

# Constitution & By-Laws

Approved by RA Membership  
at the May 18, 2023 Annual General Meeting



*A not-for-profit serving our community for over 80 years*



RACentreOttawa

# CONSTITUTION OF THE RECREATION ASSOCIATION OF THE PUBLIC SERVICE OF CANADA

## TITLE

The Constitution, which embraces Letters Patent and By-Laws shall be known as the Constitution of The Recreation Association of the Public Service of Canada and may be cited as the "RA" Constitution.

## PART 1

### LETTERS PATENT

#### PROVINCE OF ONTARIO

By the Honourable

HARRY CORWIN NIXON,

Provincial Secretary

To all to whom these Presents shall Come Greeting

**WHEREAS** The Companies Act provides that, with the exceptions therein mentioned, the Lieutenant-Governor may by Letters Patent create and constitute bodies corporate and politic for any of the purposes to which the authority of the Legislature of Ontario extends:

**And WHEREAS** by the said Act it is further provided that the Provincial Secretary may under the Seal of his office have, use, exercise and enjoy any power, right or authority conferred by the said Act on the Lieutenant-Governor;

**And WHEREAS** by their Petition in that behalf the persons herein mentioned have prayed for Letters Patent constituting them a body corporate and politic for the due carrying out of the undertaking hereinafter set forth;

**And WHEREAS** it has been made to appear that the said persons have complied with the conditions precedent to the grant of the desired Letters Patent and that the said undertaking is within the scope of the said Act;

**NOW THEREFORE KNOW YE** that under the authority of the hereinbefore in part recited Act I do by these Letters Patent constitute the Person hereinafter named that is to say: Joseph Mary Mooney, John Royden Baxter, Marion Adair Wilson, Walter Joseph Palmer and Wilfred Manley Sprung, all of the City of Ottawa, in the County of Carleton and Province of Ontario, Civil Servants; and any others who have become subscribers to the Memorandum of Agreement of the Corporation, and persons who hereafter become members thereof, a Corporation without share capital under the name of:

### THE RECREATION ASSOCIATION OF THE PUBLIC SERVICE OF CANADA

for the following purposes and objects, that is to say: TO encourage and promote lawful amateur games and exercises and social activities of all kinds and for the purpose aforesaid:

1. TO purchase, take on lease, hire or otherwise acquire and hold lands or buildings or any interest therein for the purposes of park, sport, recreation, amusement and entertainment;
2. TO erect buildings on such lands or any of them for the organization and encouragement of athletic and social activities among Dominion Government employees and for the purposes of entertainment;
3. TO equip the same with gymnasium, bowling alleys, billiard rooms, swimming pool and other apparatus; and
4. TO use, convert, adapt and maintain all or any of such lands, buildings and premises for the purposes aforesaid or any of them, with their usual and necessary adjuncts;

**THE HEAD OFFICE** of the Corporation to be situated at the said City of Ottawa; and

**THE FIRST Directors** of the Corporation to be Joseph Mary Mooney, John Royden Baxter, Marion Adair Wilson, Walter Joseph Palmer and Wilfred Manley Sprung, hereinbefore mentioned;

**AND IT IS HEREBY ORDAINED AND DECLARED THAT:**

1. The subscribers to the Memorandum of Agreement of the Corporation shall be the first members and the Corporation shall consist of the subscribers and of those who shall hereafter be duly elected as members of the Corporation in accordance with the By-Laws and regulations from time to time in force;
2. The interest of a member of the Corporation shall not be transferable, and shall lapse and cease to exist upon the death of such member or when such member shall cease to be a member by resignation or otherwise in accordance with the By-Laws and regulations from time to time in force;
3. The Directors of the Corporation shall constitute the Committee of Management of the Corporation;
4. The Directors may, from time to time, make By-Laws and regulations not contrary to law or any provision of the Letters Patent, Supplementary Letters Patent, if any, or The Companies Act, and, from time to time, amend, vary or repeal the same, respecting:
  - 4.1. the admission of members and the election or appointment of Directors and Officers;
  - 4.2. the time and place of holding and the calling of meetings of members and Directors and the requirements as to proxies and the procedure at and the conduct of such meetings;
  - 4.3. the payment of Officers and employees; and
  - 4.4. the control, management and conduct of the affairs of the Corporation.
5. Every By-Law and regulation and every repeal, amendment, modification or variation thereof, unless in the meantime confirmed at a General Meeting duly called for that purpose, shall have force only until the next Annual Meeting of the Corporation, and in default of confirmation thereat shall from that time cease to have the force and in that case no new By-Law or regulation to the same or the like effect or re-enactment thereof shall have any force until confirmed at a General Meeting of the Corporation; and

