



Association canadienne des enseignantes et des enseignants retraités
Canadian Association of Retired Teachers

LEGISLATION COMMITTEE 2023 AGM

MEMBERS: Bill Berryman, Chair
Roger Regimbal, Executive Director

THE TERMS OF REFERENCE:

The Legislation Committee shall:

- a) Make recommendations to the Executive Committee for changes in the By-Laws, Constitution, Belief Statements and Protocols
- b) Become familiar with legislation which may have an impact on the status of retired teachers
- c) Review AGM resolutions received
- d) Advise the Chair of the interpretation of Bourinot's Rules of Order

RECOMMENDED CHANGES TO THE ACER-CART CONSTITUTION

For those members who attended the ACER-CART 2022 AGM you will recall, there were some changes/updates to the ACER-CART By-Laws.

The Legislation Committee therefore reviewed the ACER-CART Constitution in anticipation that there could be inconsistencies in the language of certain articles due to the approved revisions of the ACER-CART By-Laws.

As a refresher, at the June 3, 2022, AGM, the following articles in the By-Laws were **deleted in whole, or in part**. I bring to your attention the following:

6.05 *The AGM shall be held on the first Friday of June ~~[and the following Saturday]~~*

7.09 *The Board shall have the power to:*

- i) *take such steps deemed requisite to enable ACER-CART to acquire, accept, solicit, and receive legacies, gifts, grants, settlements, requests, endowments, and donation of any kind whatsoever for the purpose of furthering the objectives of ACER-CART (~~delete all~~)*

9.02 *The Vice-President shall:*

- a) *Perform such duties and exercise such power as may be delegated by the President ~~[or by the Board or the AGM]~~*

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]~~*

9.04 *The immediate Past-President shall:*

- b) *Perform such duties and exercise such powers as may be delegated by the President*
~~*[the Board or the AGM]*~~

9.05 *The Executive Director shall:*

- b) *Perform such duties and exercise such powers as may be delegated by* ~~*[the Board, the AGM]*~~ *the Executive Committee or the President.*

11.02 *By-Laws of ACER-CART not embodied in the letters patent may be repealed and amended by the new by-Law and shall not be acted upon until the approval of the Minister of Industry Canada has been obtained. (delete all)*

The Legislation Committee therefore proposes the following recommendations to the 2023 AGM to make the language consistent between the Constitution and the By-Laws.

ACER-CART Constitution

RECOMMENDATION 1

1. Definitions

By-Laws shall mean the standing rules governing the membership of ACER-CART as determined by the By-Laws approved by the Minister of Industry Canada.

Note

The Minister of Industry Canada no longer approves By-laws. We must only file them when we make substantive changes.

Motion 1

Moved that “as determined by the By-Laws as approved by the Minister of Industry Canada”. be deleted so as to read:

By-Laws shall mean the standing rules governing the membership of ACER-CART

Moved by: _____

Seconded by: _____

RECOMMENDATION 2

Article 7: Annual General Meeting (AGM) and Meetings of the Board

4. *The Annual General Meeting, hereafter called the AGM, shall normally be held in Ottawa on the first Friday in June..*

Motion 2

Moved that in Article 7.4, that the first Thursday is added so as to read:

The Annual General Meeting, hereafter called the AGM, shall normally be held in Ottawa on the first Thursday in June and the following Friday.

RECOMMENDATION 3

Article 11: Finances

1. ACER-CART Finances all its activities from:
 - c) *Acquired gifts, legacies, settlements, bequests, endowments, and donations of any kind [By-Law 7.09(i)]*

Motion 3

That 11.1.c be deleted and substituted so as to read:

1. *ACER-CART finances all its activities from:*
 - a) *Fees received from the Members*
 - b) *Money given by sponsors approved by the Board*
 - c) ***Grants provided by Members***
 - d) ***In-kind donations from Members and partner organizations***
 - e) *Grants obtained for projects approved by the Board*

Moved by: _____ Seconded by: _____

RECOMMENDATION 4

Article 15: Duties of Officers and the Executive Director

15.02 The Vice-President shall:

- a) *Perform such duties and exercise such powers as may be delegated by the President, the Board, or the AGM.*

15.03 The Immediate Past-President shall

- b) *Perform such duties and exercise such powers as may be delegated by the President, the Board or the AGM.*

15.04 The Regional Representative shall:

10. *Perform such duties and exercise such powers as may be delegated by the President, the Board or the AGM.*

15.05 The Executive Director shall:

- b) *Perform such duties and exercise such powers as may be delegated by the Board, the AGM, the Executive Committee or the President*

Motion 4

That the wording "by the Board or the AGM" be deleted in section 15.02(b), 15.03(b), 15.04.10 and 15.05. (b)

Recommendation 5

That 15.02(b), 15.03(b), 15.04(10), 15.05(b). be deleted and substituted so as to read:

15.02 The Vice-President shall:

- a) *Act in an advisory to the President*
- b) *Perform the duties of the President in his or her absence or at his or her request, or if the President is unable or unwilling to carry out his or her duties, until such time as the next President has been elected*
- c) *Perform such duties and exercise such powers as may be designated by the President*

15.03 The 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*
- c) *Chair the Nominations and Elections Committee*
- d) *Chair the Legislation Committee*

