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**THE AIR CADET LEAGUE OF CANADA  
LA LIGUE DES CADETS DE L'AIR DU CANADA**

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**GENERAL OPERATING BY-LAW NO. 1**

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## **GENERAL OPERATING BY-LAW NO. 1**

A By-law relating generally to the conduct of the affairs of

### **THE AIR CADET LEAGUE OF CANADA LA LIGUE DES CADETS DE L’AIR DU CANADA**

(the League”)

**WHEREAS** the League was granted Letters Patent by the federal Government of Canada under the *Canada Corporations Act* on the 9<sup>th</sup> day of April, 1941.

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

**NOW THEREFORE BE IT ENACTED** as a General Operating By-law of the League to take effect in accordance with section 10.01 as follows:

#### **SECTION I - INTERPRETATION**

##### **1.01 Definitions**

In all By-laws and resolutions of the League, unless the context otherwise requires:

- (a) “Act” means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23, including any Regulations made pursuant to the Act and any statute or Regulations that may be substituted, as amended from time to time.
- (b) “Advisory Board” is a Standing Committee of the Air Cadet League of Canada consisting of Past Presidents and constituted pursuant to the provisions of the ByLaws of the league.
- (c) “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the League
- (d) “Board” means the Board of Governors of the League which may be referred to as the Board of Governors.
- (e) “By-laws” means this by-law and all other by-laws of the League as amended and which are, from time to time, in force and effect.

- (f) “Director” or “Governor” means a member of the Board, and may be referred to as a Governor.
- (g) “Executive” means the Executive Committee of the League.
- (h) “League” means the Air Cadet League of Canada as incorporated under the laws of Canada.
- (i) “Member” means a member of the League and “Members” or “Membership” means the collective membership of the League.
- (j) “Officer” means an officer of the League.
- (k) “Operating Policies” means the operating policies approved by the Board in accordance with section 2.06 of this by-law.
- (l) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.
- (m) “Policy and Procedure Manual” means the manual with respect to the structure and activities of the League and which encompasses all approved Operating Policies of the League that are required to be published.
- (n) “Provincial Delegate” or “Delegate” means a member who has been appointed or elected to represent his respective Provincial Committee within the quota set forth in the Policy and Procedure Manual, and based upon the cadet population within the Provincial Committees jurisdiction in accordance with section 3.03 of this Bylaw.
- (o) “Provincial Committee” means a group of persons forming a subordinate organization, which, within its province or other specified area of jurisdiction, represents the League and who promotes and assists in the development of Royal Canadian Air Cadets in accordance with the Operating Policies approved by the Board.
- (p) “Proposal” means a proposal submitted by a Member of the League that meets the requirements of section 163 of the Act.
- (q) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (r) “Special Resolution” means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution.

## **1.02 Interpretation**

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein, and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only will include the plural and *vice versa*;
- (c) the word “person” will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person; and
- (d) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

## **SECTION II - FINANCIAL AND OTHER MATTERS**

### **2.01 Financial Year**

Unless otherwise changed by resolution of the Board, the financial year end of the League shall be the 31st day of March in each year.

### **2.02 Banking Arrangements**

The banking business of the League shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. The banking business or any part of it shall be transacted by an Officer or Officers of the League and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

### **2.03 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the League shall be signed by any two (2) of its Officers or Governors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any Governor or Officer may certify a copy of any instrument, resolution, By-law or other document of the League to be a true copy thereof.

**2.04 Public Accountant and Level of Financial Review**

The League shall be subject to the requirements relating to the appointment of a public accountant and level of financial review required by the Act.

**2.05 Annual Financial Statements**

The League shall send copies of the annual financial statements and any other documents required by the Act to the Members between 21 to 60 days before the day on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a Member declines to receive them. Alternatively, the League may give notice to the Members stating that such documents are available at the registered office of the League and any Member may request a copy free of charge at the registered office or by prepaid mail. Article 9.01 describes the methods of giving notice.

**2.06 Operating Policies**

The Board may adopt, amend, or repeal by resolution such Operating Policies that are inconsistent with the By-laws of the League relating to such matters as terms of reference of committees, duties of Officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the By-laws, including the Policy and Procedure Manual, as the Board may deem appropriate from time to time. Any Operating Policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

**SECTION III - MEMBERS**

**3.01 Classes and Composition of Membership**

Pursuant to the Articles, there shall be one (1) class of Members in the League. Membership in the League shall be available to all Past Presidents, Governors that have been elected in accordance with this By-law, and to the number of Delegates appointed by each Provincial Committee in accordance with the requirements set forth in Section 3.03.