6. Such By-Laws, regulations, amendments, modifications and variations shall replace, exclude and modify the regulations set out in Form 4 in the Schedule to The Companies Act, save that in any matters covered by such Form 4 and not provided for in the Corporation's By-Laws, regulations or amendments, the regulations and provisions of the said Form 4 shall apply and be in force, but all such matters which, after the passing of the Corporation's first By-Laws and regulations, may be left to be governed by such Form 4, may be varied, amended, excluded or modified by any By-Laws or regulations;

**AND IT IS HEREBY FURTHER ORDAINED AND DECLARED** that the said Corporation shall be carried on without the purpose of gain for its members, and that any profits or other accretions to the Corporation shall be used in promoting its objects.

GIVEN under my hand and Seal of office at the City of Toronto in the said Province of Ontario this eighth day of January in the year of Our Lord one thousand nine hundred and forty-one.

(SEAL)

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(Signed) H.C. Nixon Provincial Secretary

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## **1. Interpretation**

- 1.1. "Association" or "RA" means The Recreation Association of the Public Service of Canada.
- 1.2. "Board of Directors" or "Board" means the Board of the Association.
- 1.3. "Election year" means the year in which elections are scheduled to be held.
- 1.4. "Member in good standing" means a member of the Association whose membership fees are up to date, who is not under suspension, and whose membership has not been revoked. Memberships are offered to the public and are purchased according to a fee schedule approved by the Association, or are part of a Board-approved award.
- 1.5. Time limits mentioned throughout the By-Laws are based on "calendar days".
- 1.6. "Partner" means a person residing at the same address as the member, to whom the member is married or with whom the member has lived in a "common law" relationship for a period of not less than one (1) year.

## **2. Code of Ethics**

- 2.1. The Association shall have a Code of Ethics setting out the values to be respected by all who participate in the activities of the Association.
- 2.2. The Code of Ethics shall be accessible to all RA members.
- 2.3. The Association will strive to communicate with members in the official language of their choice.

## **3. Memberships**

- 3.1. Membership in the Association shall be classified as Voting Members and Non-Voting Members.
- 3.2. Voting Members are Association members:
  - who are eighteen (18) years of age or older;
  - who have been a member in good standing for a minimum of four (4) months at the time of a member vote;
  - whose membership fees in the Association, an RA club, activity or league are paid to date;
  - who is a Club Life Member or Association Life Member as approved by the Board and as such is not required to pay fees.
- 3.3. Non-Voting Members are Association Members:
  - who are not eighteen (18) years of age or older at the time of a member vote;
  - who have not been a member for a minimum of four (4) months at the time of an Annual General Meeting or a Special General Meeting of the Association;

- who are not a member in good standing of the Association;
- who were previously awarded by the Association with Pioneer or Founding Membership, or designated as Patrons and Officers; as of the date of enactment of these By-Laws, no new memberships will be granted with respect to the following memberships classes: Pioneer Members, Founding Members or designated Patrons or Officers;
- who are an Honorary Member as approved by the Board with clearly defined benefits and privileges but not the right to vote.

3.4. Recognition and Awards. The Board shall, every second year, appoint a Recognition and Awards Committee, chaired by a Board Director and comprised of three (3) other Voting Members in good standing, for the purpose of recommending to the Board within the criteria identified by the Board, the names of members to be honoured with:

- Association Life Membership;
- Club Life Membership;
- Any other recognition or award as may be identified by the Board from time to time.

A motion to make such appointments shall be approved by a two-thirds (2/3) majority vote of the Board Directors present at the Board meeting.

3.5. Suspension or revocation of membership. The Board may suspend or revoke membership in the Association for just cause and by majority vote, provided that written notice is given to the member of their privilege to appear, with a representative, for a hearing before the Board, at least twenty-four (24) hours in advance of the meeting.

## **4. Board of Directors**

### **4.1. Composition of Board**

- 4.1.1. The Board is comprised of a maximum of seventeen (17) voting members, including the immediate Past President.
- 4.1.2. At its discretion, the Board may appoint the immediate Past President as a voting member of the Board, to be voted on at the first meeting of the new Board.
- 4.1.3. Ex-Officio, Non-Voting Members may be appointed by the Board, and will include at minimum, the CEO and the CFO of the Association. A Past President may also be appointed should the immediate Past President be unwilling or unable to sit as a Voting Member.

