



BY-LAWS

2015

The Navy League of Canada

Alberta Division Council By-Laws

ARTICLE ONE - DIVISION

1. ALBERTA DIVISION COUNCIL

(a) Formation

Subject to the By-Laws, any policies, rules or regulations of the Navy League of Canada (the Corporation) and any Division by-laws approved by the Board (for purposes of greater clarity, the "National Board"), Alberta Division Council 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 Canada Not for Profit Act and the laws of Alberta (Applicable Law), such activities and affairs shall be directed, controlled and governed by Alberta Division Council composed of not less than three (3) individuals in addition to the President of each Branch within the Division Council, and the remainder of whom shall be such other individuals from within the Division Council as may be elected or appointed as a member of Alberta Division Council. In the event that any by-laws, rules, regulations or policies of Alberta Division Council, 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

Alberta Division Council:

- i. shall prescribe the duties and responsibilities of the officers, Alberta Division Council members and employees of the Division, and Branches within the Division;
- ii. may call Alberta 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.

2. DIVISION COUNCIL POWERS

(a) Powers

- i. With the prior approval of the National Board only, the Division Council may:
 - a) enact and/or amend Division Council 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 Alberta Division Council, provided that the names of persons to whom each such Division Council award is made is promptly reported to the Corporation.

ii. The Division may intervene in the affairs of a Branch, if Division Council determines that such intervention is necessary to protect the name or further the purposes of the Corporation. Alberta Division Council shall provide fourteen (14) days written notice of such intervention which must state the reasons for and conditions of the intervention.

iii. Division shall submit its audited financial statements to the National Board in accordance with Paragraph 12 of **National** by-laws.

(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), Division Councils 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 Alberta 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 Council 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; and

vi. make any expenditure, or incur any liability, in either case which is not within the budget set for the Division by the National Board, in excess of Ten Thousand Dollars (\$10,000) per year, except with the prior approval of the National Board by resolution.

(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 the National 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) s/he fails to pay the applicable Branch membership fee;

- b) s/he 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) s/he:

- fails to abide by the by-laws and rules of the relevant Branch, Alberta Division, and/or the Corporation;
- no longer supports the activities, purposes or objectives of the relevant Branch, Alberta Division and/or the Corporation; and
- engages in conduct that the relevant Branch's Council, Alberta 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 Alberta Division, or of the Corporation.

iii. Subject to (vi) and (vii) below, the relevant Branch's Council, the Division Council'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, Alberta Division, the Corporation, or the Act, the Articles, the National By-laws, or the by-laws of the relevant Branch or Alberta Division.

iv. During the Suspension Period, an investigation will be ordered as directed by the relevant Branch President, Alberta 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 Alberta Division's Board or to the National Board, as deemed appropriate.

vi. Either the National Board or Alberta 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 Alberta 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.

3. ELECTION AND APPOINTMENT OF DIVISION OFFICERS

(a) **General**

i. Unless otherwise approved by the National Board, every Director of a Division must have

served three (3) years as an individual member of a Branch or a Corps or Staff officer within the last 5 years prior to being elected or appointed as a Director of the Division Council.

- ii. At each Annual General Meeting (“AGM”) of Alberta Division, the Officers of the Division Council and those who are not currently elected members of a Branch Council shall be elected. Subject to Applicable Law, any vacancies arising on the Division Council following on 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 Alberta Division;
- iii. The Division Council may, at its discretion, appoint assistants to the Officers and employees of the Division.
- iv. Written notice must be given thirty (30) days prior to the Annual General Meeting of intention to seek election for Alberta Division Council
- v. Those who are nominated prior to elections must submit a written resume, those nominated from the floor must be willing to stand and give their resume verbally, questions may be asked of either for clarification;

(b) Division Council President

The Division Council President:

- i. is elected at the AGM of the Division Council 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, s/he 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

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 Council President who has served three (3) or four (4) consecutive terms may be elected Division Council 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 First Vice-Presidents may serve a maximum of three (3) consecutive years.

(d) Division Secretary

The Division Secretary, who is elected at each AGM of a Division Council 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 Alberta 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 Alberta Division and Alberta 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 Council 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 Alberta 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;

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; and

iv. arrange an annual review of accounts and submit an audited statement for approval at the Division AGM.

4. EXECUTIVE COMMITTEE OF A DIVISION

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

a) 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 Council Secretary-Treasurer in the case of one person

holding both positions); and

v. such other person(s) as may be appointed to serve by Alberta Division Council

b) The Chair of the Executive Committee may convene meetings as required between meetings of Alberta Division Council.

c) Alberta Division Council may convene meetings of the Executive Committee.

d) The Executive Committee shall exercise such functions as may be required between meetings of Alberta Division Council or in compliance with resolutions of Alberta Division Council.

5. DIVISION OFFICE

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

6. AUDITORS / ACCOUNTANTS

- a) Alberta Division Council 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.
- b) 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.
- c) Without limiting the generality of Paragraph 6(a), a Division Council 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 Council shall have an annual review engagement conducted by a Public Accountant, unless the Division Council elects to have an audit conducted. Subject to Applicable Law, unless otherwise determined by the National Board from time to time, a Division Council with annual revenues of less than Fifty Thousand Dollars (\$50,000) shall not have to engage a Public Accountant.
- d) 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.
- e) 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.
- f) 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.

7. 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 Alberta Division Council may designate in its by-laws or by resolution of Alberta Division Council.

8. FINANCIAL YEAR OF DIVISION

The financial year of Alberta Division shall end on July 1 in each year.

9. 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 Division by the Corporation, as well as proceeds of assessments or contributions by Branches. The funds shall be under the control of the Division, and may be used by, and for the purposes of Alberta Division, subject to the provisions of the Corporation's By-laws;
- b) which are received by 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; which are received by 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;
- c) 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 Division Council; and
- d) may be invested by Division Council in accordance with an investment policy which shall not be limited to investments authorized by law for trustees, as adopted by Alberta Division Council, and consistent with the Corporation's investment policies from time to time.

10. DONATIONS

Alberta 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, Alberta 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 Alberta Division Council sees fit.

11. 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 National By-law.

12. FINANCIAL STATEMENTS AND BUDGETS

Within ninety (90) days after each fiscal year end of the Division, Alberta 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.

13. MEETINGS OF DIVISIONS

Unless otherwise specified in the Act or the National By-laws, or unless otherwise determined by the National Board from time to time, meetings of Alberta Division Council 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 Alberta Division shall be held at such place, on such date and at such time as Alberta 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 Alberta 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 Alberta 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 National By-law.

(d) Persons Entitled to Attend

The persons entitled to be present are:

i. at an AGM of the Division:

- a) all Alberta Division Council members;
- b) all Directors of the Corporation;
- c) all individual members of the Branches within Alberta Division;
- d) all Life Associates of the Corporation from within Alberta 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 Alberta 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 Council. [NTD: added this wording in case local law does not permit inconsistent quorums]

(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 bylaw, 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 National 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 Alberta Division Council 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 (1) 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 Alberta Division Council member shall have one (1) vote; and

ii. each Alberta 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 Council 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 Council meetings may be adjourned in accordance with of Section 5.5 (d) of the National By-law.