

**A FEDERAL INCORPORATION DOCUMENT  
CANADIAN ROYAL PURPLE SOCIETY**

**Constitution Approved July 18, 2021**

In the interpretation of this document, words in the singular include plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Amendments to Articles of incorporation must be supported by two-thirds of the Members present and voting at a special or Annual General Meeting.

**SECTION 1 - Articles of Incorporation**

**ARTICLE 1:**

1. Organization: This not-for-profit organization shall be known as the Canadian Royal Purple Society, hereinafter referred to as the "Canadian Royal Purple", "CRPS", "Organization, "Royal Purple" or "Corporation":
  - a. The head office shall be at such a place in Canada as the Organization may determine, presently established at: #3-402 Ludlow St., Saskatoon, SK. S7S 1M7
  - b. The Civic address for the Canadian Royal Purple Society will be S.E. 24-22-11 W3 Beechy, Saskatchewan S0L 0C0.
  - c. Mission Statement: To provide like-minded people a forum to come together to make a difference in their community.
  - d. Vision Statement: To be Fun-loving, dynamic, dedicated volunteers helping children and our communities.
  - e. Purposes:
  - f. P
    - iu Promote and support community service with special emphasis on children.
    - ii Create National leadership opportunities for members.
    - ijp Promote our principles of Justice, Charity, Love and Service.
    - iv Provide general direction and governance principles to our members.
    - vs Develop partnerships with like-minded organizations.

**ARTICLE 2:**

1. **Membership Qualifications:** A member of the Canadian Royal Purple Society must be a person who has reached a minimum age of 14 years, is a resident of Canada or a Canadian citizen, has paid the annual membership fee where applicable, and is a supporter of the purposes and objectives of the Organization.
2. **Membership Classes:**

Membership Classes are:

  - i. **Class A Members - Individuals as Members**

Class A voting membership shall be available only to individuals who are at least 14 years old, who are a resident of Canada or a Canadian citizen, and who have applied, paid the annual membership fee and have been accepted for Class A

voting membership in the Corporation.

- ii. The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation. Each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members; and each such Class A voting member shall be entitled to one (1) vote at such meetings.

**3. Class B Members - Past Presidents as Members:**

- i. Class B voting membership shall be available only to individuals who are Past National Presidents of the Corporation or Past Supreme Honoured Royal Ladies of the Royal Purple of Canada, who are residents of Canada or Canadian citizens and who have applied and have been accepted for Class B voting membership in the Corporation.
- ii. The term of membership of a Class B voting member shall be a lifetime term.
- iii. As set out in the articles, each Class B voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class B voting member shall be entitled to one (1) vote at such meetings.
- iv. Past National Presidents will not be required to pay national membership fees.

**4. Class C Members - Provincial Associations as Members:**

- i. Class C voting membership shall be available only to not for profit corporations who have a statement of purpose similar to the statement of purpose found in the Corporation's Articles of Incorporation, have membership classes that do not conflict with the membership classes of the Corporation, have By-Laws that do not conflict with the By-Laws of the Corporation, represent the provincial membership of a distinct province of the Canadian Royal Purple Society, sign and deliver a consent and agreement to give the Corporation reasonable and appropriate access to the members records, and who have applied and have been accepted for Class C voting membership in the Corporation.
- ii. Only one Class C member can be accepted by the Board of Directors for each of British Columbia, Alberta, Saskatchewan, Manitoba, and Ontario.
- iii. Each Class C member that has within its geographic boundaries a combination of 4 to 39 Class D members will have the right to elect a minimum of one director of the Corporation. Each Class C member that has within its geographic boundaries 40 or more Class D members will elect two directors of the Corporation. Class C members with fewer than 4 Class D members may agree by ballot to combine to form a region for the purpose of electing a director. The Director or Directors so elected by a Class C member must be a resident of the region which the director represents.
- iv. The term of membership of a Class C voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- v. Each Class C voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class C voting member shall be entitled to one (1) vote at such meetings. The one (1) vote will be cast by the President or her representative who represents the Board of Directors of the provincial corporation.

**5. Class D Members - Lodges as Members:**

- i. Class D non-voting membership shall be available to unincorporated and incorporated organizations that have a statement of purpose similar to the statement of purpose found in the Corporation's Articles of Incorporation, have

membership classes that do not conflict with the membership classes of the Corporation, have By-Laws or governance documents that do not conflict with the By-Laws of the Corporation, are current members of a Class C member, and who sign and deliver a consent and agreement to give the Corporation reasonable and appropriate access to the members records, and who have applied and have been accepted for Class D non-voting membership in the Corporation.

- ii. The term of membership of a Class D non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- iii. Subject to the Act and the articles, a Class D non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.
- iv. Obtain and maintain a Lodge charter as described in Section 4, Article 1.1. (a).

**6. Class E Members - Honorary Members:**

- i. Class E non-voting membership shall be available to individuals who are least 14 years old, who are residents of Canada or Canadian citizens, who have made special contributions to the Corporation as determined by the Board of Directors, who the Board of Directors nominate by a special resolution of the directors and who accept the membership.
- ii. A Class E Honorary Membership may be purchased by a member and/or their lodge recognizing the member's years of service and their membership within the organization. They may retire and a Class E Honorary membership may be purchased after reaching the age of 80 years and 50 years or more of service. The onetime fee will be established at the National Annual General Meeting of the Society Term of membership of a Class E non-voting member shall be a lifetime term.
- iii. Subject to the Act and the articles, a Class E non-voting member shall be entitled to receive notice of and attend but not vote at meetings of the members of the Corporation.

