



2011

FSNA By-laws

Approved at the Annual General Meeting

27 and 28 June 2011

Approved by Industry Canada

July 2011

FEDERAL SUPERANNUATES NATIONAL ASSOCIATION BY-LAWS

TABLE OF CONTENTS

Title

1. Title

Interpretation

2. Definitions

PART 1 – THE ASSOCIATION

3. Status of Association
4. Scope of Operations
5. National Office
6. Official Languages
7. Fiscal and Membership Year
8. (1) Corporate Seal
(2) Form of Seal
(3) Custody of Seal
9. Type of Operations
10. Objects
11. Code of Conduct

PART 2 – MEMBERS, BRANCHES AND REGIONS

MEMBERS

12. Eligibility to be a Member
13. (1) Eligibility to be Associate Member
(2) Limitation
14. Application in Writing
15. Becoming a Member
16. Dues Deduction at Source
17. Choice of Branch
18. National Office
19. Life Membership
20. Spouse
21. Membership Termination

BRANCHES

22. (1) Establishment of Branches
(2) Limitation
(3) Charter
23. Role
24. Responsibility
25. Incorporation

- 26. President
- 27. (1) Annual General Meeting
 - (2) Annual Report
 - (3) Conduct of Audit
- 28. Provision of Copies

REGIONS

- 29. (1) Requirement
 - (2) Power
- 30. Regions Established
- 31. (1) Regional Services Officer
 - (2) Role
 - (3) Liaison
 - (4) Removal from Office
- 32. Vacancy

PART 3 – GOVERNING BODY

OFFICIAL PARTICIPANTS

- 33. (1) Official Participants
 - (2) Governing Body
- 34. (1) Absent Branch President
 - (2) Notice

REGIONAL SERVICES OFFICERS

- 35. Right to Attend

OBSERVERS

- 36. (1) Provincial Advocacy Officer
 - (2) Other Observers
 - (3) Right to Speak

DECISION MAKING

- 37. (1) Resolutions
 - (2) Approval by Board
 - (3) Approval by Branch
- 38. One Vote
- 39. (1) Weighted Vote
 - (2) Calculation
- 40. Chairperson's Vote
- 41. Quorum
- 42. Majority Vote

STANDING RESOLUTIONS

- 43. (1) Standing Resolutions
- (2) Role

AMENDMENT TO BY-LAWS AND LETTERS PATENT

- 44. Two-thirds Majority
- 45. Approval of Minister

ACCREDITATION COMMITTEE

- 46. (1) Committee
- (2) Composition
- (3) Duties

DOCUMENTS AND RECORDS

- 47. (1) Documents
- (2) Record of Proceedings
- (3) Amendments

PROCEDURE

- 48. Rules of Order

PART 4 – NATIONAL BOARD OF DIRECTORS

MANDATE AND COMPOSITION

- 49. Mandate
- 50. (1) Composition
- (2) Term
- (3) Directors Ex Officio
- 50.1 Transition: Staggered Terms for Vice-Presidents, Random Draw

REMOVAL FROM OFFICE

- 51. (1) Removal by Board
- (2) Removal by Presidents

RESPONSIBILITIES OF BOARD

- 52. (1) Responsibilities
- (2) Majority and Ratification

FIDUCIARY RESPONSIBILITY

- 53. Fiduciary Responsibility
- 54. Duty and Standard of Care

CONFLICT OF INTEREST

- 55. (1) Duty to Avoid
 - (2) Duty to Disclose
 - (3) Board Decision
 - (4) Non-Participation
 - (5) Non Disclosure

REGULATIONS

- 56. (1) Regulations
 - (2) Force and Effect
 - (3) Confirmation

BOARD MEETINGS

- 57. (1) Board Meetings
 - (2) Mandatory Meeting
 - (3) Means of Communication
- 58. Quorum
- 59. (1) Majority Vote
 - (2) National President
 - (3) Executive Director
- 60. (1) Notice
 - (2) Minimum Notice
 - (3) Effect of Error
 - (4) Waiver
- 61. Minutes

RESPONSIBILITIES OF BOARD MEMBERS

- 62. Officers of the Association
- 63. (1) National President
 - (2) Responsibilities
- 64. National Vice-Presidents
- 65. (1) Executive Director
 - (2) Reporting
 - (3) Responsibilities
- 66. National Directors
- 67. Absence
- 68. Provincial Advocacy Officer

STANDING COMMITTEES

- 69. (1) Three Committees
 - (2) Chair
 - (3) Members
 - (4) Change
 - (5) Non Board Member

- 70. (1) Audit Committee
- (2) Corporate Governance and Nominations Committee
- (3) Branch Coordination Committee

ABSENCE, INCAPACITY AND VACANCY

- 71. Absence or Incapacity
- 72. (1) Vacancy President
- (2) National Vice-President
- (3) National Director

PART 5 – ELECTIONS

ELIGIBILITY

- 73. (1) Eligibility
- (2) One Elected Office

NATIONAL PRESIDENT AND NATIONAL VICE-PRESIDENTS

- 74. (1) Secret Ballot
- (2) Nominations
- (3) Nominations from Floor
- (4) Precedence
- (5) Order for National Vice-Presidents

NATIONAL DIRECTOR

- 75. (1) Election by Presidents
- (2) Coordination
- (3) Nominations
- (4) Nominations Closed

REGIONAL SERVICES OFFICER

- 76. (1) Election by Branch Presidents
- (2) Coordination
- (3) Nominations
- (4) Nominations Closed

REQUIREMENT FOR A MAJORITY

- 77. Election by Elimination
- 78. (1) Tie Vote
- (2) Further Tie

PRESIDENT OF BRANCH

- 79. Branch Procedure

PART 6 – ANNUAL GENERAL MEETING

DATE, LOCATION AND AGENDA

- 80. (1) General
 - (2) Date, Location and Agenda
- 81. Notice

AGENDA

- 82. (1) Mandatory Business
 - (2) Audited Financial Statements
- 83. Other Business