## 4.2. Eligibility

4.2.1. Any person is eligible to be a Voting Member of the Board of Directors who

- is a Voting Member in good standing of the Association;
- is a resident of Canada;
- is at least eighteen (18) years of age;
- is not an un-discharged bankrupt;
- is not an employee of the Association;
- is otherwise legally competent to conduct business and enter into contracts under the laws of Canada and Ontario;
- is not a member of the Nominations and Elections Committee.

4.2.2. Any member who has been elected or appointed as a Director, must do the following prior to participating as a Voting Member of the Board:

- must resign from any club executive committee;
- must complete a Non-Disclosure Agreement (NDA) and a Conflict of Interest Statement (COIS);
- must pass a police record check.

## 4.3. Powers, Duties and Functions

4.3.1. Each Director shall have only one (1) vote. The President or acting President shall vote only to break a tie vote.

4.3.2. Subject to Ontario legislation in force and subject to 4.3.3, the Board determines the policy, oversees the affairs of the Association, and may exercise all the powers of the Association that are not required to be exercised by a General Meeting of the Association.

4.3.3. Subject to Ontario legislation in force, the Association may, by an Annual General Meeting or Special General Meeting, approve By-Laws limiting or extending the powers of the Board, but no such By-Laws shall have the effect of invalidating anything done by the Board prior to the making of such By-Laws.

4.3.4. The Board has the legal responsibility and obligation to oversee the Association in the interests of its members, and in accordance with the RA Management Framework (RAMF), which may be updated by the Board from time to time.

4.3.5. The Board has the sole right and authority to establish Board committees to deal with issues arising in the governance of the Association.

4.3.6. Any Director or Officer designated by the Board may certify a copy of any instrument, resolution, By-Laws, or other document of the Corporation to be a true copy thereof.



4.3.7. The Board may from time to time:

- borrow money on the credit of the Association;
- issue, sell or pledge debt obligations (including bonds, debentures, debenture equities or other like liabilities) of the Association but no invitation shall be extended to the public to subscribe for any such debt obligations;
- charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Association; and
- delegate the powers conferred on the Board under this By-Law to the CEO or the CFO of the Association to such extent and in such manner as the Board shall determine.

4.3.8. The budget assumptions reflect strategic input factors for the preparation of the Association's budget. Budget assumptions for the ensuing fiscal year shall be submitted to the Board for approval prior to the commencement of the new fiscal year.

4.3.9. The budget shall be submitted to and approved by the Board by the second regular Board meeting in the new fiscal year.

#### 4.4. Removal of Directors

4.4.1. The office of a Director shall be vacated immediately:

- if a Director fails to attend three (3) consecutive regular meetings of the Board, unless just cause is shown for these absences and the Director is granted leave of absence by the Board;
- if the Director resigns office by written notice, which resignation shall be effective at the time it is received by the Association or at the time specified in the notice, whichever is later;
- if the Director dies;
- if the Director becomes bankrupt;
- if the Director is found to be incapable of managing property by a court or under Ontario law;
- if, at a meeting of the Members, a resolution is passed by a two-thirds (2/3) majority of Voting Members present and voting in accordance with By-Laws 4.4.2;
- if a Director is no longer a member in good standing of the Association.

4.4.2. Before notice of the meeting is given, the Director shall:

- be notified in writing of the proposed resolution; and
- have the privilege of appearing, with a representative, for a hearing before the Board or a committee appointed by the Board for that purpose.

#### 4.5. Validity of Acts

4.5.1. All actions taken at any meeting of the Board or of a Board Committee, notwithstanding that it is afterwards discovered that there was some defect in the appointment or election of any member of the Board or Board Committee, or they were disqualified, shall be valid as if every such person had been duly appointed or elected and was qualified to so act.

#### 4.6. Term of Office

4.6.1. The term of office of the immediate Past President shall be two (2) years.

4.6.2. No Director shall serve for more than two (2) consecutive terms of office.

4.6.3. The term of office of an elected Director shall commence three (3) weeks after the date of said Director's respective election, and will end three (3) weeks following the date that said Director will be required to stand for re-election, subject to any earlier resignation or removal in accordance with the terms herein.

