

**CANADIAN PEACEKEEPING VETERANS ASSOCIATION  
CONSTITUTION AND BY-LAW #3**

Amended and passed  
June 1, 2002

**CONSTITUTION**

**ARTICLE I**

The Canadian Peacekeeping Veterans Association  
hereby resolve:

**“To assist all Veterans and their families with re-establishment to civilian life.”**

**ARTICLE II**

The objects of the Association are:

1. To maintain an active program to advocate on behalf of Veterans and their families;
2. To recognize the military experience of veterans;
3. To improve the quality of life and enhance the well being of veterans and their families through a continuum of programs and service work;
4. To advise and educate society as a whole of the concerns of veterans and their families;
5. To ensure that the graves of the fallen Canadians buried on foreign soil are maintained and visited;
6. To recognize international awards and citations to our military forces;
7. To inform our members and interested citizens using a multimedia approach;
8. To establish a network of chapters to regain the dignity of veterans and their families underprivileged in society by military service;
9. To assist veterans in regaining their rightful place in society.

### **ARTICLE III**

The operations of the Association may be carried on throughout Canada and abroad.

### **ARTICLE IV**

It is specifically provided that in the event of dissolution or winding-up of the Association, all its remaining assets after payment of its liabilities shall be distributed to the G. R. Pearkes Centre for Children, Victoria, B.C..

### **ARTICLE V**

In accordance with section 65 of the Canada Corporations Act, it is provided that, when authorized by by-law, the directors of the Association may from time to time:

- a) borrow money upon the credit of the Association;
- b) limit or increase the amount to be borrowed;
- c) issue debentures or other securities of the Association;
- d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Association, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immovable, property of the Association, and the undertaking and rights of the Association.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the Association to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the Association on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Association.

### **ARTICLE VIII**

The by-law of the Association shall be those filed with the application for letters patent until repealed, amended, altered or added to.

**ARTICLE IX**

The Association is to carry on its operations without pecuniary gain to its members and any profits or other accretions to the Association are to be used in promoting its objectives.

Dated at the City of Victoria in the Province of British Columbia, this 1<sup>st</sup> day of June, 2002.

**ORIGINAL SIGNED**

\_\_\_\_\_  
Denis Bacon, CD

\_\_\_\_\_  
Katherine Boustead, CD

\_\_\_\_\_  
Richard J. Burke, CD

\_\_\_\_\_  
Frank Chevrier, CD

\_\_\_\_\_  
Ralph Gonyea, CD

\_\_\_\_\_  
Jim King, CD

\_\_\_\_\_  
Harold O. Leduc, MMM, CD.

\_\_\_\_\_  
Dave Munro, CD

Signature of applicants

# **CANADIAN PEACEKEEPING VETERANS ASSOCIATION, INC.**

## **MISSION STATEMENT**

To uphold the Constitution of the Canadian Peacekeeping Veterans Association.

## **ARTICLE I INTERPRETATION AND DEFINITIONS**

Unless the context otherwise requires:

1.01 A veteran is a person who held a Military Occupation Code (MOC) or equivalent and was honourably released.

1.02 Documents of the Canadian Peacekeeping Veterans Association may be translated from English to French. In the event a disagreement arises as to the translation or interpretation of the provisions therein, the English translation held at National Headquarters will prevail.

1.03 The name "Canadian Peacekeeping Veterans Association", where applicable, may hereinafter be referred to as the "Association", "Region", "Chapter" and/or the "CPVA".

1.03 "Board" shall mean the Board of Directors of the Association.

1.04 "By-Law" shall mean this By-Law and all other By-laws of the Association, including special by-laws, from time to time in force and effect.

1.05 "Meeting of Members" shall mean an Annual or Special Meeting of the National Membership.

1.06 "Registered Address" shall mean the address as recorded in the register of members.

1.07 "Term" shall mean a period of two (2) years, when referring to a term of office.

