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CPF Canadian Parents for French

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## 1. CPF Bylaws

### 1.1 General

The Bylaws of the Corporation consist of the Letters Patent, Supplementary Letters Patent, and the Bylaws.

### 1.2 Letters Patent

The Corporation was constituted under the name of "CANADIAN PARENTS FOR FRENCH" as a corporation without share capital under Part II of *The Canada Corporations Act* under Letters Patent issued under the seal of the Minister of Consumer and Corporate Affairs and dated the 18th day of May, 1977. Supplementary Letters Patent were granted in 1988 changing the objects of the Corporation. The object of the Corporation as set forth in the Letters Patent and Supplementary Letters Patent and which may not be changed or altered without due application to the Minister of Consumer and Corporate Affairs is:

To promote and support opportunities for young Canadians to learn and use the French language.

### 1.3 Bylaws

WHEREAS:

- A. Canadian Parents for French (herein referred to as "CPF") was incorporated under *The Canada Corporations Act* in 1977 and received Supplementary Letters Patent in 1988.
- B. The Supplementary Letters Patent issued in 1988 established the object of CPF as follows:

*To provide educational opportunities for young Canadians to learn and use the French language.*

THE FOLLOWING ARE HEREBY ENACTED as the Bylaws of CPF:

### 1.4 Definitions

- (a) In these Bylaws, and in all other rules and regulations and policies of CPF, unless otherwise stated, the following terms shall have the meanings ascribed to them:

"ACT" means *The Canada Corporations Act* R.S.C. 1970, c. C 32 as from time to time amended and any replacement statute subsequently enacted. The term "Act" shall also encompass any corporations regulations made pursuant to the Act.

"Adult" means a person deemed to be an adult by the provincial or territorial legislation applicable to the place of residence of a person applying for membership.

"Affiliate Branch" means the status of a provincial or territorial body which fails to satisfy the requirements of a Branch, by having less than two (2) Chapters and less than fifty (50) Voting Members. An Affiliate Branch will be created at the discretion of the National Board of Directors.

"Associate Membership Organization (AMO)" means a national, provincial or local organization or group whose purpose allows for co-operation and exchange of information with Canadian Parents for French and which accepts a non-voting membership in CPF.

"National Board" means the National Board of Directors of the Corporation as constituted pursuant to the Act and these bylaws.

"Branch" means a provincial or territorial body which is that part of the CPF Corporation between the National and Chapter levels. There shall be at least two (2) Chapters and fifty (50) voting members in the province or territory before a Branch may be recognized. At the discretion of the National Board of Directors, provincial or territorial groups not meeting the minimum requirements of a Branch, having negotiated an agreement with a Branch, may be granted affiliate Branch status.

"Chapter" means an organized group of CPF members residing in a jurisdiction as defined by the Bylaws of the Provincial Branch in whose jurisdiction the Chapter is situated. The Chapter is administered in accordance with the Branch Bylaws. There shall be at least ten (10) voting members in the local jurisdiction before a Chapter may be recognized. Exceptions to this rule may be considered by the National Board of Directors, on the advice of the Branch Board of Directors, on a case by case basis.

"CPF" or "the Corporation" means this corporation, currently known as CANADIAN PARENTS FOR FRENCH.

"Member" means any adult who is interested in furthering the object of CPF and whose application for admission as a member has been processed in accordance with policies established by the National Board of Directors of CPF.

"Member Household" means a domestic establishment occupied by at least one adult who has purchased a membership in Canadian Parents for French in accordance with policies established for membership by the National Board of Directors.

"Notice in writing" includes notice delivered by mail or electronically or by any method which results in a copy of the notice arriving at the last known address of the person for whom the notice is intended.

- (b) In the Bylaws, unless otherwise stated the use of a masculine or feminine form is intended to denote both genders.
- (c) All terms which are used in the Bylaws of CPF which are defined in the Act shall have the meaning given to them in the Act unless otherwise specified.
- (d) The accepted authority on capitalization, spelling and grammatical structure be *The Canadian Press Caps and Spelling 17<sup>th</sup> Edition 2005*.

## **2. Head Office**

### **2.1 Head Office**

The Head Office of Canadian Parents for French, hereafter called the “National Office”, shall be in the City of Ottawa, in the Province of Ontario.

### **2.2 Corporate Seal**

Canadian Parents for French shall have a seal in such a form as may be authorized by the National Board of Directors. The corporate seal shall be safeguarded in the National Office in the custody of the Executive Director.



