

CONFERENCE OF DEFENCE ASSOCIATIONS CONSTITUTION

1. **CONFERENCE OF DEFENCE ASSOCIATIONS CONSTITUTION:** The name of the organization shall be The Conference of Defence Associations. It may be cited as CDA for purposes of the CDA Constitution.
2. **VISION, MISSION AND OBJECTIVES:**
 - a. **Vision:** The authoritative voice on matters of National Security and Defence in Canada.
 - b. **Mission:** The mission of the CDA is to advocate for credible Canadian Security and Defence policy and for the Canadian Government to provide adequate resources for the Canadian Armed Forces.
 - c. **Objectives:** The objectives of the Conference of Defence Associations are: to consider the problems of national security and defence; to place these problems before the people of Canada; to coordinate the activities of the member associations in matters of common interest in all branches of the Canadian Armed Forces; to make such recommendations to the Government of Canada through the Minister of National Defence, Parliamentary Committees and other departments and agencies of the Canadian Government on matters of security and defence policy; and generally to promote the efficiency and well-being of the Canadian Armed Forces.
3. **STATUS:** The CDA shall be a not-for-profit organization under CRA rules and regulations.
4. **PATRON:** The Governor General of Canada is the Patron of CDA.
5. **MEMBERSHIP IN CDA:**
 - a) Regular Member Associations
 - b) Associate Member Associations
6. **REGULAR MEMBER ASSOCIATIONS (RMA) OF THE CDA:** The following are the regular member associations of the CDA. They are the *voting members*:
 - **Canadian Forces Communications and Electronics Association (CFC&EA)**
 - **Canadian Forces Logistics Association (CFLOGA)**
 - **Canadian Infantry Association (CIA)**
 - **Canadian Military Engineers Association (CMEA)**

- **Canadian Military Intelligence Association (CMIA)**
 - **Canadian Military Police Association (CMPA)**
 - **Electrical Mechanical Engineering Association (EMEA)**
 - **Naval Association of Canada (NAC)**
 - **Navy League of Canada (NLOC)**
 - **Royal Canadian Air Force Association (RCAFA)**
 - **Royal Canadian Armoured Corps Association (RCACA)**
 - **Royal Canadian Artillery Association (RCAA)**
 - **Royal Canadian Dental Corps Association (RCDCA)**
 - **Royal Canadian Legion (RCL)**
 - **Royal Canadian Medical Service Association (RCMS)**
7. Additional Regular Member Associations may be included upon approval in accordance with this Constitution. Regular Member Associations must adhere to this Constitution and pay an annual membership fee established by the Executive Committee.
8. **ASSOCIATE MEMBER ASSOCIATIONS:** The Executive Committee of the CDA can approve as Associate Member Associations other organizations having similar objectives on condition that these organizations adhere to the CDA Constitution and pay an annual membership fee established by the Executive Committee. With the consent of such Associate Member Associations, CDA may provide representation on their behalf to the Government of Canada in matters of national security and defence. The list of Associate Member Associations will be reviewed annually prior to the Annual General Meeting (AGM).
9. The list of Associate Member Associations will be published periodically as required.
10. **GOVERNANCE OF CDA:** The governance of CDA shall be exercised by and through an Executive Committee responsive to the Council and responsible for:
- a) conducting the business and operations of CDA between AGMs and Council Meetings;
 - b) submitting recommendations for consideration at AGMs and Council meetings;
 - c) managing the finances of CDA.
11. The calling and conduct of Executive Committee meetings shall be in accordance with such rules as may be established from time to time by the

Chair of CDA.

12. COMPOSITION OF CDA EXECUTIVE COMMITTEE AND CDA COUNCIL:

- a) The **Executive Committee** shall normally consist of 6 officers: A Chairperson and three Vice-Chairs who are elected annually by the RMA of CDA at the AGM, the immediate past Chairperson if so elected, and the Chief Executive Officer of CDA (who is also CEO of the CDA Institute).
- b) The **CDA Council** shall be composed of an Executive Committee, and the President or the alternate designated member from each Regular Member Association.
- c) The three Vice-Chairpersons are normally retired senior officers from each of the three Services (Navy, Army, Air Force).
- d) The Vice-Chairpersons and Past Chairperson may attend Council as non-voting members but may make and second motions. The Chairperson may vote only to cast a deciding vote.
- e) The Council may appoint other non-voting members to the Executive Committee and to the Council from time to time by name or as ex-officio members. A list of non-voting appointments, and the names of incumbents shall be published at the end of any listing of members of the Executive Committee and the Council.
- f) CDA will determine by vote annually the incumbent for each elected position.
- g) The Executive Committee and Council are assisted by a Secretariat (part of the National Office staff normally shared with the CDA Institute).

