

THE CONSTITUTION  
OF  
REGINA CHINESE CANADIAN ASSOCIATION  
(RCCA)

REGINA CHINESE CANADIAN ASSOCIATION  
P.O. BOX 614  
REGINA, SASKATCHEWAN  
CANADA  
S4P 3A3  
[www.rcca.ca](http://www.rcca.ca)

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The Constitution was enacted on July 7, 1984 at the General Meeting for the official founding of the Association.

The first Constitution amendment was made at the Third Annual General Meeting on September 19, 1987.

The second Constitution amendment was made at the Eighth Annual General Meeting on April 3, 1993.

*Original: Article IX.2: All Executive Officers are elected Board members and their term of office is two (2) years. No Board member shall hold the SAME executive office for more than two (2) consecutive terms.*

**Several Constitution amendments was made and approved at the 2007 Annual General Meeting on April 21, 2007.  
Detail amendments on Appendix A**

**One Constitution amendments was made and approved at the 2009 Annual General Meeting on April 25, 2009.  
Detail amendments on Appendix B**

**Several Constitution amendments was made and approved at the 2016 Annual General Meeting on April 24, 2016.  
Detail amendments on Appendix C**

## **PREAMBLE**

The Regina Chinese Canadian Association is an autonomous non-profit, non-partisan, and non-religious organization and shall strictly adhere to the democratic principles and practices in executing all Association matters.

### **Article I. NAME OF ORGANIZATION**

The name of the organization shall be the Regina Chinese Canadian Association (RCCA), hereafter referred to as the “Association”.

### **Article II. ADDRESS OF THE ASSOCIATION**

P.O. Box 614  
Regina, Saskatchewan  
S4P 3A3

### **Article III. OBJECTIVES OF THE ASSOCIATION**

1. To create an environment in which closer association of all Chinese Canadians is developed and promoted.
2. To encourage full and equal participation by Chinese Canadians in the cultural, social, economic, and political life of Canada.
3. To encourage and develop in persons of Chinese descent a desire to know and respect their historical and cultural heritage, and to educate them to adopt a creative and positive attitude towards the Chinese Canadian contribution to the Canadian mosaic and lifestyle.
4. To promote and safeguard the rights of all individuals, in particular those of Chinese Canadians under the Canadian Charter of Rights and Freedoms.
5. To promote understanding and cooperation between Chinese Canadians and all other ethnic and cultural groups and the three levels of government.
6. To lead and assist in preservation and development of Chinese culture in Regina.

### **Article IV. MEMBERSHIP**

#### 1. Classes of Membership:

##### a. General Members:

Any individual who subscribes to the interest of the Association is eligible to be a general member. Any general member over eighteen (18) years of age and has been a member for at least six (6) months shall have the right to vote in any general meeting.

##### b. Honorary Members:

Any person who, in the opinion of the Association, has rendered outstanding service to the Chinese Canadian community may be granted honorary membership in the Association by a resolution of the Board. Such members shall enjoy all the rights and privileges of the Association, other than voting or holding office, but without the payment of membership dues.

##### c. Life Members: The Board may grant life membership to a member who has been a RCCA member in good standing for over 20 years by a resolution of the Board. Such members shall enjoy all the rights and privileges of the Association, but without the payment of membership fees. Life members are excluded from quorum count at the AGM.

2. Application for Membership:

All applications for membership shall be submitted to the Board of the Association and upon approval by the Board, the applicant shall become a member.

3. Termination of Membership:

a. Resignation:

A member may resign by notification in writing to the Board and the resignation shall become effective upon acceptance thereof by the Board.

b. Expulsion:

The Board may by a vote of at least seven (7) Directors at a meeting of the Board called for that purpose, expel or suspend any member whose conduct has been determined by the Board to be improper, unbecoming or likely to endanger the interests or reputation of the Association or who willfully commits a breach of the Constitution of the Association.

4. Membership Dues:

a) Entrance Fees:

The initial entrance fees of general members shall be determined from time to time at a general meeting of the Association.

b) Annual Dues:

Annual membership dues shall be determined by a general meeting of the Association. The Board is to recommend to the general meeting the fee of the membership. The membership dues are to be paid in January every year.

c) Preferential Fees:

The Association may set preferential fees on dues for family groups or student members.

d) Default:

Any member who fails to pay his/her dues or fees within thirty (30) days of the demand therefore by the Secretary of the Association, shall automatically cease to be a member, but may be reinstated by the Board upon such evidence as it considers satisfactory and upon payment of all dues and fees in arrears.

