

THE ARMY CADET LEAGUE OF CANADA (ONTARIO)

By-Law No. 6

being a by-law to provide generally

for the conduct of the affairs of

The Army Cadet League of Canada (Ontario)

(the “League”)

Head Office

1. The head office of the League shall be in the City of Toronto, at such place therein as the directors may from time to time determine.

Seal

2. The seal, an impression of which appears in the margin, is hereby adopted as the corporate seal of the League.

INTERPRETATION

3. In this by-law and in all other by-laws of the League hereafter passed, unless the context otherwise requires,
 - a) words importing the singular number or the masculine gender shall include the plural or the feminine gender as the case may be or vice versa and references to persons shall include firms and corporations;
 - b) “Support Committee” means a committee established for an Army Cadet corps for the purpose of providing support and assistance to the corps and its commanding officer in accordance with the provisions of the memorandum entitled “Sponsor and Support Committee Guidelines and Responsibilities” issued by the League, September 15, 2001, as it may be amended and replaced from time to time, and includes a committee having the responsibilities of performing the functions of a corps sponsoring committee under the provisions of Policy 3.3, January 11, 2006, revised 10 March, 2006, in National Policies and Directives issued by the Army Cadet League of Canada, as such policy may be amended from time to time;
 - c) “screen” and “screening” means the procedure and the requirements for screening of volunteers who have contact with cadets as required by the Army Cadet League of Canada under Policy 10.1, “National Volunteer Registration Program”, authorized April 8, 2005, and revised March 2006, as such policy may be amended from time to time; and

- d) “liaison officer” means a person appointed by the League to provide liaison between the League and an Army Cadet Corps and “zone liaison officer” means a person appointed by the League to provide liaison with a group of liaison officers or a group of Army Cadet corps.

DIRECTORS

Numbers

4. Unless and until changed in number by special resolution, the affairs of the League shall be managed by a board of directors with a maximum of fifteen directors, each of whom at the time of the election or within ten days thereafter and throughout his term of office shall be a member of the League.

Term of Office

5. The term of office shall be for three years from the date of their election or appointment or until their successor is elected or appointed.

Election

6. The election of directors shall be held at the annual meeting of members. Any election of directors may be by a show of hands or resolution of the members unless a poll is demanded by any member.

Removal

7. The members may, by resolution passed by at least two-thirds of the vote cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office and may, by a majority of the votes cast at the meeting, elect any person in his stead for the remainder of his term.

Vacancies

8. If a vacancy shall occur in the board of directors, the remaining directors, if constituting a quorum, may appoint a qualified person to fill the vacancy for the remainder of the term. In the absence of a quorum, the remaining directors shall forthwith call a meeting to appoint additional members to fill the vacancy or vacancies. If the number of directors is increased, a vacancy or vacancies on the board to the number of the authorized increase shall thereby be deemed to have occurred which may be filled in the manner herein provided.

Place and Notice of Meeting

9. Meetings of the board of directors may be held at any place within or outside of Ontario. Meetings shall be held at such place and time and on such a day as the president or any two directors may determine. The executive director shall call meetings when directed or authorized by the president or any two directors. Notice of every meeting so called shall be given to each director not less than forty-eight hours before the time when the meeting is to be held, but notice of a meeting shall not be necessary if all the directors are present, or if those absent agreed before or after the meeting to hold the meeting without notice. The board may designate certain places, times and days for regular meetings of the board and such regular meetings may also be held without notice. A meeting may also be held without notice immediately following the annual meeting of members.

Quorum

10. A quorum shall be five members of the board of directors.

Voting

11. Questions arising at any meeting of the board of directors shall be decided by a majority of votes. To break a tie vote, the president or chairperson shall have the deciding vote.
12. If all directors, or members of a committee of the League consent, a director or member of a committee may participate in a meeting of the board of directors or of a committee by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a director or member participating in such a meeting by such means is deemed to be present at that meeting.
13. A resolution in writing, including a resolution signed in one or more counterparts, and a resolution transmitted by facsimile or by any electronic means of communication, signed or otherwise authorized by all members of the board of directors or of a committee of the League entitled to vote on that resolution at a meeting of the board of directors or of such committee, is as valid as if it had been passed at a meeting of the board of directors or of such committee. A copy of every such resolution shall be kept in the minutes of the proceedings of the board of directors or the committee.

