

Canadian Parents for French Bylaws

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Contents

- 1. CPF Bylaws..... 2
- 2. Head Office..... 4
- 3. Membership 4
- 4. Organization Structure 6
- 5. Annual and Special General Meetings of CPF..... 7
- 6. National Board Officers 8
- 7. National Executive Director..... 10
- 8. National Board of Directors..... 11
- 9. Committees of the National Board..... 15
- 10. Branch Organization and Governance..... 16
- 11. Branch Meetings 17
- 12. Branch Board of Directors.....20
- 13. Branch Board Meetings.....24
- 14. Committees of the Branch Board.....25
- 15. Chapter Organization and Governance 26
- 16. Chapter Meetings 28
- 17. Property 29
- 18. Financial Oversight 30
- 19. Execution and Certification of Instruments of CPF 31
- 20. Indemnification of CPF Directors and Officers.....32
- 21. Dispute Resolution 33
- 22. Amendment and Effect 34
- 23. Dissolution..... 34

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

THE FOLLOWING ARE HEREBY ENACTED as the Bylaws of CPF:

1.4 Definitions

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 or the Canada Not-For-Profit Corporations Act, S.C. 2009 c.23 as from time to time amended and any replacement statute subsequently enacted, whichever law is applicable to the corporation at the time. The term “Act” shall also encompass any corporations regulations made pursuant to the Act.

“Adult” means a person eighteen (18) years of age or older.

“Affiliate Branch” means the status granted to a provincial or territorial group which fails to satisfy the minimum requirements of a Branch, as defined in these Bylaws, but has negotiated an agreement with an established Branch and has the approval 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.

“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.

“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 six (6) 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.

“Director” means a member of the National Board, or a Branch or Chapter Board, as specified.

“Ex officio” means persons who are members of a committee by virtue of some other office or position that they hold.

“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.

“National AGM Weekend” means all of the activities of any kind associated with and occurring on the weekend during which the Annual General Meeting is held.

“National Board” means the National Board of Directors of the Corporation as constituted pursuant to the Act and these Bylaws.

“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 mailing address or e-mail address of the person for whom the notice is intended.

“Voting Delegates” means the National Board of Directors and Branch Delegates, who are the voting members at CPF’s National Annual General Meetings and Special General Meetings.

“Officer” means the President, Vice-President, Secretary, Treasurer or any other individual occupying a position with defined functions on the National Board or on a Branch or Chapter Board, as specified.

“Place of residence” means the province or territory in which an individual files her tax return.

1.5 Interpretation

- a) In the Bylaws, unless otherwise stated, the use of a masculine or feminine form is intended to denote both genders.
- b) 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.
- c) The accepted authority on capitalization, spelling and grammatical structure shall be *The Canadian Press Caps and Spelling 17th 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 Secretary.

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

An 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 shall have the right to be a member, except for salaried or contracted employees at any level of CPF. This exception does not include volunteers, who shall have the right to be voting members.

3.3 Voting Members

The following conditions of voting membership shall apply:

- a) An adult who has paid the appropriate membership fee and whose application has been accepted under the voting member designation may be a voting member of the National organization and of the appropriate Branch and Chapter.
- b) A membership fee entitles a member household to designate a maximum of two (2) adults as voting members, but additional voting memberships may be purchased by other adults living in the household. Member households can change voting member designation at any time by contacting the National Office.
- c) A voting member shall have the right to vote at all general meetings held at the appropriate Chapter and Branch level. Only voting members may be, or be nominated to be, directors or delegates.

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 and/or significant contributions to CPF in its mandate of improving French language learning opportunities for young Canadians. Distinguished Life Members have the rights of voting members and their membership fees are waived.

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 Cessation of Membership

An individual shall cease to be a member of CPF when:

- a) a member resigns at any time by notifying the National Office of CPF in writing, effective immediately upon receipt by the National Office;
- b) a member does not renew membership within ninety (90) days of expiration;
- c) a member dies; or
- d) a member is expelled.

