

2009 FSNA By-Laws



**As amended by the Second Annual Congress
21 & 22 June 2009**

**Amendments approved by Industry Canada
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Federal Superannuates National Association By-laws

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Federal Superannuates National Association

By-laws

Part 1: Name and Definitions

- 1.1 **Name and Location of the Corporation:** The corporation shall be known as the Federal Superannuates National Association and it shall be located in the National Capital Region. (See also Letters Patent)
- 1.1.1 The corporate seal of the corporation shall bear the name of the corporation and be in such form as the National Board of Directors of the corporation may determine and shall remain in the custody of the executive director or such other person as the Board may from time to time determine.
- 1.2 **Definitions:** In these by-laws, unless the context otherwise requires, terms used herein shall have the meaning ascribed to such terms in the by-laws and in addition:
- 1.2.1 “Annual Congress” is the annual meeting of the official participants of the Association;
- 1.2.2 “Annual General Meeting” is the annual meeting of the Association convened to appoint an auditor and to receive the auditor’s report on the financial statements for the previous fiscal year;
- 1.2.3 “Annuitant” means an individual in receipt of an annuity, pension or survivor’s allowance from any one (or more) of the Public Service, the Canadian Forces and the Royal Canadian Mounted Police Superannuation Acts and or the Judges Act;
- 1.2.4 “Association” means the corporation without share capital incorporated under Part II of the *Canada Corporations Act* by letters patent dated 5 January 1988 having the corporation name **Federal Superannuates National Association (FSNA) – Association nationale des retraités fédéraux (ANRF)**;
- 1.2.5 “By-laws” refers to the fundamental rules of governance of the Association;
- 1.2.6 “Board”, “National Board of Directors” or “NBOD” means the National Board of Directors of the Association;
- 1.2.7 “Branch” means an entity of the Association grouping members of the Association generally residing within the approved boundaries of the entity as established in accordance with these by-laws;
- 1.2.8 “Branch Board of Directors or Branch Management Committee” means the members responsible for the ongoing management of a branch;

- 1.2.9 “Dues” means the annual amount that shall be paid in order that a person be a member of the Association;
- 1.2.10 Dues – “Branch dues” is that portion of dues that is allocated to branches;
- 1.2.11 Dues – “National dues” is that portion of dues that is allocated to national operations;
- 1.2.12 “Executive director” means the chief operating officer who presides over the day-to-day operations of the Association;
- 1.2.13 “Fiscal year” means the calendar year;
- 1.2.14 “Member” means a person who qualifies, applies and is accepted for membership, and pays the required dues to the Association;
- 1.2.15 “Member in good standing” means a member whose dues are paid up and whose membership has not been suspended in accordance with these by-laws;
- 1.2.16 “National Office” means the Head Office of the Association;
- 1.2.17 “Officers” means all members of the National Board of Directors, regional services officers, Provincial Advocacy Officers and other assistants named by National Directors in accordance with by-law 2.8.4.2 and 2.8.4.3, health benefits officers and all members elected to a position on the management committee or board of directors of each branch;
- 1.2.18 “Official languages” in these By-laws means English and French;
- 1.2.19 “Official participants” are the members of the Board, the president of each branch (or his authorized representative) and the regional services officers;
- 1.2.20 “Region” means the geographical area covered by the boundaries of two or more branches;
- 1.2.21 “Special General Meeting” is a meeting of official participants of the Association to deal with the specific business as listed in the notice of meeting;
- 1.2.22 Words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders.

Part 2: Objects and Organization

2.1 Objects of the Association

The Association is non-profit. As stated in the letters patent, the objects of the Association are:

- 2.1.1 to advocate measures beneficial to annuitants and potential annuitants, with regard to their rights as annuitants, of the Public Service of Canada, the Canadian Forces, the Royal Canadian Mounted Police, the federally appointed judiciary and other federal agencies or bodies deemed appropriate by the Board;
- 2.1.2 to oppose measures inimical to said annuitants and potential annuitants;
- 2.1.3 to promote the general welfare of those persons to whom reference is made in 2.1.1;
- 2.1.4 to inform and assist annuitants referred to in 2.1.1 with regard to their rights as annuitants;
- 2.1.5 to cooperate with other organizations in furtherance of mutual objectives; and
- 2.1.6 to promote and authorize the establishment of branches of the Association.

2.2 Location of Operations

The operations of the corporation may be carried on throughout Canada and elsewhere.

2.3 Membership

- 2.3.1 Eligibility to be a Member - A person may apply to become a member of the Association if, for the purposes of a federal superannuation plan, the person is:
 - 2.3.1.1 an annuitant,
 - 2.3.1.2 the spouse of an annuitant, or
 - 2.3.1.3 the surviving spouse of a deceased annuitant.
 - 2.3.1.4 (see also 2.3.3, 2.3.4, and 2.3.5)
- 2.3.2 Eligibility to be Associate Member - A contributor to a federal superannuation plan may apply to become an associate member.
 - 2.3.2.1 Limitation - An associate member enjoys the same benefits as a member but may not vote or hold an elected or appointed office in the association.
- 2.3.3 1.1.1 Application in Writing - An application pursuant to Section 2.3.1 and 2.3.2 must be made in writing to the National Office or a Branch.
- 2.3.4 Becoming a Member - An applicant becomes a member or an associate member upon acceptance of the application by the National Office or a Branch and payment of the required dues to the National Office or Branch.

