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Association nationale des retraités fédéraux National Association of Federal Retirees

OUTAOUAIS

NATIONAL ASSOCIATION OF FEDERAL RETIREES

Administrative Bylaws

Outaouais Branch, QC60

2016

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ADMINISTRATIVE BY-LAWS
NATIONAL ASSOCIATION OF FEDERAL RETIREES
OUTAOUAIS BRANCH, QC60

PART I - Definitions

1. National Board of Directors
 - a. "Association" means the National Association of Federal Retirees.
 - b. "Board" means the National Board of Directors (NBOD) of the Association and, for further certainty, does not include the Board of Directors of a branch.
 - c. "Fees" means the annual amount that a person must pay to be a member of the Association. Fees are shared by the Association and the member's branch.
 - d. "Official Languages" refers to English and French.
 - e. "Act" means the Canada Not-for-profit Corporations Act.
 - f. "Member" means a person who meets the Association's membership requirements, has requested membership, has been accepted and has paid the required fees. Members may choose the branch to which they wish to belong.

2. National Office
 - a. "The National Office" means the administrative body of the Association which is managed by the CEO under the auspices of the National Board of Directors.
 - b. "The National Office" is located in the National Capital region and is responsible for providing services, support and recommendations to the National Board of Directors, branches and members.

3. The Outaouais Branch
 - a. "Branch" refers to a subset of the Association that has been authorized by the National Board of Directors to provide local services in a province, territory or particular region.
 - b. "The Secretariat" for the Outaouais Branch is located in Gatineau.
 - c. "Annual General Meeting" refers to the meeting of members held each year.
 - d. "Special General Meeting" refers to a meeting of members called to deal with a particular issue included in the Notice of Meeting.
 - e. "Outaouais Branch Board of Directors" refers to members elected as directors at an Annual General Meeting whose role is to ensure overall governance and management of the Branch.

- f. “Executive Committee” refers to the Branch Board members who have been elected as officers to carry out specific duties.
- g. “Fiscal Year” means the calendar year.
- h. “Administrative By-laws” means these By-laws that are fundamental to the governance of the Outaouais Branch. These By-laws are based on the By-laws and Regulations of the Association as well as its Administrative Guidelines to Branches.
- i. “Regulation” means a branch policy supplementary to these by-laws.
- j. “Administrative policies” of the Branch means administrative procedures not included in these By-laws and established to ensure sound management of Branch activities. Administrative policies may not contradict these By-laws or those of the Association.
- k. “Territory” means the territory covered by the Outaouais Branch as determined by the National Board of Directors.

PART II – The Branch

2.1 Description

- 2.1.1 The Branch is an entity and agent of the National Association of Federal Retirees (“the Association”), as established by the Charter issued by the NBOD on January 30, 1992 and restored by the new Charter issued by the NBOD on December 3, 2015.
- 2.1.2 The Branch is subject to the Association’s By-laws and Regulations.
- 2.1.3 As an agent of the Association, the Branch provides services to the members and carries out local programs consistent with the purpose, strategic direction and policies of the Association.

2.2 Core Functions

The core services of the Branch are:

- a) Advocacy, at the local level, in support of nationally approved strategic advocacy priorities in order to:
 - i. Push for measures to protect and promote the pensions, benefits and general welfare of members and potential members;
 - ii. Oppose measures detrimental to the interests of members and potential members;
- b) Membership recruitment and engagement;
- c) Information-sharing;

- d) Member support – Providing individual members and their families with the information they need to access their pensions and benefits;
- e) Volunteer support and development;
- f) Financial management – Responsible management of Branch finances and programs.
- g) Governance – Sound governance in accordance with applicable laws, by-laws and policies.

2.3 Not-for-profit Entity

The Branch shall carry out its operations without financial benefit to its members. Any profit or other financial gain accruing to the Branch shall be used to promote the objectives of the Association.

PART III - Membership

3.1 Eligibility

- 3.1.1 A person eligible for membership in the Association is eligible for membership in the Branch.
- 3.1.2 A member of the Branch in good standing has the right to speak and to vote at any general meeting and may be elected as a Board member.

