

2023

National By Laws

NL 18



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Navy League of Canada / Ligue navale du Canada
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NATIONAL BY-LAW NUMBER 1

A by-law relating generally to the transaction of the affairs of

**The Navy League of Canada
La Ligue Navale du Canada**

(the "Corporation")

WHEREAS the Corporation was incorporated under the *Companies Act (Canada)* by Letters Patent dated March 28, 1918;

AND WHEREAS the Corporation has applied for a Certificate of Continuance to be continued under the *Canada Not-for-Profit Corporations Act* S.C. 2009, c.23;

BE IT ENACTED as a by-law of the Corporation as follows:

ARTICLE 1 - DEFINITIONS

1.1 Definitions

In this by-law, 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;

"Adjunct Advisor" shall have the meaning given to it in Section 6.19;

"Annual Financial Statements" means the financial statements of the Corporation, as prescribed by the Act, the report of the Public Accountant and any further information respecting the financial position of the Corporation and the results of its operations required by its Articles or the By-laws and the Act;

"Annual Organizational Meeting" means the first meeting of the Board held immediately following each National Annual General Meeting, for the primary purpose of appointing Officers;

"Articles" means the original or restated articles of incorporation of the Corporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation from time to time in force and effect;

"Associates of a Branch" means certain individuals who participate in the activities and programs of the Corporation at a Branch level only and as described in Section 4.3, but are not Members of the Corporation;

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

"Branch" means a territorial sub-division of a Division operating within that Division, and duly authorized by that Division and the Board;

"Branch Council" means the governing body of a Branch as described in Paragraph 3 (a) of Appendix B to this By-law;

"Branch President" has the meaning given to it in Paragraph 4 (b) of Appendix B to this By-law;

"By-law" or **"By-laws"** or **"By-laws of the Corporation"** mean this by-law and all other by-laws of the Corporation, including as amended, and which are from time to time in force and effect;

"Cadet" means a Cadet member in good standing of a Corps and as such is a non-voting and non-fee paying member of the Branch which sponsors the Corps;

"Chair" means the chair of the Board;

"Committee" means a committee established by the Board pursuant to Section 6.14;

"Corps" means a Royal Canadian Sea Cadet Corps or a Navy League Cadet Corps duly authorized by the Board;

"Delegate" means the person who, being at least 19 years of age and a member in good standing of a Branch within such Member Division, in the absence of the President of a Member Division, is appointed in writing by the President of such Member Division or by such Member Division's Council, to represent and vote on behalf of such Member Division at a meeting of Members;

"Director" means any individual elected or appointed to serve on the National Board, a Division Council or a Branch Council;

Commented [RB1]: For greater clarity.

"Division" means an organization in a defined territory or area designated by the Board for the purpose of carrying on the work of the Corporation in such territory or area;

"Division Council" means the governing body of a Division as described in Paragraph 1 of Appendix A to this By-law;

"Division Council member" means a Person who has been elected, appointed or designated to serve on a Division Council;

"Honourary Associates" has the meaning given to it in Section 4.4; Honourary

Associates are not Members of the Corporation;

“Life Associates” has the meaning given to it in Section 4.5; Life Associates are not Members of the Corporation;

“Member”(also known as a **“Member Division”**) means a member of the Corporation, namely a Division, and **“Members”** or **“Member Divisions”** means the collective membership of the Corporation.

“National Annual General Meeting” means an annual meeting of the Members of the nature described in Section 5.1;

“National Annual General and Special Meeting” means a National Annual Meeting and a Special Meeting which are held in conjunction with each other;

“National Executive Committee” means the committee appointed as described in Section 6.13;

“Navy League Officer” means a uniformed individual serving in a Navy League Cadet Corps and for further clarity does not mean an Officer of the Corporation;

“Nominating Committee” means the committee constituted by the Board and described at Section 6.15;

“Officers of a Branch” means the Branch President, Vice-President(s), Secretary, and Treasurer, or Secretary-Treasurer; or as otherwise specified in Branch by-laws;

“Officers of the Corporation” means the National President; the Immediate National Past President; the National 1st Vice-President; the National Treasurer; the Vice-President Royal Canadian Sea Cadets; the Vice-President Navy League Cadets; the Vice-President Maritime Affairs; the Vice-President Division Representatives; and the National Secretary, who, until or unless otherwise determined by the Board from time to time, shall also serve as the National Executive Director and as such is not a Director.

“Officers of a Division” means: the Division President, Vice-President(s), Secretary, and Treasurer, or Secretary-Treasurer; or as otherwise specified in Division by-laws;

“Officer” means an individual elected or appointed to serve as an officer of the Corporation, a Division Council or a Branch Council ;

“Ordinary Resolution” means a resolution passed by a majority of not less than fifty percent (50%) plus one (1) of the votes cast on that resolution;

"Proposal" means a proposal submitted by a Member of the Corporation that meets the requirements of Section 163 of the Act;

"Public Accountant" means an individual who is a member of an institute or association of accountants incorporated by or under an Act of the legislature of a province and is independent of the Corporation;

"Registered Branch Participants" means individuals who are registered as individual members of a Branch, but are not Members of the Corporation, and are further described in Section 4.2;

"Resolution In Writing" means a written resolution signed by all of the persons who would be entitled to vote on that resolution at a meeting;

"Screened Volunteers" has the meaning given it in Section 4.6; Screened Volunteers are not Members of the Corporation;

"Serving at the Pleasure of" of the Chair, Board or Council means that the appointment remains valid until rescinded or the individual resigns and such individuals need not be reappointed annually.

Commented [RB2]: For greater clarity

"Special Meeting" means: (i) any meeting, other than an National Annual Meeting, of the Corporation of the nature described in Section 5.2; or (ii) any meeting, other than an Annual General Meeting, of a Division of the nature described in Paragraph 13 (b) of Appendix A to this By-law; or (iii) any meeting, other than an Annual General Meeting, of a Branch of the nature described in Paragraph 13 (b) of Appendix B to this By-law; all as the context requires, called in accordance with the By-laws of the Corporation, or the by-laws of a Division or a Branch, for any purpose not contrary to the Act or to any other law, the Articles, or the By-laws of the Corporation;

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

"Weighted Vote" has the meaning given to it in Section 5.10 (g) of this By-law and in Paragraph 13 (n) of Appendix A to this By-law.

1.2 Interpretation

In the interpretation of this By-law, unless the context requires otherwise, words importing singular number or masculine gender shall include the plural or the feminine, as the case may be, and vice-versa. The word "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified herein, all terms contained in this By-law and which are defined in the Act shall have the same meanings given to such terms in the Act. Whenever the words "include", "includes" or "including" are used in this By-law, unless the context otherwise requires, such words shall be deemed in each instance to be followed by the words "without limitation". The headings used throughout this By-law are inserted for convenience of reference only and shall not affect the construction or interpretation of this By-law.

1.3 Invalidity of Provisions

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

ARTICLE 2 - GENERAL

2.1 Name

The name of the Corporation shall be “The Navy League of Canada” in English and “La Ligue Navale du Canada” in French. The name may be used in English alone or in French alone, or together, in such manner as shall be specified from time to time by the Board.

2.2 Registered Office

The registered office of the Corporation shall, until changed in accordance with the Act, be located in the Province of Ontario at such address as the Board may determine in accordance with the Act.

2.3 Ruling on By-law

Except as provided in the Act, the Board will have the authority to interpret any provision of this By-law that is contradictory, ambiguous or unclear, provided such interpretation is consistent with the purpose, objects, mission, vision and values of the Corporation.

2.4 Conduct of Meetings

Unless otherwise specified in the Act or the By-laws, or unless otherwise determined by the Board from time to time, meetings of Members and meetings of the Board will be conducted according to Call to Order by Herb Perry and Susan Perry.

In the event of a conflict between such Call to Order and one (1) or more provisions of the Act, the Articles or the By-laws, the provisions of the Act, the Articles or the By-laws shall prevail.

ARTICLE 3 - MEMBERSHIP

3.1 Membership

a. Classes of Membership

Pursuant to the Articles, there shall be one (1) class of Membership in the Corporation, namely, Divisions.

b. Conditions of Membership

Membership in the Corporation is available to each Division which meets the requirements for Membership adopted by the Board from time to time, including the following:

- i. has applied for Membership in the Corporation;
- ii. ensures that the Branches within the Division register all their participants/members/associates with the Division;
- iii. payment by the Division, on a quarterly basis, of the applicable assessment fee prescribed by the Board;
- iv. is accepted by the Board as a Member of the Corporation; and
- v. has agreed to abide by the Corporation's By-laws, policies, procedures, rules, and regulations.

c. Transfer of Membership

Membership in the Corporation or any interest arising out of Membership in the Corporation is not transferable.

d. Transition

All Member Divisions of the Corporation immediately prior to the effective date of continuance of the Corporation under the Act shall automatically continue as Members of the Corporation in a single class as provided in this Section 3.1, until they withdraw, are removed or otherwise cease to meet the qualifications of Membership. The following is a list of those Division Members:

Alberta	British Columbia Mainland	Cape Breton	Manitoba
New Brunswick	Newfoundland and Labrador	Nova Scotia Mainland	Ontario
Prince Edward Island	Quebec	Saskatchewan	Vancouver Island

e. Names of Divisions and Branches

Each Division shall be known as "The Navy League of Canada, Division" or "La Ligue navale du Canada, Division du/de" .

Each Branch shall be known as "The Navy League of Canada,Branch" or "La Ligue navale du Canada, Succursale du/de" .

3.2 Privileges

Members of the Corporation shall be entitled to receive notice of, attend, speak and participate at all meetings of Members of the Corporation and to vote on

all matters on which members of a corporation are entitled to vote, including those matters specified in Article 5.

3.3 Membership Dues

Annual Membership dues shall be fixed by resolution of the Board from time to time.

3.4 Termination of Membership

Membership in the Corporation shall be terminated when:

- a. the Member, in the case of a Member that is a corporation, is dissolved;
- b. the Member fails to maintain any of the conditions or qualifications for Membership adopted by the Board from time to time including those set forth in Section 3.1 (b) of this By-law;
- c. the Member fails to pay membership dues or monies owed to the Corporation within three hundred sixty-five days (365) days of the date on which the Corporation shall have sent to the Member a written demand for payment or by the deadlines otherwise set by the Board from time to time;
- d. the Member resigns from the Corporation by delivering at least twelve (12) months prior written notice of its intention to resign; such resignation must be effected in accordance with the applicable provision(s) of such Member Division's own by-laws and shall not be permitted if the Member is subject to any disciplinary investigation or action;
- e. the Member is removed as a Member in accordance with Section 3.5; or
- f. the Corporation is liquidated or dissolved.

3.5 Discipline of Members

- a. Members may, by a Special Resolution at a National Annual General or Special Meeting, called and held pursuant to the By-laws, put into trusteeship, suspend or remove any Member from the Corporation for any one or more of the following reasons:
 - i. for violating any provision of this By-law, the Articles or any policies, rules or regulations of the Corporation;
 - ii. for conduct that is considered to be detrimental to the Corporation; and/or,
 - iii. for any other reason, having regard to the purposes, objects, mission, vision and values of the Corporation.
- b. By Special Resolution at a National Annual General or Special Meeting, Members shall have the right to impose trusteeship, one or more further suspensions upon a Member, acting pursuant to this Section 3.5;
- c. The notice calling the Special Meeting or the National Annual General and Special Meeting, as the case may be, for the purposes of Section 3.5 (a), shall comply with the requirements set forth in the By-laws

Commented [RB3]: Adding Trusteeship which is consistent with practice.

regarding notice of a meeting of Members including in respect of stating and describing the business to be conducted at such a meeting. The Member which is the subject of such proposed suspension or removal (the "Subject Member") and which intends to make submissions to the Members in regard thereto, shall provide such submissions in written form to the National Secretary no later than fourteen (14) days prior to the date fixed for such meeting. The Board shall provide the Members with the Subject Member's written submissions no later than seven (7) days prior to the date fixed for such meeting in the manner set forth in Clause (i) of Section 5.5(b), or by electronic facility where the Member to be given notice requests notice in the manner set forth in Clause (i) of Section 3.5 (b). The Subject Member is also entitled to give oral submissions at the meeting. The Board shall notify the Subject Member of the result of the vote (the "Decision") regarding such proposed suspension or removal within seven (7) days of the completion of such meeting or, in the event of an adjournment, of any such adjourned meeting. Unless otherwise determined by Special Resolution at such meeting, the Subject Member shall have no right of appeal of a Decision.

3.6 Effect of Termination or Suspension on Dues

Termination or suspension of Membership for any reason shall not relieve any Member Division of its obligations to pay applicable annual dues or other monies owing to the Corporation.

3.7 Effect of Suspension or Termination on Rights of a Member

Subject to the Articles, and in addition to any other applicable provisions of this By-law, upon any termination of Membership, the rights and privileges of the Member shall automatically cease to exist. Such Member shall no longer be entitled to attend and/or vote at any meetings of Members and any representative of such Member on the Board shall be deemed to have also automatically resigned (and must tender his/her written resignation immediately to the Corporation) as a Director, an Officer and/or a committee member of the Corporation, as applicable, provided that the Board may, in its absolute discretion, subsequently re-appoint such representative as an Officer or committee member if the Board deems it appropriate in the circumstances. In the event of the termination of the Membership of a Division, the Board of Directors of the Corporation shall manage and administer to the affairs of the Branches located within the terminated Division until such time as the Members have determined, by Special Resolution passed at a Special Meeting or at a National Annual General and Special Meeting, whether and in what manner the Branches shall henceforth participate in the activities and programs of the Corporation.

ARTICLE 4 – PARTICIPATION BY NON-MEMBERS

4.1 Participation by Non-Members

No person who is not a Member of the Corporation shall be entitled to participate in any of the Corporation's programs or activities without being:

- i. a Registered Branch Participant; or
- ii. an Associate of a Branch; or
- iii. an Honourary Associate of the Corporation; or
- iv. Life Associate of the Corporation; or
- v. Screened Volunteer.

4.2 Registered Branch Participants

There shall be one (1) category of Registered Branch Participants, namely, those individuals who have been enrolled as individual members of a **Branch**.

For greater clarity, Registered Branch Participants are not Members of the Corporation.