3.7 Discipline of Members

The National Board shall have authority to expel any member of CPF for any one or more of the following grounds:

- a) violating any provision of the articles, by-laws, or written policies of CPF;
- b) carrying out any conduct which may be detrimental to CPF as determined by the Board in its sole discretion; or
- c) for any other reason that the Board in its sole and absolute discretion considers to be inconsistent with the objects of CPF.

In the event that the Board determines that a member should be expelled from membership in CPF, the President, or such other officer as may be designated by the Board, shall provide twenty (20) days' notice of expulsion to the member and shall provide reasons for the proposed expulsion. The member may make written submissions to the Board in response to the notice received within such twenty (20) day period. In the event that the Board receives no written submissions, the President or his designate shall notify the member that the member is expelled from membership in CPF. If written submissions are received in accordance with this section, the Board shall consider such submissions in arriving at a final decision by two-thirds (2/3) majority vote and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

3.8 Record of Membership

A record of all members shall 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.

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, territorial, 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 Levels of Representation

Canadian Parents for French is the national body charged with maintaining the integrity and continuity of CPF's governance framework and 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 National meetings is ensured by the attendance of the National Board of Directors and by the attendance of Branch Delegates chosen by Branch Boards of Directors in accordance with these Bylaws.

4.4 Branch Delegates

A Branch Delegate, appointed or elected by the Branch Board of Directors, is the official representative of the Branch at National Annual and Special General Meetings of CPF. The number of Branch Delegates shall be determined by policy of the National Board of Directors.

5. Annual and Special General Meetings of CPF

5.1 Annual Meeting

The Annual General Meeting of CPF shall be held annually in Canada 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 delegates:

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

5.3 Mandatory Functions

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

- a) receiving the reports of the National President and National Executive Director;
- b) electing enough directors to fill expired terms, as well as any vacant unexpired terms;
- c) electing the National President, Vice-President, Secretary and Treasurer;
- d) appointing an auditor;
- e) receiving financial statement(s) and auditor's report(s);
- f) ratifying and/or making bylaws and amendments thereto; and
- g) attending to any other business considered appropriate and brought before the voting delegates by the National Board of Directors and Branch Delegates.

5.4 Notice 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 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 National Board of Directors and Branch Delegates to form a reasoned judgment on it. Notice of such a meeting shall be sent to the voting members.

- 5.4.1 The Annual General Meeting and any Special Meeting shall be conducted in accordance with CPF Bylaws, and where the Bylaws are silent, in accordance with Roberts Rules of Order.

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 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.

5.7 Mandatory Functions at the National Annual General Meeting Weekend

A time shall be allotted at the National AGM Weekend for a question and answer period, to allow all members in attendance to direct questions to the National Board, Branch Delegates and the National Executive Director.

6. National Board Officers

6.1 National Board Officers

The officers of National Board shall be the National President, Vice-President, Secretary and Treasurer, but the National Board may add other officers to carry out specified duties.

6.2 Responsibilities 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. The

National President may sit as an ex officio member of all committees of CPF and will be duly identified as such.

The Vice-President shall perform such duties as shall be assigned by the National President or by the National Board of Directors. In the absence or disability of the National President, the Vice-President shall perform the duties and exercise the powers of the President for as long as required or until the end of the President's term.

The Treasurer shall have such responsibilities as the National Board shall specify.

The Secretary shall be responsible for taking, transcribing and distributing the minutes of all meetings.

The responsibilities of any other National Board officers shall be such as the National Board requires of them.

6.3 Election of National Board Officers

The National Board officers shall be elected individually by secret ballot by the voting delegates at the National Annual General meeting from among the directors of the National Board.

Candidates with the greatest number of votes shall be declared the winners. An officer shall be elected for a one-year term of office and may be re-elected to the same office for a maximum of four (4) consecutive years.

If any National Board office becomes vacant, the directors may elect a person to fill the vacancy for the remainder of the term.

