

BY-LAWS

By-laws relating generally to the conduct of the affairs of

THE CBC PENSIONERS NATIONAL ASSOCIATION MANITOBA REGION

2020

Note: The affairs of the members of the Manitoba Region of the CBC Pensioners National Association are governed by the National by-laws of the CBC PNA, as supplemented by the additional provisions set out herein.

SECTION 1 - GENERAL

1.1 Definitions In these by-laws, the following expressions mean:

- a) "Act" means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.
- b) "Association" means the CBC Pensioners National Association / l'Association nationale des retraités de la SRC;
- c) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;
- d) "National Board" means the Board of Directors of the CBC Pensioners National Association and "director" means a member of the board;
- e) "Regional Board" means the Manitoba Regional Board of Directors of the Association and "director" means a member of the board;
- f) "By-law" means this by-law and any other by-law of the National Association as amended and which is, from time to time, in force and effect;
- g) "Meeting of Members" means any annual or special meeting of members;
- h) "Ordinary Resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- i) "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2 Interpretation

- a) In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders.
- b) Other than as may be specified in 1.1 above, words and expressions defined in the Act have the same meanings when used in this by-law.
- c) In the event of an ambiguity arising from a by-law, the Board shall interpret the by-law. If a by-law is subject to interpretation, no interpretation can be made that creates a conflict with another by-law.
- d) This by-law is to be read in conjunction with the Act which provides default rules for the operation and governance of Canadian not-for-profit corporations.
- e) Robert's Rules of Order shall be the authority on procedure at all board meetings and meetings of members.

1.3 Bilingualism To respect the fact that its members come primarily from the English and French linguistic groups, the Association will use the two official languages of Canada at its National Office, in its communications, in all deliberations at Conventions and in such other

circumstances as may be deemed appropriate by the board. Where there is an identified need, and the capacity, the Manitoba Regional Board will provide its general communications to members in both official languages.

1.4 Execution of Documents Deeds, transfers, assignments, contracts, obligations, banking documents and other instruments in writing requiring execution by the PNA Manitoba Region may be signed by any two (2) of the President, Vice-President or Treasurer or by such other directors or signing officers as may be authorized from time to time by the Board of Directors. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the PNA Manitoba Region to be a true copy thereof.

1.5 Financial Year End The financial year end of the PNA Manitoba Region shall be March 31st, or such other date as may be determined by the Board.

1.6 Banking Arrangements The banking business of the PNA Manitoba Region shall be transacted at such bank, trust company, credit union or other firm or corporation carrying on a banking business in Manitoba or elsewhere as the board of directors may designate, appoint or authorize from time to time by ordinary resolution. The banking business or any part of it shall be transacted by an officer or officers of the PNA Manitoba Region and/or other signing officer as the board of directors may by resolution from time to time designate, direct or authorize.

1.7 Communicating with Members For the purpose of providing notice to or communicating with any Member, Director or Officer, the address of that person shall be the address last recorded on the books of the PNA Manitoba Region.

SECTION 2 - MEMBERSHIP

2.1 Conditions

In keeping with the Articles, there shall be one class of members in the Association.

2.2 Eligibility for Membership

Membership in the Association shall be available to any individual interested in furthering the Association's purposes and who:

- a) is in receipt of a pension from the CBC;
- b) is receiving survivor benefits in respect of a CBC pensioner;
- c) has applied for membership in the manner prescribed from time to time by the National Board;
- d) pays the dues established by the National Board.

Membership shall not be available to a corporation or other organization.

2.3 Notice of Meeting to members Each member is entitled to receive notice of, attend and vote at all Meetings of Members. Each member shall be entitled to one (1) vote at such meetings and in any referenda held in accordance with the provisions of this by-law.

2.4 Notice of Location of Meeting Notice of the time and place of a meeting of members shall be given to each member by mail, telephonic, electronic or other communication facility not less than twenty-one (21) days before the day on which the meeting is to be held.