Commented [RB4]: Registered Branch Participants can be members of more than one Branch but only hold a Director/Officer in one Branch

4.3 Associates of a Branch

Active Cadet Organizations Administrative and Training Service (COATS) members, Non-COATS Canadian Armed Forces members assigned to Cadet support functions, Navy League Officers, and Civilian (RCSC) or Cadet Instructors (NLC) **may be Associates of a Branch**, but are not Associates of the Corporation, and may attend all meetings of their Branch, but have no right to vote at Branch meetings and **cannot hold positions on the Executive, nor are they required to pay any Membership fee**. Individuals, service clubs and other supportive groups may be admitted as Associates of a Branch if so approved by a Branch.

Commented [RB5]: For greater clarity and flexibility. Already Board approved.

For greater clarity, Associates of a Branch are not Members of the Corporation.

4.4 Honourary Associates of the Corporation

The Board may appoint any person who has provided significant service to the Corporation or has in some other manner become worthy of distinction by the Corporation, as an Honourary Associate of the Corporation. Honourary Associates are subject to such terms and conditions as may be prescribed by the Board for Honourary Associates from time to time. Honourary Associates are not required to pay fees.

For greater clarity, Honourary Associates are not Members of the Corporation.

4.5 Life Associates of the Corporation

Individuals who have completed twenty-five (25) years of participation in the activities and programs of the Corporation, or have served as President of the Corporation, or have paid any Life fee as set by the Corporation, may be granted

the status of a Life Associate of the Corporation. Life Associates are granted individual membership in their local Branch and are permitted to vote at their local Branch or Division Annual General or Special Meetings without paying annual dues to the respective Branch or Division. Currently serving Cadet Officers, [CIC] Officers and Civilian/Cadet Instructors who have been granted the status of a Life Associate shall be subject to such terms and conditions relating to such status as may be prescribed from time to time by the Board while serving in any of those roles.

For greater clarity, Life Associates are not Members of the Corporation.

4.6 Screened Volunteers

Individuals who have been approved by a Branch to work with Cadets within that Branch, on a voluntary basis, but who are not Registered Branch Participants, Associates of a Branch, Honourary Associates of the Corporation or Life Associates of the Corporation, may participate in the activities of the Branch as Screened Volunteers.

For greater clarity, Screened Volunteers are not Members of the Corporation.

4.7 No Entitlement to Member's Rights

For greater certainty, as they are not Members of the Corporation, none of the persons listed in Section 4.1 (i) through (v) inclusive, are entitled to any Member rights under the Act, including to any voting rights, whether on fundamental changes as set forth in Subsection 197 (1) of the Act, or otherwise.

ARTICLE 5 – MEETING OF MEMBERS

5.1 National Annual General Meetings

A National Annual General Meeting shall be held not later than fifteen (15) months after the holding of the preceding National Annual General Meeting but not later than six (6) months after the end of the Corporation's preceding financial year, at such place within Canada, on such day and at such time as the Board may determine. At every National Annual General Meeting, in addition to any other business that may be transacted, the Members shall:

- a. have presented to them the Annual Financial Statements for the preceding financial year;
- b. fill all Director vacancies on the Board;
- c. appoint the Public Accountant for the ensuing year;
- d. fix the remuneration of the Public Accountant or provide for such remuneration to be fixed by the Board; and
- e. receive reports from the appropriate Officers, committees, Board members, staff or others with respect to matters required by the Act to be presented at the meeting and the implementation of policy and directives as may have been passed or established at earlier National Annual General Meetings.

5.2 Special Meetings of Members

A Special Meeting of Members may be held from time to time as required to address matters that are appropriate to come before the Members, as determined by the Board or by the application of the Act, the Articles or the By-laws. A Special Meeting shall be held at such place within Canada, on such day and at such time as the Board may determine.

On written requisition by Members carrying not less than five percent (5%) of the votes that may be cast at a meeting of Members sought to be held, the Board shall call a Special Meeting, unless the exceptions in the Act are met. If the Board does not call a Special Meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call such meeting.

5.3 Written Resolution in Lieu of Meeting

A resolution in writing and signed by all the Members entitled to vote on that resolution at a meeting of Members including a resolution in writing dealing with all matters required by the Act to be dealt with at a meeting of Members entitled to vote at that meeting, is as valid as if it had been passed at a meeting of Members, unless a written statement is submitted to the Corporation by a Director or by the Public Accountant in relation to their resignation, removal or replacement. Any such resolutions in writing may be signed in counterpart and satisfy all of the requirements of this By-law relating to meetings of Members.

5.4 Meetings Held by Electronic Means

A meeting of Members may be held by means of telephonic, electronic or other communication facility in accordance with the following:

- a. any person entitled to attend a meeting of members may participate in the meeting by means of such telephonic, electronic or other communication facility that permits all persons participating to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility and the meeting complies with the requirements of the Act. A person participating in a meeting by such means is deemed to be present at the meeting;
- b. notwithstanding clause (a), if a meeting is called by the Directors or Members of the Corporation, those Directors or Members, as the case may be, may determine that the meeting be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility that permits all persons participating to communicate adequately with each other during the meeting; and
- c. any person participating in a meeting of Members by means of telephonic, electronic or other communication facility and entitled to vote at such meeting, may vote using the communication facility that the Corporation has made available for that purpose, provided that communication facility: (i) enables the votes to be gathered in a manner that permits their subsequent verification; (ii) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted; and (iii) no such voting is by means of a mailed-in ballot.

5.5 Notice of Members' Meetings

- a. Notice in writing of the time and place of all meetings of Members shall be given to each Director, the Public Accountant and each Member entitled to vote at such meeting and whose name is entered on the register of Members at the close of business on such record date for notice as shall be fixed by the Board from time to time in accordance with Section 161 of the Act ; if no record date for notice is fixed, the record date shall be at the close of business on the day immediately preceding the day on which notice is given; if no notice is given, the record date shall be on the day on which the meeting is held;
- b. For the purpose of this Section 5.5, and subject to the Act, notice shall be given as follows:
 - i. by mail, courier or personal delivery to each Member and other person entitled to attend such meeting, at least twenty one (21) days before the date on which the meeting is to be held; or
 - ii. by telephonic, electronic or other communication facility to each Member and other person entitled to attend such

- meeting, at least twenty one (21) days before the day on which the meeting is to be held, provided that a Member may request that the notice be given to such member by non-electronic means in which case the Corporation shall give notice of the meeting to the Member so requesting in the manner set forth in Section 5.5 (b) (i); or
- iii. by posting on the Corporation's website not less than thirty (30) days before the date on which the meeting is to be held.
- c. Notice of a meeting of Members shall state the nature of the business to be transacted at the meeting in sufficient detail to permit a Member to form a reasoned judgment thereon, and shall state the text of any Special Resolution or by-law to be submitted to the meeting. Subject to the Act, a notice of meeting of Members provided by the Corporation shall include any Proposal submitted to the Corporation under Section 5.10 (h).
 - d. Any meetings of Members may be adjourned to any date, time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. Subject to the Act, no notice shall be required for any adjourned meeting of Members.

5.6 Waiving Notice

A Member and any other person entitled to attend a meeting of Members may, in any manner and at any time, waive notice of a meeting of Members, and attendance of any such Member or other person at such meeting shall constitute a waiver of notice of such meeting, except where the Member or other person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

5.7 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be the Members, the Directors, the Officers and the Public Accountant of the Corporation, and any such other persons who are entitled or required to be present under any provision of the Act, the Articles or By-laws of the Corporation. Any other person may be admitted to a meeting of Members only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

5.8 Chair of the Meeting

The chair of a meeting of Members shall be the National President or, in the absence of the National President, the National First Vice-President. If both the National President and the National First Vice President are absent or otherwise unable to so act the Members who are present and entitled to vote at the meeting

shall choose one (1) of their number or such other person as they shall agree to chair the meeting.

5.9 Quorum

Subject to the Act, a quorum at any meeting of Members shall be two thirds (2/3rd) of the Members. If a quorum is present at the commencement 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.

5.10 Voting at Meetings of Members

a. Votes per Member

- i. Subject to Section 5.10(g) of this Section 5.10(a), each Member Division present at a Members' meeting and entitled to vote thereat, shall be entitled to one (1) vote on each question placed before such meeting unless the Act or the By-laws otherwise provide. For clarity, at a Meeting of Members, the Chair has no vote as he/she is not a Member of the Corporation.

b. Representation of Members at Meetings/Delegates

- i. The president of a Division shall be the person authorized and entitled to represent such Division at any meeting of Members, and to act and vote on behalf of such Division at such meeting. Provided, however, that in the event that the president of a Division is unable or unwilling to so represent such Division at a meeting of Members, such Division shall appoint a Delegate to represent such Division in the absence of the president, shall make such appointment in writing and shall provide notice in writing of such appointment in the manner set forth in clause (ii).
- ii. The Corporation must receive written notice (inclusive of electronic notice) of the appointment of any Delegate from the president, vice-president or secretary of the Division appointing such Delegate, at least seven (7) days prior to the date fixed for the Member's meeting when such Delegate is to be recognized by the Corporation as the Delegate of that particular Division. A Division may appoint an alternate Delegate by notice in writing to the Corporation at least twenty four (24) hours prior to the date fixed for the Members' meeting in the event that a previously appointed Delegate is unable or unwilling to attend.

c. Votes to Govern

Subject to clause (ii) of Section 5.10(a) and to Section 5.10(g), at any meeting of Members, every question shall, unless otherwise required by the Act, the Articles, the By-laws or otherwise by law, be determined by the majority of the votes of Members duly cast on the question.

d. Voting by Verbal Vote or Show of Hands

Commented [RB6]: Two changes.
For greater clarity making it clear that the Chair does not have a vote at Members meetings because he/she does not represent a Corporate Member aka a Division.

Also already Board approved removed general reference to weighted votes for financial decisions.

Every question at a meeting of Members shall be decided in the first instance by a verbal vote or a show of hands unless prior to or after any verbal vote or show of hands, a Member present and entitled to vote at the meeting demands a vote on the matter by ballot, in which case Section 5.10 (e) shall apply.

Whenever a vote by verbal vote, show of hands, or a vote by a ballot in accordance with Section 5.10 (e), shall have been held upon a question, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried, an entry to that effect in the minutes of the meeting shall be presumed to be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or proceeding in respect of such question, and the result of the vote so taken shall be the decision of the Members.

e. Ballot

If a ballot is required or demanded, the ballot shall be held in such manner as the chair of the meeting shall direct. A demand for a ballot may be withdrawn at any time prior to or after the holding of the vote.

f. No Absentee Voting

Subject to Section 5.10 (b) as regards the representation of Divisions at Members' meetings, there shall be no absentee or other voting by proxy by Members not in attendance at Members' meetings.

g. Deciding (Tie-Breaking) Vote

In the case of an equality of votes at any meeting of Members, whether upon a verbal vote, a show of hands, a ballot or the results of telephonic or electronic voting, a tie vote will result in the matter which is the subject of the vote not being approved. In such an event, the matter will be presented again as the subject of a new vote at the same meeting based on a weighted vote, whereby a Member Division shall have one (1) additional vote for each One Thousand Dollars (\$1,000) or part thereof received for the immediately preceding financial year of the Corporation.

Commented [RB7]: This is now the only reference to Weighted Vote.

h. Proposals at National Annual General Meetings

Subject to compliance with the provisions of the Act governing such matters, a Member entitled to vote at a National Annual General Meeting may submit to the Corporation notice of any matter that the Member proposes to raise at such National Annual General Meeting (a "Proposal") by sending notice in writing to the National Secretary in care of the President at the head office of the Corporation within the prescribed period, that is, ninety (90) to one hundred fifty (150) days before the anniversary of the previous National Annual General Meeting. Any such Proposal may include nominations for the election of Directors if the Proposal is signed by not less than five percent (5%) or such other

Commented [RB8]: Provides a specific Corporate position.

percentage as may be prescribed by the Act from time to time) of the Members entitled to vote at such National Annual General Meeting. Subject to the Act, the Corporation shall include the proposal in the notice of meeting in respect of such National Annual General Meeting and if so requested by the Member, shall also include a statement by the Member in support of the Proposal and the name and address of the Member.

ARTICLE 6 – BOARD OF DIRECTORS

6.1 Powers and Responsibilities of the Board of Directors

Subject to the Act, the Articles and the By-laws, the Board shall manage or supervise the management of the activities and affairs of the Corporation. The Board may, on behalf of the Corporation and subject to the By-laws, exercise all of the powers that the Corporation may lawfully exercise under the Act, the Articles or otherwise. The Board may adopt, amend, or repeal such operating or other policies that are not inconsistent with the By-laws, as the Board may deem appropriate from time to time. Any operating or other policy adopted by the Board will continue in force and to have effect until amended, repealed or replaced by a subsequent resolution of the Board. Operating and other policies adopted by the Board bind the Corporation as a whole, including Divisions and Branches.

6.2 Number of Directors

- a. The Board shall consist of a number of Directors between the minimum and maximum numbers of Directors as specified in the Articles. The precise number of Directors on the Board shall be determined from time to time by the Members by Ordinary Resolution, or, if the Ordinary Resolution empowers the Directors to determine the number of Directors, by resolution of the Board; provided that no decrease in the number of Directors shall shorten the term of an incumbent Director. At least two (2) of the Directors shall not be Officers or employees of the Corporation.
- b. Subject to the Articles and the By-laws, the Board may appoint one (1) or more additional Directors within the minimum and maximum numbers set out in the Articles, who shall hold office for a term expiring not later than the close of the next National Annual General Meeting, but the total number of Directors so appointed may not exceed one third (1/3) of the number of Directors elected at the previous National Annual General Meeting.

6.3 Eligibility

In order to serve as a Director, an individual shall:

- a. be at least 19 years of age ;
- b. not be declared incapable by a court in Canada or in another country;
- c. not have the status of a bankrupt;
- d. not be a paid employee of the Corporation or of any Branch/Division, and except for the Representative Directors (as hereinafter defined), should not hold any position on a Division Council or a Branch Council; and
- e. be a member in good standing of a Branch/Division.