**Article V. ANNUAL AND GENERAL MEETINGS**

1. Annual Meeting:

**Annual meeting shall be held within the first 120 day of every calendar year.**

2. Notice of Annual Meeting:

The Secretary of the Association shall give not less than twenty-one (21) days' notice in writing to each member informing him/her of the date, time, place, and agenda of the annual meeting of members.

3. Request for General Meeting:

Upon the written requisitions of not less than twenty-five percent (25%) of eligible voting members of the Association in good standing sent to the Secretary requesting a general meeting of members to consider such matters touching on the Association in general as set out in requisitions, the Board shall thereupon instruct the Secretary to send out notices of general meeting to all members, calling for such a meeting not later than thirty (30) days after receipt by the Secretary of such requisitions. If the Board fails to do so, the Grievance Committee shall have the power to call such a meeting as prescribed in Article XII.

4. Emergency Meeting:

The Board may call an emergency general meeting at any time provided one (1) week notice is given.

5. Agenda:

At the Annual Meeting of members, the following business shall be transacted.

- a. Consideration and adoption of the minutes of the last Annual Meeting;
- b. President's report;
- c. Treasurer's report – consideration and, if thought fit, adoption of balance sheet, financial statement and audited statement of the Association;
- d. Election of President and up to **ten (10) Directors to the Board;**
- e. Any other business.

6. Quorum:

A quorum for the transaction of business at the annual or general meeting of members shall consist of twenty-five percent (25%) of eligible voting members present in person. If a quorum is not present within thirty (30) minutes after the time called for the meeting, the meeting shall stand adjourned to a time and place determined by the Chairperson and a quorum at any such adjourned meeting shall be those members who shall be present at such adjourned meeting; provided that in no case shall any meeting be held unless there are ten (10) members present.

7. Voting Eligibility:

Every member over eighteen (18) years of age in good standing and has been a member of the Association for at least six (6) months, except an honorary member, is entitled to one (1) vote.

8. Voting:

At all annual or general meetings of the Association every question shall be decided by a majority of the votes of the eligible members present. In case of a tie-vote at any general meeting, the Chairperson is entitled to a casting vote.

## **Article VI. BOARD OF DIRECTORS**

### **1. Responsibility:**

- a. The Board of Directors shall manage generally the affairs of the Association.
- b. The Board shall have the power to appoint chairpersons of standing committees and from time to time special committees for special events. The Board may from time to time appoint such officers and agents and authorize the employment of such other persons as is deemed necessary to carry out the objectives of the Association.
- c. All chairpersons, officers, managers, and agents are subject to removal from office or employment by the Board.

### **2. Number of Directors:**

The Board of Directors including the president shall consist of minimum four (4) to maximum of eleven (11), Four (4) of whom are executive officers. Each Director, at the time of his/her election and throughout his/her term of office, shall be a member in good standing with the Association for at least one (1) year.

### **3. Term of Office:**

The term of office of the Directors shall be two (2) years.

### **4. Dissolution of the Board:**

In no case the Board shall be dissolved before the expiry of its term except by an extraordinary resolution with fifty-one percent (51%) of eligible voting member cast against the Board at a special general meeting called by the Grievance Committee. Article V, Section 2 regarding the notice, time, place, and agenda of such a meeting shall be applied.

### **5. Removal:**

The members of the Association, by resolution passed by at least fifty-one percent (51%) of the eligible voting members cast at a general meeting of which notice specifying the intention to pass a resolution has been given, may remove any Director before the expiration of his/her term of office, and may, by a majority of votes at that meeting elect any qualified person in his/her stead for the remainder of his/her term.

### **6. Vacancies:**

If any member of the Board resigns his/her office or without reasonable excuse, absents himself/herself from three (3) or more Board meetings or if suspended or expelled from the Association, the Board shall declare his/her office vacated and appoint a successor in his/her place to hold office until the next election.

### **7. Prolonged Absence:**

A Director shall resign his/her office if for any reason he/she has to be absent from the Board for eight (8) months or more.

