

Cambridge CONSERVATIVE ASSOCIATION CONSTITUTION

Authorized by National Council as of April 30, 2023 pursuant to Article 5 and Article 8.7.1 of the Constitution of the Conservative Party of Canada.

Contents

- 1. NAME 5
- 2. DEFINITIONS 5
- 3. OBJECTIVES 6
- 4. MEMBERSHIP 6
- 5. VOTING 6
 - Simple Majority is Default* 6
 - Minimum Membership Period* 7
 - Proxy Voting* 7
 - Identification Requirement* 7
 - Special Voting Provisions for Virtual Annual General Meetings* 7
- 6. MEETINGS OF THE EDA 7
 - Convening Meetings* 7
 - Chair of Meetings* 8
 - Annual General Meeting* 8
 - Special General Meeting* 8
 - Meetings of the EDA* 8
- 7. BOARD OF DIRECTORS 8
 - Purpose of the Board of Directors* 8
 - Eligibility to Stand for Election to the Board of Directors* 9
 - Rules for the Election of the Board of Directors* 9
 - Rules for the Election of the Board of Directors at a Virtual Annual General Meeting* 9
 - Membership of the Board of Directors* 9
 - Non-Resident Members of the Board of Directors* 10
 - Total Number of Board of Directors* 10
 - Term of the Board of Directors* 10
 - Election of Replacement Member of the Board of Directors* 10
 - Election of Additional Members to the Board of Directors* 10
 - Removal of Members to the Board of Directors* 10
 - Meetings of the Board of Directors* 11
 - Quorum and Voting* 11
- 8. EXECUTIVE COMMITTEE 11

<i>Purpose of the Executive Committee</i>	11
<i>Membership of the Executive Committee</i>	11
<i>Election of the Executive Committee</i>	11
<i>Role of President of the EDA</i>	12
<i>Role of Vice-President of the EDA</i>	12
<i>Role of Secretary of the EDA</i>	12
<i>Role of Financial Agent of the EDA</i>	12
<i>Designation as Chief Executive Officer</i>	12
<i>Term Limits of the President and Vice-President</i>	12
<i>Reporting of Election / Appointment of Financial Agent</i>	12
<i>Removal of Member of Executive Committee</i>	12
<i>Return of Record, Materials and Property of the EDA</i>	12
<i>Meetings of the Executive Committee</i>	12
<i>Quorum and Voting of the Executive Committee</i>	13
<i>Affirmation of Office by Members of the Executive Committee</i>	13
9. COMMITTEES	13
<i>Director Nominating Committee</i>	13
<i>Candidate Nomination Committee</i>	13
<i>Other Committees</i>	13
<i>EDA Management</i>	14
10. FINANCIAL MANAGEMENT	14
11. NOTICES	14
<i>Who Must Send the Notice</i>	14
<i>Notice for a Annual General Meetings or Special General Meetings</i>	14
<i>Notice for a Virtual Annual General Meeting</i>	14
<i>Timeline for Notice for Board of Directors Meetings</i>	15
<i>Reminder Notices</i>	15
12. EDA REPORTING TO THE PARTY	15
<i>Contact Information for Directors</i>	15
<i>Contact Information for Executive Committee Members</i>	15
<i>Name of the Chief Executive Officer, Financial Agent and Auditor</i>	15
<i>Notice of Annual General Meetings and Special General Meetings</i>	15
<i>Information Following Annual General Meetings</i>	16

13. AMENDMENTS	16
<i>Amendments to the EDA Constitution by National Council</i>	16
<i>Amendments to the EDA Constitution by the Board of Directors</i>	16
<i>Amendment Not Valid if Non-Compliant</i>	16
14. FISCAL YEAR	16
15. DUTY TO UPHOLD CONSTITUTION	16
16. RULES OF ORDER AND BY-LAWS	16
17. LIABILITY	17
18. INTERPRETATION	17
Appendix “A”	18
Written Affirmation of Office for Director	18
Appendix “B”	19
Written Affirmation of Office for Executive Committee Officer	19
Appendix “C”	20
Written Affirmation of Neutrality for Candidate Nomination Committee Members	20
Code of Conduct for Volunteers, Campaign Staff, and EDA Staff	21
<i>A. Purpose</i>	21
<i>B. Application</i>	21
<i>C. Standard</i>	21
<i>D. Specific Standards of Behaviour for Volunteers</i>	22
<i>E. Resolution for a Breach of the Code of Conduct</i>	23
<i>F. Investigation for a Breach of the Code of Conduct</i>	24
<i>G. Withdrawal of a Complaint</i>	24
<i>H. Posting and Communication Requirements</i>	24
<i>I. Other Personnel</i>	24
CPC Party of Canada: Constitution – 2021	26
Article 5	26
CPC Party of Canada: Constitution – 2021	27
Article 8	27

Cambridge CONSERVATIVE EDA CONSTITUTION

Authorized by National Council as of April 30, 2023 pursuant to Article 5 and Article 8.7.1 of the Constitution of the Conservative Party of Canada.

1. NAME

1.1 The name of the EDA is "**Cambridge** Conservative Association", or such other name as has been approved by National Council.

