

CANADIAN FELLOWSHIP OF BADEN-POWELL GUILDS

BYLAWS



Canadian Fellowship of Baden-Powell Guilds

Bylaws

PREAMBLE

The Canadian Fellowship of Baden-Powell Guilds is an organization for adults who support Scouting and Guiding and promote fellowship on a worldwide basis. While based on the fundamental ideals of the Scout and Guide movements, the aim of the organization is to encourage members to enhance their personal development while actively supporting the Scout and Guide activities in their communities by conveying the values that were learned during their own involvement, as youth or leaders, to the newer members of these worldwide organizations. Through the enthusiastic demonstration of how the principles of Scouting and Guiding have affected their lives, members encourage others to participate in the worldwide fellowship of Baden-Powell Guilds.

LAST UPDATED 05/30/2022

1. The original Constitution (Issue 1.0) was adopted on May 14th, 1977 at a meeting held in Calgary, Alberta.
2. The first revision (Issue 2.0) was adopted on June 22, 1980, at the first conference of the Council of B-P Guilds.
3. The second revision (Issue 3.0) was adopted on September 29, 1995, at the meeting of the Council of B-P Guilds held in Summerland, British Columbia.
4. The third revision (Issue 4.0) was adopted on December 1, 2001, at the meeting of the Fellowship of B-P Guilds, held in Ottawa, Ontario.
5. The fourth revision (Issue 5.0) was not adopted on August 25, 2007, at a meeting of the Fellowship of B-P Guilds, held in London, Ontario.
6. The fifth revision (Issue 6.0) was adopted on October 2, 2010, at a meeting of the Canadian Fellowship of B-P Guilds, held in Port Moody, British Columbia.
7. The sixth revision (Issue 7.0) was adopted on October 5, 2013, at a meeting of the Canadian Fellowship of Baden-Powell Guilds, held at Blue Springs Scout Reserve, Ontario.

The name “Canadian Fellowship of B-P Guilds” was changed at the 2013 Triennial Meeting to “Canadian Fellowship of Baden-Powell Guilds”. This name change was made in order to comply with requirements for registration under the B.C. Societies Act.
8. The seventh revision (Issue 8.0) was adopted on May XX, 2022, at a meeting of the Canadian Fellowship of Baden-Powell Guilds, held via Teleconference/Zoom.

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NATIONAL BYLAWS

SECTION 1 - Administration

Executive Council

The operations of the Canadian Fellowship of Baden-Powell Guilds shall be administered by an Executive Council.

Executive Committee

The Executive Committee, in accordance with Policies & Procedures, administers the day-to-day operations of the Canadian Fellowship of Baden-Powell Guilds.

The Seal

The impression, stamped in the margin, shall be the seal of the Canadian Fellowship of Baden-Powell Guilds.

SECTION 2 - Operating Year

The operating/fiscal year of the Canadian Fellowship of Baden-Powell Guilds shall be September 1 through to August 31.

SECTION 3 - Revenue, Fees and Assessments

The financial records of the Canadian Fellowship of Baden-Powell Guilds shall be audited annually by a certified accountant. The audit shall be conducted prior to an Annual General Meeting or Triennial General Meeting, but not later than the 31st of October following the end of the fiscal year. The audit shall be conducted by a qualified impartial person who is trained and insured to conduct such audits. Such person must not be a member of the Canadian Fellowship of Baden-Powell Guilds. These audited statements are to be published in the *Mamook Papah* after being received and accepted by the Executive Committee.

The Executive Council shall levy on each member of a Baden-Powell Guild in Canada an annual registration fee, which shall be applied toward the operating costs of the Canadian Fellowship of Baden-Powell Guilds.

Provincial Fellowship of Baden-Powell Guilds (where applicable) may levy a separate annual registration fee to support the operation of the Provincial Fellowship of Baden-Powell Guilds.

SECTION 4 - Membership

Membership in the Canadian Fellowship of Baden-Powell Guilds is available only to residents of Canada who support the Aims and Principles of the Canadian Fellowship of Baden-Powell

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Guilds and who are registered with a Baden-Powell Guild in accordance with the Bylaws, Policies and Procedures.

A person must be an adult to apply for membership in the Canadian Fellowship of Baden-Powell Guilds.

