



## BY-LAWS

### BY-LAW I

#### MEETINGS

(a) Meetings of the General Council shall be called by:

- (1) The President, by notification to all Sponsors at least 20 business days prior to the date set for the meeting.
- (2) The President, when at least five Sponsors give a request to the President at least 30 business days prior to the date proposed for the meeting. In such case, the President or the person acting officially on his behalf shall send a notification to all Sponsors at least 20 business days prior to the date set for the meeting.

(b) Meetings of the Executive Committee shall be called by:

- (1) The President.
- (2) The President on written request of two or more members of the Executive Committee.

Meetings of the Executive Committee will, normally, allow for limited remote participation by member who, in exceptional circumstances, cannot attend in person.

Absence from two or more consecutive Executive meetings by an elected executive (Vice President) without prior notice of extraordinary circumstances acceptable to the Board, will result in a review of by the Executive Committee to confirm commitment and interest in future re-nomination.

- (c) Committee meetings shall be called by the Committee Chair. The President may call such a meeting at any time upon notification to all members at least ten business days prior to the date of the meeting.
- (d) As soon as convenient after October 31st in each year, and in any case not later than December 31st following, the Annual Meeting of the General Council shall be held at such time and place as the Executive Committee of the General Council may determine, notice of such Annual Meeting being sent to the members by the General Manager at least thirty days before the date set for the meeting.

## **BY-LAW II**

### **QUORUM AND VOTING**

- (a) The Quorum required to hold any meeting of the General Council or the Executive Committee shall be a majority of its entire voting membership.
- (b) Affirmative vote by a majority of those voting members present at a meeting of the General Council or the Executive Committee shall be required for approval of any proposed action.
- (c) A vote of the General Council may be taken by any appropriate means, provided that sufficient time is allowed for the return of the votes. The normal voting interval should allow a minimum of 8 business days for return of votes and under no circumstances will less than four business days be allowed. It is acceptable, when time is of the essence, for the Executive Committee to direct the General Manager to submit a recommendation or report from a technical committee to Industry Canada before balloting is completed. In such cases an appropriate statement indicating that the results of the ballot will be forwarded as soon as the ballot is completed will accompany the submission.
- (d) In the case of a vote of the General Council by method (c) on administrative matters, a majority of the entire voting membership shall be required for approval. In the case of a vote by the General Council by method (c) on a recommendation or a report from a technical committee, a majority of those voting shall be required for approval.

## **BY-LAW III**

### **RECORDS**

Minutes of each meeting of the General Council, the Executive Committee and the other Committees shall be prepared and made available promptly to members through facilities of the Board office unless otherwise provided. Copies of minutes of all meetings shall be made available to the Executive Committee by the General Manager. The Board's general office will advise members of the availability of minutes and reports.

## **BY-LAW IV**

### **MANAGEMENT**

The Management of the property and affairs of the Board shall be vested in the General Council subject only to the rights herein reserved to the Sponsors and to the requirements of the Constitution and By-Laws as adopted by the Sponsors for the regulation of its property and affairs, and to all laws which the Board is legally bound to observe.

## **BY-LAW V**

### **LOSS OF QUALIFICATION AS SPONSOR**

- (a) Any Sponsor may be expelled or suspended for non-payment of dues or assessments or for any act which, in the judgement of the General Council, constitutes wilful violation of any of the provisions of this Constitution and By-Laws, by the affirmative vote of a two-thirds majority of the entire voting membership of the General Council, provided that before such a vote is taken such Sponsor shall be advised in writing of the charges preferred against it and shall be given at least thirty days' notice, stating when such charges will be considered at a meeting of the General Council. Every such Sponsor shall have the right to appear before the General Council and be heard in answer to the charges before final action thereon is taken.
- (b) If any Sponsor shall, in the opinion of the General Council, cease to qualify for membership as provided in the Constitution and By-Laws, such Sponsor shall, upon the adoption of such a resolution by the General Council, thereby cease to be a member, subject, however, to reinstatement by resolution of the General Council upon restoration of eligibility and payment of all arrears of dues.
- (c) By application for an acceptance of membership, every Sponsor shall be deemed to have waived, in the case of its expulsion from or other loss of membership as herein before provided, all further rights and privileges of Sponsor membership and all claims of every nature and description to any fees, dues or other charges paid to the Board and to participation in its assets or benefits, and to any and all claims for damages for or because of such expulsion or loss of Sponsor membership.

## **BY-LAW VI**

### **PAYMENT OF DUES**

Dues for the current fiscal year are payable upon receipt of invoice.

