

Legend

Black = 2014 Bylaws (Proposed)

Red = 2009 Bylaws (Current)

See comments for changes of significance and rationale.

10. Branch Organization and Governance

10.1 Branch Organizational Structure

The members of CPF within each province or territory in Canada may form a Branch or be affiliated with a Branch in another province or territory. A Branch shall have a minimum of two (2) Chapters and a minimum of fifty (50) voting members.

Each Branch shall be governed by a Branch Board of Directors who shall ensure that the Branch complies with CPF National Bylaws and Policy, as well as provincial or territorial legislation. Affiliate Branch status entitles such a group to representation on the Branch Board of Directors. Chapters of Affiliate Branches become Chapters of the Branch with which affiliation has taken place.

10.1 Branch Organizational Structure

Each province or territory in Canada may have a Branch or be affiliated with a Branch in another province or territory. A Branch must have a minimum of two (2) Chapters and a minimum of fifty (50) voting members.

Each Branch will be governed by a Branch Board of Directors who will ensure that the Branch complies with National policy and provincial and territorial legislation. Affiliate Branch status entitles such a group to representation on the Branch Board of Directors. Chapters of affiliate Branches become Chapters of the Branch with which affiliation has taken place.

10.1.1 A Branch may incorporate provincially or territorially.

10.2 Branch Obligations

To ensure the integrity of CPF's mission, vision and values as a national organization and to enable the National Board to meet its oversight obligations for CPF as a whole, Branch bylaws, policies and operations shall comply with the Framework of Mandatory Obligations adopted by CPF National. Specifically, Branches shall:

- a) adhere to CPF's mission, vision and values;
- b) adhere to the CPF governance framework;
- c) adhere to CPF position statements;
- d) adhere to CPF Branch and National policies;

Glyn Lewis 14-9-3 1:19 AM

Comment [1]: This new section was developed by CPF National.

What? The section outlines the obligations of the Branch within the CPF Network.

Rationale? To create structural understanding of the roles, responsibilities, and relationship between Branches and the CPF pan-Canadian network.

- e) adhere to the CPF National strategic plan;
- f) align Branch Action plans with CPF's National plan;
- g) adhere to CPF framework for roles and responsibilities as outlined in CPF National Policy;
- h) adopt and adhere to the CPF brand, including its website format, unless determined otherwise by the National Board; and
- i) report regularly to the CPF National Board.

10.3 Branch Bylaws

Branches may adopt bylaws that best meet their needs, in accordance with the prevailing provincial or territorial legislation and the minimum requirements identified by CPF's National Bylaws. In the absence of a Branch governing bylaw, and without restricting its powers under the prevailing provincial or territorial legislation, a Branch Board of Directors shall be governed by applicable National Bylaws.

If a Branch and a National bylaw are in conflict, the National bylaw shall prevail, except as required by provincial or territorial legislation.

Glyn Lewis 14-9-3 1:19 AM

Comment [2]: This new section was developed by CPF National.

What? The section outlines the scope and powers of the Branch Bylaws in relation to the CPF National Bylaws and provincial /territorial legislation.

Rationale? To clarify the interaction of Branch Bylaws with CPF National Bylaws.

11. Branch General Meetings

11.1 Annual General Meetings

The Annual General Meeting of the Branch shall be held in Canada and on such day(s), as the Branch Board of Directors shall designate. All active CPF BC & YK Members and Staff, shall have speaking privileges at a Branch AGM.

11.1 Branch Annual Meeting

The Branch Annual or Special General Meeting shall be held at the Branch Office or such other place in the applicable province or territory, and on such days, as the Branch Board of Directors shall designate.

Glyn Lewis 14-9-3 1:22 AM

Comment [3]: This change is proposed by the CPF BC & YK Board of Directors.

What? To change the Branch AGM meeting location from applicable province or territory, to anywhere in Canada, i.e. Ottawa.

Rationale? To clarify the word "applicable", to clarify the possibility that the Branch AGM can be hosted anywhere in Canada.

