



Association nationale des retraités fédéraux National Association of Federal Retirees

OUTAOUAIS

**National Association of Federal Retirees**

**Administrative Regulations**

**Outaouais Branch, QC60**

**2023**

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**BY-LAWS,  
FEDERAL RETIREES NATIONAL ASSOCIATION  
OUTAOUAIS BRANCH, QC60**

**PART I – DEFINITIONS**

1. National Board of Directors

- a. "Association" means the Association of Federal Retirees.
- b. "Board of Directors or Council" refers to the Association's National Board of Directors (NBOD) and, for clarification, does not include a Branch Board of Directors.
- c. "Dues" means the annual amount to be paid by an individual in order to be a member of the Association. Dues shall be shared between the Association and the member's home Branch.
- d. "Official languages" of the Association shall mean English and French.
- e. "Act" refers to the Canada Not-for-Profit Corporations Act.
- f. "Member" means a person who is eligible to be a member of the Association, applies for membership, is admitted, and pays the required fee. A member may choose which branch to belong to.

2. National Office

- a. "National Office (NO)" means the administrative arm of the Association, headed by the Chief Executive Officer under the direction of the NBOD.
- b. The National Office of the Association is located in the National Capital Region. It is responsible for providing services, support and recommendations to the National Board of Directors, Branches, and members.

3. Outaouais Branch

- a. "Branch" refers to a subset of the Association authorized by the National Board of Directors to provide local services in a particular province, territory or region.
- b. The Outaouais Branch Secretariat shall be located in Gatineau.
- c. "Annual General Meeting of the Outaouais Branch" or AGM means the meeting of members held annually by the Outaouais Branch.
- d. "Special General Meeting" or SGM means a meeting of the members called to transact a specific matter as set out in the notice of meeting.
- e. "Board of Directors of the Ottawa Branch" or "BOD" means the members elected as Directors at an Annual General Meeting. They are responsible for the day-to-day governance and management of the Branch.
- f. "Officer" means a person who holds one of the following positions: President, Vice-President, Treasurer or Secretary.
- g. "Fiscal year" refers to the calendar year.

h. "Bylaws" means these basic rules of governance for the Ottawa Branch. These bylaws are based on the Association's bylaws and general regulations and its Branch Management Manual.

i. "Bylaws" refers to a Branch policy that is consistent with these bylaws.

j. Branch "Administrative Policies" refers to administrative processes established to ensure sound management of operations and are not part of these bylaws.

Administrative policies may not conflict with these bylaws or those of the Association.

k. "Territory" means the territory covered by the Ottawa Branch as determined by the National Association.

## **PART II - THE BRANCH**

### **2.1 Description**

2.1.1 The Branch is an entity and agent of the National Association of Federal Retirees (the Association) constituted under the CERTIFICATION (the Charter) of the Board on January 30, 1992, and reactivated under the new Charter issued by the NBOD on December 3, 2015.

2.1.2 The Branch shall be subjected to the By-laws and the General By-laws of the Association.

2.1.3 As an agent of the Association, the Branch provides services to its members and local programs in accordance with the purposes, strategic direction, and policies of the Association.

### **2.2 Core Functions**

The basic functions of the Branch are:

- a) Advocacy, at the local level, in accordance with nationally approved strategic advocacy priorities to:
  - i. advocate measures to protect and promote the pensions, benefits and general welfare of members and potential members;
  - ii. challenge actions that adversely affect the interests of members and prospective members.
- b) Membership recruitment and participation;
- c) Information Sharing;
- d) Member Support: providing members and their family members with the information they need to access their pensions and benefits;
- e) Volunteer support and development;
- f) Financial Management - responsible management of the Branch's finances and programs;
- g) Governance - effective governance in accordance with applicable laws, regulations and policies.

### **2.3 Not-for-Profit Entity**

The Branch is operated without financial advantage to its members. Any profit or financial gain accruing to the Branch shall be used to further the purposes of the Association.

## **PART III – MEMBERSHIP**

### **3.1 Eligibility**

3.1.1 A person who is eligible for membership in the Association may be a member of the Branch.

3.1.2 A member in good standing of the Branch shall have voice and vote at any general meeting and may be elected as a Director.

### **3.2 Assignment**

3.2.1 New members shall be assigned to the Branch serving the area of residence unless a member requests to be assigned to another Branch.

