

BYLAW NO.1, NORTHWEST TERRITORIES BRANCH

STANDARD FORM FOR CPF BRANCH BYLAWS

The CPF Branch Bylaws have been written to be considered alongside the the CPF National Bylaw No. 1, which is available online at: cpf.ca/en/files/CPF-Bylaws-2016-1.pdf.

Amended November 2019

PART A - Interpretation & Application (1)

Interpretation

1.1 Corporate Seal

The Northwest Territories Branch of the Corporation shall have a corporate seal in such a form as authorized by the Branch Board of Directors. The President of the Corporation shall be the custodian of the corporate seal. A document signed on behalf of a corporation is not invalid merely because a corporate seal is not affixed to it. The Northwest Territories Branch of Canadian Parents for French is incorporated in the territory of the Northwest Territories. (1.1B)

Definitions

2.1 Definitions

In these Bylaws and in all other rules and regulations and policies of CPF Northwest Territories, unless otherwise stated, the following terms shall have the same meanings ascribed to them as indicated in the CPF National Bylaw No.1, with these exceptions and additions:

“Act” means The Northwest Territories Societies Act, as from time to time amended and any replacement statute enacted. The term “Act” shall also encompass any Societies regulations made pursuant to the Act.

2.2 Property/Control

As above, all property that is the custody on behalf of the Branch of the Corporation shall be subject to the direction of the Branch Board of Directors and the current Canadian Parents for French investment policy. (2.3B)

PART B - Incorporation (2)

Articles of Incorporation

3.1 Articles of Branch Incorporation

a) The Northwest Territories Branch of the Corporation was incorporated and registered under the name of “CANADIAN PARENTS FOR FRENCH - NWT BRANCH” as a corporation under the NWT Societies Act and Letters Patent issued under the seal of the Corporate registries of the NWT Department of Justice dated the 21st day of February, 2005.

b) The Branch Office is located in Yellowknife, Northwest Territories, Canada.

c) The Branch goal is to promote and support educational opportunities for young Canadians to learn and use the French language.

d) The Branch Board of Directors shall consist of five (5) to nine (9) directors. (7.1B)

16.1 Jurisdiction

16.1B Jurisdiction - Branch

As stated, with the exception that the Canadian Parents for French Northwest Territories Branch of the Corporation is not registered as a charity under pertinent territorial laws.

PART C - Capacity and Powers (3)

4.1 Authority of Directors, Officers, Agents and Mandatories

The Branch Board of Directors may appoint an Executive Director or contract others who are accountable to the Branch Board of Directors.

4.2 Execution and Certification of Instruments

As above, the Branch Board of Directors has the authority to sign in the name of the Branch of the Corporation. (19.1B)

PART D - Registered Office and Records (4)

Registered Office

5.1 Registered Branch Office

The Branch Office of Canadian Parents for French Northwest Territories shall be in the City of Yellowknife, in the Northwest Territories. (20.1B)

The Branch Office of Canadian Parents for French Northwest Territories will be the place of custody of the books and records which may be made available for inspection by its members

given at least 30 days notice and upon request made to the Board of Directors.

PART E - Corporate Finance (5)

Borrowing Powers

6.1 Branch Borrowing

The Branch Board has the authority to borrow, issue, give guarantees, or mortgage on behalf of its Branch only, by ordinary resolution of the members. (28.1B)

Ownership of Property

6.2 Ownership of Branch Property

As above, within limits set by the Branch Board of Directors, expenditures for capital purposes may be made by the Branch Board or by persons authorized by the Branch Board to do so. (31.B)

PART F - Directors and Officers (9)

Duty to manage or supervise management

7.1 Duties of Branch Directors

All Branch Directors sit on the Board in a personal capacity. They are responsible for the oversight of the Branch of the Corporation by upholding the mission, vision, values and ends policy statements. As above, their duty shall be to the Corporation as a whole. (124.1B)

7.2 Role of the Branch Board

The Branch Board may establish governing policies that align with the governing policies set by the National Board and address: Ends, Executive Limitations, Governance Process, and the Board/Branch Executive Director Relationship which denotes how authority is delegated and its proper use monitored. (124.2B)

7.3 Committees of the Branch Board

The Branch Board may establish committees for purposes that are considered proper and fall within the Branch governance model. The Branch Board shall define the duties and powers of any committee of the Branch Board that it establishes and may prescribe the procedures, rules and policies to be followed.