3.2 Allocation

- 3.2.1 New members are allocated to the branch that serves the region where they live unless a member requests to be assigned to another branch.
- 3.2.2 Members may request to be allocated to another branch at any time.
- 3.2.3 In the event of the dissolution of a branch, members shall be re-allocated by the Board to an adjacent branch.

3.3 Code of Conduct

All members shall abide by the Association's Code of Conduct and, if found to be in violation of the Code, may be subject to discipline in accordance with the Association's By-laws and Regulations.

3.4 Termination

A person's membership in the Branch terminates automatically upon termination of membership in the Association.

PART IV – Membership Fees

- 4.1 Membership fees are set by the Association.
- 4.2 The Branch is responsible for remitting the national portion of any membership fees received by the Branch to the National Office of the Association every three months.

PART V – Branch Board of Directors and Executive Committee

5.1 General

Board members must be members of the Association in good standing. If membership lapses or is terminated by either the member or the Association, the director immediately ceases to hold office.

5.2 Composition of the Branch Board

- 5.2.1 The Branch Board of Directors shall consist of eleven (11) directors, all members of the Association.
- 5.2.2 Each director, in carrying out his/her duties, shall act with integrity and in good faith in the best interests of the Association and with the care, diligence and competence of a prudent and informed individual while respecting these by-laws.
- 5.2.3 A director ceases to be a Board member in any of the following situations:
- a) he/she offers his/her resignation in writing to the Board of Directors;
 - b) he/she dies;
 - c) he/she no longer has the required qualifications;
 - d) he/she misses three (3) consecutive regular meetings during a period of twelve (12) consecutive months;
- 5.2.4 Any Director position vacated during the term may be filled by a member with the required qualifications through a resolution of the Board. This person shall complete the term of the member he/she replaced.

5.3 Role of the Board of Directors

- 5.3.1 A meeting of the Board of Directors shall be called by the President or by a request of a majority of sitting Board members. The meetings shall take place in the Branch office or any other venue chosen by the President.
- 5.3.2 The Board of Directors shall meet at least six times a year.

- 5.3.3 A quorum consists of a simple majority (50% + 1) of sitting Board members.
- 5.3.4 The Notice of Meeting shall include the agenda and any and all relevant and available documentation as well as any proposed resolutions. The Notice of Meeting may be done in writing, by email or by fax. Notice of meeting must be given at least seven (7) days before the meeting.
- 5.3.5 A director may attend a Board meeting by phone, videoconference or any other technological means and, in this case, is considered to have attended the meeting with the same rights and privileges as those present. In the event that the President participates in a Board meeting from a distance, one of the Vice-Presidents present at the meeting shall chair the meeting.
- 5.3.6 Resolutions are adopted by a simple majority of the Board members in attendance. In the case of a tie, the President has the right to cast the deciding vote. He/she may exercise this right at the meeting or postpone the decision to a subsequent meeting.
- 5.3.7 The minutes of the meeting are sent to Board members no later than twenty-one (21) days after the meeting. The minutes are kept in the Branch Secretariat's files.
- 5.3.8 The Board of Directors shall hold its first Board meeting as soon as possible and no later than thirty (30) days following the Annual General Meeting. The agenda shall include these items: Welcome the new Board directors, thank departing directors and elect officers to the Executive Committee.

5.4 Composition of the Branch Executive Committee

- 5.4.1 The Executive Committee shall be composed of the positions of President, 1st Vice-President, 2nd Vice-President, Secretary and Treasurer.
- 5.4.2 The Board of Directors may name any director to act as an officer in order to complete a particular task or assume a particular responsibility and may specify or modify the task of responsibility of the officer. The tasks described in these by-laws may be modified by the Board of Directors, but the changes must be ratified at a meeting of members.

