

CONSERVATIVE PARTY OF CANADA CONSTITUTION



As amended on March 19, 2005.

*Consolidation by the Executive Director
under the review of National Council.*



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1. NAME

- 1.1 The name of the Party is the “Conservative Party of Canada”.

2. PRINCIPLES

- 2.1 The Conservative Party of Canada is founded on and will be guided in its policy formation by the following principles.
- 2.1.1 A belief in a balance between fiscal accountability, progressive social policy and individual rights and responsibilities.
 - 2.1.2 The goal of building a national coalition of people who share these beliefs and who reflect the regional, cultural and socio-economic diversity of Canada.
 - 2.1.3 The goal of developing this coalition, embracing our differences and respecting our traditions, yet honouring a concept of Canada as the greater sum of strong parts.
 - 2.1.4 The Conservative Party of Canada will operate in a manner accountable and responsive to its members.
 - 2.1.5 A belief in loyalty to a sovereign and united Canada governed in accordance with the Constitution of Canada, the supremacy of democratic parliamentary institutions and the rule of law.
 - 2.1.6 A belief in the equality of all Canadians.
 - 2.1.7 A belief in the freedom of the individual, including freedom of speech, worship and assembly.
 - 2.1.8 A belief in our constitutional monarchy, the institutions of Parliament and the democratic process.
 - 2.1.9 A belief in the federal system of government as the best expression of the diversity of our country, and in the desirability of strong provincial and territorial governments.
 - 2.1.10 A belief that English and French have equality of status, and equal rights and privileges as to their use in all institutions of the Parliament and Government of Canada.



- 2.1.11 A belief that the best guarantors of the prosperity and well-being of the People of Canada are:
 - 2.1.11.1 the freedom of individual Canadians to pursue their enlightened and legitimate self-interest within a competitive economy;
 - 2.1.11.2 the freedom of individual Canadians to enjoy the fruits of their labour to the greatest possible extent;
 - 2.1.11.3 the right to own property.
- 2.1.12 A belief that a responsible government must be fiscally prudent and should be limited to those responsibilities which cannot be discharged reasonably by the individual or others.
- 2.1.13 A belief that it is the responsibility of individuals to provide for themselves, their families and their dependents, while recognizing that government must respond to those who require assistance and compassion.
- 2.1.14 A belief that the purpose of Canada as a nation state and its government, guided by reflective and prudent leadership, is to create a climate wherein individual initiative is rewarded, excellence is pursued, security and privacy of the individual is provided and prosperity is guaranteed by a free competitive market economy.
- 2.1.15 A belief that the quality of the environment is a vital part of our heritage to be protected by each generation for the next.
- 2.1.16 A belief that Canada should accept its obligations among the nations of the world.
- 2.1.17 A belief that good and responsible government is attentive to the people it represents and has representatives who at all times conduct themselves in an ethical manner and display integrity, honesty and concern for the best interest of all.
- 2.1.18 A belief that all Canadians should have reasonable access to quality health care regardless of their ability to pay.
- 2.1.19 A belief that the greatest potential for achieving social and economic objectives is under a global trading regime that is free and fair.



3. DEFINITIONS

- 3.1 “affiliated organization” means an organization which has been recognized by the National Council pursuant to the provisions of the Constitution.
- 3.2 “Arbitration Committee” means the arbitration and dispute resolution committee established pursuant to the provisions of the Constitution.
- 3.3 “by-law” means a by-law enacted by the National Council pursuant to the provisions of the Constitution.
- 3.4 “Conservative Fund Canada” means the fundraising arm and chief agent of the Party provided for in Article 9.
- 3.5 “Constitution” means this constitution of the Party, as amended from time to time.
- 3.6 “electoral district association” means an association in a federal electoral district recognized by the National Council pursuant to the Constitution.
- 3.7 “Leader” means the leader of the Party.
- 3.8 “leadership selection process” means the process for selecting a Leader provided for in the Constitution.
- 3.9 “member” and “membership” means a member and the membership of the Party respectively, unless the context otherwise requires.
- 3.10 “National Council” means the body provided for in Article 8.
- 3.11 “national convention” means a meeting of members provided for in Article 7.
- 3.12 “Party” means the Conservative Party of Canada.
- 3.13 “Presidents’ Forum” means an affiliated organization consisting of presidents of electoral district associations and other members of the Party on a national or regional level, as recognized by National Council.



