



CN
PENSIONERS ASSOCIATION

NATIONAL BY-LAWS

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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 By-Laws, the CN Pensioners Associations Incorporated will be referred to as the CNPA.
- 1.02** These By-Laws are binding on the National Council. All Regional / Provincial / Local Councils will follow the guidance of these By-Laws when they create their own.

ARTICLE 2 – OBJECTIVES

- 2.01** The objectives of the National Council are:
- a) To be a National Council for the CNPA.
- b) To assist in establishing Local Councils at locations where there are a sufficient number of interested CN Pensioners.
- c) To be the liaison between the CNPA Councils, CN Management and regulatory agencies.
- d) To deal with all matters properly brought before the National Council.

ARTICLE 3 – NATIONAL COUNCIL STRUCTURE & RESPONSIBILITIES

- 3.01 Structure:**
- a) The structure of the National Council will be as per Article 4.02 of the CNPA Constitution. The seventeen (17) Directors referred to in Article 4.02 of the Constitution will be National Council Directors (Directors).
- b) In addition to the above, there will be six (6) Alternate Directors elected, one from each of the five (5) Regional / Provincial Councils and one (1) from Newfoundland and Labrador.
- c) The National President and 1st Vice President will be nominated and elected by the National Council Directors. They will be elected for a three (3) year renewable term, effective January 1st.

- d) Other National Council Officers include the Executive Secretary, Treasurer, Membership Chair, Communications Officer, Federal Government Liaison Officer, and Scholarship Chair. These National Council Officers need not be a Director. These officers are appointed by the President or President-elect, and approved by the Directors for a three (3) year renewable term effective January 1st. They may attend all or portions of the ADM at the discretion of the Executive Committee, with no voting privileges, unless otherwise entitled.
- e) The Health Care Chair is a National Council Officer elected annually by the Health Care Committee (HCC) for a one (1) year term from January 1st. The HCC Chair will attend the ADM with no voting privileges, unless otherwise entitled.
- f) When an Officer's position (other than the HCC Chair position) becomes vacant for any reason, the Directors may temporarily fill the vacancy until a replacement Officer is appointed. Replacement Officers will assume the term of the vacant Officer's position.
- g) The Directors and Alternate Directors will be elected for 3 year terms by their respective Regional / Provincial Council, with their term commencing on January 1st following their election.
- h) Regional / Provincial Councils will hold their elections for Director and Alternate Director positions prior to the ADM each year and immediately advise the Executive Secretary of the results.
- i) The terms of the three Directors elected by each of the Councils (other than Newfoundland and Labrador) must have staggered expiry dates.
- j) The terms of the Director and the Alternate Director from Newfoundland and Labrador must not have the same expiry date.
- k) When a Director's position (other than the Past President) becomes vacant for any reason, the Alternate Director for that territory may temporarily fill the vacancy until a replacement Director is elected or appointed by the Regional / Provincial Council. The replacement Director will assume the term of the vacant Director's position.
- l) In the event an Alternate Director is required to fill a Director temporary vacancy, proper notice must be provided to the Executive Secretary for their reporting purposes.
- m) When an Alternate Director's position becomes vacant for any reason, the Regional / Provincial Council may elect / appoint a replacement, who will assume the term of the vacant Alternate Director's position.
- n) Any Officer may resign in writing to the President, Executive Secretary and, where applicable the Regional / Provincial Council which elected them.
- o) Elected Officers must be Directors and will cease to be Officers if they cease to be Directors.

3.02 Responsibilities:

- a) The Directors are accountable for all affairs of the National Council. They will provide direction, guidance, supervision and make decisions affecting the governance, finances and administration of the CNPA. They are required to uphold the principles of the CNPA Constitution and National By-Laws as well as all applicable laws and regulations that impact the CNPA.
- b) The Directors will exercise their collective efforts to further the objectives of the CNPA. This may include seeking grants, endowments, gifts and donations and engage in external partnerships which benefit the CNPA. In so doing, they must ensure all CNPA activities and transactions are in the best interest of the CNPA and without conflict of interest. They will also ensure the prudent use of all assets, resources and contracts to ensure the strategic objectives are met and overall financial stability is maintained.
- c) The Directors will ensure that all necessary books and records of the National Council, required by the By-Laws of the National Council or by any applicable statute or law, are regularly and properly kept.