The Branch Board may appoint ad hoc committees for specific purposes. The Board shall clearly identify the terms of reference for any such committee, including the deadline for completion of its mandate. (124.4B)

7.4 Branch Nominating Committee

As above, the Branch Nominating Committee is a standing committee of the Branch Board. The Branch Board may act as the Nominating Committee. (124.4.1B)

7.5 Branch Bylaws Committee

As above, the Branch Bylaws Committee is a standing committee of the Branch Board. The Branch Board may act as the Bylaw Committee. (124.4.2B)

7.6 Removal of Committee Members

The Branch Board may by ordinary resolution remove any committee member. (124.4.4B)

Number of Directors

7.7 Composition of Branch Board

The Branch Board of Directors shall consist of no fewer than five (5) and no more than nine (9) members. (125.1B)

7.7 Chapter Representation for Branch Board

A maximum of two (2) persons from any Chapter jurisdiction may sit on the Branch Board at one time. (125.1.1B)

Qualifications of Directors

8.1 Qualifications of Directors - Branch

a) It is recommended that a Branch Board Director not serve on a Chapter Board at the same time. Wherever possible, a member of a Chapter Board who is elected shall resign from the Chapter Board at the conclusion of the Branch AGM at which he/she is elected. Whenever possible, a member of a Chapter Board who is appointed to the Branch Board shall resign from the Chapter Board prior to attending his/her first Branch Board meeting;

b) An employee at any level may not stand for election to the Branch Board until twelve (12) months after the employment termination date. (126B)

8.2 Membership

A Branch Board Director is required to be a member in good standing of Canadian Parents for French. (126.1B)

Notice of Directors

9.1 Branch Term of Office

Branch Directors shall be elected for a term two (2) years from the end of the AGM at which the Branch Director is elected to the end of the AGM two (2) years later. For continuity purposes, terms will be staggered. A person may be elected to the Branch Board for a maximum of four (4) consecutive terms. (128.2B)

A person who has served on the Branch Board of Directors for the maximum term possible may be nominated and re-elected to any Branch Board of Directors' office after two years following the last term during which the person previously served as a Branch Director.

9.2 Election of Branch Board of Directors

Branch Directors shall be elected by ordinary resolution by the Northwest Territories members at the Branch Annual General Meeting from a list of eligible nominees provided by the Branch Nominating Committee. (128.3B)

Ceasing to Hold Office

10.1 Ceasing to Hold Office - Branch Director

An individual shall cease to be a Branch Director when any of the same conditions apply and in relation to the Branch Board. (129.1B)

Notice of Change of Director or Director's Address

11.1 Notice of Change of Branch Director or Director's Address

Additionally, a change of address outside the province or territory would affect eligibility of the Director to remain serving on the Branch Board of Directors. (134.1B)

Meeting of Directors

12.1 Branch Meetings

The Branch Board of Directors may meet in conjunction with the Branch Annual General Meeting and, when possible, at least twice outside of the Branch Annual General Meeting. (136.1B)

12.2 Quorum - Branch

A majority of Branch Board Directors currently serving constitutes a quorum at a Board Meeting, whether meeting face-to-face or by electronic means. If a vacancy on the Branch Board arises, continuing Directors may act, as long as a quorum exists at the meeting. (136.2B)

Decisions Made by Consensus

13.1 Decisions made by Consensus

Any decisions taken during a Branch Board of Directors meeting may be made by consensus except a decision taken by special resolution. (137.1B)

13.2 Voting at Meetings - Branch

An individual must be a Canadian Parents for French member in good standing to sit as a Director at the Branch level. Each member of

the Branch Board, including the President, has one vote. Questions arising at any meeting and requiring a vote shall be decided by ordinary resolution of those Branch Directors present and voting.

The Branch Board may include a Youth Director position by providing a special member status to an individual under the age of majority in the territory. While serving, the individual must maintain their Canadian Parents for French membership in good standing. This youth director may be provided with the right to one vote. (137.3B)

13.3 Delegations

The Branch Board, from among their numbers, may appoint a committee of directors and delegate to the committee any of the powers of the directors with the exception:

- a) to submit to the Branch Annual or Special General Meetings any matter requiring their approval;
- b) to fill vacancies on the Branch Board of Directors or in the office of auditor;
- c) to issue debt obligations except as previously authorized by the Branch Board of Directors;
- d) to purchase, redeem or otherwise acquire debt obligations issued by the Branch; or
- e) to approve annual financial statements.

Disclosure of Interest

14.1 Pecuniary Interest - Branch

Branch Board Directors shall avoid and shall disclose any circumstances in which their personal pecuniary interests conflict, or may be reasonably perceived to conflict, with the interests of the Corporation. (141.1B)

Officers

15.1 Appointment of Branch Board Officers

All Branch Board Officer positions including the positions of Branch Board President, Vice President and Treasurer shall be appointed by the Branch Board for a one (1) year term of office.

