2012

National By-Laws

NL 18E

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The Navy League of Canada
7/02/2012

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INTRODUCTION

The Purposes and Objects of The League are listed here for all who use these By-Laws.

THE PURPOSES AND OBJECTS OF THE NAVY LEAGUE OF CANADA,

As authorized by Supplementary Letters Patent issued on July 13th, 2007:

To promote an interest in maritime affairs generally throughout Canada.

To prepare, publish and disseminate information and encourage debate relating to the role and importance of maritime matters in the interests of Canada.

To promote, organize, sponsor, support and encourage the education and training of the youth of the country through Cadet movements and other youth groups with a maritime orientation, and through the provision of recreational opportunities and training, to promote the physical and mental fitness of the boys and girls participating in the Cadet Programmes.

To hold conferences, symposiums, and meetings for the discussion and exchange of views in matters relating to the objects of The League.

To assist and aid by the establishment of foundations, scholarships or bursaries those who take part in the youth activities of The League for their education and advancement as may be deemed necessary by the National Board of Directors of The League.

To collect, receive invest and hold funds and property from voluntary contributions, subscriptions, gifts, and legacies for the objects of The League, or such of them as the donors may direct.

To foster the safety and general welfare of Canadian sailors, and their dependants.

To co-operate, as directed by the National Board of Directors, with any kindred society having either in whole or in part, comparable objects to The League.

To do all such other lawful things as are incidental or conducive to the attainment of the above objects; provided always that it shall be a fundamental principle to The League that its objects, membership, management and conduct shall be absolutely unconnected with and free from all party politics.

ARTICLE ONE - AUTHORITY

1.1 These are the By-Laws of The Navy League of Canada as approved in principle by the National Board of Directors of The League at its Annual General Meeting in Regina on the 23rd of April, 1993, and adopted by the National Board at its meeting in Ottawa on the 26th of November, 1994. These By-Laws were amended on the 6th of May 1995 in Ottawa; on the 16th of May 1996 in Charlottetown; on the 26th of April 1997 in Ottawa; on the 12th of September 2002 in Ottawa; on the 4th of March 2006 in Gatineau; on the 24th of March 2007 in Ottawa, on the 18th of April 2009 in Ottawa and on the 13th of October 2009 in Ottawa. They are issued to provide direction to the National Board of Directors, Divisions, and Branches of The League for the conduct of their administration and affairs.

1.2 All previous By-Laws of The Navy League of Canada are hereby repealed but without prejudice to, or affecting the validity of, any matter or thing heretofore done, performed or authorized, or any right acquired, under the said repealed By-Laws, provided that such repeal and the coming into force of these revised By-Laws of The League shall take effect from the date stipulated in the approval thereof by the Minister of Consumer and Corporate Affairs.

1.3 Division and Branch By-Laws developed in accordance with provincial regulations and approved by the National Board of Directors as of 31 December 2008 may remain in effect until they are superseded, or until 31 December 2010, whichever occurs later, at which time they will no longer be considered valid.

ARTICLE TWO - INTERPRETATION

2.1 DEFINITIONS

In these By-Laws, unless the context otherwise requires:

"Annual General Meeting" means a yearly scheduled meeting of the members of the League, a Division, or a Branch as the context requires, required to be held by any law, these By-Laws, or those of a Division or Branch;

"Associate Member" has the meaning given to it in Sub-Clause 3.1.02;

"Board" means the National Board of Directors;

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

"Branch Council" means the governing body of a Branch as described in Clause 6.4;

"*Branch President*" has the meaning given to it in Clause 6.6;

"Cadet" means a member in good standing of a Corps;

"Cadet Member" has the meaning given to it in Sub-Clause 3.1.03;

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

"*Director*" means any individual elected or appointed to conduct business on behalf of The League.

"Division" means the Members in a defined territory or area designated by the National Board of Directors for the purpose of carrying on the work of The League in such territory or area;

"Division Council" means the governing body of a Division established to achieve the Purposes and Objects of The League within the Division, as described in Clause 5.2;

"Division Council Member" means an Individual Member who has been elected, appointed, or designated to serve on a Division Council;

"Executive Committee" means the committee appointed as described in Clause 4.5;

"General Meeting" means an open meeting of the members of The League, a Division, or a Branch, as the context requires;

"Honorary Member" has the meaning given to it in Sub-Clause 3.1.04;

"Individual Member" has the meaning given to it in Sub-Clause 3.1.01;

"The League" means The Navy League of Canada;

"*Life Member*" has the meaning given to it in Sub-Clause 3.1.05;

"National" means the National Board of Directors and its components or members, and may be used in place of "League", e.g. the "National" President is also the "League" President;

"National Board of Directors" means the policy governing body of The League established to achieve the Purposes and Objects of The League, as described in Article 4;

"Member of the National Board of Directors " means an Individual Member who has been elected, appointed, or designated to serve on the National Board of Directors;

"National First Vice-President" means the First Vice-President elected by the National Board of Directors and described in Clause 4.8;

"National Office" means the head office of The League as described in Clause 4.13;

"National President" means the President of The League as described in Clause 4.6;

"National Secretary" means the General Secretary appointed by the National Board of Directors in accordance with Clause 4.10;

"National Treasurer" means the person elected as described in Clause 4.11;

"National Vice-President" means a Vice-President, other than the National First Vice-President, appointed at each Annual General Meeting of The League and described in Clause 4.9;

"Officers of a Branch" means: the Branch President, Vice-President(s), Secretary, and Treasurer, or Secretary-Treasurer; or as specified in Branch By-Laws;

"Officers of a Division" means: the Division President, Vice-President(s), Secretary, and Treasurer, or Secretary-Treasurer; or as specified in Division By-Laws;

"Officers of The League" means: the National President, National First Vice-President, National Vice-Presidents, National Secretary, and National Treasurer;

"Person" means an individual person, a body corporate, or an organization;

"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;

"Shall" means that the action indicated by the context is mandatory, whereas "Will" indicates the future tense, and "May" indicates the action indicated is optional;

"Special Meeting" means any meeting other than a regularly scheduled meeting of The League, a Division or Branch, as the case may be, called in accordance with these By-Laws for any purpose not contrary to law, the charter of The League or these By-Laws;

"Special Resolution" means a resolution to make any fundamental change to the name, Purposes and Objects, Supplementary Letters Patent, or By-Laws of The League, as described in Sub-Clause 4.23.010; and,

"Weighted Vote" has the meaning given to it in Sub-Clause 4.23.013 and 5.19.014.

2.2 NUMBER / GENDER

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.

2.3 HEADINGS

The headings used throughout these By-Laws are inserted for convenience of reference only and are not to be used as an aid in the interpretation of these By-Laws.

2.4 INVALIDITY OF PROVISIONS

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

2.5 AMENDMENT OR REPEAL

These By-Laws may be amended or repealed, or new By-Laws may be substituted at any time by the National Board of Directors, provided that notice stating the nature of the alterations be sent by prepaid mail, electronic mail, or facimile to each Member of the National Board of Directors at least twenty one (21) days prior to the next Annual General Meeting. All amendments to these By-Laws shall be approved by the Minister of Consumer and Corporate Affairs before they take effect.