## **3. Membership**

### **3.1 Membership Fees**

Membership category fees, associated fees and their distribution shall be established from time to time by the National Board of Directors of CPF. All funds distributed to branches and chapters derived from those fees are to be used to further the goals of CPF.

### **3.2 Members**

Any adult who is interested in furthering the object of CPF and whose application for admission as a Member has been processed in accordance with policies established by the National Board of Directors of CPF shall have the right to be a Voting Member.

### **3.3 Voting Members**

A voting member:

- a) Is an adult who has paid the appropriate membership fee and whose application has been accepted under the voting member designation. A maximum of two adults of a member household shall be deemed voting members.
- b) Each member household may designate, or can be, a member of the National organization, a Branch or Chapter.
- c) Shall have the right to vote at all general meetings held at the Chapter and Branch level. Only Voting Members may be, or be nominated to be, Directors or Delegates.
- d) A member household may designate up to two voting members at the time of application. Changes to voting member designation may be made with the approval of the Branch Board of Directors.
- e) May be designated as a Distinguished Life Member in accordance with criteria outlined in the appropriate National Board Policy.

### **3.4 Distinguished Life Members**

Distinguished life memberships may be awarded by the National Board of Directors to voting members who have provided outstanding leadership to CPF at the national level and/or significant national contributions to CPF in its mandate of improving French language learning opportunities for young Canadians. Distinguished life members have the rights of voting members. Membership fees are waived for Distinguished Life Members.

### **3.5 Associate Membership**

A national, provincial, or local organization may become an Associate Member Organization (AMO) in order for such organization to endorse the goals and activities of CPF. The AMO is entitled to newsletters and other designated reports or mailing sent to the organization headquarters. AMO status confers no right to vote at any level of the organization.

### **3.6 Termination of Membership**

A member shall be deemed to have been withdrawn from membership when the member dies.

A member shall be expelled for actions that are contrary to the goals or objectives of CPF upon a recorded two-thirds (2/3) vote of the National Board of Directors.

### **3.7 Resignation of Membership**

A member may resign at any time by notifying the National Office of CPF. The resignation will take place immediately upon receipt by the National Office.

A member shall be deemed to have resigned from membership 90 (ninety) days after the expiration of their membership.

### **3.8 Voting Restrictions on Members Receiving Remuneration**

Members who receive remuneration from CPF for other than reasonable out of pocket expenses shall not have the right to vote at any level of the organization during their term of employment or during the period of any service contract they hold with CPF.

### **3.9 Record of Membership**

A record of all members will be kept at the National Office of CPF. Membership applications and fees received at any CPF level shall be forwarded immediately to the National Office.

### **3.10 CPF National Alumni**

Former National Board members and former Branch Presidents will be designated CPF National Alumni.

## **4. Organization Structure**

### **4.1 Jurisdiction**

CPF carries out its activities under the authority of, and subject to, its Letters Patent, Bylaws, governing policies, the Canada Corporations Act (as from time to time amended), its registration as a charity under the Income Tax Act, and other pertinent federal, provincial, regional, and municipal laws.

### **4.2 Governance Structure**

The governance structure of CPF consists of:

- a) a National level;
- b) a Provincial/Territorial (Branch) level;
- c) Chapters for each local jurisdiction as defined by the Branch Board of Directors;
- d) Boards of Directors for each level;
- e) Branch Delegates to the National Annual General Meetings or Special General Meetings; and
- f) Voting members.

### **4.3 CPF and the National Board of Directors**

Canadian Parents for French is the national body charged with maintaining integrity and continuity of CPF's mandate at all levels. CPF may have Branches in each province and territory, which in turn have Chapters in provincial and territorial jurisdictions, established by each Branch Board of Directors.

Members' representation at the National Annual General Meeting is ensured by the attendance of the National Board of Directors and by the attendance of Branch Delegates chosen in accordance with these bylaws.

The term of a Branch Delegate shall be for a period of up to two years from election or appointment by the Branch.

A member of a Branch or Chapter Board of Directors who is elected a National Board Director, must resign from the Branch or Chapter Board at the time of his or her election to the National Board. A Branch Delegate, who is nominated to the National Board, must resign as Branch Delegate at the time of nomination. No National Board Director may hold an office at the Branch or Chapter level while serving on the National Board. An employee of CPF who is also a member may hold office on the National Board no earlier than three months following date of employment termination.

