

**NEWFOUNDLAND AND LABRADOR REGION
OF THE
CBC PENSIONERS NATIONAL ASSOCIATION**

**CONSTITUTION
AND
BY-LAWS**

As amended MAY 26, 2022

1. DEFINITIONS

- 1.1** The term “Region” shall throughout this document mean “Newfoundland and Labrador Region of the CBC Pensioners National Association”.
- 1.2** The abbreviation “CBC PNA” and term “The Association” will hereinafter refer to “CBC Pensioners National Association”.
- 1.3** Any masculine gender used herein implies the feminine gender and vice versa.

2. GENERAL

- 2.1** The Head Office of the Region shall be situate in the City of St. John's in the Province of Newfoundland and Labrador.

3. OBJECTIVES

- 3.1** The objectives of the Region shall be those established by CBC PNA, as follows:
 - (i) to represent the interests and concerns of CBC pensioners;
 - (ii) to support the general and economic well-being of CBC pensioners;
 - (iii) to maintain a professional working relationship with CBC;
 - (iv) to develop alliances or partnerships with organizations sharing common vision and goals;
 - (v) to negotiate a variety of group programs, products and services of benefit to members.

4. ORGANIZATION

- 4.1** The Province of Newfoundland and Labrador is a duly constituted Region of CBC PNA as defined in the By-Laws of CBC PNA.
- 4.2** The Region is the only body authorized to deal officially with CBC PNA in matters concerning members residing in Newfoundland and Labrador.
- 4.3** The Region may recommend to CBC PNA the formation of a Chapter within the Region as defined in the by-laws of CBC PNA.

5. AUTHORITY

- 5.1 The Executive of the Region may:
- (i) borrow money upon the credit of the Region;
 - (ii) limit or increase the amount to be borrowed;
 - (iii) issue or cause to be issued bonds, debentures, or other securities of the Region and pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient;
 - (iv) secure any such bond, debenture or other securities, or any other present or future borrowing or liability of the Region, by mortgage, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Region, on the undertaking and rights of the Region.
- 5.2 Such powers can be delegated from the Executive to such persons as may be appropriate from time to time.

6. MEMBERSHIP

- 6.1 Membership in the Region shall be limited to those persons who are members in good standing of the CBC PNA.
- 6.2 Subject to a Motion voted upon by accredited members, non-members may be invited, as observers, to attend meetings of members of the Region but shall not be entitled to vote at such meetings.
- 6.3 In keeping with CBC PNA policy on awarding meritorious service, that policy defines *Life Membership* as the sole national award, designed to recognize service by members in The Association. However, the Region may create awards or other means of recognizing exceptional service by its own members.
- 6.4 An *Honorary Membership* may be granted at the Annual General Meeting of the Region, on the recommendation of the Executive, to a non-member who has rendered significant service to the Region. Honorary Members shall have no voice or vote and cannot hold office.

7. FISCAL YEAR

7.1 The fiscal year of the Region shall begin on April 1 of each year and shall end on March 31 of the following year.

8. MEETINGS of MEMBERS

8.1 Notice of all meetings shall be given by the Secretary at least ten (10) days prior to the meeting.

8.2 A quorum at all general meetings shall consist of fifteen (15) members.

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

8.4 Every member in good standing shall have one (1) vote at each meeting. There shall be no voting by proxy. A majority of the votes cast by the members present shall determine the Questions.

8.5 The *Annual General Meeting* of the Region shall be held within ninety (90) days following the end of the Region's fiscal year.

8.5.1 In preparation for the Annual General Meeting an *Audit Committee* of not more than three (3) members in good standing shall examine the books of the Region and certify their correctness.

8.5.2 The agenda for the Annual General Meeting of the Region shall include, but not be limited to the following items:

- (i) The Annual Report of the Region;
- (ii) An update on the activities of CBC PNA;
- (iii) Financial Report;
- (iv) Annual Report of all Standing Committees;
- (v) Election of Officers.