- 2.3.5 Dues Deduction at Source - The National office may accept the applicant's authorization for dues deduction at source instead of payment of the required dues.
- 2.3.6 Choice of Branch - A member is assigned to the branch within whose boundaries the member resides but the member may choose to belong to another branch.
- 2.3.7 Members-at-Large - The Executive Director may accept a member as a member-at-large where no branch is established where the member resides.
- 2.3.8 Responsibility - Members-at-large are serviced by the National Office.
- 2.3.9 Good Standing - A member whose dues are paid and whose membership has not been suspended pursuant to Part 7 of the By-laws remains in good standing
- 2.3.10 Life Membership - In recognition of meritorious service to the Association and on the recommendation of the Board, the annual congress may approve
 - 2.3.10.1 the appointment of a member for life, and
 - 2.3.10.2 the appointment of a person who is not a member as an honorary member for life.
- 2.3.11 Membership Termination - A member ceases to be a member if the member dies, submits a written resignation, is dropped from the rolls pursuant to Part 7, or is no longer eligible for membership in accordance with By-law 2.3.1 or 2.3.2"

2.4 **Branches**

- 2.4.1 A branch of the Association may be established on recommendation of the national director in respect of the relevant province with approval of the Board, provided the number of its members in good standing is at least 100.
- 2.4.2 Branches established in accordance with the by-laws shall be issued a charter signed by the National President and the Executive Director. In addition, branch boundaries shall be defined by the Executive Director in consultation with the affected Regional Services Officers and branches.
 - 2.4.2.1 Subject to these By-laws, branches are responsible for managing their own affairs.
- 2.4.3 In order for a branch to be in good standing and keep its charter, it shall:
 - 2.4.3.1 send its rules, regulations, or administrative procedures, if any, to the National Office;
 - 2.4.3.2 remit quarterly the national portion of any membership dues collected by the branch;

- 2.4.3.3 have at least one Annual General Meeting of the membership, that shall be held not later than 1 May, and at least one meeting of the Branch Board of Directors or Branch Management Committee. The purpose of the branch Annual General Meeting shall include:
- 2.4.3.3.1 receiving reports from members of the Branch Board of Directors or Branch Management Committee including the branch-reviewed (audited) financial report. The minimum requirement to satisfy the need for audit is to have an independent member of the branch conduct the financial review or audit;
 - 2.4.3.3.2 electing the Branch Board of Directors or Branch Management Committee; and
 - 2.4.3.3.3 appointing a branch reviewer (auditor) for the next fiscal year; and
 - 2.4.3.4 send a certified (signed by the branch president) copy of the minutes of the branch Annual General Meeting to the Executive Director within thirty (30) days of such meeting and not later than 15 May annually. Included with these minutes shall be a copy of the branch reviewed (audited) financial statements for the year as reported at the branch Annual Meeting. The audit of financial statements shall include the names and addresses of all financial institutions with which the branch deals, and the account numbers of all accounts maintained in such institutions.
- 2.4.4 The main responsibilities of a branch include, but are not limited to:
- 2.4.4.1 adhering to the national policies as well as all by-laws and regulations;
 - 2.4.4.2 cancelling memberships in accordance with rules, regulations and guidelines as may be established, from time to time, by the NBOD;
 - 2.4.4.3 participating at meetings convened by the relevant national director (province) and / or the relevant regional services officer;
 - 2.4.4.4 representing FSNA at local functions;
 - 2.4.4.5 meeting with local members of municipal, provincial/territorial and federal elected representatives to discuss issues affecting the Association;
 - 2.4.4.6 keeping good communications with branch members through regular meetings as well as other means such as branch reports;
 - 2.4.4.7 providing services to members as defined by the branch (health care information through the health benefits officer etc.); and

2.4.4.8 maintaining and administering the membership base of the branch.

2.5 **Regions**

2.5.1 Regions of the Association shall be established by the Annual Congress.

2.5.2 The regions of the Association are:

Western British Columbia & Yukon

British Columbia Coastal Islands

Eastern British Columbia

Alberta and Northwest Territories

Saskatchewan

Manitoba and Northwestern Ontario

Western Ontario

Central and Northern Ontario

Eastern Ontario

Ottawa/St. Lawrence/Nunavut

Eastern Quebec

Western Quebec

New Brunswick

Prince Edward Island

Nova Scotia

Newfoundland and Labrador

2.5.3 The criteria for establishing a region are described in Regulation VI.

2.6 **Members of the Board**

2.6.1 The Board is composed of the following members:

2.6.1.1 the national president, the first national vice-president, the second national vice-president and the third national vice-president;

2.6.1.2 the immediate past national president;

2.6.1.3 one national director in respect of each province and any assigned territories or regions, being identified as “National Director (name of province)”; and

2.6.1.4 The executive director of the Association who is a non-voting member of the Board.

2.6.2 Every member of the Board, in exercising their powers and discharging their duties, shall:

- 2.6.2.1 act honestly and in good faith with a view to serve the best interests of the Association; and
- 2.6.2.2 exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 2.6.3 Every member of the Board shall comply with the letters patent, these by-laws, the regulations and any decisions of the Board.

2.7 Elections of Officers of the Association

- 2.7.1 Only regular or spousal members in good standing may hold elected office within the Association.
- 2.7.2 No member shall concurrently hold more than one elected office within the Association during his term of office. Within a branch, exceptions may be made as approved by the membership.
- 2.7.3 The national president, the first national vice-president, the second national vice-president and the third national vice-president shall be elected by secret ballot using weighted votes as described in By-law 2.7.8 at an Annual Congress by the official (voting) participants in the Congress.
 - 2.7.3.1 Every third year, following enactment of these by-laws, the national president, the first national vice-president, the second national vice-president and the third national vice-president shall be elected for three-year terms.
 - 2.7.3.2 The term of the national president, the first national vice-president, the second national vice-president and the third national vice-president begins immediately following the conclusion of the Annual Congress at which they were elected.
 - 2.7.3.3 At least 120 days before an Annual Congress at which an election of the national president, the first national vice-president, the second national vice-president and the third national vice-president is to take place, the Board shall task the Corporate Governance and Nominations Committee (CGNC) to seek and receive nominations for these offices in accordance with Regulation IX.
 - 2.7.3.4 In addition to the names of the nominees for each office reported by the Corporate Governance and Nominations Committee, further nominations shall be called three times from the floor of the Annual Congress for each office in turn.
 - 2.7.3.5 The election of the national president shall precede the election of any other officer.

