

Schedule “B” – Resolution #2 – By-laws.



Royal Canadian Mounted Police Veterans' Association
By-Laws

Part I - DEFINITIONS

In these By-laws:

1. “Act” means the *Canada Not-for-Profit Corporations Act*, (S.C. 2009 c. 23) including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.
2. “Association” or “Corporation” means the ROYAL CANADIAN MOUNTED POLICE VETERANS’ ASSOCIATION – ASSOCIATION DES ANCIENS DE LA GENDARMERIE ROYALE DU CANADA.
3. "Articles" means the original or restated Articles of Continuance of the Association.
4. “Board” means the Board of Directors established by Part VIII.1.
5. "By-law" means this By-law and any other By-law of the Association as amended and which are, from time to time, in force and effect.
6. “Constitution” means the Association’s Articles of Continuance.
7. “Force” means the Royal Canadian Mounted Police and includes the Royal North West Mounted Police and the North West Mounted Police.
8. “General Meeting” includes both an Annual General Meeting (AGM) and a Special General Meeting of members of the Association.
9. "Governors" means the past National and Dominion Presidents, except a past National President who is a director. Governors shall be advisors to the Association. The Governors shall select their own Chair.
10. “In good standing”, when applied to an Active Member of the Association, means that the Member’s dues for the current year have been paid on or before the record date and the Member is neither suspended nor terminated.
11. “Member of the Association” means a member of any category of membership listed in the By-laws.
12. "National Council" means the Board and the Division Presidents.
13. "Ordinary resolution" means a resolution requiring a simple majority vote (i.e., 50% +1) based on votes cast.
14. “Association Manual” includes all policy, procedures and guidelines of the Association.

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15. "Division Manual" includes all policy, procedures and guidelines of the Division to which they apply.
16. "Regulations" mean the regulations made under the Act, as amended, restated, or in effect from time to time.
17. "Record Date" means the date fixed by the directors as being 60 days prior to the date of the Annual General Meeting or a Special Meeting.
18. "Reserve" means the Reserve of the Force established by section 11 of the *Royal Canadian Mounted Police Act* and amendments thereto.
19. "Special resolution" means a resolution requiring not less than 2/3 majority vote based on votes cast.
20. "Voting member" means those members who are entitled to vote at a General Meeting.

Part II - INTERPRETATION

1. In these By-laws, words in the singular include the plural and vice-versa; words in one gender include all genders.
2. The English and French versions of the Articles and By-laws of the Association are equally authoritative.
3. Words and expressions in these By-laws have the same meaning as the same words defined in the Act and/or the Regulations.

Part III - CORPORATE SEAL

1. The Association has a corporate seal in the form approved by the Board, and the Secretary of the Association shall be the custodian.

Part IV - COLOURS AND ENSIGNS ARMORIAL (BADGE)

1. The Colours of the Association shall be SCARLET and GOLD.
2. The Ensigns Armorial of the Association [Badge] is that depicted upon the margin of a document subscribed by Malcolm Rogwald Innes of Edingight, writer to Her Majesty's Signet, Lord Lyon King of Arms of Scotland, on January 20, 1983. (Appendix A).
3. The Corporate Name of the Association, or any abbreviation thereof, or its Ensigns Armorial, or both, shall not be used outside the normal affairs of the Association without the authority of the Board whose consent must be specific in nature.

Part V - THE TIPSTAFF

1. The Tipstaff of the Association is an ornamental staff of office borne as a symbol of the authority of the National President to preside over a General Meeting.

Part VI - MEMBERSHIP

1. The Association shall consist of two classes of members; voting and non-voting.
 - 1.1. The following categories of membership shall be voting members:
 - 1.1.1. Active, and
 - 1.1.2. Life Member
 - 1.2. The following category of membership shall be non-voting, except as expressly provided for in the Act:
 - 1.2.1. Associate.
2. A membership may not be transferred to another member.

Voting Membership

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3. The class of voting member shall be available only to Active Members, or to Life Members appointed prior to the adoption of these By-laws, and shall be entitled to not more than one vote on any issue at a General Meeting.
4. Active membership shall be available to a person of good character who has applied and has had their application reviewed and approved by a Division credentials committee for Active membership in the Association, and who is:
 - 4.1. a former member of the Royal Canadian Mounted Police (RCMP);
 - 4.2. a former member of the RCMP Reserve;
 - 4.3. a former member of the RCMP Auxiliary with a minimum of three years' service who was not been dismissed or discharged for unsatisfactory conduct; or
 - 4.4. a former member of the Federal Public Service (PSE) or Municipal Employee (ME) who has worked in the employment of the RCMP for minimum total period of 5 years.
5. A Life Member is a member of the Association appointed as a Life Member prior to the adoption of these By-laws.
6. Anyone who ceased to be employed, or has been dismissed or discharged from the Royal Canadian Mounted Police (RCMP), because of discreditable conduct is prohibited from membership in the RCMP Veterans' Association.
7. The term of Active membership shall be annual, and be subject to renewal in accordance with the policies of the Association.
8. A Member may withdraw from the Association by giving written notice to the Secretary of the Division to which the member belongs. Upon withdrawal, a member shall not be entitled to a refund of dues paid in respect of that membership.