4.6.4. Notwithstanding the provisions of 4.6.1, any member appointed under By-Laws 5.1 to serve the balance of a Director's term which amounts to twelve (12) months or less may serve for two (2) full consecutive terms of office, up to a maximum of nine (9) consecutive years on the Board.

#### 4.7. Remuneration

4.7.1. Directors shall not be remunerated for their work for the Association. They may be reimbursed for expenses incurred by them in the course of performing their duties provided such expenses are approved by the Board in advance.

#### 4.8. Conflict of Interest

4.8.1. A Director who is in any way personally directly or indirectly interested in a contract or a transaction, or proposed contract or transaction, with the Association, shall make the disclosure required by applicable legislation. No Director shall attend any part of such a meeting of Directors or vote on a resolution to approve any such contract or transaction.

### **5. Election of Directors**

5.1. Elections. The election of Directors shall be held every second year by Voting Members in good standing as determined under By-Laws 3.2, at a date fixed by the Board. Should positions become vacant prior to an election, the Board may appoint additional Directors, provided that the number of appointed Directors does not exceed one-third (1/3) of the number of Directors elected in the previous election.

#### 5.2. Nominations and Elections Committee

5.2.1. The Board shall appoint from among Voting Members in good standing, who are not members of the Board and are not standing for election to the Board, three (3) members to serve on the Nominations and Elections Committee. The members of this committee shall elect a chairperson from among their numbers.

5.2.2. The Board shall provide to the Nominations and Elections Committee its mandate including:

- the date of the Annual General Meeting;
- the dates of the election period;
- the effective date of the new Board's mandate;
- other directions as may be determined by the Board.

5.2.3. The role of the Nominations and Elections Committee is to present to Association members, candidates for election to the Board, and to ensure that the By-Laws, policies and Board-approved mandate, are adhered to.

### 5.3. Nominations for Election

5.3.1. A nomination shall be made in writing by at least two (2) Voting Members themselves eligible to be a member of the Board of Directors, shall indicate in writing the consent of the nominee to serve on the Board, and shall be submitted by the date requested.

### 5.4. Balloting

5.4.1. The method of election shall be by a secret ballot which, provided ballot secrecy is maintained and at the discretion of the Chairperson of the Nominations and Elections Committee, may be deposited in a sealed box or boxes placed at the RA Centre and/or other locations or be received through regular mail, telephone or electronic means.

## 6. **President of the Board of Directors**

### 6.1. Election of President

6.1.1. In an election year, following the confirmation of the Board elections, the Directors shall elect from among their numbers the President of the Association for a two-year term. This will occur at the first meeting of the newly elected Board. The President shall perform such duties as defined by the Board to meet the needs of the organization.

## 7. **Vice-President of the Board of Directors**

### 7.1. Election of Vice-President

7.1.1. In an election year, immediately following the election of the President, the Directors shall elect from among their numbers the Vice-President of the Association for a two-year term. This will occur at the first meeting of the newly elected Board. The Vice-President shall perform such duties as defined by the Board to meet the needs of the organization.

## **8. Secretary of the Board of Directors**

8.1. The Vice-President shall assume the position of Secretary of the Board for a two-year term and shall ensure that such duties are performed as defined by the Board to meet the needs of the organization.

## **9. Meetings of the Board of Directors**

### 9.1. Notice of Meetings

9.1.1. Notice of regular meetings shall be given in such a manner as the Board may from time to time determine.

9.1.2. Notice of a special meeting shall be provided to each Director not less than two (2) days before the meeting is to take place, stating the purpose of the meeting.

## **10. Meetings of the Association**

### 10.1. Annual General Meeting (AGM)

10.1.1. The AGM shall be convened from the City of Ottawa no later than fifteen (15) months after the last Annual General Meeting on a day and at a location, virtual location or both, as fixed by the Board of Directors.

10.1.2. Notice of the AGM of the Association shall be given in the RA News and other appropriate electronic media, and prominently posted throughout the RA Centre and appropriate offsite facilities, not more than fifty (50) days and not less than ten (10) days prior to the date of such meeting, stating the place, time and object of the meeting.

10.1.3. The business to be transacted at the AGM shall include:

- Adoption of minutes of the previous AGM and of any Special General Meetings held since the previous AGM;
- Business arising from the last minutes and any unfinished business;
- Approval of any By-Laws changes recommended by the Board and having been in effect pending approval by Voting Members;
- Consideration of the financial report;
- Consideration of the President's report;
- Appointment of auditors;
- New Business as set out by the Board;
- Any motion(s) put forward to the Board, duly moved and seconded by Voting Members, within five (5) days of the meeting notice having been published.

