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

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**Canadian Association of Retired Teachers**

###### **Constitution**

**June 2023**

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**DEFINITIONS**

In this document,

***Act*** “act” shall mean the Canada Corporations Act

***Board*** “Board” shall mean the Directors and the Executive of ACER-CART

Director “Director” shall mean a spokesperson named by the Member to represent

 them on the ACER-CART Board.

***By-laws*** *“By-laws”* shall mean the standing rules governing the membership of ACER-CART as determined in the by-laws approved by the Minister of Industry Canada.

***Constitution*** *“Constitution”* shall mean the basic structure and system of fundamental principles according to which ACER-CART is governed

***Executive*** “*executive committee*” shall

***Committee*** mean the elected officers of

 ACER-CART

***Member*** *“Member”* shall mean one of the provincial or territorial associations of retired teachers recognized as Members of ACER-CART

***Observer*** *“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

***Officer*** *“Officer”’* shall mean a member elected at the Annual General Meeting (AGM) for a term of office on ACER-CART’s Executive.

***Belief Statement*** *“Belief Statement”* shall mean the fundamental beliefs that must guide the actions of ACER-CART with respect to its role, philosophy and objectives.

**Procedures** *“procedures”* shall mean details that are necessary to carry out the provisions of the Belief Statements

***Regional*** “regional representative” shall mean a person elected at the Annual

***Representative*** General Meeting (AGM) to represent a geographic area within Canada

**ARTICLE 1 OFFICIAL LANGUAGES**

1. The official languages of ACER-CART shall be English and French.
2. Every Member may participate in ACER-CART’s activities and request services from ACER-CART in the official language of its choice.
3. The following documents are to be produced in both official languages:
4. Communications with Members.
5. The ACER-CART Website.
6. Notices, agendas, and minutes of meetings of the Board or the Annual General Meeting.
7. Reports of the Executive and Committees chairs for meetings of the Board or the Annual General Meeting.
8. ACER-CART By-Laws, Belief Statements, Constitution, Protocols.
9. Official ACER-CART position papers and reports.

**ARTICLE 2 OBJECTIVES**

1. The objectives of ACER-CART are to:
2. Facilitate and promote liaison and mutual assistance among its Members.
3. Promote the interests of its Members.
4. Develop strategies for joint action on matters of common concern to Members.
5. Cooperate with other organizations on matters of common concern.
6. Promote and support public education.

ARTICLE 3 AGENDA AND PARLIAMENTARY AUTHORITY

1. The agenda of all meetings of ACER-CART shall be the responsibility of the President, in consultation with the Executive.
2. All meetings of ACER-CART shall be governed by Bourinot’s Rules of Order.

ARTICLE 4 MEMBERS

1. The Members of ACER-CART are:
2. Alberta Retired Teachers Association (ARTA)
3. British Columbia Retired Teachers’ Association (BCRTA)
4. New Brunswick Society of Retired Teachers (NBSRT)
5. Prince Edward Island Retired Teachers Association (PEIRTA)
6. Quebec Association of Retired Teachers (QART)
7. Quebec Provincial Association of Retired School Educators (QPARSE)
8. Retired Teachers’ Association of Newfoundland and Labrador (RTANL)
9. Retired Teachers’ Association of Manitoba (RTAM)
10. Retired Teachers Organization of the Nova Scotia Teachers Union (RTO-NSTU)
11. Société des enseignantes et enseignants retraités francophones du Nouveau-Brunswick (SERFNB)
12. Superannuated Teachers of Saskatchewan (STS)

**ARTICLE 5 ROLES AND RESPONSIBILITIES OF MEMBERS**

1. The roles and responsibilities of the Members are to:
2. Support the objectives of ACER-CART.
3. Commit to actively participate in the activities of ACER-CART.
4. Support the decisions adopted by the Board and the AGM.
5. Participate in the governance of ACER-CART.