Every member must uphold the Constitution and the Bylaws of the Canadian Fellowship of Baden-Powell Guilds.

A person ceases to be a member of the Canadian Fellowship of Baden-Powell Guilds:

- a) By delivering or mailing his or her resignation in writing to the National Secretary;
- b) On his or her death;
- c) Failing to be a member in good standing for 12 consecutive months; or
- d) On being expelled.

All members are in good standing except a member who has failed to pay his or her current annual membership fee, and the member is not in good standing so long as the debt remains unpaid. In the event of expulsion as a result of outstanding payments, the former member may make financial restitution, and apply for reinstatement of their membership.

Each Baden-Powell Guild member in Canada shall be registered annually with the National Registrar of the Canadian Fellowship of Baden-Powell Guilds and with the Provincial Registrar of a Provincial Fellowship of Baden-Powell Guilds (where applicable).

Expulsion

A member may be expelled for cause by a Special Resolution of the Executive Council of the Canadian Fellowship of Baden-Powell Guilds.

The Notice of Expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

The person being expelled may appeal the Notice of Expulsion, in writing, within 30 days of notice date, to the National Secretary. Such appeal will be reviewed by the Executive Council within 60 days of receipt.

The decision of the Executive Council will be final.

SECTION 5 - Elections

An election shall be held to fill positions on the Executive Committee of the Canadian Fellowship of Baden-Powell Guilds every three years, at the Triennial General Meeting. To facilitate the process, a Nominating Committee shall be established, which shall be chaired by the Past National Guildmaster, or in the case where there is no Past National Guildmaster, a member of the Executive Council appointed by the National Guildmaster, in addition to a maximum of four Provincial Guildmasters.

The positions are for the National Guildmaster, Deputy National Guildmaster, National Secretary, National Treasurer and National Registrar. A candidate shall only serve two consecutive, three year terms in any one position.

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The position of National Guildmaster shall alternate every three years between Western Canada and Eastern Canada, and the position of Deputy National Guildmaster will alternate every three years geographically opposite to that of the National Guildmaster.

To be eligible to participate in the election process, i.e., to nominate, vote, or seek a position members must be in good standing as of January 1 of the year in which the election is to be held.

If there is no candidate from either West or East (as geographically preferred) in time for the Triennial General Meeting, then a candidate may stand from the same geographical region as the previous position holder.

SECTION 6 - Meetings

In the first two years following election, the National Guildmaster shall call at minimum, one Annual General Meeting of the Executive Council per year. In the third year following election, the National Guildmaster shall call a Triennial General Meeting of the Executive Council, at which time election for Executive Council positions will be held.

All meetings of the Canadian Fellowship of Baden-Powell Guilds must be represented, included those represented by proxy, by 50% + 1 of those eligible to vote.

Executive Committee meetings should be held at least four times a year and Executive Council and Executive Committee meetings may be held either by physical attendance and/or by teleconferencing.

Robert's Rules of Order, as revised, shall govern all procedural questions arising at all meetings of the Canadian Fellowship of Baden-Powell Guilds when they are applicable and when they are inconsistent with the Canadian Fellowship of Baden-Powell Guilds Constitution and Bylaws.

The National Guildmaster or a majority of the Executive Council may call additional meetings.

Minutes of all meetings shall be prepared and retained by the National Secretary.

Notice of Meetings

Notice of the Annual General Meeting, as required by the Society Act, shall specify the day and the hour of the meeting and in the case of special business, a general nature of that business.

Such Notice shall be sent to *members of the* Executive Committee and Provincial Guildmasters or otherwise designated Contact Person, by mail and/or email, by the National Secretary, at least 30 days prior to the meeting date.

Notice of the Triennial General Meeting shall be sent by mail and/or email to the members of the Executive Council or otherwise designated Contact Person by the National Secretary at least 60 days prior to the meeting date.

Any Notice to be given pursuant to these Bylaws shall be forwarded by the National Secretary, to each Provincial Fellowship Guildmaster or otherwise designated Contact Person, addressed to his or her last address, as recorded in the National Registrar's records.

A Notice sent by e-mail shall be deemed to have been delivered on the tenth business day following that on which the Notice was posted. In proving that Notice has been given, it is sufficient to prove the Notice was properly addressed.

