

COMMUNICATIONS & ELECTRONICS ASSOCIATION



BY-LAW NO. 1

**A BY-LAW RELATING GENERALLY TO THE CONDUCT OF THE AFFAIRS OF
CANADIAN FORCES COMMUNICATIONS AND ELECTRONICS ASSOCIATION
(L'Association des communications et de l'électronique des forces canadiennes)**

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PREFACE

This by-law was updated to be compliant with the following:

1. **Canada Not-for-profit Corporations Act (2021 03 10)** - <https://laws.justice.gc.ca/eng/acts/c-7.75/>
2. **Canada Not-for-profit Corporations Regulations (2021 03 10)** - <https://laws-lois.justice.gc.ca/eng/regulations/sor-2011-223/index.html>
3. **Model by-laws – Not-for-profit corporations (2014 06 30)** - <https://www.ic.gc.ca/eic/site/cd-dgc.nsf/eng/cs04999.html>
4. **Canada Not-for-profit Corporations Act, Form 4031, Articles of Continuance – Canadian Forces Communications and Electronics Association (Corporate Number 058724-9)**

BE IT ENACTED as a by-law of the Association as follows:

SECTION 1 - GENERAL

1.01 Definitions

In this by-law and all other by-laws of the Association, unless the context otherwise requires:

"Act" means the Canada Not-For-Profit Corporations Act S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;

"Association" means the "Canadian Forces Communications and Electronics Association", or in its short form, the "Association". The Canadian Forces Communications and Electronics Association (the Association) shall be established as a not-for-profit corporation under the Canada Not-For-Profit Corporations Act S.C. 2009;

"Board" means the Board of Directors of the Association;

"By-law" means this by-law and any other by-law of the Association as amended and which are, from time to time, in force and effect;

"Director" means a Director of the Association and a member of the Board of Directors;

"Meeting of Members" includes an Annual Meeting of members or a Special Meeting of members. A Special Meeting of members includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"Officer" means an individual appointed by the Board of Directors as an officer of the Association. It includes members of the Executive Committee of the Board – the chairperson and president, a senior vice-president, the executive director, the secretary, and the treasurer of the Association. It also includes additional officers appointed by the Board but who are not Directors or Board members.

"Ordinary Resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"Proposal" means a proposal submitted by a member of the Association that meets the requirements of section 163 (Right to submit and discuss) of the Act;

"Regulations" means the regulations of the Association that are made under the Act, as amended, restated or in effect from time to time; and

"Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

Interpretation In these bylaws, and in all other bylaws of the Association herein past, unless the context otherwise requires:

- a. Words in the singular include the plural and vice-versa;
- b. Words in one gender include all genders; and
- c. 'Person' includes an individual, body corporate, firm, corporation, partnership, trust and unincorporated organization.

Meanings Derived from the Act Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Statement of Purpose of the Association

As stated in its Articles of Continuance, the Association will work to provide the wider Communications and Electronics family with activities and programs that:

- a. Enhance the effectiveness of Canada's military communications and electronics in Canada;
- b. Nurture and facilitate the well-being of all C&E military personnel and their families;
- c. Preserve, educate and celebrate the heritage and traditions of the C&E community in conjunction with the Military Communications and Electronics Museum;
- d. Connect with and promote a close association with all members of our C&E military community including the extended military C&E community; and
- e. Act as the C&E community member on the Conference of Defence Associations.

1.04 Changing the By Laws

Change Proposals By Members A member entitled to vote at an annual meeting of members may, in accordance with section 163 of the CNFPC Act, make a proposal to make, amend or repeal a by-law.

Change Proposals by Directors A director may, by resolution, submit a proposal to make, amend or repeal any by-laws that regulate the activities or affairs of the corporation, subject to a majority vote of the Board of Directors.

Fundamental Changes Requiring a Special Resolution In accordance with Article 197 of the Act, a special resolution of the members — or, if section 199 applies, of each applicable class or group of members — is required to make any amendment to the articles or the by-laws of a corporation to

- (a) change the corporation's name;
- (b) change the province in which the corporation's registered office is situated;
- (c) add, change or remove any restriction on the activities that the corporation may carry on;
- (d) create a new class or group of members;
- (e) change a condition required for being a member;
- (f) change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;
- (g) divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;
- (h) add, change or remove a provision respecting the transfer of a membership;
- (i) subject to section 133, increase or decrease the number of — or the minimum or maximum number of — directors fixed by the articles;
- (j) change the statement of the purpose of the corporation;
- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the corporation;
- (l) change the manner of giving notice to members entitled to vote at a meeting of members;
- (m) change the method of voting by members not in attendance at a meeting of members; or
- (n) add, change or remove any other provision that is permitted by this Act to be set out in the articles.