13. SECRETARIAT: A Secretariat shall be appointed by the Executive Committee. All members shall hold office at the pleasure of the Executive Committee. Members of the Secretariat may include:

- a) The Executive Secretary and Treasurer (a position shared with the CDA Institute)
- b) The Communications Director (a position shared with the CDA Institute)
- c) The CDA Historian/Archivist (a volunteer position)
- d) The Honourary Counsel (a position shared with the CDA Institute)
- e) Such other members as from time to time are required.

14. AUDITOR: An auditor shall be nominated by the Executive Committee for appointment by the AGM of CDA and shall serve for a period of one year. The auditor can also be sourced from within the RMA. The auditor shall examine the financial records of CDA covering the preceding fiscal year and shall submit a report in writing to the AGM of CDA.

15. PRESIDING OFFICER: The Chairperson shall preside at all meetings of CDA, the Executive Committee and the Council. In the absence of the Chairperson, those members present shall elect a Chairperson for the meeting. The presiding officer may vote to cast a deciding vote.

16. ANNUAL GENERAL MEETING (AGM): The AGM of CDA shall be held in each

calendar year at such time, date, and place as may be fixed by the Chairperson. Notice of such meetings shall be given by mail, or electronically to the Regular and Associate Member Associations of CDA, not less than 5 days prior to the date of the AGM.

17. SPECIAL GENERAL MEETING (SGM): A Special General Meeting (SGM) of CDA may be called at any time by the Chairperson, or at the written request of a minimum of 50% of the Regular Member Associations. Notice of such meeting shall be given by the CEO by mail, or electronically to the Regular Member Associations and Associate Member Associations of CDA not less than 5 days prior to the date of the SGM.

18. REPRESENTATION TO AND VOTING RIGHTS AT AGMs/SGMs/COUNCIL MEETINGS: Voting Rights

- a) Members of the Executive Committee shall attend all AGMs and SGMs of CDA as non-voting members, except that the Presiding Officer may vote to cast a deciding vote.
- b) Each Regular Member Association shall be entitled to send its President, or an alternate appointee, as a voting delegate to all AGMs, SGMs or Council meetings. The name of the voting delegate shall be made known to the Chairperson and the CEO prior to any meeting. This voting member may be accompanied by additional non-voting delegates and observers.
- c) The CEO will arrange for such members of the Secretariat as he/she deems necessary to attend all such meetings, but as non-voting members.
- d) Associate Member Associations may send non-voting delegates and observers to the AGMs/SGMs and Council meetings of CDA.

19. QUORUM FOR AN AGM/SGM OF CDA: A majority of Regular Member Associations (hence those entitled to vote) shall constitute a quorum for the holding of an AGM or a SGM and the transaction of business.

20. COUNCIL MEETINGS: The Council shall meet:

- a) At least once per year on a date to be determined by the Chairperson; or
- b) At the request of two-thirds of Regular Member Associations submitted in writing or electronically to the CEO not less than fifteen days prior to the date of such meeting.

21. QUORUM FOR THE COUNCIL: Only the designated representative from each Regular Member Association shall be entitled to vote at Council meetings, except where the presiding officer casts a deciding vote to break a tie. A majority of Regular Member Associations shall constitute a quorum for the holding of Council meetings and the transaction of business.

22. TENURE OF OFFICE: Elected officers shall hold office until the next annual election. Members of the Secretariat as appointed by the Executive Committee

shall normally hold office for five years.