5.5 Role of Branch Officers

- 5.5.1 The President shall:
- a) Call and chair meetings of the Board of Directors, the Executive Committee and Branch General Meetings of members;
 - b) Serve as the chief spokesperson of the Branch and at national meetings of members;

- c) Perform any other duties and powers as specified by the Board or Executive Committee;
- d) Ensure that the decisions of the Board, the Executive Committee and the Annual General Meeting are carried out;
- e) Sign all documents requiring the President's signature;
- f) Maintain good relations with the National Board of Directors, the National Office, Quebec District Directors at the NBOD and Regional Service Officers and Presidents of other branches of the Association.

5.5.2 The 1st and 2nd Vice-Presidents shall:

- a) Assume the duties of President in the event of the President's absence, disability or resignation;
- b) Perform any other duties and powers as specified by the Board or Executive Committee.

5.5.3 The Treasurer shall:

- a) Keep the financial account of the Branch and exercise primary signing authority for expenditures;
- b) Hold and control the funds of the Outaouais Branch;
- c) Keep an accurate statement of the assets and liabilities as well as all revenues and disbursements;
- d) Deposit all funds in a financial institution chosen by the Board of Directors;
- e) Perform the bank reconciliation and monthly update of the Branch's operating funds;
- f) Update the financial records and provide monthly statements;
- g) Prepare a budget for the next two years;
- h) Complete a financial analysis of surpluses and deficits;
- i) Present financial reports and informs the Executive Committee and Board of Directors of the financial situation;
- j) Calculate and issue payment to National Office of shares of fees received;
- k) At each Annual General Meeting, submit:
 - i. A financial report for the previous fiscal year;
 - ii. A budget forecast for the next fiscal year.

5.5.4 The Secretary:

- a) Shall draft, sign and keep the minutes of the Board of Directors and Executive Committee on file in the Secretariat;
- b) Shall carry out all duties assigned to him/her by these By-laws or by the Board of Directors or Executive Committee;

- c) Is responsible for the Branch By-laws and archives;
- d) Is, with the Secretariat, responsible for keeping the names and addresses of all members in good standing, the names and addresses of current and former directors and the dates of their terms, and the minutes register and any other Branch register.

5.6 Absence, Resignation or Revocation of an Officer

- 5.6.1 An Officer may resign at any time by submitting a written notice to the Branch President or Secretary.
- 5.6.2 An appointment may be withdrawn and responsibility reassigned to another Director at any time by a majority vote of the Board of Directors. Withdrawal of an appointment does not affect the director's status as a member of the Board of Directors. Directors may be removed for cause by a Board of Directors resolution.

5.7 Role of Executive Committee

- 5.7.1 A meeting of the Executive Committee shall be called by the President. The Notice of Meeting shall be sent at least five (5) days in advance. This notice may be sent by email. The members of the Executive Committee may agree to recall such notice of meeting of 5 days.
- 5.7.2 The quorum for an Executive Committee meeting is three (3) members. Decisions, including resolutions, are reached through consensus or by a majority vote. In the case of a tie, the President has the deciding vote. He/she may exercise this right at the meeting or postpone the decision to a subsequent meeting.
- 5.7.3 The role and powers of the Executive Committee are as follows:
 - a) Carry out the decisions of the Board of Directors;
 - b) Ensure the day-to-day management of the Branch;
 - c) Coordinate the activities of the Branch;
 - d) Monitor the payment of dues and other income;
 - e) Monitor revenues and expenses with regard to budgetary provisions;
 - f) Analyze the financial records of the Branch every three months and reports findings to the Board of Directors.
- 5.7.4 Executive Committee members may perform the following duties:
 - a) Represent the Association at local events;
 - b) Meet with local elected officials from various levels of government;
 - c) Maintain good relations with the media;

d) Maintain relations with other organizations having common interests and objectives with the Association.

5.7.5 The minutes are sent to the members of the Executive Committee no later than fourteen (14) following the meeting.

5.8 Outgoing President

The Board of Directors may appoint the past president as a non-voting advisor for no more than one year. The past president shall assume any other duties and powers that the Board of Directors may confer upon him/her. He/she does not have the right to vote as a member of the Board of Directors or the Executive Committee.

