

CN Pensioners' ASSOCIATION

Provincial Council

CONSTITUTION AND BY-LAWS
of
CN Pensioners' Association,
Province of Quebec

... were adopted at the Annual General Assembly
Of the Provincial Council of CN Pensioners' Council Inc.
Held in St-Hyacinthe (Quebec), on May 30, 2013

Affiliated to the National Council of CN Pensioners' Associations Inc.

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PREAMBLE

We, CN Pensioners, must adapt to today's society. Not doing so would be injurious; however, our request is to provide us with a decent measure of time, keeping in mind the aging process which awaits each and every one of us, universally.

On the other hand, society as a whole – young and not so young – must be aware of the daily and sometimes arduous effort put forward by a retired citizen in order to maintain him/herself in harmony with his/her surroundings. Others must be made to understand the adaptation malaise sometimes met by retirees; a vital matter of social adjustment and harmonization to which one must attribute the utmost importance.

As such in frequent cases, we meet retirees, victims of calculating and petty people whom we are tempted to qualify the sharks of retired citizens. Usually, these suspicious good Samaritans operate in a masquerade, under the guise of complete indulgence, perfect unconcern for personal interests.

We must collaborate with existing organizations in order to ensure full self-realization and community development to retirees.

Many constitutional laws have been enacted for our senior citizens. Do we know them all? We must promote the best possible access to the knowledge of the greatest number of laws. Too often, we unconsciously forego acquired rights, pertinent benefits. Yet, the information is available and at our fingertips.

Without intelligent organization, we cannot acquire the discipline enabling us to act with a unified front, to concentrate our strengths and to direct our efforts towards a common goal.

CN PENSIONNERS' ASSOCIATION PROVINCE OF QUEBEC INCORPORATED

ARTICLE 1.00

CORPORATE NAME

- 1.01 The Association shall be known as « ASSOCIATION DES RETRAITÉS DU CN, PROVINCE DE QUÉBEC INCORPORÉE » - « *CN PENSIONERS' ASSOCIATION, PROVINCE OF QUEBEC, INCORPORATED* », corporation legally incorporated under Division III of the Companies Act (Québec), by letters patent registered January 24, 1975 and further letters patent registered October 26, 1981, authorizing incorporation.
- 1.02 The Constituent Assembly took place in Montreal, Quebec on April 16, 1975.
- 1.03 To be noted that the organization existed since 1964, under the name « ASSOCIATION BÉNÉVOLE DES VÉTÉRANS DU CHEMIN DE FER CANADIEN NATIONAL INC., PROVINCE DE QUÉBEC » - *CANADIAN NATIONAL RAILWAY VETERANS BENEVOLENT ASSOCIATION INC. PROVINCE OF QUEBEC* ».

ARTICLE 2.00

INTERPRETATION

- 2.01 Failing an express provision the contrary or unless the context clearly indicates otherwise within these by-laws and within any other rules approved by the Association:
- a) « **LAW** » means the Quebec Provincial Corporate law and any changes or amendments thereof, as well as any other laws, which could eventually replace it.
 - b) « **NATIONAL** » means the National Council of CN Pensioners' Associations Inc.
 - c) « **PROVINCIAL** » means the CN Pensioners' Association, Province of Quebec, Inc.
 - d) « **LOCAL** » means the local Associations in the province of Quebec.

- e) « CN » means the Canadian National Railway Company and its subsidiaries.
 - f) « MEMBERS » means all former CN employees who are retired and pay monthly or annual dues to the Association.
- 2.02 The terms importing the singular number and the masculine gender shall include the plural and the feminine and vice versa.
- 2.03 The word « person » includes the corporations, the companies, the unions, the partnerships, in trust and/or other, or any other number or group of persons.
- 2.04 In case of divergence or conflict between the English and French versions of these by-laws, the French version shall prevail.
- 2.05 The original copy of this Constitution and By-Laws shall be under the control of the Secretary.

ARTICLE 3.0

CHARACTER

- 3.01 The organization shall be a democratic, apolitical, non-sectarian and/or racial movement.
- 3.02 The organization shall be a non-profit and voluntary association.
- 3.03 Above all, a socio-economic community organization, serving the community at large.

