

## **The Constitution of the Chinese Canadian Conservative Association (CCCA)**

### **Article 1 – Name**

The name of the Association shall be “Chinese Canadian Conservative Association,” herein referred to as the Association.

### **Article 2 – Head Office**

The Head Office of the Association shall be in the Greater Toronto Area, in the Province of Ontario, and at such place therein as the Executive Committee may from time to time to determine.

### **Article 3 - Objectives**

3.1 Encourage full participation of the Chinese Canadian community in the political process municipally, provincially, and federally.

3.2 Encourage Chinese Canadian citizens to participate in public office.

### **Article 4 – Membership and Membership Fees**

4.1 The Association shall be composed of any person, having attained the age of fourteen (14) years.

4.2 The Board shall have the indisputable authority to remove a standing member from the membership list, subject to reasonable grounds.

4.3 Eligibility for membership shall be without regard to race, religion, or gender.

4.4 Members in “Good Standing” shall include renewed standing members upon payment of outstanding membership dues, and new members seventy-two (72) hours after payment of membership fee.

4.5 The National Executive Secretary shall ensure that updating and verification of the membership list is carried out in a timely manner.

4.6 Membership is for a twelve (12) month period from the time membership application is accepted and paid.

4.7 Membership fees shall be decided by the Board on an annual basis.

4.8 Definition: Members in “Good Standing” shall be current members of both the CCCA and the Conservative Party of Canada.

4.9 The Board is authorized to set the criteria for the recognition of Lifetime Members. Lifetime members recognized by the Board are exempt from annual membership fees.

4.10 An Associate Member shall be a member who applies for a CCCA membership without a current Conservative Party of Canada membership.

4.11 An Associate Member may participate in CCCA activities but will not be entitled to vote or serve on the Board of Directors.

### **Article 5 - Voting Privileges**

Members in Good Standing shall be entitled to:

5.1 Vote and stand for election to the Executive and Board of the Association

5.2 Vote on any other matter at Annual General Meetings and Special General Meetings.

### **Article 6 - Board**

The Board shall be composed of elected members, invited ex-officio members, and honorary members.

6.1 The elected members shall be:

6.1.1 National Chair

6.1.2 National Vice-Chair

6.1.3 Co-Chair of Eastern Canada: Quebec, New Brunswick, Nova Scotia, PEI, Newfoundland & Labrador and Nunavut.

6.1.4 Co-Chair of Central Canada: Ontario, Manitoba and North West Territories.

6.1.5 Co-Chair of Western Canada: British Columbia, Alberta, Saskatchewan & Yukon.

6.1.6 National Executive Secretary

6.1.7 National Treasurer

6.1.8 Up to thirty (30) directors – no more than two-thirds (2/3) of this number from any of Eastern Canada, Central Canada and Western Canada.

6.2 Invited ex-officio members shall be:

6.2.1 The Conservative members of the Provincial Parliament and Parliament of Canada.

6.2.2 The immediate Past National Chair of the Association.

6.3 Honorary members may be appointed at the discretion of the Board with a specified term.

6.4 The required quorum of the Board shall be one-third (1/3) of all the elected members as defined in 6.1.

#### **Article 7 - Executive**

7.1 The Executive shall be composed of:

7.1.1 National Chair

7.1.2 National Vice-Chair

7.1.3 Co-Chair of Eastern Canada

7.1.4 Co-Chair of Central Canada

7.1.5 Co-Chair of Western Canada

7.1.6 National Executive Secretary

7.1.7 National Treasurer

7.1.8 Immediate Past National Chair of the Association, unless removed involuntarily by the Board of Directors

7.2 The required quorum of the Executive shall be one-half (1/2) of the above.

#### **Article 8 – Election of the Board**

8.1 Members of the Board shall be elected at the Annual General Meeting of the Association and shall hold office until their successors have been elected at the next Annual General Meeting.

