

CONSTITUTION of the National Pensioners Federation

(enacted 07th October 2025)

The National Pensioners Federation (NPF) is registered under the Canada Not-for-Profit Act, with Corporation Canada - Corporation Number 053126-0.

1. Corporate Address

The Corporate address shall be the Address of the current Treasurer.

2. Purpose

The NPF is a national, registered not for profit, nonpartisan, non-sectarian organization operating under the Canada Not-for-profit Corporations Act.

The NPF advocates for seniors and retirees in securing a life of dignity, independence and financial security, and our mission is to stimulate public interest in the welfare of ageing Canadians.

We fulfil our mandate by networking with other advocacy organizations and educating the general public on issues affecting seniors such as pensions, housing, health care, democracy, social programs, elder abuse, affordable access to technology and transportation.

As well as presenting independent policy position briefs to Parliamentary Leaders derived from debated resolutions presented to our Biennial National Conventions, we provide Federal lobby support for improvements to all things concerning Ageing Canadians.

3. 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 signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

4. Financial

The financial year-end of the Corporation shall be December 31st each year. Operating funds are obtained from membership dues, individual membership dues, donations and grants.

The Treasurer in consultation with the President will administer the finances of the Corporation.

A year-end financial report will be approved by the Board at the February Board meeting each year.

The Treasurer, in consultation with the Executive Committee, will develop an annual budget for the Corporation which will be presented to the Board for approval at the March meeting each year.

The Treasurer will provide a year-to-date financial report to each Board meeting. The Board will appoint a Finance Committee as required.

5. 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.

6. Financial Statements

The Corporation will make available a copy of the annual financial statements and a copy of the current year's budget in March each year.

7. Membership

Membership in the Corporation shall be comprised of affiliated groups and individuals that meet the criteria for affiliation with the Corporation as determined and approved by, from time to time, by the Board of the Corporation for affiliated membership.

Groups eligible for affiliation include but are not limited to national and provincial associations, chapters, locals, or clubs, of or belonging to a Union, Association, or Seniors Club from across Canada.

An individual member identifies a supporter who is not part of an organized group as described above.

Any application for affiliate membership must be made on a form approved by the Board of the Corporation. The decision for membership is at the sole discretion of the Board of the Corporation.

8. Notice of Members Meeting

Notice of the time and place of any other meetings of members shall be given to each affiliated group and individual member entitled to prior to 60 days of the meeting.

9. Constitution Amendments

- i. Proposed amendments to the Constitution must be submitted in writing to the Secretary of the Corporation at least sixty (60) days prior to the date of the Biennial Convention.
- ii. 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.

10. Nominating Directors at Biennial Convention.

The nomination and election of Board of Directors shall take place at the Biennial convention. Individual Members are not eligible to run or vote for Board positions.

11. Place and Notice of Members' Meeting

- i. With the exception of the Biennial Convention, Meetings of the members may be held at any place within Canada, in person or virtually, as determined by the Board.
- ii. The Biennial convention shall be held in September or October.
- iii. At least four (4) months' notice will be given to all voting members of the date, time and location of the Biennial Convention.

12. Quorum at Members' Meetings

The quorum of the Biennial Members Convention shall be one third of the registered delegates. Meetings shall be governed by rules of order adopted at the Biennial Conventions. Where the rules of order are silent on an issue, Roberts Rules of Order shall prevail.

13. Term of Office of Board Members

Board members shall be elected for a two-year term and will consist of, President, 1st Vice President, 2nd Vice President, 3rd Vice President, Secretary, Treasurer, and one Member at Large.

14. Biennial Convention

Members of the Board shall be a delegate at the Biennial convention by virtue of office.

The purpose of the Convention is to provide Member Organizations and members the opportunity to be updated on issues being dealt with by the organization, to elect the Board, the opportunity to submit and deal with resolutions on issues that need to be addressed for retirees, submit and discuss constitutional amendments.

Registration for the convention will be sent to members 60 days prior to the convention. The notice will include registration forms, convention fees, and other information that will be required.

Affiliates and members will submit resolutions, constitution and bylaw amendments 60 days prior to the convention.

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

Where the National Pensioners Federation rules of order are silent on an issue, Roberts Rules of Order shall prevail.

Affiliates will appoint voting delegates as follows:

Groups under 1000 – 2 votes

Groups over 1000 – 5 votes

Families or Individual Member – 1 vote

Eligible affiliate delegates will be able to vote at all matters at meetings of the members of the Corporation.