Remuneration

14. As provided in the Letters Patent, the directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as a director provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. The Executive Director [executive director] is a paid employee who takes direction from the board of directors and, as such, is exempt from this section for purposes of remuneration.

Powers

15. The directors of the League may administer the affairs of the League in all respects and make or cause to be made for the League in its name any kind of contract which the League may lawfully enter into, and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the League is by Letters Patent or otherwise authorized to exercise and do.

Associate Directors

16. The board of directors may from time to time appoint one or more associate directors, who shall be persons who have formerly served as directors of the League or persons whose advice and assistance is otherwise desired by the board of directors. Associate directors shall receive notice of and may attend all meetings of the board of directors but shall not be entitled to vote. Associate directors shall not exercise any of the powers or duties of directors.

COMMITTEES

Executive Committee

17.
 - a) The board of directors may elect from among their number an executive committee of not fewer than five members. The board of directors may delegate to the executive committee any powers of the board; including powers conferred on the board by the by-laws of the League, subject to the restrictions, if any, imposed from time to time by the directors. The executive committee shall keep minutes of its proceedings and shall report the same to the next meeting of the board of directors.
 - b) A Quorum for the Executive Committee shall be three members.
 - c) The Executive Committee may comprise of the following Directors, elected by the Board of Directors:
 - President
 - Immediate Past President
 - 1st Vice President
 - 2nd Vice President
 - Secretary
 - Treasurer

Advisory Council

18. a) The board of directors may constitute an Advisory Council and may determine the membership of such advisory council and from time to time appoint its members. The Advisory Council shall be available for consultation by the executive committee and the officers of the League, but shall not exercise any powers of the board of directors. Directors and officers of the League shall be entitled to receive notice of and to attend all meetings of the Advisory Council.

- b) The purpose of the Advisory Council shall be to give advice and assistance to the League, with a view to ensuring the continuing welfare and stability of the League and of the Army Cadet movement in Ontario, in particular by
 - (i) maintaining a surveillance over the financial stability of the League and its financial planning, and
 - (ii) fostering support for the Army Cadet movement, in all its aspects, including the recruitment of leaders, within the community, the Department of National Defence, the educational system and other public bodies.

Other Committees

- 19. The Board shall elect or appoint an audit committee and may elect or appoint a personnel committee and such other committees as it may deem advisable. See Appendix II.

OFFICERS

Election and Appointment

- 20. The Board of Directors shall every three years or as more often as required elect a President and a 1st Vice President from the directors as well as a secretary and a treasurer, and may from time to time appoint one or more additional Vice Presidents and such other officers as the board deems advisable, who need not be a director. One person may hold more than one office. The Officers shall constitute the Executive Committee of the League. The procedure for election and succession of members of the Executive Committee is set out in Appendix 1.

Term of Office

- 21. All officers, in the absence of agreement to the contrary, shall hold office during the pleasure of the board. Officers who are directors shall serve as officers without remuneration. The remuneration, if any, of officers who are not directors shall be such as the board of directors may from time to time determine or approve. Such approval may be by specific resolution or by approval of accounts or financial statements in which such remuneration has been included whether or not specifically identified.

President

- 22. a) Unless there shall be a chairman of the board of directors, the president when present shall preside at all meetings of the board of directors and of the members. He shall be vested with the powers and shall perform the other duties of the chairman of the board of directors if there is no incumbent of that office or during the absence or inability or refusal to act of the incumbent, if any.

b) The President shall be automatically nominated as Provincial Governor representing the Provincial Branch of the Army Cadet League of Canada and serve as Vice President on the National Council of the Army Cadet League of Canada.