6.4 Cessation of Office

An individual shall cease to be an officer of the National Board when:

- a) the officer resigns from the National Board by delivering notice in writing to the National President or Vice-President, in care of the National Office, in which case 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;
- b) the officer is removed from office; or
- c) the officer vacates, or is deemed to have vacated, the position of National Director, withdraws from, or has been removed from, voting membership in accordance with these Bylaws.

6.5 Removal of Officers

The National Board shall have authority to remove a Board officer from office for any one or more of the following grounds:

- a) violating any provision of the articles, by-laws or written policies of CPF;
- b) carrying out any conduct which may be detrimental to CPF as determined by the Board in its sole discretion; or
- c) for any other reason that the Board in its sole and absolute discretion considers to be inconsistent with the objects of CPF.

In the event that the Board determines that a Board officer should be removed from office, the President, or such other officer as may be designated by the Board, shall provide twenty (20) days' notice of removal to the officer and shall provide reasons for the proposed removal.

The officer may make written submissions to the Board in response to the notice received within such twenty (20) day period.

In the event that the Board receives no written submissions, the President or his designate shall notify the officer that the officer is removed from the Board. If written submissions are received in accordance with this section, the Board shall consider such submissions in arriving at a final decision by a two-thirds (2/3) majority vote and shall notify the officer concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the officer, without any further right of appeal.

7. National Executive Director

7.1 Executive Director

The National Board shall appoint an Executive Director, who is accountable to the National Board for the oversight of all activities of CPF.

The National 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, 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.

The Executive Director has the authority to organize and manage the activities of CPF at the National level under the governing policies established by the National Board 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 National Board

The National Board of Directors shall consist of no fewer than five (5) and no more than seven (7) voting members, with approximately half of the directors elected every two (2) years to a two-year term.

A maximum of two (2) persons from any Branch jurisdiction may sit on the National Board at one time. If a member of the Board moves her place of residence to a Branch jurisdiction from which there are already two (2) sitting members, that member shall tender her resignation from the Board no later than the first National Annual General Meeting following her change of residence. The member shall be eligible for re-election to the Board if there is an appropriate vacancy on the Board.

8.2 Conditions of National Board Membership

A National Board Director must be an individual who is at least 18 years of age and has the capacity to contract in Canada.

No National Board Director may serve on a Branch or Chapter Board at the same time. A member of a Branch or Chapter Board who is elected to the National Board shall resign from the Branch or Chapter Board at the time of her election to the National Board. A Branch Delegate who is nominated to the National Board shall resign as Branch Delegate at the time of election.

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

8.3 Election of Board of Directors

National Directors shall be elected by secret ballot by the voting delegates at the National Annual General Meeting from a list of eligible nominees provided by the Nominations Committee. The number of nominees shall not exceed twice the number of positions available on the Board and the eligible nominees shall stand for election as individuals. Nominations from the floor shall not be accepted. Candidates with the greatest number of votes shall be declared the winners, subject to these Bylaws.

8.4 Term of Office

The term of a director on the National Board shall be two (2) years from the end of the AGM at which the National Director is elected to the end of the AGM two (2) years later.

A director may be re-elected to additional terms to a maximum of eight (8) consecutive years.

A person who has served on the National Board for eight (8) consecutive years may be nominated and re-elected to the National Board after two (2) years following the last term during which the person previously served on the National Board in any capacity.

Partial terms (due to appointments) are not included in the calculation of eight (8) consecutive years.

8.5 Duties of National Directors

All National Directors sit on the Board in a personal capacity. They are responsible for the management of CPF by upholding CPF's mission, vision and values; overseeing the officers; setting and monitoring CPF 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, and in a transparent and inclusive manner, with a view to the best interests of the entire CPF organization. Their duty shall be to CPF as a whole; to directors, members and staff; to clients, funders and creditors; and to the government and the public.

8.5.1 National Board 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.

8.6 Role of Board

The National Board supports 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 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 shall take place;
 - iii. Governance Process: which specifies how the National Board conceives, carries out and monitors its own role; and
 - iv. Board-to-National Executive Director Relationship: which denotes how power is delegated and its proper use monitored, and defines the National Executive Director's role, authority and accountability;
- b) shall monitor performance at all levels of CPF to ensure compliance with governing policy; and
- c) shall approve the financial statements of CPF National.

