



CONSTITUTION

PREAMBLE

In this Constitution, masculine terms may be interpreted as including feminine terms where appropriate.

In this Constitution, the term 'business day' refers to days in which most business and government offices are open in the province in which the Board's general office is located.

The department of the Government of Canada responsible for radio spectrum management will be referred to throughout this document as "the Department".

ARTICLE I

NAME

The name of the organization shall be the "Radio Advisory Board of Canada" - "Conseil consultatif canadien de la radio" - hereinafter called the "Board".

ARTICLE II

OBJECTIVE

The Board is a not-for-profit advisory and consultative group to the Government of Canada representing a broad segment of the telecommunications industries and users of radio. It advises on standards, guidelines, procedures and policies relating to technical issues and technical considerations of spectrum management and usage and the administration of national radio communications, including economic aspects.

ARTICLE III

FUNCTIONS

In conformity with its objectives, the Board shall:

- (i) Represent the interest of users, manufacturers and other organizations and groups in the development and formulation of proposed radio policies, regulations, standards and frequency plans.
- (ii) Carry out studies and investigations as required.
- (iii) Initiate and/or recommend policies, regulations and standards, etc., related to radio and associated services to government, primarily to the Department.

ARTICLE IV

ORGANIZATION

The Board shall consist of one representative of each Sponsor and shall comprise a General Council, an Executive Committee and Standing and Ad Hoc Committees. The functions of the Advisory Board shall generally be carried out in the Standing and Ad Hoc Committees. The General Council shall be presided over by a President and Vice-Presidents elected by the General Council.

ARTICLE V

SPONSORS

Sponsors of the Board generally shall be non-profit Canadian organizations which have an important interest in radio services. A Sponsor organization should be an association or should be an organization which represents a number of organizations which have a common bond. An individual organization may become a sponsor, if it has an important interest in radio services and if it were **not** eligible to join an association which was currently a sponsor member. Once an individual organization becomes a sponsor member it may remain so even if an association for which it was eligible became a sponsor member. However, in that situation, the individual organization would be encouraged to drop its membership and be represented as part of the association.

The Constitution and By-Laws, and any amendments thereto, shall constitute a covenant between the Board and each Sponsor.

Each Sponsor shall pay dues as may be fixed by the General Council and in accordance with the approved annual budget and dues schedule. Dues shall be set by the Executive Committee in order to meet the financial needs of the Board. Dues may take account of factors such as size and resources of members and the interests and value to each Sponsor of the work of the Board. The General Council shall decide on a course of action in the case of a Sponsor which defaults in paying its dues.

ARTICLE VI

GENERAL COUNCIL

1. The General Council shall be composed of:
 - a) President
 - b) Past President
 - c) Executive Vice-President
 - d) Six Vice-Presidents
 - e) Main or Alternative Representative of each Sponsor
 - f) An Ex-Officio Representative(s) of the Department
 - g) Chair of each Standing and Ad Hoc Committee
 - h) General Manager
2. The General Council shall establish Board policies, directs the activities of the Executive and other Committees and approves recommendations and submissions to government.
3. The General Council is composed of voting and non-voting members. Only Sponsors shall be entitled to vote, which shall be cast by the main representative or, in the absence of the main representative, by the alternative representative.
4. Each year the General Council shall elect, at its annual meeting, a President, Executive Vice-President and six Vice-Presidents. Nominees shall be representatives of Sponsors, and the group shall be broadly representative of the functional and geographical aspects of the Board's work. Once elected, the President cannot also act as a Sponsor Representative. Vice-Presidents and the Past-President may continue to be Sponsor Representatives with voting rights.
5. The President shall act as Chair of the General Council without a vote, except that he may vote to break a tie. In the absence of the President, the Executive Vice-President shall act for the President. In the absence of both the President and the Executive Vice-President, one of the six remaining Vice-Presidents shall be selected by the meeting to fulfil the duties of Chair of the meeting. In either case, the Vice-President acting as Chair shall retain any right to vote as a Sponsor Representative, as well as his tie-breaker vote as Chair of the meeting.
6. The General Council shall approve the budget each year. It shall have control of all expenditures of the organization. It shall make regulations governing fiscal matters as it deems appropriate. It shall account to the Sponsors for all expenditures.
7. The Radio Advisory Board of Canada shall continue to function until dissolved by a motion duly approved by the General Council. Approval of such a motion shall require an affirmative vote by three-quarters of the Sponsors. Such a motion shall be originated by three or more Sponsors and presented to the Executive Committee. The Executive Committee shall promptly submit it to the General Council for a vote by mail or any other appropriate means, or at an annual or special general meeting at which the vote shall be taken.

