

**BY-LAWS OF THE NATIONAL COUNCIL OF CANADIAN PACIFIC
PENSIONERS ASSOCIATIONS.**

Revised at the Biennial Meeting held in the City of Montreal, Quebec, May 22 & 23, 2015.

HISTORY:

The National Council of Canadian Pacific Pensioners Associations (Conceil National des Retraites due Canadian Pacifique) was originally chartered on October 15, 1984 with the following Charter Members - James G. Chester, Vancouver Association, Thomas Lawson, Montreal Association, Albert Henry Coggan, Winnipeg Association, Bernie T. Semmens, Calgary Association, and John B. Shearer, Montreal Association. An interim executive was appointed from among the chartered members to carry on until the inaugural meeting which took place on May 17, 1985, in the Fort Garry Hotel on the City of Winnipeg, Manitoba when the Council was then officially founded.

PREAMBLE:

The purpose and objectives of the National Council of Canadian Pacific Pensioners Associations are basically twofold.

- A) To protect the interest of all retired Canadian Pacific Railway Employees and their spouses in all matters concerning their Canadian Pacific Railway pension and other benefits.
- B) To be the National Council for the Associations of Canadian Pacific Pensioners.

ARTICLE I

JURISDICTION:

A) This Council shall be comprised of Affiliated Local Canadian Pacific Pensioners Associations organized at various locations across Canada or elsewhere if a group of Canadian Pacific Pensioners may so decide to form an Association.

ARTICLE II

PURPOSES AND OBJECTIVES:

- A) To protect the interests of all retired Canadian Pacific employees and their spouses in all matters concerning their Canadian Pacific pension and other benefits.
- B) Act as a liaison between the Local Canadian Pacific Pensioners Associations, Canadian Pacific Railway Management and the Canadian Pacific Pension Trust.
- C) Fund Committee and any other lawful constituted bodies that may be acting on behalf of Canadian Pacific Pensioners.
- D) To promote the general goodwill and fellowship among the Local Affiliated Associations and to assist these Associations and individual pensioners or their spouses in processing any problems they may encounter with respect to their Canadian Pacific Railway pensions or benefits.

E) To communicate, in writing as soon as possible, all resolutions pertaining to improving pensions or other benefits, duly passed by voting delegates at the Biennial or official intervening meetings, requesting that they be considered for implementation. Letter to be sent to the Chairperson of the Canadian Pacific Pension Board with copies to the Chairperson of all Unions represented on the Pension Board, Executive of the National Council of Canadian Pacific Pensioners Associations and all affiliated Chapters of the National Council plus the official Canadian Pacific Pensioners Representative.

ARTICLE III

HEADQUARTERS:

The Headquarters of the National Council of Canadian Pacific Pensioners Associations shall be located in the City and Province in which the elected President resides.

ARTICLE IV

Section 1 (a) The National Council shall be governed by an Executive Board composed of six (6) officers duly elected at the National Council Biennial Convention and shall include the immediate Past President of the Council and the duly elected Pensioner Representative. The Executive Board shall administer the affairs of the National Council in the interim period between the Biennial Meetings.

Section 1 (b) - All Past Presidents, not including the immediate past president, shall be Ex-Officio members of the Executive Board with no expenses paid to attend meetings. They shall receive copies of all correspondence which is sent to the Executive Board and shall have input to such correspondence. They shall be allowed a reasonable office expense.

Section 2 (a) A slate of Officers shall be elected from amongst the delegates in attendance at the Biennial Convention whose term of office shall be for two (2) years commencing no later than the 31st day of August. A Retiree other than a delegate must belong to an Association that is affiliated with the NCCPPA to be eligible for nomination and election.

Section 2 (b) Elected delegates or executive members who for any valid reason, cannot be present for the election of Officers, shall be allowed to stand for office provided that the member has been nominated and the President or Secretary has been notified of a valid reason and approves that reason for not being present.