2. DEFINITIONS

- 2.1 "**Annual General Meeting**" means a meeting of the members of the EDA at which Directors are elected, including, without limitation, a Virtual Annual General Meeting.
- 2.2 "**Auditor**" means the auditor of the EDA.
- 2.3 "**Board of Directors**" means the body provided for in Article 7 of the EDA Constitution.
- 2.4 "**Business Matters**" means, collectively, the business as set out in Article 6.5.
- 2.5 "**By-law**" means a by-law enacted by the Board of Directors pursuant to Article 16 of the EDA Constitution.
- 2.6 "**called for that purpose**" means a meeting for which notice to the Board of Directors was provided at least fourteen (14) days in advance and which notice included reference to the matter at issue. This meeting may be combined with a regular meeting of the Board of Directors, but the additional notice of the special agenda item(s) requires the additional notice period.
- 2.7 "**Candidate**" has the same meaning as set out in the *Canada Elections Act*.
- 2.8 "**Candidate of Record**" means the individual who served as the Party's Candidate in the Electoral district in the last federal general election or by-election, as applicable, in respect of the Electoral District.
- 2.9 "**Chief Executive Officer**" has the same meaning as set out in the *Canada Elections Act*.
- 2.10 "**Code of Conduct for Volunteers, EDA Staff and Campaign Staff**" means the Code of Conduct for Volunteers, EDA Staff and Campaign Staff as adopted by the National Council and amended from time to time.
- 2.11 "**Director**" means any member of the Board of Directors of the EDA.
- 2.12 "**EDA**" means the [insert name of the federal electoral district] Conservative Association, as recognized by National Council pursuant to Article 5.2 of the Party Constitution.
- 2.13 "**EDA Constitution**" means this constitution of the EDA, as amended from time to time.
- 2.14 "**Electoral District**" means the [insert name of the federal electoral district] electoral district.
- 2.15 "**Executive Committee**" means the body provided for in Article 8 of the EDA Constitution.
- 2.16 "**Financial Agent**" means the office provided for in Article 8.9 of the EDA Constitution.
- 2.17 "**Member**" and "**Membership**" means a member and the membership of the Party respectively unless the context otherwise requires.
- 2.18 "**National Council**" means the National Council of the Party as provided for in the Party Constitution.
- 2.19 "**Party**" means the Conservative Party of Canada.
- 2.20 "**Party Constitution**" means the constitution of the Party, as amended from time to time.
- 2.21 "**President**" means the office provided for in Article 8.6 of the EDA Constitution.

- 2.22 **“Registered Participant”** means a member in good standing who indicates his / her intention to participate in a Virtual Annual General Meeting seven days in advance of any Virtual Annual General Meeting.
- 2.23 **“Returning Officer”** means the Executive Director of the Party or his / her designate who has the responsibility to conduct the voting process for the Board of Directors and other duties as identified herein.
- 2.24 **“Secretary”** means the office provided for in Article 8.8 of the EDA Constitution.
- 2.25 **“Special General Meeting”** means a meeting of the members called for the purposes of an election (including a delegate selection meeting) or a referendum vote pursuant to the EDA Constitution and the Party Constitution.
- 2.26 **“Vice-President”** means the office provided for in Article 8.7 of the EDA Constitution.
- 2.27 **“Virtual Annual General Meeting”** means an Annual General Meeting conducted by telephone and / or video conference and / or in person where all invited participants are unable to meet in the same physical location.

3. OBJECTIVES

- 3.1 The EDA is guided by the following objectives:
- 3.1.1. supporting and promoting the principles, objectives and policies of the Party and maintaining an effective EDA for that purpose;
 - 3.1.2. providing organizational and financial support to the Party’s Candidate / Member of Parliament in Electoral District, in accordance with Article 14.3 of the Party Constitution;
 - 3.1.3. raising money and maintaining a fund to support the EDA and assist candidates;
 - 3.1.4. actively identifying potential supporters and recruiting new members;
 - 3.1.5. encouraging the participation and recruitment of youth; and,
 - 3.1.6. facilitating, supporting and maintaining an ongoing policy discussion within the Party.

4. MEMBERSHIP

- 4.1 Membership in the Party is open to every citizen or permanent resident of Canada who satisfies the requirements of the Party Constitution.
- 4.2 Pursuant to Article 4.3 of the Party Constitution, the Party maintains a National Membership Program that contains the names of every member of the Party.
- 4.3 The recruitment and retention of members of the Party is a joint responsibility of the EDA and the Party. In support of that endeavour, the EDA is responsible to submit to Party headquarters any applications for membership and any associated remittances on a monthly basis at a minimum.
- 4.4 The EDA shall request the list of members from Party headquarters at least five (5) days in advance of any date required for eligibility purposes.
- 4.5 The names of every member of the Party who resides within the Electoral District shall be made available to the EDA through the National Membership Program.

5. VOTING

Simple Majority is Default

- 5.1 Unless otherwise stated herein, motions require a simple majority of those present and voting to pass.

Minimum Membership Period

5.2 Participation in any meeting of the EDA is subject to a minimum membership period of twenty-one (21) days unless specifically otherwise set by National Council pursuant to Article 4.2 of the Party Constitution.

Proxy Voting

5.3 Proxy voting is not permitted.

Identification Requirement

5.4 For the purposes of accrediting members at Annual General Meetings or Special General Meetings, members are required to prove identity, residence, and eligibility as specified in Article 4 of the Party Constitution:

5.4.1. one original piece of identification, as set out by by-law or the leadership election organizing committee, as the case may be, issued by a Canadian federal, provincial or territorial government agency containing the member's photograph, name and address, or

5.4.2. two original pieces of identification, set out by by-law or the leadership election organizing committee, as the case may be, both of which contain the member's name, one of which contains the member's photograph and one of which contains the member's address.

5.5 Identification requirements shall be subject to the exercise of discretion by the returning officer or equivalent to waive specific requirements where exceptional circumstances warrant including challenges regarding identification in remote communities and members of homeless and transitional housing populations.

Special Voting Provisions for Virtual Annual General Meetings

5.6 Notwithstanding any other provisions hereof, for Virtual Annual General Meetings: 5.6.1. voting on Business Matters, excluding the election of the Board of Directors, presented at a Virtual Annual General Meeting will be considered adopted unless a simple majority of Registered Participants voice their opposition;

5.6.2. voting for Board of Directors at a Virtual Annual General Meeting will be conducted by the Returning Officer;

5.6.3. the Returning Officer will determine the most appropriate method of conducting the vote for Board of Directors. This vote may be done by one of the following methods

5.6.3.1. email ballot,

5.6.3.2. internet survey platform, or

5.6.3.3. in-person ballot; and

5.6.4. only Registered Participants may vote for Board of Directors at a Virtual Annual General Meetings.

6. MEETINGS OF THE EDA

Convening Meetings

6.1 Subject to the provisions of the EDA Constitution, meetings of the EDA shall be convened by the President as required.

