



**CN**  
**PENSIONERS ASSOCIATION**

# CONSTITUTION

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## **ARTICLE 1 – NAME**

- 1.01** a) On February 28, 1974 under Film 349 Document 109, this Council was incorporated under the name "SYSTEM COUNCIL OF CN PENSIONER'S ASSOCIATIONS INCORPORATED/CONSEIL GENERAL DES ASSOCIATIONS DES RETRAITES DU CN INCORPORE". The Council was granted a Federal Charter, as recorded under File 349 Document 109 by the "Consumers and Corporate Affairs Canada" at the City of Ottawa, in the Province of Ontario, on the 1st day of January, 1974. On October 16, 1979 under Film 445 Document 29, the official name was changed to NATIONAL COUNCIL OF CN PENSIONERS ASSOCIATIONS INCORPORATED / CONSEIL NATIONAL DES ASSOCIATIONS DE RETRAITES DU CN INCORPORE (hereinafter the "National Council").
- b) For the purpose of the Constitution, the CN Pensioners Associations Incorporated will be referred to as the CN Pensioners Association (CNPA).
- 1.02** Certificate of Continuance to Corporation Number 038902-1 issued on December 10<sup>th</sup> 2012.
- 1.03** This Constitution and all acts and proceedings, which in the future and in due course may be enacted, will be binding on all National / Regional / Provincial / Local Council Officers and Members. All levels of the CNPA will be governed by this Constitution. All Associations will follow the guidance of the National Council By-Laws when they create their own By-Laws.

## **ARTICLE 2 - CORPORATE SEAL**

- 2.01** The Seal, an impression whereof is stamped in the margin hereof, will be the Seal of the National Council.

## **ARTICLE 3 – HEAD OFFICE**

- 3.01** The Head Office of the CNPA will be located in the City of Montreal, in the Province of Quebec. The mailing address to be that of the Executive Secretary.
- 3.02** The location of the Head Office may be changed by a resolution approved by two-thirds (2/3) of the Directors, at an Annual Directors Meeting, or at a Special General Meeting called for that purpose.

## ARTICLE 4 – MEMBERSHIP & NATIONAL COUNCIL

### 4.01 Membership:

- a) **Definition of a CN Pensioner:** The term “**CN Pensioner**” referred to in this document, is a former CN employee or their surviving spouse, who is in receipt of a Defined Benefit CN Pension.
- b) **Members of the CN Pensioner Association** will consist of CN Pensioners & Surviving Spouses referred to in Article 4.01 a) who pay the established annual CNPA membership dues. It may also include **Affiliate Members**, who are not a CN Pensioner, but who are former CN or CN affiliated employees, or their survivors or spouses, who pay the established CNPA membership dues. CNPA Members, who pay the established annual CNPA dues, are thereafter referred to as “**Contributing Members**”.
- c) **A Local CN Pensioner Council** refers to as CNPA council established across Canada where there is a group or concentration of **CN Pensioners**.
- d) **A Regional / Provincial Council** refers to a geographically located group of one or more Local Councils established to coordinate activities across their territory and maintain affiliation with, and participate, in activities sponsored by the National Council. Regional / Provincial / Local Councils will promote and protect the social, economic and fraternal interests of the members within their jurisdiction.
- e) **A National Council Director** must be a CN Pensioner as defined by Article 4.01a). In addition, they must be a **Contributing Member** of a Local Council and elected as a National Council Director by a Regional / Provincial Council.
- f) **Executive Officers** on National / Regional / Provincial Councils must be a CN Pensioner as defined by Article 4.01 a) and also **Contributing Members**. Contributing Members may hold executive or other positions on a Local Council.

**4.02 National Council:**

Within the CNPA there will be a National Council, which will consist of seventeen (17) Directors as follows, each of whom report directly to the National Council:

- a) Fifteen (15) Directors elected, three (3) each from the five (5) following Regional / Provincial Councils:
  1. ATLANTIC REGIONAL COUNCIL, representing every Local Council in the Provinces of New Brunswick, Nova Scotia, Prince Edward Island.
  2. ASSOCIATION DES RETRAITES DU CN CONSEIL PROVINCIAL DE LA PROVINCE DE QUEBEC, representing every Local Council in the Province of Quebec.
  3. ONTARIO PROVINCIAL COUNCIL, representing every Local Council in the Province of Ontario.
  4. PRAIRIE REGIONAL COUNCIL, representing every Local Council in the Provinces of Manitoba and Saskatchewan.
  5. MOUNTAIN REGIONAL COUNCIL, representing every Local Council in the Provinces of Alberta, British Columbia, the Yukon and Northwest Territories.
- b) NEWFOUNDLAND PROVINCIAL COUNCIL, one (1) Director elected from the Local Councils in the Province of Newfoundland and Labrador.
- c) The Past President will be a Director of the National Council.