8.6 The Executive shall have the power to call, at any time, a *Special Meeting* of members of the Region.

8.6.1 In addition, the Executive shall call a Special Meeting of members upon written request of at least ten per cent (10%) of the Regional members clearly indicating the purpose of the meeting.

9. EXECUTIVE

- 9.1** The property and business of the Region shall be managed by the elected Officers of the Executive.
- 9.2** Officers must be individuals eighteen (18) years of age or older and have the power under law to contract.
- 9.3** The Executive of the Region shall be composed of the following Officers:
- (i) President
 - (ii) Vice-President
 - (iii) Treasurer
 - (iv) Secretary
 - (V) Director-at-Large
- 9.4** Members of the Executive shall be elected for a two (2) year term.
- 9.5** No member of the Executive shall hold the same position for more than two (2) consecutive terms.
- 9.6** Only members in good standing with the CBC PNA shall be eligible to be elected as Officers of the Executive of the Region.
- 9.7** To facilitate elections, the Region shall establish an Election Committee prior to the finish of the fiscal year and at least two months prior to the Annual Meeting.
- 9.7.1** The Election Committee shall be responsible for conducting and overseeing the election of Executive Positions.
- 9.7.2** The Committee shall notify all members in good standing of the Election, the Election Process and provide Nomination Forms for members to nominate candidates.
- (i) Members can nominate a member in good standing to any of the available executive positions with the consent of the nominee.
 - (ii) Each Nomination Form must be duly seconded and signed by the nominator and seconder before submitting to the Election Committee.
- 9.7.3** If the number of nominees is greater than the number of positions to be filled, the Election Committee shall arrange for members to vote by secret ballot.
- 9.7.4** All ballots received shall be counted by the Election Committee and the successful candidate(s) notified.

9.7.5 At the Annual Meeting the Election Committee shall present a report on the election process and give the results.

9.7.6 If the number of nominees is equal to the number of positions to be filled, they shall be declared elected by acclamation.

9.7.7 In the event that there are no nominees for an Executive Office, the application of Article 9.5 is suspended. The retiring Executive may be asked to remain in office until the next Election of Officers or the Executive Board may appoint a member in good standing to fill the office.

9.8 A vacancy automatically exists when an Officer of the Executive:

- (i) presents a written resignation to the Executive;
- (ii) is absent without valid reason for three (3) consecutive meetings;
- (iii) is removed from office by a two-thirds (2/3) majority of members attending a Special Meeting called for this purpose;
- (iv) is found by a court to be of unsound mind;
- (v) becomes bankrupt or suspends payments/compounds with creditors;
- (vi) dies.

9.9 An Officer who has resigned or been removed from Office shall be replaced by resolution of the Executive for the balance of their term.

9.10 Officers of the Executive and Committee members shall receive no remuneration. However, they are entitled to be reimbursed for out-of-pocket expenses incurred in the exercise of their duties according to the policies established by CBC PNA.

9.11 In addition to the management of the property and business of the Region, the Executive exercises the power delegated to them by the membership including, but not limited to:

- (i) elaborating By-Laws;
- (ii) managing finances, especially dues transferred to the Region from the CBC PNA in accordance with their By-Laws;
- (iii) recommending the establishment of new Chapters to CBC PNA;
- (iv) ensuring that the Objectives of the Region are achieved and, if necessary, creating Committees to assist in their achievement;

- (v) ensuring that regular contact with all members is maintained;
- (vi) reporting to the CBC PNA on Association activities and issues.

9.12 The duties of Officers of the Region include:

9.12.1 The President

- (i) shall be the Chief Executive Officer of the Region and shall be responsible for the execution of its policies and efficient functioning;
- (ii) shall represent the Region on the Board of Directors of CBC PNA;
- (iii) shall be official spokesperson for the Region;
- (iv) shall act in consultation with the Executive and in accordance with any duly adopted directives of the Executive and of the membership, in General or Special meetings;
- (v) shall preside over all meetings of members and the Executive;
- (vi) shall be authorized to co-sign all cheques, as is the Vice-President and Treasurer. Any two (2) of these three (3) Officers shall be required to co-sign all cheques;
- (vii) shall interpret these By-Laws whenever it is required, subject to review by the Executive whenever their interpretation is deemed to be incorrect by the majority;
- (viii) can delegate part of their duties to another member of the Executive, where appropriate.

