



BURLINGTON CONSERVATIVE ASSOCIATION CONSTITUTION

**Authorized by National Council as of June 29, 2020 pursuant to Article 5 and
Article 8.7.1 of the Constitution of the Conservative Party of Canada.**

BURLINGTON CONSERVATIVE EDA CONSTITUTION

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BURLINGTON CONSERVATIVE EDA CONSTITUTION

Authorized by National Council as of January 29, 2020 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 EDA is “Burlington 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 of the EDA at which Directors are elected, including, without limitation, a Virtual Annual General Meeting.

2.2 “**Auditor**” means the auditor of the EDA.

2.3 “**Board of Directors**” means the body provided for in Article 7 of the EDA Constitution.

2.4 “**Business Matters**” means, collectively, the business as set out in Article 6.5.

2.5 “**By-law**” means a by-law enacted by the Board of Directors pursuant to Article 16 of the EDA Constitution.

2.6 “**called for that purpose**” means a meeting for which notice to the Board of Directors 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 “**Candidate of Record**” means the individual who served as the Party’s Candidate in the Electoral district in the last federal general election or by-election, as applicable, in respect of the Electoral District.

2.9 “**Chief Executive Officer**” has the same meaning as set out in the *Canada Elections Act*.

2.10 “**Code of Conduct for Volunteers, EDA Staff and Campaign Staff**” means the Code of Conduct for Volunteers, EDA Staff and Campaign Staff as adopted by the National Council and amended from time to time.

2.11 “**Director**” means any member of the Board of Directors of the EDA.

2.12 “**EDA**” means the Burlington Conservative Association, as recognized by National Council pursuant to Article 5.2 of the Party Constitution.

2.13 “**EDA Constitution**” means this constitution of the EDA, as amended from time to time.

- 2.14 **“Electoral District”** means the Burlington electoral district.
- 2.15 **“Executive Committee”** means the body provided for in Article 8 of the EDA Constitution.
- 2.16 **“Financial Agent”** means the office provided for in Article 8.9 of the EDA Constitution.
- 2.17 **“Member”** and **“Membership”** means a member and the membership of the Party respectively, unless the context otherwise requires.
- 2.18 **“National Council”** means the National Council of the Party as provided for in the Party Constitution.
- 2.19 **“Party”** means the Conservative Party of Canada.
- 2.20 **“Party Constitution”** means the constitution of the Party, as amended from time to time.
- 2.21 **“President”** means the office provided for in Article 8.6 of the EDA Constitution.
- 2.22 **“Registered Participant”** means a member in good standing who indicates his / her intention to participate in a Virtual Annual General Meeting seven days in advance of any Virtual Annual General Meeting.
- 2.23 **“Returning Officer”** means the Executive Director of the Party or his / her designate who has the responsibility to conduct the voting process for the Board of Directors and other duties as identified herein.
- 2.24 **“Secretary”** means the office provided for in Article 8.8 of the EDA Constitution.
- 2.25 **“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 EDA Constitution and the Party Constitution.
- 2.26 **“Vice-President”** means the office provided for in Article 8.7 of the EDA Constitution.
- 2.27 **“Virtual Annual General Meeting”** means an Annual General Meeting conducted by telephone and / or video conference and / or in person where all invited participants are unable to meet in the same physical location.

3. OBJECTIVES

- 3.1 The EDA is guided by the following objectives:
- 3.1.1. supporting and promoting the principles, objectives and policies of the Party and maintaining an effective EDA for that purpose;
- 3.1.2. providing organizational and financial support to the Party’s Candidate / Member of Parliament in Electoral District, in accordance with Article 14.3 of the Party Constitution;

- 3.1.3. raising money and maintaining a fund to support the EDA 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 EDA and the Party. In support of that endeavour, the EDA 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 EDA 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 EDA through the National Membership Program.

5. VOTING

Simple Majority is Default

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

Minimum Membership Period

- 5.2 Participation in any meeting of the EDA 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.

Proxy Voting

- 5.3 Proxy voting is not permitted.

Identification Requirement

- 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, as set out by by-law or the leadership election organizing committee, as the case may be, 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, set out by by-law or the leadership election organizing committee, as the case may be, 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 including challenges regarding identification in remote communities and members of homeless and transitional housing populations.