6.4 Composition of Board

Within the minimum and maximum numbers provided for in the Articles , the

Board will at all times include one (1) Director who is from and will represent each Division (where the context permits in this Article 6, a “Representative Director”) and otherwise meets the requirements as to eligibility. At no time should the number of Representative Directors be less than the number of Directors otherwise elected or appointed (where the context permits in this Article 6, the “Directors-at-Large”) as Directors. All Directors will exercise their duties and responsibilities as Board members in keeping with the requirement to act in good faith and to exercise such duties and responsibilities in the best interests of the Corporation.

6.5 Nominations

Nominations for election to the Board may be made as follows:

a. Nominations of Directors-at-Large

Names of candidates for election as Directors-at-Large shall be submitted by the Member Divisions or members of the Board, at least **forty-five (45)** days before the date fixed for the National Annual General Meeting or such other date as may be determined by the Board, to the Nominating Committee which shall be established by the Board as provided in Section 6.15, and in accordance with such procedure as the Board may from time to time determine. . No later than **thirty (30)** days prior to the date fixed for the National Annual General Meeting at which the election of Directors shall occur or such other date as the Board may determine, the Nominating Committee shall present to the Board, in writing, the names of those individuals whom the Nominating Committee, after due consideration of all the candidates whose names have been submitted to and/or solicited by the Nominating Committee, recommends for consideration by the Board for election as Directors-at-Large. In addition, nominations for election of Directors-at-Large may be made by Member Divisions from the floor at the National Annual General Meeting at which the election of Directors shall occur. Of those candidates nominated pursuant to this Section 6.5 (b) for election at a National Annual Meeting as Directors-at-Large, there shall be a sufficient number who were previously presidents of Member Divisions in order that at all times **there shall be at least one (1) Director-at-Large who was previously president a of Member Division**.

Commented [RB9]: Provides more time to allow Director-at-Large nominations. From 60/45 to 45/30 days before the AGM

Commented [RB10]: As above

Commented [RB11]: Retains majority of Board with Division President experience but provides more flexibility in attracting Directors-at-Large. From 3 to 1

b. Nominations of Representative Directors

- i. Each Member Division shall nominate, for election as that Division’s Representative Director, the individual who has been duly elected by that Division as its president, by providing the name of such individual in writing to the Board at least forty-five (45) days prior to the date fixed for the National Annual General Meeting unless a Division Annual General Meeting falls within the forty-five day(45) period at which the election of Directors of the Corporation shall occur, in which case the Division shall give notice as soon as practicable after the Division Annual General Meeting but not less than seven (7) days prior to the National Annual General Meeting at which the election of Directors of the Corporation shall occur or such other date as may be determined by the Board. Provided,

however, that in the event that the president of a Division is unable or unwilling to be nominated or, if nominated, is unwilling or unable to act as the Division's Representative Director if elected, such Division shall nominate an alternative candidate for election as its Representative Director, in accordance with the foregoing procedure of this Section 6.5

- ii. In the event that a Representative Director ceases to be the President of his/her Division as a result of the expiration of the term of such office or for any other reason, such Representative Director shall promptly deliver to the Corporation his/her written resignation as a Representative Director. Upon the receipt by the Corporation of such written resignation, the Board shall, on a timely basis, and subject to the By-laws and the Act, appoint the successor president of such Division as a Representative Director to fill the vacancy resulting from such resignation until the next National Annual Meeting.

6.6 Election and Term of Directors

- a. Subject to the Articles and to the By-laws, Directors shall be elected, from the candidates nominated in accordance with the By-laws, at a National Annual General Meeting at which an election of Directors is required, by Ordinary Resolution of the Members.
- b. Of the Directors-at-Large elected, there shall be such number who were previously presidents of Member Divisions in order that at all times the Board shall include at least three (3) Directors-at Large who were previously presidents of Member Divisions.
- c. The term of office of a Director-at-Large shall be two (2) years and the term of office of a Representative Director shall be up to three (3) or four (4) years or until his/her successor is elected or appointed, unless:
 - i. any such Director-at-Large was elected or appointed to complete the unexpired term of a former Director, in which case such Director shall be elected for the remainder of such term; or
 - ii. prior to the National Annual General Meeting at which such Director-at Large is elected, the Board determines that in the interests of providing for a furthered staggered Board, such vacancy which he/she has been elected to fill shall be for a shorter term expiring at the end of the first or second National Annual General Meeting following his/her election or as otherwise determined by the Board, and an Ordinary Resolution of the Board is passed to adjust the term(s) of any such Director(s).
- d. Directors-at-Large who have completed a term of office as a Director and who continue to meet the eligibility criteria set forth in Section 6.3 shall be eligible for re- election to the Board up to a maximum of three

- (3) consecutive terms, or as otherwise determined by an Ordinary Resolution of the Board.
- e. The time spent as a Representative Director shall not be counted when calculating the time served as a Director-at-Large.
- f. Directors-at-Large holding an Officer position in the final year of their third (3rd) term as a Director shall be eligible for re-election as a Director beyond the maximum three (3) consecutive terms, for a fourth (4th) consecutive term while holding an Officer position, or as otherwise determined by Ordinary Resolution of the Board.
- g. Directors-at-Large who have completed the maximum terms provided in this Section 6.6 shall be eligible for re-election after an absence from the Board of at least two (2) years.
- h. If a Director is appointed to the office of National President in his/her fourth (4th) term as a Director, such Director shall be eligible for re-election to a fifth (5th) term in order to complete his/her two (2) year term as Immediate National Past President.

6.7 Consent to Serve

An individual who is elected or appointed as a Director is not a Director and is deemed not to have been elected or appointed as a Director unless:

- a. the individual was present at the meeting when the election took place and did not refuse to hold office as a Director; or
- b. the individual was not present at the meeting when the election or appointment took place and:
 - i. consented to hold office as a Director in writing before or within ten (10) days after the day on which the election or appointment took place; or
 - ii. has acted as a Director after the election or appointment.

6.8 Ceasing to Hold Office

A Director ceases to hold office as a Director when the Director dies, resigns, is removed from office by the Members in accordance with Section 6.10, or no longer fulfills all of the eligibility requirements to be a Director set forth in Section 6.3, as determined in the sole discretion of the Board. Where such individual is no longer a Director, such individual shall be deemed to have automatically resigned as an Officer and/or a committee member, as applicable, provided that the Board may in its discretion subsequently re-appoint such individual as an Officer and/or a committee member if the Board deems it appropriate in the circumstances.

6.9 Resignation

A Director may resign from the Board prior to the expiry of his/her term of office by sending a written resignation to the Corporation and such resignation shall be effective at the time of receipt of such written resignation by the Corporation or at the time specified in such written resignation.

6.10 Removal

Subject to the provisions of Section 6.11, the Members may, by Ordinary Resolution passed at a Special Meeting of which notice specifying the intention to pass such Ordinary Resolution has been given, remove any Director before the expiry of his/her term of office, and may, by a majority of votes cast at that meeting, elect any individual who meets the eligibility requirements set forth in Section 6.3 in place of such Director for the remainder of the term of such Director, provided that, a vacancy on the Board from the Directors residing in a particular Division shall be filled by electing another individual from the same Division as the vacating Director.

6.11 Written Statement

A Director may submit to the Secretary of the Corporation (the "National Secretary") a statement in writing setting out the reasons for his/her resignation, or if a meeting is called for the purpose of his/her removal pursuant to Section 6.10, for opposing his/her removal or replacement. Where the National Secretary receives such a written statement, he or she shall immediately:

- a. give notice to the Members of the statement in accordance with Section 5.5; and
- b. send a copy of the statement to, and make such other filings with, Industry Canada and/or its designated officials, as may be required by with the Act.

6.12 Filling Vacancies

In accordance with and subject to the Act and the Articles, a quorum of the Board may fill a vacancy among the Directors, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors, or from the failure of the Members to elect the number of Directors required to be elected at any meeting of Members. If there is not a quorum of Directors, or if the vacancy has occurred by reason of the failure of the Members to elect the number of directors required to be elected at any meeting of Members, the Board shall forthwith call a Special Meeting to fill the vacancy. If the Board fails to call such Special Meeting, or if there are no Directors then in office, any Member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of such Director's predecessor. A vacancy on the Board among the Directors residing in a particular Division shall be filled by another individual residing in the same Division as the vacating director.

6.13 Delegation – National Executive Committee

Subject to the Act, the Board may from time to time from their number appoint a National Executive Committee and delegate to the National Executive Committee any of the powers of the Board, except those powers which may not be delegated by the Board pursuant to the Act. Unless otherwise determined by the Board, the National Executive Committee shall have the power to fix its

quorum at not less than a majority of its members. Unless otherwise determined by the Board from time to time, the National President, or in the absence or unavailability of the National President, the First National Vice-President, shall serve as the Chair of the Executive Committee.

Meetings of the Executive Committee may be attended by all members of the Board however only members of the Executive Committee as defined at Article 8.1 (Officers of the Corporation) may vote.

Commented [RB12]: To reflect current practice and limitations.

6.14 Committees

The Board may from time to time appoint any committee or other advisory body as it deems necessary or advisable, and subject to the Act, each for such purpose and with such powers as may be prescribed by the Board. Subject to the requirement regarding composition of an Audit Committee, in appointing members of committees, the Board shall ensure that each committee shall include at least one (1) Director and that such Director, or in the case of more than one (1) Director, one of such Directors, shall Chair the Committee, but otherwise membership of a committee shall not be restricted to individuals who are Directors. Any member of a committee may be removed from the committee at any time at the discretion of the Board. Each committee may establish its own rules of procedure subject to such policies, rules or directions that the Board may from time to time make in respect thereof. Where the Corporation has an Audit Committee, it shall be composed of not less than three (3) Directors, a majority of whom are neither Officers nor employees of the Corporation or any of its affiliates. The Public Accountant shall be entitled to attend each meeting of the Audit Committee. The Public Accountant or any member of the Audit Committee shall be entitled to call a meeting of the Audit Committee. The Board shall have the right to disband any committee created by the Board.

6.15 Nominating Committee

The Board shall establish a Nominating Committee which shall be empowered to develop the criteria and process for the nomination and election of Directors, to make recommendations and nominations to the Board in respect of the election or appointment of individuals as Directors, and to review and approve succession plans for Directors, all subject to the By-laws, including Section 6.6 of this By-law. The Nominating Committee shall have such members, terms of reference and rules of procedure as the Board may from time to time prescribe.

6.16 Audit Committee

In addition to the provisions regarding an Audit Committee set forth in Section 6.14, the Audit Committee shall have an oversight role with respect to the Corporation's financial practices, including the integrity of its reporting and disclosure practices, its compliance with legal and regulatory requirements, and identification and mitigation of risk.

6.17 No Remuneration of Directors

The Directors shall receive no remuneration, directly or indirectly, for acting as such, but shall be entitled to be paid their reasonable expenses properly incurred in the performance of their duties, including expenses pertaining to travel and attendance at meetings of the Board, any committee or of members, or otherwise in connection with carrying out the activities of the Corporation. Nothing contained in this Section 6.17 shall, however, preclude any director from providing the Corporation with goods and/or services in any other capacity and receiving compensation for the goods and services.

6.18 Board Advisors – Adjunct Advisors

The Board may, in its discretion, from time to time appoint one (1) or more individuals to serve as Adjunct Advisors for the Corporation and to assist the Board in its management of the activities and affairs of the Corporation, and each such individual shall be designated an “Adjunct Advisor”. All Adjunct Advisors shall hold their positions at the pleasure of the Board but need not be appointed annually and Adjunct Advisors shall not be Members or Directors by virtue of being Adjunct Advisors. The Adjunct Advisors shall perform such advisory services as the Board may from time to time request, and the Board may from time to time prescribe additional duties or purposes for the Adjunct Advisors. The Adjunct Advisors, either individually or collectively, shall meet with the Board as requested by the Board from time to time.

Commented [RB13]: To provide clarity.

ARTICLE 7 – MEETING OF DIRECTORS

7.1 Calling of Meetings

Meetings of the Board may be called by the President, or by a minimum of one-quarter (1/4) of the Directors comprising the Board, or as may otherwise be determined by resolution of the Board.

7.2 Place of Meetings

Except as otherwise required by law, the Board may hold its meetings at any place as it may from time to time determine.

7.3 Participation at Meeting by Telephone or Electronic Means

If all of the Directors consent, a Director may participate in a Board meeting by means of a telephonic, electronic or other communications facility that permits all persons participating in the meeting to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board held while a Director holds office.

7.4 Number of Meetings

It shall be the standard practice of the Board to hold between four (4) and six (6) Board meetings per year, subject to the Board's right to hold such greater number of meetings as the Board may determine, from time to time.

7.5 Regular Meetings

The Board may establish the date, time and place for regular meetings of the Board. A copy of any resolution of the Board in that regard or a list of such dates, time and places, as the case may be, shall be sent to each director immediately after such resolution is passed or such dates, times and places is otherwise established by the Board. With the exception of a meeting at which the matters referred to in Section 7.8 are to be discussed, thereafter no other notice in respect of a regularly scheduled meeting shall be required to be sent.

7.6 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors.

7.7 Notice

Subject to 7.5, notice of meetings of the Board shall be given in the manner provided in Section 12 of this By-law to every Director of the Corporation, not less than seven (7) days before the meeting is to take place. Notice of a

meeting shall not be necessary if all of the Directors are present and no Director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called, 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 date, time and place of the adjourned meeting is announced at the original meeting. In addition, no notice is required to be given in order to conduct business at each Annual Organizational Meeting.

7.8 Content of Notice of Meeting

A notice of meeting of the Board need not specify the purpose of or the business to be transacted at the meeting, except that a notice of meeting of the Board shall provide notice of any of the following matters that are to be dealt with at the meeting, namely any resolution to:

- a. submit to the Members any question or matter requiring the approval of Members;
- b. fill a vacancy among the Directors or in the office of the Public Accountant or to appoint additional Directors;
- c. issue debt obligations except as authorized by the Directors in accordance with the By-laws;
- d. approve the Annual Financial Statements
- e. adopt, amend or repeal any By-laws; or
- f. establish Membership fees.

7.9 Chairing Meetings

The President shall be the chair of all meetings of the Board unless the President is absent, in which case the 1st National Vice-President shall act as chair. If the 1st National Vice-President is absent or otherwise unable or is unwilling to so act within thirty (30) minutes of the time set for commencement of the meeting, the Directors present shall choose one of their number to act as chair of the meeting.