2.5 Participation in a meeting by electronic means Any Member may participate in any 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, if the PNA Manitoba Region makes available such a communication facility. A Member so participating in such a meeting is deemed to be present at the meeting.

2.6 Withdrawal. Any member who wishes to withdraw from the Association may do so by sending written notification to the National Office.

2.7 Termination of Membership A membership in the Association is terminated when:

- a) the member dies or withdraws from the Association;
- b) the member is expelled or his or her membership is otherwise terminated in accordance with the articles of the National By-Laws; or
- c) the Association is liquidated and dissolved under the Act.

2.8 Discipline of Members The National Board shall have authority to suspend or expel any member from the Association for any one or more of the following grounds:

- a) violating any provision of the articles, by-laws, or written policies of the Association;
- b) carrying out any conduct which may be detrimental to the Association as determined by the National Board in its sole discretion;
- c) for any other reason that the National Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Association.

2.9 Notice and Written Submission In the event that the National Board determines that a member should be expelled or suspended from membership in the Association, the National President or such other officer as may be designated by the National Board, shall provide a twenty (20) day notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the National President or such other officer as may be designated by the National Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received, the National President, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Association. If written submissions are received in accordance with this section, the National Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from

the date of receipt of the submissions. The National Board's decision shall be final and binding on the member, without any further right of appeal.

SECTION 3 - THE REGIONAL BOARD OF DIRECTORS

3.1 Mandate. The Regional Board of Directors is responsible for:

- a) Managing the funding provided by the Association;
- b) Executing the policies and decisions of the Association throughout the Manitoba Region;
- c) Reflecting the views and wishes of the members of the Manitoba Region to the National Board;
- d) Providing services to all members in the Manitoba Region with assistance from the National Office.

3.2 Composition of the Board The Board of Directors comprises the following Regional Officers - the President, the Vice-President, Treasurer, Secretary, and at-large members (if any are elected).

3.3 Duties of Regional Officers

3.3.1 The President is responsible for the execution of the PNA Manitoba Region's policies and the region's efficient functioning. In this regard, the President shall:

- a) sit as a member of the PNA National Board of Directors;
- b) be the official spokesperson of the PNA Manitoba Region;
- c) act in consultation with Board members and pursuant to any directives of meetings of the Board;
- d) preside at all Annual General Meetings, or Special General Meetings, at all meetings of the Board
- e) may be a member of any or all committees;
- f) be authorized to co-sign all cheques and/or approve all direct deposits, as are the Treasurer and the Vice-President. The signatures or electronic fund transfer approval of any two (2) of these three (3) officers are required on all cheques;
- g) be assisted by the Board in the discharge of his duties.

3.3.2 The Vice-president shall perform such duties as may, from time to time be assigned by the Board. The President may assign his duties to the Vice- President during a short-term absence not to exceed thirty (30) days. Additionally, in the case of a longer absence of the President, or in the event of a disability, the Vice- President **may be** appointed by the Board to perform the duties of the President. If the said appointment is projected to be of a duration that would hinder the administration of the PNA Manitoba Region, the Board may choose to appoint one of its members to the temporarily- vacated vice-presidential position.

3.3.3 The Treasurer manages the financial affairs of the Association and is responsible for:

- a) receiving all monies owing to the PNA Manitoba Region and ensuring receipts are issued/received for all PNA Manitoba Region expenditures or accounts receivable;
- b) depositing or investing all monies of the PNA Manitoba Region in a chartered bank, trust company or credit union, guaranteed investment certificates, term deposits, Treasury Bills, and Federal or Provincial guaranteed bonds, as approved by the Board;
- c) paying by cheque, by credit card, or by electronic means, all accounts payable by the PNA Manitoba Region;
- d) providing the Board with a quarterly report of revenues and expenses;
- e) distributing the annual financial statements of the PNA Manitoba Region to the Board and communicating their highlights to the membership;
- f) co-signing cheques and/or approving direct deposits. The signatures or electronic funds transfer approval of any two (2) officers are required on all cheques;
- g) assuring that appropriate books and financial records are maintained;
- h) performing other duties and exercising other responsibilities as assigned by the Board.