Individual Members that are not part of an affiliated group will be entitled to attend all meetings of the members and vote on all issues except constitution and bylaw changes, financial issues of the Corporation, the appointment of an auditor if required and the election of the Board of Directors.

BYLAWS of the National Pensioners Federation

BE IT ENACTED as a bylaw of the Corporation on 07th day of October, 2025 as follows:

1. Definition

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

- i. **"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;
- ii. **"articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- iii. **"Board"** means the Board of Directors of the Corporation and "Director" means a member of the Board;
- iv. **"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;
- v. **"Corporation"** means the National Pensioners Federation, also referred to as the NPF
- vi. **"federation"**- means the collective membership of the National Pensioners Federation
- vii. **"meeting of members"** includes a Biennial meeting of members or a special meeting of members; "special meeting of members" includes a meeting of all members entitled to vote at a meeting of members;
- viii. **"members"** means a member of the Corporation in accordance with the By Laws;
- ix. **"ordinary resolution"** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- x. **"proposal"** means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;
- xi. **"regulations"** means the regulations made under the Act, as amended, restated or in effect from time to time;
- xii. **"special resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

- xiii. **"supporters"** are dues paying individuals that are not members of an affiliate club or group.

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. Members Calling a Members' Meeting

The Board shall call a special meeting of members in accordance with 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.

4. Bylaw Amendments

- i. Proposed amendments to the Bylaws must be submitted in writing to the Secretary of the Corporation at least sixty (60) days prior to the date of the Biennial Convention.
- ii. To be passed, amendments to the Bylaws shall require a majority of at least two-thirds (2/3) of the valid votes cast.

5. Membership Dues

Affiliated groups and individual supporters (including families) will be accepted for membership in the Corporation upon acceptance of the approved application and with the payment of the membership dues as set out by the Board.

Membership renewal notices will be sent to Affiliates and members in January each year. Membership dues will be payable by the first week of March each year.

Annual membership dues will be as follows:

- i. Groups under 100 members \$35.00
- ii. Groups from 101 to 500 \$75.00
- iii. Groups from 501 to 1,000 \$125.00
- iv. Groups over 1000 \$350.00

Individual Member / Supporter Contributions:

- i. Families \$35.00
- ii. Individual Supporter \$25.00

As part of its fiduciary responsibility, the Board will regularly review the annual dues for membership to the Corporation. Any dues increases will be presented for approval by the membership at the Biennial Convention.

6. Cost of Publishing Proposals for Biennial 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.

7. Persons Entitled to be Present at Members' Meetings and Biennial Convention

The only persons entitled to be present at a meeting of members and the Biennial Convention shall be those entitled to vote at the meeting, the members of the Board or as required under the act. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

8. 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.

9. Votes to Govern at Members' Meetings

- i. At any meeting of members every question shall 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.
- ii. Affiliate groups with more than 1000 members shall be entitled to designate five (5) delegates to the Biennial Convention.
- iii. Affiliate groups with less than 1000 members shall be entitled to designate two (2) delegates to the Biennial Convention.
- iv. Affiliate groups which have paid the annual dues shall be considered to be in good standing.
- v. Individual members in good standing may attend any meeting and vote on issues in accordance to the Constitution and Bylaws of the Corporation

10. Board Elections

- i. Elections for the National Pensioners Federation Board shall be conducted at the end of the biennial convention.
- ii. Only delegates in good standing to the convention shall be eligible to stand for election. "Individual Members" are not eligible to stand for election.
- iii. In order to be nominated for election, the delegate must be present at the meeting or have signified, in writing to the Secretary of the Corporation, a declaration that they will stand for office.
- iv. Nominations shall take place at the convention.
- v. The President shall appoint an "elections committee" of three or more delegates.
- vi. The elections committee shall ensure that elections to the Board are conducted by secret ballot.
- vii. Each Convention delegate shall carry one (1) ballot.

- viii. Each “individual member” shall be restricted from voting on financial matters and executive Board positions.
- ix. The Nominee receiving the highest number of votes will be declared elected.
- x. The elections committee chairperson will announce the result of each vote.

11. Holding of and participation in Virtual by Electronic Means at Members' Meetings

If determined by the Board, a meeting of members, other than the biennial convention may be held virtually, and any member entitled to be present and vote may participate as though it were an in-person meeting.

