

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



Canadian Association of Retired Teachers

BY-LAWS

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BY-LAWS

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DEFINITIONS

In this document,

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

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 **AGM** 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.
- 4.06 **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.**
- 4.07 **A motion to request a Member to withdraw from ACER-CART must be circulated to the Members and Officers at least forty-five (45) days prior to the day of the vote.**
- 4.08 **A motion to request a Member to withdraw from ACER-CART must be approved by a majority of no less than three quarters (3/4) of eligible voting Members in attendance at an AGM.**

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 Members, Board of Directors, Officers of the Executive Committee or Committee members.
- 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 ANNUAL GENERAL MEETING AND BOARD MEETINGS

A- ANNUAL GENERAL MEETING

- 6.01 The AGM is the supreme authority of ACER-CART.
- 6.02 The AGM shall have the authority to consider any question relevant to ACER-CART and adopt any measure it deems appropriate.
- 6.03 The AGM shall
- a) receive the financial statements and the reports of the auditors;
 - b) appoint auditors to audit the accounts and annual financial statements for the report at the next AGM;
 - c) approve the budget for each fiscal year;
 - d) authorize expenditures on behalf of ACER-CART; and
 - e) approve changes to the By-laws.
- 6.04 The AGM shall be held at any place in Canada as the Board may determine.
- 6.05 The AGM shall be held on the first Friday of June and the following Saturday.
- 6.06 Forty-five (45) days written notice of any AGM shall be given by mail or **electronically** 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.
- 6.07 No error or omission in giving notice of any Members' meetings shall invalidate such meeting or make void any proceedings taken thereat.
- 6.08 A copy of the minutes of the AGM shall be available to the Members.

B- BOARD MEETINGS

The Executive may call meetings of the Board to deal with emerging issues. A two-thirds majority of Members is necessary to request a Board meeting. A specific agenda must be attached to the convocation.

- 6.09 Any **Board** meeting shall be held on such a day as the **Executive** shall determine.
- 6.10 Meetings of the Board may be held at any time and place to be determined by the Executive provided that seventy-two (72) **hours, electronic** notice 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.

C- QUORUM AND VOTING PROCEDURES

- 6.11 The quorum of any meeting shall be the majority of the Members and Executive with full voting rights.
- 6.12 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 Corporations Act or the present By-laws. Spoiled and/or abstentions shall not be counted in determining the outcome of such voting.
- 6.13 Each member of the Board shall have the right to exercise one vote. In the case of a tie vote, **the motion will be deemed lost for lack of a majority.**
- 6.14 Voting by proxy is not permitted.

BY-LAW 7–BOARD OF DIRECTORS

- 7.01 The Board shall be composed as follows:
- a) one (1) director from each Member with voting rights;
 - b) the President.
 - c) the Vice-President
 - d) three (3) Regional Representatives; and
 - e) 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 By-laws.
- 7.04 Each Member 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 director shall hold office until the Member organization names a successor and advises the Executive Director of ACER-CART.
- 7.07 The position of Director shall be automatically vacated:

- a) if the Board member or Director ceases to be a member of the Member that elected said board member or director;
- b) if a Member 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 his/her Member;
- d) if a Board member or Director is found by a court to be of unsound mind.

Duties of the Board

- 7.08 The Board **shall** 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.
- 7.09 The Board shall have the power to:
- a) adopt **Belief Statements**
 - b) elect members of the Executive;
 - c) establish the duties of the Executive;
 - d) approve any application from an organization for membership;
 - e) approve any notice of withdrawal of membership from a Member organization;
 - f) approve any request to remove an Officer from the Executive;
 - g) 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;
 - h) appoint an Executive Director; and
 - i) 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 Vice-President,
 - c) the Regional Representatives, and
 - d) the Immediate Past President or his/her replacement.
- 8.02 The Executive Director shall act as an advisor to the **Executive** without voting rights.
- 8.03 The officers shall hold office for one year from the date of the election.
- 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 **Executive meetings shall be held by electronic means or other communications facility that permits all participants to communicate adequately with each other**

during the meeting. In-person meetings may be held if deemed necessary by the Executive.

- 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, the Bylaws, and the Constitution.

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 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 Immediate Past President shall
 - a) Act in an advisory capacity to the President.
 - b) Perform such duties and exercise such powers as may be delegated by the President, the Board or the AGM: and
 - c) Chair Committees as stated in the Constitution.
- 9.05 The Executive Director shall:
 - a) Act in an advisory capacity to the Board, the AGM, the Executive Committee and the President.
 - b) Perform such duties and exercise such powers as may be delegated by the Board, the AGM, the Executive Committee or the President.
 - c) Administer and disburse the funds of ACER-CART as directed by the Board or the AGM; and
 - d) Represent ACER-CART on matters of established policy.

BY-LAW 10–COMMITTEES

It is the duty of the Board to establish or terminate Standing Committees of ACER-CART.

BY-LAW 11–AMENDMENTS OF BY-LAWS

- 11.01 By-laws can be amended only by the Annual General Meeting.
- 11.02 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.
- 11.03 Motions to amend the By-laws must be circulated to the members up to **forty-five (45)** 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.
- 11.04 Motions to amend the By-laws which do not comply with the minimum notice specified in 11.03 above, may be approved by a majority of eligible voting members attending the AGM and require no less than a ninety percent (90%) majority.