Special Voting Provisions for Virtual Annual General Meetings

- 5.6 Notwithstanding any other provisions hereof, for Virtual Annual General Meetings:
- 5.6.1. voting on Business Matters, excluding the election of the Board of Directors, presented at a Virtual Annual General Meeting will be considered adopted unless a simple majority of Registered Participants voice their opposition;
 - 5.6.2. voting for Board of Directors at a Virtual Annual General Meeting will be conducted by the Returning Officer;
 - 5.6.3. the Returning Officer will determine the most appropriate method of conducting the vote for Board of Directors. This vote may be done by one of the following methods
 - 5.6.3.1. email ballot,
 - 5.6.3.2. internet survey platform, or
 - 5.6.3.3. in-person ballot; and
 - 5.6.4. only Registered Participants may vote for Board of Directors at a Virtual Annual General Meetings.

6. MEETINGS OF THE EDA

Convening Meetings

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

Chair of Meetings

- 6.2 The President, or his or her designate, shall chair all meetings of the EDA including, without limitation, the Annual General Meetings and delegate selection meetings.

Annual General Meeting

- 6.3 Unless otherwise required by National Council, the EDA shall convene one (1) Annual General Meeting each calendar year which in all cases shall be no earlier than nine (9) months after the last Annual General Meeting and no later than fifteen (15) months after the last Annual General Meeting.
- 6.4 National Council may call an Annual General Meeting of the EDA at its complete and sole discretion, including 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 EDA's membership.
- 6.5 The following business shall be conducted at an Annual General Meeting:
 - 6.5.1. report by the President on behalf of the Board of Directors;
 - 6.5.2. presentation of financial statements;
 - 6.5.3. appoint the Auditor;
 - 6.5.4. presentation of nominations committee report;
 - 6.5.5. election of Directors;
 - 6.5.6. review the Code of Conduct for Volunteers, EDA Staff and Campaign Staff;
 - 6.5.7. other business as required; and
 - 6.5.8. presentation of election readiness plan.
- 6.6 "Other business" may include, without limitation, the following:
 - 6.6.1. presentation of the Candidate / Candidate of Record / Member of Parliament report; and
 - 6.6.2. EDA Constitutional amendments if applicable which should precede Article 6.5.3. (Presentation of Nominations Committee Report) and Article 6.5.4 (Election of Directors).

Special General Meeting

- 6.7 The Board of Directors may call a Special General Meeting of the EDA.
- 6.8 National Council may call a Special General Meeting of the EDA at its sole and complete discretion.

Meetings of the EDA

- 6.9 All meetings of the EDA must comply with any and all Public Health Orders and / or meeting and event directives from National Council.

7. BOARD OF DIRECTORS

Purpose of the Board of Directors

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

Eligibility to Stand for Election to the Board of Directors

- 7.3 Subject to any minimum periods of membership that 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 at an Annual General Meeting.

Rules for the Election of the Board of Directors

- 7.4 The following rules apply:
 - 7.4.1. elections for the Board of Directors may not proceed without the opportunity for nominations from the floor;
 - 7.4.2. each nominee must have the opportunity to speak, with the Chair to determine the speaking time allotted;
 - 7.4.3. each nominee must complete the Affirmation of Office (Appendix "A");
 - 7.4.4. if there are more nominees than the maximum set out in Article 7.8, the election will proceed by secret ballot, otherwise all nominees shall be acclaimed; and
 - 7.4.5. in the case of a tie, the tie shall be broken by drawing lots.

Rules for the Election of the Board of Directors at a Virtual Annual General Meeting

- 7.5 Notwithstanding Article 7.4, in the case of a Virtual Annual General Meeting, the following rules apply:
 - 7.5.1. a proposed slate of directors shall be provided to all members as part of the Notification (Articles 11.6 – 11.9);
 - 7.5.2. Registered Participants may nominate additional members to the proposed slate of directors presented by the Nominating Committee;
 - 7.5.3. nominations close 48 hours prior to the Virtual Annual General Meeting;

- 7.5.4. each nominee must complete the Affirmation of Office (Appendix “A”);
- 7.5.5. if there are more nominees than the maximum set out in Article 7.8, the election will proceed by at the discretion of and under the direction of the Returning Officer, otherwise all nominees shall be acclaimed; and
- 7.5.6. in the case of a tie, the tie shall be broken by drawing lots.