3.2.2 Members may request to be assigned to another Branch at any time.

3.2.3 If a Branch is dissolved, the Board shall assign members to an adjacent Branch.

### **3.3 Code of Ethics**

All members shall abide by the Code of Ethics of the Association. Failure to do so may result in disciplinary action against the member, as provided for in the Association's by-laws and regulations.

### **3.4 Termination**

A person automatically ceases to be a member of the Branch when he/she ceases to be a member of the Association.

## **PART IV – DUES**

4.1 The Association shall determine the membership fees.

4.2 The Branch shall be responsible for remitting to the National Office of the Association the dues it receives.

## **PART V – BRANCH BOARD OF DIRECTORS**

### **5.1 General**

Branch Directors must be members of the Association. If membership terminates or is terminated by the member or the Association, the Director shall immediately cease to hold office.

### **5.2 Composition of the Branch Board of Directors**

5.2.1 The Board of Directors (BOD) of the Branch shall consist of eleven (11) Directors who are members of the Association: four (4) officer positions (President, Vice-President, Treasurer, Secretary) and seven (7) other Directors.

5.2.2 Each Director, in the performance of his or her duties, shall act honestly and in good faith with a view to the best interests of the Association with the care, diligence and skill of a prudent and judicious person and in accordance with these By-laws.

5.2.3 A Director shall cease to be a member of the Board if

- a) he/she submits his/her resignation in writing to the Board of Directors
- b) he dies
- c) he/she ceases to have the required qualifications
- d) he/she is absent from three (3) consecutive regular meetings without valid reason, within a period of 12 consecutive months.

### **5.3 Operation of the Board of Directors**

5.3.1 The Board of Directors (BOD) shall meet at the call of the President or at the request of most of the Directors in office at the premises of the Branch or at a place designated by the President.

5.3.2 The Board shall meet at least six (6) times per year.

5.3.3 A simple majority of 50%+1 of the Directors in office shall constitute a quorum.

5.3.4 The notice of meeting shall include the agenda and all relevant and available documentation for the meeting, including any draft resolutions. The notice of meeting may be served in writing, by email or fax. The notice period shall be at least seven (7) days prior to the meeting.

5.3.5 A Director may attend a meeting of the Board by telephone, video conference or other communications means. He/she shall be deemed to have attended the meeting and shall have the same rights and privileges as those present. In the case of the President participating in a remote Board meeting, the chairmanship of the meeting shall be given to an on-site Vice-President.

5.3.6 Resolutions shall be passed by a simple majority of the votes of the Directors present. In the event of a tie, the President has a casting vote. He may exercise this right or postpone the decision to a later meeting.

5.3.7 The minutes shall be forwarded to the members of the Board no later than twenty-one (21) days following the meeting. The minutes shall be kept in the archives of the Branch Secretariat.

5.3.8 The Board shall hold its first meeting of Directors as soon as possible or no later than thirty (30) days following the AGM. The agenda shall have three items: welcome new Directors, thank departing Directors, and, elect Officers.

### **5.5 Duties of Branch Officers**

#### 5.5.1 President:

- (a) Calls and presides over meetings (BOD, and Branch membership meetings);
- b) Serves as chief spokesperson for the Branch and at National Assembly of Members meetings;
- c) Exercise such other powers and perform such other duties as may be directed by the Board of Directors;
- d) Exercises the execution of the decisions of the Board and the AGM;
- e) Signs all documents requiring the signature of the President;
- f) Maintains good relations with the NBOD, the District Directors for Quebec at the NBOD, the Regional Services Officer (RSO) for Quebec and the presidents of other branches of the Association.

#### 5.5.2 Vice-President:

- a) Assumes the duties of the President in the absence, disability, or resignation of the President;
- b) Performs such other duties or has such other powers as may be assigned or conferred by the Board.