5.9 Adherence to Laws and By-laws

The Board of Directors shall manage the activities of the Branch subject to the Act, the By-laws, Regulations and national policies of the Association as well as these by-laws and internal policies.

The Board of Directors is responsible for maintaining Branch records, including financial and administrative reports. The Branch reports to its members at the AGM and submits required reports on their due date or as requested by the National Office or the National Board of Directors of the Association.

PART VI - Nominations and Elections

6.1 Nominations Committee

6.1.1 The Board of Directors shall appoint a Chair of the Nominations Committee at least four (4) months before the AGM. The Chair of the Committee is a person who does not hold an officer position or intend to seek such a position and whose position is not up for election. The Chair of the Nominations Committee may select other Branch Members to serve on the Committee.

6.1.2 Sitting Officers must signal, for information purposes, their intent to stand for re-election or to leave their position at a Board meeting at least three (3) months before the AGM. The positions on the Board to be filled will be announced by the Chair of the Nominations Committee.

6.1.3 The Chair of the Committee is responsible for setting up the committee with a mandate to solicit and receive nominations for positions on the Board, to verify a proposed

candidate's eligibility, to solicit and promote a balance of men and women and to table the list of candidates at the AGM.

6.1.4 Information regarding the positions to be filled shall be sent to Branch members in such a way as to reach the greatest number of potential candidates possible and to ensure a transparent and inclusive approach with respect to the election of Board members.

6.1.5 Members interested in running for a position on the Board must send a nomination form of his/her interest supported by two (2) members to the Committee Chair at least two (2) weeks before the AGM.

6.1.6 Members interested in running for a position on the Board should:

- a) Be available to participate in Branch meetings;
- b) Have a keen interest in and make a personal commitment to the work of the Board of Directors and its committees;
- c) Be able to manage files or projects and Board committees;
- d) Be able to involve other members in the work of the Board of Directors;
- e) Be able to promote the Association and the Branch in order to attract new members;
- f) Have experience that corresponds to the objectives of the Association and the Branch and complements that of sitting Board members;
- g) Promote and adopt personal values that coincide with those of the Association and the Branch - namely, transparency, integrity, discretion, solidarity towards the Board of Directors' team and volunteers, loyalty, open-mindedness, commitment.

6.2 Nominations from the floor

6.2.1 Branch members may nominate other candidates from the floor at the Annual General Meeting. The nominations must be submitted as a proposal by two members and accepted by the proposed candidates.

6.2.2 In the case of a member who wishes to submit his/her candidacy but cannot attend the meeting, the nomination must be supported by a written statement from this person confirming his/her willingness to stand for election and to assume the responsibilities of the position.

6.3 Board of Directors Election Procedures

6.3.1 The election of Board of Directors' members is held during the Annual General Meeting of the Branch.

6.3.2 The Chair of the Nominations Committee shall be proposed as the Election Chair at the AGM.

- 6.3.3 The Election Chair may ask one or more people to assist him/her in his/her duties and to act as scrutineer and election secretary.
- 6.3.4 Only members in good standing may vote to elect Board members and each candidate must be a member of the Branch and have the right to vote.
- 6.3.5 Elections for Board members shall be conducted according to the number of positions vacated during a specified period.
- 6.3.6 At the time of the election, candidates or any person who has nominated a candidate may address the AGM to introduce him/herself or the candidate he/she supports. The time allotted for speeches shall be limited to three (3) minutes per candidate.
- 6.3.7 The vote shall be by secret ballot unless the AGM decides to conduct the vote by a show of hands. If the vote is by secret ballot, a blank ballot shall be provided to all voting members who will indicate the name of the candidates they have chosen.
- 6.3.8 Designated scrutineers shall count the votes and have the right to vote. The result shall be announced to the members by the Election Chair once the votes have been counted by the scrutineers.
- 6.3.9 If there is a tie vote between two candidates, the Election Chair must immediately order a new vote without interrupting the meeting.
- 6.3.10 The name of the newly-elected Board members shall be announced officially by the Election Chair.
- 6.3.11 Following the election, the Chair of the Nominations Committee shall request a resolution to destroy the ballots.
- 6.4 Election and Mandate of the Board of Directors members**
- 6.4.1 Members of the Board of Directors shall be elected at the Branch Annual Meeting, for a term of two (2) years. During even years, six (6) positions will be subject to election and in uneven years, elections shall take place for the five (5) other positions. This system allows for continuity on the Board of Directors.
- 6.4.2 If a position on the Board had become vacant before the election, the Board member elected shall complete the mandate of the person previously elected in order for the term to be completed.
- 6.4.3 The term commences at the close of the Annual meeting at which the members are elected.