Membership of the Board of Directors

- 7.6 The Board of Directors shall be comprised of:
 - 7.6.1. in a voting capacity, the Directors elected pursuant to this Article 7; and
 - 7.6.2. in a voting capacity, the Member of Parliament for the Electoral District;
 - 7.6.3. in a voting capacity, the Candidate of the Electoral District (for greater certainty, in the instance of a retiring Member of Parliament and a new Candidate, they shall both be voting members of the Board of Directors);
 - 7.6.4. in a voting capacity at the discretion of the Board of Directors until the commencement of a nomination process, the Candidate of Record for the Electoral District where the Candidate of Record meets the membership requirements; and
 - 7.6.5. in a non-voting ex-officio capacity:
 - 7.6.5.1. the member(s) of National Council from that province, territory or region, as the case may be; and
 - 7.6.5.2. the President of National Council or his/her designate.

Non-Resident Members of the Board of Directors

- 7.7 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.

Total Number of Board of Directors

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

Term of the Board of Directors

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

Election of Replacement Member of the Board of Directors

- 7.10 If a Director ceases to hold office, the Board of Directors may by simple majority of those Directors present and voting elect a replacement Director from the membership.

Election of Additional Members to the Board of Directors

- 7.11 At a meeting called for that purpose, the Board of Directors may by a two-thirds (2/3) vote of those present and voting elect additional voting Directors to the Board of Directors between Annual General Meetings to the maximum set out in Article 7.8.

Removal of Members to the Board of Directors

- 7.12 At a meeting called for that purpose, the Board of Directors may elect on a two-thirds (2/3) vote of those present and voting to remove a Director who has missed three (3) consecutive regularly scheduled meetings of the Board of Directors without prior notice or whose conduct is judged improper or unbecoming, or likely to adversely affect the interest or reputation of the EDA or the Party.

Meetings of the Board of Directors

- 7.13 The Board of Directors shall meet at least quarterly at the call of the Secretary as directed by the President or upon receipt by the Secretary of a written request of at least five (5) Directors.
- 7.14 Meetings of the Board of Directors may be held via teleconference or face-to-face, or by a combination thereof.

Quorum and Voting

- 7.15 A quorum of the Board of Directors is four-tenths (4/10) of the Directors.
- 7.16 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.
- 7.17 The Board of Directors may vote by e-mail for financial decisions.

8. EXECUTIVE COMMITTEE

Purpose of the Executive Committee

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

Membership of the Executive Committee

- 8.2 The Executive Committee shall be comprised of:
- 8.2.1. the President,
 - 8.2.2. the Vice-President,

8.2.3. the Secretary,

8.2.4. the Financial Agent; and

8.2.5. 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 The Member of Parliament and/or Candidate for the Electoral District shall be an automatic member of the Executive Committee in a non-voting ex-officio capacity and, for clarity, cannot be elected to the Executive Committee in a voting capacity or to an office.

Election of the Executive Committee

8.4 Within twenty-one (21) days after an Annual General Meeting, the Board of Directors shall by simple majority of those Directors present and voting individually elect the members of the Executive Committee, all of whom except the Financial Agent must be Directors.

8.5 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.

8.6 In the event of a vacancy, at a meeting called for that purpose, the Board of Directors may by simple majority of those Directors present and voting elect a new member of the Executive Committee to fill the vacancy, who except the Financial Agent must be a Director.

Role of President of the EDA

8.7 The President shall preside at all meetings of the EDA, 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 EDA.

Role of Vice-President of the EDA

8.8 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.

Role of Secretary of the EDA

8.9 The Secretary shall be the custodian of all non-financial EDA records and documents, and all by-laws of the EDA. The Secretary shall prepare and maintain minutes of meetings of the EDA, 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.

Role of Financial Agent of the EDA

- 8.10 The Financial Agent is responsible for the assets and administration of the financial transactions of the EDA. 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 EDA'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.

Designation as Chief Executive Officer

- 8.11 The President shall be designated as the Chief Executive Officer for the purposes of the *Canada Elections Act*, unless the Board of Directors appoints by simple majority of those Directors present and voting a different member of the Executive Committee as Chief Executive Officer.

Term Limits of the President and Vice-President

- 8.12 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.

