



(Thunder Bay-Rainy River Conservative
Association)
CONSTITUTION

**Authorized by National Council as of October 2018 pursuant to Article 5 and Article 8.7.1
of the Constitution of the Conservative Party of Canada.**

(Thunder Bay - Rainy River) CONSERVATIVE ASSOCIATION CONSTITUTION

Authorized by National Council as of September 2013 pursuant to Article 5 and Article 8.7.1 of the Constitution of the Conservative Party of Canada.

1. NAME

1.1 The name of the Association is “(insert official Elections Canada name of the federal electoral district) Conservative Association” or such other name as has been approved by National Council.

2. DEFINITIONS

2.1 “Annual General Meeting” means a meeting of the members at which Directors are elected.

2.2 “Association” means the (insert name of federal electoral district) Conservative Association, as recognized by National Council pursuant to Article 5.2 of the Party Constitution.

2.3 “Association Constitution” means this constitution of the Association, as amended from time to time.

2.4 “Board of Directors” means the body provided for in Article 7 of the Association Constitution.

2.5 “By-law” means a by-law enacted by the Board of Directors pursuant to Article 17 of the Association Constitution.

2.6 “Called for that purpose” means a meeting for which notice was provided at least fourteen (14) days in advance and which notice included reference to the matter at issue. This meeting may be combined with a regular meeting of the Board of Directors, but the additional notice of the special agenda item(s) requires the additional notice period.

2.7 “Candidate” has the same meaning as set out in the *Canada Elections Act*.

2.8 “Chief Executive Officer” has the same meaning as set out in s. 403.02(1)(d) of the *Canada Elections Act*.

2.9 “Director” means any member of the Board of Directors of the Association.

2.10 “Executive Committee” means the body provided for in Article 8 of the Association Constitution.

2.11 “Financial Agent” means the office provided for in Article 8.7 of the Association Constitution.

2.12 “Member” and “Membership” means a member and the membership of the Party respectively, unless the context otherwise requires.

2.13 “National Council” means the National Council of the Party as provided for in the Party Constitution.

2.14 “Party” means the Conservative Party of Canada.

- 2.15 “Party Constitution” means the constitution of the Party, as amended from time to time.
- 2.16 “President” means the office provided for in Article 8.4 of the Association Constitution.
- 2.17 “Secretary” means the office provided for in Article 8.6 of the Association Constitution.
- 2.18 “Special general meeting” means a meeting of the members called for the purposes of an election (including a delegate selection meeting) or a referendum vote pursuant to the Association Constitution and the Party Constitution.
- 2.19 “Vice-President” means the office provided for in Article 8.5 of the Association Constitution.

3. OBJECTIVES

3.1 The Association is guided by the following objectives:

- 3.1.1 Supporting and promoting the principles, objectives and policies of the Party and maintaining an effective Association for that purpose;
- 3.1.2 Providing organizational and financial support to the Party’s candidate/ Member of Parliament in (insert name of federal electoral district), in accordance with Article 14.3 of the Party Constitution;
- 3.1.3 Raising money and maintaining a fund to support the Association and assist candidates;
- 3.1.4 Actively identifying potential supporters and recruiting new members;
- 3.1.5 Encouraging the participation and recruitment of youth; and,
- 3.1.6 Facilitating, supporting and maintaining an ongoing policy discussion within the Party.

4. MEMBERSHIP

- 4.1 Membership in the Party is open to every citizen or permanent resident of Canada who satisfies the requirements of the Party Constitution.
- 4.2 Pursuant to Article 4.3 of the Party Constitution, the Party maintains a National Membership Program that contains the names of every member of the Party.
- 4.3 The recruitment and retention of members of the Party is a joint responsibility of the Association and the Party. In support of that endeavour, the Association is responsible to submit to Party headquarters any applications for membership and any associated remittances on a monthly basis at a minimum.
- 4.4 The Association shall request the list of members from Party headquarters at least five (5) days in advance of any date required for eligibility purposes.
- 4.5 The names of every member of the Party who resides within the Electoral District shall be made available to the Association through the National Membership Program.

