



National Association
of Federal Retirees Association nationale
des retraités fédéraux
KINGSTON & DISTRICT

NATIONAL ASSOCIATION of FEDERAL RETIREES

Kingston Branch ON38

Branch By-laws
Approved April 5, 2022

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Contents

PART I – Definitions and Interpretation	3
PART II – The Branch	4
PART III - Membership.....	4
PART IV – Membership Fees.....	5
PART V – Branch Board.....	5
PART VI - Nominations and Elections	7
PART VII – Committees.....	8
Part VIII – Branch Meetings.....	8
PART IX – Financial Administration	11
PART X - Amendments to Branch By-laws.....	12
PART XI - Dissolution of the Branch.....	13

BYLAWS
NATIONAL ASSOCIATION OF FEDERAL RETIREES
KINGSTON & DISTRICT BRANCH

PART I – Definitions and Interpretation

“Act” means the Canada Not-for-profit Corporations Act.

“Association” means the National Association of Federal Retirees.

“Board” means the Board of Directors of the Association and, for further certainty, does not include the board of directors of a Branch.

“Branch Annual Meeting of Members” (BAMM) means the annual meeting of the Branch Members at which, in addition to any other business that may be transacted, the items listed in these by-laws shall be presented to the Electors (i.e. Branch Members).

“Branch board” means the group of volunteers elected by the members of the Branch to conduct and manage the business of the Branch.

“Articles” means the Association’s Articles of Continuance filed with Corporations Canada pursuant to the Act, and as may be amended from time to time.

“Branch President” means a Member of the board of the Branch who has been selected by that Branch to serve as President. Branch Presidents are the Class B members within the meaning of the Articles.

“by-Laws” means the Branch by-laws separate but compliant under the By-laws of the Association as amended and which are, from time to time, in force and effect.

“Directors” means the members of the Board of the Association and for further certainty, does not include members of the executive of the Branch or directors on the board of the Branch. Directors are the Class C members within the meaning of the Articles.

“directors” means members on the board of the Branch.

“Electors” means the Branch Presidents and the Directors.

“Fundamental” means a proposal that requires a full membership vote under the Canada Not-for-Profit Corporations Act.

“Individual Members” are the Class A members with the meaning of the Articles.

PART II – The Branch

- 2.1 The Branch is an entity and agent of the National Association of Federal Retirees (“the Association”), established by the Charter issued by the Board, on December 7, 1982.
- 2.2 The Branch is subject to the Association’s National By-laws.
- 2.3 As an agent of the Association, the Branch provides services to the members and carries out local programs consistent with the purpose, strategic direction and policies of the Association.

2.3.1 Core Functions

The core services of the Branch are:

- a) Advocacy, at the local level, in support of national initiatives to:
 - i) Advocate measures to protect and promote the pensions, benefits and general welfare of members and potential members;
 - ii) Oppose measures detrimental to the interests of members and potential members;
- b) Information sharing;
- c) Membership recruitment and engagement;
- d) Member support – Connecting individual members and their families with the information they need to access their pensions and benefits;
- e) Volunteer support and development;
- f) Financial management – Responsible management of Branch finances and programs; and,
- g) Governance – Sound governance in accordance with applicable laws, by-laws and policies.

2.4 Not for profit

The Branch shall carry out its operations without financial benefit to its members. Any profit or other financial gain accruing to the Branch shall be used to promote the objectives of the Association.

PART III - Membership

3.1 Eligibility

A person eligible for membership in the Association is eligible for membership in the Branch.

Kingston and District Branch (ON38) By-Laws

3.2 **Termination**

A person's membership in the Branch terminates automatically upon termination of membership in the Association.

3.3 **Allocation**

New members who reside within the administrative area of the Branch shall be allocated to the Branch unless they specifically request allocation to another Branch.

3.3.1 Members may request re-allocation to another Branch at any time.

3.3.2 In the event of the dissolution of the Branch, members shall be re-allocated by the Board to adjacent Branches.

3.4 **Code of Conduct**

All members shall abide by the Association's Code of Conduct and, if found to be in contravention of the Code, may be subject to discipline in accordance with the Association's By-laws and Regulations.

PART IV – Membership Fees

4.1 Membership fees are set by the Association.

PART V – Branch Board

5.1 Branch directors must be valid members of the Association. If membership lapses or is terminated by either the member or the Association, the director immediately ceases to hold office.

5.1.1 **Composition**

The Branch board shall be comprised of an executive (President, Vice-President and Treasurer) and seven to nine directors at large. The Branch board is elected by the Members.