#### 5.5.3 Treasurer:

- a) Keeps the financial accounts and act as principal signatory;
- b) Has charge and custody of the funds of the Outaouais Branch;



- c) Keeps an accurate record of assets and liabilities, receipts and disbursements;
- d) Deposits all funds in a financial institution determined by the Board of Directors;
- e) Reconciles bank account(s) and updates working capital on a monthly basis;
- f) Keeps accounts up to date and prepares monthly financial statements;
- g) Develops a budget forecast for the next two years;
- h) Performs a financial analysis of surpluses or deficits;
- i) Presents financial reports and informs the Board of Directors of the financial situation;
- j) Accounts for and remits to the National Office dues collected.
- k) At each Branch Annual Membership Meeting (AMM), the Treasurer shall present :
  - i. a report on the finances for the completed fiscal year, including a presentation on the status of the Branch's fund reserves;
  - ii. the budget forecast for the next fiscal year.

### 5.5.4 Secretary

- a) Prepares, signs, and maintains, with the Secretariat, the minutes of Board meetings:
- b) Performs all duties assigned to him/her by these By-laws or by the Board of Directors:
- c) Has custody of the by-laws and records of the Branch,
- d) Has joint responsibility with the Secretariat of the names and addresses of all members in good standing, the names and addresses of current and past Directors with their dates of entry into, and tenure of office, and maintains the minute book and any other records of the Branch.

### 5.6 Absence, Resignation or Removal of an Officer

5.6.1 Any officer may resign at any time by giving written notice to the President or Secretary of the Branch.

5.6.2 Removal from office may be invoked and the responsibility of the Director may be reassigned to another Director at any time by a majority vote of the Board. Withdrawal of the status as an officer does not affect the Director's status as a member of the Board.

### 5.7 Past President

The Board of Directors (BOD) may appoint the Past President as a non-voting advisor for a maximum of one (1) year. The Past-President may assume such duties and powers as the Board may assign and confer upon him/her. He/she shall not have voting rights on the Board.

### 5.8 Compliance with Laws and Regulations

The Board shall supervise all activities of the Branch in accordance with the *Canadian Not-for-Profit Corporations Act*, the By-laws, the General By-laws and national policies of the Association and these By-laws and internal policies.

The Board of Directors shall maintain the records of the Branch, including financial and administrative reports. The Board reports to its members at the AGM. In addition, the Board shall submit reports as required, on any scheduled date or upon request, to the Association's National Office and NBOD.

### **PART VI - NOMINATIONS AND ELECTIONS**

#### **6.1 Nominating Committee**

6.1.1 The Board shall appoint, at least four (4) months prior to the AGM, a Chair of the Nominating Committee. The Chair of the Committee shall be a person who does not hold, or intends to seek, an officer position and whose position is not up for election. The chairperson of the Nominating Committee may determine that other members of the Branch shall serve on the committee.

6.1.2 For information purposes, existing Directors must indicate at a Board meeting whether they wish to stand for re-election or to stand down at least three (3) months prior to the AGM. Director positions to be filled shall be announced by the Chair of the Nominating Committee.

6.1.3 The Chair of the Nominating Committee shall be responsible for establishing a committee to solicit nominations for directors, receive and verify the eligibility of proposed candidates, solicit, and encourage a gender balance and present the slate of candidates at the AGM.

6.1.4 Information on the positions to be filled shall be circulated to the members of the Branch to reach as many potential candidates as possible and to ensure an inclusive and transparent approach to the election of Directors.

6.1.5 Members wishing to run for a position on the Board of Directors shall submit a nomination form with the support of two members to the Chair of the Committee at least two (2) weeks prior to the AGM.

6.1.6 Members who wish to stand for election as a director must:

- a) be available to attend Branch meetings;
- b) have a strong interest and personal commitment to the work of the Board and its committees;
- c) have the ability to lead issues/projects and committees of the Board;
- d) have the ability to engage other members in the work of the Board;
- e) have the ability to promote the Association and its Branch to attract new members;
- f) have experience that meets the objectives of the Association and the Branch and that complements the experience of the existing Board members;
- g) advocate and apply personal values that are consistent with those of the Association and the Branch, such as transparency, integrity, discretion, solidarity with the Board and volunteers, loyalty, openness, and care in fulfilling commitments.

### **6.2 Nominations from the floor**

6.2.1 Members of the Branch may submit additional nominations from the floor during the Annual General Meeting. Such nominations must be submitted in the form of a nomination by two members and accepted by the interested candidate-members.

6.2.2 In the case of an absent member who wishes to be nominated, the nomination must be accompanied by a letter from the nominee confirming that he/she wishes to be nominated and hold office.

