

**ASSOCIATION OF BC
COLLEGE PENSION PLAN RETIREES
CONSTITUTION & BYLAWS
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(Incorporating amendments to February 7, 2024 inclusive)

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CPPR CONSTITUTION

1 Name

- 1.1 The name of the Society shall be the Association of British Columbia College Pension Plan Retirees, hereinafter known as the Association, or CPPR.

2 Purpose

- 2.1 The primary purpose of our non-partisan society is to protect and enhance our College Pension Plan and other related pension benefits for current and future retirees.

3 Actions

- 3.1 CPPR achieves the purpose by:
 - (a) Lobbying, advocating, and working with our Trustees, Plan Partners, B.C. Pension Corporation, Affiliates, and External Organizations.
 - (b) Working with BC public sector pension plan retirees' associations.
 - (c) Facilitating education on matters of common interest to our members.

CPPR BYLAWS

1. DEFINITIONS

- 1.1 The definitions in the Society Act, on the date these Bylaws become effective, apply to these Bylaws.
- 1.2 In these Bylaws, unless the context otherwise requires:
 - 1.2.1 **“Affiliate”** means a group of College Pension Plan retirees from an employer covered by the College Pension Plan and recognized by the Board as a qualifying affiliate.
 - 1.2.2 **“Association” and “CPPR”** means the Association of British Columbia College Pension Plan Retirees, a society incorporated under the Society Act.
 - 1.2.3 **“Director”** means a Director of the Association elected or appointed per section 4.
 - 1.2.4 **“External Organization”** means an external organization recognized by the Board and confirmed at an AGM as an appropriate organization to be connected with.
 - 1.2.5 **“BC Public Sector Pension Plan Retiree Associations”** means BC Retired Teachers Association, Municipal Pension Plan Retirees Association [for BC], BC Public Service Plan Retirees Association, and Association of BC College Pension Plan Retirees.
 - 1.2.6 **“Society Act”** means the Society Act of the Province of British Columbia from time to time in force and all amendments to it.
 - 1.2.7 **“Registered Address”** of a member means the member’s address as recorded in the register of members.
 - 1.2.8 **“Special Resolution”** is a resolution that requires the assent of at least 75% of those voting at the meeting to take effect.
 - 1.2.9 **“remote access”** means electronic meetings that ensure all people attending have the same ability to fully participate as the face-to-face people who attend.

2. MEMBERSHIP AND FEES

2.1 Members – General

- 2.1.1 The members of the Association are the applicants for incorporation of the Association and those persons who have become members subsequently in

accordance with these bylaws and, in either case, who have not ceased to be members.

2.2 Active Membership

2.2.1 Active Membership shall be available on the basis of individual application to all persons who draw a pension from the College Pension Plan of British Columbia.

2.2.2 Active Members shall pay the annual fee and any levy set by the Association.

2.2.3 Active members in good standing are eligible to vote, hold office, and have access to all the benefits of membership of the Association.

2.3 Associate Membership

2.3.1 Associate Membership shall be available on the basis of individual application to:

- (a) Spouses of Active Members, or widows/widowers of previous Active Members
- (b) Post-Secondary educators working in BC post-secondary institutions who are members of the College Pension Plan.

2.3.2 The Board of Directors may, by Special Resolution, grant Associate Membership to persons other than those identified in Bylaw 2.3.1, above.

2.3.3 Associate Members shall pay the annual fee and any levy set by the Association.

2.3.4 Associate Members are not eligible to vote or hold office in the Association but shall have access to all of the other benefits of membership of the Association, and may be appointed to Board Committees.

2.4 Affiliate membership

2.4.1 An Affiliate may become a member of the CPPR providing the following has happened:

- (a) An application has been received from an Affiliate associated with one or more institutions who participate in the College Pension Plan;
- (b) The Affiliate agrees to the principles, aims and purposes as set out in the CPPR's constitution, bylaws, and policies; and
- (c) Payment of the fee established by the CPPR for the particular Affiliate, by

the Board of Directors.

2.4.2 Affiliate members have the following rights and restrictions:

- (a) May send a representative to participate in Board of Director meetings with voice, but no vote.
- (b) May send one delegate to the annual general meeting with voice and vote, but are not eligible to be elected to any office or the Board of Directors
- (c) To receive and have access to CPPR publications and research available to Active and Associate members
- (d) No other rights available to Active or Associate members are available to Affiliate members.

