

## **CONSTITUTION OF THE CONFERENCE OF DEFENCE ASSOCIATIONS**

### **NAME**

1. The name of the organization shall be The Conference of Defence Associations. It may be cited as CDA for purposes of the *Constitution*.

### **OBJECTIVES**

2. The objectives of the Conference of Defence Associations are: to consider the problems of national security; to assist the Government of Canada in placing these problems before the people of Canada; to coordinate the activities of the member associations in matters of common interest in all branches of the Canadian Armed Forces; to make such recommendations to the Government of Canada through the Minister of National Defence or to various Parliamentary Committees on matters of defence policy as may appear expedient; and generally to promote the efficiency and well being of the Canadian Armed Forces. CDA shall be a non-profit organization

### **HONOURARY OFFICERS**

3. The Governor General of Canada shall be requested to become the Patron of CDA.

### **MEMBERS OF CDA**

4. The following associations *are* members of CDA:

- **The Royal Canadian Armoured Corps (Cavalry) Association (RCACA)** – Representing the Armoured Branch
- **The Royal Canadian Artillery Association (RCAA)** – Representing the Artillery Branch
- **The Canadian Military Engineers Association (CMEA)** – Representing the Military Engineering Branch
- **The Canadian Forces Communications and Electronics Association (CFC&EA)** Perpetuating the Canadian Signals Association and representing the Communications and Electronics Branch
- **The Canadian Infantry Association (CIA)** – **Representing the Infantry Branch**
- **The Canadian Forces Logistics Association (LOGA)** – Representing the Logistics Branch, and perpetuating the Royal Canadian Army Service Corps Association (RCASCA), The Royal Canadian Ordnance Corps Association (RCOCA) and The Royal Canadian Army Pay Corps Association (RCAPCA)
- **The Royal Canadian Dental Corps Association (RCDCA)** – Representing the Dental Branch

- **The Electrical Mechanical Engineering Association (EMEA)** – *Representing the Electrical and Mechanical Engineering Branch and perpetuating the Royal Canadian Electrical and Mechanical Corps Association and the Land Ordnance Engineering Branch Association*
- **The Canadian Intelligence & Security Association (CISA)** – Representing the Security and Intelligence Branches
- **The Royal Canadian Legion (RCL)** – Representing its members, particularly Canadian and Commonwealth Veterans
- **The Air Force Association of Canada (AFAC)** – Representing the Air Operations Branch
- **The Naval Officers' Association of Canada** \_ Representing the Naval officers
- **The Navy League of Canada**

Additional member Associations may be included upon approval in accordance with Article 34.

### **ASSOCIATE MEMBERS**

5. Other organizations having similar aims and interests may be elected Associate Members at any AGM on recommendation of the Council. With the consent of such associate members, CDA may provide representation on their behalf to the Government of Canada in matters of national *security*. The list of associate members will be reviewed annually by the Council prior to the Annual General Meeting (AGM). The list, revised as necessary, will be recommended by the Council to the AGM for approval. The list of Associate Members will be published as an annex to the report of each AGM.

### **GOVERNANCE OF CDA**

6. The governance and direction of CDA shall be by an Executive Committee responsive to the Council and responsible for:

- conducting the business and operations of CDA between AGMs/SGMs/Council Meetings;
- submitting recommendations for consideration at AGMs/SGMs and Council meetings; and
- managing the finances of CDA within the approved annual budget.

7. The calling of and conduct of Executive Committee meetings shall be in accordance with such rules as may be established from time to time by the Executive Committee.

## **COMPOSITION OF THE COUNCIL**

8. Composition:
  - a. The Council shall be composed of an Executive Committee, and the President, or the alternate designated member, from each member association.
  - b. The Executive Committee shall normally consist of six officers: a Chairperson and four Vice-Chairpersons who shall be elected annually by the member Associations of CDA at the AGM, and the immediate past Chairperson if available and so elected. One of the Vice-Chairpersons shall be elected as Senior Vice-Chairperson.
  - c. The Vice-Chairpersons shall be responsible for, but not limited to, public affairs, advocacy, analysis, finance and membership.
  - d. The Vice-Chairpersons and Past Chairperson shall attend Council as non-voting members but may make and second motions. The Chairperson may vote only to cast a deciding vote.
  - e. The Council may appoint other non-voting members to the Executive Committee, and to the Council from time to time by name or as ex-officio. A list of non-voting appointments, and the names of incumbents shall be published at the end of any listing of members of the Executive Committee and the Council.
  - f. CDA will determine by vote annually the incumbent for each elected position. However to provide continuity, the Chairperson would normally succeed to the Past Chairperson position and the Senior Vice-Chairperson would succeed to the Chair.
  - g. The Council and Executive Committee shall be assisted by a Secretariat.