RESOLUTIONS

- 84. (1) Filing Deadline
 - (2) Exception
- 85. Notice

PART 7 - SPECIAL GENERAL MEETING

LIMIT ON BUSINESS

- 86. Limitation

CALLING THE MEETING

- 87. (1) Board May Call
 - (2) Notice
- 88. (1) Board Must Call
 - (2) Notice
- 89. Date and Location

AGENDA

- 90. (1) Board Sets Agenda
 - (2) Presidents Set Agenda
 - (3) Record of Proceedings

PART 8 – FINANCIAL ADMINISTRATION

AUTHORITY TO BORROW

- 91. (1) Power
 - (2) Requirement for Approval
 - (3) Delegation
 - (4) Interpretation

MEMBERSHIP DUES

- 92. (1) Dues Committee
 - (2) Composition
 - (3) Disagreement
- 93. (1) Duty to Collect: Executive Director
 - (2) Duty to Collect: President of Branch
 - (3) Exception
- 94. (1) Duty to Remit: Executive Director
 - (2) Duty to Remit: President of Branch

REMUNERATION AND EXPENSES

- 95. (1) Remuneration
 - (2) Expenses

DEFENCE OF BENEFITS RESERVE FUND

- 96. Duty to Maintain
- 97. (1) When Action Required
 - (2) Considerations
- 98. Maximum Amount
- 99. (1) Authority of Board
 - (2) Authority of General Meeting
- 100. Assistance from Branches

BANKING

- 101. (1) Banking Business
 - (2) Transactions

SIGNATURE AND CERTIFICATION OF DOCUMENTS

- 102. (1) Signature
 - (2) Corporate Seal
 - (3) Binding Effect

INDEMNIFICATION

- 103. (1) Indemnification
 - (2) Conditions

PART 9 – DISSOLUTION OF ASSOCIATION

- 104. (1) Dissolution of Association
 - (2) Two-thirds Majority
 - (3) Distribution of Assets

FEDERAL SUPERANNUATES NATIONAL ASSOCIATION BY-LAWS

Title

1. These By-laws may be cited as the *Federal Superannuates National Association By-laws*.

INTERPRETATION

Definitions

2. In these By-laws,

“annuitant” means a person in receipt of an annuity, pension or survivor’s allowance or entitled to receive a deferred annuity under a federal superannuation plan;

“Association” means the Federal Superannuates National Association;

“branch” means a grouping of members of the Association established pursuant to section 21;

“federal superannuation plan” means a superannuation plan established under the *Public Service Superannuation Act*, the *Canadian Forces Superannuation Act*, the *Royal Canadian Mounted Police Superannuation Act* and the *Judges’ Act*.

“member” means a person who qualifies, applies and is accepted for membership, and pays the required dues to the Association;

“official participants” means, in respect of an Annual General Meeting or a Special General Meeting, the National President, the National Past President, the National Vice-Presidents, the Executive Director, the National Directors and the Presidents of the branches; and

“officer” means the National President, National Vice-Presidents and Executive Director.

PART 1

THE ASSOCIATION

Status of Association

3. The Association is a corporation without share capital established under the *Canada Corporations Act* by Letters Patent dated 5 January 1988.

Scope of Operations

4. The Association's operations are carried out throughout Canada and elsewhere.

National Office

5. The National Office of the Association is located in the National Capital Region.

Official Languages

6. The official languages of the Association are English and French.

Fiscal and Membership Year

7. The fiscal and membership year of the Association is the calendar year.

Corporate Seal

8. (1) The Corporate Seal must bear the name of the Association.

Form of Seal

- (2) The National Board of Directors of the Association may determine the form of the Seal.

Custody of Seal

- (3) The Executive Director or any other person designated by the National Board of Directors shall retain custody of the Seal.

Type of Operations

9. The Association's operations are carried out without pecuniary gain to its members and any profits or other accretions are to be used to promote the objects of the Association.

Objects

10. The objects of the Association are to
 - (a) advocate measures beneficial to annuitants and potential annuitants;
 - (b) oppose measures inimical to their interests;
 - (c) inform and assist them with respect to their rights as annuitants;
 - (d) promote their general welfare;
 - (e) co-operate with other organizations to further mutual objectives; and
 - (f) promote and authorize the establishment of branches of the Association.

Code of Conduct

11. Volunteers and staff will treat members and each other with dignity and respect.

PART 2

MEMBERS, BRANCHES AND REGIONS

MEMBERS

Eligibility to be Member

12. A person may apply to become a member of the Association if, for the purposes of a federal superannuation plan, the person is
 - (a) an annuitant,
 - (b) the spouse of an annuitant, or
 - (c) a surviving spouse of a deceased annuitant.

Eligibility to be Associate Member

13. (1) A contributor to a federal superannuation plan may apply to become an associate member.

Limitation

- (2). An associate member enjoys the same benefits as a member but may not vote or hold an elected or appointed office in the Association.

Application in Writing

14. An application pursuant to section 12 or 13 must be made in writing to the National Office or a branch.

Becoming a Member

15. 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.

Dues Deduction at Source

16. The National Office may accept an applicant's authorization for dues deduction at source instead of payment of the required dues.

Choice of Branch

17. The Executive Director normally assigns a member to the branch within whose boundaries the member resides but the member may choose to belong to another branch or not to belong to a branch.

National Office

18. The staff of the National Office provides service to a member who does not belong to a branch.

Life Membership

19. (1) In recognition of meritorious service to the Association, the official participants at an Annual General Meeting may, on the recommendation of the National Board of Directors, appoint
- (a) a member to be a member for life, and
 - (b) a person who is not a member to be an honorary member for life.

