



**Association canadienne des enseignantes et des
enseignants retraités**

Canadian Association of Retired Teachers

BY-LAWS

As approved by Industry Canada

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BY-LAWS

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DEFINITIONS

In this document,

Act	<i>“act”</i> shall mean the <i>Canada Corporations Act</i>
Board Member or Director	<i>“board member or director”</i> shall mean a person named or elected by a member organization as the official spokesperson of that organization for a term of office on ACER-CART’s Board
By-laws	<i>“by-laws”</i> shall mean the standing rules governing the membership of ACER-CART made under this Constitution on matters of internal regulation which are within the control of ACER-CART
Constitution	<i>“constitution”</i> shall mean the basic structure and system of fundamental principles according to which ACER-CART is governed
Executive Committee	<i>“executive committee”</i> shall mean the elected officers of ACER-CART
Member	<i>“member”</i> shall mean one of the provincial or territorial associations of retired teachers recognized as members of ACER-CART
Observer	<i>“observer”</i> shall mean a person named or elected by a member as a non-voting alternate spokesperson at an Annual General Meeting (AGM) of ACER-CART
Officer	<i>“officer”</i> shall mean a director or observer elected at the Annual General Meeting (AGM) for a term of office on ACER-CART’s Executive
Policy	<i>“policy”</i> shall mean the fundamental beliefs that must guide the actions of ACER-CART with respect to its role, philosophy and objectives
Regional Representative	<i>“regional representative”</i> shall mean a person elected at the Annual General Meeting (AGM) to represent a geographic area within Canada



BY-LAW 1 - NAME

The organization shall be known as *Association canadienne des enseignantes et des enseignants retraités-Canadian Association of Retired Teachers*, hereinafter called ACER-CART.

BY-LAW 2 - HEAD OFFICE

Until changed, in accordance with the *Canada Corporations Act*, the Head Office of the ACER-CART shall be in the City of Ottawa, in the Province of Ontario.

BY-LAW 3 - CORPORATE SEAL

- 3.01 The corporate seal, an impression whereof is stamped in the margin hereof, shall be the seal of ACER-CART.
- 3.02 The corporate seal shall be in the custody of the Executive Director.

BY-LAW 4 – MEMBERSHIP, CONDITIONS AND RIGHTS

- 4.01 Membership in ACER-CART shall be limited to provincial or territorial Members of retired teachers interested in furthering the objects of ACER-CART and shall consist of members whose application for admission has received the approval of the Board of ACER-CART.
- 4.02 Membership in ACER-CART is non-transferable.
- 4.03 Members shall have the same rights and privileges.
- 4.04 Any Member may withdraw from ACER-CART by sending written notice to the Executive Director of ACER-CART. Such withdrawal shall be effective from the date of acceptance thereof by the Annual General Meeting.
- 4.05 Any Member may be required to withdraw from ACER-CART, such withdrawal requiring a motion to that effect passed by the Annual General Meeting.

BY-LAW 5 – GOVERNANCE

- 5.01 The operations of the ACER-CART may be carried on throughout Canada.
 - 5.02 ACER-CART shall carry on its operations without pecuniary gain to the Member organizations, Board of Directors, Officers of the Executive Committee or Committee members.
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- 5.03 ACER-CART is administered through its:
- a) Annual General Meeting, hereafter called AGM;
 - b) Board of Directors, hereafter call the Board;
 - c) Executive Committee, hereafter called Executive;
 - d) Committees.