- 2.7.3.6 The election of the first national vice-president, the second national vice-president, and the third national vice-president shall be called in order following the election of the national president. (See also Regulation IX)
- 2.7.3.7 Election of the national president, first national vice-president, second national vice-president and third national vice-president shall be by secret ballot of official voting participants using weighted votes during the Annual Congress and the election for each office shall be that of elimination until one candidate has a majority. (See also Regulation IX)
- 2.7.4 The election of each national director shall be made by the branch presidents of the region(s) and territory assigned to the applicable province, or their authorized representative, on the basis of “one branch – one vote” secret ballot. Voting normally takes place at regional meetings or at a provincial meeting of branch presidents or their authorized representative.
- 2.7.4.1 The term of office of each national director is three years, except as indicated in By-law 2.7.4.4. The term of office shall begin on the adjournment of the Annual Congress immediately following the election unless the previously elected national director has been removed or has otherwise resigned from office. In that event, the term of office begins the day the national director is elected.
- 2.7.4.2 The election of the national director for a province shall be coordinated by the regional services officer for that province or, in provinces where there are more than one regional services officer, by the regional services officer appointed by the national president. In the event a regional services officer is standing for election as national director, the national president shall select another regional services officer, or where there is only the one, he shall select one of the provincial branch presidents, in consultation with the national director, to oversee the election.
- 2.7.4.3 In the year of the election of a national director, the designated regional services officer (or designated branch president if applicable) for the province shall seek and receive nominations and conduct the elections for the position of national director for that province in accordance with Regulation IX.
- 2.7.4.4 National Director from each province shall be elected for a three-year term except in the first year of enactment of these by-laws when, as a result of a random draw:
- three national directors will be elected for one year;
 - three national directors will be elected for two years, and

- four national directors will be elected for three years.

- 2.7.4.5 If a position of national director becomes vacant for any reason before the expiration of the three-year term, another election consistent with Regulation IX shall be held for the position of national director for the balance of the term.
- 2.7.5 The election of the regional services officer, in respect of each given province (or region as applicable), shall be made by the branch presidents of that province or region as applicable, or their authorized representative, on the basis of “one branch – one vote” secret ballot. The voting will normally take place at regional meetings or at one provincial meeting of branch presidents (or their representative).
- 2.7.5.1 The election of the regional services officer shall be held every three years, prior to the Annual Congress of that year.
- 2.7.5.2 The nomination and election process shall be in accordance with Regulation IX.
- 2.7.5.3 The term of office of the regional services officer is three years and it begins on the conclusion of the Annual Congress immediately following the election unless the previously elected regional services officer has been removed or has otherwise resigned from office. In that event, the term of office begins the day the regional services officer is elected. Recently elected regional services officers will normally be introduced to members at the Annual Congress.
- 2.7.5.4 If a position of regional services officer becomes vacant for any reason before the expiration of the three-year term, another election consistent with Regulation IX shall be held for the position of regional services officer for the balance of the term.
- 2.7.6 Each branch president is elected by branch members at an Annual General Meeting of the branch in accordance with the administrative procedures of the branch or, if such regulations do not exist, in accordance with these by-laws and Regulation IX.
- 2.7.7 Each branch officer, in respect of a specific position with assigned roles and responsibilities or branch director without a specific position, is elected at an Annual General Meeting by branch members in accordance with the administrative procedures of the branch or, if such regulations do not exist, in accordance with these by-laws and Regulation IX.

2.7.8 Where weighted voting pertains in accordance with these by-laws, the weighted vote entitlement is calculated as follows:

2.7.8.1 At annual general meetings, special general meetings and annual congresses, each chartered branch is entitled to one official participant with a weighted vote based on the number of branch members in good standing as of 31 December of the preceding year as indicated herein:

Branch Members	Weighted Vote Entitlement
1-1125	1
1126-2250	2
2251-4000	3
4001-6000	4
6001-8000	5
for each additional 2000 members	1 additional vote

2.8 Roles and Responsibilities of Officers

2.8.1 The national president is the chief executive officer of the Association and the chairperson of the Board and is responsible for the execution of the Association's policies and efficient functioning.

2.8.2 The responsibilities of the national president include but are not limited to:

2.8.2.1 chairing all meetings of the Board, the Annual Congress, the Annual General Meeting and any special meeting;

2.8.2.2 assigning functional responsibilities to members of the Board;

2.8.2.3 preparing each year a report on actions taken by the Association on each standing resolution and tabling it at the Annual Congress;

2.8.2.4 interpreting the by-laws whenever necessary, subject to the interpretation being approved, if challenged, by a majority of the members of the Board; and

2.8.2.5 representing the Association at official functions.

2.8.3 In the absence of the national president, or in the event of the national president's inability to perform his responsibilities, the first national vice-president shall in the interim perform the duties of the national president and have all of the authorities of the national president. If the first national vice-president is unable, then the second national vice-president shall perform the duties of the national president and have all the authorities of the national president. If the second

national vice-president is unable, then the third national vice-president shall perform the duties of the national president and have all the authorities of the national president.

- 2.8.3.1 The first, second and third national vice-presidents assist the national president in all areas as delegated to them individually by the national president.
- 2.8.3.2 The responsibilities of the first, second and third national vice-presidents include, but are not limited to:
 - 2.8.3.2.1 chairing one of the standing committees of the Board as assigned by the national president; and
 - 2.8.3.2.2 representing the national president and the Association as directed by the national president.
- 2.8.4 The primary responsibility of a national director is to be a member of the Board. (See also Regulation XII)
 - 2.8.4.1 The responsibilities of a national director include, but are not limited to:
 - 2.8.4.1.1 designating his temporary replacement from amongst the regional services officers, where there is more than one region within his geographical area of responsibility;
 - 2.8.4.1.2 representing the national interests of the Association;
 - 2.8.4.1.3 communicating with branches in his province and explaining national policies, programs and strategies;
 - 2.8.4.1.4 monitoring the implementation of national policies and initiating corrective action when necessary;
 - 2.8.4.1.5 speaking on behalf of the Board as required;
 - 2.8.4.1.6 requesting regional or provincial meetings of branches to review, discuss and report on the progress being made on national policies, programs and strategies;
 - 2.8.4.1.7 seeking input from branches in his province and bringing this input to the Board;
 - 2.8.4.1.8 recommending policies and strategies to the Board; and