## **SECRETARIAT**

9. A Secretariat shall be appointed by the Executive Committee. All members shall hold office at the pleasure of the Executive Committee. Members of the Secretariat may include:
  - a. The Executive Director;
  - b. The Executive Secretary/Treasurer;
  - c. The Public Affairs Officer;
  - d. The CDA Historian/Archivist;
  - e. The Honourary Counsel; and
  - f. Such other members as from time to time are required.

## **AUDITOR**

10. An auditor shall be nominated by the Nominating Committee for appointment by the AGM of CDA and shall serve for a period of one year. The auditor shall examine the

financial records of CDA covering the preceding fiscal year and shall submit a report in writing to the AGM of CDA.

### **PRESIDING OFFICER**

11. The Chairperson, or in the absence of the Chairperson, the Senior Vice-Chairperson shall preside at all meetings of CDA, the Executive Committee and the Council. In the absence of both the Chairperson and the Senior Vice-Chairperson those members present shall elect a Chairperson for the meeting. The presiding officer may vote to cast a deciding vote.

### **ANNUAL GENERAL MEETING(AGM)**

12. The AGM of CDA shall be held in each calendar year at such time, date, and place, as may be fixed by the Chairperson with the approval of the Council. Notice of such meetings shall be given by mail, or electronically to the member associations and associate members of CDA, not less than thirty days prior to the date of the AGM.

### **SPECIAL GENERAL MEETING (SGM)**

13. A Special General Meeting (SGM) of CDA may be called at any time by the Chairperson, or at the written request of a minimum of 50% of the member associations. Notice of such meeting shall be given by the Executive Director by mail, or electronically to the member associations and associate members of CDA not less than fifteen days prior to the date of the SGM.

### **REPRESENTATION TO AND VOTING RIGHTS AT AGMs/SGMs/COUNCIL MEETINGS**

14. Voting Rights

*a.* Members of the Executive Committee shall attend all AGMs and SGMs of CDA as non-voting members, except that the Presiding Officer may vote to cast a deciding vote.

*b.* Each member association shall be entitled to send its President, or an alternate appointee, as a voting delegate to all AGMs, SGMs or Council meetings. The name of the voting delegate shall be made known to the Chairperson and the Executive Director prior to any meeting. This voting member may be accompanied by additional non-voting delegates and observers.

*c.* The Executive Director will arrange for such members of the Secretariat as he deems necessary to attend all such meetings, but as non-voting members.

*d.* Associate members, may send official, non-voting delegates and observers to the AGMs/SGMs and Council meetings of CDA.

### **QUORUM FOR AN AGM/SGM OF CDA**

15. Two-thirds of those entitled to vote at an AGM/SGM shall constitute a quorum for the holding of meetings and the transaction of business.

### **COUNCIL MEETINGS**

16. The Council shall meet:

- a. at least once per year prior to the AGM on a date to be determined by the Chairperson with approval of the Council; or
- b. at the request of two-thirds of member associations submitted in writing *or electronically* to the Executive Director not less than fifteen days prior to the date of such meeting.

### **ANNUAL BUDGET**

17. Included in the business of a Council meeting associated with the AGM shall be the approval of an annual budget.

### **QUORUM FOR THE COUNCIL**

18. Only the designated representative from each member association shall be entitled to vote at Council meetings, except where the presiding officer casts a deciding vote to break a tie. A majority of member associations shall constitute a quorum for the holding of Council meetings and the transaction of business.

### **TENURE OF OFFICE**

19. Elected officers shall hold office until *the next annual election*. Members of the Secretariat as appointed by the Executive Committee shall *normally* hold office for five years.

### **FILLING OF EXECUTIVE COMMITTEE VACANCIES**

20. If a member of the Executive Committee should resign, die or be unable to act for any reason, the remaining members of the Executive Committee shall have the power to appoint a member to fill such vacancy so created until the next AGM.

### **FILLING OF SECRETARIAT VACANCIES**

21. Associations will be requested by the Executive Director to submit nominations of persons for secretariat vacancies. Resumes will be reviewed and nominees will be considered and voted on by the Executive Committee.