BY-LAW – 6 MEMBERS' MEETINGS

- 6.01 The AGM or any other general meeting of the Members shall be held at any place in Canada as the Board may determine.
- 6.02 The AGM, shall be held on the first Friday of June and the following Saturday.
- 6.03 Any other general meeting of the Members shall be held on such day(s) as the Board shall determine.
- 6.04 The AGM shall have the authority to consider any question relevant to ACER-CART and adopt any measure it deems appropriate.
- 6.05 A special members' meeting may be called on written notice to the President of at least two-thirds (2/3) of the members with a specific agenda attached.
- 6.06 A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Canada Corporations Act or the present by-laws. Spoiled and/or abstentions shall not be counted in determining the outcome of such voting.
- 6.07 Voting by proxy is not permitted.
- 6.08 Forty-five (45) days written notice of any AGM or special General Meeting of the members shall be given by mail to each Member. Notice of any meeting where business is transacted shall contain sufficient information to permit Members to form reasoned judgment on decisions to be taken.
- 6.09 No error or omission in giving notice of any Members' meetings shall invalidate such meeting or make void any proceedings taken thereat. Any Member may, at any time, waive notice of any such meeting.
- 6.10 The quorum of any meeting shall be a majority of the Members with full voting rights.
- 6.11 A copy of the minutes of the AGM shall be available to the Members.
- 6.12 The AGM is the supreme authority of ACER-CART.
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- 6.13 The AGM may:
- a) receive the financial statements and the reports of the auditors;
 - b) appoint auditors to audit the accounts and annual financial statements for report at the next AGM;
 - c) appoint the signing officers of ACER-CART;
 - d) approve the budget for each fiscal year;
 - e) authorize expenditures on behalf of ACER-CART;
 - f) approve fees to be paid by the members; and
 - g) approve changes to the By-laws.

BY-LAW 7 – BOARD OF DIRECTORS

- 7.01 The Board shall be composed as follows:
- a) one (1) director from each of the member organizations with voting rights;
 - b) the President;
 - c) the four (4) Regional Representatives; and
 - d) the Immediate Past President (or the person named to replace the Immediate Past President), each with voting rights.
- 7.02 The Executive Director acts as advisor to the Board without voting rights.
- 7.03 Members name, appoint or elect their representatives to the Board in accordance with their own Constitution and by-laws.
- 7.04 Each Member organization is entitled to name one representative as an observer, who may participate in the debate without voting rights.
- 7.05 Each Member may remove its representative in accordance with its own BY-LAWS.
- 7.06 A board member or director shall hold office until the Member organization names a successor and advises the Executive Director of ACER-CART.
- 7.07 The position of Board member or Director shall be automatically vacated:
- a) if the Board member or Director ceases to be a member of the Member organization that elected said board member or director;
 - b) if a Member organization names or elects a replacement and informs the Executive Director of ACER-CART in writing;
 - c) if a Board member or Director has resigned by delivering a written resignation to the secretary of his/her member organization;
 - d) if a Board member or Director is found by a court to be of unsound mind.
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- 7.08 Meetings of the Board may be held at any time and place to be determined by the directors provided that seventy-two (72) hours notice other than by mail of such meeting shall be given to each director. Notice of any meeting where business is transacted shall contain sufficient information to permit Members to form reasoned judgment on decisions to be taken.
- 7.09 No error or omission in giving notice of any meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat. Any director may at any time, waive notice of any such meeting.
- 7.10 A majority of the Board members with voting rights shall constitute a quorum of any meeting.
- 7.11 Each member of the Board shall have the right to exercise one vote. In the case of a tie vote, the President shall cast the deciding vote.
- 7.12 A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the *Canada Corporation Act* or the present BY-LAWS. Spoiled and/or abstentions shall not be counted in determining the outcome of such voting.
- 7.13 Voting by proxy is not permitted.
- 7.14 The Board may administer the affairs of ACER-CART in all things and make or cause to be made for ACER-CART, in its name, any kind of contract which ACER-CART may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as ACER-CART is by its character or otherwise authorized to exercise and do.
- 7.15 The Board shall have the power to:
- a) establish the programs and priorities for the next fiscal year in consultation with all Board members;
 - b) adopt policies and procedures;
 - c) elect members of the Executive;
 - d) establish the duties of the Executive and Executive Director;
 - e) elect one of the Regional Representatives to the position of Vice-President;
 - f) approve any application from an organization for membership;
 - g) act upon any notice of withdrawal of membership from a Member organization;
 - h) act upon any request to remove a Member organization from the Board;
 - i) approve any notice of resignation received from an Officer of the Executive;
 - j) approve any request to remove an Officer from the Executive;
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- k) ensure that all necessary books and records of ACER-CART required by the BY-LAWS of ACER-CART or by any applicable statute of law are regularly and properly kept;
- l) appoint an Executive Director;
- m) determine the remuneration for all Officers, agents, employees and committee members;
- n) recommend advisors, consultants and staff as deemed necessary; and
- o) take such steps deemed requisite to enable ACER-CART to acquire, accept, solicit and receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objective of ACER-CART.

BY-LAW 8 EXECUTIVE COMMITTEE

8.01 The Executive shall be composed as follows, all with voting rights:

- a) the President;
- b) the Regional Representatives, one of which will act as Vice-President; and
- c) the Immediate Past President or his/her replacement.