3.03 Directors may also:

- a) Authorize the purchase or acquisition of assets, equipment or property necessary to manage or further the CNPA interests or activities
- b) Enter into transactions, contracts, partnerships, joint ventures and arrangements with businesses, firms or individuals to achieve the CNPA objectives. This could also include the authorization to hire or engage employees or contractors to perform duties or functions on behalf of the Directors.
- c) Authorize the handling of all financial activities and accounts. This will include authorizing financial investments including entering into trusts, securities and other arrangements, paying expenditures, distributing assets, and as appropriate establishing or paying salaries, per diems, or allowances.
- d) Take steps as they deem necessary to enable the National Council to acquire, solicit or receive legacies, gifts, grants, settlements, bequests, endowments or donations of any kind whatsoever for the purpose of furthering the objectives of the National Council.
- e) Authorize or enter into an arrangement with a Trust Company for the purpose of creating a trust fund, in which the capital and interest will be made available for the benefit of CN pensioners in accordance with such terms and conditions that further the objectives of the National Council.
- f) Authorize expenditures on behalf of the National Council. They may delegate by resolution to an officer or officers of the National Council, the right to employ and pay salaries to employees or agents.
- g) Appoint such agents and engage them as they deem necessary. Those appointed will have the authority and will perform the duties as the Directors prescribe.

- 3.04** In the application of all agreements, arrangements, or decisions contemplated or related to Article 3.02 or 3.03, prior authorization is required by no less than a two-third (2/3rd) majority of all Directors.
- 3.05** All Officers, in any capacity, will serve without remuneration. Reasonable, legitimate and verified expenses will be paid.

ARTICLE 4 – EXECUTIVE COMMITTEE

- 4.01** The Executive Committee of the National Council will consist of the Executive Officers as per Article 5.01 of the Constitution.
- 4.02** The President will be the Chair of the Executive Committee. The Chair will call Executive Committee meetings as required, with at least one held prior to the end of April, and the second prior to the end of September. Meetings may be held in person, electronically, or by telephone. No less than five (5) members shall constitute a quorum for all meetings. The Executive Committee may, where appropriate, invite other Officers to attend / present at these meetings. The Executive Secretary, or their delegate, will record minutes, motions, resolutions and other decisions or discussions and distribute to all participants.
- 4.03** The Executive Committee authority will be sanctioned by the Directors with the primary focus being to further the objectives of the National Council. They are accountable to:
- a) Develop the CNPA overall direction and propose new or revised rules or policies to the Directors.
 - b) Recommend structural or organizational changes, or replacements for potential or vacant Officers positions.
 - c) Assess current committees, their viability and results. They may also appoint special or ad-hoc committees and develop the mandate and deliverables of those committees. They may appoint members to these Committees from any CNPA Council. Any potential expenditure associated with these committees will be subject to standard approval procedures.
 - d) Review current, or recommend potential, CNPA national partnerships.
 - e) Review ongoing CNPA Membership status and changes to CNPA demographics and their impact.
 - f) Review ongoing CNPA financials and where necessary recommend proposed changes.
 - g) Review any developing issues forwarded by other National Officers, Provincial/Regional or Local Councils.
 - h) Provide input to the Executive Secretary in the development of the ADM agenda or proposed resolutions.
 - i) Recommend the engagement of technical advisors or specialists.

ARTICLE 5 – DUTIES OF OFFICERS

5.01 **President:**

The President is the head of the National Council. The President will preside at all meetings of the Directors and the Executive Committee. The President is responsible for the general and active management of the business of the National Council, but all decisions binding the National Council must have the requisite authorization of the Directors or the Executive Committee. The President will ensure all resolutions of the Directors or Executive Committee are enacted, and with the Executive Secretary or other Officers appointed by the Directors for such purpose, will sign all By-Laws, resolutions and other documents requiring the signatures of the Officers of the National Council.

5.02 **First Vice-President:**

The First Vice President will, in the absence or inability of the President, perform the duties and exercise the powers of the President.

5.03 **Vice Presidents:**

The Vice Presidents will, in the absence or inability of the President and the First Vice President, perform the duties and exercise the powers of the President. All Vice Presidents will be a liaison between the National Council and their respective Regional / Provincial Council. They will perform other duties that may be assigned by the Directors or President.

5.04 **Past President:**

- a) The Past President will support the President and Officers ensuring continuity within the organization and by providing historical context for issues. Where requested by the President or Officers, they will perform special activities or functions.
- b) The Past President is a Director and their term will extend until replaced by the current President.