### **8. Protection and Indemnity of Officers:**

8.1 Each Board Member of the Association who holds office is entitled protection from the Association. The Association indemnifies each Board Member against all costs or charges that

result from performing RCCA duties. The Association does not protect any member of the Board for acts of fraud, dishonesty, or of bad faith.

No member of the Board is liable for the acts of other Board member or is responsible for any loss of damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association.

The Board of the Association can rely on the accuracy of any statement or report prepared by the Association's Auditor. Board Members are not held liable for any loss or damage as a result of actions based on that statement or report.

8.2 Insurance – RCCA shall purchase and maintain such insurance for the benefit of its Directors, Officers, Committee members and Staff, as the Board may, from time to time, determine to be necessary.

## **Article VII. BOARD MEETINGS**

### **1. Time and Place of Meetings:**

Board meetings may be held at such times and at such places as the Board from time to time determines. The meeting of the Board may be convened at any time by the President or any four (4) Directors thereof.

### **2. Notice:**

Notice of meetings shall be given to each Director not less than seven (7) days (exclusive of the day of giving the notice but inclusive of the meeting day) provided that upon the consent of two-thirds (2/3) of the Directors, a meeting of the Board may be held upon one (1) day's notice and provided further that a meeting of the Board may be held at any time without notice if all the Directors are present or if those absent waive notice or signify their consent in writing to the meeting being held in their absence.

### **3. Quorum:**

The majority of members currently serving on the Board shall constitute a quorum at any Board meeting for the transaction of business.

### **4. Questions arising at any meeting of the Board shall be decided by a majority of votes. In the case of a tie-vote, the President shall then have one casting vote.**

### **5. Frequency of Meetings:**

The Board shall meet at least twice a year, the first meeting to be not later than thirty (30) days following an election.

## **Article VIII. *Intentionally Blank***

## **Article IX. EXECUTIVE OFFICERS**

### 1. Officers:

The Executive Officers shall consist of the President, the Vice-President, the Secretary, and the Treasurer.

### 2. Term of Office:

All Executive Officers are elected Board members and their term of office is two (2) years. No Board member shall hold the SAME executive office for more than two (2) consecutive terms **unless otherwise approved by majority of members present at the General Meeting.**

### 3. Responsibilities:

#### a. President:

The President shall when present, preside at all meetings of the members of the Association. The President shall also be charged with the general management and supervision of the operations of the Association. The President, together with the Secretary or other officers appointed by the Board for the purpose, shall sign all resolutions and membership certificates and all other documents requiring their signatures.

#### b. Vice-President:

The Vice-president shall perform all the duties of and shall be subject to the same obligations as the President whenever the President ceases to hold office for any reason or is prevented from attending to his/her duties, and shall preside at all meetings of the Association in the absence of or upon the request of the President. The Vice-President shall be elected by the Board.

#### c. Secretary:

The Secretary shall attend all meetings of the Board and is secretary to the Board. He/she will record all acts and minutes of all proceedings in the books kept for that purpose. He/she will give all notices required to be given to members and to Directors. He/she will be the custodian of all books, papers, records, correspondence, contracts, and other documents belonging to the Association. The Secretary shall be elected by the Board.

#### d. Treasurer:

The Treasurer shall keep full and complete records and accounts of all receipts and disbursements of the Association in proper books of account and shall deposit all money or valuables in the bank as may from time to time be designated by the Board. Cheques shall be co-signed by any two of the executive officers. The Treasurer shall be elected by the Board.



## **Article X. NOMINATION PROCEDURES**

### **1. Call for Nomination:**

Six (6) weeks before the annual meeting, a call for nominations with a complete voters' list, shall be sent by the secretary of the board to each member who has the right to vote in a general meeting.

### **2. Nominating Committee:**

The Grievance Committee shall act as the Nominating Committee to manage the entire nomination process as prescribed in Article XII.

### **3. Eligibility:**

Only those who have been a member of the Association for more than one (1) year shall be eligible to be nominated. Only one of the spouses may stand for nomination.

### **4. Consent and Seconders:**

Nominations must be supported by three (3) voting members and consented by the nominee and shall be returned to the Nominating Committee within two (2) weeks.

### **5. Release of Slate of Nominees:**

A slate of official nominees shall be sent to the members by the Nominating Committee at least twenty-one (21) days before the annual meeting.

