

ASSOCIATION DES ENSEIGNANTS PROTESTANTS RETRAITÉS DU QUÉBÉC  
PROVINCIAL ASSOCIATION OF PROTESTANT RETIRED TEACHERS

March 8, 1999

TO THE P.A.P.R.T. MEMBERSHIP:

Please find enclosed in the Newsletter the updated/revised Constitution of your Association. The Preamble explains the reasons for the changes as well as acknowledging those who authored the original Constitution.

The Board of Directors asks each of you to review the new Constitution and to come prepared to vote on the document at the Annual General Meeting on Wednesday, May 12, 1999 (please bring the revised Constitution with you to the meeting). For those of you unable to attend the A.G.M., we request your written comments (if desired) addressed to Elaine Evans, Vice-President and Revision Committee Chair, by April 21, 1999.

Thank-you for your attention to this matter and we look forward to meeting with you on May 12th.

Ann MacLeish  
President

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## PROVINCIAL ASSOCIATION OF PROTESTANT RETIRED TEACHERS

### Preamble

In 1999, the Government of the Province of Quebec legislated a restructuring of the educational system along language lines rather than according to religious background. As a result of that change, the Executive of the PAPRT instituted a series of meetings to discuss necessary changes to be made to the existing constitution of the PAPRT, paying close attention to the original document. Reports of these discussions have been presented to the Board of Directors for suggestion and approval.

We gratefully acknowledge the achievements of the following who established the original document of the constitution of the PAPRT:

Miss Helen Shearing  
Miss Dorothy M. Davison  
Mrs. Ann Robina McKay  
Mrs. Maude B. Graham  
Miss L. Amelia Duguid  
Miss Ruth Parks

In addition to changes made necessary by the move to linguistic boards, we also recognized a change of the roles for educators within the system. Previously the constitution defined its regular members as retired teachers. Now included within school systems is an increasing number of educators who may not hold a teaching certificate, such as librarians, technicians, and vocational assistants. Yet these perform the duties of educators. To include these within the association, a change in name, aside from the removal of the word "Protestant", was necessary.

To provide continuity, much of the original constitution has been incorporated in the new proposal.

The constitution of the PAPRTH&B will remain a separate document.

I NAME: QPARSE

The name of the Association shall be the Quebec Provincial Association of Retired School Educators.

II PURPOSE:

The purposes of the Association are the following:

- (a) to provide a continuity in retirement for all educators previously enrolled in a provincial association,
- (b) to provide information to educators concerning retirement opportunities and benefits,
- (c) to arrange meetings and social events for retired educators for consultation and fellowship,
- (d) to maintain a link with provincial associations, federal associations, and other retirement groups,
- (e) to attend to the needs and welfare of members of the Association.

GENERAL BY-LAWS

BY-LAW NO. I

HEAD OFFICE

The head office of the Association shall be in the city of Montreal, in the Province of Quebec, and at such place therein as the Board of Directors of the Association may, by resolution, from time to time, determine.

BY-LAW NO. II

SEAL

The seal, an impression whereof is stamped on the margin of this document, shall be the seal of the Association.

BY-LAW NO. III

DEFINITION

In these by-laws, unless the context requires a different meaning:

- (a) "Ministry" shall mean the Ministry of Education of the Province of Quebec;

- (b) "Personnel" shall mean educators who have been employed by an English school board in the Province of Quebec;
- (c) "Pensioned personnel" shall mean an educator who has worked in a public or private school who receives a pension from the Government of Quebec;
- (d) "School Board" shall mean an English school board of Commissioners in the Province of Quebec;

#### BY-LAW NO. IV

#### MEMBERS

There shall be three classes of members in the Association; namely, life members, associate members, and honorary members.

1. Life Members - Life membership shall be open to all pensioned educators, and all references in these by-laws to a "member" or to "members" without further qualification shall be read as referring to "life members" only.
2. Associate Members - Associate membership shall be open to:-
  - (a) the husband or wife of a member;
  - (b) the widow or widower of a deceased member.
3. Honorary Members - the Association may, from time to time, elect to honorary membership those whom it wishes to honour for their services to education; however, all recommendations for honorary membership in the Association shall be submitted to the Board of Directors for consideration; and, if approved by the Board, shall be submitted to the Association for formal confirmation at the annual meeting.
4. Admission to Membership - All members currently enrolled in the Provincial Association of Protestant Retired Teachers automatically become members of QPARSE.