ARTICLE THREE - MEMBERS

3.1 MEMBER CATEGORIES

The League may admit the following categories of members:

.01 INDIVIDUAL MEMBERS

A Person of good character (other than a Navy League Officer, CIC Officer, Civilian or Cadet Instructors) who supports the Purposes and Objects of The League, may be enrolled as an Individual Member. Individual Members influence the conduct of The League through their vote at General or Special Meetings of their Branch. Individual Membership is subject to the following conditions:

(a) Any eligible person may be an Individual Member of one Branch only.

(b) The Individual Member must pay the annual fee, as set by the Branch.

(c) Individual Members may attend General or Special Meetings of the Branch to which they belong, and they may vote at such meetings in prescribed circumstances.

(d) Individual Members must be a minimum of nineteen (19) years of age to serve as an officer or director of the National Board, a Division or a Branch.

(e) Individual Members may be subject to additional terms and conditions of membership which may be prescribed by the Board, Division or Branch from time to time.

.02 ASSOCIATE MEMBERS

A Person of good character who supports the Purposes and Objects of The League may be enrolled as an Associate Member of at the National, Division or Branch level upon payment of an annual fee set by the Board, the Division or Branch, as applicable. Associate Membership is subject to the following conditions:

(a) Any eligible person may hold Associate Member status in The League, and as many Divisions and Branches as they wish.

(b) The Associate Member must pay the annual fee as set at the National, Division or Branch level.

(c) Not withstanding subpara (b), all active CIC Officers, Navy League Officers, Civilian or Cadet Instructors of Corps are granted Associate Member status, and are not required to pay a fee.

(d) Associate Members may attend General or Special Meetings but do not have the right to vote.

(e) Associate Members at the National level may hold an Associate Life Membership upon meeting the criteria set by the Board.

(f) Associate Members may be subject to additional terms and conditions of such membership which may, from time to time, be prescribed by the Board, the Division or Branch.

.03 CADET MEMBERS

All Cadets are "Cadet Members" of the Branch which sponsors the Corps. They are subject to the terms and conditions of membership which may, from time to time, be prescribed by the Board or by the applicable Division or Branch. Cadet Members are not required to pay membership fees, and do not have the right to vote.

.04 HONORARY MEMBERS

The National Board of Directors may appoint any Person who has provided significant service to The League or has in some other manner become worthy of distinction by The League as an Honorary Member. Honorary Members are subject to such terms and conditions of membership as may be prescribed by the Board for Honorary Members from time to time. Honorary Members are not required to pay membership fees and do not have the right to vote**.**

.05 LIFE MEMBERS

Individual Members who have completed twenty-five (25) years of service, or have served as National President, or have paid the Life Membership fee as set by The League, may be granted Life Membership. Life Members are permitted to vote at their local Branch or Division General or Special meetings without paying the annual membership dues to the respective Branch or Division. Currently serving Navy League Cadet Officers, CIC Officers and Civilian/Cadet Instructors who have been granted a Life Membership shall be subject to the conditions perscribed in By-law 3.1.02 (Associate Members) while serving in any of those roles.

3.2 MEMBERSHIP OF OFFICERS

Every Member of the National Board of Directors or Officer of a Division or Branch must be an Individual Member in good standing of a Branch.

3.3 SUSPENSION AND TERMINATION

.01 The National Executive Committee, or the Executive Committee of a Division, may suspend a member for a just cause or for activities prejudicial to the good name or Purposes and Objects of the League for a period no longer than 31 days.

.02 A Branch, stating their reasons in writing, must request from the Division the right to suspend a member.

.03 Either the National Board or a Division Council, by resolution, may extend the suspension for a further period of 90 days.

.04 Should the suspending authority conclude that allegations are of a nature that would warrant further suspension or termination they are to be forwarded to the National Board for final decree.

.05 A member whose membership is suspended or terminated has the right to redress of such Suspension or Termination to the next highest level of the League in succession, through the Branch, the Division, and the National Board. A request of redress must be submitted within 14 days of the suspension or termination date.

3.4 INDEMNIFICATION

Members of The National Board of Directors, Officers of a Division or Officers of a Branch, their heirs, executors and administrators, and estate and effects, respectively, shall from time to time be indemnified and saved harmless out of the funds of The League from and against:

(a) All costs, charges and expenses which such Person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, for, or in respect of, any lawful act, deed, matter or thing whatsoever, made, done or permitted by him in or about the execution of the duties of his office or in respect of any such liability; and,

(b) All other costs, charges and expenses that he sustains or incurs in or about, or in relation to, the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

ARTICLE FOUR - NATIONAL BOARD OF DIRECTORS

4.1 CONSTITUTION

The National Board of Directors is the governing body of The League. It consists of:

(a) The National President;

(b) The National First Vice-President;

(c) The National Treasurer;

(d) The National Vice-Presidents;

(e) The Immediate Past National President;

(f) Each Division President;

(g) Individual Members who have been elected to serve on the National Board of Directors; and,

(h) The National Secretary.

4.2 RESPONSIBILITIES OF NATIONAL BOARD OF DIRECTORS

The National Board of Directors is charged with regulating and directing the affairs of The League, and, without limiting the generality of the foregoing, has the following responsibilities:

(a) To authorize and constitute Divisions, sub-divide one Division into two or more Divisions, direct the division of assets amongst the sub-divisions of a Division, or consolidate two or more Divisions, or parts of Divisions, into one Division;

(b) To approve or not approve the establishment of each Branch which a Division proposes to constitute in accordance with these By-Laws;

(c) To levy assessments against Divisions for the purposes of The League;

(d) Subject to Clause 4.22 of these By-Laws, control and administer all of the real and personal property owned or administered by The League;

(e) To properly administer all funds received by the National Board of Directors;

(f) To invest the funds received for the Purposes and Objects of The League in accordance with its investment policy approved by resolution and in force from time to time, without being restricted to investments authorized by law for trustees;

(g) To keep in custody with a chartered bank or trust company any stocks, bonds or other securities of the National Board of Directors. Such securities may only be dealt with by persons authorized in writing by the National Board of Directors; and,

(h) To determine all questions relating to the policies of The League.

4.3 POWERS OF NATIONAL BOARD OF DIRECTORS

In addition to the responsibilities listed in Clause 4.2, the National Board of Directors has powers with which to regulate and direct the affairs of The League. Without limiting the generality of the foregoing, it has the power to:

(a) Examine all of the books and records of each Division and Branch;

(b) Approve or not approve the By-Laws, resolutions and budgets of each Division and Branch, and to restrain Divisions and Branches from taking any action considered by the National Board of Directors to be detrimental to The League or contrary to these By-Laws or the policies of The League;

(c) Withdraw the authorization of a Division or Branch by resolution supported by a majority of the Division Presidents, with:

(i) The assets of a withdrawn Division being vested in and transferred to the National Board of Directors; and,

(ii) The assets of a withdrawn Branch being vested in and transferred to the Division in which the withdrawn Branch is located;

(iii) In the event of a Branch or Division which receives funding from government grants, charitable trusts, or other such structured arrangements, The Navy League of Canada shall return or disburse any remaining monies or property in accordance with the will of donor; the conditions of the funding arrangement; and applicable laws.