The League's success relies on its volunteers at the National, Provincial/Territorial, and Local levels; accordingly, other than those individuals appointed or elected as Members in accordance with the provisions of these By-Laws, all screened and registered persons serving on Provincial/Territorial Committees, Squadron Sponsoring Committees, and other Volunteers at any level of the League shall be recognized as Affiliates of the League. Affiliates shall not be Members of the League within the meaning of the Act and shall have no voting privileges.

### **3.02 Conditions of Membership – All Levels of the League**

Members must also meet the conditions of membership set forth herein:

- (a) be a legal resident of Canada or a Canadian citizen living abroad;
- (b) be at least eighteen (18) years of age;
- (c) have a genuine interest in the objectives of the League;
- (d) have successfully undergone, upon application, the screening and registration procedure set forth in the Policy and Procedure Manual (PPM); and
- (e) have then been confirmed into the Membership of their respective corporation, provincial committee or local level in accordance with its policies and procedure.

Serving members of the Canadian Forces (Regular and Reserve) involved in the cadet program are not eligible for membership. Employed Secretary-Managers, Executive Directors, CIC, and Air Cadets are not eligible for membership. Members may accept employment for positions as a CI, CIC or COATS for short term or summer assignments.

### **3.03 Provincial Delegates**

Each Provincial Committee will have the right to appoint delegates as Members in accordance with a formula set out in the Policy and Procedure Manual based on the cadet population within the Provincial Committee's jurisdiction. The chairperson of each Provincial Committee shall automatically become a Member of the League, filling one of the province's quota positions. Each Provincial Committee shall advise the League of the appointment or election of a delegate of their Provincial Committee in accordance with the Operating Policy of the Board in place from time to time, and their membership shall become effective upon receipt by the League of such notification. A Governor shall not be included in any Provincial Committee quota of delegates.

### **3.04 Rights of Members**

A Member of the League shall have the right to receive notice of, attend, speak and participate at all meetings of Members and the right to one (1) vote at all meetings of Members.

### **3.05 Termination of Membership**

Membership in the League is terminated when:

- (a) the Member dies;
- (b) The League is notified in writing or by a Provincial Chair that the Member's status as a Provincial Delegate has been terminated;
- (c) The Member has failed to pay dues after ninety (90) days of being in arrears, subject to Board approval;
- (d) the Member ceases to maintain the qualifications for membership set out in section 3.02;
- (e) the Member resigns by delivering a written resignation to the Chair of the Board in which case such resignation shall be effective upon the receipt of the letter and acceptance by the Board or Executive Committee;
- (f) the Member is removed as a Member of the League in accordance with section 3.08;
- (g) the Member's term of membership expires, if any; or
- (h) the League is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member automatically cease to exist.

### **3.06 Remuneration of Members and Compensation for Expenses**

A Member shall receive no remuneration for acting as such, and no Member shall directly or indirectly receive any profit from his position, unless specifically approved by the Board. Members may receive reasonable compensation for expenses incurred by them in the normal course of their duties as approved.

### **3.07 Membership Dues**

The amount of the membership dues, if any, shall be determined by the Board, and approved at an annual general meeting. In the absence of any determination of membership dues it shall be deemed that there are no annual or other membership dues. Once the amount of any membership dues has been determined, that amount shall be deemed to be the annual membership dues in each of the succeeding membership years until such amount is changed.

### **3.08 Discipline of Members**

The process to discipline a member of the Air Cadet League (ACL) at any level will require the Board of Governors (BOG) to do their due diligence prior to delegating the responsibility for such actions to the Executive Committee. The Board must be convinced that there exists a situation that could prove harmful to the League if no action is taken to resolve either a specific or ongoing conduct. The Board may suspend or remove any Member from the League for any one or more of the following grounds:

The Board may suspend or remove any Member from the League for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, or Operating Policies of the League;
- (b) carrying out any conduct which may be detrimental to the League as determined by the Board in its sole discretion; and/or
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the League.