5.05 **Executive Secretary:**

- a) The Executive Secretary plays a critical role in managing the framework of the National Council governance on behalf of, and under the supervision of, the Directors. Some of these key responsibilities are:
 - 1) Ensuring the National Council is in compliance with federal regulations.
 - 2) Government of Canada annual Certificate of Continuance reporting.
 - 3) Filing the annual Corporation Canada Return (in conjunction with the Treasurer)
 - 4) Acting as custodian of the “Seal of the National Council” and as further authorized by the Directors.
 - 5) Maintaining the CNPA corporate Head Office, and its associated requirements.

- 6) Maintaining and Federal filing of the CNPA Constitution and National By-Laws.
- 7) Securing and maintaining all files and documents in keeping with legal and regulatory requirements.
- 8) Ensuring all CNPA National Documents meet Official Languages requirements.
- 9) Maintaining the official listing of all National Officers.

Executive Secretary will also:

- b) Organize and manage the ADM including:
 - 1) Providing proper notice, organizing the agenda and managing the meeting processes in keeping with Robert's Rules of Order.
 - 2) Record all motions, votes and resolutions.
 - 3) Ensure the official meeting minutes are properly recorded, distributed and maintained.
- c) Attend all other official meetings of Directors or Executive Committee, ensuring proper notice is given and minutes, motions, votes and resolutions are recorded, distributed and maintained.
- d) Manage the CNPA National Accidental Death and Dismemberment Coverage Policy (AIG SRG 91364776) and beneficiary designation on behalf of all National Officers and National Committee Members, including Alternates.
- e) Manage the CNPA Not-For-Profit Organization Liability Policy (CHUBB 8242-2658) for eligible Officers.
- f) Perform other duties that may be assigned by the Directors or President.

5.06 Treasurer:

- a) The Treasurer has accountability and is responsible for overseeing all financial matters related to the National Council. This includes the management of all accounts and monetary assets.
- b) The Treasurer will ensure that effective financial measures, controls and appropriate procedures are in place to ensure the secure and efficient handling of all accounting activities. These measures, controls and procedures will be in keeping with recognized accounting principles, proper governance, legal and applicable regulatory requirements.
- c) The Treasurer will keep complete and accurate statements and records of the income, expenses, assets and liabilities. They will scrutinize and retain properly submitted receipts, invoices and other relevant documentation and keep records to justify and support the account details to meet audit requirements. They will manage all transactions and cash flow.

Treasurer (cont.)

- d) Unless otherwise authorized by the Directors, the Treasurer will ensure all established financial accounts are with Canadian based, nationally chartered Banks, Credit Unions or Trust Companies, all of which must be protected and insured under the Canadian Deposit Insurance Corporation (CDIC). Changes to banking institutions, investment accounts, or budgetary strategies will require the authorization of the Directors or the Executive Committee.
- e) Deposits of funds will be made in a timely basis upon receipt. Disbursements must be made by cheque or direct electronic bank transfers and must be recorded and authorised jointly with the President or First Vice-President. A Regional or Provincial Vice President or other Officer may also be designated by the Directors to jointly authorize specific expenditures or disbursements.
- f) The Treasurer will provide a comprehensive report to the ADM on the status of the National Council finances which will include Audit Reports, financial trends, investment updates/proposals, and any recommended changes to processes and procedures. In the event that the Auditor's report is not available for the ADM, the Treasurer will present an interim financial statement at the ADM. Copies of the Auditor's report and financial statements will be sent to all Directors, Alternate Directors and Officers of the National Council when received from the Auditors.
- g) The Treasurer will provide a proposed budget for Directors' authorization for the forthcoming financial year.
- h) The Treasurer will ensure the timely completion and submission of Canadian tax forms and annual Returns.
- i) Should significant issues concerning National Council finances occur during the financial year, the Treasurer will report to the President, who will then determine if a Special Meeting of the Executive Committee or Directors is required.
- j) The Treasurer has an obligation to act with honesty and integrity in the safe and secure handling of all financial activities for the National Council. In the event of replacement, resignation or removal from office, all registers, financial books, ledgers and sheets, financial documents, communications, banking data, access and all other property of the National Council will be returned promptly. The Treasurer will maintain an ongoing register listing details of assets, bank accounts, passwords, access codes, key contact information, access to email accounts and any other pertinent data for recovery in the event of disability or death. A copy of the listing will be provided annually to the President and updated when necessary.
- k) Where it is deemed appropriate by the Directors, a surety Bond may be required for those elected or appointed to the Treasurer position which will protect the assets of the National Council in the event of mismanagement or theft.