7.10 Votes to Govern

Subject to the Act, the Articles and the By-laws, any question or other matter arising at a meeting of the Board shall be decided by a majority of the votes cast on such question or matter. Each director is entitled to exercise one (1) vote. All votes at any such meeting shall be taken by show of hands and a declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the minutes of the meeting shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution, and the result of the vote so taken shall be the decision of the Board on such question or matter.

7.11 Casting Vote

In the case of an equality of votes at any Board meeting, the chair of the meeting shall have a second or casting vote in addition to his/her original vote.

7.12 Persons Entitled to be Present

The only persons entitled to attend meetings of the Board shall be the Directors and others who are entitled or required under the Act, the Articles or By-laws to be present. Any other person may be admitted only on the invitation of the chair of the meeting with the consent of the meeting. Only the Directors have the right to speak at meetings of the Board although others duly present shall be permitted to speak with consent of the meeting. Directors may not appoint proxies to attend Board meetings in their stead.

7.13 Rules of Order

As provided in Section 2.4, unless otherwise specified in the Act or the By-laws, or unless otherwise determined by the Board from time to time, meetings of Members and meetings of the Board will be conducted according to Call to Order by Herb Perry and Susan Perry. In the event of a conflict between such Call to Order and one (1) or more provisions of the Act or the By-laws, the provisions of the Act or the By-laws shall prevail.

ARTICLE 8 - OFFICERS

8.1 Appointment

The Board may designate the offices of the Corporation, appoint Officers, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Corporation. The following are the Officers of the Corporation designated by the Board effective the Effective Date of this By-law: (i) National President; (ii) Immediate National Past President; (iii) National 1st Vice-President; (iv) National Treasurer; (v) Vice-President Royal Canadian Sea Cadets; (vi) Vice-President Navy League Cadets; (vii) Vice-President Maritime Affairs; (viii) Vice-President Division Representatives; and (viii) National Secretary, who, until or unless otherwise determined by the Board from time to time, shall also serve as the National Executive Director and as such is not a Director. The Chair may also appoint from time to time Directors to portfolios not covered by the designated Officer positions. Except as otherwise provided herein, all Officers, with the exception of an Executive Director, shall be appointed from among the Directors-at-Large and one (1) person may hold more than one (1) office.

Commented [RB14]: To explicitly recognize current practice.

8.2 Duties of Officers

Unless otherwise specified by the Board and subject to the Act, and in addition to the duties specified elsewhere in this By-law, the Board may specify the duties of Officers in such manner as the Board shall determine from time to time. The Board may also, from time to time, and subject to the Act, vary, add to or limit the powers and duties of any Officer.

8.3 Term of Office

- a. Officers who are Directors shall be appointed at an Annual Organizational Meeting and shall serve for a term of two (2) years or as the Board may otherwise determine or until such Officer:
 - i. resigns by delivering a written resignation to the National President or the National Secretary, which resignation shall be effective at the time it is received by the National President or the National Secretary, or at the time specified in the resignation, whichever is later;
 - ii. is removed as an Officer by the Board; or
 - iii. ceases to be a Director, whichever first occurs; provided that, any Officer who is appointed to fill a vacancy will hold his/her position as an Officer until the Annual Organizational Meeting next following his/her appointment.
- b. Officers who are not Directors shall hold office until such Officer's successor is appointed, or until such Officer's earlier resignation or removal.
- c. The Board, in its discretion, may remove any Officer, without prejudice to such Officer's rights under any employment contract, or at law.

8.4 Remuneration of Officers

The Officers shall be paid such reasonable remuneration for their services as the Board may from time to time determine, except that no Officer who is also a Director shall be entitled to receive remuneration for acting as an Officer. Officers shall also be entitled to be reimbursed for travelling and other expenses properly incurred by them in the exercise of the duties of their respective offices. The remuneration of any employees or agents shall be such as the terms of their engagement call for or as the Board may specify.

8.5 Agents and Attorneys

The Corporation, by or under the authority of the Board, shall have power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers (including the power to sub-delegate) of management, administration or otherwise as may be thought fit.

ARTICLE 9 - PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

9.1 Limitation of Liability

In exercising his/her powers and discharging his/her duties, each Director and Officer shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject thereto, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Office or other individual acting in a similar capacity, or for joining in any receipt or other act for conformity, or for any loss, damage or expense to the Corporation arising from the insufficiency or deficiency of title to any property acquired by or on behalf of the Corporation, of the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation are invested, or for any loss, damage or expense arising from the bankruptcy, insolvency, act or omission of any person, firm or corporation with whom or which any monies, securities or other property of the Corporation are lodged or deposited, or for any loss, damage or expense occasioned by any error of judgment or oversight on such Director's, Officer's or other individual's part, or for any other loss, damage or expense related to the performance or non-performance of the duties of his or her respective office or in relation thereto unless the same shall happen by or through his or her own wrongful and wilful act or through his or her own wrongful or wilful neglect or default.

9.2 Indemnification

The Corporation shall, from time to time and at all times, subject to the Act, indemnify each Director or Officer or former Director or Officer or another individual who acts or acted at the Corporation's request as a director or an officer or in a similar capacity of another entity, including without limitation, a director or officer of a Division or Branch, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him/her in respect of any civil, criminal, administrative, investigative or other proceeding in which he/she is involved because of that association with the Corporation or other entity provided that person to be indemnified:

- a. acted honestly and in good faith with a view to the best interests of the Corporation or, to the best interests of the other entity for which he/she acted as director or officer or in a similar capacity at the Corporation's request; and
- b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his/her conduct was lawful.

9.3 Advance of Costs

The Corporation may advance money to a Director, an Officer or other individual referred to in Section 9.2, for the costs, charges and expenses of an action or

proceeding referred to in Section 9.2. The individual shall repay the money if the individual does not fulfil the conditions of Sections 9.2(a) and (b).

9.4 Directors' and Officers' Insurance

Subject to the Act, the Corporation shall purchase and maintain insurance for the benefit of an individual referred to in Section 9.2 against any liability incurred by the individual in the individual's capacity as a Director or an Officer, or in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

9.5 Indemnities Not Limiting

The provisions of this Article 9 shall be in addition to and not in substitution for or limitation of any rights, immunities and protections to which an individual is otherwise entitled.

ARTICLE 10 - DISCLOSURE OF INTEREST

10.1 Disclosure of Interest

A Director or an Officer shall disclose to the Corporation, in writing or by requesting to have it entered into the minutes of the meetings of the Directors, the nature and extent of any interest that the Director or Officer has in a material contract or material transaction, whether made or proposed, with the Corporation, if the Director or Officer:

- a. is a party to the contract or transaction;
- b. is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- c. has a material interest in a party to the contract or transaction.

10.2 Time of Disclosure for Director

The disclosure required by Section 10.1 shall be made, in the case of a Director:

- a. at the meeting at which a proposed contract or transaction is first considered;
- b. if the Director was not, at the time of the meeting referred to in Section 10.2(a), interested in the proposed contract or transaction, at the first meeting after the Director becomes so interested;
- c. if the Director becomes interested after a contract or transaction is made, at the first meeting after the Director becomes so interested; or
- d. if an individual who is interested in a contract or transaction later becomes a Director, at the first meeting after the individual becomes a Director.

10.3 Time of Disclosure for Officer

The disclosure required by Section 10.1 shall be made, in the case of an Officer who is not a Director:

- a. immediately after the Officer becomes aware that the contract, transaction, proposed contract or proposed transaction is to be considered or has been considered at a meeting of the Directors;
- b. if the Officer becomes interested after a contract or transaction is made, immediately after the Officer becomes so interested; or
- c. if an individual who is interested in a contract or transaction later becomes an Officer, immediately after the individual becomes an Officer.

10.4 Time of Disclosure for Director or Officer

If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the Corporation's activities, would not require approval by the Directors or Members, a Director or an Officer shall, immediately after he/she becomes aware of the contract or transaction, disclose in writing to the Corporation, or request to have entered in the minutes of the meetings of Directors, the nature and extent of his/her interest.

10.5 Voting

A Director who is required to make a disclosure under Section 10.1 shall not vote on any resolution to approve the contract or transaction unless, in either case, the contract or transaction:

- a. is for indemnity or insurance pursuant to Article 9; or
- b. is with an affiliate, as such term is understood for the purposes of the Act; or
- c. relates primarily to the Director's remuneration as a director, an officer, an employee, an agent or any person holding a mandate of the Corporation or an affiliate.

10.6 Continuing Disclosure

For the purposes of this Article 10, a general notice to the Directors declaring that a Director or an Officer is to be regarded as interested, for any of the following reasons, in a contract or transaction made with a party, is a sufficient declaration of interest in relation to the contract or transaction:

- a. the Director or Officer is a director or an officer, or acting in a similar capacity, of a party referred to in Section 10.1(b) or (c);
- b. the Director or Officer has a material interest in the party; or
- c. there has been a material change in the nature of the Director's or the Officer's interest in the party.

10.7 Access to Disclosures

The Members may examine the portions of any minutes of meetings of Directors that contain disclosures contemplated by Section 10.1, and of any other documents that contain those disclosures, during the Corporation's usual business hours.

10.8 Avoidance Standards

A contract or transaction for which disclosure is required under Section 10.1 is not invalid, and a Director or Officer is not accountable to the Corporation or its Members for any profit realized from the contract or transaction, because of the Director's or Officer's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the meeting of Directors that considered the contract or transaction, if:

- a. disclosure of the interest was made in accordance with Section 10.1;
- b. the Directors approved the contract or transaction; and
- c. the contract or transaction was reasonable and fair to the Corporation when it was approved.

ARTICLE 11 EXECUTION OF DOCUMENTS, BANKING AND BORROWING

11.1 Signatories

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) 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 other written instrument shall be executed.

Any document so signed may, but need not, have the corporate seal applied. Any Director or Officers may certify a copy of any instrument, resolution, By-law or other document of the corporation to be a true copy thereof.

11.2 Facsimile Signatures

The signatures of any person authorized to sign on behalf of the Corporation, may, if specifically authorized by resolution of the Board, be electronically or mechanically reproduced. Anything so signed shall be as valid as if it had been signed manually, even if that person has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.

11.3 Banking

The banking business of the Corporation shall be transacted with such banks, trust companies or other institutions, firms or corporations carrying on a banking business in Canada, or elsewhere as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of power as the Board may, from time to time, prescribe or authorize.

11.4 Borrowing

Subject to any limitations set out in the Articles or the By-laws, the Board may, from time to time, without authorization of the Members:

- a. borrow money on the credit of the Corporation;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- c. give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- d. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

11.5 Board Delegation

Unless the Articles or By-laws otherwise provide, the Board may, from time to time by resolution, delegate the powers set forth in Section 11.4 to a Director, a committee of Directors or an Officer, and in so doing may authorize any

Director, Officer or committee, to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security for any monies borrowed or remaining due by the Corporation as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

ARTICLE 12 – NOTICES

12.1 Method of Giving Notices

Subject to Sections 5.2, 5.5, and 7.5, and unless otherwise provided in the By-laws, any notice to be given (which term includes sent, Delivered, or served) pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, Officer, member of a committee of the Board, or the Public Accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the Corporation in accordance with the Act and received by Industry Canada; or
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, Public Accountant, or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

12.2 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period. In computing the number of days for any notice under the By-laws, a day shall be considered to be any day of the week and not just a working day.

12.3 Undelivered Notices

If any notice given to a Member is returned on two (2) consecutive occasions because such Member cannot be found, the Corporation shall not be required

to give any further notices to such Member until such Member informs the Corporation in writing of its new address.

12.4 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or Public Accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with this By-law 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.

12.5 Waiver of Notice

Any Member, Director, Officer, member of a committee of the Board or Public Accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a Committee of the Board, which may be given in any manner.

ARTICLE 13 - FINANCIAL MATTERS AND OTHER MATTERS

13.1 Financial Year

Unless otherwise changed by Ordinary Resolution of the Board, the financial year end of the Corporation shall be December 31 in each year.

13.2 Public Accountant

a. Appointment

The Members shall, by Ordinary Resolution, at each National Annual General Meeting appoint a Public Accountant to hold office until the next National Annual General Meeting, and if an appointment is not so made, the Public Accountant in office will continue in office until a successor is appointed. The Directors may, if a quorum of the Directors is then in office, fill any vacancy in the office of Public Accountant arising between National Annual General Meetings.

b. Qualification

The person or firm appointed as a Public Accountant shall not be a Director, an Officer or an employee of the Corporation, or a business partner or employee of any such person, but shall:

- i. be a member in good standing of an institute or association of accountants incorporated by or under an Act of the legislature of a province of Canada;
- ii. meet any qualifications under an enactment of a province for performing any duty that the person is required to perform under relevant sections of the Act; and,
- iii. be independent, within the meaning of the Act, of the Corporation, its affiliates, the Directors and Officers, and the directors and officers of such affiliates.

c. Remuneration

The remuneration of the Public Accountant shall be fixed by Ordinary Resolution of the Members or by the Board, if so authorized by the Members. The remuneration of a Public Accountant appointed by the Board shall be fixed by the Board.

13.3 Annual Financial Statements

Subject to the Act, the Corporation shall send copies of the annual financial statements and any related documents required by the Act:

- a. to the Members at least twenty-one (21) days before the day on which a National Annual General Meeting is held or before the day on which a written resolution in lieu of a National Annual General Meeting is signed, unless a Member declines to receive them. Alternatively, the Corporation may:
 - i. give notice to the Members stating that such documents are available at the registered office of the Corporation and any

- Member may request a copy free of charge at the registered office or by prepaid mail; or
- ii. give notice to the Members stating that such documents are available electronically through a generally accessible electronic source, such as a website.
- b. to Industry Canada in such manner as required by the Act at least twenty-one (21) days before the date fixed for the National Annual General Meeting.