5. VOTING

5.1 Unless otherwise stated herein, motions require a simple majority of those present and voting to pass.

5.2 Participation in any meeting of the Association is subject to a minimum membership period of twenty-one (21) days unless specifically otherwise set by National Council pursuant to Article 4.2 of the Party Constitution.

5.3 Proxy voting is not permitted.

5.4 For the purposes of accrediting members at Annual General Meetings or special general meetings, members are required to prove identity, residence, and eligibility as specified in Article 4 of the Party Constitution.

5.4.1 one original piece of identification issued by a Canadian federal, provincial or territorial government agency containing the member's photograph, name and address, or

5.4.2 two original pieces of identification both of which contain the member's name, one of which contains the member's photograph and one of which contains the member's address.

5.5 Identification requirements shall be subject to the exercise of discretion by the returning officer or equivalent to waive specific requirements where exceptional circumstances warrant.

6. MEETINGS OF THE ASSOCIATION

6.1 Subject to the provisions of the Association Constitution, meetings of the Association shall be convened by the President as required.

6.2 The President, or his or her designate, shall chair all meetings of the Association.

6.3 Subject to rules that may be set out by National Council, the Executive Committee may adopt rules of order to be followed at any Association meeting. Absent the adoption of any rules of order or to the extent not provided by such rules or not provided by the requirements of National Council, the Association shall follow *Robert's Rules of Order Newly Revised*.

6.4 Subject to the requirements of Article 12 of the Association Constitution, the Board of Directors or National Council may call a special general meeting of the Association.

6.5 National Council may call an Annual General Meeting or special general meeting of the Association as it sees fit. Including in particular at the next meeting of National Council following the receipt by National Council of a petition requesting such a meeting that is signed by a minimum of three-tenths (3/10) of the Association's membership.

6.6 Unless otherwise required by National Council, the Association shall convene one (1) Annual General Meeting each calendar year which in all cases shall be no later than fifteen (15) months after the last Annual General Meeting.

6.7 The following business shall be conducted at an Annual General Meeting:

6.7.1 report by the President on behalf of the Board of Directors;

6.7.2 presentation of financial statements;

6.7.3 presentation of nominations committee report;

6.7.4 election of Directors;

6.7.5 other business as required; and,

6.7.6 presentation of election readiness plan.

Suggested optional other business that may be included:

6.7.7.1 presentation of MP/Candidate report;

6.7.7.2 Association Constitutional amendments if applicable which should precede 6.7.3. presentation of nominations committee report and 6.7.4 election of Directors.

7. BOARD OF DIRECTORS

7.1 The Board of Directors of the Association shall, subject to the Association Constitution and input from members, manage and direct the affairs of the Association.

7.2 Subject to any minimum periods of membership which may be set pursuant to Article 4.2 of the Party Constitution and in the Membership By-law set out by National Council, any member may stand for election to the Board of Directors of the Association at an Annual General Meeting. The following rules apply:

7.2.1 elections for the Board of Directors may not proceed without the opportunity for nominations from the floor;

7.2.2 each nominee must have the opportunity to speak, with the Chair to determine the speaking time allotted;

7.2.3 each nominee must complete the Affirmation of Office (Appendix "A");

7.2.4 if there are more nominees than the maximum set out in Article 7.5, the election will proceed by secret ballot, otherwise all nominees shall be acclaimed; and,

7.2.5 in the case of a tie, the tie shall be broken by drawing lots.

7.3 The Board of Directors shall be comprised of:

7.3.1 in a voting capacity, the directors elected pursuant to this Article; and

7.3.2 in a voting capacity, the Party Member of Parliament for (insert name of electoral district);
or

7.3.3 if there is no Party Member of Parliament for (insert name of electoral district), the most recent Party candidate (who has maintained their membership in the Party) for (insert name of electoral district) shall serve in a voting capacity at the discretion of the Board of Directors until the commencement of a nomination process. Once a new candidate has been nominated for (insert name of electoral district) they shall then join the Board of Directors as defined in this Article. In the instance of a retiring Party Member of Parliament and a new candidate, they shall both be members of the Board of Directors; and

7.3.4 in a non-voting ex-officio capacity:

7.3.4.1 the member(s) of National Council from that province, territory or region, as the case may be; and

7.3.4.2 the President of National Council or his/her designate.