Section 3- The elected Officers shall consist of the following: President, 1st Vice-President, 2nd Vice-President, 3rd Vice-President, Secretary and Treasurer.

Section 4- The Officers shall receive no remuneration for their services, but shall be reimbursed for any expenses they may incur in the course of representing the National Council on matters concerning Canadian Pacific Pensioners as a whole. The expenses of the Executive Members attending the Biennial National Council Convention are paid from the National Council fees as follows, if funds are available.

(1) Per diem expenses to be forty (\$40.00) per day, plus hotel and air or bus fares up to a maximum of four (4) days.

(2) The use of private vehicles on National Council business shall be reimbursed at the rate of forty cents (.40) per kilometre. When using private vehicles approval must be received by the majority of the National Council Executive.

(3) An elected Officer who attends a National Council meeting in his/her home city or town shall be allowed the same Per Diem expenses, plus any other expenses they may incur, plus the cost of a hotel room, if necessary.

(4) Approval of travel expenses of one hundred (\$100.00) or less need only be approved by the President and any two (2) Executive Members.

(5) Members of the National Executive traveling to and from the National Convention will do so by the most reasonable and cost effective method available at the time, and will be reimbursed accordingly.

(6) The Per Diem and kilometre allowance will be subject to review and adjustment, by the National Council Executive at each Biennial Convention. Any changes must be approved by the delegates.

Section 5:

(1) Acknowledging the rules of OSFI (Office of the Superintendent of Financial Institutions) that the only requirement for CP is to send out the nomination form, and that the only requirement for candidates is that they be a member of the pension plan, ensure, as best as possible that election/appointment of the Pension Representative of the CP Pension Board be Structured so that qualifications and/or experience is part of the criteria for the position.

(2) It is recognized that the Canadian Pacific Pensioners shall have an elected representative on the Canadian Pacific Railway Company Pension Plan Administration Committee as provided in Article 3.02(a) – Organization/Committee Membership - of the Canadian Pacific Railway Company Pension Plan Rules.

(3) At each biennial meeting of the NCCPPA the delegates shall nominate a member to serve as the alternate representative on the Canadian Pacific Railway company pension plan administration committee. The alternate would attend the regular scheduled meetings when the official elected representative was unavailable.

(4) (i) At the regular scheduled meetings of the NCCPPA the executive committee along with the official delegates shall provide direction to the duly elected

pensioner representative and the alternate on issues that are of a nature to affect the financial health of the Canadian Pacific Railway Company Pension Plan and the members and survivors of that Plan.

- (ii) When there are issues that are of such a nature that they could affect the plan and/or the members of the plan that may arise between the regular scheduled meeting of the NCCPPA, the NCCPPA executive are to be advised and in consultation with the duly elected pension representative and the alternate provide NCCPPA's position on any such issues.
 - (iii) When negotiations between the Company and the Unions involve any changes to pensions that will result in a clear benefit to the pensioner, and such benefits are negotiated or accepted by the Unions, to include current pensioners as well as future pensioners, the duly elected pensioners' representative shall try and ensure their presence at these negotiations. The NCCPPA will reimburse reasonable expenses for this purpose, providing that funds are available.
- (5) The duly elected pensioners' representative shall provide the NCCPPA executive committee and the alternate with an annual report on the status of the plan and the progress on any outstanding matters that they have dealt with.

ARTICLE V

MEETINGS:

Section 1(a) The National Council convention shall be starting with the year 1991. It shall conduct any business that may be referred to it and shall hold an election of officers. The site of each convention shall be determined by the delegates in attendance at the previous National Council convention. The President shall ask the local hosting Association to make all the necessary arrangements for such convention and through the National Secretary notify all member Associations of the date, time and place of said convention. Notification must be sent out at least ninety (90) days in advance of the scheduled convention. The Secretary shall request the name, address and postal code of each authorized delegate(s) at least sixty (60) days in advance of the convention. Delegate's credentials and address must be forwarded to the National Secretary no later than thirty (30) days prior to the convention.