Non-voting Membership

9. Associate membership shall be available to a person of good character who has applied and has had their application reviewed and approved by a Division credentials committee for Associate membership in the Association, and who is:
 - 9.1. a serving Regular, Civilian, Reserve or Auxiliary member of the RCMP with 10 years or more service;
 - 9.2. the spouse/partner of an Active Member;
 - 9.3. the spouse/partner of Life Members appointed prior to the adoption of these By-laws;
 - 9.4. a Public Service Employee (PSE), or a Municipal Employee (ME), currently serving with the RCMP, and with 10 years or more service with the RCMP;
 - 9.5. a former Temporary Civilian Employee (TCE) with 5 years or more service with the RCMP;
 - 9.6. the widow/widower of a deceased serving or former member of the Force, or of a deceased member of the Association.
10. Associate membership shall be available to a person not otherwise defined in paragraph 9, who is of good character, has demonstrated an affinity to the Association, has been recommended by an Active Member, and has applied and has been accepted by a Division by ordinary resolution of those present at a Division Meeting for Associate membership in the Association.
11. Any person who is a member of the Association prior to the adoption of these By-laws shall remain a member of the Association, whether or not their eligibility for membership changes as a result of these By-laws.

Special Appointment

12. The incumbent Commissioner of the Royal Canadian Mounted Police may be appointed by the National President as Honourary National President.
13. The Governor General of Canada, if he/she accepts such appointment, may be appointed by the National President as Patron of the Association.

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14. The Lieutenant Governor of a Province or the Territorial Commissioner of a Territory, if he/she accepts such appointment, may be appointed by the Division President as Patron of one or more of the Divisions within a Province or Territory, as the case may be.
15. The incumbent Commanding Officer of the RCMP Division or of the policing jurisdiction within which the Veterans' Division is located, may be appointed by the Division President as Honourary Division President.

Professional Conduct

16. The elected executive of a Division shall have authority to suspend or expel any Member of their Division, except a member of the Division executive, from the Association; and the Board of Directors shall have the authority to suspend or expel any member, a member of a Division executive, or a Division, from the Association for any one or more of the following grounds:
 - 16.1 violating any provision of the Articles, By-laws, or the Association Manual of the Association, or the respective Division Manual;
 - 16.2 carrying out any conduct that is not in the best interests of the Association as determined by the Division executive or the Board of Directors, as the case may be, in their sole discretion; or
 - 16.3 for any other reason that the Division executive or the Board of Directors, as the case may be, in its sole and absolute discretion considers to be reasonable, having regard to the purpose of Association.
17. Due notice and an opportunity to be heard in writing shall be given before such suspension.
18. If the executive of a Division suspends or expels any member from the Association, that Member may make a written appeal to the Board of Directors within 30 days of becoming aware of the decision of the Division executive. The decision of the Board of Directors shall be final.
19. If the Board of Directors suspends or expels any member, a member of a Division executive, or any Division, from the Association, that member or that Division, as the case may be, may make a written appeal to a Committee of the Governors within 30 days of becoming aware of the decision of the Board of Directors. The Committee of the Governors shall be formed in accordance with the Association Manual. The decision of the Committee of the Governors shall be final.
20. If there was no appeal, any Member or any Division suspended may, upon written application, be reinstated by the same authority that originally suspended the Member or the Division; or, if there was an appeal, by the same authority that confirmed the suspension on appeal.
21. Any Member who is expelled or any Division that is expelled shall not be reinstated. However, any Member from any Division that is expelled may apply to another Division for membership

Correspondence

22. Correspondence concerning the Association as a whole shall be dealt with by the Board.
23. Correspondence concerning a Division shall be dealt with in accordance with the Division Manual.
24. Chairpersons of Committees of the Board may correspond within the Association on matters within their authority.
25. Divisions and Members shall not correspond with anyone outside the Association in the name of either the Association, or purporting to represent the views of the Association, on matters relating to its affairs unless the issue is of purely local interest.