- 23. FILLING OF EXECUTIVE COMMITTEE VACANCIES:** If a member of the Executive Committee should resign, die or be unable to act for any reason, the remaining members of the Executive Committee shall have the power to appoint a member to fill such vacancy so created until the next AGM.
- 24. FILLING OF SECRETARIAT VACANCIES:** Regular Member Associations may be requested by the CEO to submit nominations of persons for secretariat vacancies. Resumes will be reviewed and nominees will be considered and voted on by the Executive Committee.
- 25. ADVISORY COMMITTEES TO THE COUNCIL:** The Council may form such committees as it may deem necessary to assist, advise and/or carry out objectives of CDA. Such committees may be re- appointed as required.
- 26. NOMINATING COMMITTEE:** The Nominating Committee shall review nominations submitted to it and shall prepare and submit to the AGM a slate of nominees, selected by the Nominating Committee from nominations received for the following offices:
- a) membership on the Executive Committee;
 - b) the Auditor
- 27. The Nominating Committee shall consist of:**
- a) a Chairperson who shall normally be the Immediate Past-Chairperson of CDA;
 - b) the Chairperson of CDA in office during the term of office of the Nominating Committee; and
 - c) three Presidents of Regular Member Associations whom the Immediate Past- Chairperson shall select with consent of the majority of the Council.
- If the Immediate Past-Chairperson of CDA is unable to act for any reason, the Chairperson of CDA shall appoint another person to act as Chairperson of the Nominating Committee.*
- 28. NOMINATIONS:** A Regular Member Association may submit nominations for consideration by the Nominating Committee. Such nominations shall be in writing and delivered to the Chairperson Nominating Committee together with a resume of service of such candidate and verification of the candidate's willingness to serve if elected. The Chairperson of the Nominating Committee shall accord to the President of each Regular Member Association an opportunity to appear before the Nominating Committee in support of any nominee. In preparing the slate of nominees, the Nominating Committee shall review and consider nominations received.
- 29. THE DUTIES OF THE CHIEF EXECUTIVE OFFICER (CEO):** The CEO is responsible for the overall management of the National Office in Ottawa, and for the development of effective working relationships with policy, opinion, and decision-makers in government and industry. It shall be the duty of the

CEO or such member of the Secretariat as he may designate: to attend all meetings of CDA; to keep minutes thereof; to conduct the correspondence and give notices required by the Constitution of CDA; and to discharge other duties as may be required from time to time by the Executive Committee, the Council or by an AGM/SGM of CDA. The CEO is normally double-hatted as the CEO of the CDA Institute.

30. **FISCAL YEAR:** The CDA fiscal year, which shall be the fiscal year of the Government of Canada, shall commence on the first day of April each year.
31. **OPERATING AND OTHER EXPENSES:** The expenses of CDA shall be met from revenue for services provided and fees from both Regular and Associate Member Associations together with any balance carried forward from previous accounts of CDA. The Executive Committee shall set the amount of fees to be paid annually by Regular and Associate Member Associations and approved at the AGM. The Council shall be authorized to approve all travelling and daily living expenses of those so entitled at all authorized CDA meetings. The expenses of the Executive Committee and Secretariat members shall be paid by CDA at the rates determined by the Council from time to time. Operating expenses will be approved by the Executive Committee, and bills for payment by the Treasurer will be certified by the CEO. Expenses approved by the Executive Committee or the CEO between CDA meetings will be within the parameters of the annual operating budget.
32. **HONORARIA:** The Council shall vote on and authorize such honoraria to members of the Secretariat and to the Auditor as it may deem appropriate.
33. **CDA INSTITUTE:** The CDA Institute, initially created by the CDA in 1987, is a CRA-registered charitable and non-partisan organization whose mandate is to provide research support to CDA, and promote informed public debate on national security and defence issues. The CDA Institute is governed by its By-Laws and shares the National Office resources of the CDA. The Council may create or authorize additional organizations (such as Foundations or Trust Funds) to receive donations for the furtherance of national security and defence matters on such terms and conditions as the CDA Council may determine.
34. **AFFILIATION WITH OTHER ORGANIZATIONS:** CDA may cooperate or affiliate with any other groups, organizations or associations, military or civilian, whose objectives are in accord with those of CDA, as the Council may from time to time determine. The Chairperson of CDA shall provide, annually, a statement to the delegates attending the AGM indicating such cooperation or affiliations and the annual costs incurred to maintain them.
35. **REGULAR MEMBER ASSOCIATION VOTING RIGHTS:** The CDA Council shall have the power to revoke voting rights of any Regular Member Association which is delinquent in payment of required fees/dues or otherwise non-functional or non-representative of their claimed membership. Similarly, the CDA

Council may revoke the membership of any Associate Member Association that is not in good standing (i.e. not having paid its annual membership fees/dues) or whose work is not representative of the vision, mission and objectives of the CDA.