13.4 Real Property

Unless otherwise approved by resolution of the Board:

- a. all real property belonging to, or acquired by, the Corporation whether directly or through the Board, a Division or a Branch, shall be vested and registered in the name of the Corporation;
- b. subject to the approval of the Board and the Board's overriding powers and authority, real property may be administered and controlled by a Division or a Branch which may receive all rents, profits and proceeds of sale therefrom if such real property:
 - i. is located within the territorial boundaries of the Division or Branch, and,
 - ii. was donated to that Division or Branch, for the furtherance of the purposes of the Corporation within that Division or Branch, or,
 - iii. was acquired by funds solicited by, or donated to, that Division or Branch, for the furtherance of the purposes of that Division or Branch, and if such Division or Branch is a viable entity under the laws of Canada and the laws of its jurisdiction, operates in compliance with these By-Laws, and remains in good standing with the Corporation.
- c. upon the written request of a Division or Branch which meets the conditions set out in subparagraph (b) of this Section 13.4, the Officers of the Corporation, the Officers of a Division or the Officers of a Branch shall execute such leases, conveyances or other instruments or documents as may be required to be executed (under corporate seal where required) to give effect to the intent of subparagraph (b) of Section 13.4.

13.5 Property Insurance

All property (including vessels and motor vehicles owned by the Corporation) must be insured in accordance with standards to be determined from time to time by the Board. Unless otherwise determined by the Board from time to time, all Divisions and Branches shall procure coverage through the Board, acting on behalf of the Corporation, and will be liable for the associated costs of such coverage.

ARTICLE 14 - DIVISIONS AND BRANCHES

14.1 Number and Organization

a. Divisions:

The Corporation carries on its work with the assistance of its Divisions (who are also the Members of the Corporation) in defined territories or areas. The Corporation shall have such number of Divisions as determined by the Board from time to time. Further to Section 3.1(d), as of the date of continuance of the Corporation under the Act, the Corporation has a total of twelve (12) Divisions, all listed in Section 3.1(d).

b. Branches:

Each Division works on behalf of the Corporation to further the purposes and objectives of the Corporation through the establishment and oversight of sub-divisions within its territory, known as Branches. Subject to subparagraph 1 (a) of Appendix B to this By-law, Divisions shall have such number of Branches as determined and accredited by each Division from time to time.

14.2 Responsibilities of Divisions and Branches

Except in the case of an incorporated Division or Branch, each Division and Branch will comply with the Articles and By-laws of the Corporation, any strategic plan of the Corporation in effect from time to time, and any policies established by the [Board?] [Corporation] from time to time. The Board shall ensure that any such plan or policy is communicated to all Divisions and/or Branches affected thereby.

14.3 Compliance by Incorporated Divisions and Branches

Divisions and Branches which are incorporated as of the Effective Date, or become incorporated thereafter, shall be required to comply with the Articles and By-laws of the Corporation, any strategic plan of the Corporation in effect from time to time, and any intellectual property policies and other policies established by the Corporation from time to time **except where Provincial Incorporation requirements otherwise dictate**. Incorporated Divisions and Branches shall comply with the limits on authority and intervention in their affairs as provided in Appendix A and Appendix B, respectively.

Commented [RB15]: To provide clarity on were Incorporated Divisions can deviate from the National By-Laws.

14.4 Conduct of the Affairs of Divisions and Branches

Reference is made to Appendix A and Appendix B attached to and forming part of this By-law, for provisions dealing with the conduct of the affairs of Divisions and Branches, respectively.

In addition to the specific provisions of Appendix A and Appendix B, respectively, and subject to any other provisions of this By-law having application, including Section 14.6 and Section 14.7, Divisions and Branches may enact procedures, including by-laws, regulations, policies and rules (collectively, the "Procedures") for the conduct of their affairs consistent with the By-laws (including Appendix A and Appendix B, respectively, to this By-law),

the Articles or the policies of the Corporation as established by the Board from time to time, and in the case of an incorporated Division or Branch, such Division's or Branch's own articles, subject to the following:

- a. any by-laws included in the Procedures shall be of force and effect only after such by-laws have been ratified by the Board;
- b. the Board may from time to time make rules and regulations not inconsistent with this By-law and applicable law, governing the formation, recognition, constitution, management and operation of Divisions and Branches, and may establish forms of general regulations to apply to the operation of any Divisions or Branches;
- c. each Division and Branch shall conform to the governing laws of its jurisdiction, and the By-laws, policies and regulations of the Corporation, and in the case of Branches, each Branch shall conform to the Procedures of such Branch's Division; and,
- d. in the event that the Procedures of a Division or Branch are inconsistent with the By-laws, regulations or rules of the Corporation, the Corporation's By-laws, regulations and rules shall prevail **except where Provincial Incorporation requirements otherwise dictate**.

Commented [RB16]: As per the previous comment.

14.5 Board Intervention in Divisional Affairs

Without in any way limiting or restricting the provisions of this By-law including Appendix A and Appendix B, including as regards the powers of the Board, the Board may intervene in a Division's affairs without proceeding immediately to suspension or termination, and the Board may impose such sanctions or require the Division to carry out such remedial solutions as the Board may determine to be necessary or advisable in the circumstances. The Board's intervention in a Division's affairs shall be carried out in the sole discretion of the Board and shall take place in accordance with any procedures set forth in policies or in any arrangement with the Division.

14.6 Division Council Intervention in Branch Affairs

Without in any way limiting or restricting the powers of the Board and subject to the provisions contained in this By-law, including Appendix A and Appendix B, or any other By-laws of the Corporation or any policies, regulations or rules of the Board with respect to the affairs of Branches, a Division Council may intervene in a Branch's affairs without proceeding immediately to suspension or termination and the Division Council may impose such sanctions or require the Branch to carry out such remedial solutions as the Division Council may determine to be necessary or advisable in the circumstances.

14.7 Termination Obligations

Upon termination of a Division or the membership of a Division, or the termination of a Branch, the Division or Branch shall comply with the provisions of this By-law and any other by-laws of the Corporation, and any policies, rules or regulations of the Corporation as may be established from time

to time, as well as the following:

- a. all usage of the Division and Branch name and the Corporation's intellectual property shall immediately cease;
- b. the Division or Branch shall return all materials which have been provided by the Corporation to the Division or by the Corporation or Division to the Branch;
- c. the Division or Branch shall destroy all letterhead and other similar material on which the name of the Corporation appears; and
- d. the Division or Branch shall immediately comply with all financial and other directives provided by the Corporation, including provision of all financial information regarding the affairs of the Division or Branch to the Corporation.

14.8 Suspension or Termination of Status of Registered Branch Participants of the Corporation (Individual Branch members)

- a. An individual who has been enrolled by a Branch as a Registered Branch Participant (member) of that Branch (and who, as such, is a Registered Branch Participant of the Corporation and thereby entitled to participate in programs and activities of the Corporation, but as provided in Section 4.1 and Section 4.7 of this By-law, is not a Member of the Corporation and is not entitled to any Member rights), shall cease to be a Registered Branch Participant upon his/her death.
- b. An individual's status as a Registered Branch Participant may be terminated if:
 - i. he/she fails to pay the applicable Branch membership fee;
 - ii. he/she submits to the President of his/her Branch (the "relevant Branch") either personally, by prepaid registered mail or by electronic mail, a written notice of resignation as an individual member of the Branch; or,
 - iii. he/she:
 - fails to abide by the by-laws and rules of the relevant Branch, the Division within which such Branch is located (the "relevant Division") and/or the Corporation;
 - no longer supports the activities, purposes or objectives of the relevant Branch, the relevant Division and/or the Corporation;
 - engages in conduct that the relevant Branch's Council, the relevant Division's Executive Committee and/or the National Executive Committee determine(s) is illegal, immoral or otherwise detrimental to the maintenance of the standards, the operations and/or the reputation of such Branch, such Division or of the Corporation.
- c. Subject to (f) and (g) below, the relevant Branch's Council, the relevant Division's Executive Committee and/or the National Executive Committee may suspend a Registered Branch Participant for a period no longer than sixty (60) days (the "Suspension Period"), for any

cause or reason considered just or for activities considered prejudicial to the relevant Branch, the relevant Division, the Corporation, or the Act, the Articles, the National By-laws or the by-laws of the relevant Branch or relevant Division.

- d. During the Suspension Period, an investigation will be ordered as directed by the relevant Branch President, the relevant Division President and/or the National President, as deemed appropriate.
- e. Should such investigation determine that the reasons for any such suspension are of a nature that warrant further suspension, such determination and reasons shall be forwarded to the relevant Division's Board or to the National Board, as deemed appropriate.
- f. either the National Board or the relevant Division Council, by Ordinary Resolution, may extend a Suspension Period for up to a further ninety (90) days, provided that no Suspension Period shall be for longer than one hundred fifty (150) days (the "Maximum Suspension") unless otherwise determined by the National Board as provided in (g) below.
- g. Should it be determined that the reasons for a suspension are of a nature that warrant a Suspension Period beyond the Maximum Suspension, or that warrant termination, such determination and the reasons therefor shall be forwarded to the National Board for further consideration and final decision.
- h. A Registered Branch Participant who is suspended or whose status is terminated has the right to redress of such suspension or termination to the next highest level in succession through the relevant Branch, the relevant Division and the National Board, with the National Board being the final arbiter of such decisions. A redress request must be submitted within fourteen (14) days of the date of such suspension or termination.

Commented [RB17]: Terminology from Division Board to Division Council in accordance with NL terminology.

ARTICLE 15 - BY-LAWS

15.1 By-laws and Amendment or Repeal of By-laws

- a. Unless the Act, the Articles or the By-laws otherwise provide, the Board may, by resolution, make, amend or repeal any By-law that regulates the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by Ordinary Resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting. If a By-law, amendment or repeal ceases to have effect, a subsequent resolution of the Directors that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the Members.

- b. A Special Resolution of the Members is required to make any amendment to the By-laws with respect to the matters listed in Subsection 197(1) of the Act. A By-law made, amended or repealed under Subsection 197(1) is effective from the date of the Special Resolution of Members approving such By-law, amendment or repeal and need not be submitted to the Board for approval.
- c. The repeal of a By-law in whole or in part shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the By-law prior to such repeal.

ARTICLE 16 - FUNDAMENTAL CHANGES

16.1 Fundamental Changes

In accordance with the sections of the Act applicable to Fundamental Changes, a Special Resolution of all Members may be required in order to make the following fundamental changes to the By-laws or Articles of the Corporation.

Fundamental Changes are defined as follows:

- a. Change the Corporation's name;
- b. Change the province in which the Corporation's Registered Office is situated;
- c. Add, change, or remove any restriction on the activities that the Corporation may carry on;
- d. Create a new class or group of Members;
- e. Change a condition required for being a Member;
- f. Change the designation of any class or group of Members or add, change, or remove any rights and conditions of any such class or group;
- g. Divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- h. Add, change, or remove a provision respecting the transfer of a membership;
- i. Subject to the Act, increase or decrease the number of, or the minimum or maximum number of, Directors;
- j. Change the statement of the purpose of the Corporation;
- k. Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- l. Change the manner of giving notice to Members entitled to vote at meeting of Members;
- m. Change the method of voting by Members not in attendance at a meeting of Members; or
- n. Add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

ARTICLE 17 - EFFECTIVE DATE

17.1 Effective Date

This By-law was originally effective upon the issuance of a Certificate of Continuance of the Corporation by the federal Government under the *Canada Not-for-Profit Corporations Act* and approval of the By-law by Special Resolution of the Members 14 April 2014 and has been amended effective xx day of April 2023

ENACTED by the Members of the Corporation this *** day of month, 20**.

Brenda Pinto, National President

James Clute, National Secretary

APPROVED by the Members of the Corporation this *** day of month, 20**.

James Clute, National Secretary

APPENDIX A - DIVISIONS

NATIONAL BY- LAW NUMBER 1 THE NAVY LEAGUE OF CANADA LA LIGUE NAVALE DU CANADA (the “Corporation”)

APP. A – 1. DIVISIONS

The following provisions shall form part of National By-law Number 1 (the “By-law”) of the Corporation, to which this Appendix A is attached, as additional provisions to those set forth in Article 14 of the By-law, regarding conduct of the affairs of the Divisions of the Corporation.

APP. A – 2. DIVISION COUNCIL

a. Formation

Subject to the By-Laws, any policies, rules or regulations of the Corporation and any Division by-laws approved by the Board (for purposes of greater clarity in this Appendix A, the “National Board”), each Division shall act at all time to further the purposes of the Corporation and in so doing may engage in activities and enact by-laws, and adopt rules, regulations and policies for the management of their affairs and the supervision of the conduct and affairs of each Branch within the Division. Subject to applicable law, including the Act and the laws of the province or territory in which a Division is situated (for purposes of this Appendix A, “Applicable Law”), such activities and affairs shall be directed, controlled and governed by a Division Council composed of not less than three (3) Officers in addition to the President of each Branch within the Division, and the remainder of whom shall be such other individuals from within the Division as may be elected or appointed as a member of the Division Council. The requirement for a minimum of three (3) Officers can, under exceptional circumstances, be waived by the National Board. In the event that any by-laws, rules, regulations or policies of a Division, or any portions thereof, contradict, are at variance with or are inconsistent with the By-laws or any policies, rules or regulations of the Corporation, the By-laws, and the rules, regulations and policies of the Corporation shall prevail, subject to Applicable Law.

b. Duties

The Division Council of each Division:

- i. shall prescribe the duties and responsibilities of the officers, Division Council members and employees of the Division and Branches within the Division;
- ii. may call Division Council meetings and set quorums for such meetings; and,
- iii. may establish committees, and deal with such other Division business as may properly come within its powers.

APP. A – 3. DIVISION POWERS

a. Powers

- i. With the prior approval of the National Board only, Divisions may:
 - a. enact and/or amend Division by-laws;
 - b. establish Branches and Corps in the Division pursuant to this By-law and permit the incorporation without share capital of Divisions, and/or Branches within the Division, pursuant to Applicable Law, ; and,
 - c. establish the pattern and type of award for meritorious service to be awarded by a Division Council, provided that the names of persons to whom each such Division award is made is promptly reported to the Corporation.
- ii. A Division may intervene in the affairs of a Branch, if the Division Council determines that such intervention is necessary to protect the name or further the purposes of the Corporation. The Division Council shall provide fourteen (14) days written notice of such intervention which must state the reasons for and conditions of the intervention.
- iii. Each Division shall submit its audited financial statements and approved budgets to the Board in accordance with Paragraph 13 of this Appendix A.

b. Restrictions on Powers

In addition to the restrictions requiring the prior approval of the National Board set forth in Clause (i) of Subparagraph 2 (a), Divisions shall not:

- i. raise or expend funds outside its Division territory or for any purpose other than to further the purposes of the Corporation;
- ii. withdraw funds from a financial institution other than by cheque signed by two (2) officers of the Division who are authorized by the Division Council to do so;
- iii. borrow money on the credit of the Corporation, or mortgage or pledge property (real or personal) of the Corporation, except with the prior approval of the National Board by resolution;
- iv. conduct financial campaigns or other manner of fund raising beyond the scope of the current budget set for the Division by the National Board, except with the prior approval of the National Board by resolution;
- v. represent or act on behalf of the Corporation in any manner or thing, except with the express consent of the National Board;
- vi. each Division shall submit its audited financial statements and approved Budget to the Board in accordance with Paragraph 13 of this Appendix A.
- vii. make any expenditure, or incur any liability, in either case which is not within the annual budget set by the Division and provided to the National Board, in excess of Ten Thousand Dollars (\$10,000) per year, except with the prior approval of the National Board by resolution.