5.1.2 Subsequent changes to the number of directors may be made in accordance with the provisions for any other amendment to these By-laws set out in Part X.

5.2 **President**

The President, as chair, shall call and chair Branch board meetings and Branch General Meetings.

Kingston and District Branch (ON38) By-Laws

- 5.2.1 The President shall serve as the chief spokesperson of the Branch and at national Meetings of Members.
- 5.2.2 The President shall have such other duties and powers as the Branch board may specify.
- 5.3 **Vice-President**
- The Vice-President shall assume the duties of President in the event of the President's absence, disability, or refusal to act. The Vice-President shall have such other duties and powers as the Branch board may specify.
- 5.4 **Treasurer**
- The Treasurer shall keep the financial accounts of the Branch and shall exercise primary signing authority for expenditures.
- 5.4.1 At each Branch meeting, the Treasurer shall submit a report on the Branch finances.
- 5.4.2 At each Branch Annual Meeting, the Treasurer shall submit:
- a) a report of the Branch finances for the previous fiscal year; and,
 - b) a budget forecast for the next fiscal period.
- 5.5 **Appointment of officers**
- The Branch board may appoint members to serve as additional officers with duties and responsibilities and may specify and amend the officers' duties and responsibilities as required, except officer positions defined in these by-laws, which require member approval to change.
- 5.5.1 An appointment may be withdrawn and responsibility reassigned to another member at any time by majority vote of the Branch board. Withdrawal of an appointment of a director as an additional officer does not affect the director's status as a member of the Branch board.
- 5.6 **Past President**
- The Branch board may appoint the Past President to serve as a non-voting advisor for one year. The Past President shall have such other duties and powers as the Branch board may specify.
- 5.7 **Branch board**
- The Branch board shall manage and supervise the affairs of the Branch subject to the Act, the By-laws and national policies of the Association, and these by-laws. The Branch board is, at all times, accountable to the Board of the Association.
- 5.7.1 The Branch board is responsible for maintaining Branch records including Branch financial and administrative reports and for submitting reports, as required, to the national office of the Association.

PART VI - Nominations and Elections

6.1 Nominations Committee

The Branch Board shall, at least 120 days prior to the date of the Branch Annual Meeting, appoint a Chair of the Nominations Committee.

- 6.1.1 The Chair of the Nominations Committee may select other Branch Members to serve on the Committee.
- 6.1.2 The role of the Nominations Committee is to assist with the nomination and election of eligible Branch members to available positions on the Branch board.
- 6.1.3 The Nominations Committee shall call for nomination of candidates for available positions and shall present to the Branch Annual Meeting a list of eligible candidates for each available position.

6.2 Nominations from the floor

- 6.2.1 Nominations from the floor for the positions of President, Vice-president and Treasurer shall not be allowed. All nominations must be received within the nominations period prior to the Branch Annual Meeting. Nominations for these positions will close fourteen days before the Branch Annual Meeting.
- 6.2.2 Branch members may make nominations from the floor at the Branch Annual Meeting for the directors at large. If a member is absent when nominated, the nomination must be supported by a written statement from the nominee indicating the nominee's willingness to serve.

6.3 Election process

The Chair of the Nominations Committee shall conduct an election for each available position. Where there are multiple candidates for a position, there will be a series of votes, with the candidate who receives the lowest number of votes dropping off the ballot after each vote until one candidate receives at least 50% + 1 of the votes cast.

- 6.3.1 The vote shall be by show of hands unless a secret ballot is requested. If a secret ballot is requested, each of the candidates may name a scrutineer to examine the ballots cast and witness the count of the ballots by the Chair of the Nominations Committee.
- 6.3.2 All ballots shall be destroyed by the Chair of the Nominations Committee after the elections.

6.4 Election and Term of Office

The Branch board shall be elected at the Branch Annual Meeting for a term of one year. The term commences at the close of the Annual meeting at which they are elected.

6.5 Vacancies

In the event any position on the Branch board becomes vacant, the remaining members of the Branch board may fill the position by appointment until the next Branch Annual Meeting, at which time the position shall be filled by election.

- 6.5.1 In the event no candidate is presented at the Branch Annual Meeting to fill a vacant position, the Branch board may fill the position by appointment for a term of one year until the next Branch Annual Meeting.
- 6.5.2 The position of Director of the Branch shall be automatically vacated in accordance with the National By-laws:
- a) if the Director resigns;
 - b) if the Director becomes ineligible to hold office in accordance with the Act, branch or National By-Laws; or
 - c) if the Director is removed by Ordinary Resolution of the members in accordance with the Act.