## **5. Annual & Special General Meetings of CPF**

### **5.1 Annual Meeting**

The Annual General Meeting of CPF shall be held annually at the National Office or such other place in Canada, and on such days, as the National Board of Directors shall designate.

### **5.2 Special General Meeting**

The National Board may call a Special General Meeting at any time, and shall call a Special General Meeting of Voting Members:

- a) upon the written request of 25 percent or more of the National Board of Directors and Branch Delegates; or
- b) upon the written request of 50 or more voting members.

### **5.3 Mandatory Functions**

The following functions shall be performed at the National Annual General Meeting:

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

### **5.4 Calling of Meetings**

Notice of National Annual or Special General Meetings shall be conveyed 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 National Board of Directors and Branch Delegates to form a reasoned judgement on it. Notice of such a meeting shall be sent to the voting members.

### **5.5 Quorum and Voting**

Each National Director and Branch Delegate has one vote to be exercised in person at each National Annual General Meeting or Special General Meeting. Sixty percent (60%) of the National Directors and Branch Delegates currently serving constitutes a quorum. Except as provided by these Bylaws or otherwise required by *The Canada Corporations Act*, questions shall be decided by a simple majority of those National Directors and Branch Delegates present in person.

### **5.6 Chairperson**

The National President shall be chairperson of meetings of the National Directors and/or Branch

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

## **6. National Board Officers**

### **6.1 National Board Officers**

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

### **6.2 Duties of National Board Officers**

The National President shall, when present and able, chair all meetings of the Members, the National Board of Directors and/or Branch Delegates, supervise the affairs of CPF, sign all documents requiring signature, and perform other duties assigned by the National Board of Directors.

The Vice President shall, in the absence or disability of the National President, perform the duties and exercise the powers of the President, and shall perform such other duties as shall be assigned by the National President.

The duties of all other National Board officers of CPF shall be such as the terms of their engagement call for or the National Board of Directors requires of them.

### **6.3 Election of National Board Officers**

The National Board officers shall be elected or appointed as appropriate at the National Annual General Meeting, to hold office from the conclusion of the National Annual General Meeting at which they are elected or appointed until the conclusion of the National Annual General Meeting two years later. Vacancies occurring in these National Board offices may be filled by the National Board of Directors.

### **6.4 Resignation of National Board Officers**

A National Board officer may resign from office at any time by notice in writing delivered to the National President or Acting President in care of the National 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 National Board. Any National Board officer who ceases to be a voting member shall be deemed to have vacated the office of National Director.

### **6.5 Removal of National Board Officers**

The National 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 National Board of Directors before the office is withdrawn.

## **7. National Staff Officers**

### **7.1 Executive Director**

The National Board of Directors shall appoint an Executive Director, who is accountable to the National Board of Directors for the management of all activities of CPF. The Executive Director is the chief executive officer of CPF and has the authority and responsibility, within the executive limitations policy established by the National Board of Directors to provide, at the National level of CPF, leadership in accordance with the mission, vision, values and ends policy statements established by the National Board of Directors.

The Executive Director has the authority to organize and manage the activities of CPF under the governing policies established by the National Board of Directors in order to deliver services in the most effective and efficient manner possible.

The Executive Director, is entitled to receive notice of, to attend and to address any meeting of Boards of Directors, Annual General Meetings, or any Special General Meetings of CPF and its Branches.

## **8. National Board of Directors**

### **8.1 Composition of Board**

The National Board of Directors shall consist of seven (7) voting members elected at the National Annual General Meeting in the appropriate year from the following categories:

- a) the National President and Vice-President
- b) five other members

such that there shall not be more than two persons from any Branch jurisdiction sitting on the Board. If a member of the Board moves his place of residence to a Branch jurisdiction from which there are already two sitting members, that member shall tender his resignation from the Board no later than the first National AGM following his change of residence. The member shall be eligible for re-election to the Board if there is an appropriate vacancy on the Board.

To ensure continuity, at each even-year National Annual General Meeting, the President, Vice-President, and two Directors shall be elected. At each odd-year National Annual General Meeting, three Directors shall be elected.

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

### **8.2 Term of Office**

The term of a National Director is two years. A National Director may be re-elected to additional terms to a maximum of six years. The terms of office of the National President and Vice President may exceed the normal maximum of six years, but under no circumstances will the total term of service on the National Board exceed ten consecutive years. A person who has completed a term as an officer of the National Board of Directors may be nominated and re-elected to the same office after two years following the completion of the term during which the person previously occupied that office, with the exception of the National President who may occupy the office only one time.