8.7 Delegation

The National Board 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) make appointments to the National Board or to the position of auditor;

- c) issue securities or debt obligations except as previously authorized by the National Board;
- 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 National Executive Director.

8.8 Meetings

The National Board of Directors shall meet at least five (5) times a year at the call of the National President, at a place in Canada determined by the National Board 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 communicate with each other.

8.9 Notice of Meetings

Notice of a meeting of the National Board of Directors shall be delivered to attendees at least twenty-one (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 issue securities or debt obligations except as previously authorized by the National Board;
- c) to purchase, redeem or otherwise acquire securities or debt obligations issued by CPF; or
- d) to approve annual financial statements.

Notice of any meeting may be waived by a National Board 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.

8.10 Quorum

A majority of National Board Directors currently serving constitutes a quorum at a Board Meeting. If a vacancy on the National Board arises, continuing directors may act, as long as a quorum exists at the meeting.

8.11 Voting at Meetings

Each member of the National Board, including the chairperson, has one vote. Questions arising at any meeting shall be decided by a simple majority of those National Directors present and voting.

8.12 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.

8.13 Cessation of Directorship

An individual shall cease to be a National Director when:

- a) the director resigns from the National Board by delivering notice in writing to the National President or Vice-President, in care of the National Office, in which case 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;
- 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;
- e) the director dies;
- f) the director ceases to reside in Canada;
- g) the director misses, without reasonable explanation, two (2) consecutive meetings or more than thirty-three percent (33%) of all meetings in a given 365 day period where 21 days' notice has been properly served; or
- h) the director vacates, or is deemed to have vacated, the position of National Board Director, withdraws from, or has been removed from, voting membership in accordance with these Bylaws.

8.14 Removal of Board Directors

The Voting Delegates shall have authority to remove a director from the Board for any one or more of the following grounds:

- a) violating any provision of the articles, by-laws or written policies of CPF;
- b) carrying out any conduct which may be detrimental to CPF; or
- c) for any other reason that is inconsistent with the objects of CPF.

In the event that the Voting Delegates determine at an Annual General Meeting or at a Special General Meeting that a director should be removed from office, the President, or such other officer as may be designated by the Voting Delegates, shall provide twenty (20) days' notice of removal to the director and shall provide reasons for the proposed removal. The director may make written submissions to the Voting Delegates, care of the President, in response to the notice received within such twenty (20) day period. In the event that the President receives no written submissions, the President or his designate shall notify the director that the director is removed from the Board. If written submissions are received in accordance with this section, the Voting Delegates shall consider such submissions in arriving at a final decision by a two-thirds (2/3) majority vote and shall notify the officer concerning such final decision within a

further twenty (20) days from the date of receipt of the submissions. The Voting Delegates' decision shall be final and binding on the director, without any further right of appeal.

8.15 Filling of Vacancies

If a vacancy on the National Board arises, the remaining National Directors may fill that vacancy through an appointment of a new director from the date the vacancy begins until the next AGM.

9. Committees of the National Board

9.1 Committees

The National Board 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 shall appoint a Nominations Committee Chairperson at the first meeting of the Board after the Annual General Meeting. The Nominations Committee shall seek nominations for election to the National Board of Directors as outlined in CPF National Policy, shall ensure that nominees are eligible to be directors and shall circulate to all voting delegates the list of eligible nominees at least thirty (30) days before the National AGM. The Committee may nominate up to twice as many candidates as there are vacancies on the Board, but no fewer than the number of candidates needed to ensure the required minimum of five (5) Board Directors.

9.3 Bylaws

The National Board shall either appoint or act as a Bylaws Committee to set appropriate guidelines for the annual review of the Bylaws and Policy of CPF at intervals determined by the National Board. 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 may appoint ad hoc committees from time to time for specific purposes. The Board shall clearly identify the terms of reference for any such committee, including the deadline for completion of its task.

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.