5.07 Membership Chair:

- a) The Membership Chair will maintain the listings of all CNPA pensioners. They will be the primary interface with both CN and CN Pensions and Administration in the additions and deletions from the national listings. Key responsibilities will be to:
- 1) Keep accurate master listings of all CNPA Pensioners provided by CN Pensions. Categorize and organize the various Contributing and Non Contributing membership groupings for distribution on a monthly basis to National / Regional / Provincial / Local Councils.
 - 2) Develop and oversee the processes for the active recruitment of Contributing Members by the Local Councils.
 - 3) Develop processes for the handling of members who are not on CN Pension Payroll Deduction (PRD).
- b) **In conjunction with the Treasurer:**
- 1) Develop the listings for PRD
 - 2) Organize listings for the quarterly distribution of dues.
 - 3) Develop listings for other National and NON CNPA distributions.
- c) Report on a monthly basis NEW retired CN Pensioners, Surviving Spouses and deceased CN Pensioners.
- d) Maintain a CNPA national database of deceased CN Pensioners.
- e) In conjunction with CN, the Communications Officer and external partners, provide listings for additional mailings to both Contributing and Non Contributing members.
- f) Keep reports & statistics on the demographics of CNPA membership over time.
- g) Respect and promote the confidential handling of CN Pensioner personal data.
- h) Attend the ADM and provide a comprehensive report on the CNPA membership changes and activities including ongoing issues, concerns and recommendations.

5.08 Federal Government Liaison Officer:

The Federal Government Liaison Officer (FGLO) is responsible for providing guidance and direction to the Officers on current laws or policies, proposed or anticipated Government changes and legislation or initiatives which could affect the CNPA objectives or its members. In conjunction with Officers, interface with government officials or agencies, including attending special events or sessions on behalf of the CNPA. Develop position papers, and where appropriate, write government officials expressing CNPA concerns or opinions on federal policies or issues. The FGLO will provide both periodic updates to the Directors on activities and results of initiatives and an annual report to the ADM.

5.09 Communications Officer:

- a) The Communications Officer is responsible for the development, organization and, in conjunction with CN, the distributing of the CNPA National Newsletter. The Communications Officer, along with the Associate Newsletter Editor, maintains CNPA national social media sites and where applicable, communications aspects related to the CNPA National Website.
- b) The Associate Newsletter Editor provides support to the Communications Officer in all related activities.
- c) The Associate Newsletter Editor is a National Council Officer appointed by the Communications Officer, and may be requested to attend the ADM. The term will be 3 years, renewable and commencing January 1st.

5.10 Health Care Chair:

The Health Care Chair is responsible for managing and coordinating the Health Care Plan for CN Pensioners. Complete details on the roles and responsibilities may be found in Article 11 of these By-Laws.

5.11 National Scholarship Chair:

The National Scholarship Chair is responsible for managing and coordinating the CNPA Scholarship Program. Complete details on the roles and responsibilities may be found in Article 13 of these By-Laws.

5.12 Other National Council Officers:

Unless otherwise defined within these By-Laws, where other National Council Officer positions are established by the Directors, their terms, duties, roles and responsibilities will be defined and recorded in the minutes of the meeting where appointed.

5.13 French Language Secretary:

This position may be appointed as required but may be replaced by a qualified translator on contract to the National Council.

