

The Army Cadet League of Canada (New Brunswick), Inc  
La Ligue des Cadets de l'Armée du Canada (Nouveau-Brunswick), Inc

#### GENERAL BY-LAW NUMBER 4

Dated xx month year  
Approved by National Council xx month year  
Ratified by the Branch membership xx month year

#### **Mission Statement**

The Army Cadet League of Canada (New Brunswick), a civilian non-profit organization, commits to support Royal Canadian Army Cadets, in partnership with the Canadian Forces and local communities, by developing 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.

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## ARTICLE 1

### GENERAL

#### 4.1.01 Organization

The Army Cadet League of Canada is the Supervisory Sponsor of the Royal Canadian Army Cadets and is governed by **The Queen's Regulations and Orders for the Canadian Cadet Organizations (QR Cadets)** and in the League's corporate by-laws **By-Law 9**. Clarification of the roles of stakeholders are found in a Memorandum of Understanding, dated 1 December 2005.

The Army Cadet League of Canada (New Brunswick) is incorporated under Bill C-13 of the Revised Statutes of New Brunswick (The NB Companies Act). As such, these by-laws may only be executed in compliance with said Act.

As the New Brunswick Branch, hereto referred to as the **Branch**, of the body corporate, hereto referred to as the **League**, the following articles will in no way supersede League By-Law 9, QR Cadets, or the NB Companies Act. In the event of disagreement between these Branch By-Laws and policies stemming from them, and the League, the disagreement will be remedied in favour of the League. Should the League be in conflict with the Act, remedy through litigation may be required.

#### 4.1.02 Interpretations

In this by-law and all other by-laws hereafter passed:

**Board** means the Board of Directors of the League or a Branch

**Branch** means The Army Cadet League of Canada (New Brunswick) – La Ligue des Cadets de l'Armée du Canada (Nouveau Brunswick)

**Executive Committee** means the Executive Committee of the League or a Branch

**Director** means a member of the Board of Directors of the League or a Branch

**League** means The Army Cadet League of Canada – La Ligue des Cadets de l'Armée du Canada

**Local Sponsor** means, in respect of a cadet corps, the organization or persons accepted by or on behalf of the Chief of the Defence Staff to undertake responsibility of the formation and financial support of the cadet corps other than that provided by the supervisory sponsor or the Canadian Armed Forces

**Mailing** means any method of mailing including e-mail, ~~and~~ voice mail and approved social media posts

**National Vice-President** means the person nominated to serve on the National Council of the Army Cadet League of Canada as Branch Representative

**National Council** means the National Council of the Army Cadet League of Canada

**Policy** means a written policy of the Branch as approved by the Board of Directors

**Supervisory Sponsor** means the Branch, provincially and the League, nationally, which has agreed to assume supervisory responsibility for a cadet corps

Words importing the masculine or feminine gender shall include the plural or all genders as the case may be and vice versa and reference to persons shall include firms and corporations.

#### 4.1.03 By-Laws

The Board may from time-to-time repeal, amend, or re-enact any by-law of the Branch, which must be approved by the League and ratified by no less than two-thirds of the votes casted at an annual or special general meeting of the membership.

#### 4.1.04 Regulations

The Board may make such regulations not inconsistent with this by-law relating to the rules of procedure, management and operation of the branch and other matters provided for in this by-law as they may deem expedient and may amend and rescind such regulations from time to time.

#### 4.1.05 Policies

The Board may make such policies not inconsistent with this by-law relating to the management and operation of the branch and other matters provided for in this by-law as they may deem expedient and may amend and rescind such policies from time to time.

#### 4.1.06 Corporate Seal

(1) The seal of the branch shall consist of the words The Army Cadet League of Canada (New Brunswick) – La Ligue des Cadets de l'Armée du Canada (Nouveau Brunswick) in substantially the form of the impression on the margin hereto.

(2) The secretary shall have custody of the seal.