8. Proposals for amendment of this Constitution and By-Laws shall be presented to the Executive Committee where their approval shall require a simple majority vote. Promptly after approval, the proposed amendment shall be submitted by written or other appropriate means to the General Council at least twenty-five business days prior to an annual or special meeting. The proposals for amendment may be revised by a simple majority of the Sponsors represented at the meeting. An affirmative vote of two-thirds of the Sponsors represented at the meeting shall be required for adoption of the amendments.
9. An elected officer of the Board shall tender his resignation from his office if he leaves his Sponsor Organization or if the organization he represents ceases to be a Sponsor of the Radio Advisory Board of Canada.

ARTICLE VII

EXECUTIVE COMMITTEE

1. The Executive Committee shall be composed of the duly-elected President, the Executive Vice-President and six Vice-Presidents, together with the Past President and the General Manager. The Chairs of the Committees and the representatives of the Department are ex-officio members of the Executive Committee.
2. The Executive Vice-President, six Vice-Presidents and the Past President shall have the right to vote on Executive Committee matters. The President shall not vote except in the case of a tie. Ex-officio members do not have a vote.
3. The President shall be the Chief Executive Officer and shall act as Chair of the Executive Committee. The Executive Vice-President shall act in the absence of the President. In the absence of both the President and the Executive Vice-President, one of the six remaining Vice-Presidents shall be selected by the meeting to fulfil the duties of the Chair of the meeting.
4. The Executive Committee shall establish Standing and Ad Hoc Committees as required to fulfil the functions of the Board and shall assign specific tasks to these committees.
5. The Executive Committee shall appoint a Chair of each Committee, taking into consideration his qualifications in relation to the work of the Committee, his business affiliations and his geographical location. Each Chair shall be recruited from the organization of a Sponsor and his term of office shall be at the discretion of the Executive Committee in accordance with the By-Laws.
6. The Executive Committee shall issue a financial statement at least annually which shall be distributed to the Sponsors.
7. The Executive Committee shall be responsible for supervising the administrative work of the Board.

8. For Indemnity Insurance purposes, "Directors and Officers" consist of all those persons serving on the Executive Committee, that is, the:

President
Past President
Executive Vice-President
Six Vice-Presidents
Chairs of the Technical Committees, and
General Manager

ARTICLE VIII

COMMITTEES

1. Committees shall work under the administrative supervision of the Executive Committee. Their recommendations and reports will be transmitted to the General Council.
2. During the term of office, the Chair of each Committee shall be a member of the General Council with right to vote as a representative of his Sponsor in the absence of the Main Sponsor representative.
3. A Sponsor may request the appointment of knowledgeable persons from his organization to serve on the committees which are of interest to him. These requests shall be submitted in writing to the Committee Chair, who shall be responsible for the appointment of committee members. Any conflicts in this regard shall be resolved by the Executive Committee. The number of appointments from each Sponsor to a committee shall be kept to the minimum necessary for the efficient performance of the work in hand. A Sponsor shall designate his main committee member for administrative and voting purposes.
4. The Chair of a Committee is authorized to establish Sub-committees as he deems necessary, from among the members of his Committee, for the efficient handling of the work.
5. The Chair of a Committee may invite to Committee meetings persons in an advisory capacity, who can contribute substantially to the work.
6. A Committee may appoint a Deputy-Chair from amongst its members.
7. Questions in committee shall be settled without vote. Sponsors shall have the right to have their views recorded and identified in the report of the Committee.

8. The Chair of a Committee shall resign his office as Chair if he leaves his respective Sponsor organization, at the request of the Sponsor organization, or if that organization ceases to be a Sponsor of the Radio Advisory Board of Canada.

ARTICLE IX

PRESIDENT AND VICE-PRESIDENTS

1. The initial term of office of the President shall be for not less than two years and, thereafter, he shall be subject to annual re-election, but shall not serve for more than five consecutive years.
2. The term of office of a Vice-President shall not exceed six years, except when necessary to ensure geographical and representation from all sectors of the Canadian radiocommunications community.