10.1.1 A Branch may incorporate provincially or territorially.

10.1.2 The objects of the Branch shall be:

- a. To promote and support opportunities for young Canadians to learn and use the French language.
- b. To provide scholarships, bursaries, and awards to students learning French.

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;
- 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.

11. Branch 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.

11.2 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

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.

11.4 Special General Meetings

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.

11.5 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.

11.6 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.

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.

11.7 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.

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.

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.

12.2.1 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.

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.

12.5 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 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.

12.6 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.

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.

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.

12.8 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.

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.

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.

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.

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.

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.

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).

13.6 Branch Executive Director

The Branch Board 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.

15. Chapter Organization and Governance

15.1 Chapter Organizational Structure

Members of CPF within a particular area of a province or territory may form a Chapter or be affiliated with a Chapter in another area. The area served by a Chapter must be approved by the appropriate Branch Board.

A Chapter shall have a minimum of six (6) voting members and a Branch has the obligation to frame Chapter organization and delegation of authority on the model set out by the National Board.

Each Chapter shall be governed by a Chapter Board of Directors, elected at the Chapter's Annual General Meeting. A Chapter reports to the Branch within whose jurisdiction it resides. A Branch is responsible for approving, monitoring and dissolving Chapters within its jurisdiction in accordance with procedures it has established and published. A Branch may request such reports or documents as may be required, including, but not limited to, an annual activity report and annual financial statements.

15.2 Chapter Bylaws

Chapter bylaws shall be prepared in accordance with:

- a) the prevailing provincial or territorial legislation;
- b) the Mandatory Obligations articulated in CPF National Policy and Bylaws;
- c) the minimum requirements for Chapters specified in the National Bylaws; and
- d) any required elements identified by a Branch to enable it to exercise due diligence in its oversight of Chapters.

Whenever a Chapter amends its bylaws, a copy of the new bylaws shall be submitted in a timely fashion to the Branch Executive Director, who shall review them to ensure compliance with CPF Branch and National Bylaws and Policy.

In the absence of governance policies, a Chapter shall be governed by applicable Branch policies.

15.3 Chapter Board Officers

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

15.4 Chapter Board of Directors

A Chapter Board Director must be an individual who is at least 18 years of age and has the capacity to contract in Canada.

The Chapter Board of Directors shall consist of not fewer than three (3) voting members, including a President and Vice-President, elected at the Chapter Annual General Meeting and serving a term determined by the appropriate Branch.

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

15.5 Duties of Chapter Directors

All directors sit on the Chapter 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 Chapter, 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.

15.5.1 Chapter 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.

15.5.2 A Branch Board or the National Board may pass a resolution by a two-thirds (2/3) majority vote, requiring the resignation of a Chapter Board director or officer for conduct or action which may bring CPF into disrepute or is inconsistent with the objects of CPF. The director or officer shall receive due notice and is entitled to a fair hearing in accordance with CPF policy before the resolution is passed.

15.6 Chapter Contact Person

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

16. Chapter Meetings

16.1 Annual General Meetings

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

16.2 Special General Meetings

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 ten percent (10%) or more of the voting members or upon the written request of three (3) voting members, whichever is greater.

16.3 Notice of General Meetings

Notice of Annual or Special General Meetings of the Chapter Board of Directors and voting members shall be conveyed to 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 fourteen (14) 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 Chapter Board of Directors and voting members to form a reasoned judgment on it.

16.4 Quorum and Voting at General Meetings

Each voting member has one vote to be exercised at Chapter Annual or Special General Meetings. A quorum shall be no less than four (4) 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 Chapter Directors and voting members present. The Branch Executive Director, although having no vote, is entitled to receive notice of, to attend and to address any meeting of the Chapter Board of Directors, a Chapter Annual General Meeting or any Special General Meeting of the Chapter.

16.5 Chapter Board Meetings

The Chapter Board of Directors shall meet at least once 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 President. A meeting may be conducted by means of telephone or other communication facilities that permit all persons to communicate with each other.