## ARTICLE 2

### MEMBERS

#### 4.2.01 Admission

The Directors may by resolution admit to ordinary membership any person residing in Canada, or British subject, or citizen of the United States, or corporations incorporated in Canada or a province or territory of Canada who are interested in supporting the purposes and objects of the League agree to pay membership dues are approved as members by the Board.

#### 4.2.02 Cessation of Rights to Membership

A member shall cease to hold membership:

- (1) upon the death of the member
- (2) upon submitting a letter of resignation to the secretary of the Branch
- (3) upon non-payment of dues
- (4) if so determined at any time by resolution of the Board

#### 4.2.03 Membership Dues

(1) The dues for members shall be such amount as the board may from time-to-time determine and be payable by each member upon admission to membership and thereafter annually on 1 January of each year.

(2) The secretary shall notify the members of the dues payable by them and if such dues are not paid prior to 31 January of the year for which such dues are owing, the members in default shall automatically cease to be members. Such members may be automatically reinstated to membership upon payment of the dues in default and dues for the current year.

#### (3) Member in Good Standing

- A member in good standing shall be an ordinary member whose dues are paid for the current year.
- The term of membership shall be the calendar year.
- Membership cards for each current year shall be issued by the secretary.

#### (4) Life Membership

Upon the recommendation of the Board of Directors, members who have rendered distinguished service to the Army Cadet Movement may be invited to be life members. Life members shall be granted all the privileges of membership without paying dues. Life membership may be terminated by the incumbent, by resolution of the Board or on the death of the incumbent.

#### (5) Honorary Appointments

- (a) The appointment of honorary patron shall be offered to the Lieutenant Governor in office.
- (b) Upon the recommendation of the board of directors, any person who has rendered distinguished service to the Army Cadet Movement or to the Branch may be invited to be an honorary member. Honorary members shall not pay dues and shall not have the right to vote or hold office.

### ARTICLE 3

#### MEETINGS

##### 4.3.01 Place of Meeting

Meetings of members shall be held at such place in the Province of New Brunswick as may be selected by the Board of Directors or the convening officer. The place of meeting shall be stated in the notice of

the meeting or in the waiver thereof. Video conferencing and telephone conferencing may be used in lieu or in addition to in-person meetings. Both the League and this Branch adhere to **Bourinot's Rules of Order, 4<sup>th</sup> Edition**.

#### 4.3.02 Annual Meeting

A meeting of the members shall be held annually for the reception of reports, consideration of financial statements and for the transaction of such other business as may come before the meeting. Such meeting shall be held, if possible, within four months from the close of the Branch's fiscal year. The date and time of the annual meeting shall be determined by the Board of Directors or, in default of action by the Board, by the President or other convening officer.

#### 4.3.03 Special General Meetings

(1) Special general meetings of the members may be called at any time by the President or the Secretary and shall be called upon a request in writing by the majority of the Board of Directors or when directed by resolution of the Board of Directors.

(2) Special general meetings of the members shall also be called upon receipt of a request signed by at least ten percent in number of the members. If none of the officers of the Branch convene a special general meeting within thirty days after the filing of such request, any member may call such meeting.

#### 4.3.04 Quorum

At annual and special general meetings of the members five members shall constitute a quorum for all purposes. If a quorum shall not be present at any meeting of members, the members there present shall have power to adjourn the meeting to another time and, if deemed desirable, another place, and shall arrange to give notice of such adjourned meeting in the same manner as notice of the meeting was given. At such adjourned meeting no quorum shall be required, and any business may then be transacted which might have been transacted if a quorum had been present.