Chair of Meetings

6.2 The President, or his or her designate, shall chair all meetings of the EDA including, without limitation, the Annual General Meetings and delegate selection meetings.

Annual General Meeting

6.3 Unless otherwise required by National Council, the EDA shall convene one (1) Annual General Meeting each calendar year which in all cases shall be no earlier than nine (9) months after the last Annual General Meeting and no later than fifteen (15) months after the last Annual General Meeting.

6.3.1 The Notification (Section 11) and scheduling of Annual General Meetings must be done in consultation with the Executive Director of the Party or his/her designate.

6.4 National Council may call an Annual General Meeting of the EDA at its complete and sole discretion, including at the next meeting of National Council following the receipt by National Council of a petition requesting such a meeting that is signed by a minimum of three-tenths (3/10) of the EDA's membership.

6.5 The following business shall be conducted at an Annual General Meeting:

6.5.1. report by the President on behalf of the Board of Directors;

6.5.2. presentation of financial statements;

6.5.3. appoint the Auditor;

6.5.4. presentation of nominations committee report;

6.5.5. election of Directors;

6.5.6. review the Code of Conduct for Volunteers, EDA Staff and Campaign Staff;

6.5.7. other business as required; and

6.5.8. presentation of election readiness plan.

6.6 "Other business" may include, without limitation, the following:

6.6.1. presentation of the Candidate / Candidate of Record / Member of Parliament report; and

6.6.2. EDA Constitutional amendments if applicable which should precede Article 6.5.4.

(Presentation of Nominations Committee Report) and Article 6.5.5 (Election of Directors).

Special General Meeting

6.7 The Board of Directors may call a Special General Meeting of the EDA.

6.7.1 The Notification (Section 11) and scheduling of Special General Meetings must be done in consultation with the Executive Director of the Party or his/her designate.

6.8 National Council may call a Special General Meeting of the EDA at its sole and complete discretion.

Meetings of the EDA

6.9 All meetings of the EDA must comply with any and all Public Health Orders and / or meeting and event directives from National Council.

7. BOARD OF DIRECTORS

Purpose of the Board of Directors

7.1 The Board of Directors shall, subject to the EDA Constitution and input from members, manage and direct the affairs of the EDA.

7.2 The Board of Directors shall annually prepare, based on recommendations of the Executive Committee, a strategic election readiness plan outlining key strategies and action plans that are consistent with and are designed to achieve the objectives of the EDA. This plan shall be a living document and reviewed a minimum of once annually. It shall be updated for the period remaining until the expected time of the next federal election. A summary of this plan shall be presented to each Annual General Meeting of the EDA.

Eligibility to Stand for Election to the Board of Directors

7.3 Subject to any minimum periods of membership that may be set pursuant to Article 4.2 of the Party Constitution and in the Membership By-law set out by National Council, any Member may stand for election to the Board of Directors at an Annual General Meeting.

Rules for the Election of the Board of Directors

7.4 The following rules apply:

- 7.4.1. elections for the Board of Directors may not proceed without the opportunity for nominations from the floor;
- 7.4.2. each nominee must have the opportunity to speak, with the Chair to determine the speaking time allotted;
- 7.4.3. each nominee must complete the Affirmation of Office (Appendix "A");
- 7.4.4. if there are more nominees than the maximum set out in Article 7.8, the election will proceed by secret ballot, otherwise all nominees shall be acclaimed; and
- 7.4.5. in the case of a tie, the tie shall be broken by drawing lots.

Rules for the Election of the Board of Directors at a Virtual Annual General Meeting

7.5 Notwithstanding Article 7.4, in the case of a Virtual Annual General Meeting, the following rules apply:

- 7.5.1. a proposed slate of directors shall be provided to all members as part of the Notification (Articles 11.6 – 11.9);
- 7.5.2. Registered Participants may nominate additional members to the proposed slate of directors presented by the Nominating Committee;
- 7.5.3. nominations close 48 hours prior to the Virtual Annual General Meeting;
- 7.5.4. each nominee must complete the Affirmation of Office (Appendix "A");
- 7.5.5. if there are more nominees than the maximum set out in Article 7.8, the election will proceed by at the discretion of and under the direction of the Returning Officer, otherwise all nominees shall be acclaimed; and
- 7.5.6. in the case of a tie, the tie shall be broken by drawing lots.

Membership of the Board of Directors

7.6 The Board of Directors shall be comprised of:

- 7.6.1. in a voting capacity, the Directors elected pursuant to this Article 7; and
- 7.6.2. in a voting capacity, the Member of Parliament for the Electoral District;
- 7.6.3. in a voting capacity, the Candidate of the Electoral District (for greater certainty, in the instance of a retiring Member of Parliament and a new Candidate, they shall both be voting members of the Board of Directors);

7.6.4. in a voting capacity at the discretion of the Board of Directors until the commencement of a nomination process, the Candidate of Record for the Electoral District where the Candidate of Record meets the membership requirements; and

7.6.5. in a non-voting ex-officio capacity:

7.6.5.1. the member(s) of National Council from that province, territory or region, as the case may be; and

7.6.5.2. the President of National Council or his/her designate.

2017 AMENDMENT:

Moved that Article 7.6 shall be deleted and the following added in its place;

“The term of office for the directors shall be for a period until the second AGM after their election. One half of the number of directors shall be elected at each AGM. At the AGM when this amendment goes into effect, one half of the board shall be elected until the next AGM, and the remaining half of the directors shall hold office until the second AGM after this amendment goes into effect. Thereafter, one half of the Board of Directors shall be elected at each AGM. Directors appointed to serve out a vacancy under article 7.7 shall serve for the remainder of the term that was vacated. Directors appointed under article 7.8 shall serve until the next AGM.”

- Approved at AGM 13 May 2017, Motioned by Terry Barlow and seconded by Jim Karahalios, Passed.
- Re-verified with Zack Dykstra (Returning Officer) on 18 September 2023 via Wayne Benson who stated that the last two AGM’s were held under these terms, so that practice alone would stand as current practice. He noted that reverting would require a vote at the next AGM.
- Vote held at the AGM on April 11, 2024 to remove amendment and revert back to National generic constitution. Vote failed.