4. MEMBERSHIP

- 4.1 Membership in the Party is open to every citizen or permanent resident of Canada who:
- 4.1.1 has attained the minimum age specified by by-law;
 - 4.1.2 actively supports the principles of the Party;
 - 4.1.3 signifies their intention to join the Party; and
 - 4.1.4 has paid the Party's national membership fee specified by by-law.
- 4.2 Subject to minimum periods of membership which may be set out in the Constitution, or in a by-law or otherwise by National Council, every member is entitled to:
- 4.2.1 participate in any meeting of the electoral district association in which that person holds membership;
 - 4.2.2 vote for, and stand for election to, the board of directors of any electoral district association in which that person holds membership;
 - 4.2.3 attend any national convention upon payment of the prescribed fee; and
 - 4.2.4 to vote for, and stand for election as, a delegate or alternate delegate at any meeting called by an electoral district association of which that person holds membership, for the selection of delegates or alternate delegates to any national convention of the Party.
- 4.3 Subject to the oversight of the National Council, the Executive Director shall maintain a National Membership Program consistent with the objectives for such a program as set out by by-law. As a minimum, the National Membership Program will contain a listing of each member's name and address and the name of the electoral district association to which the member belongs. A membership will be considered as valid when listed in the National Membership Program, which listing may be subject to periodic verification by an independent auditor appointed by National Council. The membership fees shall be shared as determined by National Council between the costs of operation of the National Membership Program and the provision of revenue to electoral district associations.
- 4.4 National Council may by by-law set out rules and procedures for the revocation and reinstatement of membership, which shall provide for a two-thirds majority vote for the revocation or reinstatement of a membership.



5. ELECTORAL DISTRICT ASSOCIATIONS

- 5.1 The electoral district association is the primary organization through which the rights of members are exercised.
- 5.2 Recognition may be granted by the National Council to one electoral district association in each federal electoral district, and such recognition may be revoked, pursuant to rules and procedures set out by by-law.
- 5.3 Electoral district associations shall comply with such requirements as to their governance, financial management and reporting, as may be implemented by National Council by by-law or otherwise.

6. GOVERNANCE OBJECTIVES

- 6.1 The governance of the Party shall adhere to the following objectives:
 - 6.1.1 full representation of the interests and views of members;
 - 6.1.2 direct regular communication from National Council, Conservative Fund Canada and the Leader to electoral district associations and members to ensure accountability;
 - 6.1.3 maintenance of a policy development process which respects and encourages the participation of all members and which culminates in the adoption of policy resolutions at national conventions that will become the Party's policy declaration document from which the Party's election campaign platform will be developed;
 - 6.1.4 open and accountable fundraising and financing which are coordinated with other Party activities and electoral district association fundraising efforts designed to meet the Party's overall objectives; and
 - 6.1.5 democratic representation of the membership at national conventions.