Such "special resolution" matters require:

- the simple majority approval of the Board of Directors to recommend presentation to the members; and
- a two thirds majority vote for approval by the members.

Decisions The directors shall submit the proposed by-law, amendment or repeal to the members at the next meeting of members under special business, and the members may confirm, reject or amend the by-law, amendment or repeal it as follows:

a) by ordinary resolution, confirm, reject or amend the by-law, amendment or repeal by means of a simple majority vote for those items not listed in Section 197 (1) of the Act, or

b) by special resolution, confirm, reject or amend the by-law, amendment or repeal by means of a two thirds majority vote of the members for those items listed in Section 197 (1) of the Act.

1.05 Execution of Documents by Signing Officers

Assigning Signing Authority The Board may from time to time and by resolution direct the manner and the person or persons by whom a particular document or type of document shall be executed. Such designated persons shall be known as “signing officers” of the Association.

Number of Signing Officers Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its officers or directors.

Certified True Copy Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

1.06 Financial Year

Unless modified by the Board, the financial year of the Association shall begin on the first day of April of each year and shall end on the last day of March in the following year.

1.07 Banking Arrangements

Selection The banking business of the Association shall be transacted at such bank, trust company or other firm or carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution.

Authority to Make Transactions The banking business or any part of it shall be transacted by an officer or officers of the Association and/or other persons that the Board may by resolution from time to time designate, direct or authorize.

1.08 Methods of Work

Preferred Use of Electronic Media and Services To overcome geographic “time and space” limitations, to improve efficiency and effectiveness, to minimize travel, operating

and printing costs, and to improve the timely engagement of participants, the preferred method of work for meetings and its day-to-day business should use electronic media and information sharing tools and services for information distribution, including web sites, email, file sharing, social media, video conferencing and teleconferencing. The Association may conduct its business using one or all of:

- **Electronic work and meetings**, including electronic document sharing and exchange, email, teleconferencing / videoconferencing / electronic meetings and voting, which shall be the preferred method of work. Any participant in such an electronic work or meeting regardless of the participant's location shall be deemed to be present at that work or meeting;
- **In person work sessions and meetings**, featuring verbal discussions, the use of documents, and "show of hands" voting; and
- **Electronic Exchange of Documents**, including reports, plans, proposals and draft resolutions.

For example:

- Internet and electronic information exchange technologies should be used to post notices, meeting agendas, records of decisions, reports, financial statements and other documents of interest to members;
- Videoconferencing, teleconferencing and electronic meeting services may be used for meetings and elections;
- Electronic survey tools may be used to canvas members regarding ideas, preferences, plans and priorities;
- Electronic voting and / or electronically submitted ballots may be used;
- Electronic signatures (using an external service provider) are considered valid and may be used;
- Online fundraising / donation management may be used; and
- Electronic event ticketing, payment and management may be used.

Decisions by Consensus Unless otherwise required by the Act or the Articles of Continuance of the Corporation, questions arising at any meeting of the Board or of the members shall be decided by a consensus of the directors or members present at the meeting and eligible to vote. A consensus will be considered to have been reached when no director or member objects to the question on the floor before the meeting. Should the chair of the meeting determine, after a reasonable effort to achieve consensus has been made, that a consensus will not be reached regarding a particular question then the chair shall refer the question to be decided by a majority vote of the directors or members.

1.09 Voting

Open Voting Method Voting shall usually be open and transparent, regardless of the method used. Acceptable methods include “show of hands”, polling, paper ballots or electronic voting / tabulation methods.

Results All those eligible to vote are entitled to see the results of all votes.

Secret Ballot Voting may be used at the discretion of the meeting chair.

Resolutions A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.

1.10 Records of Decisions – Development and Publication

Development and Approval Records of Decisions shall be created for all meetings and signed by the meeting chair / co-chairs.

Publication Records of Decisions shall be published on cmcen.ca or such other facility or location as approved by the Board of Directors, with supporting documentation where appropriate and made accessible to all authorized parties.

1.11 Head Office

Until changed by the Board in accordance with the Act, the head office of the Association shall be at Canadian Forces Base Kingston, Ontario.