**ARTICLE 6 REPRESENTATION ON THE BOARD OF DIRECTORS**

1. The naming of a director to represent a Member is the sole responsibility of the Member.
2. The position of a Director shall be automatically vacated if said Director loses the confidence of the Member.
3. A retiring Officer shall remain in office until the dissolution or adjournment of the meeting at which his/her retirement is accepted and his/her Member names a replacement.
4. The Executive Director shall be
5. Appointed by the Board.
6. A non-voting member of the Board and of the Executive.
7. An advisor to the Board and Executive.

**ARTICLE 7 ANNUAL GENERAL MEETING (AGM) AND MEETINGS OF THE BOARD**

1. The Directors at the AGM are the authority of ACER-CART.
2. The Board will hold at least one meeting per fiscal year.
3. The Executive may call special Board meetings to deal with emerging issues.
4. The Annual General Meeting, hereafter called the AGM, shall normally be held in Ottawa on the first Friday of June.
5. **Special Circumstances for the AGM**
6. The Annual General Meeting (AGM) or Special Members Meeting will normally be in person, but where special circumstances arise and it is deemed necessary by the Executive, may be held entirely by means of a telephone, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting.
7. If the AGM is held by one of these communication facilities, the following procedures will apply and have precedence over the existing Bylaws, Constitution and Protocols:
8. The meeting will normally be held on the first Friday of June. Where all issues cannot be dealt with in one session, the AGM may be extended to the Saturday following the Friday session.
9. Timed items will be set by the Executive respecting the time allocated for the AGM.
10. Procedures for AGM elections are as follows:
	1. Call for nominations will end two weeks prior to the AGM.
	2. All nomination forms must be sent to the Chair of the Nominations and Elections Committee prior to the deadline.
	3. There will be no nominations from the floor.
	4. Candidates will have three minutes to address the assembly.
	5. Voting will be held electronically by secret ballot.
11. **At the AGM, the Board shall receive**
12. **Reports of the activities since the previous AGM from**
	* 1. The Executive.
		2. Standing Committees.
		3. Members.
13. **Financial Reports**
14. A review of the financial statements.
15. The annual financial statements.
16. The current year’s financial statements.
17. It will approve the next fiscal year’s budget.
18. Approve any changes to the fees to be paid by Members.
19. **Corporate Documents**
20. It will adopt, review, or amend changes to the By-Laws, Constitution, and Belief Statements.
21. A copy of the minutes of the Board shall be available to members of the Executive and the Board.

ARTICLE 8 EXECUTIVE COMMITTEE

1. **The Executive Committee shall be composed as follows**:
2. The President.
3. The Vice-President.
4. The Immediate Past President (or replacement).
5. The Regional Representatives:
6. East (Newfoundland and Labrador, Prince Edward Island, New Brunswick,

Nova Scotia and Quebec).

1. Ontario.
2. West (Manitoba, Saskatchewan, Alberta, British Columbia and Yukon).
3. The Executive Director who acts as advisor without voting rights.
4. **The Executive shall**
5. Carry out the activities of ACER-CART.
6. Perform the duties assigned by the AGM and the Board and follow up on the decisions made by the AGM and the Board.
7. Keep the Board informed of the Executive Committee’s activities and decisions.
8. Consult the Board on questions of general interest.
9. Coordinate the activities of Standing Committees.
10. Administer and monitor the budget as approved by the AGM.
11. Review the financial statements and prepare background information on all aspects of the budget before their presentation to the Board.
12. Liaise with organizations with similar objectives and interests.
13. Appoint the Chairs of Standing Committees and the representatives to outside organizations.
14. Ratify the appointment of committee members recommended by the Chairs of committees.
15. Approve any notice of withdrawal or resignation of an Officer as Chair of a Standing Committee and any request to remove an Officer as Chair of a Standing Committee.
16. Replace members appointed to a Standing Committee at the request of the Chair of that Committee.

**ARTICLE 9–COMMITTEES**

1. **The Board or AGM may**
2. Establish Standing Committees and/or ad hoc Committees.
3. Ratify their Terms of Reference.
4. **The Executive may**
5. Establish ad hoc committees.
6. Appoint their Chairs.
7. Ratify their terms of reference.
8. **Committees shall**
9. Receive and act on proposals and referrals from the AGM, the Board and/or the Executive Committee.
10. Report to the Board, AGM and the Executive Committee with recommendations.
11. Present an annual Committee Report to the Executive Committee, the Board, and the AGM.