Immediate, Temporary Suspension:

The Board, in its discretion, may temporarily suspend the said member from any Officer post or other position within the League until the Executive Committee completes a preliminary inquiry into the matter and finds that such action is justified.

Role of Executive Committee:

1. Upon determination that the League must act to resolve the situation, it will move the process, to determine a resolution, to the Executive Committee as a whole, to investigate, determine the method of investigation, including the establishment of a Complaints or Discipline Committee, determine that procedural fairness will be applied, and that sufficient evidence (both written and verbal) has been obtained to justify a recommendation to the BOG for an appropriate action to be taken against the member being disciplined.

2. Procedural Fairness: Because disciplined members have legal rights, it is imperative that every action taken by the Executive Committee and approved by the BOG be such that scrutiny by courts, lawyers, adjudicators, mediators and other League members pass a litmus test for Procedural Fairness. In the event that a litigation be brought against the League by the disciplined member, it may be necessary to turn over the case to a lawyer to defend the League in whatever element the member has chosen to challenge the decision of the League. Consequently, a successful defence by the League may depend on the quality of evidence provided to legal Counsel and an assessment of Procedural

Fairness applied to the process that led to the Executive Committee recommendation to the Board.

Suspension or Removal of a Member from the Air Cadet League:

In the event that the Board proposes that a Member should be expelled or suspended from membership in the League, the Chair of the Board shall provide twenty (20) days' notice of suspension or removal to the Member and shall provide reasons for the proposed suspension or removal. The Member may make written submissions to the Chair of the Board in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair of the Board, he/she may proceed to notify the Member that the Member is suspended or removed from membership in the League. Where written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.

### **3.09 Members' Accountability**

The Air Cadet League of Canada (ACL), as an entity, and its individual Members represent the collective membership of the ACL and are directly accountable to the collective membership. They also have a fiduciary duty to those who provide funds to the League and to its members for the sound administration of the League. In addition, they have a general duty of trust to those served by the League and to the public. Every member of the League shall exercise the powers and discharge the duties of his office honestly, in good faith and in the best interests of the League, and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.

### **3.10 Powers and Limitations of Individual Members**

- (a) No individual member shall have any authority to act on behalf of the Board with respect to agents, consultants, contractors or employees of the Air Cadet League of Canada, except as provided in the Bylaws or by resolution of the Board; and
- (b) No individual member shall have any authority to act on behalf of the ACL with respect to the transaction of the affairs of the ACL except as provided in the Bylaws or by resolution of the Board.

## SECTION IV - MEETINGS OF MEMBERS

### 4.01 Notice of Meetings

In accordance with and subject to the Act, notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Where the League provides notice electronically, as referred to in section 4.01(b), and if a Member requests that notice be given by non-electronic means, the League shall give notice of the meeting to the Member so requesting in the manner set out in section 4.01(a).

Notice of a meeting of Members shall also be given to each Governor and to the public accountant of the League during a period of 21 to 60 days before the day on which the meeting is to be held. Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting. The Governors may fix a record date for determination of Members entitled to receive notice of any meeting of Members in accordance with the requirements of section 161 of the Act. Subject to the Act, a notice of meeting of Members provided by the League shall include any Proposal submitted to the League under section 4.15.

### 4.02 Place of Meetings

Meetings of Members may be held at any place within Canada as the Board may determine or outside Canada if all of the Members entitled to vote at such meeting so agree.

### 4.03 Annual Meetings

An annual meeting of Members shall be held at such time in each year, as the Board may from time to time determine, provided that the annual meeting must be held no later than fifteen (15) months after holding the preceding annual meeting, and no later than six (6) months after the end of the Corporation's preceding fiscal year. The annual meeting shall be held for the purposes of considering the financial statements and reports of the League required by the Act to be presented at the meeting, electing Governors, appointing the public accountant, considering any bylaws amendments and major policy proposals or amendments presented, and transacting such other business as may properly be brought

before the meeting or is required by the Act. Changes to the national fee shall be by ordinary resolution at the annual meeting after consultation with stakeholders in accordance with League policy.

#### **4.04 Special Meetings**

The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. 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 of Members, unless the exceptions in the Act are met. If the Governors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

#### **4.05 Special Business**

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, except consideration of the financial statements, public accountant's report, and election of Governors and re-appointment of the incumbent public accountant, is special business.