(d) Convene, or require a Division to convene, a meeting of a Division for such purposes as the National Board of Directors deems appropriate, including for the purpose of forming committees to govern the affairs in that Division;

(e) (i) Subject to the redress provided for in Clause 3.3, remove any Officer, Member, or member of any committee of The League, a Division or Branch, or Officer or Cadet Instructor of any Navy League Cadet Corps, before the expiration of the term of office, and appoint a replacement to hold such office for the balance of the term; and,

(ii) Recommend to the Canadian Forces the removal of any Officer or Civilian Instructor of any Royal Canadian Sea Cadet Corps;

(f) (i) Borrow money from any chartered bank, trust company, corporation or individual upon the credit of The League, either by way of overdraft, discount, loan or otherwise, and upon such terms as it deems appropriate; and,

(ii) Provide security for such borrowings, whether by way of mortgage, pledge or charge of its real and/or personal property to, or in favour of, the lender; and,

(iii) Enter into any negotiable instruments, agreements to grant security or other agreements necessary or required to facilitate such borrowings;

(g) Establish, operate and maintain Seamen's Homes, Hostels and/or similar institutions for the welfare and benefit of seamen and their dependants; and,

(h) Delegate such powers as it deems appropriate to committees of the Board, to persons charged with responsibility for specified matters, and otherwise as it sees fit.

4.4 ELECTION AND APPOINTMENT OF OFFICERS

.01 At each Annual General Meeting of The League, or otherwise as may be provided for in these By-Laws, the National Board of Directors shall:

(a) Elect: a National President (if finished the term or necessary), National First Vice-President, National Treasurer and a minimum of three (3) and a maximum of ten (10) Individual Members from among those Members whose names had been submitted to the Nominating Chair as nominees,

(b) Appoint one (1) currently serving Division President elected by the other Division Presidents to represent them as a National Vice-President; and,

(c) Appoint one (1) National Secretary.

.02 Of the Officers elected, three (3) must have been Division Presidents.

.03 Following the election, the National President, in consultation with the Immediate Past National President, National 1st Vice President and National Treasurer, shall appoint, from the elected members to the National Board of Directors, the following positions:

(a) Vice-President, Navy League Cadets;

(b) Vice-President, Royal Canadian Sea Cadets;

(c) Vice-President, Maritime Affairs; and,

(d) Portfolio Chairs and Director Positions to suit the needs of the board for the upcoming year.

Normally, all appointments will be made by the close of the National AGM. In any case, all appointments will be made no later than one week from the close of the National AGM.

.04 The term limit of an elected member of the National Board of Directors shall be a maximum of six (6) consecutive years, not including time served on the National Board as a Division President, unless elected as National President, National 1st Vice-President, National Treasurer.

.05 That any former member of the National Board of Directors, who has served a full term on the National Board, may be elected to the Board again after an absence of two (2) years. Nomination of the former member must be approved by a Special Resolution passed by the National Board of Directors, and shall be submitted as described in these by-laws.

4.5 EXECUTIVE COMMITTEE OF THE BOARD

The Board 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 National President;

(ii) The National First Vice-President;

(iii) The Immediate Past National President;

(iv) The National Treasurer;

(v) The Vice-President, Navy League Cadets;

(vi) The Vice-President, Royal Canadian Sea Cadets;

(vii) The Vice-President, Maritime Affairs;

(viii) The Vice-President, Division President's Representative; and,

(ix) The National Secretary.

(b) The Chairman of the Executive Committee may convene meetings as required between meetings of the Board;

(c) All elected board members shall be invited to participate in Executive Committee open meetings. Non-Executive Committee members are excluded from closed meetings and on matters that pertain specifically to the mandate of the Executive Committee.

(d) The National Board of Directors may convene meetings of the Executive Committee;

(e) The Executive Committee shall employ, contract with, discharge, terminate or otherwise deal with employees and independent contractors from time to time, upon such terms and conditions and with such compensation as it may determine; and,

(f) The Executive Committee shall define the Terms of Reference for all of the elected, appointed and portfolio chair positions of the National Board of Directors, and shall publish these Terms of Reference so that they are readily available to all members (in all categories) of the League.

(g) The Executive Committee shall exercise such functions as may be required between meetings of the Board or in compliance with resolutions of the National Board of Directors.

4.6 NATIONAL PRESIDENT

The National President and Chief Executive Officer of The League:

(a) Is elected at an Annual General Meeting for a term of two years;

(b) Shall preside, if able, at all meetings of the National Board of Directors and the Executive Committee;

(c) If absent or unable to act as Chairman at a meeting, he or she may be replaced at such meeting by the National First Vice-President, or by another National Vice-President, in accordance with Sub-Clause 4.23.07;

(d) Is a designated member of all committees constituted by the National Board of Directors, a Division or Branch; and,

(e) May serve for one term only, except that the Board may resolve by a Special Resolution at an Annual General Meeting that one additional year may be served.

4.7 IMMEDIATE PAST NATIONAL PRESIDENT

.01 At any such time that The League elects or appoints a new National President, the outgoing National President shall be appointed as the Immediate Past National President. Should the outgoing National President be unwilling or unable to fulfill these duties, the incoming National President shall appoint a previous serving National President to fill this role.

.02 The Immediate Past National President shall:

(a) Act as the Chair of Nominations, to submit the names of Individual Members (together with the Member's consent to such nomination) to be considered by the National Board of Directors for election as Members of the National Board of Directors and such names must be submitted sixty (60) days prior to the Annual General Meeting;

(b) Recommend to the National Board of Directors the names of a President, First Vice-President, National Treasurer and Directors for election to those positions; and,

(c) Be responsible to review issues of national importance, in particular those relevant to maritime affairs and the general interest of The League, and to make recommendations respecting those issues to the National Board of Directors.

4.8 NATIONAL FIRST VICE-PRESIDENT

A National First Vice-President:

(a) Is elected at each Annual General Meeting to serve for a term of one year, and may serve for three consecutive terms only.

(b) Shall act for the National President in his absence or inability to act until a new National President is duly elected; and,

(c) Coordinates the participation of National Board members in the development and progression of the Navy League strategic plan;

(d) Coordinates the participation of National Board members in the development, execution and monitoring of national programs and services to achieve the national goals and plans, and;

(e) Maintains an overall sense of the health of the Navy League and coordinates the participation of National Board members in supporting divisions, and branches through divisions where requested.

4.9 NATIONAL VICE-PRESIDENTS

National Vice-Presidents :

(a) Are appointed at each Annual General Meeting for a term of one year and may normally only serve for 3 consecutive terms.

(b) Assume the duties of chair of their respective committees, and

(c) Coordinate the participation of the committee members in the development and execution of programs and services to achieve the national goals and plans.

4.10 NATIONAL SECRETARY

.01 At each Annual General Meeting of The League, or at such other times as the National Board of Directors may determine by resolution, the National Board of Directors shall appoint a National Secretary, who shall perform the duties assigned to that office by the Board, including:

(a) Attend, act as recording secretary for, and maintain the minutes of all meetings of the National Board of Directors;
(b) Perform the duties of the National Executive Director as may be prescribed from time to time by the Board;
(c) Supervise the custody of all records and documents of the National Board of Directors;
(d) Maintain the constituting documents of The League which include the Letters Patent, Supplementary Letters Patent, the Corporate Seal and the current By-Laws; and,
(e) Maintain current lists of:
  (i) Authorized Divisions, Branches, Corps, and Warranted Navy League Cadet Officers and their dates of appointment;
  (ii) National Associate and Honorary and Life Members;
  (iii) The names of all Persons who have received awards for service to The League or awards from Divisions.

.02 The National Secretary is an ex-officio member of the National Board and National Executive Committee. As such this person is not entilted to vote.