ARTICLE 4.00

PURPOSE AND OBJECTIVES

- 4.01 Gather into Associations retired CN and its subsidiaries employees, as well as surviving spouses of Pensioners, with the goal to protect their interests and their rights. (See 8.00)
- 4.02 Promote the individual and collective well-being of its members.
- 4.03 Develop an information and communication network between its members.
- 4.04 Promote and maintain good relations with similar organizations.
- 4.05 Intervene with CN and governments, at all levels, in order to safeguard and improve the community's well-being.

ARTICLE 5.00

CORPORATE SEAL

- 5.01 The Seal of the Association, the form of which shall be determined by the Board of Directors, may only be applied to official documents.
- 5.02 The Seal shall be under the control of the Secretary. (See 15.05)

ARTICLE 6.00

HEAD OFFICE

- 6.01 The Provincial Council Head Office shall be located in Montreal, Province of Quebec.
- 6.02 It may be established and maintained elsewhere upon recommendation from the Board of Directors.
- 6.03 Any other office may also be functional in a location subject to approval by the Board of Directors.

ARTICLE 7.00

AFFILIATION

- 7.01 The PROVINCIAL is affiliated to the NATIONAL, in pursuit of goals and objectives not contrary to those provided for in the by-laws of the NATIONAL and to any other organization which may be susceptible to assist in the achievement of its own goals and objectives.
- 7.02 May become a member of the PROVINCIAL, any LOCAL Association with goals and objectives compatible with those described in these by-laws. (See 8.00)

ARTICLE 8.00

MEMBERSHIP

- 8.01 Any LOCAL Association of members which complies with the provisions of Article 4.00 may become a member of the Association.
- 8.02 Any LOCAL Association wishing to affiliate must fill in the prescribed membership form and thereafter pay the annual dues, according to the established schedule. (See 7.00 and 10.00)
- 8.03 Any membership request shall be in effect as soon as it is accepted by the Board of Directors.
- 8.04 In recognition of outstanding services rendered to the PROVINCIAL by a member or any other person, the General Assembly may award such person the title of honorary member, and as such, this person shall enjoy the same benefits as

a member in good standing. A member in good standing is a person who is a member of a local Association and has paid up his monthly / annual dues.

8.05 Is no longer a member, a person having stopped paying his monthly / annual dues, having tendered his resignation in writing or having been dismissed. (See 11.00)

8.06 Any retired former employee of CN or his surviving spouse, beneficiary of a pension, may become a member of a LOCAL Association or Council provided his simple commitment to respect these by-laws and to pay the monthly / annual dues required by their Council. Moreover, any active or former employee of the Company, but not in receipt of retirement benefits, may become a member on the same terms but without voice or vote, nor right to be elected.

Any LOCAL Association or Council automatically becomes affiliated to the PROVINCIAL Council by the mere payment of its per capita to the Provincial Treasurer and its willingness to submit to the by-laws.

Conversely, the dismissal will be automatic for any serious offense to the by-laws or refusal to pay his dues or its per capita within the prescribed time limits. The aforementioned also applies in the cases of the resignation of a member, the resignation of a LOCAL Council, the dismissal of a member or of a LOCAL Council.

8.07 New members are assigned by the National Treasurer according to the territorial address.

Should there be a mistake in the designation of the territory; the Local Council to which the member should belong must forward an e-mail to the National Treasurer, with copy to the Secretary and Provincial President, in order to request the change.

Members have the exclusive right to choose which Local Council they want to join.

If a member wishes to change Local Council, he must forward an email or a signed letter or note including his/her address to the National Treasurer advising which Local Council he/she wants to join.

ARTICLE 9.00

FISCAL YEAR

9.01 The fiscal year shall end yearly on December 31.

9.02 The audit of the Associations' books and records, assets and securities must be completed prior to the annual General Assembly by auditors appointed to this end and their report and recommendations presented to said Assembly.

- 9.03 The local Council members' per capita contribution to the Provincial Council Treasurer, shall be payable at the end of the fiscal year, that is before December 31.