7.4 One in every five (5) Directors or portion thereof, to a maximum of six (6), may be members of the Party resident in another electoral district.

7.5 The total number of elected Directors shall not exceed thirty (30).

7.6 The term of office of the Directors lasts until elections have occurred at the next Annual General Meeting of the Association.

7.7 If a Director ceases to hold office, the Board of Directors may elect a replacement Director from the membership.

7.8 The Board of Directors, on the approval of two-thirds (2/3) of those present and voting, may elect additional voting Directors to the Board of Directors between Annual General Meetings to the maximum set out in Article 7.5. The elections shall be held at a meeting called for that purpose.

7.9 The Board of Directors, on the approval of two-thirds (2/3) of those present and voting, may remove a Director who has missed three (3) consecutive regularly scheduled meetings of the Board of Directors without reasonable explanation or whose conduct is judged improper or unbecoming, or likely to adversely affect the interest or reputation of the Association or the Party. The removal may only occur at a meeting called for that purpose.

7.10 The Board of Directors shall meet at least quarterly, at the call of the Secretary as directed by the President. It shall also meet upon written request of at least five (5) Directors.

7.11 The Board of Directors may establish such committees as are required for the efficient operation of the Association.

7.12 The Board of Directors shall establish a Nominating Committee whose purpose will be to identify and recruit qualified persons willing to serve the Association as Directors. The Nominating Committee shall report on such matters at every Annual General Meeting.

7.13 The Board of Directors shall annually prepare, based on recommendations of the Executive Committee, a strategic election readiness plan outlining key strategies and action plans that are consistent with and are designed to achieve the objectives of the Association. This plan shall be a living document and reviewed a minimum of once annually. It shall be updated for the period remaining until the expected time of the next federal election. A summary of this plan shall be presented to each Annual General Meeting of the Association.

7.14 A quorum of the Board of Directors is four-tenths (4/10) of the Directors.

7.15 If two (2) consecutive meetings are unable to conduct business due to an absence of a quorum, the next meeting may proceed with a quorum of one-quarter (1/4) of the elected Directors, provided Directors are given at least fourteen (14) days notice of the potential application of this provision before that meeting.

7.16 Meetings of the Board of Directors may be held via teleconference or face-to-face, or by a combination thereof. The Board of Directors may vote by e-mail for financial decisions if the Board of Directors has approved this method of voting in advance.

8. EXECUTIVE COMMITTEE

8.1 The Executive Committee shall manage and direct the day-to-day affairs of the Association, subject to the provisions of the Party Constitution and direction from the Board of Directors.

8.2 The Executive Committee shall be comprised of the President, Vice-President, Secretary, Financial Agent and at least one (1) but not more than three (3) additional Directors. Any additional Executive Committee members will normally be those members of the Board of Directors with specific responsibilities such as Election Readiness Chair, Membership Chair, Fundraising Chair, and the like.

8.3 Within twenty-one (21) days after an Annual General Meeting, the Board of Directors shall by simple majority elect, individually, the members of the Executive Committee, all of whom except the Financial Agent must be Directors. Within thirty (30) days after the Annual General Meeting, the President shall complete the required Elections Canada paperwork to update their records of the new Board of Directors.

8.4 The President shall preside at all meetings of the Association, Board of Directors and Executive Committee, and may serve as an ex officio member of all committees except the Candidate Nomination Committee. The President shall oversee the management and administration of the business and affairs of the Association. The President, or the Secretary, shall be designated as the Chief Executive Officer for the purposes of the *Canada Elections Act*.

8.5 The Vice-President shall have such duties as are assigned by the Board of Directors or the President, and shall assume and perform the duties of the President in the absence or incapacity of the President.