Dues

- (2) A member for life and an honorary member for life are not required to pay the branch or national operations portion of dues.

Rights of Honorary Member

- (3) An honorary member for life may attend and speak at branch meetings but is not entitled to vote or hold elected office in the Association.

Spouse

20. The rights of a member for life extend to the spouse of the member and continue in the event of the member's death.

Membership Termination

21. A member ceases to be a member if the member does not pay the required dues within 120 days, dies, resigns verbally or in writing or is no longer eligible for membership in accordance with section 12 or section 13.

BRANCHES

Establishment of Branches

22. (1) The National Board of Directors may, in consultation with the President of any affected branch and the applicable Regional Services Officer:
- (a) establish and disband branches; and
 - (b) establish and alter boundaries of the area to be served by a branch.

Limitation

- (2) A branch may only be established if it has at least three hundred members.

Charter

- (3) The National President shall issue a charter to a branch established by the Board.

Role

23. The role of a branch is, through its Board of Directors or Management Committee, to maintain and administer the membership base of the branch, provide services to its members and provide a forum to discuss and develop positions, policies and strategies that promote the objects of the Association.

Responsibility

24. Subject to these By-laws, branches are responsible for managing their own affairs.

Incorporation

25. A branch may incorporate provincially.

President

26. The President of a branch is responsible to
 - (a) chair Annual General Meetings and Special General Meetings and meetings of the Branch Board of Directors or Management Committee;
 - (b) provide leadership and manage the affairs of the branch; and
 - (c) represent the interests of the members assigned to the branch.

Annual General Meeting

27. (1) The Board of Directors or Management Committee of a branch shall hold an Annual General Meeting in accordance with its procedures for the purpose of receiving reports, electing members of its Board of Directors or Management Committee and appointing a branch auditor for the next fiscal year.

Annual Report

- (2) The President of a branch shall send to the Executive Director not later than 15 May each year
 - (a) a copy of the minutes of the Annual General Meeting, signed by the President and Secretary,
 - (b) a copy of the audited branch financial statements for the year as reported at the Annual General Meeting, and
 - (c) a statement identifying the branch financial accounts and the institutions where they are held.

Conduct of Audit

- (3) The annual audit of the financial statements shall be conducted by a person who is independent of the management of the branch.

Provision of Copies

28. The President of a branch shall provide the Executive Director with a copy of any by-laws or administrative procedures that the branch adopts and any subsequent amendments to those by-laws or procedures.

REGIONS

Requirement

29. (1) A region must consist of two or more branches.

Power

- (2) The National Board of Directors may establish, alter or dissolve regions in consultation with the President of any affected branch and the applicable Regional Services Officer.

Regions Established

30. The regions of the Association are
- (a) Western British Columbia & Yukon,
 - (b) British Columbia Coastal Islands,
 - (c) Eastern British Columbia,
 - (d) Alberta and Northwest Territories,
 - (e) Saskatchewan,
 - (f) Manitoba and North-western Ontario,
 - (g) Western Ontario,
 - (h) Central and Northern Ontario,
 - (i) Eastern Ontario,
 - (j) Ottawa/St. Lawrence/Nunavut,
 - (k) Eastern Quebec,
 - (l) Western Quebec,
 - (m) New Brunswick,
 - (n) Prince Edward Island,
 - (o) Nova Scotia, and
 - (p) Newfoundland and Labrador.

Regional Services Officer

31. (1) The Presidents of the branches established for a region shall elect a Regional Services Officer for a term of three years on the basis of one vote for each President.

Role

- (2) The Regional Services Officer shall provide advice and support to the Board of Directors or Management Committee of branches in the region, including assistance in training them and developing their leadership and management capacity.

Liaison

- (3) A Regional Services Officer shall maintain liaison, as necessary, with the National Director and the Chair of the Branch Coordination Committee of the National Board of Directors.

Removal from Office

- (4) A Regional Services Officer may be removed for cause by a two-thirds majority vote of the Presidents of the branches established for the region.

Vacancy

32. If a Regional Services Officer position becomes vacant, the Chair of the Corporate Governance and Nominations Committee shall cause an election to be held within 90 days to select a new Regional Services Officer.

PART 3
GOVERNING BODY
OFFICIAL PARTICIPANTS

Official Participants

33. (1) Each member of the National Board of Directors and the President of each branch is an official participant entitled to attend an Annual General Meeting or a Special General Meeting and, with the exception of the Executive Director, to vote at the meeting.

Governing Body

- (2) Once assembled at a General Meeting, they are the governing body of the Association with full powers to conduct the affairs of the Association.

Absent Branch President

34. (1) If a President is unable to attend an Annual General Meeting or a Special General Meeting, the President may
- (a) designate a member of their branch, other than a Regional Services Officer or National Director, as a replacement; or
 - (b) if unable to designate a replacement, authorize another President to vote on their behalf.

Notice

- (2) A President who is unable to attend an Annual General Meeting or a Special General meeting shall notify the Executive Director of any designation of a replacement or authorization to vote on their behalf.

REGIONAL SERVICES OFFICERS

Right to Attend

35. Each Regional Services Officer is entitled to attend and speak at an Annual General Meeting or a Special General Meeting, but is not entitled to vote.

OBSERVERS

Provincial Advocacy Officer

36. (1) Each Provincial Advocacy Officer is entitled to attend an Annual General Meeting or a Special General Meeting as an observer.

Other Observers

- (2) The National Board of Directors may permit other observers to attend a General Meeting.

Right to Speak

- (3) An observer may only speak at the meeting if the official participants approve by a majority of the votes cast.