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c. Suspension or Termination of Status of Registered Branch Participants of the Corporation (Individual Branch Members)

- i. An individual who has been enrolled by a Branch as a member of that Branch (and who, as such, is a Registered Branch Participant of the

Corporation and thereby entitled to participate in programs and activities of the Corporation, but as provided in Section 4.1 and Section 4.7 of this By-law, is not a Member of the Corporation and is not entitled to any Member rights), shall cease to be a Registered Branch Participant upon his/her death.

- ii. An individual's status as a Registered Branch Participant may be terminated in the event that:
 - a. he/she fails to pay the applicable Branch membership fee;
 - b. he/she submits to the President of his/her Branch (the "relevant Branch") either personally, by prepaid registered mail or by electronic mail, a written notice of resignation as an individual member of the Branch; or,
 - c. he/she:
 - fails to abide by the by-laws and rules of the relevant Branch, the Division within which such Branch is located (the "relevant Division") and/or the Corporation;
 - no longer supports the activities, purposes or objectives of the relevant Branch, the relevant Division and/or the Corporation;
 - engages in conduct that the relevant Branch's Council, the relevant Division's Executive Committee and/or the National Executive Committee determine(s) is illegal, immoral or otherwise detrimental to the maintenance of the standards, the operations and/or the reputation of such Branch, such Division or of the Corporation.
- iii. Subject to (vi) and (vii) below, the relevant Branch's Council, the relevant Division's Council and/or the National Executive Committee may suspend a Registered Branch Participant for a period no longer than sixty (60) days (the "Suspension Period"), for any cause or reason considered just or for activities considered prejudicial to the relevant Branch, the relevant Division, the Corporation, or the Act, the Articles, the National By-laws or the by-laws of the relevant Branch or relevant Division.
- iv. During the Suspension Period, an investigation will be ordered as directed by the relevant Branch President, the relevant Division President and/or the National President, as deemed appropriate.
- v. Should such investigation determine that the reasons for any such suspension are of a nature that warrant further suspension, such determination and reasons shall be forwarded to the relevant Division's Board or to the National Board, as deemed appropriate.
- vi. Either the National Board or the relevant Division's Board, by Ordinary Resolution, may extend a Suspension Period for up to a further ninety (90) days, provided that no Suspension Period shall be for longer than one hundred fifty (150) days (the "Maximum Suspension") unless otherwise determined by the National Board as provided in (vii) below.
- vii. Should it be determined that the reasons for a suspension are of a nature that warrant a Suspension Period beyond the Maximum Suspension, or

that warrant termination, such determination and the reasons therefor shall be forwarded to the National Board for further consideration and final decision.

- viii. A Registered Branch Participant who is suspended or whose status is terminated has the right to redress of such suspension or termination to the next highest level in succession through the relevant Branch, the relevant Division and the National Board, with the National Board being the final arbiter of such decisions. A redress request must be submitted within fourteen (14) days of the date of such suspension or termination.

APP. A – 4. ELECTION AND APPOINTMENT OF DIVISION OFFICERS

a. General

- i. Unless otherwise approved by the National Board, every Officer of a Division must have served one (1) year, as a Registered Branch Participant (member) of a Branch prior to being elected or appointed as an Officer of a Division.
- ii. At each Annual General Meeting (“AGM”) of a Division, the Officers of the Division and those members of the Division Council who are not presidents of Branches of the Division shall be elected. Subject to Applicable Law, any vacancies arising on the Division Council following an AGM of a Division may be filled by appointment by the Division Council for the duration of the term, that is, until the next AGM of the Division.
- iii. The Division Council may, at its discretion, appoint individuals to non-officer positions and/or as Adjunct Advisors. Such individuals have no vote at Division Council and serve at the pleasure of the Division Council.

Commented [RB19]: Removes should have requirement of 3 years thus providing greater flexibility. Board approved.

b. Division President

The Division President:

- i. is elected at the AGM of the Division for a term of one (1) year, or appointed subsequent to the AGM to serve the remainder of the term;
- ii. shall, if able, act as chairman at all Division meetings, except that if absent from, or unable or unwilling to act as chairman at a meeting, he/she may be replaced at that meeting by a Division Vice-President, or by an individual selected at the meeting in accordance with Paragraph 13(g) hereof;
- iii. shall act and speak for the Division; and,
- iv. may only serve for three (3) consecutive terms, except that the Division may resolve by a Special Resolution passed at its AGM and approved by the National Board, that a fourth (4th) consecutive term may be served. A Division President who has served three (3) or four (4) consecutive terms

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may be elected Division President again after being out of the office of Division President for at least one (1) year.

c. Division Vice-President/First Vice-President

At least one (1) Division Vice-President shall be elected at each AGM of a Division to serve for a term of one (1) year, or appointed subsequent to the AGM to serve the remainder of the term. If more than one (1) individual is elected a Division Vice- President, one (1) of them shall be elected or appointed as Division First Vice-President. The Division Vice-President (in the case of only one (1) Division Vice-President) or the Division First Vice-President (in the case of more than one (1) Division Vice-President) shall act or speak for the Division President in his/her absence. Division Vice-Presidents may serve a maximum of three (3) consecutive terms.

d. Division Secretary

The Division Secretary, who is elected at each AGM of a Division for a term of one (1) year, or appointed subsequent to the AGM to serve the remainder of the term or in the case of an individual holding the dual offices of Division Secretary-Treasurer, such individual, shall perform the duties assigned to that office by the Division Council, and, without limiting the generality of the foregoing, the Division Secretary shall:

- i. attend, act as recording secretary for, and maintain the minutes of, all meetings of the Division and the Division Council;
- ii. supervise the custody of all Division records, documents and correspondence; and,
- iii. maintain current lists of:
 - a. all Branches, Corps and members of the Division;
 - b. all Navy League Officers and Cadet Instructors in the Division and their dates of appointment;
 - c. all Royal Canadian Sea Cadet Corps (Canadian Armed Forces Officers and Civilian Instructors in the Division; and,
 - d. all Associates of the Corporation residing within the Division.

e. Division Treasurer

The Division Treasurer, who is elected at each AGM of a Division, or appointed subsequent to the AGM to serve the remainder of the term, or in the case of an individual holding the dual offices of Division Secretary-Treasurer, such individual, shall perform the duties assigned to that office by the Division Council, including:

- i. take charge of, be accountable for, and generally supervise, all funds, books of account, financial records, securities and property of the Division;
- ii. ensure that an accurate account of all receipts and disbursements of Division funds is maintained; and,
- iii. annually, propose a budget for the following fiscal year, and, upon approval of the budget, ensure that expenditures are monitored and kept in line with the Division's approved budget.

- iv. The positions outlined in (a) to (e) are interpreted to mean a minimum of a President, one (1) Vice President and a Secretary Treasurer. However, given the difficulty in attracting individuals to these positions the requirement for a minimum of three (3) Officers can, under exceptional circumstances, be waived by the National Board.

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APP. A – 5. EXECUTIVE COMMITTEE OF A DIVISION

Each Division shall cause an Executive Committee to be established and maintained in accordance with the following:

- a. If all positions are filled, the Executive Committee shall be comprised of:
 - i. the Division President, who shall be the Chair;
 - ii. the Division Vice-President(s);
 - iii. the Division Secretary;
 - iv. the Division Treasurer (or Division Secretary-Treasurer in the case of one person holding both positions); and,
 - v. such other person(s) as may be appointed to serve by the Division Council
- b. The Chair of the Executive Committee may convene meetings as required between meetings of the Division Council.
- c. The Division Council may convene meetings of the Executive Committee.
- d. The Executive Committee shall exercise such functions as may be required between meetings of the Division Council or in compliance with resolutions of the Division Council.

APP. A – 6. DIVISION OFFICE

The Division Council may cause a Division Office to be established and maintained.

APP. A – 7. AUDITORS / ACCOUNTANTS

Each Division, including any Divisions which are incorporated, shall comply with this Paragraph 6 and with all Applicable Law, regarding the appointment or engagement of a Public Accountant, as the case may be, and regarding the preparation, dissemination and filing of annual or any other financial statements.

With the approval of the National Treasurer, any such auditor or accountant may be a Registered Branch Participant or Associate Member of one of the Division's Branches providing such person is not a member of a Branch Council or a Director, Officer or Employee of the Division.

Without limiting the generality of Paragraph 6(a), a Division with annual revenues in excess of Two Hundred and Fifty Thousand Dollars (\$250,000) shall have an annual audit conducted by a Public Accountant. If annual revenues are

between Fifty Thousand Dollars (\$50,000) and Two Hundred and Fifty Thousand Dollars (\$250,000), the Division shall have an annual review engagement conducted by a Public Accountant, unless the Division elects to have an audit conducted. Subject to Applicable Law, unless otherwise determined by the National Board from time to time, a Division with annual revenues of less than Fifty Thousand Dollars (\$50,000) shall not have to engage a Public Accountant.

A Division which has engaged or appointed a Public Accountant shall provide the Public Accountant with access to, and copies of, such accounting and other financial and other documents and records, including without limitation, ledgers, journals, vouchers and receipts, and such supporting documentation and other information as the Public Accountant shall request.

In all cases and subject to Applicable Law, Divisions shall comply with the Corporation's policies and guidelines in effect from time to time regarding financial reporting, disclosure and related matters.

The National Board, by resolution, may compel a Division to conduct an audit or other review of its financial affairs, and may, at its discretion, designate the individual or firm to conduct any such audit or other review.

APP. A – 8. EXECUTION OF INSTRUMENTS

Transfers, assignments, contracts, obligations, certificates, cheques, and other instruments shall be signed on behalf of the Division by the Division President together with the Division Secretary, or with a Vice-President or with such other individual as the Division Council may designate in its by-laws or by resolution of the Division Council.

APP. A – 9. FINANCIAL YEAR OF A DIVISION

The financial year of a Division shall end on such date in each year as the Division Council may determine by resolution from time to time.

APP. A – 10. FUNDS OF A DIVISION

The funds of a Division:

- a. consist of all registration dues, fees or other monies subscribed or donated for Division purposes, or allocated, granted or loaned to a Division by the Corporation, as well as proceeds of assessments or contributions by Branches. The funds shall be under the control of that Division, and may be used by, and for the purposes of, that Division, subject to the provisions of the Corporation's By-laws;
- b. which are received by a Division but are intended to be for the account of the Corporation itself or for the purposes of the Corporation of a National nature, and not for a Division's own purposes, are to be remitted to the National Board by the Division immediately after receipt;
- c. which are received by a Division but are intended to be for the account of

- a Branch, or for Branch purposes, are to be remitted or credited to that Branch immediately after receipt;
- d. are to be deposited in a financial institution, and may only be withdrawn or dealt with by at least two (2) Officers and/or employees of the Division authorized to sign cheques and other banking documents, and to transact banking business on behalf of a Division; and,
- e. may be invested by a Division in accordance with an investment policy which shall not be limited to investments authorized by law for trustees, as adopted by the Division Council, and consistent with the Corporation's investment policies from time to time.

APP. A – 11. DONATIONS

The Division Council may:

- a. receive and hold any objects or funds donated to the Division, whether by way of endowments or otherwise; and may use such objects or funds, or the income from such funds, as it sees fit to further the purposes of the Corporation within the Division;
- b. receive funds contributed by, or assessed from, Branches, and use such funds, or the income from such funds, as it sees fit to further the purposes of the Division; and,
- c. receive funds donated for the purposes of a specific Branch, and in such instances, the Division Council shall either credit such funds to the Branch for the purposes designated by the donor, or, if the donor is a corporation having offices in more than one Branch, distribute the funds amongst such Branches as the Division Council sees fit.

APP. A – 12. REAL PROPERTY

Unless otherwise approved by the Board of the Corporation, all Real Property shall be dealt with in accordance with Section 13.4 of the By-law.

APP. A – 13. FINANCIAL STATEMENTS AND BUDGETS

Within ninety (90) days after each fiscal year end of the Division, the Division shall provide a statement of all monies received and disbursed during that preceding fiscal year, the associated audit report or review engagement letter as appropriate and an approved budget containing estimates of receipts and expenditures for the current fiscal year, with the sources of funds and purposes of expenditures, to the National Board.

APP. A – 14. MEETINGS OF DIVISIONS

Unless otherwise specified in the Act or the By-laws, or unless otherwise determined by the National Board from time to time, meetings of Division Councils will be conducted according to Call to Order by Herb Perry and Susan Perry. In the event of a conflict between such Call to Order and one (1) or more provisions of the Act or the By-laws, the provisions of the Act or the By-laws shall prevail.