8.2 The involuntary removal of an elected member from the Board can only be authorized by a two-third (2/3) vote of the Board at a Board Meeting.

8.3 Any elected member of the Board who is absent from three Board Meetings may be assumed to have proposed for his/her own voluntary resignation, to the extent that the Board may exercise the discretion to remove him/her from the Board without further notice.

8.4 The Board is authorized to fill any vacancy arising during its term by appointment.

8.5 An appointed Board member shall hold office for the balance of the term.

8.6 The current board shall form a standing Nomination Committee at the first meeting following the AGM for the purpose of accepting and reviewing potential candidates for nomination at the Annual General Meeting and for replacement of board members to fill vacancies.

8.7 The Nomination Committee shall be composed of five (5) members including the following: three (3) past National Chairs and two other members at the discretion of the Chair of the nomination committee.

8.8 The Nomination Committee will appoint the Nomination Committee Chair at the first meeting.

8.9 The Nomination Committee will review and submit nomination rules and the nomination form to be accepted by the board of directors.

8.10 The Nomination Committee will review all applications and retain the authority to reject or accept potential candidates for the CCCA board.

#### **Article 9 - Duties of Officers**

9.1 The National Chair shall be the Chief Executive Officer of the Association, shall co-ordinate the management of the affairs and business of the Association, and shall be an ex-officio member of all committees of the Association. The National Chair shall be responsible for the vigorous promotion by the Association of the objectives of this constitution, shall call meetings of the Board and Executive when deemed necessary and/or at the written request of not less than five (5) members of the Board. The National Chair shall preside over all Board and meetings unless prior delegation has been made to the respective Co-Chairs. In any event, there shall be at least two National Board meetings held in each calendar year.

9.2 The National Vice-Chair shall carry out duties as assigned by the National Chair. In the absence of the National Chair, shall assume the responsibilities of the National Chair.

9.3 The Co-Chairs shall be responsible for managing the affairs and business of the Association in their assigned regions. The regional co-chairs shall hold meetings in their regions at least two (2) times in each calendar year.

9.4 The National Executive Secretary shall keep minutes of all meetings of the Association except in committee meetings with separate secretaries, shall conduct ordinary correspondence, and shall keep a record of Association activities.

9.5 The National Treasurer shall receive all funds, which are the property of the Association, shall keep an accurate record thereof, shall submit the Association's accounts annually or more often if required by the Board for an audit on the Association's fiscal year ending December 31, and shall submit an itemized account of transactions at every Board meeting. At least one auditor shall be appointed by the Board for the audit of the accounts of the Treasurer.

9.6 Any Board member appointed to take charge of specific tasks or duties, on an ad hoc basis or otherwise, shall ensure that such tasks or duties are successfully completed before his/her submission to the Board for termination of appointment.

#### **Article 10 - Duties of the Board**

10.1 The Board shall be responsible for pursuing the objectives of the Association.

10.2 The Board shall have the full power:

10.2.1 By-Laws. The Board of Directors may pass by-laws concerning the organization and development of the Association, subject to retrospective ratification of such by-laws at the next Annual General Meeting.

10.2.2 Management. The Board of Directors of the Association shall administer the affairs of the Association in all things, and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, except as otherwise specifically provided herein, shall exercise all such other powers and do all such other acts and things as the Association is by its Constitution or otherwise authorized to exercise and do. Without restricting the generality of the foregoing, the Board of Directors shall have power to authorize expenditures on behalf of the Association from time to time.

10.2.3 Finances. The Board of Directors shall take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments, payments and donations of any kind whatsoever for the purpose of furthering the objects of the Association. The Board of Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of

promoting the interest of the Association in accordance with such terms as the Board of Directors may determine.

10.2.4 Employees. The Board of Directors may appoint such agents and hire such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as determined by the Board of Directors. The Board of Directors may delegate by resolution to an Officer or Officers the right to hire and pay salaries to employees.