### **6. No Floor Nominations:**

**Floor nominations accepted only if there are vacant director positions.**

## **Article XI. ELECTION OF DIRECTORS TO THE BOARD**

### **1. Election:**

The Directors shall be elected at the annual meeting of the Association in the election year, and shall hold office until their successors have been duly elected unless removed in the meantime.

### **2. Re-Election:**

Executive officers shall not hold the same executive office for more than two (2) consecutive terms unless otherwise approved by majority of members present at the General Meeting.

### **3. Election Officer:**

The Chairperson of the Nominating Committee shall serve as the election officer. In the event that the Chairperson of the Nominating Committee should also be a nominee, the election officer shall be elected or appointed by the Grievance Committee.

### **4. Election Scrutineers:**

Two Scrutineers shall be appointed from the floor by the election officer to witness the election process.

5. Ballot Voting:

The slate of nominees shall be introduced and the election shall be by ballot voting.

6. Eligibility to Vote:

Those who have been the members of the Association for at least six (6) months shall be eligible to vote.

7. Pre-Election Mail-In Voting:

Upon request pre-election by mail-in ballot voting may be granted by the Election Officer if the circumstance is justified. Mail-in ballots shall be opened only at the election meeting.

8. Highest Votes:

Those nominees receiving the highest number of votes shall be declared as the elected Directors of the Board.

9. President Elect:

The President shall be elected by the general members at the Annual General Meeting during the election year.

10. Electing Executive Officers:

The Executive Officers with the exception of the President shall be elected by the Board of Directors within thirty (30) days after the Board election.

**Article XII. GRIEVANCE COMMITTEE**

1. Three (3) VOTING members who hold no office on the Board shall be elected from the floor following the Board election to form the Grievance Committee. The Committee chairman shall be elected or appointed among the Grievance Committee members.
2. The term of office shall be two (2) years. Within the term, the committee shall fill the vacancy on the Committee by appointing an eligible general member who, at time of appointment, holds no office on the Board.
3. The Committee shall also act as the Nominating Committee.
4. The same election officer prescribed in Article XI, Section 3, shall also serve as the Election chairman.
5. The Committee shall have the power to check into the books and all financial transactions and documents of the Association.
6. The Committee shall receive complaints and shall identify discontents among the general membership regarding the conducts of the Board per se or any particular Board members.
7. The Committee shall investigate or perform formal inquiry if necessary, into the matter of complaint and discontent arising from the membership or the Board regarding the Association matters.

8. The Committee shall act as conciliators or arbitrators in regards to those complaints and discontents. Any arbitration made by the Committee is final and binding to all parties involved. Any unresolved disputes may be brought up at the next Annual General Meeting in the form of resolution by the Committee on behalf of the involved parties or itself.
9. Upon written requisitions by twenty-five percent (25%) of eligible voting members in good standing, the Committee shall have the power to call a special general meeting if the Board fails to respond within thirty (30) days after the receipt of the grievances. Article V, Section 2 and 3 regarding the notice, time, place, and agenda of such a meeting shall be applied.
10. The Committee members may optionally attend the Board meetings as observers.
11. The Committee shall report to the Annual General Meeting.

### **Article XIII. CONFLICT OF INTEREST**

No member in the Association shall use the name, property, or influence of the Association for personal gain or for any form of private business unless it is solely for the reputation and benefit of the Association.

### **Article XIV. NOTICE**

Notice may be given:

- (a) in person, by hand delivery;
- (b) by telephone, where the member has previously indicated his/her consent in writing to such manner of notice;
- (c) in writing, sent by ordinary prepaid mail, or hand delivered to the address shown on the most up-to-date records of the Association; or
- (d) in writing, by electronic mail (email), with the written consent of the member and if the member has an email account on record.

Notice given by hand delivery (in person or by mail) or by telephone shall be deemed to have been given on the date of delivery or the date of the telephone call. Notice given by prepaid mail or by email shall be deemed to have been given two (2) business days after the date of mailing.

### **Article XV. FISCAL YEAR**

The fiscal year of the Association shall be defined as the year commencing **January 1<sup>st</sup> and ending on December 31<sup>st</sup> within the same calendar year.**

### **Article XVI. ASSETS**

No member of the Association shall be entitled to any distributive share of its assets. Any profits or other accretions shall be used solely to promote the Association's objectives. In the event of dissolution, the assets remaining after payment of its just debts shall be given and

distributed for public purpose to be decided by a majority vote of the members of the Association.