ARTICLE 6 – DIRECTORS’ MEETINGS

- 6.01** Directors’ meetings, including the ADM, may be held at any location and at any time. The Directors may choose to hold any meeting virtually, in person, or a combination of both.
- 6.02** A majority of Directors, but no less than nine (9) Directors, will constitute a quorum for a meeting. Any meeting of the Directors, at which a quorum is present, will be deemed appropriate to exercise any or all of the authorities or powers under the CNPA Constitution or these By-Laws.
- 6.03** The President will preside at all meetings of the Directors. In their absence, the First Vice-President will preside, or in their absence, one of the attending Vice-Presidents, as designated by the attending Directors, will preside.
- 6.04** Where it is proposed to hold any Directors’ meeting electronically, by teleconference, virtually or both, all invited participating Directors must consent. During such electronic meeting, all those participating will have equal access to the technology and the ability to communicate with each other simultaneously and instantaneously.
- a) Those participating in an electronic meeting are deemed, for all purposes, to be present. At the outset of the meeting, the President, or other presiding Officer, will establish and obtain the concurrence of the participants that a proper quorum exists and that adequate measures are in place for the taking and recording of minutes and votes, and that the security of proceedings are in place.
 - b) The Executive Secretary, or their appointed recording secretary, will record the minutes of proceedings, including all motions, votes and resolutions. They will ensure all provisions of these By-Laws, respecting Directors’ meetings, including the presiding Officer, manner of calling, notice of, quorum and attendance are respected.
- 6.05** A Special Directors Meeting will be called by the President upon request of two-thirds (2/3) of the Directors. Should the President or Directors propose a resolution without holding a Special Directors Meeting, it must be approved by two-thirds (2/3) of all eligible voting Directors.
- 6.06** The Executive Secretary will provide the Directors with thirty (30) days written notice, or an electronic notice with participants’ consent, of the intent to meet. Such notice will include the meeting date and time and, if necessary, location of such meeting. Where notice is provided for a Special Meeting, sufficiently detailed advance information, concerning the content of the meeting, will also be provided. The notice period may be reduced or waived by a majority of the Directors. In the case of an ADM, notice will also be provided to those non-Directors entitled to attend.

- 6.07** The ADM, if held in-person, unless otherwise changed by the Directors, will be held annually in the City of Montreal on or after November 1st.
- a) At the ADM, there will be the President's Report, detailed Financial Statements, an Audit Report and other requested reports, business and resolutions to be transacted, including the appointment of Auditors for the following financial year.
 - b) In the event that the Auditor's report is not available for the ADM, the Treasurer will present an interim financial statement at the ADM. Copies of the Auditor's report and financial statements will be sent to all Directors, Alternate Directors and Officers of the National Council when received from the Auditors.
- 6.08** At all Directors' meetings, every resolution will be determined by a majority of votes unless otherwise specifically provided by statute or these By-Laws. Each Director, present at a meeting, will have the right to exercise one (1) vote. Officers, who are not also Directors, will have the authority to present motions which will be subject to the require majority vote of Directors only.
- 6.09** All Directors' meetings will generally be conducted in accordance with *Robert's Rules of Order*. Minutes of such meetings will be compiled and sent to all Directors and participants as soon as possible following the meeting.

ARTICLE 7 – FINANCES

- 7.01** The Financial Year-end of the National Council will be September 30th of every year, unless otherwise established by the Directors.
- 7.02** On behalf of the Directors, and in keeping with the duties outlined in Article 5.06, the National Council Treasurer has accountability, and is responsible for overseeing all financial matters related to the National Council, which includes the management of all National accounts and monetary assets and collection and distribution of same.
- 7.03 MEMBERSHIP DUES - ESTABLISHMENT AND DISTRIBUTION:**
- a) Membership Dues (Dues) are paid by all Contributing Members, who are defined by Article 4.01 b) of the CNPA Constitution.
 - b) Unless otherwise adjusted by a 2/3 majority vote of the Directors at the ADM or Special Meeting, the Dues will be \$12.00 per year, payable through a payroll deduction (PRD) of \$1.00 per month. They may also be paid in a lump sum by cheque or by other means.
 - c) All Dues paid through PRD will be collected and managed by the National Council Treasurer. The National Council Membership Chair will manage the membership listings and assignment of Contributing Members in conjunction with the Treasurer.

- d) Unless otherwise adjusted by a 2/3 majority vote of the Directors at an ADM or Special Meeting, the Treasurer will retain \$3.00 per Contributing Member (Retained National Dues). The Treasurer will return the remainder of the Dues to the Regional / Provincial / Local Councils. This amount will be returned quarterly and will be based on the average monthly Local membership numbers and referred to as Quarterly Dues Distribution. Unassigned Member's Dues will be retained in full by the National Council.
- e) Where a Regional / Provincial / Local Council receives a lump sum Dues payment directly from a Non PRD contributing member, it will retain the full amount, and advise both the National Council Treasurer and Membership Chair for recording purposes. The Treasurer will adjust the Quarterly Dues Distribution and deduct the Retained National Dues for each payment.

7.04 Distribution of other funds - All other funds distributed by the National Treasurer will only be to the Regional / Provincial / Local Councils.