7. NATIONAL CONVENTIONS

- 7.1 Subject to Article 12, the government, management and control of the activities of the Party are vested in the members at national conventions.
- 7.2 Subject to Article 7.3, a national meeting has the power and responsibility to:
- 7.2.1 amend the Constitution;
 - 7.2.2 amend and adopt Party policy; and
 - 7.2.3 elect the National Council by secret ballot.
- 7.3 The date, location(s), business to be transacted, and the rules and procedures for any national convention of the Party will be as determined by the National Council. One or more of the matters set out in Article 7.2 need not be conducted at a national convention if less than eighteen months have passed since such a matter was conducted at a national convention. National Council may convene a national convention upon 90 days' notice to the membership.
- 7.4 There shall be a national convention with a National Council election at least every second calendar year, subject to such reasonable extension not exceeding nine months as may be necessary due to a federal election or conduct of the leadership selection process.
- 7.5 The following shall be entitled to vote as delegates to a national convention:
- 7.5.1 an equal number not exceeding 10 from each electoral district association elected in such number and in such manner as determined by National Council which shall include a requirement that at least one such delegate reflect youth participation, and as an additional delegate the president of the electoral district association as of a date set by National Council;
 - 7.5.2 the official candidate of the Party for each electoral district in the preceding federal election, or the then current nominated Party candidate for each such electoral district;
 - 7.5.3 the parliamentary caucus of the Party;
 - 7.5.4 elected members of National Council;
 - 7.5.5 leaders of provincial parties who are members of the Party; and
 - 7.5.6 former leaders of the Party.



7.6 Between national conventions, the government, management and control of the activities of the Party are vested in the National Council, the Leader and the Conservative Fund Canada, as the case may be, subject to general direction from, accountability to and review by the members at national conventions.

8. NATIONAL COUNCIL

8.1 The National Council shall be composed of:

8.1.1 four members elected from a province with more than 100 seats in the House of Commons;

8.1.2 three members elected from a province with 51-100 seats in the House of Commons;

8.1.3 two members elected from a province with 26-50 seats in the House of Commons;

8.1.4 one member elected from a province with 4-25 seats in the House of Commons;

8.1.5 one member elected from each territory;

8.1.6 the Leader;

8.1.7 the Chair of the Conservative Fund Canada or his or her designate, in a non-voting capacity;
and

8.1.8 the Executive Director or his or her designate, in a non-voting capacity.

8.2 The following may not hold office as, nor be appointed to replace, an elected member of National Council:

8.2.1 Members of Parliament or Senators, except the Leader;

8.2.2 employees or contractors of the Party;

8.2.3 employees or contractors of Senators or Members of Parliament;

8.2.4 individuals holding a membership in another federal political party;

8.2.5 directors of the Conservative Fund Canada.

8.3 The Conservative Fund Canada shall appoint the returning officer for the election of the National Council. The returning officer shall set out rules and procedures for the conduct of the election, subject to review by National Council. The rules shall provide that no one may be elected to more than three consecutive terms of office.



- 8.4 No person shall be considered for selection as a candidate for the National Council unless that person has signed the following affirmation: “I have read, understand, and do hereby affirm my personal commitment to the principles and policies of the Conservative Party of Canada and the Constitution of the Conservative Party of Canada.”
- 8.5 Immediately following each national convention at which an election of National Council occurred, National Council shall elect by simple majority from its members a President, a Vice-President, a Secretary and such Vice-Presidents and other positions as it may determine. The Secretary is responsible for the encouragement and development of membership in the Party, for the maintenance of the National Membership Program and for reporting to the National Council and national conventions. The Secretary is also responsible for the constitutional amendment process.
- 8.6 The National Council has the following powers and responsibilities:
- 8.6.1 the establishment and recognition of electoral district associations and the terms of their constitutions, including processes for the conduct of founding meetings, and the transfer of assets in the event of redistribution;
 - 8.6.2 the development and implementation of rules and procedures to ensure fair and effective candidate recruitment and selection;
 - 8.6.3 recognition of affiliated organizations;
 - 8.6.4 encouraging the participation and recruitment of youth;
 - 8.6.5 the ratification of the nomination of directors of the Conservative Fund Canada;
 - 8.6.6 the appointment of the Auditor of the Party;
 - 8.6.7 the ratification of the appointment of the Executive Director;
 - 8.6.8 the establishment of such committees as National Council may determine for the conduct of its responsibilities;
 - 8.6.9 the appointment of the chair and members of the leadership election organizing committee;
 - 8.6.10 the appointment of the chair and members of the Arbitration Committee, at least half of whom shall have legal training and none of whom shall be on National Council in any capacity;
 - 8.6.11 subject to Article 8.7, the enactment of rules and procedures for the conduct of its business;