Non-Resident Members of the Board of Directors

7.7 One in every five (5) Directors or portion thereof, to a maximum of six (6), may be members of the Party resident in another electoral district.

Total Number of Board of Directors

7.8 The total number of elected Directors shall not exceed thirty (30).

Term of the Board of Directors

7.9 The term of office of the Directors lasts until elections have occurred at the next Annual General Meeting.

Election of Replacement Member of the Board of Directors

7.10 If a Director ceases to hold office, the Board of Directors may by simple majority of those Directors present and voting elect a replacement Director from the membership.

Election of Additional Members to the Board of Directors

7.11 At a meeting called for that purpose, the Board of Directors may by a two-thirds (2/3) vote of those present and voting elect additional voting Directors to the Board of Directors between Annual General Meetings to the maximum set out in Article 7.8.

Removal of Members to the Board of Directors

7.12 At a meeting called for that purpose, the Board of Directors may elect on a two-thirds (2/3) vote of those present and voting to remove a Director who has missed three (3) consecutive regularly

scheduled meetings of the Board of Directors without prior notice or whose conduct is judged improper or unbecoming, or likely to adversely affect the interest or reputation of the EDA or the Party.

Meetings of the Board of Directors

- 7.13 The Board of Directors shall meet at least quarterly at the call of the Secretary as directed by the President or upon receipt by the Secretary of a written request of at least five (5) Directors.
- 7.14 Meetings of the Board of Directors may be held via teleconference or face-to-face, or by a combination thereof.

Quorum and Voting

- 7.15 A quorum of the Board of Directors is four-tenths (4/10) of the Directors.
- 7.16 If two (2) consecutive meetings are unable to conduct business due to an absence of a quorum, the next meeting may proceed with a quorum of one-quarter (1/4) of the elected Directors, provided Directors are given at least fourteen (14) days notice of the potential application of this provision before that meeting.
- 7.17 The Board of Directors may vote by e-mail for financial decisions.

8. EXECUTIVE COMMITTEE

Purpose of the Executive Committee

- 8.1 The Executive Committee shall manage and direct the day-to-day affairs of the EDA, subject to the provisions of the Party Constitution and direction from the Board of Directors.

Membership of the Executive Committee

- 8.2 The Executive Committee shall be comprised of:
- 8.2.1. the President,
 - 8.2.2. the Vice-President,
 - 8.2.3. the Secretary,
 - 8.2.4. the Financial Agent; and
 - 8.2.5. at least one (1) but not more than three (3) additional Directors.

Any additional Executive Committee members will normally be those members of the Board of Directors with specific responsibilities such as Election Readiness Chair, Membership Chair, Fundraising Chair, and the like.

- 8.3 The Member of Parliament and/or Candidate for the Electoral District shall be an automatic member of the Executive Committee in a non-voting ex-officio capacity and, for clarity, cannot be elected to the Executive Committee in a voting capacity or to an office.

Election of the Executive Committee

- 8.4 Within twenty-one (21) days after an Annual General Meeting, the Board of Directors shall by simple majority of those Directors present and voting individually elect the members of the Executive Committee, all of whom except the Financial Agent must be Directors.
- 8.4.1 in the case of a tie, the tie shall be broken by drawing lots.
- 8.5 Within thirty (30) days after the Annual General Meeting, the President shall complete the required Elections Canada paperwork to update their records of the new Board of Directors.
- 8.6 In the event of a vacancy, at a meeting called for that purpose, the Board of Directors may by simple majority of those Directors present and voting elect a new member of the Executive Committee to fill the vacancy, who except the Financial Agent must be a Director.

Role of President of the EDA

8.7 The President shall preside at all meetings of the EDA, Board of Directors and Executive Committee, and may serve as an ex officio member of all committees except the Candidate Nomination Committee. The President shall oversee the management and administration of the business and affairs of the EDA.

Role of Vice-President of the EDA

8.8 The Vice-President shall have such duties as are assigned by the Board of Directors or the President, and shall assume and perform the duties of the President in the absence or incapacity of the President.

Role of Secretary of the EDA

8.9 The Secretary shall be the custodian of all non-financial EDA records and documents, and all by-laws of the EDA. The Secretary shall prepare and maintain minutes of meetings of the EDA, the Board of Directors and the Executive Committee; shall call meetings upon the direction of the President; and shall have such duties as are assigned by the Board of Directors or the President.

Role of Financial Agent of the EDA

8.10 The Financial Agent is responsible for the assets and administration of the financial transactions of the EDA. The Financial Agent shall have such other duties as are assigned by the Board of Directors or the President, and shall carry out the responsibilities of, and be designated as, the EDA's "financial agent" under the *Canada Elections Act*. The Financial Agent is a voting member of the Executive Committee and is a voting member of the Board of Directors if he or she was elected to the Board of Directors.

Designation as Chief Executive Officer

8.11 The President shall be designated as the Chief Executive Officer for the purposes of the *Canada Elections Act*, unless the Board of Directors appoints by simple majority of those Directors present and voting a different member of the Executive Committee as Chief Executive Officer.

Term Limits of the President and Vice-President

8.12 The Board of Directors may not elect the same person as President or Vice-President more than three years out of a four-year cycle.

Reporting of Election / Appointment of Financial Agent

8.13 The election/appointment of a Financial Agent shall be reported to the Chief Electoral Officer in accordance with the provisions of the *Canada Elections Act*.

Removal of Member of Executive Committee

8.14 At a meeting called for that purpose, any member of the Executive Committee may be removed from their executive position by a simple majority of the total number of the directors.

Return of Record, Materials and Property of the EDA

8.15 Upon ceasing to hold office, Executive Committee members shall promptly deliver to their successors, the President or the Vice-President of the EDA, all records, materials and property in their possession, which belong to the EDA.

Meetings of the Executive Committee

8.16 The Executive Committee shall meet at the call of the President or upon written request to the Secretary by a simple majority of the Executive Committee members.