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Special Meetings

A Special Meeting of the Executive Committee may be called by two Executive Committee members or 10% of membership upon giving Notice to the National Secretary outlining the business to be conducted at the meeting.

A Special Meeting of the Executive Council may be called by a majority vote (50% + 1) of the Executive Council members upon giving Notice to the National Secretary outlining the business to be conducted at the meeting.

Voting Members

Voting members at an Annual General Meeting, a Triennial General Meeting and Special Executive Council Meeting are the members of the Executive Council.

Voting members at an Executive Committee meeting are the members of the Executive Committee.

Proxy Voting

Proxy voting, by those members who are entitled to vote at these meetings, is allowed, provided the proxy vote is received by the National Secretary in advance of the meeting.

SECTION 7 - Death, Resignation and Removal of the Executive

Members of the Executive Council must:

- a) Serve with honest intentions and with the best interests of the Canadian Fellowship of Baden-Powell Guilds as a guiding influence;
- b) Exercise the care, diligence and skill of a reasonably prudent person, in exercising the powers and performing the functions as an Executive Council member;
- c) Be eligible (if required could provide a Police Record Check that would be acceptable to Scouts Canada) for membership in Scouts Canada; and
- d) Members that interact with Scouting or Guiding youth must be fully registered members of Scouts Canada.

Any member of the Executive Council may be removed with cause by not less than 75% of the votes of the remaining members of the Executive Council. In case of death, resignation or removal of any member of the Executive Council, a successor for the vacated position shall be approved by the Executive Council by a vote of Executive Council members with approval of not less than 75% of the votes, to complete the term vacated as a result of such death, resignation or removal. The period of time that the replacement officer occupies the office will NOT be counted toward the normal rules that define the term of office.

SECTION 8 - The Society Act of British Columbia¹

The Registrar of Companies, currently located in Victoria, British Columbia, shall be notified in writing by the National Secretary of any changes to the names of the Directors of the Canadian Fellowship of Baden-Powell Guilds pursuant to the requirements of the Act. The Society Act of British Columbia specifies that the address of the Canadian Fellowship of Baden-Powell Guilds must be located in the province of British Columbia.

SECTION 9 - Baden-Powell Guilds

Baden-Powell Guilds may be established when a minimum of five people complete the “Application for Registration and Membership” form and forward it to the National Registrar. Once the registration process has been completed and the requirements for membership have been met, a Charter will be issued to the Baden-Powell Guild.

The Charter must be renewed on an annual basis upon payment of a fee for each member of the Baden-Powell Guilds.

To properly constitute a viable Baden-Powell Guild and fairly distribute duties and functions, every Baden-Powell Guild shall elect as a minimum a Guildmaster, Secretary and Treasurer. The duties of Secretary and Treasurer may be combined and performed by one person, but the

¹ The Society Act defines an Act that prescribes the governance and operation of member-funded societies in British Columbia. [SBC 2015]

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member appointed to the position of Guildmaster shall not serve as Secretary or Treasurer. Additional officers may be elected or appointed for other duties at the discretion of the Baden-Powell Guild and in accordance with its own Bylaws. These Bylaws shall not be in conflict with those of the Canadian Fellowship of Baden-Powell Guilds.

Members-at-Large shall be admitted to the Canadian Fellowship of Baden-Powell Guilds and will be assigned as a member of the 100th Canadian Baden-Powell Guild.

The Duties of each Baden-Powell Guild (other than the 100th Canadian Baden-Powell Guild) shall be:

- a) To meet on a regular basis with a recommended minimum of at least four times a year;
- b) To encourage regular attendance at meetings;
- c) To manage projects to further the Aims and Principles of the Baden-Powell Guild; and
- d) To collect fees from each member to cover the assessments that are levied by the Canadian Fellowship of Baden-Powell Guilds and the Provincial Fellowship of Baden-Powell Guilds (if applicable) as well as to cover the ongoing operation of the Baden-Powell Guild.