Reporting of Election / Appointment of Financial Agent

- 8.13 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*.

Removal of Member of Executive Committee

- 8.14 At a meeting called for that purpose, any member of the Executive Committee may be removed from their executive position by a simple majority of the total number of the directors.

Return of Record, Materials and Property of the EDA

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

Meetings of the Executive Committee

- 8.16 The Executive Committee shall meet at the call of the President or upon written request to the Secretary by a simple majority of the Executive Committee members.
- 8.17 Meetings of the Executive Committee may be held via teleconference or face-to-face, or by a combination thereof.
- 8.18 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 EDA's current finances for the review of the Board of Directors as part of their regular report.

Quorum and Voting of the Executive Committee

- 8.19 A quorum of the Executive Committee is a simple majority of its members.
- 8.20 The Executive Committee may vote by e-mail for financial decisions.

Affirmation of Office by Members of the Executive Committee

- 8.21 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. COMMITTEES

Director Nominating Committee

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

Candidate Nomination Committee

- 9.2 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.
- 9.3 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.
- 9.4 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.
- 9.5 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.
- 9.6 The Party will provide rules and procedures for recruiting, selecting and training candidates.

- 9.7 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.

Other Committees

- 9.8 The Board of Directors may establish such other committees and chairs of such committees as are required for the efficient operation of the EDA including but not limited to:
- 9.8.1. policy committee;
 - 9.8.2. constitutional committee;
 - 9.8.3. election readiness committee;
 - 9.8.4. fundraising committee; and
 - 9.8.5. membership committee.

EDA Management

- 9.9 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 EDA.
- 9.10 The EDA 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 EDA 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.
- 10.4 As per Article 9.4 of the Constitution of the Conservative Party of Canada, "Electoral district associations and affiliated organizations shall provide such financial information to the Conservative Fund Canada as National Council may require".

11. NOTICES

Who Must Send the Notice

11.1 Notice of all Annual General Meetings or Special General Meetings of the EDA shall be sent to all members and the National Councillor(s) of the Electoral District from one (1) or both of the following:

11.1.1. the Secretary or other persons at the direction of the Secretary; or

11.1.2. Party headquarters.

Notice for a Annual General Meetings or Special General Meetings

11.2 Notice of Annual General Meetings or Special General Meetings of the EDA shall be sent to all members and the National Councillor(s) of the Electoral District via one (1) of the following:

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

11.2.2. E-mail sent to the member's e-mail address of record (if the e-mail is returned it will be deemed not to have been sent as the address is no longer valid); or

11.2.3. Phone call to the member's phone number of record.

11.3 Notice of all Annual General Meetings and Special General Meetings shall be provided to Party headquarters.

11.4 Notice of all Annual General Meetings or Special General Meetings of the EDA 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.

11.5 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.

Notice for a Virtual Annual General Meeting

11.6 Notwithstanding Article 11.2, Notice of a Virtual Annual General Meeting of the EDA shall be sent to all members via one (1) of the following:

11.6.1. Regular mail sent to the member's address of record; or

11.6.2. E-mail sent to the member's e-mail address of record (if the e-mail is returned it will be deemed not to have been sent as the address is no longer valid).

11.7 Notwithstanding Article 11.4, Notice of all Virtual Annual General Meetings of the EDA shall be sent not fewer than twenty-one (21) days and not more than forty-five (45) days prior to the meeting, subject to the power of National Council to waive these requirements.

- 11.8 Notwithstanding Article 11.5, Notice of all Virtual Annual General Meetings of the EDA shall include the following;
- 11.8.1. registration process for Registered Participants
 - 11.8.2. list of eligible candidates for Board of Directors as provided by the Nominating Committee, or those that have indicated their willingness to stand for election to the Returning Officer.
 - 11.8.3. the date and time of the Virtual Annual General Meeting, and a list of matters to be dealt with at the meeting.

Timeline for Notice for Board of Directors Meetings

- 11.9 Notice of Board of Directors meetings shall be sent to all Directors and the National Councillor(s) of the Electoral District. 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.

Reminder Notices

- 11.10 Reminder notices of all meetings of the EDA may be sent to all members via any telephonic or electronic means of communication, as appropriate.