.03 If, in the opinion of the Board, the National Secretary is unable to carry out the duties of National Secretary for any reason, the Board may delegate the duties of National Secretary to another individual until the next Annual General Meeting of The League**.**

4.11 NATIONAL TREASURER

The National Treasurer, who is elected at each Annual General Meeting of The League, shall perform the duties assigned to that office by the Board, including:

(a) Take charge of, be accountable for, and generally supervise, all funds, books of account, financial records, securities and property of the National Board of Directors;

(b) Ensure that an accurate account of all receipts and disbursements of the funds of the National Board of Directors is maintained; and,

(c) 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 approved budget.

4.12 NATIONAL COMMITTEES

.01 The National Board of Directors may delegate powers and responsibilities to committees of one or more individuals. Committees formally constituted by these By-Laws (e.g. the Executive Committee), or by the National Board of Directors, shall conduct their business in accordance with Clause 4.23. Informally constituted "advisory" committees may assist and advise a Committee Chairman but are not required to meet, vote, or pass resolutions.

.02 The following are standing committees of the National Board:

(a) Navy League Cadet Committee

(b) National Sea Cadet Committee

(c) Division Presidents Committee

4.13 NATIONAL OFFICE

The National Board of Directors shall cause a National Office to be established and maintained.

4.14 AUDITORS

.01 At each Annual General Meeting of The League, or at such other times as the National Board of Directors may determine by resolution, the National Board of Directors shall appoint auditors who:

(a) Shall examine and audit all of the books, accounts, vouchers, documents and securities relating to the business of the National Board of Directors at least once in each fiscal year of The League;

(b) Shall have access at all times to all books of account, vouchers and other financial documents of the National Board of Directors; and,

(c) May be members of The League, except that no person who is interested in any transaction other than as a Director, Officer or Employee of The League, or who is an Officer

of The League, may be appointed as an auditor.

.02 All Officers, members and employees of The League shall provide such information and explanations to the auditors as they may require to fulfil their responsibilities.

4.15 BARRISTERS AND SOLICITORS

The National Board of Directors may appoint or engage barristers and solicitors from time to time, as necessary. They shall be responsible for carrying out the duties assigned to them by the Board.

4.16 CORPORATE SEAL OF THE LEAGUE

The Corporate Seal of The League shall be in such form as the National Board of Directors may approve by resolution from time to time. The Corporate Seal may be affixed by the same combinations of persons as are authorized to execute instruments pursuant to Clause 4.17.

4.17 EXECUTION OF INSTRUMENTS

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments shall be signed (and sealed, if the corporate seal is required) on behalf of The League by:

(a) The National President signing together with the National Secretary, or with the National Treasurer, or with the National First Vice-President, or with a National Vice-President, or with such other individual as the National Board of Directors may designate by resolution; or,

(b) The National First Vice-President, or a National Vice-President signing together with another National Vice-President, or with the National Secretary, or with the National Treasurer, or with such other individual as the National Board of Directors may designate.

4.18 FINANCIAL YEAR OF THE LEAGUE

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

4.19 DONATIONS

The National Board of Directors may:

(a) Receive and hold any objects or funds donated to The League, 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 meet the Purposes and Objects of The League;

(b) Receive funds contributed by, or assessed from, Divisions and use such funds, or the income from the funds, as it sees fit to meet the Purposes and Objects of The League; and,

(c) Receive funds which are donated for the Purposes and Objects of The League within a specific Division or Branch. In such instances, the National Board of Directors shall either:

(i) Credit such funds to the Division or Branch, or as the donor specifies; or,

(ii) If the donor is a corporation having branches in more than one Division, distribute the funds amongst such Divisions as it sees fit.

4.20 BANKING ARRANGEMENTS

The banking business of the National Board of Directors, including, without limitation, the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust companies, other financial institutions, bodies corporate or organizations, under such agreements, instructions and delegations of powers as may be prescribed or authorized by the Board from time to time.

4.21 INDEMNIFICATION

Every Member of the National Board of Directors, their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of The League from and against:

(a) All costs, charges and expenses which such Person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, for, or in respect of, any act, deed, matter or thing whatsoever, made, done or permitted by him in or about the execution of the duties of his office or in respect of any such liability; and,

(b) All other costs, charges and expenses that he sustains or incurs in or about, or in relation to, the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

4.22 REAL PROPERTY

Unless otherwise approved by resolution of the Board:

(a) All real property belonging to, or acquired by, the National Board of Directors, a Division or Branch shall be vested and registered in the name of the Navy League of Canada;

(b) 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 Purposes and Objects of The League within that Division or Branch, or,

(iii) Was acquired by funds solicited by, or donated to, that Division or Branch, for the Purposes and Objects of that Division or Branch, and if the said 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 League.

(c) Upon the written request of a Division or Branch which meets the conditions set out in Clause 4.22 Paragraph (b), the Officers of The League 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 Clause 4.22.

(d) All property (including vessels and motor vehicles owned by The League) must be insured in accordance with standards to be determined by the National Board. Except by a resolution of the National Board, all Divisions and Branches shall procure coverage through the National Office and will be liable for the associated costs of such coverage.

4.23 MEETINGS OF THE LEAGUE

Meetings of The League are guided under the authority of Call to Order which shall prevail in the event of a conflict. Whether Annual General Meetings or other meetings, all meetings shall be convened and conducted as follows:

.01 ANNUAL GENERAL MEETINGS

Once in each year an Annual General Meeting of The League shall be held at such place, date and time as the Board may determine for the purposes of:

(a) Receiving and considering reports of the Officers of The League, Chairmen of National Committees, and auditors;

(b) Receiving and considering Division reports and financial statements;

(c) Considering such other matters as may appropriately be considered at the Annual General Meeting of The League;

(d) Electing the National President (if term expiring or necessary), the National First Vice-President, the National Treasurer, and not less than three (3), or more than ten (10), Individual Members;

(e) Constituting the Board for the ensuing year; and,

(f) Appointing the National Secretary and auditors for the ensuing year.

.02 SPECIAL MEETINGS

From time to time, for any purpose not contrary to law or to these By-Laws, the National President or a majority of all of the Division Presidents may call a Special Meeting of the National Board of Directors by giving notice thereof in compliance with these By-Laws and setting out the date, time, place and purpose of the Special Meeting.

.03 NOTICE

(a) Written notice of a meeting including the tentative agenda shall be sent to each Person entitled to vote:

i. For an Annual General Meeting, by prepaid ordinary mail, electronic mail or faximile not less than thirty (30) days prior to the date selected for the meeting. When sent by ordinary mail, such notice shall be deemed to have been received on the seventh day following the day that the notice was mailed; or,

ii. For a Special Meeting, by electronic mail, facsimile, courier or priority post to

arrive not less than fourteen (14) days prior to the date selected for the meeting.

(b) Written notice for Annual General Meetings of The League, and of Division Councils, shall be published on the national website not less than thirty (30) days prior to the date selected for the meeting.

.04 PERSONS ENTITLED TO ATTEND

The Persons entitled to attend meetings of The League are:

(a) At an Annual General Meeting, the members of the National Board of Directors, Individual, Associate and Life Members, the auditors and such other Persons as the National Board of Directors may permit to attend; or,

(b) At a Special Meeting, the National Board of Directors Members and such other Persons as permitted by the meeting Chair.

.05 REPRESENTATIVES

Only Division Presidents may authorize other persons to represent them at a National Board of Directors meeting. The authority of an individual to represent a Division President shall be established by conveying written authorization naming the representative and signed by the Division President (or, in the event of the incapacity of a Division President, two Division Vice-Presidents) to the Chairman of the meeting.