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

### **8.3 Duties**

All National Directors sit on the National 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, they shall act with diligence and skill, honestly and in good faith, with a view to the best interests of CPF as a whole. Their duty shall be to CPF; to directors, members, and staff; to clients, funders and creditors; and to the government and the public.

### **8.4 Role of Board**

The National 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 Letters Patent, the National Board of Directors of CPF:

- a) may establish governing policies that at the broadest levels, address:



- i) Ends: which comprise the operating philosophy and focus statements in accordance with the mission, vision, values and ends policy statements for the Corporation;
  - ii) Executive Limitations: which comprise constraints on executive authority establishing the prudent and ethical boundaries within which all executive activity and decisions must take place;
  - iii) Governance Process: which specifies how the National Board of Directors conceives, carries out and monitors its own role; and
  - iv) Board-Executive Director Relationship: which denotes how power is delegated and its proper use monitored, and defines the chief executive officer's role, authority and accountability.
- b) shall monitor performance at all levels of CPF to ensure compliance with governing policy;
  - c) shall approve the financial statements of CPF.

### **8.5 Delegation**

The National Board of Directors may delegate power to any officer or committee except the power to:

- a) submit to the National Annual or Special General Meetings any matter requiring their approval;
- b) fill vacancies among National Directors or in the office of auditor;
- c) issue securities or debt obligations except as previously authorized by the National Board of Directors;
- d) purchase, or redeem or otherwise acquire securities or debt obligations issued by CPF;
- e) approve annual financial statements;
- f) make, amend or repeal Bylaws; or
- g) engage or dismiss the Executive Director.

### **8.6 Meetings**

The National Board of Directors shall meet at least five times a year at the call of the National President, at a place in Canada determined by the National Board of Directors or the National President. One of these meetings is to be in conjunction with the National 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 National Directors, and a National Director participating in a meeting by that means shall be deemed to be present at the meeting.

### **8.7 Notice of Meetings**

Notice of a meeting of the National Board of Directors shall be delivered to attendees 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 combined National Board of Directors and Branch Delegates any question requiring their approval;
- b) to fill vacancies among the National Board of Directors or in the office of auditor;
- c) to issue securities or debt obligations except as previously authorized by the National Board of Directors;
- d) to purchase, or redeem or otherwise acquire securities or debt obligations issued by CPF; or
- e) to approve annual financial statements.

Notice of any meeting may be waived by a National 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.

### **8.8 Quorum**

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

### **8.9 Voting at Meetings**

Each member of the National Board of Directors, including the chairperson, has one vote. Questions arising at any meeting of the National Board of Directors shall be decided by a simple majority of those National Directors present and voting. A National 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, with the consent of all National Directors, and a National Director participating in a meeting by that means shall be deemed to be present at the meeting.

### **8.10 Chairperson**

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

### **8.11 Cessation of Directorship**

An individual shall cease to be a National Director if:

- a) the National Director resigns from office by delivering a written resignation to the National President in care of the National Office;
- b) the National Director is found by a competent jurisdiction to be mentally incapacitated;
- c) the National Director becomes bankrupt;
- d) at a Special General Meeting of the voting members or at a meeting of the National Board of Directors, a resolution is passed that the National 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 inconsistent with the objects of Canadian Parents for French;

- e) the National director dies;
- f) the National Director ceases to reside in Canada;
- g) 2 consecutive meetings, or more than 33% of all meetings are missed; or
- h) the National Director vacates or is deemed to have vacated the office of National Director, withdraws from, or has been withdrawn from, voting membership.

#### **8.12 Filling of Vacancies**

A majority of National Directors may fill a vacancy among the National Directors, except a vacancy resulting from an increase in the number or minimum number of National Directors, or from a failure by the National Annual General Meeting to elect the number or minimum number of National Directors required by the Letters Patent.

## **9. Committees of the National Board**

### **9.1 Committees**

The National Board of Directors may establish committees for purposes that are considered proper and fall within the National governance policy model. The National Board shall define the duties and powers of any committee of the National Board it establishes and may prescribe the procedures, rules and policies to be followed by it. Committee members are appointed by and serve at the pleasure of the National Board.

### **9.2 Nominations**

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

### **9.3 Bylaws**

The National Board of Directors shall either appoint or act as a Bylaws committee to set appropriate guidelines for continuous review of the Bylaws of CPF. The Bylaws committee shall table a statement at each National Annual General Meeting that the Bylaws have been reviewed.