### **6.3 Board of Directors Election Process**

6.3.1 The election of Directors to the Board shall be conducted at the Annual General Meeting of the Branch.

6.3.2 The Chair of the Nominating Committee shall be nominated as the Election Chair at the AGM.

6.3.3. The Election Chairperson may appoint one or more persons to assist him/her in his/her duties and to act as scrutineer and election secretary.

6.3.4 Only members in good standing may vote to elect Directors and each candidate must be a member of the Branch and eligible to vote.

6.3.5 The election of directors shall be based on the number of vacancies at any given time.

6.3.6 At the time of election, candidates or any person nominating a candidate may address the AGM to introduce themselves or the candidate they support. Speaking time shall be limited to three (3) minutes per candidate.

6.3.7 Elections shall be by secret ballot unless the AGM decides to proceed by a show of hands. If the vote is by secret ballot, a blank ballot paper shall be provided to all voting members on which they shall indicate the names of the persons of their choice.

6.3.8 The appointed scrutineers shall count the votes. The scrutineers shall be entitled to vote. The result shall be announced to the members by the presiding officer after the votes have been counted by the scrutineers.

6.3.9 In the event of a tie vote for any two candidates, the electoral officer shall immediately resume voting without interruption of the meeting.

6.3.10 The names of those joining the Board shall be officially announced by the Election Chair.

6.3.11 After the elections, the Chair of the Nominating Committee shall request a resolution to destroy the ballots.

### **6.4 Election and term of office on the Board of Directors**

6.4.1 Members of the Board of Directors shall be elected at the annual meeting of the Branch for a term of two (2) years. In even numbered years, six (6) positions will be up for election and in odd numbered years, the remaining five (5) positions will be up for election; this rotation will ensure continuity on the Board.

6.4.2 The term of office shall commence at the end of the annual meeting at which members are elected.

### **6.5 Number of consecutive terms**

A member may serve a maximum of five (5) consecutive terms on the Board of Directors. The AGM may, on motion of the Board, extend the number of terms of a director.

### **6.6 Vacancies**

6.6.1 If a vacancy occurs on the Board or the Branch Executive during a term, the remaining members of the Branch Board of Directors may fill the vacancy by appointment until the next Branch Annual Meeting at which time the vacancy shall be filled by election.

6.6.2 If, at the annual meeting of the Branch, no nominations are received to fill one or more vacancies, the Board may fill the vacancies by appointment.

6.6.3 If a Director is appointed to complete the term of a vacancy, the length of that term shall not be counted in the calculation of consecutive terms.

### **6.7 Process for Electing Officers**

6.7.1 Following the AGM, at the first meeting of the Board of Directors, the Directors shall elect, by simple majority vote, the Officers based on the qualifications for each position and the availability and interest of interested Directors.

6.7.2 Persons interested in serving as an officer must first be elected to the position of Director. Nominations must be seconded by another member of the Board.

6.7.3 The election shall be by secret ballot unless the Directors of the Board, by unanimous consent, desire a show of hands. In the case of a secret ballot, they shall indicate their choice on a blank ballot provided to them.

6.7.4 The election shall be conducted on an office-by-office basis in the following order:

- a) President
- b) Vice President
- c) Treasurer
- d) Secretary.

## **PART VII - COMMITTEES**

7.1 The Branch Board of Directors may establish an ad hoc committees as required by the objectives and resources of the Board. An ad hoc committee shall include at least one member of the Branch Board.

7.2 The Board shall establish a Nominating Committee annually for the election of Directors at the AGM.

## **PART VIII - BRANCH MEMBERSHIP MEETINGS**

### **8.1 Annual General Meeting of the Branch**

The Branch shall hold an Annual Branch General Meeting for the purpose of reporting on its administration and electing Directors.

A copy of the minutes of the previous year's meeting, financial statements, proposed resolutions and any other relevant documents shall be available to the members present at the Annual General Meeting.

Minutes shall be produced no later than fourteen (14) days following the meeting and provided to the Directors.

8.1.1 The Board of Directors of the Branch shall determine the time, place, and agenda of the Annual General Meeting. The date of the meeting shall not be later than April 15.