.06 QUORUM

A quorum for a meeting shall be fifty percent plus one (50% + 1) of all Members of the National Board of Directors entitled to vote, provided that the said fifty percent plus one (50% + 1) of the Members must include fifty percent (50%) of the Division Presidents. For a Special Meeting, not less than sixty-seven percent (67%) of Members of the National Board of Directors entitled to vote must be present.

.07 CHAIRMAN

The National President or the National First Vice-President shall be the chairman of the meeting in accordance with Clause 4.7. If neither the National President, nor the National First Vice-President, nor one of the National Vice-Presidents, is present, willing and able to act as chairman of the meeting within thirty (30) minutes of the time set for the start of the meeting, the Council Members present shall choose one of their number to act as chairman of the meeting.

.08 RECORDING SECRETARY

The National Secretary shall be the recording secretary at meetings of The League. If the National Secretary is absent from the meeting or unable or unwilling to act as recording secretary, the chairman may appoint any other person to act as recording secretary for that meeting.

.09 CONDUCT OF MEETING

The chairman shall conduct the proceedings at a meeting in all respects. His decision in any matter, 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.

.10 SPECIAL RESOLUTIONS

Special resolutions are resolutions to amend these By-Laws so as to change the name of The

League; to add, change or remove any of the Purposes and Objects; to change the Supplementary Letters Patent; to revoke, diminish or enlarge any authority conferred by the Supplementary Letters Patent or these By-Laws; or to otherwise make any fundamental changes to The League. A majority vote of sixty-seven percent (67%) of all those entitled to vote is required to pass a Special Resolution.

.11 VOTES ON GENERAL QUESTIONS AND RESOLUTIONS

Each question for which the law does not require a Special Resolution shall be decided by a majority of votes, by a show of hands, or casting of ballots if directed by the Chairman. Subject to Sub-Clause 4.23.13, each Member of the Board has one vote.

.12 VOTES ON SPECIAL QUESTIONS AND RESOLUTIONS

Questions which require a Special Resolution shall be passed only if sixty-seven (67) percent of the votes by a show of hands, or casting of ballots if directed by the Chairman, favour the Special Resolution. Subject to Sub-Clause 4.23.13 each Member of the Board has one vote.

.13 WEIGHTED VOTE

Notwithstanding the provisions of Sub-Clauses 4.23.11 and 4.23.12, with respect to questions relating to the expenditure of money, including the purchase or sale of real or personal property, if a Weighted Vote is requested by a Division President:

(a) Each Member of the National Board of Directors shall have one (1) vote; and,

(b) Each Member of the National Board of Directors who is also a President of a Division shall have one (1) additional vote for each One Thousand Dollars ($1,000) (or part thereof) which the audited statements for the immediately preceding fiscal year show that his or her Division contributed in assessment to the National Board of Directors in that year.

.14 EQUALITY OF VOTES

In case of equal votes on each side of any question before a meeting, the Chairman of the meeting shall be entitled to an additional, or deciding, vote.

.15 RESOLUTIONS IN WRITING

If approved by the National President or by two (2) Division Presidents, the powers of the National Board of Directors may be exercised by an ordinary, or Special (if the context so requires), Resolution In Writing signed by all members of the National Board of Directors who would be entitled to vote on that 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 shall be forwarded to each Member of the National Board of Directors.

.16 MEETINGS BY TELEPHONE

With the consent of the Chairman of a meeting, or a majority of those present and entitled to vote, a Member may participate in a meeting by telephone or other communication that permits all persons participating to hear each other. A Member participating in such a meeting in such a manner shall be considered present at the meeting.

.17 ADJOURNED MEETINGS

A meeting may be adjourned, or recessed, from time to time by the Chairman of the meeting. At the time of adjournment the Chairman shall specify where and when the adjourned meeting is to

reconvene, and any other special conditions under which the adjourned meeting will be conducted, in accordance with these By-Laws. The adjourned meeting may proceed if, at the time and place stipulated at the time of adjournment, a quorum is present and the adjourned meeting is held in accordance with any other terms and conditions set by the Chairman at the time of adjournment. If there is no quorum present when the adjourned meeting reconvenes, the original meeting shall be deemed to have terminated forthwith after its adjournment or recess.

.18 ATTENDANCE FEES

Members of the National Board of Directors shall not be paid a fee for attending any League meetings, but the National Board of Directors may authorize the payment of expenses incurred by Members of the National Board of Directors (or representatives, as described in Sub-Clause 4.23.05) to attend a meeting.

.19 ATTENDANCE REQUIREMENTS

Any member of the National Board of Directors who misses more than three (3) meetings of the Board, without cause, in a given year may be removed from the Board at the discretion of the National Executive Committee. Should the member be a Division President, the National Executive Committee will send a letter of concern to that Division's Executive Committee to notify them of the issue and to seek a resolution that will assure the representation of the Division for subsequent meetings.

ARTICLE FIVE - DIVISIONS

5.1 AUTHORITY OF DIVISIONS

Each Division has autonomy in carrying out the work of The League within its territorial boundaries, subject only to the powers of the National Board of Directors as set forth in these By-Laws. In the event that the By-Laws of a Division are contradictory to or at variance with these By-Laws, these By-Laws shall prevail.

5.2 DIVISION COUNCIL

Subject to these By-Laws and to any Division By-Laws approved by the National Board of Directors, the affairs of each Division and the supervision of each Branch within the Division shall be directed, controlled and governed by a Division Council consisting of not less than three Individual Members. Division Councils shall be made up of the President of each Branch in the Division and such other Individual Members as may be elected to the Division Council.

5.3 DIVISION POWERS

.01 Division Councils:

(a) Shall prescribe the duties and responsibilities of the Officers and employees of the Division and Branches within the Division;

(b) May call Division Council meetings and set quorums for such meetings; and,

(c) May establish Management, or other, Committees, and accomplish such other Division purposes as may be properly dealt with by the Division Council.

.02 With the prior approval of the National Board of Directors only, Divisions may:

(a) Enact Division By-Laws and amendments thereof;

(b) Establish Branches and Corps in the Division pursuant to these By-Laws and permit the incorporation without share capital of Branches within the Division pursuant to the laws of the Province in which such Branches are located; and,

(c) Establish the pattern and type of award for meritorious service to be awarded by Division Council, provided that the names of Persons to whom each such Division award is made is promptly reported to the National Office.

.03 A Division may intervene in the affairs of a Branch, if the Division Executive determines that such intervention is necessary to protect the good name and the Purposes and Objects of the League. The Branch shall receive written notice of such interventions, which must state the reasons for and conditions of the intervention.

..04 Each Division shall submit its audited financial statements to the National Board of

Directors as soon as practicable after its fiscal year end for review in accordance with Clause 5.14.

5.4 RESTRICTIONS ON DIVISION POWERS

Divisions may not:

(a) Raise or expend funds for any purpose other than the Purposes and Objects of The League, or outside its Division territory;

(b) 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;

(c) Borrow money on the credit of The League, or mortgage or pledge property (real or personal) of The League, except with the prior approval of the National Board of Directors by resolution;

(d) Conduct financial campaigns beyond the scope of the current budget, except with the prior approval of the National Board of Directors by resolution; or,

(e) Make an unbudgeted expenditure, or incur any unbudgeted liability, in excess of Ten Thousand dollars ($10,000) per year, except with the prior approval of the National Board of Directors by resolution.