### **9.4 Ad Hoc**

The National Board of Directors may appoint ad hoc committees from time to time for specific purposes. These ad hoc committees shall automatically terminate after a year unless given a definite renewed mandate by the National Board of Directors. The terms of reference shall be clearly identified in the National Board of Directors' governance policy.

## **10. Branches and Branch Board(s) of Directors**

### **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.

### **10.2 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.

### **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.

### **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.

## **11. Annual & Special General Meetings of the Branch**

### **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.

### **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.

### **11.3 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.

### **11.4 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.

### **11.5 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.

### **11.6 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.

## **12. Branch Board of Directors**

### **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 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.

### **12.3 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.

### **12.4 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.

### **12.5 Delegation**

The Branch Board of Directors may delegate power to any officer or committee except the power to:

- a) submit to the Branch Annual or Special General Meetings any matter requiring their approval;
- b) fill vacancies on the Branch Board or in the office of auditor;
- c) issue securities or debt obligations except as previously authorized by the Branch Board of Directors;
- d) purchase, or redeem or otherwise acquire securities or debt obligations issued by the Branch;
- e) approve annual financial statements;
- f) make, amend or repeal Bylaws; or
- g) engage or dismiss the Branch Executive Director.

### **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.

### **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.

## **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.

## **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.

## **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.

## **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.

### **12.12 Filling of Vacancies**

A majority of Branch Directors may fill a vacancy resulting from the resignation, incapacitation or upon death of an elected Branch Director.

### **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. Committees of the Branch Board**

### **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.

### **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.

## **14. Chapters and Chapter Board(s) of Directors**

### **14.1 Chapter Organizational Structure**

Each jurisdiction in any province or territory may have a Chapter or be affiliated with a Chapter in another jurisdiction. The standard for a Chapter shall be established by resolution of the National Board of Directors.

A Chapter must have a minimum of ten (10) voting members. Each Chapter will be governed by a Chapter Board of Directors. A Chapter is managed by the Branch within whose jurisdiction it resides.

The Branch is responsible for approving, monitoring and dissolving chapters. In the event of a dispute over the approval or dissolution of a Chapter, the final arbiter shall be the National Board of Directors. The Branch will establish and publish procedures for the approval, monitoring and dissolution of Chapters.

### **14.2 Chapter Board Officers**

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

### **14.3 Election of Chapter Board Officers**

The Chapter Board officers shall be elected at the Chapter Annual General Meeting, to hold office from the conclusion of the Chapter Annual General Meeting at which they are elected or appointed until the conclusion of the Chapter Annual General Meeting two years later. Vacancies occurring in these offices may be filled by the Chapter Board of Directors. Chapter Board 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.

### **14.4 Resignation of Chapter Board Officers**

An officer may resign from office at any time by notice in writing delivered to the Chapter President. The resignation shall be effective on the date specified in the letter of resignation or, in the absence of such date, on the date the resignation is accepted by the Chapter Board. Any officer who ceases to be a voting member shall be deemed to have vacated the office of Chapter Director.

### **14.5 Removal of Chapter Board Officers**

The Chapter 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 Chapter Board of Directors before the office is withdrawn.

### **14.6 Chapter Contact Person**

The Chapter Board of Directors shall identify a Chapter Contact Person. The Chapter Contact shall be a primary communication link between the Chapter and the Branch.

## 15. Annual & Special General Meetings of the Chapter

### 15.1 Chapter Annual Meeting

The Annual General Meeting of the Chapter shall be held annually at such place in the applicable jurisdiction, and on such days, as the Chapter Board of Directors shall designate.

### 15.2 Special General Meeting

The Chapter Board of Directors may call a Special General Meeting of the Chapter Board of Directors and Voting Members at any time, and shall call a Special General Meeting upon the written request of 10% or more of the Voting Members or upon the written request of six (6) Voting Members, whichever is greater.

### 15.3 Mandatory Functions

The following functions shall be performed at the Chapter Annual General Meeting:

- a) receive the reports of the Chapter President;
- b) elect the Chapter President and Vice-President;
- c) elect the remaining members of the Chapter Board of Directors;
- d) receive financial statement(s) for the Chapter;
- e) any other business that it considers appropriate and is brought before it by the Chapter Board of Directors and Voting Members.

### 15.4 Calling of Meetings

Notice of Annual or Special General Meetings of the Chapter Board of Directors and Voting Members shall be conveyed to Chapter Board of Directors, voting members and the Branch Executive Director by any of the following means: postal mail, e-mail, facsimile, or phone, such that it is received at least 14 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 Chapter Board of Directors and Voting Members to form a reasoned judgment on it.