### **ADVISORY COMMITTEES TO THE COUNCIL**

22. The Council may form such committees as it may deem necessary to assist, advise and/or carry out objectives of CDA. Such committees may be re-appointed as required.

### **NOMINATING COMMITTEE**

23. The Nominating Committee shall review nominations submitted to it and shall prepare and submit to the AGM a slate of nominees, selected by the Nominating Committee from nominations received pursuant to article 25 for the following offices:

- a. membership on the Executive Committee;
- b. the Auditor; and

24. The Nominating Committee shall consist of:

- a. a Chairperson who shall **normally** be the Immediate Past-Chairperson of CDA;
- b. the Chairperson of CDA in office during the term of office of the Nominating Committee; and
- c. three Presidents of member Associations whom the Immediate Past-Chairperson shall select with consent of the majority of the Council.

*If the Immediate Past-Chairperson of CDA is unable to act for any reason, the Chairperson of CDA shall appoint another person to act as Chairperson of the Nominating Committee.*

### **NOMINATIONS**

25. A member association may submit nominations for consideration by the Nominating Committee. Such nominations shall be in writing and delivered to the Chairperson Nominating Committee together with a resume of service of such candidate and verification of the candidate's willingness to serve if elected. The Chairperson of the Nominating Committee shall accord to the President of each member Association an opportunity to appear before the Nominating Committee in support of any nominee. In preparing the slate of nominees as required by article 23, the Nominating Committee shall review and consider, but shall not be limited to, nominations received pursuant to this Article 25.

### **THE DUTIES OF THE EXECUTIVE DIRECTOR**

26. The Executive Director is responsible for the overall management of the National Office in Ottawa, and for the development of effective working relationships with policy, opinion, and decision-makers in government and industry. It shall be the duty of the Executive Director or such member of the Secretariat as he may designate: to attend all meetings of CDA; to keep minutes thereof; to produce Standing Operating Procedures (SOPs) and Administrative Instructions (A.I.s); to conduct the correspondence and give notices required by the Constitution of CDA; and to discharge other duties as may be required from time to time by the *Executive Committee*, the Council or by an AGM/SGM of CDA.

### **FISCAL YEAR**

27. The CDA fiscal year, which shall be the fiscal year of the Government of Canada, shall commence on the first day of April each year.

### **OPERATING AND OTHER EXPENSES**

28. The expenses of CDA shall be met from DND Grants, revenue for services provided and fees from member Associations together with any balance carried forward from previous accounts of CDA. The Council shall determine the amount of fees to be paid annually by member associations. The Council shall be authorized to approve all travelling and daily living expenses of those so entitled at all authorized CDA meetings. The expenses of the Executive Committee and Secretariat members shall be paid by CDA at the rates determined by the Council from time to time. Operating expenses will be approved by the Council/Executive Committee, and bills for payment by the Secretary/Treasurer will be certified by the Executive Director. Expenses approved by the Executive Committee or Executive Director between CDA meetings will be within the parameters of the approved annual budget.

### **HONORARIA**

29. The Council shall vote on and authorize such honoraria to members of the Secretariat and to the Auditor as it may deem appropriate.

### **CDA INSTITUTE**

30. The CDA Institute is a charitable and non-partisan organization whose mandate is to provide research support to CDA, and promote informed public debate on national security and defence issues. The Council may create or authorize additional Foundations or Trust Funds to receive donations for the furtherance of national defence and security on such terms and conditions as the Council may determine.

### **AFFILIATION WITH OTHER ORGANIZATIONS**

31. CDA may cooperate or affiliate with any other groups, organizations or associations, service or civilian, whose objectives are in accord with those of CDA, as the *Council* may from time to time determine. The Chairperson of CDA shall provide, annually, a statement to the delegates attending the AGM indicating such cooperation or affiliations and the annual costs incurred to maintain them.

### **MEMBER ASSOCIATION VOTING RIGHTS**

32. The Council of CDA shall have the power to revoke voting rights of any member association which is delinquent in payment of required dues or otherwise non-functional or non-representative of their claimed membership.