15.04 The Regional Representative shall:

1. *Participate in meetings including:*
 - a) *Regular executive meeting*
 - b) *The Pre-AGM Executive meeting*
 - c) *The Annual General Meeting of ACER-CART*
 - d) *The Pre-and Post-AGM Executive meeting*
 - e) *Regular Executive meetings*
2. *Chair a standing committee of ACER-CART, to undertake any action resulting from resolutions adopted at the AGM and assigned to the committee as its responsibilities and to report on its activities at the subsequent ACER-CART annual meeting*
3. *Report to Directors in their region on ACER-CART Executive decisions and action taken, and on current issues of national importance*
4. *Report to the ACER-CART President and/or Executive on issues affecting Members*
5. *Assist with communication among the Directors in his or her region*
6. *Respond, with the approval of the President, to a request for attendance at the event/meeting of a Member in order to become aware of an Association's issues and to bring information about ACER-CART to an Association and its delegates*
7. *Monitor the utilization of the ACER-CART operating budget and Reserve Fund*
8. *Assist with the development of Executive resolutions for policy or action that will be taken to the AGM for consideration*
9. *Act in an advisory capacity to the President*
10. *Perform such duties and exercise such powers as may be delegated by the President*

15.05 The Executive Director shall:

1. *Act in an advisory capacity to the Board, the AGM, the Executive Committee and the President*
2. *Advise and assist in preparing the financial statements*
3. *Administer and disburse the funds of ACER-CART as directed by the Board or the AGM*
4. *Present to the President, the Executive Committee, the AGM, and the Board at the regular meeting of the Board or AGM (or whenever they may require it), an accounting of all transactions and a statement of financial position of ACER-CART*
5. *Be a signing officer in accordance with Article 11–Finances, Section 11.08*

6. *Be the secretary for ACER-CART by, keeping the records of the organization, formatting correspondences, sending invitations, and any other such duties*
7. *Be a standing member of the Communications, Legislation and Nominations and Elections Committees.*
8. *Perform such duties and exercise such powers as may be delegated by the Executive Committee or the President*

Moved by: _____ Seconded: _____

Motion 5

That Numbering and grammatical correction be made when updating the document.

Moved by: _____ Seconded: _____

BYLAWS

Motion 9

That Bylaw 6.02 be amended by substitution.

6.02 The AGM shall be held on the first Thursday of June and the following Friday.

Moved by: _____ Seconded: _____

ANNUAL GENERAL MEETING 2023 RESPONSE TO RESOLUTION M-4 FROM THE 2022 AGM

At the June 3, 2022, AGM the following resolution was defeated by the delegates in attendance:

That beginning at the Annual General Meeting of ACER-CART in June 2024, the election of members to the Executive be for a two (2) year term. At the end of that term, they may re-offer for a second term in the same position. No member can serve more than two (2) consecutive terms.

Resolution M4-2022-RTO-NSTU was defeated and referred to the Board for further discussion and clarification.

BACKGROUND INFORMATION

The ACER-CART Constitution and the By-Laws have specific language on Executive members term of office.

The ACER-CART Constitution states the following:

Article 10: Elections

1. *Election Guidelines*

- a) *The Officers shall be elected annually, by secret ballot, at the Annual General Meeting (AGM)*
- b) *Each officer shall hold office until the adjournment of the next AGM*

The ACER-CART By-Laws state the following:

By-Law 8: Executive Committee

8.03 *The Officers shall hold office for one year from the date of the election*

The Legislation Committee conducted research on the issue and a report was prepared for the January 23, 2023, Executive meeting in Toronto.

The Committee could not find specific references to one-year term versus two-year term for officers in non-profit organizations. There was information on advantages and disadvantages to fixed terms of office and we provide the following for discussion purposes.

ADVANTAGES

1. Share the opportunity—one of the organization's goals should be to continually involve more and more new members in the organization, get them to know what we do, turn them into advocates and increase the organization's base of support.
2. Build leadership—help members develop leadership skills and raise awareness of/and provide opportunities to change and improve the group dynamics.
3. Introduce fresh perspectives—introduce new ideas in the organization's decision-making process and provide new skill sets to reflect the organization's changing needs.
4. Increase the opportunities—new members provide more contacts, new relationships, new connections, and new opportunities
5. Provide a respectful and efficient mechanism for the exit of passive, ineffective Executive members.

DISADVANTAGES

1. Potential loss of institutional, organizational memory as well as expertise or insights that have benefited the organization over time.
2. By having two-year mandates and limiting the number of mandates to two, there would be times it would seriously limit the number of members to access the presidency.
3. Need for additional time and resources to build the cohesiveness of the Executive.
4. Potential loss of in-depth knowledge on national issues and understanding of history and context of the organization.
5. The need for the Nominations and Elections Committee to continually spend time on the identification, recruitment and orientation of new Executive members.
6. Potential loss of fervent supporters of the organization and its mission.

After much debate the Executive is recommending that the status quo continues as the organization continues to provide qualified supporters/leaders elected annually at the Annual General Meeting. Many candidates have attended the AGMs as Observers and/or Directors and have gained valuable background knowledge of the organization. Further knowledge is obtained when members serve on one of the four ACER-CART Standing Committees and possibly as one of the three regional representatives on the Executive. For members wishing to continue serving the organization, the positions of Vice-President and President are further options.

RECOMMENDATION 5

The ACER-CART Executive Committee recommends that no further action be taken on resolution 2022-M-4.

Thank you for your support.

Respectfully submitted by:

Bill Berryman, Chair Legislation Committee

Roger Regimbal, Committee Member