#### **4.06 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 person at a meeting of Members is a waiver of notice of the meeting, except where such 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.

#### **4.07 Persons Entitled to be Present**

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

#### **4.08 Chair of the Meeting**

The chair of Members' meetings shall be the President or a Vice-President if the President is absent or unable to act. In the event that the President or a Vice-President is absent, the Members who are present and entitled to vote at the meeting shall choose a Member to chair the meeting.

#### **4.09 Parliamentarian**

For any general or special meeting of the Members when voting will take place or when it is deemed appropriate, the President shall recommend a Member to act as the Parliamentarian. The recommendation shall be approved by the Members at the beginning of a meeting. The duties of the Parliamentarian shall include but are not limited to:

- (a) confirmation of a quorum present;
- (b) determination of the number of Members present;
- (c) confirmation of the voting status for Members in attendance;
- (d) receiving and authorizing proxies held;
- (e) ensuring the agenda is adhered to;
- (f) preserving order and decorum and advising the chair on questions of order; and
- (g) if requested assist the chair in determining the sense of the meeting in either a voice or counted vote.

#### **4.10 Rules of Order**

Any questions of procedures at or for any meetings of the Members, which have not been provided for in this By-law or by the Acts, or by such other policy of the Board as in place from time to time, shall be determined by the chairperson of the meeting in accordance with the most current edition of *Bourinot's Rules of Order*.

#### **4.11 Quorum**

Subject to the Act, a quorum at any meeting of the Members shall be 20 Members. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a Member may be present in person, or by telephonic and/or by other electronic means.

#### **4.12 Meetings Held by Electronic Means**

A Members meeting may be held by telephonic or electronic means in accordance with the Act as follows:

- (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 participants to communicate adequately with each other during the meeting, if the League makes available such a communication facility and the meeting complies

with the requirements in the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting.

- (b) Notwithstanding clause (a), if the Governors or Members of the League call a meeting of Members, those Governors or Members, as the case may be, may determine that the meeting be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- (c) Any person participating in a meeting of Members by means of a telephonic, electronic or other communication facility and entitled to vote at such meeting, may vote using the communication facility that the League has made available for that purpose. When a vote is to be taken at a meeting of Members, the voting may be carried out by means of a telephonic, electronic or other communication facility only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the League without it being possible for the League to identify how each Member voted.

#### **4.13 Absentee Voting by Proxy**

Every Member entitled to vote at a meeting of Members may appoint a proxy holder, or one or more alternate proxy holders, who need not be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of the meeting after an adjournment;
- (b) a proxy holder may carry only one proxy in addition to his own vote;
- (c) a Member may revoke a proxy by depositing an instrument in writing executed by the Member in accordance with the Regulations;
- (d) a proxy holder or an alternate proxy holder has the same rights as the Member by whom they were appointed, including the right to speak at a meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxy holder or alternate proxy holder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
- (e) a proxy shall be in writing, executed by the Member or such Member's attorney and shall conform with the requirements of the Regulations; and
- (f) votes by proxy shall be collected, counted and reported in such manner as the chair of the meeting directs.

#### **4.14 Votes to Govern**

At any meetings of the Members, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by Ordinary Resolution. Except in the case of an equality of votes, the chair of the meeting shall not be permitted to vote.

#### **4.15 Proposals at Annual Meetings**

Subject to compliance with section 163 of the Act, a Member entitled to vote at an annual meeting may submit to the League notice of any matter that the Member proposes to raise at the annual meeting (a "Proposal"). Any such Proposal may include nominations for the election of Governors if the Proposal is signed by not less than five per cent (5%) of the Members entitled to vote at the meeting. Subject to the Act, the League shall include the Proposal in the notice of 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. The Member who submitted the Proposal shall pay the cost of including the Proposal and any statement in the notice of meeting at which the Proposal is to be presented unless otherwise provided by Ordinary Resolution of the Members present at the meeting.

#### **4.16 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 is as valid as if it had been passed at a meeting of the Members, unless a written statement is submitted to the League by a Governor or by the public accountant in relation to their resignation, removal or replacement. A copy of every resolution of the Members shall be kept with the minutes of meetings of Members.