**ARTICLE 3. OFFICERS AND GOVERNMENT:**

1. **Governing Power:** The collective membership of the Canadian Royal Purple Society hold general jurisdiction and power over the entire Organization. The National Board of Directors shall have the authority to charter, institute and govern all branches of the Organization and shall have the powers to enact laws to raise general funds to meet expenses and charitable funds.
2. **Governing Bodies:** The Canadian Royal Purple Society shall be governed by the representative body of delegates in attendance at any Annual General Meeting or by the National Board of Directors when the annual general meeting is not in session.
3. **National Board of Directors:** The Annual General Meeting will elect from among themselves such Director(s) as are designated by the regulations of the Organization. The designated Directors are President and Vice President Remaining Directors shall be elected as per Section 2, National Board of Directors, and Article 2.1.(b).
4. **By-laws and Regulations:** For the good of the Organization and the fulfillment of its objectives and purposes, the Canadian Royal Purple Society may make such By-laws and Regulations as it deems necessary for the government and management of its business and affairs and for the guidance, admission and expulsion of its Directors and Members and for the collection, control and management of its funds. Individual Class C (Association) and Class D (Lodge) members

may establish their own Standing Rules, but such rules cannot contravene any By-law or Regulation of the Organization or exceed those powers conferred on the Organization by the Act of Incorporation.

5. The rules contained in Robert's Rules of Order will govern the Organization in all cases to which they are applicable and in which the Constitution remains silent.

#### **ARTICLE 4. MEETINGS OF THE CANADIAN ROYAL PURPLE SOCIETY:**

1. **Annual General Meeting:** The membership of the Canadian Royal Purple Society will formally assemble annually. The time and place will have been established at a prior Annual General Meeting. In the event that conditions make it impractical or inadvisable to hold the Annual General Meeting at the designated time or place, then the National President may, with the advice and consent of the National Board of Directors, set a new time and/or place for the Annual General Meeting.  
The annual meeting of members shall be held for the purpose of considering the financial statements, audit report, election of directors excluding those directors being nominated by Class C members and for the transaction of such other business as may properly be brought before the meeting.
2. **Special Session:** In the case of an emergency, the National Board of Directors may call a special assembly of the Canadian Royal Purple Society. No business other than that stated in the Call will be considered at a special session.
3. **Notice:** the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:
  - a. By mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 42 to 60 days before the day on which the meeting is to be held;
  - b. By telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 42 to 60 days before the day on which the meeting is to be held;
  - c. By affixing the notice, no later than 30 days before the day on which the meeting is to be held, on the website which information respecting the corporation's activities is regularly posted and that is located in a place frequented by members: or
  - d. If the Corporation has more than 250 members, by publication at least once in a publication of the corporation that is sent to all its members, during a period of 21 to 60 days before the day on which the meeting is to be held.
  - e. A member may agree to receive notice electronically rather than by mail or notices may be distributed to the Lodges for hand delivery. All contact needs to be recorded.
4. **Undelivered Notices:** If any notice given to a member is returned on two consecutive occasions because she cannot be found, the Corporation shall not be required to give any further notices to such member until she informs the Corporation in writing of her new address.
5. **Omissions and Errors:** The accidental omission to give any notice to any member, director, officer, member of a committee of the board, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

6. **Persons Entitled to be Present at the Members Meetings:** The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors, and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.
7. **Quorum:** A minimum of 10 members of the Canadian Royal Purple Society, of whom three are (3) National Directors, must be present at an Annual General Meeting to validate the proceedings of the session. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. Voting power will be limited to members at the Annual General Meeting.
8. **Votes to Govern at Members Meeting:** At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.
9. **Ballots:** On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, the chairman may require a ballot, or any member may demand a ballot.

#### **ARTICLE 5. AMENDMENTS TO THE CONSTITUTION:**

1. **Prior Notice:** Must be given of any proposed amendment to the Articles of Incorporation and By-Laws of the Organization.
  - a. All Resolutions from Classes A, B or D members must be received by the National Office at least 60 days prior to the National Annual General Meeting.
  - b. All resolutions from Class C members must be received by the National Office within 10 days of the end of its annual meeting.
  - c. Resolutions shall refer to the Sections and Articles affected, be properly worded and include accurate rationale, and indicate whether a Member will be available to speak on its behalf.
  - d. Resolutions and other information will be sent by mail or electronically to Class A, Class B, Class C and Class D members 35 days in advance of the AGM.
  - e. Uncirculated Resolution -A resolution which is raised without prior notice being given. A two-thirds (2/3) majority vote is required to bring such resolutions to the floor. A two-thirds (2/3) majority vote will be required to pass the resolution. Resolutions shall refer to the Sections and Articles affected, be properly worded and include accurate rationale, a mover and a seconder.
2. **Articles of incorporation Amendments:** Must be supported by two-thirds of the delegates present and voting at a special or Annual General Meeting.

## **ARTICLE 6. DISSOLUTION:**

1. In the event of the dissolution of the Canadian Royal Purple Society, the Board of Directors shall:
  - a. Pay all the liabilities and the expenses of the Canadian Royal Purple Society.
  - b. Direct the distribution of any funds as required under any applicable Provincial Gaming and Licensing rules and regulations, if any.
  - c. Distribute all remaining assets to like-minded organizations.