DECISION MAKING

Resolutions

37. (1) Subject to section 84, the National Board of Directors or a President of a branch may submit a resolution for approval at an Annual General Meeting or a Special General Meeting.

Approval by Board

- (2) A resolution submitted by the National Board of Directors must have been approved for submission at a meeting of the Board and be signed by the National President and the Executive Director, as Secretary.

Approval by Branch

- (3) A resolution submitted by the President of a branch must have been approved for submission by the Management Committee or Board of Directors of the branch or by an Annual General Meeting or a Special General Meeting of the branch, and must be signed by the President and the Secretary of the branch.

One Vote

38. Each member of the National Board of Directors, except the Executive Director, has one vote.

Weighted Vote

39. (1) The President of each branch has a weighted vote based on the number of members that the President represents, as of the end of the year preceding an Annual General Meeting or a Special General Meeting.

Calculation

(2) The weighted vote of a President is calculated in accordance with the following:

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

Chairperson’s Vote

40. The Chairperson of an Annual General Meeting or a Special General Meeting shall vote only if the Chairperson’s vote will make or break a tie.

Quorum

41. The quorum that is required to transact business at an Annual General Meeting or a Special General Meeting is a majority of the votes of the members of the National Board of Directors and the Presidents of the branches.

Majority Vote

42. Decisions at an Annual General Meeting or a Special General Meeting are made by a majority of the votes cast, except in the case of a decision under section 44 and under subsections 51(2), 84(2), 91(2), 99(2) and 104(2).

STANDING RESOLUTIONS

Standing Resolutions

43. (1) A resolution that proposes a position, policy or strategy to be pursued by the Association and that is passed at an Annual General Meeting or a Special General Meeting becomes a standing resolution.

Role

(2) Standing resolutions provide guidance to direct the activities of the Association.

AMENDMENTS TO BY-LAWS AND LETTERS PATENT

Two-thirds Majority

44. A resolution to amend or repeal the By-laws or Letters Patent of the Association must be approved by a two-thirds majority of the votes cast by the official participants.

Approval of Minister

45. The amendment or repeal of the By-laws or Letters Patent may not be enforced or acted upon until the Executive Director receives the approval of the Minister of Industry.

ACCREDITATION COMMITTEE

Committee

46. (1) The National Board of Directors shall appoint an Accreditation Committee for each Annual General Meeting or Special General Meeting.

Composition

- (2) The Accreditation Committee shall be composed of at least two persons who are members not officially participating in the meeting or who are staff of the national office.

Duties

- (3) The Accreditation Committee shall
- (a) verify the credentials of all participants and observers;
 - (b) maintain a record of all participants and observers;
 - (c) identify any absent President of a branch who has authorized votes to be cast on their behalf, record the number of votes and who is authorized to cast them; and
 - (d) report to the Chairperson of the Annual General Meeting or Special General Meeting the number of votes that are present at the commencement of each voting session of the meeting.

DOCUMENTS AND RECORDS

Documents

47. (1) Documents for an Annual General Meeting or a Special General Meeting must be produced in French and in English.

Record of Proceedings

- (2) The Executive Director shall provide each official participant, Regional Services Officer and Provincial Advocacy Officer who attended an Annual General Meeting or a Special General Meeting, and any observer who was permitted to attend the meeting, with a copy of the official record of proceedings within 120 days of the adjournment of the meeting.

Amendments

- (3) If the By-laws or Letters Patent are amended at an Annual General Meeting or a Special General Meeting, the Executive Director shall provide each official participant, Regional Services Officer and Provincial Advocacy Officer who attended the meeting, and any observer who was permitted to attend, with an English and French version of the amended By-laws as approved by the Minister.

PROCEDURE

Rules of Order

48. *Robert's Rules of Order Newly Revised* is the authority on meeting procedure to be followed at an Annual General Meeting or a Special General Meeting unless the official participants approve the use of other rules of order.

PART 4

NATIONAL BOARD OF DIRECTORS

MANDATE AND COMPOSITION

Mandate

49. Between Annual General Meetings or Special General Meetings of the Association, the National Board of Directors is responsible for the management and direction of the Association and shall have all powers to conduct the affairs of the Association that are not required to be exercised by the Association at an Annual General Meeting or Special General Meeting.

Composition

50. (1) The National Board of Directors is composed of the National President, the Immediate Past National President, a First National Vice-President, a Second National Vice-President, a Third National Vice-President, one National Director for each province, and the Executive Director.

Term

- (2) The National President, National Vice-Presidents, and National Directors are elected for a term of three years commencing
- (a) in the case of the National President and the National Vice-Presidents, upon completion of the Annual General Meeting at which they are elected; and
 - (b) in the case of the National Directors, upon completion of the Annual General Meeting following their election.

Directors Ex Officio

- (3) The Immediate Past National President and Executive Director are members of the National Board of Directors by virtue of their office.

Transition: Staggered Terms for Vice-Presidents - Random Draw

- 50.1 Despite subsection 50 (2), before the expiration of one year after the Minister of Industry approves these By-laws, the term of each Vice-President shall be staggered by means of a random draw so that one Vice-President shall have a one year term, one Vice-President shall have a two year term and one Vice-President shall have a three year term.

REMOVAL FROM OFFICE

Removal by Board

51. (1) A member of the National Board of Directors may be removed from office for cause by a two-thirds majority vote of the Board.

Removal by Presidents

- (2) A member elected to the National Board of Directors may be removed from office for cause by a two-thirds majority vote of the Presidents of the branches entitled to elect the member.