- 2.8.4.1.9 advocating FSNA’s position and policies to the public in his province and to officials of the relevant provincial or territorial government or legislature. To carry out this responsibility, he may select one or more members to assist in accordance with Regulation IV.
- 2.8.4.2 The National Director shall appoint a member as a Provincial Advocacy Officer to assist in advocating FSNA’s position and policies, unless the National Director is satisfied that assistance in this function is unnecessary.
- 2.8.4.3 The National Director may appoint other members to assist him in carrying out his responsibilities.
- 2.8.5 The primary responsibility of a regional services officer is to provide administrative support to the branches of the region. (See also Regulation XIII)
- 2.8.5.1 Each regional services officer shall liaise, as required from time-to-time, with the Branch Coordination Committee of the Board.
- 2.8.5.2 Other responsibilities of a regional services officer generally include, but are not limited to:
- 2.8.5.2.1 the coordination of or assisting with the coordination of the election process for the relevant national director pursuant to By-law 2.7;
- 2.8.5.2.2 convening, as required, meetings of branches to discuss administrative issues; and
- 2.8.5.2.3 attending a general meeting of each branch at least once per year and swearing in the Branch Board of Directors or Branch Management Committee members as required. This responsibility may be shared with the national director.
- 2.8.6 The principal role of a branch president is to manage the affairs of the branch in accordance with FSNA policy and to chair the meetings of the branch members and of the Branch Board of Directors or Branch Management Committee. He also represents his branch at the regional and national levels. Branch directors and management personnel assist the branch president to manage the branch and represent branch members’ views and interests.
- 2.8.7 The executive director of the Association is hired by the Board.
- 2.8.7.1 The executive director reports to the Board through the national president and is accountable to the Board.

- 2.8.7.2 The executive director is the chief operating officer of the Association and manages the National Office and all of its activities.
- 2.8.7.3 The responsibilities of the executive director include, but are not limited to:
 - 2.8.7.3.1 providing advice on the conduct of the affairs of the Association and recommending policies and strategic directions thereon;
 - 2.8.7.3.2 assisting the national president and the Board in the conduct of all advocacy activities; and
 - 2.8.7.3.3 analysing the political and economic environment and advising the Board accordingly.

2.9 Termination of Office

- 2.9.1 A member elected to the position of president, vice-president, national director, regional services officer or branch president or branch director ceases to be a member of his respective Branch Board of Directors or Branch Management Committee (where applicable) and an officer of the Association:
 - 2.9.1.1 when a written resignation is received by the Board or in the case of branch presidents, the branch Management Committee or branch Board of Directors, at the time specified in such resignation;
 - 2.9.1.2 when, in the case of national officers, at least two thirds (2/3) of the members of the Board are satisfied that he is no longer capable of performing the duties of his office for a prolonged period;
 - 2.9.1.3 when, in the case of branch directors, at least two-thirds (2/3) of the branch members voting at a general or special meeting of branch members, have indicated that they are satisfied that the branch director is, and will be, incapable of performing the duties of his office for a prolonged and indefinite period;
 - 2.9.1.4 by reason of death;
 - 2.9.1.5 by removal from office by a two-thirds majority of the members voting at a meeting of the body (Annual Congress, provincial branch meeting, or branch general meeting) who elected them as applicable; and
 - 2.9.1.6 at the adjournment of the meeting at which his successor takes office.
- 2.9.2 The replacement of those who have left office in accordance with By-law 2.9.1 shall be done as follows:

- 2.9.2.1 The successor to the position of national president shall be the first national vice-president who will then serve the remainder of the term of his predecessor.
- 2.9.2.2 For the position of first and second national vice-president:
 - 2.9.2.2.1 His replacement shall be the next in order of precedence (second replaces first and third replaces second), each of who will then serve the balance of the term of their predecessor.
- 2.9.2.3 For the position of third national vice-president, the Board will select a replacement from among the national directors to serve until the following congress at which time a new election will be held for the balance of the remaining term if it extends beyond the congress.
- 2.9.2.4 For the position of a national director:
 - 2.9.2.4.1 The regional services officer so designated by the national director within his area of responsibility, will serve on an interim basis until a new election can be held to determine his successor;
 - 2.9.2.4.2 An election to select the replacement shall be held within ninety (90) days, providing at least 30 days notification to branches to allow candidates to be nominated; and
 - 2.9.2.4.3 The ensuing election process shall be in accordance with by-laws and regulations for that office and the individual elected will take office immediately or effective the date of the resignation as applicable.
- 2.9.2.5 For the position of a regional services officer:
 - 2.9.2.5.1 The national director from within the same geographic area will serve on an interim basis or appoint a member from within the affected region to serve in that capacity until a new election can be held to determine the successor;
 - 2.9.2.5.2 An election to select the replacement shall be held within ninety (90) days, providing at least 30 days notification to branches to allow candidates to be nominated; and
 - 2.9.2.5.3 The ensuing election process shall be in accordance with by-laws and regulations for that office and the individual elected will take office immediately or effective the date of the resignation as applicable.