Amendments to Bylaws Sections 2, 3, 4 and 5 must be supported by a majority of not less than 50% plus 1 of the Members present and voting at a special or Annual General Meeting.

## **By-laws**

### **SECTION 2 - NATIONAL BOARD OF DIRECTORS**

#### **ARTICLE 1- GENERAL POWER:**

1. The National Board of Directors will provide leadership and general governance in all areas affecting the Organization. The Board may assign some responsibilities to Class C (Associations), Committees and Class A and B (Members) as specified in National Policies.
2. The National Board of Directors will have general supervising power over all Class D (Lodges) and Class C (Provincial Associations) in Canada and will have access to all books, papers, documents, and letters of any Class D (Lodge) and Class C (Provincial Association) and may require a report, in writing, as to any matter within its knowledge.
3. The National Board of Directors has power to grant Charters, issue dispensations and organize Class D (Lodges) or Class C (Associations) in the manner provided by the law, and order suspensions, surrender of Charter and dissolution of a Class D (Lodge) or Class C (Association).
4. The National Board of Directors will make appointments not provided for elsewhere and will have the power to appoint to fill vacancies on Committees.
5. The National Board of Directors may temporarily suspend any statute for the Good of the Organization and may submit a report to the Annual General Meeting on the matter.
6. The National Board of Directors will review the Articles of Incorporation and Bylaws annually.
7. In Accordance with the Act, the Board shall file any and all changes to Canadian Royal Purple Society Articles of Incorporation as may be approved at the Annual General Meeting of members and will budget for the annual filing fees.
8. The National Board of Directors will ensure the proper registration of the Canadian Royal Purple Society in each province in which it conducts business and will budget for the registration and filing fees. This will require the appointment of Powers of Attorney in each province.
9. When making policies for the purposes of carrying out the provisions of the Constitution, such policies will be reported to the Class A (members), Class B (Past National Presidents), Class C (Provincial Associations) and Class D (Lodge) membership.

10. In cases where power and authority to do any act is granted in the Constitution and such power and authority is not vested elsewhere, the same is hereby vested in the National Board of Directors.

## ARTICLE 2. DIRECTORS:

### 1. **Qualifications:** A Member of the Canadian Royal Purple Society.

- a. Elected National Directors:
  - i. One National Director will be elected from each Class C (Association) member with 39 or fewer lodges. The National Director will be a resident of the province and be elected at the Provincial Association's Annual General Meeting. The Election of the National Director may take place prior to the election of the Class C Board/Executive. All nominations will come from the floor.
  - ii. If a Class C (Association) member has 40 Lodges or more, it may elect an additional National Director. Class C (Association) members must have at least 4 Class D (Lodge) members in order to qualify for the election of a National Director. Class C members may combine in order to qualify. The National Director must reside in the combined region.
  - iii. President: Will be elected at the National Annual General Meeting.
  - iv. Vice President: Will be elected at the National Annual General meeting.
  - v. Immediate Past President: will be the retiring President and will be a director.
  - vi. If required, Director(s) at large will be elected at the National Annual General Meeting.
- b. Director at Large: If at a regular Annual General Meeting of a Class C (Association or Region), it is unable to fill its seat, an election for a National Director at Large will be held at the National Annual General Meeting of the Canadian Royal Purple. The Class C seat will remain vacant until its next Annual General Meeting.
- c. Regional Director: Will be elected according to a Regional Agreement, approved by the CRPS National Board of Directors, and will contain:
  - Date of Regional Agreement
  - Nomination process
  - Election date
  - Election process: This election will be supervised by the CRPS President or their Designate.
- d. No person shall serve as a National Director and as a Member of a Class C (Association) Executive Board during the same term.
- e. Vacancies on the National Board of Directors occurring during a term will be filled at the next regular or special General meeting of the Association or Region. Should the Immediate Past President position become vacant, the National Board of Directors will

appoint a Past National President to the position for the remaining term.

- f. If at the regular Annual General Meeting of a Class C (Association) or Region, is unable to fill its seat, the seat will remain vacant until its next Annual General Meeting.
  - g. If, at the National Annual General Meeting, a Class C Director's seat is made vacant due to the election to an alternate position on the Board, it may be filled by a Director at Large, elected at the National Annual General Meeting.
  - h. Officers:
    - i. An appointed non-voting position: A member may be appointed annually by the Board to perform such duties as are required.
    - ii. A director may be appointed to any office of the Corporation.
    - iii. Two or more offices may be held by the same person.
    - iv. Do not attend in-camera meetings unless invited to do so.
- 2. Votes to govern at meetings** of the Board of Directors: At any meeting of the Board of Directors, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes, either on a show of hands or in a ballot or on the results of electronic voting, the Chair of the meeting, in addition to an original vote, shall have a second or casting vote.
- 3. Tenure:**
- a. All elected directors will hold office for a term beginning with accepting the Oath of Office. The Oath of Office will be accepted at the Annual General Meeting or at a subsequent time. The term will end when the next election is completed, and the new directors are sworn in at the next Annual General Meeting.
  - b. Directors and Directors at Large may serve no more than seven consecutive terms. The terms served as President, Vice President and Immediate Past President may be in addition to the seven consecutive terms.
- 4. Duties assigned** to the National Directors in addition to their general power:
- a. The National Board of Directors is to carry out, to completion, all work entrusted to it by the last Annual General Meeting or correct any omissions of the Annual General Meeting.
  - b. The National Board of Directors may appoint a Member to be responsible for the proper exemplification of floor work at the AGM.
  - c. The National Director will report to their respective Provincial Association any business pertaining to the Provincial Association.