Chairman of the Board of Directors

23. If the board of directors shall elect a chairman of the board of directors, he shall, when present, preside at all meetings of the board of directors and of the members and shall have such other duties as may be vested in him by resolution of the board of directors.

Vice-President

24. The 1st vice-president shall be vested with the powers and shall perform the duties of the president during the absence or disability or refusal to act of the president.

Other Powers and Duties

25. In addition to any powers and duties prescribed by by-law, all officers of the League shall have such powers and duties as may from time to time be assigned to them by the board of directors, or in the case of officers, other than the chairman of the board of directors, if any, and the president, by the president.

Executive Director

26. The board of directors may appoint an executive director who shall be responsible to the board of directors through the president for the management and administration of the affairs of the League. This is normally a salaried position.

HONORARY APPOINTMENTS

Life Members

27. The members may from time to time appoint as a life member any person who has rendered outstanding service or made a significant contribution to the League or the Army Cadet movement. Any person so elected shall hold office for life. A life member may but need not be a member of the board of directors, unless a member of the board of directors, shall have no active duties or responsibilities. A life member shall have voting privileges at the Annual General Meeting.

Honorary Officers

28. The board of directors may from time to time invite persons to accept the office of honorary chairman, honorary president or honorary vice-president. Such persons need not be members of the League and shall have no duties or responsibilities, and shall not have voting privileges.

Patrons

29. The board of directors may invite any person whom it considers appropriate to be a patron of the League.

LIAISON OFFICERS AND SUPPORT COMMITTEES

30. a) The board of directors may from time to time appoint liaison officers and zone liaison officers, who shall hold office at the pleasure of the board of directors and shall have such duties as may be prescribed by the board of directors, provided that no person shall be appointed as a liaison officer or as a zone liaison officer unless such person has been successfully screened by the League in accordance with the screening policy established by the Army Cadet League of Canada.
- b) Support committee members shall be persons who are appointed by other members of a support committee at a cadet corps level to be members of the support committee, provided that no person shall hold office as a member of a support committee unless such person has been screened in accordance with the screening policy established by the Army Cadet League of Canada. Support committee members shall be non-voting members of the League.
- c) Support committee chairs shall be persons who are elected by the members of a support committee of the cadet corps and approved by the board of directors of the League at a meeting of the board of directors held immediately following the annual meeting of the member of the League, at which time they shall be admitted as members of the League, provided that no person shall be approved as a support committee chair unless he has been successfully screened in accordance with the policies of the Army Cadet League of Canada. Support committee chairs are voting members of the League.
- d) The board of directors may approve a local sponsor in accordance with the provisions of Queen's Regulations and Orders for the Canadian Cadet Organizations ((QR) Cadets) and may approve a corps sponsoring committee (referred to in this By-law as a "support committee") in accordance with policies of the Army Cadet League of Canada.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Indemnification

31. Every director and officer and their heirs, executors, and administrators, 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 and against:
- a) All costs, charges and expenses whatsoever that one sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against one, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by one, in or about the execution of the duties of one's office; and

- b) All other costs, charges and expenses that one sustains or incurs in or about or in relation to the affairs of the League, except such costs, charges or expenses as are occasioned by one's own wilful neglect or default.

MEMBERS

Members

32. There shall be three classes of members:

- a) members,
- b) non-voting members; and
- c) associate members

Members and non-voting members shall consist of such individuals, corporations and unincorporated associations as are admitted to membership by the board of directors or in accordance with the provisions of this section 32 and section 33.

33. The following persons shall be admitted to membership at the conclusion of the meeting at which they are elected or appointed or at which their election or appointment has been approved, without any further action by the board of directors:

- a) all persons who are elected as directors of the League, or appointed as members of the Advisory Council or appointed as zone liaison officers or liaison officers; and
- b) all persons who are approved as Support Committee chairs.

34. Support Committee members, who will be admitted to membership as non-voting members when they are appointed as members of a support committee of an Army Cadet corps and when such appointment has been notified to the executive director.