8.6 The Secretary shall be the custodian of all non-financial Association records and documents, and all by-laws of the Association. The Secretary shall prepare and maintain minutes of meetings of the Association, the Board of Directors and the Executive Committee; shall call meetings upon the direction of the President; and shall have such duties as are assigned by the Board of Directors or the President.

8.7 The Financial Agent is responsible for the assets and administration of the financial transactions of the Association. The Financial Agent shall have such other duties as are assigned by the Board of Directors or the President, and shall carry out the responsibilities of, and be designated as, the Association's "financial

agent” under the *Canada Elections Act*. The Financial Agent is a voting member of the Executive Committee and is a voting member of the Board of Directors if he or she was elected to the Board of Directors.

8.8 The Board of Directors may not elect the same person as President or Vice-President more than three years out of a four-year cycle. (This clause of the Association Constitution shall be placed in abeyance until December 31, 2016. As of this date any members of the Executive Committee subject to Article 8.8 who have held the same position for the past three years shall not be able to hold that position in 2017.)

8.9 The election/appointment of a Financial Agent shall be reported to the Chief Electoral Officer in accordance with the provisions of the *Canada Elections Act*.

8.10 Any member of the Executive Committee may be removed from their executive position by a majority of the total number of the directors at a meeting called for that purpose.

8.11 Upon ceasing to hold office, Executive Committee members shall promptly deliver to their successors, the President or the Vice-President of the Association, all records, materials and property in their possession, which belong to the Association.

8.12 The Board of Directors may by simple majority of those Directors present and voting elect any Director to fill any vacant office on the Executive Committee.

8.13 The Executive Committee shall meet at the call of the President, or upon written request to the Secretary by a majority of the Executive Committee members.

8.14 A quorum of the Executive Committee is a majority of its members.

8.15 Meetings of the Executive Committee may be held via teleconference or face-to-face, or by a combination thereof. The Executive Committee may vote by e-mail for financial decisions if the Board of Directors has approved this method of voting in advance.

8.16 At each meeting of the Board of Directors, the Secretary shall provide, as information, the minutes of the most recent meeting of the Executive Committee meeting, unless such minutes have already been presented to the Board of Directors. The Financial Agent shall provide a financial update of the Association’s current finances for the review of the Board of Directors as part of their regular report.

8.17 Members of the Executive Committee shall complete the Affirmation of Office (Appendix “B”) at the first meeting of the Board of Directors following the Annual General Meeting.

9. ASSOCIATION MANAGEMENT

9.1 The Board of Directors shall, under the leadership of the Executive Committee and in accordance with Party requirements, carry out such actions as are necessary to meet the objectives of the Association.

9.2 The Association shall utilize information management systems developed by the Party to ensure the consistent and effective management of events, fundraising, voter support levels, volunteers, membership and other campaign related information.

10. FINANCIAL MANAGEMENT

10.1 The Association shall operate in accordance with the *Canada Elections Act*.

10.2 The Financial Agent or Secretary, as the case may be, shall promptly send to Party headquarters a copy of every document filed with Elections Canada or the Canada Revenue Agency.

10.3 The Financial Agent shall, within fourteen (14) days of receiving a written request for financial documentation from the Chief Agent of the Party (as defined in Article 9 of the Party Constitution) which may be delegated to staff of the Party, send to the Chief Agent any financial document so requested.

11. CANDIDATE SELECTION

11.1 When directed to do so by National Council, the Board of Directors shall appoint a Candidate Nomination Committee for the purpose of recruiting potential nomination contestants and administering the candidate selection process. Prior to appointment, committee members must agree to maintain neutrality with respect to the nomination process and all potential nomination contestants and shall complete the Affirmation of Neutrality (Appendix "C"), and agree not to seek the nomination themselves in this Electoral District or any others.

11.2 Any member of the Board of Directors, after filing nomination papers to seek the nomination as a candidate in an upcoming federal election or by-election, shall take a leave of absence as a Director and may only resume duties of a Director when they are no longer a contestant for the nomination for the election or by-election, as the case may be.