Other personnel desiring to become life members and those desiring to become associate members will be admitted to membership upon filing a written application with the treasurer, such application to be in such form as the Board of Directors may, from time to time, determine.

5. Restrictions to Membership - Associate members and honorary members shall be entitled to be present at all meetings of the Association and to take part in all discussions but they shall not be entitled to vote at such meetings or to hold office in the Association.

6. Membership Fees: Members shall pay a fee which may be fixed from time to time by resolution adopted at an annual general meeting, and this fee shall give life membership in the Association.

No fees shall be payable by honorary members.

7. Resignations: Resignations may be made at any time in written form to the Secretary of the Association.

#### BY-LAW NO. V

##### BOARD OF DIRECTORS

1. The affairs of the Association shall be managed by a board of ten directors, each of whom shall hold office for three years.
2. Election and Term of Office - The directors shall be elected at the annual meeting of the Association.

Any vacancy occurring in the Board of Directors between annual meetings shall be filled by the remaining directors for the balance of the unexpired term.

At the annual meeting the Chairman of the Nominating Committee, or another member of that Committee, shall submit a list of nominations and the election of directors shall be held.

3. Vacation of Office - The office of director may be vacated by resignation in writing to the President or Secretary of the Association.
4. Meetings - The Board of Directors may name a definite day in each week or month for the holding of regular Board meetings. The President or Vice-President may call a special meeting from time to time.

A majority of directors shall constitute a quorum.

BY-LAW NO. VI  
(to be checked with a lawyer)

INDEMNIFICATION OF DIRECTORS

Every director of the Association may, with the approval of the Board of Directors, expressed by resolution, be indemnified and saved harmless out of the funds of the Association, from and against all costs, charges, and expenses sustained or incurred in or about any action, suit or proceeding which is brought, commenced or prosecuted against the director, for or in respect of an act, deed, matter or thing made, done or permitted by the director, in or about the execution of the duties of the office, and also from and against all other costs, charges and expenses which are sustained or incurred, in or about or in relation to the affairs thereof, except such costs, charges or expenses as are sustained by the fault of the director.

BY-LAW NO. VII

BOOKS OF THE ASSOCIATION

The Board of Directors shall cause a book or books to be kept wherein there be kept of record:-

- (a) a copy of the Letters Patent incorporating the Association and the original memorandum of agreement;
- (b) a copy of every By-law of the Association;
- (c) the names and addresses of all persons who are or have been members of the Board of Directors or members of the Association and the several dates at which each became or ceased to be a member of the board or of the Association; and
- (d) minutes of all meetings of the Board of Directors and of the Association.

BY-LAW NO. VIII

1. Officers - the officers of the Association shall be:-
  - (a) a President,
  - (b) a First Vice-President;
  - (c) a Second Vice-President;
  - (d) a Recording Secretary;
  - (e) a Corresponding Secretary;
  - (f) a Treasurer
  - (g) a Membership Director

One person may hold more than one office except that of the President and Vice-President.

The Board of Directors may also appoint, from time to time one or more assistants to the secretary or treasurer. These need not be members of the board.

2. Vacancy of Office - In case of vacancy of office, whether through death, resignation or otherwise, the vacancy thereby caused shall be filled by the Board of Directors, the person so named to hold office for the balance of the unexpired term of the vacating officer.

#### BY-LAW NO. IX

#### DUTIES OF OFFICERS

1. President - The President shall preside as Chairman at all meetings of the Board of Directors and of the Association and shall be ex officio a member of all committees other than the Nominating Committee. The President shall exercise general supervision and control over the affairs of the Association and shall perform all duties incidental to the office of President.
2. Vice-Presidents - The Vice-Presidents shall assist the President in all matters and each shall perform such duties as the President may require. In case of the absence of the President or of the President's inability to act, the first Vice-President, or in case of the absence or the inability to act of the First Vice-President, the Second Vice-President shall perform all the duties of the President.
3. Treasurer and Assistant-Treasurer - The Treasurer shall have the care and custody of all funds and securities of the Association and shall deposit the same in the name of the Association in such bank or banks or with such depository or depositories as the Board of Directors may direct. The Treasurer shall present interim financial reports at all meetings of the Board of Directors and shall at all reasonable times exhibit the books and accounts to any director of the Association upon application at the office of the Association during ordinary business hours. The Treasurer shall present all bills for certification, before paying them, to the President or to the committee at whose instance the account was incurred. All disbursements, other than ordinary routine disbursements, shall be made under the direction and supervision of such person or persons as the Board of Directors may, from time to time, by resolution, designate.