Section 1(b) The National Council shall pay the expenses that are incurred in hosting the convention provided these expenses are approved in advance by the President and the Treasurer of the National Council.

(The above refers to the expenses of conducting the convention and is the responsibility of the National i.e. hall rental meeting rooms, audio equipment, etc.)

In addition any incidental expenses that are incurred by the hosting Association up to a maximum of five hundred (\$500.00) dollars provided funds are available. These expenses must be approved by the President and Treasurer of the National Council.

Section 2 Except as provided in these by-laws the Biennial Convention shall be the supreme governing body of the National Council and all decisions of the Biennial Convention shall be by majority vote.

Section 3(a) Attendance at the Biennial Convention shall consist of all the Executive Board Members of the National Council and voting delegates who represent their local Associations. The Executive Board Members, except for the President, are allowed to vote on all issues.

Section 3(b) Other C.P. Pensioners who are members of local Associations may attend the Biennial convention as observers only, entitled to a voice and the privilege of expressing their views on matters under consideration. They shall, however be limited to three (3) minutes to state their point of view and shall have no vote. Nor will they be permitted to move or second any motions on the floor. Other C. P. Pensioners who do not belong to a member Association may attend as observers only - no voice - no vote.

Section 3(c) The National will provide a Delegate Credentials Form attached to these bylaws, for the signatures of the Secretary and President of the chapter, to be returned to the Secretary of the NCCPPA.

Section 4 (a) Each affiliated Local Chapter shall have one (1) delegate and shall in addition to the above, be allowed one (1) delegate for every (200) members. Each delegate shall have one (1) vote on any matter to be voted upon, Chapters who grant free membership to members over the age of eighty (80) years are entitled to count such members when determining their delegate entitlement.

Section 4(b) Only affiliated local Associations, in good standing, shall be permitted to submit resolutions to the National Council for discussion at the Biennial Convention. All resolutions shall be mailed to the National Secretary at least sixty (60) days prior to the opening day of the Biennial Convention. Copies of said resolutions shall be duplicated and forwarded to the Secretary of each affiliated Local Association at least thirty (30) days prior to the Biennial Convention. No resolutions shall be accepted at the Convention unless they are of a definite emergency nature, and then they shall require the consent of seventy-five (75) percent of the voting delegates in order to be accepted for discussion.

Section 5. A special meeting may be called by the President at the request of two-thirds 2/3 of the affiliated Local Associations and who have notified the President in writing. The President may also call for a special meeting at anytime he considers it essential in the interests of the National Council. The call for any such special meeting(s) shall be issued to each member Association at least thirty (30) days prior to the date of such meeting.

Section 6(a) A special meeting called by the President shall exercise and have the same authority as the regular Biennial Convention. However, the business of such meeting shall be limited to items which prompted the need for the special meeting.

Section 6(b) Representatives to such special meeting(s) shall be on the same basis as for regularly scheduled Biennial meeting.

ARTICLE VI

Resignation of Member Affiliated Associations:

Any local Associations may withdraw from the National Council by delivering to the National Council President a written notice of withdrawal, duly authorized by at least two (2) officers of said Local Association, such as, the President, Vice-President, Secretary or Treasurer. A copy of such notice must also be forwarded to the National; Secretary.

ARTICLE VII

REVENUE:

Section 1 - Each Affiliated Local Association shall be assessed one dollar (\$1.00) per member per year payable on the last day of March to the Treasurer of the National Council in the city in which he/she resides. Local Associations who have not paid their assessment by April 30th in a given year, after having received notice from the National Treasurer shall not be allowed voice or voting privileges at any Biennial meeting or special meeting(s) of the National Council. Additional dues received during the year after having submitted the dues at the end of March must be paid before the end of their fiscal year.