- 2.9.2.6 For the position of branch president or branch director:
- 2.9.2.6.1 Unless otherwise specified in the branch Administrative Procedures (if any), the process for replacing a branch president or a branch director that has left office shall be as follows:
- 2.9.2.6.1.1 The branch vice-president (or first vice-president) will normally replace the president for the balance of the president's term at which time new elections will be held as prescribed. Should he be unable to accept the presidency, the branch Management Committee or branch directors may appoint a member in good standing from the branch to fill the vacant position until the next General Meeting of the branch at which time, an election, held in accordance with these by-laws, shall be held to fill the position concerned. That election will be for the balance of the term until the next Annual General Meeting or, if it is an Annual General Meeting, for the next annual period.
- 2.9.2.6.1.2 A branch director will not normally be replaced until his term has expired, however, the branch board of directors or management committee may appoint a member in good standing from the branch to fill the vacant position until the next General Meeting of the branch at which time, an election shall be held to fill the position concerned. That election will be for the balance of the term until the next Annual General Meeting or if it is an Annual General Meeting, for the next annual period.
- 2.10 **Officer Indemnification and Fiduciary Responsibility (See also Regulation XIV)**
- 2.10.1 All officers have fiduciary responsibility.
- 2.10.1.1 Every officer in exercising his powers discharging his duties, shall act honestly and in good faith with a view to the best interest of FSNA, and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 2.10.2 Every officer and Director of the Association and his heirs, executors and administrators, and estate and effects, respectively, shall, with the consent of the NBOD, from time to time and at all times, be indemnified and saved harmless out of the funds of the Association from and against: all costs, charges and expenses whatever that such officer or director sustains or incurs in or about any action, suit, or proceeding that is brought, commenced or prosecuted against him, for and in respect of any act, deed, matter or thing whatever, made done or permitted by

him, in or about the execution of the duties of his office; and, all other costs, charges and expenses that he sustains, or incurs, in or about or in relation to the affairs thereof, except such charges or expenses as are occasioned by his own wilful neglect or default, provided that:

- he acted honestly and in good faith with a view to the best interests of FSNA; and
- in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful

Part 3: Meetings of the Association

3.1 Annual Congress

3.1.1 The supreme governing body of the Association is the Annual Congress and it is responsible for, but not limited to:

3.1.1.1 Establishing the level of FSNA membership dues and the apportionment thereof between branches and the support of national operations;

3.1.1.2 Approving, amending or rescinding regulations passed by the Board during the year;

3.1.1.3 Receiving, from the President, a report on actions taken with respect to each standing resolution;

3.1.1.4 Voting on the adoption or rejection of all resolutions submitted to the Annual Congress;

3.1.1.5 Receiving, annually, from the National President, a report on the activities of the Association and on the activities proposed for the following and future years; and

3.1.1.6 Every three years, electing the national president and the three national vice-presidents.

3.1.2 Of the official participants, only the branch presidents or their authorized representatives using a weighted vote and the members of the Board with voting rights (each with a single vote), have the right to vote.

3.1.3 Observers permitted to attend are not official participants and have observer status only. They may not speak unless authorized by a majority of the official participants.

- 3.1.4 A branch president, if unable to attend, may be replaced by a branch member designated by the branch. If unable to do so, the branch may assign a proxy vote to an official participant of another branch or to the national director for each vote entitlement of the branch and so advise the Executive Director.
- 3.1.5 The Annual Congress of the Association will normally be held in early June of each year. The Executive Director shall give to all branches, National Officers, and official participants a minimum of three (3) months notice in writing of the Annual Congress except as provided in Section 9 of these By-laws.
- 3.1.6 The Board shall decide on the location of the Annual Congress.
- 3.1.7 The Board shall decide on the formula for determining the portion of official participants' Congress-related traveling costs to be assumed by the Association.
- 3.1.8 Expenses incurred, within Association guidelines, by national directors-elect and regional services officers-elect in attending the Annual Congress without vote, at the end of which they will assume office, shall be borne by the Association.
- 3.1.9 The quorum at an Annual Congress is a simple majority of the total votes held by all official participants eligible to participate.
- 3.1.10 The Board of the Association shall, for each Annual Congress, Annual General Meeting or Special General Meeting, appoint an Accreditation Committee consisting of at least two non-official participant members. The Accreditation Committee, in addition to such other duties as may be prescribed by the Board, and with reference to the specific Annual Congress, Annual General Meeting or Special General Meeting, shall:
 - 3.1.10.1 Verify the credentials and maintain a record of all official participants (voting and non-voting) as well as any observers;
 - 3.1.10.2 Record also the number of proxy votes available; and
 - 3.1.10.3 Report to the Annual Congress/Meeting at commencement of each voting session the number of votes that are present.

3.2 Meetings of the National Board of Directors

- 3.2.1 The Board is the governing body of the Association between annual congresses and it shall have and exercise such rights, powers, privileges and authorities of the Association that are not required to be exercised by the Association in Annual Congress.
- 3.2.2 The responsibilities of the Board include, but are not limited to, the following:

- 3.2.2.1 Determine, originate and implement strategic directions and policies that are consistent with by-laws and standing resolutions;
- 3.2.2.2 Review and evaluate the implementation of policies and the achievement of standing resolutions, and report progress thereon to members of the Association and branches at least annually;
- 3.2.2.3 Recommend membership dues and the apportionment thereof to branches and national operations to the Annual Congress (See also By-law 5.4);
- 3.2.2.4 Oversee and evaluate the performance of the executive director;
- 3.2.2.5 Approve the annual budget of the Association and table it at the Annual Congress; and
- 3.2.2.6 Establish the role, duties and responsibility of national directors for liaison and advocacy within their province or area of responsibility.
- 3.2.2.7 Prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Association as deemed expedient, provided that such rules and regulations shall have force and effect only until the next annual congress of the Association when they shall be confirmed, and failing such confirmation at such annual congress, shall at and from that time cease to have any force and effect; and
- 3.2.2.8 If a change in Regulation ceases to have effect pursuant to being rejected at the ensuing Annual Congress, a subsequent Regulation of the Board that has substantially the same purpose of effect is not effective until it is adopted by the official participants in an Annual Congress.
- 3.2.2.9 Adopt regulations that are consistent with these by-laws.
- 3.2.3 There shall be three Standing Committees of the Board:
 - 3.2.3.1 The Audit Committee, which reviews all financial reports, annual budgets and financial statements;
 - 3.2.3.2 The Corporate Governance and Nominations Committee, which reviews all policies and standing and proposed new resolutions, and evaluates the progress in the implementation of the policies and coordinates the nomination process for the nationally-elected officers;
 - 3.2.3.3 The Branch Coordination Committee, which ensures continuing input and feedback from regional service officers; and
 - 3.2.3.4 All standing committees report directly to the Board.