### **ARTICLE 3. CANADIAN ROYAL PURPLE SOCIETY REVENUE:**

- 1. Membership Fees
- 2. AGM income
- 3. Lodge registration Fees
- 4. Sales and other



**ARTICLE 4. FINANCIAL YEAR:**

The financial year end of the Corporation shall be determined by the Board of Directors and may from time to time be changed by the Board.

**ARTICLE 5. NATIONAL PRESIDENT:**

1. Will preside over the meetings of the National Board of Directors.
2. The National President or her designate will preside over the Annual General Meeting.
3. Shall visit any Lodge or Association whenever such visit will promote the good of the organization.
4. Will cast a vote on all matters before the Board. In case of a tie, the President will cast the deciding vote. The matter may be revisited.
5. Appointment of Representatives: The National President may appoint a Member when unable to attend to a duty in person. All expenses incurred may be paid upon submission of receipts or expense forms.
6. Institution of Class D (Lodges): The Institution ceremony of a Class D (Lodge) will be under the supervision of the National President or her representative.
7. Upon completion of the term, the National President will be presented with her name tag/pin and other gifts and will become a Life Member. (Class B) of the Canadian Royal Purple Society.

**ARTICLE 6. NATIONAL VICE PRESIDENT:**

1. Co-Ordinator of National Committees:
  - a. If the chair of the board is absent or is unable or refuses to act, the vice-president as a member of the board shall be the vice chair of the board and shall, when present, preside at all meetings of the National Board of Directors and of the members.
  - b. Will monitor the performance of National Committees, deal with ineffective or neglect of performance and make recommendations to the National Board of Directors as to additions and/or replacements.
  - c. May be ex officio of all committees.
2. Appointments: Will ensure names are submitted to fill the positions on National Committees.

**ARTICLE 7. IMMEDIATE PAST PRESIDENT:**

1. Shall be the retiring President.
2. Shall carry out duties as a Director and other duties as assigned.

**ARTICLE 8. MEETINGS:**

1. There will be a minimum of two meetings per year.
2. The National Board of Directors will meet whenever a majority of the Directors deem it

necessary for the welfare of the Organization.

3. Quorum: A majority of the Members of the National Board of Directors will constitute a quorum for the transaction of business.

#### **ARTICLE 9. BORROWING POWER:**

1. Subject to the approval of the AGM, the National Board of Directors will have the power to:
  - a. Mortgage or pledge any real or personal property of the Canadian Royal Purple Society, excluding trust funds, to secure payment of any monies borrowed for the general purpose of the Society.
  - b. Borrow or secure money.

#### **ARTICLE 10. LEGAL COUNSEL:**

1. Will be acquired by the National Board of Directors when deemed necessary. Such Counsel must be a judge or member of the Law Society of any Province or Territory. Said Counsel may be a member of the Organization.
2. The Counsel will act as: a general counsel and advisor to the Organization; accept service of all legal documents and represent the Organization in accordance with the appropriate legal procedures.
3. Limitation of Liability: Every director and officer of the Corporation, in exercising his powers and discharging his duties, shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be placed out or be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, security, or effects of the Corporation shall be lodged or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of his office or in relation thereto; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

#### **ARTICLE 11. INDEMNITY:**

1. Subject to the limitations contained in the Act, the Corporation shall indemnify a director or officer, a former director or officer, a person who acts or acted at the Corporation's request as a director or officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the corporation or other entity, if: he acted honestly and in good faith with a view to the best interests of the Corporation; and

2. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.
3. The Corporation shall also indemnify such person in such other circumstances as the Act permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

## **ARTICLE 12. NATIONAL COMMITTEES:**

### **1. General Responsibilities:**

- a. Will establish principles, goals and programs as directed by the National Board of Directors.
- b. Will establish a plan of action and budget to be submitted to the National Board of Directors for approval.
- c. Will forward all copies of pertinent correspondence, as outlined in the approved plan of action, to the National Board of Directors for approval before distribution to Members, Lodges and Associations.
- d. May develop joint plans of action.
- e. Will have the authority to call for such books, documents, records files and papers as are necessary to arrive at a correct understanding of the subject under consideration or of any business entrusted to them.
- f. Will forward all books, documents, electronic files, records and papers to their successors.

### **2. National Finance Committee:**

- a. May consist of at least 2 members, one of which will be a National Director. One of these members will be appointed as Chairman by the Board of Directors.
- b. Responsibilities:
  - i. Will provide monthly income and expense statements to the National Board of Directors.
  - ii. Will supervise and confirm the completion of an annual financial statement.
  - iii. Will, on completion of the resolutions of the AGM, present the annual budget as approved by the National Board of Directors.
  - iv. Will call for the adoption of the budget as an Order of Business of the AGM.
  - v. Will act as a resource to the National Board of Directors.
  - vi. Create and update policies to ensure that CRPS assets are protected.
  - vii. Document Policies and Procedures in a manual. Review annually and update as required.
  - viii. Ensure approved financial policies and procedures are being followed.
  - ix. Develop policies regarding risks to CRPS in long term contracts and leases.
  - x. Develop policies on financial recording, monitoring of controls and accountability.
  - xi. Maintain confidentiality and avoidance of conflicts of interests.