All Annual General Meetings and other meetings shall be convened and conducted as follows:

a. Annual General Meetings

Once in each year an AGM of the Division shall be held at such place, on such date and at such time as the Division Council may determine, for the purposes of:

- i. receiving and considering the reports of the Officers, Council members and accountant(s);
- ii. receiving and considering Branch reports;
- iii. considering such other matters as may appropriately be considered at the AGM of the Division;
- iv. electing or appointing the Officers and the members of the Division Council for the ensuing year; and,
- v. appointing the accountant(s) for the ensuing year.

b. Special Meetings

Subject to Applicable Law, from time to time, and for any purpose not contrary to Applicable Law or to the By-laws of the Corporation and the Division, the Division President, or a majority of all of the Branch Presidents within the Division, may call a Special Meeting of the Division by giving notice thereof in compliance with such By-Laws and setting out the date, time, place and purpose of the Special Meeting.

c. Notice

Notice of a meeting shall be given in accordance with Section 5.5 of the By-law.

d. Persons Entitled to Attend

The persons entitled to be present are:

- i. at an AGM of the Division:
 - a. all Division Council members;
 - b. all Directors of the Corporation;
 - c. all individual members of the Branches within the Division;
 - d. all Life Associates of the Corporation from within the Division;
 - e. the accountant(s); and,
 - f. such other persons as the Division may permit to attend; and,
- ii. At a Special Meeting: each individual entitled to vote at Division meetings.

e. Representatives of Branches

Only Branch Presidents may authorize another Registered Branch Participant from their Branch to represent them at a Division meeting. The authority of an individual to represent a Branch President shall be established by conveying a written authorization, signed by the Branch President (or, in case of his/her incapacity, the Branch First Vice- President or if none, a Branch Vice-President and the Branch Secretary) and naming the representative, to the chairman of the meeting. Except as provided in Paragraphs 13(n) and 13(o), no individual is permitted to carry more than one (1) vote.

f. Quorum

Subject to Applicable Law, the quorum for the transaction of business at a meeting of a Division shall be thirty-four percent (34%) of the persons entitled to vote at an AGM of the Division and fifty percent plus one (50%+1) of the persons entitled to vote at a Special Meeting of the Division.

g. Chair

The Division President shall be the chair of Division meetings. If neither the Division President nor a Division Vice-President is present, willing and able to act as chair of the meeting within thirty (30) minutes from the time fixed for the start of the meeting, the persons present and entitled to vote shall choose one of their number as chair of the meeting.

h. Recording Secretary

The Division Secretary shall be the recording secretary at Division meetings. If the Division Secretary is absent from the meeting or is unable or unwilling to act as recording secretary, the chair may appoint any other individual to act as recording secretary for that meeting.

i. Conduct of Meetings

Subject to the By-laws, including Paragraph 13 of this Appendix A, and Applicable Law, Division meetings shall be conducted by the chair of the meeting whose decision on procedural issues, including, without limitation, any question regarding the validity or invalidity of any instruments of authorization, and any question as to the admission or rejection of a vote, shall be conclusive and binding upon those at the meeting.

j. Meetings by Telephonic or Electronic Means

A Division shall be entitled to conduct meetings by telephonic or electronic means in accordance with the provisions of Section 5.4 of the By-law, and persons may participate in Division meetings in accordance with such provisions.

k. Persons Entitled to Vote at Division Meetings

The Branch President represents the individual members of a Branch and votes on their behalf at meetings of the Division. Each Branch President, or their representative, has one (1) vote. Each elected or appointed member of the Division Council and Life Associate from within the Division has one (1) vote. The provisions of the Weighted Vote (see Paragraph 13(n) hereof) may be applied when requested. Subject to Applicable Law, no individual who is also a paid employee of the Division or a Branch may vote.

l. Votes on General Questions and Resolutions

Each question for which the applicable legislation does not require a Special Resolution shall be decided by a majority of votes, by a show of hands, or

casting of ballots if so directed by the Chairman. Subject to Sections 13(n) and 13(o) hereof, each person entitled to vote has one (i) vote.

m. Votes on Special Questions and resolutions

Questions requiring a Special Resolution shall be passed only if sixty-seven percent (67%) of the votes by a show of hands, or casting of ballots if so directed by the Chairman, are in favour of that Special Resolution. Subject to Paragraph 13(n) and 13(o) hereof, each person entitled to vote has one (1) vote.

n. Weighted Vote

Notwithstanding the provisions of Paragraphs 13(l) and 13(m) hereof, if a Weighted Vote is requested by a Branch President with respect to questions relating to the expenditure of money by the Division:

- i. each Division Council member shall have one (1) vote; and,
- ii. each Division Council member who is also the President of a Branch within the Division shall have one (1) additional vote for each One Hundred Dollars (\$100.00) (or part thereof) which the financial statements for the immediately preceding fiscal year show that his/her Branch has contributed to the Division in response to an assessment during such fiscal year.

o. Equality of Votes

In case of an equality of votes on each side of any matter placed before a meeting of the Division, the Chair of the meeting shall be entitled to an additional, or deciding, vote.

p. Adjourned Meetings

Division meetings may be adjourned in accordance with of Section 5.5 (d) of the By-law.

APP. A – 15. RESOLUTIONS IN WRITING

If approved by the Division President, or any two (2) other members of the Division Council, Division powers may be exercised by a Resolution in Writing signed by all individual members of the Branches within that Division entitled to vote on the resolution at a meeting. A Resolution in Writing may be signed in counterpart, but all counterparts together shall form only one Resolution in Writing. Within thirty (30) days of the completion of a Resolution in Writing, copies of same shall be forwarded to each individual member of the Branches within that Division.

APP. A – 16. ATTENDANCE FEES

Division Council members shall not be paid a fee for attending any meeting of the Corporation or of the Division Council, but Division Councils may, by resolution, authorize the payment of expenses incurred by Division Council members (or Branch representatives, as described in Paragraph 13(e) hereof), to

attend any meeting.

APP. A – 17. CORPS

With the approval of the National Board, a Division may authorize the establishment, organization and operation of Corps, under the aegis, sponsorship and general supervision of a Branch within the Division. A Division may provide financial assistance to Corps out of its own funds, provided that the Division shall not exceed the budgeted yearly appropriation of funds for such purposes. The management and operation of the Corps shall be controlled by the sponsoring Branch, subject to:

- a. For Navy League Cadet Corps, regulations, policies and standards promulgated by the National Board, or the Division within which the Corporation operates, from time to time;
- b. For Royal Canadian Sea Cadet Corps, the applicable regulations, policies and standards promulgated by the Department of National Defence from time to time and the regulations, policies and standards promulgated by the National Board, or the Division within which the Corporation operates, from time to time; and,
- c. the express prohibition against any Corps borrowing money upon, pledging the credit of, or contracting liabilities on behalf of, the Corporation, any Division or any Branch.

APP. A – 18. AUXILIARIES

A Division Council may authorize the formation of one (1) or more auxiliaries in connection with the Division, or any Branch within the Division, and may define the function, and any operating regulations, of any such Auxiliary.

APPENDIX B – BRANCHES

NATIONAL BY- LAW NUMBER 1 THE NAVY LEAGUE OF CANADA LA LIGUE NAVALE DU CANADA (the “Corporation”)

APP. B – 1. BRANCHES

The following provisions shall form part of National By-law Number 1 (the “By-law”) of the Corporation, to which this Appendix B is attached, and constitute additional provisions to those set forth in Article 14 of the By-law regarding conduct of the affairs of the Branches within the Divisions of the Corporation.

APP. B – 2. FORMATION OF BRANCHES

With the recommendation of the appropriate Division, the Board (for purposes of greater clarity in this Appendix B, the “National Board”) may authorize the formation of a Branch in any case where there are at least ten (10) individuals or other persons exhibiting financial responsibility within a definable area. The Division shall establish and define the area in which a new Branch will be formed. A service club or other similar not-for-profit organization or entity may be authorized as a Branch if it agrees to comply with this By-law, including Appendix A, pertaining to Branches, and the applicable provisions contained in this Appendix B. When a Branch is operated as a committee of a service club or of some other similar not-for-profit organization or entity, and that service club or other similar not-for-profit organization or entity has restrictions on membership, such club or other similar not-for-profit organization or entity such club or other similar not-for-profit organization or entity must be prepared to admit any persons to membership in the Branch who meet the membership qualifications of the Division.

For greater certainty and clarity, members of a Branch are not Members of the Corporation, but if they meet the qualifications set forth in Paragraph 2 hereof, are Registered Branch Participants of the Corporation. Reference is made to Section 4.2 and Section 4.7 of the By-law.

APP. B – 3. INDIVIDUAL MEMBERSHIP IN A BRANCH

General

A person of good character (other than Active Cadet Organizations Administrative and Training Service (COATS) members, Non-COATS Canadian Armed Forces members assigned to Cadet support functions, Navy League Officers, and Civilian (RCSC) or Cadet Instructors (NLC)) who supports the purposes of the Corporation, may be enrolled as an individual member of a Branch and thereby also as a Registered Branch Participant of the Corporation. Such individuals influence the conduct of the Corporation through their participation at the Branch level. Registration of an individual as a

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member of a Branch is subject to the following conditions:

- i. any eligible person may be an individual member of more than one Branch but can only be a Director or Officer of one Branch;
- ii. the individual member of a Branch must pay the annual fee, as set by the Branch;
- iii. individual members of a Branch may attend that Branch's annual general meetings or special meetings, and they may vote at such Branch meetings in prescribed circumstances;
- iv. individual members of a Branch must be a minimum of nineteen (19) years of age to be eligible to serve as an Officer, director or member of council of the Branch or of the Division within which the Branch is located;
- v. individual members of a Branch may be subject to additional terms and conditions of registration as such, which may be prescribed by the Board, or the applicable Division or Branch from time to time.

APP. B – 4. BRANCH ACTIVITIES AND POWERS

a. Governed by Branch Council

Subject to applicable law, including the Act and the laws of the province or territory in which a Branch is situated (for purposes of this Appendix B, "Applicable Law") and to the By-laws, any policies of the Corporation, any Division by-laws approved by the National Board, and to the powers of its Division Council to manage and supervise the Branch's activities, each Branch may engage in activities and enact by-laws, and in so doing may engage in activities and enact by-laws, and adopt rules, regulations and policies for the management of the Branch's affairs which activities and affairs shall be directed, controlled and governed by a Branch Council. The Branch Council shall be composed of not less than three (3) members of the Branch, one of whom shall be the president of the Branch and the remainder of whom shall be such other members of the Branch as may be elected or appointed to the Branch Council. In the event that any by-laws, rules, regulations or policies of a Branch, or any portions thereof, contradict, are at variance with or are inconsistent with the By-laws or any policies, rules or regulations of the Corporation, the By-laws, and the rules, regulations and policies of the Corporation shall prevail, subject to Applicable Law.

b. Duties of Branch Council

The Branch Council of each Branch:

- i. shall prescribe the duties and responsibilities of the Officers and employees of the Branch;
- ii. may call Branch Council meetings and set quorums for such meetings; and;
- iii. may establish committees, and deal with such other Branch business as may properly come within its powers.

c. Branch Powers

With the prior approval of the National Board and the Division

Council having jurisdiction over the Branch, a Branch may:

- i. enact and/or amend the Branch's by-laws;
- ii. raise and expend funds in furtherance of the purposes of the Corporation within the Branch's designated boundaries and in accordance with the annual budget for the raising and expenditure of such funds approved by the Branch Council; and,
- iii. may correspond with the National Board through the Division Council having jurisdiction over the Branch, or as first otherwise approved by such Division Council.

d. Restrictions on Branch Powers

A Branch shall:

- i. Submit its financial statements and approved Budget to the Division in accordance with Paragraph 13 of Appendix B.

Commented [RB23]: Provides greater clarity

A Branch shall not:

- i. contract a loan, open a line of credit or otherwise borrow money on the credit of the Corporation, or mortgage, pledge, or charge any property of the Corporation or issue a guarantee except with the prior approval of the National Board by resolution;
- ii. make any expenditure, or incur any liability, in either case which is not within the budget approved by the Branch and provided to the Division Council having jurisdiction over the Branch, except with the prior approval of the Division if in excess of Five Thousand Dollars (\$5,000) per year but less than Twenty -Five Thousand Dollars (\$25,000) per year; and with prior approval of the National Board if in excess of Twenty-Five Thousand Dollars (\$25,000) per year; and
- iii. represent or act on behalf of the Corporation in any manner or thing, except with the express consent of the National Board..

Commented [RB24]: Provides more financial power to a Division and more flexibility to Divisions

APP. B – 5. Suspension or Termination of Status of Registered Branch Participants of the Corporation (Individual Branch Members)

- i. An individual who has been enrolled by a Branch as a member of that Branch (and who, as such, is a Registered Branch Participant of the Corporation and thereby entitled to participate in programs and activities of the Corporation, but as provided in Section 4.1 and Section 4.7 of this By-law, is not a Member of the Corporation and is not entitled to any Member rights), shall cease to be a Registered Branch Participant upon his/her death;
- ii. An individual's status as a Registered Branch Participant may be terminated in the event that:he/she fails to pay the applicable Branch membership fee;
 - a. he/she submits to the President of his/her Branch (the

- “relevant Branch”) either personally, by prepaid registered mail or by electronic mail, a written notice of resignation as an individual member of the Branch; or,
- i. he/she:
 - ii. fails to abide by the by-laws and rules of the relevant Branch, the Division within which such Branch is located (the “relevant Division”) and/or the Corporation;
 - iii. no longer supports the activities, purposes or objectives of the relevant Branch, the relevant Division and/or the Corporation;
 - iv. engages in conduct that the relevant Branch’s Council, the relevant Division’s Executive Committee and/or the National Executive Committee determine(s) is illegal, immoral or otherwise detrimental to the maintenance of the standards, the operations and/or the reputation of such Branch, such Division or of the Corporation.
- iii. Subject to (vi) and (vii) below, the relevant Branch’s Council, the relevant Division Council and/or the National Executive Committee may suspend a Registered Branch Participant for a period no longer than sixty (60) days (the “Suspension Period”), for any cause or reason considered just or for activities considered prejudicial to the relevant Branch, the relevant Division, the Corporation, or the Act, the Articles, the National By-laws or the by-laws of the relevant Branch or relevant Division.
 - iv. During the Suspension Period, an investigation will be ordered as directed by the relevant Branch President, the relevant Division President and/or the National President, as deemed appropriate.
 - v. Should such investigation determine that the reasons for any such suspension are of a nature that warrant further suspension, such determination and reasons shall be forwarded to the relevant Division’s Board or to the National Board, as deemed appropriate.
 - vi. Either the National Board or the relevant Division’s Board , by Ordinary Resolution, may extend a Suspension Period for up to a further ninety (90) days, provided that no Suspension Period shall be for longer than one hundred fifty (150) days (the “Maximum Suspension”) unless otherwise determined by the National Board as provided in (vii) below.
 - vii. Should it be determined that the reasons for a suspension are of a nature that warrant a Suspension Period beyond the Maximum Suspension, or that warrant termination , such determination and the reasons therefor shall be forwarded to the National Board for further consideration and final decision.