#### **4.17 Adjournment**

The chair of any meeting of Members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided that the meeting of Members is adjourned for less than thirty-one (31) days. If a meeting of Members is adjourned by one or more adjournments for an aggregate number of days that is more than thirty (30) days, notice of the adjourned meeting shall be in the manner as if it is an original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

## SECTION V - GOVERNORS

### 5.01 Powers

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the League.

### 5.02 Number of Governors

The Board shall consist of the number of Governors between the minimum and maximum number of Governors specified in the Articles. The precise number of Governors on the Board shall be determined by resolution of the Board on a yearly basis. At least two of the Governors shall not be Officers or employees of the League or its affiliates.

### 5.03 Qualifications

Each Governor shall be an individual who is not less than 18 years of age. Each Governor shall be a Member of the League. No person who has been found by a court in Canada or elsewhere to be mentally incompetent, who has the status of a bankrupt, or who is an “ineligible individual”, as defined in the *Income Tax Act*, shall be a Governor.

### 5.04 Election of Governors and Term

- (a) Subject to the Articles, Governors shall be elected by the Members by Ordinary Resolution at an annual meeting of Members at which an election of Governors is required.
- (b) The terms of office of Governors shall be one (1) year or as determined by Ordinary Resolution of the Members.
- (c) If Governors are not elected at a meeting of Members, the incumbent Governors shall continue in office until their successors are elected.
- (d) Governors shall be eligible for re-election without limitation.

### 5.05 Appointment of Governors

Pursuant to the Articles, following the conclusion of the annual general meeting of Members each year, the Board may appoint Governors (the “appointed Governors”) to hold office for a term expiring not later than the close of the next annual meeting of Members, one of which shall be the Immediate Past President. The number of appointed Governors shall not exceed one-third (1/3) of the number of Governors elected by the Members at the previous annual meeting of Members.

#### **5.06 Ceasing to Hold Office**

A Governor ceases to hold office when the Governor dies, resigns, is removed from office by the Members in accordance with section 5.09, or no longer fulfils all of the qualifications to be a Governor set out in section 5.04, as determined in the sole discretion of the Board.

#### **5.07 Resignation**

A resignation of a Governor becomes effective at the time a written resignation is sent to the League or at the time specified in the resignation, whichever is later.

#### **5.08 Removal**

The Members may, by Ordinary Resolution, passed at a meeting of Members, remove any Governor from office before the expiration of the Governor's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Governor so removed, failing which, such vacancy may be filled by the Board.

#### **5.09 Filling Vacancies**

In accordance with and subject to the Act and the Articles, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or the minimum or maximum number of Governors, or from a failure of the Members to elect the number of Governors required to be elected at any meeting of Members. If there is not a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Governors required to be elected at any meeting of Members, the Board shall forthwith call a special meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Governors then in office, any Member may call the meeting. A Governor appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

#### **5.10 Delegation**

Subject to the Act, the Board may appoint from their number a managing Governor or a committee of Governors (which may be referred to as an executive committee) and delegate to the managing Governor or committee any of the powers of the Board, except those which may not be delegated by the Board pursuant to subsection 138(2) of the Act. Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its Members, to elect its chair and to otherwise regulate its procedure.

#### **5.11 Conflict of Interest**

All members and affiliates are required to act in the best interest of the League, and to subordinate their personal interests while acting in the best interests of the League. Members and affiliates will avoid conflict of duties between the duties they owe to the League and to other organizations.

**5.12 Confidentiality**

Every Governor, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.

**5.13 Indemnification**

The League shall provide present or former Governors or Officers with the indemnification described in section 151 of the Act.

**5.14 Remuneration of Governors and Compensation for Expenses**

As required by the Articles, Governors shall serve without remuneration, and no Governor shall directly or indirectly receive any profit from his or her position as such, provided that a Governor may be reimbursed for reasonable expenses incurred in performing his or her duties.

**SECTION VI - MEETINGS OF GOVERNORS**

**6.01 Calling of Meetings**

Meetings of the Board may be called by the President, the First Vice-President, any two (2) Governors at any time. There shall be a semi-annual meeting of the Board and Committees each year. It shall usually be held during the month of November in Ottawa, Ontario.

**6.02 Place of Meetings**

Meetings of the Board may be held at the registered office of the League or at any other place within or outside of Canada, as the Board may determine.