#### **8.1.2 Mandatory Agenda and Activities**

At each Annual General Meeting of the Branch, the assembled members shall:

- a) approve the minutes of the last Annual General Meeting of the Branch and any Special General Meeting of the Branch;
- b) Receive the report of the President regarding the activities of the Board of Directors of the Branch since the previous meeting and outlining the plans and priorities for the current and ensuing year;
- c) Receive the audited financial statements for the previous fiscal year and the auditor's report;
- d) Receive the budget for the current period and the budget forecast for the next fiscal

year;

- e) Appoint a reviewer for the current fiscal year. The reviewer shall not be a member of the Board of Directors of the Branch;
- f) consider all requests for amendments to the Branch by-laws. Notice of amendments shall be included in the notice of meeting;
- g) hold elections for the Branch Board of Directors;
- h) Deal with other matters that may have been properly raised prior to the meeting.

8.1.3 Copies of the minutes of the Annual and Special General Meetings of the Branch and the financial report under review shall be forwarded to the National Office of the Association by May 15.

### **8.2 Special General Meetings**

8.2.1 The Board of Directors shall hold a Special General Meeting within thirty (30) days of receiving a formal request from at least fifty (50) members of the Branch to deal with a specific matter.

8.2.2 A Special General Meeting may be held at the request of the Board of Directors, at a time and place to be determined by the Board of Directors

8.2.3 A Special General Meeting shall deal only with the business contained in the Notice of Special General Meeting and any other business that arises directly from such business.

8.2.4 The minutes of a Special General Meeting shall be presented at the next Annual General Meeting.

### **8.3 Informational General Meetings**

8.3.1 The Board of Directors may organize and hold one or more general information meetings during the year for the purpose of sharing information.

8.3.2 A general information meeting may include an administrative session, but such session may not include requests for amendments to the Branch's by-laws or allow for the election of directors.

### **8.4 Notice of Annual General Meeting**

8.4.1 The Board of Directors of the Outaouais Branch shall ensure that all members are duly notified of Branch meetings. Notices shall be posted in the official journal of the Association and on the Branch website. Electronic notice, the preferred method, will be sent by e-mail to all members who have provided their email address and permission to use it for this purpose. The documents will be available on the Branch's website.

8.4.2 For an Annual General Meeting, notice shall be sent by email, published in the official Association magazine, and posted on the Branch website from twenty-one (21) to sixty (60) days prior to the meeting.

8.4.3 For a Special General Meeting of the Branch, notice shall be sent by email and posted on the Branch website at least fourteen (14) days prior to the meeting.

8.4.4 For a General Branch Information Meeting, notice shall be sent by email and posted on the Branch website at least fourteen (14) days prior to the meeting.

### **8.5 Quorum**

8.5.1 At an Annual or Special General Meeting, a quorum for a meeting shall be twenty-five (25) members present.

### **8.6 Decision Making: Proposals for essential changes to the Association.**

8.6.1 Any Member may submit for consideration at an Annual Meeting of Members (AMM) of the Association a proposal to amend the Constitution or Bylaws of the Association in accordance with the Act.

#### 8.6.2 Support from a Branch

A proposal by a Member for a substantive change at the Annual Meeting of Members (AMM) of the Association shall be considered to have the support of a Branch if it has received the support of most of the Branch's Board of Directors or a majority (50% + 1) of the votes cast at an Annual or Special General Meeting of the Branch.

### **8.7 Branch Proposals to the Annual Meeting of Members (AMM) of the Association**

8.7.1 In accordance with the By-laws of the Association, the President of a Branch may, on behalf of the Branch, submit proposals for consideration at an Annual Meeting of Members (AMM) or a Special Meeting of Members (SMM) of the Association.

8.7.2 In order to be submitted on behalf of the Branch, a proposal must be supported by a majority of the Board or a majority (50% + 1) of the votes cast at an Annual or Special General Meeting of the Branch.

### **8.8 Rules of Procedure for Branch Meetings, including Committee and Board Meetings**

Victor Morin's "Procedure for Organizational Meetings", also known as "CODE MORIN", shall serve as the reference for procedures to be followed in QUEBEC at a Branch meeting (unless the membership approves the use of other rules, such as "Robert's Rules of Order").

## **PART IX - FINANCIAL ADMINISTRATION**

### **9.1 Financial Year**

For financial reporting and auditing purposes, the fiscal year of the Branch shall be the calendar year.