## STRUCTURE

1.08 The Board of Directors shall appoint from among the Voting Members such Officers and Staff as it deems necessary for the operation of the Association.

1.10 Such appointments shall have effect only until the next Annual or Special Meeting at which time such appointments shall be confirmed or rejected by the Voting Members.

1.11 Such appointments shall be on the terms set by the Board (as amended by the Voting Membership, if applicable) but under no circumstance shall the term exceed two (2) years. To the extent that the Board appoints:

a. Sergeant-at-Arms;

b. Membership;

c. Kit Shop Officer;

d. Service Officer; and

e. any other Officer the Board may deem necessary to carry on the business of the Association.

1.11 Chapters of the Association will be developed and maintained.

1.12 The duties of the appointed Officers and Staff are as directed by the Board of Directors.

**ARTICLE II**  
**CONDITIONS OF MEMBERSHIP**

- 2.01 Ordinary Membership to the Association is open to all Veterans.
- 2.02 Applications for membership are submitted voluntarily by qualified individuals using the Associations Membership Application Form.
- 2.03 Applicants are required to provide proof of service.
- 2.04 If an applicant does not have proof of service, a signed affidavit listing the dates of service, date of birth, service number, Unit or Mission served must be produced.
- 2.05 All members must be willing to abide by the Constitution and By-law of the Association.
- 2.06 Annual membership dues will be \$15.00 unless otherwise directed by the Board.
- 2.07 When submitting an application for Membership, the applicant must include:
- a. Verification of qualifying service; and
  - b. The annual membership dues as prescribed in section 2.06.
- 2.08 For Regular Membership in the Association, an applicant shall forward their application, complying with section 2.07, to the Local, Regional or National Office of the Association as applicable.
- 2.09 There are four levels of membership:
- a. Regular Member:
    - 1. A military veteran
    - 2. A member of the police forces who served on “Active Service.”
    - 3. A person who served in an “Active Service” like role.
  - b. Associate Member:
    - 1. Any person that agrees to pursue the interests of CPVA.
  - c. Life Member:
    - 1. This membership would be reserved as an honour to be bestowed on a member with authority of the National Honour and Awards Committee.

d. Honourary Member:

1. This membership would be reserved as an honour to be bestowed on a non-member who does not qualify for any of the above categories.

Note: All categories of membership (except Honourary Member) would enjoy full voting privileges.

2.10 To remain a Member in good standing, one must:

- a. pay his dues, not later than the date directed by the Board;
- b. pay any levies as set out by the Board; and
- c. comply with the provisions of section 2.05.

2.10 2.11 A Member may withdraw from CPVA upon delivery to the Secretary of the Local, Regional or National Office of the Association as applicable.

2.12 Any Member may be suspended or expelled that:

- a. Uses the name of the Association as a reference for personal gain;
- b. engages in conduct which may bring or tend to bring the Association into disrepute.

2.13 Upon termination of Membership such Member shall have no claim on any portion of the annual dues paid to the Association, nor to the assets of the Association.

2.11 2.14 Any former Regular Member of the Association whose membership was terminated under section 2.12, who request reinstatement of their membership must do so through the Board of Directors at the Local, Regional or National Office of the Association as applicable.

## **ARTICLE III**

### **DIRECTORS**

#### **ELECTION AND COMPOSITION**

The following procedures are to be adopted by all levels of the Association

- 3.01 At an Annual General meeting the membership shall:
- a. Elect a Member to serve as President and as a director for the term.
  - b. Elect a Member to serve as Vice-President and as a director for the term;
  - c. Elect a member to serve as Secretary and as a director for the term; and
  - d. Elect a member to serve as Treasurer and as a director for the term.