ARTICLE 10.00

ANNUAL DUES

- 10.01 The amount of the annual dues for the period determined by the Board of Directors shall be payable following its ratification by the General Assembly of members. (See 9.00)
- 10.02 Members 85 years old and over who have been exempted of dues shall enjoy the same benefits as other members in good standing. (See 8.04)

ARTICLE 11.00

RESIGNATION, SUSPENSION AND DISMISSAL

- 11.01 Any member resignation must be forwarded, in writing, to the Secretary and takes effect upon the approval of the Executive Committee.
- 11.02 The Board of Directors may suspend or dismiss any member who, in its opinion, has violated the Association's by-laws.
- 11.03 Any suspended or dismissed member shall be entitled to an appeal at the General Assembly.
- 11.04 However, any resignation, suspension or dismissal of a member shall not free him of the financial obligation to pay the Association, including the payment of the monthly / annual dues for the current year, except for the 85 year olds and over. (See 10.00)

ARTICLE 12.00

MEMBERS' GENERAL ASSEMBLY

- 12.01 The General Assembly of the members shall consist of the Officers (Executive Committee) the Directors in office (members of the Board of Directors) who are elected delegates from the LOCAL Associations having paid their monthly / annual dues and having been members in good standing for one year prior to the date of the convocation notice, except for the 85 year olds and over. (See 10.00)
- 12.02 The following rules shall apply at each General Assembly of the members:
- a) Each Local Association shall be entitled to two (2) letters of accreditation with voting rights;
 - b) The President shall not have the right to vote, however, in the event of an equality of votes, he shall have a casting vote. ;

- c) The vote shall take place with a show of hands, except in the case of elections, at which time a secret vote shall be necessary, or when a third (1/3) of the members requests it; (See 18.04)
 - d) Proxy voting shall not be authorized;
 - e) All members of the Association have the right to participate in the Annual General Assembly, but they shall not have voting rights. In certain cases, members shall have the right to speak.
- 12.03 Quorum shall be reached by the presence of 50% + 1 members of the Board of Directors.
- 12.04 In order to vote, each delegate from a LOCAL Association must hold a letter of accreditation signed by the President and the Secretary of the LOCAL Association of which he is a delegate.
- 12.05 All General Assemblies, and all Executive Committee or Board of Directors meetings, shall be conducted in accordance with the proceedings of deliberative assemblies: the *Robert's Rules of Order*.
- 12.06 No member shall have the right to speak prior to being acknowledged by the Assembly's President.
- 12.07 Any notice of a General Assembly of the members must be sent fifteen (15) days in advance, by e-mail or to the address listed in the PROVINCIAL register for each member. Such written notice must include the date, the place and the time, and if possible, the agenda should be attached.
- 12.08 The Annual General Assembly shall take place within a minimum of five (5) months following the end of the fiscal year. (See 9.00)
- 12.09 The powers of the Annual General Assembly are as follows:
- a) Approve the financial statements and the budget forecasts;
 - b) Appoint the external auditors;
 - c) Amend the current by-laws, if applicable; (See 20.00)
 - d) Decide on the annual dues;
 - e) Discuss and decide on any matter concerning and of interest to the Association;
 - f) Elect the Officers of the Board of Directors, as well as annually, an administrator at the NATIONAL level for a period of three (3) years. (See 18.00)
- 12.10 Any special General Assembly may be called by the Board of Directors, the Executive Committee, the President or at the request of five (5) members of the Assembly.

ARTICLE 13.00

BOARD OF DIRECTORS

- 13.01 The PROVINCIAL Council is made up of two representatives from each affiliated LOCAL Association in good standing and of the Immediate Past President of the Executive Committee. This definition also applies to the terms « General Assembly », « Board of Directors », or « administrators », which may be used from time to time.
- 13.02 All administrators are elected for one (1) year and are eligible for a re-election.
- 13.03 The Board of Directors (Board) may convene at the written request of at least three (3) members of said Council by regulatory written notice. However, in a case of perceived emergency, the President may summon any Assembly of the Board of Directors and/or the Executive, verbally, without the regulatory delay. (See 12.00)
- 13.04 The Board may issue regulations for the purpose of the internal administration of the Association.
- 13.05 The Board shall be in charge of the business administration for the Association.
- 13.06 The Board shall determine the territory for each LOCAL Association and enforce the by-laws governing the operation of the Association.
- 13.07 All its members shall have voice, vote, and right to be elected to any position on the Executive Committee or as a representative on the NATIONAL Council.
- 13.08 A vacancy occurring within the Board of Directors, for any reason whatsoever, or when an administrator is absent for three (3) consecutive Assemblies without a valid excuse, shall be filled by the other members of the Board.
- 13.09 Any administrator thereby appointed, shall complete the predecessor's mandate.
- 13.10 Quorum for any Board of Directors' Assembly shall be reached by the mere presence of the majority of its members.