12. Calling of Special Meetings of the Board

Special Board meetings shall be held at the call of the President or by any three members of the Board. Special Board meetings shall be called to discuss a particular item or items of business. The meeting will be held within 10 days of the President receiving the request. Special Board meetings may be held in person or via electronic means.

13. Regular Meetings Section

- i. The President will schedule a monthly conference call of the Board. Said schedule shall be agreed to by the Board.
- ii. There will be a quarterly Joint-Affiliates meeting consisting of the Board and one delegate appointed by each Affiliate group that wishes to participate.

The function of the meeting is for members to provide a report of their organization’s activities and concerns to the Board. The Board will provide the committee members with an update on their activities.

The Corporation shall not be responsible for any expense incurred by such affiliate group representative as a result of their attendance at meetings of the Joint-Affiliates.

14. 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.

15. 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.

16. Description of Directors Positions

The Board shall be delegates to the Biennial convention by virtue of office. The Board shall carry on the business of the organization between Biennial Conventions.

The President shall:

- i. preside at all regular, special meetings and conference calls of the Corporation, including the meetings of the Board and Joint Affiliate meetings.
- ii. Be an ex-officio member of all committees of the Corporation.
- iii. Decide all questions of order in accordance with the rules of order of the Corporation. In case of a tie vote, the President may cast a vote
- iv. Make all appointments not otherwise provided for in the Constitution or Bylaws. Such appointments shall be subject to the approval of the Board.
- v. Fill vacancies in the Board by appointment. Such appointments shall be subject to the approval of the Board and will be in effect until no later than the next biennial meeting.
- vi. Perform such other duties as required consistent with the office and provisions of the Constitution, Objectives and Bylaws.
- vii. on direction from the Board, hire contract staff members or consultants for the purpose of assisting and improving the functions of the Corporation.
- viii. With the Treasurer shall negotiate contracts on behalf of the Corporation. If required, they may engage other members of the Board to assist. Such contracts require approval of the Board before coming into force.

The First Vice President Shall

- i. assist the President;
- ii. assume the duties of the President in their absence;
- iii. perform such other duties as assigned by the Board.

The Second Vice President shall

- i. assist the President and, In the absence of the President and First Vice President, undertake the duties and responsibilities of the President.
- ii. perform such other duties as assigned by the Board.

The Third Vice President shall

- i. In the absence of the President, First Vice President, and second Vice President, undertake the duties and responsibilities of the President.
- ii. perform such other duties as assigned by the Board.

The Treasurer shall

- i. keep the accounts of the Corporation including the receipt and disbursement of all monies.
- ii. place all monies in the approved financial account(s) of the organization.
- iii. be responsible for the disbursement of funds for the payment of bills and approved expenses of the organization.

- iv. provide statements of all accounts to the President on request, and monthly statements of all accounts at all regular meetings of the Board.
- v. submit to the Biennial Convention a financial statement outlining the financial operations of the Corporation reviewed by the Financial Committee.

The Secretary Shall

- i. keep a true and correct record of all meetings of the Board, Joint Affiliate meetings and Biennial Convention.
- ii. as requested, shall attend to the correspondence of the organization.
- iii. make available to the Board the minutes of all meetings and, on request of the Board make available all records they hold on behalf of the organization.

The Member At Large

- i. shall perform duties assigned by the President and/or Board consistent with the Constitution, Objectives and Bylaws of the Corporation.

The Past President

- i. may serve on the Board for a period of 2 years and shall have no vote on Board motions.
- ii. Unless the Immediate Past President holds an individual membership, they shall hold no voting right at the Biennial Convention.

17. Committees

The President, with the support of the Board shall form committees of members to work on behalf of the Corporation. The Terms of Reference for these committees shall be determined by the Board.

These committees shall be but are not limited to:

- i. Communication and Outreach
- ii. Health
- iii. Housing
- iv. Finance & Income

18. Removal of Directors

A member of the Board who fails to attend two (2) consecutive meetings of the Board without good cause or reason, or who fails to perform the official duties associated with their office, may be removed from office by a two-thirds (2/3) vote of the Board. Any gift of appreciation to members of the Board shall be authorized at the Biennial Convention.

19. Installation of the Board

Before assuming their duties as members of the Board of the Corporation, officers of the Board 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.

20. Vacancy in Office

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

21. 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.

22. By-laws and Effective Date Subject to the articles,

The Board 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.