11.2 Mandatory Functions

The following functions shall be performed at the Branch Annual General meeting:

- a) Appointment of the chair;
- b) Adoption of the agenda;
- c) Adoption of the minutes from the previous AGM;
- d) Reports from the Branch President and Branch Executive Director;
- e) Reports of Committees;
- f) Election of Directors;
- g) Appointment of the auditor;
- h) Receive financial statement(s) and auditor's report(s) for the Branch;
- i) Ratify and/or make Branch Bylaw amendments thereto, if necessary;
- j) New business;
- k) Announcements;
- l) Adjournment

Glyn Lewis 14-9-3 1:25 AM

Comment [4]: The following mandatory functions were added:

- a) Appointment of the chair;
- b) Adoption of the agenda;
- c) Adoption of the minutes from the previous AGM;
- l) Adjournment

11.3 Mandatory Functions

The following functions shall be performed at the Branch Annual General meeting:

- a) receive the reports of the Branch President and Branch Executive Director;
- b) elect the Branch President and Vice-President;
- c) elect the remaining members of the Branch Board of Directors;
- d) appoint an auditor;
- e) receive financial statement(s) and auditor's report(s) for the Branch;
- f) ratify and/or make Branch Bylaws and amendments thereto;
- g) attend to any other business that it considers appropriate and is brought before it by the Branch Board of Directors or Voting Members.

11.3 Election Process

The Branch Board of Director's Nominations Committee Chair, or designate, shall present a slate of nominees for the Board of Directors to the voting members at the Branch AGM. The work of the Nominations Committee is to find knowledgeable and competent candidates, interview the candidates, and present the best possible slate of candidates to the membership. The nominations committee shall circulate to members the list of nominees at least 30 days before the Branch Annual General Meeting.

Because of the aforementioned process, nominations are only accepted through the Nomination process. The Nominations Committee Chair's report shall include the name, residence, and position for each nominee.

The slate of nominees shall require a simple majority vote in the affirmative from the voting members at the AGM.

In the event that the slate of nominees is not approved by the members at the AGM, the remaining Branch Board of Directors, by a 2/3rd majority vote, shall fill the necessary vacancies by appointment at a subsequent Branch Board of Directors meeting.

13.2 Nominations

The Branch Board of Directors shall appoint a nominations committee to set appropriate guidelines for nomination for the positions of Branch Directors and for the positions of Branch President and Vice-President, to seek recommendations for nominees, and to nominate suitable candidates. The nominations committee shall circulate to members the list of nominees at least 30 days before the Branch Annual General Meeting.

11.4 Special General Meetings

Glyn Lewis 14-9-3 1:30 AM

Comment [5]: This new section is proposed by the CPF BC & YK Board of Directors.

What? Additional language with respect to the nomination process and the election at the Branch AGM.

Rationale? To clarify historical practice.

The Branch Board may call a Special General Meeting of the Branch Board of Directors and voting members at any time, and shall call a Special General Meeting upon the written request of twenty-five percent (25%) or more of the voting members or twenty (20) voting members, whichever is the lesser.

All active CPF BC & YK Members, and Staff, shall have speaking privileges at a Branch SGM.

11.2 Special General Meeting

The Branch Board of Directors may call a Special General Meeting of the Branch Board of Directors and Voting Members at any time, and shall call a Special General Meeting upon the written request of twenty five (25%) percent or more of the Voting Members or twenty (20) Voting Members, whichever is the greater.

11.5 Notice of General meetings

Notice of Annual or Special General Meetings of the Branch Board of Directors and voting members shall be communicated to members by any of the following means: postal mail, email, facsimile or phone, such that it is received at least thirty (30) days before the day of the meeting. Notice by regular mail shall be considered to be received within five (5) days of mailing. Notice of a meeting shall describe the nature of the business in sufficient detail to permit the Branch Board of Directors and voting members to form a reasoned judgment on it.

11.4 Calling of Meetings

Notice of Annual or Special General Meetings of the Branch Board of Directors and Voting Members shall be conveyed to members by any of the following means, postal mail, e-mail, facsimile, or phone, such that it is received at least 30 days before the day of the meeting. Notice by regular mail will be considered to be received within five days of mailing. Notice of a meeting shall describe the nature of the business in sufficient detail to permit the Branch Board of Directors and Voting Members to form a reasoned judgment on it.

