

Rotaract
Canada



Multidistrict
Information
Organization

ROTARACT CANADA

BYLAWS

JUNE 2020

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ARTICLE ONE: DEFINITIONS

In this bylaw and all other bylaws of the organization, unless the context otherwise requires:

"**Act**" means the Canada Not-For-Profit Corporations 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;

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

"**Bylaw**" means this bylaw and any other bylaw of the MDIO and Corporation as amended and which are, from time to time, in force and effect;

"**Board**" means the Board of Directors of the Corporation;

"**Body of Representatives**" is the collective group of district Rotaract representatives or their appointed proxies which represent the member districts;

"**Cabinet**" means the offices and their appointed secretaries;

"**Director**" means a member of the Board of Directors of the Corporation;

"**District**" means a Rotary International district;

"**DRR**" means a district Rotaract representative;

"**DG**" means a Rotary district governor;

"**Executive**" means a member of the Executive Office of the MDIO;

"**Officer**" means an Officer of the Board of Directors of the Corporation;

"**MDIO**" means a Multidistrict Information Organization, and shall be interpreted to be identical to "Corporation" where appropriate;

"**Member**" means a Rotary International district who has been admitted to the membership of the organization, represented by the DRR or their appointed proxy;

"**Meeting of Members**" includes any official meeting of members, per the bylaws;

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

"**Proposal**" means a proposal submitted by a member of the organization that meets the requirements of section 163 (Member Proposals) of the Act;

"**Special Resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time;

"**Secretariat**" means the administrative branch of the MDIO;

"**secretary**" means a member of the Cabinet or Executive Office of the MDIO;

"**Unanimous Resolution**" means a resolution passed by all voting members and/or Directors casting votes on that resolution.

"**Year**" is the 12-month period beginning on 1 July.

ARTICLE TWO: INTERPRETATION

In the interpretation of this bylaw, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Upon discrepancy of interpretation of these bylaws, the general secretary will rule on the interpretation.

ARTICLE THREE: EXECUTION OF DOCUMENTS

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the MDIO may be signed by any two (2) of its authorized Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. The Board Chairperson must sign any and all amendments to the Bylaws and Policies and Procedures documents. Any signing officer may certify a copy of any instrument, resolution, bylaw or other document of the MDIO to be a true copy thereof.

It will be the responsibility go the Chairperson to retain and maintain all legal records related to the Rotaract Canada Multidistrict Information Organization Corporation.

ARTICLE FOUR: FINANCES

(1) FINANCIAL YEAR

The financial year end of the MDIO shall be 30 June of each year.

(2) BANKING ARRANGEMENTS

The banking business of the MDIO shall be transacted at a bank or credit union as the Board of Directors may designate, appoint or authorize from time to time by resolution with the consultation of the Executive Office. The banking business or any part of it shall be transacted by a Director or Officer of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct, or authorize.

(3) BORROWING POWERS

The Directors of the Corporation may, without authorization of the members,

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, or pledge debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation.

(4) ANNUAL BUDGET

A budget for the forthcoming year shall be presented at the second-to-last meeting of the Cabinet each year and (subject to any amendments) be voted upon at that meeting, or if necessary at the last meeting of the Cabinet of that year.

(5) ANNUAL FINANCIAL STATEMENTS

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available from the Corporation and any member may, on request, obtain a copy free of charge.

(6) ANNUAL FINANCIAL AUDIT

Annual accounts of all financial transactions shall be audited by a qualified individual and presented at the first meeting after which they are available of the Board of Directors following the end of the year to which they relate.

ARTICLE FIVE: MEMBERSHIP INTO THE MDIO

(1) QUALIFICATIONS FOR MEMBERSHIP

The members of this organization shall be the individual Rotary districts who have joined this MDIO as member districts. To become a member district, a district must:

- (a) have at least one active Rotaract club who is considered to be in good standing with Rotary International;
- (b) obtain the written approval of its district governor;
- (c) have a district Rotaract representative (DRR) reported to Rotary International;
- (d) obtain the written approval of its district Rotaract representative;
- (e) be a Rotary International district with at least partial geographic area within the nation of Canada.

(2) ADMISSION AUTHORIZATION TO MDIO

Authorization from both the MDIO's general secretary, acting on behalf of the Secretariat, and Rotary International's general secretary, acting on behalf of the Rotary International Board of Directors, is needed to officially recognize new member districts admitted into the Rotaract Canada Multidistrict Information Organization.

(3) MAINTENANCE OF ELIGIBILITY

Established member districts must complete and maintain all the qualifications for membership, as well as the member district Engagement Policy, to remain eligible to vote at all official meetings. Any member district found to not be compliant with all requirements at the time of the meeting will not be permitted to vote and will be subject to removal from the Multidistrict Information Organization.

(4) DISAFFILIATION FROM MDIO

A member district may opt-out of this MDIO by providing a signed disaffiliation letter from its district governor, district governor-elect, and district Rotaract representative to the MDIO and to Rotary International.

