

Constitution and Bylaws for AMBCANADA

1. By-Laws

The Canadian Ambassadors Alumni Association, known as AMBCANADA, is a not-for-profit association governed by the following by-laws. These by-laws may be amended at any time by the Board of AMBCANADA following the decision-making procedures for the Board specified below.

2. Purpose:

The purposes of AMBCANADA are:

- a) Objective One: to build and serve the community of colleagues whose careers included serving abroad as senior-level Canadian government diplomats.
- b) Objective Two: to reinforce Canadians' understanding of the work of Canada's diplomats and the value of a professional foreign service and how these contribute to the well-being of Canada and Canadians.

3. Membership Categories

AMBCANADA has four categories of members as follows:

Regular Members:

Regular membership is open to anyone who has served as a Head of Mission of a Canadian diplomatic or consular mission abroad i.e., Ambassador, High Commissioner or Consul General, or equivalent. This includes anyone who has served continuously as Chargé d'Affaires (Acting HOM) of a Canadian mission for one year or more. Regular membership is also open to anyone who was formally designated by Global Affairs Canada as a Deputy Head of Mission (DHOM).

Regular members must have retired or otherwise ceased to be full-time federal public servants before becoming members.

Regular members may serve on the Board and its Committees and have voting privileges as members.

Associate Members:

Associate membership is open to any spouse or partner of a Regular member, living or deceased. Unlike regular members, Associate members need not have ended their employment with the federal public service before becoming Associate members.

Associate Members have all the privileges of membership as Regular members except the right to vote in meetings of the Board or at the Annual General Meeting. They may serve on the Board or any of its committees as non-voting members.

Life Members:

Life Members are Regular members who have made an outstanding contribution to the organization over many years which merits special recognition. Life members are selected by the Board.

Honorary Members:

Honorary Members are persons who have made an extraordinary contribution to Canadian diplomacy and who wish to advance the objectives of the organization. Honorary Members are appointed by the Board. They will have the same rights and privileges as Associate Members.

4. Joining and Leaving the Organization

Prospective members can apply to join by completing an application form on the website. Their eligibility to join shall be confirmed by the Membership Secretary. Their membership becomes active upon payment of the annual membership fee.

Regular and Associate Members shall pay an annual fee. Honorary and Life Members will not be required to pay the annual fee.

Members who do not pay their annual membership fee within three months after the due date will have their membership suspended. Their membership can be reinstated at any time upon payment of annual fees.

In exceptional circumstances, the Board may decide not to accept a request from someone to join the organization or not to renew their annual membership. This provision will only apply to individuals whose participation in the activities of the organization would in the judgement of the Board impede its abilities to achieve its objectives.

5. Annual General Meeting of the Membership

Once a year, an annual general meeting of the membership of the organization shall be convened to:

- a) receive reports from the President, the Treasurer and other Officers
- b) approve new appointments to the Board
- c) approve any changes to the fees
- d) approve the appointment of an auditor as required
- e) consider any resolutions proposed by the Board or the membership

All members of the organization shall be invited to participate in the Annual General Meeting. The President shall chair the meeting. In the event that a vote of the membership needs to be taken, only Regular and Life Members may vote.

A Special General Meeting may be called by the Board at any time with normally twenty-one days' notice to deal with any urgent issue that has arisen that cannot await the next Annual General Meeting. A Special General Meeting may also be called at the request of at least fifteen percent of the Regular Members.

6. Directors of the Board

The affairs of AMBCANADA shall be managed by a Board of Directors which is empowered by its members to make rules for the organization and to advance its objectives. The Board of AMBCANADA shall be governed by the decisions of its membership taken at its Annual General Meeting and Special General Meetings. The Board may also be informed through engaging in consultations with members on major issues from time to time.

The Board will have at least ten and no more than fourteen Directors. New Directors will be proposed to the President and the Board by a Nominating Committee of the Board; if accepted by the Board their names will then be recommended to the membership by the Board for approval at the Annual General Meeting. The same procedure shall be followed for existing Directors whose appointment is being renewed.

Each Director shall serve for a three-year term which may be renewed for a subsequent three-year term up to a maximum of six consecutive years. A Director's term shall begin immediately after the Annual General Meeting which approved their appointment for a specified term. In the event that a Director leaves the Board more than three months before the end of their term, the Board can approve the appointment of an interim Director to replace them. An interim Director shall serve until the next Annual General Meeting. Interim Directors may subsequently be nominated to serve a full term in their own right; their period as an interim Director shall not count against their opportunity to be renewed for a further term.

If a Director misses three consecutive meetings without offering a reasonable explanation in writing to the Board, they will be deemed to have abandoned their position and the Board may appoint an interim Director to replace them.

One Associate member should be a Director of the Board and this individual would be granted voting privileges for the duration of their term.

In consideration of AMBCANADA's commitment to diversity and inclusion of both existing and potential members, a particular effort will be made to recruit new Board Members, so as to achieve gender parity, bilingual capability, career path experience within Canada's foreign service and representation from across Canada.

7. Powers and Duties of Officers of the Board

The Board shall have five Officers: President; Executive Vice-President; Treasurer; Secretary and Membership Secretary. New appointments to these officer positions will be proposed by the Nominating Committee in consultation with the President and will be approved by the Board in the first meeting of the Board after the Annual General Meeting. The President and Vice-President will serve for one two-year term, which could be renewed once with the approval of the Board. Other Officers will normally serve for three years.