The following general operating rules shall apply to the operation of a Baden-Powell Guild (other than the 100th Canadian Baden-Powell Guild)

- a) To remain in good current standing, the Baden-Powell Guild shall submit an Annual Financial Report and Census of the current membership to the National Secretary. All reports should be submitted no later than November 15th of each year.
- b) The Executive Council has the authority to revoke a Baden-Powell Guild Charter if it is determined that the Baden-Powell Guild is not supporting or otherwise abiding by the Aims and Principles of the Canadian Fellowship of Baden-Powell Guilds.
- c) A quorum for an official meeting of a Baden-Powell Guild will be 50% +1 of the total membership of the Baden-Powell Guild.

SECTION 10 - Provincial Fellowship of Baden-Powell Guilds

Where any Province or Territory has a minimum of three registered Baden-Powell Guilds, a Provincial Fellowship of Baden-Powell Guilds shall be established. In matters of organizational changes the Provincial Fellowship of Baden-Powell Guilds shall be the conduit for communications between the Canadian Fellowship of Baden-Powell Guilds and all Baden-Powell Guilds within that Province or Territory and it will also serve as the administrative body to voice the collective needs and concerns of all Baden-Powell Guilds within that Province.

The purpose of the Provincial Fellowship of Baden-Powell Guilds is to:

- a) Meet on a regular basis in accordance with Provincial Bylaws;
- b) Govern and administer a Provincial Fellowship of Baden-Powell Guilds;
- c) Encourage the formation of Baden-Powell Guilds within its jurisdiction; and

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- d) Encourage members within the Provincial Fellowship of Baden-Powell Guilds to comply with the Aims and Principles of the Canadian Fellowship of Baden-Powell Guilds.

Each Provincial Fellowship of Baden-Powell Guilds shall elect its own Provincial Executive, including a Provincial Guildmaster, Provincial Secretary and Provincial Treasurer and such other officers and members as may be determined by the Bylaws of that Provincial Fellowship of Baden-Powell Guilds. The Provincial Executive shall be elected at the Annual General Meeting for the Province or Territory, and serve for a three year period, or otherwise in accordance with the Bylaws of that Provincial Fellowship of Baden-Powell Guilds.

Where fewer than three Baden-Powell Guilds exist in a Province or Territory and a Provincial Fellowship of Baden-Powell Guilds cannot be formed in accordance with these Bylaws, those Baden-Powell Guilds shall select one of their members, herein referred to as a Provincial Guildmaster, to represent them directly to the Executive Council.

Each Provincial Guildmaster shall have voting rights on the Executive Council, and at the Annual General Meeting and Triennial General Meeting and any Special Meeting called by the Executive Council.

Each Provincial Fellowship of Baden-Powell Guilds shall establish Bylaws and submit a copy to the Canadian Fellowship of Baden-Powell Guilds for approval. These Bylaws shall not be in conflict with those of the Canadian Fellowship of Baden-Powell Guilds.

Each Provincial Fellowship of Baden-Powell Guilds shall submit an Annual Financial Report and Census of current membership to the National Secretary of the Canadian Fellowship of Baden-Powell Guilds, no later than November 15th of each year.

SECTION 11 - Amendments

Any amendments to the Constitution, the Bylaws, and the Policies and Procedures of the Canadian Fellowship of Baden-Powell Guilds, shall not in any way contravene any of the articles of the Constitution or Bylaws of the Society Act of British Columbia, or Scouts Canada.

A Special Resolution may amend the Constitution at a Triennial General Meeting of the Canadian Fellowship of Baden-Powell Guilds. Written notification of the proposed change must be circulated to all members of the Executive Council and all members of the Canadian Fellowship of Baden-Powell Guilds at least 60 days prior to the date of the meeting.

Special Resolution may amend the Bylaws that are introduced at a Triennial General Meeting of the Canadian Fellowship of Baden-Powell Guilds. Written notification of the proposed change must be circulated to all members of the Executive Council and all members of the Canadian Fellowship of Baden-Powell Guilds at least 60 days prior to the date of the meeting.

The Policies and Procedures may be amended by the Executive Committee at one of their scheduled meetings and shall be passed by a simple majority vote (50% + 1).

SECTION 12 - Quorum for a Meeting of Canadian Fellowship of Baden-Powell Guilds

A quorum for a Triennial General Meeting shall be 50%+1 of the Executive Council, that shall include a minimum of 4 Provincial or Territorial Guildmasters, after proper notice has been served. Teleconferencing is allowed to achieve a quorum.