PART VII – Committees

- 7.1 The Branch board may establish ad hoc committees as required with such objectives and resources as the Branch board specifies. An ad hoc committee shall include at least one member of the Branch board.
- 7.2 The Branch board shall annually appoint a Nominations Committee to assist with the nomination and election of directors.

Part VIII – Branch Meetings

8.1 Branch Annual Meeting

The Branch shall hold a Branch Annual Meeting to conduct the mandatory business of the Branch.

- 8.1.1 The Branch board shall determine the date, location, and agenda of the meeting. The date shall be no later than April 15th.

8.1.2 Agenda, Mandatory Business

At every Branch Annual Meeting, the Members assembled shall:

- a) Approve a record of proceedings of the last Branch Annual Meeting and any Special Branch Meetings;

Kingston and District Branch (ON38) By-Laws

- b) Receive a report from the President concerning the activities of the Branch board since the previous meeting and outlining the plans and priorities for the current and following year;
 - c) Receive the reviewed financial records for the previous financial year;
 - d) Receive the budget for the current year and the forecast for the next fiscal year;
 - e) Approve a reviewer for the current financial (calendar) year. The reviewer shall NOT be a member of the Branch board;
 - f) Consider any proposals for amendment of the Branch by-laws, notice of which was included in the notice for the meeting;
 - g) Conduct elections for the Branch board; and,
 - h) Conduct other such business as may be properly brought before the meeting.
- 8.1.3 Copies of the record of proceedings for Branch Annual or Special Meetings and a copy of the reviewed financial report shall be forwarded to National Office by no later than May 15th.
- 8.2 Branch Special Meetings**
- A Branch Special Meeting may be held at the call of the Branch board at such time and place as the Branch board may designate.
- 8.2.1 A Branch Special Meeting must be held upon the written request of five percent of Branch Members within 30 days of receipt of the request by the Branch board.
- 8.2.2 A Branch Special Meeting may deal only with the business listed in the notice of the meeting and any matter that arises directly from that business.
- 8.2.3 Record of Proceedings**
- The record of proceedings of a Branch Special Meeting shall be tabled at the next Branch Annual Meeting.
- 8.3 Branch General Meetings**
- At the call of the Branch board, the Branch may hold a number of general meetings, intended for information sharing or social functions, during the year. A general meeting may include a business meeting, if required, but the business may not include proposals to amend the Branch by-laws or elect directors.
- 8.4 Notice of Branch Meetings**
- The Branch board shall ensure that Members are given adequate notice of Branch Meetings.
- 8.4.1 For a Branch Annual Meeting, notice shall be given in the period 21 to 60 days prior to the meeting.

Kingston and District Branch (ON38) By-Laws

8.4.2 For a Branch Special Meeting, notice shall be given at least 14 days prior to the meeting.

8.4.3 For a Branch General Meeting, notice shall be given at least 14 days prior to the meeting.

8.5 **Quorum**

At any Branch Annual, Special or General meeting, the quorum required to conduct business, is 50 members, as long as the Branch has more than 2,500 members.

8.6 **Branch Board Meetings**

Meetings of the Branch board shall be at the call of the President or upon the request of one-third of the directors.

8.6.1 The quorum for a meeting of the Branch board is a simple majority of those then in office.

8.6.2 Full minutes or recordings must be kept of all Branch board meetings and those recordings or minutes entered into Branch archives.

8.6.3 A meeting of the Board may be conducted by any telephonic, electronic, or other means of communication that permits all directors to communicate adequately with each other. A director participating by such means shall be deemed participating in the meeting.

8.7 **Decision-Making**

Fundamental proposals

Any member may submit for consideration at a National Annual Meeting of Members, a proposal to amend special fundamental parts of the Association's Articles or By-laws pursuant to the Act.

8.7.1 **Branch endorsement**

A fundamental proposal shall be considered to have the endorsement of the Branch if it receives the support of a majority of the Branch board or a majority (50% +1) of the votes cast at an Annual or Special Branch Meeting.

8.8 **Branch Proposals to the Association's Annual Meeting**

In accordance with the national By-Laws, the Branch president may, on behalf of the Branch, submit proposals for consideration at a national Annual Meeting of Members or a Special Meeting of Members. To be submitted on behalf of the Branch, a proposal must receive the support of a majority of the Branch board or a majority (50% + 1) of the votes cast at a Branch Annual or Special Meeting.