### 10.2. Special General Meetings (SGM)

10.2.1. The Board may, at any time, convene an SGM.

10.2.1.1. An SGM shall be convened from the City of Ottawa on a day and at

a location, virtual location or both as determined by the Board;

- 10.2.2. An SGM shall be called if a request is made in writing by a minimum of two hundred (200) eligible Voting Members that are eligible as per By-Laws 4.2, for any purpose connected with the affairs of the Association that does not fall within the exceptions listed in the appropriate legislation, or is otherwise inconsistent with such legislation.
  - 10.2.3. The business transacted at an SGM shall be limited to the item or items stated in the notice of meeting, and Voting Members shall be provided with sufficient information to permit them to form a reasoned judgement on the decision to be taken. Decisions shall be binding upon the Board.
  - 10.2.4. Notice of an SGM of the Association shall be given to all Voting Members, via the RA News and other appropriate electronic media, and prominently posted throughout the RA Centre, not more than fifty (50) days and not less than ten (10) days prior to the date of such meeting, stating the place, time and object of the meeting.
- 10.3. Eligibility, Quorum and Voting
- 10.3.1. The presence, virtual presence or both of at least thirty (30) Voting Members that are eligible as per By-Law 4.2 shall be necessary to constitute a quorum at the AGM or SGM of the Association.
  - 10.3.2. Only Voting Members are entitled to attend Annual General Meetings or Special General Meetings of the Association.
  - 10.3.3. Notwithstanding anything to the contrary in these By-Laws, an AGM or SGM may, at the discretion of the Board, be held by means of video or teleconference or any other electronic communication facility or any combination thereof that permits Members participating in such a meeting to communicate adequately with one another during the meeting.

## **11. Administration - General**

- 11.1. All payments made by the RA are to be in accordance with the RA Management Framework (RAMF).
- 11.2. The financial records and statements of the Association shall be audited prior to the Annual General Meeting of the Association by a chartered accountant appointed at the previous Annual General Meeting of the Association and the audit shall be forwarded to the Board. A summary report shall be presented to the Annual General Meeting.
- 11.3. The financial year of the Corporation shall end on December 31 in each year, unless otherwise fixed by resolution of the Board of Directors.
- 11.4. Adequate insurance shall be purchased to cover all RA assets on a replacement basis.
- 11.5. Adequate insurance shall be purchased to cover every Director or Officer of the Association or other person who has undertaken any liability on behalf of the Association and the heirs, executors and administrators, and estate and effects

of such person, respectively, shall be indemnified and saved harmless out of the funds of the Association.

## **12. Amendments to the Constitution and By-Laws**

- 12.1. The Association shall not amend its Constitution or By-Laws in any other manner than described herein.
- 12.2. The Constitution and By-Laws of the Association may be amended by the Board provided that amendments are approved by three-quarters (3/4) of the votes cast by the Directors present, and such changes will have force only until a vote at the next Annual General Meeting or a Special General Meeting called for that purpose.
- 12.3. Changes to the "Constitution and By-Laws of the Recreation Association of the Public Service of Canada" approved by the Board shall be approved by Voting Members by majority vote at the next Annual General Meeting, or the changes will cease to have force.
- 12.4. Changes to the Association Constitution and By-Laws approved by the Board can also be approved at a Special General Meeting called for that purpose, by a two-thirds (2/3) majority of the votes cast by the Voting Members present.
- 12.5. Any amendment to the By-Laws that affects the term of office of Directors or the election procedures must be passed by RA Membership at an Annual General Meeting or a Special General Meeting before it comes into effect.
- 12.6. Notices of Motion to amend the RA Constitution and By-Laws shall be provided to Directors at least one (1) month prior to the meeting of the Board at which these amendments will be discussed.
- 12.7. Notices of Motions to amend the RA Constitution and By-Laws shall be published in the RA News and other appropriate electronic media, and prominently posted throughout the RA Centre and appropriate offsite facilities, in advance of the Annual General Meeting or Special General Meeting. Hard copies and electronic copies shall be made available for Voting Members upon request, twenty-one (21) days prior to the meeting.

## **13. Clubs**

- 13.1. The Board shall have the exclusive authority to establish and discontinue clubs under the control of the Association.