5.5 ELECTION AND APPOINTMENT OF DIVISION OFFICERS

.01 Unless otherwise approved by the Board, every officer of a Division must have served one year, and should have served three years, as an Individual Member prior to being elected as an Officer of a Division.

.02 At each Annual General Meeting of a Division, the Officers of the Division and those members of the Division Council who are not Presidents of Branches shall be elected.

.03 The Division Council may, at its discretion, appoint assistants to the Officers and employees of the Division.

5.6 DIVISION PRESIDENT

The Division President:

(a) Is elected at the Annual General Meeting of the Division for a term of one year;

(b) 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 may be replaced at that meeting by a Vice-President, or by a chairman selected at the meeting in accordance with Sub-Clause 5.19.07;

(c) Shall act and speak for the Division; and,

(d) May only serve for three consecutive terms, except that the Division may resolve by a Special Resolution passed at its Annual Meeting and approved by the National Board of Directors, that a fourth consecutive term may be served. A President who has served

three or four consecutive terms may be elected President again after being out of the office of President for one year.

5.7 DIVISION FIRST VICE-PRESIDENT

One or more Division Vice-Presidents shall be elected at each Annual General Meeting of a Division to serve for a term of one year. If there are more than one, the First or Senior Division Vice-President shall act or speak for the Division President in his or her absence. Division Vice-Presidents may serve a maximum of three consecutive terms.

5.8 DIVISION SECRETARY

The Division Secretary, or Secretary-Treasurer, shall perform the duties assigned to that office by the Division Council, and, without limiting the generality of the foregoing, the Secretary shall:

(a) Attend, act as recording secretary for, and maintain the minutes of, all meetings of the Division and the Division Council;

(b) Supervise the custody of all Division records, documents and correspondence; and,

(c) Maintain current lists of:

(i) All Branches, Corps and members of the Division;

(ii) All Warranted Navy League Cadet Officers and Cadet Instructors in the Division and their dates of appointment;

(iii) All Royal Canadian Sea Cadet Corps (Canadian Forces Cadet Instructor Cadre) Officers and Civilian Instructors in the Division; and,

(iv) All Honorary and Life Members of The League residing within the Division.

5.9 DIVISION TREASURER

The Division Treasurer, or Secretary-Treasurer, who is elected at each Annual General Meeting, shall perform the duties assigned to that office by the Division Council, including:

(a) Take charge of, be accountable for, and generally supervise, all funds, books of account, financial records, securities and property of the Division;

(b) Ensure that an accurate account of all receipts and disbursements of Division funds is maintained; and,

(c) 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 approved budget.

5.10 EXECUTIVE COMMITTEE OF THE DIVISION

The Division 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 Secretary-Treasurer
(v) Such other persons as may be appointed to serve

(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.

5.11 DIVISION OFFICE

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

5.12 AUDITORS

.01 At each Annual General Meeting of the Division, or at such other times as may be determined by the Division Council, the Division Council shall appoint auditors who:

(a) Shall examine and audit all of the books, accounts, vouchers, documents and securities relating to the business of the Division at least once in each fiscal year;

(b) Shall have access to all Division books of account, vouchers, related financial records and other material at all reasonable times;

(c) May be Division members, except that no Director, Officer or Employee of the Division or person who is interested in any transaction other than as a member, may be appointed as an auditor; and,

02 Divisions that are federally incorporated shall ensure their audit is conducted in accordance with the Corporations Canada Act. Divisions that are incorporated provincially shall ensure their audit is conducted in accordance with their respective provincial legislation.

.03 In all cases, Divisions shall comply with the League's National Policy and Guidelines for Audits.

.04 The National Board of Directors, by resolution, may compel a Division to conduct an audit in accordance with Clause 5.12 and may, at its discretion, designate the individual or firm to conduct such audits.

5.13 EXECUTION OF INSTRUMENTS

Deeds, 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.

5.14 FINANCIAL YEAR OF A DIVISION

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

5.15 FUNDS OF A DIVISION

The funds of a Division:

(a) Consist of: all membership fees or other monies subscribed or donated for Division purposes; or allocated, granted or loaned to a Division by the National Board of Directors; and proceeds of assessments or contributions by Branches. They 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 these By-Laws;

(b) Which are received by a Division but are intended to be for the National Board of Directors, or for National purposes, are to be remitted to the National Board of Directors by the Division immediately;

(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;

(d) Are to be deposited in a financial institution, and may only be withdrawn or dealt with by the Officers and 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.

5.16 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 meet the Purposes and Objects of the League 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 meet 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 branches in more than one Branch, distribute the funds amongst such Branches as it sees fit.

5.17 REAL PROPERTY

Unless otherwise approved by the Board, all Real Property shall be dealt with in accordance with Clause 4.22.

5.18 FINANCIAL STATEMENTS AND BUDGETS

Within ninety (90) days after each fiscal year end each Division shall provide an audited statement of all monies received and disbursed during that preceding fiscal year, and a budget containing estimates of receipts and expenditures for the current fiscal year, with the sources of funds and purposes of expenditures, to the National Office. The National Board of Directors shall consider such financial statements and determine what amounts are to be contributed by each Division to the National Board of Directors quarterly. Upon notification of the amount, Divisions shall pay such amounts promptly.

5.19 MEETINGS OF DIVISIONS

Meetings of Divisions are guided under the authority of Call to Order which shall prevail in the event of a conflict. Whether Annual General Meetings or other meetings, all meetings shall be convened and conducted as follows:

.01 ANNUAL GENERAL MEETINGS

Once in each year an Annual General Meeting 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:

(a) Receiving and considering the reports of the Officers and auditors;

(b) Receiving and considering Branch reports;

(c) Considering such other matters as may appropriately be considered at the Annual General Meeting of the Division;

(d) Electing the Officers and Council Members for the ensuing year; and,

(e) Appointing the auditors for the ensuing year.

.02 SPECIAL MEETINGS

From time to time, for any purpose not contrary to law or to these By-Laws, the Division President, or a majority of all of the Branch Presidents, may call a Special Meeting of the Division by giving notice thereof in compliance with these By-Laws and setting out the date, time, place and purpose of the Special Meeting.

.03 NOTICE

Notice of a meeting shall be given in accordance with Sub-Clause 4.23.03.

.04 PERSONS ENTITLED TO ATTEND

The Persons entitled to be present are:

(a) At an Annual General Meeting:
- i. all Division Council Members;
- ii. members of the National Board of Directors;
- iii. Individual, Associate and Life Members from within the division;
- iv. the auditors; and,
- v. such other Persons as the Division may permit to attend; and,

(b) At a Special Meeting: each member entitled to vote at Division meetings.

.05 REPRESENTATIVES

Only Branch Presidents may authorize another Individual Member of 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 or her incapacity, the First Vice-President and Secretary) and naming the representative, to the chairman of the meeting. Except as provided in Clause 5.19.14, no individual is permitted to carry more than one vote.

.06 QUORUM

The quorum for the transaction of business at a meeting shall be thirty-four percent (34%) of the persons entitled to vote at Annual and regular meetings and fifty percent plus one (50%+1) of the persons entitled to vote at a Special Meeting.

.07 CHAIRMAN

The Division President shall be the chairman of Division meetings in accordance with Clause 5.6. If neither the President nor a Vice-President is present, willing and able to act as chairman 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 chairman of the meeting.