6.5 Number of terms

A member may serve a maximum of five (5) terms on the Board of Directors. The AGM may extend the number of terms of a Board member by means of a proposal from the Board.

6.6 Vacant Positions

6.6.1 If no nominations to fill one or more vacant positions are submitted at the Branch Annual Meeting, the Board of Directors may fill the vacant positions by appointment.

6.6.2 If a Board member is appointed to fill the remainder of the term of a position that has become vacant, the partial term shall not be counted in the calculation of consecutive terms.

6.7 Executive Committee Election Procedures

6.7.1 At the first Board of Directors' meeting following the AGM, the Board members shall elect, by simple majority vote, the officers of the Executive Committee in accordance with the qualifications required by each position and availability and interest demonstrated by the interested Board members.

6.7.2 The term for Executive Committee members shall be one (1) year. A member may hold the same position for a period of six (6) consecutive years.

6.7.3 Persons interested in holding an Executive Committee position must first be elected to the Board of Directors and supported by another member of the Board of Directors.

6.7.4 The election shall be held by secret ballot unless the members of the Board unanimously wish to vote by a show of hands. In the case of a secret ballot, the members will indicate their choice on a blank ballot provided to them.

6.7.5 The elections for each position will proceed in the following order:

- a) President;
- b) 1st and 2nd Vice-presidents;
- c) Treasurer;
- d) Secretary.

PART VII - Committees

- 7.1 The Branch Board of Directors may establish ad hoc committees as required in accordance with the Board's objectives and resources. An ad hoc committee shall include at least one member of the Branch Board of Directors.
- 7.2 Each year, the Branch Board of Directors shall appoint a Nominations Committee to assist with the nomination and election of Board members during the AGM.

Part VIII – Branch Meetings of Members

8.1 Annual General Meeting

The Branch shall organize an Annual General Meeting to report on Branch business and to elect Board members.

A copy of the minutes of the meeting for the previous year, financial statements, proposed resolutions and any other relevant document will be available for members in attendance at the Annual General Meeting.

Minutes of the meeting shall be produced and submitted to Board members no later than fourteen (14) days following the meeting.

- 8.1.1 The Branch Board of Directors shall determine date, location and agenda for the Annual General Meeting. The date of the meeting shall not be later than April 15.

8.1.2 Agenda, Mandatory Business

At every Branch Annual General Meeting, the members assembled shall:

- a) Approve the minutes of the last Branch Annual General Meeting and any Special Branch Meetings;
- b) Receive a report from the President on the Board of Directors' activities since the previous meeting and outlining the plans and priorities for the current and following year;
- c) Receive the reviewed financial records and the reviewer's report for the previous financial year;
- d) Receive the budget for the current year and the budgetary provisions for the next fiscal year;
- e) Approve a reviewer for the current fiscal year. The reviewer shall not be a member of the Branch board;

- f) Consider any proposals for amendment of the Branch By-laws, notice of which was included in the notice of meeting.
 - g) Conduct elections for the Branch Board of Directors;
 - h) Conduct any other business as may be properly brought before the meeting.
- 8.1.3 Copies of the minutes for Branch Annual General Meetings or Special Meetings and a copy of the reviewed financial report shall be forwarded to National Office no later than May 15th.