A Director may serve as President for a maximum of four (4) consecutive years. The term may be extended by one additional year, maximum, to inform the National Board of Directors, who as part of its oversight responsibilities, can commence a nominating process in accordance with the election procedures, rules, and policies adopted by the Board of Directors and as specified in the Bylaws. (142.1B)

15.2 Ceasing to Hold Office - Branch Officers

An individual shall cease to be a Branch Officer when any of the same conditions apply and in relation to the Branch Board. (142.1.2B)

Additionally, an individual shall cease to be a Branch Officer upon missing more than 33% of Branch meetings in one year.

15.3 Removal of Branch Officers

All Branch officers may be removed by the authority of the Branch Board under the same conditions noted above. Once removed from office, the Officer may also vacate his/her Director position on the Branch Board. (142.1.3B)

Remuneration

16.1 Remuneration - Branch

No remuneration shall be paid to any elected or appointed Director, or to any other person acting in a volunteer capacity for/at the Branch level, including on committees, for services rendered to or on behalf of the Corporation. (143.1B)

Duties of Directors and Officers

17.1 Responsibilities of Branch Officers

The Branch President shall, when present and able, convene and chair all meetings of the members. The Branch President may sit as an ex-officio member of all Branch committees of the Corporation and will be duly identified as such. The Vice-President shall perform such duties as assigned by the Branch President or by the Branch Board of Directors.

In the absence or disability of the Branch President, the Vice-President shall perform the duties and exercise the powers of the President for as long as required and/or until the following AGM.

A Secretary shall be named at each meeting from the Board Members present to record and keep the minutes of all meetings in accordance with the procedures, rules, and policies adopted by the Board of Directors.

The Treasurer shall oversee the financial operation of the Corporation. Further responsibilities will be outlined in a policy document. (148.1B)

PART G - By-laws and Members

Bylaws

18.1 Member Approval of Branch Bylaws

The Branch Directors shall submit the By-law, amendment or repeal to the members at the next meeting of members, and the members may, by special resolution, confirm, reject or amend the Branch By-law, amendment or repeal.

However, the repeal or amendment of the bylaws shall not be enforced or acted upon until the approval of the appropriate Minister of the Government of Northwest Territories. (152.2B)

18.2 Representative

Each Branch President is recognized as the authorized member to represent the members of their Branch at Branch and National meetings and is considered to be a Voting Delegate.

Conditions of Membership

19.1 Membership Conditions, Voting Rights

These conditions of membership shall apply: membership is available only to an adult who has paid the appropriate membership fee and whose application has been accepted; and to individuals or organizations who have expressed an interest in and support of the mandate of the Corporation. Members are responsible for behaving in accordance with the Bylaws of the Corporation. (154)

19.2 Voting Rights - Branch and Chapter

At Branch and Chapter Meetings, a maximum of two adults of a member household shall be deemed voting members and each receive a vote. (154.4A)

19.3 Voting Rights at Branch Annual and Special General Meetings

CPF members participating by any means, may vote to elect new and/or incumbent Directors to the Branch Board from a slate proposed by the Branch Nominating Committee at the Branch Annual General Meeting or Special Meeting. (154.4B)

19.4 Termination of Membership

An individual shall cease to be a member when:

- a) A member resigns at any time by notifying the National Office in writing, effective immediately upon receipt by the National Office;
- b) A member does not renew membership within thirty (30) days of expiration;
- c) A member is expelled;
- d) A member dies. (156)

19.5 Power to Discipline, Expel a Member

The National Board shall have the authority to discipline any member for violating any provision of the articles, by-laws, or written policies. The National Board must consult with the respective member and their Branch prior to terminating the membership. A written explanation of the reasons for the discipline or for the termination of membership will be provided to the member and their respective Branch 30 days prior to the termination taking effect. The disciplinary actions will be outlined, a window of 30 days will be provided to respond and appeal the decision. The membership is terminated after the thirty (30) day period. (158)

Calling and Place of Meetings

20.1 Calling and Place of Annual General Meetings - Branch

The Annual General Meeting of Canadian Parents for French shall be held annually within the Northwest Territories and on such days as the Branch Board of Directors shall designate. (159.1B)

The Annual General Meeting must be held at least 31 days after the chosen fiscal year end.

21.1 Calling Special Branch/Chapter Meetings

The Branch Board may call a Special General Meeting at any time and shall call a Special General Meeting of the Branch Board and members upon the written request of 10% or ten (10) or more voting members-at-large. Chapters shall use 10% or six (6) members, whichever is greater. (160.3B)

Notice Provided For in Bylaws

22.1 Notice

Notice of Branch Annual or Special General Meetings shall be conveyed by any of the following means: postal mail, e-mail, facsimile or phone, or other electronic means such that it

is sent at least twenty-one (21) days before the day of the meeting.