### 15.5 Quorum and Voting

Each Chapter Director and Voting Member has one vote to be exercised in person at each Chapter Annual General Meeting or Special General Meeting. **A quorum shall be five (5%) percent of the Voting Members or ten (10) Voting Members, whichever is less, but not fewer than six (6) 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 of those Chapter Directors and Voting Members present in person. The Branch Executive Director, although having no vote, is entitled to receive notice of, and to attend and to address any meeting of the Chapter Boards of Directors, Chapter Annual General Meetings, or any Special General Meetings of the Chapter.

### 15.6 Chairperson

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

## **16. Chapter Board of Directors**

### **16.1 Composition of Chapter Board**

The Chapter Board of Directors shall consist of not fewer than 3 voting members elected at the Chapter Annual General Meeting from the following categories:

- a) The Chapter President and Vice-President to be elected from the voting members.
- b) One additional member to be elected from the voting members.

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

### **16.2 Term of Office**

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

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

### **16.3 Duties**

All Chapter Directors sit on the Chapter 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 Chapter, they shall act with diligence and skill, honestly and in good faith, with a view to the best interests of CPF.

### **16.4 Role of Chapter Board**

The Chapter 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 Chapter:

- a) may establish governing policies that at the broadest levels, address:
  - i) Executive Limitations: which comprise constraints on Chapter executive authority establishing the prudent and ethical boundaries within which all Chapter executive activity and decisions must take place;
  - ii) Governance Process: which specifies how the Chapter Board of Directors conceives, carries out and monitors its own role; and
- b) shall monitor performance within the Chapter to ensure compliance with governing policy;
- c) shall approve the financial statements of the Chapter.

## **16.5 Delegation**

The Chapter Board of Directors may delegate power to any officer or committee except the power:

- a) to submit to the Chapter Annual or Special General Meetings any matter requiring their approval;
- b) to fill vacancies among Chapter Directors;
- c) to issue securities or debt obligations except as previously authorized by the Chapter Board of Directors;
- d) to purchase, or redeem or otherwise acquire securities or debt obligations issued by the Chapter; and
- e) to approve annual financial statements.

## **16.6 Meetings**

The Chapter Board of Directors shall meet at least three times a year at the call of the Chapter President, at a place in the applicable jurisdiction determined by the Chapter Board of Directors or the Chapter President. One of these meetings is to be in conjunction with the Chapter 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 Chapter directors, and a Chapter Director participating in a meeting by that means shall be deemed to be present at the meeting.

## **16.7 Notice of Meetings**

Notice of a meeting of the Chapter Board of Directors shall be conveyed or 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 combined Chapter Board of Directors and Voting Members any question requiring their approval;
- b) to fill vacancies among the Chapter Board of Directors or in the position of auditor(s);
- c) to issue securities or debt obligations except as previously authorized by the Chapter Board of Directors;
- d) to purchase, or redeem or otherwise acquire securities or debt obligations issued by the Chapter;
- e) to approve annual financial statements.

Notice of any meeting may be waived by a Chapter 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.

## **16.8 Quorum**

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

## **16.9 Voting at Meetings**

Each member of the Chapter Board of Directors, including the chairperson, has one vote. Questions arising at any meeting of the Chapter Board of Directors shall be decided by a simple majority of those Chapter Directors present and voting. With the consent of the chairperson, a Chapter 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 Chapter Director participating in a meeting by that means shall be deemed to be present at the meeting.

## **16.10 Chairperson**

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

## **16.11 Cessation of Directorship**

An individual shall cease to be a Chapter Director if:

- a) the Chapter Director resigns from office by delivering a written resignation to the Chapter President;
- b) the Chapter Director is found by a court of competent jurisdiction to be mentally incapacitated;
- c) the Chapter Director becomes bankrupt;
- d) at a Chapter Special General Meeting or at a meeting of the Chapter Board of Directors, a resolution is passed that the Chapter 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) upon Chapter Director's death;
- f) the Chapter Director ceases to reside in or be affiliated with the jurisdiction represented; or
- g) the Chapter Director vacates or is deemed to have vacated the office of Chapter Director, withdraws from, or has been withdrawn from, voting membership.