RESPONSIBILITIES OF BOARD

Responsibilities

52. (1) The responsibilities of the National Board of Directors include:
- (a) implementing positions, policies and strategies approved at Annual General Meetings or Special General Meetings;
 - i) if the Board determines that a position, policy or strategy approved at an Annual General Meeting or Special General Meeting is no longer achievable or in the interest of members, repealing it or revising it consistent with the objects of the Association;
 - ii) if the Board determines that it is opportune, originating a position, policy or strategy that is not yet approved at an Annual General Meeting or Special General Meeting but furthers the objects of the Association;
 - (b) reporting and explaining to the Presidents of the branches at the earliest opportunity any decisions described in paragraphs (a) i and ii;
 - (c) establishing the plans, priorities and annual budget of the Association and presenting them to the Annual General Meeting; and
 - (d) recommending for approval at an Annual General Meeting the membership dues to be paid and the apportionment of them between branches and national operations.

Majority and Confirmation

- (2) A decision by the National Board of Directors under paragraph 52. (1) (a) i or ii
- (a) requires a two-thirds majority vote of the members of the Board; and
 - (b) has force and effect only until the next Annual General Meeting of the Association when it must be confirmed.

FIDUCIARY RESPONSIBILITY

Fiduciary Responsibility

53. Every member of the National Board of Directors has a fiduciary responsibility to the Association.

Duty and Standard of Care

54. A member of the National Board of Directors, in exercising their powers and discharging their duties, shall
- (a) act honestly and in good faith with a view to serve the best interests of the Association; and
 - (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

CONFLICT OF INTEREST

Duty to Avoid

55. (1) A member of the National Board of Directors shall avoid any circumstances in which their personal interests conflict, or may be reasonably perceived to conflict, with the interests of the Association.

Duty to Disclose

- (2) A member of the National Board of Directors shall disclose to the Board in writing any circumstances
- (a) that would allow the member to benefit financially from a spending decision of the Board; and
 - (b) that might limit, or be seen to limit, the member's capacity to
 - (i) participate fairly and impartially in the discussions, deliberations and decisions of the Board and its committees, or
 - (ii) act, in any other manner, in the best interests of the Association.

Board Decision

- (3) The National Board of Directors shall determine if a conflict of interest exists and, if it concludes that a conflict of interest does exist, the action that must be taken by the Board and the member to avoid it.

Non-participation

- (4) The member shall not participate in any discussion, deliberation or decision concerning the matter related to the circumstances disclosed until a determination is made.

Non Disclosure

- (5) The National Board of Directors may remove from office a member of the Board who they determine has knowingly failed to comply with subsection (2).

REGULATIONS

Regulations

56. (1) The National Board of Directors may make regulations, not inconsistent with these By-laws, respecting the management and operations of the Association.

Force and Effect

- (2) New regulations have force and effect only until the next Annual General Meeting of the Association.

Confirmation

- (3) If new regulations are not confirmed at the Annual General Meeting, the regulations cease to have force and effect.

BOARD MEETINGS

Board Meetings

57. (1) The National Board of Directors shall meet regularly during the year at the call of the National President and immediately before and after an Annual General Meeting.

Mandatory Meeting

- (2) The National President shall call a meeting of the National Board of Directors at the request of six members of the Board.

Means of Communication

- (3) A meeting of the National Board of Directors may be conducted by any telephonic, electronic or other means of communication that permits all members to communicate adequately with each other.

Quorum

58. The quorum that is required to transact business at a meeting of the National Board of Directors is a majority of the voting members of the Board.

Majority Vote

59. (1) Every question put to a vote at a meeting of the National Board of Directors is decided by a majority of the votes cast, except in the case of a decision under subsection 51 (1), paragraphs 52(1a) (i) or (ii), subsection 97 (1) or subsection 99 (1).

National President

- (2) The National President shall vote only if the National President's vote will make or break a tie.

Executive Director

- (3) The Executive Director is a non-voting member of the Board.

Notice

- 60. (1) The National President shall cause members of the National Board of Directors to be given sufficient notice of a meeting, its agenda and supporting materials to allow them to adequately prepare for the meeting.

Minimum Notice

- (2) The minimum notice to be given to members is seventy-two hours if the notice is given by electronic means and fourteen days if the notice is given by mail.

Effect of Error

- (3) An error or omission in giving notice of a meeting does not invalidate the meeting or make void any decision taken at the meeting.

Waiver

- (4) A member may waive notice of a meeting and may ratify any decisions taken at the meeting.

Minutes

- 61. Minutes of meetings of the Board shall be prepared as soon as possible in English and in French and be made available to branches.

RESPONSIBILITIES OF BOARD MEMBERS

Officers of the Association

- 62. The National President, National Vice-Presidents and Executive Director are officers of the Association.

National President

- 63. (1) The National President is the chief executive officer of the Association and the chairperson of the National Board of Directors and the chief spokesperson for the Association.

Responsibilities

- (2) The National President is responsible to
 - (a) chair all meetings of the Board and all Annual General Meetings and Special General Meetings of the Association;
 - (b) assign functional responsibilities to members of the Board; and
 - (c) report at each Annual General Meeting on activities of the National Board of Directors since the previous meeting.

National Vice-Presidents

64. The National Vice-Presidents are responsible to
- (a) chair one of the standing committees of the Board as assigned by the National President;
 - (b) represent the Association and the National President as assigned by the National President; and
 - (c) assist the National President in all other matters.

Executive Director

65. (1) The Executive Director is the chief operating officer of the Association and presides over the day-to-day operations of the Association.

Reporting

- (2) The Executive Director is hired by the National Board of Directors and reports to the Board through the National President.

Responsibilities

- (3) The Executive Director is responsible to
- (a) continually monitor the political and economic environment;
 - (b) develop, recommend and, once approved, implement positions, policies and strategies that maintain for the Association a leadership advocacy role in promoting and protecting the rights, interests and benefits of annuitants and potential annuitants;
 - (c) assist the National President and the Board in the conduct of all advocacy activities;
 - (d) recommend strategic policy and direction and advise generally on the conduct of the affairs of the Association;
 - (e) act as Secretary and Treasurer of the Association; and
 - (f) lead and manage the staff and operations of the National Office.