- 3.2.4 The NBOD shall meet:
- 3.2.4.1 immediately following assuming office on the adjournment of an Annual Congress;
 - 3.2.4.2 at least four times per year, one of which will be held immediately preceding an Annual Congress and another on the adjournment of an Annual Congress;
 - 3.2.4.3 when special meetings are requested by nine or more members of the Board; and
 - 3.2.4.4 at such other time or times and place as the President may determine.
- 3.2.5 A majority of the voting members of the Board constitutes a quorum and is required for a meeting of the Board to transact business.
- 3.2.6 Minutes of the meetings of the Board shall be prepared as soon as possible in both official languages and be made available to branches.

3.3 **Annual General Meeting of the Association**

- 3.3.1 The Annual General Meeting of the Association is open to all members in good standing of the Association. The Executive Director shall give to all branches, National Officers, and members a minimum of three (3) months notice in writing of Annual General Meetings except as provided in Section 9 of these By-laws.
- 3.3.2 The agenda of the Annual General Meeting of the Association shall be exclusively constituted of the following four items: approval of the Minutes of the previous year's Annual General Meeting; approval of the Audited Financial Statements of the Association for the previous financial year; the selection of the auditor for the next financial year; and adjournment. The Audited Financial Statements of the Association shall be included with the minutes and distributed to each branch and each NBOD member.
- 3.3.3 The Annual General Meeting, unless otherwise announced by the Board, shall be held immediately preceding the Association's Annual Congress. Under no circumstances shall the Annual General Meeting be held more than fifteen (15) months after the immediately preceding Annual General Meeting.
- 3.3.4 All members of the Association shall be informed by the National Office of the date of the Annual General Meeting at least 60 days in advance of the meeting.
- 3.3.5 A quorum at an Annual General Meeting is a simple majority of the total votes held by all official participants.

3.4 **Special General Meetings of the Association**

- 3.4.1 The Board may at any time call for a Special General Meeting of the Association. The Board shall call a Special General Meeting within thirty (30) days on the written request of two-thirds (2/3) of the branches. The Executive Director shall give to all branches, National Officers, and members a minimum of fourteen (14) days notice in writing of Special General Meetings except as provided in Section 9 of these By-laws.
- 3.4.2 The Board will decide on the location and duration of any Special General Meeting of the Association. If the Board calls such a meeting, the Board will also determine the agenda. If called by the branches pursuant to By-law 3.4.1, the branches will determine the agenda.
- 3.4.3 A Special General Meeting shall deal only with the business listed in the Notice of Meeting and any matter that arises from that business.
- 3.4.4 The quorum at a Special General Meeting shall be as specified in By-law 3.1.9 for the Annual Congress.

Part 4: Resolutions

- 4.1 New resolutions submitted for adoption at an Annual Congress may originate from the Board, a region or a branch.
- 4.2 New resolutions originating from a branch shall be approved by a branch at a properly constituted meeting of the branch management committee, branch Board of Directors or a branch general meeting and shall be signed by the president and secretary of the branch.
- 4.3 New resolutions from a region shall be approved at a regional conference and shall be signed by the responsible regional services officer or in his absence, the national director of the relevant region, and the president of at least one branch in the relevant region.
- 4.4 New resolutions originating from the Board shall be approved at a meeting of the Board and shall be dealt with pursuant to regulations.
- 4.5 The originator of a new resolution shall ensure that:
- 4.5.1 the resolution is not covered by any existing standing resolution;
- 4.5.2 what is being proposed is:
- 4.5.2.1 enabling as opposed to limiting;
- 4.5.2.2 relevant to the objects of the association;

- 4.5.2.3 achievable with due regard to it's impact on financial and human resources of the Association; and
- 4.5.3 the new resolution is to be worded clearly, concisely and as brief and specific as possible regarding the actual intent of the resolution.
- 4.6 A new resolution is to be submitted to the Corporate Governance and Nominations Committee (CGNC), which receives it on behalf of the Board and it will then be dealt with pursuant to Regulation VII.

Part 5: Administration – Financial.

- 5.1 **Financial and Membership Year:** The financial and membership year of the Association is the calendar year.
- 5.2 the Board shall recommend to the Annual General Meeting of the Association the appointment of an auditor to audit the accounts and records of the Association.
- 5.3 An annual budget for the current financial year and a projected budget for the subsequent years shall be approved by the Board and tabled at the Annual Congress.
- 5.4 Annual membership dues, as well as how they are apportioned between the branches (branch dues) and national operations (national dues), shall be recommended by the NBOD for approval at the Annual Congress. (See also By-law 3.2.2.3)
- 5.4.1 The National Office shall collect membership dues deducted at source and remit the branch dues to branches. Branches shall, or the National Office may at the request of branches, collect dues not deducted at source. The collector shall remit that portion of dues apportioned to the other party as appropriate.
- 5.5 Except for the Executive Director, the officers of the Association shall serve without remuneration or compensation other than for expenses authorized by the Board.
- 5.5.1 Pursuant to Letters Patent, the Association is to carry out its operations without pecuniary gain to its members. Any profits or other accretions to the Association are to be used in promoting its objects, and
- 5.5.2 The expenses payable to members of the Board or their authorized replacement for attendance at Board meetings and for other business shall be at such reasonable rates as the Board deems fit and within the limits of the approved budgets. (See also Letters Patent)
- 5.5.3 The expenses payable to regional services officers for attending national meetings convened by the National Office or for doing business on behalf of the Board

shall be at such reasonable rates as the Board deems fit and within the limits of the approved budgets.

5.6 The Association shall maintain a Fund, known as the Defence of Benefits Emergency Fund in the accounts of the Association, withdrawals from which are to be used only for the protection or promotion of major pension or health care benefits.

5.6.1 The Board shall determine by a two-thirds majority vote when action is required for the protection or promotion of major pension or health care benefits. In making its decision, the Board shall consider, but are not limited to considering:

5.6.1.1 the extent to which the interests of all members of the Association are affected;

5.6.1.2 the distribution of such effects among members of the Association;

5.6.1.3 the likelihood of achieving a result favourable to members of the Association; and

5.6.1.4 the expected cost of defending or promoting the pension or health care benefit.