**6.03 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 6.01 of this By-law to every Governor of the League not less than 48 hours before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Governors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent

to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Governors shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

#### **6.04 Regular Meetings**

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Governor forthwith after being passed, but no other notice shall be required for any such regular meeting except if notice is required to be given because a matter referred to in subsection 138(2) of the Act, is to be dealt with at the meetings.

#### **6.05 Participation at Meeting by Telephone or Electronic Means**

If all of the Governors consent, a Governor may, in accordance with the Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Governor participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this section may be 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.

#### **6.06 Quorum**

A majority of the number of Governors specified in the Articles constitutes a quorum at any meeting of the Board, provided that where there is a minimum and maximum number of Governors specified in the Articles, a quorum shall be a majority of the number of Governors determined in accordance with section 5.02. For the purpose of determining quorum, a Governor may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

#### **6.07 Votes to Govern**

Each Governor may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

#### **6.08 Resolutions in Writing**

A resolution in writing, signed by all the Governors 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 Governors.

## **SECTION VII OFFICERS**

### **7.01 Appointment**

The Board may designate the offices of the League, appoint Officers, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the League. A Governor may be appointed to any office of the League. An Officer may, but need not be, a Governor unless this By-law otherwise provides. Two or more offices may be held by the same person.

### **7.02 Description of Offices**

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the League, if designated and if Officers are appointed thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

- (a) **President** - The President, when present, shall usually chair all meetings of the League, Board, and Executive Committee, and, with the Executive and the Board, generally oversee and supervise the governance of the League. This includes the signing of By-laws, Ordinary and Special Resolutions, Memoranda of agreement, understanding or cooperation, and other such documents requiring the League's signature and seal. It also includes such other duties as may from time to time be prescribed by resolution of the membership, Board, or the Executive Committee, that are incidental to this office.
- (b) **Immediate Past President** - The Immediate Past President shall be a voting member of the Board and the Executive Committee.
- (c) **First Vice-President** - The First Vice-President shall, in the absence of the President, chair meetings of the Corporation, Board, and Executive Committee, and otherwise exercise all the powers and duties of the President.
- (d) **Other Vice-Presidents** - The other three Vice-Presidents will be appointed to Standing and *Ad Hoc* Committees or other duties by the President
- (e) **Treasurer** – One of the Other Vice-Presidents shall be appointed as the Chair of the National Finance Committee, Chief Financial Officer and the Treasurer. The Treasurer shall be responsible to ensure that the maintenance of proper accounting records is in compliance with the Act as well as are the deposits of money, the safekeeping of securities and the disbursement of funds of the League. Whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of the League.

- (f) **Executive Director** - The Executive Director, if one is appointed, shall supervise the day to day operations, finances and administration of the League. The Board may delegate to the Executive Director the power to manage and direct the business and affairs of the League and to employ and discharge agents and employees of the League. The Executive Director shall conform to all lawful orders given by the Board of Governors of the league and shall at all reasonable times give to the Board all information it may require regarding the affairs of the League. It shall be the duty of the Executive Director to serve as the Secretary and to ensure that complete League Legal and business records are kept, maintained and secured in all utilized forms, including those of the annual and special meetings of the Members, Board, and Executive Committee meetings. The Executive Director shall ensure that:
- (i) Meeting notices are sent to the members; records are kept of all meetings of the members, the Board and the Executive Committee;
  - (ii) Minutes, Records of Proceedings and Records of Decisions are approved at the next meeting and distributed; and
  - (iii) Such other duties as may from time to time be required or assigned by resolution of the Board or direction of the Executive Committee are fulfilled.

The duties of all other Officers of the League shall be such as the terms of their engagement call for or the Board or the Chair requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

### **7.03 Term of Office**

Officers shall hold their position for a period of one (1) year, renewable upon ascending with the senior Vice-President becoming the First Vice-President and the First VicePresident becoming the President, all assuming being voted in. The Treasurer will normally serve for multi years as long as a Vice-President. The Executive Director is employed on a continuous basis at the discretion of the Executive Committee, but as a paid employee he/she cannot be terminated without taking into account any statutory and common law rights owed to him/her under employment law. In those cases where an Officer is appointed by the Board to fill a vacancy during the year the appointment shall be valid until the first meeting of the Board immediately following the annual general meeting.

### **7.04 Vacancy in Office**

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

- (a) the Officer's successor being appointed;
- (b) the Officer's resignation;

- (c) such Officer ceasing to be a Governor (if a necessary qualification of this appointment); or
- (d) such Officer's death.