ARTICLE 8 – NATIONAL COUNCIL EXPENSES

8.01 Unless otherwise adjusted by a majority vote of the Directors at an ADM or Special Meeting, the allowable expenses are as follows:

- a) **Transportation expenses:**
1. Mileage \$ 0.68 per km.
 2. Parking, tolls, taxi, air fares, and trains will be reimbursed (receipts required)
- b) **Hotel expenses (receipts required)**
(Rooms will be of the quality the Officers would select for personal reasons)
- c) **Meals**
1. Breakfast - \$15.00
 2. Lunch - \$25.00
 3. Dinner - \$35.00
- Meal amounts are **NOT** a per diem allowance; they are suggested per meal maximums, as guidance
 - Each meal is to be submitted as an individual expense
 - Alcohol is not to be included in an expense claim
 - Receipts are required for each meal that exceeds the suggested maximums

8.02 All expense claims are to be submitted on the prescribed form, with all required receipts attached, to the National Treasurer for approval and payment

ARTICLE 9 – INDEMNIFICATION OF NATIONAL COUNCIL OFFICERS

- 9.01** Every National Council Officer who has undertaken, or is about to undertake, any liability on behalf of the National Council will at all times be indemnified and saved harmless out of the funds of the National Council, from and against:
- a) All reasonable and properly verified costs, charges and expenses whatsoever, which the Officer sustains or incurs, in and about any action, suit or proceedings which is brought, commenced or prosecuted against them, or in respect of any act, matter or thing whatsoever made, done or permitted by them, in and about the execution of the duties of his office or in respect of any such liability;
 - b) All other reasonable and properly verified costs, charges and expenses which they sustain or incur in relation to the affairs thereof, except such costs, charges or expenses which are a result of their own wilful neglect or default.
 - c) The Executive Secretary and Treasurer of the National Council will arrange for the purchase of an annual insurance policy, paid for by the National Council, which is intended to protect every Officer of the National Council from such action against them as described in Article 9 herewith.

ARTICLE 10 – EXECUTION OF DOCUMENTS

- 10.01** Contracts, documents or any instruments in writing, requiring the signature of the National Council, will be signed by the President and the Executive Secretary or other Officer appointed by the Directors for such purpose. All contracts, documents and instruments in writing so signed will be binding upon the National Council without further authorization or formality. The Corporate Seal, when required, will be affixed to all such signed contracts, documents and instruments in writing.

ARTICLE 11 – HEALTH CARE PLAN FOR CN PENSIONERS

11.01 The CN Pensioners National Council acknowledges that it assumed ownership and responsibility of the “Medavie Blue Cross” Health Care Plan Contract #93115 from CN on January 1, 2000. The current Plan is wholly owned and managed by the CNPA, and administered through various external contracts for the CNPA.

The **Health Care Plan for CN Pensioners (The Plan)** is an extended health care plan offered to eligible CN Pensioners on CN retirement in accordance with the terms and conditions set out in the Plan contract.

11.02 The Plan is divided into five (5) Health Care Regions as follows:

- a) **Atlantic** (including NFLD)
- b) **Quebec**
- c) **Ontario**
- d) **Prairie** (including Manitoba & Saskatchewan)
- e) **Mountain** (Alberta, British Columbia, Yukon and Northwest Territories)

11.03 Health Care Committee Members:

- a) The Plan is overseen and managed by the CN Pensioners Health Care Committee (HCC). The HCC consists of six (6) Regular and five (5) Alternate Members.
- b) One Regular Member and one Alternate Member will be elected from each of the five Health Care Regions by the Regional / Provincial Councils for those areas.
- c) The term of HCC members will be three (3) years commencing on January 1st following their election or appointment. Terms for Regular and Alternate Members from each Health Care Region should end in different years.
- d) The CNPA President will be an “ex-officio” and the 6th Regular Member of the HCC.
- e) HCC members must be a CN Pensioner as defined by Article 4.01 a) and a Contributing Member as defined by Article 4.01 b) of the CNPA Constitution.
- f) HCC members should, where possible, be participants in The Plan.
- g) Members of the HCC may resign by written notice to the HCC Chair and the President of the Regional / Provincial Council from which elected.
- h) In the event that a Regular Member resigns, is otherwise unable to complete their term, or is removed for cause, the applicable Alternate Member will temporarily assume the Regular Member’s role until the designated Regional / Provincial Council is able to elect a replacement Regular Member. The replacement Regular Member will assume the original member’s remaining term.

- i) A vacated Alternate Member's position will be filled through a Regional / Provincial election, and the replacement will complete their predecessor's term.
- j) All Members are required to sign a HCC Guideline and Ethics document.