**Article XVII. ENDOWMENT FUND**

Establishment and Administration:

Endowment funds for specific purposes may be established at any time by the Board subject to the provisions of the Constitution of the Association. Bequests and gifts accepted by the Board shall be administered in accordance with the wishes of their donor.

**Article XVIII. DOCUMENTS, BOOKS, AND RECORDS**

1. Execution:

All documents on behalf of the Association shall be signed by either the President or Vice-President and by the Secretary or any two (2) other members as are designated by the Board.

2. Books:

The Board shall cause all necessary books and records of the Association to be regularly and properly kept and all minute books and books of account shall at all times be open to inspection by the Directors and the auditor appointed by the Grievance Committee. No member (not being a Director) shall have the right to inspect any account, book, or document of the Association except as conferred by law or authorized by the Board or by resolution of the members.

**Article XIX. APPOINTMENT OF FINANCIAL AUDITOR**

The Board shall appoint a financial auditor for the Association for the annual financial report and other financial audition if deemed necessary.

**Article XX. CONSTITUTION AMENDMENTS**

The Constitution shall not be altered, deleted, or added to, except by extraordinary resolution of the Association. An extraordinary resolution is a resolution passed by a majority of such members entitled to vote and present in person at a general meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given.

**Article XXI. ENGLISH/CHINESE VERSIONS**

The Constitution of the Association is separately written in English and Chinese. In case of disputes over interpretations, the English version is deemed to be true and legally binding.

Enacted by the General Meeting of the Association held on the 7<sup>th</sup> day of July, 1984.

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President

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Secretary

Date:

## Appendix A



### Constitution Amendments 2007 – Approved on April 21<sup>st</sup>, 2007 AGM

Originals	Amendments
<p><b>Article V. ANNUAL AND GENERAL MEETINGS</b></p> <p>1. Annual Meeting: Any annual meeting shall be held every ten (10) months and under no circumstance shall exceed fifteen (15) months.</p>	<p>1. Annual Meeting: <b>Annual meeting shall be held within the first 120 day of every calendar year.</b></p>
<p>5. Agenda: d. election of President and ten (10) members of the Board;</p>	<p>5. Agenda: d. election of President and <b>up to ten (10) Directors to the Board;</b></p>
<p><b>Article VI. BOARD OF DIRECTORS</b></p> <p>2. Number of Directors: The Board of Directors shall consist of eleven (11), four (4) of whom are executive officers. Each Director, at the time of his/her election and throughout his/her term of office, shall be a member in good standing with the Association for at least one (1) year.</p>	<p>2. Number of Directors: The Board of Directors shall consist of <b>minimum seven (7) to maximum eleven (11)</b>, four (4) of whom are executive officers. Each Director, at the time of his/her election and throughout his/her term of office, shall be a member in good standing with the Association for at least one (1) year.</p>
<p><b>Article VII. BOARD MEETINGS</b></p> <p>2. Notice: Notice of meetings shall be given to each Director <b>AND THE CHAIRMAN OF THE GRIEVANCE COMMITTEE</b>, not less than seven (7) days (exclusive of the day of giving the notice but inclusive of the meeting day) provided that upon the consent of two-thirds (2/3) of the Directors, a meeting of the Board may be held upon one (1) day's notice and provided further that a meeting of the Board may be held at any time without notice if all the Directors are present or if those absent waive notice or signify their consent in writing to the meeting being held in their absence.</p>	<p>2. Notice: Notice of meetings shall be given to each Director not less than seven (7) days (exclusive of the day of giving the notice but inclusive of the meeting day) provided that upon the consent of two-thirds (2/3) of the Directors, a meeting of the Board may be held upon one (1) day's notice and provided further that a meeting of the Board may be held at any time without notice if all the Directors are present or if those absent waive notice or signify their consent in writing to the meeting being held in their absence.</p>
<p><b>Article X. NOMINATION PROCEDURES</b></p> <p>6. No Floor Nominations: There will be no nominations from the floor.</p>	<p>6. Floor Nominations: <b>Floor nominations accepted only if there are vacant director positions.</b></p>