ARTICLE 14.00

EXECUTIVE COMMITTEE

- 14.01 The Executive Committee shall be elected by the Board of Directors at the Annual General Assembly and consist of a President, a Vice President, a Secretary, a Treasurer, the Immediate Past President and any other member the Council may find appropriate to appoint. A few more administrators may be added to whom particular duties will be assigned.

- 14.02 It shall be responsible for the implementation of the decisions taken by the Board of Directors as well as the General Assembly and handles daily business.
- 14.03 It shall prepare the recruitment campaigns and monitor the expenditure of funds as stated in the budget.
- 14.04 It may constitute Special Committees and appoint their representatives.
- 14.05 Quorum at meetings shall be reached by the presence of 50% of its members plus one (1).

ARTICLE 15.00

DUTIES OF OFFICERS

- 15.01 The **PROVINCIAL OFFICERS** shall be as follows: the President, the Vice President, the Treasurer, and the Secretary. (See 14.01)
- 15.02 The **President** shall be responsible for the following:
- a) Preside the General Assemblies of members, the Board of Directors and Executive Committee meetings;
 - b) Convene the Board of Directors' meetings as needed or at the request of three (3) administrators, as well as the meetings of the Executive Committee;
 - c) Sign, jointly with the Secretary, the minutes duly adopted by the General Assembly, the Board of Directors and the Executive Committee;
 - d) Ensure the general monitoring of the administration and the smooth running of the Association;
 - e) Sign, jointly with the Treasurer or any other person authorized by the Board of Directors, the cheques, drafts, promissory notes and other negotiable items as well as any document entailing the responsibility of the PROVINCIAL;
 - f) During General Assemblies and Board of Directors meetings, he shall only have the right to vote in the event of an equality of votes;
 - g) Sit on all permanent and/or special committees, he may participate in the debates but shall not have the right to vote.
- 15.03 The **Vice President** shall be responsible to assist the President in the performance of his duties and, in his absence or at his request; he may replace him and exercise all his powers. He may also fulfill any function as delegated by the President, the Executive Committee and/or the Board of Directors.
- 15.04 The **Treasurer** shall be responsible for the following:
- a) The Treasurer has the overall responsibility of the finances of the Provincial Council. He must use an accounting system adapted to the needs of the PROVINCIAL, as prescribed by the Board of Directors;

- b) File and conserve, under applicable law, all the PROVINCIAL financial documents such as accounts, invoices, receipts, cheques, etc.;
- c) Collect the amounts of money due to the PROVINCIAL;
- d) Deposit the PROVINCIAL funds at a chartered bank or a credit union;
- e) Prepare the PROVINCIAL financial statements, the inventory of assets and securities, the budget and the budget forecasts;
- f) Forward or remit to the NATIONAL and to each LOCAL Association a copy of the PROVINCIAL financial statements and the inventory of assets and securities;
- g) Sign, jointly with the President or any other person authorized by the Board of Directors, the cheques, drafts, promissory notes and other negotiable items.

15.05 The **Secretary** shall be responsible for the following:

- a) Conserve the archives, books and records of PROVINCIAL;
- b) He is responsible for the official Seal;
- c) Maintain a complete list of names and addresses of the PROVINCIAL members;
- d) Draw up and conserve the minutes of the General Assembly, the Board of Directors and Executive Committee meetings, sign them jointly with the President when they have been adopted;
- e) Forward or remit to the NATIONAL and to each LOCAL Association a copy of the minutes or Assemblies and meetings;
- f) In the event of his incapacity to attend an Assembly or meeting, he must inform the President and ensure his replacement by the Treasurer or another administrator;
- g) Convene, by e-mail or letter, the members to the General Assemblies and the administrators to the Board of Directors meetings, joining the agenda and, if possible, any other pertinent document. The Executive Committee summons may be done face to face or by telephone;
- h) Fill in any other inherent function to his role or that has been entrusted to him by the Board of Directors or the Executive Committee. .