### **3. National Judiciary Committee:**

- a. May consist of at least 2 members, one of which will be a National Director. One of these members will be appointed as Chairman by the Board of Directors.
- b. Responsibilities:
  - i. Will serve as general advisors to the Board of Directors and members in all matters of a legislative character.
  - ii. Resolutions properly received will be circulated to the Class A (Individual),

Class B (Life Members), Class C (Association) members and Class D (Lodges). Similar resolutions may be combined and where advisable, reworded, maintaining the intent of such combined or reworded resolutions.

- iii. At the National AGM will have referred to them all resolutions and the Chairman will present same to the session.
  - iv. At the completion of the National AGM the Chairman will prepare a directive listing all the resolutions and their outcome for circulation to all Class A (individual), Class B (Life Members), Class C (Association) members and Class D (Lodges).
  - v. Housekeeping of the National Constitution -amending changes will not change intent and will be of a minor nature. Proposed changes to intent will be made by resolution to be presented to the Annual General Meeting.
  - vi. Will ensure that all procedures and floor work is relevant to the times and will not conflict with religious beliefs or the Charter of Rights and Freedoms. When performed, floor work should be in accordance with the National Floor Workbook.
  - vii. The Chairman will review all correspondence that requires clarification of the By- laws, Regulations, Class D (Lodge) and Class C (Association) By-Laws and Rules of Order.
  - viii. Class D (Lodge) and Class C (Association) By Laws and Rules of Order and any amendments thereto will be referred to the National Judiciary Committee for approval. The National Judiciary Committee will send a reply within 14 days of receipt. Upon receiving National approval, the articles will come into effect. Controversial issues will be referred to the Board of Directors for advisement.
4. **Marketing Committee:** May consist of at least 2 members, one of which will be a National Director. One of these members will be named as Chairman by the Board of Directors.
- a. Will develop and have supervision over leadership and motivational workshops, promotional material and programs. This will be carried out in cooperation with the Class C (Provincial Associations) members.
5. **Restoration and Rejuvenation Committee:** May consist of at least 2 members, one of which will be a National Director. One of these members will be named as Chairman by the Board of Directors.
- a. Will supervise the restoration, rehabilitation, and rejuvenation of a Class D (Lodge) or Class C (Association) member,
  - b. Will supervise the establishment of new Class D (lodge) members and the Lodge visitation program. This will be carried out in cooperation with the Class C (Provincial Associations) members.
  - c. Will have supervision over Charter surrenders, Charter in Abeyance, Lodge membership issues and Conflict Management programs.
6. **Social Media Committee:**
- a. May consist of at least 2 members, one of which will be a National Director. One of these members will be appointed as chairman by the Board of Directors.
  - b. Responsibilities: Will develop and maintain an up-to-date Social Media Network for the Canadian Royal Purple Society in accordance with the Privacy Laws of Canada.
7. **Past National Presidents**
- a. May form an Association and function as a support group to the National Board of the Canadian Royal Purple Society.

- b. Upon the dissolution of the Past National President's Association all property and funds of the Association will be surrendered to the Canadian Royal Purple Society.
- c. In the event of the dissolution of the Canadian Royal Purple Society, the Past National Presidents Association will also dissolve.

### **SECTION 3 - CLASS C MEMBERS (PROVINCIAL ASSOCIATIONS AND REGIONS)**

#### **ARTICLE 1.**

- 1. Formation:** Each Province or Region will have the option of forming an Association in its area in accordance with Canadian Royal Purple Society policies, which will include provincial incorporation. The Association will develop By-Laws and Rules of Order to be approved by the CRPS Board of Directors and National Judiciary Committee and will carry out the responsibilities of reporting on and caring for its members.
- 2. Granting Charter Certificate:** Following completion of provincial incorporation Associations may apply for and be granted a Charter upon approval of the National Board of Directors.
- 3. Purposes:** The purposes will include:
  - a. The promotion of the aims and objectives of the Canadian Royal Purple Society within the Province or Region.
  - b. The increase of membership and units of the Canadian Royal Purple Society within the Province and Region.
  - c. The education and personal development of its Membership in collaboration with the Canadian Royal Purple Board of Directors and Provincial Royal Purple Board of Directors.
- 4. Responsibilities:**
  - a. Shall hold an Annual General Meeting at which a National Director may be elected.
  - b. Shall oversee Membership Recruitment and Retention activities within the Province.
  - c. Shall oversee Leadership Development and Personal Development programs within the Province.
  - d. Shall provide co-operation with the National Committees and Programs as requested.
- 5. Affiliation to another Province:** A member from another Province or Region may join any Association by paying additional annual fees to that Association.
- 6. Fees:** For each Class A member residing within the province, a Class C (Association) fee will be collected in conjunction with the National Class A membership fee. This Class C membership fee will be set at the National AGM. These fees will be forwarded to the Class C Association.

#### **ARTICLE 2.**

- 1. By-laws and Rules of Order:**
  - a. Associations and Regions will enact By-laws and Rules of Order for their own local government.
  - b. By-laws and Rules of Order will be submitted in duplicate to the National Judiciary Committee, signed by the Association President and one other Director and will not be effective until approved by the National Judiciary Committee.
  - c. Further amendments to the By-laws and Rules of Order will cover the following areas:

- i. As per the CRPS By-laws and Rules of Order
- ii. Board/Executive structure
- iii. Election process
- iv. Accounting procedures
- v. Provision for amendments
- vi. Fiscal Year

**2. Recognition:**

A Jewel may be presented.