3.3.4 The Secretary shall be responsible for:

- a) dealing with regional correspondence as required;
- b) communicating with members regarding upcoming Regional meetings;
- c) keeping and distributing the minutes of all meetings of members and of the Regional Board;
- d) performing other duties and exercising other responsibilities as assigned by the Board

3.3.5 At-large members (if any) participate at Board meetings and perform other duties and exercise other responsibilities as assigned by the Board.

3.4 The positions of Secretary and Treasurer may be combined at the discretion of the Regional board.

3.5 Substitute Representation If the President is unable to attend a National Board meeting, the Regional Board may appoint a substitute representative to attend on his or her behalf. However, a substitute so appointed shall have voice but no vote.

3.6 Books and Records The Regional Board shall see that all necessary books and records of the PNA Manitoba Region required by its by-laws or by the Act or by any other applicable statute or law are regularly and properly kept.

3.7 Committees The Regional Board may appoint committees whose members will hold their offices at the will of the Board. The Directors shall determine the duties of such committees. By virtue of his office, the President is entitled to sit on any of these committees but may delegate this responsibility as he sees fit.

3.8 Policies, Rules and Regulations The Board may also prescribe such policies, rules and regulations, not inconsistent with these by-laws and the By-Laws of the Association, relating to the management and operations of the PNA Manitoba Region, as it deems necessary.

SECTION 4 - MEETINGS OF THE REGIONAL BOARD OF DIRECTORS

4.1 Date, place and notice. Meetings of the Regional Board of Directors may be held at any time and place to be determined by the directors,

4.2 Frequency and terms of reference. The Regional Board of Directors shall meet as required but no less than twice a year to deal with any other matters that will permit the PNA Manitoba Region to achieve its objectives.

4.3 Quorum. A majority of the voting members of the Regional Board of Directors shall constitute a quorum at any meeting of the Board.

SECTION 5 - ELECTION OF REGIONAL OFFICERS

5 .1 Terms of Office

Officers shall be elected for a term of three years. The terms of the elected officers shall begin immediately following the adjournment of the Regional annual general meeting at which they were elected and conclude three years later with the adjournment of annual general meeting unless one of their positions becomes vacant and is filled in accordance with these by-laws.

5.2 Appointment of Nominating Committee

At least ninety (90) days in advance of the Annual General Meeting, the Board of Directors shall appoint a Nominating Committee.

5.3 Duties of the Nominating Committee

The duties of the Nominating Committee are:

- a) to solicit and receive nominations for each of the offices of President, Vice- President, Treasurer, Secretary, and possible at-large members;
- b) to verify the eligibility of the nominees for office;
- c) to ascertain the willingness of the nominees to accept and perform the duties of any office to which they may be elected;
- d) to report to the membership the names of all such nominees;
- e) to receive, if necessary, nominations at the annual general meeting;
- f) to ensure that the election for these offices is carried out in accordance with these by-laws.

5.4 Qualification of Candidates

To be eligible for election, a candidate:

- a) must be a member in good standing of the Association;
- b) must not have been declared incapable by a court in Canada or in another country;
- c) must not have the status of a bankrupt;

- d) must affirm that he accepts the nomination and is prepared to serve in the office for which he has been nominated.

5.5 Notification regarding nominees

Forty-five (45) days in advance of the Annual General Meeting at which an election will be held, a list of nominations so far received shall be forwarded by the Nominating Committee to the Board of Directors.

5.6 New nominees at the Annual General Meeting

The provisions of Article 6.5 above shall not preclude the nomination of candidates from the floor of the Annual General Meeting. These candidates must meet the provisions of Article 6.4. Self-nominations are not acceptable.