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Part VII - DUES AND CONTRIBUTIONS

1. The annual dues payable by Members of the Association required to pay dues shall be those fixed on an annual basis by the Board. The Board shall authorize Divisions to assess annual contributions from those Members of the Association within their Division as they see fit.
2. For the year in which a new Division is approved for membership in the Association, Members of that new Division otherwise required to pay dues, shall be exempt from remitting dues for that year.
3. Any Member whose dues are not paid prior to the record date shall have their name removed from Active Member in good standing, and may not vote at any General Meeting.
4. An Active Member who is not in good standing may be reinstated to Active Member in good standing upon payment of unpaid dues in accordance with the guidelines in the Association Manual.
5. Any Member whose dues are two years in arrears shall have their name struck from the member registry.
6. Any Member whose name has been struck from the Member registry may re-apply for membership in accordance with By-laws VI.4, VI.9 or VI.10.

Part VIII - BOARD OF DIRECTORS

1. A Board shall be established to manage the activities and affairs of the Association including its property and business, shall report periodically to the other members of the National Council, and shall be accountable to the membership.

Duties and Responsibilities

2. The Board has authority to:
 - 2.1. manage the affairs and activities of the Association in a manner it sees fit except as limited by the Act, the Articles, or elsewhere in these By-laws;
 - 2.2. overspend a budget in case of an emergency situation, and such overspending shall be reported to the membership at the next Annual General Meeting;
 - 2.3. incur debt, or change an existing debt, and such incurred debt or change to existing debt shall be reported to the membership at the next Annual General Meeting;
 - 2.4. formulate and maintain an Association Manual;
 - 2.5. authorize Divisions to formulate and maintain respective Division Manuals;
 - 2.6. invest funds as it thinks fit, subject to the limitations accompanying any gift, and subject to the further limitation that such investments shall be made in a cash account, through a qualified licensed investment broker, or a banker or equivalent, and that funds be invested with medium to low risk to principal;
 - 2.7. appoint committees or advisory bodies as required;
 - 2.8. engage employees as required, and fix their reasonable remuneration;
 - 2.9. establish and maintain an RCMP Veterans' Association Benefit Trust Fund and a Reserve Fund, and have exclusive management and control of all funds.

Composition

3. Members of the Board shall be elected, or appointed in accordance with the Act, from Active Members in good standing and Life Members, at the Annual General Meeting. They shall be directors, serve a term expiring not later than the close of the second annual General Meeting of members following election, and may be re-elected.

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4. For any period of time the Association is deemed to be a soliciting corporation, at least two of the directors shall not be officers or employees of the Association.
5. If elected as director, the immediate Past-President shall serve on the Board as the Past-President; or if appointed pursuant to the Act, the immediate Past President shall be a director-at-large for a term consistent with the form of appointment.
6. The Board shall designate the offices of the Association, and in accordance with the Act and elsewhere in these By-laws appoint the officers, specify their duties, and delegate to them powers commensurate with their duties.
7. The directors shall appoint from amongst the directors, the President and Vice-President as Board Chair and Board Vice-Chair, respectively.
8. The directors shall appoint from amongst the directors, or otherwise, the Secretary and Treasurer.
9. Two or more offices of the Association may be held by same person.

Duties of Officers

10. The Duties of the Officers shall be those specified by the Board, including:
 - 10.1. the National President shall preside at General Meetings and meetings of the Board. The National President shall not vote except in the case of a tie, and may cast the deciding vote;
 - 10.2. the Vice-President shall assist the National President. In the event the National President is absent, unable to act, or the office become vacant, the Vice-President shall perform the duties of the National President;
 - 10.3. the National Secretary shall maintain all records required to be kept by the Association or the Board; shall be the recording secretary at meetings of the Board and General Meetings; shall certify documents issued by the Association by affixing thereto the Corporate Seal or by signing on behalf of the Corporation; and shall be responsible for the security of the Corporate Seal; and
 - 10.4. the National Treasurer shall ensure that all revenues and expenses are properly recorded and monies deposited in a financial institution designated by the Board and shall prepare adequate accounting records, and shall propose by ordinary resolution, a budget, approved by the Board, at the Annual General Meeting for the following fiscal year that shall include all anticipated revenues and expenses for that year.
11. A member of the Association elected to a position on the Board who is, or becomes, a member of a Division Executive shall attend a Board or General Meeting only as a member of the Board.
12. The Executive Officer, and the Secretary and the Treasurer if they are not also directors, are entitled to attend any Board of Directors Meeting as non-voting attendees.