#### 4.3.05 Agenda – Annual General Meeting

The agenda for the annual general meeting of members shall be fixed by the Executive Committee and contain, as a minimum, the following items:

- (a) Receipt of the report of the Board to the members
- (b) Receipt of the Branch financial statement for the last completed fiscal year
- (c) Appointment of the Internal Audit Committee
- (d) Election of the Board every odd-numbered year
- (e) Such other matters as are properly brought before the meeting

#### 4.3.06 Voting

At all meetings of members the plurality of votes cast shall decide any question brought before such meeting except in cases where these by-laws, again in agreement with the League or the New Brunswick Companies Act otherwise expressly requires. In the case of a tie, the chairman of the meeting shall have a second or casting vote on each ballot or resolution.

#### 4.3.07 Manner of Voting

All votes may be initially given by voice. The Chairman may call for a show of hands or a standing vote. The Chairman may direct, or any member may demand, a poll. A poll shall be conducted in such manner as the Chairman may direct, including electronic means and/or by secret ballot.

#### 4.3.08 Proxy to Vote

A member in good standing may appoint in writing any other member in good standing as a proxy to vote at an annual or a special general meeting. Such proxies shall be verified and registered by the Secretary prior to the commencement of the meeting. Each notice of a meeting of members shall contain a statement advising the members of the provisions of this section 4.3.08.

#### 4.3.09 Notice

Written notice of all meetings of members stating the time and place thereof and whether it is an annual or special general meeting shall be given to each member at least ten days before the date fixed for the meeting by mailing such notice addressed to such member to his last address known to the Branch; provided however that any meeting of members, whether annual or special general, may be held at any time or place if all members are present in person or if the absent members have waived notice of the time and place of the meeting.

#### 4.3.10 Presiding Officer and Secretary

(1) Meetings of the members shall be presided over by the President or, in his absence, by the Vice-President. In the absence of both of these officers any member may call the meeting to order and a chairman shall be chosen by a majority of votes.

(2) The Secretary of the branch, if present, shall act as Secretary of all meetings of members. In the absence of the Secretary, the Chairman of the meeting may appoint any person to act as secretary of the meeting.

### ARTICLE 4

#### DIRECTORS

##### 4.4.01 Number

(1) The Board of Directors shall consist of not more than 17 Directors, as follows:

- (a) The Executive Committee (5)
- (b) Regional Directors (10)
- (c) Directors-at-Large (2)



- (2) In addition, ex-officio members of the Board may include the Honorary Patron and specialist advisors (Honorary Solicitor, etc.)

#### 4.4.02 Place of Meeting

The Board of Directors may meet at such place within New Brunswick as may from time to time be designated by resolution of the Board or as selected by the convening officer.

#### 4.4.03 Organizational Meeting

The first meeting of each newly elected Board of Directors shall be held immediately after the annual meeting of members at the same place where such annual meeting took place, and no notice of such meeting shall be necessary to such newly elected Directors in order to legally constitute the meeting. A quorum, however, shall be required. Such meeting, however, may properly be held at any other time and place as may be fixed by consent in writing of all the newly elected Directors.

#### 4.4.04 Other Meetings

Except in the case of the organization meeting not less than five days' notice of the time and place of each meeting shall be given to each Director by notice delivered by provided that a meeting of Directors may be held at any time or place if all the Directors are present in person or if the absent Director or Directors shall execute a waiver of notice of the meeting.

#### 4.4.05 Quorum

- (1) At all meetings of the Board of Directors five Directors shall be necessary and sufficient to constitute a quorum for the transaction of business.

- (2) The act of the majority of Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

- (3) If a quorum shall not be present at any meeting of the Board of Directors, the Director or Directors present thereat may adjourn the meeting without notice other than an announcement of the time and place of the adjourned meeting until a quorum shall be present.

#### 4.4.06 Presiding Officer

The President shall preside at all meetings of the Board of Directors. In the absence of the President, the Vice-President shall preside. In the absence of both such officers the meeting shall elect a chairman.

#### 4.4.07 Tenure of Office

Directors shall be elected every odd-numbered year at an annual meeting of members and shall hold office, subject to the provisions of these by-laws, for a period of two years and until their successors are elected.