1.12 Invalidity of the By-Law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

1.13 Annual Financial Statements

The Association may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172 (1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172 (1) are available either electronically or at the registered office of the Association, and any member may, on request, obtain a paper copy free of charge at the Association’s office or by prepaid mail.

SECTION 2 - MEMBERSHIP

2.01 Conditions of Membership

Pursuant to Article 154 of the Act, membership in the Association shall be comprised of:

- a. **Ordinary Members (Class A - Voting Members):** Serving and former members of the Canadian Forces Communications and Electronics (C&E) Branch, its founding elements, and constituent units shall form a single collective class of Ordinary Membership. Such Ordinary Membership is automatically awarded in perpetuity to serving and former members of the Canadian Forces Communications and Electronics (C&E) Branch, its founding elements, and constituent units, including Regular and Reserve Force active duty and retired members as well as those serving in Honorary appointments. Individual registration may occur for participation in specific Association services or events. All Ordinary Members shall be entitled to attend meetings of the members as well as entitled to one vote each at meetings of the members;
- b. **Honourary Members (Class B - Non-voting Members):** Those distinguished individuals who are invited by virtue of their special relationship with or contribution to the communications and Electronics branch. Honourary Members do not have the right to vote at meetings of the members;
- c. **Associate Members (Class B - Non-voting Members):** Families of Ordinary members and those invited by virtue of their involvement with C&E Branch or other organizations representing sub-groupings of members of the C&E Branch. Associate membership is awarded on request. Associate Members do not have the right to vote at meetings of the members; and
- d. **Regional and Local Chapters of the CF C&E Association:** Members of the Association acting as a group who wish to carry out the business and traditions of the Association in its name and be guided by the Association's Bylaws. These Chapters carry no additional voting rights other than conferred by sub-para a. to this paragraph.

2.02 Affiliates of the Association

Affiliates of the Association will be those organizations with which the Association works to accomplish the Association's goals and objectives, including

- Organizations that are made up of Association members that pursue compatible goals and objectives; and
- Other organizations with which the Association works to achieve its goals and objectives.

Affiliate organizations are not members of the Association, while some or all of their members may be Ordinary Members of the Association.

2.03 Changes to Membership

Pursuant to Article 197 (1) (Fundamental Change) of the Act and Article 1.04 of these by laws, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraph 197 (1) of the Act and Article 1.04 of these by laws.

SECTION 3 - MEMBERSHIP CONTRIBUTIONS, TERMINATION AND DISCIPLINE

3.01 Contributions

The Act, Article 30 requires that, subject to the articles, the by-laws and any unanimous Board member agreement, the directors may require or recommend to members to make an annual or other contribution and may determine the manner in which the contribution is to be made.

3.02 Termination of Membership

Termination of Membership A membership in the Association is terminated when:

- a. The member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b. A member fails to maintain any qualifications of membership described in Section 2.01 of these by-laws;
- c. The member resigns by delivering a written resignation to the Secretary of the Association, in which case such resignation shall be effective on the date specified in the resignation;
- d. The member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws: or
- e. The Association is liquidated or dissolved under the Act; and
- f. The member's term of membership, should one be in force, expires.

Cessation of Rights of Membership Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

3.03 Discipline of Members

Suspension or Expulsion The board shall have the authority to suspend or expel any member from the Association for any one or more of the following grounds:

- a. Violating any provision of the articles, by-laws or written policies of the Association;
- b. Carrying out any conduct that may be detrimental to the Association as determined by Board in its sole discretion; and

- c. For any reason that the Board in its sole and absolute discretion considers to be reasonable having regard to the purpose of the Association.

Notice of Intended Suspension or Expulsion In the event that the board determines that a member should be expelled or suspended from membership in the Association, the President, or such other officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion.

Response to Notice The member may make written response to the notice received within such twenty (20) day period.

Notification of Finding In the event that no written submissions are received by the President, the Secretary, or other such officer as may be designated by the Board, the President may proceed to notify the member that the member is suspended or expelled from membership in the Association.

Consideration of Submissions If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision with a further twenty (20) days from the date of receipt of the submissions.

No Further Appeal The Board's decision shall be final and binding on the member without further right of appeal.

SECTION 4 - MEETING OF MEMBERS

4.01 Meetings of Members

Persons Entitled to be Present The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, and the directors and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

Location The annual or any other general meeting of the members shall be held at the head office of the Association or at any place in Canada as the Board may determine and on such day as the said Board shall appoint.