16.6 Quorum at Board Meetings

A quorum shall be a majority of Chapter directors currently serving or two (2) directors, whichever is greater.

17. Property

17.1 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 must 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.

17.2 Acquisition and Improvement of Property and Capital Expenses

Subject to the provisions for borrowing in these Bylaws and 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.

17.3 Sale of Property

Subject to the provisions for borrowing in these Bylaws and within limits set by the appropriate Board of Directors, real or immovable property may be sold, mortgaged or otherwise encumbered by the appropriate Board of Directors.

18. Financial Oversight

18.1 Remuneration and Expenses

No remuneration shall be paid to any elected or appointed director, or to any other person acting in a volunteer capacity for CPF at the National, Branch or Chapter level, for services rendered to or on behalf of CPF. However, reasonable out-of-pocket expenses may be paid in accordance with CPF National 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 prevent volunteers from receiving small, token gifts in recognition of service.

18.2 Annual Budget

The National 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.

18.3 Annual Financial Statements

The National Executive Director and each Branch Executive Director shall provide the appropriate Board of Directors with 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.

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

18.4 CPF National Borrowing

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

- a) Borrowing money upon the credit of the Corporation.
- b) Limiting or increasing the amount to be borrowed.
- c) Securing 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.

18.5 Branch and Chapter Borrowing

A Branch must have prior written approval of the National Board to incur a debt.

Subject to this approval and the authorization of the Branch Board, any two (2) of the Branch President, Branch Vice-President and the Branch Executive Director have authority to sign in the name and on behalf of the Branch any documents required for such a loan.

A Branch does not require the approval of the National Board to seek funding that does not involve incurring debt.

18.5.1 A Chapter must have prior written approval of the Branch Board to incur a debt.

Subject to this approval and the authorization of the Chapter Board, any two (2) of the Chapter President, Vice-President and Treasurer have authority to sign in the name and on behalf of the Chapter any documents required for such a loan.

18.6 Auditor

The auditor(s) shall be appointed at the appropriate Annual General Meeting of CPF National, Branch or Chapter, for the purpose of preparing a report to members at the next Annual General Meeting and to serve in that position 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.

19. Execution and Certification of Instruments of CPF

19.1 Execution and Certification of Instruments

Any two (2) of the National President, Vice-President, or another National Board Director appointed by the National Board of Directors, and the National 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.

19.2 Delegation Signing Authority

Despite any other provision of these Bylaws, the National or a 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.

20. Indemnification of CPF Directors and Officers

20.1 Indemnification of CPF Directors and Officers

Every Director, Delegate or Officer of CPF at the National, Branch and Chapter level, 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.

20.2 Insurance

To ensure uniform indemnification coverage at all levels of CPF, Branches must carry minimum indemnification insurance through the insurance policy of CPF National.

21. Dispute Resolution

21.1 Dispute Resolution

Any dispute arising between levels of CPF, including any dispute concerning the dissolution of Branches or Chapters, that cannot be resolved through the use of appropriate dispute resolution methods, shall ultimately be referred for resolution to the National Board, which shall be the final arbiter of the dispute.

22. Amendment and Effect

22.1 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 (3) other members in good standing. Notice of any motion to amend the Bylaws shall be forwarded to the National President who shall cause the notice to be circulated in writing to the membership not less than sixty (60) days prior to their consideration at the National Annual General Meeting. Adoption of such amendments requires an affirmative vote of two-thirds (2/3) of the Voting 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 of Canada is received.

22.2 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 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.

22.3 Regulations

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

23. Dissolution

23.1 Branch Dissolution

As part of its oversight responsibilities, the National Board of Directors may commence a Branch dissolution process if a Branch does not fulfill its obligations, as specified in the National Bylaws and Policy.

On the dissolution of a Branch of CPF, the assets remaining, after all dissolution costs and payments have been made, shall be distributed to National CPF.

23.2 CPF Dissolution

Voting Delegates at a Special General Meeting called for the purpose of dissolving Canadian Parents for French may approve, by a two-thirds (2/3) majority of the votes cast, the dissolution of CPF.