

CHAPTER 6 - ANNUAL GENERAL ASSEMBLY

6.1 Supreme Authority

The Annual General Assembly of the Board of Governors shall constitute the Supreme Authority of the Corporation. It shall direct the affairs of the Corporation and shall retain all rights and privileges as it sees fit.

6.2 Exclusive Prerogative

The General Assembly shall have Exclusive Prerogative to vote on any and all of the following matters:

- a) election of the National President and National Vice-Presidents;
- b) approval of the Corporation's budget for the ensuing year;
- c) acceptance of the Corporation's Financial Statements of the preceding year;
- d) determination of the Convention Site.

6.3 Specific Responsibilities

The General Assembly shall:

- a) receive and act upon the final reports from the National President, Past President and the National Vice-Presidents;
- b) receive and act upon reports and general policy recommendations from the National Board, the Long Range Planning Committee and other committees as may be established from time to time;
- c) receive and act upon recommendations from the National Board in regard to programs or resolutions;
- d) receive, ratify, adopt or amend the Year of Planned Action (YPA) presented by the National Board. The proposed YPA must be distributed to Local Chapters no less than thirty (30) days before the Annual General Assembly;
- e) appoint an independent auditor to audit the accounts of the Corporation within four (4) months of the end of fiscal year. The auditor's report shall be circulated to all members of the National Board within thirty (30) days of the completion of the report and reported to the next General Assembly.

6.4 Meetings

The Annual Meeting of the General Assembly shall be held at the time of the National Convention in June at a site designated by the previous General Assembly. Special Meetings may be called by a majority vote of the Governors on a mail ballot.

6.5 Composition

1. Official Representatives

The General Assembly shall be composed of the Delegate Governors elected/appointed by Local Chapters as prescribed in these By-laws and shall receive no remuneration other than expenses approved by the Local Chapter or the Corporation.

2. Officers

All members of the National Board shall also be members of the General Assembly with speaking rights, but shall have no right to vote. All members of the National Board shall have the right to propose and second motions in the General Assembly.

6.6 Observers

All past officers of the National Board attending the General Assembly shall be seated as observers with no rights whatsoever, except as may be provided in these By-laws.

6.7 Voting

1. In any vote by the General Assembly, all Local Chapters whose current fees, as prescribed by the By-laws, are paid, shall have a total number of votes based on the sum of their maximum entitlement as prescribed in the By-laws. The right to vote at all National Meetings shall be conditional upon fees having been paid as prescribed in the By-laws.

2. Except for the election of officers and choosing of the Convention site, voting at the General Assembly shall be by open vote. Voting shall be by roll call, however, when requested by more than one (1) Local Chapter. Every Local Chapter shall be entitled to the following voting rights:

	Total Votes
All Chartered Local Chapters will receive:	
up to 100 members	1
101 - 190 members	2
191 - 300 members	3
301 - 400 members	4
and so on	

6.8 Proxies

1. When Allowed

In any vote in the General Assembly, an Individual Member in good standing may cast a proxy vote for a Local Chapter in good standing. No Local Chapter shall carry more than three (3) times the number of votes to which that Local Chapter is entitled. Notwithstanding the above, a Regional President may carry proxy votes up to a maximum of fifty (50) percent of the total number of votes from his Region. Mail voting is not allowed.

2. How Designated

All proxies must be authorized in writing by the President or Secretary of the Local Chapter so represented. Proxy forms shall be attached to all notices of meetings to Chapters.

6.9 Quorum

At all meetings of the General Assembly whether annual or special meetings, the requirements of a quorum shall be fulfilled when the official representatives in person or by proxy represent one-quarter (1/4) of the Local Chapters of the Corporation in good standing with a minimum of 3 Governors.

6.10 Majority

Unless the *Canada Corporations Act* or these By-laws otherwise provide, all matters to be determined by the General Assembly shall be a simple majority of votes cast.

6.11 Resolutions and Public Pronouncements

1. Issuance

Resolutions or Public Pronouncements shall be issued only:

- a) In the name of the Corporation by the National President or designate;
- b) In the name of a Region by the Regional President responsible or designate;
- c) In the name of a Local Chapter by the Local Chapter President or designate.

2. Purpose

All resolutions or public pronouncements shall be designed to promote the purposes and objectives of the Corporation.

3. Authority for Resolutions

The General Assembly of the Corporation or a meeting of the relevant Local Chapter, shall have the sole authority to consider and authorize a resolution in the name of the Corporation or Local Chapter as the case may be.

4. Notice

All resolutions to be considered by the General Assembly of the Corporation must be received by the National Headquarters at least ninety (90) days before the commencement of the meeting. Resolutions not received by the deadline for submission may be considered by the General Assembly of the Corporation if they are accepted by a two-thirds (2/3) majority of the delegates.

5. Majority & Duration

Resolutions may be carried by a simple majority of the valid votes cast at the appropriate General Assembly, and if carried the resolution shall be a statement of the position of the Corporation or Local Chapter, as the case may be, for a period of one (1) year unless superseded by a subsequent resolution or public pronouncement concerning the same issue.

6. Authority for Public Pronouncements

The National Board of the Corporation or of the relevant Local Chapter, shall have the sole authority to consider and authorize a public pronouncement in the name of the Corporation or Local Chapter, as the case may be.

7. Need for Public Pronouncements

Public pronouncements shall be made only where, in the opinion of the appropriate Board of Directors, there is some urgency requiring a statement of the position of the Corporation or Local Chapter, as the case may be, which cannot reasonably be delayed until after the next meeting of the appropriate General Assembly.

8. Change in Circumstances

Public pronouncements which supersede a valid existing resolution of the appropriate General Assembly shall not be made unless there exists, in addition to the urgency set out in 7. above, some significant change in circumstances or facts, which, in the opinion of the appropriate Board of Directors, reasonably requires an alteration of the then subsisting position of the Corporation or Local Chapter as the case may be.

9. Majority & Duration

Public pronouncements may be carried only by a two-thirds (2/3) majority of the appropriate Board of Directors, and if carried, shall be a statement of the position of the Corporation or Local Chapter as the case may be, until the next regularly scheduled General Assembly unless superseded by a subsequent public pronouncement concerning the same issue.