### **AMENDMENTS TO OR REPEAL OF CONSTITUTION**

33. a. Amendments to or repeal of the Constitution shall normally be made only by a two-thirds majority vote of those eligible to vote at an AGM/SGM of CDA. A notice of motion of such amendment shall be required to be mailed, or sent electronically, previous to the meeting to every member association of CDA. The certificate of the Executive Director of the mailing, or electronic dispatch, of such notice shall be satisfactory evidence of such mailing. Any member Association or member of the Executive Committee who propose to make a motion to amend or repeal the Constitution at an AGM/SGM shall send notice of such motion in writing or electronically to the Executive Director of CDA at least sixty days prior to the day of the AGM/SGM,
- b. The notice of motion referred to in paragraph a. hereof may be waived by a unanimous vote at the AGM/SGM.
- c. Notwithstanding the above, amendments to change or repeal the Constitution may be made by a motion in writing or electronically and approved by a two-thirds majority of all member associations voting on such motion if the taking of a vote by such means is approved by a motion of the Council.
- d. For purposes of the foregoing sub-paragraph c. a member association shall vote by the signature or other authorization of its president or other appointed alternate. Any member association which does not vote on the proposed amendment or repeal by the due date, as announced by the Executive Director, will be deemed to have not voted for purposes of sub paragraph c.
- e. Not less than thirty days prior to the date for voting pursuant to the foregoing sub-paragraph c., the Executive Director shall send to each member association and to each member of the Executive Committee, confirming receipt, the text of the proposed motion and the proposed amendment or repeal. The thirty-day period may be abridged or waived by unanimous vote of all member associations.
- f. The certificate of the Executive Director of sending of notice pursuant to sub-paragraph c. above and the receipt or non-receipt of votes pursuant to the foregoing sub paragraphs will be conclusive evidence of such sending, receipt or non-receipt.

### **ALTERNATIVE PROVISIONS FOR MOTIONS**

34. Notwithstanding any other provisions in this Constitution:
- a. A motion in writing, including a motion signed in one or more counterparts, or a motion transmitted by facsimile, e-mail, or by any other electronic means of communication, signed or otherwise, authorized by all members of the Council entitled to vote on that motion at a meeting of the Council, is as valid as if it had been passed at a meeting of the Council. A copy of every motion shall be kept with the minutes of the proceedings of the Council.
- b. If the person signing or authorizing a motion pursuant to sub-paragraph a. as the representative of a member of an Association, is not the President of the member Association, the member association shall have designated such person as its representative by notice to the Executive Director prior to or concurrent with the signing or authorization of the motion or vote.

c. For purposes of this Article 35, the decision of the Executive Director as to whether authorization has been given by electronic or other means shall be conclusive.

### **ALTERNATIVE PROVISIONS FOR PARTICIPATION IN MEETINGS**

35. A member may participate in a meeting of the Council *or the Executive Committee* by means of telephone or other communications facilities as permit all persons participating in the meeting to hear or otherwise communicate with each other. A member participating in such a meeting is deemed for all purposes to be present at that meeting.

### **ALTERNATIVE PROVISIONS FOR MEETINGS OF CDA**

36. Notwithstanding any other provisions of this Constitution:

a. An AGM or SGM of CDA may be held by means of such telephone, *e-mail or other electronic* facilities as permit all persons participating in the meeting to *hear or otherwise communicate with* each other. A person participating in such a meeting is deemed to be present at that meeting.

b. A meeting shall only be held under the provisions of this Article 37 if the Persons entitled to participate in a meeting convened pursuant to this Article holding of such meeting has been authorized by a resolution of the Council.

c. Persons entitled to participate in a meeting pursuant to this Article 36 shall be one voting delegate from each member association. Member associations shall advise the Executive Director, not less than seven days prior to the meeting, the name of the delegate who will *be the voting representative*.

d. Members of the Executive Committee shall be entitled to participate in any meeting convened pursuant to this Article 37 as non-voting members and other persons may participate as non-voting members at the invitation of the Chairperson.

e. The provisions of Articles 12, 13 and 15 shall apply with respect to notice and quorum to any meeting pursuant to this Article 36.

f. Any business which may be conducted at an AGM or SGM of CDA, including amendments or repeal of the Constitution, may be conducted at a meeting convened pursuant to this Article 37.

g. Any notice of a meeting required to be given for purposes of Articles 12 or 13 may be given by mail, facsimile, e-mail or other electronic means.

### **EFFECTIVE DATE OF CONSTITUTION**

37. This revised Constitution shall become effective *AGM 2001 or prior if approved electronically*.