**ARTICLE 5 - EXECUTIVE OFFICERS**

- 5.01** The Executive Officers of the National Council will consist of the President, the First Vice-President and four (4) Vice-Presidents, one from each Regional / Provincial Council referred to in paragraph 4.02 but excluding the Regional / Provincial Council which the First Vice President represents. (Newfoundland & Labrador will be included with the Atlantic Regional Council when their Vice President is selected). The above listed officers must be Directors as outlined in Article 4. Additional National Executive Officers include the Past President, Executive Secretary, Treasurer, Membership Chair and Health Care Chair. The positions of President & First Vice President cannot be combined with other National Executive Officer Positions.
- 5.02** Regional / Provincial / Local Councils will consist of a President, Past-President, Vice-President(s), Treasurer, Secretary and Membership Chair. The President and Treasurer positions may never be combined together.

## ARTICLE 6 - INSTALLATION OF OFFICERS

- 6.01** The installation of Officers will be in accordance with the following proceedings namely:

*“Officers, you are to be installed into the office to which you have been elected or appointed. Will each of you please raise your right hand and repeat after me, using your name where I use mine.*

*I \_\_\_\_\_ do solemnly promise, that I will faithfully carry out the duties of the office to which I have been elected or appointed. I will do my best to promote the welfare of my fellow Members and the CNPA, and when my term of office expires, I will deliver to my successor all funds or property in my possession, which belongs to this Council.*

*I congratulate you on your election or appointment to office. The offices to which you have been elected or appointed are important ones. Your fellow Members have placed their confidence in you and they have a right to expect that their confidence will be justified. You will be expected to provide leadership, and by your personal example, maintain the high standards of the CNPA. I now declare each of you installed for the term of your office.”*

## ARTICLE 7 - MINUTES OF MEETINGS

- 7.01** Minutes of the Annual Directors Meeting (ADM) of the National Council shall be provided to all officers of the National Council. Minutes of all other meetings of Directors or Officers of National Council will be provided to the participants.

## ARTICLE 8 - FINANCIAL YEAR

- 8.01** The financial year end of the National Council will be the last day of September of every year.

## **ARTICLE 9 - AMENDMENTS TO CONSTITUTION**

- 9.01** The Constitution of the CNPA, not embodied in the Letters Patent, may be repealed or amended or a new Constitution created, relating to the requirements of Subsection 155(2) of the Canada Not-for-profit Corporations Act. This may be enacted at either an ADM, or at a Special Meeting of the National Council Directors called for the purpose of considering repealing, amending or creating a new Constitution. Those specific amendments, which require Corporations Canada approval, will not be enforced or acted upon until such approval is received.
- 9.02** All proposed resolutions will be submitted for review, to the CNPA Amendments Committee, (Amendments Committee) at least ninety (90) days prior to an ADM. The Amendments Committee will evaluate the content of the proposed resolution, suggesting revisions as necessary.
- 9.03** Proposed resolutions, from an individual member or Local Council, to repeal or amend this Constitution, must have the approval of the Regional / Provincial Council before being submitted to the Amendments Committee
- 9.04** Those resolutions properly submitted to the Amendments Committee, will be forwarded, with any recommendations and suggested revisions, to the Executive Secretary of the National Council not less than thirty (30) days prior to the date of the ADM.
- 9.05** Any resolution to repeal or amend the existing Constitution or create a new Constitution, require a two-thirds (2/3) majority vote in order to be adopted.
- 9.06** In the event of any discrepancies or differences, which cannot be mutually resolved, the provisions of this Constitution will take precedence over those of any Regional / Provincial / Local Council.

## **ARTICLE 10 – AUDITORS AND COUNCIL ADMINISTRATION**

- 10.01** The Directors of the National Council will, at each ADM, appoint two Auditors to audit the accounts and annual financial statements of the National Council and report at the next ADM. The remuneration of the Auditors will be authorized by the Directors.