## **16.12 Filling of Vacancies**

A majority of Chapter Directors may fill a vacancy among the Chapter Directors, except a vacancy resulting from an increase in the number or minimum number of Chapter Directors, or from a failure by the Chapter Annual General Meeting to elect three Directors.

## **16.13 Chapter Members Representation**

Chapters will conduct meetings at a frequency that will satisfy their members. The members will be given every opportunity to be informed of the activities of the Chapter through which they enjoy the benefits of membership.



## **17 Committees of the Chapter Board**

### **17.1 Committees**

The Chapter Board of Directors may establish committees for purposes that are considered proper and fall within the Chapter governance policy model. The Chapter 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.

### **17.2 Nominations**

The Chapter Board of Directors shall appoint a nominations committee to set appropriate guidelines for nomination for the positions of Chapter Directors and for the positions of Chapter 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 14 days before the Chapter Annual General Meeting.

## **18. Property**

### **18.1 Control**

All property of every nature and kind, both real and immovable, personal and movable, that is the custody of any committee, officer, employee or other person on behalf of CPF shall be subject to the direction of the appropriate Board of Directors. This includes, without limitation, cash, debentures, bonds, stock or other securities and every estate or interest therein, donations, whether solicited or unsolicited and whether arising from fund-raising campaigns, legacies, bequests, and other testamentary gifts or otherwise. All legacies, bequests and other testamentary gifts, unless subject to a trust requiring them to be otherwise controlled, shall be at the appropriate office subject to the direction of the appropriate Board of Directors. When any property is impressed with a trust that is not within the principles of CPF, acceptance of it may be refused by the National Board of Directors. Any property of CPF acquired in the form of a gift, whether testamentary or otherwise, may be retained in the form in which it was when acquired by CPF for such length of time as the appropriate Board determines, according to CPF's current investment policy.

### **18.2 Acquisition and Improvement of Property and Capital Expenses**

Within limits set by the appropriate Board of Directors, real or immovable property may be purchased and expenditures for capital purposes may be made by the appropriate Board, or by persons authorized by the appropriate Board.

### **18.3 Sale of Property**

Within limits set by the appropriate Board of Directors, real or immovable property may be sold, mortgaged or otherwise encumbered by the appropriate Board.

## **19. Financial**

### **19.1 Remuneration and Expenses**

No remuneration shall be paid to any elected or appointed director, or to any member or any volunteer, for services rendered to or on behalf of CPF. However, reasonable out-of-pocket expenses may be paid in accordance with CPF policy to elected or appointed directors, members, and volunteers performing duties or attending meetings of CPF as authorized by the appropriate Board of Directors or its delegate. This provision shall not be construed to prevent paid employees and contract workers of CPF from becoming members of CPF.

### **19.2 Annual Budget**

The Executive Director and Branch Executive Director shall act within the executive limitations set by the appropriate Board of Directors in the preparation and implementation of an annual budget.

### **19.3 Annual Financial Statements**

The Executive Director, or Branch Executive Director, shall provide annually to the appropriate Board of Directors annual audited statements, which shall include a balance sheet as at the end of the previous fiscal year, together with a statement of revenues and expenditures for the previous fiscal year for their jurisdictions.

Each Branch Board of Directors shall provide to the National Board of Directors annual audited statements for the previous fiscal year for its jurisdiction.

### **19.4 Borrowing**

The following functions may be performed at any National Annual General Meeting or Special General Meeting, or National Board of Directors meeting from time to time:

- a) borrow money upon the credit of the Corporation;
- b) limit or increase the amount to be borrowed;

secure any debenture, or other securities or any other present or future borrowing or liability of CPF, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real or immovable, or personal or movable, property of CPF and the undertaking and rights of CPF.

Any two of the National President, National Vice President and the Executive Director or a person authorized by the Executive Director, have authority to sign in the name and on behalf of the Corporation any documents necessary to carry out the terms of any exercise of these powers by the National Board of Directors.

### **19.5 Auditor**

The auditor(s) shall be appointed at the appropriate Annual General Meeting of CPF, Branch or Chapter, to hold office until the next Annual General Meeting, at a rate of remuneration that it or the appropriate Board of Directors may fix from time to time.

## **20. Execution and Certification of Instruments of CPF**

### **20.1 Execution and Certification of Instruments**

Any two of the National President, Vice-President, or another National Director appointed by the National Board of Directors, and the Executive Director or a person authorized by the Executive Director have authority to sign in the name of the Corporation all instruments in writing. Any instruments signed accordingly shall be binding upon the Corporation without further authorization or formality. Copies of the Bylaws, resolutions of any National Annual General Meeting or Special General Meeting or of the National Board of Directors, or any other documents issued by CPF, shall, when certified by any one of the above officers under the corporate seal of the Corporation, be evidence of the validity of such documents.