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1. **The Standing Committees of ACER-CART are**
2. Communications Committee.
3. Health Services Committee.
4. Legislation Committee.
5. Nominations and Elections Committee.
6. Pension and Retirement Income Committee.
7. Political Advocacy Committee

**ARTICLE 10 ELECTIONS**

1. **ELECTION GUIDELINES**
2. The Officers shall be elected annually, by secret ballot, at the Annual General Meeting (AGM).
3. If at the time of balloting for a particular office, there is a sole nominee for that office, that person shall be declared elected.
4. If at the time of balloting for multiple representation, the number of nominees is equal to or fewer than the number of positions available, those nominees shall be declared elected.
5. The following persons are eligible for election as Officers:
6. The representatives named or elected by the Members as Directors or observers.
7. The Officers present or who have indicated in writing, their intention to stand for a particular office.
8. Any retired teacher member of a provincial/territorial association of retired teachers who have been nominated by the member’s Association.
9. Each Officer shall hold office until the adjournment of the next AGM.
10. If the Past President is unable or unwilling to complete his/her mandate, the Officers shall appoint another Officer.
11. If an Officer is unable or unwilling to complete his/her term, the remaining Officers shall appoint another regional representative of that region, from nominations received from a Member of that region.
12. Every effort will be made to ensure that the Executive has representatives from Members of both official languages.
13. **NOMINATING PROCEDURES**
14. At least three months prior to the AGM, the Chair of the Nominations and Elections Committee invites Members to submit the name of candidates for offices on the Executive.
15. Nominations for offices on the Executive are prepared on the nominating form and presented to the Chair of the Nominations and Elections Committee no later than one month before the AGM.
16. At the request of the presiding officer of the AGM, the Chair of the Nominations and Elections Committee shall present a report on the nominations received.
17. The Chair of the Nominations and Elections Committee asks for nominations from the floor, except in circumstances where the AGM is held virtually.
18. **ELECTION PROCEDURES**
19. The order in which elections are held is as follows:
20. Office of President.
21. Office of Vice-President.
22. Offices of Regional Representatives.
23. The Chair of the Nominations and Elections Committee will allow each candidate three (3) minutes to address the assembly.
24. A candidate must obtain a majority of valid votes cast to be declared elected.
25. If a majority vote is not reached, the name of the candidate with the least number of votes and of all candidates with fewer than three (3) votes will be removed from the ballot before proceeding to the next round of voting.
26. A candidate, unsuccessful in his/her election to the Office of President, or Vice-President may elect to let his/her name stand for a subsequent election for the Office of Vice-President or Regional Representative.
27. Members of the Nominations and Elections Committee shall collect and count ballots and then report to the presiding officer of the AGM.
28. Each candidate shall be allowed to name a scrutineer to observe the counting of ballots.
29. Ballots cast at the AGM will be destroyed at the conclusion of elections unless there is a motion to the contrary.

**ARTICLE 11 FINANCES**

1. *ACER-CART finances all its activities from:*
	1. *Fees received from the Members*
	2. *Money given by sponsors approved by the Board*
	3. *Grants provided by Members*
	4. *In-kind donations from Members and partner organizations*
	5. *Grants obtained for projects approved by the Board*
2. Members shall pay an annual fee as established by the Annual General Meeting based on the Members’ total membership as of September 30 of each year.
3. A motion to change the fee will require a 2/3 majority vote of the Members at an AGM.
4. ACER-CART shall be responsible for the payment of expenses of persons acting for or on behalf of ACER-CART in accordance with Article 12.01.
5. The fiscal year of ACER-CART shall commence on August 1 and shall terminate at the close of business on July 31 each year.
6. All operating funds shall be deposited in the name of ACER-CART in a financial institution approved by the Executive.
7. Cheques and other documents shall be signed on behalf of ACER-CART in accordance with the provisions of the By-Laws, Constitution, Belief Statements and Protocols.
8. The signing officers of ACER-CART shall be any two of the following:
	1. Either the President or the Vice-President.
	2. The Executive Director.
	3. An Accounts Manager appointed by the Board.
9. With the exception of expenses related to meals and kilometrage, a request of reimbursement by ACER-CART of expenses incurred by members on official ACER-CART business must be supported by a receipt.
10. Expenses may be claimed by Officers on official ACER-CART business. Expenses related to attendance at meetings of Members and at meetings of the Board or AGM can be claimed only by Officers of the Executive and ACER-CART members who have received the mandate to act as an official representative of ACER-CART to another organization.
11. Officers shall serve without remuneration. No Officer shall directly or indirectly receive any profit from his/her position as such. An Officer may be paid reasonable expenses incurred