35. No person shall be elected as a member of the board of directors, appointed as a member of the Advisory Council, appointed as an associate member, appointed as a zone liaison officer or a liaison officer, or approved as a support committee chair or recognized as a support committee member, until he has been successfully screened by the League in accordance with the screening policy established by the Army Cadet League of Canada.

Associate Members

36. The board of directors may from time to time appoint associate members who shall hold office at the pleasure of the board of directors and shall have such duties as may be prescribed by the board of directors. Associate members shall be non-voting members of the League. No person shall be admitted as an associate member until he has been successfully screened by the League in accordance with the screening policy of the Army Cadet League of Canada.

Screening of Members

37. No person will be admitted to membership as a member or non-voting member of the League until he has been successfully screened by the League in accordance with the screening policy established by the Army Cadet League of Canada.

Duration of Membership

38. A member shall cease to be a member:
- a) upon tendering his resignation in writing to the board of directors of the League,
 - b) if he shall fail to attend three annual meetings of the members of the League in succession, unless his membership is extended by the board of directors as provided in section 39,
 - c) upon non-payment of fees as provided in section 41, or
 - d) by any other action causing the member to be deemed to be a member of not in good standing by the Board of Directors at a meeting of the Board of Directors,
 - e) a person ceasing to be a member of a board committee or a Support Committee, ceases to be a member of the League, but may reapply for reinstatement in the League in another position.

Extension of Membership

39. Notwithstanding the failure of a member to attend three annual meetings of the members of the League in succession, the board of directors may waive the attendance of such member at such annual meeting, either before or after the meeting, and upon such waiver the membership of such member shall be extended and, notwithstanding the provisions of subsection (b) of section 38, shall continue.

Voting

40. Each member of the League shall be entitled at all meetings of the League to one vote. In the absence of the chair of the Support Committee, a non-voting member who is a member of a Support Committee may vote at a meeting of the League if that member has been authorized by the chairman of the Support Committee to represent them at the meeting for this purpose.

Fees

41. There shall be no dues or fees payable by members except such, if any, as shall be fixed from time to time by the board of directors. The executive director shall notify the members of the dues or fees at any time payable by them and if any are not paid within thirty days of the date of such notice the members in default shall thereupon automatically cease to be members of the League, but any such members, upon payment of all unpaid dues or fees, may be reinstated by the board of directors.

Meetings of Members

42. The annual or any other general meeting of the members shall take place in Ontario where the board of directors may determine, and on such day as the board of directors shall designate. Annual or other general meetings of the members may be convened by order of the chairman of the board, if any, or by order of the president.

Notice

43. Notice of the time and place of a meeting of the members and the general nature of the business to be transacted there shall be delivered or emailed or mailed by prepaid post to each member and to the auditor of the League at least ten days before the day on which the meeting is to be held, and directed to such address as appears on the books of the League, or if no address is given therein, then to the last address known to the executive director. The accidental omission to give notice by any member or any error in a notice not affecting the substance thereof shall not invalidate such notice or any meeting called by such notice or any resolution passed or other proceeding taken at such meeting.

Waiver

44. A meeting of members may be held for any purpose without notice if all the members are present in person at the meeting or if those not so present have waived notice, and if the auditor is present or has waived notice. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by a member or the proxy for any member.

Quorum

45. Ten persons present in person as members will constitute a quorum at any meeting of the members.

CHEQUES AND DOCUMENTS

Cheques

46. All cheques and other orders for the payment of money and notes and other evidences of indebtedness shall be signed by such two or more officers or other persons and in such manner as the board of directors may from time to time specify.

Execution of Documents

47. Contracts, documents or other instruments in writing requiring execution by the League may be signed by any two of the president, a vice-president, the treasurer, the executive director or any other person authorized by the board of directors. Notwithstanding any provisions to the contrary contained in the by-laws of the League, the board of directors may at any time by resolution appoint any one or more instruments on behalf of the League.

FINANCIAL

Auditor

48. There shall be an auditor appointed from time to time in accordance with the provisions of the Corporations Act.

Fiscal Year

49. The fiscal year of the League shall terminate on such day in each year as the board of directors may from time to time by resolution determine and until otherwise determined shall end on the thirty-first day of August in each year.