#### **FUNCTIONS AND POWERS**

- 3.02 All levels of the Association shall be managed by a minimum of four (4) to a maximum of twenty (20) Directors.
- 3.03 A quorum for a Board Meeting shall be three (3) Directors present in person at such Meeting.
- 3.04 At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In the case of an equality of votes, the President of the meeting shall have a second or casting vote.
- 3.05 All Directors must have the right to vote and those voting rights must be equal.
- 3.06 The Board of Directors shall have all the powers necessary to manage the Association, except those that may be specifically excluded and retained for exercise by the membership in Annual or Special Meetings of the Association.
- 3.07 The applicants for Chapters shall become the first Directors, whose term in office on the Board shall continue until their successors are elected.

3.08 A Director shall not serve more than two (2) consecutive terms in the same office.

3.09 No member shall hold more than one (1) office at one time.

3.10 A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

3.11 The office of Director or officer shall be automatically vacated:

a. if a Director or officer resigns his office by delivering a signed resignation to the Secretary of the Local, Regional or National Office of the Association as applicable;

b. if it becomes evident that he is incapable of performing the duties of his office;

c. if at an Annual or Special Meeting of the Association, a resolution is passed by a two thirds vote of the valid votes cast, that he be removed from such office; and

d. upon death.

3.12 In the event that a position is vacated under section 3.11 contained, a special meeting shall be called to elect a successor.

3.13 At a minimum, the Board shall meet quarterly. Times and place of meeting to be agreed upon by the Board. Notice of such meeting shall be given at least 7 days prior to the meeting and 14 days prior to if sent by mail.

3.14 If all Directors of the Association consent, a Director may participate in a Meeting of the Board by conference telephone or other such communications device that will enable all persons participating in the meeting to hear each other. This type of meeting is acceptable and will be consented upon only to permit all persons to participate in such meetings. The person or persons who will participate in the meeting in this manner, will be deemed to be present at the meeting.

3.15 A resolution in writing signed by all Directors entitled to vote on that resolution at a Meeting of Directors, is as valid as if it had been passed at a meeting of the Board.

3.16 The Directors shall serve as such without remuneration, and no Director shall directly or indirectly, receive any profit from his position as such, provided that a Director may be paid reasonable expenses incurred by him in the performance of his duties.

3.17 A reasonable remuneration for all officers, committee members, agents and employees shall be determined by a resolution of the Board of Directors, such resolution shall have force and effect only until the next Annual or Special Meeting of the Association, when such resolution may be confirmed by the Members, or in the absence of such confirmation, then the remuneration to such Officers, Committee Members, Agents or employees shall cease to be payable from the date of such meeting of the Association.

3.18 Nothing herein contained shall be construed to preclude any Director from serving the Association as a Director or in any other capacity and receiving compensation therefor.

3.19 Neither an Officer, nor a particular Director, nor an outsider, nor the Membership can overrule or direct decisions on matters that have been conferred upon the board by the By-Law.

3.20 Directors and or Officers must be removable for any reason by the Voting Membership, at an Annual or Special Meeting of the Association in accordance with articles 3.11(d) and 4.05.

#### **INDEMNITIES TO DIRECTORS AND OTHERS**

3.21 Every Officer of the Association or any person who has undertaken or is about to undertake any liability on behalf of the Association or any company controlled by it and their heirs, executors and administrators, and estate and effects respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association, from and against:

a. All cost, charges and expenses which such Director or Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and

b. all other cost, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such cost, charges or expenses as are occasioned by his own wilful neglect or default.

3.22 The Board shall take such steps as they may deem requisite to enable the Association to acquire, accept, or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Association.

## **ARTICLE IV**

### **DIRECTORS**

4.01 The Directors of the Association at the National, Regional and/or Chapter level shall consist of the President, Vice President, Secretary, Treasurer and any other members as the Board may determine.

4.02 Directors shall hold their respective office for one (1) term. Such term shall be from the conclusion of the Annual Meeting in which they are installed into office, to the conclusion of the second Annual Meeting next following, or until their successors are elected or appointed in their stead.

4.03 The Treasurer cannot disperse funds or borrow over the amount of \$1000.00 without the authority by resolution of the Board of Directors.