11.3 All approved nomination contestants (as listed by the nominations committee) shall be invited to attend meetings of the Board of Directors; however, nomination contestants shall not be permitted to participate in any discussions or deliberations regarding the Nomination.

11.4 The Party will provide rules and procedures for recruiting, selecting and training candidates.

11.5 A person seeking nomination as a candidate shall present to the committee all documentation as required by the Party, and meet membership and all other requirements as specified by the Party.

12. NOTICES

12.1 Notice of all annual or special general meetings of the Association shall be sent to all members from one (1) or both of the following:

12.1.1 the Secretary or other persons at the direction of the Secretary; or

12.1.2 Party headquarters.

12.2 Notice of Annual General Meetings of the Association shall be sent to all members via one (1) of the following:

12.2.1 Regular mail sent to the member's address of record;

12.2.2 E-mail sent to the member's e-mail address of record (If the email is returned and/or the member is on the "do not email list," then it will be deemed to have not been sent); or

12.2.3 Live phone call to the member's phone number of record.

12.3 Reminder Notices of all meetings of the Association may be sent to all members via any telephonic or electronic means of communication, as appropriate. Reminder Notices may also be published via local newspaper ads or in the coming events section.

12.4 Each notice shall include the date, time and location of the meeting, and a list of the matters to be dealt with at the meeting.

12.5 Notice of all annual or special general meetings of the Association shall be sent not fewer than fourteen (14) days and not more than forty-five (45) days prior to the meeting, subject to the power of National Council to waive these requirements.

12.6 Notice of Board of Directors meetings shall be sent to all Directors. Board of Directors meetings require at least five (5) days notice, unless the requirement is waived at the meeting by a motion supported by two-thirds (2/3) of the directors present and voting.

12.7 Notice of all Annual General Meetings and special general meetings shall be provided to Party headquarters.

13. REPORTING

13.1 The following shall be promptly provided to Party headquarters after the election or re-election of a Director:

13.1.1 his or her name, mailing address, telephone number, cell phone number, facsimile number and email address, as applicable.

13.2 The following shall be promptly provided to Party headquarters after the election of an Executive Committee member:

13.2.1 his or her name, office held, mailing address, telephone number, cell phone number, facsimile number and email address, as applicable.

13.3 Party headquarters shall be promptly provided with the name of the Executive Committee member designated Chief Executive Officer, and Party headquarters shall promptly be informed whenever there is a change in the member so designated.

13.4 The following shall promptly be provided to Party headquarters after every Annual General Meeting:

13.4.1 the draft minutes of the Annual General Meeting;

13.4.2 the annual financial report of the association; and,

13.4.3 a copy of any resulting correspondence with Elections Canada.

14. AMENDMENTS

14.1 Amendments to the Association Constitution made by National Council under Article 8.7.1 of the Party constitution are deemed to be in effect the day they are passed by National Council and are not subject to the remainder of Article 14 of the Association Constitution.

14.2 A motion to amend the Association Constitution may only be brought by the Board of Directors, or twenty-five (25) members of the Association and may only involve Articles, 1, 7 or 8.

14.3 The Board of Directors shall submit any proposed amendment satisfying the criteria in Article 14.2 of the Association Constitution to National Council or its designate at least forty-five (45) days prior to an Annual General Meeting.

14.4 The submission shall include the wording of the proposed amendment; a brief rationale for the amendment; and the time, date and location of the Annual General Meeting.

14.5 National Council or its designate may approve, disallow or alter a proposed amendment. A proposed amendment which is approved or altered may be moved, as approved or altered, at the next Annual General Meeting.

14.6 The motion to amend the Association Constitution, including the proposed wording of the amendment, shall be included in the notice sent pursuant to Article 12 of the Association Constitution.

14.7 A motion to amend the Association Constitution must be approved by two-thirds (2/3) of the members present and voting at the Annual General Meeting.