### **9.2 Signatories**

The Board of Directors shall designate those persons with authority to sign contracts and make payments on behalf of the Branch (usually the Treasurer and the President). For the Outaouais Branch, the Board shall designate at least three (3) officers as signatories. In accordance with the By-Laws of the Association, an employee of the Branch may also be given signing authority.

- i) Spouses may not be signatories;
- ii) No two persons of the same family or persons in a family or business relationship may be signatories;
- iii) No person may sign a cheque in his or her name.

### **9.3 Banking**

The Branch's banking operations shall be conducted at a bank, trust company or financial institution designated by the Board of Directors in accordance with National Policy. The Treasurer shall be primarily responsible for the banking of the Branch.

### **9.4 Spending Authority**

The Board of Directors of the Branch shall have the authority to make expenditures listed in the budget estimates presented at the Branch's Annual General Meeting and necessary expenditures not to exceed the amount established by the Board of Directors of the Association.

9.4.1 An expenditure that was not included in the budget estimates presented at the AGM requires approval by a majority vote (50% + 1) at an Annual or Special General Meeting of the Branch. An expenditure more than the limit established by the Association's Board of Directors requires the approval of the National Office or the Association's Board of Directors.

9.4.2 If approval is sought at an Annual General Meeting of the Branch, notice of the proposal must be included in the notice of the meeting at least twenty-one (21) days prior to the meeting.

### **9.5 Borrowing Authority**

The Branch shall not have the authority to borrow money.



### **9.6 Fund Reserves**

The Branch may establish and maintain fund reserves in accordance with the General By-Laws of the Association. The Board of Directors of the Branch shall have the authority to establish, modify or discontinue such reserves and shall report on the status of all Branch reserves at each Annual General Meeting as part of its financial statement presentation.

### **9.7 Remuneration**

No member of the Board of Directors or any member appointed to serve the Branch shall receive any remuneration for services rendered by virtue of his or her election or appointment.

### **9.8 Expenses**

9.8.1 Subject to National Policy, any necessary and reasonable expenses incurred in the management of the Branch shall be reimbursed to the members serving the Branch.

9.8.2 The Branch shall not be responsible for any expense incurred by a member that has not been previously approved or is not in accordance with the objectives and work plan authorized by the Board of Directors.

## **PART X - AMENDMENTS TO THE BRANCH BY-LAWS**

10.1. Any amendment to these By-Laws shall require the approval of a majority of the members (50% + 1) voting at an Annual or Special General Meeting of the Branch.

10.2 The text of any proposed amendment shall be included in a Notice of Meeting.

### **10.2 Interim Amendments**

Between annual meetings of the Branch, the Board of Directors of the Branch may make any by-law and may amend or repeal any section of the Branch's by-laws, except those relating to the number or terms of office of Directors.

10.2.1 Any such by-law, amendment or repeal of the by-laws shall be effective from the date of approval by the Board of Directors of the Branch until the next Annual General Meeting, at which time it may be confirmed, amended, or rejected by a majority vote (50% + 1).

10.2.2 Any new by-law, amendment or repeal of the by-laws shall cease to have effect if not presented to the membership at the next Branch Annual General Meeting or if rejected by the membership at the Branch Annual General Meeting or if rejected by the National Board of Directors.

### 10.2.3 Review and Approval

The Branch shall send its by-laws and any subsequent amendments to the National Office of the Association for review and approval by the National Board of Directors.

### 10.2.4 Priority

In the event of any discrepancy or conflict between the Branch Bylaws and the National Association Bylaws, the provisions of the National Association Bylaws shall take precedence.

## 10.3 By-laws and Regulations

The Branch Board of Directors may establish by-laws to supplement these by-laws. New bylaws must be submitted for confirmation at the next Annual General Meeting and cease to have effect if not submitted for confirmation or if rejected. If the by-laws are confirmed or confirmed as amended, they shall remain in force in the form in which they were confirmed.

## PART XI – DISSOLUTION

11.1 Approval of a proposal requiring the National Office to dissolve the Branch requires a two-thirds vote at an Annual or Special General Meeting of the Branch. The proposal for dissolution shall be stated in the notice of meeting.

11.2 Upon approval of a motion to dissolve the Branch, the National Office shall assign members to adjacent Branches and the Association shall administer the Branch to be dissolved. All assets remaining after the liabilities of the Branch are settled shall be transferred to the Association.