- 8.6.12 subject to Article 8.7, the enactment of by-laws for matters set out in this Constitution to be provided by by-law; and
- 8.6.13 other responsibilities set out in this Constitution or as may be assigned by the Leader.
- 8.7 Rules and procedures enacted under Article 8.6.11 and by-laws enacted under Article 8.6.12 shall be circulated to all electoral district association presidents within 7 days of enactment by National Council and shall take effect on the date of enactment, unless written notice of objection from more than 99 electoral district association presidents has been received by National Council within 30 days of the rule and procedure or by-law being distributed to the electoral district associations. In the alternative, National Council may propose rules and procedures and by-laws to a national convention, which, if approved by a simple majority of delegates voting, will be deemed to be enacted by National Council and to take effect immediately.
- 8.8 National Council shall provide the minutes of each meeting to all electoral district associations within 30 days.
- 8.9 The voting of National Council on motions shall be recorded in the minutes to indicate, by member of National Council, his/her vote on each motion, as follows: (i) In favour; (ii) Against; (iii) Abstained; (iv) Absent; except that where a motion names a person to a position, the vote will be by secret ballot and only the number of votes falling into each category will be recorded.
- 8.10 National Council and the Conservative Fund Canada shall establish a liaison committee with equal representation from each body.
- 8.11 National Council and the parliamentary caucus of the Party shall establish a liaison committee with equal representation from each body whose purpose will be to ensure a close and harmonious working relationship between the membership and the parliamentary caucus.
- 8.12 National Council, on approval of two-thirds (2/3) of its current voting membership (not including those on leave of absence) present and voting may remove a National Council member whose conduct is judged improper or unbecoming, or likely to adversely affect the interest or reputation of National Council, the Leader, or the Party, at a meeting called for that purpose.
- 8.13 National Council, on approval of a majority of its current membership (not including those on leave of absence) present and voting may suspend a National Council member whose conduct is judged improper or unbecoming, or likely to adversely affect the interest or reputation of National Council, the Leader, or the Party, at a meeting called for that purpose.
- 8.14 Disputes concerning the revocation or continuance of the suspension, or the removal of the member from National Council, shall be adjudicated by a panel of the Arbitration Committee, whose decision shall be final and binding.
- 8.15 The National Council, on the approval of two-thirds (2/3) of those present and voting, may appoint members to the National Council to fill any vacancies in elected positions. The replacement shall be from the same province as the vacancy.



- 8.16 National Council shall meet at least quarterly in every twelve (12) month period, at the call of the President or the Leader. It shall also meet upon written request of at least five (5) National Council members.
- 8.17 National Council shall abide by the principles and policies of the Party and shall act in the interests of all members, not just the jurisdiction from which they were elected, and subject always to the provisions of this Constitution, and to motions passed at any national convention, or by referenda.
- 8.18 Members of National Council shall be reimbursed for reasonable expenses incurred while fulfilling their responsibilities on National Council.