8.2 Special General Meetings

- 8.2.1 The Board of Directors shall hold a Special General Meeting within thirty (30) days of receiving a formal request from at least fifty (50) members of the Branch to deal with a specific issue.
- 8.2.2 A Special General Meeting may be held at the request of the Board of Directors at a time and location chosen by the Board.
- 8.2.3 A Special General Meeting shall deal with issues included in the notice of meeting for the meeting as well as any other question that arises directly from these matters.
- 8.2.4 The minutes of a Special General Meeting shall be tabled at the next Annual General Meeting.

8.3 Information General Meeting

- 8.3.1 The Board of Directors may organize and hold one or more Information General Meetings during the year in order to share information.
- 8.3.2 An Information General Meeting may include an administrative session, but such a session may not include requests to modify the Branch by-laws or elect Board members.

8.4 Notice of Branch Meetings of Members

- 8.4.1 The Board of Directors of the Outaouais Branch must ensure that all members are duly informed of Branch meetings. Notice shall be issued in the Association's official magazine and posted on the Branch website. The preferred method, an electronic notice, shall be sent to all members who have provided their email address as well as given their permission to use it for this purpose. Documents will be available on the Branch's website.

8.4.2 Notice of an Annual General Meeting shall be sent by email, issued in the official magazine of the Association and posted on the Branch website at least twenty-one (21) days prior to the meeting.

8.4.3 Notice of a Special General Meeting shall be sent by email and posted on the Branch website at least (14) days prior to the meeting.

8.4.4 Notice of an Information General Meeting shall be sent by email and posted on the Branch website at least fourteen (14) days prior to the meeting.

8.5 Quorum

8.5.1 At any Branch Annual, Special or General Meeting, the quorum required to conduct business is fifty (50) members.

8.6 Decision-making Process: Proposals to amend Association By-laws and Regulations

8.6.1 Any member may submit a proposal to amend the Association's By-laws or Regulations in accordance with the Act for consideration at an Annual Meeting of Members of the Association.

8.6.2 Branch Support

A proposal to amend the Association's By-laws or Regulations at the Annual Members' Meeting shall be considered to have the support of the Branch if the proposal has received the support of a majority of the Board of Directors or (50% +1) a majority of the votes cast at an Annual General Meeting or Special General Meeting of the Branch.

8.7 Branch Proposals to the Association's Annual Meeting of Members

8.7.1 In accordance with the Association's By-Laws, the Branch President may, on behalf of the Branch, submit proposals for consideration at a national Annual Meeting of members or a Special Meeting of members.

8.7.2 To be submitted on behalf of the Branch, a proposal must receive the support of a majority of the Branch Board of Directors or a majority (50% + 1) of the votes cast at a Branch General Annual or Special General Meeting.

8.8 Rules of Order for Branch Meetings, including Board and Committees

The text, *Procédure des assemblées délibérantes de Victor Morin*, also known as the "Morin Code" shall serve as a reference for the rules of order to be followed in Québec in the context of a Branch meeting (unless the members approve the use of other rules of order such as *Robert's Rules of Order*).

PART IX – Financial Administration

9.1 Fiscal Year

For financial reporting and audit purposes, the Branch fiscal year is the calendar year.

9.2 Signing Authority

The Board of Directors shall designate who has the authority to sign contracts and make payments on behalf of the Branch (normally the Treasurer and the President). The Board of Directors of the Outaouais Branch shall designate three (3) Board members as having signing authority.

- i) Spouses may not both hold signing authority;
- ii) Two persons in a family, domestic or business relationship may not both hold signing authority;
- iii) No person shall sign a cheque made out in his/her own name.

9.3 Banking

The Branch's banking shall be conducted at a bank, trust company or financial institution designated by the Board of Directors in compliance with national policy. The Treasurer shall have primary responsibility for conducting the banking of the Branch.

9.4 Spending Authority

The Board of Directors of the Branch shall have the authority to make expenditures included in the budgetary provisions tabled at the Branch Annual General Meeting as well as other necessary expenditures up to the limit established by the Association's Board of Directors.