Section 2 - Any Affiliated Association having less than one hundred (100) members may qualify for assistance to send a delegate to the Biennial Convention, up to a maximum of one hundred and fifty dollars (\$150.00) provided that funds are available. Request for assistance must be sent to the President and approved by the Executive Committee and subject to the following conditions. The less than one hundred (100) members refers only to paid up membership.

Note 1: The Local Association requesting assistance must be the sole Canadian Pacific Pensioners group in the immediate area (city/town) and must have been members in good standing for two years (2) before benefiting from this section.

Note 2: Any Local Association who may have left the National Council for any reason will be required to pay the previous and current years assessment in order to qualify for assistance.

ARTICLE VIII

National Council Officers Duties:

Section 1: The President shall preside at all meetings held under the By-laws of the National Council. He shall have the general and active management of the business of the National; Council. However, all decisions binding on the National Council shall require the approval of the Executive Board. The President shall see that all orders and resolutions approved by the National Council are carried out or put into effect. The President or Vice-Presidents in ascending order, with the Secretary, or other Officers approved by the Executive Board for that purpose shall sign all documents which require the signatures of the National Council. The President shall designate who of the Executive Board shall represent the National Council when so required; he shall instruct such representatives as to the policy of the National Council to be supported by them. With approval of the Executive, he shall make appointments to any vacancies that occur on the National Council between Biennial Conventions. The President, with input from all National Council Officers, shall prepare, print and distribute, at least twice(2) per year, a newsletter to all Affiliated Associations, as well as the Official Pensioners Representative and Executive Board Officers. The purpose of this newsletter is to keep members of our Affiliated Associations aware of the activities of the National Council between Conventions.

Section 2: The Vice-Presidents shall, to the best of their ability assist the President in the administration of his duties and in ascending order shall, in the absence of the President, perform his/her duties during such absence. In the event the Office of the President should become vacant, the first (1st) Vice-President shall assume that office for the balance of the unexpired term.

Section 3: The National Secretary shall keep a true record of the proceedings of all meetings held by the National Council and shall furnish copies of the minutes of all meetings within sixty (60) days to all Officers of the National Council and Secretaries of Affiliated Associations. He/she together with the President will issue all notices of meetings to be held and shall arrange for any preparations required for such meeting(s). He/she shall perform such other duties as directed by the President.

Section 4 (a) The National Treasurer shall have custody of all funds, securities or property of the National Council and keep a true record of same. He/she shall refer all bills rendered against the National Council to the President for approval prior to making payment. He/she shall keep a true and up to date record of all assessments paid by the Members Associations and shall, after a Member Association is three months (3) in arrears, report same to the President of the National Council and the President and Secretary of the affected Association. The National Treasurer, each month, shall forward a copy of the monthly statement received from the financial institution where the financial transactions of the National Council or conducted to the President.

Section 4(b) Any Member Association not having paid their annual assessment shall not be seated as a voting delegate at any National Council meetings until such delinquency is rectified.

Section 4(c) Prior to March 31st of each year, the National Treasurer shall prepare and submit to each Member Association a detailed annual financial report. This report shall include all receipts and disbursements, the number of members in each Local Association and the last period for which they are paid up. Plus a detailed breakdown of expenses incurred by each Officer of the National Council submitting an expense account. Detailed expenses to be listed as:

- (1) Transportation- specify what mode of transportation used (i.e.) air, rail, bus, auto, etc.
- (2) Hotel accommodation- indicates number of nights and rate charged per day.
- (3) Per diem expenses- number of days
- (4) Communications expenses- phone, fax, conference calls, etc.
- (5) Miscellaneous- stationery, postage, office supplies, photocopying and stenographic services, if necessary. Except for Item 3- Per diem expenses, detailed receipts must be provided.
- (6) Receipts for expenses must be submitted quarterly or whenever the expenses amount to over \$100.00.

ARTICLE IX

EXECUTIVE BOARD

The Executive Board shall administer the affairs of the National Council in all matters between Biennial Conventions. They shall have the power to authorize expenditures for the purpose of furthering the principles and objectives of the National Council. They shall if necessary, have the power to direct the President and/or other elected Officers in the execution of their duties.