5.7 No Nominee

In the event that there is no nominee for an office:

- a) the retiring officer may be asked to remain in office until the next convention; or
- b) the Board may appoint a member to fill the office until the next Annual General Meeting.

5.8 Order of Precedence in Elections The election of the President shall precede the election of the other Regional Officers. The election of the Vice-President, the Treasurer, the Secretary, and at-large members (if any are nominated) shall be called in order following the election of the President.

5.9 Voting The membership will vote by show-of-hands ballot to elect the President, the Vice-President, the Treasurer, and the Secretary. In the event of a tie, voting for each office will be by run-off using secret ballots with elimination of the candidate with the least number of votes, until one candidate has more than fifty percent (50%) of the votes cast.

SECTION 6- VACANCY & TEMPORARY REPLACEMENT ON THE BOARD

6.1 Reasons for Vacancy The office of Director shall be automatically vacated:

- a) if he resigns as a member of the Association.
- b) if he is found by a court to be of unsound mind;
- c) if he dies;
- d) if a Director has resigned or been expelled from his office.

6.2 Temporary Replacement of the President In the event of a vacancy in the position of President, the Vice-President will be appointed by the Board of Directors to complete the term of office.

6.3 Temporary Replacement of the Vice-President In the event of a vacancy in the position of Vice-President, the position will be filled for the remainder of the term of office by an individual selected by the Board from among its remaining members.

6.4 Temporary Replacement of Other Board Members In the event of a vacancy in the positions of Secretary or Treasurer, the Board of Directors will appoint a substitute drawn from the regional membership at large for the remainder of the term of office, taking into account the requirements of the position. The substitute must be a member of the Association.

6.5 Effective Date and End of Term A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected or selected.

SECTION 7 - MEETINGS OF MEMBERS

7.1 The Region will organize and conduct an annual general meeting and membership luncheon each Spring (either April or May as determined by the Board) and will organize a fall luncheon to maintain communication with the Manitoba membership.

7.2 Notice of a Meeting The Board shall give Members entitled to vote at a meeting notice of the time and place of the meeting at least once by mail or electronic means not less than twenty-one (21) days before the day on which the meeting is to be held.

7.3 Annual General Meeting Agenda At a minimum, the agenda for the Annual General Meeting of members shall include a review of the previous year's activities and the presentation of financial statements. Elections for regional office will be held every third year.

7.4 Chair of the Meeting Meetings of members shall be chaired by the President or, in the President's absence, by the Vice- President. In the event that these are absent, the meeting will be chaired by another officer or director of the PNA Manitoba Region.

7.5 Quorum A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be the Board Members of the PNA Manitoba Region present at such meeting, plus one Member entitled to vote at such meeting. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

7.6 Votes to Govern At any meeting of members every question shall, unless otherwise provided by the articles or by- laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot, the chair of the meeting in addition to an original vote shall have a second or casting vote.

7.7 Special Meeting Members who hold at least five percent (5%) of the voting rights in the PNA Manitoba Region may require the Directors to call a Meeting of Members. Such requisition must state the business to be transacted at the special meeting and must be sent to each director and to the registered office of the Association.

SECTION 8- AMENDMENT OF REGIONAL BY-LAWS

8.1 Subject to the articles, the board of directors may, by resolution, make, amend or repeal any regionally-originated by-law that regulates the activities or affairs of the PNA Manitoba Region, provided that any such change be subject to the provisions of Article 3.1.1 of the National By-Laws (requiring that regional by-laws be consistent with those of the National Association and be approved by the National Board). Once so approved, any such by-law, amendment or repeal shall be effective from the date of the National Board's approval until the next regional meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

8.2 The proposed change must be approved by a majority vote of the members attending and eligible to vote at the meeting.

8.3 Approval by National Board Changes to Regional by-laws must be submitted to and approved by the National Board of Directors.