9.4.1 An expenditure that was not included in the budgetary provisions tabled at the Annual General Meeting requires the approval of a majority (50% + 1) of the votes cast at a Branch Special or General Meeting. An expenditure greater than the limit set by Association's Board of Directors requires the approval of the National Office or the National Board of Directors.

9.4.2 If approval is sought at a Branch Annual General meeting, notice of the proposal must be given in the Notice of Meeting at least twenty-one (21) days prior to the meeting.

9.5 Borrowing Authority

The Branch shall not have the authority to borrow money.

9.6 Emergency Reserve Fund for the Defense of Benefits

9.6.1 The Branch may establish and maintain a reserve fund, known as the Reserve Fund for the Defense of Benefits, withdrawals from which may be made only to support initiatives to promote or protect significant pension or health benefits.

9.6.2 Maximum Amount

The maximum amount to be held in the Defence of Benefits Reserve may be set at a Branch Annual Meeting by a proposal receiving a majority (50%+1) of the votes cast.

9.6.3 The Board of Directors of the Branch may authorize the withdrawal from the reserve up to the limit set by a vote at a general meeting.

9.6.4 Withdrawals greater than this limit must be authorized at a Branch Annual, Special or General Meeting by a proposal receiving a majority (50% + 1) of the votes cast.

9.7 Remuneration

No member of the Board of Directors or the Committee Executive or any other member appointed to serve the Branch in any capacity shall receive remuneration for services rendered as a result of his/her election or appointment.

9.8 Expenses

9.8.1 Subject to national policy, a member serving the Branch shall be reimbursed for any necessary and reasonable expenses incurred in the conduct of the affairs of the Branch.

9.8.2 The Branch is not responsible for any member's expense that was not approved beforehand or that was not in keeping with the objectives or work plan authorized by the Board of Directors.

PART X - Amendments to Branch By-laws

10.1 A proposal to amend these by-laws requires approval by a majority (50% + 1) of the votes cast at an Annual General Meeting or Special General Meeting.

10.1.1 The text of the proposed amendment must be included in the Notice of Meeting.

10.2 Interim Amendments

Between Branch Annual General Meetings, the Board of Directors or the Executive Committee of the Branch may make, amend or repeal any section of the Branch by-laws, except those relating to the number or terms of directors.

10.2.1 Any by-law or amendment or abrogation of the by-laws shall be effective from the date it is approved by the Branch Board of Directors until the next Annual General Meeting, where it may be confirmed, amended or rejected by a majority (50% + 1) of the votes cast at the meeting.

10.2.2 Any by-law, or amendment or abrogation of the by-laws ceases to be in effect if it is not submitted to the members at the next Branch Annual General Meeting or if it is rejected by the members at the Branch Annual General Meeting or Board of Directors.

10.2.3 Review and Approval

The Branch is required to forward its by-laws as well as any subsequent amendments to the Association's National Office for review and Board approval.

10.2.4 Precedence

In the event of a discrepancy or disagreement between Branch by-laws and the national By-laws, the provisions of the national By-laws shall govern.

10.3 By-Laws and Regulations

The Board of Directors of the Branch may establish regulations supplementary to these by-laws. Regulations must be submitted for confirmation at the next Branch Annual General Meeting and ceases to be in effect if it is not submitted for confirmation or if it is rejected. If regulations are confirmed, or confirmed as amended, they remain in effect in the form in which they were confirmed.

PART XI - Dissolution of the Branch

11.1 Approval of a proposal to request to the National Board to dissolve the Branch requires two-thirds of the votes cast at an Annual or Special Branch Meeting. The proposal to dissolve shall be indicated on the Notice of Meeting.

11.2 Upon approval of a motion to dissolve the Branch, members shall be re-allocated by the National Board to adjacent Branches and the National Association shall be responsible for the winding up of the Branch. Any assets remaining after settlement of the Branch's liabilities shall be transferred to the National Association.