<p>8. Highest Votes: Those <b>ten (10)</b> nominees receiving the highest number of votes shall be declared as the elected Directors of the Board.</p>	<p>8. Highest Votes: Those nominees receiving the highest number of votes shall be declared as the elected Directors of the Board.</p>
<p><b>Article XIV. NOTICE</b> Any notice shall be sufficiently given in writing whether personally or sent by ordinary prepaid mail or telegram or hand delivered to the address shown on the most up-to-date records of the Association. Notice given by mail shall be deemed to be given two (2) business days after the date of mailing. Notice given by telegram shall be deemed to be given one (1) day after the date of sending such telegram. Notice given by telephone shall only be effective where the person to whom such notice is given has previously indicated his/her consent in writing to such manner of notice.</p>	<p><b>Notice may be given:</b> <b>(a) in person, by hand delivery;</b> <b>(b) by telephone, where the member has previously indicated his/her consent in writing to such manner of notice;</b> <b>(c) in writing, sent by ordinary prepaid mail, or hand delivered to the address shown on the most up-to-date records of the Association; or</b> <b>(d) in writing, by electronic mail (email), with the written consent of the member and if the member has an email account on record.</b></p> <p><b>Notice given by hand delivery (in person or by mail) or by telephone shall be deemed to have been given on the date of delivery or the date of the telephone call. Notice given by prepaid mail or by email shall be deemed to have been given two (2) business days after the date of mailing.</b></p>
<p><b>Article XV. FISCAL YEAR</b> The fiscal year of the Association shall be defined as the year commencing April 1 and ending on March 31 next.</p>	<p>The fiscal year of the Association shall be defined as the year commencing <b>January 1<sup>st</sup></b> and ending on <b>December 31<sup>st</sup></b> within the same calendar year.</p>

**Constitution Amendments 2007 – Approved on April 21<sup>st</sup>, 2007 AGM**

## Appendix B



### Constitution Amendments 2009 – Approved on April 25<sup>th</sup>, 2009 AGM

Originals	Amendments
<p><b>Article VI. BOARD OF DIRECTORS</b></p> <p>2. Number of Directors: The Board of Directors shall consist of <b>minimum seven (7) to maximum eleven (11)</b>, four (4) of whom are executive officers. Each Director, at the time of his/her election and throughout his/her term of office, shall be a member in good standing with the Association for at least one (1) year.</p>	<p>2. Number of Directors: The Board of Directors shall consist of <b>minimum seven (7) to maximum nine (9)</b>, four (4) of whom are executive officers. Each Director, at the time of his/her election and throughout his/her term of office, shall be a member in good standing with the Association for at least one (1) year.</p>

**End of Constitution Amendments 2009**



## Appendix C

*Constitution Amendments 2016 – approved on April 24<sup>th</sup>, 2016 AGM*

Originals	Amendments
<p><b>Article III. OBJECTIVES OF THE ASSOCIATION</b></p> <p>3.To encourage and develop in persons of Chinese descent a desire to know and respect their historical and cultural heritage, and to educate them to adopt a creative and positive attitude towards the Chinese Canadian contribution to the Canadian mosaic.</p>	<p>3.To encourage and develop in persons of Chinese descent a desire to know and respect their historical and cultural heritage, and to educate them to adopt a creative and positive attitude towards the Chinese Canadian contribution to the Canadian mosaic <b>and lifestyle.</b></p> <p><b>Add:</b></p> <p><b>6. To lead and assist in preservation and development of Chinese culture in Regina.</b></p>

Originals	Amendments
<p><b>Article IV. MEMBERSHIP</b></p> <p>1. Classes of Membership:</p>	<p><b>Article IV. MEMBERSHIP</b></p> <p>Added:</p> <p>C: Life Members: The Board may grant life membership to a member who has been a RCCA member in good standing for over 20 years by a resolution of the Board. Such members shall enjoy all the rights and privileges of the Association, but without the payment of membership fees. <b>Life members are excluded from quorum count at the AGM.</b></p>

Originals	Amendments
<p><b>Article IV. MEMBERSHIP</b></p> <p>b. Expulsion: The Board may by a vote of at least seven (7) Directors at a meeting of the Board called for that purpose, expel or suspend any member whose conduct has been determined by the Board to be improper, unbecoming or likely to endanger the interests or reputation of the Association or who willfully commits a breach of the By-laws of the Association.</p>	<p><b>Article IV. MEMBERSHIP</b></p> <p>b. Expulsion: The Board may by a vote of at least seven (7) Directors at a meeting of the Board called for that purpose, expel or suspend any member whose conduct has been determined by the Board to be improper, unbecoming or likely to endanger the interests or reputation of the Association or who willfully commits a breach of the <b>Constitution</b> of the Association.</p>