The President shall be responsible for: providing leadership and setting the overall direction of the organization; ensuring that decisions of the Board and the membership are executed responsibly; managing relations between Board and the membership; and for representing the organization to external partners, stakeholders, the media and the public.

The Vice-President shall support the President, with particular attention to the internal management of the organization. This includes co-ordination with the other Officers of the Board, the Committee Chairs, other Directors and any staff or contractors hired to provide office support for the organization. The Vice-President replaces the President at meetings and events as needed.

The Treasurer shall be responsible for ensuring the finances of the organization are in order, that the organization is operating within its budget and for presenting regular financial reports to the Board and to the Annual General Meeting.

The Secretary shall be responsible for the efficient working of the Board, including supporting the Officers of the Board in their duties. This includes ensuring that the agenda and all documentation needed for Board meetings is circulated in advance to Directors and for ensuring that accurate minutes are kept of Board meetings. The

Secretary is also responsible for organizing the Annual General Meeting and for ensuring that the membership receives all the information needed for that meeting. The function of taking notes at Board meetings may be done by the Secretary, or it can be delegated on a rotating basis among Board members.

The Membership Secretary will be responsible for managing all matters related to membership, including ensuring that the organization is reaching out to prospective new members, confirming that prospective members meet the eligibility criteria to join the organization, managing current membership records through the membership management system, and developing and supervising appropriate outreach activities for the membership. The Membership Secretary will also track the appointments of new Heads of Missions and monitor announcements indicating the retirement of HOMs.

More specific responsibilities may be given by the Board to each of these Officers as required.

8. Regional Co-ordinators

The Board may wish to ask certain members of AMBCANADA to serve as Regional Co-ordinators in different areas of the country outside of the NCR where there are a significant number of members. Regional Co-ordinators can: assist in organizing meetings and social events among members in their region; report issues of interest or concern to members in their region to the Board; and disseminate information about the activities of AMBCANADA to members in their region. Regional Co-ordinators serve at the request of the Board without a specific term limit. Regional Co-ordinators do not automatically become Directors of the Board, but they may be proposed by the Nominating Committee to serve as Directors of the Board. They may also be invited by the Board to participate in the work of specific committees and task forces and to speak to specific meetings of the Board as needed.

9. Meetings of the Board

The Board will normally meet ten times a year. Seven Directors shall constitute a quorum. Meetings of the Board should be called by the President or in their absence by the Executive Vice-President. Normally the President or Executive Vice-President shall chair meetings of the Board, though if neither is present the Directors present may select a chair for that meeting. Minutes recording all decisions taken shall be kept of each Board meeting.

10. Budget Procedures

The fiscal year shall run from January 1st to December 31st. A budget shall be approved annually by the Board and presented to the membership at the Annual General meeting. Normally, decisions to spend funds within the approved annual

budget must be made by decision of the Board. However, the Board may approve line items within the annual budget for specific projects or activities and may give designated Officers or other Directors the autonomy to make spending decisions on behalf of the Board up to an approved maximum for a given line item.

The Board may not make spending decisions that exceed the resources in hand and thus would put the organization in deficit. The Board should strive to ensure that a positive balance is maintained at all times which will be sufficient to cover recurring expenditures for up to three months.

11. Decision-making Procedures

As much as possible, all issues for decision at a Board meeting should be identified clearly in an agenda for the meeting which is circulated at least three days in advance to all the Directors.

Normally, the Board should seek to make decisions by consensus. When there is not a consensus among the Board, decisions may be taken by a simple majority vote of the Directors present at the Board meeting, providing the meeting has a quorum of Board members. Directors who are not able to attend a meeting may give their proxy vote in writing to another member of the Board. In the event of a vote, the chair shall only vote to break a tie. A two thirds majority of the Board will be required to approve or make changes to the by-laws and other foundational documents.

At the Annual General Meeting, decisions shall be taken by a majority vote of the members present, with the exception of changes to the by-laws and other foundational documents which will require approval by a two thirds majority of the members present at the meeting.

12. Committees of the Board

The Board shall strike a Nominating Committee to propose a slate of new Directors and renewed Directors for approval by the Board and the membership. The Nominating Committee should consist of three Directors. The recommendations of the Nominating Committee will be made in consultation with the President and must be considered by the Board by no later than the last Board meeting before the Annual General Meeting. Before it begins its work each year, the Board may give the Nominating Committee specific guidance about gaps to fill and diversity criteria to take into account when identifying new candidates for the board.

In addition to the Nominating Committee, the Board may establish and dissolve standing committees to deal with topics such as recruitment and retention of members, administration and finance, programs and events, governance, external relations, and communications. Each Committee is headed by a Chair and is charged to examine

issues in depth on behalf of the Board and to make reports in their specific areas of focus. Committee reports and recommendations will then be received by the whole Board for consideration and action. The Board may also establish special purpose Task Forces. Both Regular members and Associate members of AMBCANADA may serve on Committees and Task Forces of the Board.

The composition and responsibilities of standing Committees and Task Forces should be reviewed and approved annually by the Board in its first Board meeting after the Annual General Meeting. This includes the designation of chairs and vice-chairs (if needed) for each Committee or Task Force. The Board may choose to give certain Committees or Task Forces a line item in the budget to manage on behalf of the Board.

13. Termination of the Organization

The organization can only be terminated by decision of the membership. In the event that the membership decides to terminate the organization, the Board should ensure that all outstanding legal and financial obligations are met. Any remaining funds or assets should be donated to a non-profit or charitable organization whose objectives are compatible with the objectives of AMBCANADA.