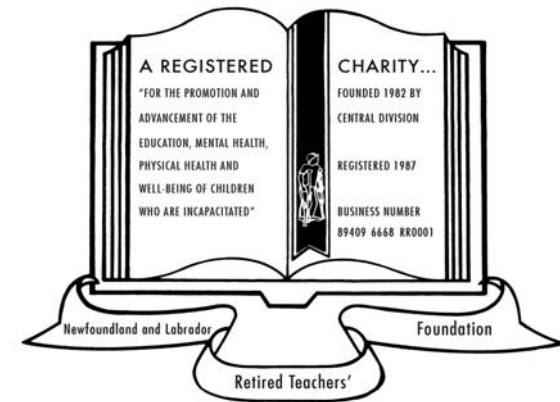


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The Newfoundland and Labrador  
**Retired Teachers' Foundation**



**Constitution  
&  
By-Laws**

# CONSTITUTION

## **Article I: Name**

The name of the organization is The Newfoundland and Labrador Retired Teachers' Foundation.

## **Article II: Sponsoring Body**

The sponsoring body of the Foundation is The Newfoundland and Labrador Retired Teachers' Association.

## **Article III: Location**

The registered office of the Foundation shall be situated at 3 Kenmount Road, in the City of St. John's, in the Province of Newfoundland and Labrador.

## **Article IV: Objectives**

The Objectives for which the Foundation is established are:

1. To operate exclusively as a charitable organization for children who are incapacitated.
2. To administer a fund or funds for the following purposes:
  - (a) the promotion and advancement of the education, mental health, physical health, and well-being of children who are incapacitated;
  - (b) the granting of gift funds as set forth in paragraphs 110 (1) (a) and (b) of *The Income Tax Act*.
3. To co-operate whenever possible with other organizations having objectives similar to those of the Foundation.

## **Article V: Powers**

In order to carry out its charitable objectives, the Foundation is empowered to:

1. Solicit, receive, acquire, and hold donations, gifts, and legacies for the Objectives of the Foundation;
2. Invest funds of the Foundation in accordance with *The Trustee Act (R.S.N.) 1990*, c. T-10 as amended;
3. Disburse and distribute the interest accruing therefrom in the furtherance of the Objectives of the Foundation; and

4. Maintain the value of the Foundation's invested funds at a minimum of one hundred thousand dollars (\$100,000.00), and disburse and distribute accrued interest plus a percentage of current annual donations that is in accordance with the Canada Revenue Agency Guidelines;
5. Take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Foundation in the form of donations, annual subscription, or otherwise;
6. Continue to compile, subject to the approval of the Sponsoring Body, Books of Remembrance;
7. Raise money in such manner as the Foundation, in consultation with the Sponsoring Body, may deem fit.

#### **Article VI: Use and Management of Income**

1. The income of the Foundation, whencesoever derived, shall be applied solely towards the promotion of the objectives of the Foundation as set forth in this Constitution; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Foundation.
2. If, upon winding up or dissolution of the Foundation, there remains, after the satisfaction of all its debts and liabilities, any money whatsoever, the same shall not be paid to or distributed among the members of the Foundation, but shall be transferred to one or more qualified donees (that is a registered charity or charities) having objectives similar to those of the Foundation.
3. The Foundation may be dissolved **only** with the express permission of the Sponsoring Body.

#### **Article VII: Accounting**

1. True account shall be kept of:
  - (a) the sums of money received and expended by the Foundation;
  - (b) the manner in which such receipts and expenditures take place; and
  - (c) the property, credits, and liabilities of the Foundation.
2. Subject to any reasonable restrictions as to the time and manner of inspection, the Foundation accounts shall be open to the inspection of the Members.
3. At least once in every year, the Foundation accounts shall be examined and the correctness of the balance sheet ascertained by at least one **certified auditor**.

#### **Article VIII: Liability of Members**

The liability of the Members of the Foundation is limited as outlined in *The Trustee Act*.

#### **Article IX: Amendments**

1. This Constitution may be amended **only** with the approval of the Sponsoring Body at its Biennial General Meeting;
2. Notice of Motion for such amendments must be given at least one month prior to the BGM; and
3. At the BGM, a two-thirds majority is required for the amendment to pass.

## **BY-LAWS**

#### **Article I: Purposes**

The Newfoundland and Labrador Retired Teachers' Foundation is established solely for the purposes expressed in its Constitution.

#### **Article II: Membership**

##### **1. Active Members**

All retired teachers who are members of the RTANL.