11.6 Quorum and Voting at General Meetings

Each voting member has one vote to be exercised at Branch Annual or Special General Meetings. A quorum shall be no less than twenty (20) voting members. Except as provided by these Bylaws or otherwise required by the relevant provincial/territorial legislation, questions shall be decided by a simple majority vote of voting members present.

CPF BC & YK members in good standing may participate, count towards quorum, and vote at a Branch General Meeting in-person, by telephone, or thru other communication facilities that permit all persons to communicate with each other. The Branch Board of Directors shall determine which means of participation will be used for a Branch General Meeting.

Glyn Lewis 14-9-3 1:31 AM

Comment [6]: This line is a new addition. It seeks to clarify speaking privileges at Branch SGMs.

Canadian Parents ..., 14-9-13 6:15 PM

Comment [7]: Teleconference / Virtual included

Attendees who wish to participate by teleconference or other Board approved communication facilities must register seven (7) days prior to the General Meeting with Branch staff as to verify active membership and eligibility to vote.

11.5 Quorum and Voting

Each Voting Member has one vote to be exercised in person at the Branch Annual or Special General Meeting. A quorum shall be ten (10%) percent of the voting members or not less than twenty (20) Voting Members. Except as provided by these bylaws or otherwise required by the relevant provincial/territorial legislation, questions shall be decided by a simple majority vote of those Voting Members present in person.

11.7 Virtual Branch General Meetings

At the discretion of the Branch Board, General Meetings of the Branch may be held by teleconference, or other communication facilities that permit all persons to communicate with each other.

If a General Meeting of the Branch is held by teleconference or other virtual means, the following must be included in the notice of meeting:

- a) clear instructions for meeting participation, including type of technology/software that may be required;
- b) identification of contingencies for technical difficulties or malfunctions;
- c) a request for members interested in participating in the meeting to RSVP to the Branch Office up to one (1) week prior to the meeting.

At the beginning of a General Meeting hosted virtually or by teleconference the Chair must identify the following:

- a) methods to determine presence of quorum;
- b) methods for members to obtain the floor;
- c) methods for taking and verifying votes.

11.8 Chairperson

The Branch President shall chair meetings of the Branch Annual or Special General Meetings. The Branch President and/or the Branch Board may delegate the role of chairperson to another individual.

11.6 Chairperson

The Branch President shall be chairperson of meetings of the Branch Directors and/or Voting Members and shall preside at all Branch Annual or Special General Meetings. In the absence of the Branch President, the Branch Vice-President shall preside. In the absence of the Branch Vice President, the Branch Directors and/or Voting Members present shall choose one of themselves as chairperson.

Glyn Lewis 14-9-3 1:36 AM

Comment [8]: This new section is proposed by the CPF BC & YK Board of Directors.

What? New language with respect to the ability of the Branch to host General Meetings in-person, and/or by other means that permit all persons to be able to communicate with each other.

Rationale? To clarify and enable the Branch to host General Meetings in-person, and/or virtually.

Glyn Lewis 14-9-3 1:38 AM

Comment [9]: Two small changes:
1) The Vice-President is not the de-facto Chair in the absence of the President.
2) "Or other individual" allows for a non-member deemed appropriate by the voting delegates to Chair the meeting.

12. Branch Board of Directors

12.1 *Branch Board Officers*

The Branch Board officers shall consist of four Directors, including the Branch President, Vice-President, Secretary, and Treasurer.

The Branch Board of Directors or the Branch Annual General Meeting may add other officers to carry out specific duties.

10.2 Branch Board Officers

The Branch Board officers shall be the Branch President and Vice-President, but the Branch Board of Directors or the Branch Annual General Meeting may establish other officers to carry out prescribed duties.