14.8 Not more than fourteen (14) days after voting on a motion to amend the Association Constitution, the Association shall deliver to National Council or its designate the result of the motion and, if applicable, a copy of the Association Constitution, as amended.

14.9 No amendment to the Association Constitution is effective unless it complies with all the provisions of this Article.

15. FISCAL YEAR

15.1. The fiscal year of the Association shall be from 1 January to 31 December of each year.

16. DUTY TO UPHOLD CONSTITUTION

16.1 It shall be the duty of the Board of Directors to uphold and enforce the provisions of the Association Constitution.

17. RULES OF ORDER AND BY-LAWS

17.1 Subject to what may be set out by National Council, the Board of Directors may adopt rules of order to be followed at board meetings and executive committee meetings. Absent the adoption of any rules of order or to the extent not provided by such rules or not provided by the requirements of National Council, the board and the executive committee shall follow *Robert's Rules of Order Newly Revised*.

17.2 The Board of Directors may adopt by-laws with respect to the operation of the Association, and which do not conflict with the Association Constitution, the Party Constitution, the *Canada Elections Act* or decisions of National Council. The Secretary shall keep copies of such by-laws and copies shall be sent

to Party headquarters. An Association by-law only becomes valid and in effect when registered with Party headquarters.

17.3 To be adopted, a by-law requires a majority vote of Board of Directors present and voting at a meeting called for that purpose.

17.4 By-laws supersede rules of order.

17.5 A decision or action of the Board of Directors shall not contravene a by-law.

17.6 By-laws remain in force until repealed or amended by the Board of Directors. To be repealed or amended, a by-law requires a majority vote of Board of Directors present and voting at a meeting called for that purpose.

18. LIABILITY

18.1 When acting within the scope of their authority, no Director of an Association shall be liable for any debts, actions, claims, demands, liabilities or commitments of any kind made by the Association. The Association shall indemnify and hold harmless each such Director, against any such debt, action, claim, demand, liability or commitment whatsoever.

19. INTERPRETATION

19.1 The Association Constitution is to be interpreted and read subject to the provisions of the *Canada Elections Act*. Unless the context otherwise requires, words and phrases used in the Association Constitution have the same meaning as in the *Canada Elections Act*. To the extent there is a conflict between any provision of the Association Constitution and the *Canada Elections Act*, the latter shall prevail.

19.2 Subject to Article 19.1 of the Association Constitution, the Party Constitution shall govern the affairs of the Party and the Association and in the event of any conflict between the Association Constitution and the Party Constitution, the latter shall prevail.

19.3 Subject to Article 19 of the Party Constitution (arbitration), National Council shall be the final authority in all matters that require interpretation of the Association Constitution.

Appendix “A” Written Affirmation of Office for Director

I, (name of the member) _____, affirm that I will keep the affairs and plans of the Association and the Party confidential, that I will keep any personal information respecting members strictly confidential and that I will perform the duties of a Director of the Association honestly and justly in conformity with the Association and the Party constitutions.

Signature: _____ Date: _____

Appendix “B” Written Affirmation of Office for Executive Committee Officer

I, (name of the member) _____, affirm that I will keep the affairs and plans of the Association and the Party confidential, that I will keep any personal information respecting members strictly confidential and that I will perform the duties of an Officer of the Association honestly and justly in conformity with the Association and the Party constitutions.

Failure to complete this affirmation will be taken as a resignation from the Executive Committee.

Signature: _____ Date: _____

Appendix “C” Written Affirmation of Neutrality for Candidate Nomination Committee Members

I, (name of the committee member) _____, affirm that I will remain neutral and impartial as a member of the Candidate Nomination Committee and that I will keep confidential any matters relating to this process. I will not attempt to become a Nomination Contestant in the Electoral District where I am serving this role or any other Electoral District and I will keep all personal information regarding potential candidates strictly confidential and perform my duties as set out in the nomination rules to the best of my abilities.

Failure to complete this affirmation will be taken as a resignation from the Committee.

Signature: _____ Date: _____