

Constitution & Bylaws

“National Pensioners Federation”

BE IT ENACTED as a by-law of the Corporation as follows:

1. **Definition**

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

1. "**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;
2. "**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
3. "**board**" means the board of directors of the Corporation and "director" means a member of the board;
4. "**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
5. "**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
6. "**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
7. "**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of

- section 163 (Member Proposals) of the Act;
8. "**regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time;
 9. "**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
 10. "**supporters**" are individuals that are not members of a club or group.
 11. "**federation**"- means the collective membership of the National Pensioners Federation
 12. "**federation meetings**" includes an annual meeting of members or a special meeting of members; Special Federation meeting includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
 13. "**members**"-Means a member of the Federation in accordance *with* the By Laws:

2. **Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. **Corporate Seal**

The Corporation may have a corporate seal in the form approved from time to time by the board. If the board approves a corporate seal, the secretary of the Corporation shall be the custodian of the corporate seal.

4. **Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

5. Financial Year

The financial year-end of the Corporation shall be December 31 in each year.

6. Borrowing Powers

The directors of the Corporation may, without authorization of the members,

- i. Borrow money on the credit of the corporation;
- ii. Issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- iii. Give a guarantee on behalf and
- iv. Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

7. Annual Financial Statements

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents.

Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

8. Membership Conditions

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available to persons interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. Each member club or group shall be entitled to receive notice of and elect delegates which will vote at all meetings of the members of the Corporation. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) supporters that are not part of an affiliated group/club will be entitled to attend all meetings of the members and vote on all issues except bylaw changes, financial issues of the corporation and the appointment of an auditor if required. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

9. Membership Transferability

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the

Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

10. **Notice of Members Meeting**

Notice of the time and place of the annual convention and any other meeting of members shall be given to each member entitled to vote at the meeting by the following means:

1) By mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or

2) By telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

11. **Members Calling a Members' Meeting**

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

12. **Constitution and/or Bylaw Amendments**

1. Proposed amendments to the Constitution and/or Bylaws must be submitted in writing to the Secretary of the National Pensioners Federation at least sixty (60) days prior to the date of the annual Convention.
2. To be passed, amendments to the Constitution and Bylaws shall require a majority of at least two-thirds (2/3) of the valid votes cast.

13. **Membership Dues**

National and/or provincial organizations, councils, divisions and associations will be accepted for membership in the organization on payment of the membership dues and approval of membership by the Executive. Affiliate membership may be granted by the Executive on payment of dues and shall be open to groups composed of or representative of more than one (1) branch, lodge, chapter or club. Annual membership dues will be as follows:

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|-----------------------------|----------|
| 1. Groups under 100 members | \$35.00 |
| 2. Groups from 101 to 500 | \$75.00 |
| 3. Groups from 501 to 1,000 | \$125.00 |
| 4. Groups over 1000 | \$350.00 |

Supporter Contributions

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|-------------------------|---------|
| 1. Families | \$35.00 |
| 2. Individual Supporter | \$25.00 |

14. Termination of Membership

A membership in the Corporation is terminated when:

- i. The member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- ii. A member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- iii. The member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- iv. The member is expelled in accordance with any discipline of members section
- v. or is otherwise terminated in accordance with the articles or by-laws;
- vi. The member's term of membership expires; or
- vii. The Corporation is liquidated or dissolved under the Act.

15. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

16. Proposals Nominating Directors at Annual Members' Meetings

The nomination and election of Executive officers shall take place at the annual convention. Delegates in good standing will elect the Executive offices.

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17. Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

18. Place and Notice of Members' Meeting

3. Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board.
4. The annual convention shall be held in September or October.
5. At least four (4) month's notice will be given to all affiliates of the date, time and location of the annual Convention.

19. Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

20. Chair of Members' Meetings

The president shall chair meetings of the members. In the president's absence the next highest position on the board will chair the meeting.

21. **Quorum at Members' Meetings**

The quorum of the Annual Members Convention shall be one third of the registered delegates.

Meetings of the National Pensioners Federation shall be governed by rules of order adopted at annual Conventions. Where the National Pensioners Federation rules of order are silent on an issue, Roberts Rules of Order shall prevail.

22. **Votes to Govern at Members' Meetings**

1. 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 or on the results of electronic voting the President may cast a vote.
2. Affiliate groups shall be entitled to designate five (5) voting delegates to the annual Convention.
3. Individual affiliated clubs in good standing shall be entitled to have two (2) delegates attend the annual Convention.
4. Affiliate members which have paid the annual dues shall be considered to be in good standing.

23. **Executive Elections**

1. Elections for membership on the National Pensioners Federation Executive shall be conducted at the annual convention.
2. Only delegates in good standing to the convention shall be eligible to stand for election. "Individual Supporters" are not eligible to stand for election.

3. In order to be nominated for election, the delegate must be present at the meeting or have signified, in writing to the Secretary, a declaration that he/she will stand for office.
4. Nominations shall take place at the convention.
5. The President shall appoint an "elections committee" of three or more delegates. The elections committee shall be chaired by the Immediate Past President or, in his/her absence, a delegate selected by the Executive.
6. The elections committee shall ensure that elections to the Executive are conducted by secret ballot.
7. Each Convention delegate shall carry one (1) ballot.
8. Each "individual supporter" shall also carry (1) ballot but will be restricted from voting on financial matters, executive board positions and appointment of an auditor if required.
9. The individual receiving the highest number of votes will be declared elected.
10. The elections committee chairperson will announce the result of each vote.

24. Participation by Electronic Means at Members' Meetings

Participation at meetings of members may not be by telephonic, electronic or other communication facility.

25. Members' Meeting Held Entirely by Electronic Means

Meetings of members may not be held entirely by telephonic, an electronic or other communication facility.