National Directors

66. A National Director is responsible, as a member of the National Board of Directors, to
- (a) represent the national interests of the Association;
 - (b) raise awareness of the Board of the concerns of members within the province from which the National Director is elected;
 - (c) monitor developments of interest to the Association within the province; and
 - (d) advocate and explain Association positions, policies and strategies.

Absence

67. A National Director, who will be absent from a National Board of Directors meeting and any associated committee meeting, may designate a Regional Services Officer or Branch President from their province to attend as an observer.

Provincial Advocacy Officer

68. The National Director shall appoint a member as a Provincial Advocacy Officer to assist in advocating the Association's positions, policies and strategies, unless the National Director is satisfied that assistance in this function is unnecessary.

STANDING COMMITTEES

Three Committees

69. (1) There shall be three Standing Committees of the National Board of Directors reporting to the Board: the Audit Committee, the Corporate Governance and Nominations Committee and the Branch Coordination Committee.

Chair

- (2) The Chair of each committee shall be a National Vice-President assigned by the National President.

Members

- (3) The members of each committee shall be members of the National Board of Directors assigned by the National President.

Change

- (4) The composition of each committee may be changed when the President considers it to be advisable.

Non Board Member

- (5) Despite subsection (3), the National President may appoint a person other than a member of the Board or an employee of the Association to be a member of a committee if the National President is satisfied that special expertise is required.

Audit Committee

70. (1) The Audit Committee is responsible to ensure that effective structures and procedures for the management and direction of the Association, including the adequacy and transparency of financial statements, are in place.

Corporate Governance and Nominations

- (2) The Corporate Governance and Nominations Committee is responsible to develop and recommend positions respecting Association policies and governance and ensure an effective nomination and election process is in place for the National President, National Vice-Presidents, National Directors and Regional Services Officers.

Branch Coordination Committee

- (3) The Branch Coordination Committee is responsible to monitor and support the provision of services to the branches of the Association.

ABSENCE, INCAPACITY AND VACANCY

Absence or Incapacity

71. In the event of the absence or incapacity of the National President, the role and responsibilities of the National President shall be carried out by
 - (a) a National Vice-President designated by the National President, or
 - (b) if no designation has been made, the longest continuously serving National Vice-President.

Vacancy President

72. (1) In the event of a vacancy in the position of National President, the National Board of Directors shall select one of the three National Vice-Presidents to act as National President on an interim basis;
 - (a) until the end of the next Annual General Meeting; or
 - (b) if the vacancy occurs within 90 days before the next Annual General Meeting, until the end of the following Annual General Meeting.

National Vice-President

- (2) In the event of a vacancy in the position of a National Vice-President, the members entitled to vote at the next Annual General Meeting shall elect a replacement to fill the vacancy until the expiration of the current term.

National Director

- (3) In the event of a vacancy in the position of National Director, the Chair of the Corporate Governance and Nominations Committee shall cause an election to be held within 90 days to select a new National Director to fill the vacancy until the expiration of the current term.

PART 5 ELECTIONS

ELIGIBILITY

Eligibility

73. (1) Any member, other than an associate member or honorary member, is eligible to be elected as the National President, a National Vice-President, a National Director, a Branch President or Director, or a Regional Services Officer.

One Elected Office

- (2) The National President, a National Vice-President, a National Directors or a Regional Services Officer may not hold other elected office within the Association.

NATIONAL PRESIDENT AND NATIONAL VICE-PRESIDENTS

Secret Ballot

74. (1) The National President and National Vice-Presidents shall be elected at an Annual General Meeting by the members entitled to attend and vote by means of a secret ballot using a weighted vote.

Nominations

- (2) Subject to sub-sections 72 (1 and 2), at least 120 days before an Annual General Meeting at which an election of the National President or a National Vice-President is to take place, the Chair of the Corporate Governance and Nominations Committee shall cause the soliciting and receiving of nominations for these offices to commence.

Nominations from Floor

- (3) Prior to voting for a National President or National Vice-President at an Annual General Meeting, the member of the Corporate Governance and Nominations Committee conducting the election shall call for further nominations from the floor.

Precedence

- (4) The election of the National President shall precede the election of any National Vice-President.

Order for National Vice-Presidents

- (5) The order of the election of National Vice-Presidents shall be based on the length of the term to be served with the election for the National Vice-President position with the longest term available to be conducted first.

NATIONAL DIRECTOR

Election by Presidents

75. (1) The National Director for a province shall be elected by the Presidents of the branches established for the province by means of a secret ballot with one vote for each President.

Coordination

- (2) The election shall be conducted by a Regional Services Officer or President of a branch from the province designated by the Chair of the Corporate Governance and Nominations Committee.

Nominations

- (3) The designated Regional Services Officer or President shall commence soliciting and receiving the nominations at least 120 days before the Annual General Meeting and at least 60 days before the election is to be held.

Nominations Closed

- (4) The designated Regional Services Officer or President shall cease soliciting and receiving nominations at least fourteen days before the election is to be held.

REGIONAL SERVICES OFFICER

Election by Branch Presidents

76. (1) The Regional Services Officer for a region shall be elected by the Presidents of the branches established for the region by means of a secret ballot with one vote for each President.

Coordination

- (2) The election shall be conducted by the National Director or, if the National Director is absent or unable to conduct the election, a member designated by the Chair of the Corporate Governance and Nominations Committee.

Nominations

- (3) The National Director or designated member shall commence soliciting and receiving the nominations at least 60 days before the election is held.