9.12.2 The Vice-President

- (i) shall replace the President in their absence or due to their inability to perform his duties and shall perform the duties and exercise the powers of the President;
- (ii) shall assist the President in the exercise of their duties;
- (iii) shall perform such other duties as shall, from time to time, be assigned by the Executive.

9.12.3 The Treasurer

- (i) shall be responsible for managing the financial affairs of the Region;
- (ii) shall maintain financial records in good order;
- (iii) shall provide a report at each general meeting of the revenues and expenses of the Region;
- (iv) shall perform such other duties as shall, from time to time, be assigned by the Executive.

9.12.4 The Secretary

- (i) shall prepare, in consultation with the President, meeting notices and agendas;
- (ii) shall record Minutes of all General and Special meetings;
- (iii) shall ensure follow-up to all correspondence, as required;
- (iv) shall maintain a register of attendance at all General meetings of the Region;
- (v) shall perform such other duties as shall, from time to time, be assigned by the Executive.

9.12.5 The Director-at-Large

- (i) shall perform duties as shall be assigned by the Executive.

10. COMMITTEES

10.1 The Executive of the Region may appoint Committees whose members will hold office at the pleasure of the Executive. The Executive shall determine the duties of such Committees. Such Committees shall report to the Executive and the membership, as required.

11. CHAPTERS

11.1 The Region shall obtain approval from the CBC PNA for the creation of any Chapter within its Region.

- 11.2** Each Chapter within the Region shall designate one representative to the Region.
- 11.3** The By-Laws of any Chapter shall not be in conflict with those of the Region or the CBC PNA.
- 11.4** Chapters shall submit to the Executive of the Region, as soon as they are adopted, the following documents:
- (i) Their By-Laws and every subsequent modification thereto
 - (ii) Minutes of all meetings
 - (iii) An Annual Financial Report

12. INTERNAL RULES

- 12.1** The Region may, at its discretion, prescribe such internal rules as may be appropriate for the proper management and functioning of the Region, subject to the provisions of these By-Laws and those of the CBC PNA.

13. AMENDMENTS

- 13.1** No amendment of the present By-Laws may be put to a vote at a Meeting of Members unless:
- (i) the proposed amendment has been submitted in writing to the Executive, duly moved and seconded, by a member in good standing, at least sixty (60) days prior to the date of such meeting;
 - (ii) the amendment proposal has been made available to the membership of the Region at least thirty (30) days prior to the date of such meeting.
- 13.2** To be approved, an amendment must be ratified by a majority of the members present at the meeting.

(An APPENDIX follows)

APPENDIX

Western NL Chapter of the Region

The Western Newfoundland Chapter of the NL Region is an adjunct to the Region and to the CBC Pensioners National Association and as such fully support the aims and objectives of both the Regional and National bodies of the Association.

With that mind the Western Newfoundland Chapter will operate with the following anomalies:

The name of the Chapter is The Western Newfoundland Chapter of CBC PNA, NL Region.

The Chapter will include The City of Corner Brook, the Towns of Stephenville, Deer Lake, and Pasadena, including the precincts and environs of these communities.

The Executive of the Chapter will consist of

1. President
2. Vice-President
3. Secretary/Treasurer

The Executive will be elected at the AGM of the Chapter and will serve a two-year term.

NOTE:

Executive members are not limited to number of terms served. Given the smaller number of members in the Chapter, it is deemed that continuity of an Executive outweighs other concerns.

The Chapter will hold an Annual General Meeting within each calendar year.

Other meetings may be called at the pleasure of the Executive.

A quorum of 6 members is required for all meetings of the Chapter.