10.3 Election of Branch Board Officers

The Branch Board officers shall be elected or appointed as appropriate at the Branch Annual General Meeting, to hold office from the conclusion of the Branch Annual General Meeting at which they are elected or appointed until the conclusion of the Branch Annual General Meeting two years later. Vacancies occurring in these offices may be filled by the Branch Board of Directors. Branch Officers who have served two consecutive terms in a position should not be nominated for re-election or re-appointment to the position unless the circumstances are exceptional.

10.4 Resignation of Branch Board Officers

A Branch Board officer may resign from office at any time by notice in writing delivered to the Branch President or Acting Branch President in care of the Branch Office. The resignation shall be effective on the date specified in the letter of resignation or, in absence of such date, on the date the resignation is accepted by the Branch Board.

Any officer who ceases to be a voting member shall be deemed to have vacated the office of Branch Director.

12.2 *Composition of Branch Board of Directors*

A Branch Board Director must be at least 18 years of age with the capacity to contract in Canada.

The Branch Board of Directors shall normally not include fewer than five (5) voting members elected at a Branch Annual General Meeting.

The composition of the Branch Board of Directors shall consist of a maximum of one (1) of each of the following positions, with a maximum of seven (7) Directors (not including the Past President):

- a. President
- b. Vice President
- c. Treasurer
- d. Secretary
- e. Youth Director
- f. Yukon Director
- g. Director At Large
- h. Past President (non-voting)

These positions are not mutually exclusive except for all four (4) Officers and President/Youth Director.

An employee of CPF at any level may not stand for election to a Branch Board until twelve (12) months after the employment termination date.

12.1 Composition of Branch Board

The Branch Board of Directors shall consist of not fewer than 5 voting members elected at the Branch Annual General Meeting in the appropriate year from the following categories:

- a) The Branch President and Vice- President
- b) Three other members
- c) Such remaining members as are required

and should not result in more than two persons from any Chapter.

Where possible the Directors should be members with legal, financial, management, leadership, or other desirable expertise such as CPF volunteer involvement.

12.2.1 Past President

At the discretion of the Board, the outgoing President may be invited to continue in an advisory and non-voting role for a one (1) year period. The role of Past President is to assist in the transition and to provide guidance and mentorship to the new President.

The Past President does not have a role in decision making process of the Branch.

12.3 Election of Branch Board of Directors

The Branch Board of Directors shall be elected at the Branch Annual General Meeting, to hold office from the conclusion of the Branch Annual General Meeting at which they are elected or appointed until the Branch Annual General Meeting two (2) years later.

Glyn Lewis 14-9-3 1:40 AM

Comment [10]: Clarification added to the make-up of the Branch Board of Directors.

Glyn Lewis 14-9-3 1:40 AM

Comment [11]: This is a newly created non-voting position.

Glyn Lewis 14-9-3 1:43 AM

Comment [12]: This new section is proposed by the CPF BC & YK Board of Directors.

What? New non-voting Branch Board position of "Past President."

Rationale? To support the mentorship of the new Board President, and to share institutional memory to the new Board, as may be appropriate.

In the event that a Director wishes to change a position for the second year of the current term, the Director shall declare his/her intention to the Nomination Committee and the Board of Directors and follow the nomination application process.

The final decision shall rest with the Nominations Committee.

12.4 Term of Office

The term of a Branch Director shall be two (2) years.

A Branch Director may be re-elected to additional terms up to a lifetime maximum of eight (8) years on the Branch Board.

In the event that a Director is appointed by the Branch Board to fill a vacancy, the time served on the Board until the subsequent Annual General Meeting shall not count towards the individual's time served on the Board.

To continue on the Board, at the subsequent AGM an appointed Director must be duly elected as per the nomination process.

The lifetime maximum any individual can serve as Branch Board President shall be four (4) years.

In the event that a Director is appointed President by the Branch Board to fill a vacancy, the time served as President until the subsequent Annual General Meeting shall not count towards the individual's time served as President.

12.2 Term of Office

The term of a Branch Director is two years. A Branch Director may be re-elected to additional terms to a maximum of six years. The terms of office of the Branch President and Vice President may exceed the normal maximum of six years, but under no circumstances will the total term of service exceed on the Branch Board ten consecutive years. A person who has served on the Branch Board of Directors for the maximum term possible, may be nominated and re-elected to any Branch Board of Director's office after two years following the last term during which the person previously served as a Branch Director.