8.17 Meetings of the Executive Committee may be held via teleconference or face-to-face, or by a combination thereof.

8.18 At each meeting of the Board of Directors, the Secretary shall provide, as information, the minutes of the most recent meeting of the Executive Committee meeting, unless such minutes

have already been presented to the Board of Directors. The Financial Agent shall provide a financial update of the EDA's current finances for the review of the Board of Directors as part of their regular report.

Quorum and Voting of the Executive Committee

8.19 A quorum of the Executive Committee is a simple majority of its members.

8.20 The Executive Committee may vote by e-mail for financial decisions.

Affirmation of Office by Members of the Executive Committee

8.21 Members of the Executive Committee shall complete the Affirmation of Office (Appendix "B") at the first meeting of the Board of Directors following the Annual General Meeting.

9. COMMITTEES

Director Nominating Committee

9.1 The Board of Directors shall establish a Director Nominating Committee whose purpose will be to identify and recruit qualified persons willing to serve the EDA as Directors. The Director Nominating Committee shall report on such matters at every Annual General Meeting.

Candidate Nomination Committee

9.2 When directed to do so by National Council, the Board of Directors shall appoint a Candidate Nomination Committee for the purpose of recruiting potential nomination contestants and administering the candidate selection process.

9.3 Prior to appointment, committee members must agree to maintain neutrality with respect to the nomination process and all potential nomination contestants and shall complete the Affirmation of Neutrality (Appendix "C") and agree not to seek the nomination themselves in this Electoral District or any others.

Section 9.4 as amended 3 December 2023:

9.4 *Any member of the Board of Directors, after indicating to the Executive Director or their designate, in writing, an intent to seek the nomination as a candidate in an upcoming federal election or by-election, in any Electoral District, shall take a leave of absence as a Director and may only resume duties of a Director when they are no longer a contestant for the nomination for the election or by-election, as the case may be. (Bold and underlined added.) Any member of the Board of Directors, after filing nomination papers to seek the nomination as a candidate in an upcoming federal election or by-election, shall take a leave of absence as a Director and may only resume duties of a Director when they are no longer a contestant for the nomination for the election or by-election, as the case may be.*

9.5 All approved nomination contestants (as listed by the nominations committee) shall be invited to attend meetings of the Board of Directors; however, nomination contestants shall not be permitted to participate in any discussions or deliberations regarding the nomination.

9.6 The Party will provide rules and procedures for recruiting, selecting and training candidates.

9.7 A person seeking nomination as a candidate shall present to the committee all documentation as required by the Party, and meet membership and all other requirements as specified by the Party.

Other Committees

9.8 The Board of Directors may establish such other committees and chairs of such committees as are required for the efficient operation of the EDA including but not limited to:

9.8.1. policy committee;

9.8.2. constitutional committee;

9.8.3. election readiness committee;

- 9.8.4. fundraising committee; and
- 9.8.5. membership committee.

EDA Management

- 9.9 The Board of Directors shall, under the leadership of the Executive Committee and in accordance with Party requirements, carry out such actions as are necessary to meet the objectives of the EDA.
- 9.10 The EDA shall utilize information management systems developed by the Party to ensure the consistent and effective management of events, fundraising, voter support levels, volunteers, membership, and other campaign related information.

10. FINANCIAL MANAGEMENT

- 10.1 The EDA shall operate in accordance with the Canada Elections Act.
- 10.2 The Financial Agent or Secretary, as the case may be, shall promptly send to Party headquarters a copy of every document filed with Elections Canada or the Canada Revenue Agency.
- 10.3 The Financial Agent shall, within fourteen (14) days of receiving a written request for financial documentation from the Chief Agent of the Party (as defined in Article 9 of the Party Constitution) which may be delegated to staff of the Party, send to the Chief Agent any financial document so requested.
- 10.4 As per Article 9.4 of the Constitution of the Conservative Party of Canada, "Electoral district associations and affiliated organizations shall provide such financial information to the Conservative Fund Canada as National Council may require".

11. NOTICES

Who Must Send the Notice

- 11.1 In collaboration with the regional organizer, notice of all Annual General Meetings or Special General Meetings of the EDA shall be sent to all members and the National Councillor(s) of the Electoral District from Party Headquarters.

Notice for a Annual General Meetings or Special General Meetings

- 11.2 Notice of Annual General Meetings or Special General Meetings of the EDA shall be sent to all members and the National Councillor(s) of the Electoral District via one (1) of the following:
 - 11.2.1. Regular mail sent to the member's address of record;
 - 11.2.2. E-mail sent to the member's e-mail address of record (if the e-mail is returned it will be deemed not to have been sent as the address is no longer valid); or
 - 11.2.3. Phone call to the member's phone number of record.
- 11.3 Notice of all Annual General Meetings and Special General Meetings shall be provided to Party headquarters.
- 11.4 Notice of all Annual General Meetings or Special General Meetings of the EDA shall be sent not fewer than fourteen (14) days and not more than forty-five (45) days prior to the meeting, subject to the power of National Council to waive these requirements.
- 11.5 Each notice shall include the date, time and location of the meeting, and a list of the matters to be dealt with at the meeting.

Notice for a Virtual Annual General Meeting

- 11.6 Notwithstanding Article 11.2, Notice of a Virtual Annual General Meeting of the EDA shall be sent to all members via one (1) of the following:
 - 11.6.1. Regular mail sent to the member's address of record; or

- 11.6.2. E-mail sent to the member's e-mail address of record (if the e-mail is returned it will be deemed not to have been sent as the address is no longer valid).
- 11.7 Notwithstanding Article 11.4, Notice of all Virtual Annual General Meetings of the EDA shall be sent not fewer than twenty-one (21) days and not more than forty-five (45) days prior to the meeting, subject to the power of National Council to waive these requirements.
- 11.8 Notwithstanding Article 11.5, Notice of all Virtual Annual General Meetings of the EDA shall include the following;
 - 11.8.1. registration process for Registered Participants
 - 11.8.2. list of eligible candidates for Board of Directors as provided by the Nominating Committee, or those that have indicated their willingness to stand for election to the Returning Officer.
 - 11.8.3. the date and time of the Virtual Annual General Meeting, and a list of matters to be dealt with at the meeting.