5.6.2 The maximum amount to be held in the fund shall be determined from time to time by Annual Congress resolution on the recommendation of the Board. The Board may, when circumstances warrant, request financial assistance from branches that have a similar Defence of Benefits Fund but such assistance will be at the discretion of each participating branch.

5.6.3 Amounts not to exceed \$100,000 may be withdrawn from the Defence of Benefits Emergency Fund for the purpose stipulated in By-law 5.6 when authorized by a two-thirds majority vote of the Board.

5.6.4 Amounts in excess of \$100,000 may be withdrawn from the Defence of Benefits Emergency Fund for the purpose stipulated in By-law 5.6 when authorized by a two-thirds majority vote of all branch presidents of the Association. The conduct of such a vote shall be determined by the national president.

5.7 **Authority to Borrow**

5.7.1 When authorized and duly passed by the National Board of Directors of the Association and sanctioned by at least two thirds of the votes cast at a Special General Meeting of the members duly called for considering the by-law, the National Board of Directors of the Association may, from time to time:

5.7.1.1 Borrow money upon the credit of the Association for short term operating purposes;

- 5.7.1.2 limit or increase the amount to be borrowed;
 - 5.7.1.3 issue debentures or other securities of the Association;
 - 5.7.1.4 pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; or
 - 5.7.1.5 secure any such debentures or other securities, or any other present or future borrowing or liability of the Association, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable or immovable property of the Corporation, and the undertaking and rights of the Association.
- 5.7.2 Any such by-law may provide for the delegation of such powers by the National Board of Directors of the Association to such Officers or Directors of the Association to such an extent and in such manner as may be set out in the by-law.
- 5.7.3 Nothing herein limits or restricts the borrowing of money by the Association on bills of exchange or promissory notes, made, drawn, accepted or endorsed by or on behalf of the Association.

Part 6: Dissolution

- 6.1 The Federal Superannuates National Association may be dissolved by special resolution of the official participants in an Annual Congress of the Association and requires the approval by at least a two-thirds (2/3) majority.
- 6.1.1 The resolution to dissolve will authorize the Board to cause the corporation to distribute any money or other property in accordance with the following:
 - 6.1.1.1 any property remaining on dissolution shall be distributed to pay all the debts, obligations and liabilities that the Association may have; and
 - 6.1.1.2 the remaining property shall be distributed equally among the members of the Association.
- 6.2 A branch may withdraw from the Association with the approval of at least two-thirds (2/3) of its voting members attending either an Annual General Meeting of the branch or a Special Meeting of the branch called for the purpose of voting on withdrawal. Such an Annual or Special General Meeting must have at least 50% of the branch's voting members present and must be presided over by a member of the NBOD.

- 6.2.1 The branch motion to withdraw will authorize the branch Board of Directors or Branch Management Committee to cause the branch to distribute any money or other property in accordance with the following:
 - 6.2.1.1 any property remaining on dissolution shall be distributed to pay all the debts, obligations and liabilities that the branch may have; and
 - 6.2.1.2 any remaining property shall be distributed to the Association known as “The Federal Superannuates National Association”.
- 6.2.2 Branch members in good standing will be assigned to another existing branch or become members-at-large (see By-law 2.3.9) once they have advised the National Office. If desired, the member may request being assigned to a branch of their choice.

Part 7: Discipline and Suspension (See also Regulation I)

- 7.1 Any officer of the Association may be suspended or removed from office, for cause as defined in Regulation I. An officer so removed ceases to be an officer.
 - 7.1.1 The officer suspended or removed shall not exercise any of the responsibilities and authorities of the position;
 - 7.1.2 Decisions on suspension or removal may be appealed within a period of thirty (30) days starting with the day the notice confirming such decision is received. The appeal process is outlined in Regulation XI. An appeal will be heard within sixty (60) days following receipt of a Notice to Appeal; and
 - 7.1.3 Once removed, the individual ceases to be an officer of the Association.
 - 7.1.4 The Board, by a two-thirds majority recorded vote may, for cause, suspend from office the national president, the first national vice-president, the second national vice-president, the third national vice-president or the immediate past-president as well as a national director or a regional services officer.
 - 7.1.5 The cause for, and the duration of, the suspension must be specified by the Board and be conveyed in writing signed by the executive director. The duration of the suspension shall not be longer than the remainder of the current term of office.
- 7.2 The national president, the first national president, the second national vice- president and the third national vice-president may only be removed pursuant to the adoption of a resolution by the official participants entitled to vote in an Annual Congress or a Special Meeting.
 - 7.2.1.1 To effect removal, a Special Meeting may be convened or the Board may decide on an alternate method of receiving the vote(s) from each official

participant entitled to vote on the resolution to remove the national president, the first national vice-president, the second national vice-president and the third national vice-president.

- 7.2.1.2 The votes shall be received and counted by the Executive Director and a trustee appointed by the Board and a majority vote shall be binding and final. A scrutineer selected by the individual in question may also be present.
- 7.3 A National Director may be suspended or removed from office, for cause by two-thirds (2/3) of the branches electing that National Director.
- 7.3.1 The cause for, and duration of, the suspension shall be specified by the branches that elected the national director, and conveyed in writing by the designated regional services officer. The duration of the suspension shall not be longer than the remainder of the current term of office.
- 7.3.2 A national director may only be removed from his position, for cause, by a two-thirds (2/3) majority vote of the branches that elected him.
- 7.3.2.1 To effect removal, two-thirds (2/3) of the branches that elected the national director may direct the designated regional services officer to convene a meeting of all applicable branches or decide on an alternate method of receiving the vote(s) from each branch participant entitled to vote on the decision to remove and request a vote to remove the national director on the basis of one branch - one vote.
- 7.3.2.2 The officer appointed by the designated regional services officer and a trustee appointed by the Board shall receive and count the votes. A scrutineer selected by the national director may also be present.
- 7.4 A two-thirds majority of the presidents of the branches of a region may also, for cause, suspend or remove the regional services officer.
- 7.4.1 To effect removal, two-thirds of the presidents of the branches represented by the regional services officer may direct their national director to convene a meeting of all applicable branches or decide on an alternate method of receiving the vote from each branch participant entitled to vote on the decision to suspend or remove and request a vote on the basis of one branch - one vote. Any such decision shall require a simple majority vote to effect either suspension or removal. A scrutineer selected by the regional services officer may also be present.
- 7.4.2 The duration of the suspension shall not be longer than the remainder of the current term of office.