Officers shall be directors of the Board.

8.02 The Executive Director shall act as an advisor to the Board without voting rights.

8.03 The officers shall hold office for one year from the date of being elected.

8.04 Officers shall be subject to removal by resolution of the Board.

8.05 The person acting as Immediate Past president remains in office until the current president takes over the position.

8.06 In the event the person acting as Immediate Past President is unable or unwilling to serve, the Executive may appoint another Officer.

8.07 Meetings shall be at the call of the President.

8.08 Meetings shall be held at least twice during the fiscal year.

8.09 The Executive may hold meetings by teleconferences or by other electronic means that permit the Officers to communicate. Each Officer shall have equal access to the technology and shall consent in advance to the specific means of communication to be used. At least sixty percent (60%) of the Officers with full voting rights must approve holding such a meeting. Votes will be recorded by roll call. This type of meeting will be organized through reputable and reliable conference calling firms guaranteeing safety and security through such features as conference locks, roll calls, security passwords and moderator-created PIN, before-call billing codes and disconnect options.

- 8.10 Meetings shall be publicized with a minimal advance notice of one (1) week.
- 8.11 The quorum of any meeting shall be a majority of the Officers with full voting rights.
- 8.12 The minutes of the Executive shall be available to the Officers, each of whom shall receive a copy of such minutes.
- 8.13 The Executive shall exercise such powers as are authorized by the Board and the AGM.

BYLAW 9 – DUTIES OF THE OFFICERS

- 9.01 The President shall:
- a) oversee the conducting of all ACER-CART business;
 - b) act as the official spokesperson of ACER-CART;
 - c) call and chair the meetings of the Members, the Board, the AGM and the Executive, and
 - d) see that all orders and resolutions of the AGM and the Board are put into effect.
- 9.02 The Vice-President shall:
- a) perform such duties and exercise such powers as may be delegated by the President or by the Board or the AGM; and
 - b) perform the duties of the President in his/her absence or at his/her request, or if the President is unable or unwilling to carry out his/her duties, until such time as a new President has been elected.
- 9.03 The Regional Representative shall:
- a) perform such duties and exercise such powers as may be delegated by the President, the Board or the AGM;
 - b) liaise with the Directors within his/her geographical jurisdiction; and
 - c) chair one of the Standing Committees.
- 9.04 The Executive Director shall:
- a) advise and assist in preparing the financial statements;
 - b) ensure that accounts of all assets, liabilities, receipts and disbursements of ACER-CART are kept fully and accurately in the books of ACER-CART;
 - c) administer and disburse the funds of ACER-CART as directed by the Board or the AGM;
 - d) see that all necessary books and records of ACER-CART required by the by-laws or by any applicable statute or law are regularly and properly kept; and
 - e) represent ACER-CART on matters of established policy.
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BY-LAW 10 – COMMITTEES

The Board of the AGM may appoint committees whose members will hold their offices at the will of the Board or the AGM and ratify their terms of reference.

BY-LAW 11 – AMENDMENTS OF BY-LAWS

- 11.01 In these the by-laws of ACER-CART, hereinafter passed, unless the context otherwise requires, words importing the singular or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa.
- 11.02 By-laws can be amended only by the Annual General Meeting.
- 11.03 By-laws of ACER-CART not embodied in the letters patent may be repealed and amended by a new By-law and shall not be acted upon until the approval of the Minister of Industry Canada has been obtained.
- 11.04 Motions to amend the by-laws must be circulated to the members up to sixty (60) days prior to the day of the vote and be approved by a two-thirds (2/3) majority of eligible voting members attending the AGM.
- 11.05 Motions to amend the by-laws which do not comply with the minimum notice specified in 11.04 above, may be approved by a majority of eligible voting members attending the AGM and require no less than a ninety percent (90%) majority.
- 11.06 A request by an organization to become a Member of ACER-CART must be approved by three-quarters (3/4) of eligible voting members attending the AGM.
- 11.07 A motion to request a Member to withdraw from ACER-CART or to request an Officer to withdraw from the Executive must be circulated to the members and Officers at least forty-five (45) days prior to the day of the vote.
- 11.08 A motion to request a Member to withdraw from ACER-CART or to request an Officer to withdraw from the Executive must be approved by a majority of no less than three-quarters (3/4) of eligible voting members in attendance at an AGM.