15.06 The administrators who are not Officers shall sit on the Board of Directors. They may also collaborate to any duties entrusted to them by the President, the Board of Directors and/or the Executive Committee.

15.07 All positions shall be of a voluntary nature and shall not entail remuneration. However, any reasonable and justified expense incurred in the name of the Association and while performing its duties, will be reimbursed upon presentation of supporting vouchers.

ARTICLE 16.00

LOCAL ASSOCIATIONS

- 16.01 LOCAL Associations shall contribute to the achievement, in their respective territory, of the general and specific objectives of the Association.
- 16.02 Each LOCAL shall operate on the same basis as the PROVINCIAL that is, General Assembly, Board of Directors, and Executive Committee.
- 16.03 The members of each LOCAL shall be elected at their respective Annual General Assembly and they shall be eligible for re-election. (See 12.00 et 13.00)
- 16.04 Each LOCAL Association shall appoint, by due resolution from their respective General Assembly, two (2) delegates to represent it at the PROVINCIAL Council General Assemblies, as well as one (1) substitute in the event one of the appointed delegates is unable to attend. (See 13.01)
- 16.05 Each LOCAL shall collect the member's dues and remits the per capita to the PROVINCIAL, for equitable distribution between the NATIONAL and the PROVINCIAL.
- 16.06 LOCAL General Assemblies shall be held according to the procedure laid out in these by-laws for the PROVINCIAL General Assembly.
- 16.07 The LOCAL Association shall meet on a regular basis as provided for in its own Constitution.
- 16.08 The LOCAL Association shall be at liberty to designate one or more persons, as a means to promote the CN Pensioners' Association to those who are not yet members, in different areas of the territory to represent the LOCAL Association.
- 16.09 The LOCAL Association shall be at liberty to establish work committees and to appoint their custodians as long as they comply with the by-laws.
- 16.10 The LOCAL Association shall have the right to establish internal rules to conduct their business, as long as said rules are not in conflict with the by-laws and charter of the NATIONAL and PROVINCIAL, and will have to be approved, in advance, by both the latter.

ARTICLE 17.00

SPECIFIC EXPENSES REFUND

- 17.01 Members of the Board of Directors, the Executive Committee and/or various committees are not paid for their services as such. However, they shall be entitled to a refund of any reasonable expense incurred while performing their duties upon presentation of supporting vouchers.

- 17.02 Travel expenditures, representation costs and others, in the case of special committees, shall be authorized, in advance, by the Board of Directors or the Executive Committee.
- 17.03 For the General Assembly delegates, some consideration shall be provided, that is the refund of travel expenditures due to lack of train service and a fixed expenditure of twenty-five dollars (\$25) for the luncheon. (Minutes of May 13, 2010)
- 17.04 Collaboration is strictly of a voluntary nature.

ARTICLE 18.00

ELECTION RULES

- 18.01 At the Annual General Assembly, the Provincial Council Board of Directors shall have the duty to elect the members of the Executive Committee (Officers) at the positions described in Article 14.00.

As well, the Board of Directors shall elect among the members a delegate to the National Council:

- a) Annually, an administrator shall be elected for the position of delegate to the National Council for a mandate of three (3) years;
 - b) The three delegates to the National shall choose a Vice President Quebec among themselves.
- 18.02 Elections shall also take place for the following positions:
- a) A Quebec representative to the Pension Committee for a period of three years.
 - b) A substitute to the Pension Committee for a period of three years.
 - c) A Quebec representative to the Health Care Committee for a period of three years.
 - d) A substitute to the Health Care Committee for a period of three years.

The elections for the positions of representatives and substitutes above-mentioned shall not take place the same year.

Candidates for these positions shall forward in writing / e-mail their desire for the position to which they are applying, including a summary of their interest, career, experience, etc. Any member in good standing shall be able to apply for these positions.