The term of a Branch Director shall be from the end of the AGM at which the Branch Director was elected to the end of the AGM at which the successor is elected.

12.5 Cessation of Directorship

An individual shall cease to be a Branch Director when:

- a) a director resigns from the Branch Board by submitting notice in writing to any Director of the Branch Board of Directors; the resignation shall be effective on the date specified in the letter of resignation or, in absence of such a date, on the date

Glyn Lewis 14-9-3 1:44 AM

Comment [13]: This new sections seeks to clarify the process for Branch Board Directors to change positions during their terms.

Glyn Lewis 14-9-3 1:44 AM

Comment [14]: New language, "lifetime maximum"

Glyn Lewis 14-9-3 1:46 AM

Comment [15]: New section proposed by the BC & YK Board of Directors.

Rationale? Clarification in the way years served on the Board are counted in the event that a Director was appointed to the Board to fill a vacancy.

Glyn Lewis 14-9-3 1:48 AM

Comment [16]: New section proposed by the CPF BC & YK Board of Directors.

What? Four (4) year lifetime maximum for any individual to serve as Branch Board President.

Glyn Lewis 14-9-3 1:46 AM

Comment [17]: New section proposed by the BC & YK Board of Directors.

Rationale? Clarification in the way years served on the Board are counted in the event that a Director was appointed to the Board to fill a vacancy.

- the resignation notice is received; any director who receives a resignation letter shall share said letter upon receipt with all remaining members of the Board of Directors, and the Executive Director;
- b) the director is found by a competent jurisdiction to be mentally incapacitated;
 - c) the director becomes bankrupt;
 - d) the director is removed from the Board (as per 12.6);
 - e) the director dies;
 - f) the director ceases to have a primary residence in BC or Yukon;
 - g) the director runs for public office at any level;
 - h) the director withdraws from, or has been withdrawn from, voting membership.

12.11 Cessation of Directorship

An individual shall cease to be a Branch Director if:

- a) the Branch Director resigns from office by delivering a written resignation to the Branch President in care of the Branch Office;
- b) the Branch Director is found by a competent jurisdiction to be mentally incapacitated;
- c) the Branch Director becomes bankrupt;
- d) at a Branch Special General Meeting or at a meeting of the Branch Board of Directors, a resolution is passed that the Branch Director, who is entitled to a fair hearing, be removed from office for improper conduct or actions which may bring CPF into disrepute or is contrary to the objects of Canadian Parents for French;
- e) the Branch Director dies;
- f) the Branch Director ceases to reside in or to be affiliated with the province or territory represented; or
- g) the Branch Director vacates or is deemed to have vacated the office of Branch Director, withdraws from, or has been withdrawn from, voting membership.

12.6 Removal of Directors

The Branch voting members, or Branch Board of Directors, shall have the authority to remove a director from the Board for any one or more of the following grounds:

- a) violating any provision of the articles, bylaws, or written policies of CPF BC & YK;
- b) carrying out conduct which may be detrimental to CPF BC & YK;

The Director shall receive due notice and is entitled to a fair hearing in accordance with CPF National Policy before the resolution is passed.

Glyn Lewis 14-9-3 1:51 AM

Comment [18]: This section has been expanded to cover all Directors, not simply "Officers."

The removal of a Branch Director shall require a 2/3rds majority vote at either:

- i) the Branch voting members at a quorate Annual or Special General meeting, or
- ii) at a quorate and scheduled Branch Board of Directors' meeting.

10.5 Removal of Branch Board Officers

The Branch Board of Directors may remove the person from office at any time in the event of improper conduct or action which might bring CPF into disrepute or is contrary to the objects of Canadian Parents for French. The officer is entitled to a fair hearing before the Branch Board of Directors before the office is withdrawn.

12.7 Duties of Branch Board Directors

All directors sit on the Branch Board in a personal capacity. They are to uphold the mission, vision and values; oversee the officers; set and monitor the policies, finances and internal controls. In exercising their powers and in discharging their duties to the Branch, they shall act with diligence and skill, honestly and in good faith, and in a transparent and inclusive manner, with a view to the best interests of CPF as a whole.