(5) TERMINATION FROM MDIO

member districts may be dismissed or removed;

- (a) by their district governor and district governor-elect should they be found to not be operating under the oversight of and with the full cooperation of the district governor and/or any district policy;
- (b) by the Executive Office by special resolution and with consultation with the Cabinet for failure to comply with the requirements of a member district as defined in the Constitution and this bylaw;
- (c) by the Executive Office by special resolution and with consultation with the Cabinet by special resolution for actions and/or activities which are, or could be perceived to be, harmful to the MDIO;
- (d) by a 2/3 vote of other member districts in good standing for good and sufficient cause as determined by the Executive Office by special resolution.

(6) NOTICE AND APPEAL OF TERMINATION FROM MDIO

Should a member district be dismissed or removed through section 5.5, they shall;

- (a) be provided with fifteen (15) days notice of their dismissal or removal by the Office of the Under general secretary or other such officer as may be designated by the Cabinet;
- (b) be provided with justification for the dismissal or removal;
- (c) have the opportunity to submit a written appeal to the Office of the Under general secretary or other such officer as may be designated by the Cabinet within that fifteen (15) day period;
- (d) be entitled to reconsideration from the Executive Office and with the consultation of their district governor and any other stakeholders deemed appropriate by the charging body within seven (7) days of the receipt of the submission. This decision is binding for the remainder of the Rotary year, at which time the district may re-apply for membership into the MDIO.

(7) FUNDAMENTAL CHANGES TO MEMBERSHIP CONDITIONS

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the bylaws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

ARTICLE SIX: MEMBERSHIP MEETINGS

(1) ANNUAL GENERAL MEETING

An annual meeting shall be held once per year in the final quarter of the year as called by the Board of Directors.

(2) ADVANCED NOTICE

The location, date, time, and any necessary cost to attend the annual meeting shall be announced at least 60 days prior to the meeting.

(3) QUORUM

A quorum of members must be present before other matters, such as voting to select a multidistrict service project, may be conducted. A quorum at any meeting of the members shall be a majority of the members entitled to vote at the meeting plus one. 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.

(4) VOTING

Each member district shall be entitled to one voting delegate for any matters or elections presented for consideration at the annual meeting. It shall be the duty of each member district to be represented either by its DRR or a proxy (pursuant to Article 6.6 of the Bylaws), and to vote on each proposal submitted for determination.

(5) VOTING METHODOLOGIES

voting shall be conducted either by oral or electronic roll call, as determined by the general secretary presiding over the meeting prior to Advanced Notice being given. In the event of a tie, the tie-breaking vote will be cast by the general secretary.

(6) ABSENTEE VOTING AT MEMBERS' MEETINGS

Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxy holder, and one or more alternate proxy holders, who are required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- (b) a member may revoke a proxy by doing so in writing to the Chairperson of the meeting no later than the call to order of that meeting;

- (c) a proxy holder or an alternate proxy holder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxy holder or an alternate proxy holder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
- (d) if a form of proxy is created by a person other than the member, the form of proxy shall
 - (i) indicate, in bold face type:
 - (ii) the meeting at which it is to be used,
 - (iii) that the member may appoint a proxy holder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
 - (iv) instructions on the manner in which the member may appoint the proxy holder,
- (b) contain a designated blank space for the date of the signature,
- (c) provide a means for the member to designate some other person as proxy holder, if the form of proxy designates a person as proxy holder,
- (d) provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
- (e) provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
- (f) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;
- (e) a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxy holder is to vote the membership in respect of each matter or group of related matters;
- (f) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
- (g) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

(7) CHANGES TO VOTING RIGHTS

Pursuant to Section 197(1) of the Act, a special resolution of the members is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

(8) COST OF PUBLISHING PROPOSALS FOR MEMBERS' MEETINGS

The member submitting the proposal shall incur no cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented.

(9) PRESIDENT OF MEMBERS' MEETINGS

In the event that the general secretary, deputy general secretary, and Under general secretary are all absent, the members who are present and entitled to vote at the meeting shall choose one of their number to preside over the meeting.

(10) VOTES TO GOVERN AT MEMBERS' MEETINGS

At any meeting of members every question shall, unless otherwise provided by the or bylaws or by the Constitution, 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 on a ballot or on the results of electronic voting, the Chairperson of the meeting shall have a casting vote.

(11) PARTICIPATION BY ELECTRONIC MEANS AT MEMBERS' MEETINGS

If the Chairperson of the meeting chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this bylaw, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the President has made available for that purpose.

(12) MEMBERS' MEETING HELD ENTIRELY BY ELECTRONIC MEANS

Meetings of members may be held entirely by telephonic, an electronic, or other communication facility if so chosen by the Chairperson of the meeting. Meetings held entirely by electronic means must adhere to the same documentation standards as meetings of a similar nature not held by electronic means.