36. AMENDMENTS TO OR REPEAL OF CONSTITUTION:

- a) Amendments to or repeal of the Constitution shall normally be made only by a two-thirds majority vote of those eligible to vote at an AGM/SGM of CDA. A notice of motion of such amendment shall be required to be mailed, or sent electronically, previous to the meeting to every Regular Member Association of CDA. The certificate of the CEO of the mailing, or electronic dispatch, of such notice shall be satisfactory evidence of such mailing. In exceptional cases, amendments to the Constitution may be made electronically as long as the voting procedures are followed as if there was a de facto meeting. Any Regular Member Association or member of the Executive Committee who proposes to make a motion to amend or repeal the Constitution at an AGM/SGM shall send notice of such motion in writing or electronically to the CEO at least 30 days prior to the day of the AGM/SGM.
- b) The notice of motion referred to in paragraph a, hereof may be waived by a unanimous vote at the AGM/SGM.
- c) Notwithstanding the above, amendments to change or repeal the Constitution may be made by a motion in writing or electronically and approved by a two-thirds majority of all Regular Member Associations voting on such motion if the taking of a vote by such means is approved by a motion of the Council.
- d) For purposes of the foregoing sub-paragraph c, a Regular Member Association shall vote by the signature or other authorization of its president or other appointed alternate. Any Regular Member Association which does not vote on the proposed amendment or repeal by the due date, as announced by the CEO, will be deemed to have not voted for purposes of sub paragraph c.
- e) Not less than 15 days prior to the date for voting pursuant to the foregoing sub- paragraph c, the CEO shall send to each Regular Member Association and to each member of the Executive Committee, confirming receipt, the text of the proposed motion and the proposed amendment or repeal. The 15-day period may be abridged or waived by unanimous vote of all Regular Member Associations.
- f) The certificate of the CEO of sending of notice pursuant to sub-paragraph c above and the receipt or non-receipt of votes pursuant to the foregoing sub paragraphs will be conclusive evidence of such sending, receipt or non-receipt.

37. ALTERNATIVE PROVISIONS FOR MOTIONS: Notwithstanding any other provisions in this Constitution:

- a) A motion in writing, including a motion signed in one or more counterparts, or a motion transmitted by facsimile, e-mail, or by any other electronic

means of communication, signed or otherwise, authorized by all members of the Council entitled to vote on that motion at a meeting of the Council, is as valid as if it had been passed at a meeting of the Council. A copy of every motion shall be kept with the minutes of the proceedings of the Council.

- b) If the person signing or authorizing a motion pursuant to sub-paragraph a, as the representative of a member of a Regular Member Association, is not the President of the said Association, the Regular Member Association shall have designated such person as its representative by notice to the CEO prior to or concurrent with the signing or authorization of the motion or vote.
- c) For purposes of this Article, the decision of the CEO as to whether authorization has been given by electronic or other means shall be conclusive.

38. ALTERNATIVE PROVISIONS FOR PARTICIPATION IN MEETINGS: A

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

39. ALTERNATIVE PROVISIONS FOR MEETINGS OF CDA: Notwithstanding any other provisions of this Constitution:

- a) An AGM or SGM of CDA may be held by means of such telephone, e-mail or other electronic facilities as permit all persons participating in the meeting to hear or otherwise communicate with each other. A person participating in such a meeting is deemed to be present at that meeting.
- b) A meeting shall only be held under the provisions of this Article if the Persons entitled to participate in a meeting convened pursuant to this Article holding of such meeting has been authorized by a resolution of the Council.
- c) Persons entitled to participate in a meeting pursuant to this Article shall be one voting delegate from each Regular Member Association. Regular Member Associations shall advise the CEO, not less than 5 days prior to the meeting, the name of the delegate who will be the voting representative.
- d) Members of the Executive Committee shall be entitled to participate in any meeting convened pursuant to this Article as non-voting members and other persons may participate as non-voting members at the invitation of the Chairperson.
- e) Any business which may be conducted at an AGM or SGM of CDA, including amendments or repeal of the Constitution, may be conducted at a meeting convened pursuant to this Article.

40. EFFECTIVE DATE OF CONSTITUTION: This revised Constitution shall become effective AGM 2016 or prior if approved electronically.