Term of Office

13. The terms of office for directors may be staggered in accordance with the Association Manual. In the notice of Annual General Meeting, members will be informed each year of the forthcoming vacancies of directors that require to be filled by election.
14. The directors will take office at the termination of the Association's Annual General Meeting at which they were acclaimed or elected.

Meetings and Notice

15. The Board shall meet following the Association's Annual General Meeting to appoint the officers of the Association.
16. In addition to the above meeting, the Board shall meet at least once each year. A majority of the members of the Board, or the President, or in their absence, the Vice-President, may call a meeting of the Board at any time.

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17. Directors may determine the place of their meeting and the notice requirements.
18. The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.
19. The notice shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with, but otherwise may specify the purpose of the meeting and/or the business to be transacted.
20. All notices of meetings of directors shall include agendas identifying the matters to be considered at the meetings, but matters not included in those agendas may, with the consent of the directors, be added to the agendas and considered by the directors.
21. If a majority of the Board consent, they may participate in a meeting of directors or of a committee of directors by means of electronic communication that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed to be present at the meeting.
22. The President, or in their absence the Vice-President, shall call a Special Meeting of the Board at any time and place specified in a written demand by one-third of the members of the Board. The business to be transacted at such Special Meetings shall be stated in the notice thereof, and no other business may be considered at that meeting.
23. At any meeting of the Board, a quorum shall consist of a simple majority (50% + one) of those entitled to be present and vote. Directors who declare a conflict of interest shall nonetheless be counted in determining a quorum.
24. Only directors in attendance at any meeting of the Board of Directors may vote. In the case of a tie, the Chair shall cast the deciding vote. Proxies, or other methods of absentee voting, are not accepted at meetings of the Board.
25. Except where these By-laws state otherwise, all meetings of the Association shall follow Parliamentary Procedures as outlined in Roberts Rules of Order.

Vacancy

21. The office of director shall be automatically vacated:
 - 21.1. if the director resigns the office by delivering a written resignation to the President or Secretary of the Association;
 - 21.2. if the director becomes ineligible to serve as a Board member in accordance with section 126 of the Act;
 - 21.3. by ordinary resolution of the Members in accordance with section 130 of the Act; or on death of the director.

Part IX - NOMINATIONS and ELECTIONS

Nominating Committee:

1. The Board shall appoint an Active Member in good standing, or a Life Member, to chair the Nominating Committee. The Chair so appointed shall appoint two (2) Active Members in good standing and/or Life Members to the Committee by January 1st each year.
2. Members of the Nominating Committee are not eligible to stand for election.
3. The Secretary shall advise all Divisions by January 15th of the name and address of the Chairperson and members of the Nominating Committee and the forthcoming vacancies on the Board to be filled through the regular voting process.
4. Any Division may nominate a member for election to the Board in accordance with the respective Division Manual, and such nominations shall be signed by the nominee, thereby indicating their agreement to serve, and shall be forwarded to the Nominating Committee.

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5. Nominations shall be received up to 90 days before the anniversary of the previous Annual General Meeting. The list of nominees shall be listed in alphabetical order and circulated in the Notice of Annual General Meeting, and shall also be presented at the Annual General Meeting.

Part X - GENERAL MEETINGS

1. An Annual General Meeting shall be held at least once in every calendar year and not later than 6 months after the close of the Association’s fiscal year, and not later than fifteen (15) months after the holding of the preceding Annual General Meeting, at such time and place as designated by the Board.
2. The National Council shall meet prior to an Annual General Meeting to discuss matters of a strategic nature. The Board may call a Special Meeting of the National Council if requested by a majority of the National Council.
3. Notice of the time and place of a General Meeting of members shall be given to each member entitled to vote at the meeting by the following means:
 - 3.1. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
 - 3.2. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.
4. The Notice of Meeting given to each member entitled to vote at a Meeting shall contain the names of the directors nominated for election in alphabetical order, and shall provide the text of any resolutions to be voted on.
5. At a General Meeting, five percent (5%) of voting members present in person or represented by a method of absentee votes, as confirmed by the Secretary, shall constitute a quorum.
6. Participation at a General Meeting, other than what is required to submit an electronic ballot, shall not be by telephonic, electronic or other communication facility.