Meeting Facilities The Board may direct that an in-person meeting of the members will be conducted. Optionally, it may also direct that electronic services be used to allow access by members who are not able to physically attend.

General Meeting Call The Board shall publish a schedule of General Meetings of the members, and shall have power to call, at any time, a General Meeting of the members.

Special Meeting Call The Board shall call a special meeting of members in these two circumstances:

- On receipt of a written requisition of members carrying the names of not less than 15 ordinary members; and
- To consider a special resolution to amend these by laws, if so required by Article 1.04 of these by laws.

4.02 Business to be Transacted at Meetings of Members

Business to be Transacted The members may consider and transact any business, either special or general, at the meeting of the members.

Mandatory Business At every annual meeting, in addition to other business that may be transacted, the report of the Directors, elections of directors, the financial statement and the report of the auditor shall be presented and an auditor appointed for the ensuing year.

4.03 Notice of Meeting of Members

Notice of meetings of the members will be handled in accordance with Section 8 of these by laws.

4.04 Agenda of Meetings of Members

The Secretary shall make available to members the agenda of meetings of the members in the same manner as notices of meetings. Such agendas shall be made available to members along with the notice of meeting of the members.

4.05 Chair and Secretary of the Meeting of Members

The chair of any meeting of members shall be the first mentioned of such of the following officers who is present at the meeting:

- a. The Chair and President of the Board, or Vice-Chair and Senior Vice President of the Board, or a Director, all of whom are also members;
- b. If no such officer or director is present within fifteen (15) minutes from the time fixed for holding the meeting, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting; and
- c. In the absence of the Secretary, the chair shall appoint a member to act as secretary of the meeting.

4.06 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 25 members present in person or present using an electronic service that enables them to hear the proceedings and to speak at the meeting, and entitled to vote thereat or a duly appointed proxy so entitled.

4.07 Voting Right and Method of Voting

Right to Vote Each voting member present at a meeting shall have the right to exercise one vote.

Method of Voting The Secretary shall prescribe the manner and format for physical and electronic voting used in in-person meetings, in electronic meetings and electronic voting, in proxy voting and in absentee voting. Such voting may use whatever method is required to know the preference or decision of the eligible voter, including “show of hands”, or polling of people present or in attendance electronically, or by the use of physically, absentee “mail in” ballots, and electronically submitted ballots.

Results To determine the results of any vote, the results of the tabulation of in-person voting, absentee voting and proxy voting shall be presented in aggregate to the Chair. The Chair shall announce the final results of all votes taken at meetings of the members.

4.08 Proxy Vote

Appointment Members in good standing not in attendance at a meeting of members may appoint a proxy holder to exercise their vote, provided that a written notice in the manner prescribed by the Secretary naming the member giving the proxy and the name of the proxy holder is received by the Chair prior to the start of the meeting.

Requirement The proxy holder need not be an Ordinary Member of the Association.

Special Business For items of designated special business, a member may, by means of a written proxy, appoint another member as proxy holder to attend and act at the specific meeting of members, in the manner and to the extent authorized by the proxy. Notice of each meeting of members containing items of special business must remind the member that he has a right to vote by proxy.

Period of Proxy Validity A Proxy Authorization shall only be valid for one specific meeting instance.

4.09 Absentee Voting

Method of Absentee Voting Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in or electronic ballot if the Corporation has a system that:

- Enables the votes to be gathered in a manner that permits their subsequent verification, and
- Permits the tallied votes to be presented to the meeting without it being possible to identify how each member voted.

Absentee Voting Submissions Absent members are permitted to vote by mail-in ballot or by electronic ballot, provided that their ballot vote is received by the Secretary in the manner prescribed by the Secretary and such that it is received before the start of the meeting of the members.

Tabulation of Ballots The Secretary shall verify all absentee ballots received and shall tabulate the absentee votes in such an aggregate manner whereby it is impossible to identify how each individual absentee member voted.

Changing the Method of Absentee Voting Pursuant to subsection 197 (1) (Fundamental Changes) of the Act, a special resolution of members is required to make any amendment to the by-laws of the Corporation to change the manner of absentee voting by members entitled to vote at a meeting of members.

4.10 Votes Cast as a Block

Where a member has more than one vote, those votes shall be cast as a block; no split votes from one member shall be allowed.

4.11 Simple Majority Votes to Govern

At all meetings of members, every question shall be determined by a simple majority of votes cast, unless otherwise specifically provided by statute or by these bylaws.