Timeline for Notice for Board of Directors Meetings

- 11.9 Notice of Board of Directors meetings shall be sent to all Directors and the National Councillor(s) of the Electoral District. Board of Directors meetings require at least five (5) days notice, unless the requirement is waived at the meeting by a motion supported by two-thirds (2/3) of the directors present and voting.

Reminder Notices

- 11.10 Reminder notices of all meetings of the EDA may be sent to all members via any telephonic or electronic means of communication, as appropriate.

12. EDA REPORTING TO THE PARTY

Contact Information for Directors

- 12.1 After the election or re-election of a Director, the following shall be promptly provided to Party headquarters:
 - 12.1.1. first and last name;
 - 12.1.2. mailing address;
 - 12.1.3. phone number, if applicable; and
 - 12.1.4. email address, if applicable.

Contact Information for Executive Committee Members

- 12.2 After the election or re-election of an Executive Committee member, the following shall be promptly provided to Party headquarters:
 - 12.2.1. first and last name;
 - 12.2.2. mailing address;
 - 12.2.3. phone number, if applicable; and
 - 12.2.4. email address, if applicable.

Name of the Chief Executive Officer, Financial Agent and Auditor

- 12.3 Party headquarters shall be promptly provided with the name of the Executive Committee member designated Chief Executive Officer, Financial Agent and Auditor, and Party headquarters shall promptly be informed whenever there is a change in the member so designated.

Notice of Annual General Meetings and Special General Meetings

- 12.4 Pursuant to Article 11.3, notice of all Annual General Meetings and Special General Meetings shall be provided to Party headquarters.

Information Following Annual General Meetings

12.5 The following shall promptly be provided to Party headquarters after every Annual General Meeting:

- 12.5.1. the draft minutes of the Annual General Meeting;
- 12.5.2. the annual financial report of the EDA; and,
- 12.5.3. a copy of any resulting correspondence with Elections Canada.

13. AMENDMENTS

Amendments to the EDA Constitution by National Council

13.1 Amendments to the EDA Constitution made by National Council under Article 8.7.1 of the Party Constitution are deemed to be in effect the day they are passed by National Council and are not subject to the remainder of Article 13 of the EDA Constitution.

Amendments to the EDA Constitution by the Board of Directors

- 13.2 A motion to amend the EDA Constitution may only be brought by the Board of Directors, or twenty-five (25) members of the EDA and may only involve Articles 1, 7.7, 7.8, 7.9 or 8.
- 13.3 The Board of Directors shall submit any proposed amendment satisfying the criteria in Article 13.2 of the EDA Constitution to National Council or its designate at least forty-five (45) days prior to an Annual General Meeting.
- 13.4 The submission shall include the wording of the proposed amendment; a brief rationale for the amendment; and the time, date and location of the Annual General Meeting.
- 13.5 National Council or its designate may approve, disallow or alter a proposed amendment. A proposed amendment which is approved or altered may be moved, as approved or altered, at the next **Annual General Meeting**.
- 13.6 The motion to amend the EDA Constitution, including the proposed wording of the amendment, shall be included in the notice sent pursuant to Article 11 of the EDA Constitution.
- 13.7 A motion to amend the EDA Constitution must be approved by two-thirds (2/3) of the members present and voting at the Annual General Meeting.
- 13.8 Not more than fourteen (14) days after voting on a motion to amend the EDA Constitution, the EDA shall deliver to National Council or its designate the result of the motion and, if applicable, a copy of the EDA Constitution, as amended.

Amendment Not Valid if Non-Compliant

13.9 No amendment to the EDA Constitution by the Board of Directors is effective unless it complies with the provisions of this Article 13.

14. FISCAL YEAR

14.1 The fiscal year of the EDA shall be from 1 January to 31 December of each year.

15. DUTY TO UPHOLD CONSTITUTION

15.1 It shall be the duty of the Board of Directors to uphold and enforce the provisions of the EDA Constitution.

16. RULES OF ORDER AND BY-LAWS

16.1 Subject to what may be set out by National Council, the Board of Directors may adopt rules of order to be followed at board meetings and executive committee meetings. Absent the adoption

of any rules of order or to the extent not provided by such rules or not provided by the requirements of National Council, the board and the executive committee shall follow Robert's Rules of Order Newly Revised.

- 16.2 The Board of Directors may adopt by-laws with respect to the operation of the EDA, and which do not conflict with the EDA Constitution, the Party Constitution, the Canada Elections Act or decisions of National Council. The Secretary shall keep copies of such by-laws and copies shall be sent to Party headquarters. An EDA by-law only becomes valid and in effect when registered with Party headquarters.
- 16.3 At a meeting called for that purpose, a simple majority vote of Board of Directors present and voting can adopt, amend or repeal a by-law.
- 16.4 By-laws supersede rules of order.
- 16.5 A decision or action of the Board of Directors shall not contravene a by-law.
- 16.6 By-laws remain in force until repealed or amended by the Board of Directors.

Aug 3, 2023: F. Evans motions to approve the by-law as stated below, and P. Tudisco seconds. Vote carried.

If a person declares their intention to run at the Federal level anywhere, then we [*the board*] would ask them to take a leave of absence from our board as well until the completion of the nomination process. This would allow that no one has the opportunity to vote if they are a candidate elsewhere. Candidates will not be allowed on any Board committees during this time.

17. LIABILITY

- 17.1 When acting within the scope of their authority, no Director of an EDA shall be liable for any debts, actions, claims, demands, liabilities or commitments of any kind made by the EDA. The EDA shall indemnify and hold harmless each such Director, against any such debt, action, claim, demand, liability or commitment whatsoever.

18. INTERPRETATION

- 18.1 The EDA Constitution is to be interpreted and read subject to the provisions of the Canada Elections Act. Unless the context otherwise requires, words and phrases used in the EDA Constitution have the same meaning as in the Canada Elections Act. To the extent there is a conflict between any provision of the EDA Constitution and the Canada Elections Act, the latter shall prevail.
- 18.2 Subject to Article 18.1 of the EDA Constitution, the Party Constitution shall govern the affairs of the Party and the EDA and in the event of any conflict between the EDA Constitution and the Party Constitution, the latter shall prevail.
- 18.3 Subject to Article 19 of the Party Constitution in respect of Dispute Resolution, National Council shall be the final authority in all matters that require interpretation of the EDA Constitution.