Election of Directors and other voting procedures:

7. Voting for directors by voting Members in attendance at a General Meeting shall be by ballot; all other resolutions may be by ballot or by show of hands, unless a member demands a secret ballot.
8. Voting for directors and all other resolutions by voting Members not in attendance at a General Meeting (absentee voting) shall be by electronic ballot, or by mailed-in ballot, in accordance with the Association Manual.
9. The Secretary shall instruct the AGM Host Committee to appoint from amongst voting members, a Credentials Committee and scrutineers, both in sufficient numbers, to respectively: verify the eligibility of voters prior to the first vote; and verify the votes cast; and consolidate the votes cast with those reported from absentee voting.
10. Members of the Credentials Committee and the scrutineers shall be neither directors nor candidates for election.
11. Voting at any General Meeting shall be by ordinary resolution except as provided elsewhere in the Act; and except for the election of directors, which shall be by plurality vote.
12. A voting Member at any General Meeting is entitled to one (1) vote on any issue, except the chair of the meeting, by whatever name, who shall not cast a vote except in case of a tie, and who may then cast the deciding vote.

Part XI - AUDITOR

1. An auditor shall be appointed each year at the Annual General Meeting of members, unless the Association qualifies for, and the members vote, not to have a review engagement or an audit.

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Part XII - CORPORATE FINANCE

1. The fiscal year of the Association commences on the first day of January in each year.
2. The Secretary and the Treasurer may receive an honourarium, fixed by the Board from time to time, as constituting reasonable remuneration for their duties. Directors shall not otherwise be remunerated for their duties as Board members, but directors may receive reasonable remuneration and expenses for any services to the Association that are performed in any other capacity.
3. A director, an employee or a member may receive indemnification for their expenses incurred on behalf of the corporation if the director, employee or member received approval in accordance with the Association’s Manual, or respective Division Manual, prior to incurring the expenses.

Part XIII - ANNUAL FINANCIAL STATEMENTS

1. The Association financial statements shall be made available to Members through electronic means and/or print means.

Part XIV - DIVISIONS

1. Members of the Association shall be formed into Divisions. A Member shall belong to only one Division. Divisions shall be granted a Charter by the Board with the powers to carry out local programs consistent with the mission, strategic direction and policies of the Association.
2. A Division is authorized to enter into contracts and other business transactions to a cumulative maximum of \$10,000 at any one time. Contracts and other business transactions of any sort exceeding a cumulative amount of \$10,000 shall receive prior written approval of the Board, and approval may be specific or general in nature.
3. Divisions shall conduct activities as granted in their Charter, the Constitution, and By-laws of the Association. Division Officers shall be responsible for their duties as set out in the Association Manual.
4. Divisions shall be guided by these By-laws for the nomination and election of Division executive members.
5. The formation of a new Division requires an application in writing to the Board signed by not less than 25 Active or Life Members and/or individuals who qualify for Active membership. The application shall comply with the requirements for new Division application set out in the Association Manual. Such application may be approved by the Board.
6. A Division, including a new Division has authority to draft its own Division Manual provided they are not contrary to the Act, the Regulations, the Articles, the By-laws or the Association’s Manual. A Division shall send its Division Manual and any amendments thereto, to the National Secretary for review and concurrence.
7. A Division may surrender its Charter on a vote supported by a special resolution of its members, cast in person or by proxy at a General or Special Meeting of the Division.
 - 7.1. Members of a Division that surrenders its Charter may apply to other Divisions for membership and shall continue to be members of the Association while the applications are being considered.
 - 7.2. Assets remaining after a Division votes to surrender its Charter shall be forwarded to the Board along with any remaining blank membership cards and certificates and shall provide notification of the vote taken at the last meeting of the Division.
 - 7.3. Receipts from disposal of assets and any monies received from the Division shall be deposited at the direction of the Board.
 - 7.4. The Board shall advise the other Divisions when the Board receives notification that a Division has surrendered its Charter.

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Part XV - ENACTMENT, AMENDMENTS, REPEALS AND CONFIRMATION OF BY- LAWS

1. The directors may, by ordinary resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Association, except in respect of matters referred to in subsection 197(1), and present it for approval at a General Meeting of members.
2. The voting members at the General Meeting may confirm; amend, and confirm as amended; or reject the resolution.
3. The By-law, amendment or repeal is effective only from the date it is accepted by the members.
4. A special resolution of the members is required to make any amendments to matters referred to in subsection 197(1) (Fundamental Changes) and elsewhere in the Act.
5. Should any By-law, or any part of a By-law, not be approved or be found defective, only that By-law or part of that By-law shall be severable from the remaining provisions and have no effect, such that the remaining provisions have effect.
6. The Board shall have the authority to make, amend or revoke policy and procedures in the Association's Manual and shall notify the Divisions in writing of the new, amended or revoked policy and procedures.