ARTICLE SEVEN: LEADERSHIP

(1) GOVERNING POWER

The Secretariat shall exercise no governing power over the affairs of member districts and shall not serve as an official representative of any one member district. The Board shall exercise the powers necessary for the function of the Corporation of the Rotaract Canada Multidistrict Information Organization.

(2) GENERAL SECRETARY

Rotaract Canada Multidistrict Information Organization will be chaired by the general secretary, elected annually to a maximum of three consecutive years by the Body of Representatives. The elected general secretary will meet the following requirements:

- (a) Meet all eligibility criteria to be a Rotaractor as determined by Rotary International and be aged 18 through 30 for the full duration of their term;
- (b) Be a member in good standing of a Rotaract club within a member district;
- (c) Have previously served as a district Rotaract representative of a Rotaract Canada Multidistrict Information Organization member district or as an executive secretary of Rotaract Canada;
- (d) Be prepared to confidently commit to fulfilling their full term;
- (e) Successfully pass any current vetting process.

(3) DEPUTY GENERAL SECRETARY

Rotaract Canada Multidistrict Information Organization will be vice-chaired by a deputy general secretary, appointed on a one-year term, appointed by the general secretary not exceeding beyond the term of the general secretary. The deputy general secretary will meet the following requirements:

- (a) Meet all eligibility criteria to be a Rotaractor as determined by Rotary International and be aged 18 through 30 for the full duration of their term;
- (b) Be a member in good standing of a Rotaract club within a member district;
- (c) Have previously served in a leadership role of a Rotaract Canada Multidistrict Information Organization member district;
- (d) Be prepared to confidently commit to fulfilling their full term;
- (e) Successfully pass any current vetting process.

(4) UNDER GENERAL SECRETARY

Rotaract Canada Multidistrict Information Organization's Body of Representatives will be represented by the under general secretary, elected on an annual term by the Body of Representatives. The under general secretary will meet the following requirements:

- (a) Meet all eligibility criteria to be a Rotaractor as determined by Rotary International and be aged 18 through 30 for the full duration of their term;
- (b) Be a member in good standing of a Rotaract club within a member district;
- (c) Have previously served in a leadership role of a Rotaract Canada Multidistrict Information Organization member district;
- (d) Be prepared to confidently commit to fulfilling their full term;
- (e) Successfully pass any current vetting process.

(5) NUMBER OF SECRETARIES IN THE CABINET

The Cabinet shall consist of no less than four (4) and no more than fourteen (14) secretaries. The Cabinet shall be comprised within this number of secretaries as determined at the sole discretion of the general secretary. Cabinet secretaries will meet all eligibility criteria to be a Rotaractor as determined by Rotary International, be aged 18 through 30 for the full duration of their term, and be a member in good standing of a Rotaract club within a member district.

(6) TERM OF OFFICE OF CABINET SECRETARIES

Cabinet secretaries shall serve on a term of one year, which will coincide with the Rotary year starting 1 July. No appointment shall exceed beyond the term of the appointing general secretary. secretaries may be re-appointed to their position or to a different position in consecutive years.

(7) APPOINTMENT OF A DEPUTY GENERAL SECRETARY

Any individual running for the office of general secretary shall name a deputy general secretary prior to the election, allowing the membership to informedly elect their leadership.

(8) APPOINTMENT OF CABINET SECRETARIES

Cabinet secretaries shall be appointed by the elected general secretary on an as-needed basis, in accordance with the Constitution and Bylaws.

(9) GENERAL ELECTIONS FOR GENERAL SECRETARY

The Body of Representatives will call for a general election as deemed necessary by these bylaws to elect the next general secretary of Rotaract Canada Multidistrict Information Organization.

The process of a general election shall be as follows:

- (1) For a duration of fourteen days ending no later than thirty (30) days prior to the meeting when the elections shall be held, nominations shall take place. Nominations are made publicly to the members by voicing the nomination. Nominations can be made by any Rotaractor in a member district, including oneself. If the nomination of a Rotaractor is made by an individual other than the nominated Rotaractor, the nominated Rotaractor has the right to decline the nomination no later than 28 days prior to the meeting where the elections shall be held.
- (2) Elections shall take place at the annual meeting by secret ballot. A Rotarian scrutineer counts the votes, if available. If no such Rotarian is available, a deputy general secretary will count the votes. The nominee with the least amount of votes is eliminated and another vote takes place with the remaining nominees. This process continues until there is only one nominee remaining, who is elected to the position. In the event of a tie, a sitting deputy general secretary shall receive a second, tie-breaking vote.
- (3) At the discretion of the general secretary, a Rotarian or committee of Rotarians may be asked to serve as scrutineer(s).

(10) GENERAL ELECTIONS FOR UNDER GENERAL SECRETARY

Each year at the Annual General Meeting, the Body of Representatives will elect an under general secretary for the upcoming Rotary year. The process of a general election will be the same as for the general secretary outlined in section 7.9 above.