**ARTICLE 3.**

1. National AGM Member Registration Form: Each incorporated Association will receive one member form to the National AGM to be completed by the President or her designate.
2. Resolutions to National AGM: The Association secretary will forward all approved resolutions to the National Office. Resolutions will be national in intent and will be considered by the National Judiciary Committee for subsequent action or presentation.

**ARTICLE 4.**

Dissolution or Suspension: The National Board of Directors will have the power to suspend a Charter Certificate or place an Association under the direction of the National Board of Directors.

**SECTION 4 - CLASS D MEMBER (LODGE):**

**ARTICLE 1.**

**1. Institution and Charter Certificate:**

- a. Authority to Organize: Persons interested in furthering the objects and purposes of the Canadian Royal Purple Society may investigate, establish, and charter in those communities that have sufficient numbers of interested persons. Upon application on the form approved by the Canadian Royal Purple Society and signed by a minimum of five (5) interested persons eligible for membership in the Lodge and approved by the National Board, a Charter Certificate shall be issued. Such Lodge shall:
  - i. Adopt and abide by the Lodge By-laws and Rules of Order and any subsequent amendments approved by the National Board.
  - ii. Follow and adhere to all policies, guidelines and governance as established by the Canadian Royal Purple Society.
  - iii. Establish programs and policies which support community projects, organizations and individuals within the community or area in which the Lodge operates.
  - iv. Agree to allow access to the Lodge records when requested by a representative of the Canadian Royal Purple Society.
  - v. Maintain an annual Class D membership (National fees).
  - vi. Report on the programs of the Lodge when required to do so.
  - vii. Will be a member of a Class C Association. (Provincial Association).
  - viii. Return the Lodge Charter Certificate to the Canadian Royal Purple Society when dissolving.

2. **Class D Member Fees:**

- a. National Class D (Lodge) Membership Fee: Will be an amount as established from time to time at the National Annual General Meeting and will be payable annually to the Canadian Royal Purple Society.

3. **National Class A Membership Fees will be remitted annually for:**

- a. All Class A (Individual) members on the Roll (refer to Article 9 Memberships 2.a.).
- b. New Members from the month during which said Member is added to the Roll to the calendar year end.
- c. Members who hold Life Memberships from their home Lodge prior to August 1992; the Lodge will submit the fee of \$25.00.
- d. Will not pay for:
  - iClass B Members
  - iiClass E Members
- e. Local Lodge Fees: Each Lodge will be empowered to establish fees as stated in the Lodge By-laws.

**ARTICLE 2. ELECTIONS**

- 1. Lodges will hold annual elections in accordance with the rules set out in the lodge guide.
- 2. All officers will be installed before assuming office.

**ARTICLE 3. Lodge Officers and Committees**

- 1. **DUTIES:** The Officers will perform their duties as outlined in the Lodge and Officer's Guides and Procedures and Floorwork Book and in the approved guidelines and duties as determined by the Lodge.
  - a. President: Will be an elected Member. A signing officer and will preside at all meetings.
  - b. Immediate Past President: Will be the retiring President, holding such office for one term, or as determined by the Lodge.
  - c. 1st Vice President: Will be an elected Member.. In the absence of the President, will be vested with the full powers and prerogative of the presiding officer.
  - d. 2nd Vice President: Will be an elected Member and officiate in the absence of higher ranking Officers with the full powers and prerogative of that Office
  - e. 3<sup>rd</sup> Vice President: Will be an elected Member and officiate in the absence of higher ranking Officers with the full powers and prerogative of that Office.
  - f. Secretary: Will be an elected Member and carry out the duties outlined in the Secretary

and Lodge Guides and serve as a resource person to any committee requesting same.

- g. Treasurer: Will be an elected Member, a signing officer, and an ex officio member of the Finance Committee. They may serve as a resource person to any committee requesting it. The Treasurer or combined Secretary/Treasurer office may be bonded as directed by the Lodge.
- h. Signing Officers: Any two may be signing officers. Additional options may be established by motion by the Lodge.
- i. Other officers may be appointed or elected as per Lodge Guide.

## 2. COMMITTEES:

- a. Chairman: Unless otherwise provided herein, the Lodge President will appoint all committees and the first person named will be the Chairman. Their term will be the same as the elected officers.
- b. Ex Officio: The President and 1st Vice President will be ex officio members on all committees, except the Nominating Committee, and will have a voice but no vote.
- c. Each lodge should have a Finance Committee and a Judiciary Committee. Optional committees include Charity, Sunshine, Relief, Nominating, Fund Raising, Membership, Social media/Publicity.
  - i. **Finance Committee:** May consist of three members.
  - ii. **Judiciary Committee:** May consist of three Members to serve as a general advisor to the Lodge on all matters of a legislative character.
  - iii. **Lodge Executive Committee (optional):** May consist of the elected Lodge officers and the Immediate Past President. They will meet whenever the President deems necessary for the welfare of the Lodge to deal with all business arising between Lodge Meetings. The Secretary, or a Member of the Lodge Executive will record minutes and the recommendations of the meeting and these will be read at the next Meeting of the Lodge in order to be considered or ratified.

