



**CONSERVATIVE PARTY OF CANADA
VICTORIA ELECTORAL DISTRICT ASSOCIATION
CONSTITUTION**

**Authorized by National Council as of September 2006
pursuant to Article 8.6.1 of the
*Constitution of the Conservative Party of Canada***

1. NAME

- 1.1 The name of the Association is 'Conservative Party of Canada Victoria Electoral District Association'.

2. DEFINITIONS

- 2.1 'annual general meeting' means a meeting of the members at which directors are elected.
- 2.2 'Association' means the Conservative Party of Canada Victoria Electoral District Association, as recognized by National Council pursuant to Article 5.2 of the Party Constitution.
- 2.3 'Association Constitution' means this constitution of the Association as amended from time to time.
- 2.4 'board of directors' means the body provided for in Article 7 of the Association Constitution.
- 2.5 'by-law' means a by-law enacted by the board of directors pursuant to Article 17 of the Association Constitution.
- 2.6 'called for that purpose' means a meeting for which notice was provided at least fourteen (14) days in advance and which notice included reference to the matter at issue.
- 2.7 'candidate' has the same meaning as set out in the Canada Elections Act.
- 2.8 'chief executive officer' has the same meaning as set out at s. 403.02(1)(d) of the Canada Elections Act.
- 2.9 'director' means any member of the board of directors of the Association.
- 2.10 'Executive Committee' means the body provided for in Article 8 of the Association Constitution.
- 2.11 'Financial Agent' means the office provided for in Article 8.7 of the Association Constitution.
- 2.12 'member' and 'membership' means a member and the membership of the Association respectively, unless the context otherwise requires.
- 2.13 'National Council' means the National Council of the Party as provided for in the Party Constitution.

- 2.14 'Party' means the Conservative Party of Canada.
- 2.15 'Party Constitution' means the constitution of the Party, as amended from time to time.
- 2.16 'President' means the office provided for in Article 8.4 of the Association Constitution.
- 2.17 'Secretary' means the office provided for in Article 8.6 of the Association Constitution.
- 2.18 '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 Association Constitution and the Party Constitution.
- 2.19 'Vice President' means the office provided for in Article 8.5 of the Association Constitution.

3. OBJECTIVES

- 3.1 The Association is guided by the following objectives:
 - 3.1.1 Supporting and promoting the principles, objectives and policies of the Party and maintaining an effective Association for that purpose.
 - 3.1.2 Providing organizational and financial support to the Party's candidate in the Victoria Electoral District in accordance with Article 14.2 of the Party Constitution.
 - 3.1.3 Raising money and maintaining a fund to support the Association and assist candidates.
 - 3.1.4 Actively identifying potential supporters and recruiting new members.
 - 3.1.5 Encouraging the participation and recruitment of youth.
 - 3.1.6. Complying with the obligations, and benefitting from the rights and privileges of being recognized by National Council.

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 Association.
- 4.3 The Association is responsible for forwarding any membership forms and remittances to the Party on a timely basis.
- 4.4 The Association 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 the members of the Association shall be made available to the Association through the National Membership Program.

5. VOTING

- 5.1 Unless otherwise stated herein, motions require a simple majority of those present and voting to pass.
- 5.2 Participation in any meeting of the Association 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.
- 5.3 Proxy voting is not permitted.
- 5.4 For the purposes of accrediting members at annual general meetings or special general meetings, members may be required to provide two (2) pieces of official identification. These must between them prove identity, residence, and eligibility as specified in Article 4 of the Party Constitution. To establish identity a member must provide picture identification, provided that the returning officer may waive this requirement on a case by case basis where exceptional circumstances exist.

6. MEETINGS OF THE ASSOCIATION

- 6.1 Subject to the provisions of this Association Constitution meetings of the Association shall be convened by the President as required.
- 6.2 The President, or his or her designate, shall chair all meetings of the Association.
- 6.3 Subject to what may be set out by National Council, the Executive Committee may adopt rules of order to be followed at any Association meeting. Absent the adoption of any rules of order or to the extent not provided by such rules or not provided by the requirement of National Council, the Association shall follow Wainberg's Society Meetings including Rules of Order.
- 6.4 Subject to the requirements of Article 12 of the Association Constitution, the board of directors or National Council may call an annual general meeting or a special general meeting of the Association.
- 6.5 National Council may call an annual general meeting or special general meeting of the Association as it sees fit, including in particular at the next meeting of National Council following the receipt by National Council or a petition requesting such a meeting signed by a minimum of three-tenths (3/10) of the Association's membership.
- 6.6 Unless otherwise required by National Council, the Association shall convene one (1) annual general meeting each calendar year or no later than fourteen (14) months after the last annual general meeting.
- 6.7 The following business shall be conducted at any annual general meeting:
 - 6.7.1 report by the board of directors;
 - 6.7.2 presentation of financial statements;
 - 6.7.3 election of directors;
 - 6.7.4 other business as required.