##### **2. Voting Members**

Only Active Members of the RTANL are entitled to vote at any meeting of the Foundation, including meetings of the Foundation's Board of Directors.

#### **Article III: Board of Directors**

##### **1. Structure of the Board**

The Board of Directors shall have ten members consisting of the following:

- (a) Seven members of the RTANL duly elected to serve as:
  - (i) Chairperson
  - (ii) Vice-Chairperson
  - (iii) Secretary
  - (iv) Treasurer
  - (v) Three Members-at-large;
- (b) Past-Chairperson of the Foundation;
- (c) The President of the RTANL, who shall be the Honourary Chairperson of the Board;

(d) NLTA liaison person to be appointed by NLTA Executive.

## 2. **Election of Directors**

- (a) Nominations for the seven positions in item 1 (a) (i) to (v) may be made by the RTANL Divisions prior to the Foundation BGM, and also by individual Active Members of the Foundation from the floor of the BGM.
- (b) The Executive of the Sponsoring Body shall, four months prior to the BGM, appoint a Nominating Committee of **three** Active Foundation members to receive such nominations and to conduct elections.
- (c) Elections for such positions shall take place at the BGM.
- (d) The term of office of each elected member of the Board of Directors shall be two years.
- (e) The term of office of the Chairperson shall be for a two-year term from October/BGM in the year the Chairperson was elected to the October/BGM of the second year following.
- (f) The office of the Chairperson shall not be held for more than two consecutive terms (four years in total).
- (g) The Immediate Past Chairperson shall serve for the first year only of the new Chairperson's term of office.
- (h) Such Directors may offer themselves for re-election at the end of their two-year term.
- (i) Directors shall **not** be reimbursed by the Foundation for any expenses incurred while serving on the Board.

## 3. **Responsibilities of the Board**

- (a) The Board is responsible for the management of the affairs of the Foundation.
- (b) The Board shall cause proper Records and Accounts of the funds of the Foundation to be kept and to be made available for the auditing as per the Constitution.
- (c) The Board shall cause Minutes of all **meetings of the Board, meetings of Committees, and meetings of Foundation members to be duly kept**, signed by the Chairperson of the next succeeding meeting, and subsequently filed as a true record of matters transacted at such meetings. Such Minutes shall be receivable as *prima facie* evidence of the matters stated in such Minutes.

(d) The Board shall, for information purposes, forward a copy of the Minutes of each meeting of the Board of Directors to the Executive of the Sponsoring Body.

## 4. **Duties of the Officers**

### I. **Chairperson**

- (a) To ensure that the responsibilities of the Board are fulfilled.
- (b) To co-ordinate the duties of all Officers and Members of the Board.
- (c) To prepare an agenda of the business to be conducted at Meetings of the Board and of the Foundation.
- (d) To ensure that members are given adequate and proper notice of all meetings.
- (e) To call meetings to order and to maintain order, according to guidelines set out in Robert's Rules of Order.
- (f) To ensure that a copy of Robert's Rules of Order is on hand at all meetings.
- (g) To serve *ex officio* on all committees set up by the Board.

### II. **Vice-Chairperson**

- (a) To assist the Chairperson as required.
- (b) To be ready to assume the duties and responsibilities of the Chairperson at any time.

### III. **Secretary**

- (a) To record accurate minutes of all such meetings.
- (b) To keep a record of the membership of all committees.
- (c) To bring to each meeting: the minutes of meetings held in the past two years, the Constitution of the Foundation, and membership list of any current committees.

### IV. **Treasurer**

- (a) To keep true account of the sums of money received and expended by the Foundation and the manner in which such transactions occur.
- (b) To make investments as authorized by the Board, and ensure that such investments **come due on the 31st of August each year**, so that all earned interest is available for annual donations each October.

- (c) To issue Foundation receipts for all sums of money received.
- (d) To issue receipts for gifts in kind as authorized by the Board.
- (e) To issue cheques for amounts authorized by the Board (such cheques must also contain the signature of the Chairperson).
- (f) To present a Financial Report at all Board and Foundation meetings.
- (g) To maintain the accounts in a manner that enables them to be open for inspection and auditing as per the Constitution.

#### V. **Past Chairperson**

The Immediate Past Chairperson shall serve as an ex officio member of the Board of Directors for the first year only of the new Chairperson's term.