## ARTICLE 4 Bylaws and Rules of Order

- 1. **Initial Bylaws:** The Lodge will be required to prepare an initial set of Bylaws following the format provided by the National Board of Directors. Two copies of the Bylaws, signed by the President and Secretary, will be forwarded to the National Office within six months of the date of institution. Such Bylaws will not conflict with the CRPS Constitution. Bylaws will not be effective until officially approved by the National Board of Directors.
- 2. **Amendments:** A new bylaw, or the amendment or deletion to an existing bylaw, will be submitted to the Lodge in writing, signed by the Member presenting same. Such submissions will be read under New Business, then referred to the Judiciary Committee for proper wording, to be returned to the next meeting for voting. Members will be notified by mail, email or telephone, as to the date of the vote. A two-thirds vote of the Members present and voting will



be required to pass any change in the Bylaws. One copy signed or electronically signed by the President and the Secretary, will be submitted by email, fax or regular mail to the National Board of Directors for approval.

3. **Rules of Order and Amendments:** In addition to the Bylaws that are binding until rescinded or modified, a Lodge will have Rules of Order for the guidance of their affairs. Rules of Order and Amendments to Rules of Order will require a majority vote.
4. **Meetings:**

All Lodges are required to hold a minimum of eight meetings per year.

  - a. **Decorum:** In accordance with Robert's Rules of Order, Newly Revised, a Lodge assembly has the power to have an offending Member removed from the Lodge room for misbehavior or disorderly conduct or for obstinate persistent breach of order.
5. **General:** The colours of the Canadian Royal Purple Society are recognized to be purple and white.
  - a. **Service Pins:**
    - i. Members may receive recognition of years and/or service from their lodges provided for in the CRPS Policy and Lodge Bylaws.
    - ii. Individual Members may also purchase this recognition of service.

#### **ARTICLE 5 - SUSPENSION OF CHARTER**

1. **Power:** By and with the majority consent of the National Board of Directors it will have the power to suspend a Charter, dissolve the Lodge or place under the direction of the National Board of Directors or the National Rehabilitation and Rejuvenation Committee.
2. **Offenses:**
  - a. Obstinate and perverse opposition to the lawful authority of the National Board of Directors.
  - b. Violation of Statutes.
  - b. Failure to pay National Class D membership fees, levies and similar charges.
  - c. Failure to make reports as required by laws of the CRPS.
  - d. Disorderly conduct on the part of the Members, either in the Lodge room or in a public place, tending to bring the CRPS into disrepute.
  - e. Refusal to receive charges or have a trial thereof against any Member for violation of any provisions of the laws of the CRPS.
3. **Surrender of Property:**

The National Board of Directors suspension of a lodge Charter will be conclusive, and the Lodge will have no rights to conduct any further business. The National President or her appointed representative will require the Lodge to immediately surrender the Charter, cheque book, audited financial statements and petty cash. All Class A and Class B members will remain members of the CRPS.

#### **ARTICLE 6 - DISSOLUTION OF A LODGE:**

When there are fewer than 2 members left of a Class D membership, then the Class D member will inform the National Office of its wish to dispense with activities. After this notice is received by the National Office, it will be referred to the appropriate National

Committee for assessment and procedure.

The dissolution of a Class D member will be conclusive, and it will have no rights whatsoever. Upon dissolution of the Class D member all property will be surrendered according to the dissolution statement. The National Board of Directors or its authorized representative may direct the dispersal of all Charity funds as per the Provincial Gaming and Licensing Rules and Regulations.

Only those Class A members who pay their National Fees after year end will remain members of the Canadian Royal Purple Society.

#### **ARTICLE 7 - VOLUNTARY SURRENDER OF CHARTER:**

1. A Lodge may apply for a Voluntary Surrender of Charter by contacting the National Office. After request is received, it will be referred to the appropriate National Committee for assessment and procedure. The Lodge and its Members remain for a maximum of one year or until the surrender process is complete, whichever comes first.
  - a. **Alternate Membership:** A Member of a Lodge which has been dissolved may retain Class A or B Membership in the Canadian Royal Purple Society.
  - b. **Rehabilitation or Restoration of a Lodge:** Will be as outlined in the Guidelines for Rehabilitation of a Lodge available from the National Office.

#### **ARTICLE 8 - MEMBERSHIPS:**

1. **Transfer:**
  - a. All members when transferring will have their years and titles transferred and a membership change form filed promptly.
  - b. A transfer notification showing the name of the member, including the date of transfer and new Lodge number, will be completed, and forwarded to the National Office by the Secretary on the Lodge Member Change Form.
2. **Multimember:** Any Member may belong to additional lodges. Such Members may hold office in both Lodges. Such Members may be required to pay additional Lodge Fees, if any, as determined by Lodge Bylaws (not an additional Class A membership fee).
3. **Voluntary Withdrawal of Membership:** A Member may apply, in writing, to the Secretary for a Voluntary Withdrawal of Membership. The withdrawal will be granted at a Lodge Meeting, without fee. The Member will surrender all books and property of the Lodge. No National membership fees will be refunded.
4. **Restoration to Membership:** Any former Member who has withdrawn from Membership shall fill in a Class A Membership application form, pay the required fees and any additional fees as determined by Lodge Bylaws, and be re-obligated and welcomed into the Membership. All past offices and years of service will be recognized.
5. **Member Fees:**

National Membership Fees: will be determined by the members at the Annual General Meeting as per a motion accompanying the approved CRPS budget and will be payable to Canadian Royal Purple Society.