(11) VOTE OF NO CONFIDENCE

In the absence of more than one candidate for the role of general secretary or under general secretary, acclamation will not under any circumstances take place. Instead, the members will be presented with an option of "no confidence" against the sole candidate. Should the members vote "no confidence" in the sole candidate, all operations will be suspended effective the start of the term for that role.

Within thirty (30) days of the vote of no confidence, the Board of Directors of the Corporation will host a second election. If, following that election, there is still no elected leader, the Board of Directors shall put forth a vote to the members to either dissolve the MDIO and Corporation, or to remain suspended until a leader can be elected to a maximum of twelve (12) months. If the MDIO remains suspended for twelve (12) months, the Board of Directors will dissolve the MDIO and Corporation.

(12) NUMBER OF DIRECTORS ON THE BOARD

The Board of Directors shall consist of no less than three (3) and no more than fourteen (14) Directors. The Board of Directors shall be comprised within this number of directors as determined each year by the chairperson of the Board of Directors.

(13) TERM OF OFFICE OF DIRECTORS

Directors shall serve on a term of one year, which will coincide with the Rotary year starting 1 July. Directors may be re-appointed or re-elected to their position or to a different position in consecutive years.

(14) APPOINTMENT OF DIRECTORS

Directors shall be appointed by the elected general secretary on an as-needed basis, in accordance with the Constitution and Bylaws.

(15) CALLING OF MEETINGS OF BOARD OF DIRECTORS

Meetings of the Board may be called by the chairperson, a vice-chairperson, or any two (2) directors at any time.

(16) NOTICE OF MEETING OF BOARD OF DIRECTORS

Notice of the time and place for the holding of a meeting of the Board shall be given to every director of the Corporation not less than three days before the time when the meeting is to be held by electronic methods.

Notice of a meeting shall not be necessary if all of the directors are present, and no one objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the bylaw otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting.

This bylaw is excepted only in the event of an Emergency Meeting. An Emergency Meeting can be called by the chairperson or a vice-chairperson seconded by at least one other director. In the event of an Emergency Meeting, all directors shall receive notice at least six (6) hours before the time when the meeting is to be held.

(17) REGULAR MEETINGS OF THE BOARD OF DIRECTORS

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.

Directors must attend a minimum of 80% of regular meetings in a Rotary year or face a disciplinary board consisting of no less than three individuals, one of which must be in a Superior position to the director charged.

(18) PARTICIPATION BY ELECTRONIC MEANS AT DIRECTORS' MEETINGS

If the chairperson chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act.

A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this bylaw, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the chairperson has made available for that purpose.

(19) VOTES TO GOVERN AT MEETINGS OF THE BOARD OF DIRECTORS

At all meetings of the Board, every motion shall be decided by a majority of the votes cast on the motion. In case of an equality of votes, the chairperson of the meeting shall have a casting vote. directors are permitted to participate in absentee voting at meetings of the Board of Directors under the same conditions as those laid out for absentee voting by members at membership meetings.

(20) CALLING OF MEETINGS OF THE CABINET

Meetings of the Cabinet may be called by the general secretary, a deputy general secretary, or any two (2) secretaries at any time.

(21) NOTICE OF MEETING OF THE CABINET

Notice of the time and place for the holding of a meeting of the Cabinet shall be given to every secretary of the MDIO not less than seven (7) days before the time when the meeting is to be held.

Notice of a meeting shall not be necessary if all of the secretaries are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the bylaw otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting.

This bylaw is excepted only in the event of an Emergency Meeting. An Emergency Meeting can be called by the general secretary or by a deputy general secretary seconded by at least one other secretary. In the event of an Emergency Meeting, all secretaries shall receive notice at least six (6) hours before the time when the meeting is to be held.

(22) REGULAR MEETINGS OF THE CABINET

The Cabinet may appoint a day or days in any month or months for regular meetings of the Cabinet at a place and hour to be named. A copy of any resolution of the Cabinet fixing the place and time of such regular meetings of the Cabinet shall be sent to each secretary forthwith after being passed, but no other notice shall be required for any such regular meeting.

secretaries must attend a minimum of 80% of regular meetings in a Rotary year or face a disciplinary board consisting of no less than three individuals, one of which must be in a superior position to the secretary charged.

(23) PARTICIPATION BY ELECTRONIC MEANS AT CABINET MEETINGS

If the general secretary chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act.

A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this bylaw, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the general secretary has made available for that purpose.

(24) VOTES TO GOVERN AT CABINET MEETINGS

At all meetings of the Cabinet, every decision needing Cabinet approval will require a presenter of the decision. After all pertinent information regarding the decision is presented, there will be opportunity for discussion, and if so called for, a motion will be made on the decision. Every motion shall be decided by a majority of the votes cast on said motion. In case of an equality of votes, the presiding secretary shall have a casting vote.

Secretaries are permitted to participate in absentee voting at meetings of the Cabinet under the same conditions as those laid out for absentee voting by members at membership meetings.