2.4.3 Individual members of an Affiliate have the following rights and restrictions:

- (a) To receive and have access to CPPR publications and research available to Active and Associate members;
- (b) May attend the annual general meeting with voice, but no vote, and are not eligible to be elected to any office or the Board of Directors, and may be appointed to Board Committees.
- (c) No other rights available to Active or Associate members are available to individual members of an Affiliate.

2.5 Continuity of Membership

2.5.1 **A person shall cease to be a Member of the Association:**

- (a) by delivering or mailing notice of resignation in writing to the Association at its address;
- (b) by failing to pay the annual fee or any levy set by the Association;
- (c) upon death.

2.5.2 A member in good standing is an Active or Associate Member who has paid the current annual fee and any levies prescribed by the Association, and whose membership has not been revoked in accordance with these Bylaws.

3. ASSOCIATION MEETINGS

3.1 General Meetings

- 3.1.1 General Meetings of the Association shall be held in accordance with the Society Act at the time and place that the Directors decide.
- 3.1.2 Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.
- 3.1.3 The Directors may convene an Extraordinary General Meeting.
- 3.1.4 On the request of 10 percent or more of the Active Members of the Association the Directors shall convene an Extraordinary General Meeting. The request shall state the purpose of the meeting.
- 3.1.5 An Annual General Meeting shall be held at least once in every calendar year and no more than 15 months after the holding of the preceding Annual General Meeting.
- 3.1.6 The voting members of General and Extraordinary General Meetings are the Directors and Active Members of the Association.
- 3.1.7 Subject to the Association's policies and procedures on the payment of expenses, the Association shall pay the approved expenses of the Directors and Members attending a General Meeting of the Association.

3.2 Notice of Meeting

- 3.2.1 All Active Members of the Association shall be provided with Notice of an Annual General Meeting or Extraordinary General Meeting of the Association.
- 3.2.2 Normally at least fourteen days' notice of any General Meeting shall specify the place, day, hour of the meeting, electronic attendance details, agenda. In the case of a Special Resolution, the wording and rationale of the resolution must be included.
- 3.2.3 The accidental omission to give notice of a meeting to, or the non- receipt of a notice by any of the members entitled to receive notice does not invalidate proceedings at that meeting.

3.3 General Meeting Procedures

3.3.1 *Roberts' Rules of Order* will govern the conduct of all meetings of the Association.

3.3.2 Special Resolutions are required for:

- (a) all business transacted at an Extraordinary General Meeting.
- (b) all business transacted at an Annual General Meeting *except*,
 - (i) the reports of the Directors and Association Committees;
 - (ii) the election of Directors;
 - (iii) consideration of the financial statements;
 - (iv) approval of the coming year's budget;
 - (v) the setting of the annual fee; and
 - (vi) any other business that, under these Bylaws, ought to be transacted at an Annual General Meeting, or business which is brought into consideration by the report of the Directors issued with the notice convening the meeting.

3.3.3 Quorum

A quorum is five active members in attendance at the meeting's commencement.

3.3.4 Voting

- (a) Voting at General Meetings is by show of current voting cards, by show of hands, by secret ballot at the meeting, or via remote access.
- (b) Voting by proxy is not permitted.

4. BOARD OF DIRECTORS

4.1 Number of Directors

4.1.1 The number of Directors shall be a minimum of five and a maximum of fifteen including:

- (a) Five Table Officers, namely
 - (i) the President,
 - (ii) Vice-President,
 - (iii) Immediate Past President, (for one term only),
 - (iv) Secretary, and
 - (v) Treasurer.

(b) The Retired Trustee will be an ex-officio Director of the CPPR unless he or she is already a duly elected Director of the Association.

4.1.2 Each of the pension plan partners, FPSE, BCGEU, PSEA, and the BC government, will be invited to appoint a non-voting ex-officio Director of the CPPR unless he or she is already a duly elected Director of the Association.

4.2 Terms of Office

4.2.1 To be eligible for election as a Director a person must be an Active Member of the Association in good standing.

4.2.2 Staggered Terms

- (a) Directors shall serve staggered terms to balance continuity with new perspective.
- (b) All directors shall be elected for a two year term except where a director is elected to complete the term of office left vacant by a director unable to complete his or her term, or a change in term is approved by the board to maintain continuity.
- (c) The terms of the President and Secretary will run concurrently and be staggered with the concurrent terms of the Vice-President and Treasurer.