10.2.5 Remuneration of Employees. The Board of Directors shall fix the remuneration and benefits and terms of employment for any and all of the Association's employees.

10.2.6 Borrowing. The Board of Directors may not authorize borrowing by the Association except in the case of expenses incurred by members that are previously authorized by the Board of Directors in their annual budget or motions made from time to time, and such expenses shall be reimbursed upon presentation of valid receipts for same to the National Treasurer.

#### **Article 11 - Duties of the Executive**

The Executive shall be responsible for the general administration of the Association, and shall be charged with the implementation of the directive of the Board. The Executive shall make recommendations to the Board, and shall have full power to establish committees as it deems fit, to carry out the objectives of the Association, and may request the participation of Directors in this regard. It shall also be the duty of the Executive to organize all meetings of the Association.

#### **Article 12 - Membership Fees**

Membership fees shall be set by the Board.

#### **Article 13 - Annual General Meeting**

13.1 An Annual General Meeting of the Association shall be held at least once in each calendar year, at a date, time and place as may be selected by the Executive after adequate public notice, not less than thirty-five (35) days and not more than forty-five (45) days prior to the meeting. (Day One (1) shall include the date of the AGM.) Such notice shall ordinarily be either one but preferably both of:

13.1.1 Appropriate public newspaper advertisement;

13.1.2 Mailing, e-mailing, or fax of notice to all members.

13.2 The required quorum for Annual General Meeting and Special General Meeting shall be twenty (20) members.

13.3 Only members in good standing (See article 4.4) - twenty-one (21) days before the Annual General Meeting shall be allowed to vote at the AGM.

13.4 A simple majority of the members voting at any General Meeting shall be conclusive unless specified otherwise, except in the case of a vote to reconsider or over-rule a procedure decision of the chairperson, when a two-thirds (2/3) majority shall be required. In the case of a tie-vote, the presiding chairperson shall cast the deciding vote, being the only occasion on which the chairperson is entitled to vote.

13.5 The Agenda at an Annual General Meeting shall be:

13.5.1 Adoption of Minutes of the last Annual General Meeting and Special General Meeting.

13.5.2 Matters arising from the last Annual General Meeting and Special General Meeting

13.5.3 Report by outgoing National Chair

13.5.4 Report by National Executive Secretary

13.5.5 Report by National Treasurer

13.5.6 Other Agenda items

13.5.7 Any other business

13.5.8 Appointment of an Auditor

13.5.9 Election of the Executive

13.5.10 Election of Board Members

13.6 Only members in good standing six (6) months prior to the Annual General Meeting may apply for the nomination to stand for a position on the CCCA Board of Directors. This requirement maybe waived if the board votes unanimously to exempt a special applicant.

13.7 Nomination for the Executive or Board Members must be submitted to the Chair of the Nomination Committee at least twenty-one (21) days before the scheduled opening of the Annual General Meeting with the date of the Annual General Meeting counting as day zero (0).

13.8 No floor nomination(s) shall be accepted when there is at least one candidate for the post in question. When there is an absence of candidates for any specific post, nomination(s) shall be open to the floor.

13.9 Agenda items for the Annual General Meeting shall be submitted to the National Executive Secretary seven (7) days prior to the Annual General Meeting.

#### **Article 14 - Special General Meeting**

14.1 The notice to members of any Special General Meeting shall be accompanied by a statement of the nature of business to be transacted at the meeting in sufficient detail to permit members to make an informed decision on any such business.

14.2 The Agenda of a Special General Meeting shall be:

14.2.1 Report by National Chair

14.2.2 Report by Executive Secretary

14.2.3 Agenda items

14.2.4 Any other business

#### **Article 15 – Meetings of the Board and of Operational Committees**

15.1 Meetings of the Board or Committees may be held at any time and place to be determined by the members of the Committee, provided that, forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member thereof. Provided further that, if notice of any such meeting is given by mail, such notice by mail shall be sent at least fourteen (14) days prior to the meeting. Meetings shall be held at the call of the Chairperson of the Committee or by written request of any two Committee members.