ARTICLE X

ORDER OF BUSINESS

1. Welcome from the Chairman of the Local Hosting Association.
2. Introduction and welcome from local Dignitaries (if necessary)
3. Introduction of the National Council President of the Canadian Pacific Pensioners Associations
4. Opening statement from the National President.
5. Introduction of the National Officers.
6. Introduction and reports from invited speaker(s) CP Pension Department, Blue Cross, etc.
7. Report of Officers.
8. Approval of the Minutes of the previous National Council meeting(s).
9. Treasurers report on the finances of the National Council and discussion.
10. Unfinished business.
11. New Business- Disposition of resolutions, etc.
12. Welfare of the Association and site for next Biennial Convention.
13. Election of National Council Officers.

14. Adjournment.

The above order of sequence is subject to changes.

ARTICLE XI

RULES OF ORDER:

1. On motion the regular Order of Business may be suspended by a vote of at least two-thirds of the voting delegates, at any time, to dispose of any matter deemed urgent.
2. Any motion to be entertained by the Chair must be seconded and the mover and seconder must rise and be recognized by the Chair.
3. Any member having made a motion may withdraw that motion with the consent of his second, but a motion once debated cannot be withdrawn except by a majority vote of the accredited delegates.
4. A motion shall not be subject to debate until it has been stated by the Chair.
5. When any Member wishes to speak, they shall rise and address the Chair and identify themselves by name and Local Association, once recognized by the Chair shall be entitled to proceed.
6. If two or more speakers rise at the same time, the Chair shall decide who is entitled to proceed.
7. Each member, when speaking, shall confine their comments to the question under debate, they shall avoid all personal, crude or sarcastic language.
8. No member shall interrupt another while speaking, except to a point of order. The point of order must be definitely stated and the Chair shall decide without debate.
9. If a member, while speaking, is called to order, they shall be seated until the point of order is decided, when if declared in order, they may proceed.
10. If a member feels personally aggrieved by the decision of the Chair, they may appeal the decision to the body of the Convention.
11. When an appeal is made from the decision of the Chair, the 1st Vice President shall then act as Chairperson. He/she shall conduct the vote after the appeal is so stated and the reasons for the Chairpersons decision have been given. It shall require a majority vote to sustain the appeal.
12. No member shall speak more than once on the same subject until all who wish to speak have been allowed to do so; nor more than twice without unanimous consent and no more than five (5) minutes without two-thirds vote of all members present.
13. The Chairperson, or presiding Officer, shall not speak on any subject unless they vacate the Chair, except on points of order; in the case of a tie he/she shall cast the deciding vote. Should however the presiding Officer or Chairperson vacate the Chair to speak on any subject under debate, they shall not return to the Chair until the subject matter is properly disposed of. Any question not covered herein shall be decided by the generally recognized Rules of Order, such as Roberts Rules of Order.

ARTICLE XII

WINDING UP OF THE CORPORATION.

On liquidation, property remaining, which consists only of membership dues submitted by local associations, will be returned to the member associations on a pro-rata basis according to the number of members of each organization, after the discharge of any liabilities of the corporation.

Lyle Berge
President

R.J. (Bob) Cameron
Secretary

*National Council of
Canadian Pacific Pensioners
Associations*

DELEGATE CREDENTIALS

To the

20__ NATIONAL COUNCIL OF CANADIAN PACIFIC PENSIONERS

ASSOCIATIONS BIENNIAL CONVENTION.

CANADIAN PACIFIC RAILWAY

Representing Chapter _____

This is to certify that the bearer, Mr./Mrs _____
is our authorized delegate to represent us in all matters pertaining to the best interests of the
National Council of Canadian Pacific Pensioners Association

In accordance with the provisions of the National Council of Canadian Pacific Pensioners
Association Bylaws we set below the total membership they are representing:

Number of members represented _____

President

Secretary

Date: _____