(25) DISCIPLINE AND TERMINATION OF DIRECTORS

The general secretary, acting in their capacity as chairperson, with the support of a 2/3 majority of the Board shall have authority to suspend or expel any director from the MDIO for any one or more of the following grounds:

- (a) violating any provision of the Charter or Bylaws of the MDIO or the Rotary Code of Policies;
- (b) carrying out any conduct which may be detrimental to the MDIO as determined by the general secretary in their sole and absolute discretion;
- (c) for any other reason that a majority of the Board of Directors considers to be reasonable, having regard to the purpose of the MDIO.

In the event that the Board determines that a director should be expelled or suspended from directorship in the MDIO, the general secretary, or such other officer as may be designated by the board, shall provide seven (7) days notice of suspension or expulsion to the director and shall provide reasons for the proposed suspension or expulsion. The director may make a written appeal to the general secretary, or such other officer as may be designated by the Board, in response to the notice received within such seven (7) day period. In the event that no written appeal is received, the charging body may proceed to notify the director that the director is suspended or expelled from directorship in the MDIO.

If a written appeal is received in accordance with this section, the charging body will consider such submissions in arriving at a final decision and shall notify the director concerning such final decision within a further seven (7) days from the date of receipt of the submissions. The decision shall be final and binding on the director, without any further right of appeal.

(26) DISCIPLINE AND TERMINATION OF SECRETARIES

The general secretary shall have authority to suspend or expel any appointed secretary from the MDIO for any one or more of the following grounds:

- (a) violating any provision of the Charter or Bylaws of the MDIO or the Rotary Code of Policies;
- (b) carrying out any conduct which may be detrimental to the MDIO as determined by the general secretary in their sole and absolute discretion;
- (c) for any other reason that a majority of the Cabinet considers to be reasonable, having regard to the purpose of the MDIO.

In the event that the Cabinet determines that a secretary should be expelled or suspended from service in the MDIO, the general secretary, or such other officer as may be designated by the Cabinet, shall provide seven (7) days notice of suspension or expulsion to the secretary and shall provide reasons for the proposed suspension or expulsion. The secretary may make a written appeal to the general secretary, or such other officer as may be designated by the Cabinet, in response to the notice received within such seven (7) day period. In the event that no written appeal is received, the charging body may proceed to notify the secretary that the secretary is suspended or expelled from service in the MDIO.

If a written appeal is received in accordance with this section, the charging body will consider such submissions in arriving at a final decision and shall notify the secretary concerning such final decision within a further seven (7) days from the date of receipt of the submissions. The decision shall be final and binding on the secretary, without any further right of appeal.

(27) PARDONS

The general secretary reserves the right to issue a Pardon to any director or secretary found to be in violation to Sections 7.25 and/or 7.26 of these bylaws unless they are also in violation of the Charter, the law of a province or territory where this organization operates, or a federal law of Canada. Pardons may be issued at the sole discretion of the general secretary for any of the following reasons:

- a. The violation was committed as a direct result of the individual participating in official humanitarian aid through a registered non-profit or charity;
- b. The violation was committed as a direct result of the individual having a verified personal emergency such as a critically ill or injured family member or the death of a closely related family member or friend;
- c. The termination of the individual will negatively impact the MDIO or its public perception in a way greater than if the violation were made public;
- d. For any other reason deemed appropriate by the general secretary if backed by at least one other executive secretary.

All Pardons issued by the general secretary must be documented in Cabinet meeting minutes and must be supplemented by a document outlining the justification for the Pardon authored by the general secretary.

All Pardons must be disclosed at the Annual General Meeting.

(28) RESIGNATIONS

Any director, officer, or secretary may resign by presenting an official letter of resignation to the general secretary fourteen (14) days before the effective date of resignation. The general secretary reserves the right to relieve the individual of their duties prior to the end of the fourteen days if not doing so may cause risk to the organization, as determined by the general secretary.

If the general secretary resigns, an official letter of resignation must be presented to a deputy general secretary thirty (30) days before the effective date of resignation. In the event of the resignation of the general secretary, Line of Succession Protocol will take immediate effect.

(29) VACANCY IN OFFICE

If there becomes a vacancy in any appointed position, the general secretary will fill that position by appointment for the remaining duration of the term. If there becomes a vacancy in any elected position, the general secretary will nominate someone to fill that position for the remainder of the term, who must then be confirmed by the Cabinet by majority vote.

ARTICLE EIGHT: DUTIES OF OFFICERS

(1) DUTY OF THE BOARD

The Board of Directors, composed of secretaries and trustees, will oversee the Corporation of Rotaract Canada Multidistrict Information Organization and hold ultimate authority over its finances, operations, events, programs, and all other related legal matters. Secretaries serving on the Board of Directors will be broadly referred to as executive secretaries or collectively as The Executive. The Chartering Board of Directors appoints the first general secretary.