4.04 Directors and officers shall be subject to removal at anytime by resolution of the Association. Such resolution must be ratified by a two-thirds (2/3) vote of the valid votes cast.

2.12 4.05 The resignation of a Director in the Association shall be addressed to the Secretary of the Local, Regional or National Office of the Association as applicable.

### **DUTIES OF DIRECTORS**

4.07 The President shall be the Chief Administrative Officer of the Association. He shall preside at all Annual and Special Meetings of the Association and all meetings of the Board of Directors. He shall have the general and active management of the affairs of the Association, and shall see that all orders and resolutions of the Board are carried into effect, and such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Association.

4.08 The Vice-President shall in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him by the Board of Directors.

4.09 The Association Secretary shall be in charge of Association Head Office and act under the immediate direction of the Board of Directors. He shall conduct the day-to-day business of the Association. The Corporate Seal shall be intrusted to the Secretary who shall affix it only to documents relating to the Association that have been authorized by the Association.

4.10 The Treasurer shall have the custody of the funds and securities of the Association. He shall keep full and accurate accounts of all assets, Liabilities, receipts and disbursements of the Association in the books belonging to the Association. He shall deposit all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. He shall disburse the funds of the Association as may be directed by resolution of the Association taking proper vouchers for such disbursements and shall render to the President and the Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Association. He shall at all Annual Meetings of the Association, give a full financial report and prior to such meeting, supply each Voting Member a written financial statement. He shall also perform such other duties as may be from time to time be directed by the Board.

4.11 The duties of all other Officers of the Association shall be such as the terms of their engagement call for or as the Board of Directors requires of them from time to time.

### **EXECUTION OF DOCUMENTS**

4.13 Prior to the signing of any contracts, documents or any instruments in writing involving the Canadian Peacekeeping Veterans Association at any level:

- a. the Board shall submit a written resolution for presentation at the next Annual or Special Meeting of the Association, relating to any contracts, documents or instruments in writing in the signature of the Association;
- b. such resolution must be ratified by a two-thirds (2/3) vote of the valid votes cast in order that any contracts, documents or any instruments in writing so signed shall be binding upon the Association without any further authorization or formality;
- c. the Board shall have power from time to time, by resolution of the Association, to appoint an Officer or Officers on behalf of the Association to sign specific contracts, documents and instruments in writing; and
- d. the seal of the Association shall be affixed to contracts, documents and instruments in writing when signed as aforesaid.

## **ARTICLE V**

### **MEETING OF MEMBERS**

5.01 The Annual General Meeting of Members of the Association shall be held annually at a time and specific place as directed by the President.

5.02 For the purpose of sending notice to any Member, Director or Officer for any reason or otherwise, the registered address of such Members shall be their last address recorded on the books of the Association.

5.03 An error or omission in giving notice of any Annual or Special Meeting or of any adjourned Meeting of the Members of the Association shall not be cause to invalidate such meeting or make any proceedings void that were taken during such meetings. Any Member may waive notice of any such Meeting and may ratify, approve and confirm any or all proceedings taken during the meeting.

5.04 A quorum for the transaction of business at an Annual or Special Meeting of the Association shall be not less than three more than the total number of members who comprise the Board of Directors.

5.05 At all Annual Meetings of the Association, in addition to any other business that may be transacted, the following business must be dealt with:

- a. the annual report of the Board of Directors;
- b. the annual report of the President of the Association;
- c. the financial report of the Treasurer of the Association;
- d. the report of the Auditor(s);
- e. the Auditor(s) appointed for the ensuing year; and
- f. the installation ceremonies of the newly elected Directors if necessary.

5.06 The members shall at each Annual Meeting appoint an auditor to audit the accounts of the Association for a report to the members at the next Annual Meeting. The auditors shall hold office until the next Annual Meeting. In the event of resignation, the Board shall fill any casual vacancy in the office of auditors.

5.07 Voting members have the right to requisition a Special Meeting of voting members in all cases where the directors are removable by the members.