- viii. A Registered Branch Participant who is suspended or whose status is terminated has the right to redress of such suspension or termination to the next highest level in succession through the relevant Branch, the relevant Division and the National Board, with the National Board being the final arbiter of such decisions. A redress request must be submitted within fourteen (14) days of the date of such suspension or termination.

APP. B – 6. ELECTION AND APPOINTMENT OF BRANCH OFFICERS

a. General

- a. Unless otherwise approved by the Division Council, every officer of a Branch must have served for the immediately preceding year, as an individual member of that Branch, prior to being elected or appointed as an Officer of the Branch;
- b. At each Annual General Meeting (“AGM”) of a Branch, the Branch President and a minimum of two (2) additional directors shall be elected. In exceptional circumstances this requirement can be waived by the Division Council. The appointment of specific positions of office shall follow subject to the following:
 - a. each Branch shall maintain an Executive Committee consisting of the Branch President, one or more Branch Vice-Presidents, a Branch Secretary and a Branch Treasurer (or a Branch Secretary-Treasurer).
 - b. the interim replacement or reassignment of particular positions may occur at any time, provided the individual accepting the appointment is an elected director of the Branch.
 - c. Branch Presidents are required to report any changes in their Executive Committee to their Division.
- c. The Branch Council may, at its discretion, appoint assistants to the Officers and employees of the Branch and make such other appointments including adjunct advisors as the Branch Council may determine from time to time.
- d. At each AGM of a Branch, if required pursuant to the By-laws, policies or guidelines of the Corporation or by Applicable Law, the Branch shall appoint an auditor or an accountant, as the case may be.

Commented [RB25]: Reduced from 3 to 2 directors providing greater flexibility.

b. Branch President

The Branch President:

- i. is elected at the AGM of the Branch for a term of one (1) year or appointed subsequent to the AGM to serve the remainder of the term;
- ii. shall, if able, act as chair at all Branch meetings, except that if absent from, or unable or unwilling to act as chair at a meeting, he/she may be replaced at that meeting by a Branch Vice-President, or by or an individual selected at the meeting in accordance with Subparagraph

- 13(g);
- iii. shall act and speak for the Branch; and,
 - iv. may only serve for three (3) consecutive terms, except that the Branch may resolve by a Special Resolution passed at its AGM and approved by the Division Council, that a fourth consecutive term may be served. A Branch President who has served three (3) or four (4) consecutive terms may be elected (or appointed, if subsequent to the AGM) Branch President again after being out of the office of Branch President for at least one (1) year.

c. Branch Vice-President/First Vice-President

At least one (1) Branch Vice-President shall be elected at each AGM of a Branch to serve for a term of one (1) year or appointed subsequent to the AGM to serve the remainder of the term. If more than one (1) individual is elected a Branch Vice-President, one (1) of them shall be elected or appointed as Branch First Vice-President. The Branch Vice-President (in the case of only one (1) Branch Vice-President) or the Branch First Vice-President (in the case of more than one (1) Branch Vice-President) shall act or speak for the Branch President in his/her absence.

d. Branch Secretary

The Branch Secretary, who is elected at each AGM of a Branch for a term of one (1) year or appointed subsequent to the AGM to serve the remainder of the term or, in the case of an individual holding the dual offices of Branch Secretary-Treasurer, such individual, shall perform the duties assigned to that office by the Branch Council, and, without limiting the generality of the foregoing, the Branch Secretary shall:

- i. attend, act as recording secretary for, and maintain the minutes of, all meetings of the Branch and the Branch Council;
- ii. supervise the custody of all Branch records, documents and correspondence; and,
- iii. maintain current lists of:
 - a. all individual members of the Branch and Associates of the Branch;
 - b. all Warranted Navy League Cadet Officers and Cadet Instructors in the Branch and their dates of appointment; and
 - c. all Royal Canadian Sea Cadet Corps (Canadian Armed Forces Cadre Officers) and Civilian Instructors in the Branch.

e. Branch Treasurer

The Branch Treasurer, who is elected at each AGM of a Branch for a term of one (1) year or appointed subsequent to the AGM to serve the remainder of the term, or in the case of an individual holding the dual offices of Branch Secretary-Treasurer, such individual, shall perform the duties assigned to that office by the Branch Council, including:

- i. take charge of, be accountable for, and generally supervise, all funds, books of account, financial records, securities and property of the Branch;
- ii. ensure that an accurate account of all receipts and disbursements of Branch funds is maintained; and,
- iii. annually, propose a budget for the following fiscal year, and, upon approval of the budget, ensure that expenditures are monitored and kept in line with the Branch's approved budget.

APP. B – 7. BRANCH OFFICE

The Branch Council may cause a Branch office to be established and maintained.

APP. B – 8. AUDITORS/ACCOUNTANTS

- a. Each Branch, including any Branches which are incorporated, shall comply with this Paragraph 6 and with Applicable Law, regarding the appointment or engagement of a Public Accountant, as the case may be, or other qualified person acting as an accountant in the event that a Public Accountant, as defined, is not required, regarding the preparation, dissemination and filing of annual or any other financial statements.
- b. Without limiting the generality of Paragraph 6(a), a Branch with annual revenues in excess of Two Hundred and Fifty Thousand Dollars (\$250,000) shall have an annual audit conducted by a Public Accountant. If annual revenues are between Fifty Thousand Dollars (\$50,000) and Two Hundred and Fifty Thousand Dollars (\$250,000), the Branch shall have an annual review engagement conducted by a Public Accountant, unless the Branch elects to have an audit conducted. Subject to Applicable Law, unless otherwise determined by the National Board from time to time, a Branch with annual revenues of less than Fifty Thousand Dollars (\$50,000) shall not have to engage a Public Accountant.
- c. A Division Council, by resolution, and so advising the National Board, may compel a Branch within its territory to conduct an audit and may, at its discretion but acting in accordance with the By-laws of the Corporation, designate the individual or firm to conduct any such audit.

APP. B – 9. EXECUTION OF INSTRUMENTS

Transfers, assignments, contracts, obligations, certificates, cheques, and other instruments shall be signed on behalf of the Branch by the Branch President together with the Branch Secretary, or with a Branch Vice-President or with such other individual as the Branch Council may designate in its by-laws or by resolution of the Branch Council.

APP. B – 10. FINANCIAL YEAR OF A BRANCH

The financial year of a Branch shall end on such date in each year as the Branch Council may determine by resolution from time to time.

APP. B – 11. FUNDS OF A BRANCH

The funds of a Branch:

- a. shall consist of: all registration dues, fees or other monies subscribed or donated to a Branch for Branch purposes; or allocated, granted or loaned to a Branch by its Division Council or by the Corporation. The funds shall be under the control of that Branch, and may be used by, and for the purposes of, that Branch, subject to the provisions of the By-laws of the Corporation;
- b. which are received by a Branch but are intended to be for the account of the Corporation itself, or for the purposes of the Corporation of a National nature, and not for the Branch's own purposes, are to be remitted to the National Board by the Branch immediately after receipt;
- c. which are received by a Branch but are intended to be for the account of a Division, or for Division purposes, are to be remitted or credited to that Division immediately after receipt;
- d. are to be deposited in a financial institution, and may only be withdrawn or dealt with by at least two (2) Officers and/or employees of the Branch authorized by the Branch Council to sign cheques and other banking documents, and to transact banking business on behalf of a Branch; and,
- e. may be invested by a Branch in accordance with an investment policy which shall not be limited to investments authorized by law for trustees, as adopted by the Branch Council, and consistent with the investment policies of the Corporation from time to time.

APP. B – 11. DONATIONS

The Branch Council may:

- a. receive and hold any objects or funds donated to the Branch, whether by way of endowments or otherwise; and may use such objects or funds, or the income from such funds, as it sees fit to further the purposes of the Corporation within the Branch;
- b. receive funds raised by, or donated to, a Corps, and hold such funds for that Corps; and,
- c. solicit subscriptions for membership in the Branch, within that Branch's designated territory only.

APP. B – 12. REAL PROPERTY

Unless otherwise approved by the National Board, all Real Property shall be dealt with in accordance with Section 13.4 of the By-law.

APP. B – 13. FINANCIAL STATEMENTS AND BUDGETS

Within sixty (60) days after each fiscal year end of a Branch, the Branch shall provide an a statement of all monies received and disbursed during that preceding fiscal year, a copy of audit report or review engagement letter as appropriate and an approved budget containing estimates of receipts and expenditures for the current fiscal year, with the sources of funds and purposes of expenditures, to its Division.

APP. B – 14. MEETINGS OF BRANCHES

Unless otherwise specified by Applicable Law or the By-laws, meetings of Branches shall, unless otherwise determined by the National Board from time to time, be conducted according to Call to Order by Herb Perry and Susan Perry. In the event of a conflict between such Call to Order and one (1) or more provisions of Applicable Law, the Articles or the By-laws, the provisions of Applicable Law, the Articles or the By-laws shall prevail. Every AGM and other meetings shall be convened and conducted as follows:

a. Annual General Meetings

Once in each year an AGM of the Branch shall be held at such place, on such date and at such time as the Branch Council may determine, for the purposes of:

- i. receiving and considering the reports of the Officers, Council Members and accountant(s);
- ii. considering such other matters as may appropriately be considered at the AGM of the Branch;
- iii. electing the Officers and the members of the Branch Council for the ensuing year; and,
- iv. appointing the accountant(s) for the ensuing year.

b. Special Meetings

Subject to Applicable Law, from time to time, and for any purpose not contrary to Applicable Law or to the By-laws of the Corporation and the Division having jurisdiction, the Branch President, or a majority of all of the Branch Vice Presidents within the Branch, may call a Special Meeting of the Branch by giving notice thereof in compliance with such By-laws and setting out the date, time, place and purpose of the Special Meeting.

c. Notice

Notice of a meeting shall be given in accordance with Section 5.5 of the By-law.

d. Persons Entitled to Attend

The persons entitled to be present are:

- a. at an AGM of the Branch:
 - i. all members of the National Board;
 - ii. all members of the Division Council;

- iii. all members of the Branch Council;
 - iv. all individual members of the Branch;
 - v. all Associates from within the Branch;
 - vi. the auditor(s)/accountant(s); and
 - vii. such other persons as the Branch Council may permit to attend.
- b. at a Special Meeting:
- i. all individual members of the Branch;
 - ii. all members of the National Board; and
 - iii. all members of the Branch Council.

e. Quorum

Subject to Applicable Law, the quorum for the transaction of business at a meeting shall be thirty-four percent (34%) of the persons entitled to vote at an Annual General Meeting of the Branch and fifty percent plus one (50%+1) of the persons entitled to vote at a Special Meeting of the Branch. [this is the same change as in App A]

f. Chair

The Branch President shall be the chair of Branch meetings in accordance with Paragraph 1(b). If neither the Branch President nor a Branch Vice-President is present, willing and able to act as chair of the meeting within thirty (30) minutes from the time fixed for the start of the meeting, the persons present and entitled to vote shall choose one (1) of their number as chair of the meeting.

g. Recording Secretary

The Branch Secretary shall be the recording secretary at Branch meetings. If the Branch Secretary is absent from the meeting or is unable or unwilling to act as recording secretary, the chair may appoint any other individual to act as recording secretary for that meeting.

h. Conduct of Meetings

Subject to the By-laws of the Corporation and Applicable Law, Branch meetings shall be conducted by the chair of the meeting whose decision on procedural issues including, without limitation, any question regarding the validity or invalidity of any instruments of authorization, and any question as to the admission or rejection of a vote, shall be conclusive and binding upon those at the meeting.

i. Meetings by Telephonic or Electronic Means

A Branch shall be entitled to conduct meetings by telephonic or electronic means in accordance with the provisions of Section 5.4 of the By-law and persons may participate in Branch meetings in accordance with such provisions.

j. Persons Entitled to Vote at Branch Meetings

Only individual members of the Branch and Life Associates of the Corporation from within the Branch are entitled to vote at Branch meetings and they shall not authorize other individual members of the Branch to vote on their behalf at Branch meetings.

k. Votes on General Questions and Resolutions

Each question for which applicable legislation does not require a Special Resolution shall be decided by a majority of votes, by a show of hands, or casting of ballots if so directed by the Chairman. Each person entitled to vote has one (i) vote.

l. Votes on Special Questions and Resolutions

Questions requiring a Special Resolution shall be passed only if sixty-seven percent (67%) of the votes by a show of hands, or casting of ballots if so directed by the Chairman, are in favour of that Resolution. Each person entitled to vote has one (1) vote.

m. Equality of Votes

In case of an equality of votes on each side of any matter placed before a meeting of the Branch, the Chair of the meeting shall be entitled to an additional, or deciding, vote.

n. Adjourned meetings

Branch meetings may be adjourned in accordance with clause (d) of Section 5.5 of the By-law.

APP. B – 15. RESOLUTIONS IN WRITING

If approved by the Branch President or by a majority of Branch Vice-Presidents, the powers of a Branch may be exercised by a resolution in writing signed by all of the individual members of the Branch and all of the Life Associates of the Corporation from within the Branch. A resolution in writing may be signed in counterpart, but all counterparts together shall form only one (1) resolution in writing. Within thirty (30) days of the completion of a resolution in writing, copies of same shall be forwarded to each individual member of, and each Life Associate of the Corporation from within, the Branch.

APP. B – 16. ATTENDANCE FEES

Branch Council members shall not be paid a fee for attending any meeting of the Corporation, Division Council or Branch Council, but Branch Councils may, by resolution, authorize the payment of expenses incurred by Branch Council members to attend any meeting.

APP. B – 17. CORPS

With the approval of the National Board and the Division Council having jurisdiction, a Branch may organize and sponsor Corps. The management of the Corps shall be controlled by the sponsoring Branch, subject to:

- a. for Navy League Cadet Corps, regulations, policies and standards

- promulgated by the National Board , and the Division, from time to time;
- b. for Royal Canadian Sea Cadet Corps, the applicable regulations, policies and standards promulgated by the Department of National Defence from time to time and the regulations, policies and standards promulgated by the National Board and the Division, from time to time; and,
 - c. the express prohibition against any Corps borrowing money upon, pledging the credit of, or contracting liabilities on behalf of, the Corporation, any Division or any Branch.

APP. B – 18. AUXILIARIES

A Branch Council may authorize the formation of one (1) or more auxiliaries in connection with the Branch and may define the function, and any operating regulations, of any such auxiliary.