4.2.3 Election shall be by secret ballot or acclamation at an Annual General Meeting.

4.2.4 The term of office for Directors elected at an Annual General Meeting shall commence on adjournment of that Annual General Meeting.

4.2.5 Vacancies:

- (a) The Directors may appoint an Active Member as a Director to fill a vacancy occurring between Annual General Meetings.
- (b) The term of a Director so appointed shall last only until the next Annual General Meeting of the Association.

4.2.6 The Active Members may by Special Resolution at a General Meeting remove a Director before the expiration of the Director's term of office, and may elect a successor to complete the term of office.

4.3 Powers and Responsibilities of Directors

4.3.1 The Directors may exercise all the powers and do all the acts and things that the Association may exercise and do, and which are not by these

Bylaws or by statute or otherwise lawfully directed and required to be exercised or done by the Association at a General Meeting. But nevertheless, the Directors are subject to:

- (a) all laws affecting the Association;
- (b) these Bylaws, and rules not being inconsistent with these Bylaws, which are made from time to time by the Association in General Meetings.

- 4.3.2 The Directors shall be responsible for following procedures and acting in accordance with policies set at a General Meeting of the Association.
- 4.3.3 The Directors have the power to enter into agreements respecting benefits and services the Association may offer.
- 4.3.4 No Director shall be remunerated for being or acting as a Director, but a Director may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Association, in accordance with the Association's procedures regulating the payment of expenses.
- 4.3.5 Each Director shall be a member of a Standing or Ad Hoc Committee.

4.4 Delegation of Powers to Committees

- 4.4.1 The Directors may delegate any, but not all, of their powers to Standing Committees or Ad Hoc Committees.
- 4.4.2 Standing Committees and Ad Hoc Committees:

- (a) Shall in the exercise of the powers so delegated, conform to any rules and/or conditions imposed on them by the Directors, and shall report every act or thing done in exercise of those powers to the next meeting of the Directors, unless otherwise directed by the Directors.
- (b) Chairs of committees are not required to be Directors.
- (c) Chairs of committees will attend meetings of the Board of Directors or Table Officers for purposes of reporting and discussion on the respective committee's mandate. If they attend a meeting of the Table Officers, there will be a subsequent report to the next Board of Directors meeting.
- (d) Members of Affiliates may participate in committees.
- (e) Committees should establish liaison with other committees where appropriate.

4.4.3 Standing Committees are listed in Appendix A on Standing Committees, which can be amended by a majority vote at an AGM.

4.4.4. Ad Hoc Committees

- (a) Ad Hoc Committees may be created for special purposes by the Table Officers or Board of Directors.
- (b) Ad Hoc Committees will report to the Table Officers and Board of Directors.
- (c) Ad Hoc Committees created by the Table Officers may not be delegated powers belonging to the Board of Directors.
- (d) Ad Hoc Committees will report out at the AGM, unless they are asked to continue with the special purpose for another year by the membership at the AGM.

4.5 Delegation to represent CPPR

4.5.1 The Table Officers may select from the Board or committees, representatives to sit on or attend meetings of Affiliates, External Organizations, and BC Public Sector Retirees Associations.

4.6 Board of Directors' Meetings

4.6.1 The Directors will schedule their own meeting dates, times and locations. The Directors may otherwise regulate their meetings and proceedings.

Where possible, the Directors will meet after each quarterly meeting of the College Pension Plan Board of Trustees prior to the Trustees' next meeting.

- 4.6.2 The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the Directors in attendance.
- 4.6.3 The President shall chair or choose a designate to chair all meetings of the Directors; but if the President or designate is not present at a meeting within 30 minutes of the time appointed for holding the meeting, the Vice-President shall act as chair or choose a designate to chair the meeting.
- 4.6.4 The President has a single vote.

5. TABLE OFFICERS

5.1 President

- 5.1.1 The President is the Chief Presiding Officer of the Association and shall have general supervision of all matters and affairs of the Association.
- 5.2.1 The President shall sign and execute all instruments pertaining to the responsibility of the President and in the name of the Association.
- 5.2.3 The President is a voting member, ex officio, of all committees

5.2 Vice-President

- 5.2.1 The Vice-President shall carry out the duties of the President during the absence of the President.

5.3 Past President

- 5.3.1 The Past President assists Directors with advice and counsel as needed.

5.4 Secretary

- 5.4.1 The Secretary shall:
 - a) record the proceedings of Directors' and General Meetings, and shall be responsible for ensuring that the minutes of such meetings are kept stored and reasonably available for access by Association members.