- 12.7.1 Branch Directors shall avoid and shall disclose any circumstances in which their personal interests conflict, or may be reasonably perceived to conflict, with the interests of CPF.

12.3 Duties

All Directors sit on the Branch Board of Directors in a personal capacity. They are to uphold the mission; oversee the officers; set and monitor the policies, finances and internal controls. In exercising their powers and in discharging their duties to the Branch, they shall act with diligence and skill, honestly and in good faith, with a view to the best interests of CPF.

12.8 Role of Branch Board

The Branch Board of Directors supports the objectives of Canadian Parents for French in accordance with the mission, vision and values of CPF and serves as a link between that CPF Branch and members residing in its province/territory and the public. More particularly, and without restricting its powers under the prevailing provincial/territorial legislation, the Board of Directors of the Branch:

- a) may establish governing policies that address executive limitations, governance process and Board-to-Branch Executive Director and Branch-to-Chapter relationships;
- b) shall approve the audited financial statements of the Branch;
- c) shall annually submit the following documents to CPF National:
 - i. duly completed and submitted funding proposal to Canadian Heritage;
 - ii. current audited financial statements;

- iii. charitable returns;
 - iv. minutes of properly constituted AGM;
 - v. Annual Report;
 - vi. Bylaw revisions;
- d) and shall monitor performance at all levels of the Branch and ensure compliance with Branch policies.

12.4 Role of Branch Board

The Branch Board of Directors carries out the objects of CPF in accordance with the mission of Canadian Parents for French, and serves as a link between CPF and its members, and the public. More particularly, and without restricting its powers under the prevailing provincial/territorial legislation, the Board of Directors of the Branch:

- a) may establish governing policies that at the broadest levels, address:
 - i) Executive Limitations: which comprise constraints on Branch executive authority establishing the prudent and ethical boundaries within which all Branch executive activity and decisions must take place;
 - ii) Governance Process: which specifies how the Branch Board of Directors conceives, carries out and monitors its own role; and
 - iii) Board-Branch Executive Director Relationship: which denotes how power is delegated and its proper use monitored, and defines the Branch Executive Director's role, authority and accountability.
- b) shall monitor performance at all levels of the Branch to ensure compliance with governing policy;
- c) shall approve the financial statements of the Branch.
- d) shall, in the absence of Branch governing policies be governed by applicable National policies.

13. Branch Board Meetings

The Branch Board of Directors shall meet at least three (3) times a year at the call of the Branch President, or designate. A meeting may be conducted by means of telephone or other communication facilities that permit all persons to communicate with each other.

Glyn Lewis 14-9-3 1:52 AM

Comment [19]: Again, language of "applicable province or territory" removed.

Rationale? To provide greater flexibility to the Branch Board of Directors.

12.6 Meetings

The Branch Board of Directors shall meet at least three times a year at the call of the Branch President, at a place in the applicable province or territory determined by the Branch Board of Directors or the Branch President. One of these meetings is to be in conjunction with the Branch Annual General Meeting. A meeting may be conducted by means of telephone or other communication facilities that permit all persons to hear each other with the consent of all Branch directors, and a Branch Director participating in a meeting by that means shall be deemed to be present at the meeting.

13.1 Notice of Meetings

Notice of a meeting of the Branch Board of Directors shall be sent to all Directors, and the Executive Director, at least seven (7) days before the day of the meeting with a draft agenda.

12.7 Notice of Meetings

Notice of a meeting of the Branch Board of Directors, shall be delivered at least 21 days before the day of the meeting. Notice of the meeting need not specify the business of the meeting except when it is intended:

- a) to submit to the Branch Board of Directors any question requiring their approval;
- b) to fill vacancies among the Branch Board of Directors or in the office of auditor;
- c) to issue securities or debt obligations except as previously authorized by the Branch Board of Directors;
- d) to purchase, or redeem or otherwise acquire securities or debt obligations issued by the Branch;
- e) to approve annual financial statements.