#### 4.4.08 Removal of Directors

Any Director may be removed from office by resolution adopted at a special general meeting of members duly called for the purpose.

#### 4.4.09 Qualification of Directors

Each Director must, at the time of his election or appointment, be a member in good standing of the Branch. The following persons are disqualified from being a director of the Branch:

- (a) anyone who is less than nineteen years of age;
- (b) anyone who is of unsound mind and has been so found by a court in Canada or elsewhere;
- (c) a person who is not an individual;
- (d) a person who has the status of bankrupt; or
- (e) a person convicted of an offence under the *Criminal Code* (Canada) or the criminal law of any jurisdiction outside of Canada
  - a. in connection with the promotion, formation or management of a corporation, or
  - b. involving fraud, unless three years have elapsed since the expiration of the period fixed for suspension of the passing of sentence without sentencing or since a fine was imposed, or unless the term of imprisonment and probation imposed, if any, was concluded, whichever is the latest, but the disability imposed by this paragraph ceases upon a pardon being granted.

#### 4.4.10 Vacancies

Any vacancy occurring on the Board of Directors by resignation, death, removal or otherwise, may be filled by resolution of the Board or by an election held at a special general meeting of members. Notwithstanding any vacancy the remaining Directors, so long as sufficient to constitute a quorum, shall have and are empowered to exercise all the powers of the Board of Directors.

#### 4.4.11 Powers and Authority

(1) The Board of Directors shall administer the affairs of the Branch in all things and may make or cause to be made for the Branch any description of contract which the Branch may lawfully enter into and generally may exercise all the rights and powers which the Branch may exercise under League and Branch by-laws governing it. The Board of Directors may delegate powers ~~and~~ of the Board to the officers to the extent from time to time deemed desirable.

(2) In particular, the Board of Directors shall have power and authority:

- (a) to authorize and to make expenditures for the purpose of furthering the objects of the Branch
- (b) to take such steps as the Board deems appropriate to enable the Branch to receive donations and benefits to be used for the purpose of furthering the objects of the Branch
- (c) to enter into arrangements with a financial institution for the purpose of it holding or investing funds of the Branch

- (d) to establish regions or committees of the Branch in various parts of New Brunswick, to define their powers and responsibilities within the limits of the powers and responsibilities of the Branch, and to exercise general supervision over the affairs and activities of such divisions and committees.

## ARTICLE 5

### OFFICERS

#### 4.5.01 Officers

(1) The Branch shall have a President, a Vice-President, a Secretary, a Treasurer and a Designated Past President.

(2) The Branch shall also nominate two (2) persons to serve as governors of the Army Cadet League of Canada, one of whom shall also be nominated as Vice-President (New Brunswick) to serve on the National Council.

(3) The Branch may also appoint such other officers and agents as the Board may find necessary and who shall exercise such powers and perform such duties as may be determined by the Board.

(4) The President and the Vice-President shall be chosen from among the Directors. The Secretary and Treasurer shall be chosen from among the general membership.

#### 4.5.02 Election

The officers shall be elected every two years by the membership at an annual meeting on odd-numbered years and shall, subject to the provisions of these by-laws, hold office until their successors are elected.

#### 4.5.03 Removal and Vacancies

Any officer or agent of the Branch may be removed by resolution of the Board of Directors whenever in its judgement the best interest of the Branch will be served. The Board of Directors shall fill a vacancy occurring in any office as soon as possible.

#### 4.5.04 President

The President shall be the Chief Executive Officer of the Branch and shall have general management of the affairs of the Branch. It is his responsibility to see that all orders and resolutions of the Board of Directors are carried into effect, subject however to the right of the Board of Directors to delegate any specific power to any other officer or agent of the Branch.

#### 4.5.05 Vice-President

In the absence of the President, the Vice-President shall perform the duties of the President and when so acting shall have all the powers of the President. Should the President vacate the office after the first

year of the term, the Vice-President shall assume the office for the remainder of the term. The Vice-President shall perform such other duties as are delegated to him by the Directors.