- 10.02** The Regional / Provincial / Local Councils will do an annual audit of their accounts and financial statements immediately following the end of their financial year. The Regional / Provincial / Local Council will appoint an Audit Committee, or if appropriate, a professional Auditor to complete the audit. If an Audit Committee is appointed, it shall consist of two (2) or more non-signing authority members from the applicable Regional / Provincial / Local Council. Within sixty (60) days of appointment, the auditor or audit committee will provide a written and signed report to the President and Treasurer of the respective Regional / Provincial / Local Council or, if applicable, the National Council.
- 10.03** **A Council may be placed under Administration by a National / Regional / Provincial Council or merged with another Local Council if:**
- a) Unable to elect the officers, required in Article 5.02, to represent their Regional / Provincial / Local Council membership.
  - b) It is found that there has been an act of nonfeasance by an officer of the Council.
- 10.04**
- a) If a merger of a Council is required, the responsible National / Regional / Provincial Council will designate the Council to which it will be merged. Those two Councils will then jointly coordinate an approved audit of the merged Council finances. This would include arranging for payment of outstanding documented liabilities and making an orderly transfer of funds/accounts. A report of the transition and audit will be provided to the responsible Regional / Provincial Council, who in turn, will report to the National Council.
  - b) All assets of the merged Council will be transferred to the appropriate National / Regional / Provincial / Local Council in a reasonable time frame.
- 10.05** In the event of extenuating circumstances, intervention may be provided by the National Council.

## **ARTICLE 11 - CODE OF CONDUCT**

### **INTRODUCTION**

- 11.01** The CNPA objective is to promote and protect the social, economic and fraternal interests of the members within their jurisdiction.

### **MEMBER RESPONSIBILITY**

- 11.02** a) CNPA Members will observe the highest standard of personal and professional integrity, honesty and ethical conduct when acting on behalf of or in conjunction with the business or activities of the CNPA.



- b) Members are expected to be mindful of the importance of their duties and responsibilities, and to take into account they are representing all Pensioners. They must therefore, conduct themselves in a manner that maintains and promotes the integrity of the CNPA.
- c) Members will not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation or any other unfair dealing or practice.
- d) Members will accurately communicate the approved decisions of the National Council as per the CNPA Constitution and National Council By-Laws.

## **COMPLIANCE WITH THIS CODE OF CONDUCT**

**11.03** As a condition of their membership in the CNPA, it is the duty of every Member to agree to, and fully comply with, this Code of Conduct. They must also act in good faith in all activities or responsibilities to which they have been entrusted.

## **PROHIBITED ACTIVITIES**

- 11.04**
- a) Harassment either verbal or written. This could also include any unwelcome communication or conduct related to race, religious beliefs, gender, disability, age, marital status, family status or other restricted grounds.
  - b) Failure to treat other Members with respect, fairness or to work against the CNPA common objectives.
  - c) All communications, interactions and activities by or between Members and / or Councils at any level of the CNPA which could be construed as disrespectful, dishonest, derogatory, or offensive. In addition, this includes all communications which could be determined to be false, unfounded or otherwise incorrect and any communications which could potentially have a negative or detrimental impact to the CNPA, and / or its Members.
  - d) Theft, fraud, corruption or misappropriation directly or indirectly involving Council funds, assets or records.
  - e) Wilful insubordination, contempt, or disobedience of the Constitutional requirements / By-Laws, and or related Appendices of CNPA.
- 11.05** Any CNPA member, having been found in contravention of this Code and following a Code of Conduct Violation Review, as outlined in Article 11.06, may be subject to legal actions, penalties, suspension, dismissal and/or termination of CNPA membership.

**CODE OF CONDUCT VIOLATION REVIEW**

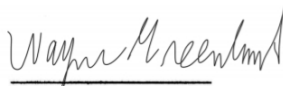
- 11.06** a) Where an alleged violation or failure with respect to this Code is brought in writing by a Member or Council to the National President of the CNPA, the President will appoint a Code of Conduct Review Committee (Conduct Committee) who will review the violation or failure.
- b) This Conduct Committee will consist of three (3) Members who are otherwise not involved or related to the issue, including the National Council President, who will Chair. Should the National Council President have direct involvement in the case, which creates a potential conflict of interest, the First Vice President will appoint a Chair, from the National Directors, to ensure a fair hearing.
- c) The Conduct Committee will determine a reasonable timeframe for the review. They will review any written material presented and as required, interview those involved in the alleged violation or failure made by a Member or Council, as it applies to the application or administration of this Code of Conduct. The Chair may initiate other procedural activities, processes or actions, as necessary, to fully review all relative evidence.
- d) The Chair will present the issue and recommended resolution to the National Council Directors for review. A majority vote by the National Council Directors is required before implementation of any recommended resolution.
- e) The Chair will advise those involved of the outcome of the review and the resolution. The Chair will submit a report at the ADM.

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***Constitution amended and approved this 23<sup>rd</sup> day of November 2023***

***National Council Executive:***

***President, Reg Hebert***

***First Vice President, Bruce Anderson***

***Executive Secretary, Wayne Greenland***