of Directors.

**13.3** As agreed with the National Treasurer, the financial year for the National Capital/Nunavut region is October 1<sup>st</sup> to September 30<sup>th</sup>. The region will deliver additional financial information as of March 31<sup>st</sup> of each year for input to the National Association year-end reporting.

**13.4** The National Capital/Nunavut region maintains its banking business with an accredited financial institution. The mix of financial assets will be managed in consultation with the National Association Treasurer and approved by the National Capital/Nunavut Board.

**13.5** To ensure continuity of the Region's affairs, two (2) of three (3) of the following Regional Officers, the President, the Vice-President, or the Treasurer, can co-sign cheques and access the Region's bank account(s).