26. Number of Directors

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and

maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board. In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

27. **Term of Office of Directors**

The Executive members shall be elected for a two year term.

For continuity, the President, the 2nd Vice President, the Secretary, and one Member at Large shall be elected in even numbered years and the 1st Vice President, 3rd Vice President, Treasurer and one Member at Large shall be elected in odd numbered years.

28. **Calling of Meetings of Board of Directors**

Special Executive meetings shall be held at the call of the President or by any three members of the Executive. Special Executive meetings shall be called to discuss a particular item or items of business, such item(s) to be outlined to all members of the Executive with 35 days advance notice. Special Executive meetings may be held in person or via electronic means.

29. **Notice of Meeting of Board of Directors**

Special Executive meetings shall be held at the call of the President or by any three members of the Executive. Special Executive meetings shall be called to discuss a particular item or items of business, such item(s) to be outlined to all members of the Executive with 35 days

advance notice. Special Executive meetings may be held in person or via electronic means.

30. **Regular Meetings Section**

The President may schedule a monthly conference call. Said schedule shall be agreed to by the Executive shall be held as agreed.

There shall be an Advisory Board of the Federation that shall consist of the Executive Officers of the Federation, plus one member selected by each National or Provincial organization, affiliated with the Federation. The Federation shall not be responsible for any expense incurred by such National or Provincial representative as a result of his or her attendance, at meetings, of the Advisory Board of the Federation.

31. **Votes to Govern at Meetings of the Board of Directors**

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting may cast a vote.

A quorum for the meetings of directors shall be a number constituting more than 50 % of the directors of the board.

32. **Appointment of Officers**

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the

Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. The same person may hold two or more offices.

33. **Description of Directors Positions**

The Executive shall be delegates to the annual convention by virtue of office.

The Executive shall carry on the business of the organization between annual Conventions.

The President:

1. shall preside at all regular, special meetings and conference calls of the organization, including the meetings of the Executive and meetings of the Advisory Board.
2. shall be an ex-officio member of all committees of the organization.
3. shall decide all questions of order in accordance with the rules of order of the organization. In case of a tie vote, the President may cast a vote.
4. shall make all appointments not otherwise provided for in the Constitution or Bylaws. Such appointments shall be subject to the approval of the Executive.
5. shall fill vacancies in the Executive by appointment. Such appointments shall be subject to the approval of the executive.
6. shall perform such other duties as are required by the organization consistent with the office and provisions of the Constitution, Objectives and Bylaws.

7. The President, on direction from the Executive, may hire a contract staff member or consultant for the purpose of expanding the functions of the organization.

8. The President and Treasurer shall negotiate contracts on behalf of the National Pensioners Federation, such contracts requiring approval of the Executive before coming into force.

9. The President shall appoint an “elections committee” of three or more delegates. The elections committee shall be chaired by the Immediate Past President or, in his/her absence, a delegate selected by the Executive.

The First Vice President

1. shall assist the President;
2. shall assume the duties of the President in his/her absence;
3. shall perform such other duties as are required of the office, by the President or Executive, provided those duties are consistent with the Constitution, Objectives and Bylaws of the organization.

The Second Vice President

1. shall assist the President and, in the absence of the First Vice President,
2. shall undertake the duties and responsibilities of that Executive member’s office.

The Third Vice President

1. shall assist the President and the Second Vice President and, in the absence of the Second Vice President,
2. shall undertake the responsibilities and duties of that Executive member’s office.

Treasurer

1. The Treasurer shall keep the accounts of the National Pensioners organization including the receipt and disbursement of all monies.
2. shall place all monies in the account of the organization.
3. shall be responsible for the disbursement of funds for the payment of bills and accounts accrued by the organization.
4. shall provide monthly statements of all accounts to the President and, upon request, to the Executive.
5. shall submit to the annual Convention a duly audited financial statement outlining the financial operations of the organization.

Secretary

1. The Secretary shall have custody of the corporate seal of the National Pensioners and shall certify all documents requiring the use of the seal.
2. shall keep a true and correct record of all meetings and attend to the correspondence of the organization.
3. shall assist the President when requested.
4. shall make available to the Executive the minutes of all meetings and shall, on request of the Executive, make available all records he/she holds on behalf of the organization.

Members At Large

1. shall perform duties assigned by the President and/or Executive consistent with the Constitution, Objectives and Bylaws of the National Pensioners.

Past President

1. The Immediate Past President shall serve on the Executive for a period of two years

34. **Committees**

The President, with the support of the executive shall form committees of members to work on behalf of NPF. The frames of reference for these committees shall determine the parameters of their responsibilities. These committees shall be but are not limited to:

1. Communication and Outreach
2. Health
3. Housing
4. Income

35. **Removal of Directors**

A member of the Executive who fails to attend two (2) consecutive meetings of the Executive without good cause or reason, or who fails to perform the official duties associated with his/her office, may be removed from office by a two-thirds (2/3) vote of the Executive.

Any gift of appreciation to members of the Executive shall be authorized at the annual Convention.

36. **Installation of Executive Officers**

Before assuming their duties as members of the Executive of the National Pensioners Federation, officers of the Executive shall subscribe to the following: "I (your name) do solemnly pledge my honour, to perform the duties of my office to the best of my ability and in accordance with the Objectives of the National Pensioners Federation. I also solemnly promise that I shall deliver to my successor all records and other property of the National Pensioners Federation which may be in my possession at the close of my official term of office."

37. **Vacancy in Office**

The President shall fill vacancies in the Executive by appointment. Such appointments shall be subject to the approval of the executive.

38. **Invalidity of any Provisions of this By-law**

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

39. **Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

40. **By-laws and Effective Date**

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next 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. This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.