- 11.04**
- a) Regular Members will elect a Regular Member as Chair of the HCC. The CNPA President may not be the HCC Chair.
 - b) The Chair will preside over all meetings and have general day to day responsibility for management and administration of the Plan. The HCC Chair will be an Officer of the National Council.
 - c) Any Plan design changes, decisions which alter or deviate from the Plan terms or conditions, Plan premium changes, or changes to supplier contracts or terms will require the majority vote of the Regular Members.
 - d) The CNPA President and the HCC Chair will jointly sign all Plan official or legal documents or contracts requiring CNPA signatures.

11.05 HCC Meetings:

- a) The HCC will hold two regular meetings each year as scheduled by the Chair. Regular Members will attend both meetings and Alternate Members will attend one meeting as designated by the HCC Chair. Only Regular Members are entitled to vote on motions and decisions affecting the Plan.
- b) In the event that a Regular Member cannot attend a meeting, the designated Alternate Member will assume the Regular Member role at that meeting.
- c) There will be official minutes recorded, maintained and distributed for each HCC meeting.
- d) The HCC will maintain a repository of documents, terms and conditions, contracts and relevant historical documents.

11.06 HCC Reports and Information:

- a) The Chair will file an official annual report to the ADM providing an update on HCC activity during the year, Plan financial and membership status and any significant issues or concerns.
- b) The HCC will be responsible to maintain general public Plan documents, forms and necessary information on the CNPA national website.

ARTICLE 12 – PENSION COMMITTEE

- 12.01** a) The CN Pension Committee is governed by Article 11 of the CN Pension Plan rules. In accordance with these rules, the CNPA representation on the CN Pension Committee will consist of five (5) Regular Members and five (5) Alternate Members. One of each will be elected from each of the five CNPA Regional / Provincial Councils for a renewable three (3) year term effective January 1st.
Note: Newfoundland Provincial Council will be included with in the Atlantic Region in the selection of their Regular and Alternate Members.
- b) The Union will additionally select one (1) Regular Member and one (1) Alternate Member.
- 12.02** Articles 12.03 to 12.08 only apply to the five (5) Regular Members and five (5) Alternate Members elected by the CNPA Regional / Provincial Councils.
- 12.03** A CNPA Regular or Alternate Member of the CN Pension Committee must be a CN Pensioner as defined by Article 4.01 a). It is recommended that the Regular and Alternate Members of the CNPA Pension Committee be Executive Officers of a National / Regional / Provincial CNPA Council, but it is not mandatory.
- 12.04** The President of the CNPA National Council will be appointed as one of the five (5) CNPA Regular Members of the CN Pension Committee, representing their Regional / Provincial Council.
- a) If necessary and if the current Regular Member is displaced by the National President, they will assume the Alternate Member position and term for that Region / Provincial Council.
- b) Should the National President not complete their term of office, the Alternate will assume the remaining term as the Regular Member.
- 12.05** The CNPA National President will be one of three Co-Chairs of the Pension Committee.
- 12.06** The Pension Committee Alternate Members will participate in two (2) of the four (4) annual meetings. They will not have voting privileges unless they are replacing their Regular Member of the Pension Committee.
- 12.07** In the event that a Regular Member resigns, is otherwise unable to complete their term, or is removed for cause, the applicable Alternate Member will temporarily assume the Regular Member's role until the designated Regional / Provincial Council is able to elect or appoint a replacement Regular Member. The replacement Regular Member will assume the original member's remaining term.
- 12.08** A vacated Alternate Member's position will be filled through a Regional / Provincial election, and the elected replacement will complete their predecessor's term.

ARTICLE 13 - CNPA SCHOLARSHIP PROGRAM

- 13.01** The CNPA Scholarship Program (Program) was developed and implemented by the National Council to assist financially in the educational pursuit and career development of families of eligible members of the CNPA.
- a) The Program is administered by the National Scholarship Chair who is appointed by the President, and approved by the Directors, at an ADM, for a three (3) year renewable term commencing January 1st. The Chair is a National Officer and will attend the ADM, providing a comprehensive report and annual recommendation for potential Program continuance.
 - b) The Chair is responsible for oversight and communication of the Program, establishment of terms and conditions, development of assessment guidelines and ensuring the fair and proper evaluation of applicants. They are also responsible for the management of the National Website Program process.
 - c) The Program currently provides twenty-five (25) - \$1500 annual scholarships to eligible children, grandchildren and great-grandchildren of CNPA Contributing Members. Five (5) of these scholarships may be awarded in each of the five Regional / Provincial Councils.
 - d) The program is re-evaluated annually, and funding authorized by the Directors, at the ADM. Changes to the administration, eligibility, award levels or numbers require Directors' authorization prior to implementation.
 - e) The five Regional/Provincial Councils will each appoint a Scholarship Committee, which includes a Chair and two or more Committee members, who evaluate the submitted applications, consistent with the established national guidelines, and ensure the applicable National Council Officers and winners are advised.
 - f) The Newfoundland Provincial Council will be included with the Atlantic Region for both the distribution of Scholarships and the appointment of Scholarship Committee Members.
 - g) The terms and conditions, as well as all eligibility requirements, are found on the CNPA national website.