4.12 Tie Vote

In case of an equality of votes on any matter, the chair of the meeting in addition to an original vote shall have a second or casting vote.

4.13 Auditor

Appointment and Reporting The members shall at each annual meeting appoint a competent person or organization, hereinafter called the auditor, to audit the accounts of the Association for report to the members at the next annual meeting.

Term of Office The auditor shall hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of auditor.

Remuneration The remuneration of the auditor shall be approved by the Board.

SECTION 5 – BOARD OF DIRECTORS

5.01 Basic Duties

The Board (or the directors) shall manage or supervise the management of the activities and affairs of the Association. It:

- Is elected by and accountable to the membership;
- Receives and may solicit advice from its advisors;
- Supervises and manages the Association; and
- Delivers what was agreed in the Association's business plan.

In so doing, the Board may make or cause to be made for the Association to lawfully enter into and, same as hereinafter provided, may exercise all such other powers, and do all such other acts and things as the Association is by its Articles of Continuance or otherwise authorized to exercise and do.

5.02 Responsibilities of the Board

The Board's responsibilities are:

1. **Oversee Legal and Regulatory Compliance** with legal and regulatory requirements (including those that may constrain the action of the organization). These would include the Act and regulations flowing therefrom, and the Association operations as governed by applicable DND / CAF policies.
2. **Approve Policy** Any member may submit policy proposals. Such proposals would be brought forward for consideration by the Board. Proposals could also be reviewed by a relevant committee / project team. Policy proposals would be voted on and approved by the Board, and would become binding on the Association.
3. **Approve Strategic / Business Plans**, including vision, mission, programs, services and major events. The Board will gather input from members, Committees / Project Teams and advisors, and produce a draft Strategic / Business plan with a supporting budget for consideration by the members. Once approved, the Board or responsible Committee / Project Team Leader assumes responsibility for implementation.
4. **Approve Roles and Responsibilities** of its management structure, its officers, staff and employees as well as any committees and advisors required to implement Association policy and strategic / business plans. The Board will manage the assignment and modification of roles and responsibilities of the Officers, advisors and committee / project team leaders. The Board will elect / select the Officers from nominations presented by the Nominating Committee.

5. **Oversee The Execution And Results of Policy And Strategic / Business Plan,** as well as the management of the Association's resources. The Officers and Committee / Project Team Leaders will produce periodic reports as directed, and an annual report on results achieved in their area of responsibility. The Board will determine the frequency, style and content of these reports separately. The Board will integrate all reports into a consolidated Association report that will be made available to all members.
6. **Authorizing Expenditures** The Board shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an officer or officers of the Association the right to employ and pay salaries to employees.
7. **Approving Trust Arrangements** The Board shall have the power to enter into a trust arrangement with a bank or trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Association in accordance with such terms as the Board may prescribe.
8. **Solicitations of Funds** The Board shall take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Association.
9. **Policies, Procedures and Methods of Work** Unless specified in these By Laws, the Board will determine its internal policies, procedures and methods of work.
10. **Resolve Issues** submitted to it for consideration.
11. **Perform Other Tasks** assigned to it in the Association's By Laws.

5.03 Election and Term of Directors

Eligibility Any Ordinary Member of the Association may be elected to the Board.

Number of Directors The Board shall consist of 4 to 20 Directors who are elected to the Board at the Annual Meeting of the Members.

Term The directors shall be elected to hold office for a four year term.

Scheduling Elections Subject to the articles, the members will elect the directors at each annual meeting at which an election of directors is required, at which time all the directors then in office and whose term in office is expired shall retire but, if qualified, shall be eligible for re-election. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

Elections and Slate of Directors To maintain continuity, elections of Directors at annual meetings of the members will be scheduled such that approximately half of the Directors are elected every two years.

Withdrawal of Directors Any Director may withdraw upon application to the Chair in writing. Provided that a vacancy exists, the Board may vote to appoint a member of the Association to fill the position for the remainder of the withdrawn Director's term and until such time as elections take place at the Annual General Meeting of the members.

Removal of Directors A member of the Board may be removed subject to a majority vote for removal by the Board and ratified at a General or Special Meeting of the general membership. A simple majority is sufficient for both votes.

Additional Details Other details regarding directors and officers are contained in the Act, Sections 124 to 136.

5.04 Standing Committees of the Board

Standing Committees The Board would be supported by two standing Committees – a Nominating Committee and a Finance Committee.