5.08 All Voting Members will be given reasonable written notice of an upcoming Annual or Special Meeting. (minimum of fourteen (14) days).

5.09 In the event of a Special Meeting a notice detailing the nature of the special business for that meeting shall be given to all Voting Members and such notice shall contain enough information to allow the Voting Members to make a reasoned decision.

5.10 Voting Members can vote by proxy at all Meetings of Members, providing that the proxy right is given to another Voting Member only. This proxy right must be given in writing and duly signed by the said Voting Member. A reminder of the rules for voting by proxy shall be included in the notice of a meeting that will be sent to the Members.

5.11 Meetings of Members by telephone are acceptable.

## **ARTICLE VI**

### **VOTING**

6.01 At Annual and Special Meetings of the Association, every question duly submitted in writing shall be determined by a majority of the valid votes cast unless the act or these By-laws otherwise provided.

6.02 All Members in good standing are entitled to exercise his voting right of one vote per member at the Annual or Special Meetings of the Association.

### **PLURALITY VOTE**

6.03 A plurality vote is the largest number of votes to be given any candidate when three or more choices are possible. In the event that two or more candidates receive an equal number of votes of the largest number of valid votes cast, the term in such office shall be equally divided between the winning candidates.

### **TWO-THIRDS VOTE**

6.04 Motions which require a two-third vote:

- a. to amend the Constitution, By-laws or Rules of Order with previous notice being required;
- b. amend or rescind something previously adopted (other than the Constitution, By-laws or Rules of Order), if notice has not been given;
- c. close nominations;
- d. close the polls;
- e. depose from office where trial is not required and notice has not been given;
- f. discharge an order of the day before it is pending;
- g. discharge a committee, if notice, or a partial report, has not been given;
- h. extend time for consideration of pending question, or time until scheduled adjournment or recess;

- i. expel from membership, notice and trial being also required unless the offense is committed in a meeting of the Association;
- j. limit or extend limits of debate;
- k. make a special order;
- l. close debate;
- m. reconsider in committee, when someone who voted with the prevailing is absent, and has not been notified, that the reconsideration will be moved;
- n. refuse to proceed to the orders of the day;
- o. suspend the rules;
- p. take up a question out of its proper order, or take up an order of the day before the time for which it has been set; and
- q. all other motions that require a two-thirds vote as prescribed by the Parliamentary Authority adopted by the Association or by the Canada Corporations Act.

### **PROCEDURE FOR VOTING BY MAIL**

6.05 All correspondence relating to voting by mail shall be sent by prepaid surface post.

6.06 Written resolutions may be used in place of meetings where 100 percent of all members sign and such written resolution will satisfy all requirements relating to the Meeting of Members.

6.07 A legible postmark stamped on a return self-addressed envelope containing the voting ballot(s) shall be accepted by the Association Head Office as the date of mailing.

6.08 Not less than seventy-five (75) calendar days prior to the next Annual Meeting of the Association, written notice shall be given to each Voting Member, and where special business will be transmitted, such notice shall contain sufficient information to permit the Member to form a reasoned judgement on the decision to be taken.

6.09 Not less than sixty (60) calendar days prior to the convening of the next Annual Meeting, any Voting Member unable to attend the meeting and desires to participate in such meeting, may request a mail in voting kit to be mailed to them.

6.10 Not less than forty (40) calendar days prior to the convening of such Annual Meeting, the Secretary shall mail a voting kit to each Voting Member requesting such kit.

6.11 Not less than twenty-five (25) calendar days prior to the convening of such Annual Meeting, the Voting Members participating in voting by mail shall return the ballot(s) in the proper envelope provided, ensuring that sufficient postage is applied to the self-addressed envelope.

6.12 The ballot(s) sent to the Voting Member shall be pre-folded a number of times so that when returned refolded in the same manner and sealed in the inner envelope provided, there will be no chance of accidental observance of the Members vote by the teller who removes the ballot from the envelope.