7. BOARD OF DIRECTORS

- 7.1 The board of directors of the Association shall, subject to the Association Constitution and input from members, manage and direct the affairs of the Association.
- 7.2 Subject to any minimum periods of membership which may be set pursuant to Article 4.2 of the Party Constitution, any member may stand for election to the board of directors of the Association at an annual general meeting. The following rules apply:
- 7.2.1 elections for the board of directors may not proceed without the opportunity for nominations from the floor; and
 - 7.2.2 each nominee must have the opportunity to speak, with the Chair to determine the speaking time allotted for each nominee.
- 7.3 The board of directors shall be comprised of:
- 7.3.1 the directors elected or appointed pursuant to this Article; and
 - 7.3.2 the Party Member of Parliament for Victoria Electoral District; or
 - 7.3.3 if there is no Party Member of Parliament for Victoria Electoral District, the most recent Party candidate for Victoria Electoral District who shall serve at the discretion of the board until the next nomination contest selection date.
- 7.4 Up to one-tenth (1/10) of the directors may be members of other Party electoral district associations.
- 7.5 The total number of elected directors shall not exceed twenty (20).
- 7.6 The term of office of the directors lasts until elections have occurred at the next annual general meeting of the Association.
- 7.7 If a director ceases to hold office, the board of directors may appoint a replacement director from the membership.
- 7.8 The board of directors, on the approval of two-thirds (2/3) of those present and voting, may appoint up to two (2) additional directors to the board of directors between annual general meetings. The appointments shall be made at a meeting called for that purpose.
- 7.9 The board of directors, on the approval of two-thirds (2/3) of those present and voting, may remove a director who has missed four (4) consecutive regularly scheduled meetings of the board of directors without reasonable explanations, or whose conduct is judged improper or unbecoming, or likely to adversely affect the interest or reputation of the Association or the Party. The removal may only occur at a meeting called for that purpose.
- 7.10 The board of directors shall meet at least quarterly, at the call of the Secretary as directed by the President. It shall also meet upon written request of at least five (5) directors.
- 7.11 The board of directors may establish such committees as are required for the efficient operation of the Association.
- 7.12 The board of directors shall establish a nominating committee whose purpose will be to identify and recruit qualified persons willing to serve the Association as directors. The nominating committee shall report on such matters at every annual general meeting.

- 7.13 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 Association. This plan shall be a living document and at 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 Association.
- 7.14 A quorum of the board of directors is four-tenths (4/10) of the directors.
- 7.15 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 directors, provided directors are given at least fourteen (14) days notice of the potential application of this provision before that meeting.
- 7.16 The board of directors may meet by teleconference, if a by-law so permits.

8. EXECUTIVE COMMITTEE

- 8.1 The Executive Committee shall manage and direct the day-to-day affairs of the Association, subject to the provisions of the Party Constitution and direction from the board of directors.
- 8.2 The Executive Committee shall be comprised of the President, Vice President, Secretary, Financial Agent and 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 Within twenty-one (21) days after an annual general meeting, the board of directors shall by simple majority elect the Executive Committee, all of whom except the Financial Agent shall be directors.
- 8.4 The President shall preside at all meetings of the Association, 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 Association. The President, or the Secretary, shall be designated as the chief executive officer for the purpose of the Canada Elections Act.
- 8.5 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.
- 8.6 The Secretary shall be the custodian of all non-financial Association records and documents, and all by-laws of the Association. The Secretary shall prepare and maintain minutes of meetings of the Association, 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.
- 8.7 The Financial Agent is responsible for the assets and administration of the financial transactions of the Association. 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 Association's 'financial agent' under the Canada Elections Act. The Financial Agent is a voting member of the Executive Committee, but is only a voting member of the board of directors if he or she is elected or appointed a director.

- 8.8 The board of directors may not elect anyone to the same office on the Executive Committee, except that of Financial Agent, more than three (3) years out of four (4) consecutive Executive Committee elections.
- 8.9 The election of a Financial Agent shall be reported to the Chief Electoral Officer in accordance with the provisions of the Canada Elections Act.
- 8.10 Any member of the Executive Committee may be removed from their executive position by a majority of the total number of the board of directors at a meeting called for that purpose.
- 8.11 Upon ceasing to hold office, Executive Committee members shall promptly deliver to their successors, the President or the Vice President of the Association, all records, material and property in their possession, which belong to the Association.
- 8.12 The board of directors may by simple majority of those directors present and voting elect any director to fill any vacant office on the Executive Committee.
- 8.13 The Executive Committee shall meet at the call of the President, or upon written request to the Secretary by a majority of the Executive Committee members.
- 8.14 A quorum of the Executive Committee is a majority of its members.
- 8.15 Meetings of the Executive Committee may be held via teleconference or face-to-face, or by a combination thereof.
- 8.16 At each meeting of the board of directors, the Secretary shall provide the minutes of the most recent meeting of the Executive Committee meeting unless such minutes have already been presented to the board of directors.