1. **Nominating Committee** The Nominating Committee will search for, identify and screen possible candidates based on individual competency and merit, and solicit their interest in serving as a member of the Board. Possible candidates should reflect the composition of the C&E Branch as well as others from outside the C&E community with specialized knowledge and skills that would add to the effectiveness of the Board. The Nominating Committee prepares a "slate of candidates" for election at the AGM. The Nominating Committee would consist of at least one Director and other members as the Board deems necessary for the conduct of its business.
2. **Finance Committee** The Finance Committee is responsible to determine the audit requirements of the Association's financial affairs, to select as required a suitable Auditor and to submit that Auditor's report with the Finance Committee's recommendations to the Board. It may also undertake other financially related matters assigned to it by the Board. The Finance Committee would consist of the Treasurer and other members as the Board deems necessary for the conduct of its business.

Removal of a Committee Member Any committee member may be removed by resolution of the Board.

5.05 Additional Committees and Advisors

Appointment The Board may from time to time appoint any additional committee or other advisory body or advisor as it deems necessary or appropriate for its purposes and, subject to the Act, empower such parties with such powers as the Board shall see fit.

Meeting Attendance and Voting Members of additional committees, advisory bodies or advisors may attend Board meetings at the invitation of the Chair, but shall not have the power to vote at Board or other meetings.

Rules of Procedure Any such additional committee, advisory body or advisor may formulate its own rules of procedure, subject to such regulations or directions as the Board

may from time to time make, and in a manner that does not conflict with the By Laws and policies of the Association.

Dissolution The Board may dissolve such additional committees, advisory body or advisor once in its opinion its objectives have been accomplished.

Removal Any member of a committee, or advisory body, or advisor may be removed by resolution of the Board.

5.06 Corporate Records

Duty of Directors The Directors shall see that all necessary books and records of the association required by Part 4 of the Act or by these bylaws of the Association or by any applicable statute or law are regularly and properly reviewed.

Corporate Records – Pursuant to Article 21 (1) of the Act, the Association shall prepare and maintain, at its registered office or at any other place in Canada designated by the directors, records containing:

- (a) the articles and the by-laws, and amendments to them, and a copy of any unanimous member agreement;
- (b) the minutes of meetings of members and any committee of members;
- (c) the resolutions of members and any committee of members;
- (d) (not applicable);
- (e) a register of directors;
- (f) a register of officers; and
- (g) a register of members that will include:
 - the Class A Ordinary Members' Class recorded as a single group entry;
 - those individuals who have accepted Class B Honorary Membership;
 - those individuals who have accepted Class B Associate Membership.

Directors Records – Pursuant to Article 21 (3) of the Act, the Association shall prepare and maintain adequate accounting records and records containing minutes of meetings of the directors and any committee of directors as well as resolutions adopted by the directors or any committee of directors.

Access to Records – shall be as prescribed in Article 22 (1) of the Act.

5.07 Indemnities to Directors and Others

Every director or officer of the Association or other person who is undertaken or is about to undertake any liability on behalf of the Association or any company controlled by it and their heirs, executors and administrators, and the state and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:

- a. All costs, chargeable expenses which should such director, officer or other person sustains or incurs in or about any action, suit or proceeding's which is brought, commenced or prosecuted against him, or in respect of any act, matter, or thing whatsoever, made, done or permitted by him, in or about the execution of his duties of his office or in respect of any such liability; and
- b. All other costs, charges and expenses which 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.

5.08 Remuneration

Directors shall serve as such without remuneration, and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any Director from serving the Association as an officer or in any capacity and receiving compensation therefor.

The Board may appoint such agents and engage such employees as it shall deem necessary from time to time. Such person shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.

A reasonable remuneration for all officers, agents and employees and committee members shall be fixed by the Board by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

SECTION 6 - MEETINGS OF THE BOARD OF DIRECTORS

6.01 Board of Directors Meetings

Meeting Call Meetings of the Board may be called by the Chair of the Board, the Vice-Chair of the Board or any two (2) directors at any time. If the Association has only one director, that director may call and constitute a meeting.

Presence of Directors Article 126 (3) of the Act states that “No person shall act for an absent director at a meeting of directors.” This means that there may be NO proxy voting and NO proxy / substitute attendance at Board of Directors meetings.

Participation Where all the Directors consent either generally or in respect of a particular meeting, the Directors may participate in a meeting of the Board or of a committee of the board physically or by means of any electronic communications facilities permitting all persons participating in the meeting to be heard. A director participating in such a meeting by such means is deemed to be present at the meeting.