6.13 The Member designated as addressee for the returned ballot(s) shall hold them in the outer, sealed, envelope for delivery at the meeting of the tellers where the votes are to be counted. At such meeting, all inner envelopes are first removed from the outer envelope, with each envelope and ballot(s) handled in the following manner:

- a. the signature on the inner envelope shall be checked against the list of qualified voters, if accepted;
- b. the voters name is checked off the list as having voted;
- c. the inner envelope is then opened and the ballot(s) removed and placed, still folded, into a receptacle; and
- d. when all inner envelopes have thus been processed, the ballots are taken from the receptacle and the votes counted.

6.14 In the event that the recipient of the ballot(s) receive two or more identical votes from the same envelope, such votes shall be null and void.

6.15 In order to ensure the accuracy such a vote by mail, special care shall be taken in all phases of handling the ballot(s). The Chairman of the tellers or other person responsible must be able to certify the results from both of these standpoints.

6.16 For a vote by mail, the following items shall be sent to each qualified voter:

- a. a printed ballot containing a space for the voters signature, to ensure against votes being cast by other than legal voters;

b. a specially recognizable, self-addressed, return envelope with the name and address of the Association's Secretary; and

c. information and or instructions for marking and returning ballot(s) by the required date.

6.17 The qualifications of each nominee may not be widely known to the Membership, it is therefore permissible to allow each nominee to furnish for enclosure a brief factual statement of his service and qualifications, provided that all nominees are accorded equal opportunity and space.

6.18 In all matters of procedure not provided for in this Article, the Parliamentary Authority adopted by the Association shall govern.

6.19 Any Voting Member requesting a voting kit, and attends such meeting, shall not be permitted to participate in any business relating to the meeting.

6.20 These voting procedures shall be followed, except where the Act requires a meeting of the Members.

## **ARTICLE VII**

### **GENERAL**

#### **PARLIAMENTARY AUTHORITY**

7.01 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Canadian Peacekeeping Veterans Association in all cases to which they are applicable and in which they are not inconsistent with these By-laws and any special rules of order the Association may adopt.

#### **MINUTES OF THE BOARD OF DIRECTORS**

7.02 The minutes of the Board of Directors shall not generally be available to the general membership of the Association but shall be available to the Board of Directors, each of whom shall receive a copy of such minutes.

#### **AMENDING FORMULA FOR CONSTITUTION AND BY-LAWS**

7.03 The By-laws of the Association not embodied in the letters patent may be repealed or amended by By-laws enacted by a majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the valid votes at an Annual or Special Meeting duly called for the purpose of considering the said By-law, provided that the repeal or amendment of such By-law shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

#### **AUDITORS**

7.04 Auditors shall be appointed by the Voting Members at Annual Meetings at which point they will audit the financial statement and submit a written report to the Members of the Association. In the case of an Auditor being a Director or Officer of the Association, such Director or Officer will only be accepted by a 100 percent approval of the Members.

## **FISCAL YEAR**

7.05 Unless otherwise ordered by the Board of Directors the fiscal year-end of the Association shall be 31 March.

## **BOOKS AND RECORDS**

7.06 The Board of Directors shall see that all necessary books and records of the Association required by the By-laws of the Association or by any applicable statute or law are regularly and properly kept.

## **INTERPRETATION**

7.07 In these By-laws and in all other By-laws of the Association hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and Associations.

## **ASSOCIATION INSURANCE**

7.08 The Association shall purchase such insurance as it deems necessary in order to cover such risks.

## **DUES**

7.09 Membership dues shall become payable yearly in advance on the 1st of January in each calendar year and must be paid no later than sixty (60) calendar days from this said date. The Secretary shall remind each member in writing of annual dues, no later than 31 December of each year.

IN WITNESS WHEREOF we have hereunto set our signatures in the

City of Greater Victoria, British Columbia.

On the 1<sup>st</sup> day of June 2002.

**ORIGINAL SIGNED**

---

President

---

Secretary