## SECTION 5 - DISCIPLINE

1. This Section is designed to deal with internal conflict which requires assistance to resolve.
2. The section is based on a determination to deal with internal conflict according to:
  - a. Government of Canada legislation
  - b. Canadian Royal Purple legislation
  - c. Equity and fairness
  - d. Understanding the rules and the situation from all sides
3. The Board shall have the responsibility to:
  - a. Maintain the laws of the Corporation as established by the membership
  - b. Provide a fair, equitable and reasonable process to deal with violations of these laws.  
Violations will include
    - i. Violating the laws of Canada and
    - ii. Violating the laws of the Canadian Royal Purple Society in a serious, detrimental, and obstructive manner.
4. Filing of the Complaint:
  - a. Decorum: In accordance with Robert's Rules of Order, Newly Revised, a Lodge assembly has the power to have an offending Member removed from the Lodge room for misbehaviour or disorderly conduct or for obstinate persistent breach of order. A complaint may be filed.
  - b. A formal written complaint must be filed with the Canadian Royal Purple Society Board of Directors or the National Judiciary Committee. Any CRPS member may file the complaint.
  - c. The complaint will be referred to the Restoration and Rejuvenation Committee or a special committee.
5. Outline of the Process:
  - a. The complaint will be assessed according to:
    - i. Violation of rules.
    - ii. Severity of the offense(s)
  - b. Interview(s)
    - i. The individual will be informed of the complaint
    - ii. The complainant and individual will be interviewed. The interview may not be face to face.
    - iii. Facts will be gathered
    - iv. An attempt will be made to resolve the issue so it will not arise again.
    - v. A report or record of the information will be sent to the complainant, individual and may be sent to the Board with recommendations if solutions are available at this point.
  - c. Plan of Further Action
    - i. If necessary, face to face or electronic interviews will be arranged
    - ii. If one or more members are involved, an attempt will be made to file an agreed upon resolution of the complaint.
    - iii. The agreement will be filed with the National Judiciary Committee and the Board

- iv. If an agreement or resolution cannot be reached OR a temporary suspension, permanent suspension or expulsion is necessary:
  - 1. The complainant, the individual and the Board will be informed of the recommendation made.
  - 2. The reasons for the recommendation will be reported.
  - 3. The appeal process will be outlined.
  - 4. The complainant and/or individual may accept the decision or appeal to the Board.
- v. If any one of the parties wishes to appeal the recommendation:
  - 1. They will file the appeal with the Board outlining the reasons for the appeal.
  - 2. The Board will appoint a tribunal which will investigate and make a recommendation to the Board.
  - 3. The decision of the Board of Directors will be final.

## APPENDIX A –DEFINITIONS

**Act:** means the Canada Not-for-Profit Corporation Act S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.

**Ad Hoc or Special Committee:** means a Committee of Members appointed as the need arises, to carry out a specific task, which at the completion of this task may be dissolved by the Board.

**Articles:** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation.

**Annual General Meeting (AGM):** means the formal annual meeting of members.

**Annual General Meeting Voting Members:** All Class A or B member or the representative of a Class C member attending the annual general meeting.

**Audited Statement:** A complete, detailed statement of all revenue and expenses which discloses a true position of any corporation or Class D member as to finances and which is reviewed either by a Chartered accountant or by a group of qualified members to certify as to its completeness, accuracy, and full disclosure.

**Board:** means the Board of Directors of the corporation and "director" means a member of the Board.

**By Law:** means this by-law and any other by-law of the Corporation as amended and which are, from time to time, amended or restated.

**Charter:** the written affiliation recognizing at least five members expressing a willingness to gather together, develop a set of by-laws, apply for a Class D membership in the Canadian Royal Purple Society and its Class C membership and follow the laws and rules of the CRPS.

**Class A member:** shall be available to persons 14 years or older, a resident of Canada or a Canadian citizen, having paid the required fee, applied for and been accepted for Class A voting membership in the corporation. The membership term shall be annual. See Section 1, Statutes, Article 2.i

**Class B member:** shall be available only to individuals who are Past National Presidents of the Corporation or Past Supreme Honoured Royal Ladies who have applied for and been accepted for Class B

voting privilege in the organization. The membership shall be a lifetime membership. See Section 1, Statutes, Article 2.3

**Class C member:** shall be available only to not-for-profit corporations in the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, and Ontario. Each Class C member shall have the right to vote at least one director to the National Board of Directors. See Section 1, statutes, Article 2.4

**Class D member:** shall be available to unincorporated and incorporated organizations (lodges) formed for purposes similar to the Canadian Royal Purple Society. Each Class D member will upon paying the required fee and being accepted for membership will receive a Charter. The membership term shall be annual. See Section 1, Article 2.5

**Class E members:** Honorary members. See Section 1, Article 6

**Corporation:** means the corporation named above incorporated by Certificate of Incorporation or continued by Certificate of Continuance or amalgamated by Certificate of Amalgamation as the case may be from time to time amended or restated.

CRPS: means Canadian Royal Purple Society.

**Dispensation:** means a request in writing to the National Board of Directors to allow operations beyond the general rules of the CRPS.

**Immediate Past President:** means the retiring President.

**Meeting:** a quorum of Members gathering together to conduct business.

**Obligation sign:** Placing the right hand over your heart for special situations.

**Pro-Tem:** means the filling of a position for the time being.

**Ordinary Resolution:** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution.

**Signing Officer:** means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation.

**Special meeting of members:** includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual general meeting.

**Special resolution:** means a resolution passed by a majority of not less than two-thirds (2/3's) of the votes cast on that resolution.

**Uncirculated resolution:** a resolution which is raised without prior notice being given. A two-thirds (2/3) majority vote is required to bring such resolution to the floor. A two-thirds majority vote will be required to pass the resolution.