9. ASSOCIATION MANAGEMENT

- 9.1 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 Association.
- 9.2 The Association 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 Association 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, send to the Chief Agent any financial document so requested.

11. CANDIDATE SELECTION

- 11.1 The board of directors shall appoint a Candidate Nomination Committee for the purpose of recruiting potential nomination contestants and administering the candidate selection process. Prior to appointment, committee members must agree to maintain neutrality with respect to the nomination process and all potential nomination contestants and agree not to seek nomination themselves.
- 11.2 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 contender for the nomination or the election or by-election as the case may be.
- 11.3 All approved nomination contestants shall be invited to attend meetings of the board of directors.
- 11.4 The Party will provide rules and procedures for recruiting, selecting and training candidates.
- 11.5 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.

12. NOTICES

- 12.1 Notice of all meetings of the Association shall be sent to all members from one (1) of the following:
 - 12.1.1 the Secretary or other persons at the direction of the Secretary; or
 - 12.1.2 Party headquarters.
- 12.2 Notice of all meetings of the Association shall be sent to all members via one (1) or both of the following:
 - 12.2.1 Regular mail sent to the member's address of record; or
 - 12.2.2 Any telephonic or electronic means of communications, as appropriate.
- 12.3 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.
- 12.4 Notice of all annual or special general meetings of the Association 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.
- 12.5 Notice of all meetings shall be provided to Party headquarters.

13. REPORTING

- 13.1 The following shall be promptly provided to Party headquarters after the election, re-election or appointment of a director:

- 13.1.1 his or her name, mailing address, telephone number, facsimile number and email address as applicable.
- 13.2 The following shall be promptly provided to Party headquarters after the election of an Executive Committee member:
 - 13.2.1 his or her name, office held, mailing address, telephone number, facsimile number and email address, as applicable.
- 13.3 Party headquarters shall be promptly provided with the name of the Executive Committee member designated chief executive officer, and Party Headquarters shall promptly be informed whenever there is a change in the member so designated.
- 13.4 The following shall promptly be provided to Party headquarters after every annual general meeting:
 - 13.4.1 the minutes of the annual general meeting;
 - 13.4.2 the annual financial report of the association; and
 - 13.4.3 a copy of any resulting correspondence with Elections Canada.

14. AMENDMENTS

- 14.1 A motion to amend the Association Constitution may only be brought by the board of directors, or twenty-five (25) members of the Association.
- 14.2 The board of directors shall submit any proposed amendment satisfying the criteria in Article 14.1 of the Association Constitution to National Council or its designate at least forty-five (45) days prior to an annual general meeting.
- 14.3 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.
- 14.4 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.
- 14.5 The motion to amend the Association Constitution, including the proposed wording of the amendment, shall be included in the notice sent pursuant to Article 12 of the Association Constitution.
- 14.6 A motion to amend the Association Constitution must be approved by two-thirds (2/3) of the members present and voting at the annual general meeting.
- 14.7 Not more than fourteen (14) days after voting on a motion to amend the Association Constitution, the Association shall deliver to National Council or its designate the result of the motion and, if applicable, a copy of the Association Constitution, as amended.
- 14.8 No amendment to the Association Constitution is effective unless it complies with all the provisions of this Article.

15. FISCAL YEAR

15.1 The fiscal year of the Association shall be from 1 January to 31 December of each year.

16. DUTY TO UPHOLD CONSTITUTION

16.1 It shall be the duty of the board of directors to uphold and enforce the provisions of the Association Constitution.

17. BY-LAWS

17.1 The Board of directors may adopt by-laws with respect to the operation of the Association, and which do not conflict with the Association Constitution, the Party Constitution, the Canada Elections Act or decisions of National Council. Copies of such by -laws shall be kept by the Secretary and copies shall be sent to Party headquarters. An Association by -law only becomes valid and in effect when registered with Party headquarters.

17.2 To be adopted, a by-law requires a majority vote of board of directors present and voting at a meeting called for that purpose.

18. LIABILITY

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

19. INTERPRETATION

19.1 The Association 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 Association Constitution have the same meaning as in the Canada Elections Act. To the extent there is a conflict between any provision of the Association Constitution and the Canada Elections Act, the latter shall prevail.

19.2 Subject to Article 19.1 of the Association Constitution, the Party Constitution shall govern the affairs of the Party and the Association and in the event of any conflict between the Association Constitution and the Party Constitution, the latter shall prevail.

19.3 Subject to Article 19 of the Party Constitution (arbitration), National Council shall be the final authority in all matters that require inter pretation of the Association Constitution.