(2) DUTY OF A DIRECTOR

A director of the Board will fulfill the duties of the Board, as directed by the chairperson of the Board of Directors. Directors will abide by all regulations within the Act, including but not limited to their Standard of Care and of Remaining Informed.

(3) DUTY OF THE SECRETARIAT

The Secretariat shall serve as stewards of the organization, overseeing the finances, operations, events, programs, and other related matters of this MDIO. It shall hold regularly scheduled meetings, which shall be expected attendance of any secretary in good standing. Members attending such meetings, however, shall not address the meeting except with the permission of the Chairperson of the meeting and may be asked to leave if the matters being discussed are sensitive in nature as determined by the presiding secretary in their sole discretion.

(4) DUTY OF THE GENERAL SECRETARY

The general secretary will also serve as chairperson of the Board of Directors. The general secretary engages and inspires Rotaractors and Rotarians, and promotes Rotaract and Rotary across the country. The general secretary presides at all meetings of the Secretariat and the Annual general Meeting but reserves voting for tie-breaking. The general secretary may call for a motion but cannot make one. The general secretary formally appoints all secretaries, advisors, and chairs as necessary or convenient, citing specific duties in writing at the time of appointment. The general secretary is an ex officio member of all committees and is entitled to review their work at any time. The general secretary maintains regular communication with Rotary International.

It is the primary duty of the general secretary to ensure the integrity of the organization through direct or delegated oversight, creating a safe and inclusive environment for all participants while being ultimately responsible for the compliance with all relevant Rotary International Code of Policies, Constitutional, Bylaw, and legal regulations. The general secretary will, as necessary and appropriate, enforce the aforementioned regulations. Further, the general secretary leads the ongoing development of a strategic plan and action plan(s) for their term as general secretary and into the future as deemed appropriate.

(5) DUTY OF A DEPUTY GENERAL SECRETARY

A deputy general secretary will also serve as a vice-chairperson of the Board of Directors. A deputy general secretary assists in leading the MDIO, engages and inspires Rotaractors and Rotarians, and promotes Rotaract and Rotary across the country. A deputy general secretary succeeds the office of general secretary in the event of a vacancy, and, in the absence of the general secretary, presides at all relevant meetings. A deputy general secretary's primary role is to serve as speaker of the Cabinet, leading, representing, and coordinating with the Cabinet secretaries while assisting in steering the organization towards its strategic goals.

A deputy general secretary will serve ex-officio on all committees, assessing club strengths, weaknesses, opportunities, and risks. They may also oversee or take part in special assignments as directed by the general secretary and may speak on behalf of the general secretary as authorized. A deputy general secretary will assist in ensuring a safe and inclusive environment for all participants, and will read, understand, and enforce the MDIO Constitution and Bylaws under the advisement of the general secretary.

(6) DUTY OF THE UNDER GENERAL SECRETARY

The under general secretary will also serve on the Board of Directors. The under general secretary assists in leading the MDIO, engages and inspires Rotaractors and Rotarians, and promotes Rotaract and Rotary across the country. The under general secretary succeeds the office of the general secretary in the event of a vacancy in both the general secretary and deputy general secretary's offices. The under general secretary serves as the principal representative of the Body of Representatives under the title speaker of the Body of Representatives. They are ultimately responsible for ensuring that every stakeholder is considered in the operations and steering of the organization towards its strategic goals.

The under general secretary serves ex-officio on all committees, recruits new member districts, overseeing their onboarding process, and maintains direct communication with all district Rotaract representatives, serving as their primary point of contact to the executive secretaries. They may also oversee or take part in special assignments as directed by the general secretary. The under general secretary will assist in ensuring a safe and inclusive environment for all participants, and will read, understand, and enforce the MDIO Constitution and Bylaws under the advisement of the general secretary.

(7) DUTY OF THE IMMEDIATE PAST GENERAL SECRETARY

The immediate past general secretary shall, if they choose, serve as the liaison between the executive secretaries and the Trusteeship Council, should they choose to join. The immediate past general secretary will serve as an advisor to the executive secretaries at their request and may oversee or take part in special assignments as directed by the general secretary.

(8) DUTY OF A SECRETARY

A secretary may serve either at-large or be assigned to oversee one or more offices, committees, Areas of Focus, or perform a specific set of duties as determined to be necessary or convenient by the general secretary. A secretary shall assist in ensuring a safe and inclusive environment for all participants, and will read, understand, and abide by the MDIO Constitution and Bylaws.

(9) DUTY OF THE TRUSTEESHIP COUNCIL

The Trusteeship Council will be composed of Rotarians and/or Rotaractors who have previously served in the Executive Office who choose to continue to serve in the capacity of trustee. Trustees will maintain their seat on the Corporation's Board of Directors until such a time as the maximum number of directors is reached, at which time the most senior trustee will be removed. The Trusteeship Council will advise the Secretariat as requested and may be granted access to any Secretariat business as deemed appropriate by the general secretary.