Notice of any meeting may be waived by a Branch Director and any irregularity in the notice or the calling of any meeting does not invalidate any of the proceedings at the meeting where there has been substantial compliance with the provisions of this section.

13.2 Quorum

A majority of Branch Directors currently serving constitutes a quorum. As long as a quorum exists, continuing Branch Directors may act, despite any vacancy on the Branch Board of Directors.

Glyn Lewis 14-9-3 1:53 AM

Comment [20]: Notice of Branch Board Meetings shortened to seven (7) days.

Rationale? To align the Bylaw more closely with practice.

12.8 Quorum

A majority of Branch Directors currently serving constitutes a quorum. As long as a quorum exists, continuing Branch Directors may act, despite any vacancy on the Branch Board of Directors.

13.3 Voting at Meetings

Each member of the Branch Board, including the chairperson, has one vote. Board meetings, and standing committees, will be conducted according to Robert's Rules of Order.

12.9 Voting at Meetings

Each member of the Branch Board of Directors, including the chairperson, has one vote. Questions arising at any meeting of the Branch Board of Directors shall be decided by a simple majority of those Branch Directors present and voting. With the consent of the chairperson, a Branch Director may participate in and vote by means of a telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and a Branch Director participating in a meeting by that means shall be deemed to be present at the meeting.

13.4 Chairperson

The Branch President shall be the chairperson of the Branch Board of Directors and shall preside at all meetings of the Branch Board. The Branch Board of Directors may, however, delegate the role of the chair to another Director or other individual.

12.10 Chairperson

The Branch President shall be the chairperson of the Branch Board of Directors and shall preside at all meetings of the Branch Board. In the absence of the Branch President, the Branch Vice-President shall preside. In the absence of both the Branch President and the Branch Vice-President, the Branch Directors present at the meeting shall choose one of themselves as chairperson.

13.5 Branch Delegates

The officers of the Branch shall act as Branch Delegate(s) in the following order of precedence: President, Vice-President, Secretary, and Treasurer. In the event that more Branch Delegates are required, or that an officer is unable to attend a National Annual General Meeting of CPF, the Branch shall appoint another director(s) as Branch Delegate(s).

Glyn Lewis 14-9-3 1:55 AM

Comment [21]: Clarification that Branch Board meetings are to be conducted according to Robert's Rules of Order.

Glyn Lewis 14-9-3 1:56 AM

Comment [22]: Two small changes:
1) The Vice-President is not the de-facto Chair in the absence of the President.
2) "Or other individual" allows for a non-member deemed appropriate by the voting delegates to Chair the meeting.

12.13 Branch Delegate

A Branch Delegate shall be the official representative of the Branch at the Annual and Special General Meetings of CPF.

12.14 Number of Branch Delegates

The number of Branch Delegates shall be determined by policy of the National Board of Directors.

12.15 Appointing Branch Delegates

The officers of the Branch shall act as Branch Delegate(s) in the following order of precedence: President, Vice President. In the event that there are more Branch Delegates or that an Officer is unable to attend a general meeting of CPF, the Branch shall appoint another Director(s) as Branch Delegate(s).

13.6 Branch Executive Director

The Branch Board shall appoint a Branch Executive Director, who is accountable to the Branch Board of Directors.

10.6 Branch Executive Director

The Branch Board of Directors shall appoint a Branch Executive Director, who is accountable to the Branch Board of Directors.

14. Committees of the Branch Board

The Branch Board may establish committees for the purposes that are considered relevant to the Branch's mandate and fall within the Branch governance model. The Branch Board shall define the duties and powers of any committee of the Branch Board it establishes.

The Branch President shall be an ex officio member of all committees.

13.1 Committees

The Branch Board of Directors may establish committees for purposes that are considered proper and fall within the Branch governance policy model. The Branch Board shall define the duties and powers of any committee of the Board it establishes and may prescribe the procedures, rules and policies to be followed by it. The Branch Executive Director shall be a member of any committee the Branch Board of Directors establishes but shall neither vote at its meetings nor act as Chair.