If the office of any Officer of the League shall be or become vacant, the Board may appoint a person to fill such vacancy.

## SECTION VIII - COMMITTEES

### 8.01 Advisory Board and Nominating Committee

- (a) **Advisory Board** – The Advisory Board, consisting of Past Presidents, shall be a permanent Standing Committee with Terms of Reference approved by the membership through an Operating Policy.
- (b) **Nominating Committee** - By Ordinary Resolution, the Board shall mandate annually the existence of a Nominating Committee within the Advisory Board or otherwise. If within the Advisory Board, the composition of the Nominating Committee shall be determined in the discretion of the Advisory Board. If not within the Advisory Board, the Board may by Operating Policies set out its composition. The Nominating Committee is advisory in its capacity and its terms of reference shall be established by the Board through Operating Policy. The Nominating Committee shall coordinate the nomination process for Governors and the Executive Committee to be proposed at the annual general meeting of Members.

### 8.02 Executive Committee

The Executive Committee shall be composed of the Officers of the League, including the President, the Vice-Presidents (one of whom is the treasurer), the Immediate Past President, and the Executive Director. Members nominated to the Executive Committee must have served as a Governor for not less than one full year within the last five (5) years. The Executive Committee is responsible for carrying out any duties the Board may delegate to it, except those powers which may not be delegated by the Board pursuant to subsection 138(2) of the Act. Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its members and to otherwise regulate its procedure.

### **8.03 Audit Committee**

The Audit Committee, if appointed, shall be composed of no less than three (3) Governors, a majority of whom are not officers or employees of the League of its affiliates. The Treasurer of the League cannot be the Chair of the Audit Committee. The committee Chair should have a working knowledge of audit practices.

- (a) The Audit Committee shall review the financial statements of the League before they are approved under section 178.
- (b) The League shall send the public accountant notice of the time and place of any meeting of the Audit Committee if applicable. The public accountant is entitled to attend the meeting at the expense of the League and be heard, and shall attend every meeting of the committee if requested to do so by one of its members.
- (c) The public accountant or a member of the audit committee may call a meeting of the committee.

### **8.04 Other Committees**

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any committee member may be removed by the Board. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairperson and to otherwise regulate its procedure.

## **SECTION IX - NOTICES**

### **9.01 Method of Giving Notices**

Subject to sections 4.01 and 6.03, 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, Governor, 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 League or in the case of notice to a

Governor to the latest address as shown in the last notice that was filed by the League in accordance with the Act and received by Corporations 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, Governor, 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 Governor or Officer of the League to any notice or other document to be given by the League may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

#### **9.02 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.

#### **9.03 Undelivered Notices**

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the League shall not be required to give any further notices to such Member until such Member informs the League in writing of his or her new address.

#### **9.04 Omissions and Errors**

The accidental omission to give any notice to any Member, Governor, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the League has provided notice in accordance with the 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.

#### **9.05 Waiver of Notice**

Any Member, proxy holder, Governor, 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.

### **SECTION X - AMENDMENT OF ARTICLES AND BY-LAWS**

#### **10.01 Amendment of Articles**

The Articles of the League may only be amended if the amendment is sanctioned by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

#### **10.02 By-law Confirmation**

In accordance with the Articles and subject to the Act, any By-law, amendment or repeal of a By-law shall require confirmation by Special Resolution of the Members.

#### **10.03 Effective Date of Board Initiated By-law, Amendment or Repeal**

Subject to the Act, the Board may by resolution, make, amend, or repeal any By-laws that regulate the activities or affairs of the League. Any such By-law, amendment, or repeal shall be effective from the date of the Special Resolution of the Members approving such By-law, amendment, or repeal. A Board resolution is not required to make, amend or repeal any By-law which is made pursuant to subsection 197 (1) of the Act.

## SECTION XI - EFFECTIVE DATE

### 11.01 Effective Date

This By-law is effective upon the issuance of a Certificate of Continuance of the League by the federal Government under the *Canada Not-for-Profit Corporations Act* and approval of the By-law by Special Resolution of the Members.

**ENACTED** by the Governors of the League this 18th day of March 2020.

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary

**APPROVED** by the Members of the League this 13th day of June 2020.

  
\_\_\_\_\_  
Secretary