(10) DUTY OF APPOINTED ADVISORS

Any Executive secretary may from time to time, appoint an Advisor to the Secretariat as deemed necessary or convenient. Advisors provide guidance and support on a particular area of concern or importance, as defined in their appointment. Advisors need not be Rotaractors or Rotarians, but should have specialized expertise in a particular area. Any appointment to such a position must be confirmed by a majority of the executive secretaries, after consideration to the advisor's area of expertise, value, and risk to the organization.

(11) DUTY OF APPOINTED SPECIAL ADVISORS

Any Executive secretary may from time to time, appoint a special advisor specifically to the Executive Office as deemed necessary or convenient. Special advisors provide guidance and support on a particular area of concern or importance, as defined in their appointment. Special advisors need not be Rotaractors or Rotarians, but should have demonstrated specialized expertise in a particular area and should be trusted as they may be granted a higher level of access to information than advisors. Any appointment to such a position must be confirmed by a majority of the executive secretaries, after a vetting process and consideration to the potential special advisor's area of expertise, value, and risk to the organization.

(12) DUTY OF APPOINTED SPECIAL ENVOYS

The general secretary may from time to time, appoint a special envoy to oversee or represent the general secretary on a specific set of issues or area of importance to the general secretary, outlined in writing upon appointment. Special envoys may form a commission of appointed individuals to assist them as necessary. Special envoys report directly to the general secretary unless otherwise directed. Appointees should have a demonstrated proficiency in leadership and specialized knowledge of the matters which they are representing. Special envoys need not be confirmed, but may be removed by resolution of the Cabinet if backed by at least one executive secretary.

(13) DUTY OF APPOINTED AIDES

Executive secretaries may, from time to time and as deemed necessary or convenient, appoint up to three aides to their office. No aide shall have the authority to act on behalf of or represent the executive secretary in any capacity. Aides fall under the “administration” division of the Secretariat, and are there to assist the Executive secretary in the execution of their duties, as outlined in their appointment.

ARTICLE NINE: COMMITTEES AND OFFICES

(1) COMMITTEES OF THE SECRETARIAT

The Secretariat may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and with such powers as the Secretariat shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Secretariat may from time to time make. All committees shall be overseen by a secretary. Any committee member may be removed by the supervising secretary, and any committee chair may be removed by the Appointing secretary at any time with or without cause.

(2) APPOINTMENT OF OFFICES AND OFFICERS

The Secretariat may designate the offices of the MDIO, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Constitution, delegate to such officers the power to manage the affairs of the MDIO. A secretary may be appointed to any office of the MDIO. An officer may, but need not be, a secretary. One person can hold a maximum of two offices, and may be removed at any time by the appointing body.

(3) VACANCY IN OFFICE

In the absence of a written agreement to the contrary, the Chairperson may remove, whether for cause or without cause, any officer of the MDIO. Unless so removed, an officer shall hold office until the earlier of:

- (a) the officer's successor being appointed,
- (b) the officer's resignation,
- (c) such officer ceasing to qualify for the position; or
- (d) such officer's death.

If the office of any officer of the MDIO shall be or becomes vacant, the director or secretary presiding over that officer's term may appoint an individual to fill that office for the duration of the officer's term. The secretary may not under any circumstances appoint any officer to an office outside of their term. The secretary, under consultation with the Cabinet, may also choose to ask the general secretary to host a Special Election for the vacancy, which the general secretary may either accept or decline to do.

ARTICLE TEN: CONFLICTS OF INTEREST

(1) DEFINITION OF CONFLICT OF INTEREST

A conflict of interest is a transaction, arrangement, vote, or decision where there is the potential to benefit to or perceived benefit to the private interest of a secretary, executive, officer, board member, committee chair, volunteer, or employee or any other organization they may be associated with. This includes related parties on the Board or Secretariat, secretaries related to employees, certain transactions, and dual-capacity individuals, such as those who serve in multiple roles within the MDIO or one of another organization.

(2) AVOIDING CONFLICTS OF INTEREST

It is the duty of the party who believes they may have a conflict or perceived conflict of interest to disclose that conflict of interest in writing to the Board of Directors to be presented at a Board meeting, which will be noted in the minutes. All pre-existing conflicts of interest or perceived conflicts of interest must be disclosed in writing prior to the first meeting of the Board.

(3) CONTENT OF DISCLOSURE

Parties must disclose the nature and value of any personal or conflicting interests that could conflict with those of the organization. This includes the name of the conflicting individual or organization, a description of the conflict, and a set assessment on its likelihood to impact the MDIO. Parties are not required to provide any additional specifics, but may do so to help their supervisors make a more informed decision on how best to proceed.

(4) CHALLENGING A SECRETARY FOR CONFLICT OF INTEREST

Any one secretary or any three representatives may challenge a secretary on conflict of Interest; any one secretary or executive may challenge an executive on conflict of interest; any one secretary, committee chair, employee, or volunteer may challenge any one committee chair, employee, or volunteer on conflict of interest.