- 18.03 The election shall be conducted by secret vote and each Administrator, delegate shall have the right to one (1) vote. (See 12.00)
- 18.04 All members in good standing present shall be eligible to all elective offices. (See 12.00)

- 18.05 For a nomination to be valid, it suffices that it be presented by a single person having voting privileges and that the selected candidate immediately accepts or refuses the nomination. This nomination shall not require a seconder.
- 18.06 The candidates shall be elected by ordinary majority. In the event of a tied vote, a second vote shall take place.
- 18.07 The Annual General Assembly shall select an Election Committee, that is a President, a Secretary and two (2) Election Supervisors among the members not aspiring to elective office.
- 18.08 The role of the Election Supervisors shall be to distribute ballots, verify polls and count the votes in one or more boxes designated for that purpose. .
- 18.09 The role of the Election Secretary shall be to name each Administrator and delegate eligible in the election before they deposit their ballot in the box designated for that purpose before answering « I VOTE », each in turn. Given that the ballots shall have to be initialled by the Secretary, the latter shall also compile the vote count and report the results to the Election President.
- 18.10 The role of the Election President shall be to read the names of the candidates eligible to re-election and proceed to the nomination of the candidates, after verifying with the Secretary that all members present are in good standing and have voting rights, and declare the election open. Eventually, he shall transmit the results to the General Assembly.
- 18.11 The retiring President, unless he is re-elected, shall remain member ex-officio of the Board of Directors for the period the newly elected President is in office.
- 18.12 The Election Committee shall request to be relieved of their duties. .

ARTICLE 19.00

INSTALLATION OF OFFICERS

19.01 The appointment of the Officers shall take place according to the following procedure:

Officer, you are hereby appointed to the position for which you have been elected or nominated. Please raise your right arm and repeat after me, replacing my name with yours as I voice it.

I _____ do solemnly promise, that I will faithfully carry out the duties of the office to which I have been elected or appointed. I will do my best to promote the welfare of my Fellow Members and this Association, and when my term of Office expires, I will deliver to my successor all funds or property in my possession, which belongs to this Council.

(I congratulate you on your election or appointment to office. You have been elected or appointed to an important position. Your fellow Members have placed their confidence in you and they have a right to expect that their confidence will be justified. We count on your leadership and your personal example.)

19.02 I now declare you installed for the ensuing year.

ARTICLE 20.00

AMENDMENTS OF BY-LAWS

20.01 These by-laws may be repealed, amended, altered. New by-laws may be adopted by the Board of Directors but shall not be in effect until ratified by the General Assembly duly notified in the agenda attached to the convocation notice, and until the amendments, changes and/or the revisions to the by-laws have been the object of a vote.

20.02 Any member wishing to propose changes to these by-laws must submit his text in due and proper form to the Board of Directors and to the Executive Committee, not less than thirty (30) days prior to the Annual General Assembly.

ARTICLE 21.00

DISSOLUTION OF THE ASSOCIATION

21.01 The Association may only be dissolved by the General Assembly of members.

21.02 The General Assembly shall determine, under the law, the practical details of the dissolution.

21.03 Any funds and assets of the Association remaining after dissolution shall be allotted to an association with an analog activity.

ARTICLE 22.00

COMING INTO FORCE OF BY-LAWS

22.01 These by-laws shall become effective upon their adoption by the General Assembly and, at the same time, prior by-laws shall be repealed.

22.02 Should some articles in these by-laws come into conflict with the letters patent of the NATIONAL and/or the PROVINCIAL, as well as the by-laws of the NATIONAL, the by-laws of the both the latter shall prevail.

Adopted on this 30th day of May 2013, and approved by a vote of at least 2/3 of the members present at the General Assembly, held in St-Hyacinthe, QC. Adoptés ce 30 jour de mai 2013, et approuvés par un vote d'au moins deux tiers 2/3 des membres présents à l'assemblée générale convoquée et tenue à St Hyacinthe, QC., .

We have signed ...

PRESIDENT

SECRETARY

Revision: Insertion of article 8.07 adopted this 29 may 2014, and approved by a unanimous vote of the members present at the general assembly called and held in Quebec City.