15.2 A majority of members of any Operational Committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Committee or any adjourned meeting of the Committee shall invalidate such meeting or make void any proceedings taken thereat and any member thereof may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

15.3 The required quorum of the Board of Directors shall be one-third (1/3) of all the elected members as defined in 6.1 above.

15.4 The required quorum of the Executive shall be one-half (1/2) those named in 7.1 above.

#### **Article 16 - Constitution Amendments**

16.1 Amendments to this Constitution shall be made only at any Annual General Meeting or any Special General Meeting.

16.2 Written notice of any proposed Constitution amendments must be delivered to the Executive Secretary at least seven (7) days to the convening of a General Meeting, except for minor amendments including technicalities, which may be tabled.

16.3 A two-thirds (2/3) affirmative vote of the members present at any General Meeting is needed for the passage of any Constitution Amendment.

#### **Article 17 - Local Chapters and Special Interest Group**

17.1 Local chapters and special interest groups may be established by the Board subject to retrospective ratification at a General Meeting.

17.2 The formation of each group or chapter shall be subject to a specific term of reference to be reviewed by the Board on a recurrent basis.

17.3 Initiation of each group or chapter shall be made by not less than twenty-five (25) members of the Association.

#### **Article 18 – Committees**

18.1 The National Chair shall appoint the following operational committees annually at the first board meeting after the Annual General Meeting:

18.1.1 Finance and budget

18.1.2 Communications

18.1.3 Fundraising & Events

18.1.4 Governance & Standards

18.1.5 Education & Knowledge

18.1.6 Any other committees as required

18.2 All committees are to submit terms of reference and plans of action to the Board for review, amendment and approval within six (6) weeks of being appointed

18.3 All committees are to meet regularly to carry out their Board-approved plans of action and report to the Board on their progress monthly.

#### **Article 19 – Rules of Order**

Unless otherwise specified in the constitution, Robert's Rules of Order shall be followed.

#### **Article 20 – Quorum**

When a meeting lacks a quorum, the next meeting of the Association shall be valid even if it does not have a quorum.

#### **Article 21 – Code of Ethics and Conduct**

21.1 No member of the Association shall receive remuneration for services rendered to the Association unless the Board has approved a motion, specifying such services and fees.

21.2 All CCCA Board Members shall to the best of their knowledge disclose any investigations which may lead to professional sanctions, criminal charges or due to fraudulent activities which may cause embarrassment to the CCCA.

#### **Article 22 – Disciplinary Procedures**

A member of the Association may be expelled by a two-thirds (2/3) vote of the Board of Directors present at a duly constituted meeting for any action, commission, or conduct deemed to be prejudicial to the welfare of the Association. However, the Board of Directors must serve one (1) week's advance notice of their intention to the member so that the member has a fair opportunity to present his/her case in person at a scheduled meeting of the Board of Directors before the final decision is taken.

#### **Article 23 – Dissolution of the Association**

Upon the dissolution of the Association for any reason, but after the payment of all its debts and liabilities, the remaining property of the Association shall be distributed or disposed of to one or more charitable organizations and/or to one more organizations the objectives of which are beneficial to community in Ontario and are altogether or in part similar to those of the organization and the work of which is carried on solely in Ontario.

**Article 24 – Approval**

Passed in the Region of Toronto by the members of the Association and sealed with the Corporate Seal this 20th day of the month November, 2016.

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National Chair National Executive Secretary

Amended on November 20, 2016

Amended on January 10, 2016

Amended on January 11, 2015

Amended on November 25, 2012

Amended on November 10, 2011

Amended on November 28, 2010

Amended on November 15, 2008

Amended on March 10, 2006

Amended on November 8, 2002

Amended on October 12, 2001

Amended on March 7, 1996

Amended on June 22, 1991

Amended on June 2, 1989

First Constitution: January 27, 1983