Resolutions A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.

6.02 Notice of Meeting of the Board of Directors

Notice Procedures Notice of meetings of the Board of Directors will be handled in accordance with Section 8 of these by laws.

Waiving Notice Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

6.03 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and time to be named.

A copy of any resolution of the Board fixing the place and time of such regular meetings of the board shall be made available to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136 (3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.04 Voting at Board Meetings

Voting Procedures Voting at board meetings will be as prescribed in Article 1.09 of these by laws.

Equality of Vote All Board members will have equal voice and voting privileges.

Simple Majority Requirement At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question.

In Case of Equality of Votes The chair of the meeting in addition to an original vote shall have a second casting vote.

6.05 Absentee Voting

Presence of Directors Article 126 (3) of the Act states that “No person shall act for an absent director at a meeting of directors.” This means that there may be NO proxy voting and NO proxy or substitute attendance at Board of Directors meetings.

Absentee Voting Absent directors are permitted to vote by mail-in ballot or by electronic ballot by providing their ballot vote to the Secretary in the manner prescribed by the Secretary and such that it is received before the start of the Board meeting.

Tabulation of Ballots The Secretary shall verify the validity of all absentee ballots received and shall tabulate the absentee votes in such an aggregate manner whereby it is impossible to identify how each individual absentee director voted.

Results To determine the results of any vote, the results of the tabulation of the absentee votes shall be presented to the Chair along with the tabulation of the other votes of the directors in attendance or voting by mail-in or electronic means. The Chair shall announce the final results of all votes taken at meetings of the Directors.

6.06 Quorum

A quorum of any meeting of directors will be a majority of the number of directors in office and at least the minimum number of directors required by this By-Law (which is 5 directors).

Despite any vacancy among the directors, a quorum of directors may exercise all the powers of the directors.

6.07 Financial Statements and Reports

The directors of the Association shall place before the members at every annual meeting:

- **Financial Statements** - Prescribed comparative financial statements that conform to any prescribed requirements and relate separately to:

- the period that began immediately after the end of the last completed financial year and ended not more than six months before the annual meeting, and
 - the immediately preceding financial year;
- **Auditor's Report** - The report of the auditor; and
- **Additional Documentation** - Any further information respecting the financial position of the corporation and the results of its operations required by the articles, the by-laws or any unanimous member agreement.

SECTION 7 – EXECUTIVE COMMITTEE AND OFFICERS OF THE BOARD

7.01 Executive Committee and Officers of the Board

Composition The Executive Committee shall be Officers of the Association whose roles are identified in Articles 7.03 to 7.08 below.

Duties and Powers Unless otherwise specified by the Board, which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Executive Committee of the Board, if designated and if officers are appointed, shall have the following duties and powers associated with their positions.

Election The Executive Committee of the Board is elected annually by the Board from among its members who were elected at the annual meeting. Its membership will be notified by the Board to the members.

Eligibility for Re-Election The Directors forming the Executive Committee are eligible for re-election to the Executive Committee as well as to the Board.

Powers of the Executive Committee The Executive Committee will handle the day-to-day business of the Association and shall exercise such powers as are authorized by the Board. Executive Committee members shall receive no remuneration.

Powers of Other Officers The powers and duties of all officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them. The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

Executive Committee Meetings Meetings of the Executive Committee shall be held at any time and place to be determined by the members of such committee provided that 48 hours written notice of such meeting shall be given, other than by mail, to each member of the committee. Notice by mail shall be sent at least 14 days prior to the meeting.

Quorum A majority of the members of the Executive Committee present physically or electronically shall constitute a quorum.

Errors or Omissions in Giving Notice No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee of the Association shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and ratify, approve and confirm any or all proceedings taken or had thereat.

7.02 Vacancy in Office

Creation of Vacancy Unless so removed, an officer shall hold office until the earlier of:

- a. The officer's successor being elected or appointed;

- b. The officer's resignation;
- c. Such officer ceasing to be a director (if a necessary qualification of appointment); or,
- d. Such officer's death.

Removal In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Association.

Filling Vacancies If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

7.03 Chair of the Board and President

The Chair of the Board and President shall:

- Be a director of the Association;
- Act as the Chief Executive of the Association and, subject to the authority of the Board, have general supervision of the affairs of the Association;
- Be responsible for implementing the strategic plans, business plans and policies of the Association;
- When present, preside at all meetings of the Board and of the members; and
- Have such other duties and powers as the Board may specify.