Nominations Closed

- (4) The National Director or designated member shall cease soliciting and receiving nominations at least fourteen days before the election is to be held.

REQUIREMENT FOR A MAJORITY

Election by Elimination

77. The election of the National President, a National Vice-President, a National Director or a Regional Services Officer must be by means of a process of elimination until one candidate has a majority of the votes cast.

Tie Vote

78. (1) In the event of a tie vote in the election of a National Director or a Regional Services Officer, the votes cast must be recounted on the basis of weighted votes.

Further Tie

- (2) In the event of a further tie, the votes cast must be recounted on the basis of the number of members that each president represents as of the end of the year preceding the election.

PRESIDENT OF BRANCH

Branch Procedure

79. The President of a branch shall be elected in accordance with the procedures established by the branch.

PART 6
ANNUAL GENERAL MEETING
DATE, LOCATION AND AGENDA

General

80. (1) The Association shall hold an Annual General Meeting each year, normally in the month of June and no later than 15 months after the last Annual General Meeting.

Date, Location and Agenda

- (2) The National Board of Directors shall determine the date, location and agenda of the meeting.

Notice

81. The Executive Director shall give each official participant, Regional Services Officer and Provincial Advocacy Officer at least 90 days notice of the meeting in writing.

AGENDA

Mandatory Business

82. (1) At every Annual General Meeting the official participants shall
- (a) receive a report from the National President concerning the activities of the National Board of Directors since the previous meeting including:
 - (i) the action taken with respect to each standing resolution for which action has not been completed,
 - (ii) any significant action taken on other matters, and
 - (iii) the plans and priorities established for the current and following year;
 - (b) receive the budget of the Association for the current year and a forecast for the next fiscal year;
 - (c) approve the record of proceedings of the previous Annual General Meeting and of any intervening Special General Meeting;
 - (d) receive the auditor's report on the financial statements of the Association for the previous fiscal year; and
 - (e) appoint a qualified auditor to audit the accounts and annual financial statements of the Association for the next fiscal year.

Audited Financial Statements

- (2) The Executive Director shall ensure that the audited financial statements of the Association for the previous year are attached to the Record of Proceedings.

Other Business

83. The official participants at an Annual General Meeting may also, as required,
- (a) establish the membership dues to be paid and the apportionment of them between branches and national operations;
 - (b) determine whether to approve regulations passed by the Board during the year;
 - (c) determine whether to confirm any National Board of Directors decision
 - (i) to repeal or revise, under paragraph 52(1)(b), any position, policy or strategy approved at an Annual General Meeting or a Special General Meeting, and
 - (ii) to approve and act, under paragraph 52(1)(c), on any position, policy or strategy not approved at an Annual General Meeting or a Special General Meeting;
 - (d) adopt, reject or refer resolutions submitted for consideration; and
 - (e) elect the National President and the National Vice-Presidents.

RESOLUTIONS

Filing Deadline

84. (1) To be considered at an Annual General Meeting, a resolution submitted by the President of a branch must be filed with the Chair of the Corporate Governance and Nominations Committee
- (a) 120 days before the meeting, if it proposes to amend or repeal the By-laws or Letters Patent; and
 - (b) 90 days before the meeting in any other case.

Exception

- (2) Despite subsection (1), a resolution may be considered if the official participants entitled to vote at the Annual General Meeting concur, by a majority of at least seventy-five percent of the votes cast, that there are circumstances of sufficient importance and urgency to warrant considering the resolution.

Notice

85. The Executive Director shall give 60 days notice of resolutions to be considered at an Annual General Meeting to each official participant, Regional Services Officer and Provincial Advocacy Officer.

PART 7
SPECIAL GENERAL MEETING

LIMIT ON BUSINESS

Limitation

86. A Special General Meeting may deal only with the business listed in the notice of the meeting and any matter that arises directly from that business.

CALLING THE MEETING

Board May Call

87. (1) The National Board of Directors may call a Special General Meeting at any time.

Notice

- (2) The Executive Director shall give each official participant, Regional Services Officer and Provincial Advocacy Officer at least twenty-one days notice in writing.

Board Must Call

88. 1) The National Board of Directors shall call a Special General Meeting within thirty days of receipt of a written request from Presidents of branches holding two-thirds of the weighted votes entitled to be cast at a General Meeting.

Notice

- (2) The Executive Director shall give each official participant, Regional Services Officer and Provincial Advocacy Officer at least fourteen days notice of the meeting in writing.

Date and Location

89. The National Board of Directors shall determine the date and location of a Special General Meeting.

AGENDA

Board Sets Agenda

90. (1) The National Board of Directors shall determine the agenda of a Special General Meeting called on the initiative of the Board.

Presidents Set Agenda

- (2) The Presidents of the branches shall determine the agenda of a Special General Meeting called at their request.

Record of Proceedings

- (3) The record of proceedings of a Special General Meeting shall be submitted for approval at the next Annual General Meeting.

PART 8
FINANCIAL ADMINISTRATION

AUTHORITY TO BORROW

Power

91. (1) Subject to subsection (2), the National Board of Directors may, from time to time
- (a) borrow money upon the credit of the Association for short term operating purposes;
 - (b) limit or increase the amount to be borrowed;
 - (c) issue debentures or other securities of the Association;
 - (d) pledge or sell such debentures or other securities for sums and at prices it considers expedient; or
 - (e) secure any 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 Association, and the undertaking and rights of the Association.

Requirement for Approval

- (2) Action by the Board of Directors under subsection (1) must be authorized by a by-law recommended by the Board and approved by at least two-thirds of the votes cast at a Special General Meeting of members of the Association called to consider that by-law.

Delegation

- (3) The by-law may provide for the National Board of Directors to delegate to officers specified in the by-law to the extent and in the manner set out in the by-law.

Interpretation

- (4) Nothing in this section 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.