in the performance of his/her duties.

1. Should a Member fail to contribute the membership fee as set by ACER-CART,

 it shall forego its right to vote.

**ARTICLE 12 TRAVEL EXPENSES**

12.01 Members of the Executive shall consider the most economical mode of travel and may claim reimbursement in accordance with the ACER-CART policy for:

a) Economy class while travelling by train, air, or bus.

b) Taxi, limousine or car rental expenses.

c) Travel while using their personal automobile at an established rate per kilometre plus parking fees.

d) Single occupancy rates for accommodation.

e) Meals.

12.02 Individuals must complete the expense reimbursement form and submit the form along with all receipts within thirty (30) days of the activity for which reimbursement of expenses is claimed.

**Article 13 RESERVE FUND**

1. The purpose of the Reserve Fund is to meet significant expenditures which were not foreseen at the time the annual budget was approved.
2. The management and investment of the Reserve Fund shall be under the jurisdiction of the Executive.
3. Expenditures from the Reserve Fund may be authorized either by a 2/3 majority of the Officers of the Executive Committee or by a majority of the Directors present at the Annual General Meeting.
4. Contributions to the Reserve Fund shall be at the discretion of the Executive of ACER-CART.
5. The Reserve Fund shall not exceed twice the amount of the current year’s budget.
6. The Reserve Fund shall be not less than fifty percent (50%) of the current operating budget.
7. Investment of Reserve Fund money shall adhere to the Terms of Reference of the Reserve Fund.
8. An annual financial report of the Reserve Fund activities shall be presented to the Annual General Meeting.

**Article 14 RESERVE FUND INVESTMENT**

**1. Purpose**

1. To invest surplus funds and any special funds of the Association subject to the approval of the Executive Committee and review by the Members.
2. To earn an annual rate of return that reflects the annual rate of increase in the Canadian Consumer Price Index.
3. To protect the capital of the reserve fund of ACER-CART.

**2. Investments**

1. Investments shall adhere to the Terms of Reference of the Reserve Fund.
2. Money shall be invested through an accredited financial institution.
3. Investments shall take the form of Guaranteed Investment Certificates, Canada Savings Bonds, provincial bonds, and term deposits.

**ARTICLE 15 DUTIES OF OFFICERS AND THE EXECUTIVE DIRECTOR**

**15.01 THE PRESIDENT shall**

1. Prepare an agenda for meetings of the Members, the Board, the AGM and the Executive.
2. Serve as an ex officio member of every Committee,
3. Call meetings of the Executive Committee, Board, and the AGM,
4. Present periodic reports to the Board of the Executive Committee’s activities and decisions.
5. Be responsible for all official correspondence of ACER-CART.
6. Carry out any specific duties assigned by the Board or the AGM.
7. Fulfill all other duties normally performed by a President.

**15.02 THE VICE-PRESIDENT shall**

1. Act in an advisory capacity to the President.
2. 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**

1. Act in an advisory capacity to the President.
2. Perform such duties and exercise such powers as may be delegated by the President, the Board or the AGM.
3. Chair the Nominations and Elections Committee.
4. Chair the Legislation Committee.

15.04 THE REGIONAL REPRESENTATIVE shall

1. Participate in meetings including.
	1. The Pre-AGM Executive meeting.
	2. The Annual General Meeting of ACER-CART.
	3. The post-AGM Executive meeting.
	4. 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 within a region.
6. Respond, with the approval of the President, to a request for attendance at the annual/biannual 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, the Board or the AGM.