(5) RULING ON CONFLICT OF INTEREST

The determination over whether the issue is a conflict of interest and how it will be handled will be at the discretion of the supervisor of the potentially conflicted party. For secretaries, this is the Board of Directors. For directors, this is the entire Cabinet. For committee chairpersons, this is the entire Cabinet. For all other positions it will be their assigned supervisor and at least two other individuals appointed to make the determination.

ARTICLE ELEVEN: POLICIES AND PROCEDURES

(1) DEFINITION OF POLICY

A policy shall be defined as any ratified or implemented guiding principle of the organization or any division thereof.

(2) DEFINITION OF PROCEDURE

A procedure shall be defined as any set way of accomplishing a task outlined in a policy, protocol, executive order, or instruction.

(3) IMPLEMENTATION OF POLICY

A policy that affects only one branch of the organization may be implemented by the secretary responsible for that branch with general secretary approval. For example, the treasurer may implement a new recruitment policy for their department without ratification from the Cabinet. Change or implementation of such policies must be presented at the next meeting of the Cabinet. Policies that impact more than one branch of the organization require Cabinet approval.

(4) IMPLEMENTATION OF PROCEDURE

A procedure that affects only one branch of the organization may be implemented by the secretary or committee chair responsible for that branch without approval. For example, the volunteer committee chair may implement a new procedure for vetting volunteers without approval from a secretary. Notice of change or implementation of such procedures must be provided to the supervising secretary within 5 days of the change. Procedures that impact more than one branch of the organization require Cabinet approval.

(5) VETO OF POLICIES AND PROCEDURES

The general secretary retains the right to veto any proposed decision, policy, procedure, or protocol put into place by a secretary, chair, or committee that the general secretary in their sole discretion feel may be detrimental to the organization in any way. Any decision to veto a policy or procedure must include a document of justification authored by the general secretary and presented at the annual meeting.

ARTICLE TWELVE: CONFLICT

(1) MEDIATION AND ARBITRATION

Disputes or controversies among members, secretaries, directors, officers, executives, committee members, or volunteers of the MDIO are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this bylaw.

(2) DISPUTE RESOLUTION MECHANISM

In the event that a dispute or controversy among members, secretaries, directors, officers, executives, committee members, or volunteers of the MDIO arising out of or related to the Charter or Bylaws, or out of any aspect of the operations of the MDIO is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, secretaries, directors, officers, executives, committee members, or volunteers of the MDIO as set out in the Charter, Bylaws or the Act, and as an alternative to such person instituting a lawsuit or legal action, such dispute or controversy shall be settled by the chairperson of the Board of Directors. Should the chairperson recuse themselves from settling such dispute either due to personal involvement or a conflict of interest as determined by the chairperson themselves, a process of dispute resolution as follows:

The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the MDIO) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties. The number of mediators may be reduced from three to one or two upon agreement of the parties. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the MDIO is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

(3) GRIEVANCE PROCEDURE

In the event of a grievance with a secretary or other member, the grieving member shall notify the Chairperson of their concern. If the grievance is regarding the chairperson, the grieving member shall notify the vice-chairperson of their concern. The notified secretary will mediate the situation and work with both parties to come to a resolution.

ARTICLE THIRTEEN: INVALIDITY OF ANY PROVISIONS OF THIS BYLAW

The invalidity or un-enforceability of any provision of this bylaw shall not affect the validity or enforceability of the remaining provisions of this bylaw.

ARTICLE FOURTEEN: OMISSIONS AND ERRORS

The accidental omission to give any notice to any member, secretary, director, officer, executive, member of a committee, or public accountant, or the non-receipt of any notice by any such person where the MDIO has provided notice in accordance with the bylaws 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.

ARTICLE FIFTEEN: AMENDMENTS

Bylaws will be reviewed annually, and changed or updated over time as the needs and the organization of the organization change. The steps to amend a bylaw requiring Ordinary Resolution of the members are as follows:

1. The Secretariat initiates a change to a general bylaw.
2. The bylaw change is placed on the agenda for the next meeting of members.
3. Members confirm the bylaw change (or they amend it and then confirm it) by ordinary resolution.
4. If the members reject the bylaw adopted by the secretaries, the bylaw change ceases to have effect on the date it is rejected by the members. Alternatively, if the secretaries fail to submit the bylaw change to the members at the next members meeting, the bylaw change ceases to have effect on the date of the members meeting at which it should have been submitted to the members. In such cases, future bylaw changes that have substantially the same effect as the one rejected or not submitted will not become effective on approval of the directors. They only become come into effect when approved by the members.
5. Within 12 months of the confirmation of the bylaw changes by the members, a copy of the amended bylaws must be sent to Corporations Canada.

ARTICLE SIXTEEN: RATIFIED VERSION HISTORY & AUTHORS

Bylaws of Rotaract Canada Multidistrict Information Organization May 2020

Adopted May 2020

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