12. EDA REPORTING TO THE PARTY

Contact Information for Directors

- 12.1 After the election or re-election of a Director, the following shall be promptly provided to Party headquarters:
- 12.1.1. first and last name;
 - 12.1.2. mailing address;
 - 12.1.3. phone number, if applicable; and
 - 12.1.4. email address, if applicable.

Contact Information for Executive Committee Members

- 12.2 After the election or re-election of an Executive Committee member, the following shall be promptly provided to Party headquarters:
- 12.2.1. first and last name;
 - 12.2.2. mailing address;
 - 12.2.3. phone number, if applicable; and
 - 12.2.4. email address, if applicable.

Name of the Chief Executive Officer, Financial Agent and Auditor

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

Notice of Annual General Meetings and Special General Meetings

- 12.4 Pursuant to Article 11.3, notice of all Annual General Meetings and Special General Meetings shall be provided to Party headquarters.

Information Following Annual General Meetings

- 12.5 The following shall promptly be provided to Party headquarters after every Annual General Meeting:
- 12.5.1. the draft minutes of the Annual General Meeting;
 - 12.5.2. the annual financial report of the EDA; and,
 - 12.5.3. a copy of any resulting correspondence with Elections Canada.

13. AMENDMENTS

Amendments to the EDA Constitution by National Council

- 13.1 Amendments to the EDA 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 13 of the EDA Constitution.

Amendments to the EDA Constitution by the Board of Directors

- 13.2 A motion to amend the EDA Constitution may only be brought by the Board of Directors, or twenty-five (25) members of the EDA and may only involve Articles 1, 7.7, 7.8, 7.9 or 8.
- 13.3 The Board of Directors shall submit any proposed amendment satisfying the criteria in Article 13.2 of the EDA Constitution to National Council or its designate at least forty-five (45) days prior to an Annual General Meeting.
- 13.4 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.
- 13.5 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.

- 13.6 The motion to amend the EDA Constitution, including the proposed wording of the amendment, shall be included in the notice sent pursuant to Article 11 of the EDA Constitution.
- 13.7 A motion to amend the EDA Constitution must be approved by two-thirds (2/3) of the members present and voting at the Annual General Meeting.
- 13.8 Not more than fourteen (14) days after voting on a motion to amend the EDA Constitution, the EDA shall deliver to National Council or its designate the result of the motion and, if applicable, a copy of the EDA Constitution, as amended.

Amendment Not Valid if Non-Compliant

- 13.9 No amendment to the EDA Constitution by the Board of Directors is effective unless it complies with the provisions of this Article 13.

14. FISCAL YEAR

- 14.1 The fiscal year of the EDA shall be from 1 January to 31 December of each year.

15. DUTY TO UPHOLD CONSTITUTION

- 15.1 It shall be the duty of the Board of Directors to uphold and enforce the provisions of the EDA Constitution.

16. RULES OF ORDER AND BY-LAWS

- 16.1 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*.
- 16.2 The Board of Directors may adopt by-laws with respect to the operation of the EDA, and which do not conflict with the EDA 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 EDA by-law only becomes valid and in effect when registered with Party headquarters.
- 16.3 At a meeting called for that purpose, a simple majority vote of Board of Directors present and voting can adopt, amend or repeal a by-law.
- 16.4 By-laws supersede rules of order.
- 16.5 A decision or action of the Board of Directors shall not contravene a by-law.
- 16.6 By-laws remain in force until repealed or amended by the Board of Directors.

17. LIABILITY

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

18. INTERPRETATION

- 18.1 The EDA 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 EDA Constitution have the same meaning as in the *Canada Elections Act*. To the extent there is a conflict between any provision of the EDA Constitution and the *Canada Elections Act*, the latter shall prevail.
- 18.2 Subject to Article 18.1 of the EDA Constitution, the Party Constitution shall govern the affairs of the Party and the EDA and in the event of any conflict between the EDA Constitution and the Party Constitution, the latter shall prevail.
- 18.3 Subject to Article 19 of the Party Constitution in respect of Dispute Resolution, National Council shall be the final authority in all matters that require interpretation of the EDA 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 EDA 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 EDA honestly and justly in conformity with the EDA 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 EDA 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 EDA honestly and justly in conformity with the EDA 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 also keep all personal information regarding potential candidates strictly confidential and will 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 Candidate Nomination Committee.

Signature: _____ **Date:** _____