9. FINANCIAL ORGANIZATION

- 9.1 The Conservative Fund Canada, a non-share capital corporation incorporated under and governed by the provisions of the Canada Corporations Act, is the sole fundraising arm of the Party and shall be the chief agent of the Party pursuant to the Canada Elections Act.
- 9.2 The Conservative Fund Canada shall submit quarterly financial reports and an annual audited financial statement to National Council.
- 9.3 The Conservative Fund Canada shall submit the annual budget of the Party to National Council for consultation prior to adoption and implementation by the Conservative Fund Canada, and shall consult with National Council prior to authorizing or implementing substantial amendments to the budget. The Conservative Fund Canada shall not provide funding for activities or programs within the areas of responsibility of National Council unless such activities or programs have been approved by National Council.
- 9.4 Electoral district associations and affiliated organizations shall provide such financial information to the Conservative Fund Canada as National Council may require.
- 9.5 The National Council may authorize the Conservative Fund Canada to take all necessary steps to assume control and ownership of all of the assets of an electoral district association in such special circumstances as may be set out by by-law, including the suspension or revocation of recognition of any electoral district association. Assets assumed under the provisions of this Article shall be held by the Conservative Fund Canada and shall be returned to or paid out to the next duly elected board of the electoral district association whose recognition has been renewed. In the event that such association ceases to exist or does not re-apply for renewal of recognition within a period of five (5) years from the assumption of the control of its assets, such assets shall become property of the Conservative Fund Canada.
- 9.6 Any member committing the Conservative Fund Canada or Party to unauthorized expenditures or indebtedness shall save harmless and indemnify the Party against any claim, demand, action, debt or cause of action which may arise as a result of such unauthorized commitment.
- 9.7 The Party shall maintain a national office in the National Capital Region.



10. LEADER

- 10.1 The Leader is the chief public official of the Party, whose authority includes that specified for the leader of a party pursuant to the Canada Elections Act.
- 10.2 The Leader shall promote the Party, its principles and policies.
- 10.3 If the Leader is not a Member of Parliament or Senator, he or she shall, upon written request to the Chair of the Conservative Fund Canada, be entitled to receive a salary equivalent to that of a Member of Parliament.
- 10.4 The Leader shall provide a report to, and carry out an accountability session with, the delegates at every national convention.
- 10.5 Leader shall provide a report to the National Council at least quarterly.
- 10.6 At the first national convention following a federal general election when the Party does not form the government and the Leader has not indicated, prior to the commencement of the meeting, an irrevocable intention to resign, the delegates will vote by secret ballot if they wish to engage the leadership selection process.
- 10.7 In the event of any of the following, National Council shall implement the leadership selection process at the earliest convenient date thereafter:
- 10.7.1 the death or retirement of the Leader;
 - 10.7.2 the Leader indicates an intention to resign by submitting notice in writing to the President of National Council;
 - 10.7.3 more than fifty percent (50%) of the votes cast at a national convention as provided for in Article 10.6 are in favour of engaging the leadership selection process.
- 10.8 In the event of the implementation of the leadership selection process, the following shall apply.
- 10.8.1 The parliamentary caucus shall appoint an Interim Leader of the Party who shall exercise the powers and responsibilities of the Leader until a new Leader has been selected. A person appointed as Interim Leader may not be nor become a candidate in the leadership selection process. An Interim Leader may but need not be appointed where the Leader has indicated an intention to resign.
 - 10.8.2 The leadership election organizing committee shall determine the rules and procedures for the conduct of the leadership selection process, including a dispute resolution procedure which shall be final and binding.



- 10.9 The election of the Leader shall be by way of a direct vote of members in every electoral district, as follows.
- 10.9.1 Each member of the Party will have one vote.
- 10.9.2 Each electoral district will be allocated 100 points.
- 10.9.3 Leadership candidates will be assigned a point total based on their percentage of the vote in each electoral district.
- 10.9.4 To win the leadership, a candidate must obtain a majority of points from across the country.
- 10.9.5 Voting will be by preferential vote (single transferable ballot).
- 10.9.6 Each leadership candidate is entitled to have scrutineers present at all stage of the vote count.
- 10.9.7 At each count round, both the weighted results and the results by electoral district shall be made public.

11. AFFILIATED ORGANIZATIONS

- 11.1 Recognition and renewal of recognition as a Presidents' Forum, youth, campus or other affiliated organization, and the rights and obligations of any such affiliated organizations or their membership may be determined by the National Council as provided by by-law.