15.05 THE EXECUTIVE DIRECTOR shall

1. Act in an advisory capacity to the Board, the AGM, the Executive Committee and the President.
2. Perform such duties and exercise such powers as may be delegated by the President, the AGM, the Executive Committee or the Board.
3. Advise and assist in preparing the financial statements.
4. Administer and disburse the funds of ACER-CART as directed by the Board or the AGM.
5. 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 the financial position of ACER-CART.
6. Be a signing officer in accordance with Article 11–Finances, Section 11.08.

**ARTICLE 16 PERFORMANCE APPRAISAL OF THE EXECUTIVE DIRECTOR**

1. A performance appraisal of the Executive Director shall be conducted by the President with input from the Executive and the Executive Director, within two years of the last evaluation.
2. The performance appraisal shall be conducted using the document “Responsibilities of the ACER-CART Executive Director” as a guideline.

**ARTICLE 17 TRADEMARK PROTECTION**

1. The ACER-CART logo is a trademark of l’Association canadienne des enseignantes et des enseignants retraités/Canadian Association of Retired Teachers.
2. The ACER-CART logo symbolises l’Association canadienne des enseignantes et des enseignants retraités/Canadian Association of Retired Teachers and its objectives. Its use is restricted to those purposes deemed appropriate by the Association canadienne des enseignantes et des enseignants retraités/Canadian Association of Retired Teachers, as determined in this Constitution.
3. Any individual, group, agency or business wishing to reproduce the ACER-CART logo in any form, including electronic reproduction and/or distribution and/or display, whether for commercial reasons or otherwise, must first obtain permission to do so. Such permission will normally be sought through the ACER-CART Executive Director in consultation with the Communications Committee Chair.
4. Use of the ACER-CART logo is authorized for printed, electronic, or other forms as deemed appropriate in relation to all manners of communication and distribution which is initiated by the Executive and/or Board of ACER-CART, its Communications Committee, or staff persons as a normal part of their duty. This may also include the production of promotional materials subject to the authorization the Communications Committee.
5. ACER-CART Members may use the logo in combination with their provincial name or their own logo on official documents, and other items of business. Should a Member wish to use the logo on promotional or complimentary items such as gifts, the Member shall contact the Executive Director of ACER-CART who will consult with the Chair of the Communications Committee, to indicate its interest in producing such items.
6. The organizers of any ACER-CART sponsored activities who wish to incorporate the ACER-CART logo into printed materials or promotional items should first contact the Executive Director of ACER-CART. Use of the logo in these circumstances would normally include reference to the activity.

**ARTICLE 18 DISSOLUTION OF ACER-CART**

In the event that the ACER-CART is to be dissolved, the following procedures shall be followed:

1. A Notice of Motion, at the preceding Annual General Meeting, shall be given that a motion will be introduced to dissolve ACER-CART at the next Annual General Meeting and the date of its termination specified.
2. After the motion to dissolve has been introduced and seconded, arguments for and against the termination shall be fully debated.
3. A motion to terminate the association requires the support of not less than two thirds of those present and qualified to vote. The Chair shall inform the members of this requirement prior to the vote.
4. Should the motion to terminate pass, at the same meeting, a motion must then be passed giving to the Executive, or a special committee appointed for the purpose, the authority to put the termination resolution into effect. This entails disposing of any assets, physical goods (ledgers and other books, formal records, etc.) or of money. Provision will be made for the safekeeping of records. The Members will approve a procedure for the disposal of whatever funds and assets there are after all bills have been paid.
5. Should complications arise in the winding-up process, legal advice and assistance will be sought. Winding up of ACER-CART will comply with statutory procedures for an incorporated body.

**ARTICLE 19 AMENDMENTS TO THE CONSTITUTION**

1. Motions to amend the Constitution 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.
2. Motions to amend the Constitution which do not comply with the minimum notice specified in 19.01 above, may be approved by a majority of eligible voting Members attending the AGM and require no less than ninety percent (90%) majority.