#### 4.5.06 Secretary

The Secretary shall have custody of the minute books and corporate records of the Branch, including a register of members of the Branch, and shall ensure that minutes are kept of all meetings of Directors and of members. The Secretary shall have custody of the Corporate Seal and shall cause to be given notice of all meetings of the members and of the Board of Directors. It is his responsibility to ensure that the statutory books of the Branch are maintained as required by law and that other records are kept as required by the Board of Directors.

#### 4.5.07 Treasurer

The Treasurer shall ensure that full and accurate accounts are kept of receipts, disbursements, funds and investments of the Branch, shall be responsible for the banking and general financial business and for the preparation of financial statements annually and as required by the President or by the Board of Directors.

#### 4.5.08 Designated Past President

The Designated (normally the Immediate) Past President shall provide guidance to the Board, convenes elections and may serve as Chair of the Nominating Committee and/or the nominated National Vice-President New Brunswick. Should the President vacate the office within the first year of the term, the Designated Past President shall assume the office and convene a by-election to replace the President with all due haste.

### ARTICLE 6

#### EXECUTION OF DOCUMENTS

4.6.01 Documents requiring formal execution by the Branch and documents which by law require the Corporate Seal may be signed on behalf of the branch by any one of the President or the Vice-President together with any one of the Secretary or the Treasurer. Any instrument so executed shall be deemed to be executed with the authority of the Branch, but the Board of Directors may by resolution authorize any Director or Directors, officer or officers, or other person or persons to execute any particular documents on behalf of the Branch.

### ARTICLE 7

#### FINANCIAL

#### 4.7.01 Fiscal Year

The fiscal year (FY) of the Branch shall commence on the first day of January in each year and end on the thirty-first day of December in the same year.

#### 4.7.02 Audit

At each annual meeting of members of the Branch, an Internal Audit Committee shall be appointed to review the accounts of the Branch and make observations/recommendations. At the behest of the membership, an external auditor may be appointed and hold office until the next annual general meeting. The Board shall approve remuneration of the external Auditor.

#### 4.7.03 Financial Powers of the Board of Directors

The Board may from time-to-time:

- (1) Borrow moneys upon credit of the Branch
- (2) Limit or increase the amount borrowed
- (3) Make payments by dual signature cheques from the approved account of the Branch
- (4) Secure any such bonds, debentures committed by the Branch
- (5) Delegate to such one or more of the committees of the Board, or officers or Directors of the Branch as may be designated by the Board, all or any of the powers conferred by the foregoing clauses of this by-law to such extent and in such manner as the Board shall determine at the time of such delegation.

#### 4.7.04 Indemnification

Every Director and officer as well as their heirs and successors, 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 Branch and League from and against:

- (1) All costs, charges and expenses whatsoever that they sustain or incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever, made done or permitted by them, in or about the execution of their office.
- (2) All other costs, charges and expenses that they sustain or incur in or about in relation to the affairs of the Branch and League, **except such costs, charges or expenses as are occasioned by their own willful neglect or default.**

### ARTICLE 8

#### WAIVERS OF NOTICE

4.8.01 When any notice is required by the laws of the Province of New Brunswick, by the Letters Patent and Supplementary Letters Patent for the time being constituting the Branch charter or by these by-laws, a written waiver thereof signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting. Neither the business to be transacted at nor the purpose of any annual or special general meeting of members or any meeting of the Board of Directors need be specified in any written waiver of notice save as and when required by law.

## ARTICLE 9

### FOLDING OF THE BRANCH

4.9.01 If in the event the Branch is dissolved or merged with another Branch or Branches there remains, after the satisfaction of its obligations (in precedence) to donors of restricted funds or trusts, debts, liabilities and, any property whatsoever, the same shall not be paid to or distributed amongst members of the Branch, but shall be surrendered to the League.