12. POLLS, PETITIONS, REFERENDA

- 12.1 National Council may conduct non-binding polls of the members of the Party.
- 12.2 Proxy voting is not permitted.
- 12.3 A referendum of the members of the Party may be initiated by:
- 12.3.1 a petition submitted to the National Council requesting a referendum, signed by not less than five (5) percent of the members of the Party in each of at least five (5) provinces;
- 12.3.2 a motion passed by a national convention where notice of such a motion is given in advance of the meeting in such manner as set out in by-law or rules and procedures; and



- 12.3.3 a motion passed by National Council by a two-thirds majority vote, where notice of such a motion is given in advance in such manner set out by by-law.
- 12.4 Only persons who have been members of the Party for twenty-one (21) days are eligible to sign a petition. For a petition to be valid for the purposes of this Article, all names must be collected within a ninety (90) day period. The organizers must inform the National Council forthwith in writing of the date on which the collection of signatures for a petition commences. National Council shall determine the validity of any petition.
- 12.5 National Council is responsible for conducting a referendum by secret ballot within one hundred and twenty (120) days of receiving the results of a valid petition to conduct the referendum, or of a motion passed by a national convention or the National Council to conduct a referendum. National Council shall set the rules and procedures for the conduct of a referendum to ensure a fair and effective process.
- 12.6 The results of a referendum shall be binding if at least one third (1/3) of the membership cast ballots, and the majorities required by this Article have been achieved.
- 12.7 To be eligible to vote in a referendum a person must be a member for twenty-one (21) days.
- 12.8 All matters to be voted on in a referendum shall be in the form of a resolution, including a resolution to amend the constitution.
- 12.9 To be carried, a resolution must receive two-thirds of the votes cast, and a majority of votes cast in each of a majority of individual provinces.
- 12.10 For the purposes of this Article, a by-law or the rules and procedures for the conduct of the referendum may provide that the territories together shall constitute one province.

13. POLICY

- 13.1 National Council shall establish a policy committee whose responsibilities shall include:
 - 13.1.1 facilitating the promotion and maintenance of an ongoing policy process of the Party, and ensuring that the policy process is at all times accountable to the members;
 - 13.1.2 facilitating and supporting policy discussion within the Party and serving as a policy resource to the Party, the Leader and the parliamentary caucus;
 - 13.1.3 providing information from a variety of sources that shall serve as a source of policy expertise and education;



- 13.1.4 identifying policy areas needing study; and
 - 13.1.5 serving as a means of communication between members, electoral district associations, Presidents' Forums, and other affiliated organizations, the Leader and the parliamentary caucus on policy issues.
- 13.2 The policy committee shall consist of:
- 13.2.1 a chair appointed by National Council;
 - 13.2.2 the President of National Council;
 - 13.2.3 two members of National Council to be selected by National Council;
 - 13.2.4 two representatives from each province selected by the presidents of the electoral district associations in each province; and
 - 13.2.5 one representative for the three territories elected by the presidents of the electoral district associations from the territories.
- 13.3 Between national conventions, interim policies of the Party shall be determined by the parliamentary caucus and the Leader with interim approval by the policy committee provided such policies are consistent with the Party's policy declaration document. Final approval of interim policies shall occur at national conventions and these policies shall become the Party's policy declaration document and the Party's official policy position until the next national convention at which policy is discussed. At a national convention, a policy resolution must receive a majority of votes cast by delegates and a majority of votes cast by delegates from each of a majority of individual provinces.

14. CANDIDATES FOR PARLIAMENT

- 14.1 The rules and procedures for candidate selection set by National Council may provide for a candidate selection committee at the national level, and a candidate selection committee in each electoral district. The candidate selection committee at the national level shall have the right to disallow the candidacy of any person before or after nomination by the electoral district association, subject to the appeal of such a decision to the National Council whose decision shall be final and binding or who may refer the matter to the Arbitration Committee for decision by a panel.
- 14.2 Every electoral district association shall provide organizational and financial support to the Party's candidate in the electoral district.



15. PROVINCIAL PARTIES

- 15.1 The Party shall not establish provincial political parties. The Party shall promote and maintain relationships with existing provincial conservative parties.