The Assistant-Treasurer, if any, shall give such assistance as may be required by the Treasurer and shall replace the Treasurer in case of absence.

In the absence or inability to act of both the Treasurer and the Assistant-Treasurer, if any, the duties of the Treasurer may be performed by a Vice-President.

4. Recording Secretary - The Recording Secretary shall have charge of the minute book and seal of the Association, as well as all other books and records, other than financial records required to be kept by law. This officer shall keep the minutes of all meetings, and shall perform such other duties as may be designated.

5. Corresponding Secretary - The Corresponding Secretary shall at the direction of the president or the Board attend to all correspondence, and shall respond to the Good Will needs of the Association.
6. A Membership Director - The Membership Director shall maintain all membership records of the Association.

BY-LAW NO. X

CONTRACTS AND AGREEMENTS

All contracts, agreements, deeds, transfers, hypothecations, proxies, powers of attorney and other documents required for the purpose of the Association may be signed in the name and on behalf of the Association by either the President or a Vice-President together with either the Treasurer, either Secretary or another member of the Board of Directors or by any other person or persons appointed generally or specifically for the purpose by resolution of the Board of Directors.

BY-LAW NO. XI

ADVISORY BOARD

To enable the Association to attain its objectives, it is in the interest of the Association that local groups of retired school employees, members of the Association, be formed in the off-island districts of the province, and be affiliated with the Association. An Advisory Board of nine counsellors shall be formed, two of whom shall represent the Island of Montreal area, the remaining seven represent the regions 3 to 9 as listed below.

Region 1:	English Montreal School Board
Region 2:	Lester B. Pearson School Board
Region 3:	Eastern Townships School Board
Region 4:	New Frontiers School Board
Region 5:	Central Quebec School Board
Region 6:	Eastern Shores School Board
Region 7:	Riverside School Board
Region 8:	Sir Wilfrid Laurier School Board
Region 9:	Western Quebec School Board

These counsellors shall be appointed by the Board of Directors from among the members of the Association provided that whenever there is an active local association in any of the said geographical areas the Board of Directors shall always appoint, as counsellor, the nominee of such local association.

It shall be the duty of each counsellor to assist the retired employees in the area represented by bringing them into close touch with the work and activities of the Association and to organize and guide local associations wherever possible.

Counsellors shall be entitled to attend two meetings of the Board of Directors.

BY-LAW NO. XII

COMMITTEES

1. Standing Committees - There shall be the following Standing Committees:-
  - (a) A Benefits Committee which will study all matters relating to benefits of retired employees;
  - (b) A Communications and Publicity Committee which will publish a newsletter and publicize special events for the Association;
  - (c) A Membership Committee which will examine and pass upon all applications for membership;
  - (d) A Local Associations Committee which will organize the local groups contemplated by By-law No. XI and act as a liaison body between these groups and the Board of Directors;
  - (e) A Nominating Committee whose duties are outlined hereunder;
  - (f) A Recreational and Educational Committee whose duty it will be to develop programs for the recreation and enjoyment of members and to maintain the interest of members in all educational matters;
  - (g) A Good Will Committee charged with administering the Good Will Fund of the Association;
  - (h) A Consulting Committee to which the Board of Directors may refer for studying any problems which may arise from time to time in connection with the administration or furtherance of the aims of the Association.

The Board of Directors at its first meeting held following the annual meeting shall appoint the Chairmen of all Standing Committees, other than the Nominating Committee, and the Chairman of each committee shall choose members for the committee within the month following the appointment and shall immediately notify the Board of the composition of the Committee.

Chairmen of the committees shall attend meetings of the Board of Directors whenever requested to do so.