Custody of Securities

50. All investment of the League or documents of title shall be lodged for safekeeping with such charter bank, trust company or other depository as the board of directors from time to time may determine. Such investments or documents of title may be registered in the name of a nominee or held in bearer form.

DUTIES & RESPONSIBILITIES

Recommendation of Cadet Instructors

51. With direction from the board of directors, the executive director of the League will liaise directly with the Regional Commander and the Detachment Commanders of the Regional Cadet Support Unit (RCSU) to make recommendations on:
- a) Organization or disbandment of cadet corps;
 - b) Recommendation of suitable persons for recruitment by the Canadian Forces and employment as Cadet Instructors; and

League Assistance

52. The League and its members, along with the Support Committees with the assistance of the corps sponsors, will as needed

- a) Provide training and stores accommodation if not provided by the Canadian Forces;
- b) Arrange recreational programs for cadets other than training programs;
- c) Provide training aids and equipment, including band instruments, if not provided by the Canadian Forces;
- d) Provide financial support as required;
- e) Provide and supervise local sponsors;
- f) Provide training and supervision of local sponsors;
- g) Provide transportation, when not available from the Canadian Forces, for local training exercises; and
- h) Provide advice and assistance to local sponsors and cadet corps.

Local Sponsor and Sponsoring (Support) Committee

- 53. The Board of Directors shall approve a local Sponsor and Support Committee based on QR Cadets or it's approved replacement.
- 54. Funds raised by the Support Committee must be managed and administered by the Support Committee at the local level and not the Provincial body. No two related persons may have signing authority on the same cheque or document. (ie. husband & wife)
- 55. The Support Committee will be the applicant of any licences regarding bingos, raffles, or break open tickets and must be banked in a separate trust account and administered in accordance with Alcohol and Gaming Commission policies.

Problem Solving

- 56. In accordance with the Mission Statement of the Army Cadet League of Canada, when issues or problems occur between the Commanding Officer, Sponsors, Support Committees and the League:
 - a) Attempts will be made to resolve issues with the best interest of the cadets in mind, locally and informally;
 - b) When all avenues have been exhausted, the Support Committee Chair will deal directly with the League liaison officer. If needed, the liaison officer will ask the zone liaison officer or the executive director for assistance. Representatives should keep in mind that the commanding officers must observe their chain of command and respond to the Commander of the Regional Cadet Support Unit (RCSU);

- c) Parents and members of the Support Committee should not interfere with the commanding officer's responsibility of running the corps;
- d) Commanding officers should not assume the responsibilities of the Support Committees; and
- e) Commanding officers should insist that their cadet corps has a Support Committee.

MISSION STATEMENT

57. The League acknowledges and subscribes to the following Mission Statement of the Army Cadet League of Canada:

“Mission:

The Army Cadet League of Canada, a civilian non-profit organization, commits to support Royal Canadian Army Cadets in partnership with the Canadian Forces and local communities in the development of policies and procedures for achieving the aims and objectives of the Canadian Cadet Movement in general and the Army Cadets in particular.

To develop, promote and stimulate citizenship and leadership in all Army Cadets in Canada.”

Dissolution Clause

58. It is specially provided that in the event of dissolution or winding-up of the League (the Corporation), all of its remaining assets after payment of its liabilities, except lottery funds, shall be handed over to the Army Cadet League of Canada. All lottery funds will be distributed to one or more recognized charitable organizations in Ontario, upon approval from the lottery licensing authority.

REPEAL OF BY-LAWS 1, 2, 3 4 AND 5

59. On the enactment and confirmation of this By-law No. 6, By-law No. 1, By-law No. 2, By-law No. 3, By-law No. 4 and By-law No. 5 of the League are repealed and shall be of no further force or effect.

President

1stVice-President

Enacted by the board of directors and confirmed the _____ day of April, 2011 by the members of the League.

President

1st Vice-President