The term "instruments in writing" means all documents, deeds, mortgages, hypothecs, pledges, charges, liens, conveyances, transfers, and assignments of property (real or immovable, personal or movable), agreements, contracts, tenders, releases, receipts, and discharges for the payments of money or other obligations, conveyances, transfers, and assignments of shares, stocks, bonds, debentures or other securities.

### **20.2 Delegation of Signing Authority**

Despite any other provision of these Bylaws, the National or Branch Board of Directors may from time to time authorize any person or persons to sign any instruments in writing on behalf of the Corporation or Branch for general or specific purposes as determined by the appropriate Board of Directors and may establish policies and executive limitations in respect of this delegation of authority.

## **21. Indemnification of CPF Directors and Officers**

### **21.1 Indemnification of CPF Directors and Officers**

Every Director, Delegate or Officer of CPF, and his respective heirs and legal representatives, shall from time to time and at all times, both while a Director, Delegate, or Officer, and after ceasing to be a Director, Delegate, or Officer, be indemnified and saved harmless out of the funds of CPF from and against all costs, charges, damages, liabilities, fines, penalties, legal fees and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the Director, Delegate, or Officer in respect of any action, suit or proceeding that is proposed, brought, commenced, or prosecuted against the Director, Delegate, or Officer for or in respect of any act, deed, matter, or thing whatsoever made, done, or committed or permitted by the Director, Delegate, or Officer in or about or in respect of the duties of the Director, Delegate, or Officer of CPF, if:

- a) the Director, Delegate, or Officer acted honestly and in good faith in the matter with a view to the best interests of CPF; and
- b) the costs, charges, damages, liabilities, fines, penalties, legal fees and expenses incurred by the Director, Delegate, or Officer were not occasioned by his own willful neglect or default.

## **22. Dispute Resolution**

### **22.1 Dispute Resolution**

Any dispute arising between levels of CPF and any dispute concerning the dissolution of Branches or Chapters, that cannot be resolved through the use of appropriate dispute resolution methods and approaches, shall ultimately be referred to the National Board of Directors.

## **23. Amendment and Effect**

### **23.1 Amendment**

The Bylaws of the Corporation not embodied in the Letters Patent may be repealed or amended by the Annual General Meeting or a Special General Meeting. Proposed amendments to the bylaws, other than editorial changes for purposes of clarity, may be put forward by any member in good standing with the written support of at least three other members in good standing. Notice of any motion to amend the bylaws must be forwarded to the President who shall cause the notice to be circulated in writing to the membership not less than 60 days prior to their consideration by an Annual General Meeting. Adoption of such amendments requires an affirmative vote of two thirds of the combined National Board of Directors and Branch Delegates voting in person at an Annual General Meeting or Special General Meeting. However the repeal or amendment of the Bylaws shall not be enforced or acted upon until the approval of the appropriate Minister of the Government.

### **23.2 Effect**

The Bylaws of the Corporation that were in force immediately prior to these Bylaws coming into force are hereby repealed. No act, thing, document or deed voluntarily done, made or executed or resolution previously passed and not rescinded under any previous Bylaw shall be prejudiced or invalidated by the repeal of that Bylaw. These Bylaws shall come into effect following approval at an National Annual General Meeting and following approval by the appropriate Minister of the Government of Canada. Upon coming into force, these Bylaws shall be the consolidated general Bylaws of CPF. If any provision of these Bylaws is inconsistent with any policy, rule or regulation of CPF, the provision of these Bylaws prevails. Headings are for ease of reference only.

### **23.3 Regulations**

Upon the coming into effect of these Bylaws all previous Bylaws and rules & regulations cease to have effect.

## **24. Resolution**

Proposed resolutions to the National By-laws may be put forward by any member in good standing with the written support of two other members in good standing along with written support from the presenting members Branch. Resolutions must be forwarded to the National President who shall cause the Resolution to be circulated in writing via postal mail, e-mail, or facsimile not less than 60 days prior to the Annual General Meeting. Adoption of Resolutions requires an affirmative vote of 2/3 of the combined National Board of Directors and Branch Delegates voting in person at the National AGM or Special Meeting. The resolutions shall not be enforced or acted upon until the approval of the appropriate Corporate Registry.