ARTICLE 14 – CNPA OFFICER ORIENTATION GUIDELINES

- 14.01** The position of Alternate National Director has been designated as a training position for eventual succession to the position of National Director. Alternate Directors may attend one ADM that falls within the first full year of their first full elected / appointed terms under Article 3.01 of the By-Laws. They will have voice but not have voting privileges unless replacing a Director from their Regional / Provincial Council.
- a) If for whatever reason any Regional / Provincial Council deem it appropriate for their Alternate Director to attend more than one ADM, they will pay all their expenses.
 - b) An Alternate Director who replaces a Director, or is attending their first ADM is entitled to expenses under Article 8 of these By-Laws.
- 14.02** All National Council Officers, while not expected to be experts in each area, should know who to contact, or where information is available, for our members. Our role is to help them find assistance, not provide direct advice or counselling for the following policies, programs and activities:
- a) Our **CNPA Constitution** and our **National By-Laws**
 - b) The **Canada Pension Plan** and **Old Age Security** and, where applicable, the **Quebec Pension Plan**
 - c) The basics of the **CN Pension Plan**, its terms and definitions. When contacted by members for issues following the death of a member, change of address or banking information, encourage them to contact CN Pensions and Benefits at 1-800-361-0739
 - d) **CN Pensions Web Portal** (<https://cnbenefits.hroffice.com>)
 - e) **CNPA National Website** (www.cnpensioners.org) for information on CNPA benefits or partner discounts, Scholarship Program, Health Care Plan provisions, Railroader in the Community (RRITC), newsletters, and contacts.
 - f) The table listings of all **National Council Officers**, including specific committee members and their contact information. Know who they are, and what roles they fill within our organization.
 - g) **Centenarians** – process and administration

ARTICLE 15 - CNPA AMENDMENTS COMMITTEE

- 15.01** On the recommendation of the President, the Directors may authorize the establishment of a CNPA Amendments Committee (Amendments Committee). This standing Committee will be responsible to make recommendations, or review proposed resolutions to repeal, amend or create, a new CNPA Constitution or National By-Laws.
- 15.02** This Committee will consist of 3 or more National Directors, of which one will be designated as the Chair. Committee members will be appointed by the President and authorized by the Directors, for a term established by the President. They will meet as required.
- 15.03** This Committee will review the language and content of proposed resolutions to ensure they are consistent with current Constitution or By-Law provisions, intent and structure. They may make recommendations or suggested changes to the Directors or those submitting proposals.

ARTICLE 16 – AMENDMENT OF BY-LAWS

- 16.01** Resolutions to repeal or amend these By-Laws may be enacted at either an ADM, or at a Special Meeting of the National Council Directors called for that purpose.
- 16.02** All proposed resolutions will be submitted to, when constituted, the Amendments Committee (Amendments Committee) for review, at least ninety (90) days prior to an ADM. This Committee will evaluate the content of proposed resolution, suggesting revisions as necessary.
- 16.03** Proposed resolutions, from an individual member or Local Council, to repeal or amend these By-Laws, must have the approval of the Regional / Provincial Council before being submitted to the Amendments Committee.
- 16.04** 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.

- 16.05** Any emergency resolution to repeal or amend these By-Laws, submitted at an ADM of the National Council, requires a two-thirds (2/3) majority vote of Directors.
- 16.06** In the event of any discrepancies or differences, which cannot be mutually resolved, the provisions of these By-Laws of the National Council will take precedence over those of any Regional / Provincial / Local Council.
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National By-Laws Amended and approved this 23rd day of November, 2023

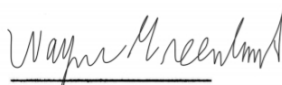
National Council Executive:



President, Reg Hebert



First Vice President, Bruce Anderson



Executive Secretary, Wayne Greenland