.08 RECORDING SECRETARY

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

.09 CONDUCT OF MEETING

Division meetings shall be conducted in accordance with Sub-Clause 4.23.09.

.10 MEETINGS BY TELEPHONE

Persons may participate in Division meetings in accordance with Sub-Clause 4.23.16.

.11 PERSONS ENTITLED TO VOTE

The Branch President represents the Branch members and votes on their behalf. Each Branch President, or their representative (see Clause 5.19.05) has one vote. Each elected member of the Division Council and active Life Members of the Division has one vote. The provisions of the Weighted Vote (see Clause 5.19.05) may be applied when requested.

.12 VOTES ON GENERAL QUESTIONS AND RESOLUTIONS

Each question for which the law 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 Sub-Clause 5.19.11, each person entitled to vote has one vote.

.13 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. Subject to Sub-Clause 5.19.11, each person entitled to vote has one vote.

.14 WEIGHTED VOTE

Notwithstanding the provisions of Sub-Clauses 5.19.12 and 5.19.13, with respect to questions relating to the expenditure of money by the Division, if a Weighted Vote is requested by a Branch President:

(a) Each Division Council Member shall have one (1) vote; and,

(b) 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 audited statements for the immediately preceding fiscal year show that his or her Branch has contributed to the Division in response to an assessment during such fiscal year.

.15 EQUALITY OF VOTES

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

.16 RESOLUTIONS IN WRITING

If approved by the Division President, or two (2) Division Vice-Presidents, Division powers may be exercised by a Resolution In Writing signed by all the Division members entitled to vote on that 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 shall be forwarded to each Division member.

.17 ADJOURNED MEETINGS

Division meetings may be adjourned in accordance with Sub-Clause 4.23.17.

.18 ATTENDANCE FEES

Division members shall not be paid a fee for attending any League meeting, but Division Councils may authorize the payment of expenses incurred by members (or Branch representatives, as described in Sub-Clause 5.19.05) to attend any meeting, by resolution.

5.20 CORPS

With the approval of the National Board of Directors a Division may authorize the establishment, organization and operation of Corps, under the aegis, sponsorship and general supervision of a Branch. 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) Regulations, policies and standards promulgated by the National Board of Directors, or the Division within which it operates, from time to time;

(b) The applicable regulations, policies and standards promulgated by the Department of National Defence 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 League, any Division or any Branch.

5.21 AUXILIARIES

A Division Council may authorize the formation of one or more Auxiliary Committees in connection with the Division, or any Branch within the Division, and may define the function, and any operating regulations, of the said Auxiliary.

ARTICLE SIX - BRANCHES

6.1 FORMATION OF BRANCHES

With the recommendation of the appropriate Division, the National Board of Directors may authorize the formation of a Branch in any case where there are at least ten (10) Individual Members 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 public organization may be authorized as a Branch if it agrees to conform to the spirit and intent of this Article 6. When a Branch is operated as a committee of a service club or Royal Canadian Legion, and that service club or Legion has restrictions on membership, the club or Legion must be prepared to admit any persons to membership in the Branch who meet the membership qualifications of The League.

6.2 AUTHORITY OF BRANCHES

Subject to the general control and supervision of its Division Council, each Branch has autonomy in carrying on the work of The League in its designated area so long as the Branch pursues the Purposes and Objects and maintains the policy of the National Board of Directors, and conforms to the By-Laws and regulations of The League and its Division. In the event that the By-Laws of a Branch are contradictory to or at variance with these By-Laws, these By-Laws shall prevail.

6.3 RESTRICTIONS ON BRANCHES

.01 Branches may:

(a) Raise and expend funds for the Purposes and Objects of The League within the Branch area in accordance with the annual budget approved by the Branch Council; and,

(b) Correspond with the National Board of Directors through the Division Council, or as first otherwise approved by Division Council.

.02 Branches may not:

(a) Borrow money on the credit of The League, or mortgage, pledge, or charge any property of The League without specific approval in a resolution of the National Board of Directors; or,

(b) Make any unbudgeted expenditure, or incur any unbudgeted liability in excess of five thousand dollars ($5,000) without the prior written approval of the Division.

6.4 BRANCH COUNCIL

The affairs of each Branch shall be directed, controlled and governed by a Branch Council consisting of not less than three Individual Members of the Branch, subject to these By-Laws, and to any applicable Division and Branch By-Laws approved by the National Board of Directors. The Branch Council shall consist of the Branch President and other Individual Members of the Branch who may be elected to the Council from time to time. In managing the affairs of a Branch, each

Branch Council may enact By-Laws and pass resolutions, subject to the approval of Division Council, to:

(a) Call meetings of the Branch Council and set the quorums for such meetings;

(b) Prescribe the duties and responsibilities of Officers and employees of the Branch;

(c) Provide funds to its Division or the National Board of Directors; and,

(d) Accomplish such other activities as may be properly dealt with by a Branch Council.

6.5 ELECTION OF OFFICERS

.01 Unless otherwise approved by the Division Council, every Officer of a Branch must have served for the imediately past year as an Individual Member prior to being elected as an Officer of a Branch.

.02 At each Branch Annual General Meeting, the Branch President and a minimum of three (3) additional directors shall be elected. The appointment of specific positions shall follow, subject to the following:

a. Each Branch shall maintain an Executive Committee consisting of the President, one or more Vice-Presidents, a Secretary and a Treasurer (or a 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.

.03 At each Branch Annual General Meeting the Branch shall appoint an auditor.

.04 The Branch Council may appoint assistants to the Officers and employees of the Branch and make such other appointments as may be required from time to time.

6.6 BRANCH PRESIDENT

.01 The Branch President is elected for a term of one year.

.02 He or she shall preside, if able, at all meetings of the Branch and the Branch Council.

.03 If absent from the Branch, or unable to act as chairman of a meeting, he or she may be replaced at a meeting by a Vice-President, or by a chairman selected by those at the meeting.

.04 A Branch President may serve for up to three consecutive terms, and a fourth if the Branch resolves that a fourth consecutive term may be served by a Special Resolution passed at its Annual General Meeting and approved by the Division Council.

.05 A Branch President who has served three or four consecutive terms may be elected President again after leaving the office of president for one year or more.

6.7 VICE-PRESIDENT

Branch Vice-Presidents shall be elected for a term of one year. If there are more than one, the senior Branch Vice-President shall act or speak for the Branch President in his or her absence.

6.8 BRANCH SECRETARY

The Branch Secretary, or Secretary-Treasurer, shall perform the duties assigned to that office by the Branch Council. Without limiting the generality of the foregoing, the Secretary shall:

(a) Attend, act as recording secretary for, and maintain the minutes of, all meetings of the Branch and the Branch Council;

(b) Supervise the custody of all Branch records, documents and correspondence; and,

(c) Maintain current lists of:

(i) All members of the Branch;

(ii) All Warranted Navy League Cadet Officers and Cadet Instructors in the Branch and their dates of appointment; and,

(iii) All Royal Canadian Sea Cadet Corps (Canadian Forces Cadet Instructor Cadre) Officers and Civilian Instructors in the Branch.

6.9 BRANCH TREASURER

The Branch Treasurer, or Secretary-Treasurer shall perform the duties assigned by the Branch Council, including:

(a) Take charge of, be accountable for, and generally supervise all funds, books of account, financial records, securities and property of the Branch;

(b) Ensure that an accurate account of all receipts and disbursements of Branch funds is maintained; and,

(c) 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 approved budget.