Appendix "A"

Written Affirmation of Office for Director

I, (name of the member) , affirm that I will keep the affairs and plans of the EDA and the Party confidential, that I will keep any personal information respecting members strictly confidential and that I will perform the duties of a Director of the EDA honestly and justly in conformity with the EDA and the Party constitutions.

I have received a copy of the "Code of Conduct for Volunteers, Campaign Staff, and EDA Staff", or have been directed to its location online.

Signature: _____

Date: _____

Appendix "B"

Written Affirmation of Office for Executive Committee Officer

I, (name of the member) , affirm that I will keep the affairs and plans of the EDA and the Party confidential, that I will keep any personal information respecting members strictly confidential and that I will perform the duties of an Officer of the EDA honestly and justly in conformity with the EDA and the Party constitutions.

Failure to complete this affirmation will be taken as a resignation from the Executive Committee.

I have received a copy of the "Code of Conduct for Volunteers, Campaign Staff, and EDA Staff", or have been directed to its location online.

Signature: _____

Date: _____

Appendix "C"

Written Affirmation of Neutrality for Candidate Nomination Committee Members

I, (name of the committee member), affirm that I will remain neutral and impartial as a member of the Candidate Nomination Committee and that I will keep confidential any matters relating to this process. I will also keep all personal information regarding potential candidates strictly confidential and will perform my duties as set out in the nomination rules to the best of my abilities.

Failure to complete this affirmation will be taken as a resignation from the Candidate Nomination Committee.

I have received a copy of the "Code of Conduct for Volunteers, Campaign Staff, and EDA Staff", or have been directed to its location online.

Signature: _____

Date: _____

Code of Conduct for Volunteers, Campaign Staff, and EDA Staff

A. Purpose

Integrity and honesty are fundamental to the value of the Conservative Party of Canada (CPC). All Volunteers are expected to conduct themselves with these values in mind when they perform work on behalf of the CPC. Integrity means doing the right thing. When volunteers act with integrity, it reflects positively on the values and reputation of the CPC.

The purpose of this Code of Conduct for Volunteers is to outline the position of the CPC with respect to harassment, discrimination, and violence as well as to set out the minimum standard of behavior expected of volunteers of the CPC.

B. Application

This Code of Conduct applies to all volunteers within the CPC and all volunteers and employees of affiliated electoral district associations (EDA) and election campaign (Campaigns) (collectively, Volunteers).

C. Standard

The strength of CPC is that of our Volunteers contributing their time and talents. Every Volunteer has the right to work in an environment that is free of discrimination, harassment and violence. Every volunteer shall act honestly and in good faith with a view to the best interests of the CPC and exercise the care, skill and diligence that a reasonably prudent person would exercise in comparable circumstances.

1. Discrimination

Discrimination occurs when a person experiences adverse differential treatment or results, based on a prohibited ground rather than on personal merit. This includes race, national or ethnic origin, colour, religion, age, sex, sexual orientation, gender identity or expression, marital status, family status, genetic characteristics and disability.

2. Harassment

Harassment is a form of discrimination. It includes any unwanted physical, verbal or written behavior directed against a person that is known, or ought reasonably to be known, to be unwelcome, offensive, humiliating, or demeaning.

Harassment includes:

1. Displaying or circulating pictures or materials which could reasonably be expected to be offensive or unwelcome, in print or electronic form;
2. Obtaining, retaining or circulating someone's personal information without their consent, except when required by law; and
3. Inappropriate coercive behavior including bullying and repeated offensive or intimidating comments, phone calls or emails.

i. Sexual Harassment

Sexual harassment is a form of discrimination and is any unwelcome sexual behavior that adversely affects, or threatens to affect, directly or indirectly, a person's working

conditions. Sexual harassment is usually unwanted, often coercive, sexual behavior directed by one person toward another.

Sexual harassment includes inappropriate sexual touching, advances, suggestions, requests, comments or conduct of a sexual nature. Sexual harassment also includes:

1. Sexual solicitation or unwanted sexual attention from a person who knows or ought reasonably to know that such attention is unwanted;
2. An implied or expressed promise of reward for complying with a sexually oriented request;
3. An implied or expressed threat of reprisal or actual reprisal for refusing to comply with a sexually oriented request;
4. A sexual relationship that constitutes an abuse of power in a relationship of authority; or
5. A sexually oriented comment or behavior that may reasonably be perceived to create a negative psychological and emotional environment.

ii. Psychological Harassment

Psychological harassment is a form of discrimination and is any behaviour or conduct, verbal comments, and actions or gestures that is hostile or unwanted conduct that affect a person's dignity or psychological or physical integrity.

iii. Racial Harassment

Racial harassment is a form of discrimination and includes the differential treatment of an individual based upon their race, national or ethnic origin, colour and religion.

3. Violence

Violence includes but is not limited to the exercise of physical force by a person against another person. Appropriate and reasonable measures shall be undertaken by those in leadership roles to ensure that no volunteer is asked to or feels obliged to pursue activities that compromise their personal safety or security.

D. Specific Standards of Behaviour for Volunteers

Every volunteer shall act honestly and in good faith, and exercise the care, skill and diligence that a reasonably prudent person would exercise.

1. Expenditures

Volunteers shall abide by the CPC's policies with regard to expenditures and travel and shall only incur expenses as authorized by the CPC on behalf of the Conservative Fund Canada or by the board of the respective EDA. During an election campaign, no Volunteer will commit to an expenditure on behalf of the EDA, Campaign or the CPC without previous authorization of the applicable financial agent.

2. Personal Gains

Volunteers must not use their status to obtain personal gain from those doing or seeking to do business with the CPC, EDA or Campaign. Additionally, they should neither seek nor accept gifts, payments, services, fees, special valuable privileges, vacation trips, accommodations or loans from any person (except in the case of loans, from persons in the business of lending and then

only on conventional terms) or from any organization or group that does, or is seeking to do business with or gain or maintain an elected or appointed position with the CPC, EDA or Campaign.