Originals	Amendments
<p><b>Article V. ANNUAL AND GENERAL MEETINGS</b></p> <p>5. Agenda:</p> <p>d. Election of President and up to nine (9) Directors to the Board.</p>	<p><b>Article V. ANNUAL AND GENERAL MEETINGS</b></p> <p>5. Agenda:</p> <p>d. Election of President and up to <b>ten (10)</b> Directors to the Board.</p>

Originals	Amendments
<p><b>Article VI. BOARD OF DIRECTORS</b></p> <p>2. Number of Directors:</p> <p>The Board of Directors shall consist of <b>minimum seven (7) to maximum nine (9)</b>, four (4) of whom are executive officers. Each Director, at the time of his/her election and throughout his/her term of office, shall be a member in good standing with the Association for at least one (1) year.</p>	<p><b>Article VI. BOARD OF DIRECTORS</b></p> <p>2. Number of Directors:</p> <p>The Board of Directors <b>including the president</b> shall consist of <b>minimum four (4) to maximum eleven (11)</b>, four (4) of whom are executive officers. Each Director, at the time of his/her election and throughout his/her term of office, shall be a member in good standing with the Association for at least one (1) year.</p>

Originals	Amendments
<p><b>Article VIII. BY - LAWS</b></p> <p>1. By-Laws:</p> <p>The Directors may, by resolution, make, amend, or repeal any by-laws governing the affairs of the Association.</p> <p>2. Submission to Association: All by-laws shall be submitted to the Association for confirmation, rejection, or amendment at the next general meeting of the association. Such act shall be taken by extraordinary resolution.</p> <p>3. Effective Dates: All by-laws shall come into force at the date specified by the by-law and, in the absence of such specification, at the date of passage by the Directors, except borrowing by-laws and by-laws similar in substance to by-laws rejected by the Association, which by-laws shall not come into effect until confirmed by the Association.</p>	<p><b>Delete</b></p> <p><b>Article VIII</b></p> <p><b>BY - LAWS</b></p>

<b>Originals</b>	<b>Amendments</b>
<p><b>Article XVI. ASSETS</b></p> <p>No member of the Association shall be entitled to any distributive share of its assets and in the event of dissolution, the assets remaining after payment of its just debts shall be given and distributed for public purpose to be decided by a majority vote of the members of the Association.</p>	<p><b>Article XVI. ASSETS</b></p> <p>No member of the Association shall be entitled to any distributive share of its assets. <b>Any profits or other accretions shall be used solely to promote the Association’s objectives.</b> In the event of dissolution, the assets remaining after payment of its just debts shall be given and distributed for public purpose to be decided by a majority vote of the members of the Association.</p>

<b>Originals</b>	<b>Amendments</b>
<p><b>Article XVII. ENDOWMENT FUND</b></p> <p>Establishment and Administration: Endowment funds for specific purposes may be established at any time by the Board subject to the provisions of the Constitution <b>and By-laws</b> of the Association. Bequests and gifts accepted by the Board shall be administered in accordance with the wishes of their donor.</p>	<p><b>Article XVII. ENDOWMENT FUND</b></p> <p>Establishment and Administration: Endowment funds for specific purposes may be established at any time by the Board subject to the provisions of the Constitution of the Association. Bequests and gifts accepted by the Board shall be administered in accordance with the wishes of their donor.</p>

**Article VI. BOARD OF DIRECTORS**

**8. Protection and Indemnity of Officers**

8.1 Each Board Member of the Association who holds office is entitled protection from the Association. The Association indemnifies each Board Member against all costs or charges that result from performing RCCA duties. The Association does not protect any member of the Board for acts of fraud, dishonesty, or of bad faith.

No member of the Board is liable for the acts of other Board member or is responsible for any loss of damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association.

The Board of the Association can rely on the accuracy of any statement or report prepared by the Association's Auditor. Board Members are not held liable for any loss or damage as a result of actions based on that statement or report.

8.2 Insurance – RCCA shall purchase and maintain such insurance for the benefit of its Directors, Officers, Committee members and Staff, as the Board may, from time to time, determine to be necessary.

**End of Constitution Amendments 2016**