16. CONSTITUTIONAL AMENDMENT

- 16.1 In addition to a referendum provided for in Article 12, the Constitution may be amended at a national convention by a majority of votes cast by delegates and a majority of votes cast by delegates from each of a majority of individual provinces. For purposes of this provision, a by-law or the rules and procedures of the national convention may provide that the territories together shall constitute one province.
- 16.2 The following may propose amendments to the Constitution for consideration at a national convention:
- 16.2.1 National Council;
- 16.2.2 any four electoral district associations from at least two provinces, on approval of a majority vote of the board of directors or membership of each of those electoral district associations at a duly constituted meeting of each called for that purpose, subject to such requirements as may be set out by by-law or the rules and procedures for the national convention.
- 16.3 The text of any proposed amendment must be received by the Executive Director within such time and in such manner as set out by by-law or in the rules and procedures of the national convention. The Executive Director shall cause the text of all proposed amendments duly received to be posted forthwith on the public website of the Party.
- 16.4 In lieu of the prior notice provided for in Article 16.3 and subject to the rules and procedures for the national convention, a proposed amendment will be put to a vote at a national convention where constitutional amendments are being considered if it has the supporting signatures of delegates from at least one hundred electoral district associations.
- 16.5 National Council shall establish a constitution committee for the purpose of considering and proposing constitutional amendments. The committee shall consist of:
- 16.5.1 a chair appointed by National Council;



- 16.5.2 two members of National Council to be selected by National Council;
- 16.5.3 two representatives from each province selected by the presidents of the electoral district associations in each province; and
- 16.5.4 one representative for the three territories elected by the presidents of the electoral district associations from the territories.

17. ENFORCEMENT AND INTERPRETATION OF THE CONSTITUTION

- 17.1 The Constitution is to be interpreted and read subject to the provisions of the Canada Elections Act. Unless the context otherwise requires, words and phrases used in the Constitution have the same meaning as in the Canada Elections Act. To the extent that there is any conflict between any provision of this Constitution and the Canada Elections Act or other applicable law, the law shall prevail.
- 17.2 National Council shall provide rules and procedures for the giving of any notice required under the Constitution.
- 17.3 Subject to Article 17.1, the Constitution shall govern the affairs of the Party and in the event of any conflict between the Constitution and any other document, the Constitution shall prevail.

18. LIABILITY AND INDEMNITY

- 18.1 When acting within the scope of their authority, no employee, volunteer, officer, director, or member of any committee established by the Party shall be liable for any debts, actions, claims, demands, liabilities or commitments of any kind of the Party. The Party and the Conservative Fund Canada shall indemnify and hold harmless each such person against any debt, action, claim, demand, liability or commitment whatsoever.

19. DISPUTE RESOLUTION

- 19.1 Except for any dispute related to the leadership selection process, any ten (10) members of an electoral district association or affiliated organization may give notice in writing to the National Council of a



dispute as to whether the requirements of the Constitution, a by-law or any rules and procedures are being met by the electoral district association or affiliated organization or any committee thereof.

- 19.2 The National Council shall appoint one or more members to investigate the merits of the dispute, which member(s) shall be authorized to intervene to attempt to resolve the dispute.
- 19.3 If the members appointed pursuant to Article 19.2 decide not to intervene or are unsuccessful in resolving the dispute, National Council shall, in writing, refer the matter to the Arbitration Committee.
- 19.4 The National Council may also refer any other matter or class of matter, other than a matter related to the leadership selection process, to the Arbitration Committee for adjudication by a panel.
- 19.5 On receipt of a referral from the National Council the Arbitration Committee shall select a panel of three (3) of its members to arbitrate and decide on the dispute.
- 19.6 The decision of an Arbitration Committee panel is final and binding and there shall be no appeal or review on any ground whatsoever.
- 19.7 Subject to any specific directions from any Arbitration Committee panel, the National Council is empowered to implement the decisions of that Arbitration Committee panel.
- 19.8 The general rules and procedures for the Arbitration Committee and its panels shall be determined by the Arbitration Committee, subject to ratification by National Council.



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