- 7.5 A two-thirds (2/3) majority of the members present at a Branch General Meeting may also, for cause, suspend or remove a branch officer. The duration of the suspension shall not be longer than the remainder of the current term of office.
- 7.6 A branch may recommend to its membership the suspension or revocation of membership of any member of that branch whose actions are considered prejudicial to the welfare of the Association.
- 7.6.1 Following a recommendation from a branch to suspend or revoke the membership of one of its members for conduct deemed prejudicial to the welfare of the Association, the Board may suspend or revoke, as recommended, the membership of such person.
- 7.6.2 Failing a recommendation from a branch to suspend or revoke the membership of one of its members for conduct deemed prejudicial to the welfare of the Association, the Board may suspend or revoke the membership of such person for cause.
- 7.7 **Trusteeship of a Branch:** A branch that reports itself as unable to carry out or has not carried out the responsibilities required by these by-laws and related regulations to remain in good standing, shall be considered to be in violation of these by-laws. The National Board of Directors of the Association has the authority to appoint a trustee with the responsibility to manage such a branch's affairs, and to bring about its compliance with these by-laws without delay.
- 7.7.1 Where a branch does not agree with the decision of the Board that it has not carried out its responsibilities in accordance with these by-laws, it may appeal within a period of thirty (30) days. This period shall start with the day the notice confirming the decision of the National Board of Directors of the Association is received.
- 7.7.1.1 The appeal will be heard within sixty (60) days of receipt of this notice. Such limitations on time may be extended upon agreement by both parties.
- 7.7.1.2 The appeal will be heard by an Appeal Board composed of:
- 7.7.1.2.1 a branch president who has been selected by, but is not of, the branch which has been charged;
- 7.7.1.2.2 a branch president selected by the national president in conjunction with the applicable national director (province); and
- 7.7.1.2.3 a third branch president who will be selected by mutual agreement of the first two selected individuals, and who will chair the Appeal Board. In the event that the parties cannot agree within a period of seven (7) days of their appointment, they may each submit two (2)

names to the national director (province) and the decision as to the third member of the Appeal Board will be determined by lot.
(Refer to Regulation XI)

- 7.7.2 The decision of the Appeal Board will be final and binding upon the Association and the branch alleged to be in violation of these by-laws, save only that it may be referred for review and decision by an Annual Congress.
- 7.7.3 When a branch is under trusteeship and until such time as trusteeship is lifted or the branch is dissolved, the trustee appointed by the Board shall act with full authority on behalf of the branch members.
- 7.7.4 A branch may be dissolved by a majority vote at an Annual Congress or a Special General Meeting of the Association. The branches assets shall then be distributed in accordance with the process described in By-law 6.2.1 of these By-laws. Affected members may, upon application, be accepted by the Executive Director as members-at-large.

Part 8: General

- 8.1 Robert's Rules of Order is the authority on procedure at all meetings of the Association unless stated otherwise in these by-laws or in "Rules of Order" approved by the official participants in a meeting.
- 8.2 The chairperson shall not vote unless there is a tie vote, in which case the chairperson shall vote to break the tie.
- 8.3 All documents for an Annual Congress or an Annual or Special General Meeting of the Association shall be in French and in English
- 8.4 Copies of the official record of proceedings of an Annual Congress or Annual General or Special Meeting shall be provided to each branch within 120 days of adjournment.
- 8.5 Unless the by-laws otherwise provide, any person entitled to attend a meeting of members of the Association may attend the meeting, in accordance with the regulations or rules, if any, by means of a telephonic, an electronic or other communication facility that permits all attendants to communicate adequately with each other during the meeting, if the Association makes available such a communication facility. A person so participating in a meeting is deemed for the purposes of these by-laws to be present at the meeting.
- 8.6 If the by-laws have been amended at an Annual Congress, the amended version shall be provided to all official participants and branches in French and in English.
- 8.7 English and French shall be the official languages of the Association.

8.8 **Signature and Certification of Documents**

- 8.8.1 Contracts, documents, or any instruments in writing, requiring the signature of the Association, shall be signed by the Executive Director and the National President or one of the National Vice-Presidents. All contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The National Board of Directors of the Association shall have power from time to time, by resolution, to appoint any officer, officers, or staff member on behalf of the Association either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing. The Seal of the Corporation, when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid by any officer or officers appointed by resolution of the National Board of Directors of the Association.

Part 9: Amending the By-laws or Letters Patent

- 9.1 The by-laws or letters patent of the Association may be repealed or amended by a two-third (2/3) majority votes of official participants with the right to vote in the Annual Congress or at a Special Meeting called for the purpose of amending the by-laws or letters patent.
- 9.1.1 Proposals to amend the By-laws or Letters Patent shall be filed with the Board at least four (4) months before the Annual Congress or Special Meeting at which they are to be considered. The repeal or amendment of sections of the letters patent shall not be enforced or acted upon until the approval of the Minister of Industry has been received.
- 9.1.2 The Executive Director shall give two months notice to all official participants of the Annual Congress or Special meeting of proposed amendments to the By-laws or Letters Patent.
- 9.1.3 Notwithstanding the advance notice requirements of By-laws 9.1.1 and 9.1.2, Annual Congress may consider an emergency resolution to amend the by-laws or letters patent, proposed with less than such advance notice, provided not less than seventy-five percent (75%) of the votes of the official voting participants in the Congress concur that the nature of the circumstances constitute an emergency that warrants the waiver of the prescribed advance notice. Such a resolution shall be submitted in writing to the chairperson of the Annual Congress.