2. Nominating Committee - The Board of Directors, in the month of January in each year, shall appoint a Nominating Committee consisting of the immediate Past President of the Association as Chairman (until such time as there is an immediate Past President or if the immediate Past President is not available, such Chairman

shall be chosen by the Board from among the members at large) and three other members some of whom are to be chosen from members residing on the island of Montreal and from members residing off the island of Montreal. This Nominating Committee shall draw up a slate of directors after having ascertained that the persons so nominated are willing to accept the office for which they are nominated. The report of the Nominating Committee shall be submitted to the Board of Directors not later than the 1st of March in each year and a copy of such report shall be forwarded to the members of the Association in such a manner as may be determined by the Board but not later than the 20th of March. Thereafter nominations for the Board may be made by nomination papers signed by at least 10 members and forwarded to the Chairman of the Nominating Committee not later than the 15th of April in the same year, on which day nominations shall close. Any nominations so made must be accompanied by the written consent of the nominees. If by April 15th no nominations at large have been received from the membership at large the Chairman of the Nominating Committee, or the appointed delegate for the Nominating Committee, shall at the annual meeting cast one ballot for the election of the directors nominated by the Nominating Committee.

If nominations are received from the membership at large prior to the 15th of April, a ballot paper will be handed to each member present at the Annual General Meeting who will mark the ballot sheet and return it to the Corresponding Secretary of the Association.

At the annual meeting scrutineers appointed by the Chairman will then tabulate these ballots and the Chairman will announce the result of the voting and the consequent election of the directors.

3. Other Committees - The Board of Directors may, from time to time, create such other Committees as it may deem advisable for the better administration of the affairs of the Association and may, from time to time, delegate to such Committees such powers as it may deem advisable.

#### BY-LAW NO. XIII

##### MEETINGS OF MEMBERS

1. Annual Meeting - The annual meeting of members shall be held at such place in the Province and on such a date in the spring as the Board of Directors may determine.
2. Agenda for Annual Meeting - The order of business at the annual meeting shall be:-
  - (a) The Chairman calls the meeting to order, notes that a quorum is present, requests the Secretary to act as Secretary of the meeting and appoints scrutineers if these are necessary;
  - (b) The notice of the meeting is read;

- (c) The minutes of the last annual meeting are read and confirmed or taken as read;
  - (d) Reports of Officers and Committees are presented;
  - (e) The Treasurer's report and audited statement are presented;
  - (f) Auditors are appointed for the current year. (N.B.: The auditor must not be a director or officer of the Association).
  - (g) Any general discussion;
  - (h) Report of Nominating Committee and election of directors.
3. Special Meetings - Other meetings of members may be convened by order of the Board for any time and for any place.

Upon a written request of any twenty members of the Association addressed to the Board of Directors, the Board shall call a meeting of members, notice of which shall be given to the members in the same manner as provided for meetings called by the Board.

4. Notice - Written notice of any meeting of members shall be given at least five days prior to the holdings of a meeting.

Notice of special meetings shall specify the nature of the business to be transacted.

5. Quorum - Twenty members personally present shall be a quorum for any meeting of members. Should there not be a quorum present at a meeting, the chairman may request that the executive, directors, and members present agree to transact such business as is necessary for the good management of the association. Such an agreement is deemed a valid meeting.

6. Chairman - In the absence of the President and the Vice-President(s) the members present shall choose another director as Chairman and if no director be present, or if all the directors present decline to take the Chair, then the members present shall choose one of their number to be Chairman.

7. Votes - Every question submitted to any meeting of members shall be decided in the first instance by a show of hands and in case of an equality of votes the Chairman shall both on a show of hands and at a poll have a casting vote.

At any meeting, unless a poll is demanded, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by any particular majority, or lost or not carried by a particular majority, shall be conclusive evidence of the fact.

If, at any meeting, a poll is demanded on the election of a Chairman or on the question of adjournment, it shall be taken forthwith without adjournment.

If, at any meeting, a poll is demanded on any other question, it shall be taken in such manner and either at once, or after adjournment, as the Chairman directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

A demand for a poll may be withdrawn.

8. Adjournment - The Chairman may, with the consent of any meeting, adjourn the same from time to time and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

#### BY-LAW NO. XIV

##### FISCAL YEAR

The fiscal year of the Association shall terminate on the 31st of December in each year.