- (b) The Secretary shall assist the President to prepare and dispatch Association correspondence and shall ensure that copies of all important outgoing and incoming correspondence are retained, as needed, for future reference.

5.5 Treasurer

5.5.1 The Treasurer shall:

- (a) ensure that the Association's financial records comply with the BC Societies Act and other applicable legislation and regulations; and
- (b) render financial statements to the Directors, members, and others as directed, and/or as required by the Society Act or other applicable legislation or regulations.

5.6 Table Officers' Mandate

5.6.1 The Table Officers have no group authority but shall have individual authority as described in these Bylaws.

5.6.2 For those issues not requiring Board approval, the Table Officers may consider or act upon an issue, plan a meeting or conference, and/or act in a liaison session with some other person or organization. When such a decision is made, the Board will be given an update, immediately after making such a decision.

5.7 Table Officer Vacancy

5.7.1. For the purposes of this bylaw the Past President is not considered a Table Officer.

5.7.2 The remaining Table Officer(s) may appoint, by a majority vote, Director(s) to fill vacant Table Officer Position(s) occurring between Annual General Meetings. If all Table Officer Positions are vacant, the Directors must meet to appoint by a majority vote new Table Officers from the Directors.

5.7.3 The term of a Table Officer so appointed shall last only until the next Annual General Meeting of the Association.

6. FINANCE

6.1 Fiscal Year

6.1.1. The Fiscal Year of the Association shall be September 1st to August 31st.

6.2 Banking and Signing Officers

6.2.1 Funds of the Association shall be deposited into accounts of the Association at any Canadian chartered bank, credit union or trust company.

6.2.2 All withdrawals, transfers, redemptions and investment of funds shall require the signatures of two Signing Officers.

6.2.3 The Signing Officers for the Association shall be the President, Vice-President, Secretary and Treasurer, and up to two additional Directors selected by the Directors.

6.3 Fund Management

6.3.1 Specific rules and procedures governing the administration and management of the Association's funds shall be determined by the Directors.

6.4 Borrowing

6.4.1 To carry out the purposes of the Association, the Directors may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in the manner they decide and, in particular, but without limiting the foregoing, by the issue of debentures.

6.4.2 No debenture shall be issued without the sanction of a Special Resolution at a Directors' meeting.

6.4.3 The Active Members may by Special Resolution at a General Meeting restrict the borrowing powers of the Directors, but a restriction thus imposed expires at the next Annual General Meeting.

6.5 Fees

6.5.1 The annual Association fee shall be determined at the Annual General Meeting as part of the budget approval, and shall apply from September 1st of the following Association fiscal year.

6.5.2 Such fees are normally deducted by the BC Pension Corporation each year from the September pension payment and shall be considered as paid on the due date.

- 6.5.3 New members who join the Association after the commencement of the financial year shall pay the first year's annual Association fee on a pro-rated basis.
- 6.5.4 New members who join the Association and authorize automatic payment of fees by a deduction from their pension, shall have all or the balance of their first year's fees waived.

7. MISCELLANEOUS

7.1 Notices to Members

- 7.1.1 A notice may be given to a member either personally, or by physical or electronic mail to the member's address on file.
- 7.1.2 A mailed or emailed notice shall be deemed to have been received on the sixth day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and either put in a Canada Post mailbox or posted online.
- 7.1.3 Every member shown on the register of members is entitled to receive Notice of a General Meeting reasonably in advance of that meeting.

7.2 Bylaw Procedure

- 7.2.1 On being admitted to membership each member may obtain, electronically, a copy of the Constitution and Bylaws of the Association.
- 7.2.2 A proposed change to these Bylaws may be submitted by a member or members to the Board of Directors of the Association, for the Board of Directors' consideration. The proposed change(s) must be received by the CPPR, electronically or at the Association's address, at least 60 days prior to the Annual General Meeting of the Association. Receipt of the proposed change(s) will be acknowledged by the CPPR.
- 7.2.3 The Board of Directors may propose a change or changes to these Bylaws by Special Resolution at a General Meeting. The proposed change(s) may be altered by Special Resolution at a General Meeting. The notice of the meeting must include the wording and rationale for the Special Resolution. (see Article 3.2. Notice of Meeting)

Appendix A: Standing Committees

The Standing Committees are:

- Table Officers
- Liaison Committee
- Communication
- Membership
- Education
- Constitution and Bylaws