#### 5. **Meetings of the Board**

- (a) The Board shall meet twice a year. Electronic meetings shall be considered a meeting.
- (b) A meeting of the Board may be called by the Chairperson, by a **quorum of the elected Directors**, or by the Executive of the Sponsoring Body.
- (c) A Quorum for such meetings shall be a simple majority of the seven elected Directors.

#### 6. **Committees**

- (a) The Board may from time to time delegate Active Members of the Foundation individually or in committees, to represent the Board in the pursuance of the Foundation's Objectives.
- (b) Whenever possible, the focus of such delegations should be the Divisions of the Sponsoring Body.
- (c) Members so delegated shall conform to any regulations imposed by the Board.

#### 7. **Vacancies on the Board**

- (a) Notwithstanding any vacancy in their number, the continuing Directors may carry out their duties, so long as there is a **quorum of the elected Directors** on the Board.
- (b) Any vacancy occurring on the Board shall be filled as soon as possible by the remaining Directors, **but** any person so chosen from the membership shall retain such position **only** until the next BGM.

- (c) The office of a Director shall *ipso facto* be vacated if, without reason acceptable to a quorum of the elected Directors, that Director has been absent from **three consecutive** regular meetings of the Board.

#### 8. **Removal of a Director**

Breach of Trust shall constitute *just cause* for removal of a Director from the Board.

### **Article IV: Meetings of the Foundation**

1. The Biennial General Meeting of the Foundation shall take place during the Foundation session of the Sponsoring Body's BGM.
2. The Board of Directors may, with the approval of the Sponsoring Body's Executive, proceed to convene a Special General meeting of the Foundation, **if** such a meeting is deemed necessary by a quorum of the Board.
3. Fourteen days notice specifying the day, hour, and place of all general meetings – and, in the case of special business, the general nature of such business – shall be served by adequate publicity of the same.
4. No business shall be transacted at a general meeting unless a quorum is present at the time the meeting proceeds to business. Such factors as communicating adequate notice of meetings, announcement of the agenda items to be considered at the meetings, and an assurance that such communications reached the members may be considered as constituting quorum requirements in lieu of any fixed number.
5. The Chairperson of the Foundation shall be entitled to take the chair at every meeting. However, if there be no Chairperson, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding such meeting, the Vice-Chairperson shall be entitled to take the chair. If neither Chairperson nor Vice-Chairperson is present within said fifteen minutes, the members present shall choose a member as Chairperson of the meeting.
6. The Board shall, after notifying the Sponsoring Body's Executive of such intent, promptly convene an Extraordinary General Meeting **if** requisition for such meeting has been made in writing by fifteen voting members of the Foundation.
7. The Board shall likewise convene an Extraordinary General Meeting of the Foundation if requested to do so by the Sponsoring Body's Executive.
8. All business shall be governed by Robert's Rules of Order.]

## **Article V: Minutes, Records, and Notices**

1. Minutes and records of all Foundation meetings and business shall be kept up to date and readily available.
2. All minutes and records of the Foundation shall be open to the inspection of the Directors, the Foundation members, the Executive of the Sponsoring Body, and the Federal Division of Charities, at the office of the Foundation and at such reasonable times as may be set by the Board of Directors.
3. Any Notice of a Board of Directors Meeting shall set out the nature of the business which is to come before the meeting.
4. Any notice of a Foundation Members Meeting shall not have to set out the business which is to come before the meeting **unless** the same is **special business**.
5. Notice of any Motion to Amend these By-laws must be given at least one month prior to the BGM.

## **Article VI: Fiscal Responsibility**

1. The Accounts of the Foundation shall be audited annually as per Article VII.3 of the Constitution.
2. A copy of such audited statements shall be given **annually** to the Sponsoring Body's Executive, and all such audited statements shall be presented at the BGM.
3. The Fiscal Year of the Foundation shall be from the first day of January to the thirty-first day of December of the same year.

## **Article VII: The Seal**

1. The official seal of the Foundation shall be kept in the Foundation's filing cabinet at the Foundation's Official Address (3 Kenmount Road, St. John's, NL) except when required for use as stated in Item 2 of this Article.
2. The seal of the Foundation shall not be affixed to any instrument except in the presence of either the Chairperson or the Vice-Chairperson of the Foundation and one other Director; also, such officers shall sign every instrument to which the seal of the Foundation is so affixed in their presence.

## **Article VIII: Amendments**

1. These By-laws may be amended **only** with the approval of the Sponsoring Body at its Biennial General Meeting;
2. Notice of Motion for such amendments must be given at least one month prior to the BGM; and

3. At the BGM, a two-thirds majority is required for the amendment to pass.