6.10 BRANCH OFFICE

The Branch Council may establish and maintain a Branch office.

6.11 AUDITORS

.01 At each Annual General Meeting of a Branch, or at such other times as may be determined by the Branch Council, the Branch shall appoint an auditor, who:

(a) Shall examine and audit all of the books, accounts, vouchers, documents and securities relating to the business of the Branch at least once in each fiscal year;

(b) May be a member of the Branch, except that no Director, Officer or Employee of the Branch or a person who is otherwise interested in any transaction other than as a member may be appointed as an auditor.

.02 The Branch Auditor is to be given access to all books of account and vouchers of the Branch at all times, and the Branch shall furnish such information and explanations to the auditor as the auditor may require to fulfil their responsibilities.

.03 Branches that are federally incorporated shall ensure their audit is conducted in accordance with the Corporations Canada Act. Divisions that are incorporated provincially shall ensure their audit is conducted in accordance with their respective provincial legislation.

.04 In all cases, Branches shall comply with the League's National Policy and Guidelines for Audits.

.05 The Division Council, by resolution, may compel a Branch within its territory to conduct an audit in accordance with Clause 6.11 and may, at its discretion, designate the individual or firm to conduct such audits.

6.12 EXECUTION OF INSTRUMENTS

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

6.13 FINANCIAL YEAR

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.

6.14 FUNDS OF THE BRANCH

The funds of a Branch:

(a) Shall consist of all membership fees or other monies subscribed or donated to a Branch for Branch purposes, or allocated to a Branch by its Division Council or by the National Board of Directors, and all grants and loans from Division Council or the National Board of Directors to the Branch;

(b) Shall be controlled by that Branch, and, subject to the provisions of these By-Laws, may be used for the objects of that Branch;

(c) Which are received by a Branch but are intended to be for the account of the National Board of Directors, or for national Purposes and Objects, are to be immediately remitted by the Branch to the National Board of Directors through its Division;

(d) Which are received by a Branch but are intended to be for the account of a Division, or for Division Purposes and Objects, are to be immediately remitted to the Division;

(e) Are to be deposited in a financial institution and may only be withdrawn by cheque signed in accordance with Clause 6.12;

(f) May be dealt with only by the Officers and employees designated by the Branch Council and authorized to sign cheques and other banking documents and to transact other banking business on behalf of a Branch; and,

(g) May be invested by a Branch in accordance with an investment policy adopted from time to time by the Branch Council. The Branch Council shall not be limited to investments authorized by law for trustees in adopting such investment policy.

6.15 DONATIONS

The Branch Council may:

(a) Receive funds donated to the Branch, by way of endowments or otherwise, and may use such funds, or the income from such funds, as it sees fit to meet the purposes of the Branch;

(b) Receive funds raised by, or donated to, a Corps and hold them for that Corps; and,

(c) Solicit membership subscriptions and donations, within the Branch area only.

6.16 REAL PROPERTY

Unless otherwise approved by resolution of the Board, all Real Property shall be dealt with in accordance with Clause 4.22.

6.17 FINANCIAL STATEMENTS AND BUDGETS

Each Branch shall provide an audited statement of all monies received and disbursed from all sources during the preceding fiscal year, and a budget containing estimates of receipts and expenditures for the current fiscal year, with particulars of the sources of funds and the purposes of expenditures, to its Division within sixty (60) days after the last day of each fiscal year.

6.18 MEETINGS OF THE BRANCH

Meetings of The Branch are guided under the authority of Call to Order which shall prevail in the event of a conflict. Whether Annual General Meetings or other meetings, all meetings shall be convened and conducted as follows:

.01 ANNUAL GENERAL MEETINGS

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

(a) Receiving and considering the reports of the Officers and auditors;

(b) Electing the Branch Council for the ensuing year;

(c) Appointing the auditors for the ensuing year; and,

(d) Considering such other matters as may appropriately be considered at the Annual General Meeting of a Branch.

.02 SPECIAL MEETINGS

From time to time, for any purpose not contrary to law or to these By-Laws, a Branch President or a majority of Vice-Presidents may call a Special Meeting of the Branch by giving notice in compliance with these By-Laws and setting out the place, date, time and purpose of the meeting.

.03 NOTICE

Written notice of a meeting including the tentative agenda shall be sent to each Person entitled to attend:

(a) For an Annual General Meeting, by prepaid regular mail, electronic mail or facsimile not less than thirty (30) days prior to the date selected for the meeting. Notices sent by regular mail shall be deemed to have been received on the seventh day following the postmarked date; or,

(b) For a Special Meeting, by electronic mail, facsimile, courier or priority post to arrive not less than fourteen (14) days prior to the date selected for the meeting

.04 PERSONS ENTITLED TO BE PRESENT

The persons entitled to be present are:

(a) At an Annual General Meeting: all Individual, Associate and Life Members of a Branch, the auditors and such other persons as the Branch Council may permit to attend; and,

(b) At a Special Meeting: all members of the Branch who are entitled to vote.

.05 QUORUM

The quorum for the transaction of business at a meeting shall be thirty-four percent (34%) of the persons entitled to vote at Annual and regular meetings and fifty percent plus one

(50%+1) of the persons entitled to vote at a Special meeting.

.06 CHAIRMAN

The Branch President shall be the chairman of a meeting in accordance with Clause 6.6. If neither the President nor a Vice-President is present, willing and able to act as chairman of a 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 to act as chairman of the meeting.

.07 RECORDING SECRETARY

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

.08 CONDUCT OF MEETING

Branch Meetings shall be conducted in accordance with Sub-Clause 4.23.09.

.09 MEETINGS BY TELEPHONE

Persons may participate in Branch Meetings in accordance with Sub-Clause 4.23.16.

. 10 PERSONS ENTITLED TO VOTE

Only Individual Members of the Branch are entitled to vote at Branch meetings. Individual Members shall not authorize other Individual Members to vote on their behalf at Navy League Branch meetings.

.11 VOTES ON GENERAL QUESTIONS AND RESOLUTIONS

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

.12 VOTES ON SPECIAL QUESTIONS AND RESOLUTIONS

Questions which require a Special Resolution shall be passed only if fifty percent plus one (50%+1) of the votes by a show of hands, or by the casting of ballots if so directed by the Chair, are in favour of the Special Resolution. Each person entitled to vote has one vote.

.13 EQUALITY OF VOTES

In case of an equality of votes on any question before a meeting, the chairman of the meeting shall be entitled to an additional, or deciding, vote.

.14 RESOLUTIONS IN WRITING

If approved by the Branch President or by a majority of Vice-Presidents, the powers of a Branch may be exercised by a Resolution In Writing signed by all the Branch members who would be entitled to vote on that 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, a copy shall be forwarded to each Branch member.

.15 ADJOURNED MEETINGS

Branch meetings may be adjourned in accordance with Sub-Clause 4.23.17.

6.19 CORPS

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

(a) Regulations, policies and standards promulgated by the National Board of Directors, or the Division within which it operates, from time to time;

(b) The applicable regulations, policies and standards promulgated by the Department of National Defence 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 League, any Division or any Branch.

6.20 AUXILIARIES

A Branch Council may authorize the formation of one or more Auxiliary Committees in connection with the Branch, and may define the function of the said Auxiliary subject to any criteria established by the Division in accordance with Clause 5.21.