#### BY-LAW NO. XV

##### GENERAL BANKING BY-LAW

1. A bank account or bank accounts shall be kept in the name of the Association in such chartered bank or banks as may from time to time be selected by the directors. All moneys belonging to the Association shall be paid into such bank or banks and all cheques payable upon the Association's bank account or bank accounts shall be signed by such directors or officers as may from time to time be authorized by resolution of the Board of Directors.
2. All bills of exchange, promissory notes and other negotiable instruments shall be accepted, made, drawn or endorsed for and on behalf of the Association by such directors or officers as may from time to time be authorized by resolution of the Board of Directors.

Cheques or other negotiable instruments, paid to the Association's bankers for collection and requiring the endorsement of the Association, may be endorsed on its behalf by such agents or officers as may from time to time be authorized to that effect by resolution of the Board of Directors.

3. All receipts for moneys paid to the Association shall be signed by the Treasurer or any one whom the Treasurer or the President may appoint, and such receipt shall be an effectual discharge for the moneys therein stated to be received.

BY-LAW NO. XVI

GENERAL BORROWING BY-LAW

WHEREAS the Companies' Act empowers the directors of the Association to borrow money for the purposes of the Association when authorized by By-law sanctioned by the members; and

WHEREAS it is necessary and expedient for the purposes of the Association to borrow money on the credit of the Association from time to time; and

WHEREAS neither the charter of the Association nor the statute above mentioned prescribe any limit to the amount which the Association may borrow.

THEREFORE BE IT ENACTED as a By-law of the Association as follows:

That the Board of Directors be and is authorized:

- (a) To borrow money upon the credit of the Association;
- (b) To issue debentures or other securities of the Association and pledge or sell the same for such sums and at such prices as may be deemed expedient;
- (c) Notwithstanding the provisions of the Civil Code, to mortgage or pledge the moveable or immovable property, present or future, of the Association to secure any such debentures or other securities, or give part only of such guarantee for such purposes; and to constitute the mortgage or pledge above mentioned by trust deed in accordance with sections 23 and 24 of the Special Corporate Powers Act (R.S.Q. 1941, Chap. 280) and its amendments.
- (d) To mortgage the immovable property of the Association, or pledge or otherwise affect the moveable property, or give all such guarantees, to secure the payment of loans made otherwise than by the issue of debentures, as well as the payment or performance of any other debt, contract or obligation of the Association;
- (e) The limitations and restrictions contained in the foregoing paragraphs shall not apply to the borrowing of money by the Association on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Association;

The Board of Directors may from time to time authorize any director or directors, officer or officers, employee of the Association, or other person or persons, whether connected with the Association or not, to make arrangements with reference to the money borrowed or to be borrowed as aforesaid, and as to terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Association as the Board of Directors of the Association may authorize, and

generally to manage, transact and settle the borrowing of money by the Association.

- (f) The Board of Directors may from time to time authorize any director or directors, officer or officers, employee of the Association or any other person or persons, whether connected with the Association or not, to sign, execute and give on behalf of the Association all documents, agreements and promises necessary or desirable for the purposes aforesaid and to draw, make, accept, endorse, execute and issue cheques, promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments and the same and all renewals thereof or substitutions therefor so signed shall be binding upon the Association.

And as part of this authority to apply from time to time to any chartered bank or other lender for advances of money by the discount of bills of exchange or promissory notes as aforesaid or upon the credit of the Association and to give securities therefor.

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Association possessed by its directors or officers independently of a Borrowing By-Law.

#### BY-LAW NO. XVII

#### INTERPRETATION

In all By-laws of the Association, the singular shall include the plural and the plural the singular; the word "person" shall include firms and corporations and the masculine shall include the feminine, and the feminine the masculine.

#### BY-LAW NO. XVIII

#### MAKING, REPEALING OR AMENDING BY-LAWS

In addition to the present By-laws the Board of Directors may from time to time make further By-laws for the regulation and management of the business and affairs of the Association and may likewise from time to time repeal or amend the present B-laws, but every such By-law and every repeal or amendment, unless in the meantime confirmed at a general meeting of the Association duly called for that purpose shall only have force until the next annual meeting of the Association and in default of confirmation thereat, shall, at and from that time, ceased to have force and effect.

However, such By-laws and every repeal or amendment shall come into force only from the date of the publication in the Quebec Official Gazette of a notice of their approval by the Provincial Secretary, pursuant to the provisions of Section 225 of the Quebec Companies Act.