8.9 Procedure

Robert's Rules of Order Newly Revised is the authority on meeting procedure to be followed at Branch meetings, unless the Members approve the use of other rules of order.

PART IX – Financial Administration

9.1 Fiscal Year

For financial reporting and audit purposes, the Branch financial year is the calendar year.

9.2 Signing authority

The Branch board shall designate who has the authority to sign contracts and make payments on behalf of the Branch (usually the Treasurer, and the President or Vice-president). To comply with National Policy, a minimum of two signatures are required to authorize a cheque.

- i) Spouses may not both hold signing authority;
- ii) Two persons in a family, domestic or business relationship may not both hold signing authority
- iii) No person shall sign a cheque made out in their own name.

9.3 Banking

The banking business of the Branch shall be conducted at such bank, trust company or other firm or corporation carrying on a banking business, designated by the Branch board, in compliance with the national policy. The Treasurer shall have primary responsibility for conducting the banking business of the Branch.

9.4 Spending Authority

The Branch board shall have authority to make expenditures listed in the budget forecast from the Branch Annual Meeting, and otherwise shall have authority to make expenditures as needed up to a set amount as established by the national board of Directors.

9.4.1 An expenditure that was not included in the approved budget forecast requires the approval of a majority (50% + 1) of the votes cast at a Branch Special or General Meeting. An expenditure of more than the nationally designated limit requires approval by national office or the national Board.

9.4.2 If approval is sought at a Branch General meeting, notice of the proposal must be given in the notice for the meeting, at least 14 days prior to the meeting.

Kingston and District Branch (ON38) By-Laws

9.5 **Borrowing Authority**

The Branch shall not have any authority to borrow money.

9.6 **Branch Reserve Funds**

Reserve funds — The branch may establish and maintain reserve funds in accordance with the Association's regulations. The branch board has the authority to create, change, or remove such reserves and must present a report on the status of all branch reserves at each annual general meeting as part of the status of the presentation of the branch's financial statements.

9.7 **Remuneration**

No member elected to the Branch board or elected or appointed to serve the Branch in any capacity shall receive remuneration for services rendered pursuant to that election or appointment.

9.8 **Expenses**

Subject to national policy, a member serving the Branch in any capacity shall be reimbursed expenses necessarily and reasonably incurred in the conduct of the affairs of the Branch or Association.

PART X - Amendments to Branch By-laws

10.1 A proposal to amend these by-laws requires approval by a majority (50%+1) of the votes cast at a Branch Annual Meeting or Branch Special Meeting.

10.1.1 The text of the proposed amendment must be included in the Notice for the Branch Meeting.

10.2 **Interim amendments**

Between Branch Annual Meetings, the Branch board may make, amend or repeal any section of the Branch by-laws except those relating to the number or terms of directors.

10.2.1 Such by-law, amendment or repeal shall be effective from the date it is approved by the Branch board until the next Branch Annual Meeting, where it may be confirmed, amended or rejected by a majority (50% + 1) of the votes cast at the meeting.

Kingston and District Branch (ON38) By-Laws

10.2.2 The by-law, amendment or repeals ceases to have effect if it is not submitted to the members at the next Branch Annual Meeting or if it is rejected by the members at the Branch Annual Meeting or if it is rejected by the National Board.

10.2.3 Review and Approval

The Branch is required to forward their by-laws and any subsequent amendments to the Association national office for review and Board approval.

10.2.4 Precedence

In the event of a discrepancy or disagreement between Branch by-laws and the national By-laws, the provisions of the national By-laws shall govern.

10.3 Regulations and Procedures

The Branch board may establish regulations and procedures supplementary to these by-laws. A new regulation or procedure must be submitted for confirmation at the next Branch Annual Meeting and ceases to have effect if it is not submitted for confirmation or if it is rejected. If the regulation or procedure is confirmed, or confirmed as amended, it remains in effect in the form in which it was confirmed.

PART XI - Dissolution of the Branch

11.1 Approval of a proposal to request to the national Board to dissolve the Branch requires two-thirds of the votes cast at an Annual or Special Branch Meeting. The proposal to dissolve will be indicated on the meeting notice.

11.2 Upon approval of a motion to dissolve the Branch, members shall be re-allocated by the national Board to adjacent Branches and administration of the winding up of the Branch shall be turned over to the national Association and any assets remaining after settlement of the Branch's liabilities shall be transferred to the national Association.