Notice by regular mail shall be considered to be received with ten (10) days of mailing. Notice of a meeting shall describe the nature of the business in sufficient detail to permit the Branch Board of Directors, Branch Delegates and Members-at-large to form a reasoned judgement on it. Notice of such a meeting shall be sent to all members in good standing in the Northwest Territories. (162.1B)

22.2 Business - Branch

Business transacted at an Annual General Meeting of members should include financial statements, public accountant's report and re/appointment of a public accountant when appointed, and election of Directors/Officers.

The Branch Annual General Meeting and any Special General Meeting shall be conducted in accordance with these Branch Bylaws; and where the Bylaws are silent, in accordance with current Roberts Rules of Order. (162.9B)

22.3 Quorum - Branch AGM and Special Meetings

The lesser of ten percent (10%) of the Voting Members or twenty (20) Voting Members constitutes a quorum. Questions shall be decided by ordinary resolution of those Voting Members deemed present.

PART H - Financial Disclosure

Annual Financial Statements

23.1 Annual Branch Financial Statements

Branches shall submit their financial statements as at the end of the previous fiscal year to the National Board of Directors as directed. (172.2)

The end of each fiscal year is designated as March 31st.

23.2 Annual Chapter Financial Statements

Chapters shall submit their financial statements as at the end of the previous fiscal year to the Branch Board of Directors as directed. (172.2B)

PART I - Public Accountant

Appointment of Public Accountant

24.1 Appointment of Public Accountant - Branch

At the discretion of the Branch Board of Directors, the Public Accountant may be appointed to conduct a financial review or audit for the purpose of preparing a report to members at the Annual General Meeting. The selection of the Public Accountant for the following year shall be ratified at the Annual General Meeting. (181B)

Report on Financial Statements

25.1 Report on Branch Financial Statements

After conducting a financial audit or review, the Branch financial statements shall be reported to the members, with the Corporation's financial year end identified as March 31st of each year.

The audited financial statement for the fiscal year shall be made available fifteen (15) days prior to the Branch AGM. (191B)

PART J - Fundamental Changes

Amendment of Articles or Bylaws

26.1 Amendment of Branch and Chapter Articles or Bylaws

The Bylaws of this Branch of the Corporation that were in force immediately prior to these Bylaws coming into force are hereby repealed. Chapter Bylaws that were in force immediately prior to these Branch Bylaws coming into force are hereby repealed.

These Branch Bylaws shall come into effect following approval by special resolution at a Branch Annual General Meeting or Special General Meeting and upon coming into force these Bylaws shall be the consolidated general Bylaws of the Northwest Territories Branch of Canadian Parents for French.

All Chapters of the Northwest Territories Branch shall be governed by the Branch Bylaws. **(197.1B)**

Proposal to Amend

27.1 Notice to Amend - Branch

Notice of any motion to amend the Branch Bylaws by the Bylaw Committee shall be forwarded to the Branch President who shall cause the notice to be circulated in writing to the membership and to the Canadian Parents for French National Board not less than sixty (60) days prior to their consideration at the Branch Annual General Meeting or Special General Meeting.

If any provision of these Branch Bylaws is inconsistent with any policy, rule or regulation of Canadian Parents for French, the provision will be brought to the attention of the membership for further consideration at the Branch Annual General Meeting or Special General Meeting. **(198.2B)**

PART K - Liquidation and Dissolution

Proposing Liquidation and Dissolution

28.1 Proposing Liquidation and Dissolution - Branch Responsibilities

Should a Branch dissolution process commence, it is the responsibility of the Branch Board to liaise with the National Office and Board to fulfill any remaining legal and financial obligations, ensure all dissolution costs and payments have been made, and if any assets remaining, these are distributed to the National Office. **(221B)**

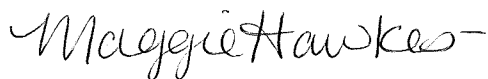
28.2 Proposing Liquidation and Dissolution - Chapter Responsibilities

In the event of a dissolution of a Chapter, it is the responsibility of the Chapter Board to liaise with the Branch Office to fulfill any remaining legal and financial obligations, ensure all dissolution costs and payments have been made, and if any assets remaining, these are distributed to the Branch Office.

Enacted by the Board at a Meeting of the Board.

Confirmed by members at an Annual General Meeting on 4 March, 2019, and to be effective on this date that the Corporation continues under the Act.

Witness the Seal of the Corporation.



Maggie Hawkes, President, Canadian Parents for French - NWT Branch