3. Conflict of Interest

Volunteers must bring awareness to situations in which their personal or business interests conflict or might conflict or might be reasonably seen to conflict with duties to the CPC, EDA or Campaign. Volunteers shall, at the first opportunity, disclose any conflict of interest in writing. The nature of this reported conflict must be noted in appropriate official records, such as meeting minutes.

4. Confidentiality

At all times, the privacy and dignity of members, other volunteers, the CPC's staff and other persons must be respected. Volunteers may have access to personal information and documents that are private and confidential in nature and must exercise reasonable care and caution to protect and maintain total confidentiality. Volunteers will not read records or discuss such information unless there is a legitimate purpose. All records are the property of the CPC and shall not be shared or disclosed unless required in the course of volunteer activities or as required by law.

5. Respectful conduct

Volunteers must treat all fellow volunteers, the CPC's staff, and all others with whom they interact while engaging in volunteer activities with respect. Discrimination, harassment, violence or other behaviours that compromise the dignity and self-worth of others will not be tolerated.

E. Resolution for a Breach of the Code of Conduct

1. Confidentiality

Being a party to a reporting process under this Code of Conduct can be extremely stressful and upsetting, and we take the privacy of those involved very seriously. While we recognize that there will be some exceptions to the strict rule of confidentiality, it will generally be considered a violation of this Code of Conduct to breach confidentiality.

This Code of Conduct does not prohibit or restrict in any manner a Volunteer from reporting incidents of harassment, discrimination or violence to any other authority, governmental or otherwise.

2. Resolution

In the event that a volunteer believes that another Volunteer is in breach of the Code of Conduct, he/she is encouraged to attempt to resolve the breach as follows:

1. Discuss the situation with the person who is believed to have committed the offending conduct. In some cases, simply discussing the offending conduct may be sufficient to eliminate the behavior.
2. Report the conduct to a peer and together, seek to resolve the situation with the person who committed the offending conduct.
3. Report the situation to the President of the EDA, or to the Campaign Manager, or to the Executive Director or to the National Councillor in whose region the breach is alleged to have occurred.

4. In any event, the Volunteer may also contact the Human Resources Director (**CPC Complaints Coordinator**) or the complaints line at the Party at codeofconduct@conservative.ca at the CPC.

F. Investigation for a Breach of the Code of Conduct

Once the CPC Complaints Coordinator receives a complaint, the Complaints Coordinator will determine whether or not the conduct complained of merits an investigation. If an investigation is launched the Complaints Coordinator will determine its scope in consultation with the Executive Director. The Executive Director and the President of the CPC will be provided with a summary of the finding of the investigation. Where the complaint is substantiated, the Executive Director may take the appropriate measures that are within his/her discretion or submit a recommendation to the National Council. Upon the conclusion of the investigation, the complainant shall be made aware of the outcome but not the supporting reasons behind this decision unless required by applicable statutes or regulations. If the complaint does not merit an investigation, the Complaints Coordinator shall provide a written recommendation to the Executive Director of the CPC and will inform the complainant of that decision.

The Complaints Coordinator is not required to provide supporting reasons behind this decision. The National Council shall be provided with a report of all complaints and investigations submitted to the Complaints Coordinator that covers the number and types of complaints at each of its in-person meetings or as requested by National Council.

Notwithstanding the above, if the President of the National Council or the Executive Director of the CPC are the subject of the investigation, the respective person will be excluded from the investigative and reporting process.

G. Withdrawal of a Complaint

A complainant may withdraw a report of a breach of the Code of Conduct at any time. However, the Complaint Coordinator remains obligated to pursue the matter if he/she believes that a continued investigation is required to comply with statutory requirements or is otherwise appropriate to ensure volunteers are free from discrimination, harassment or violence.

H. Posting and Communication Requirements

A copy of this Code of Conduct must be displayed at CPC, EDA and Campaign offices in visible places as well as on the website of the CPC.

All EDA board members, as part of their annual written affirmation required under the EDA constitution, shall acknowledge receipt of this code and confirm that they have reviewed it and will abide by it.

The Campaign Manager of each campaign or the Executive Director's delegate shall review this Code of Conduct with volunteers at the start of and during the conduct of the campaign.

I. Other Personnel

Employees of the CPC including, but not limited to, the regional organizer, are covered under a separate Code of Conduct at www.conservative.ca. This Code of Conduct for Volunteers applies to employees of

the CPC only if they are engaged in volunteer activities outside the scope of their employment with the CPC.

National Councillors are bound by an additional Code of Conduct available at <https://www.conservative.ca/our-party/governing-documents/>.

Members of Parliament and Senators are bound to provisions regarding conduct for Members and conflict of interest matters exist in the Standing Orders of the House, the Parliament of Canada Act and the *Criminal Code*. Also in place is the *Conflict of Interest and Post-Employment Code for Public Office-Holders*, in particular for Cabinet Ministers and Parliamentary Secretaries, issued by the Prime Minister's Office.

CPC Party of Canada: Constitution – 2021

Article 5

5. ELECTORAL DISTRICT ASSOCIATIONS

- 5.1 The electoral district association is the primary organization through which the rights of members are exercised.
- 5.2 Recognition may be granted by National Council to one electoral district association in each federal electoral district, and such recognition may be revoked, pursuant to rules and procedures set out by by-law.
- 5.3 Electoral district associations shall comply with such requirements as to their governance, financial management and reporting, as may be implemented by National Council by by-law or otherwise.
- 5.4 Regarding the composition of an EDA's Board of Directors, one in every five (5) Directors or portion thereof, to a maximum of six (6), may be members of the Party resident in another electoral district.

CPC Party of Canada: Constitution – 2021

Article 8

8.7 National Council has the following powers and responsibilities:

8.7.1 the establishment and recognition of electoral district associations and the terms of their constitutions, including processes for the conduct of founding meetings, and the transfer of assets in the event of redistribution.