During the absence of the Executive Director or if no Executive Director has been appointed, the Chair of the Board and President shall also have the powers and duties of that office.

7.04 Vice-Chair of the Board and Senior Vice-President

The Vice-Chair of the Board and Senior Vice President shall:

- Be a director of the Association;
- When present, preside at all meetings of the Board and members, if the Chair of the Board and President is absent or is unable or refuses to act; and
- Undertake such other duties and powers as the Board may specify.

7.05 Executive Director

If appointed, the executive director shall:

- Be a director of the Association;
- Act as the Chief Operating Officer of the Association;
- Subject to the authority of the Board, have general supervision of the business operations and affairs of the Association;
- Have other powers and duties as the Board may specify.
- In the absence of disability of the Vice Chair of the Board and Senior Vice President, the Executive Director shall also have the powers and duties of that office.
- If there is no Secretary, act as the custodian of all books, papers, records, documents and other instruments belonging to the Association.

7.06 Secretary

The Secretary may carry on the affairs of the Association generally under supervision of the Chair of the Board and shall:

- Be a director of the Association;
- Attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the book to be kept for that purpose;
- Give or cause to be given notice of all meetings of the members, of the Board and committees;
- Perform such other duties as may be prescribed by the Board or the Chair of the Board under whose supervision he shall be; and
- Act as the custodian of all books, records, documents and other instruments belonging to the Association.

7.07 Treasurer

The Treasurer shall act as the Chief Financial Officer of the Association, and generally oversee the financial affairs of the Association. The Treasurer shall:

- Be a director of the Association;
- Have the custody of the funds and securities of the Association;

- Keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association;
- Provide all financial reports required by the Association;
- Deposit all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board or Executive Committee from time to time; and
- Have such other powers and duties as the Board may specify.

7.08 Additional Officers of the Association

Appointment of Additional Officers The Board may at its discretion appoint additional officers of the Association to hold the title of Vice President. As a minimum, there shall be a Vice President of:

- **Heritage;**
- **Communications;**
- **Veterans;**
- **Honours and Awards;** and.
- **Reserves.**

Powers and Duties of Additional Officers The powers and duties of all additional officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them. The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

Status and Voting The additional Association Officers listed in this Article will retain their Ordinary Member's status and may thereby vote at members' meetings, but may not vote at meetings of the Board.

SECTION 8 – NOTICE OF MEETING

8.01 Notice of Meeting

Applicability The provisions of this Article of the by laws apply to meetings of both the members of the Association and its directors.

Responsibilities The responsibilities for publishing and accessing notices of meetings off members and directors are as follows:

- **The Association** is responsible to post timely notices of meetings on cmcen.ca or such other electronic information exchange services that are approved by the Board and that are accessible by members and directors.
- **Members, directors and others entitled to receive notice of a meeting** are responsible to periodically check cmcen.ca and other specified electronic information exchange services for new or changed notices and other information.

Providing Notice Fourteen (14) days written notice of the time and place of meetings shall be published in a manner that is available and accessible to members.

- **Electronic Notification Method** Published written notice may comprise any electronic web posting such as on cmcen.ca or other web or electronic service approved by the Board. Such notice shall be accessible by each member entitled to vote at the meeting, not less than 14 days before the day on which the meeting is to be held.
- **Physical Notification Method** Physical delivery of notices is available on request by a member, and is subject to payment of postage, administrative and handling charges as determined by the Board.

Notice for Special Meetings Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.

Making Changes to the Manner of Giving Notice Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

8.02 Waiving Notice of Meetings of Directors

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

Any member or director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

8.03 Errors and Omissions

No error or omission in giving notice of any meeting or any adjourned meeting to any member, officer or director of the Association shall invalidate such meeting or make void any proceedings taken thereat.

The accidental omission to give any notice to any member, director, officer, committee member or other person entitled to be present at such meeting, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 9 - DISPUTE RESOLUTION

9.01 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Association are as much as possible to be resolved in accordance with mediation and / or arbitration as provided in Article 9.02 of this by-law.

9.02 Dispute Resolution Mechanism

In the event of a dispute or controversy among members, directors, officers, committee members or volunteers of the Association arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Association is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of members, directors, officers, committee members, employees or volunteers of the Association as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby one party appoints one mediator, the other party (or if applicable the board of the Association) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. These three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon the agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred above. In accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Association is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- d. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties of the dispute or controversy. All costs of arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.