Any Sponsor whose dues, or any part thereof, are in arrears six months from the time due and payable, shall be deemed not in good standing. Any Sponsor who shall continue in arrears with respect to payment of dues for a period of thirty days after notice thereof from the General Manager shall be deemed to have waived and relinquished membership and all rights and privileges thereunder, but such membership may be reinstated after full settlement of any dues in respect to which the Sponsor is in arrears.

## **BY-LAW VII**

### **BUSINESS YEAR**

The fiscal year of the Board shall terminate on October 31st in each year.

## **BY-LAW VIII**

### **GENERAL MANAGER**

- (a) The General Manager shall be required to furnish and lodge with the Board a surety bond in the sum of at least one hundred thousand dollars (\$100,000.00) or as established by the Executive Committee, in a responsible surety company, approved by the General Council. The bond shall be in such form as the General Council may prescribe and shall be conditioned upon the safe keeping of all funds in the General Manager's hands, or received by the General Manager, and the proper accounting for all moneys received and disbursed on behalf of the Board. The premium on this bond shall be paid by the Board. The title of the General Manager, Financial Officer and Treasurer may be changed at the discretion of the Executive Committee.
- (b) The Role & Responsibility of the General Manager shall be defined by the Executive Committee as appropriate.

## **BY-LAW IX**

### **NOMINATIONS AND ELECTIONS**

- (a) The Past President shall act as Chair of the Nominating Committee.
- (b) At least forty (40) business days prior to the date of the Annual Meeting, the President shall request the Chair of the Nominating Committee to appoint at least two of the Main Sponsor Representatives to act as members of this committee.
- (c) At least twenty (20) business days prior to the date of the Annual Meeting, the Nominating Committee shall forward to the President nominations for the offices of President, Executive Vice-President and six other Vice-Presidents.
- (d) To ensure reasonable continuity of the Executive Committee, the Nominating Committee shall submit at least one new nominee for the office of Vice-President at least every second year. Every effort shall be made to ensure geographical and varied-interest representation.
- (e) At least fourteen (14) business days prior to the date of the Annual Meeting, the General Manager shall forward these nominations to the General Council.
- (f) The election of officers shall be conducted by the General Manager at the Annual Meeting.
- (g) Nominations to the Executive Committee other than as provided for in Sections above will be accepted in writing by the General Manager at least 48 hours prior to the commencement of the Annual Meeting, providing the nomination is seconded and written consent of the nominee is presented. The Executive Committee shall determine a suitable format to permit the use of facsimile transmission for receipt of nominations.

If no further nominations are received in accordance with sub-section ( g ) above, the General Manager will declare the nominations closed and call for acceptance of the slate on nominees for election.

- (h) If further nominations are received for a particular office and are in compliance with sub-section ( g ) above, the General Manager shall:
  - (i) Distribute one ballot to each Sponsor voting representative present, for the purpose of conducting a secret vote.
  - (ii) Appoint three scrutineers from the General Council (other than the Sponsor voting representatives and officers of the Board) who are present.
- (i) The scrutineers shall appoint a Chair and will go to a separate room or corner where they will act as tellers for the voting.
- (j) The General Manager shall provide the scrutineers with a list of the Sponsor voting representatives. The scrutineers shall check off the list as each Sponsor representative casts his secret ballot.

#### **BY-LAW X**

#### **MEMBERSHIP**

- (a) An organization wishing to become a Sponsor shall submit to the General Manager its application in writing on the form provided.
- (b) The application shall be reviewed by the Executive Committee for qualification under the Constitution and By-Laws.
- (c) Applications acceptable to the Executive Committee shall be submitted by the General Manager to the voting member for approval with official ballots in accordance with By-Law II.
- (d) The Applicant and members will be notified of the results.

#### **BY-LAW XI**

#### **REPLACEMENT OF OFFICERS**

- (a) Should the President or a Vice-President resign or otherwise be unable to serve for the duration of the term for which he was elected, the vacancy may be filled temporarily by the Executive Committee appointment of a qualified representative from a Sponsor member's organization.

- (b) The person appointed shall act until the next Annual Meeting, at which time the normal election procedure will take place to fill the vacancy.

## **BY-LAW XII**

### **COMMITTEE CHAIRMEN TERM OF OFFICE**

- (a) Other than the Executive Committee, appointment of a Committee Chair (Article VII.5) shall be for an initial period of two years and thereafter subject to annual reappointment, provided that the term shall not normally exceed four consecutive years.
- (b) No voting member of the Executive Committee may be Chair of any other Standing Committee except when necessary due to lack of available and qualified alternative representative of a Sponsor organization.

### **APPENDICES**

A - Working Procedures

B - General Information and Direction for RABC Chairmen

C - Terms of Reference of the Technical Committee (under revision in 1999/2000)