SECTION 13 - Funds

The Executive Committee shall establish fund categories for specific purposes to meet the needs of the Canadian Fellowship of Baden-Powell Guilds.

The Triennial General Meeting Fund

This fund is to be used exclusively by members of the Executive Council to cover the expenses of the Triennial General Meeting and must be budgeted for each fiscal year.

The Restricted Travel Investment Fund

The funds generated from this investment will be transferred to the operating account on August 31st of each year, to offset the travel expenses of the Executive Committee and other operating expenses.

The fund was established at ninety-five thousand dollars (\$95,000.00) and that principal amount cannot be reduced without a change to the Bylaws.

SECTION 14 - Emblem & Flag

The Emblem of the Canadian Fellowship of Baden-Powell Guilds is a red Scout Northpoint (Arrowhead) bearing two White Stars, over a white Guide Trefoil, all centered on a red Maple Leaf. All copyright and other intellectual property rights, together with any goodwill relating to it, belong to the Canadian Fellowship of Baden-Powell Guilds.

The Flag of the Canadian Fellowship of Baden-Powell Guilds consists of the Canadian Fellowship of Baden-Powell Guilds emblem on a light blue background.

SECTION 15 - Recognition

Service Awards

The years of service for Baden-Powell Guild members are only those years that are served as a registered member of the Canadian Fellowship of Baden-Powell Guilds.

Honours and Awards

The Executive Committee shall process and approve all requests for Honours and Awards as defined in Policies and Procedures Recognition

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Others (Scouts Canada & Girl Guides of Canada)

The years of service and other awards for Guild members who are also members of Scouts Canada or Girl Guides of Canada are the responsibility of the respective Scouting and Guiding organizations, each of which establishes the criteria for these awards.

DEFINITIONS

Canadian Fellowship of Baden-Powell Guilds

The Canadian Fellowship of Baden-Powell Guilds includes all members of the Baden-Powell Guilds in Canada. The Canadian Fellowship of Baden-Powell Guilds is affiliated with Scouts Canada, as an independent organization.

Eastern Canada

The description refers to all Provinces and Territories located East of the Manitoba/Ontario border.

Western Canada

This description refers to all Provinces and Territories located West of the Manitoba/Ontario border.

Executive Council

This designation refers to the Executive Committee and Provincial Guildmasters, who are elected or appointed by the membership of the Canadian Fellowship of Baden-Powell Guilds.

Executive Committee

This Committee includes the National Guildmaster, Past National Guildmaster, Deputy National Guildmaster, National Secretary, National Treasurer and National Registrar.

Director or Officer

A Director or Officer conforms to the requirements of the Society Act of British Columbia. In the case of the Canadian Fellowship of Baden-Powell Guilds, the National Guildmaster and 2 Provincial Guildmaster are classed as Directors.

Provincial Fellowship of Baden-Powell Guilds

The Provincial Fellowship of Baden-Powell Guilds includes all members of Baden-Powell Guilds that are located within the boundaries of a Province or Territory and who, are members of that Provincial Fellowship of Baden-Powell Guilds as constituted in accordance with the Bylaws.

Baden-Powell Guild

This definition refers to an initial group of five or more adults who are residents of Canada and subscribe to the Principles of Scouting and Guiding and have made a commitment to provide service and support to either organization and also accept the Aims and Principles of the Canadian Fellowship of Baden-Powell Guilds. All members of Baden-Powell Guilds must be prepared to make or reaffirm the Promise of either Scouts Canada or Girl Guides of Canada, during an investiture ceremony, to become a member of a Baden-Powell Guild.

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100th Baden-Powell Guild

This special Baden-Powell Guild has been established to accommodate all of those members from across Canada that have been unable to gather the required minimum of five people at their location or who wish to register as a ‘member-at-large’ rather than join a local Baden-Powell Guild.

Charter

The Charter refers to a document that is given to a local Baden-Powell Guild by the Canadian Fellowship of Baden-Powell Guilds after a Baden-Powell Guild has satisfied the requirements for membership that are established by the Canadian Fellowship of Baden-Powell Guilds. A new document is issued annually to indicate compliance with membership requirements.

Guildmaster

This definition refers to a Baden-Powell Guild member who has been elected to serve as the Chair of a National, Provincial or Baden-Powell Guild.