MEMBERSHIP DUES

Dues Committee

92. (1) Prior to making a recommendation to an Annual General Meeting concerning the amounts to be charged for membership dues and the apportionment of them between branches and national operations, the National Board of Directors shall convene a committee to
- (a) review and report on the adequacy of current amounts charged and the apportionment of them to meet the Association's operating expenses and other obligations and to carry out its priorities and plans; and
 - (b) make recommendations concerning the amounts that need to be charged and the apportionment of them to meet the future needs of the Association.

Composition

- (2) The committee shall be composed of
- (a) a chairperson who is a member of the National Board of Directors appointed by the National President, and
 - (b) one member from each region of the Association selected by the Presidents of the branches established for their region.

Disagreement

- (3) If the National Board of Directors decides to make a recommendation to an Annual General Meeting that is different than that of the committee, the Board shall notify the official participants of the difference 60 days before the meeting and explain to them how and why the recommendation differs.

Duty to Collect: Executive Director

93. (1) The Executive Director is responsible to collect membership dues from a member who has authorized their dues to be deducted at source.

Duty to Collect: President of Branch

- (2) The President of a branch is responsible to collect membership dues from a member of the branch who has not authorized their dues to be deducted at source.

Exception

- (3) The Executive Director may, at the request of the President of a branch, collect membership dues from a member of the branch who has not authorized their dues to be deducted at source.

Duty to Remit: Executive Director

94. 1) The Executive Director is responsible to remit to each branch on a quarterly basis the branch portion of dues collected.

Duty to Remit: President of Branch

- (2) The President of each branch is responsible to remit to the Executive Director on a quarterly basis the national operations portion of the dues collected.

REMUNERATION AND EXPENSES

Remuneration

95. (1) A member of the National Board of Directors other than the Executive Director, a Regional Services Officer, a Provincial Advocacy Officer and any other member appointed by the National President to provide service to the Association in the conduct of its business shall serve without remuneration.

Expenses

- (2) A member shall be reimbursed expenses necessarily and reasonably incurred in the conduct of the affairs of the Association at the rates established by the National Board of Directors.

DEFENCE OF BENEFITS RESERVE FUND

Duty to Maintain

96. The Association shall maintain in the accounts of the Association a Reserve Fund, known as the Defence of Benefits Reserve Fund, withdrawals from which may be used only to protect or promote major pension or health care benefits.

When Action Required

97. (1) The National Board of Directors must determine by a two-thirds majority vote when action is required to protect or promote a major pension or health care benefit.

Considerations

- (2) In making its decision, the National Board of Directors shall consider, but is not limited to considering,
- (a) the extent to which the interests of all members of the Association are affected;
 - (b) the distribution of such effects among members of the Association;
 - (c) the likelihood of achieving a result favourable to members of the Association; and
 - (d) the expected cost of defending or promoting the pension or health care benefit.

Maximum Amount

98. The maximum amount to be held in the fund shall be determined by resolution of an Annual General meeting on the recommendation of the Board.

Authority of Board

99. (1) The National Board of Directors may authorize, by a two-thirds majority vote, the withdrawal of funds from the Defence of Benefits Reserve Fund up to a maximum amount of \$100,000 in a fiscal year.

Authority of General Meeting

- (2) If an amount in excess of \$100,000 is required in a fiscal year, the members entitled to attend and vote at an Annual General Meeting or a Special General Meeting may, on the recommendation of the National Board of Directors, authorize, by a two-thirds majority of the votes cast, the withdrawal of an amount in excess of \$100,000 from the Defence of Benefits Reserve Fund.

Assistance from Branches

100. The Board may, when circumstances warrant, request financial assistance from branches, but any assistance will be at the discretion of branches.

BANKING

Banking Business

101. (1) The banking business of the Association shall be transacted with any bodies corporate or organizations designated for this purpose by or under the authority of the Board.

Transactions

- (2) The banking business shall be transacted under any agreements, instructions and delegations of power that the Board authorizes.

SIGNATURE AND CERTIFICATION OF DOCUMENTS

Signature

102. (1) Documents that require the signature of the Association must be signed
 - (a) by the Executive Director and the National President or a National Vice-President; or
 - (b) in any other manner specified by the National Board of Directors.

Corporate Seal

- (2) When required, an officer of the Association may affix the seal of the Association to a document.

Binding Effect

- (3) A document signed in accordance with subsections (1) and (2) is binding upon the Association without further authorization or formality.

INDEMNIFICATION

Indemnification

103. (1) Subject to subsection (2), every member of the Association who performs service on behalf of the Association and its branches, and their heirs, executors and administrators, as well as their estate and effects, shall be indemnified and saved harmless out of the funds of the Association for
- (a) all costs, charges and expenses that they sustain or incur respecting any action, suit or proceeding that is brought, commenced or prosecuted against them in respect of any act, deed, matter or thing made, done or permitted by them in the execution of the duties of their office; and
 - (b) all other costs, charges and expenses that they sustain or incur in relation to the matter, except costs, charges or expenses occasioned by their wilful neglect or default.

Conditions

- (2) The member must have 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, must have had reasonable grounds for believing that their conduct was lawful.

PART 9

DISSOLUTION OF ASSOCIATION

Dissolution of Association

104. (1) The official participants entitled to vote at a Special General Meeting called for the purpose of dissolving the Association may approve, by resolution, the dissolution of the Association.

Two-thirds Majority

- (2) The resolution must be approved by a two-thirds majority of the votes cast by the members entitled to vote at the meeting.

Distribution of Assets

- (3) The resolution must require the National Board of Directors to
- (a) cause any money or property available on dissolution to be used to pay all debts and other liabilities of the Association; and
 - (b) distribute any remaining money or property equally among the members of the Association.